

ANNUAL REPORT 2021

depa

<https://depa.com/>

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

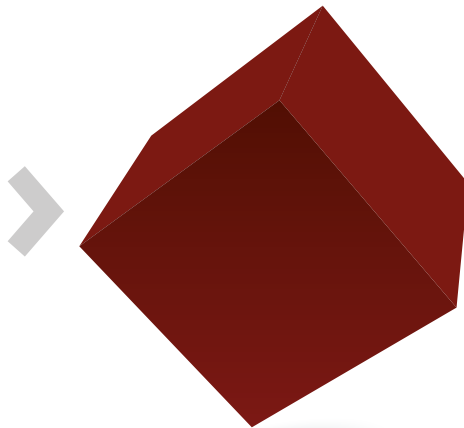
The Directors' report and consolidated financial statements for the year ended 31 December 2021 are available on Depa's website and/or Nasdaq

About Depa



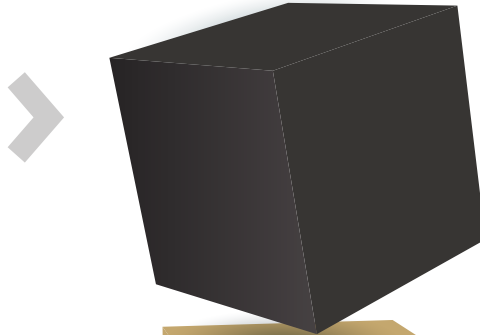
VISION

Global Interior Solutions



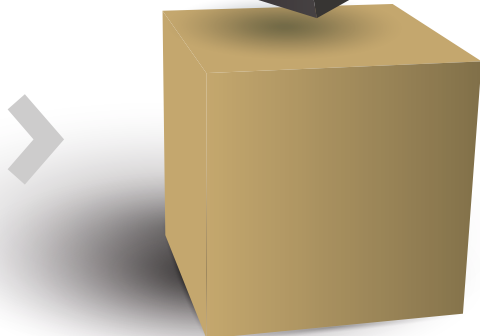
MISSION

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



VALUES

Integrity
Accountability
Transparency
Professionalism
Exceptional Service



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

STRUCTURE



GEOGRAPHICAL FOOTPRINT





**STRATEGIC
REVIEW**

CHAIRMAN'S STATEMENT



"Depa's performance over this last year in difficult circumstances has been very pleasing. Throughout the year management have focused on securing the future of the Group and in early 2022, successfully completed a transaction with the Public Investment Fund.

"Following Depa's much improved performance in 2021, the board looks forward to supporting management as they continue to build on this positive momentum."

Mr. Abdullah Al Mazrui

GROUP OPERATIONAL REVIEW



The Group's performance in 2021 was much improved following a difficult year in 2020, with Vedder and Deco Group both delivering a net profit for the year. Depa Interiors' results were also significantly improved on 2020 with some project extensions during the latter part of the year negatively impacting its results.

During 2021 Depa's board authorised management to discontinue the financial support that it had extended to support the restructuring of Design Studio Group ("DSG"). Following this decision by Depa and subsequent actions taken by the board of directors of DSG, on 19 November 2021, the Singapore High Court issued a winding up order in respect of Design Studio Group Limited and appointed liquidators to assume control of DSG. The appointment of the liquidators resulted in Depa's loss of control of DSG. As a consequence, Depa derecognised the assets and liabilities of DSG as of this date and recorded a corresponding gain on the deconsolidation of DSG.

Following the progress made during 2019 and 2020 on the Group's non-core asset disposal plan, Depa successfully disposed of two non-core assets; an equity investment and an investment in an associate.

Depa's strategic review, completed in 2020, identified the Kingdom of Saudi Arabia as a key growth market for the Depa Interiors, Deco and Carrara businesses. Increased focus on this market has resulted in the Group securing a number of new wins in Saudi Arabia, with Depa Interiors and Deco securing a number of notable projects towards the end of 2021. Subsequent to year end, the Group entered into a definitive subscription agreement with the Public Investment Fund ("PIF"), whereby PIF made a cash investment of AED 150 million in Depa in return for the allotment of 750 million new Class A shares. The transaction provides Depa with the support of a strategic partner in Saudi Arabia as the Group aims to continue its growth in this market. The increased liquidity resulting from the transaction will also allow Depa to better execute its expansion plans, particularly in Saudi Arabia. The proceeds will also be used to recapitalise the business and provide additional working capital with which Depa can more comfortably deliver both its existing projects and future projects.

Mr. Kevin Lewis

DEPA INTERIORS

OPERATIONAL REVIEW



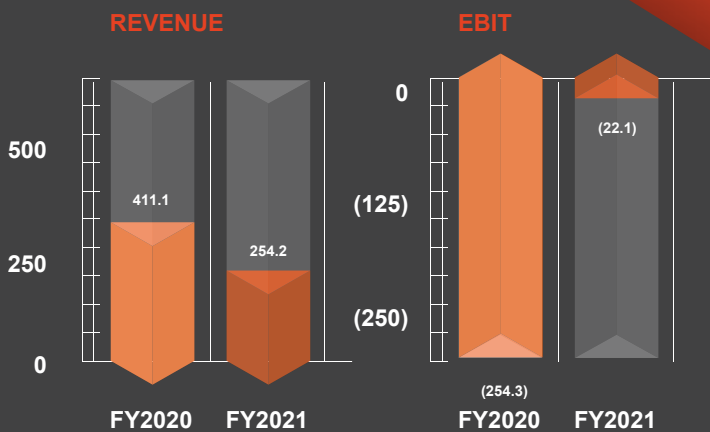
Depa Interiors is the Group's Middle Eastern business providing fit-out services to the hospitality, residential, commercial, and transport and civil infrastructure sectors. Depa Interiors generated revenue of AED 254.2 million (2020: AED 411.1 million) and a loss of AED 31.0 million (2020: AED 257.3 million).

While Depa Interiors' overall financial performance greatly improved on 2020 and it generated a profit in the first half of 2021, project extensions on a number of projects that are nearing completion had a negative impact on 2021 results.

Management have continued to focus on cash collection and successfully collected a number of legacy receivable balances during the year including a large balance relating to the Meydan project.

Depa Interiors' delivered a number of key projects during 2021 including a prominent hospitality project on the Dubai shoreline, a fit-out package in a high-profile Expo 2020 pavilion and a commercial project for a UAE based airline.

The Kingdom of Saudi Arabia is regarded as a key market for Depa Interiors and an increased focus on this market has resulted in the award of two significant hospitality projects, one in Jeddah and one worth approximately AED 100 million within one of the Kingdom of Saudi Arabia's well-known giga projects. Depa Interiors also continues to win UAE based work, securing a hospitality package within a high-profile mixed-use development tower in Dubai towards the end of the year.



DECO GROUP

OPERATIONAL REVIEW

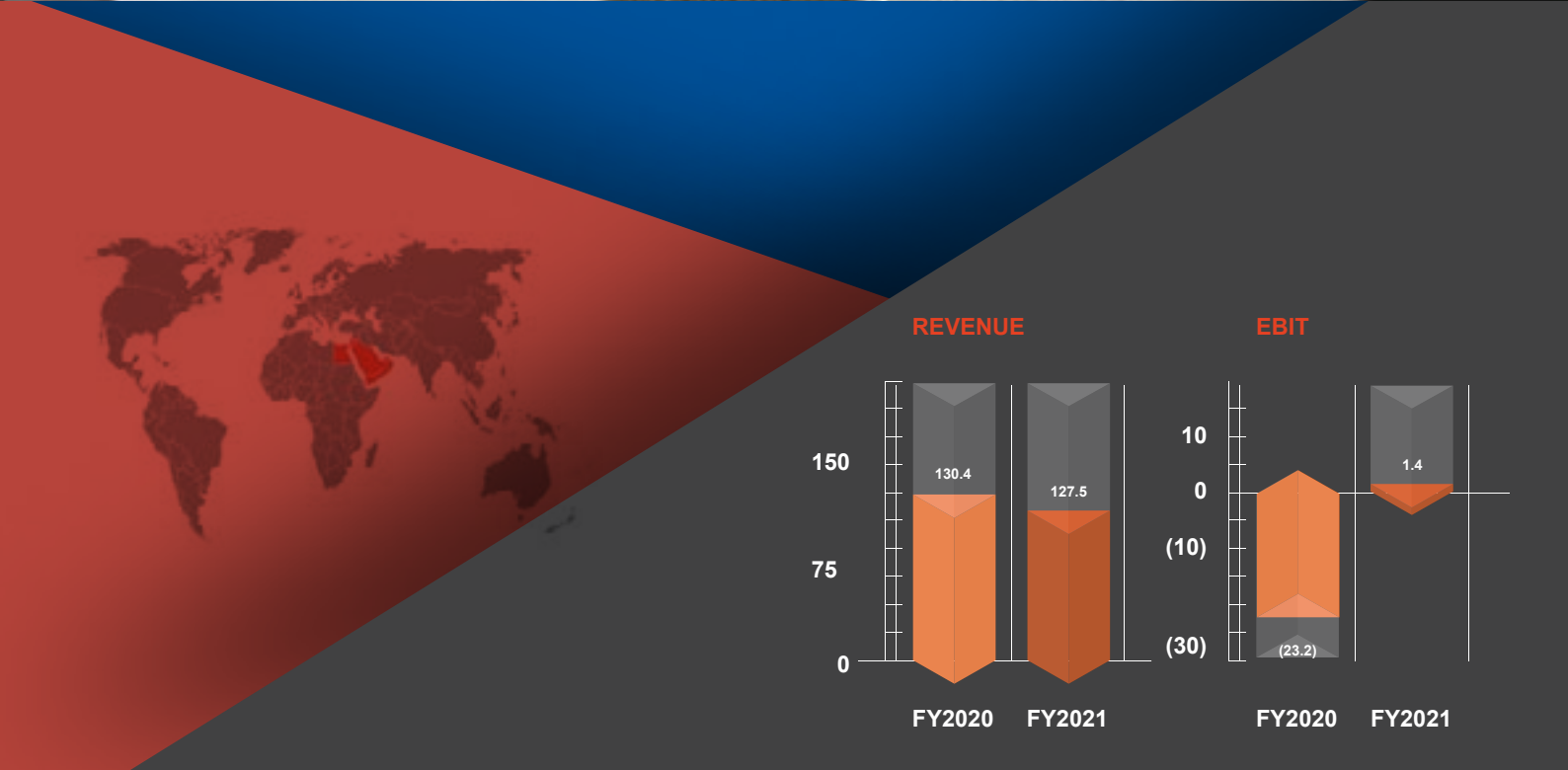


Middle East-based Deco Group comprises Deco, which is focused on the retail and commercial fit-out sector; carpentry and joinery experts Eldiar; and Carrara, which supplies and installs premium marble, stone and granite.

In 2021 Deco Group generated revenue of AED 127.5 million (2020: AED 130.4 million) and a profit of AED 0.2 million (2020: AED 24.8 million loss). Delays in project awards in both Deco and Carrara continued to impact Deco Group's revenue generation for 2021. The delay in Deco's project awards was largely due to the Covid-19 lockdowns in Europe where a number of Deco's clients' head offices are based. Following the easing of restrictions, Deco subsequently saw an improvement in its backlog position towards the end of 2021. Carrara, however, continues to face new project award challenges due to difficulties in project financing as a result of the cautious approach UAE based banks are taking towards the construction sector.

While Deco achieved strong profitability for the year, Carrara's results proved to be a drag on Deco Group's overall profitability. Deco continued its long-term relationships with several major luxury retailers, securing a number of projects for Versace, Dior, Cartier and Dolce & Gabbana during the year. Project awards of approximately AED 20 million were secured in the Kingdom of Saudi Arabia towards the end of 2021 following its increased focus on this market.

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



VEDDER

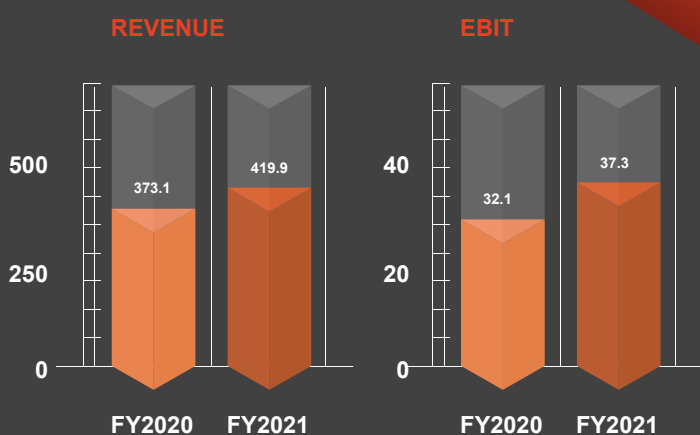
OPERATIONAL REVIEW



Vedder, the Group's European key business unit, specialising in the superyacht, residence fit-out and private jet market, generated revenue of AED 419.9 million and profit of AED 24.6 million, an increase in revenue of AED 46.8 million or 13% on 2020 (AED 373.1 million) and an increase in profit of AED 3.4 million or 16% on 2020 (AED 21.2 million). Vedder achieved strong revenue growth in 2021 on the back of significant backlog growth during 2019 and 2020. Exterior packages contributed approximately 8% of Vedder's revenue for 2021 following an increased focus on this sector in recent years. Improved profitability is partly due to the impact of Covid-19 on 2020 results.

While the lockdown restrictions in Europe during the first half of the year resulted in a slow-down in project awards, fourth quarter wins meant Vedder ended the year with in-excess of AED 400 million worth of new wins. These new wins include the award of four new-build superyacht interior packages, demonstrating Vedder's continued position as market leader in the superyacht fit-out sector.

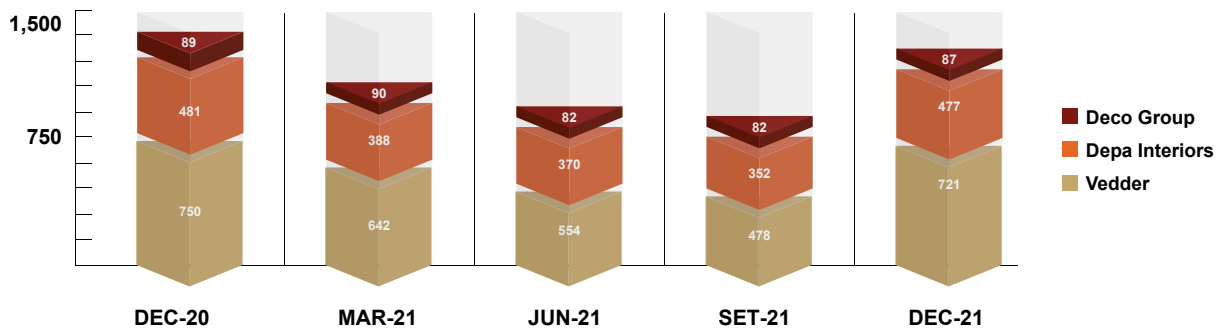
Vedder successfully completed and handed over a number of projects during the year, including both the interior and exterior package of a prominent new-build superyacht and a number of refit and smaller packages.



