Condensed consolidated interim financial statements

30 JUNE 2021

Principal business address: P.O. Box 32000 Abu Dhabi United Arab Emirates

Condensed consolidated interim financial statements

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REPORT ON REVIEW OF CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS TO THE BOARD OF DIRECTORS OF AL RAMZ CORPORATION INVESTMENT AND DEVELOPMENT P.J.S.C

Introduction

We have reviewed the accompanying condensed consolidated interim financial statements of Al Ramz Corporation Investment and Development P.J.S.C (the "Company") and its subsidiaries (together the "Group") as at 30 June 2021, comprising of the condensed consolidated interim statement of financial position as at 30 June 2021 and the related condensed consolidated interim statement of comprehensive income for the three month and six month periods ended 30 June 2021 and the condensed consolidated interim statements of changes in equity and cash flows for the six month period then ended and explanatory information. Management is responsible for the preparation and fair presentation of this interim financial information in accordance with International Accounting Standard IAS 34, Interim Financial Reporting ("IAS 34"). Our responsibility is to express a conclusion on this interim financial information based on our review.

Scope of review

We conducted our review in accordance with the International Standard on Review Engagements 2410, *"Review of Interim Financial Information Performed by the Independent Auditor of the Entity."* A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion

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

Signed by Raed Ahmad Partner Ernst & Young Registration No 811

9 August 2021 Abu Dhabi

Condensed consolidated interim statement of comprehensive income *For the six-month period ended 30 June (Unaudited)*

		For the three 1 30 J			months ended June
	Note	2021 AED'000	2020 AED'000	2021 AED'000	2020 AED'000
Net commission income		8,911	2,533	17,562	5,483
Finance income from margin receivables Finance income from deposits and investments Finance cost		5,428 991 (1,115)	7,526 344 (1,356)	11,269 1,699 (2,641)	15,497 1,965 (3,086)
Net finance income		5,304	6,514	10,327	14,376
Corporate finance, advisory and other income Investment gain / (loss), net General and administrative expenses	4 5	14,607 10,069 (19,025)	2,042 19,422 (9,002)	18,315 4,793 (30,981)	6,193 (53,678) (19,413)
Profit / (loss) for the period		19,866	21,509	20,016	(47,039)
Other comprehensive income		-	_	_	
Total comprehensive income / (loss) for the period		19,866	21,509	20,016	(47,039)
Basic and diluted earnings / (loss) per share (AED)	16	0.036	0.039	0.036	(0.086)

Condensed consolidated interim statement of financial position *As at 30 June 2021*

	Note	Unaudited 30 June 2021 AED'000	Audited 31 December 2020 AED'000
Assets			
Non-current assets		28,296	26,129
Property and equipment Goodwill		24,570	24,570
Investment property		-	1,000
Right of use asset		1,262	1,344
		54,128	53,043
Current assets			
Margin and trade receivables	6	223,272	252,099
Other assets		2,363	3,064
Guarantee deposits		14,750	14,750
Due from securities markets		810	632
Investments at fair value through profit or loss	8	179,273	179,079
Bank balances and cash	7	321,276	392,760
		741,744	842,384
TOTAL ASSETS		795,872	895,427
Equity and liabilities			
Equity		- 10.04 (540.016
Share capital	9	549,916	549,916
Acquisition reserve	10	(283,966)	(283,966)
Statutory reserve	10	80,582	80,582
Treasury stock		(9,341)	120 226
Retained earnings		140,352	120,336
Total equity		477,543	466,868
Non-current liabilities	11	4,261	4,803
Employees' end of service benefits	11	1,306	1,317
Lease liability			
		5,567	6,120
Current liabilities		200 (1(205.068
Accounts payable and accruals	12	209,616	205,968 26,700
Due to securities markets	10	13,469	189,771
Short term borrowings	13	89,677	
		312,762	422,439
Total liabilities		318,329	428,559
TOTAL EQUITY AND LIABILITIES	\bigcap	795,872	895,427
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To the best of our knowledge, the condensed consolidated interim financial statements present fairly, in all material respects, the financial position, financial performance and cash flows of the Group as of and for the periods presented

therein. Chairman

Managing Director

Chief Operating Officer

Condensed consolidated interim statement of changes in equity

For the six-month period ended 30 June (Unaudited)

