



DEYAAR

Integrated Annual Report 2025

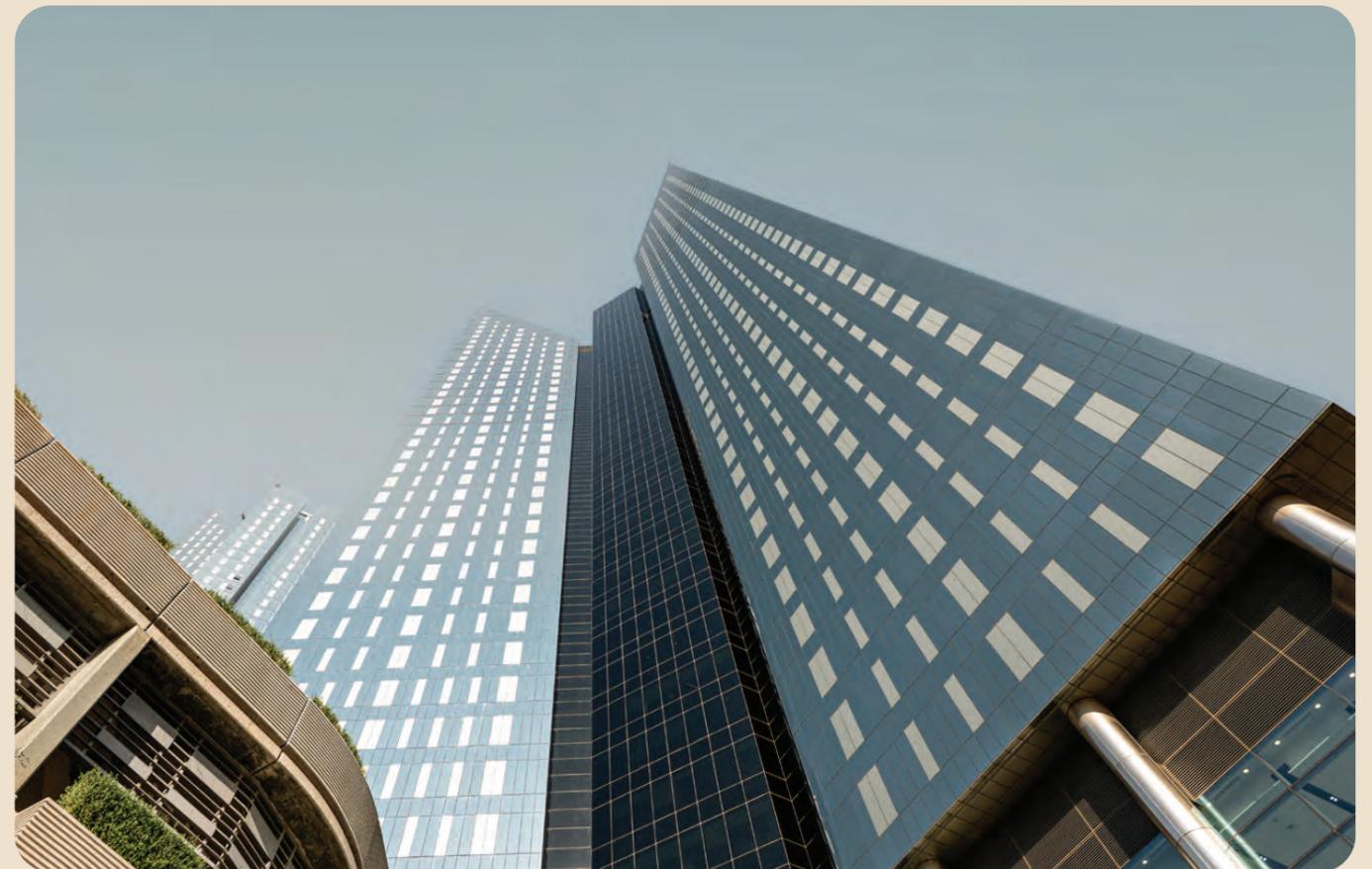


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ABOUT THE REPORT

Deyaar is pleased to present its Integrated Annual Report for 2025. This Report serves as a comprehensive analysis of our ability to create, preserve, and erode value over the short, medium, and long term. Moving beyond mere financial disclosure, this document reflects our philosophy of integrated thinking, detailing how we leverage our multi-dimensional capitals Financial, Manufactured, Intellectual, Human, Social & Relationship, and Natural to navigate the dynamic UAE real estate landscape. Our objective is to provide stakeholders with a holistic view of our strategic progress, operational excellence, and the impact we deliver to the environment and society.

REPORTING PERIOD

The data and insights presented in this report cover the fiscal period from January 1 to December 31, 2025

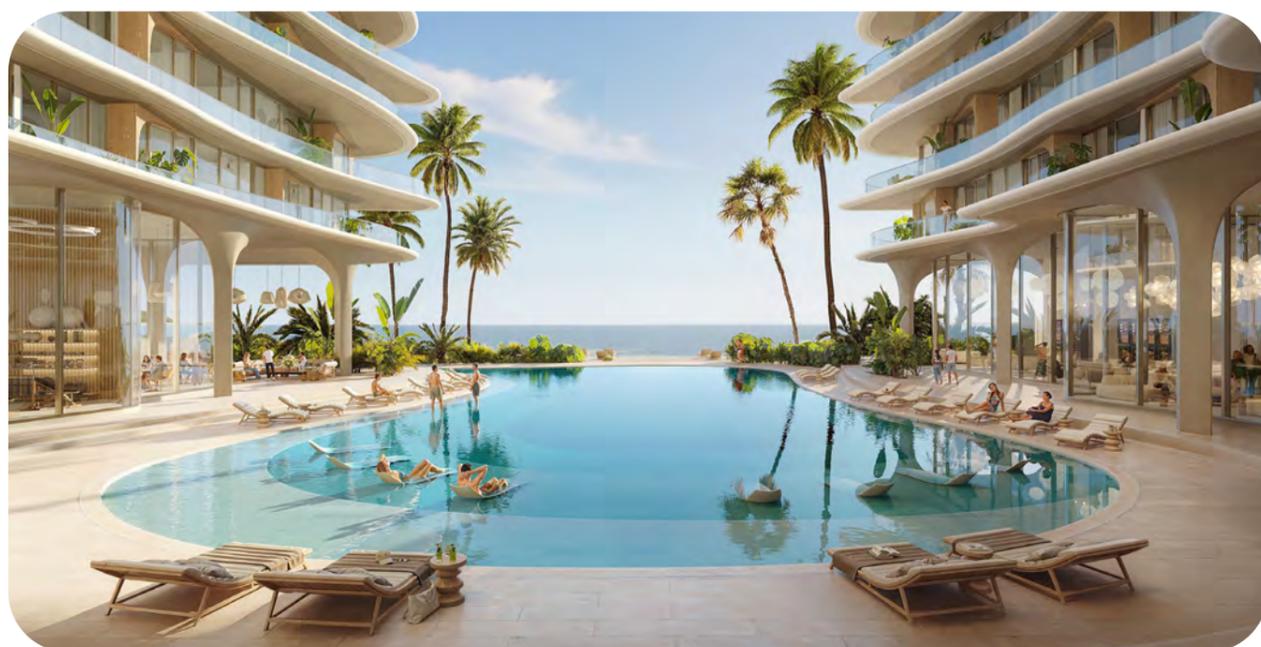
REPORTING BOUNDARY

The reporting boundary encompasses all primary business activities, vertical operations, and key support areas of Deyaar. This includes our subsidiary Ontegra (formerly Deyaar Facilities Management), reflecting our commitment to a technology-driven, integrated service delivery model.

ALIGNMENT WITH STANDARDS

This Report is meticulously crafted in accordance with the International <IR> Framework (2021). To ensure a high degree of transparency and comparability, our disclosures are further informed by:

- **Global Reporting Initiative (GRI) Standards:** For reporting on our socio-economic and environmental impacts.
- **International Financial Reporting Standards (IFRS):** For the preparation of our consolidated financial statements.
- **Capital Markets Authority (CMA):** Compliance with the corporate governance regulations of the UAE.



ASSURANCE

Deyaar maintains a rigorous approach to data integrity:

- **Financial Statements:** Audited by an independent external firm in accordance with International Standards on Auditing (ISAs).
- **Internal Control:** The Board of Directors, through the Audit Committee, oversees the effectiveness of our internal control and risk management systems to ensure the reliability of all reported information.

TARGETED READERS

While this Report serves as a vital communication tool for all stakeholders including employees, clients, regulators, and the broader community it is primarily designed to address the information requirements of long-term investors who seek to understand the resilience and future prospects of our business model.

FORWARD-LOOKING STATEMENTS

This Report contains strategic projections and forward-looking statements regarding Deyaar's intent, beliefs, and current expectations. While these are based on prudent assumptions and "due care" in preparation, they are inherently subject to market contingencies, risks, and uncertainties beyond the company's control. Actual outcomes may vary materially from those projected. Readers are cautioned not to place undue reliance on these statements, and Deyaar assumes no obligation to update them following the date of publication.

CONTACT AND FEEDBACK

We value the perspectives of our stakeholders and welcome engagement regarding our performance and strategic direction.

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We are well-positioned to continue driving sustainable growth and shaping the future of real estate.

I am pleased to present Deyaar Development's Annual Integrated Report and the audited Financial Statements for the year ending 31 December 2025. This report not only details our financial achievements but also highlights our strategic initiatives in a dynamic and competitive real estate market. The year 2025 marked a significant turning point for Deyaar as we embraced innovation and adaptability in our operations. We launched several key projects aimed at streamlining our processes, integrating cutting-edge technologies, and enhancing our sustainability efforts. This proactive approach enables us to anticipate market shifts and respond effectively, ensuring that we consistently deliver exceptional value to our stakeholders.

Strategic Milestones

A major highlight this year was the launch of AYA Beachfront Residences, our inaugural residential venture in the Emirate of Umm Al Quwain. This project exemplifies our commitment to quality and community-focused living, marking an exciting new chapter in our expansion strategy. Additionally, we have reinforced our vision of luxury living by introducing the innovative concept of vertical living with the launch of Downtown Residences—a game-changing icon in the heart of Dubai. This development not only elevates the standard of urban living but also reflects our dedication to creating sophisticated spaces that enhance the lifestyle of our residents. By integrating modern design with sustainable practices, Downtown Residences stands as a reflection of our commitment to excellence in real estate development.

Our success this year has been driven by a deep understanding of market dynamics and a

relentless pursuit of excellence. This commitment to adaptability and responsiveness has strengthened our position in the market and deepened our relationships with clients and stakeholders.

Acknowledgements and Future Outlook

I would like to extend my heartfelt gratitude to the leadership of the United Arab Emirates, our shareholders for their trust, and our regulators and partners for their continued support. Deyaar has once again demonstrated exceptional financial growth, reflecting both the sustained demand for high-quality developments and our strategic foresight in anticipating market needs. We are well-positioned to continue driving sustainable growth and shaping the future of real estate.

Thank you for your continued confidence in Deyaar's vision and strategy.

Mr. ABDULLAH ALI OBAID AL HAML
CHAIRMAN



Together, we will continue to build enduring legacies, drive sustainable growth, and create vibrant communities that inspire and uplift.

In 2025, Deyaar has achieved significant financial milestones, with a 26% increase in profit before tax and a 30% rise in total revenue, reaching AED 1.97 billion. This strong performance reflects our steadfast belief in the UAE's long-term vision and its commitment to excellence. The remarkable AED 917 billion in real estate transactions in Dubai not only reflects a thriving market but also highlights the impact of strategic initiatives like Dubai's D33 and the Dubai 2040 Urban Master Plan, which are driving growth and shaping the future of our Emirate.

As we progress, our landmark projects, particularly Downtown Residences, stand as a beacon of our ambition. This project represents our dedication to redefining urban living in Dubai. By integrating cutting-edge design with innovative technology, we aim to create spaces that not only meet but exceed the expectations of modern residents. With a robust development pipeline of approximately AED 7 billion, we are well-positioned to meet the evolving demands of our customers and deliver exceptional lifestyles that enrich their experiences.

Sustainability is at the core of what we do. Our commitment is evident in projects like AYA Beachfront Residences, where we integrate wellness-focused amenities and environmentally sensitive design, ensuring that our developments respect and enhance the natural environment.

Similarly, Park Five enhances community living by promoting pedestrian mobility and balancing urban space with nature, creating vibrant spaces that foster social interaction and well-being. These initiatives not only contribute to the well-being of our residents but also align with Dubai's sustainability goals, positioning

Deyaar as a leader in responsible urban development.

As we look to 2026 and beyond, our strategy is clear: we aim to leverage our strong financial foundation and innovative approach to drive sustainable urban development. We will explore strategic partnerships that allow us to expand our reach and enhance our offerings while continuously engaging with our communities to understand their needs and aspirations. By aligning our projects with the UAE's vision for smart, future-ready cities, we will create lasting value for our stakeholders.

Our journey would not have been possible without the dedication of our employees, the trust of our customers, and the continuous support of our investors and business partners. I extend my deepest gratitude to our shareholders for your confidence in Deyaar's vision and strategy. Together, we will continue to build enduring legacies, drive sustainable growth, and create vibrant communities that inspire and uplift. At Deyaar, we are committed not just to building structures but to fostering environments where people can thrive.

Mr. SAEED MOHAMMED AL QATAMI
CHIEF EXECUTIVE OFFICER

OUR BUSINESS IN CONTEXT

Company Profile: Where Opportunities Begin

With over 22 years of heritage in the UAE, Deyaar has evolved into a leading force in the regional real estate landscape. Our journey is defined by a commitment to transforming skylines through iconic developments that prioritize luxury, comfort, and increasingly, sustainability. From our headquarters in Dubai, we have established a significant footprint across the most prestigious districts, including Business Bay, Dubai Marina, DIFC, and our recent strategic expansion into Abu Dhabi and Umm Al Quwain.



VISION

To be known as a trusted, integrated real-estate partner, creating value for stakeholders, society, and the economy.

MISSION

To create an urban environment that meets the high standards set by the nation's leaders, with a diverse portfolio of quality real estate developments & differentiated services, a return on investment for stakeholders and value for customers, whilst providing the tools to our employees to realize their potential.

VALUES

Committed to the transformation of the UAE under our leadership.

- Ethical and Transparent
- Trustworthy and Reliable
- Enterprising and Agile
- Quality and Value Conscious

STRATEGY AND VALUE CREATION

OUR BUSINESS MODEL

TRANSCENDING TIME AND TRENDS

We are devoted to designing and developing projects that harmoniously blend community and nature. We endeavor to craft spaces where people can live, work and thrive in total harmony while experiencing a deep sense of fulfillment. This focus is not just our business model, it is our philosophy.

FORGING MEANINGFUL CONNECTIONS

We create living experiences that resonate deeply. We foster communities where nature and progress coexist in harmony, contributing to societal and national well-being and paving the way for growth across generations.

CREATING LASTING VALUE IN DUBAI'S BUILT ENVIRONMENT

Our tangible offerings encompass various domains of real estate, including residential and hospitality properties, with experiences that redefine luxury and comfort. These experiences are further leveraged by high-quality design and engineering, robust communities, superior management and exceptional facilities.

DIVERSIFIED BUSINESS UNITS

Our comprehensive service offering is diverse and integrated, spanning six pivotal business units comprising Property Development, Property Management, Facilities Management, Community Management, Hospitality and Asset Management. These businesses provide multipurpose property services and have accentuated our appeal and stature within the real-estate industry.

EMBRACING LIFE'S ESSENTIALS

Air, water, nourishment, light, wellness, comfort, mind, and connections - life essentials that inspire creativity and guide our approach. This holistic thinking reflects our unwavering commitment to ensuring that every interaction with us leads to a richer, more fulfilling life.

AWARDS & RECOGNITION



MEA Business Achievement Awards 2025:

We were honoured with multiple prestigious accolades in Real estate, including: Industry Trailblazer Award

- Excellence in Strategic Market Expansion Award
- Visionary Leadership in Real Estate Award



Luxury Lifestyle Awards:

Deyaar and Aya Beachfront Residences have both received prestigious recognition from the Luxury Lifestyle Awards.

- Deyaar has been distinguished as one of the Top 100 Real Estate Developers of The World 2025.
- Aya Beachfront Residences has been recognized as one of the TOP 100 Luxury Residences of the World.



The World Realty Congress Awards 2025:

We achieved notable success at The World Realty Congress Awards 2025, securing two prestigious accolades for 'Best Luxury Project of the Year' in both the Ready Projects and Off Plan Projects categories.

VALUE CREATION MODEL

Capital	Input (Resources Invested)	Core Material Topics Addressed	Outcome (Strategic Impact)
MANUFACTURED	<ul style="list-style-type: none"> • LAND BANK: Strategically located plots across the UAE. • MATERIALS: Sustainable concrete and energy-efficient building components. • LABOUR: 13.6M construction manhours. 	<ul style="list-style-type: none"> • FLAGSHIP DELIVERY: Substantial completion of Regalia and Jannat. • QUALITY STANDARDS: Implementation of "Resort-style" living amenities (37,000+ sq. ft. at AYA). 	<ul style="list-style-type: none"> • INFRASTRUCTURE LEGACY: Delivery of "Best of the Best" luxury residences recognized globally. • ASSET LONGEVITY: High-quality builds reducing long-term maintenance costs.
INTELLECTUAL	<ul style="list-style-type: none"> • DIGITAL SYSTEMS: Investment in Salesforce, Facilio, and RPA. • PROPRIETARY KNOWLEDGE: 20+ years of UAE real estate development expertise. • GOVERNANCE FRAMEWORKS: ISO-aligned management systems. 	<ul style="list-style-type: none"> • PROCESS AUTOMATION: Streamlining financial reconciliations via MT940 integrations. • DIGITAL JOURNEY: Launching revamped Broker, Tenant, and Landlord portals for seamless UX. 	<ul style="list-style-type: none"> • INSTITUTIONAL INTEGRITY: Transitioned to a technology-led ecosystem. • BRAND EQUITY: Recognized as an "Industry Trailblazer" for visionary leadership.

Capital	Input (Resources Invested)	Core Material Topics Addressed	Outcome (Strategic Impact)
HUMAN	<ul style="list-style-type: none"> • WORKFORCE: 33 nationalities contributing diverse global perspectives. • TRAINING BUDGET : Investment in 1,417+ training hours. • HEALTH & SAFETY : Rigorous site protocols and welfare standards. 	<ul style="list-style-type: none"> • TALENT OPTIMIZATION: Individual development plans for Emirati Nationals (8% rate). • SAFETY CULTURE: Managing 4,500+ daily workers with Zero LTIs 	<ul style="list-style-type: none"> • FUTURE-READY TALENT: A highly skilled, motivated workforce with specialized digital competencies. • OPERATIONAL STABILITY: Zero downtime from safety incidents or labor disputes.
SOCIAL & RELATIONSHIP	<ul style="list-style-type: none"> • STAKEHOLDER TRUST: Relationships with regulators, brokers, and 7,500+ tenants. • COMMUNITY INVESTMENT: Sponsorship of "People of Determination" events. 	<ul style="list-style-type: none"> • CUSTOMER CENTRICITY: Professionalizing Landlord Relationship Managers (LLRMs). • SOCIAL RESPONSIBILITY : Rapid restoration of villas during the Fujairah flood crisis 	<ul style="list-style-type: none"> • WORLD-CLASS LOYALTY: Achieved a "World-Class" NPS of 70. • SOCIAL LICENSE: Strengthened reputation as a community-first developer in the UAE.
NATURAL	<ul style="list-style-type: none"> • ENERGY & WATER: Grid electricity and municipal water supply. • RENEWABLE RESOURCES: Sunlight utilized via BIPV technology. • RAW MATERIALS: Low-VOC and sustainably sourced timber 	<ul style="list-style-type: none"> • DECARBONIZATION: Avoided 822.61 TCO_{2e} through energy recovery and passive design. • WASTE HYGIENE: Total elimination of A4 paper orders since June 2025 	<ul style="list-style-type: none"> • ENVIRONMENTAL RESILIENCE: Decoupled business growth from resource consumption. • CERTIFIED WELLBEING: Attained WELL Health-Safety Rating for managed communities.

MANUFACTURED CAPITAL

KEY HIGHLIGHTS



Successfully completed 2025 with zero Lost Time Injuries (LTIs) across all active project sites.



Site activity scaled rapidly, reaching 13.6 million manhours, a 58% year-on-year increase.

Deyaar's manufactured capital comprises our high-quality residential portfolio, commercial spaces, and community infrastructure that form the physical core of our value proposition. We transform financial capital into resilient physical assets through a structured lifecycle that maximizes value for both shareholders and the communities we serve.

STRATEGIC APPROACH TO VALUE CREATION

Our approach to manufactured capital is governed by a rigorous selection and delivery framework designed to ensure commercial viability and brand alignment.

RIGOROUS PROJECT PRIORITIZATION:

Potential developments are evaluated against three core criteria:

- Alignment with the long-term business strategy and development roadmap.
- In-depth market studies on location and product types.
- Projected contribution to overall brand equity and profitability.

DELIVERY EXCELLENCE:

To ensure that value is not eroded through delays, we implement structured planning with clearly defined milestones. A systematic risk and opportunity assessment supported by proactive, coordinated engagement with design firms, contractors, and local authorities at every phase of the project ensures that we remain on schedule and do not exceed approved budgets.

ENGINEERING INNOVATION:

Our design philosophy emphasizes efficiency-driven engineering that lowers long-term operating costs and emphasizes sustainable solutions. By optimizing MEP (Mechanical, Electrical, and Plumbing) systems and integrating advanced building technologies, enhanced quality control processes, improved coordination methodologies, and the use of modern construction techniques, we ensure our assets support established sustainability objectives.

INTEGRATED STEWARDSHIP:

Early alignment with local authorities reduces review timelines and contributes to the development of amenities such as wellness facilities, green spaces, and social areas that enhance resident quality of life and ensure long-term asset preservation.



BUSINESS REVIEW

MAKING THE BEST POSSIBLE



2025 Portfolio Milestones and Operational Excellence

In 2025, the Projects and Development team managed a significant increase in construction intensity while maintaining industry-leading safety standards.

Metric	2025 Performance	Achievement & Impact Lost Time
Lost Time Injuries (LTIs)	Zero (0)	Successfully maintained a safe working environment across all active project sites despite heightened activity.
Total Site Manhours	13.6 million	Represents a 58% year-on-year increase , reflecting a substantial expansion in construction scale.
Average Daily Manpower	4,579	Represents a 73% increase over the previous year, highlighting the team's capacity to manage large-scale workforces.

2025 PORTFOLIO - Progress by Development Stage

The following section provides a clear picture of our key developments, detailing their specific nature and the operational milestones achieved during 2025.



STRATEGIC NARRATIVE AND 2025 MILESTONES

A signature coastal development in Umm Al Quwain designed to harmonize natural heritage with resort-style beachfront living. In 2025, the project finalized its detailed design phase, secured all necessary authority NOCs, and successfully commenced enabling shoring works on-site. The project has received the Top 100 Luxury Properties Award.



Project Name: Park Five (IVY & ALDER)
Development Stage: Launched

STRATEGIC NARRATIVE AND 2025 MILESTONES

A landmark urban residential tower in a premier district, distinguished by its striking architectural expression and refined interiors. During the year, we advanced from the schematic design phase to the initiation of preliminary Site Test Pile (PTP) works.



Project Name: Mar Casa
Development Stage: In-Progress

STRATEGIC NARRATIVE AND 2025 MILESTONES

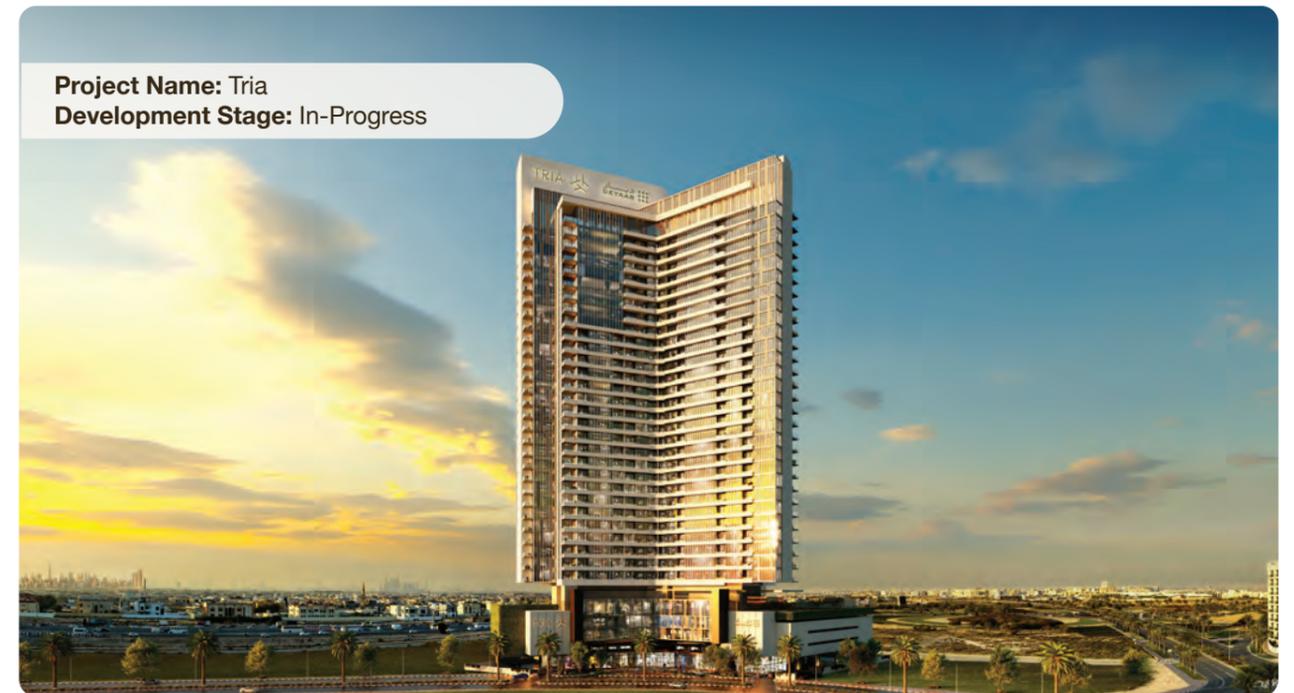
A high-rise residential icon in Dubai Maritime City designed to offer premium waterfront views. Construction achieved significant vertical progress with slab casting reaching the 22nd floor, while the installation of the building's facade aluminium and glazing systems commenced.



Project Name: DWTN Residences
Development Stage: Launched

STRATEGIC NARRATIVE AND 2025 MILESTONES

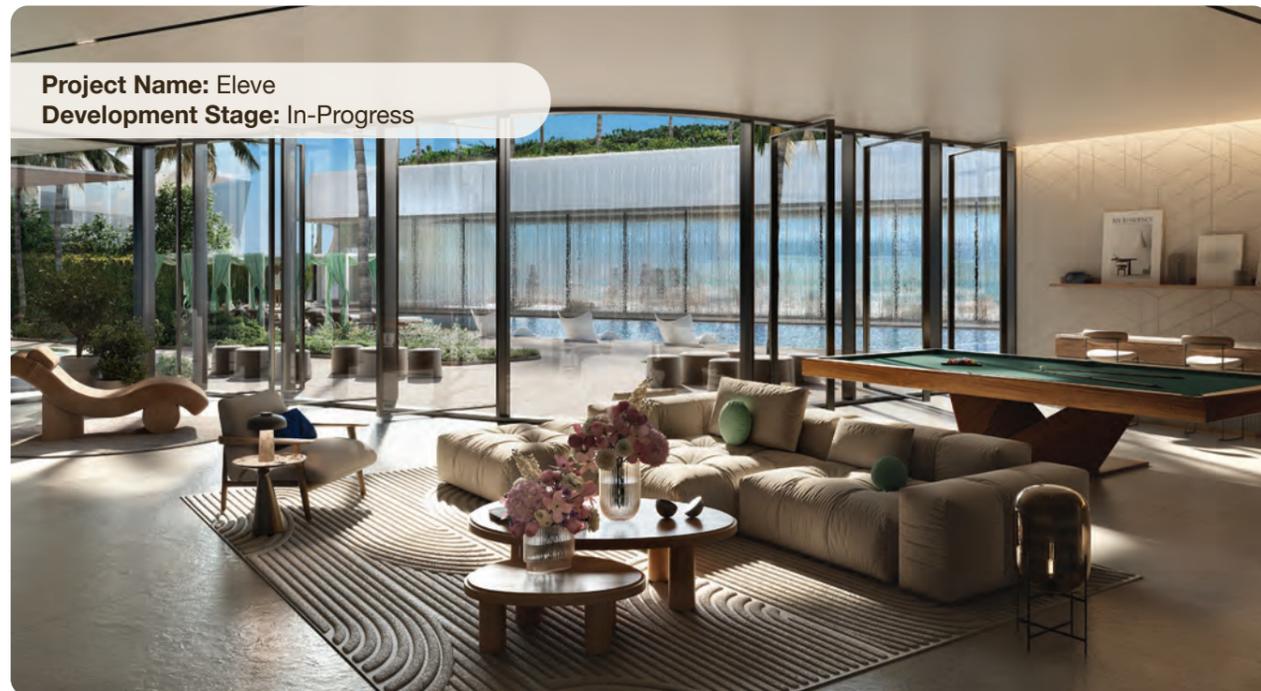
A landmark urban residential tower in a premier district, distinguished by its striking architectural expression and refined interiors. During the year, we advanced from the schematic design phase to the initiation of preliminary Site Test Pile (PTP) works.



Project Name: Tria
Development Stage: In-Progress

STRATEGIC NARRATIVE AND 2025 MILESTONES

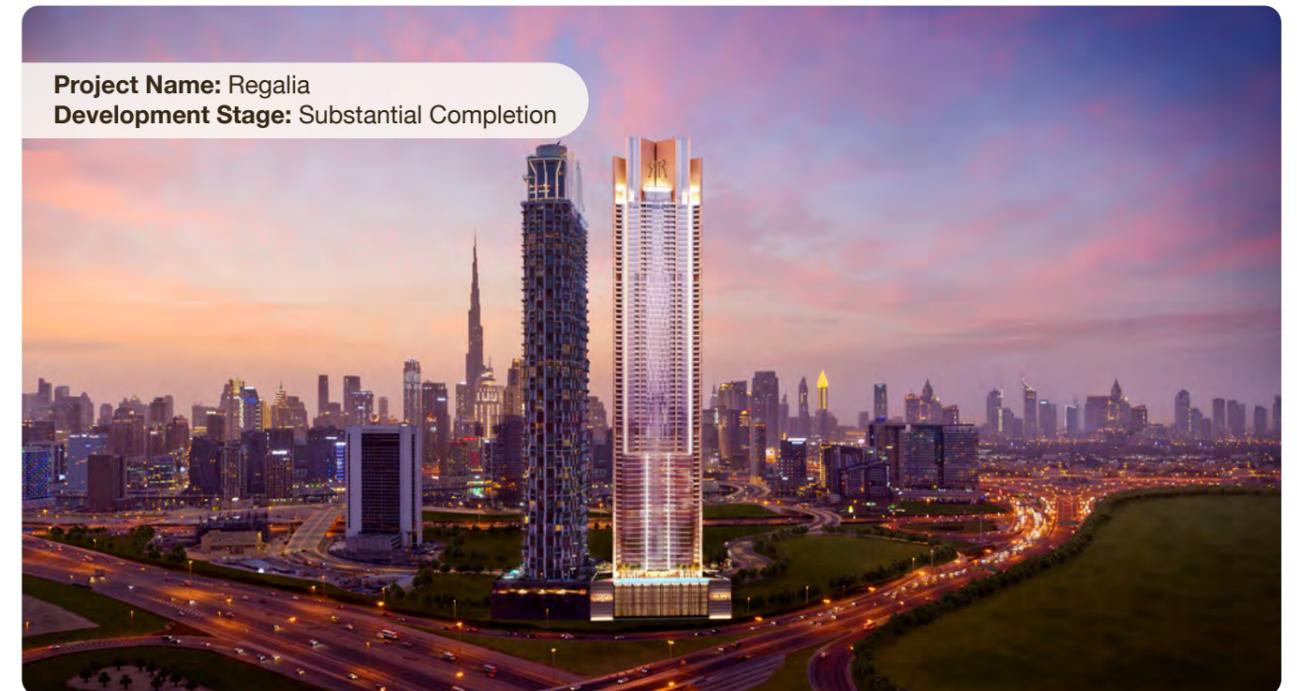
A premium residential tower featuring integrated wellness amenities and smart-home technology. We achieved a major structural milestone by completing the tower crown and finalized the installation and operation clearance for all passenger lifts and chillers..