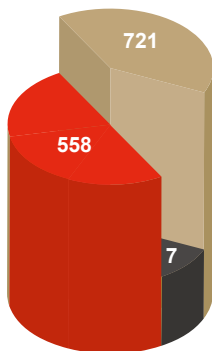
Depa Group Operational Review

Depa's backlog stands at AED 1,285 million on 31 December 2021 (2020: AED 1,508 million) following a number of major contract awards towards the end of the year, including significant superyacht fit-out projects in Vedder and a number of project awards in the Kingdom of Saudi Arabia for both Depa Interiors and Deco.

BACKLOG BY KEY BUSINESS UNIT

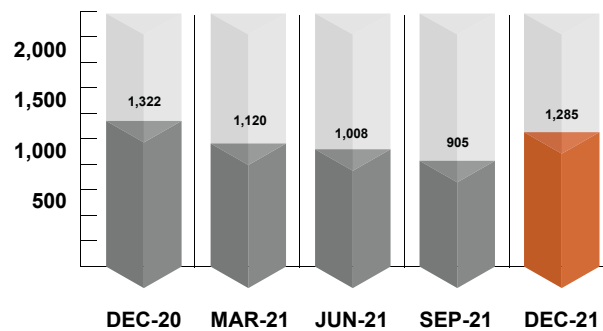


BACKLOG BY GEOGRAPHY

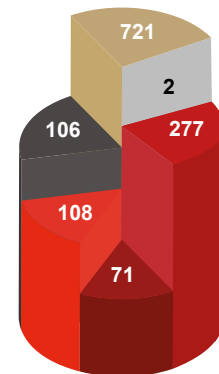


- Middle East
- Europe
- Asia

BACKLOG



BACKLOG BY PROJECT TYPE



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

OUTLOOK

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

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

Financial Review

FINANCIAL PERFORMANCE

During the twelve months to 31 December 2021, Depa generated revenue of AED 801.6 million, a decrease of AED 110.9 million (2020: AED 912.5 million). 2021 revenue was negatively impacted by lower revenue in Depa Interiors as a result of the challenging trading environment in the Middle East and delays in project wins during 2020 mainly due to the impact of Covid-19.

Expenses in 2021 decreased by AED 131.3 million to AED 836.9 million (2020: AED 968.2 million) due in part to the lower revenue recognised. Net reversals of contract assets of AED 29.0 million (2020: AED 197.3 million provision) primarily relate to Depa Interiors, with the collection of a major receivable balance relating to the Meydan project resulting in a significant reversal. An impairment loss on goodwill and intangibles of AED 86.7 million was also recognised in 2020, along with a loss on changes of fair value of investment properties of AED 12.0 million.

In the twelve months to 31 December 2021, associates generated a profit of AED 0.8 million (2020: AED 1.1 million) with net finance expense amounting to AED 9.5 million (2020: AED 12.5 million). The Group recognised an income tax expense of AED 12.2 million in 2021 (2020: AED 9.9 million).

Discontinued operations, which relate to DSG, generated a net profit of AED 84.3 million (2020: AED 138.5 million loss) as a result of AED 265.6 million gain on deconsolidation of DSG partially offset by losses up to the point of deconsolidation, provisions for liabilities recognised on deconsolidation and inter-group receivable write-offs.

Profits attributable to non-controlling interests amounted to AED 17.3 million (2020: AED 14.7 million loss), as a result of the DSG deconsolidation. The Group generated net profit after non-controlling interests of AED 39.8 million (2020: AED 484.8 million loss).

Summary Income Statement

AED mn	FY21	FY20	CHANGE
Revenue	801.6	912.5	(110.9)
Expenses	(836.9)	(968.2)	131.3
Net provision for doubtful debts and due from construction contract customers	29.0	(197.3)	226.3
Impairment of goodwill and intangibles	0.0	(86.7)	86.7
Share of profit /(loss) from associates	0.8	1.1	(0.3)
Profit/(loss) before interest and tax	(5.5)	(338.6)	333.1
Net - finance cost	(9.5)	(12.5)	3.0
Profit/(loss) before tax	(15.0)	(351.1)	336.1
Income tax expense	(12.2)	(9.9)	(2.3)
Profit / (loss) for the period from continuing operations	(27.2)	(361.0)	333.8
Profit / (loss) for the period from discontinued operations	84.3	(138.5)	222.8
Profit/(loss) for the period	57.1	(499.5)	556.6
Non-controlling interests	(17.3)	14.7	(32.0)
Profit / (loss) for the period after NCI	39.8	(484.8)	524.6

CASHFLOW

Net cash inflows from operating activities amounted to AED 36.1 million (2020: AED 21.0 million outflows) as a result of positive operating cashflows in Vedder and Depa Interiors. Net cash inflows from investing activities for 2021 amounted to AED 97.9 million (2020: 35.4 million outflows) with a positive impact of AED 57.6 million on the reclassification of Vedder to continuing operations and a positive impact of AED 33.2 million on the loss of control of DSG. The reclassification of Vedder as held for sale negatively impacted 2020 investing activities amounting to AED 59.1 million. AED 8.1 million was generated through the disposal of an equity investment as part of the Group's non-core asset disposal programme.

During 2021, the Group decreased its borrowings by AED 2.9 million excluding overdrafts (2020: AED 3.4 million increase). Net cash outflows from financing activities for the period were AED 21.2 million (2020: AED 19.3 million). Foreign exchange differences resulted in an AED 3.9 million positive movement (2020: AED 2.1 million negative movement) in the reported cash and cash equivalents. As a result of the above, the Group ended 2021 with cash and cash equivalents at the 31 December 2021 standing at AED 125.5 million (2020: AED 8.8 million).

Summary Cashflow Statement

AED mn	FY21	FY20	CHANGE
Operating activities	(54.5)	(73.9)	19.4
Working capital changes	109.8	94.1	15.7
Other movements	(19.2)	(41.2)	22.0
Net cash flows from/(used in) operating activities	36.1	(21.0)	57.1
Investing activities			
Net capex	(3.2)	(0.2)	(3.0)
Long term deposits	0.0	8.5	(8.5)
Reclassification of subsidiary to continued operations	57.6	0.0	57.6
Net cash flows for loss on control of a subsidiary	33.2	0.0	92.3
Net cash for entities held for sale	0.0	(59.1)	(1.0)
Dividends received from associates	0.0	1.0	(1.0)
Proceeds from disposal of financial assets	8.1	0.0	8.1
Proceeds from disposal of investment property	0.0	13.0	(13.0)
Other movements	2.2	1.4	0.8
Net cash flows from/(used in) investing activities	97.9	(35.4)	133.3
Financing activities			
Movement in borrowings	(2.9)	3.4	(6.3)
Interest paid	(14.6)	(17.4)	2.8
Finance lease payments	(3.7)	(5.3)	1.6
Net cash flows from/(used in) financing activities	(21.2)	19.3	(1.9)
Net movement in cash and cash equivalents	112.8	(75.7)	188.5
Cash and cash equivalents at the period end	125.5	8.8	116.7

FINANCIAL POSITION

The Group seeks to ensure that it maintains adequate liquidity to meet its requirements and appropriate working capital facilities via its long-term bank relationships. While the Group's liquidity position has improved during 2021 mainly due to reclassification of Vedder business as a continuing operation and deconsolidation of DSG, the banks have been taking a more conservative approach to project financing and this is not expected to improve in the short-term. The Group reported year end net cash excluding restricted cash of AED 68.6 million (2020: AED 52.1 million net debt).

At year end, equity attributable to equity holders of the parent equated to AED 269.4 million (2020: AED 225.5 million) and the Group's outstanding ordinary shares at end of 2020 amounted to 614,145,794 (issued ordinary shares of 618,452,753 less 4,306,959 treasury shares).

Summary Balance Sheet

AED mn	FY21	FY20	CHANGE
Cash and bank balances	160.3	137.4	22.9
Trade and other receivables	320.0	256.9	63.1
Assets classified as held for sale	0.0	379.3	(379.3)
Due from construction contract customers	190.8	190.8	0.0
Inventories	35.6	9.0	26.6
Total current assets	706.7	973.4	(266.7)
Contract retentions	166.1	172.6	(6.5)
Property, plant and equipment	119.8	82.6	37.2
Goodwill	32.3	0.0	32.3
Other non-current assets	28.6	37.8	(9.2)
Total non current assets	346.8	293.0	53.8
Total assets	1,053.5	1,266.4	(212.9)
Trade and other payables	651.7	617.3	34.4
Liabilities classified as held for sale	0.0	228.2	(228.2)
Borrowings	54.3	155.0	(100.7)
Income tax payable	3.5	2.5	1.0
Current liabilities	709.5	1,003.1	(293.6)
Employees' end of service benefits	59.8	70.1	(10.3)
Borrowings	19.7	0.0	19.7
Other non-current liabilities	47.1	37.1	10.0
Non current liabilities	126.6	107.1	19.5
Total liabilities	836.1	1,110.2	(274.1)
Total equity including minorities	217.4	156.2	61.2

RISKS AND UNCERTAINTIES

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

OPERATIONAL RISKS

Work delivery challenges may result in actual costs increasing above previous estimates; failure to continue to win and / or retain contracts on satisfactory terms and conditions; non delivery of projects to client required standards; ineffective management of contracts; serious injury or fatality being sustained by an employee and / or member of the public; and the retention of key management and personnel.

FINANCIAL AND MARKET RISKS

Reduced access to the financing facilities necessary to fund the business; inability to maintain a sustainable level of financial performance; interest rate and foreign currency risks; failure to collect major receivables from key clients; and liquidity risks.

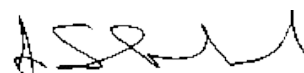
STRATEGIC RISKS

Adverse changes in economic, regulatory and / or political conditions in the markets in which the Group operates; unforeseen external events and actions which may affect business development and / or project delivery; and material adverse brand and reputational damage.

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



Mr. Abdullah Al Mazroui
Chairman



Mr. Marwan Shehadeh
Non-Executive Director



**CORPORATE
GOVERNANCE**

INTRODUCTION

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

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

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

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

COMMUNICATION WITH SHAREHOLDERS

The Company held its annual general meeting on 30 June 2021 (the "**FY 2021 AGM**"). Following the successful staging of the Company's first on-line AGM in 2020 and in recognition of the restrictions on in person gatherings resulting from the ongoing effects of the COVID-19 pandemic, the FY 2021 AGM was again conducted electronically via web application. This format is approved by the DFSA, the Company's registrar, Nasdaq Dubai, and further permitted by the Company's articles of association (the **Articles**).

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

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

SUBSEQUENT EVENTS

COMPLETION OF TRANSACTION WITH THE PUBLIC INVESTMENT FUND ("PIF").

On 11 February 2022, the Company announced that it had entered into a definitive subscription agreement pursuant to which PIF would make a cash investment of AED 150,000,000 in the Company in return for the allotment of 750,000,000 new ordinary A shares (the **Subscription Shares**) and the issuance of warrants to subscribe for 272,829,158 additional ordinary A shares (the **PIF Transaction**).

On 11 March 2022, following the satisfaction of all conditions to completion of the PIF Transaction including receipt of the necessary shareholder approvals obtained at the Company's Extraordinary General Meeting on the same date, the Subscription Shares were allotted and issued, the Warrants were issued, and the AED 150,000,000 cash consideration was received by the Company. Additionally, six individuals were nominated by PIF and appointed to the Depa Board as Non-Executive Directors with effect from 11 March 2022.

As a result of the allotment and issuance of the Subscription Shares, PIF holds approximately 54.5% of voting rights and the rights to distributions of Depa.

Where appropriate and relevant, subsequent event notes are included in this Corporate Governance section to reflect key updates to the Company's corporate governance framework following the completion of the PIF Transaction as at the date of publication of this Annual Report.

EFFECTIVE AND ACCOUNTABLE LEADERSHIP

BOARD OF DIRECTORS

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

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

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

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

Profiles for the Chairman of the Board and each of the Board's Directors, including details of each of their external interests, significant commitments and relevant skills and expertise, are set out on pages 20-21.

Mr. Abdullah Al Mazrui



Non-Executive Chairman and Chairman of the Investment & Risk Committee

Mr. Abdullah Al Mazrui, previously Chairman of the Board of Directors of Depa PLC, stepped down in 2013, becoming a Non-Executive Director.

Mr. Al Mazrui is the Chairman of a number of companies and institutions, including Emirates Insurance Company, Mazrui Holdings LLC, International School of Choueifat, Jashanmal National Company, National Catering Co.

Mr. Al Mazrui also sits on the Board of Directors of Investcorp, Dun & Bradstreet and Emirates Specialties Company.

Mr. Al Mazrui holds a degree from Chapman University of California, USA.

Mr. Marwan Shehadeh was reappointed as a Board Member of Depa PLC at the Annual General Meeting. Mr. Shehadeh has been working with Al-Futtaim in various positions since 2003. He is the Group Director for corporate development of Al-Futtaim Group, and since 2007, Managing Director of Al-Futtaim Capital. He joined Al-Futtaim as Director of Finance of Dubai Festival City LLC. Mr. Shehadeh started his career at The Chase Manhattan Bank, New York.

Mr. Shehadeh holds a Master in International Business from the Institute D'Etudes des Relations Internationales, Paris and has completed The General Manager and the Advanced Management Programs at Harvard Business School.

Mr. Marwan Shehadeh



Non-Executive Director

Mr. Ahmed Ramdan



Independent Non-Executive Director and Chairman of the Nomination & Remuneration Committee

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

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

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

Mr. Khalifa Al Romaithi joined Depa PLC's Board as a Non-Executive Director on 25 August 2015. Mr. Al Romaithi brings a breadth of experience in investments. He is currently the Executive Director leading the UAE Diversified Assets sector at Mubadala Investment Company.