	Share capital AED'000	Treasury stock AED'000	Acquisition reserve AED'000	Statutory reserve AED'000	General reserve AED'000	Retained earnings AED'000	Total equity AED'000
Balance at 1 January 2020 (Audited)	549,916	-	(283,966)	61,057	19,525	131,207	477,739
Total comprehensive loss for the period	-	-	-	-	-	(47,039)	(47,039)
Transfer to statutory reserve	-	-	-	19,525	(19,525)	-	-
Balance at 30 June 2020 (Unaudited)	549,916	-	(283,966)	80,582	-	84,168	430,700
Balance at 1 January 2021 (Audited)	549,916	-	(283,966)	80,582	-	120,336	466,868
Total comprehensive income for the period	-	-	-	-	-	20,016	20,016
Purchase of treasury stocks (note 9)	-	(9,341)	-	-	-	-	(9,341)
Balance at 30 June 2021 (Unaudited)	549,916	(9,341)	(283,966)	80,582	-	140,352	477,543

Condensed consolidated interim statement of cash flows

For the six-month period ended 30 June (Unaudited)

	Note	2021 AED'000	2020 AED'000
Cash flows from operating activities Profit / (loss) for the period		20,016	(47,039)
Adjustments for:	_		
Depreciation	5 11	1,940	1,728
Provision for employees' end of service benefits Finance income	11	145 (1,699)	569 (1,965)
Unrealized (gain) / loss on investments carried at fair		(5,077)	
value through profit or loss	4		45,141
Dividend income	4	(30)	(1,377)
Provision for expected credit losses, net Finance costs	6	1,084 3,556	(868) 4,832
Gain on disposal of investment property		(50)	4,032
Depreciation of right of use asset		(30) 82	-
1 8		19,967	1,021
Changes in:		19,707	1,021
Margin and trade receivables		27,743	167,095
Other assets		701	3,150
Guarantee deposits Due from securities markets		- (178)	8,100 (194)
Due to securities markets		(178) (13,231)	23,542
Accounts payable and accruals		3,648	(23,449)
Cash generated from operating activities		38,650	179,265
Employees' end of service benefits paid	11	(687)	(1,004)
Finance costs paid		(3,556)	(4,832)
Net cash from operating activities		34,407	173,429
Cash flows from investing activities			
Purchase of property and equipment		(4,107)	(2,150)
Proceeds from disposal of investment property		1,050	-
Purchase of investments carried at fair value through profit or loss		(85,030)	(43,910)
Proceeds from sale of investments carried at fair value through profit or loss		89,913	53,275
Interest income received		1,699	1,965
Purchase of treasury stocks		(9,341)	-
Dividend income received		30	1,377
Changes in deposits with original maturity more than 3 months		(1,284)	(30,782)
Net cash used in investing activities		(7,070)	(20,225)
Cash flows from financing activities		(20, 112)	(100.057)
Loan settlements Interest accrual for lease liability		(30,412) (11)	(123,257)
Proceeds from short-term borrowings		21,652	-
Net cash used in financing activities		(8,771)	(123,257)
Net increase in cash and cash equivalents		18,566	29,947
Cash and cash equivalents at the beginning of the period		174,792	28,775
Cash and each controlants of the study of the study	7	102 259	
Cash and cash equivalents at the end of the period	7	193,358	58,722

Notes to the condensed consolidated interim financial statements

30 June 2021

1. Corporate information

Founded in 1998, Al Ramz Corporation Investment and Development P.J.S.C (the "Company") is a UAE domiciled public joint stock company listed on the Dubai Financial Market and regulated by the UAE Securities and Commodities Authority as well as the Dubai Financial Services Authority. The Company is a premier financial institution providing a broad spectrum of services including asset management, corporate finance, brokerage, lending, market making, liquidity providing and research.

The main activities of the Company and its subsidiaries (together referred to as the "Group") are to invest and manage commercial, industrial and agricultural enterprises and to provide brokerage services including brokerage in selling and buying shares, margin trading, market making and liquidity providing and to perform all related transactions and activities. The Company's registered office is P.O. Box 32000, Abu Dhabi, United Arab Emirates.

These condensed consolidated interim financial statements were approved and authorised for issue by the Group's Board of Directors on 9 August 2021.

2 Basis of preparation and changes to the Group's accounting policies

2.1 Basis of preparation

The condensed consolidated interim financial statements for the six months ended 30 June 2021 have been prepared in accordance with IAS 34 Interim Financial Reporting.

The interim condensed consolidated financial statements do not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Group's annual consolidated financial statements as at 31 December 2020. However, selected explanatory notes are included to explain events and transactions that are significant to an understanding of the changes in the Group's consolidated financial position and performance since the last annual consolidated financial statements.