Project Name: Eleve
Development Stage: In-Progress

STRATEGIC NARRATIVE AND 2025 MILESTONES

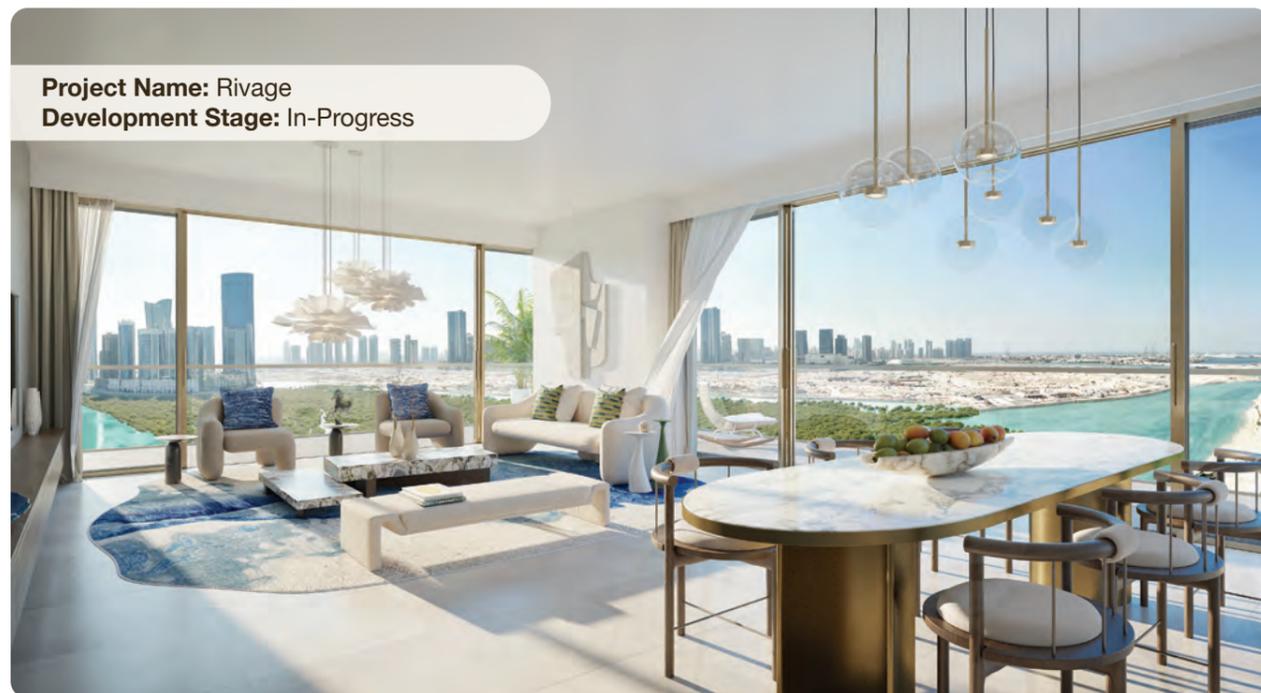
A contemporary residential project utilizing sustainable engineering practices, including "green concrete" to mitigate embodied carbon. Achievements in 2025 included finishing the enabling works, completing the full raft casting, and appointing the main contractor and MEP partners.



Project Name: Regalia
Development Stage: Substantial Completion

STRATEGIC NARRATIVE AND 2025 MILESTONES

A flagship luxury tower nearing handover, designed to set a new benchmark for sophisticated urban living. The tower reached substantial completion of its facade, MEP, and joinery works, while securing DEWA approval for permanent power connection.



Project Name: Rivage
Development Stage: In-Progress

STRATEGIC NARRATIVE AND 2025 MILESTONES

A luxury waterfront joint venture on Al Reem Island, Abu Dhabi, featuring high-end Sky Villas and Palaces. The project substantially completed sheet pile shoring, initiated piling works, and successfully secured the official Building Permit.



Project Name: Jannat
Development Stage: Substantial Completion

STRATEGIC NARRATIVE AND 2025 MILESTONES

A refined addition to the Midtown masterplan focused on enhancing community connectivity and residential comfort. We finalized all major construction activities, secured the Dubai Civil Defense (DCD) final certificate, and initiated the consultant snagging process to facilitate upcoming handovers.

Project Name: Millennium Talia
Development Stage: Substantial Completion



STRATEGIC NARRATIVE AND 2025 MILESTONES

A branded development that merges comfortable residential layouts with high-quality wellness and leisure amenities. In 2025, we finalized the facade and MEP works and obtained the necessary permanent power and Civil Defense approvals..

Project Name: Amalia Residences
Development Stage: Completed



STRATEGIC NARRATIVE AND 2025 MILESTONES

A modern residential development focused on resident comfort and long-term operational efficiency. The project achieved 100% completion with DLD certification, and the majority of homeowners successfully completed keys handover and move-in formalities.

Project Name: Nasser El Din Mosque
Development Stage: Completed



STRATEGIC NARRATIVE AND 2025 MILESTONES

A signature coastal development in Umm Al Quwain designed to harmonize natural heritage with resort-style beachfront living. In 2025, the project finalized its detailed design phase, secured all necessary authority NOCs, and successfully commenced enabling shoring works on-site. The project has received the Top 100 Luxury Properties Award.

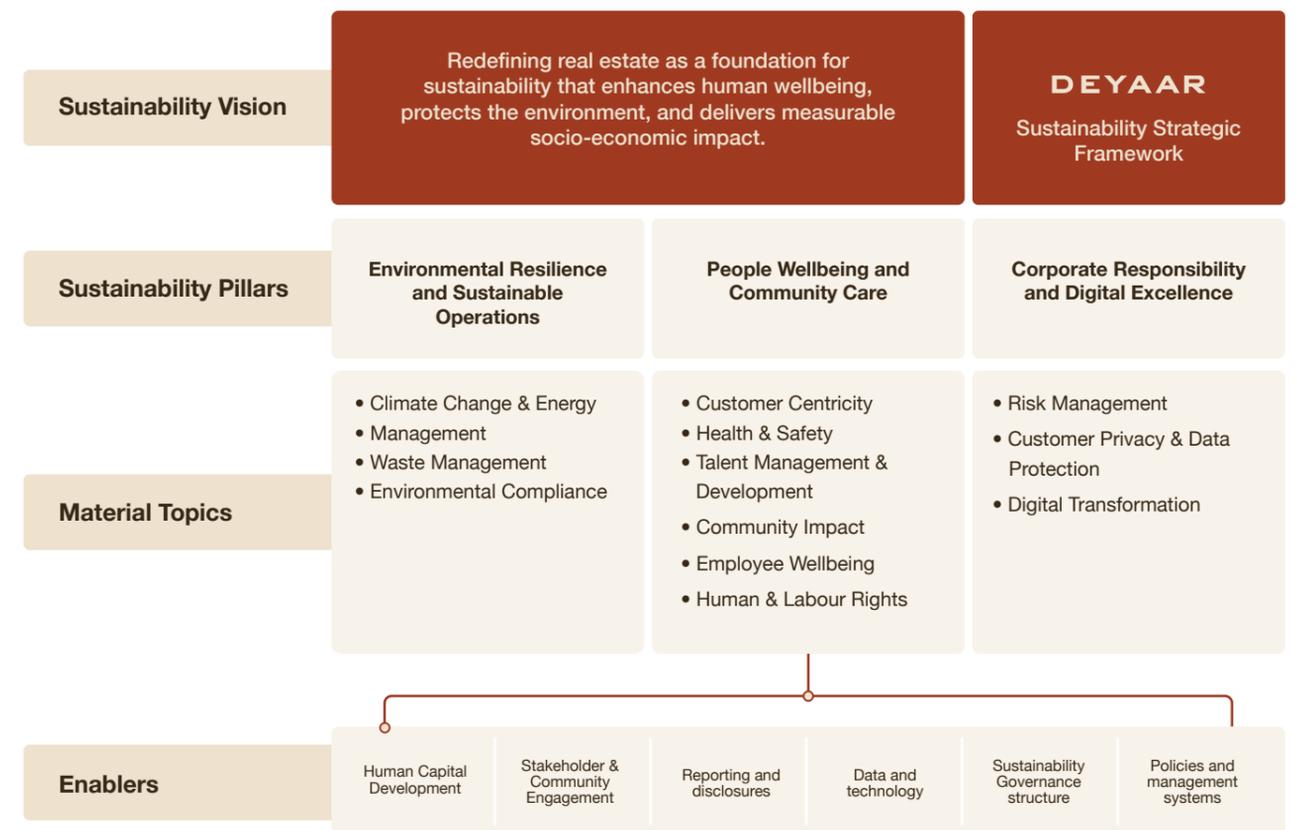
OUR SUSTAINABILITY VISION AND STRATEGIC FRAMEWORK

STRATEGIC SUSTAINABILITY FRAMEWORK

Our commitment to sustainable development is a fundamental and positive component of our **integrated thinking**. We recognize that our long-term commercial viability is inextricably linked to the resilience of the environment and the prosperity of the communities in which we operate. By redefining real estate as a foundation for sustainability, we successfully aim to enhance human well-being while delivering measurable and beneficial socio-economic impact.

Our strategic direction is guided by a unified vision: **"Redefining real estate as a foundation for sustainability that enhances human wellbeing, protects the environment, and delivers measurable socio-economic impact"**. This vision serves as the north star for our operational decisions, ensuring that every project from urban high-rises to coastal residences contributes to a sustainable future.

Advancing Deyaar's journey through a unified vision, strategic pillars, and robust enablers to foster sustainable environmental stewardship, social progress, and long-term economic resilience.



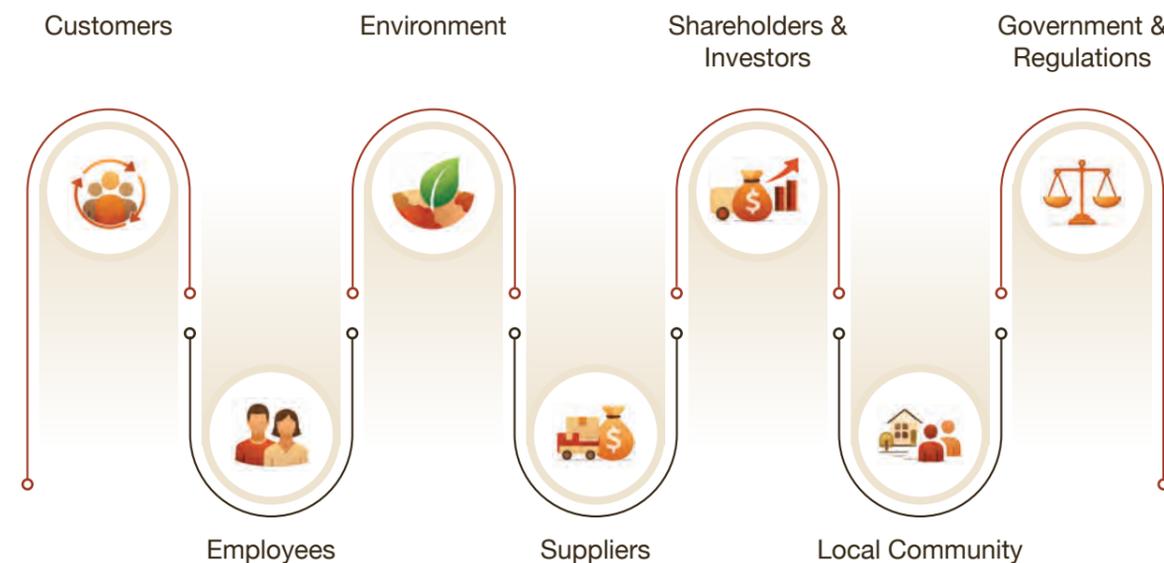
OUR KEY RELATIONSHIPS: CULTIVATING SHARED VALUE

At Deyaar, our capacity for sustained value creation is inextricably linked to our stakeholder ecosystem. We recognize that our long-term resilience, growth trajectory, and capital appreciation are fuelled by the strength of the relationships we nurture with our customers, workforce, investors, regulators, and the communities we serve.

We identify our **Material Stakeholders** through the lens of mutual impact: they are the individuals and entities whose strategic influence is vital to our operational resilience, as well as those whose socio-economic and environmental well-being is most significantly shaped by our value-creation activities. This symbiotic relationship ensures that our growth is intrinsically linked to the prosperity of the ecosystems in which we operate.

Our approach to stakeholder relations is rooted in **Integrated Engagement**, the practice of incorporating external insights into our core business strategy. This serves as a vital **early-warning mechanism**, enabling us to identify and neutralize potential threats while identifying competitive advantages before they become mainstream.

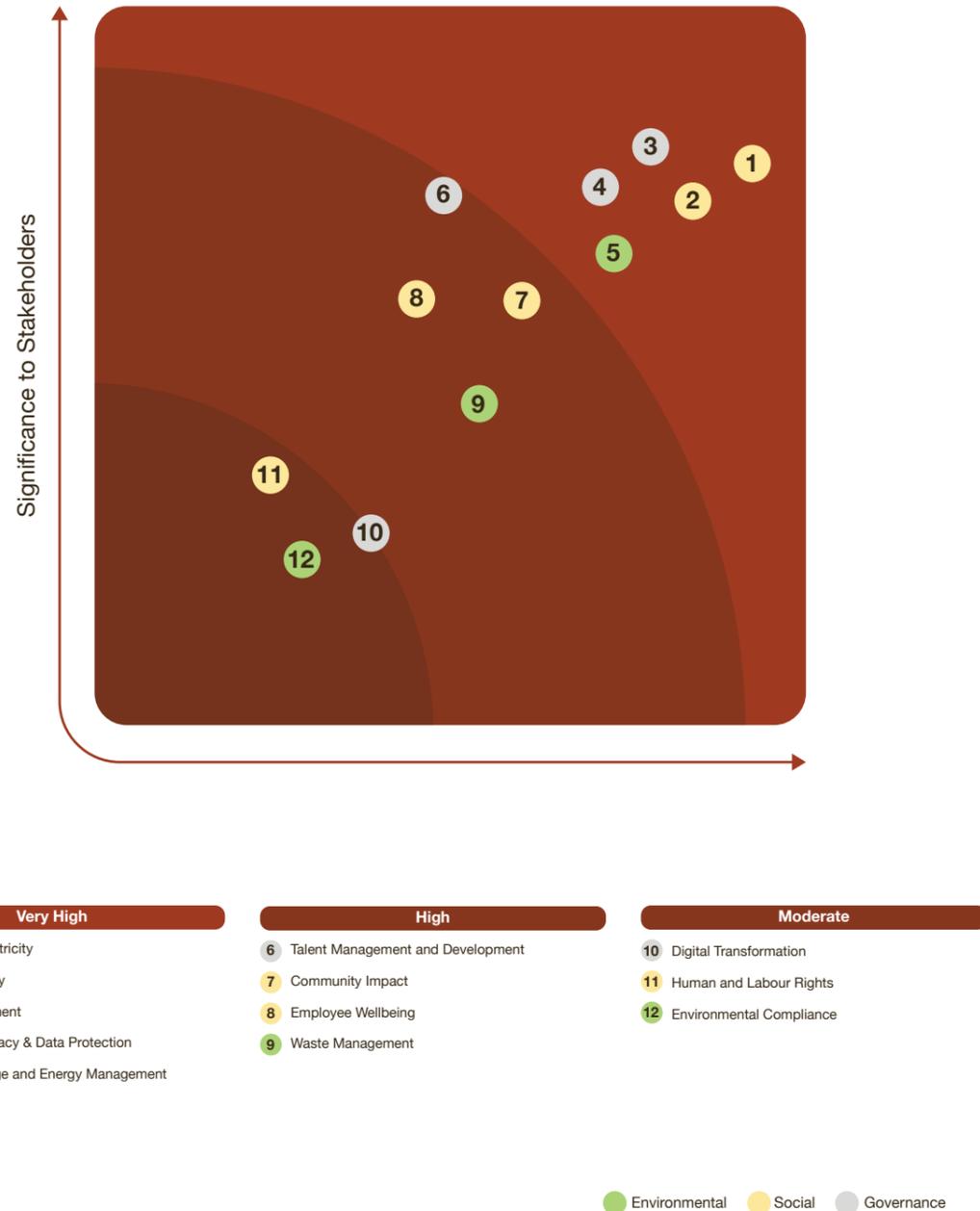
MATERIAL STAKEHOLDERS



Key Stakeholder Groups	Strategic Significance	Core Material Topics Addressed
Shareholders & Long-term Investors	Primary providers of financial resources; they seek resilient, long-term returns and transparent ESG disclosures.	<ul style="list-style-type: none"> • Risk Management • Climate Change & Energy Management • Digital Transformation
Customers (Landlords & Tenants)	Our primary source of revenue; their satisfaction and trust form the core of our social license to operate.	<ul style="list-style-type: none"> • Customer Centricity • Customer Privacy & Data Protection • Health & Safety
Employees	The "driving force" behind our innovation and operational excellence.	<ul style="list-style-type: none"> • Talent Management & Development • Employee Wellbeing • Human & Labour Rights
Regulators & Government Entities	Oversee compliance with national visions (UAE Green Agenda) and real estate laws (SCA/DDA).	<ul style="list-style-type: none"> • Environmental Compliance • Risk Management • Community Impact
Partners, Suppliers & Contractors	Critical for the delivery and quality of manufactured assets.	<ul style="list-style-type: none"> • Health & Safety • Waste Management • Digital Transformation
Local Communities & Society	The beneficiaries of our inclusive growth and environmental stewardship	<ul style="list-style-type: none"> • Community Impact • Climate Change & Energy Management • Waste Management

MATERIALITY: ALIGNING STAKEHOLDER INTERESTS WITH STRATEGIC VALUE

Our sustainability priorities are informed by a comprehensive materiality assessment that evaluates topics based on their significance to our stakeholders and their impact on Deyaar's ability to create value.



KEY SUSTAINABILITY HIGHLIGHTS

ENVIRONMENT

- Utility costs, encompassing water, electricity, and chilled water, were reduced, resulting in AED 4,041,541.6 in operational savings.
- Successfully avoided 822.61 TCO_{2e} through targeted resource efficiency measures.
- Deployed Solar BIPV (Building Integrated Photovoltaics) at Signature Living, turning passive surfaces into active clean-energy generators.
- Eliminated A4 paper orders since June 2025 by shifting to digital leasing through tenant portals and DocuSign.
- Pioneered the use of "green concrete" and low-carbon reinforcement in projects like ELEVE to minimize environmental impact from the foundation up.

SOCIAL

- Achieved a Net Promoter Score (NPS) of 70 for Landlord Satisfaction, a rare "World-Class" designation that reflects our professionalized partnership model.
- Maintained zero Lost Time Injuries (LTIs) across all active project sites, despite a 58% increase in construction intensity (13.6 million manhours).
- Continued our long-standing sponsorship of the Fazza International Championships for People of Determination, fostering a culture of global athletic excellence and acceptance.
- Secured the WELL Health-Safety Rating for Deyaar Community Management, verifying our commitment to occupant health through evidence-based operational policies.
- Implemented half-day Fridays and flexible working hours to enhance work-life balance.

GOVERNANCE

- Deployed Robotic Process Automation (RPA) and MT940 automated bank integrations, significantly enhancing financial visibility and reducing manual reconciliation errors.
- Launched and revamped multiple portals (Broker, Tenant, and Landlord) to centralize data management and ensure transparent, intuitive stakeholder interactions.
- Executed ongoing Cybersecurity Awareness Campaigns to protect our organizational knowledge and the privacy of over 7,500+ tenants.
- All financial statements are audited in accordance with International Standards on Auditing (ISAs), ensuring the highest degree of reliability for our investor

SUSTAINABLE ENGINEERING AND ENVIRONMENTAL STEWARDSHIP

Deyaar is committed to mitigating the erosion of natural capital by embedding sustainability into the core of its manufactured assets. To ensure the long-term resilience and operational efficiency of our portfolio, we prioritize locally sourced materials, green technologies, and high-performance building standards that align with global sustainability benchmarks. Some of these initiatives are listed below:

ENERGY EFFICIENCY AND CARBON MITIGATION

We proactively address the environmental footprint of our developments through sophisticated engineering solutions designed to optimize energy consumption and reduce both operational and embodied carbon. All our projects utilize high-performance façades equipped with low U-value glazing and thermal breaks, which significantly reduce solar heat gain and minimize cooling loads. We also deploy efficient HVAC systems—including VRF, chillers with variable speed drives, demand-controlled ventilation, and energy recovery—to ensure climate comfort with minimal energy expenditure. Furthermore, common areas are outfitted with smart LED lighting systems featuring motion and daylight sensors to reduce base-building consumption.

Projects such as Regalia, Tria, and Mar Casa utilize regenerative-drive elevators that recover energy during braking, to further lower operational energy use. Mar Casa's façade is engineered to generate solar power, reducing reliance on conventional energy sources, and significantly cutting operational carbon emissions. This integration turns passive surfaces into active contributors to sustainability. Advanced energy modelling and smart energy management through intelligent building systems ensure high energy efficiency and minimal wastage.

To address embodied carbon, particularly in the ELEVE project, we prioritized green concrete mixes and lower carbon footprint reinforcement, while favoring local suppliers to reduce emissions associated with material transport.

WATER STEWARDSHIP AND RESOURCE CONSERVATION

Recognizing the scarcity of natural water resources, we integrate conservation technologies to ensure responsible consumption throughout the building lifecycle. All apartments and amenities are equipped with low-flow plumbing fixtures and aerators that meet WELS-equivalent performance standards to minimize daily water usage. These measures are a standard requirement across our development portfolio to optimize resource efficiency.

In high-rise systems such as TRIA and ELEVE, we implement greywater treatment and recovery solutions for irrigation and supplying water to chillers and cooling towers. This optimizes HVAC performance, ensuring sustainable cooling, while significantly reducing the demand on the municipal supply. Beyond building operations, we employ soil improvement methods at sites like Jannat and Rivage that minimize excavation waste. These methods facilitate the reuse of backfill and stabilization to reduce the environmental impact and trucking frequency associated with enabling works.

ENVIRONMENTAL QUALITY AND HEALTH

The value created for our residents extends to their health and well-being through the careful selection of materials and construction methodologies. We utilize low-VOC paints, adhesives, sealants, and carpets across all projects to enhance indoor air quality (IAQ) during both the fit-out and operational stages. Furthermore, our façades and interior layouts are optimized to maximize natural daylighting and glare control, which improves occupant comfort and reduces the reliance on artificial lighting.

Green spaces such as parks, landscaped areas, and walking paths are integrated into master plans to promote outdoor activity and support overall wellbeing. Community amenities—including recreation areas, wellness facilities, and shared social spaces—are designed based on the functional needs of residents. Longterm maintenance strategies are also established to ensure that amenities remain functional, safe, and well-preserved throughout the building lifecycle, contributing to a consistently high living experience for residents.

During the construction phase, we implement proactive measures such as mist cannons and acoustic barriers for dust and noise mitigation to protect both the workforce and neighboring communities. We also prioritize biodiversity-sensitive landscaping and shoreline designs, particularly for projects like AYA, to balance architectural aesthetics with habitat protection. These efforts ensure that our developments contribute positively to the quality of life and the surrounding ecosystem.

Waste Management and Future Roadmap

Deyaar is currently refining a structured roadmap to enhance sustainability performance through specialized waste management and recycling initiatives. Current initiatives focus on conducting a comprehensive assessment of existing practices to understand the environmental footprint associated with our development activities. This baseline assessment is critical to informing our long-term sustainability objectives and targeted improvements.

The development of this process is supported through strategic partnerships with specialized subject matter experts and sustainability consultants. These collaborations ensure the adoption of effective, industry-aligned waste management and recycling solutions across all projects. By formalizing these plans, we aim to transform our waste management approach into a key driver of capital preservation and environmental value creation.

STRATEGIC COLLABORATIONS AND EXPANSION

Deyaar leverages strategic partnerships and joint ventures to facilitate geographical diversification, access specialized expertise, and enhance the overall quality of its manufactured capital. By collaborating with government entities, prominent developers, and leading design firms, we scale our delivery capabilities while ensuring each project reflects a high standard of architectural excellence and market relevance. These alliances are a critical component of our growth strategy, allowing us to enter new jurisdictions and high-growth segments with a robust support framework.

REGIONAL DIVERSIFICATION AND JOINT VENTURES

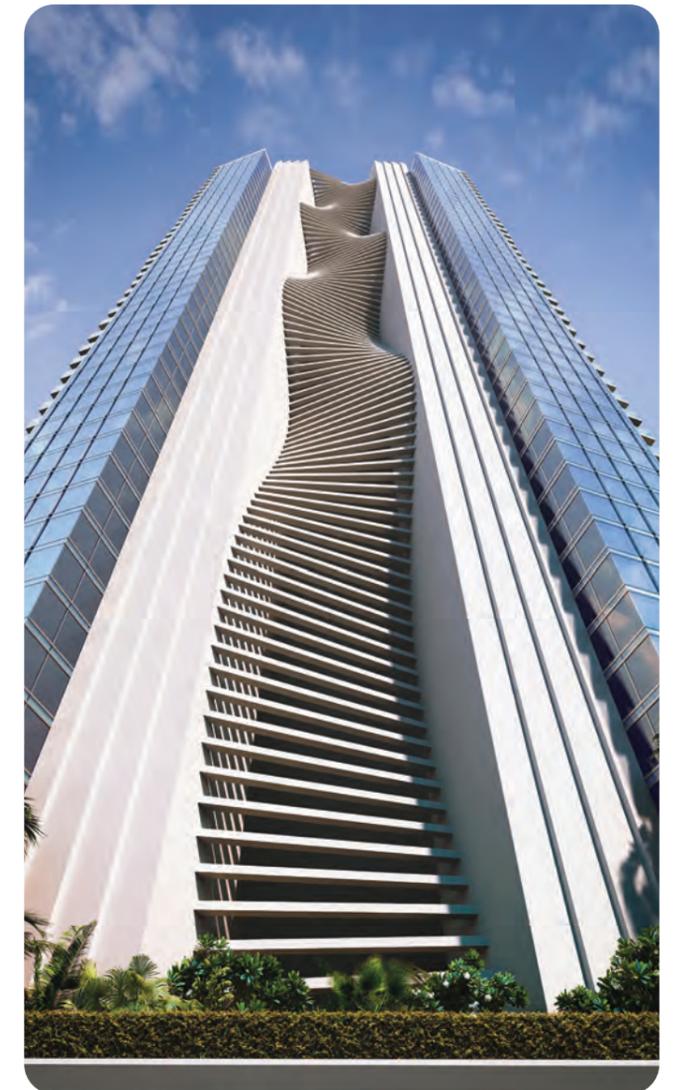
Our expansion into new emirates is driven by strategic joint ventures that combine Deyaar's development track record with the local market insights and financial capabilities of our partners. The Rivage project represents a significant milestone in our expansion into Abu Dhabi, developed in partnership with Arady Properties PSC. This luxury, resort-style waterfront destination on Al Reem Island utilizes the combined financial strength and market knowledge of both organizations to deliver a landmark residential product.

Similarly, the AYA Waterfront Residences project is being developed under a strategic joint venture with the Government of Umm Al Quwain, marking our first major entry into that emirate's real estate market. This collaboration supports the local government's strategy to stimulate economic growth and transform the Al Khor Waterfront into a premier coastal destination. These partnerships demonstrate our ability to align corporate objectives with national development visions, effectively expanding our manufactured capital base beyond our core Dubai markets.

ARCHITECTURAL AND OPERATIONAL PARTNERSHIPS

To ensure the delivery of innovative and high-quality physical assets, we engage in noteworthy collaborations with leading architectural consultants and specialized engineering firms. A prime example of this approach is the DWTN Residences project, which utilized design competitions to engage top-tier architectural talent, ensuring the project offers striking architectural expression and refined interiors. This integrated planning approach ensures that our developments meet the functional and aesthetic needs of modern urban residents.

Beyond the design phase, we maintain longstanding relationships with prominent contractors, subcontractors, and suppliers who act as key partners throughout the project delivery cycle. These collaborations are vital for maintaining quality control and ensuring timely project execution.



INTELLECTUAL CAPITAL

KEY HIGHLIGHTS



Deyaar is committed to mitigating the erosion of natural capital by embedding sustainability into the core of its manufactured assets. To ensure the long-term resilience and operational efficiency of our portfolio, we prioritize locally sourced materials, green technologies, and high-performance building standards that align with global sustainability benchmarks. Some of these initiatives are listed below:

In 2025, Deyaar significantly enhanced its intellectual capital by shifting from traditional operating models towards a technology-led ecosystem. This transition focused on embedding organizational knowledge into automated systems and digital protocols to improve operational efficiency, streamline internal processes, and fortify our market resilience across Development, Property Management, and Community Management. By leveraging these knowledge-based intangibles, we have optimized the conversion of financial and human inputs into high-value outcomes.

DIGITAL TRANSFORMATION AND PROCESS OPTIMIZATION

In 2025, we deployed Robotic Process Automation (RPA) across several key functions to mitigate human error and reduce operational bottlenecks.

In our Deyaar Development division, the implementation of MT940 automated bank statement integrations enabled seamless financial reconciliation and provided greater visibility into cash flows by providing daily end-of-day financial statements. Similarly, the deployment of RPA solutions in our accounting processes has greatly reduced manual effort and minimized end-user processing times. Within Property Management, the Tahaluf Platform's integration with YARDI, further bolstered by RPA processes, has digitized the tenant-landlord lifecycle, including renewals, move-outs, parking management, leads management, lease and unit transfers, name change processes, and new lease creation, which directly enhanced our organizational efficiency and simultaneously reducing turnaround times. This integration also helped us implement a centralized utility management portal to automate utility bill capturing from multiple providers, supported by reports and dashboards that enhance operational visibility.

Complementing these internal optimizations, our focus on external service delivery was advanced by the Ontegra team as well. Ontegra successfully launched Microsoft Dynamics 365 Field Service, a robust solution designed to optimize the provision of onsite customer services. This powerful implementation

streamlines the management of field operations, utilizing AI to enhance technician productivity and boost customer satisfaction through faster, more accurate service delivery. The deployment of this advanced solution represents a significant leap forward in our broader digital transformation strategy, equipping our teams with smarter tools and providing superior visibility across all service workflows.

STRATEGIC PLATFORMS AND INFORMATION CONNECTIVITY

Deyaar recognizes that the connectivity of information is essential for holistic value creation. To this end, we launched, as well as revamped, multiple portals designed to centralize data management and facilitate transparent interactions with our stakeholders.

- The launch of a Broker Portal featuring an integrated audit workflow has strengthened our governance and markedly reduced the turnaround time (TAT) for broker payments.
- Our sales operations were bolstered by the first phase of Salesforce Sales Cloud implementation, which optimized lead management by providing a centralized repository for tracking market opportunities.
- We also implemented Facilio, an integrated facilities management platform that has helped improve operational efficiency by streamlining technical operations such as Preventive Planned Maintenances (PPMs), regular inspections, snag management, statutory requirements, PR/PO, toolbox talks (TBT), work permit management, and even ensure compliance to ISO standards.
- Further enhancing the stakeholder experience, we executed comprehensive revamps of our Sales Customer, Tenant, and Landlord Portals, ensuring more intuitive navigation and improved access to critical property-related information. Implemented owner self-registration to streamline onboarding and reduce manual intervention. The customer sales portal revamp has improved user experience, enhanced navigation, and supports more efficient customer interactions throughout the sales journey. Upgrades to the tenant and landlord portals have now enhanced the performance as well as user experience, specifically streamlining service requests and accessibility for tenants while improving visibility into property information and statements of account for landlords. Additionally, a cloud-based IT Helpdesk portal allows users to directly log service requests and support tickets online. This enhancement has improved response times, increased service transparency, and strengthened our service tracking and reporting, providing a seamless experience to tenants.



INFRASTRUCTURE RESILIENCE & KNOWLEDGE PRESERVATION

In 2025, we transitioned to a cloud-based IT Service Management (ITSM) solution using a Software-as-a-Service (SaaS) model. This enables our IT department to remotely monitor systems, deploy security patches, and provide standardized user support across the organization, thereby mitigating the risks associated with system downtime and technical fragmentation. Additionally, the introduction of a cloud-based IT Helpdesk portal has increased service transparency and strengthened our ability to track and report on technical performance.

SYNERGY BETWEEN INTELLECTUAL & HUMAN CAPITAL

Value creation at Deyaar is not a static event but a continuous flow between capitals. We ensure that our technological investments are effectively utilised, by converting them into human capital through rigorous training and awareness programs.

In 2025, we conducted specialized trainings for our marketing teams on the Salesforce Marketing Cloud for enhanced customer engagement. Trainings on the Tahaluf Backoffice system and the Facilio Platform ensure our teams possess the

competencies required to operate our new digital assets.

Recognizing that data security is fundamental to our social license to operate, we also executed ongoing Cybersecurity Awareness Campaigns. These initiatives educate employees on data privacy and the cyber threats landscape, protecting the organization's collective knowledge from erosion due to cyber-attacks and reinforcing safe digital practices across the organization.

SOCIAL & RELATIONSHIP CAPITAL

KEY HIGHLIGHTS



Achieved an NPS of 70 for Landlord Satisfaction, a rare "World-Class" designation in the real estate industry.



Continued our long-standing partnership with the Dubai Club for People of Determination, sponsoring international athletic championships to foster a culture of acceptance and empowerment.



Demonstrated regional stewardship by leading the proactive renovation of villas affected by the 2024 Fujairah Floods.