He is a Board Member and Audit Committee Member of Aldar Properties, Board Member and Audit committee Member of Abu Dhabi National Takaful Co. PSC (UAE), and Chairman of Emirates Driving Company.

Mr. Al Romaithi holds a bachelor's degree in Business Administration with a major in Finance from the University of Portland, United States.

Mr. Khalifa Al Romaithi



Non-Executive Director

Mr. Edward Quinlan



Independent Non-Executive Director and Chairman of the Audit & Compliance Committee

Mr. Edward Quinlan was appointed as Independent Non-Executive Director of Depa PLC in July 2019, having served as Chairman of the Audit & Compliance Committee since 2013.

After a distinguished academic career, Mr. Edward Quinlan graduated with honours from the National University of Ireland in 1970 securing first place in his class. Having qualified as a chartered accountant in London, Mr. Quinlan moved to the Kuwait office of Ernst & Young in 1973. In 1977 he became one of the youngest partners in the history of the firm and spent his entire career with Ernst & Young in the Middle East until his retirement in 2010, being responsible at various times for the firm's offices in Saudi Arabia, Qatar, Jordan and, most recently, the UAE.

In addition to serving many of the largest banks in the region, Mr. Quinlan worked with several of the region's notable family groups as they transformed into diversified organisations. Mr. Quinlan has also acted as an advisor to governments in the region through various advisory boards and government think tanks.

Following his retirement from Ernst & Young, Mr. Quinlan has been involved in a non-executive capacity with a number of leading organisations in Dubai.

KEY BOARD ROLES

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

BOARD MEETINGS

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

In keeping with the current recommendations and guidance regarding in-person meetings during the ongoing COVID-19 pandemic and to facilitate effective participation for all parties, all Board and Committee are conducted remotely via use of conference and video calling facilities.

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

DELEGATION TO COMMITTEES

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

Details of the Board's Committees are set out on pages 25-26.



BOARD RESERVED MATTERS

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

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

*(subject to shareholder approval for external auditors)

BOARD COMPOSITION AND APPOINTMENTS

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

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

During FY 2021, Mr. Abdullah Al Turifi stepped down as an Independent and Non-Executive Vice Chairman of the Company due to other commitments. Mr. Turifi was also chairman of the Board's Nomination & Remuneration Committee. He resigned from his position with effect from 31 January 2021.

In furtherance of ongoing cost-saving measures adopted across the Depa Group during FY 2020 and continued in FY 2021, the Board resolved on 7 February 2021 to reduce the Board to five Directors. Accordingly, each of Mr. Mohamed Al Mehairi, Mr. Saeed Al Mehairbi and Mr. Gerard Hutchinson stepped down as Non-Executive Directors and Mr. Abdullah Al Mazrui was appointed as Non-Executive Chairman of the Board. The Board further resolved on 7 February 2021 that each of the Transformation Steering Committee and Investment and Risk Committee should be dissolved with immediate effect.

In accordance with the DFSA Markets Rules, Mr. Mazrui was re-appointed to the Board as Non-Executive Director by ordinary resolution of the Company's shareholders at the FY 2021 AGM.

SUBSEQUENT EVENT NOTE:

It is noted that by resolution of the shareholders in extraordinary general meeting held on 11 March 2022, and in connection with the PIF Transaction, the following individuals were each appointed as Non-Executive Directors of the Board with effect from the date of the meeting:

- *Mr. Muteb Al Shathri*
- *Mr. Naif Bin Saleh Al Issa*
- *Mr. Mohammed Alsudairy*
- *Mr. Sadhak Bindal*
- *Mr. Fadi Adel AlSaid*
- *Mr. Faisal Al Areefi*

DIRECTOR INDEPENDENCE

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

DIRECTOR'S ACCESS TO OFFICERS AND INDEPENDENT ADVICE

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

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

DIRECTOR CONTINUING EDUCATION

All Directors and Committee Members are encouraged to attend, at the Company's expense, director continuing education programmes.

FY 2021 BOARD MEETINGS – ATTENDANCE RECORDS

BOARD OF DIRECTORS																	
PRESENT IN PERSON	13-Jan-21	20-Jan-21	7-Feb-21	24-Mar-21	1-Apr-21	18-Apr-21	28-Apr-21	20-May-21	26-May-21	1-Jun-21	9-Jun-21	27-Jun-21	4-Jul-21	1-Aug-21	25-Aug-21	12-Sep-21	14-Nov-21
Mr. Mohamed Al Mehairi	☎	☎	✘									○					
Mr. Abdullah Al Turifi	☎	☎	☎									○					
Mr. Abdullah Al Mazrui	☎	☎	☎	☎	☎	☎	☎	☎	☎	☎	☎	☎	☎	☎	☎	☎	☎
Mr. Marwan Shehadeh	☎	☎	☎	☎	☎	☎	☎	✘	☎	☎	☎	☎	☎	☎	☎	☎	☎
Mr. Ahmed Ramdan	☎	☎	☎	✘	☎	☎	☎	☎	☎	✘	☎	☎	☎	✘	☎	☎	☎
Mr. Khalifa Al Romaithi	☎	☎	☎	☎	☎	✘	☎	☎	☎	☎	☎	☎	☎	☎	☎	✘	☎
Mr. Saeed Al Mehairbi	☎	☎	✘									○					
Mr. Edward Quinlan	☎	☎	☎	☎	☎	☎	✓	✓	☎	☎	☎	☎	☎	☎	☎	☎	☎
Mr. Gerard Huttchinson	☎	☎	☎									○					
IN ATTENDANCE	Mr. David Holiday	Mr. David Holiday	Mr. David Holiday	Mr. David Holiday	Mr. David Holiday	Mr. David Holiday	Mr. David Holiday	Mr. David Holiday	Mr. David Holiday	Mr. David Holiday	Mr. David Holiday	Mr. David Holiday	Mr. David Holiday	Mr. David Holiday	Mr. David Holiday	Mr. David Holiday	Mr. David Holiday
BY INVITATION	Mr. Kevin Lewis	Mr. Kevin Lewis	Mr. Kevin Lewis	Mr. Kevin Lewis	Mr. Kevin Lewis	Mr. Kevin Lewis	Mr. Kevin Lewis	Mr. Kevin Lewis	Mr. Kevin Lewis	Mr. Kevin Lewis	Mr. Kevin Lewis	Mr. Kevin Lewis	Mr. Kevin Lewis	Mr. Kevin Lewis	Mr. Kevin Lewis	Mr. Kevin Lewis	Mr. Kevin Lewis
	Mr. Steven Salo	Mr. Steven Salo	Mr. Steven Salo	Mr. Steven Salo	Mr. Steven Salo	Mr. Steven Salo	Mr. Steven Salo	Mr. Steven Salo	Mr. Steven Salo	Mr. Steven Salo	Mr. Steven Salo	Mr. Steven Salo	Mr. Steven Salo	Mr. Steven Salo	Mr. Steven Salo	Mr. Steven Salo	Mr. Steven Salo

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

BOARD COMMITTEES

NOMINATION & REMUNERATION COMMITTEE

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

The composition of the Nomination and Remuneration Committee as at 31 December 2021 was as follows:

- Mr. Ahmed Ramdan (Committee Chairman)
- Mr. Khalifa Romaithi
- Mr. Edward Quinlan

NOMINATION & REMUNERATION COMMITTEE			
COMMITTEE MEMBERS	25-Apr-21	23-Aug-21	21-Nov-21
Mr. Ahmed Ramdan (Chairman)	☎	☎	☎
Mr. Khalifa Al Romaithi	☎	☎	✘
Mr. Edward Quinlan	✓	☎	✓
IN ATTENDANCE	Mr. David Holiday	Mr. David Holiday	Mr. David Holiday
BY INVITATION	Mr. Kevin Lewis	Mr. Kevin Lewis	Mr. Kevin Lewis
	Mr. Mahmoud Al Sabbagh	Mr. Steven Salo	Mr. Steven Salo
	Mr. Matt Cooper-Bradfield	Mr. Matt Cooper-Bradfield	

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

AUDIT & COMPLIANCE COMMITTEE

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

The composition of the Audit and Compliance Committee as at 31 December 2021 was as follows:

- Mr. Edward Quinlan (Committee Chairman)
- Mr. Khalifa Al Romaithi
- Mr. Ahmed Ramdan

AUDIT & COMPLIANCE COMMITTEE					
COMMITTEE MEMBERS	25-Apr-21	21-Jun-21	23-Aug-21	28-Sep-21	21-Nov-21
Mr. Edward Quinlan (Chairman)	✓	✓	✓	☎	✓
Mr. Khalifa Al Romaithi	☎	☎	☎	☎	✘
Mr. Ahmed Ramdan	☎	☎	☎	✘	☎
IN ATTENDANCE	Mr. David Holiday	Mr. David Holiday	Mr. David Holiday	Mr. David Holiday	Mr. David Holiday
BY INVITATION	Mr. Kevin Lewis	Mr. Kevin Lewis	Mr. Kevin Lewis	Mr. Kevin Lewis	Mr. Kevin Lewis
	Mr. Steven Salo	Mr. Steven Salo	Mr. Steven Salo	Mr. Steven Salo	Mr. Steven Salo
	Mr. Hari Jose James	Mr. Hari Jose James	Mr. Hari Jose James	Mr. Hari Jose James	Mr. Hari Jose James
	Mr. Peter Lalor	Mr. Peter Lalor	Mr. Peter Lalor	Mr. Peter Lalor	

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

SUBSEQUENT EVENT NOTE:

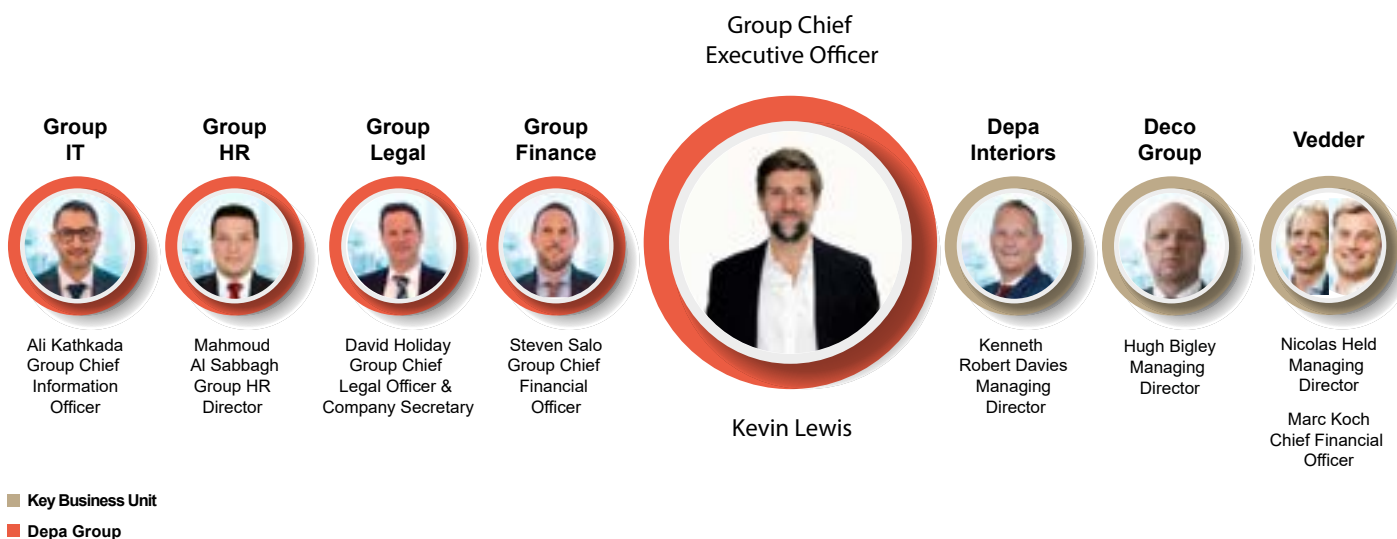
It is noted that by decision of the Board on 24 March 2022, Mr. Naif bin Saleh Al Issa was appointed as a member of the Audit & Compliance Committee with immediate effect in place of Mr. Khalifa Al Romaithi.

It is further noted that by decision of the Board on 24 March 2022, an Executive Committee (ExCom) of the Board was established with immediate effect. The initial members of the ExCom are as follows:

- *Mr. Muteb bin Mohammed Al Shathri;*
- *Mr. Sadhak Bindal;*
- *Mr. Marwan Shehadeh; and*
- *Mr. Ahmed Ramdan.*

GROUP CHIEF EXECUTIVE OFFICER AND MANAGEMENT

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



GROUP CHIEF EXECUTIVE OFFICER

The primary role of the Group Chief Executive Officer is to define and execute the Company's vision, mission, values and strategy.

The Group Chief Executive Officer is responsible for the Group's overall operations, profitability and sustainable growth. The Group Chief Executive Officer supervises and develops the operational and business plan and directs the Group and aligns its employees towards the achievement of its objectives.

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

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

MANAGEMENT

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

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

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

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

REMUNERATION AND PERFORMANCE EVALUATION

BOARD PERFORMANCE EVALUATION

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

BOARD REMUNERATION

The remuneration of Directors and Committee Members for FY 2021 consisted of fixed attendance fees as follows:

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

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

GROUP CHIEF EXECUTIVE OFFICER AND MANAGEMENT PERFORMANCE EVALUATION

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

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

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

RISK MANAGEMENT AND INTERNAL CONTROL

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

DELEGATION OF AUTHORITY MATRIX

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

The Board delegates comprehensive power and authorities to manage the business and affairs of Depa Group to the Group Chief Executive Officer. Cascading the Group Chief Executive Officer's powers and authorities appropriately throughout the Group ensures:

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

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

ENTERPRISE RISK MANAGEMENT

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

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

INTERNAL AUDIT FUNCTION

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

COMPLIANCE AND GOVERNANCE FUNCTION

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

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

SHARE TRADING POLICY

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

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

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

All insider share dealings in the Company's shares during 2021 have been disclosed as per the DFSA Market Rules.