These condensed consolidated interim financial statements have been prepared on the historical cost basis except for investments at fair value through profit or loss and investment property which are measured at fair value at the reporting date.

2.2 New standards, interpretations and amendments adopted by the Group

The accounting policies adopted in the preparation of the interim condensed consolidated financial statements are consistent with those followed in the preparation of the Group's annual consolidated financial statements for the year ended 31 December 2020, except for the adoption of new standards effective as of 1 January 2021. The Group has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective.

Several amendments and interpretations apply for the first time in 2021, but do not have an impact on the interim condensed consolidated financial statements of the Group.

Notes to the condensed consolidated interim financial statements

30 June 2021

2 Basis of preparation and changes to the Group's accounting policies (continued)

2.2 New standards, interpretations and amendments adopted by the Group (continued)

Amendments to IFRS 7, IFRS 9, IAS 39, IFRS 4 and IFRS 16: Interest Rate Benchmark Reform

The amendments provide temporary reliefs which address the financial reporting effects when an interbank offered rate (IBOR) is replaced with an alternative nearly risk-free interest rate (RFR).

The amendments include the following practical expedients:

- A practical expedient to require contractual changes, or changes to cash flows that are directly required by the reform, to be treated as changes to a floating interest rate, equivalent to a movement in a market rate of interest
- Permit changes required by IBOR reform to be made to hedge designations and hedge documentation without the hedging relationship being discontinued
- Provide temporary relief to entities from having to meet the separately identifiable requirement when an RFR instrument is designated as a hedge of a risk component

These amendments had no impact on the interim condensed consolidated financial statements of the Group. The Group intends to use the practical expedients in future periods if they become applicable.

2.3 Use of judgements and estimates

In preparing these condensed consolidated interim financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

The significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements as at and for the year ended 31 December 2020.

2.4 Basis of consolidation

These condensed consolidated interim financial statements incorporate the financial statements of the Company and its subsidiaries for the three months period ended 30 June 2021.

The financial statements of the subsidiaries are prepared for the same reporting period as the Group, using consistent accounting policies. All intra-group balances, transactions, income and expenses and profits and losses resulting from intra-group transactions are eliminated in full.

The condensed consolidated interim financial statements include the financial statements of the Company and its subsidiaries listed below:

Notes to the condensed consolidated interim financial statements

30 June 2021

2 Basis of preparation and changes to the Group's accounting policies (continued)

2.4 Basis of consolidation continued

		Percentage o June	f holding	
Name	Country of incorporation	December 2021	2020	Principal activities
Subsidiaries				
Al Ramz Capital LLC	UAE	99%	99%	Providing brokerage services including brokerage in selling and buying shares, margin trading and to perform all related transactions and activities
ARC Real Estate LLC	UAE	99%	99%	Buying and selling of real estate
ARC Investment LLC	UAE	99%	99%	Invest commercial, industrial, retail trade, educational, tourist, and agricultural enterprises
ARC Properties LLC	UAE	99%	99%	Offshore reclamation contracts, services for fixing water installation for marine facilities and excavation contracts
DIS Securities LLC	UAE	100%	100%	Providing brokerage services including brokerage in selling and buying shares, margin trading and to perform all related transactions and activities

These subsidiaries are considered as wholly owned by the Group as non-controlling interest is held for the beneficial interest of the Group. Accordingly, no non-controlling interest is accounted for in relation to these entities in these condensed consolidated interim financial statements.

Generally, the Group is operating in a single segment; the brokerage and money markets, in single geographic area; the United Arab Emirates.

Notes to the condensed consolidated interim financial statements

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3. Functional and presentation currency

These condensed consolidated interim financial statements have been presented in United Arab Emirates Dirhams ("AED"), which is the functional currency of the Group and all values are rounded to the nearest thousand dirhams, except where otherwise indicated.

4. Investment loss, net

	For the three months ended 30 June		For the six months ended 30 June	
	2021 AED'000 (Unaudited)	2020 AED'000 (Unaudited)	2021 AED'000 (Unaudited)	2020 AED'000 (Unaudited)
Unrealised gain / (loss) on investments carried at fair value through profit or loss Realised gain on investments carried at	9,988	17,937	5,077	(45,141)
fair value through profit or loss	563	1,057	682	(8,054)
Dividend income	9	1,141	30	1,377
Custody and service fees	(39)	(97)	(81)	(114)
Finance cost	(452)	(616)	(915)	(1,746)
	10,069	19,422	4,793	(53,678)