At Deyaar, Social and Relationship Capital is the bedrock of our long-term value creation. We define this capital as the trust, shared values, and collaborative networks we build with our customers, partners, and the wider community. By integrating our Corporate Social Responsibility (CSR) framework into our core business strategy, we move beyond passive philanthropy toward active societal stewardship, ensuring our growth is aligned with community resilience. This framework is built upon several key pillars that guide our initiatives and actions.

PILLAR I: INCLUSIVITY AND EMPOWERMENT

Our commitment to inclusivity strengthens our brand equity and aligns with the national vision for an inclusive society.

FAZZA INTERNATIONAL CHAMPIONSHIPS:

Through our long-standing partnership with the Dubai Club for People of Determination, Deyaar sponsors international-level athletic competitions for individuals with disabilities. This initiative does more than promote sports; it provides a global platform for athletes to demonstrate excellence. This initiative reinforces our belief that everyone, regardless of their abilities, should have the opportunity to participate in competitive sports, thus fostering a culture of acceptance and support.

EMPLOYEE-COMMUNITY INTEGRATION:

We internalize our values through direct engagement, such as friendly football matches between Deyaar employees and members of the Dubai Club for People of Determination. This initiative fosters camaraderie and "social intelligence" within our employees, breaking down societal barriers and building a workforce that is empathetic and community aligned. The enthusiasm and teamwork displayed during the game emphasized our shared values and commitment to supporting individuals with disabilities in a fun and engaging environment.

PILLAR II: HEALTH & WELLNESS

HEALTHFEST PROGRAM:

We invest in wellness to mitigate health risks and enhance the health & well-being of our employees. By providing essential health checkups through the Healthfest program, we empower employees to take charge of their health and well-being. This proactive approach addresses health issues before they escalate, contributing to a healthier population and reducing long-term healthcare costs.



FIT FOR HOPE TOURNAMENT:

Utilizing multi-sport tournaments (Paddle, Badminton, Zumba), we promote physical health while simultaneously strengthening internal team-building and healthy competition. Participation in these diverse activities not only promotes fitness but also enhances overall well-being, encouraging a culture of health within the workplace.

HOPE BEYOND CANCER CAMPAIGN:

The Hope Beyond Cancer program educates employees about prevention and treatment options for cancer and also creates a supportive environment where employees can share their experiences. This peer support is vital in building resilience and community among those affected by cancer.

BLOOD DONATION CAMPAIGNS:

A blood donation campaign involving our employees was organised, highlighting the importance of community solidarity and health. This initiative not only supports local blood banks but also fosters a culture of giving back, emphasizing the vital role that each individual can play in saving lives.

PILLAR III: COMMUNITY ENGAGEMENT & SUPPORT

HOSPITAL VISITS:

The interactions between our employees and young patients at Al Jalila Hospital highlight our commitment to community engagement. By fostering relationships and providing joy to these children, we reinforce the importance of compassion and emotional support within our communities.

Our participation in Run to Warm Hearts by UNHCR showcases our dedication to addressing pressing social issues, such as refugee support and health promotion. These activities not only raise funds but also increase awareness about the challenges faced by vulnerable populations. Our agility in responding to environmental and social exigencies demonstrates our role as a responsible corporate citizen capable of rapid resource mobilization.

CHARITABLE ACTIVITIES:



Friendly football match between Deyaar employees and members of the Dubai Club for People of Determination.



Fazza sponsorship image

PILLAR IV: ENVIRONMENTAL RESPONSIBILITY

DISASTER RECOVERY & STABILITY:

Following the 2024 Fujairah Floods, Deyaar took a lead role in the proactive renovation of affected villas. By restoring primary residences, we preserved the region's Manufactured Capital and, more importantly, restored the social stability of the families within our footprint.

CUSTOMER SATISFACTION & INSIGHTS

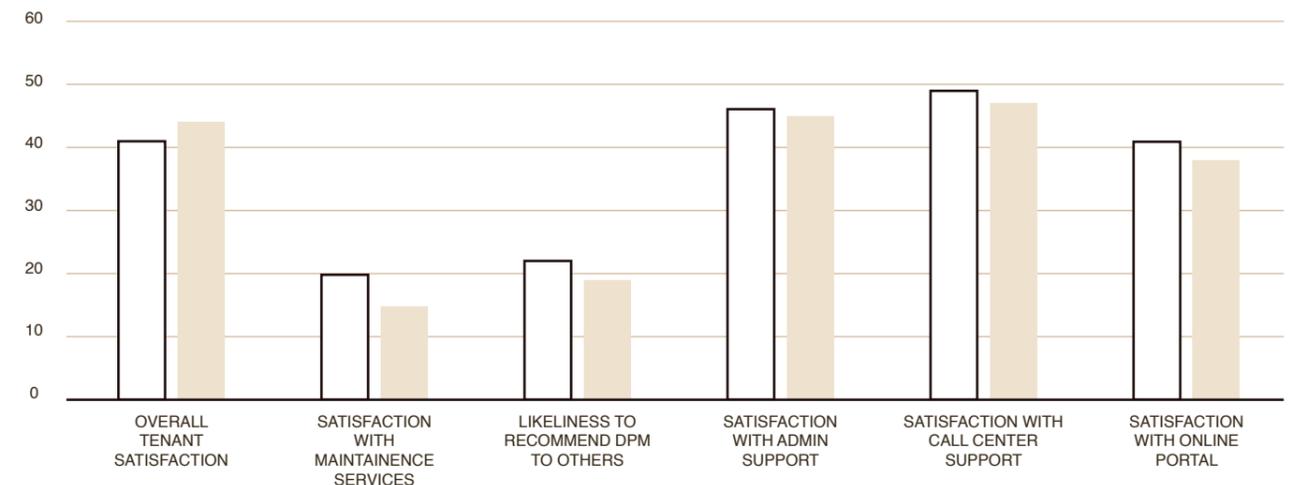
We recognize that our long-term financial resilience is inextricably linked to the trust and loyalty of our primary stakeholders - the tenants who inhabit our spaces, and the landlords who entrust us with their investments.

By periodically collecting feedback from our customers and utilizing the Net Promoter Score (NPS) methodology, we quantify the strength of our relationships and identify specific areas where value is being created, preserved, or at risk of erosion.

TENANT EXPERIENCE: NAVIGATING THE VALUE-SERVICE GAP

Our engagement with the tenant community had a response rate of 9.55% from more than 7500+ tenants, providing a statistically significant foundation for our operational strategy.

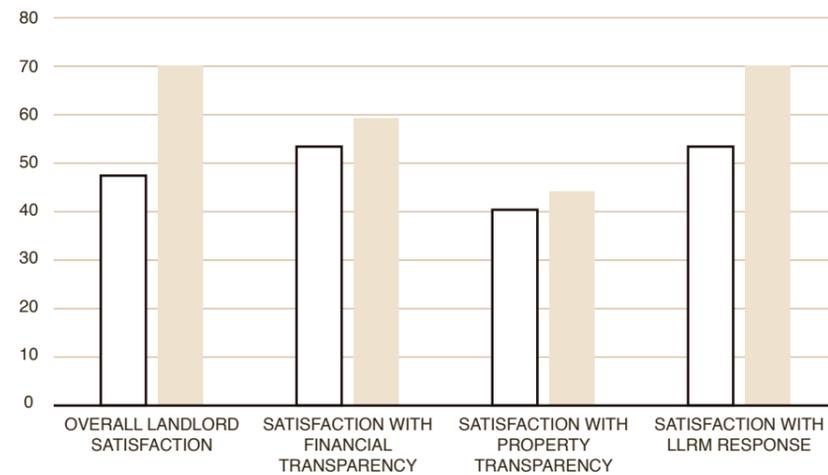
The Overall Tenant Satisfaction improved to an NPS of 44 in the year-end survey, compared to a score of 41 in Q2 of the same year, signalling that our broader community-building initiatives resonate with our customers. However, this positive momentum is tempered by a contraction in maintenance-related sentiment. Tenants have expressed a clear mandate for faster service recovery and higher hygiene standards in common areas. This feedback acts as a strategic early-warning system, allowing us to pivot our resources toward facility management optimization before service gaps lead to capital erosion (vacancy).



LANDLORD PARTNERSHIPS

Our relationship with property owners reached a new level of maturity in 2025. The Overall Landlord Satisfaction NPS of 70, a "World-Class" designation in the Real Estate Industry, reflects the successful internalization of our "Owner-First" philosophy.

This exponential growth is primarily attributed to the professionalization of our Landlord Relationship Managers (LLRM). By providing a single point of professional contact, we have transformed a transactional service into a strategic partnership. However, our focus remains on "Value Preservation." Feedback regarding extended vacancy periods and maintenance cost-efficiencies has been integrated into our 2026 Risk Register, ensuring that we proactively protect the yields of our investors.



NPS SCORE RANGE INTERPRETATION – REAL ESTATE INDUSTRY

NPS SCORE	INTERPRETATION
+70 and above	World-class – Extremely loyal customers; very rare in real estate.
+50 to +69	Excellent – Strong customer advocacy and satisfaction.
+30 to +49	Good – Competitive, above-average performance in the industry.
+10 to +29	Average – Adequate, but with room to improve customer experience.
0 to +9	Below Average – Customers are neutral or mildly dissatisfied.
Below 0	Poor – More detractors than promoters; needs urgent attention.

At Deyaar, we believe that our collective actions today will shape a brighter tomorrow. We are proud to stand at the forefront of social responsibility, inspiring our employees and the wider community to join us in our mission to create positive change. Together, we can build a future where every individual is empowered, supported, and has the opportunity to thrive.

HUMAN CAPITAL

KEY HIGHLIGHTS

- Orchestrated a high-performing workforce of 33 nationalities, fostering a culture of cognitive diversity that drives innovation in the UAE's cosmopolitan real estate market.
- Achieved an 8% Emiratization rate, supported by bespoke educational sponsorships and individual development plans to cultivate the next generation of Emirati leaders.

People are the driving force behind Deyaar Group's evolution. Our Human Capital strategy is centered on creating a workplace that inspires innovation, rewards integrity, and promotes well-being. By aligning our internal talent development with international best practices and regional regulatory standards, we have built a resilient workforce dedicated to shaping the future of the urban landscape.

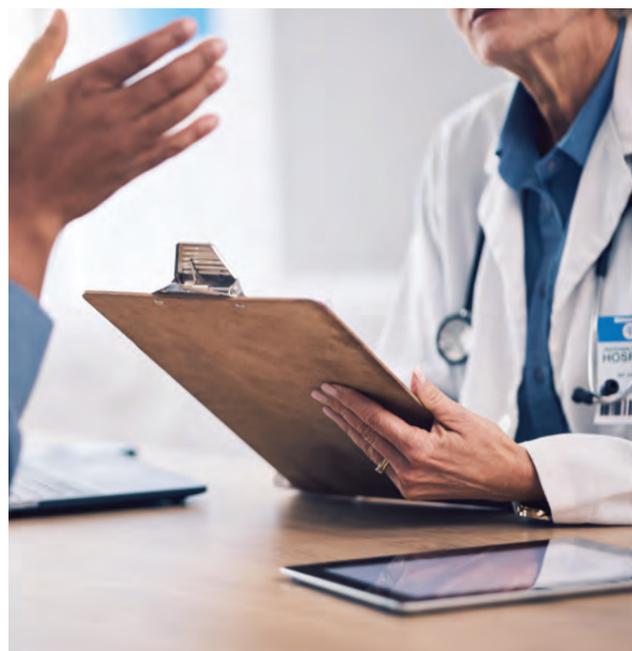
DIVERSITY, EQUITY, & INCLUSION

Deyaar's workforce comprises employees from 33 different nationalities, with a gender distribution of 32% female and 68% male. The Company values diverse backgrounds and is committed to providing equal employment opportunities. Deyaar's recruitment approach focuses on attracting and hiring a diverse talent pool while ensuring fairness, objectivity, and inclusivity throughout the recruitment and selection process. The Company strives to maintain a workplace free from discrimination based on age, sex, colour, race, religion, national origin, ethnic origin or disability, as clearly set out in the HR Policy. For those facing challenging medical situations, we have extended on several occasions, additional support beyond statutory requirements. This has included extra paid time off, work from home arrangements, shorter working hours, etc. We remain committed to providing similar support in the future whenever needed.



EMPLOYEE WELL-BEING

At Deyaar, we believe that a thriving workforce is the cornerstone of our operational excellence. Our approach to Employee well-being is holistic, ensuring that every employee is supported through comprehensive health initiatives, a culture of recognition, and a workspace designed for inclusivity and balance.



HOLISTIC HEALTH AND WELLNESS

The physical and mental wellbeing of our employees is a primary priority. As part of the Company's medical insurance coverage, employees have access to a free and comprehensive wellness programme designed to support positive lifestyle changes. This digital-first initiative allows staff to complete online assessments and receive personalized health reports. To ensure these insights translate into action, employees can engage directly with wellness coaches to discuss and achieve their personal health goals.

WORK-LIFE BALANCE

Recognizing the importance of a healthy work-life balance, Deyaar offers flexible working hours and half-day Fridays to enhance flexibility. We are particularly committed to supporting working parents through:



Empowering mothers to transition smoothly between their professional and family responsibilities.



An extended eligibility period for nursing breaks to create a supportive work environment for mothers returning from maternity leave & the establishment of a dedicated mother's room—a private, hygienic, & comfortable onsite space for nursing mothers.

STRATEGIC ENGAGEMENT AND ORGANISATIONAL SYNERGY

Our HR department acts as a strategic partner, collaborating closely with business leaders to align workforce strategies with Deyaar's overarching objectives. By engaging regularly with department heads, HR ensures that operational priorities and future talent requirements are integrated into our workforce planning and development initiatives. Furthermore, through seamless coordination with Finance and control functions, we maintain rigorous oversight of headcount, remuneration, and organizational structures, ensuring they remain within approved budgets and governance frameworks.

To drive organizational synergy, we have launched two flagship communication platforms:



Town Hall Meetings:

These regular forums facilitate cross-departmental dialogue, allowing teams to present current projects, address challenges, and voice concerns. This open exchange is crucial in reducing silos while encouraging feedback and also fosters a unified organizational vision through collaborative problem-solving and creating a culture of innovation, inclusivity and empowerment.



Leadership Connect:

A quarterly initiative designed to unite our leadership team. This initiative focuses on three primary objectives: alignment of departmental strategies with organizational objectives; recognizing individual and team successes during these meetings; provides a space for high-level discussions on industry trends, challenges, and opportunities. This engagement ensures that our strategies remain relevant and effective and enriching the collective knowledge of the team.

These initiatives are designed to foster a collaborative environment, ensuring that every employee feels connected to our mission and empowered to contribute to our collective success. By fostering collaboration and communication, we position ourselves for sustainable success, driving both organizational growth and employee satisfaction. Ultimately, these initiatives not only enhance our operational effectiveness but also create a thriving workplace where every individual can contribute meaningfully to our shared goals.

Adaptability is one of our virtues that we are very proud of. Our organisational structure was revised in 2025 to optimize workflows, enhance customer experience, improve operational effectiveness, as well as employee productivity. To ensure our internal environment remains competitive and fair, we conducted a comprehensive Compensation and Benefits review in 2025, standardizing procedures to ensure transparency and remains competitive with the market expectations.

RECOGNITION AND VALUE-ADDED BENEFITS

We cultivate a high-performance culture by ensuring our team feels valued and rewarded. Our employee recognition program, Tafawaq, identifies and celebrates outstanding contributions and exceptional performance. Beyond professional achievements, we celebrate the individual through birthday gifts to acknowledge and celebrate them on their special day and provide tangible lifestyle value through free access to an elite loyalty program, offering discounts across thousands of brands.



TALENT DEVELOPMENT

Investment in employee growth and development remains a constant. The launch of our Training Catalogue in August 2025 serves to build critical capabilities of our employees, while our participation in the Ru'ya career fair in September 2025 underscored our commitment to attracting top-tier Emirati talent. Through these initiatives, HR continues to work as a strategic partner to all departments, ensuring that our workforce planning and talent acquisition are always in lockstep with Deyaar's long-term business objectives.

To attract and retain top talent, our policies and processes are regularly reviewed and updated to ensure internal equity and external competitiveness. Outreach sessions are held every year to brief employees on new policies and processes, strengthen employee engagement, and ensure that employees clearly understand their rights and responsibilities within the organization. The Company also facilitates a comprehensive induction program for all new joiners to better equip them for their roles. Internal mobility is promoted by encouraging employees to apply for internal vacancies and career development opportunities, supporting career progression and the optimal utilization of internal talent.

Deyaar promotes continuous professional development by offering a range of training programs across all levels of the organization. These initiatives are designed to foster a customer-centric mindset, broaden employees' knowledge, and enhance job-related skills, thereby improving overall workplace effectiveness.

As part of succession planning efforts, critical roles across the organization have been identified, and the rollout of a succession planning program is underway. In addition, we support the educational development of our UAE National employees by offering educational sponsorship, individual development plans, enhanced study leave provisions and facilitating access to relevant training opportunities to support their ongoing career growth.

WORKFORCE IN NUMBERS

Total number of employees	274
Emiratization percentage in 2025	7%
Employee turnover rate in 2025	14.42%
Percentage of female employees	32.48%
Percentage of male employees	67.52%
Nationalities at Deyaar in 2025	33
Female employees in Mid-management	10
Female employees in Senior management	9
Number of Employees Trained	277

NUMBER OF TRAINING HOURS

TRAINING TYPE	NUMBER OF HOURS
E-learning	698.8
External	146
Inhouse	227
Internal	345.5
TOTAL	1417.3

HEALTH & SAFETY

Our operations are governed by a robust Integrated Management System (IMS) policy, which is dedicated to eliminating hazards and preventing injury or ill health for everyone under our control. This policy emphasizes:

Continual Improvement: Regularly measuring performance and setting objectives to enhance management systems.

Sustainability: Improving building sustainability in alignment with the broader company vision.

Compliance: Ensuring all activities meet national and international standards, supported by regular internal audits and inspections.

WELL HEALTH-SAFETY RATING

In March 2025, Deyaar Community Management achieved the WELL Health-Safety Rating, an evidence-based, third-party verified achievement. This rating focuses on key operational areas to ensure long-term resilience, including:

Operational Policies & Maintenance: Rigorous protocols to address acute health issues.

Emergency Preparedness: Strategic plans for effective response and recovery.

Stakeholder Education: Ensuring all occupants are informed and prepared.

EMERGENCY PREPAREDNESS & MOCK DRILLS

To ensure occupant readiness and compliance with the Dubai Fire Code, DCM maintains a rigorous schedule of fire and evacuation drills in coordination with Dubai Civil Defence (DCD).

In 2025, several key communities successfully completed or scheduled their mandatory mock drills:

Completed Drills:

Hamilton: Successfully conducted a training evacuation on February 4, 2025.

Bay View Tower: Successfully conducted a training evacuation on February 20, 2025.

Al Seef 2: Successfully conducted a training evacuation on September 1, 2025.

Drills in Progress/Scheduled:

Applications for evacuation drills have been submitted and are being coordinated with the DCD schedule for the following communities:

Fifty-One Tower (Business Bay): Application dated August 25, 2025.

Midtown (Dania & Afnan): Application dated August 25, 2025.

Montrose (Al Barsha South 2): Application dated August 25, 2025.

These drills are essential for maintaining the safety of high-occupancy buildings and are documented to ensure full compliance with the UAE Fire and Life Safety Code. DCM remains dedicated to these regular practices to foster a culture of safety across all our master communities.



GROUP SYNERGY: CULTIVATING TALENT AT ONTEGRA

Our commitment to an **"Employee First"** culture extends deeply into our subsidiary, Ontegra. Given the scale and specialized nature of Ontegra's operations, the Group remains focused on building a resilient and engaged team.

WORKFORCE DETAILS

Total number of employees	1725
Percentage of female employees in the workforce	32.48%
Percentage of male employees in the workforce	67.52%
Female employees in mid management and senior management	2
Turnover rate	24.45%

CULTIVATING COMMUNITY AND WELLBEING

Ontegra's engagement strategy is uniquely designed to reach both white and blue-collar staff, ensuring every team member feels valued. We prioritize holistic health through comprehensive medical check-ups for the entire workforce and dedicated awareness initiatives, such as Breast Cancer Awareness "Pink Day" and cycling events. Social cohesion is fostered through a consistent calendar of Monthly Birthday Celebrations, National Day festivities, and Iftar gatherings, which bring our diverse team together during Ramadan.

EMPOWERMENT THROUGH SPORTS AND RECREATION

We recognize that recreation is vital for a high-performing field team. To promote physical fitness and mental agility, Ontegra employees actively participated in the Dubai Run 2025 and engaged in competitive internal tournaments for Badminton, Cricket, and Carrom.

To ensure our blue-collar staff at the accommodations are equally engaged, we host regular Movie Nights and conduct dedicated Townhall Meetings. These sessions provide a vital platform for open dialogue, ensuring that our front-line staff are heard and their contributions celebrated.



NATURAL CAPITAL

KEY HIGHLIGHTS



Avoided 822.61 tCO₂e in greenhouse gas emissions through high-performance engineering and the implementation of advanced energy-recovery systems across flagship developments.



Delivered AED 4,041,541.6 in total utility savings (water, electricity, and chilled water), driven by a 6% reduction in utility intensity across the DCM portfolio.



Pioneered urban energy self-sufficiency by integrating Solar BIPV (Building Integrated Photovoltaics) at Signature Living, transforming the building's envelope into an active clean-energy power plant.

Deyaar views Natural Capital as a critical strategic asset that must be preserved to ensure the long-term viability of our manufactured assets. Our management approach is rooted in the principle of Resource Decoupling i.e. increasing our development footprint while simultaneously reducing our environmental intensity.

By integrating sustainability into the early design phase and maintaining rigorous oversight during the operational phase, we mitigate climate-related transition risks and enhance the market appeal of our sustainable real estate offerings.

LANDLORD PARTNERSHIPS

Our energy strategy for decarbonization and energy transition is built on two core principles: reducing demand through intelligent design and optimizing supply through efficiency and recovery.

To minimize the energy required for cooling, which is the primary energy driver in our region, we employ Passive Design Excellence. This involves deploying high-performance building envelopes across all projects, featuring low U-value glazing and advanced thermal breaks. These measures are crucial in significantly reducing the "heat island" effect within our developments.

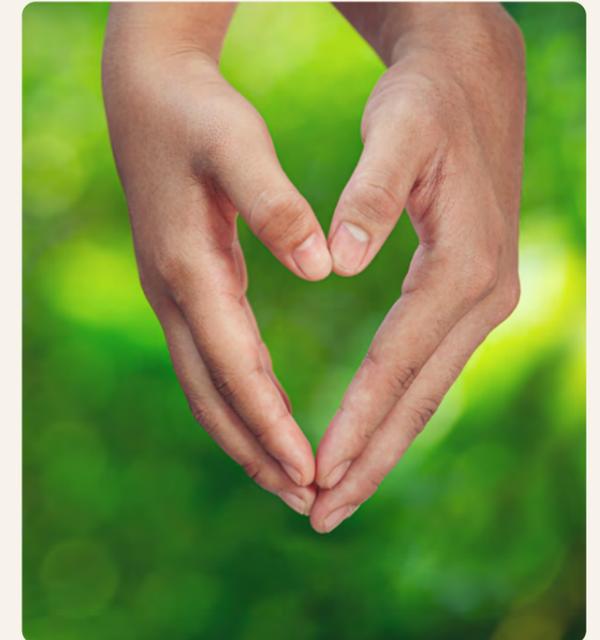
In addition to reducing demand, we actively harness circular energy principles through Energy Recovery & Renewables. A key initiative is the integration of regenerative-drive elevators in high-rise towers, such as Regalia and Tria. These elevators capture and repurpose kinetic energy generated during the braking process, maximizing efficiency.

Complementing these recovery efforts, we are also investing in on-site clean power generation. At Signature Living, we have deployed Solar BIPV (Building Integrated Photovoltaics). This technology seamlessly integrates solar power generation capabilities into the building's structure, providing a sustainable source of clean, on-site energy.

SUSTAINABLE SOURCING AND CIRCULAR ECONOMY

We prioritize the use of locally sourced materials and low-carbon reinforcement, such as the green concrete utilized in the ELEVE project, to reduce embodied carbon. Our corporate operations mirror this commitment to circularity.

Since June 2025, we have eliminated A4 paper orders by shifting to digital leasing through Tenant Portals and DocuSign. Within our facilities management division, Ontegra, we have adopted biodegradable garbage bags and eco-friendly cleaning detergents while centralizing waste collection to minimize plastic use.



CLIMATE RESILIENCE AND BIODIVERSITY PRESERVATION

To safeguard our manufactured assets and community well-being, we integrate climate resilience into site planning and facility management. Project-specific Emergency Response Plans are prepared for all work locations, supported by regular emergency training to ensure readiness for extreme weather events. We also focus on biodiversity-sensitive landscaping and transit-oriented siting (e.g., Rosalia) to reduce car dependence and protect local ecosystems while enhancing the indoor environmental quality for our residents using low VOC materials.



DATA-DRIVEN MONITORING AND VERIFICATION

Our environmental performance is underpinned by rigorous data transparency and real-time monitoring. We utilize integrated Building Management Systems (BMS) to track critical metrics including energy use, cooling tower cycles, and renewable energy generation from Building Integrated Photovoltaics (BIPV). During the construction phase, we maintain strict supply chain documentation to verify the environmental performance and carbon neutrality factors of all construction materials, ensuring that our "as-built" performance aligns with our strategic sustainability targets.

ACHIEVEMENTS IN 2025

STRATEGIC FOCUS	2025 KEY PERFORMANCE OUTCOME
Emissions Mitigation	822.61 TCO2e avoided through resource efficiency measures.
Utility Optimization	AED 4,041,541.6 saved in water, electricity, and chilled water costs.
Portfolio Performance	>6% utility saving achieved across the DCM portfolio vs. 2024.
Resource Hygiene	Achieved Well Health-Safety Rating for DCM communities, prioritizing occupant wellness.

ALIGNMENT WITH UN SDGS

Sustainable Development Goal	Strategic Alignment & Capital Impact	2025 Key Performance Highlights
SDG 7: Affordable and Clean Energy	Natural Capital: Decarbonizing the building envelope through renewable energy integration & passive design.	Pioneered Solar BIPV integration at Signature Living and deployed energy-recovery systems to reduce grid reliance.
SDG 8: Decent Work & Economic Growth	Human Capital: Ensuring a safe, inclusive, and high-growth environment for a diverse workforce.	Achieved Zero LTIs across 13.6 million manhours (58% activity increase) and reached an 8% Emiratization rate.
SDG 9: Industry, Innovation & Infrastructure	Intellectual Capital: Leveraging digital transformation to enhance operational resilience and infrastructure quality.	Deployed RPA and AI-driven financial protocols; Launched revamped digital portals to streamline the landlord-tenant journey.
SDG 10: Reduced Inequalities	Social & Relationship Capital: Promoting social inclusion and accessibility within our communities and beyond.	Strategic partnership with Dubai Club for People of Determination; Sponsored international championships to drive global inclusivity.
SDG 11: Sustainable Cities & Communities SDG 15: Life on Land	Manufactured Capital: Designing urban spaces that prioritize wellness, transit-access, and sustainable living.	AYA Beachfront recognized among the Top 100 Luxury Residences for its harmony of nature-inspired design and modern livability.
SDG 12: Responsible Consumption & Production	Natural Capital: Transitioning toward a circular economy by eliminating waste and optimizing resources.	Achieved a "Paperless" milestone by eliminating A4 paper orders since June 2025 through 100% digital leasing (DocuSign).
SDG 13: Climate Action	Natural Capital: Direct mitigation of greenhouse gas emissions through high-performance engineering.	Avoided 822.61 TCO2e and realized AED 4,041,541.6 in utility savings via advanced cooling and lighting optimization.
SDG 17: Partnerships for the Goals	Social & Relationship Capital: Collaborating with government and private entities to drive regional development.	Partnered with Arady Properties and the Umm Al Quwain Government to expand sustainable real estate into new Emirates.



2025 CORPORATE
GOVERNANCE REPORT

In accordance with the resolution of Securities & Commodities Authority (“Authority”) Chairman No. (3/R.M) of 2020 concerning adopting the Corporate Governance Guide for Public Joint Stock Companies and pursuant to the provision of Article No. (77) of this Resolution, Deyaar Development PJSC (“the Company”) is submitting this Governance report for the fiscal year ended on 31 December 2025, through which it affirms its commitment to developing its supervisory and control system, and upgrading it to match the best international standards and practices, in order to develop and regulate the securities sector in the United Arab Emirates, taking into account the requirements related to environmental considerations and social responsibility.

This report was prepared in accordance with 2025 governance report template approved by the Authority which was issued on 27 January 2025. This report will be available to all shareholders prior to holding the General Assembly with sufficient time via the internet through the website of the Authority, Dubai Financial Market and the Company’s website (www.deyaar.com).

1. PROCEDURES TAKEN TO COMPLETE THE CORPORATE GOVERNANCE SYSTEM DURING 2025 AND ITS METHOD OF IMPLEMENTATION

The Board of Directors (“the Board”) believes in the importance of applying the highest standards of governance to enhance the Company’s performance, protect shareholders’ rights and achieve sustainable growth in financial markets, as the Board and the Executive Management established an internal control system which is deemed as a conclusive element of the Company’s governance structure. The Governance framework in the Company acts in accordance with the principles and standards identified and applied by each of the Authority, Dubai Financial Market and the provisions set forth within the Federal Law No. (2) of 2015 and its amendments as per Federal Law no. (26) of 2020 on Commercial Companies regarding the determination of governance requirements.

In 2025, the Management has effectively applied governance rules in a transparent manner based on the responsibility of the Board towards the shareholders to protect and promote their rights through the following:

- Development of the governance manual in line with the legislation and resolutions of the Authority;
- The Board held four meetings during the year and notified Dubai Financial Market with dates and results of these meetings as per procedures applicable in Dubai Financial Market. Additionally, five meetings of the Audit & Risk Committee, three meetings of the Nomination & Remuneration Committee, one meeting of the Executive Committee and four meetings of the Strategic Oversight Council were held;
- The commitment of the independent Directors to disclose any change affecting their independence and to ensure it on an ongoing basis by the Nomination and Remuneration Committee.
- Confirmation of the Committees’ composition; practicing all powers and responsibilities needed to perform their work as well as any other additional duties assigned by the Board to these Committees. The Board monitors and receives reports from these Committees in line with the rules and regulations of the Authority;

- Establishment of the Internal Audit Department reporting to Audit & Risk Committee. The Internal Audit Department submits reports to the Audit & Risk Committee and practice all powers and authorities assigned thereto pursuant to the internal control system and powers approved by the Board;
- Confirmation of the authorities vested to the Management, any other additional tasks assigned by the Board and identifying duration necessary to practice these authorities;
- Disclosure of the quarterly and annual financial statements reviewed by the External Auditors and approved by the Board and submitting thereof to the Dubai Financial Market and the Authority.
- The Board, through the Audit & Risk Committee, developed a framework and strategy to manage the risks and measured the acceptable levels of risks available to Executive Management to be followed and complied with;
- Activating the participation of a female candidate in the Company’s Board of Directors;
- Review of the internal control system; update and approve some of the Company’s policies and procedures such as procedures which govern Board members and employees’ trading activities, whistle-blowing policy, policy on annual remuneration and code of conduct.

2. OWNERSHIP AND TRANSACTIONS OF BOARD OF DIRECTORS, THEIR SPOUSES AND CHILDREN IN THE COMPANY’S SECURITIES DURING 2025

The Board Members conform to the policy defined in the Company’s governance manual concerning trading of securities issued by the Company. Further, the Board Members adhered to the period of trading prohibition stated in the system of trading, setoff, settlement, transfer and holding of securities issued by the Authority. They also disclose their own and their first-degree relatives’ trading on an annual basis using the form prepared for this purpose.

No.	Name	Position / Kinship	Owned shares as on 31/12/2025	Total sale	Total purchase
1	Mr. Abdullah Al Hamli	Chairman	-	-	-
2	Dr. Hamad Buamim	Chairman	-	-	-
3	Mr. Rashid Hasan Al Dabboos	Board Member	22,105	-	-
4	Mr. Mohamed Al Sharif	Board Member	-	-	-
5	Dr. Adnan Chilwan	Board Member	-	-	-
6	Mr. Mohammed Rashid Al Ketbi	Board Member	-	-	-
7	Ms. Maryam Bin Fares	Board Member	-	-	-

According to letter received from the Dubai Financial Market sent to the Company on 21 January 2026 under Ref. No. 20261188 there are no transactions made by the Board Members of the Company other than the transactions mentioned in the above table.

3. BOARD OF DIRECTORS' FORMATION

The Board devotes all efforts and utilizes its expertise to improve the Company's performance as per the shareholders' objectives. Such objectives are converted into actions and decisions which are closely monitored by the Board along with the Executive Management in a manner that ensures sustainability, value realization and profitability to all stakeholders.

The Board has set a specific governance framework to ensure the effectiveness of the Board members in fulfilling their duties toward the main objectives and facilitate their positive contribution. The Board has delegated some tasks and responsibilities to the Committees where each committee submits reports and recommendations to the Board in a responsible and transparent manner.