RELATED PARTY POLICY

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

INVESTOR RELATIONS AND DISCLOSURE POLICY

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

EMPLOYEE CONDUCT AND WHISTLEBLOWING POLICY

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

ANTI BRIBERY AND CORRUPTION POLICY

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

CONNECTED PERSONS

Shareholders of 5% or more	Number of Shares	% of Total Shares Issued
Al Futtaim Capital LLC	163,313,849	26.41%
Mashreqbank PSC	149,555,275	24.18%
Mazrui Investments LLC	54,766,513	8.86%
Clarity Fund SPC Ltd	47,432,445	7.67%

Senior Management	Personal Portfolio	% of Total Shares Issued
Mr Kevin Lewis Group Chief Executive Officer	0	0.00%
Mr. David Holiday Group Chief Legal Officer & Company Secretary	538,122	0.09%
Mr. Steven Salo Group Chief Financial Officer	538,122	0.09%
Mr. Ali Katkhada Group Chief Information Officer	27,120	0.004%
Mr. Hugh Bigley Managing Director - Deco	55,268	0.009%
Mr. Marc Koch Managing Director and Chief Financial Officer – Vedder	0	0.00%
Mr. Nicolas Held Managing Director - Vedder	0	0.00%
Mr. Kenneth Robert Davies Managing Director – Depa Interiors	0	0.00%
Mr. Mahmoud Al Sabbagh Group HR Director	0	0.00%

SUBSEQUENT EVENT NOTE:

1. As at 31 December 2021, the issued share capital of the Company (excluding shares held in treasury) comprised 614,145,794 shares. Following allotment and issuance of the 750,000,000 Subscription Shares to PIF on 11 February 2022, PIF holds approximately 54.5 per cent of the voting rights and rights to distributions in the Company and is a Connected Person. The percentage holdings, together with respective voting and distribution rights of all ordinary shareholders, including the Connected Persons listed above, have accordingly been diluted proportionately to the Subscription Shares as a percentage of the total issued share capital of the Company.
2. On 25 March 2022, Mazrui Investments LLC acquired an additional 17,027,363 ordinary shares in the Company increasing its total number of shares held to 71,793,876 (5.25%* of the total issued shares of the Company).

*As at the date of publication of this report

ECONOMIC SUBSTANCE REPORTING

Pursuant to UAE Cabinet of Ministers Resolution No. 31 of 2019 concerning Economic Substance Regulations in the UAE (as amended) (the "ES Regulations"), with effect from 1 January 2020 onwards, UAE companies within the scope of the ES Regulations are required to prepare and submit economic substance declarations.

Entities that are within the scope of the ES Regulations include companies undertaking Holding Company business (which includes the Company and other Depa Group companies). These entities are required to submit an annual notification form to their respective Regulatory Authority, and complete and submit to the same Regulatory Authority an Economic Substance Report within 12 months from the end of their financial year.

The ES Regulations apply to financial years commencing on or from 1 January 2020. The ESR filings for all relevant Group companies, including the Company were duly completed within deadline as follows:

Licensee	Case Type	Progress Code	Financial Period
Depa United Group PJSC	Notification	Form submitted	2021
Depa Beta Investments LLC	Notification	Form submitted	2021
Depa PLC	Notification	Form submitted	2021



FINANCIAL STATEMENTS

		AED million	
Consolidated statement of profit or loss	Note	2021	2020
Continuing operations			
Revenue		801.6	912.5
Expenses	4	(836.9)	(968.2)
Net reversal / (charge) for trade and other receivables and due from construction contract customers	13,14	29.0	(197.3)
Impairment loss on goodwill and intangibles	8,9	-	(86.7)
Share of profit from associates	10	0.8	1.1
Finance income		1.2	1.4
Finance cost		(10.7)	(13.9)
Net - finance cost		(9.5)	(12.5)
Loss before tax		(15.0)	(351.1)
Income tax expense	5	(12.2)	(9.9)
Loss for the year from continuing operations		(27.2)	(361.0)
Profit / (loss) from discontinued operations	29,30	84.3	(138.5)
Profit / (loss) for the year		57.1	(499.5)
Attributable to:			
Owners of Depa PLC		39.8	(484.8)
Non-controlling interests		17.3	(14.7)
		57.1	(499.5)
Earnings per share			
Basic and diluted loss per share from continuing operations (UAE fils)	6	(4)	(59)
Basic and diluted profit / (loss) per share from discontinued operations (UAE fils)	6	11	(20)

		AED million	
Consolidated statement of comprehensive income	Note	2021	2020
Profit / (loss) for the year		57.1	(499.5)
Other comprehensive income			
Items that may be reclassified to profit or loss:			
Exchange differences on translation of foreign operations		(2.9)	7.5
Items that will not to be reclassified to profit or loss:			
Actuarial gain / (loss) recognised	20	7.0	(6.3)
Changes in fair value of financial assets at fair value through other comprehensive income	11	-	(8.5)
Other comprehensive income / (loss) for the year		4.1	(7.3)
Total comprehensive income / (loss) for the year		61.2	(506.8)
Attributable to:			
Owners of Depa PLC		43.9	(491.6)
Non-controlling interests		17.3	(15.2)
		61.2	(506.8)
Attributable to owners of Depa PLC arises from:			
Continuing operations		(23.4)	(368.3)
Discontinued operations		67.3	(123.3)

Consolidated statement of financial position

AED million

	Note	At 31 December	
		2021	2020
ASSETS			
Cash and bank balances	27	160.3	137.4
Trade and other receivables	13	320.0	256.9
Due from construction contract customers	14	190.8	190.8
Inventories	15	35.6	9.0
		706.7	594.1
Assets classified as held for sale	29	-	379.3
Total current assets		706.7	973.4
Contract retentions		166.1	172.6
Financial assets at fair value through OCI	11	-	8.1
Property, plant and equipment	7	90.0	61.8
Right-of-use assets	34	29.8	20.8
Intangible assets	8	8.7	8.8
Investment properties	12	6.6	8.4
Investment in associates	10	13.3	12.5
Goodwill	9	32.3	-
Total non-current assets		346.8	293.0
Total assets		1,053.5	1,266.4
LIABILITIES			
Trade and other payables	21	651.7	617.3
Income tax payable	5	3.5	2.5
Borrowings	19	54.3	155.0
Liabilities directly associated with assets classified as held for sale		709.5	774.8
	29	-	228.2
Total current liabilities		709.5	1,003.0
Employees' end of service benefits	20	59.8	70.1
Retentions		19.4	18.8
Lease liabilities	34	27.6	18.2
Deferred tax liabilities	5	0.1	0.1
Borrowings	19	19.7	-
Total non-current liabilities		126.6	107.2
Total liabilities		836.1	1,110.2
Net assets		217.4	156.2
EQUITY			
Share capital	16	908.9	908.9
Share premium		172.1	172.1
Treasury shares	17	(12.6)	(12.6)
Statutory reserve	18	60.0	60.0
Translation reserve		(19.6)	(16.7)
Other reserve		(6.9)	(13.9)
Accumulated losses		(832.5)	(872.3)
Equity attributable to Owners of Depa PLC		269.4	225.5
Non-controlling interests		(52.0)	(69.3)
Net equity		217.4	156.2

The consolidated financial statements were approved for issue by the Board of Directors on 24 March 2022 and signed on its behalf by:


 Group Chief Executive Officer


 Group Chief Financial Officer

Consolidated statement of changes in equity

	Share capital	Share premium	Treasury shares	Statutory reserve	"Translation reserve"	Other reserve	"Accumulated losses"	Atributable to owners of Depa PLC	Non-controlling interests	Total
At 1 January 2020	908.9	172.1	(12.6)	60.0	(24.7)	(7.6)	(379.0)	717.1	(54.1)	663.0
Loss for the year	-	-	-	-	-	-	(484.8)	(484.8)	(14.7)	(499.5)
Other comprehensive loss for the year	-	-	-	-	8.0	(6.3)	(8.5)	(6.8)	(0.5)	(7.3)
Total comprehensive loss for the year	-	-	-	-	8.0	(6.3)	(493.3)	(491.6)	(15.2)	(506.8)
At 31 December 2020	908.9	172.1	(12.6)	60.0	(16.7)	(13.9)	(872.3)	225.5	(69.3)	156.2
Profit for the year	-	-	-	-	-	-	39.8	39.8	17.3	57.1
Other comprehensive income for the year	-	-	-	-	(2.9)	7.0	-	4.1	-	4.1
Total comprehensive income for the year	-	-	-	-	(2.9)	7.0	39.8	43.9	17.3	61.2
At 31 December 2021	908.9	172.1	(12.6)	60.0	(19.6)	(6.9)	(832.5)	269.4	(52.0)	217.4

Consolidated statement of cash flows
AED million

	Note	2021	2019
Operating activities			
Profit / (loss) before income tax from:			
Continuing operations		(15.0)	(351.1)
Discontinued operations		88.8	(138.5)
Profit / (loss) before tax including discontinued operations		73.8	(489.6)
Adjustments for:			
Depreciation of property, plant and equipment	7	21.5	27.4
Depreciation on right-of-use assets	34	4.3	7.3
Gain on deconsolidation of subsidiaries	30	(152.0)	-
Amortisation and impairment of intangible assets	8	1.3	17.0
Loss on disposal of property, plant and equipment		-	0.4
Gain on disposal of investment in an associate		(1.0)	-
Finance income		(1.2)	(1.4)
Finance cost		14.6	17.4
Fair value loss on assets held for sale		-	4.2
Loss on lease termination		-	0.9
Provision for inventory obsolescence	15	0.9	-
Net impairment on trade and other receivables, contract retentions and due from construction contract customers	13,14	(23.1)	237.6
Change in fair value of investment properties	12	-	12.0
Impairment loss on goodwill		-	72.6
Impairment of property, plant and equipment and right-of-use assets	7,34	-	10.2
Impairment of deferred tax assets		-	0.8
Share of profit from associates	10	(0.8)	(1.1)
Provision for employees' end of service benefits	20	7.2	10.4
Operating cash flows before payment of employees end of service benefits, taxes and changes in working capital		(54.5)	(73.9)
Employees' end of service benefits paid	20	(10.5)	(21.2)
Income tax paid		(8.7)	(20.0)
Working capital changes:			
Trade and other receivables		(6.6)	84.4
Inventories		(7.5)	11.1
Due from construction contract customers		58.9	177.7
Contract retentions		2.4	6.9
Retentions		0.6	(14.9)
Trade and other payables		45.2	(150.4)
Restricted cash		16.8	(20.7)
Net cash generated from / (used in) operating activities		36.1	(21.0)

Consolidated statement of cash flows (continued)
AED million

	Note	2021	2020
Investing activities			
Purchase of property, plant and equipment	7	(2.7)	(5.7)
Proceeds from sale of property, plant and equipment		-	5.5
Purchase of intangible assets	8	(0.5)	-
Dividends received from associates	10	-	1.0
Decrease in long term fixed deposits		-	8.5
Proceeds from sale of investment property		-	13.0
Net cash for entities held for sale		-	(59.1)
Proceeds from sale of financial assets at fair value through OCI		8.1	-
Net debt for deconsolidation of subsidiaries		33.2	-
Reclassification of subsidiary to continued operations		57.6	-
Proceeds from sale of investment in an associate		1.0	-
Finance income received		1.2	1.4
Net cash generated from / (used in) investing activities		97.9	(35.4)
Financing activities			
Principal elements of lease payments		(3.7)	(5.3)
(Decrease) / increase in borrowings		(2.9)	3.4
Finance cost paid		(14.6)	(17.4)
Net cash used in financing activities		(21.2)	(19.3)
Net increase / (decrease) in cash and cash equivalents		112.8	(75.7)
Effect of foreign exchange difference		3.9	(2.1)
Cash and cash equivalents at the beginning of the year		8.8	86.6
Cash and cash equivalents at the end of the year	27	125.5	8.8

1. CORPORATE INFORMATION

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

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

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

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

2.1 BASIS OF PREPARATION

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

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

The consolidated statement of profit or loss and the consolidated statements of comprehensive for the prior year have been re-presented to reflect operations reported as discontinued / continued (note 29, 30) together with those classified as continued / discontinued (note 29, 30) in the current year. Management has adopted not to represent comparatives for consolidated statement of financial position.

(a) New standards and amendments adopted by the Group

The Group has applied the following amendments for the first time for their annual reporting period commencing 1 January 2021:

- Amendment to IFRS 16, ‘Leases’ – Covid-19 related rent concessions; and
- Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16 – interest rate benchmark reform – Phase 2.

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

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

Certain new accounting standards and interpretations have been published that are not mandatory for 31 December 2021 reporting periods and have not been early adopted by the Group. These standards are not expected to have a material impact on the Group in the current or future reporting periods and on foreseeable future transactions.

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

2.1.1 MANAGEMENT'S ASSESSMENT OF GOING CONCERN BASIS

The Group reported a total comprehensive income of AED 61.2 million (2020: AED 506.8 million loss) for the year. The current liabilities of the Group exceed the current assets by AED 2.8 million (2020: AED 29.6 million) and the Group had positive operating cash flows of AED 36.1 million (2020: AED 21.0 million negative operating cash flows).

The appointment of liquidators to Design Studio Group Ltd. during the year resulted in the Group's loss of control of Design Studio Group Ltd. and its subsidiaries (together here-in-after referred as 'DSG') (see note 30). Therefore, the Group derecognised the assets and liabilities of DSG and recorded the corresponding gain on the deconsolidation.

Subsequent to year end, the Group entered into a definitive subscription agreement with the Public Investment Fund ("PIF"), whereby PIF made a cash investment of AED 150 million in Group (see note 31). The proceeds will be used to recapitalise the business and provide additional working capital with which the Group can more comfortably deliver both its existing projects and future projects.

Management prepared cash flow projections, including multiple sensitivities and scenarios, to assess the Group's liquidity position until April 2023.

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

2.2 BASIS OF CONSOLIDATION

(a) Subsidiaries

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

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

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

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

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

(b) Associates

Associates are all entities over which the Group has significant influence but not control or joint control. This is generally the case where the Group holds between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting, after initially being recognised at cost.

(c) Joint arrangements

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

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

(d) Changes in ownership interests

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

2.3 SEGMENT REPORTING

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

2.4 FOREIGN CURRENCY TRANSLATION

(a) Functional and presentation currency

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

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

(b) Transactions and balances

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

(c) Group companies

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

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

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

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

2.5 PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment are stated at historical cost less accumulated depreciation and accumulated impairment losses, if any. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably.

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

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

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

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

2.6 INVESTMENT PROPERTIES

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

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

2.7 GOODWILL

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

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

2.8 INTANGIBLE ASSETS

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

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

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

Brand name and rights	15 years
Software	3 - 5 years

2.9 IMPAIRMENT OF NON-FINANCIAL ASSETS

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

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

2.10 INVENTORIES

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

2.11 FINANCIAL ASSETS

(a) Classification

The Group classifies its financial assets in the following categories:

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

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

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

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

(b) Recognition, derecognition and measurement

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

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

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

The Group classifies debt instruments at amortised cost using effective interest rate method. Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset.