5. General and administrative expenses

	For the three months ended 30 June			ix months 30 June
	2021 AED'000 (Unaudited)	2020 AED'000 (Unaudited)	2021 AED'000 (Unaudited)	2020 AED'000 (Unaudited)
Staff costs	14,577	6,050	23,701	13,859
Depreciation	1,060	869	1,940	1,728
Subscription and membership	708	935	1,546	1,565
IT expenses	459	166	625	398
Advertisement and marketing	147	184	398	340
Communication expenses	108	116	220	246
Legal expenses	147	49	199	136
Rent expenses	53	97	118	158
Provision for expected credit losses	1,032	-	1,084	-
Other expenses	734	536	1,150	983
	19,025	9,002	30,981	19,413

Notes to the condensed consolidated interim financial statements

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6. Margin and trade receivables

	Unaudited 30 June 2021 AED'000	Audited 31 December 2020 AED'000
Margin receivables, net Trade receivables, net	205,142 18,130	245,351 6,748
	223,272	252,099
Margin receivables Less: provision for expected credit losses	210,966 (5,824)	250,183 (4,832)
Margin receivables, net	205,142	
Trade receivables Less: provision for expected credit losses	22,310 (4,180)	11,201 (4,453)
Trade receivables, net	18,130	6,748

Movement in provision for expected credit losses related to margin and trade receivables for the period / year:

	Unaudited 30 June 2021 AED'000	Audited 31 December 2020 AED'000
Opening balance Provided during the period / year Reversals during the period / year	9,285 1,084 (365)	2,892 7,162 (769)
Closing balance	10,004	9,285

The Group is licensed to provide finance to its clients as a percentage of the market value of pledged securities. The Group charges interest on amounts due.

Customers are required to provide additional cash or securities if the price of pledged securities drops against the minimum eligibility of 125% (2020:125%). If minimum eligibility is breached, the Group commences liquidation of the pledged securities. The fair value of pledged securities held as collateral against margin receivables amounted to AED 1,199,123 thousand as at 30 June 2021 (31 December 2020: AED 1,010,335 thousand).

There are no significant changes to the overall commitments to extend margins during the period.

Notes to the condensed consolidated interim financial statements

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7 Bank balances and cash

	Unaudited 30 June 2021 AED'000	Audited 31 December 2020 AED'000
Cash in hand Current account balances with banks Cash in money market fund Deposit account balances with banks	59 223,859 3,471 93,887	62 286,808 13,287 92,603
	321,276	392,760

Bank balances are located within the UAE. Bank deposits carry interest at market rates. Bank balances include balances amounting to AED 62,500 thousand (31 December 2020: AED 33,006 thousand)) held as security against bank overdrafts.

Cash and cash equivalents for the purpose of the condensed consolidated interim statement of cash flows comprise of the following:

	Unaudited 30 June 2021 AED'000	Audited 31 December 2020 AED'000
Bank balance and cash Deposits with original maturity greater than three	321,276	392,760
months	(93,887)	(92,603)
Bank overdrafts (note 13)	(34,031)	(125,365)
	193,358	174,792

8 Investments at fair value through profit and loss

These represent equity investments, primarily in listed entities and are held for trading purpose. Movements in the investments at fair value through profit or loss are as follows:

	Unaudited	Audited
	30 June	31 December
	2021	2020
	AED'000	AED'000
At 1 January	179,079	206,379
Additions during the period / year	85,030	164,409
Disposals during the period / year	(89,913)	(169,362)
Unrealised gain / (loss) (note 4)	5,077	(22,347)
	179,273	179,079

Notes to the condensed consolidated interim financial statements

30 June 2021

9 Share capital

30 June 2021 AED'000	31 December 2020 AED'000
549,916	549,916
	2021 AED'000

In the Annual General Meeting (AGM) held on 23 March 2020, the Shareholders of the Group approved a Shares-buy back up to 10% of the outstanding shares. During the period, the Company purchased 16,935 thousand shares at fair market value of AED 0.55 per share, for a total consideration of AED 9,341 thousand.

10 Acquisition and statutory reserves

An addition was made to share capital of AED 399,916 thousand in 2016, which represents an adjustment made to bring the share capital equal to share capital of Al Ramz Corporation Investment and Development PJSC with corresponding debit to acquisition reserve bringing the acquisition reserve to a total debit balance of AED 283,966 thousand.