A. Statement of the current Board formation:

According to Federal Law No. (2) of 2015 on the Commercial Companies and Article No. (15) of the Company's Articles of Association, the Board was elected by the General Assembly for a subsequent three years on 16 April 2025.

The Board consists of seven Non-Executive Board members. The Board members are classified as Non-Executive (Non-Independent) or Non-Executive (Independent) according to the definition of each category by the Authority. Noting that the Chairman of the Board and the majority of the Directors are citizens of United Arab Emirates.

Experience, qualifications, memberships and positions of the Board members in other joint stock companies and/or governmental companies are listed below



Mr. Abdullah Al Hamli
Chairman

- Non-executive / non-independent
- Banking, real estate, finance, investments and information technology
- Bachelor of Science with Majors in Economics and Mathematics from Al Ain University, United Arab Emirates
- Appointed since 2008 (18 years)
- Chief Advisor to the Board of Directors of Dubai Islamic Bank PJSC
- Chairman of Emirates REIT and Chairman of Al Tanmyah Services LLC



Dr. Hamad Buamim
Vice Chairman

- Non-executive / non-independent
- Finance, banking and investments
- Bachelor of Electrical Engineering from University of Southern California; Master of Science in Finance and Banking from University of Missouri, Kansas City United States
- of America, Doctorate in Business Administration from Warwick Business School-UK
- Appointed in 2022 (4 Years)
- Chairman of National General Insurance (NGI) PJSC; Board Member of Dubai Islamic Bank PJSC
- Chairman of Dubai Multi Commodities Centre Authority (DMCC); Vice Chairman of Awqaf, Dubai



Mr. Rashid Al Dabboos
Board Member

- Non-executive / Independent
- Investments, Real Estate and brokerage
- Diploma in Commerce and Economics from Dubai Higher College of Technology
- Appointed in 2022 (4 Years)
- Chief Executive Officer of Al Sharif & Al Daboos Trading Co. LLC and Deira Capital LLC
- Chairman of Ontegra Facilities Management



Mr. Mohamed Al Sharif
Board Member

- Non-executive / non-independent
- Real estate, trading, banking, accounting and finance
- Master of Science in Accounting from Catholic University of America; accredited CPA from Virginia State of Council of Accountants
- Appointed since 2009 (17 years)
- Chief of International Business & Real Estate Investments at Dubai Islamic Bank PJSC
- Vice Chairman in Tamweel



Dr. Adnan Chilwan
Board Member

- Non-executive / non-independent
- Banking, marketing, real estate, financing and investments
- Doctorate and master's in marketing and Bachelor in Islamic Banking and Insurance at American University of London; and Certified Islamic Banker (CeIB)
- Appointed since 2009 (17 years)
- Group Chief Executive Officer of Dubai Islamic Bank PJSC
- Member of the Board of Tamweel
- Associate Fellow Member in Islamic Finance Professionals Board



Ms. Maryam Bin Fares
Board Member

- Non-executive / Independent
- Banking and Corporate Treasury Management
- Master's degree in international business at Wollongong University Dubai, United Arab Emirates
- Appointed in 2019 (7 years)
- Director of Treasury- Ministry of Finance



Mr. Mohammed Rashed Al Ketbi
Board Member

- Non-executive / Independent
- Real Estate development, Corporate Governance
- Master's in international business from Wollongong University, bachelor's in architectural engineering from UAE University, with executive training from Wharton
- Appointed in 2025

B. Statement of the percentage of female representation in the Board for 2025:

In line with the vision of the United Arab Emirates to make women an essential partner in leading the process of sustainable development, and with the aim of considering gender diversity, the Company has allocated a space for the female candidate in its Board of Directors. One female Board Member has been elected on 16 April 2025 for the next term.

C. Statement of Board members' remunerations and allowances to attend the meetings of the Committees:

1. Total remunerations paid to the Board members for 2024:

1.08% of the net profit for the financial year ended in 2024 (after deducting depreciation and reserve) was given as a remuneration to the Board members, which represents the amount of AED 5.45 million after obtaining approval of the General Assembly which was held on 16 April 2025.

2. Total remunerations of the Board members proposed for 2025 to be presented in the annual General Assembly meeting for approval:

It is proposed to pay AED 5.93 million from the net profit of the financial year ended on 31 December 2025 (After deducting depreciation and reserves) as a remuneration to the Board members, after obtaining the approval of the General Assembly.

(We will make the necessary update if the proposed remuneration is changed in the upcoming General Assembly meeting).

3. Allowance paid to the Board members for attending meetings of the Board Committees for 2025: The Board received allowance for attending the meetings of the Board Committees as follows:

Allowance paid to the Board members for attending meetings of the Board Committees					
No.	Name	Committee Name	Allowance per meeting	Total No. of attended meetings	Total allowance of 2025
1	Dr. Hamad Buamim	Strategic Oversight Council	5000	4	25,000
		Executive Committee**	5000	1	
2	Dr. Adnan Chilwan	Strategic Oversight Council	5000	4	25,000
		Executive Committee	5000	1	
3	Mr. Mohamed Al Sharif	Strategic Oversight Council	5000	5	30,000
		Executive Committee	5000	1	
4	Ms. Maryam Bin Fares	Nomination and Remuneration Committee	5000	3	40,000
		Audit & Risk Committee	5000	5	

Allowance paid to the Board members for attending meetings of the Board Committees

No.	Name	Committee Name	Allowance per meeting	Total No. of attended meetings	Total allowance of 2025
5	Mr. Rashid Al Dabboos	Strategic Oversight Council	5000	4	30,000
		Executive Committee	5000	1	
		Nomination and Remuneration Committee	5000	1	
6	Mr. Mohammed Rashid Al Ketbi	Audit & Risk Committee	5000	4	20,000
7	Mr. Yasser Bin Zayed Al Falasi*	Nomination and Remuneration Committee	5000	2	15,000
		Audit & Risk Committee	5000	1	
8	Mr. Mohammed Al Nahdi*	Nomination and Remuneration Committee	5000	2	15,000
		Audit & Risk Committee	5000	1	
9	Mr. Obaid Nasser Lootah*	Nomination and Remuneration Committee	5000	2	15,000
		Executive Committee	5000	1	

* Board member till 16 April 2025.

** Executive committee has been dissolved and on 16 April 2025 a new council named Strategic Oversight Council has been formed.

4. Details and reasons for additional allowances, salaries or fees paid to the Board members for 2025 other than the attendance allowance:

Allowances paid to a Board Member other than the allowances paid for attending the committees

Name	Reason	Total allowance of 2025
Mr. Rashid Al Dabboos	For attending the meetings of the Board of Directors of a subsidiary company (Ontegra Facilities Management) in his capacity as a Chairman of the Board.	20,000

D. Board of Directors meetings for the fiscal year 2025

No.	Name	Meeting Dates			
		20-Feb-25	26-Jun-25	04-Nov-25	15-Dec-25
1	Mr. Abdullah Al Hamli	T	T	T	T
2	Dr. Hamad Buamim	T	T	T	T
3	Dr. Adnan Chilwan	T	T	T	T
4	Mr. Mohamed Al Sharif	T	T	T	T
5	Ms. Maryam Bin Fares	T	T	T	T
6	Mr. Rashid Al Dabboos	T	T	T	T
7	Mr. Mohammed Rashid Al Ketbi*	N/A	T	T	T
8	Mr. Yasser Bin Zayed Al Falasi**	T	N/A	N/A	N/A
9	Mr. Mohammed Al Nahdi**	T	N/A	N/A	N/A
10	Mr. Obaid Nasser Lootah**	T	N/A	N/A	N/A
√	Attended the meeting	T	Attended through modern technology		
*	Newly elected on 16 April 2025	**	Board member till 16 April 2025		

- Executing all tasks and necessary matters to manage and operate the Company to achieve its objectives and conduct its business on all financial and administrative aspects, representing the Company in its dealings with third parties and signing all contracts of all types.
- Filing and registering lawsuits, claims and demands and defending Company's interests as a plaintiff or defendant, claimant or respondent in legal proceedings, lawsuits or complaints before any court, committee, arbitration/ judicial/ administrative court and appointing & authorizing attorneys and legal consultants.
- Signing cheques and commercial documents under the terms and conditions and powers determined by the Board represented by the Chairman of the Board. In addition, signing all kinds of contracts and assigning of its ownership before government authorities provided that these actions are within the limits of the plans and strategies approved by the Board represented by the Chairman of the Board.
- Forming and registering branches, representative offices, subsidiary companies, joint ventures, associates, or strategic alliances with other parties in the United Arab Emirates as approved by the Board.

The Board approved additional authorization to the CEO in the resolution passed by circulation dated 20 September 2022 as follows:

- To open and close bank account/s, deposit, endorse or withdraw funds to or from any of the Company's bank accounts or safe deposit box.
- To execute, sign and deliver to banks on behalf of the Company and its subsidiaries any forms, mandates to add signatories to operate the accounts, agreements, deeds and any account opening and servicing documentation and do all acts, things and matters whatsoever necessary for the opening, maintenance and operation of the account/s and to avail all cash management, credit cards or any electronic / online banking services with roles.

The Board also approved of making the necessary changes to the POA given to the General Counsel in the Board Meeting held on 10 May 2022 and summarized as follows:

- Representing the Company in all legal affairs before all official authorities and courts.
- Amending the Memorandum of Association of Company's subsidiaries according to the new commercial law.
- Representing the Company and its subsidiaries before the Notary Public, Department of Economic Development, free zone authorities and all the competent authorities in making all necessary amendments to the Company's Articles of Association.



The Board approved the extension of the Powers of Attorney granted to the CEO and the General Counsel and issued new Power of Attorney on 16 April 2025.

G. Statement of the details of transactions made with related parties (stakeholders) during 2025

The Group enters transactions with companies and entities that fall within the definition of a related party as contained in IAS 24 Related Party Disclosures.

Related parties comprise entities under common ownership and/or common management and control and key management personnel.

a) Related party transactions

During the year, the Group entered the following significant transactions with related parties in the normal course of business and at prices and terms agreed by the Group's management.

	2025	2024
	AED' 000	AED' 000
Ultimate majority shareholder		
Other operating income/finance income	15,475	17,369
Finance cost	29,812	23,960
Borrowings drawdown	24,219	3296
Borrowings repayments	60,773	60,000
Joint venture		
Other operating income	1,532	4,057
Dividend income	80,000	55,266
Repayment of capital contribution		92,234
Associate		
Repayment of capital contribution	10,000	

b) Remuneration of key management personnel

	2025	2024
	AED' 000	AED' 000
Salaries and other short term employee benefits	12,128	13,869
Termination and post employment benefits	428	476
Board of Directors' sitting fees	235	400
Board of Directors' remuneration*	6,350	5,550
	19,141	20,295

* During the year, the management started to recognise the Board of Directors remuneration in the consolidated statement of profit or loss, whereas in the prior years, the management used to recognise this remuneration directly in the consolidated statement of changes in equity.

During the year, an additional provision for the Board of Directors' remuneration amounting to AED 0.9 million was recognized in the consolidated statement of profit or loss pertaining to the previous year based on the final approval of the shareholders in the Annual General Meeting dated 16 April 2025 (2024: AED 1 million in the consolidated statement of changes in equity).

c) Due from related parties comprises:

	2025	2024
	AED' 000	AED' 000
Current		
Due from a joint venture	1,149	2,673
Due from an associate	8,000	-
Due from other related parties	1,402	2,756
	10,551	5,429
Less: provision for impairment	(12)	(1,384)
	10,539	4,045

Certain properties were under dispute with UAE based developer (“a related party”) against which in 2019, the Group received a favourable judgment by the Court of Cassation which upheld a ruling made by the Court of Appeal confirming Dubai Court of First Instance’s judgement to terminate all sale and purchase agreements of lands under dispute and had also ordered counterparty to return all amounts paid, to the tune of AED 412 million plus pay a compensation of AED 61 million as well as 9% legal interest accruing from the date of filing the case.

In 2022, the Group signed a Conditional Settlement Agreement (“the Agreement”) with the related party for an amount of AED 500 million. The Group received AED 200 million upon execution of the Agreement and the remaining amount of AED 300 million is to be received within 18 months from date of the signed Agreement. In 2023, management reversed the impairment provision amounting to AED 32.2 million and also recognized income of AED 11.8 million based on discussions with the related party. In 2024, the Group received the remaining amount of AED 300 million and accordingly, recognized other operating income of AED 44.2 million.

Cash and bank balances include amounts held with the ultimate majority shareholder of the Group, bank account balances of AED 576.6 million (2024: AED 159.5 million) and fixed deposits of AED 160 million (2024: AED 565 million), at market prevailing profit rates.

Impairment provision

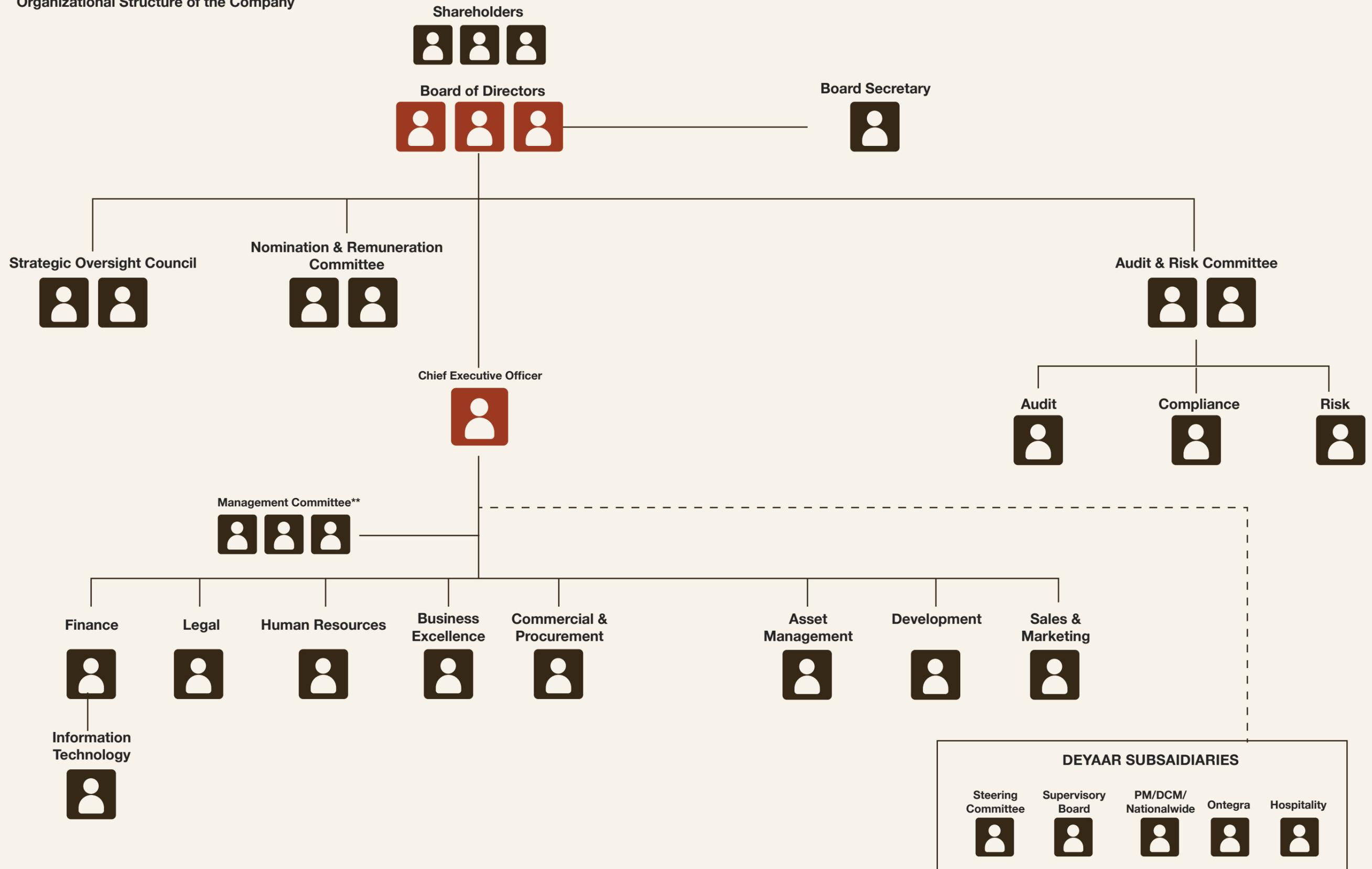
To determine the provision for impairment, management applied certain key assumptions and judgments in accordance with IFRS 9 - Financial Instruments in order to determine the expected credit loss which includes the use of various forward-looking information that could impact the timing and/or amount of recoveries.

d) Due to related parties comprises:

	2025	2024
	AED '000	AED '000
Current		
Due to ultimate majority shareholder	2,813	196
Due to other related parties	3	101
	2,816	297

On 31 December 2025, the Group had bank borrowings from the ultimate majority shareholder of AED 388.2 million (2024: AED 424.8 million) at market prevailing profit rates .

H) Organizational Structure of the Company



**IT Steering Committee, Inside Trading Committee, Crisis Management committee, Tender Committee, Information Security Committee

I. Statement of Senior Executives staff, their positions and date of appointment, total salaries and bonuses paid thereto as of 31 December 2025:

No.	Position	Appointment date	Total salaries and allowances paid for 2025 (AED)	Total Bonuses paid for 2025 (AED)*	Any other cash/in-kind bonuses for 2025 or due in the future
1	Chief Executive Officer	01-Jun-07	2,868,595	-	NA
2	Chief Financial Officer	04-Aug-14	1,612,970	-	NA
3	Vice President - Asset Management & Hospitality	24-Nov-16	1,037,690	-	NA
4	General Counsel	07-Feb-17	1,208,202	-	NA
5	Senior Vice President – Sales & Marketing	06-Dec-22	1,648,313**	-	NA
6	Chief Development Officer	05-Dec-24	1,569,986	-	NA
7	Chief Audit Executive	15-Sep-25	323,492	-	NA
8	Vice President - Information Technology	01-Oct-25	199,627	-	NA
9	Vice President - Property & Community Management	06-Oct-25	242,654	-	NA

*There are no bonuses paid for the year 2025 as of the report date. If any bonuses have been paid, we will make the necessary update. **including Sales Incentives

J. Board of Directors Evaluation

Annual assessment of the Board of Directors, covering the 2024 financial year, was conducted externally by Hawkamah Institute for Corporate Governance, with the assessment completed and results delivered during Q1 2025. The board evaluation was conducted via a confidential survey, and this was supplemented with one-on-one interviews with individual board members. The assessment was carried out in compliance with SCA Chairman of Authority's Board of Directors' Decision no. (3/Chairman) of 2020 concerning Approval of Joint Stock Companies Governance Guide. The main purpose of this evaluation was to examine the effectiveness of existing board practices and to pinpoint areas where enhancements can be made.

The evaluation concluded that the Deyaar Board maintains high standards and continues to contribute significant value to the organization. The Board reviewed the assessment findings and a corresponding action plan, which is currently under implementation, with most actions already implemented and addressed by the respective function heads.

For the annual evaluation covering the 2025 financial year, an internal annual Board evaluation will be conducted during Q1 2026 in compliance with SCA requirements. The outcomes of this assessment will

be documented and disclosed in accordance with applicable regulatory expectations.

This approach reflects Deyaar's commitment to continuous improvement, strengthening corporate governance practices, enhancing transparency, and promoting accountability, with a continued focus on delivering sustainable value to shareholders and stakeholders.

4. EXTERNAL AUDITOR

A - Ernst & Young Middle East (EY) was appointed as external auditor for the year 2025 at the General Assembly meeting on 16 April 2025 and with the approval of majority shareholders. EY is one of the four world's largest accounting and auditing companies. The company provides auditing, taxation, and consulting services in various sectors.

B - Statement of the fees and costs of the audit or the services provided by the External Auditor:

Name of Audit Office	Ernst & Young (Middle East)
Name of Partner Auditor	Wardah Ebrahim
Number of years served as the Company's external auditor	Started audit from April 2023
Number of years the Partner Auditor spent auditing the Company's accounts	Started audit from April 2023
Total audit fees for 2025 (in AED)	AED 1,055,000
Fees and costs of special services other than auditing the financial statements for 2025 (in AED), if any, and in case of absence of any other fees, this shall be expressly stated	Nil
Details and nature of other services (if any). If there are no other services, this shall be expressly stated.	Nil

The table below shows a statement of other services provided by an external auditor other than the Company's auditor in 2025:

Auditor	Partner Auditor	Type of services	Amount (AED)
KPMG	Elias Daou	Consulting services	91,583
PricewaterhouseCoopers	Asad Ahmed	Consulting services	227,850
Deloitte & Touche (M.E.)	Olga Ermolaeva	Consulting services	108,094

C- There are no reservations made by the External Auditor of the Company in the interim and annual financial statements for the year 2025.

5. AUDIT & RISK COMMITTEE:

The Company's Audit & Risk Committee reviews financial and accounting policies and procedures, monitors the independence of the External Auditor, reviews financial control systems, internal control and risk management, and performs a wide range of tasks related to following up on the work of the External Auditor.

- A. Ms. Maryam Bin Fares, Audit & Risk Committee Chairman, acknowledges her responsibility for the committee charter in the Company, to review its work mechanism and ensure its effectiveness.
- B. Names of members of the Audit & Risk Committee:

No.	Name	Title
1	Ms. Maryam Bin Fares	Committee Chairman
2	Mr. Mohamed Al Sharif	Committee Member
3	Mr. Mohammed Rashid Al Ketbi	Committee Member

The roles and duties assigned thereto:

1. Reviewing the Company's financial policies and accounting procedures.
2. Developing and implementing the policy of contracting with the External Auditor and submitting reports to the Board specifying the important issues that require actions with recommendation on the steps to be taken.
3. Monitoring the independence and objectivity of the External Auditor, discussing the nature and scope of the audit process and its effectiveness according to the approved audit standards, ensuring the External Auditor's fulfillment of the terms and conditions stipulated in the applicable laws, regulations and resolutions and the Company's Articles of Association.
4. Monitoring the integrity of the Company's financial statements and its (annual and quarterly) reports and reviewing them as part of its duty during the year and after closing of the books after each quarter. It shall particularly focus on the following: Any changes in accounting policies and practices; highlighting the areas subject to Management's discretion; material modifications resulting from the audit; assumption of continuity of the Company; compliance with the accounting standards established by the Authority; compliance with the rules of listing, disclosure and other legal requirements regarding the preparation of the financial reports;
5. Coordinating with the Board, the Executive Management, Chief Financial Officer (CFO) or whoever carries out the same responsibilities in the Company to perform its duties.
6. Meeting with the External Auditors of the Company at least once a year without the presence of Senior Executive Management or any of its representatives and discussing the nature and scope of auditing and its effectiveness in accordance with the approved auditing standards.

7. Examining any significant and unusual terms that are stated or must be stated in those reports and accounts and shall give due consideration to any matters issued by the CFO or whoever carries out the same responsibilities, the Compliance Officer or the External Auditors.
8. Providing recommendation to the Board regarding the selection, resignation or dismissal of the External Auditor
9. Reviewing the Company's financial control, internal control and risk management systems;
10. Discussing the internal control system with the Board and ensuring the latter's establishment of an effective internal control system;
11. Examining the results of primary investigations in internal control matters as assigned to the Committee by the Board or initiated by the Committee with Board approval on such initiative;
12. Reviewing the auditor's assessment of the internal control procedures and ensuring the coordination between the Company's internal and external auditors;
13. Ensuring availability of resources required for the Internal Audit Department and monitoring the effectiveness of such department;
14. Discussing all matters that are relevant to the External Auditor duties, work plan and correspondence with the Company, observations, reservations and any essential questions raised by the External Auditor to the Executive Management regarding the accounting records, financial accounts or control systems and following up on their response and monitor the responsiveness of the Management and necessary facilities provided to the External Auditors to carry out their work;
15. Ensuring timely response of the Board to inquiries and substantial matters mentioned in the letter of the External Auditor;
16. Developing the rules that enable employees of the Company to confidentially report any potential violations of financial reports, internal control or any other issues, and procedures necessary for conducting independent & fair investigations concerning such violations and monitoring the extent to which the Company complies with the code of conduct;
17. Reviewing the related parties' transactions of the Company and ensuring that no conflict of interest exists and submitting recommendations concerning such transactions to the Board before concluding contracts;
18. Ensuring implementation of the work rules of its duties and authorities entrusted by the Board;
19. Submit reports and recommendations to the Board about the above-mentioned issues, and consider any other issues determined by the Board.

The Board of Directors unanimously resolved to approve the merger of the Audit Committee and the Risk Committee during its 1st meeting held on 5 March 2024.

C. Statement of number and dates of the Audit & Risk Committee meetings held during 2025 to discuss issues related to the financial statements and any other matters, indicating the number of times of personal attendance of all members of the Committee

The Committee held five (5) meetings during the fiscal year as follows:

No.	Name	Meeting Dates										
		23-Jan-25		08-May-25		29-Jun-25		27-Oct-25		22-Dec-25		
		Attendance	Purpose	Attendance	Purpose	Attendance	Purpose	Attendance	Purpose	Attendance	Purpose	
1	Ms. Maryam Bin Fares	✓		✓		✓		✓		✓		
2	Mr. Mohamed Al Sharif	✓		✓		✓		✓		✓		
3	Mr. Mohammed Rashid Al Ketbi*	N/A	Discussion of financial statements and matters of Internal Control	✓	Discussion of financial statements and matters of Internal Control	✓	Discussion of financial statements and matters of Internal Control	✓	Discussion of financial statements and matters of Internal Control	✓	Discussion of 2026 Plan & Internal Control	
3	Mr. Yasser Bin Zayed Al Falasi**	✓		N/A		N/A		N/A		N/A		
4	Mr. Mohammed Al Nahdi**	✓		N/A		N/A		N/A		N/A		
✓	Attended the meeting	N/A	Not attended the meeting									
*	Newly elected on 16 April 2025	**	Board member till 16 April 2025									

D. Annual Audit & Risk Committee Report

The Audit and Risk Committee is one of the permanent committees of the Board. This committee functions in line with SCA regulations and procedures set by the Board of Directors which determine the duties, terms and powers of the committee. Audit and Risk Committee assists the Board in fulfilling their oversight responsibilities for the integrity of the financial statements, independency and objectivity of external auditor and performance along with independence of Deyaar's Internal Audit Department. In line with Article (61/BIS) of Resolution no. 2 R.M of 2024, the Audit and Risk Committee is required to present an annual report to the General Assembly for their activities conducted during the year 2025 which is summarized below:

1. Financial Statements Related Matters

The Audit and Risk Committee reviewed the Quarterly Financial Statements as on 31 March 2025, 30 June 2025 and 30 September 2025 and Annual Audited Financial Statement as on 31 December 2024 along with important matters presented by external auditors during each quarterly meeting and the same was addressed by Audit and Risk Committee.

2. External Audit Related Matters

Independence and Effectiveness of External Audit

The Committee monitors the independence and objectivity of external auditors and examines all matters

related to its work, correspondences with Deyaar, its observations, suggestions, reservations and any substantial queries raised by the auditor to the Executive Management regarding the accounting records, financial accounts or internal control systems. External Auditors also present and discuss declaration on integrity, independence and objectivity on quarterly basis. Current external auditors have been appointed since 2023.

Meeting with the external auditor without the presence of the Executive Management or any of its representatives and discussing the nature and scope of auditing and its effectiveness in accordance with the approved auditing standards.

An annual evaluation of external audit work and services is performed by the Audit and Risk Committee to assess the effectiveness of the external audit services provided to Deyaar during the year.

Appointment of External Auditor

In line with Article 70 of Resolution No. 3 RM of 2020, Article 245 of Commercial Law No. 32 of 2021, and the Corporate Governance Manual, the Audit and Risk Committee evaluated the performance of EY. Based on the quality of audit services provided during 2024, the sufficiency of audit resources, improved audit efficiency and effectiveness, the quality of reporting and communication, and EY's independence, objectivity, and professionalism, the Committee recommended to the Board of Directors the re appointment of EY as the external auditor of Deyaar and its subsidiaries for the year 2025. Accordingly, the appointment of EY was approved by the General Assembly during its meeting held on 16 April 2025.

Ensuring Independence of External Auditor for Non-Audit Services

The Committee has implemented various measures to ensure the independence of the external auditor when providing services other than auditing the Company's accounts. These measures are outlined in Company's Corporate Governance manual specifying the external auditor's scope of activities and restrictions related to their tasks.

During 2025, EY did not provide any non-audit related services to the Company.

3. Addressing Deficiencies or Weaknesses in Internal Control System and Risk Management Internal Control Systems

Based on organizational-wide risk assessment conducted, a detailed internal audit and internal control plan were developed and approved by the Committee. Audit and internal control assessment were performed accordingly wherein deficiencies and weakness in internal control were communicated to management with agreed action plan & timeline.

The Committee through the Internal Audit and Compliance activities monitored compliance and implementation of the applicable laws and regulations such as SCA, DFM and AML. The Internal Audit Department (IAD) conducted periodic exercises to follow up on the implementation status of the recommendations made in line with approved protocol for implementation of corrective actions.

During the Committee meetings, following were discussed:

- Key findings and gaps identified;
- Investigation results;
- Status of implementation of management agreed action;
- Status of approved internal audit plan / progress report; and
- Escalation procedures in case of delay in implementation from management.

Risk Management

The Company adopted a risk management framework that is based on qualitative and quantitative assessment of the risks faced by the Company that may affect the achievement of the Company's strategic, operational and financial objectives.

Risk management function within Deyaar was established which coordinates with respective departments/business units/risk owners in developing and/or updating departmental risk registers. Through the risk management function's efforts, level of risks was reduced, and appropriate risk treatment plans, responses and controls were recommended to the Management and the Board.

Following the Board resolution dated 5 Mar 2024, Risk Committee was merged with Audit Committee. There were no separate Risk Committee meetings as all risk management activities were discussed during the Audit and Risk Committee meetings.

4. Review of Internal Audit Reports

The IAD shares the internal audit reports of each assignment with Audit and Risk Committee, and each issue is classified based on the approved risk rating criteria. The results of audit assignments are presented on quarterly basis to Audit and Risk Committee whenever required. During the meetings, summaries of key issues along with root cause and corrective actions are discussed.

5. Corrective Treatment Plan for Fundamental Deficiencies

Corrective treatment plans for identified fundamental deficiencies in internal control systems and risk management are discussed and agreed with Management with action plan coordinator and timeline. These deficiencies are prioritized based on their severity, their impact and compliance requirements. Follow up exercise is conducted in line with agreed protocol for implementation of corrective action and in case of no action, the same is escalated accordingly. In case of special assignments/investigations, the corrective treatment is also discussed with Management / other relevant departments wherever required depending on criticality of the issues. For long- pending issues, support from the Audit and Risk Committee is obtained for appropriate action.

6. Review of Transactions with Related Parties

During the quarterly meetings, the related party transactions as reflected in the financial statements are discussed with Audit and Risk Committee and the same is noted by the Committee. Related party transactions are also discussed during board meetings and ensure that there is no conflict of interest which includes some transactions which are part of normal business. Further, Management ensures adherence to relevant rules and regulations for related party transactions through the compliance function.

6. NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee continuously ensures the independence of the independent members, prepares the policy for granting remunerations, benefits and incentives, determines the Company's needs for competencies at the level of senior executive management and employees, as well as determines the basis for their selection and prepares the policy for human resources and training in the Company.

A. Mr. Rashed Al Dabboos, Nomination and Remuneration Committee Chairman, acknowledges the responsibility for the committee charter in the Company to review its work mechanism and ensure its effectiveness.