(c) Impairment

The Group assesses on a forward looking basis the expected credit losses associated with its financial assets.

For trade receivables and contract assets, the Group applies the simplified approach permitted by IFRS 9 "Financial Instruments", which requires expected lifetime losses to be recognised from initial recognition of the receivables and contract assets.

2.12 OFFSETTING FINANCIAL INSTRUMENTS

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

2.13 TRADE AND OTHER RECEIVABLES

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

2.14 CASH AND CASH EQUIVALENTS

In the consolidated statement of cash flows, cash and cash equivalents include cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less and bank overdrafts. In the consolidated statement of financial position, bank overdrafts are shown within bank borrowings.

2.15 SHARE CAPITAL

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

2.16 TRADE AND OTHER PAYABLES

Trade payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

2.17 PROVISIONS

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

2.18 FINANCIAL LIABILITIES

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

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings, net of directly attributable transaction costs.

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

2.19 BANK BORROWINGS

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

2.20 BORROWING COSTS

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

2.21 CURRENT AND DEFERRED INCOME TAX

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

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

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

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

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

2.22 SHARE-BASED PAYMENTS

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

2.23 EMPLOYEES' END OF SERVICE BENEFITS

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

The Group provides post-employment defined benefit plans under several jurisdictions in which the Group operates. These benefits are currently un-funded. The cost of providing benefits under the defined benefit plans is determined separately for each plan using the projected unit credit method.

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

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

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

2.24 ROUNDING OF AMOUNTS

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

2.25 REVENUE RECOGNITION

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

(a) Contract revenue and revenue from sale of goods and procurement services

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

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

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

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

For performance obligations where any one of the above conditions are not met, revenue is recognised at the point in time at which the performance obligation is satisfied. The Group is required to assess each of its contracts with customers to determine whether performance obligations are satisfied over time or at a point in time in order to determine the appropriate method of recognising revenue. The Group has concluded that for majority of its arrangements, it is either creating or enhancing an asset controlled by the customer or it is creating an asset with no alternative use and has an enforceable right to payment for work completed. Therefore, it meets the criteria to recognise revenue over time and measure progress of its projects through the cost to complete method (input method) as it best depicts the transfer of control of products and services under each performance obligation.

When the Group satisfies a performance obligation by delivering the promised goods or services it creates a contract asset based on the amount of consideration earned by the performance. Where the amount of consideration received from a customer exceeds the amount of revenue recognised this gives rise to a contract liability. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes and duty. The Group assesses its revenue arrangements against specific criteria to determine if it is acting as principal or agent. The Group has concluded that it is acting as a principal in all of its revenue arrangements.

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

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

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

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

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

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

If any of the above criteria is met, the arrangements are combined and accounted for as a single arrangement for revenue recognition. Pre-contract cost of obtaining a contract with a customer is recognised as an asset if those costs are expected to be recovered.

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

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

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

(b) Interest income

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount.

(c) Dividend income

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

2.26 LEASES

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

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

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

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

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

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

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

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

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

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

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

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

2.27 DIVIDEND

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

2.28 EARNINGS PER SHARE

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

2.29 GOVERNMENT GRANTS

Grants from the government are recognised as a receivable at their fair value when there is reasonable assurance that the grant will be received and the Group will comply with all the attached conditions. Government grants receivable are recognised as income over the periods necessary to match them with the related costs which they are intended to compensate, on a systematic basis. Government grants relating to expenses are shown separately as other income.

Government grants relating to assets are deducted against the carrying amount of the assets.

3. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

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

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

3.1 CRITICAL ACCOUNTING ESTIMATES AND ASSUMPTIONS

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

(a) Recognition of revenue from construction contracts

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

(b) Construction cost estimates

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

(c) Contract variations

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

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

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

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

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

(e) Employees' end of service benefits

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

(f) Impairment of goodwill

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

(g) Taxes

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

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

3.2 CRITICAL JUDGEMENTS

Joint operations

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

4. EXPENSES

	AED million	
	2021	2020
Personnel costs	298.9	333.1
Sub-contractor costs	261.3	336.1
Material costs	219.7	223.5
Depreciation	20.4	21.5
Registration and legal expenses	7.2	4.9
Depreciation of right-of-use assets	4.3	4.7
Premises rent	2.9	2.5
Amortisation of intangibles (note 8)	1.3	2.9
Changes in fair value of investment properties (note 12)	-	12.0
Other expenses	20.9	27.0
	836.9	968.2

5. INCOME TAX EXPENSE

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

A) INCOME TAX RECOGNISED IN THE CONSOLIDATED FINANCIAL STATEMENTS:

	AED million	
	2021	2020
Current tax expense	16.7	9.9
	16.7	9.9

	AED million	
	2021	2020
Effective tax rate from taxable operations		
Profit before tax from operations which are taxable	35.8	37.7
Loss before tax from operations which are taxable	(100.9)	(215.0)
Profit from operations before tax which are not taxable	222.3	(312.3)
Profit before tax including discontinued operations	157.2	(489.6)
Total income tax expense during the year	(16.7)	(9.9)
Effective tax rate on profit from operations which are taxable	46%	26%

	AED million	
	2021	2020
Income tax from continuing operations	(12.2)	(9.9)
Income tax from discontinued / deconsolidation of subsidiaries	(4.5)	-
Effective tax rate on profit from operations which are taxable	(16.7)	(9.9)

<i>The relationship between tax expense and the accounting profit is as follows:</i>	AED million	
	2021	2020
Loss before tax (including discontinued operations)	(43.1)	(163.9)
Tax at the domestic rates applicable to profits in countries where the Group operates	(16.7)	(9.7)
Others	-	(0.2)
	(16.7)	(9.9)

B) TAX BALANCES

<i>The following is the analysis of tax balances presented in the consolidated statement of financial position:</i>	AED million	
	2021	2020
Deferred tax liabilities	0.1	0.1
Income tax payable	3.5	2.5

6. BASIC AND DILUTED EARNINGS PER SHARE

Basic and diluted earnings per share is calculated by using weighted average number of ordinary shares outstanding during the year of 614,145,794 shares (2020: 614,145,794 shares), which represent the outstanding shares of 618,452,753 (refer note 16), net of treasury shares of 4,306,959 (refer note 17).

	AED million	
	2021	2020
Basic earnings per share (continuing operations)		
Loss attributable to ordinary shareholders in AED million	(27.5)	(361.0)
Weighted average number of ordinary shares outstanding	614,145,794	614,145,794
Basic loss per share (UAE fils)	(4)	(59)
Basic earnings per share (discontinued operations)		
Profit / (loss) attributable to ordinary shareholders in AED million	67.3	(123.8)
Weighted average number of ordinary shares outstanding	614,145,794	614,145,794
Basic earnings / (loss) per share (UAE fils)	11	(20)
Diluted earnings per share (continuing operations)		
Loss attributable to ordinary shareholders in AED million	(27.5)	(361.0)
Weighted average number of ordinary shares outstanding	614,145,794	614,145,794
Diluted loss per share (UAE fils)	(4)	(59)
Diluted earnings per share (discontinued operations)		
Profit / (loss) attributable to ordinary shareholders in AED million	67.3	(123.8)
Weighted average number of ordinary shares outstanding	614,145,794	614,145,794
Diluted earnings / (loss) per share (UAE fils)	11	(20)

7. PROPERTY, PLANT AND EQUIPMENT

	AED million					
	Land and buildings	Machinery, plant	Motor vehicles	Furniture and office equipment	Capital work-in-progress	Total
Cost						
At 1 January 2020	263.8	140.6	10.7	79.6	14.7	509.4
Additions	0.2	1.1	0.1	3.6	0.7	5.7
Transfers	6.7	-	-	-	(6.7)	-
Disposals	(4.2)	(6.1)	(2.5)	(4.7)	(0.3)	(17.8)
Assets classified as held for sale	(48.0)	(39.8)	-	(12.8)	-	(100.6)
Exchange differences	4.6	7.1	0.1	(2.3)	(0.2)	9.3
At 31 December 2020	223.1	102.9	8.4	63.4	8.2	406.0
Reclassified as continuing operations	48.0	39.8	-	12.8	-	100.6
Additions	-	1.1	-	1.2	0.4	2.7
Transfers	6.7	-	-	-	(6.7)	-
Disposals	-	(4.7)	(1.3)	(1.4)	-	(7.4)
Deconsolidation of subsidiaries	(15.8)	(11.2)	(0.4)	(16.6)	-	(44.0)
Exchange differences	(10.8)	(2.7)	-	(1.0)	-	(14.5)
At 31 December 2021	251.2	125.2	6.7	58.4	1.9	443.4
Accumulated depreciation and impairment						
At 1 January 2020	179.1	94.4	8.7	59.2	6.6	348.0
Charge for the year	13.5	7.1	0.9	5.9	-	27.4
Disposals	-	(5.5)	(1.9)	(4.5)	-	(11.9)
Impairment	-	9.1	-	0.7	-	9.8
Assets classified as held for sale	(10.0)	(16.3)	-	(6.4)	-	(32.7)
Exchange differences	1.1	1.6	0.1	0.8	-	3.6
At 31 December 2020	183.7	90.4	7.8	55.7	6.6	344.2
Reclassified as continuing operations	10.0	16.3	-	6.4	-	32.7
Charge for the year	13.0	5.9	0.7	1.9	-	21.5
Transfers	6.6	-	-	-	(6.6)	-
Disposals	-	(4.7)	(1.3)	(1.4)	-	(7.4)
Deconsolidation of subsidiaries	(13.2)	(9.4)	-	(12.1)	-	(34.7)
Exchange differences	(0.7)	(1.2)	(0.5)	(0.5)	-	(2.9)
At 31 December 2021	199.4	97.3	6.7	50.0	-	353.4
Net carrying amount						
At 31 December 2021	51.8	27.9	-	8.4	1.9	90.0
At 31 December 2020	39.4	12.5	0.6	7.7	1.6	61.8

8. INTANGIBLE ASSETS

	AED million		
	Brand name and rights	Software	Total
Cost			
At 1 January 2020	108.6	64.3	172.9
Assets classified as held for sale	-	(3.1)	(3.1)
At 31 December 2020	108.6	61.2	169.8
Assets reclassified as continuing operations	-	3.1	3.1
Additions	-	0.5	0.5
At 31 December 2021	108.6	64.8	173.4
Accumulated amortisation and impairment			
At 1 January 2020	83.5	62.9	146.4
Charge for the year	2.2	0.7	2.9
Impairment	14.1	-	14.1
Assets classified as held for sale	-	(2.4)	(2.4)
At 31 December 2020	99.8	61.2	161.0
Assets reclassified as continuing operations	-	2.4	2.4
Charge for the year	1.0	0.3	1.3
At 31 December 2021	100.8	63.9	164.7
Net carrying amount:			
At 31 December 2021	7.8	0.9	8.7
At 31 December 2020	8.8	-	8.8

During the year, the Group recorded an impairment of nil (2020: AED 14.1 million) against brand name and rights in relation to Depa Interiors. Intangibles includes certain fully amortised / impaired brand names and rights and customer lists.

9. GOODWILL

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

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

During 2020, assets in relation to Vedder were classified as assets held for sale which included goodwill amounting to AED 32.3 million, these were reclassified as part of continuing operations during 2021 (note 29).

(a) Annual test for impairment

The Group carried out an impairment test for goodwill allocated to Vedder during 2021. For impairment test purposes the recoverable amount of the cash generating unit has been estimated and is based on the higher of fair value less cost to sell or value in use calculated using cash flow projections approved by senior management covering a five-year period. Management concluded that no impairment was required.

(b) Key assumptions used

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

- Growth rate; and
- Discount rate.

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

Discount rate: Discount rate used throughout the assessment period was 10%, reflecting the cash generating unit estimated weighted average cost of capital and specific market risk profile and cost of debt. Segment-specific risk is incorporated by applying individual beta factors. The beta factors are evaluated annually based on publicly available market data.

(c) Impairment loss

During 2020 the Group estimated the recoverable amount of Depa Interiors to be lower than the carrying amount of net assets by AED 72.6 million. The recoverable amount was estimated based on a discounted cashflow model.

10. INVESTMENT IN ASSOCIATES

Details of the Group's associates are as follows:

Name of associate	Country	Holding %		Principal activities
		2021	2020	
Decolight Trading LLC	United Arab Emirates	45%	45%	Trading
Jordan Wood Industries PLC (JWICO)*	Jordan	-	36%	Manufacturing
Polypod Middle East LLC	United Arab Emirates	40%	40%	Non-operating

* Investment in the associate was disposed during the year.

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

	AED million	
	2021	2020
At 1 January	12.5	12.4
Share of profit	0.8	1.1
Dividends received	-	(1.0)
At 31 December	13.3	12.5

No individual associate is material to the Group.

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

	AED million	
	2021	2020
Current assets	39.8	56.7
Non-current assets	0.8	19.7
Total assets	40.6	76.4
Current liabilities	9.8	44.6
Non-current liabilities	1.5	13.9
Total liabilities	11.3	58.5
Net assets	29.3	17.9
Group's share of net assets of associates	13.3	12.5
Total revenue	33.5	69.0
Total profit / (loss) for the year	1.7	(10.9)
Group's share of profit and total comprehensive loss of associates	0.8	1.1

As at 31 December 2021, the Group has assessed that the investments in its associates are not impaired (2020: nil).

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

11. FINANCIAL ASSETS AT FAIR VALUE THROUGH OCI

	AED million	
	2021	2020
At 1 January	8.1	16.6
Impairment loss	-	(8.5)
Sale of financial assets at fair value through OCI	(8.1)	-
At 31 December	-	8.1

The Group had equity investments classified as fair value through OCI for which the Group has elected to present changes in respect of the fair value of equity investments in other comprehensive income (OCI). During the year, the equity investments were disposed.

12. INVESTMENT PROPERTIES

	AED million	
	2021	2020
At 1 January	8.4	33.4
Net loss due to change in fair value	-	(12.0)
Sale of investment properties	(1.8)	(13.0)
At 31 December	6.6	8.4

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

During 2021, the Group sold its villas in Morocco.

The fair value stated in the report is determined using valuation methods with parameters not based exclusively on observable market data (level 3). Rental income recognised during the year was nil in the consolidated statement of profit or loss (2020: nil).