11 Employees' end of service benefits

	Unaudited 30 June 2021 AED'000	Audited 31 December 2020 AED'000
Beginning of the period / year	4,803	5,059
Acquisition of a subsidiary	-	1,622
Charge for the period / year	145	1,161
Paid during the period / year	(687)	(3,039)
As at the end of the period / year	4,261	4,803

12 Accounts payable and accruals

	Unaudited 30 June 2021 AED'000	Audited 31 December 2020 AED'000
Trading payables Accrued expenses Other payables	195,629 8,593 5,394	197,305 4,381 4,282
	209,616	205,968

Notes to the condensed consolidated interim financial statements

30 June 2021

13 Short term borrowings

Short term borrowings are to finance margin trading operations of the Group.

	Unaudited 30 June 2021 AED'000	Audited 31 December 2020 AED'000
Facility 1 Facility 2 Facility 3 Facility 4 Bank overdrafts <i>(note 7)</i>	16,900 17,094 21,652 34,031	16,900 19,967 21,653 5,886 125,365
	89,677	189,771

Facility 1

This represents loan obtained from a shareholder. It carries a fixed interest rate. The term of the agreement is one month, renewed automatically.

Facility 2 and 4

These represent short term facilities obtained from local banks to finance the purchase of investments at fair value through profit or loss and are secured by these investments. They carry interest at market rate and are repayable within 12 months from the reporting date.

Facility 3

This represents a Wakala Agreement obtained from a financing company to finance the purchase of investments at fair value through profit or loss and is secured by these investments. It carries interest at market rate.

Bank overdrafts

These carry interest at prevailing market rates. Bank overdrafts are secured against promissory note, personal guarantee of a related party, security cheques and bank balances.

14 Commitments and contingencies

The Group's bankers have issued in the normal course of business, the following letters of guarantee:

	Unaudited 30 June 2021 AED'000	Audited 31 December 2020 AED'000
Dubai Financial Market Abu Dhabi securities exchange NASDAQ Dubai Limited Market making (ADX and DFM)	25,000 25,000 1,000 8,000	25,000 25,000 1,000 8,000
	59,000	59,000

Notes to the condensed consolidated interim financial statements

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14 Commitments and contingencies (continued)

At 30 June 2021, the guarantees were secured by a cash deposit of AED 14,750 thousand (31 December 2020: AED 14,750 thousand).

The Group had no capital commitments and contingencies during the period (31 December 2020: nil).

The Group had no financial commitments at the reporting date (31 December 2020: nil).

15 Related parties

Related parties represent associated companies, major shareholders, directors and key management personnel of the Group, and entities controlled, jointly controlled or significantly influenced by such parties. Pricing policies and terms of these transactions are approved by the Group's management.

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

	Unaudited 30 June 2021 AED'000	Audited 31 December 2020 AED'000
Loans from related parties	16,900	16,900
Margin and trade receivables	10,641	5,178
Trade accounts payable	5	2,091

Transactions with related parties included in the condensed consolidated interim statement of profit or loss and other comprehensive income are as follows:

	Unaudited 30 June 2021 AED'000	Unaudited 30 June 2020 AED'000
Commission income	296	191
Interest and Margin income	361	222
Finance costs	335	352
Performance and management fees	7	24

Notes to the condensed consolidated interim financial statements

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15 Related parties (continued)

Terms and conditions of transactions with related parties

Transactions from related parties are made at normal market prices. Outstanding balances at the year-end are unsecured and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables. For the period ended 30 June 2021, the Group has not recorded any impairment of receivables relating to amounts owed by related parties *(31 December 2020: nil)*.

16 Basic and diluted earnings / (losses) per share

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

Diluted earnings / (losses) per share are calculated by dividing the profit / (loss) for the period attributable to the equity holders of the Parent by the weighted average number of ordinary shares outstanding during the period, adjusted for the effects of any financial instruments with dilutive effects.

	For the three months ended 30 June		months ended months ended	
	2021	2020	2021	2020
Profit / (loss) for the period (AED'000s) Weighted average number of shares ('000s)	19,866 549,916	21,509 549,916	20,016 549,916	(47,039) 549,916
Basic and diluted earnings / (loss) per share (AED)	0.036	0.039	0.036	(0.086)

17 Fiduciary activities

The Group held assets under management in a fiduciary capacity for its customers at 30 June 2021 amounting to AED 220,691 thousand (*31 December 2020: AED 228,149 thousand*). These assets held in a fiduciary capacity are excluded from these condensed consolidated interim financial statements of the Group.

18 Dividends declared

In their Annual General Meeting (AGM) held on 11 April 2021, the Shareholders of the Group have resolved no dividends to be distributed for the year ended 31 December 2020.