B. Names of members of the Nomination and Remuneration Committee:

No.	Name	Title
1	Mr. Rashid Al Dabboos	Committee Chairman
2	Ms. Maryam Bin Fares	Committee Member
3	Mr. Mohamed Al Sharif	Committee Member

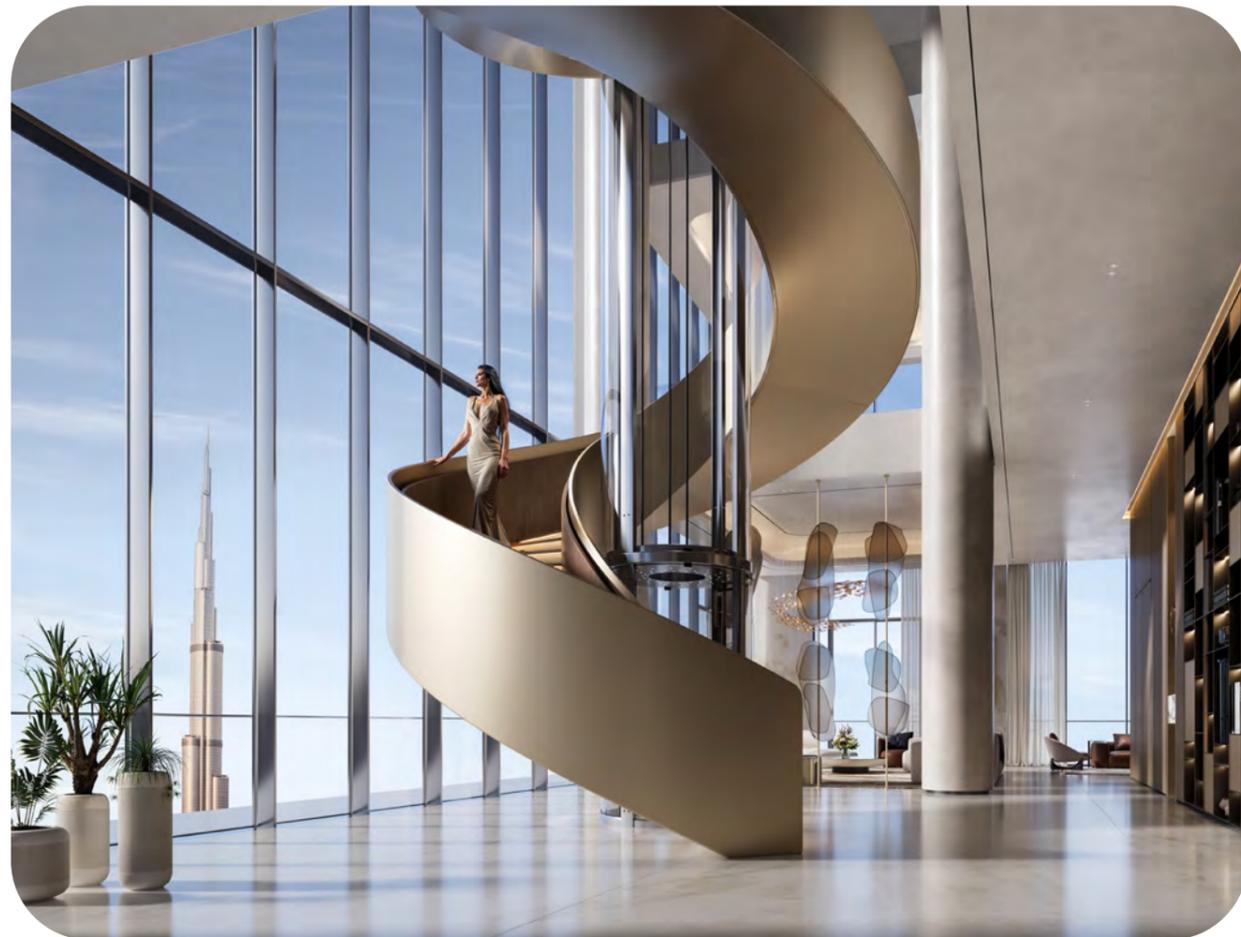
The roles and duties assigned thereto:

1. Constantly verifying independence of the independent Board members;
2. Developing a policy on which bonuses, benefits, incentives and salaries should be granted to the Company's Board members & staff and ascertaining that the remuneration and benefits granted to Executive Management are reasonable and in line with the Company's performance;
3. Determining Company's requirements of competencies of the Executive Management and employees' level and selection criteria of these requirements;
4. Preparing human resources and training policy, monitoring its implementation and reviewing thereof on annual basis;
5. Organizing and following up the Board nomination procedures according to the applicable laws, regulations and their provisions;
6. Reviewing annually the appropriate skills required for Board membership and preparing capabilities and qualifications for Board membership including the time a member shall need to allocate to fulfill their duties;
7. Reviewing the Board's structure and submitting recommendations related to the changes that may be made;
8. Developing a board membership policy with the aim of gender diversification within the formation and encouraging women nominees through offering of incentive and training benefits and programs;
9. Consider any other matters determined by the Board.

C. Statement of number and dates of Nomination and Remuneration Committee meeting held during 2025, indicating the number of times of personal attendance of all members of the Committee

The Committee held three (3) meetings as follows:

No.	Name	Meeting Dates		
		23-Jan-25	27-Mar-25	25-Jun-25
1	Mr. Rashid Al Dabboos*	N/A	N/A	√
2	Mr. Mohamed Al Sharif*	N/A	N/A	√
3	Ms. Maryam Bin Fares	√	√	√
4	Mr. Obaid Lootah**	√	√	N/A
5	Mr. Mohammed Al Nahdi**	√	√	N/A
6	Mr. Yasser Bin Zayed Al Falasi**	√	√	N/A
√	Attended the meeting	N/A	Not attended the meeting	
*	Newly elected on 16 April 2025 in the committee	**	Board member till 16 April 2025	



7. INSIDERS' TRADING COMMITTEE

The Insiders' Trading Committee prepares a register of all insiders in the company, in addition to the people likely to have temporary access to internal information and prepares the systems and laws for the trading of board members and employees in the Company's shares, its subsidiaries, or related companies. It is also responsible for approving these systems and laws by the Board, and for taking all necessary measures to maintain the confidentiality of the Company's data.

A. Mr. Bassam El Ghawi, Insiders' Trading Committee Chairman, acknowledges his responsibility for the insiders' trading charter in the Company to review its work mechanism and ensure its effectiveness.

B. Names of the members of Insiders' Trading Committee

No.	Name	Title	Position
1	Mr. Bassam El Ghawi	Chairman	Chief Financial Officer
2	Mr. Walid M. Abou Sahyoun	Member	Head of Compliance
3	Ms. Batool Chreidi	Member	Assistant Manager - Investor Relations

The roles and duties assigned thereto:

1. Preparing a register of all insiders in the Company in addition to the people who may have temporary access to internal information;
2. Preparing policies and procedures related to Board and employees trading in the Company's shares or its parent company, affiliates or associated companies' shares and submit such policies and procedures to the Board for review and approval;
3. Take all necessary measures for maintaining confidentiality of the Company's key information;
4. Take the necessary procedures to ensure related parties who have access to internal information including information about the Company maintain confidentiality and prevent this information from being abused or transferred to other parties; and
5. Ensuring that all insiders sign a declaration form confirming their awareness of their status as insiders and have access to the internal information about the Company & its customers and assume all legal consequences in case of disclosing the information or giving recommendations based on their access by virtue of their positions and informing the Company about any trading of shares of the Company or its affiliates before and after trading.

C. SUMMARY OF THE COMMITTEE'S ACTIVITIES IN 2025

1. Updating register of insiders of the Company.
2. Sending the updated register of insiders to Dubai Financial Market and the Authority as per the template provided.

8. STRATEGIC OVERSIGHT COUNCIL

The purpose of the Strategic Oversight Council ("Council") is to assist the Board in monitoring and recommending strategic matters, without exercising executive authority or decision-making powers. The Council shall act solely in an advisory capacity, and shall not assume, exercise, or be delegated any of the Board's powers or management responsibilities.

- A. Dr. Hamad Buamim, Strategic Oversight Council Chairman, acknowledges his responsibility for the committee charter in the Company to review its work mechanism and ensure its effectiveness.

B. Names of members of the Strategic Oversight Council

No.	Name	Title
1	Dr. Hamad Buamim	Committee Chairman
2	Dr. Adnan Chilwan	Committee Member
3	Mr. Rashid Al Dabboos	Committee Member

The Strategic Oversight Council shall support the Board in fulfilling its oversight role through the following non-executive, non-binding responsibilities:

1. Monitor and evaluate the progress of achieving Deyaar's strategic goals and initiatives and provide observations and recommendations to the CEO and the Board.
2. Review Deyaar's budget and provide comments and non-binding recommendations to the Board.
3. Review project development feasibility studies and related proposals and provide recommendations to the Board.
4. Review new project development plans and provide strategic recommendations to the Board. Review new/additional investments and provide advisory input to the Board.
5. Review new/additional loans as per ADM to existing subsidiaries, joint ventures, and associates, and provide advisory recommendations to the Board.
6. Review appropriate terms and conditions of loan/financing arrangements with financial institutions or third parties as per ADM and provide non-binding recommendations to the Board.

C. Statement of number and dates of Strategic Oversight Council meetings held during 2025, indicating the number of times of personal attendance of all members of the Committee.

The Committee held four (4) meetings as follows:

No.	Name	Meeting Dates			
		28-May-25	17-Jul-25	26-Sep-25	28-Nov-25
1	Dr. Hamad Buamim	√	√	√	√
2	Mr. Rashid Al Dabboos	√	√	√	√
3	Dr. Adnan Chilwan	√	√	√	√
√	Attended the meeting				

9. INTERNAL CONTROL SYSTEM

A. Acknowledgment by the Board of Directors of responsibility for the Company's internal control system

The Board has overall responsibility for ensuring the effectiveness of the internal control system of the Company. This system aims to assess effectiveness and efficiency of operations, accuracy of financial reporting and compliance with applicable laws and regulations and Company policies and procedures throughout the following assurance functions:

Internal Audit

The Company's Internal Audit Department is an independent, objective assurance and consulting activity established to enhance and add value to the Company's operations. It carries out its responsibilities according to corporate governance requirements and international standards issued by Institute of Internal Auditors and its approved guidelines. Its activities are conducted in a manner based on a continuous evaluation of perceived business risks and have full and unrestricted access to all activities, documents, records, properties and staff. This includes verifying the compliance of the Company and its employees with the provisions of applicable laws, regulations, policies and procedures and following up with the mechanism of risk management.

The Internal Audit Department is reporting to the Audit & Risk Committee so that the Department and its staff are independent to perform the duties and responsibilities entrusted to them.

It ensures the internal control system's efficiency and effectiveness in accordance with its risk based annual plan approved by the Audit & Risk Committee authorized by the Board and submits reports including observations and recommendations related to systems' improvement to the Management and the Audit & Risk Committee.

Follow up on implementation of internal audit recommendations:

As a result of continuous follow-up and meetings with management during the year, a significant number of open issues were implemented/resolved. Around 76% of the issues are implemented/resolved for reports issued until year 2025.

Risk Management

The Company adopted a risk management framework that is based on qualitative and quantitative assessment of the risks faced by the Company that may affect the achievement of the Company’s strategic, operational and financial objectives. The Board's Audit & Risk Committee is responsible for overseeing risk monitoring and management across all risk types. Collaborating with management, the committee defines the risk appetite and strategy tailored to specific business units. Additionally, it periodically reviews and monitors compliance with the company's overall risk appetite.

Compliance

The Compliance function performs continuous and ongoing monitoring of compliance and implementation of laws and regulations applicable to the Company. It also monitors the extent to which the Company abides by code of conduct rules, review the setup of Fraud Hotline through Internal Audit Department to enhance awareness regarding the prevention and detection of any fraudulent or irregular activity.

B. Name and qualifications of the Head of Internal Audit Department

Hesham Shawa is the Head of Internal Audit Department (Chief Audit Executive, CAE) since September 2025; he has extensive experience (around 25 years) in internal and external auditing, risk management, corporate governance, compliance and fraud investigation. He has a bachelor’s degree in accounting, a Certified Public Accountant (CPA), from California and is a member of the Institute of Internal Auditors (IIA).

C. Name and qualifications of the Head of Compliance

Walid Abou Sahyoun was appointed as Head of Compliance at Deyaar Development PJSC in April 2025. He has brought over 12 years of professional experience spanning external audit, internal audit, advisory, and consultancy services, gained between August 2012 and March 2025.

Throughout his career, he has developed extensive expertise in corporate governance, compliance oversight, enterprise risk management, internal control frameworks, regulatory compliance, and assurance-related advisory engagements, supporting organizations across multiple sectors. He holds a bachelor’s degree in accounting and a Master of Business Administration.

D. The Internal Audit Department method in handling any significant issues in the Company

The Internal Audit Department reviews the significant issues in the Company, if any, in detail by identifying its nature and classifying in terms of degree of risk and by determining the size of the issue

and evaluating the extent of the negative consequences that may affect the Company.

To avoid further aggravating its occurrences, the Department submits its reports on observations resulting from the review and provides recommendations to the Executive Management and Audit & Risk Committee. It ensures that recommendations are implemented. In addition, the Department issues periodic reports to the Audit & Risk Committee summarizing the results of its activities as follows:

- **On quarterly basis:** Information on the status and results of the annual audit plan, activities of internal audit staff, status of action taken by each department on the recommendations of the previous audits and adequacy of Department’s resources.
- **On annual basis:** It is by assessing the appropriateness and effectiveness of the internal control system. The assessment covers all key controls of the Company, including financial and operational controls and risk management systems. The implementation of these recommendations is also monitored periodically through issuance of a written report as required.

As per the approved annual audit plan, the Internal Audit Department has not encountered any significant issues within the Company which are required to be disclosed in the 2025 annual financial statements.

E. Number of reports issued by the Internal Audit Department to the Board of Directors

The Internal Audit Department reports to the Board through the Audit & Risk Committee and issued reports during 2025 to the Committee according to the approved audit plan. The number of reports published is shown below:

Report type	Internal Control	Internal Audit
Quantity	31	19

10. DETAILS OF VIOLATIONS COMMITTED DURING 2025, THEIR REASONS, HOW TO BE ADDRESSED AND HOW TO AVOID THEIR RECURRENCE IN THE FUTURE

The Company fully abides by the applicable laws and regulations issued by the Securities and Commodities Authority and any legal authority related to financial markets. Therefore, it did not incur any fines and there were no cases of violations to applicable laws for the fiscal year 2025.

11. CASH AND IN-KIND CONTRIBUTIONS MADE BY THE COMPANY DURING 2025 FOR LOCAL COMMUNITY DEVELOPMENT AND ENVIRONMENTAL CONSERVATION

In 2025, our social framework is centered around impactful Corporate Social Responsibility initiatives that reflect our commitment to social impact and community engagement. This year, we contributed a total of AED 693,014 across various activities, highlighting our dedication to making a positive difference.

- Run to Warm Hearts in partnership with UNHCR aimed to raise awareness and funds for refugees. We actively engaged our employees through a charity campaign, encouraging participation and support for the challenges faced by displaced individuals.
- Fazza Sports Championship in partnership with Dubai Club for People of Determination focused on promoting inclusiveness through sports. Our employees participated in a series of events, including a friendly football game, reinforcing our commitment to supporting individuals with disabilities.
- Hope Beyond Cancer in partnership with Al Jalila Foundation involved our organization in awareness campaigns and workshops, where we helped educate the community on cancer prevention and support for patients.
- UAQ Half Marathon in partnership with the Department of Tourism & Archaeology saw our employees actively participating, showcasing our commitment to health and well-being while promoting local tourism.

These initiatives have fostered community engagement and addressed critical social issues, demonstrating our ongoing dedication to making a positive difference.

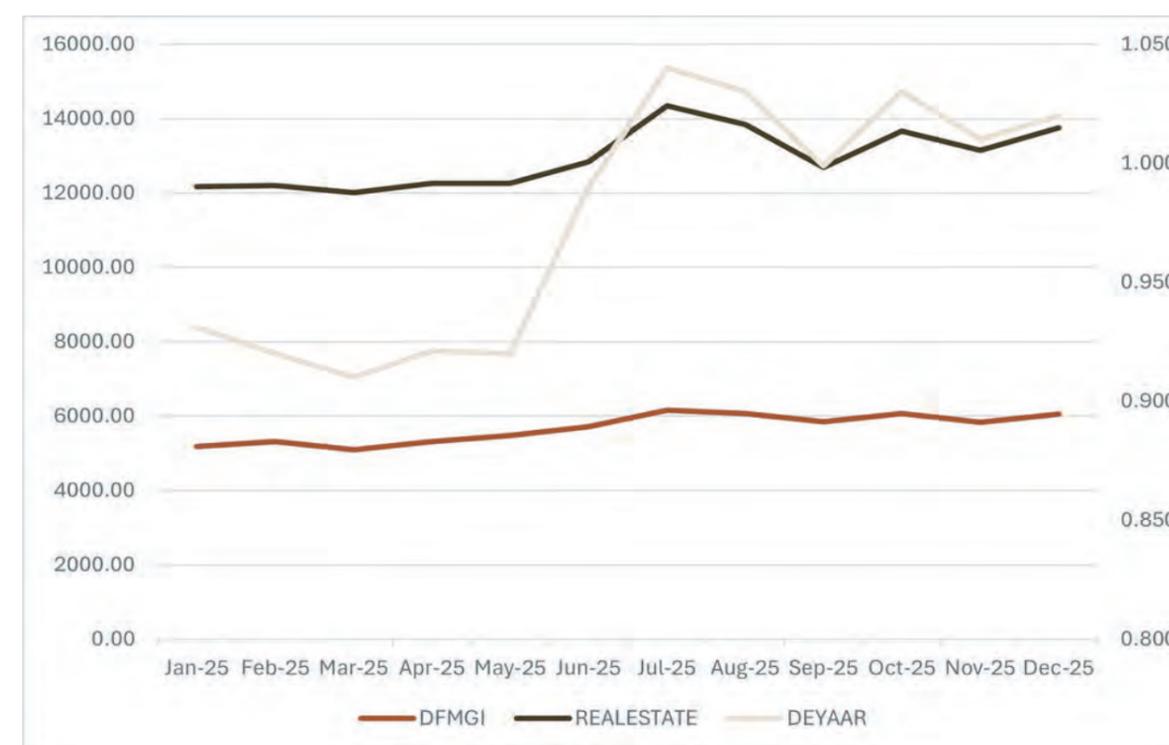


12. GENERAL INFORMATION

A. Statement of the Company's share price in the market (closing price, highest and lowest price) at the end of each month during 2025:

Month	Highest price	Lowest price	Closing price
January	0.97	0.91	0.93
February	0.96	0.91	0.92
March	0.95	0.88	0.91
April	0.95	0.81	0.92
May	0.93	0.88	0.92
June	1.09	0.89	0.99
July	1.11	0.97	1.04
August	1.08	1.01	1.03
September	1.05	1.00	1.00
October	1.03	1.00	1.03
November	1.06	1.00	1.01
December	1.06	1.01	1.02

B. Statement of the comparative performance of the Company's shares with general market index and sector index to which the Company belongs during 2025



C. Statement of shareholders' ownership distribution as on 31 December 2025 (individual, companies, governments, others) classified as follows: Local, Gulf, Arab and Foreign:

Shareholders classification	Percentage of shares held						
	Individual	Companies	Government	Banks	Institution	Others	Total
Local	30.04%	3.29%	0.02%	45.16%	-	0.06%	78.57%
Gulf	2.82%	2.85%	-	0.20%	0.01%	-	5.88%
Arab	2.98%	0.44%	-	-	-	-	3.42%
Foreign	0.87%	11.12%	-	-	-	0.14%	12.13%
Total	36.71%	17.70%	0.02%	45.36%	0.01%	0.20%	100%

D. Statement of the shareholders owning 5% or more of the Company's capital as on 31 December 2025

Name	Number of owned shares	Percentage of owned shares of the Company's capital
Dubai Islamic Bank (PJSC)	1,968,368,538	44.983%

E. Statement of the method of shareholders distribution according to the volume of shares an of 31 December 2025

No.	Shares ownership	Number of shareholders	Number of owned shares	Percentage of owned shares of the Company's capital
1	Less than 50,000	26,242	256,772,188	5.87%
2	From 50,000 to less than 500,000	2,390	360,726,302	8.24%
3	From 500,000 to less than 5,000,000	547	788,662,320	18.02%
4	More than 5,000,000	78	2,969,676,835	67.87%
	Total	29,257	4,375,837,645	100%

F. Statement of the procedures taken in respect of Investor Relations

The Company seeks to enhance continuous communication with investors. It also seeks to be responsive to all shareholders' inquiries and direct the inquiries required therefrom to relevant departments of the Company.

To reach a deeper level of communication, the Company updated the investor relations section on the website by feeding it with all the financial statements and the annual report, in addition to designing an investor relations presentation that provides information about the company's strategy, its most

important financial statements and its current projects.

The page of the Company in the Dubai Financial Market has also been updated complying with the disclosures on time.

Name of Investors Relations and communication data:

Name	Ms. Batool Chreidi
Communication Data	
Phone Number	04/3840909
Email	IR@deyaar.ae

Electronic link of the Investors Relations Page on the Company website:

Arabic page	http://www.deyaar.ae/ar/investor-relations
English page	http://www.deyaar.ae/en/investor-relations

G. Statement of special resolutions presented in the General Assembly held in 2025 and procedures taken with respect thereto:

The special resolution presented during the General Assembly held on 16 April 2025 was the approval of an amendment to the Company's Articles of Association to revise the number of Board of Directors' members, decreasing the Board composition to seven (7) members.

H. Name and date of appointment of Board Secretary

Name of Board Secretary	Omar Al Taher
Date of appointment	16 April 2025

I. Statement of significant events and important disclosures occurred during 2025

- Deyaar appoints Bassam El Ghawi as Chief Financial Officer.
- Deyaar makes debut in Umm Al Quwain with AYA Beachfront Residences, a sanctuary for luxury and wellness.
- Deyaar unveils Downtown Residences in Dubai, one of the world's tallest vertical residential communities.
- Deyaar Unveils the Final Phase of Park Five Community in Dubai Production City.
- Deyaar held its Annual General Assembly Meeting-New board of directors elected and 5% dividend distribution to shareholders approved.
- Deyaar records AED 406.4m profit after tax for YTD Sep'25, up 23.7% YoY.

J. Statement of transactions made with related parties during 2025 that are equal to or more than 5% of the Company's capital:

There are no transactions made with related parties during 2025 that are equal to or more than 5% of the Company's capital.

K. Statement of Emiratization percentage in the Company at the end of years 2023, 2024 and 2025

The Company provides UAE nationals with a suitable work environment and attractive incentives to encourage them for creativity and development. Whereas the UAE nationals have priority of employment as appropriate to the applicable legislations and laws in the country. The Company is keen to provide suitable job opportunities for UAE nationals to sharpen their skills and develop their work experience. The Company encourages its UAE national employees to complete their studies and continue their career development thorough providing suitable training.

The percentage of UAE national employees in the Company in 2023, 2024 and 2025 is 9%, 7% and 7% respectively. We aim to increase this percentage in the upcoming years by creating new job opportunities in line with the overall strategy of the Company.

L. Innovative projects and initiatives carried out by the Company or are under development during 2025

In 2025, Deyaar continued to strengthen its digital transformation strategy by delivering a comprehensive portfolio of technology-driven initiatives focused on improving sales effectiveness, financial governance, operational efficiency, and customer experience. A key milestone was the implementation of Salesforce Sales Cloud, which centralized lead management, streamlined sales operations, and enhanced end-to-end visibility across the sales lifecycle.

A major strategic achievement during the year was the go-live of the Broker Portal, designed to digitally enable Deyaar's channel partners. The portal allows brokers to self-register, submit and track invoices, and automate commission and billing workflows, significantly improving transparency, turnaround times, and governance while reducing manual intervention and operational risk.

From a finance and controls perspective, several critical system enhancements were delivered to strengthen automation, accuracy, and audit readiness. These included the cleanup and automation of unapplied and suspense receipts, enhancement of journal approval workflows, system-generated bank reconciliation statements, and MT940-based bank statement automation for ADCB and DIB. Additionally, system-generated bank transfer letters were implemented for both escrow and internal fund transfers, improving control, traceability, and compliance across treasury operations.

Operational automation was further advanced through Utility Portal Automation for d Deyaar Property Management and the implementation of FACILIO for Deyaar Community Management, enabling more efficient service management, inspections, and maintenance processes. In parallel, the Tahaluf-led

Deyaar Property Management transformation initiative delivered a comprehensive revamp of tenant and landlord portals, including modern web and mobile applications, back-office dashboards for internal teams, and RPA-based automation for critical YARDI processes, significantly improving data accuracy and turnaround times.

Collectively, these initiatives demonstrate Deyaar's continued commitment to innovation, strong financial controls, digital enablement, and the delivery of secure, scalable, and customer-centric experiences across its real estate ecosystem.

Yours Sincerely,

Hesham Shawa
*Head of Internal
Audit Department*

Maryam Bin Fares
*Chairman of Audit &
Risk Committee*

Rashid Al Dabboos
*Chairman of Nomination
& Remuneration Committee*

Abdulla Al Hamli
Chairman of Deyaar Development PJSC



**2025 CONSOLIDATED
FINANCIAL STATEMENTS**

Deyaar Development (P.J.S.C)

Consolidated financial statements for the year ended 31 December 2025

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Where
Possibilities
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DIRECTOR'S REPORT

The Directors submit their report together with the audited consolidated financial statements of Deyaar Development (P.J.S.C) (the "Company") and its subsidiaries (collectively referred to as the "Group") for the year ended 31 December 2025.

Principal activities

The principal activities of the Company and its subsidiaries are property investment and development, leasing, facility, property management services and hospitality related activities.

Financial Results

Revenue of the Group for the year ended 31 December 2025 is AED 1,972 million (2024: AED 1,513 million) and profit before tax for the year amounted to AED 638 million (2024: AED 505 million).

The Group aims to provide comprehensive, long-term solutions that enhances the value of property investments. Total assets of the Group have increased by AED 1,195 million from AED 6,833 million in the previous year to AED 8,028 million in the current year.

Directors

The Board of Directors comprised of:

Mr. Abdulla Ali Obaid Al Hamli	Chairman
Mr. Hamad Buamim	Vice Chairman
Mr. Rashid Hasan Al Dabboos	Director
Mr. Mohamed Saeed Ahmed A. Al Sharif	Director
Dr. Adnan Abdus Shakoor Chilwan	Director
Ms. Maryam Mohammad Abdulla Abdulrahman Bin Faris	Director
Mr. Mohammed Rashid Al Ketbi from 16 April 2025	Director
Mr. Obaid Nasser Ahmad Lootah till 16 April 2025	Director
Mr. Mohamed Abdulla Amer Al Nahdi till 16 April 2025	Director
Mr. Yasser Abdulrahman Bin Zayed Al Falasi till 16 April 2025	Director

Auditors

The consolidated financial statements for the year ended 31 December 2025 have been audited by Ernst & Young Middle East (Dubai Branch), who were appointed as auditors of the Company at the Annual General Meeting held on 16 April 2025.

On behalf of the Board

.....
Abdulla Ali Obaid Al Hamli
Chairman



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INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF DEYAAR DEVELOPMENT (P.J.S.C)

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of Deyaar Development (P.J.S.C) (the "Company") and its subsidiaries (collectively referred to as the "Group"), which comprise the consolidated statement of financial position as at 31 December 2025, and the consolidated statement of profit or loss, consolidated statement of comprehensive income, consolidated statement of changes in equity, consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at 31 December 2025, and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board (IASB).

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 are independent of the Group in accordance with the International Ethics Standards Board for Accountants' *International Code of Ethics for Professional Accountants (including International Independence Standards)* (the "IESBA Code"), as applicable to audits of consolidated financial statements of public interest entities, together with the ethical requirements that are relevant to our audit of the consolidated financial statements in United Arab Emirates, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in the audit of the consolidated financial statements for the year ended 31 December 2025. 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. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.



INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF DEYAAR DEVELOPMENT (P.J.S.C) (continued)

Report on the Audit of the Consolidated Financial Statements (continued)

Key Audit Matters (continued)

Key audit matter

Valuation of properties held for development and sale

The Group holds properties for development and sale of AED 1,089 million, which comprises completed residential and commercial properties (AED 107 million), land held for mixed-use development and sale (AED 377 million) and properties under development (AED 605 million) (Note 9).

Properties held for development and sale are stated at the lower of their costs and their net realisable values.

The Group applies significant estimates in determining the recoverable amount of properties held for development and sale. Changes in these estimates could have a significant impact on the determination of the recoverable amount of these assets. Key inputs used by management in their valuation exercise include future projected cash flows and comparable property transactions, which are influenced by prevailing market conditions and the specific characteristics of each property in the portfolio.

How our audit addressed the key audit matter

To address this, we performed the following procedures:

- We assessed the design and implementation of controls in this area over the process involved in the determination of the valuation of properties held for development and sale;
- We considered if there were any properties which had not been considered for an assessment of the recoverable amount by management;
- Obtained the valuation assessment prepared by the internal/external valuers;
- Evaluated the valuers' qualifications, experience and expertise and considered their objectivity, independence and scope of work;
- With the assistance of our internal valuation specialist, we considered and assessed the reasonableness of valuation methodologies and assumptions used, such as estimated selling prices, in the valuation for selected properties;
- Assessed the reasonableness of the Group's estimated selling prices, by comparing them to recently transacted prices and prices of comparable properties;
- On sample basis, we tested the inputs, provided to the external valuers/used by management;
- We performed sensitivity analyses on the significant assumptions to evaluate the extent of their impact on the determination of the recoverable amount.
- On sample basis, tested the net realisable value by comparing property cost to the estimated selling prices and assessed the appropriateness of the carrying value of such properties and any resultant write-down; and
- We assessed the disclosures made in the consolidated financial statements in accordance with the requirements of IFRSs.



INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF DEYAAR DEVELOPMENT (P.J.S.C) (continued)

Report on the Audit of the Consolidated Financial Statements (continued)

Key Audit Matters (continued)

Key audit matter	How our audit addressed the key audit matter
<p>Valuation of investment properties</p> <p>The Group's investment properties portfolio is carried at AED 963 million (2024: AED 883 million) in the consolidated statement of financial position. Net fair value gain recorded in the consolidated statement of profit or loss amounted to AED 50 million (2024: loss of AED 1 million) (Note 7)</p> <p>The determination of the fair value of these investment properties is based on internal and external valuations using discounted cash flows over the Group's estimated holding period, income capitalisation method and the sales comparable approach for the respective assets.</p> <p>The valuation process involves significant judgements in determining and estimating the underlying assumptions to be applied. The valuations are highly sensitive to key assumptions applied in deriving at the significant unobservable inputs and a small change in the assumptions can have a significant impact to the valuation.</p>	<p>To address this, we performed the following procedures:</p> <ul style="list-style-type: none"> - We assessed the design and implementation of controls in this area over the process involved in the determination of the valuation of investment properties; - We considered if there were any properties which had not been considered for fair valuation by management; - Obtained the valuation assessment prepared by the internal/external valuers; - Evaluated the valuers' qualifications, experience and expertise and considered their objectivity, independence and scope of work; - With the assistance of our internal valuation specialist, we considered and assessed the reasonableness of valuation methodologies and assumptions used, such as estimated selling prices, in the valuation for selected properties; - We performed sensitivity analyses on the significant assumptions to evaluate the extent of their impact on the determination of fair values. - On sample basis, we tested the inputs, provided to the external valuers/used by management; and - We assessed the disclosures made in the consolidated financial statements in accordance with the requirements of IFRSs.



INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF DEYAAR DEVELOPMENT (P.J.S.C) (continued)

Report on the Audit of the Consolidated Financial Statements (continued)

Key Audit Matters (continued)

Key audit matter	How our audit addressed the key audit matter
<p>Valuation of hotel properties classified under property and equipment</p> <p>The Group has a portfolio of hotels classified as property and equipment. The carrying value of the portfolio of hotels, amounting to AED 506 million (2024: AED 516 million), is included in the total carrying value of the Group's property and equipment.</p> <p>The Group determines whether each hotel exhibits indicators of impairment and if so, compares the recoverable amount of these hotels to their carrying amount.</p> <p>The Group applies significant estimates in determining the recoverable amount of its three hotel properties. Changes in these estimates could have a significant impact on the determination of the recoverable amount of these assets.</p> <p>Key inputs used by management in their valuation exercise include future projected cash flows derived from future average daily room rate, occupancy and revenue per available room.</p>	<p>To address this, we performed the following procedures:</p> <ul style="list-style-type: none"> - We assessed the design and implementation of controls in this area over the process involved in the determination of the valuation of hotel properties classified under property and equipment; - We considered if there were any hotel properties which had not been considered for fair valuation by management; - We assessed the valuers' competence and capabilities and read their terms of engagement with the Group to determine that the scope of their work was sufficient; - We tested the data used by the valuer, on a sample basis; - With the assistance of our internal valuation specialist, we considered and assessed the reasonableness of valuation methodologies and assumptions used, was performed in accordance with the requirements of IFRSs relating to valuation and impairment; - We performed sensitivity analyses on the significant assumptions to evaluate the extent of their impact on the determination of the recoverable amount; and - We assessed the disclosures made in the consolidated financial statements in accordance with the requirements of IFRSs.



INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF DEYAAR DEVELOPMENT (P.J.S.C) (continued)

Report on the Audit of the Consolidated Financial Statements (continued)

Key Audit Matters (continued)

Key audit matter

Revenue recognition from sale of properties

Revenue recognition from sale of properties require significant judgements to be applied and estimates to be made.

The Group assesses for each of its contracts with customers, whether to recognise revenue over a period of time or at a point in time based on the consideration of whether the Group has created an asset with no alternative use and whether the Group has an enforceable right for payment related to the satisfaction of performance obligations during the term of the contract.

Where revenue is recognised over time, the Group estimates total development and infrastructure costs required to satisfy the performance obligations under the contract and recognises proportionate revenue to the extent of satisfaction of performance obligations as at the end of each reporting period.

Revenue recognition on sale of properties was assessed as a key audit matter due to the significance of the assessment of satisfaction of performance obligations and judgements made in assessing the timing of revenue recognition.