13. TRADE AND OTHER RECEIVABLES

	AED million	
	2021	2020
Trade receivables	228.2	298.5
Contract retentions	113.3	155.2
	341.5	453.7
Less: Impairment of trade receivables and contract retentions	(267.1)	(347.5)
Net- trade receivable and contract retentions	74.4	106.2
Guarantees encashed by customers	-	18.2
Less: Impairment of guarantees encashed by customers	-	(18.2)
Net- guarantees encashed by customers	-	-
Amounts due from related parties (refer note 22)	9.0	9.0
Other receivables	65.1	39.1
Other assets at amortised cost:		
Advances to sub-contractors and suppliers	157.9	91.8
Prepayments	13.6	10.8
	320.0	256.9

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

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

The movement in the allowance for trade receivables and contract retentions during the year is as follows:

	AED million	
	2021	2020
At 1 January	347.5	214.1
Charge for the year	28.9	151.4
Reclassification (note 14)	0.6	-
Deconsolidation of subsidiaries	(34.2)	-
Reversal during the year	(56.8)	(11.2)
Amounts written off/transferred – net	(18.9)	(6.8)
At 31 December	267.1	347.5

The average credit period on contract revenue is 90 days. No interest is charged on the trade receivables.

The expected loss rates are based on the payment profiles of sales over a period of 36 months before 31 December 2021 or 1 January 2021 respectively and the corresponding historical credit losses experienced within this period.

The Group has concluded expected loss rates for trade receivables and contract retentions which have been segregated based on credit risk characteristics. The loss allowance was determined for each segment separately and ranges up to 70% (2020: up to 71%) depending on the ageing buckets in which the trade receivables and retentions customers fall.

During the year, the Group recorded a provision in respect of balances due from related parties (note 22) amounting to nil (2020: AED 53.8 million).

The ageing analysis of trade receivables and retentions is as follows:

	AED million			
	2021		2020	
	Gross	Provision	Gross	Provision
Not yet due	82.6	82.6	115.3	106.0
Due for 0 to 180 days	69.2	1.1	82.9	16.8
Due for 181 to 365 days	12.4	7.7	35.5	15.5
Due for more than 365 days	177.3	175.7	220.0	209.2
	341.5	267.1	453.7	347.5

Provision balance includes AED 157.9 million (2020: AED 156.7 million) relating to contract retention receivables.

The maximum exposure to credit risk at the reporting date is the carrying value of each class of receivables mentioned above. The Group does not hold any collateral as security.

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

The Group has a number of long overdue contract balances for completed projects for which the Group is currently in discussion with the customers for the settlement of the outstanding balances and believes no further provision is required.

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

14. DUE FROM CONSTRUCTION CONTRACT CUSTOMERS

	AED million	
	2021	2020
Contracts in progress at end of the reporting period		
Amount due from construction contract customers	303.0	358.4
Less: Impairment of amount due from construction contract customers	(112.2)	(167.6)
Amount due from construction contract customers included in current assets	190.8	190.8
Amount due to construction contract customers included in trade and other payables (refer note 21)	(35.7)	(39.3)
	155.1	151.5
Contract cost incurred plus recognised profits less recognised losses to date	4,750.2	5,149.4
Less: Progress billings	(4,595.1)	(4,997.9)
	155.1	151.5

Amount due from construction contract customers includes amounts which have been recognised as revenue and have not been certified or invoiced at the end of the reporting period.

The Group has concluded expected loss rates for amount due from construction contract customers which have been segregated based on credit risk characteristics. The loss allowance was determined ranges up to 31% (2020: up to 32%) depending on the ageing buckets in which the amount due from construction contract customers fall.

During the year, the Group recorded a provision in respect of balances due from related parties (note 22) amounting to nil (2020: AED 25.8 million).

<i>The movement in the allowance for amount due from construction contract customers during the year is as follows:</i>	AED million	
	2021	2020
At 1 January	167.6	91.5
Charge for the year	15.1	107.4
Deconsolidation of subsidiaries	(53.5)	-
Reversal during the year	(10.3)	(10.0)
Reclassification (note 13)	(0.6)	-
Amounts written off	(6.1)	(21.3)
At 31 December	112.2	167.6

15. INVENTORIES

	AED million	
	2021	2020
Raw materials	39.6	23.7
Goods in transit	4.3	-
Work in progress	7.3	-
	51.2	23.7
Less: Allowances for slow moving inventories	(15.6)	(14.7)
	35.6	9.0

<i>The movement in the allowance for slow moving inventory during the year is as follows:</i>	AED million	
	2021	2020
At 1 January	14.7	15.5
Charge for the year	0.9	-
Amounts written off	-	(0.8)
At 31 December	15.6	14.7

16. SHARE CAPITAL

The share capital as at 31 December 2021 and 2020 comprises of the following:

	AED million	
	2021	2020
Authorised share capital:		
5,000,000,000 ordinary shares of AED 1.47 (US\$ 0.40) each	7,350.0	7,350.0
Issued and fully paid share capital:		
618,452,753 ordinary shares (2020: 618,452,753) of AED 1.47 (US\$ 0.40) each	908.9	908.9

17. TREASURY SHARES

At 31 December 2021, the number of treasury shares held was 4,306,959 (2020: 4,306,959) amounting to AED 12.6 million (2020: AED 12.6 million).

The fair value of the treasury shares at the reporting date is AED 0.8 million (2020: AED 1.1 million).

18. STATUTORY RESERVE

In accordance with the Articles of Association of certain subsidiaries of the Group, 10% of the profit for the year is transferred to a statutory reserve for each entity. Such transfers are required to be made until the reserve equals 50% of the share capital in each of the subsidiaries. This reserve is not available for distribution, except in circumstances stipulated in the commercial laws applicable to each entity.

19. BORROWINGS

	AED million	
	2020	2019
Bank overdrafts (note 27)	17.1	94.1
Bank loans	45.9	-
Trust receipts and acceptances	11.0	60.9
	74.0	155.0
The borrowings are repayable as follows:		
Within 1 year	54.3	155.0
1- 2 years	3.6	-
Later than 2 years	16.1	-
	74.0	155.0
Presented in the consolidated statement of financial position as:		
Non-current liabilities	19.7	-
Current liabilities	54.3	155.0
	74.0	155.0

(a) Bank overdrafts

The interest rate on the overdrafts varies between EIBOR plus 2.75% to 3.75% per annum (2020: EIBOR plus 2.75% to 3.75%) and the bank base rate plus a margin per annum.

(b) Bank loans

These loans comprise the following:

- i. In 2013, the Group obtained two separate loans facilities from a German bank to finance the purchase of fixed assets amounting to EUR 5.5 million and EUR 2.5 million. The loans bear a fixed rate of interest per annum of 2.75% and are payable in 120 monthly instalments, ending 30 July 2033. The loans are secured by way of a charge on the land.
- ii. During 2019, the Group obtained a new loan facility of AED 4.4 million (EUR 1.0 million) from a German bank for operational machinery investment. The loan bears a fixed rate of interest per annum of 1% and is repayable in 24 quarterly instalments, ending 25 March 2025.

- iii. During 2021, bank overdrafts amounting to AED 45.3 million were converted to loans. These loans bear interest rate ranging from EIBOR plus 4% to 4.25% per annum and are repayable in 22 to 24 months, ending 25 December 2022.

(c) **Trust receipts and acceptances**

Trust receipts and acceptances are one of the financing facilities used by the Group for imports. The buyer promises to hold the goods received in the name of the bank arranging the financing. The bank retains title to the goods until the debt is settled. The payment terms vary between 30 and 180 days and are subject to interest rates ranging from EIBOR plus 2.5% to 3.75% per annum (2020: EIBOR plus 2.5% to 3.75% per annum) and the bank base rate plus a margin per annum.

(d) **Security**

The majority of the Group bank facilities are secured by corporate guarantees and/or assignment of certain contract receivables.

(e) **Covenants**

The Group has various debt covenants related to its facilities which require maintaining certain financial ratios within stipulated limits. These financial ratios address the liquidity and capital structure of the Group.

During the year, the Group was in breach of a number of its financial covenants with commercial banks. There is no impact of these breaches on the classification of bank borrowings disclosed in the consolidated financial statements as they relate to current liabilities.

(f) **Related party**

Bank overdraft amounting to AED 15.1 million (2020: AED 47.9 million) and bank loans amounting to AED 8.3 million (2020: nil) are owed to a related party, a bank.

20. EMPLOYEES' END OF SERVICE BENEFITS

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

The following tables summarise the components of net benefit expense recognised in the consolidated statement of profit or loss and other comprehensive income:

	AED million	
	2021	2020
Current service cost	5.7	8.3
Interest cost	1.5	2.1
Net expense recognised in the consolidated statement of profit or loss	7.2	10.4
Net actuarial gain / (loss) recognised in consolidated statement of comprehensive income	(7.0)	6.3

Changes in the present value of defined benefit obligations is as follows:

	AED million	
	2021	2020
At 1 January	70.1	74.6
Current service cost	5.7	8.3
Interest cost	1.5	2.1
Benefits paid during the year	(10.5)	(21.2)
Actuarial (gain) / loss recognised in consolidated statement of comprehensive income	(7.0)	6.3
At 31 December	59.8	70.1

The principal assumptions used in determining the provision for end of service benefit obligations are shown below:

	AED million	
	2021	2020
Discount rate per annum compound	2.4%	1.9%
Salary increase rate per annum compound - Staff and workers	0% - 3.5%	0% - 3.5%

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

21. TRADE AND OTHER PAYABLES

	AED million	
	2021	2020
Advances received	129.3	132.6
Trade payables	84.4	153.1
Project cost accruals	64.1	58.9
Subcontractor/supplier retentions	37.2	62.6
Amount due to construction contract customers (refer note 14)	35.7	39.3
Amounts due to related parties (refer note 22)	9.6	10.4
Other payables	291.4	160.4
	651.7	617.3

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

22. RELATED PARTIES

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

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

(a) Commercial transactions

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

The tables below summarise amounts due to and due from related parties, as well as amounts included in expenses and management remuneration.

	AED million	
	2021	2020
Amounts due from related parties (refer note 13)		
Entities with common ownership and/or management		
Lindner AG	9.0	9.0
	9.0	9.0
Amounts included in trade receivables, contract retention and amounts due from customers on construction contracts are the following related party balances		
Entities with common ownership and/or management		
Arabtec Construction LLC*	-	90.6
AF Construction LLC	72.9	61.8
Target Engineering Company LLC*	-	13.2
	72.9	165.6
Less: Loss allowance	-	(81.6)
	72.9	84.0
Amounts included in cash and cash equivalents		
Entities with common ownership and/or management		
Mashreqbank PSC*	30.2	26.0
	30.2	26.0

	AED million	
	2021	2020
Amounts due to related parties (refer note 21)		
Joint Operations		
Amounts due to joint operating partners	0.8	0.8
Lindner Depa Interiors	8.8	8.8
Entities with common ownership and/or management		
Jordan Wood Industries PLC	-	0.8
	9.6	10.4
Amounts included in bank borrowings		
Mashreqbank PSC*	23.4	47.9
	23.4	47.9

	AED million	
	2021	2020
Related party transactions		
Entities with common ownership and/or management		
Revenue	38.2	41.7
Expenses	-	54.6

*During the year, 149.5 million shares of Depa PLC held by Arabtec Holding PJSC were transferred to Mashreqbank PSC and accordingly, Mashreqbank PSC was classified as a related party in the Group's consolidated financial statements for the year ended 31 December 2021. Gross receivable of AED 82.3 million (2020: AED 103.8 million) and loss allowance amounting to AED 71.4 million (2020: AED 81.6 million) pertaining to Arabtec Holding PJSC are included in trade receivables, contract retention and amounts due from customers on construction contracts.

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

<i>The remuneration of directors and other key members of management of the Group during the year were as follows:</i>	AED million	
	2021	2020
Short-term compensation	4.6	5.0
End of service benefits	0.3	0.3
Directors' fees	0.8	2.2
	5.7	7.5

23. SUBSIDIARIES

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

Name of associate	Country	Holding %		Principal activities
		2021	2020	
Depa United Group PJSC	United Arab Emirates	100%	100%	Strategic management
Depa Beta Investments LLC	United Arab Emirates	100%	100%	Strategic management
Subsidiaries of Depa United Group PJSC				
Carrara Mid-East Industrial Co. LLC	United Arab Emirates	100%	100%	Contracting
Deco Emirates Company LLC	United Arab Emirates	100%	100%	Contracting
Depa (UK) Limited	United Kingdom	100%	100%	Contracting
Depa Albarakah LLC	United Arab Emirates	100%	100%	Contracting
Depa Azerbaijan LLC	Azerbaijan	100%	100%	Contracting
Depa Construction LLC	United Arab Emirates	100%	100%	Contracting
Depa Décor, General Contracting & Maintenance Company LLC	United Arab Emirates	100%	100%	Contracting
Depa for Hotels Egypt SAE	Egypt	100%	100%	Contracting
Depa Germany Verwaltungs GmbH & Co. KG	Germany	100%	100%	Holding company
Depa Hungary KFT	Hungary	100%	100%	Holding company
Depa Munich GmbH & Co. KG	Germany	100%	100%	Holding company
Depa India Private Limited	India	100%	100%	Contracting
Depa India RAK FZE	United Arab Emirates	100%	100%	Supply
Depa Industrial Group (DIG) LLC	United Arab Emirates	100%	100%	Manufacturing
Depa Industrial Group Maroc sarl	Morocco	100%	100%	Manufacturing
Depa Interiors LLC	United Arab Emirates	100%	100%	Contracting
Depa Jordan Investment WLL	Bahrain	70%	70%	Holding company
Depa Mauritius	Mauritius	100%	100%	Holding company
Depa Qatar WLL	Qatar	100%	100%	Contracting
DEPA Saudi Arabia for Contracting & Interior Design Ltd	Kingdom of Saudi Arabia	100%	100%	Contracting
Depa Syria SAE	Syria	100%	100%	Real estate
Depa USA Holding Company **	United States of America	-	100%	Holding company

Depamar Sarl	Morocco	100%	100%	Contracting
Dragoni International LLC	United Arab Emirates	60%	60%	Contracting
Design Studio Group Ltd*	Singapore	90%	90%	Holding company
Design Studio Asia Pte. Ltd.*	Singapore	100%	100%	Holding company
"DSG Manufacturing Singapore Pte.Ltd**"	Singapore	100%	100%	Contracting
DSG Manufacturing Malaysia Sdn. Bhd.*	Malaysia	100%	100%	Contracting
DS Project Management Sdn.Bhd.*	Malaysia	100%	100%	Contracting
DS Interior Decoration (Middle East) LLC*	United Arab Emirates	100%	100%	Contracting
Design Studio (China) Pte. Ltd.*	Singapore	100%	100%	Holding company
DS (Huizhou) Home Furnishing Co., Ltd*	China	100%	100%	Contracting
DSG Asia Holdings Pte. Ltd.*	Singapore	100%	100%	Holding company
DSG Projects Singapore Pte. Ltd.*	Singapore	100%	100%	Contracting
DDS Contracts & Interior Solutions (Thailand) Co., Ltd*	Thailand	69%	69%	Contracting
DSG Projects Malaysia Sdn. Bhd.*	Malaysia	100%	100%	Contracting
DDS Contracts & Interior Solutions (Vietnam) Co., Ltd*	Vietnam	100%	100%	Contracting
Design Studio Lanka (Private) Limited*	Sri Lanka	100%	100%	Contracting
DSG (Thailand) Co., Ltd*	Thailand	100%	100%	Contracting
Design Studio Furniture(Shanghai) Co., Ltd*	China	100%	100%	Contracting
DS Interior Contracts & Renovation (Shanghai) Co., Ltd	China	100%	100%	Contracting
El Diar 2	Mauritius	100%	100%	Holding company
Eldiar Furniture Manufacturing & Dec Co LLC	United Arab Emirates	100%	100%	Manufacturing
Mivan Depa Contracting (Bahrain) WLL	Bahrain	100%	100%	Supply
Project Division Company sarl	Morocco	100%	100%	Real estate
Pino Meroni Wooden and Metal Industries SAE	Egypt	100%	100%	Manufacturing
Thrislington Gulf Co. LLC	United Arab Emirates	100%	100%	Contracting
Vedder GmbH	Germany	100%	100%	Contracting
Vedder Corporation	USA	100%	100%	Contracting
Wallersdorfer Solar GmbH	Germany	100%	100%	Holding company

* These entities are part of DSG (note 30).