How our audit addressed the key audit matter

To address this, we performed the following procedures:

- We obtained a detailed understanding of the process implemented by the Group for revenue recognition and measurement in respect of sale of properties;
- We have performed test of design and implementation of relevant controls;
- We inspected a sample of contracts with customers for sale of properties and assessed management's identification of performance obligations and their determination of whether revenue should be recognised over a period of time or at a point in time in accordance with the requirements of the IFRS 15 Revenue from Contracts with Customers by making reference to the terms and conditions specified in the contracts.
- For the projects where it was determined by the Group's management to recognise revenue over a period of time, we assessed the contractual arrangements with the customers and the reasonableness of the costs estimated to complete the underlying project development; and
- We assessed the disclosures made in the consolidated financial statements in accordance with the requirements of IFRSs.



INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF DEYAAR DEVELOPMENT (P.J.S.C) (continued)

Report on the Audit of the Consolidated Financial Statements (continued)

Other Information

Other information consists of the information included in the Group's Annual Report other than the consolidated financial statements and our auditor's report thereon. We obtained Directors' report, prior to the date of our auditor's report, and we expect to obtain other sections of the Annual Report after the date of our auditor's report. The Board of Directors is responsible for the other information.

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 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 obtained prior to the date of the 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.

Responsibilities of Management and the Board of Directors for the Consolidated Financial Statements
Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS Accounting Standards and in compliance with the applicable provisions of the Company's Articles of Association and UAE Federal Law No. 32 of 2021 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.

The Board of Directors 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 DEYAAR DEVELOPMENT (P.J.S.C) (continued)

Report on the Audit of the Consolidated Financial Statements (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 judgement and maintain professional skepticism 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.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the group as a basis for forming an opinion on the consolidated financial statements. We are responsible for the direction, supervision and review of the audit work performed for the purposes of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Board of Directors, 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 the Board of Directors with a statement that we have complied with relevant ethical requirements regarding independence and 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 safeguard applied.

From the matters communicated with the Board of Directors, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current year 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.

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INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF DEYAAR DEVELOPMENT (P.J.S.C) (continued)

Report on Other Legal and Regulatory Requirements

Further, as required by the UAE Federal Decree Law No. (32) of 2021 as amended, we report that for the year ended 31 December 2025:

- i. the Group has maintained proper books of account;
- ii. we have obtained all the information we considered necessary for the purposes of our audit;
- iii. the consolidated financial statements have been prepared and comply, in all material respects, with the applicable provisions of the Company's Articles and the UAE Federal Decree Law No. (32) of 2021 as amended;
- iv. the financial information included in the Directors' report is consistent with the books of account of the Group;
- v. investments in shares and stocks during the year ended 31 December 2025 are disclosed in note 36 to the consolidated financial statements;
- vi. note 11 reflects material related party transactions and the terms under which they were conducted;
- vii. based on the information that has been made available to us, nothing has come to our attention which causes us to believe that the Group has contravened during the financial year ended 31 December 2025, any of the applicable provisions of the UAE Federal Decree Law No. (32) of 2021 as amended or of its Articles of Association which would have a material impact on its activities or its consolidated financial position as at 31 December 2025; and
- viii. note 26 reflects the social contributions made during the year.

Ernst & Young Middle East (Dubai Branch)

Wardah Ebrahim
Registration No.: 1258

11 February 2026

Dubai, United Arab Emirates

A branch of a member firm of Ernst & Young Global Limited

Deyaar Development (P.J.S.C)

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Consolidated statement of financial position As at 31 December 2025

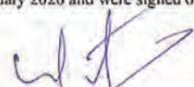
	Notes	2025 AED'000	2024 AED'000
ASSETS			
Non-current assets			
Property and equipment	5	547,219	553,808
Right of use assets	6	9,557	1,708
Investment properties	7	963,092	883,393
Investments in a joint venture and an associate	8	1,487,966	1,378,864
Trade, contract and other receivables	10	463,465	224,926
Deferred tax asset	37	6,597	609
Equity instrument at fair value through other comprehensive income	13	13,957	9,978
		<u>3,491,853</u>	<u>3,053,286</u>
Current assets			
Properties held for development and sale	9	1,089,084	956,082
Inventories		2,010	4,473
Trade, contract and other receivables	10	1,222,493	980,957
Advance for purchase of property		-	90,000
Due from related parties	11(c)	10,532	4,045
Cash and bank balances	12	2,211,582	1,744,075
		<u>4,535,701</u>	<u>3,779,632</u>
		<u>8,027,554</u>	<u>6,832,918</u>
Total assets			
EQUITY			
Share capital	14	4,375,838	4,375,838
Legal reserve	16	166,651	105,897
Equity instruments fair valuation reserve		(6,270)	(9,357)
Retained earnings		1,093,238	765,243
		<u>5,629,457</u>	<u>5,237,621</u>
Non-controlling interest	15	41,190	27,376
Total equity		<u>5,670,647</u>	<u>5,264,997</u>
LIABILITIES			
Non-current liabilities			
Borrowings	17	343,841	415,296
Trade and other payables	19	1,585	3,169
Retentions payable	20	47,127	28,019
Lease liabilities	21	10,011	523
Deferred tax liability	37	10,064	-
Provision for employees' end of service benefits	22	17,667	17,522
		<u>430,295</u>	<u>464,529</u>
Current liabilities			
Borrowings	17	60,000	60,000
Advances from customers	18	792,757	427,865
Trade and other payables	19	944,627	540,616
Income tax payable	37 & 38	57,886	32,107
Retentions payable	20	43,376	33,407
Lease liabilities	21	21,014	4,964
Provision for claims	28	4,136	4,136
Due to related parties	11(d)	2,816	297
		<u>1,926,612</u>	<u>1,103,392</u>
Total liabilities		<u>2,356,907</u>	<u>1,567,921</u>
TOTAL EQUITY AND LIABILITIES		<u>8,027,554</u>	<u>6,832,918</u>

To the best of our knowledge, and in accordance with IFRS, the consolidated financial statements present fairly in all material respects the consolidated financial position, financial performance and cash flows of the Group.

The consolidated financial statements were approved by the Board of Directors on 11 February 2026 and were signed on its behalf by:



Abdulla Ali Obaid Al Hamli
Chairman



Saeed Al Qatami
Chief Executive Officer

The accompanying notes 1 to 39 form an integral part of these consolidated financial statements.

Deyaar Development (P.J.S.C)

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Consolidated statement of profit or loss For the year ended 31 December 2025

	Notes	2025 AED'000	2024 AED'000
Revenue	23	1,972,114	1,512,794
Direct costs	24	(1,303,678)	(1,072,848)
General administrative and selling expenses	26	(326,709)	(187,629)
Other operating income	25	48,467	102,782
Finance cost	29	(57,765)	(42,976)
Finance income	29	37,525	36,534
Share of results from a joint venture and an associate	8	199,102	157,888
Profit before impairment & fair value adjustments		<u>569,056</u>	<u>506,545</u>
Reversal of impairment on properties held for development and sale	9	14,465	-
Reversal of impairment on property and equipment	5(c)	4,306	-
Gain/(loss) on fair valuation of investment properties	7	50,035	(1,129)
Profit for the year before tax expense		<u>637,862</u>	<u>505,416</u>
Income tax expense	37 & 38	(35,657)	(31,498)
Profit for the year		<u>602,205</u>	<u>473,918</u>
Profit attributable to:			
Equity holders of the Parent		607,541	474,022
Non-controlling interest	15	(5,336)	(104)
		<u>602,205</u>	<u>473,918</u>
Earnings per share attributable to the equity holders of the Parent during the year - basic and diluted	30	<u>Fils 13.88</u>	<u>Fils 10.83</u>

The accompanying notes 1 to 39 form an integral part of these consolidated financial statements.

Deyaar Development (P.J.S.C)

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**Consolidated statement of comprehensive income
For the year ended 31 December 2025**

	Notes	2025 AED'000	2024 AED'000
Profit for the year		602,205	473,918
Other comprehensive income			
<i>Other comprehensive income that will not be subsequently reclassified to profit or loss (net of tax):</i>			
Equity instrument at fair value through other comprehensive income - net change in fair value		3,087	5,938
Other comprehensive income for the year		3,087	5,938
Total comprehensive income for the year		605,292	479,856
<i>Attributable to:</i>			
Equity holders of the Parent		610,628	479,960
Non-controlling interest	15	(5,336)	(104)
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		605,292	479,856

The accompanying notes 1 to 39 form an integral part of these consolidated financial statements.

Deyaar Development (P.J.S.C)

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**Consolidated statement of changes in equity
For the year ended 31 December 2025**

	Share capital AED'000	Legal Reserve AED'000	Equity instruments fair valuation reserve AED'000	Retained earnings AED'000	Attributable to equity holders of the parent AED'000	Non-controlling interest AED'000	Total equity AED'000
Balance at 1 January 2024	4,375,838	58,495	(15,295)	519,207	4,938,245	-	4,938,245
<i>Total comprehensive income for the year</i>							
Profit for the year	-	-	-	474,022	474,022	(104)	473,918
Other comprehensive income for the year	-	-	5,938	-	5,938	-	5,938
Total comprehensive income for the year	-	-	5,938	474,022	479,960	(104)	479,856
Capital contribution during the year [(Note 15(a))]	-	-	-	-	-	27,480	27,480
Transfer to legal reserve	-	47,402	-	(47,402)	-	-	-
Board of Directors' remuneration [(Note 11(b))]	-	-	-	(5,550)	(5,550)	-	(5,550)
Dividend payment to shareholders (Note 14)	-	-	-	(175,034)	(175,034)	-	(175,034)
Balance at 31 December 2024	4,375,838	105,897	(9,357)	765,243	5,237,621	27,376	5,264,997
<i>Total comprehensive income for the year</i>							
Profit for the year	-	-	-	607,541	607,541	(5,336)	602,205
Other comprehensive income for the year	-	-	3,087	-	3,087	-	3,087
Total comprehensive income for the year	-	-	3,087	607,541	610,628	(5,336)	605,292
Capital contribution during the year [(Note 15(b))]	-	-	-	-	-	19,150	19,150
Transfer to legal reserve	-	60,754	-	(60,754)	-	-	-
Dividend payment to shareholders (Note 14)	-	-	-	(218,792)	(218,792)	-	(218,792)
Balance at 31 December 2025	4,375,838	166,651	(6,270)	1,093,238	5,629,457	41,190	5,670,647

The accompanying notes 1 to 39 form an integral part of these consolidated financial statements.

Deyaar Development (P.J.S.C)

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**Consolidated statement of cash flows
For the year ended 31 December 2025**

	Notes	2025 AED'000	2024 AED'000
Profit for the year before tax		637,862	505,416
Adjustments for:			
Depreciation on property and equipment	5(d)	19,705	18,877
Depreciation on right of use assets	6	5,444	1,983
Provision for employees' end of service benefits	22	4,844	3,686
Reversal of impairment on properties held for development and sale		(14,465)	(6,204)
Impairment against trade contract and other receivables and due from related parties		81,017	6,511
Reversal of impairment on property and equipment	5	(4,306)	-
Loss on disposal of property and equipment	5	4	398
Finance income	29	(37,525)	(36,534)
Finance cost	29	57,765	42,976
Share of results from an associate and a joint venture	8	(199,102)	(157,888)
Dividend income from equity instrument at fair value through OCI		(911)	-
(Gain) / loss on fair valuation of investment properties	7	(50,035)	1,129
Operating cash flows before changes in working capital		500,297	380,350
<i>Changes in working capital:</i>			
Properties held for development and sale		(5,989)	123,153
Retention payable	20	29,077	25,420
Trade, contract and other receivables		(559,790)	(161,945)
Advances from customers		364,892	53,271
Inventories		2,463	1,437
Due from related parties		1,533	255,221
Trade and other payables		403,290	71,443
Due to related parties		2,519	(123)
Operating cash flows after changes in working capital		738,292	748,227
Payment of employees' end of service benefits	22	(4,699)	(1,767)
Payment of income tax		(6,694)	-
Net cash generated from operating activities		726,899	746,460
CASH FLOWS FROM INVESTING ACTIVITIES			
Additions to property and equipment		(10,207)	(9,456)
Additions to investment properties		(924)	(8,595)
Repayment of capital contribution from a joint venture and an associate		2,000	92,234
Dividend from joint venture	8	80,000	55,266
Net movement in term deposits with an original maturity of more than three months and restricted bank balances		122,897	154,805
Dividend received from equity instrument at fair value through OCI		911	-
Finance income received		36,203	34,871
Net cash generated from investing activities		230,880	319,125
CASH FLOWS FROM FINANCING ACTIVITIES			
Repayment of lease liabilities		(20,711)	(6,004)
Repayment of borrowings		(95,774)	(172,317)
Drawdown of borrowings		24,319	3,296
Finance cost paid		(56,417)	(45,384)
Dividends paid		(218,792)	(175,034)
Net cash used in financing activities		(367,375)	(395,443)
NET INCREASE IN CASH AND CASH EQUIVALENTS		590,404	670,142
Cash and cash equivalents, beginning of the year		1,506,142	836,000
CASH AND CASH EQUIVALENTS, END OF THE YEAR	12	2,096,546	1,506,142

The accompanying notes 1 to 39 form an integral part of these consolidated financial statements.

Deyaar Development (P.J.S.C)

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**Notes to the consolidated financial statements
For the year ended 31 December 2025**
1. Legal status and activities

Deyaar Development (P.J.S.C) (the "Company") was incorporated and registered as a Public Joint Stock Company in the Emirate of Dubai, UAE on 10 July 2007. The registered address of the Company is P. O. Box 30833, Dubai, United Arab Emirates ("UAE"). The Company is listed on Dubai Financial market, Dubai, UAE (Ticker: DEYAAR).

The ultimate majority shareholder of the Group is Dubai Islamic Bank (the "Ultimate Controlling Party").

The principal activities of the Company and its subsidiaries (together, the "Group") are property investment and development, leasing, facilities, property management services and hospitality related activities.

2. New standards, interpretations and amendments adopted by the Group
(a) New and revised IFRSs and interpretations that are effective for the current year

One amendment applies for the first time in 2025, but does not have an impact on the Group's consolidated financial statements.

Lack of Exchangeability – Amendments to IAS 21

(b) New and amended IFRSs in issue but not yet effective and not early adopted

The Group has not early adopted the following new and amended standards that have been issued but are not yet effective, as at 31 December 2025 are disclosed below:

<u>New and revised IFRSs</u>	<u>Effective for annual periods beginning on or after</u>
Amendments to classification and Measurement of Financial Instruments- Amendments to IFRS 9 and IFRS 7	1 January 2026
Contracts Referencing Nature-dependent Electricity- Amendments to IFRS 9 and IFRS 7	1 January 2026
Annual Improvements to IFRS Accounting Standards – Volume 11	1 January 2026
IFRS 18 Presentation and Disclosures in Finance Statements	1 January 2027
IFRS 19 Subsidiaries without Public Accountability: Disclosures	1 January 2027

The Group anticipates that these new standards, interpretations and amendments will be adopted in the Group's consolidated financial statements as and when they are applicable and adoption of these new standards, interpretations and amendments may have no material impact on the Group's consolidated financial statements.

**Notes to the consolidated financial statements
For the year ended 31 December 2025**

3. Material accounting policies

Statement of compliance

These consolidated financial statements have been prepared in accordance with IFRS Accounting Standards issued by the International Accounting Standards Board (IASB) and in compliance with the applicable provisions of the Company's Articles of Association and the UAE Federal Decree-Law No. 32 of 2021 as amended.

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

Basis of preparation

Management has made an assessment of the Group's ability to continue as a going concern and is satisfied that the Group has the resources to continue in business for the foreseeable future. Furthermore, management is not aware of any material uncertainties that may cast significant doubt upon the Group's ability to continue as a going concern. Therefore, the consolidated financial statements continue to be prepared on the going concern basis.

The consolidated financial statements have been prepared on the historical cost basis except for investment properties and certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted market prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

The consolidated financial statements of the Group are presented in thousands of United Arab Emirates Dirhams ("AED'000") which is the Group's functional and presentation currency.

**Notes to the consolidated financial statements
For the year ended 31 December 2025**

3. Material accounting policies (continued)

The principal accounting policies are set out below:

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its powers to affect its returns.

The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

When the Company has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Company considers all relevant facts and circumstances in assessing whether or not the Company's voting rights in an investee are sufficient to give it power, including:

- the size of the Company's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Company, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Company has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss from the date the Company gains control until the date when the Company ceases to control the subsidiary. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it derecognises the related assets (including goodwill), liabilities, non-controlling interest and other components of equity, while any resultant gain or loss is recognised in profit or loss. Any investment retained is recognised at fair value.

Profit or loss and each component of other comprehensive income are attributed to the equity holders of the Parent and to the non-controlling interests. Total profit or loss and other comprehensive income of subsidiaries is attributed to the equity holders of the Parent and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies into line with the Group's accounting policies.

All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Deyaar Development (P.J.S.C)

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Notes to the consolidated financial statements For the year ended 31 December 2025

3. Material accounting policies (continued)

Basis of consolidation (continued)

The consolidated financial statements include the assets, liabilities and results from the operations of the Group's subsidiaries:

Name of entities subsidiaries	Country of incorporation	Effective ownership		Principle activities
		2025	2024	
Deyaar Facilities Management LLC	UAE	100%	100%	Facility management services
Nationwide Realtors LLC *	UAE	100%	100%	Brokerage and other related services
Deyaar Hospitality LLC	UAE	100%	100%	Property investment and development
Deyaar International LLC *	UAE	100%	100%	Real estate company
Deyaar Ventures LLC *	UAE	100%	100%	Property investment and development
Flamingo Creek LLC **	UAE	100%	100%	Property investment and development
Beirut Bay Sal **	Lebanon	100%	100%	Property investment and development
Deyaar West Asia Cooperatief U.A. ***	Netherlands	-	100%	Investment holding company
Deyaar AL Tawassol Lil Tatweer Aleqare Co.***	KSA	-	100%	Property investment and development
Deyaar Community Management LLC	UAE	100%	100%	Owners association management
Deyaar Property Management LLC	UAE	100%	100%	Property management
Montrose L.L.C *	UAE	100%	100%	Buying, selling and real estate development
The Atria L.L.C	UAE	100%	100%	Hotel management
Deyaar Holding One Person LLC*	UAE	100%	100%	Investment in commercial/industrial enterprise & management
Bella Rose Real Estate Development L.L.C	UAE	100%	100%	Buying, selling and real estate development
Nationwide Management Services LLC	UAE	100%	100%	District cooling services
Al Barsha LLC	UAE	100%	100%	Hotel & hotel apartments rental
Mont Rose FZ-LLC (also holds registration as Millenium Montrose Hotel apartments LLC issued by Dubai economic Department)	UAE	100%	100%	Hotels & leisure services
Deyaar Bay Real Estate Development	UAE	100%	100%	Buying, selling and real estate development
Rivage Property Development LLC	UAE	52%	52%	Property investment and development
Deyaar Umm Al Quwain Waterfront LLC	UAE	50%	-	Property investment and development
Joint Venture				
Arady Developments LLC	UAE	50%	50%	Property investment and development
Associate				
SI Al Zorah Equity Investments Inc.	UAE	22.72%	22.72%	Property investment and development

* These entities did not carry out any commercial activities during the year.

** These entities are under liquidation and did not carry out any commercial activities during the year.

*** These entities were liquidated during the year.

Deyaar Development (P.J.S.C)

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Notes to the consolidated financial statements For the year ended 31 December 2025

3. Material accounting policies (continued)

Investments in a joint venture and an associate

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The results and assets and liabilities of the associates and joint ventures are incorporated in these consolidated financial statements using the equity method of accounting, except when the investment, or a portion thereof, is classified as held for sale, in which case it is accounted for in accordance with IFRS 5 *Non-current Assets Held for Sale and Discontinued Operations*. Under the equity method, an investment in an associate or a joint venture is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate or joint venture. When the Group's share of losses of an associate or a joint venture exceeds the Group's interest in that associate or joint venture (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate or joint venture), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate or joint venture.

An investment in an associate or a joint venture is accounted for using the equity method from the date on which the investee becomes an associate or a joint venture. On acquisition of the investment in an associate and joint venture, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in consolidated statement of profit or loss in the period in which the investment is acquired.

The financial statements of the associate or joint venture are prepared for the same reporting period as the Group. When necessary, adjustments are made to bring the accounting policies in line with those of the Group.

The requirements of IAS 36 are applied to determine whether it is necessary to recognise any impairment loss with respect to the Group's investment in an associate. When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with IAS 36 as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised is not allocated to any asset, including goodwill that forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with IAS 36 to the extent that the recoverable amount of the investment subsequently increases.

When a Group entity transacts with an associate of the Group, profits and losses resulting from the transactions with the associate are recognised in the Group's consolidated financial statements only to the extent of interests in the associate that are not related to the Group.

**Notes to the consolidated financial statements
For the year ended 31 December 2025**

3. Material accounting policies (continued)

IFRS 9 Financial instruments

IFRS 9 sets out requirements for recognising and measuring financial assets, financial liabilities and some contracts to buy or sell non-financial items.

a) Classification and measurement of financial assets and financial liabilities

Under IFRS 9, on initial recognition, a financial asset is classified as measured at: amortised cost; fair value through other comprehensive income (“FVOCI”) – debt investment; FVOCI – equity investment; or fair value through profit or loss (“FVTPL”). The classification of financial assets under IFRS 9 is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics. Derivatives embedded in contracts where the host is a financial asset in the scope of the standard are never separated. Instead, the hybrid financial instrument as a whole is assessed for classification.

Financial assets that meet the following conditions are subsequently measured at amortised cost less impairment loss and deferred income, if any (except for those assets that are designated as at fair value through other comprehensive income on initial recognition):

1. the asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and
2. the contractual terms of the instrument give rise to cash flows on specified dates that are solely payments of principal and profit on the principal amount outstanding.

All other financial assets are subsequently measured at fair value.

On initial recognition of an equity investment that is not held for trading, the Group may irrevocably elect to present subsequent changes in the investment’s fair value in other comprehensive income (“OCI”). This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

A financial asset (unless it is a trade receivable without a significant financing component that is initially measured at the transaction price) is initially measured at fair value plus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition.

The following accounting policies apply to the subsequent measurement of financial assets.

Financial assets at FVTPL

These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.

Financial assets at amortised cost

These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses (see (b) below). Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

**Notes to the consolidated financial statements
For the year ended 31 December 2025**

3. Material accounting policies (continued)

IFRS 9 Financial instruments (continued)

a) Classification and measurement of financial assets and financial liabilities (continued)

Debt investments at FVOCI

These assets are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.

Equity investments at FVOCI

These assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are never reclassified to profit or loss.

b) Impairment

The financial assets at amortised cost consist of trade and other receivables, contract assets, due from related parties, cash at banks, and fixed deposits.

Under IFRS 9, loss allowances are measured on either of the following bases:

- 12-month ECLs: these are ECLs that result from possible default events within the 12 months after the reporting date; and
- lifetime ECLs: these are ECLs that result from all possible default events over the expected life of a financial instrument.

The Group measures loss allowances at an amount equal to lifetime ECLs, except for the following, which are measured as 12-month ECLs:

- bank balances, long term fixed deposits and certain related parties for which credit risk (i.e., the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

Loss allowances for trade receivables, contract assets and due from a related party are always measured at an amount equal to lifetime ECLs.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group’s historical experience and informed credit assessment and including forward-looking information.

The Group assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due.

**Notes to the consolidated financial statements
For the year ended 31 December 2025**

3. Material accounting policies (continued)

IFRS 9 Financial instruments (continued)

b) Impairment (continued)

The Group considers a financial asset to be in default when:

- the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or
- the financial asset is more than 90 days past due.

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

Significant increase in credit risk

ECL are measured as an allowance equal to 12-month ECL for stage 1 assets, or lifetime ECL for stage 2 or stage 3 assets. An asset moves to stage 2 when its credit risk has increased significantly since initial recognition. IFRS 9 does not define what constitutes a significant increase in credit risk. In assessing whether the credit risk of an asset has significantly increased, the Group takes into account qualitative and quantitative reasonable and supportable forward-looking information.

Definition of default

The Group considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that financial assets that meet either of the following criteria are generally not recoverable:

- When there is a breach of financial covenants by the debtor;
- Information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collateral held by the Group). Irrespective of the above analysis, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

Write off policy

The Group writes off a financial asset when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over two years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in consolidated profit or loss.

Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e., the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive). ECLs are discounted at the effective interest rate of the financial asset.

**Notes to the consolidated financial statements
For the year ended 31 December 2025**

3. Material accounting policies (continued)

IFRS 9 Financial instruments (continued)

b) Impairment (continued)

Credit-impaired financial assets

At each reporting date, the Group assesses whether financial assets carried at amortised cost and debt securities at FVOCI are credit-impaired. A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- Significant financial difficulty of the issuer or the borrower
- A breach of contract, such as a default or past due event (see definition of default above)
- The lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider
- It is becoming probable that the borrower will enter bankruptcy or other financial reorganization.

Presentation of impairment

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets. For debt securities carried at FVOCI, the loss allowance is recognised in OCI, instead of reducing the carrying amount of the asset.

c) Derecognition

Financial assets

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

The Group enters into transactions whereby it transfers assets recognised in its consolidated statement of financial position, but retains either all or substantially all of the risks and rewards of the transferred assets. In these cases, the transferred assets are not derecognised.

Financial liabilities

All financial liabilities are measured subsequently at amortised cost using the effective interest method or at FVTPL. The Group's financial liabilities includes bank borrowings, trade and other payables, retention payable.

Financial liabilities at FVTPL

Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on changes in fair value recognised in the consolidated statement of profit or loss to the extent that they are not part of a designated hedging relationship. The net gain or loss recognised in the consolidated statement profit or loss incorporates any interest paid on the financial liability.

**Notes to the consolidated financial statements
For the year ended 31 December 2025**

3. Material accounting policies (continued)

IFRS 9 Financial instruments (continued)

c) Derecognition (continued)

Financial liabilities (continued)

However, for financial liabilities that are designated as at FVTPL, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is recognised in consolidated statement of comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch consolidated statement of in profit or loss. The remaining amount of change in the fair value of liability is recognised in consolidated statement of profit or loss. Changes in fair value attributable to a financial liability's credit risk that are recognized in consolidated statement of comprehensive income are not subsequently reclassified to consolidated statement of profit or loss; instead, they are transferred to retained earnings upon derecognition of the financial liability.

Gains or losses on financial guarantee contracts issued by the Group that are designated by the Group as at FVTPL are recognised in profit or loss.

Financial liabilities measured subsequently at amortised cost

Financial liabilities that are not designated as FVTPL, are measured subsequently at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the amortised cost of a financial liability.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

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, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Board of Directors that makes strategic decisions.

**Notes to the consolidated financial statements
For the year ended 31 December 2025**

3. Material accounting policies (continued)

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 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 or valuation where items are re-measured. 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.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the consolidated statement of profit or loss within "finance income or cost". All other foreign exchange gains and losses are presented in the consolidated statement of profit or loss within "other operating income or expense".

Group entities

The results and financial position of all the Group entities (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 profit or loss are translated at average exchange rates; and
- (iii) All resulting exchange differences are recognised as a separate component of equity.

On consolidation, exchange differences arising from the translation of the net investment in foreign operations, and of borrowings are taken to equity.

On the disposal of a foreign operation, all of the exchange differences accumulated in equity in respect of that operation attributable to the equity holders of the Parent are reclassified to consolidated statement of profit or loss.

In the case of a partial disposal that does not result in the Group losing control over a subsidiary that includes a foreign operation, the proportionate share of accumulated exchange differences are re-attributed to non-controlling interests and are not recognised in consolidated statement of profit or loss.

**Notes to the consolidated financial statements
For the year ended 31 December 2025**

3. Material accounting policies (continued)

Property and equipment

Property and equipment are stated at historical cost less accumulated depreciation and accumulated impairment losses, if any. The cost of property and equipment is its purchase cost together with any incidental costs of acquisition. 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.

All other repairs and maintenance costs are charged to the consolidated statement of profit or loss during the financial year in which they are incurred.

Land is not depreciated. Depreciation on other assets is calculated using the straight-line method, at rates calculated to reduce the cost of assets to their estimated residual value over their expected useful lives, as follows:

Type of assets	Years
Buildings	50
Leasehold improvements	6
Furniture, fixtures and equipment	5 - 15
Motor vehicles	6

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with the asset's carrying amount. These are recognised within "other income or expense" in the consolidated statement of profit or loss.

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

Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e. the date the underlying asset is available for use). Subsequent to initial recognition, right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any re-measurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received.

Right-of-use assets are depreciated on a straight-line basis as follows:

Vehicles	3 years
Building	2-3 years

**Notes to the consolidated financial statements
For the year ended 31 December 2025**

3. Material accounting policies (continued)

Investment properties

Recognition

Land and buildings owned by the Group for the purposes of generating rental income or capital appreciation or both are classified as investment properties. Properties that are being constructed or developed for future use as investment properties are also classified as investment properties.

When the Group begins to redevelop an existing investment property for continued future use as an investment property, the property remains as an investment property, which is measured based on fair value model and is not reclassified as development property during the redevelopment.

Measurement

Investment properties are initially measured at cost, including related transaction costs. Subsequent to initial recognition, investment properties are accounted for using the fair value model under International Accounting Standard No. 40 "Investment Property". Any gain or loss arising from a change in fair value is recognised in consolidated statement of profit or loss.

Where the fair value of an investment property under development is not reliably determinable, such property is measured at cost until the earlier of the date construction is completed and the date at which fair value becomes reliably measurable.

Transfer from investment properties to owner-occupied property

If an investment property becomes owner-occupied property, it is reclassified as property and equipment. Its fair value at the date of reclassification becomes its cost for subsequent accounting purposes.

Transfer from investment properties to properties held for sale

Properties are transferred from investment properties to properties held for development and sale when there is a change in use of the property. Such transfers are made at the fair value of the properties at the date of transfer and gain arising on transfer is recognised in consolidated statement of profit or loss. Fair value at the date of reclassification becomes the cost of properties transferred for subsequent accounting purposes. Subsequent to the transfer, such properties are valued at cost in accordance with the measurement policy for properties held for development and sale.

Transfer from owner-occupied property to investment properties

When the use of a property changes from owner-occupied to investment property, the property is remeasured to fair value and reclassified accordingly. Any gain arising on this remeasurement is recognised in profit or loss to the extent that it reverses a previous impairment loss on the specific property, with any remaining gain recognised in other comprehensive income and presented in the revaluation reserve. Any loss is recognised in consolidated statement of profit or loss.

Sale of investment properties

Certain investment properties are sold in the ordinary course of business. No revenue and direct costs are recognised for sale of investment properties. Any gain or loss on disposal of sale of investment properties (calculated as the difference between the net proceeds from disposal and carrying amount) is recognised in the consolidated statement of profit or loss.

**Notes to the consolidated financial statements
For the year ended 31 December 2025**

3. Material accounting policies (continued)

Impairment of non-financial assets

At each reporting date, the Group reviews the carrying amounts of its non-financial assets, other than investment property, to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

A cash generating unit ("CGU") is the smallest identifiable asset group that generates cash flows that are largely independent from other assets and groups. For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU.

An impairment loss is recognised if the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount. Impairment losses, if any, are recognised in consolidated profit or loss.

Properties held for development and sale

Land and buildings identified as held for sale, including buildings under construction, are classified as such and are stated at the lower of cost and estimated net realisable value. The cost of work-in-progress comprises construction costs and other related direct costs. Net realisable value is the estimated selling price in the ordinary course of business, less cost of completion and selling expenses.

The amount of any write down of properties under development for sale is recognised as an expense in the period the write down or loss occurs. The amount of any reversal of any write down arising from an increase in net realisable value is recognised in consolidated statement of profit or loss in the period in which the increase occurs but only to the extent that the carrying value does not exceed the actual cost.

Cash and cash equivalents

Cash and cash equivalents includes cash in hand and at bank and deposits held at call with banks with original maturities of three months or less, net of bank overdrafts. In the consolidated statement of financial position, bank overdrafts are shown within borrowings in current liabilities.

Advances from customers

Instalments received from buyers, for properties sold or services performed, prior to meeting the revenue recognition criteria, are recognised as advances from customers. If their settlement, through revenue recognition or refund, is expected in one year or less, they are classified as current liabilities. If not, they are presented as non-current liabilities.

**Notes to the consolidated financial statements
For the year ended 31 December 2025**

3. Material accounting policies (continued)

Employee benefits

(a) End of service benefits to non-UAE nationals

The provision for staff terminal benefits is based on the liability that would arise if the employment of all staff were terminated at the reporting date and is calculated in accordance with the provisions of UAE Federal Labour Law and the relevant local laws applicable to overseas subsidiaries. Management considers these as long-term obligations and accordingly they are classified as long-term liabilities.

(b) Pension and social security policy within the U.A.E

The Group is a member of the pension scheme operated by the Federal Pension General and Social Security Authority. Contributions for eligible UAE National employees are made and charged to the consolidated statement of profit or loss, in accordance with the provisions of Federal Law No. 7 of 1999 and Federal Law No. 57 of 2023 relating to Pension and Social Security Law.

Borrowings costs

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, 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 profit or loss in the period in which they are incurred.

Lease liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating a lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expense in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses the incremental borrowing rate, as applicable, at the lease commencement date since the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is re-measured if there is a modification, a change in the lease term, a change in the in-substance fixed lease payments or a change in the assessment to purchase the underlying asset.

Short-term leases and low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases (i.e. those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of equipment that are considered of low value. Payments on short-term leases and leases of low-value assets are recognised as an expense on a straight-line basis over the lease term.

**Notes to the consolidated financial statements
For the year ended 31 December 2025**

3. Material accounting policies (continued)

Income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities.

Current income tax relating to items recognised directly in equity is recognised in equity and not in the consolidated statement of comprehensive income. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss
- In respect of taxable temporary differences associated with investments in subsidiaries, associate, and interests in joint arrangements, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss
- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint arrangements, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss. Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

**Notes to the consolidated financial statements
For the year ended 31 December 2025**

3. Material accounting policies (continued)

Deferred tax (continued)

Tax benefits acquired as part of a business combination, but not satisfying the criteria for separate recognition at that date, are recognised subsequently if new information about facts and circumstances change. The adjustment is either treated as a reduction in goodwill (as long as it does not exceed goodwill) if it was incurred during the measurement period or recognised in profit or loss.

The Group offsets deferred tax assets and deferred tax liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and the amount has been reliably estimated. Provisions are not recognised for future operating losses.

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.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a rate that reflects current market assessments of the time value of money and risks specific to the obligation. Increases in provisions due to the passage of time are recognised as interest expense.

Revenue recognition

Revenue is measured based on the consideration specified in a contract with a customer. Revenue is recognised when the Group transfers control over a product or service to a customer.

The Group recognises revenue based on a five step model as set out in IFRS 15:

- Step 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.
- Step 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.
- Step 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 service to a customer, excluding amounts collected on behalf of third parties.
- Step 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.
- Step 5 Recognise revenue when (or as) the entity satisfies a performance obligation.

**Notes to the consolidated financial statements
For the year ended 31 December 2025**

3. Material accounting policies (continued)

Revenue recognition (continued)

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 Group has an enforceable right to payment for performance completed to date.

For performance obligations where one of the above conditions are not met, revenue is recognised at the point in time at which performance obligation is satisfied.

The Group allocates the transaction price to the performance obligations in a contract based on the input method which requires revenue recognition on the basis of the Group's efforts or inputs to the satisfaction of the performance obligations. The Group estimates the total costs to complete the projects in order to determine the amount of revenue to be recognised.

When the Group satisfies a performance obligation by delivering the promised goods and 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.

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

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

Forfeiture income

Forfeiture income is recognised in the consolidated statement of profit or loss when, in the case of properties sold and not yet recognised as revenue, a customer does not fulfil the contractual payment terms. This is deemed to take place when, despite rigorous follow-up with the defaulted customer, as per the procedures set out by the Dubai Real Estate Regulatory Authority, the customer continues to default on the contractual terms.

Service revenue

Revenue from services such as property management and facilities management related activities is recognised in the accounting period in which the services are rendered.

**Notes to the consolidated financial statements
For the year ended 31 December 2025**

3. Material accounting policies (continued)

Revenue recognition (continued)

Leasing income

Leasing income from operating leases is recognised on a straight-line basis over the lease term. When the Group provides operating lease incentives to its customers, the aggregate cost of incentives are recognised as a reduction of rental income over the lease term on a straight-line basis.

Hospitality income

Rooms

Room revenue is recognised over a period of time (net of discounts and municipality fees where applicable) as and when the rooms are occupied and services are rendered to the guests.

Food and beverage

Food and beverage revenue (net of discounts and municipality fees where applicable) is recognised when orders are sold or served.

Other operating revenue

Revenue from other operating departments which are service revenue such as telephone, transportation, laundry, etc. is recognised upon rendering of service or as contracted.

Finance income

Finance income is recognised in the consolidated statement of profit or loss on a time-proportion basis using the effective yield method.

Dividend income

Dividend income is recognised when the right to receive the dividend is established.

Dividend distribution

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.

Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is 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.

**Notes to the consolidated financial statements
For the year ended 31 December 2025**

3. Material accounting policies (continued)

Directors' remuneration

Pursuant to Article 171 of the UAE Federal Law No. (32) of 2021 as amended and in accordance with article of association of the Company, the Directors shall be entitled for remuneration, which shall not exceed 10% of the profit after deducting depreciation and the reserves.

Trade payable and accruals

Liabilities are recognised for amounts to be paid in the future for goods, assets or services received, whether billed by the supplier or not. The financial liabilities are subsequently measured at amortised cost using the (Effective Interest Rate) EIR method.

Events after reporting date

The consolidated financial statements are adjusted to reflect events that occurred between the reporting date and the date when the consolidated financial statements are authorised for issue, provided they give evidence of conditions that existed at the reporting date. Any post year-end events that are non-adjusting are disclosed on the consolidated financial statements when material.

Current and non-current classification

The Group presents assets and liabilities based on current/non-current classification.

An asset is current when:

- It is expected to be realised or intended to sold or consumed in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is expected to be realised within twelve months after the reporting period (or receivable on demand); or
- It is cash or a cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

A liability is current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period (or payable on demand); or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other assets and liabilities are classified as non-current.

**Notes to the consolidated financial statements
For the year ended 31 December 2025**

4. Critical accounting estimates and judgements

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

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 discussed below.

(a) Valuation of investment properties

The Group follows the fair value model under IAS 40 where investment property owned for the purpose of generating rental income or capital appreciation, or both, are fair valued based on valuation carried out by an independent registered valuer or the internal valuation performed by the Group's finance department.

The fair values have been determined by taking into consideration market comparable and/or the discounted cash flows/income approach where the Group has on-going lease arrangements and operations. In this regard, the Group's current lease arrangements, which are entered into on an arm's length basis and which are comparable to those for similar properties in the same location, have been taken into account.

In case where the Group does not have any on-going lease arrangements, fair values have been determined, where relevant, having regard to recent market transactions for similar properties in the same location as the Group's investment properties. These values are adjusted for differences in key attributes such as property size.

The key assumptions on which management has based its cash flow projections when determining the fair value of the assets are as follows:

- Discount rate based on the Group's weighted average cost of capital with a risk premium reflecting the relative risks in the markets in which the businesses operate.
- Growth rate based on long-term rate of growth.

Management of the Group has reviewed the assumption and methodology used by the independent registered valuer and Group's finance department and in their opinion these assumptions and methodology seems reasonable as at the reporting date considering the current economic and real estate outlook in UAE.

(b) Recoverability of investment in a joint venture and an associate ("equity accounted investees")

Recoverability of investment in equity accounted investees is an area involving significant management judgement, and requires an assessment as to whether the carrying value of the investment in equity accounted investees can be supported by the carrying value of the assets held by equity accounted investees.

For property portfolio held by equity accounted investees, management performs an internal valuation to determine the fair value using a valuation technique based on a discounted cash flow model and, when deemed necessary, also engages professionally qualified external valuers to determine the fair value of property portfolio of equity accounted investees.

**Notes to the consolidated financial statements
For the year ended 31 December 2025**

4. Critical accounting estimates and judgements (continued)

(b) Recoverability of investment in a joint venture and an associate ("equity accounted investees") (continued)

In calculating the net present value of the future cash flows of properties portfolio of equity accounted investees, certain assumptions are required to be made in respect of the impairment reviews. The key assumptions on which management has based its cash flow projections when determining the recoverable amount of the assets are as follows:

- Discount rate based on the equity accounted investee's weighted average cost of capital with a risk premium reflecting the relative risks in the markets in which the businesses operate.
- Growth rate based on long-term rate of growth.

Management assesses the impairment for property portfolio held by equity accounted investees whenever events or changes in circumstances indicate that the carrying value may not be recoverable. Factors that are considered important, which could trigger an impairment review include evidence that no profits or cash flows will be generated from the related asset.

(c) IFRS 15 Revenue from contracts with customers

The application of revenue recognition policy in accordance with IFRS 15 requires management to make the following judgements:

Satisfaction of performance obligation

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. The Group has assessed that based on the sale and purchase agreements entered into with customers and the provisions of relevant laws and regulations, where contracts are entered into to provide real estate assets to customer, the Group does not create an asset with an alternative use to the Group and usually has an enforceable right to payment for performance completed to date. In these circumstances the Group recognises revenue over time and in other cases, revenue is recognised at a point in time.

Determination of transaction prices

The Group is required to determine the transaction prices in respect of each of its contracts with customers. In making such judgement the Group assesses the impact of any variable consideration in the contract, due to discounts or penalties, the existence of any significant financing component in the contract and any non-cash consideration in the contract.

Transfer of control in contracts with customers

In cases where the Group determines that performance obligations are satisfied at a point in time, revenue is recognised when control over the asset that is subject of the contract is transferred to the customer. In the case of contracts to sell under construction projects, this is over the period of construction. In case of completed projects this is when the unit has been handed over to the customer.

Allocation of transaction price to performance obligation in contracts with customers

The Group has elected to apply the input method in allocating the transaction price to performance obligations where revenue is recognised over time. The Group considers that the use of input method which requires revenue recognition on the basis of the Group's efforts to the satisfaction of the performance obligation provides the best reference of revenue actually earned. In applying the input method, the Group estimates the cost to complete the projects in order to determine the amount of revenue to be recognised.

**Notes to the consolidated financial statements
For the year ended 31 December 2025**

4. Critical accounting estimates and judgements (continued)

(d) Cost to complete the projects

The Group estimates the cost to complete the projects in order to determine the cost attributable to revenue being recognised. These estimates include the cost of design and consultancy, construction, potential claims by contractors as evaluated by the project consultant and the cost of meeting other contractual obligations to the customers.

(e) Valuation of properties held for development and sale

The Group reviews the properties held for development and sale to assess write down, if there is an indication of write down. The Group uses valuations carried out by an external/internal valuer based on the market sales data to ascertain the recoverable amount.

(f) Useful lives of property and equipment

The costs of items of property and equipment are depreciated on a systematic basis over the estimated useful lives of the assets. During the year, management has revisited the estimated useful lives of each asset and/or category of assets based on the following factors:

- Expected usage of the assets,
- Expected physical wear and tear, which depends on operational and environmental factors; and
- Legal or similar limits on the use of the assets.

The change in useful lives of the asset class (building) has resulted in a reduced depreciation charge during the year which has immaterial impact.

Management has not made estimates of residual values for any items of property and equipment at the end of their useful lives.

(g) Impairment of property and equipment

The Group determines whether there any indicators of impairment for property and equipment at each reporting date. Property and equipment are tested for impairment when there are indicators that the carrying amount may not be recoverable. The recoverable amount is higher of property and equipment fair value less cost of disposal and its value in use. When value in use calculations are undertaken, management estimates the expected future cash flows from the asset or cash generating unit and determines a suitable discount rate in order to calculate the present value of those cash flows.

(h) Classification of properties

In the process of classifying the properties, management has made various judgements. Judgement is required in determining whether a property qualifies as an investment property, property and equipment or development property. The Group develops criteria so that it can exercise the judgement consistently in accordance with the definitions of investment property, property and equipment or development property. In making its judgement, management considered detail criteria and related guidance for the classification of properties as set out in IAS 2, IAS 16 and IAS 40, in particular, the intended use of property as determined by the management.

**Notes to the consolidated financial statements
For the year ended 31 December 2025**

4. Critical accounting estimates and judgements (continued)

(i) Impairment of all financial assets

The Group reviews all its financial assets to assess adequacy of the impairment provisions at least on a quarterly basis. In determining whether the impairment provisions should be recognised in the consolidated statement of profit or loss, the Group uses an allowance matrix to measure the ECLs of due from a related party and trade, contract and other receivables from individual customers, which comprise a very large number of small balances. Loss rates are based on historical actual credit loss experience. These rates are multiplied by scalar factors to reflect differences between economic conditions during the period over which the historical data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the receivables. Scalar factors are based on actual and forecast Brent oil price.

(j) Leases - Estimating the incremental borrowing rate

The Group cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group 'would have to pay', which requires estimation when no observable rates are available or when they need to be adjusted to reflect the terms and conditions of the lease.

The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates (such as the subsidiary's stand-alone credit rating).

**Notes to the consolidated financial statements
For the year ended 31 December 2025**

5. Property and equipment

	Land and buildings AED'000	Leasehold improvements AED'000	Furniture, fixtures and equipment AED'000	Motor vehicles AED'000	Capital work in progress AED'000	Total AED'000
Cost						
As at 1 January 2024	562,584	4,809	122,152	623	4,527	694,695
Additions	-	108	6,032	-	3,316	9,456
Disposal	-	-	-	(211)	(398)	(609)
Transfer to properties held for development and sale (Note 9)	(1,644)	-	(143)	-	-	(1,787)
Transfers	1,846	-	640	-	(2,486)	-
As at 31 December 2024	562,786	4,917	128,681	412	4,959	701,755
Additions	-	1,171	6,669	-	2,367	10,207
Disposal	-	-	(1,888)	-	-	(1,888)
Transfer to properties held for development and sale (Note 9)	(1,314)	-	(341)	-	-	(1,655)
Transfers	-	-	1,152	-	(1,152)	-
As at 31 December 2025	561,472	6,088	134,273	412	6,174	708,419
Accumulated depreciation and impairment loss						
As at 1 January 2024	54,239	4,432	70,389	403	-	129,463
Charge for the year [Note 5 (d)]	7,568	151	11,084	74	-	18,877
Disposal	-	-	-	(211)	-	(211)
Transfer to properties held for development and sale (Note 9)	(167)	-	(15)	-	-	(182)
As at 31 December 2024	61,640	4,583	81,458	266	-	147,947
Charge for the year [Note 5 (d)]	7,561	118	11,959	67	-	19,705
Disposal	-	-	(1,884)	-	-	(1,884)
Reversal of impairment	(4,306)	-	-	-	-	(4,306)
Transfer to properties held for development and sale (Note 9)	(140)	-	(122)	-	-	(262)
As at 31 December 2025	64,755	4,701	91,411	333	-	161,200
Carrying amount						
As at 31 December 2024	501,146	334	47,223	146	4,959	553,808
As at 31 December 2025	496,717	1,387	42,862	79	6,174	547,219

Deyaar Development (P.J.S.C)

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Notes to the consolidated financial statements For the year ended 31 December 2025

5. Property and equipment (continued)

- a) Land and Buildings with a carrying value of AED 254.6 million (2024: AED 468.7 million) are mortgaged under Islamic finance obligations (Note 17).
- b) During the year, the Group has reclassified a unit of AED 1.4 million (2024: AED 1.6 million) to property held for development and sale based on change in use of the unit (Note 9).
- c) The Group has a portfolio of hospitality assets included in property and equipment amounting to AED 505.6 million (2024: AED 515.5 million) against which reversal of impairment loss of AED 4.3 million (2024: Nil) has been recognised during the year. The recoverable amount of hotel assets has been determined using the indicative fair values of the property as at 31 December as valued by the management. The team has used income approach to determine the fair values of these hotels.

Management has concluded the recoverable value is equivalent to its value in use. In determining the value in use, management has estimated expected future cash flows and determined a suitable discount rate in order to calculate the present value of those cash flows. The estimate of value in use was determined using a discount rate of 9.50%-9.75% (2024: 9.75%) and a terminal value growth rate of 2.5%-3.0% (2024: 3.0%).

- d) The depreciation charge has been allocated in the consolidated statement of profit or loss as follows:

	2025 AED'000	2024 AED'000
Direct costs [Note 24 (i) & (ii)]	16,675	16,602
General administrative and selling expenses (Note 26)	3,030	2,275
	<u>19,705</u>	<u>18,877</u>

6. Right-of-use assets

The Group has lease contracts for various vehicles and building used in its operations.

Right-of-use assets are depreciated on a straight-line basis as follows:

Vehicles	3 years
Building	3 years

Deyaar Development (P.J.S.C)

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Notes to the consolidated financial statements For the year ended 31 December 2025

6. Right-of-use assets (continued)

Below are the carrying amounts of right-of-use assets recognised and the movements during the year:

	Buildings AED'000	Vehicles AED'000	Total AED'000
Cost			
At 1 January 2024	-	-	-
Additions during the year	-	3,692	3,692
At 31 December 2024	-	3,692	3,692
Additions during the year	12,842	451	13,293
At 31 December 2025	12,842	4,143	16,985
Accumulated depreciation			
At 1 January 2024	-	-	-
Charge for the year (Note 21)	-	1,984	1,984
At 31 December 2024	-	1,984	1,984
Charge for the year (Note 21)	4,293	1,151	5,444
At 31 December 2025	4,293	3,135	7,428
Carrying amount			
At 31 December 2025	8,549	1,008	9,557
At 31 December 2024	-	1,708	1,708

7. Investment properties

	UAE Parking spaces AED'000	UAE Stores units AED'000	UAE Retail units AED'000	UAE Service Apartments AED'000	UAE Others * AED'000	2025 Total AED'000	2024 Total AED'000
Fair value hierarchy	3	3	3	3	3		
As at 1 January	74,198	13,898	289,590	309,595	196,112	883,393	871,367
Additions	-	-	212	-	31,457	31,669	8,595
Transfer (to)/from properties held for development and sale - net (Note 9)	-	(145)	-	(1,860)	-	(2,005)	4,560
Net gain / (loss) on fair valuation of investment properties	(5,946)	1,027	50,467	3,308	1,179	50,035	(1,129)
As at 31 December	68,252	14,780	340,269	311,043	228,748	963,092	883,393

* Includes mix use building, lease building, residential apartments and right-of-use assets.

Notes to the consolidated financial statements
For the year ended 31 December 2025

7. Investment properties (continued)

Investment properties are recognised at fair value and categorised within the level of the fair value hierarchy based on the lowest level input that is significant to fair value measurement in their entirety. The different levels have been defined as follows:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1);
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2); and
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

The Group's policy is to recognise transfers into and out of fair value hierarchy levels as of the date of the event or change in circumstances that caused the transfer.

Investment properties with carrying value of AED 404.7 million (2024: AED 487.8 million) are mortgaged against bank borrowings (Note 17).

During the year, the Group has reclassified a unit and certain stores amounting to AED 2 million to properties held for development and sale based on change in use of the units (2024: Nil). During the year, the Group has not reclassified any unit from properties held for development and sale (2024: AED 4.6 million) (Note 9).

Valuation processes

Retail units, parking spaces and store units included in the Group's investment properties are valued by independent professionally qualified valuers who hold a recognised relevant professional qualification and have experience in the locations and segments of the investment properties valued. For all investment properties, their current use equates to the highest and best use. Valuation of UAE mix use office building and service apartments buildings are valued by the Groups' finance department. The Group's finance department includes a team that also reviews the valuations performed by the independent valuers for financial reporting purposes. Discussion of valuation processes and results are held between management and the independent valuers on a regular basis.

At each financial year end, the finance department:

- verifies all major inputs to the independent valuation report;
- assesses property valuation movements when compared to the prior year valuation report; and
- holds discussions with the independent valuers.

Notes to the consolidated financial statements
For the year ended 31 December 2025

7. Investment properties (continued)

Valuation processes (continued)

Information about fair value measurements using significant unobservable and observable inputs are presented in the table below. A change of 100 basis points in management's estimate at the reporting date would have increased/(decreased) equity and profit or loss by the amounts shown below:

Country	Segment	Valuation	Estimate	Range of inputs	Sensitivity of management estimates	
					Impact lower AED'000	Impact higher AED'000
UAE	Mix use buildings	Income capitalisation	Yield rate	5% - 8%	33,035	(23,205)
		Sales comparable method	Estimated market value	AED 1,578 to AED 4,100 per sqft	(321)	321
UAE	Parking spaces	Sales comparable method	Estimated market value	AED 30,000 to AED 50,000 per parking space	(683)	683
UAE	Store units	Sales comparable method	Estimated market value	AED 139 to AED 317 per sqft	(148)	148
UAE	Retail units	Sales comparable method	Estimated market value	AED 1,118 to AED 4,141 per sqft	(3,222)	3,222
		Income capitalisation	Yield rate	8%	2,475	(1,935)
UAE	Service apartment buildings	Discounted Cash Flow	Discount rate	9.5% - 9.75%	8,530	(5,261)

Valuation techniques underlying management's estimation of fair value

For mix use buildings and certain retail units, the valuation was determined using the income capitalisation method based on following significant unobservable inputs:

Yield rate Reflecting current market assessments of the uncertainty in the amount and timing of cash flows.

For certain retail units, certain mix use building, parking spaces and store units, the valuation was determined using the indicative fair values of these investment properties as at 31 December 2025 provided by an independent professionally qualified valuer. The valuer has used the sales comparison method to determine the fair values of these assets.

For service apartment buildings, the valuation was determined using the discount cash flow method based on following significant unobservable inputs:

Cash flow discount rate Reflecting current market assessments of the uncertainty in the amount and timing of cash flows.

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Notes to the consolidated financial statements For the year ended 31 December 2025

8. Investments in a joint venture and an associate

	Joint Venture		Associate		Total	
	2025 AED'000	2024 AED'000	2025 AED'000	2024 AED'000	2025 AED'000	2024 AED'000
At 1 January	962,743	973,064	416,121	395,412	1,378,864	1,368,476
Share of profit	106,482	137,179	92,620	20,709	199,102	157,888
Repayment of capital contribution	-	(92,234)	(10,000)	-	(10,000)	(92,234)
Dividend	(80,000)	(55,266)	-	-	(80,000)	(55,266)
At 31 December	989,225	962,743	498,741	416,121	1,487,966	1,378,864

Investment in an associate

The Group has a 22.72% interest in Solidere International Al Zorah Equity Investments Inc ("Al Zorah"), a company registered in Dubai International Financial Center (DIFC), Dubai, UAE. The associate is a holding company investing in companies engaged in property development.

The table below reconciles the summarised financial information relating to the carrying amount of the Group's interest in the associate:

	2025 AED'000	2024 AED'000
Percentage ownership interest	22.72%	22.72%
Non-current assets	940,193	940,193
Current assets	2	-
Current liabilities	(1,248)	(1,146)
Net assets (100%)	938,947	939,047
Group's share of net assets (22.72%)	213,329	213,351
Adjustments (refer note (i) below)	285,412	202,770
Carrying amount of interest in an associate	498,741	416,121
Profit and total comprehensive income (100%)	43,916	(184)
Profit and total comprehensive income (22.72%)	9,978	(42)
Adjustment relating to accounting policy (refer note (i) below)	82,642	20,751
Group share of total profit and comprehensive income	92,620	20,709

- (i) This includes premium paid by the Group at the time of its original investment and adjustments relating to alignment of associate's accounting policies to the Group's accounting policies.

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Notes to the consolidated financial statements For the year ended 31 December 2025

8. Investments in joint ventures and an associate (continued)

Investment in a joint venture

The Group has a 50% interest in Arady Developments LLC, a Company registered in United Arab Emirates. The joint venture is engaged in property development and leasing activities. The following amounts represent assets, liabilities, revenue and results of the joint venture.

The table reconciles the summarised financial information relating to the carrying amount of the Group's interest in the joint venture is as follows:

	2025 AED'000	2024 AED'000
Percentage ownership interest	50%	50%
Non-current assets	1,150,320	1,177,883
Current assets	106,737	84,686
Non-current liabilities	-	-
Current liabilities	(69,722)	(66,983)
Net assets (100%)	1,187,335	1,195,586
Group's share of net assets (50%)	593,668	597,793
Adjustments (refer note (i) below)	395,557	364,950
Carrying amount of interest in a joint venture	989,225	962,743
	2025 AED'000	2024 AED'000
Revenue	198,809	209,522
Interest income	1,238	2,327
Depreciation and amortisation	27,841	27,970
Profit and total comprehensive income (100%)	151,749	129,230
Profit and total comprehensive income (50%)	75,875	64,661.5
Adjustments relating to accounting policies (refer note (i) below)	30,607	72,564
Group share of total profit and comprehensive income	106,482	137,179

- (i) This includes premium paid by the Group at the time of its original investment and adjustments relating to alignment of joint venture's accounting policies to the Group's accounting policies.

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**Notes to the consolidated financial statements
For the year ended 31 December 2025**
9. Properties held for development and sale

	Properties held for sale AED'000	Properties under development AED'000	Land held for future development and sale AED'000	Total AED'000
As at 1 January 2024	244,586	303,107	471,043	1,018,736
Additions	16,889	668,609	173,163	858,661
Transfers	-	95,368	(95,368)	-
Transfer to investment properties (Note 7)	(4,560)	-	-	(4,560)
Transfer from property and equipment (Note 5)	1,605	-	-	1,605
Sale of properties (Note 24)	(112,975)	(805,385)	-	(918,360)
As at 31 December 2024	145,545	261,699	548,838	956,082
As at 1 January 2025	145,545	261,699	548,838	956,082
Additions	8,845	979,131	264,009	1,251,985
Transfers	-	436,077	(436,077)	-
Transfer from investment properties (Note 7)	2,005	-	-	2,005
Transfer from property and equipment (Note 5)	1,393	-	-	1,393
Reversal of impairment	14,465	-	-	14,465
Sale of properties (Note 24)	(65,117)	(1,071,729)	-	(1,136,846)
As at 31 December 2025	107,136	605,178	376,770	1,089,084

Net realisable value has been determined on the basis of committed sale price if the remaining receivable amount is lower than the current market value of the units booked by customers. For units not yet booked by customers, net realisable value takes into consideration the expected market prices.

During the year, the Group has reclassified a unit amounting to AED 1.4 million (2024: AED 1.6 million) from property and equipment based on change in use of the unit (Note 5b).

During the year, the Group has reclassified a unit and certain stores amounting to AED 2 million from investment properties (2024: Nil). The Group has not reclassified any unit during the year to investment properties (2024: AED 4.6 million) (Note 7).

Plots of land including under development projects with total carrying value of AED 413.6 million (2024: AED 444 million) and completed properties with total carrying value of AED 44.4 million (31 December 2024: AED 35.2 million) are mortgaged under Islamic finance obligations (Note 17).

In the current year, the Group has recognised an amount of AED 1,136.8 million (2024: AED 918.4 million) included in the consolidated statement of profit or loss under "direct costs" against revenue recognised of AED 1,605.9 million (2024: AED 1,193.9 million) (Note 24 and Note 23, respectively).

For plots of land held for future development and use amounting to AED 376.8 million as at the reporting date (31 December 2024: AED 548.8 million), management is currently evaluating feasibility of the projects and considering alternative viable profitable options as well as various offers from potential buyers.

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**Notes to the consolidated financial statements
For the year ended 31 December 2025**
10. Trade, contract and other receivables

	2025 AED'000	2024 AED'000
Trade and unbilled receivables (refer (i) below)	1,355,656	812,093
Other receivables (refer (ii) below)	330,302	393,790
	1,685,958	1,205,883
Current	1,222,493	980,957
Non-current	463,465	224,926
Total	1,685,958	1,205,883

i. Trade and unbilled receivables

	2025 AED'000	2024 AED'000
Trade receivables		
Trade receivables within 12 months	169,060	165,271
Contract assets		
Unbilled receivables within 12 months	723,131	421,896
Unbilled receivables after 12 months	463,465	224,926
Total trade and unbilled receivables	1,355,656	812,093

The above trade receivables are net of allowance for expected credit losses amounting to AED 107.8 million (2024: AED 125.7 million) relating to trade receivables which are past due. All other trade receivables are considered recoverable.

As at 31 December 2025, trade receivables of AED 1,230.8 million (2024: AED 703.8 million) were receivable from sale of properties, and trade receivables of AED 124.8 million (2024: AED 108.2 million) were receivable from other streams of revenue.

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**Notes to the consolidated financial statements
For the year ended 31 December 2025**
10. Trade, contract and other receivables (continued)
i. Trade and unbilled receivables (continued)

The ageing analysis of these trade and unbilled receivables is as follows:

	Gross receivables AED'000	Allowance for expected credit losses AED'000	Net receivables AED'000	Expected credit loss rate
31-December-2025				
Contract assets	1,189,145	(2,549)	1,186,596	0.21%
Upto 3 months	108,062	(11,786)	96,276	10.91%
Over 3 months	91,526	(18,742)	72,784	20.48%
Fully provided	74,666	(74,666)	-	100.00%
	<u>1,463,399</u>	<u>(107,743)</u>	<u>1,355,656</u>	
	Gross receivables AED'000	Allowance for expected credit losses AED'000	Net receivables AED'000	Expected credit loss rate
31-December-2024				
Contract assets	649,462	(1,771)	647,691	0.27%
Upto 3 months	76,097	(6,411)	69,686	8.42%
Over 3 months	100,986	(6,270)	94,716	6.21%
Fully provided	111,233	(111,233)	-	100.00%
	<u>937,778</u>	<u>(125,685)</u>	<u>812,093</u>	

The maximum exposure to credit risk at the reporting date is the carrying value of each class of receivable. The Group holds title deeds of the assets sold or post-dated cheques as security.

ii. Other receivables

	2025 AED'000	2024 AED'000
Advances to contractors	87,085	132,399
Advances to suppliers	19,264	12,432
Deferred cost	188,919	150,962
Prepayments	9,043	9,503
Others	98,371	97,540
	<u>402,682</u>	<u>402,836</u>
Less: allowance for expected credit losses	<u>(72,380)</u>	<u>(9,046)</u>
	<u>330,302</u>	<u>393,790</u>

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**Notes to the consolidated financial statements
For the year ended 31 December 2025**
11. Related party transactions and balances

 The Group enters into transactions with companies and entities that fall within the definition of a related party as contained in IAS 24 *Related Party Disclosures*. Related parties comprise entities under common ownership and/or common management and control, and key management personnel.

(a) Related party transactions

During the year, the Group entered into the following significant transactions with related parties in the normal course of business and at prices and terms agreed by the Group's management.

	2025 AED'000	2024 AED'000
Ultimate Controlling Party		
Other operating income/finance income	15,475	17,369
Finance cost	(29,812)	(23,960)
Borrowings drawdown	24,219	3,296
Borrowings repayments	<u>(60,773)</u>	<u>(60,000)</u>
	2025 AED'000	2024 AED'000
Joint venture		
Other operating income	1,532	4,057
Dividend income	80,000	55,266
Repayment of capital contribution	-	92,234
	<u>81,532</u>	<u>151,557</u>
	2025 AED'000	2024 AED'000
Associate		
Repayment of capital	<u>10,000</u>	-

(b) Remuneration of key management personnel

	2025 AED'000	2024 AED'000
Salaries and other short term employee benefits	12,128	13,869
Termination and post-employment benefits	428	476
Board of Directors' sitting fees	235	400
Board of Directors' remuneration *	6,350	5,550
	<u>19,141</u>	<u>20,295</u>

* During the year, the management started to recognise the Board of Directors remuneration in the consolidated statement of profit or loss, whereas in the prior years, the management used to recognise this remuneration directly in the consolidated statement of changes in equity.

During the year, an additional provision for the Board of Directors' remuneration amounting to AED 0.9 million was recognised in the consolidated statement of profit or loss pertaining to the previous year based on the final approval of the shareholders in the Annual General Meeting dated 16 April 2025 (2024: AED 1 million in the consolidated statement of changes in equity).

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**Notes to the consolidated financial statements
For the year ended 31 December 2025****11. Related party transactions and balances (continued)****(c) Due from related parties comprises:**

	2025 AED'000	2024 AED'000
Current		
Due from a joint venture	1,148	2,673
Due from an associate	8,000	-
Due from other related parties	1,402	2,756
	<u>10,550</u>	<u>5,429</u>
Less: allowance for expected credit losses	(18)	(1,384)
	<u>10,532</u>	<u>4,045</u>

Certain properties were under dispute with UAE based developer (a related party) against which in 2019, the Group received a favourable judgment by the Court of Cassation which upheld a ruling made by the Court of Appeal confirming Dubai Court of First Instance's judgement to terminate all sale and purchase agreements of lands under dispute and had also ordered counterparty to return all amounts paid, to the tune of AED 412 million plus pay a compensation of AED 61 million as well as 9% legal interest accruing from the date of filing the case.

In 2022, the Group signed a Conditional Settlement Agreement ("the Agreement") with the related party for an amount of AED 500 million. The Group received AED 200 million upon execution of the Agreement and the remaining amount of AED 300 million is to be received within 18 months from date of the signed Agreement. In 2023, management reversed the allowance for expected credit losses amounting to AED 32.2 million and also recognized income of AED 11.8 million based on discussions with the related party. In 2024, the Group received the remaining amount of AED 300 million and accordingly, recognized other operating income of AED 44.2 million (Note 25).

Cash and bank balances include amounts held with the Ultimate Controlling party of the Group, bank account balances of AED 575.8 million (2024: AED 159.5 million) and fixed deposits of AED 160 million (2024: AED 565 million), at market prevailing profit rates.

Allowance for expected credit losses

To determine the allowance for expected credit losses, management applied certain key assumptions and judgments in accordance with IFRS 9 - *Financial Instruments* in order to determine the expected credit loss which includes the use of various forward-looking information that could impact the timing and/or amount of recoveries.

(d) Due to related parties comprises:

	2025 AED'000	2024 AED'000
Current		
Due to Ultimate Controlling party	2,813	196
Due to other related parties	3	101
	<u>2,816</u>	<u>297</u>

At 31 December 2025, the Group had bank borrowings from the Ultimate Controlling party of AED 388.2 million (2024: AED 424.8 million) at market prevailing profit rates (Note 17).