** This entity was dissolved during the year.

24. COMMITMENTS AND CONTINGENCIES

	AED million	
	2021	2020
Letters of credit	20.2	42.9
Letters of guarantee	378.5	541.0
Security cheques issued	13.7	4.3

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

The Group has nil committed capital expenditures for the year (2020: nil).

The security cheques were issued in lieu of performance guarantees.

LEGAL CASES

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

25. MATERIAL PARTLY-OWNED SUBSIDIARIES

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

(a)	<i>Proportion of equity interest held by non-controlling interests</i>	AED million	
		2021	2020
DSG		-	10%

(b)	<i>Accumulated balances of material non-controlling interest</i>	AED million	
		2021	2020
DSG		-	(24.6)

(c)	<i>(Loss)/profit allocated to material non-controlling interest.</i>	AED million	
		2021	2020
DSG		-	(13.9)

The summarised financial information of the subsidiary is provided below. This information is based on amounts before inter-company eliminations:

(d)	Summarised consolidated statement of comprehensive income of DSG.	AED million	
		2021	2020
	Revenue	6.1	61.1
	Loss before tax	(63.2)	(134.3)

(e)	Summarised consolidated statement of financial position of DSG.	AED million	
		2021	2020
	Current assets	-	91.9
	Current liabilities	-	306.8
	Non-current assets	-	20.3
	Non-current liabilities	-	2.4

(f)	Summarised consolidated statement of cash flows of DSG.	AED million	
		2021	2020
	Operating	-	(26.6)
	Investing	-	(0.5)
	Financing	-	(5.8)
	Decrease in cash and cash equivalents	-	(32.9)

26. SEGMENT INFORMATION

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

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

(a) **DSG**

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

(b) **Vedder**

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

(c) **Depa Interiors**

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

(d) **Deco Group**

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

(e) **Investments and others**

- Strategic management activities at a corporate level.
- Corporate services and head office function
- Activities are geographically spread.

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

AED million

	DSG	Vedder	Depa Interiors	Deco Group	Investments and others	Eliminations other adjustments	Total
31 December 2021							
Reportable segment assets	-	381.2	623.5	198.7	2,919.9	(3,069.8)	1,053.5
Reportable segment liabilities	-	281.7	621.5	91.1	186.8	(345.0)	836.1
31 December 2020							
Reportable segment assets	118.9	358.6	682.4	200.8	2,898.4	(2,992.7)	1,266.4
Reportable segment liabilities	315.9	232.7	663.5	85.3	78.7	(265.9)	1,110.2
31 December 2021							
Revenue – internal							
Revenue – external	-	419.9	254.2	127.5	-	-	801.6
Expenses (including loss allowance)	-	(382.6)	(277.3)	(126.1)	(21.9)	-	(807.9)
Share of profit from associates	-	-	-	-	0.8	-	0.8
Net finance cost	-	(2.1)	(6.3)	(1.2)	0.1	-	(9.5)
Income tax expense	-	(10.6)	(1.6)	-	-	-	(12.2)
(Loss) / profit for the year from continuing operations	-	24.6	(31.0)	0.2	(21.0)	-	(27.2)
(Loss) / profit for the year from discontinued operations	(67.7)	-	-	-	-	152.0	84.3
(Loss) / profit attributable to owners of Depa PLC	(60.6)	24.6	(31.0)	0.2	(21.0)	127.6	39.8
Capital expenditure	-	2.1	-	0.6	-	-	2.7
Depreciation	-	6.5	9.5	8.2	0.5	-	24.7
Amortisation	-	0.3	-	1.0	-	-	1.3
31 December 2020							
Revenue – internal	-	-	-	2.9	-	(2.9)	-
Revenue – external	-	373.1	411.1	127.5	0.8	-	912.5
Expenses (including loss allowance and impairment loss)	-	(341.0)	(657.6)	(153.6)	(100.0)	-	(1,252.2)
Share of profit from associates	-	-	-	-	1.1	-	1.1
Net finance cost	-	(1.8)	(10.0)	(1.6)	0.9	-	(12.5)
Income tax expense	-	(9.1)	(0.8)	-	-	-	(9.9)
Loss for the year from continuing operations	-	21.2	(257.3)	(24.8)	(97.2)	(2.9)	(361.0)
Loss for the year from discontinued operations	(138.5)	-	-	-	-	-	(138.5)
(Loss) / profit attributable to owners of Depa PLC	(123.8)	21.2	(257.3)	(24.8)	(97.2)	(2.9)	(484.8)
Capital expenditure	-	-	0.8	0.8	0.1	-	1.7
Depreciation	-	7.2	11.0	7.5	0.5	-	26.2
Amortisation	-	-	-	0.2	2.7	-	2.9

The Group recorded revenue amounting to AED 799.8 million over time (2020: AED 912.1 million). Point in time revenue amounted to AED 1.8 million (2020: AED 0.4 million).

27. CASH AND CASH EQUIVALENTS

	AED million	
	2021	2020
Cash on hand	0.8	1.3
Current accounts	129.4	88.3
Short term fixed deposits	12.4	13.3
Term deposits with maturity over three months	0.6	0.6
Restricted cash	17.1	33.9
Cash and bank balances	160.3	137.4
Term deposits with maturity over three months	(0.6)	(0.6)
Restricted cash	(17.1)	(33.9)
Bank overdraft (note 19)	(17.1)	(94.1)
Cash and cash equivalents	125.5	8.8

27.1 NET CASH/(DEBT) (EXCLUDING RESTRICTED CASH) RECONCILIATION

	AED million	
	2021	2020
Cash and cash equivalents (excluding overdraft)	142.6	102.9
Borrowings - repayable within one year (including overdrafts)	(54.3)	(155.0)
Borrowings - repayable after one year	(19.7)	-
Net cash / (debt) (excluding restricted cash)	68.6	(52.1)
Lease liabilities	(30.8)	(21.2)
Net cash / (debt)	37.8	(73.3)
Cash and cash equivalent (excluding overdraft)	142.6	102.9
Borrowings – variable interest rates (including overdrafts)	(74.0)	(155.0)
Net cash / (debt) (excluding restricted cash)	68.6	(52.1)
Lease liabilities	(30.8)	(21.2)
Net cash / (debt)	37.8	(73.3)

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

Cash in current accounts amounting to AED 30.2 million (2020: AED 26.0 million) are held with a related party, a bank.

28. JOINT OPERATIONS

The Group has interest in the following joint operations:

Name of joint operation	Country	Holding %		Principal activities
		2021	2020	
Depa/CCC – SKMC *	Morocco	50%	50%	Contracting
Depa/CCC and GTGCE *	United Arab Emirates	50%	50%	Contracting
Lindner Depa Interiors LLC *	United Arab Emirates	51%	51%	Contracting

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

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

	AED million	
	2021	2020
Current assets	25.9	28.3
Current liabilities	0.8	1.1
Non-current liabilities	0.1	0.1
Expenses – net	(0.4)	(0.4)
Loss for the year	(0.4)	(0.4)

29. DISCONTINUED OPERATIONS

1) DEPA MUNICH GMBH & CO. KG

During 2020, the Company commenced a sale process of its shareholding in Vedder and following negotiations and submission of bids from potential buyers in December 2020, the sale transaction was considered highly probable. The assets and related liabilities therefore met the 'held for sale' criteria, as set out in IFRS 5, and were reclassified as such at 31 December 2020 as set out in the table overleaf.

During the year ended 31 December 2021, the Board authorised management to pursue an additional equity investment from potential investors into Depa PLC and to suspend the sale of the Vedder business. The change of strategy ultimately led to the investment in new Class A Shares by PIF, subsequent to the year end (note 31). As a result, the Vedder business is no longer available for immediate sale and hence the disposal is now not considered to be highly probable within the following twelve months. Accordingly, the Vedder business has been reclassified as part of continuing operations as at 31 December 2021 and the related assets and liabilities have been transferred from "assets / liabilities classified as held for sale" to the respective statement of financial position categories.

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

ASSETS AND LIABILITIES OF THE DISPOSAL GROUP CLASSIFIED UNDER IFRS 5

The following assets and liabilities were reclassified as held for sale in relation to the discontinued operation as at 31 December 2020:

AED million

	2020
Assets classified as held for sale	
Property, plant and equipment	63.6
Right-of-use assets	10.0
Goodwill	32.3
Intangible assets	0.7
Inventories	20.0
Due from construction contract customers	67.6
Trade and other receivables	120.8
Cash and cash equivalents	57.6
Total assets of disposal group held for sale	372.6
Liabilities directly associates with assets classified as held for sale	
Finance lease liabilities	10.7
Trade and other payables	183.9
Borrowings	26.9
Total liabilities of disposal group held for sale	221.5

2) DSG CHINA GROUP

On 29 October 2020, the DSG board of directors approved managements plan to dispose of its China business unit which includes Design Studio (Huizhou) Home Furnishing Co., Ltd and Design Studio Furniture (Shanghai) Co. Ltd (together referred to as China business unit). The assets associated with this transaction met the 'held for sale' criteria set out in IFRS 5 and the relevant assets and liabilities have accordingly been reclassified as assets and liabilities held for sale as appropriate as set out in the table below. The fair value less costs to sell was less than the carrying amount of the related net assets and, accordingly, an impairment loss was recognised on reclassification of the China business unit as held for sale.

The process of completing the legal transfer of the business to a buyer was completed during 2021. DSG China has been deconsolidated from the Group, together with the rest of DSG as disclosed in note 30.

FINANCIAL PERFORMANCE AND CASHFLOW INFORMATION

The China business unit is reported in the current period as a discontinued operation. Financial performance and cash flow information relating to the discontinued operation for the year is set out below.

	AED million	
	2021	2020
Revenue	-	16.7
Expenses	-	(56.3)
Net finance costs	-	(0.1)
Loss before tax	-	(39.7)
Loss after tax	-	(39.7)

	AED million	
	2021	2020
Net cash inflow from operating activities	-	1.0
Net increase in cash generated by the subsidiaries	-	1.0

ASSETS AND LIABILITIES OF THE DISPOSAL GROUP CLASSIFIED UNDER IFRS 5

	AED million
<i>The following assets and liabilities were reclassified as held for sale in relation to the discontinued operation as at 31 December 2020:</i>	Carrying value as at 31 December 2020
Assets classified as held for sale	
Due from construction contract customers	2.0
Trade and other receivables	3.2
Cash and cash equivalents	1.5
Total assets of disposal group held for sale	6.7
Liabilities directly associates with assets classified as held for sale	
Lease liabilities	0.6
Trade and other payables	6.1
Total liabilities of disposal group held for sale	6.7

The Group recorded a fair value loss of AED 4.2 million on classification of DSG China as held for sale under IFRS 5 in the prior year.

DSG GROUP

During the year, the Group disposed of DSG Group (note 30) and classified its operations as discontinued operations. The disclosures in respect of discontinued operations are presented in note 30.

30. DECONSOLIDATION OF SUBSIDIARIES

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

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

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

<i>The carrying amount of assets and liabilities as of the deconsolidation date were:</i>	AED million	
	Carrying value as at 19 November 2021	
Property and equipment and other non-current assets	13.3	
Trade and other receivables	44.2	
Cash and other bank balance (including restricted cash)	4.2	
Total assets	61.7	
Trade and other payables	261.9	
Bank borrowings	65.3	
Total liabilities	327.2	
Share capital	91.6	
Translation and other reserves	(11.5)	
Accumulated losses	(321.8)	
Equity attributable to the owners	(241.7)	
Non-controlling interest	(23.9)	
Net equity / gain on deconsolidation of subsidiaries	(265.6)	

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

<i>Consolidated statement of comprehensive income of DSG is as follows:</i>	AED million	
	2021	2020
Revenue	6.1	77.0
Expenses	(65.4)	(210.1)
Net finance cost	(3.9)	(5.4)
Income tax expenses	(4.5)	-
Loss for the year	(67.7)	(138.5)

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

31. SUBSEQUENT EVENTS

SHARE SUBSCRIPTION AGREEMENT:

In February 2022 the Group entered into a definitive subscription agreement with the Public Investment Fund ("PIF"), whereby, during March 2022, the PIF made a cash investment of AED 150,000,000 in the Group in return for the allotment of 750,000,000 new Class A shares (the "Subscription Shares") and the issuance of warrants (the "Warrants") to subscribe for 272,829,158 additional ordinary A shares in the capital of the Group.

The Subscription Shares will not be initially listed on Nasdaq Dubai, however it is expected that an application will be made in the near future to admit the Subscription Shares onto Nasdaq Dubai.

The transaction included a restructuring of the Group's board which increased the number of directors from five to eleven, the six newly appointed directors were nominated by PIF.