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**Notes to the consolidated financial statements
For the year ended 31 December 2025****12. Cash and bank balances**

	2025 AED'000	2024 AED'000
Cash and bank balances including call deposits	1,982,860	939,267
Fixed deposits	229,000	805,881
Cash in hand	437	493
	<u>2,212,297</u>	<u>1,745,641</u>
Less: Allowance for expected credit losses	(715)	(1,566)
Cash and bank balances	<u>2,211,582</u>	<u>1,744,075</u>
Less: deposits with original maturity more than three months	(105,000)	(181,000)
Less: restricted balances	(10,036)	(56,933)
Cash and cash equivalents	<u>2,096,546</u>	<u>1,506,142</u>

Bank balances include balance of AED 1,866.5 million (31 December 2024: AED 844.4 million) and fixed deposits include balance of Nil (31 December 2024: AED 278 million) at market prevailing profit rates held in escrow accounts.

Bank balances include balance of AED 1.3 million (2024: AED 1.8 million) and fixed deposits include balance of AED 8.8 million (2024: AED 55.1 million) restricted through lien/block against bank facilities.

Bank accounts balance excludes balance of AED 150.4 million (2024: AED 114.6 million), held in a fiduciary capacity in escrow accounts on behalf and for the beneficial interest of third parties. These Escrow accounts also include Community Management Escrow accounts of various properties where service charges are collected from owners and are available for payments for management and maintenance of the properties.

13. Equity instrument at fair value through other comprehensive income

	2025 AED'000	2024 AED'000
<i>Investment in a real estate investment trust (REIT) – quoted</i>		
1 January	9,978	4,040
Change in fair value	3,979	5,938
31 December	<u>13,957</u>	<u>9,978</u>

14. Share capital

At 31 December 2025 share capital comprised of 4,375,837,645 shares (31 December 2024: 4,375,837,645 shares) of AED 1 each. All shares are authorised, issued and fully paid up.

The shareholders have approved in the Annual General Meeting dated 16 April 2025 dividends on ordinary shares amounting to AED 218.8 million [AED 5 fils per share] and the same has been paid during the year (2024: AED 175.04 million [AED 4 fils per share]).

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**Notes to the consolidated financial statements
For the year ended 31 December 2025**
15. Non-controlling interest

Non-controlling interest represents the minority shareholders' proportionate share in aggregate value of the net assets of two subsidiaries and the results of the two subsidiaries operations.

a. Proportion of equity interest held by non-controlling interests:

Name	Country of Incorporation	2025	2024
Rivage property development LLC	UAE	48%	48%

The table below presents movement in non-controlling interest:

	2025	2024
	AED'000	AED'000
1 January	27,376	-
Capital contribution during the year	-	27,480
Share of loss	(2,409)	(104)
31 December	24,967	27,376

The summarised financial information of the subsidiary is provided below.

Summarised statement of profit or loss

	Notes	2025	2024
		AED'000	AED'000
General administrative and selling expenses		(6,536)	(586)
Other operating income		1,591	14
Finance cost		(2,501)	(253)
Finance income		2,590	-
Loss for the year before tax		(4,856)	(825)
Income tax (expense)/benefit	37	(163)	609
Loss for the year after tax		(5,019)	(216)
Total comprehensive loss		(5,019)	(216)
Loss attributable to non-controlling interest		(2,409)	(104)

Summarised statement of financial position

	Notes	2025	2024
		AED'000	AED'000
Properties held for development and sale (current)		65,861	60,498
Trade, contract and other receivables (current)		44,359	323
Deferred tax asset (non-current)		536	609
Cash and bank balances (current)		182,762	57,868
Property and equipment (non-current)		43	-
Advances from customers (current)		(179,801)	(57,402)
Trade and other payables (current)		(3,570)	(919)
Due to related party -net (current)		(57,945)	(3,944)
Retention payable (non-current)		(230)	-
Total Equity		52,015	57,033
Attributable to:			
Equity holders of Parent		27,048	29,657
Non-controlling interest		24,967	27,376
		52,015	57,033

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**Notes to the consolidated financial statements
For the year ended 31 December 2025**
15. Non-controlling interest (continued)
a. Proportion of equity interest held by non-controlling interests (continued):
Summarised cash flow information

	2025	2024
	AED'000	AED'000
Operating	123,371	58,121
Investing	2,217	-
Financing	(694)	(253)
Net increase in cash and cash equivalents	124,894	57,868

b. Proportion of equity interest held by non-controlling interests:

Name	Country of Incorporation	2025	2024
Deyaar Umm Al Quwain Waterfront LLC	UAE	50%	-

The table below presents movement in non-controlling interest:

	2025	2024
	AED'000	AED'000
1 January	-	-
Capital contribution during the year	19,150	-
Share of loss during the year	(2,927)	-
31 December	16,223	-

The summarised financial information of the subsidiary is provided below.

Summarised statement of profit or loss

	Notes	2025	2024
		AED'000	AED'000
General administrative and selling expenses		(6,752)	-
Other operating income		719	-
Finance income		83	-
Finance cost		(483)	-
Loss for the year before tax		(6,433)	-
Income tax benefit		579	-
Loss for the year after tax		(5,854)	-
Total comprehensive loss		(5,854)	-
Loss attributable to non-controlling interest		(2,927)	-

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Notes to the consolidated financial statements For the year ended 31 December 2025

15. Non-controlling interest (continued)

b. Proportion of equity interest held by non-controlling interests (continued):

Summarised statement of financial position

	Notes	2025 AED'000	2024 AED'000
Properties held for development and sale (current)		43,194	-
Trade, contract and other receivables (current)		12,241	-
Deferred tax asset (non-current)	37	579	-
Cash and bank balances (current)		31,044	-
Advances from customers (current)		(34,604)	-
Trade and other payables (current)		(5,942)	-
Due to related party -net (current)		(13,888)	-
Retention payable (non-current)		(178)	-
Total Equity		32,446	-
Attributable to:			
Equity holders of Parent		16,223	-
Non-controlling interest		16,223	-
		32,446	-

Summarised cash flow information

	2025 AED'000	2024 AED'000
Operating	31,268	-
Investing	-	-
Financing	(224)	-
Net increase in cash and cash equivalents	31,044	-

16. Legal reserve

In accordance with the UAE Federal Law No. 32 of 2021 as amended and the Company's Articles of Association, 10% of the profit for the year is transferred to a legal reserve, which is not distributable. Transfers to this reserve are required to be made until such time as it equals at least 50% of the paid up share capital.

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Notes to the consolidated financial statements For the year ended 31 December 2025

17. Borrowings

	2025 AED'000	2024 AED'000
Islamic finance obligations		
Current	60,000	60,000
Non-current	343,841	415,296
Total borrowings	403,841	475,296
	2025 AED'000	2024 AED'000
As at 1 January	475,296	644,317
Drawdown of borrowings	24,319	3,296
Repayment of borrowings	(95,774)	(172,317)
As at 31 December	403,841	475,296

Islamic finance obligations represent Ijarah and other Islamic facilities obtained from Dubai Islamic Bank PJSC (Ultimate Controlling Party) amounting to AED 388.2 million (2024: AED 424.8 million) [Note 11(d)], and balance from other local banks. The facilities were availed to finance the properties under construction and working capital requirements.

Islamic finance obligations with the Ultimate Controlling Party and other local banks carry market prevailing profit rates and are repayable in quarterly instalments over a period of two years to seven years from the reporting date (31 December 2024- audited: two years to eight years). These facilities have AED 484.4 million available for drawdown to the Group.

Islamic finance obligations are secured by mortgages over properties classified under properties held for development and sale amount to AED 458 million (2024: AED 479.2 million) (Note 9), property and equipment amount to AED 254.6 million (2024: AED 468.7 million) (Note 5a) and investment properties amount to AED 404.7 million (2024: AED 487.8 million) (Note 7).

18. Advances from customers

Advances from customers comprise of payments received from sale of properties. The revenues have not been recognised in the consolidated statements of profit or loss, in line with the revenue recognition policy of the Group consistent with the IFRS Accounting Standards.

Movement during the year is as follows:

	2025 AED'000	2024 AED'000
1 January	427,865	374,594
Amounts collected during the year	701,026	485,604
Amounts invoiced/ revenue recognised during the year	(336,134)	(432,333)
31 December	792,757	427,865

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**Notes to the consolidated financial statements
For the year ended 31 December 2025**
19. Trade and other payables

	2025 AED'000	2024 AED'000
Trade payables	149,167	96,839
Project cost accruals	494,308	226,058
Refundable deposits	66,322	62,673
Accrued Islamic facilities charges	3,347	4,210
Other payables and accrued expenses	233,068	154,005
	<u>946,212</u>	<u>543,785</u>
Current	944,627	540,616
Non-current	1,585	3,169
Total	<u>946,212</u>	<u>543,785</u>

20. Retentions payable

	2025 AED'000	2024 AED'000
Non-current portion*	47,127	28,019
Current portion	43,376	33,407
	<u>90,503</u>	<u>61,426</u>

* For undiscounted contractual cashflow, please refer to Note 34.

Retention payables represents amounts withheld in accordance with the terms of the contract progress payments are made to the contractors. Non-current retention are due to be paid to contractors within 1 to 3 years from the project completion date.

21. Lease liabilities

	Right of use asset AED'000	Investment property AED'000	31 December 2025 Total AED'000	31 December 2024 Total AED'000
At 1 January	1,733	3,754	5,487	-
Additions during the year	13,293	30,745	44,038	11,345
Accretion of interest (Note 29)	622	1,589	2,211	146
Payments made during the year	(5,201)	(15,510)	(20,711)	(6,004)
Closing balance	<u>10,447</u>	<u>20,578</u>	<u>31,025</u>	<u>5,487</u>

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**Notes to the consolidated financial statements
For the year ended 31 December 2025**
21. Lease liabilities (continued)

	2025 AED'000	2024 AED'000
Current lease liabilities	21,014	4,964
Non-current lease liabilities*	10,011	523
Total	<u>31,025</u>	<u>5,487</u>

*For contractual cashflow, please refer to Note 34

The following are the amounts recognized in consolidated statement of profit or loss:

	2025 AED'000	2024 AED'000
Depreciation of right-of-use asset (Note 6)	5,444	1,984
Loss on fair valuation of right-of use assets recorded under investment property	12,801	1,129
Interest expense on lease liabilities (Note 29)	2,211	146
Expense relating to short term leases	16,598	6,655
	<u>37,054</u>	<u>9,914</u>

22. Provision for employees' end of service benefits

	2025 AED'000	2024 AED'000
At 1 January	17,522	15,603
Charge for the year	4,844	3,686
Payments	(4,699)	(1,767)
At 31 December	<u>17,667</u>	<u>17,522</u>

The provision for employees' end of service benefits, disclosed as non-current liability, is calculated in accordance with the UAE Federal Labour Law.

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Notes to the consolidated financial statements For the year ended 31 December 2025

23. Revenue

	2025 AED'000	2024 AED'000
Property development activities		
Sale of properties	1,605,917	1,193,918
Leasing income	56,709	52,035
	<u>1,662,626</u>	<u>1,245,953</u>
Properties, facilities and association management		
Facilities and association management	144,724	128,454
Property management	23,333	26,856
Leasing income	25,533	-
	<u>193,590</u>	<u>155,310</u>
Hospitality	115,898	111,531
	<u>1,972,114</u>	<u>1,512,794</u>
	2025 AED'000	2024 AED'000
Timing of revenue recognition		
Recognised at a point in time	136,755	168,104
Recognised over a period of time	1,835,359	1,344,690
	<u>1,972,114</u>	<u>1,512,794</u>

Revenue from property development activities, revenue from hospitality, properties and facilities management are recognised at a point in time as well as over time. All revenues were generated in United Arab Emirates.

Transaction price allocated to the remaining performance obligations

The following table includes revenue expected to be recognised in the future related to performance obligations that are unsatisfied (or partially unsatisfied) at the reporting date.

	2026 AED'000	2027 AED'000	2028 AED'000	Total AED'000
Sale of properties	646,082	456,948	127,441	1,230,471

The Group applies the practical expedient as per IFRS 15 and does not disclose information about remaining performance obligations that have original expected durations of one year or less.

Contract balances

	2025 AED'000	2024 AED'000
Trade and unbilled receivables – net (Note 10)	1,355,656	812,093
Advance from customers (Note 18)	792,757	427,865

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Notes to the consolidated financial statements For the year ended 31 December 2025

24. Direct costs

	2025 AED'000	2024 AED'000
Cost of sale of properties (Note 9)	1,136,846	918,360
Direct cost of facility management (i)	118,446	105,534
Direct cost of hospitality (ii)	38,669	38,166
Direct cost of leasing properties	8,625	9,919
Others	1,092	869
	<u>1,303,678</u>	<u>1,072,848</u>

(i) Facilities management costs include staff costs amounting to AED 45.8 million (2024: AED 47.8 million), depreciation charge relating to property and equipment amounting to AED 0.9 million (2024: AED 0.9 million) and depreciation charge relating to right of use asset amounting to AED 5.4 million (2024: 2 million).

(ii) Hospitality costs include staff costs amounting to AED 8.4 million (2024: AED 8 million) and depreciation charge relating to property and equipment amounting to AED 15.8 million (2024: AED 15.7 million).

The Group expects the incremental cost incurred as a result of obtaining contracts to be recoverable and accordingly these costs are capitalised. The capitalised costs are amortised when the related revenues are recognised.

Applying the practical expedient as per IFRS 15, the Group recognises the incremental costs of obtaining contracts as an expense when incurred if the amortisation period of the assets that the Group otherwise would have recognised in one year or less.

25. Other operating income

	2025 AED'000	2024 AED'000
Write back of accruals and liabilities no longer payable	-	17,371
Income on partial settlement with a related party [Note 11 (c)]	-	44,170
Others	48,467	41,241
	<u>48,467</u>	<u>102,782</u>

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**Notes to the consolidated financial statements
For the year ended 31 December 2025****26. General administrative and selling expenses**

	2025 AED'000	2024 AED'000
Staff costs (Note 27)	104,715	107,858
Marketing and selling expenses	32,441	14,374
Legal and professional charges	10,208	5,484
Depreciation on property and equipment [Note 5(d)]	3,030	2,275
Charge of allowance for expected credit losses against trade, contract and other receivables and due from related parties and bank balances	80,442	6,628
Rent expenses	1,231	693
Social contributions	693	1,134
Others	93,949	49,183
	<u>326,709</u>	<u>187,629</u>

27. Staff costs

	2025 AED'000	2024 AED'000
Payroll cost	66,557	62,062
End of service benefits	3,315	2,716
Pension and social security contributions	718	716
Other benefits	34,125	42,364
	<u>104,715</u>	<u>107,858</u>

28. Provision against claims

This includes legal claim made by customers against the Group for refund of partial payments made to purchase certain property units. In accordance with Law No. 13 of 2008 as amended through Law No. 9 of 2009 and any subsequent amendments applicable in the Emirate of Dubai, the Group had earlier forfeited these amounts due to failure of customers to pay the outstanding balances as per the Sale and Purchase Agreement.

The Group has elected not to present the complete disclosures as required by IAS 37 "Provision and Contingent Liabilities and Contingent Assets" as management is of the view that since the legal claims are sub-judice, this information may be prejudicial to their position on these matters.

29. Finance cost -net

	2025 AED'000	2024 AED'000
Finance cost on bank borrowings	55,554	42,830
Interest accretion of lease liabilities (Note 21)	2,211	146
Finance income from bank accounts and fixed deposits	<u>(37,525)</u>	<u>(36,534)</u>
Finance cost – net	<u>20,240</u>	<u>6,442</u>

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**Notes to the consolidated financial statements
For the year ended 31 December 2025****30. Earnings per share***Basic*

Basic earnings per share is calculated by dividing the profit attributable to owners of the Company by the weighted average number of ordinary shares in issue during the year excluding ordinary shares purchased by the Company and held as treasury shares, if any.

	2025	2024
Profit attributable to equity holders of the Parent (AED'000)	607,541	474,022
Weighted average number of ordinary shares in issue (thousands)	<u>4,375,838</u>	<u>4,375,838</u>
Earnings per share (AED)	<u>13.88</u>	<u>10.83</u>

Diluted

The Company has not issued any instruments / owned any treasury shares which would have a dilutive impact on earnings per share when exercised.

31. Commitments

At 31 December 2025, the Group had total commitments of AED 1,284.9 million (2024: AED 795.4 million) with respect to project related contracts issued net of invoices received and accruals made at that date.

32. Contingencies*Contingent liabilities*

At 31 December 2025, the Group has contingent liabilities in respect of performance bond and guarantees issued by banks, in the ordinary course of business, amounting to AED 653.6 million (2024: AED 517.5 million), which mainly includes performance guarantees of AED 637.8 million (2024: AED 500.1 million) issued to Real Estate Regulatory Authority (RERA) for the projects under development. Also, the Group has contingent liabilities, on behalf of a subsidiary (under liquidation), in respect to guarantees issued by a bank amounting to AED 3.4 million (2024: AED 3.4 million). The Group anticipates that no material liabilities will arise from these performance and other guarantees.

Certain other contingent liabilities may arise during the normal course of business, which based on the information presently available, either cannot be quantified at this stage or in the opinion of the management is without any merit. However, in the opinion of management, these contingent liabilities are not likely to result in any cash outflows for the Group.

**Notes to the consolidated financial statements
For the year ended 31 December 2025**

33. Segmental information

Operating segment

The Board of Directors are the Group's chief operating decision maker. The Board considers the business of the Group as a whole for the purpose of decision making.

Management has determined the operating segments based on segments identified for the purpose of allocating resources and assessing performance. The Group is organised into three major operating segments: property development (includes sale of properties and leasing activities), properties and facilities management and hospitality related activities.

Management monitors the operating results of its operating segments for the purpose of making strategic decisions about performance assessment. Segment performance is evaluated based on operating profit or loss.

	Property development activities AED'000	Properties and facilities management AED'000	Hospitality AED'000	Total AED'000
31 December 2025				
Segment revenues – external	1,662,626	193,590	115,898	1,972,114
Segment profit	535,865	20,272	46,068	602,205
Segment assets	6,690,384	461,945	875,225	8,027,554
Segment liabilities	2,098,674	236,917	21,316	2,356,907
31 December 2024				
Segment revenues – external	1,245,953	155,310	111,531	1,512,794
Segment profit	420,842	19,080	33,996	473,918
Segment assets	5,557,860	387,156	887,902	6,832,918
Segment liabilities	1,357,560	184,919	25,442	1,567,921

Geographic information

The carrying amount of the total assets located outside the United Arab Emirates as at 31 December 2025 is Nil (2024: Nil).

34. Financial risk management

Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including currency risk, cash flow and fair value interest rate risk and other price 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.

Risk management is carried out by the senior management under policies approved by the Board of Directors. Management evaluates financial risks in close co-ordination with the Group's operating units.

**Notes to the consolidated financial statements
For the year ended 31 December 2025**

34. Financial risk management (continued)

Market risk

Currency risk

Foreign exchange risk arises from future commercial transactions, recognised assets and liabilities and net investments in foreign operations.

The Group does not have any significant exposure to foreign currency risk since the majority of transactions are denominated in AED, US Dollars or other currencies, whereby the AED or other currencies are pegged to the US Dollar.

Price risk

The Group is exposed to equity securities price risk through investments held by the Group and classified as equity instrument at fair value.

Cash flow and fair value interest rate risk

The Group has an insignificant interest rate risk arising from interest bearing bank deposits. Bank deposits are placed with banks at fixed rates. The Group's exposure to interest rate risk relates primarily to its borrowings with floating interest rates.

At 31 December 2025, if profit rates on borrowings had been 1% higher/lower with all other variables held constant, profit for the year would have been AED 6 million lower/higher (2024: profit for the year would have been AED 5 million lower/higher), mainly as a result of higher/lower interest expense on floating rate borrowings.

Credit risk

The Group is exposed to credit risk in relation to its monetary assets, mainly trade, contract and other receivables (excluding advances, deferred cost and prepayments), due from related parties, cash at bank and bank deposits. Trade receivables are made to customers with an appropriate credit history. The Group has no other significant concentrations of credit risk. Bank deposits are limited to high-credit-quality financial institutions. The carrying amount of financial assets represents the maximum credit exposure at the reporting date. The maximum exposure to credit risk at the reporting date was:

	2025 AED'000	2024 AED'000
Trade, contract and other receivables (excluding advances, deferred cost and prepayments)	1,381,647	900,587
Due from related parties	10,532	4,045
Bank balances and fixed deposits	2,211,145	1,743,582
	3,603,324	2,648,214

Credit risk management

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults. Ongoing credit evaluation is performed on the financial condition of trade receivables.

**Notes to the consolidated financial statements
For the year ended 31 December 2025**

34. Financial risk management (continued)

Credit risk management (continued)

The carrying amount of financial assets recorded in the consolidated financial statements, which is net of impairment losses, represents the Group's maximum exposure to credit risk.

The credit risk on liquid funds is limited as funds are placed with reputable banks registered in the U.A.E.

The table below shows the net balances with major banks (based on Moody's or equivalent rating) at the 31 December 2025.

	2025 AED'000	2024 AED'000
Bank balances		
A1	1,089,424	604,380
A2	1,005,237	872,145
B2	-	75,102
Baa1	116,441	191,791
Baa2 – Baa3	43	164
	<u>2,211,145</u>	<u>1,743,582</u>

The tables below detail the credit quality of the Group's financial assets, contract assets and financial guarantee contracts, as well as the Group's maximum exposure to credit risk by credit risk rating grades:

	Notes	Gross carrying amount AED'000	Credit loss allowance AED'000	Net carrying amount AED'000
31 December 2025				
Trade and unbilled receivables	10 (i)	1,463,399	(107,743)	1,355,656
Other receivables (excluding advances, deferred cost and prepayments)	10 (ii)	98,371	(72,380)	25,991
Due from related parties	11 (c)	10,550	(18)	10,532
		<u>1,572,320</u>	<u>(180,141)</u>	<u>1,392,179</u>
	Notes	Gross carrying amount AED'000	Credit loss allowance AED'000	Net carrying amount AED'000
31 December 2024				
Trade and unbilled receivables	10 (i)	937,778	(125,685)	812,093
Other receivables (excluding advances, deferred cost and prepayments)	10 (ii)	97,540	(9,046)	88,494
Due from related parties	11 (c)	5,429	(1,384)	4,045
		<u>1,040,747</u>	<u>(136,115)</u>	<u>904,632</u>

- (i) For trade receivables, due from related parties and other receivables, the Group has applied the simplified approach in IFRS 9 to measure the loss allowance at lifetime ECL. The Group determines the expected credit losses on these items by using a provision matrix, estimated based on historical credit loss experience based on the past due status of the debtors, adjusted as appropriate to reflect current conditions and estimates of future economic conditions. Accordingly, the credit risk profile of these assets is presented based on their past due status in terms of the provision matrix.

**Notes to the consolidated financial statements
For the year ended 31 December 2025**

34. Financial risk management (continued)

Liquidity risk

The Group monitors its risk of a possible shortage of funds using cash flow forecasts. These forecasts consider the maturity of both its financial investments and financial assets (e.g. trade receivable, other financial assets) and projected cash flows from operations.

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank facilities. The Group manages liquidity risk by maintaining adequate reserves and banking facilities, by continuously monitoring forecasted and actual cash flows and matching the maturity profiles of financial assets and liabilities. 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 to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

Liquidity risk tables

The following tables detail the Group's remaining contractual maturity for its financial assets and liabilities. The tables below summarises the maturity profile of the Group's financial assets and liabilities based on undiscounted contractual collections and payments.

	Carrying amount AED'000	Contractual cash flows AED'000	----- Contractual cash flows -----		
			Within 1 year AED'000	2 to 5 Years AED'000	More than 5 years AED'000
As at 31 December 2025					
Borrowings	403,841	470,783	79,248	327,332	64,203
Trade and other payables	946,212	946,212	944,627	1,585	-
Retentions payable	90,503	94,869	43,375	51,494	-
Lease liabilities	31,025	32,589	21,014	11,575	-
Due to related parties	2,816	2,816	2,816	-	-
	<u>1,474,397</u>	<u>1,547,269</u>	<u>1,091,080</u>	<u>391,986</u>	<u>64,203</u>
As at 31 December 2024					
Borrowings	475,296	577,312	84,020	362,523	130,769
Trade and other payables	543,785	543,785	540,616	3,169	-
Retentions payable	61,426	61,426	33,407	28,019	-
Lease liabilities	5,487	5,487	4,964	523	-
Due to related parties	297	297	297	-	-
	<u>1,086,291</u>	<u>1,188,307</u>	<u>663,304</u>	<u>394,234</u>	<u>130,769</u>

For changes in liabilities arising from financing activities refer note 17.

Notes to the consolidated financial statements
For the year ended 31 December 2025

34. Financial risk management (continued)

Fair value estimation

The Group has an established control framework with respect to the measurement of fair values, and management has overall responsibility for overseeing all significant fair value measurements, including Level 3 fair values.

The management regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the management assesses the evidence obtained from the third parties to support the conclusion that such valuations meet the requirements of IFRS, including the level in the fair value hierarchy in which such valuations should be classified.

The following table presents the Group's financial assets that are measured at fair value:

	Level 1 AED'000	Level 2 AED'000	Level 3 AED'000	Total AED'000
As at 31 December 2025				
Equity instrument at fair value through other comprehensive income	13,957	-	-	13,957
As at 31 December 2024				
Equity instrument at fair value through other comprehensive income	9,978	-	-	9,978

The carrying value less allowance for expected credit losses of trade, contract and other receivables and due from related parties approximates their fair values keeping in view the period over which these are expected to be realised. Financial liabilities approximate their fair values.

Notes to the consolidated financial statements
For the year ended 31 December 2025

34. Financial risk management (continued)

Fair value estimation (continued)

The accounting policies for financial instruments have been applied to the line items below:

	Amortised cost AED'000	Equity instrument at fair value through other comprehensive income AED'000	Total AED'000
31 December 2025			
Assets as per consolidated statement of financial position			
Equity instrument at fair value other comprehensive income	-	13,957	13,957
Trade, contract and other receivables (excluding deferred cost advances and prepayments)	1,377,261	-	1,377,261
Due from related parties	10,532	-	10,532
Cash and bank balances	2,211,582	-	2,211,582
	<u>3,599,375</u>	<u>13,957</u>	<u>3,613,332</u>
Liabilities as per consolidated statement of financial position			
Trade and other payables	946,212	-	946,212
Retentions payable	90,503	-	90,503
Lease liabilities	31,025	-	31,025
Due to related parties	2,816	-	2,816
Borrowings	403,841	-	403,841
	<u>1,474,397</u>	<u>-</u>	<u>1,474,397</u>
		Equity instrument at fair value through other comprehensive income AED'000	Total AED'000
31 December 2024			
Assets as per consolidated statement of financial position			
Equity instrument at fair value other comprehensive income	-	9,978	9,978
Trade, contract and other receivables (excluding advances, deferred cost and prepayments)	900,587	-	900,587
Due from related parties	4,045	-	4,045
Cash and bank balances	1,744,075	-	1,744,075
	<u>2,648,707</u>	<u>9,978</u>	<u>2,658,685</u>
Liabilities as per consolidated statement of financial position			
Trade and other payables	543,785	-	543,785
Retentions payable	61,426	-	61,426
Lease liabilities	5,487	-	5,487
Due to related parties	297	-	297
Borrowings	475,296	-	475,296
	<u>1,086,291</u>	<u>-</u>	<u>1,086,291</u>

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Notes to the consolidated financial statements For the year ended 31 December 2025

35. Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to maximise returns to 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 or sell assets to reduce debt.

There were no changes in the Group's approach to capital management during the year. Except for complying with certain provisions of the UAE Federal Law No. 32 of 2021 as amended, the Group is not subject to any externally imposed capital requirements.

36. Investment in shares

During the year, the Group has not purchased or invested in any shares other than incorporation of a new Subsidiary (Note 3).

37. Corporate Income 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 ("CT") regime in the UAE. The CT regime has become effective for accounting periods beginning on or after 1 June 2023. The Cabinet of Ministers Decision No. 116 of 2022 (widely accepted to be effective from 16 January 2023) specified the threshold of taxable income to which the 0% UAE CT rate would apply, and above which the 9% UAE CT rate would apply. It is widely considered that this would constitute 'substantive enactment' of the UAE CT Law for the purposes of IAS 12, the objective of which is to prescribe the basis for accounting for Income Taxes.

Amount recognised in the consolidated statement of profit or loss

The major components of income tax expense for the year ended 31 December 2025 and 2024 are:

	2025 AED'000	2024 AED'000
Current income tax expense	20,479	32,107
Deferred tax relating to origination of temporary differences	3,184	(609)
Reversal of previous year tax provision	(25,413)	-
Income tax (credit) / expense recognised in consolidated statement of profit or loss	(1,750)	31,498

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Notes to the consolidated financial statements For the year ended 31 December 2025

37. Corporate Income Tax (continued)

Tax reconciliation:

	2025 AED'000	2024 AED'000
Accounting profit before tax	637,862	505,416
Share of profit from an associate and a joint venture	(199,102)	(157,888)
Related party adjustments	4,607	-
Dividend income	(911)	-
Non-deductible losses from subsidiaries	-	1,091
Non-deductible expenses	2,213	1,730
Transitional relief under MD 120	(182,308)	-
Proportionate share of income from qualifying investments	933	-
Standard exemption	(375)	(375)
Net taxable profit	262,919	349,974
At United Arab Emirates' statutory income tax rate of 9%	23,663	31,498
Deferred tax (expense) / benefit	(3,184)	609
Current tax expense reported in the consolidated statement of profit or loss	20,479	32,107

Accounting profit before tax	637,862	505,416
Effective tax rate	3.21%	6.35%

Deferred tax asset

Deferred tax relates to the following:

	Consolidated statement of financial position		Consolidated statement of profit or loss	
	2025 AED'000	2024 AED'000	2025 AED'000	2024 AED'000
Losses available for offsetting against future taxable losses	1,115	609	(506)	(609)
Other temporary differences	5,482	-	(5,482)	-
Deferred tax benefit			(5,988)	(609)
Deferred tax asset	6,597	609		

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Notes to the consolidated financial statements For the year ended 31 December 2025

37. Corporate Income Tax (continued)

Deferred tax asset (continued)

The Group has taxable losses that arose in subsidiaries of AED 12.4 million (2024: AED 6.7 million) that are available indefinitely for offsetting against future taxable profits of the company in which the losses arose. Deferred tax asset have been recognized in respect of these losses as they may be used to offset taxable profits in the near future.

There are no income tax consequences attached to the distribution of dividends from a joint venture and an associate and payment of dividends by the Group to its shareholders for the years ended 31 December 2025 and 2024.

Deferred tax liability

	2025 AED'000	2024 AED'000
As at 1 January	-	-
Tax expense during the year recognised in profit or loss	9,172	-
Tax expense during the year recognised in OCI	892	-
As at 31 December	10,064	-

As at the reporting date, income tax payable recorded in consolidated statement of financial position amounts to AED 57.9 million (2024: AED 32.1 million) includes top up tax of AED 37.4 million (2024: Nil) (Note 38).

38. Top up Tax

On 23 May 2023, the International Accounting Standards Board (the Board) issued International Tax Reform – Pillar Two Model Rules – Amendments to IAS 12 which clarify that IAS 12 applies to income taxes arising from tax law enacted or substantively enacted to implement the Pillar Two model rules published by the Organisation for Economic Co-operation and Development (“OECD”), including tax law that implements Qualified Domestic Minimum Top-up Taxes. Furthermore, on 31 December 2024, Cabinet Decision No. (142) of 2024 was issued, introducing a Domestic Minimum Top-up Tax in the UAE. However, since the Pillar Two rules are applicable to the Ultimate Controlling Party, and the Group is consolidated within its financial statements, the rules are considered applicable to the Group. Accordingly, appropriate provision is made in the consolidated financial statements.

Amount recognised in the consolidated statement of profit or loss

	2025 AED'000	2024 AED'000
Top up tax expense	37,407	-
Income tax expense recognised in consolidated statement of profit or loss	37,407	-

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Notes to the consolidated financial statements For the year ended 31 December 2025

39. Reclassifications

The following table summarises the changes in the comparative figures presented in the consolidated financial statements as a result of reclassifications made during the year. The reclassification does not have any material effect on the consolidated statement of financial position, consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows.

Consolidated statement of financial position

	As previously reported 31 December 2024 AED'000	Reclassification AED'000	As reclassified 31 December 2024 AED'000
Cash and Bank Balances (current)	1,858,643	(114,568)	1,744,075
Trade and other payables (current)	(654,997)	114,381	(540,616)
Lease liabilities (non-current)	(5,151)	187	(4,964)

Consolidated statement of profit or loss

	As previously reported 31 December 2024 AED'000	Reclassification AED'000	As reclassified 31 December 2024 AED'000
Direct costs	(1,007,357)	(65,491)	(1,072,848)
General administrative and selling expenses	(254,249)	66,620	(187,629)
Gain/(loss) on fair valuation of investment properties	-	(1,129)	(1,129)
Other operating income	100,754	2,028	102,782
Share of result from a joint venture and an associate	159,916	(2,028)	157,888

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