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

Following satisfaction of all conditions to completion, including the necessary shareholder approvals which were obtained at the Group's Extraordinary General Meeting held on 11 March 2022, the Subscription Shares were allotted and issued and the Warrants were issued to PIF, and AED 150 million cash consideration was received by the Group. As a result of the allotment and issuance of the Subscription Shares, PIF holds approximately 54.5% of voting rights in and rights to distributions of the Group. Additionally, the six PIF nominated directors have been appointed to the Group's Board of Directors as non-executive directors.

RUSSIA / UKRAINE CRISES:

Russia started a war in Ukraine in February 2022. A number of countries have responded to the invasion of Ukraine by imposing sanctions on Russia (including on Russian individuals and their respective businesses). The results of the war and the related sanctions on the world-wide economy remain uncertain.

Since the conflict is a post balance sheet event, it does not have an impact as of 31 December 2021 but may have a potential impact on future periods. However, management is required to consider the conflict's impact on the general going concern of the Group. Based on the latest information available, management believe there is no material impact of the conflict on the Group's going concern assessment. Management is continuing to monitor the situation closely and any impact that it may have on the Group going forward.

32. FINANCIAL RISK MANAGEMENT

FINANCIAL RISK FACTORS

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk, price risk and cash flow and fair value interest rate risk), credit risk and liquidity risk. The Group's Board of Directors and senior management review and agree the policies, and oversee the management of these risks. The policies for managing each of these risks are summarised below.

MARKET RISK

i. Foreign exchange risk

The Group's foreign currency monetary assets and liabilities are denominated mainly in following currencies:

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

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

At 31 December 2021, if these had strengthened/weakened by 10% against the AED, the net equity for the year would have been higher/lower by AED 11.4 million (2020: AED 5.8 million). The carrying amounts of the Group's foreign currency denominated assets and liabilities at the reporting date are as follows:

AED million

	2020		2019	
	Assets	Liabilities	Assets	Liabilities
Euro	380.4	281.8	357.8	232.7
Saudi Riyal	87.1	128.7	100.6	126.6
Egyptian Pound	24.6	14.0	27.5	17.4
Indian Rupee	22.1	11.5	26.6	19.0
Qatari Riyal	11.8	25.3	8.2	33.4
Moroccan Dirham	9.9	11.7	17.8	18.6
US Dollar	8.3	5.1	49.5	5.1
Bahraini Dinar	3.3	5.7	3.3	5.6
Syrian Pound	0.9	0.6	0.9	0.6
Azerbaijan New Mana't	0.2	0.9	0.2	0.9
British Pound	-	0.9	-	0.8
Singaporean Dollar	-	-	112.2	309.2

ii. Price risk

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

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

iii. Cash flow and fair value interest rate risk

Interest rate risk is the risk that the fair value and future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The Group is exposed to interest rate risk on its interest bearing assets and liabilities (bank loans, bank overdrafts, acceptances and trust receipts). The risk is managed by the Group by maintaining an appropriate mix between fixed and floating rate borrowings.

The Group is not exposed to significant cash flows and fair value interest rate risk.

iv. Credit risk

Credit risk refers to the risk that counterparty will default on its contractual obligations resulting in financial loss to the Group, and arises principally from the Group's trade receivables and other receivables, amount due from construction contracts customers and bank balances. The Group has adopted a policy of only dealing with creditworthy counterparties, however significant revenue is generated by dealing with high profile well known customers, for whom the credit risk is assessed to be low. The Group attempts to control credit risk by monitoring credit exposures, limiting transactions with specific counterparties, and continually assessing the creditworthiness of such counterparties. Balances with banks are assessed to have low credit risk of default since these banks are highly regulated by the central banks of the respective countries.

Concentration of credit risk arises when a number of counterparties are engaged in similar business activities, or activities in the same geographic region, or have similar economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentration of credit risk indicates the relative sensitivity of the Group's performance to developments affecting a particular industry or geographic location. Trade receivables from the Group's twenty largest customers amounts to 32% of the total trade receivables balance (2020: 34%) at the end of the reporting period.

The Group limits its credit risk with regard to bank deposits by dealing only with reputable banks.

v. Liquidity risk

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

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

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

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

	AED million			
	Less than 12 months	1 to 5 years	>5 years	Total
As at 31 December 2021				
Trade and other payables*	486.7	-	-	486.7
Lease liabilities (note 34)	3.2	27.6	-	30.8
Borrowings	57.8	8.7	11.3	77.8
	547.7	36.3	11.3	595.3

	AED million			
	Less than 12 months	1 to 5 years	>5 years	Total
As at 31 December 2020				
Trade and other payables*	442.6	-	-	442.6
Lease liabilities (note 34)	3.9	16.2	13.0	33.1
Borrowings	171.8	-	-	171.8
	618.3	16.2	13.0	647.5

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

vi. Capital management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares (note 31) or sell assets to reduce debt (note 29).

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

The Group was in a net cash position as at 31 December 2021 and a net debt position as at 31 December 2020.

vii. Fair value estimation

Financial instruments comprise financial assets and financial liabilities.

Fair value hierarchy

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

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

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

Level 3: Measurement is made by means of valuation methods with parameters not based exclusively on observable market data. The following table presents the Group's financial assets and liabilities that are measured at fair value at 31 December 2021 and 2020.

AED million

	Level 1	Level 2	Level 3	Total
Assets for which fair values are disclosed as at 31 December 2021				
Investment properties	-	-	6.6	6.6
Total	-	-	6.6	6.6
Assets for which fair values are disclosed as at 31 December 2020				
Investment properties	-	-	8.4	8.4
Financial assets at FVOCI	-	-	8.1	8.1
Total	-	-	16.5	16.5

33. FINANCIAL INSTRUMENTS

Financial instruments comprise financial assets and financial assets as follows:

AED million

	Financial assets at fair value through OCI	Financial assets at amortised cost	Total
Financial assets As at 31 December 2021			
Trade and other receivables (including subcontractor/supplier retentions)*	-	315.7	315.7
Cash and bank balances	-	160.3	160.3
	-	476.0	476.0

Financial instruments comprise financial assets and financial assets as follows:

AED million

	Financial assets at fair value through OCI	Financial assets at amortised cost	Total
Financial assets As at 31 December 2020			
Trade and other receivables (including subcontractor/supplier retentions)*	-	326.9	326.9
Financial assets at fair value through OCI	8.1	-	8.1
Cash and bank balances	-	137.4	137.4
	8.1	464.3	472.4

<i>Financial liabilities</i>	AED million	
	Liabilities at amortised cost	
Financial liabilities as at 31 December 2021		
Trade and other payables**		486.7
Lease liabilities		30.8
Borrowings		74.0
		591.5
<i>Financial liabilities</i>		
Financial liabilities as at 31 December 2020		
Trade and other payables**		461.2
Lease liabilities		21.2
Borrowings		155.0
		637.4

* excluding prepayments and advances to subcontractors and suppliers

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

The carrying amount reflected in previous page represents the Group's maximum exposure to credit risk for such loans and receivables

34. LEASES

AMOUNTS RECOGNISED IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION

<i>The consolidated statement of financial position shows the following amounts relating to leases:</i>	AED million	
	2021	2020
Right-of-use assets		
Retail outlets, office premises and warehouses	29.8	20.8
Lease liabilities		
Current	3.2	3.0
Non-current	27.6	18.2
	30.8	21.2

Amounts recognised within the consolidated statement of comprehensive income and the movement of right-of-use assets and lease liabilities during the year

AED million

	31 December 2019	1 January 2019
Cost		
At 1 January	26.1	39.5
Reclassification as continuing operations	13.9	-
Additions	6.1	5.1
Lease terminations	(3.9)	(0.9)
Impairment	-	(5.2)
Translation difference	0.4	1.5
Deconsolidation of subsidiaries	(3.1)	-
Assets classified as held for sale	-	(13.9)
At 31 December	39.5	26.1
Accumulated depreciation		
charge for the year	5.3	6.6
Reclassification as continuing operations	4.0	-
Charge for the year	4.3	7.3
Lease terminations	(2.7)	0.1
Impairment	-	(4.8)
Translation difference	(0.3)	0.1
Deconsolidation of subsidiaries	(0.9)	-
Assets classified as held for sale	-	(4.0)
At 31 December	9.7	5.3
Net book amount – 31 December	29.8	20.8
Lease liabilities		
At 1 January	21.2	34.4
Reclassification as continuing operations	9.9	-
Additions during the year	6.1	5.1
Interest expense charged to finance costs	1.4	2.7
Currency translation	0.5	(3.1)
Payments made to the lessors	(5.1)	(8.0)
Terminations	(0.4)	-
Deconsolidation of subsidiaries	(2.8)	-
Liabilities directly attributable to assets classified as held for sale	-	(9.9)
At 31 December	30.8	21.2

The total cash outflow for leases in 2021 was AED 5.1 million (2020: AED 8.0 million) including interest expense amounting to AED 1.4 million (2020: AED 2.7 million).

35. IMPACT OF COVID-19

In March 2020, the World Health Organization categorized the novel coronavirus ("Covid-19") as a pandemic.

As expected, Covid-19 impacted the costs to complete across the Group's portfolio of construction contracts during 2020 and 2021. The Group's revenues are directly dependent upon the requirements of the Group's existing clients and its ability to win new clients. The Group's customers businesses adjusted, reduced or suspended operating activities for some time, which negatively impacted the markets and the Group business including recoverability of contract assets due to ability of customers to pay.

Management performed an ongoing assessment of forecast costs for construction contracts. Costs that do not contribute to the progression or completion of a performance obligation are classified as inefficiencies and were expensed in the period in which they were incurred. Further, the costs associated with delay or additional measures required, such as those due to social distancing and additional PPE, were included in the costs to complete forecast insofar as they were reasonably foreseeable at the relevant period end.

While the effects of the Covid-19 pandemic have reduced significantly, there is likely to be a residual effect on the Group's results of operations, cash flows and financial position.

Business continuity planning

Management have taken steps to protect the safety of their employees, and undertook multiple initiatives, which continue, to align the Group expenses with changes in revenue. The steps taken across the Group include deferred merit increases, freezes on hiring and temporary labour, major cuts in non-essential spending, staff reductions and salary reductions.

Liquidity management

The Group has taken measures to manage its liquidity carefully in order to satisfy its working capital needs, capital expenditure and other liquidity requirements associated with its existing operations. The Group has been closely monitoring the cash flows and forecasts on a weekly basis.

36. CORRESPONDING FIGURES

Certain corresponding figures have been reclassified where appropriate to conform to the current year's presentation.



Independent auditor's report to the shareholders of Depa PLC

Report on the audit of the consolidated financial statements

Our qualified opinion

In our opinion, except for the possible effects of the matter described in the Basis for qualified opinion section of our report, the consolidated financial statements presents fairly, in all material respects, the consolidated financial position of Depa PLC (the "Company") and its subsidiaries (together the "Group") as at 31 December 2021, and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards.

What we have audited

The Group's consolidated financial statements comprise:

- the consolidated statement of profit or loss for the year ended 31 December 2021;
- the consolidated statement of comprehensive income for the year then ended;
- the consolidated statement of financial position as at 31 December 2021;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated statement of cash flows for the year then ended; and
- the notes to the consolidated financial statements, which include significant accounting policies and other explanatory information.

Basis for qualified opinion

During the year, Design Studio Group Ltd., a foreign subsidiary of the Group, was placed in compulsory liquidation and liquidators were appointed. As a result, the Group lost control of Design Studio Group Ltd. and its subsidiaries (together here-in-after referred as "DSG") from the date of appointment of liquidators on 19 November 2021 and thereafter, the Group ceased consolidation of DSG.

Included in the Group's consolidated statement of profit and loss for the year ended 31 December 2021 is the profit from discontinued operations of AED 84.3 million which comprises the results of discontinued operations of DSG until 19 November 2021 amounting to a loss of AED 67.7 million and net gain on deconsolidation of AED 152.0 million as disclosed in note 30.

We were unable to obtain sufficient appropriate audit evidence about the financial position and results of the operations of DSG as at and for the period ended 19 November 2021 as we were unable to access the financial information of DSG due to the liquidation proceedings to determine whether any adjustments were necessary. Had there been any adjustments to DSG's financial position or results of operations as at and for the period ended 19 November 2021, there would have been a corresponding net off effect on the gain on deconsolidation. Accordingly, any adjustment would have not resulted in an impact to the Group's reported profit or loss for the year ended 31 December 2021.

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

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

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

Independence

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

Our audit approach

Overview

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

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

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the Basis for qualified opinion section, we have determined the matters described below to be the key audit matters to be communicated in our report.



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

Key audit matter

How our audit addressed the key audit matter

Liquidity assessment of the Group

The Group prepared its consolidated financial statement using a going concern basis of accounting. We focused our audit on this area as the ability of the Group to continue as a going concern is dependent on management's ability to maintain sufficient liquidity.

Management prepared cash flow projections, including multiple sensitivities and scenarios, to assess the Group's liquidity position until April 2023.

Subsequent to year end, the Group entered into a subscription share agreement with Public Investment Fund (PIF) and received a cash injection against the issuance of shares which would improve the liquidity position of the Group. The proceeds will be used to recapitalise the business and provide additional working capital with which the Group can more comfortably deliver both its existing projects and future projects.

Management's assessment of the cash flow projections are dependent on management judgement and can be influenced by management bias.

Please refer to Note 2.1.1 and Note 31 to the consolidated financial statements.

We carried out the following procedures:

- Obtained and reviewed the share subscription agreement with PIF;
- Obtained and reviewed management's cash flow projections;
- Tested the mathematical accuracy of the calculations included within the cash flow projections;
- Tested the key assumptions used in the cash flow projections such as projected revenue and its inflows by:
 - comparing the projected revenue with the order book as of 31 December 2021;
 - reviewing the contract order book to signed contracts on a sample basis as of 31 December 2021;
 - validating the progress of the ongoing projects on a sample basis through holding independent discussions with the commercial team on the progress of these projects and corroborating it with appropriate supporting including payment certificates and customer correspondences as part of our revenue and contract asset balances testing.
- Examined the Group's funding agreements that are in place; and
- Reviewed sensitivity analysis over the Group's cash flow projections.

We also assessed the adequacy of the Group's disclosures to the consolidated financial statements.



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

Key audit matter

How our audit addressed the key audit matter

Recoverability of contract balances

The consolidated statement of financial position has an aggregate contract balance amounting to AED 644.5 million as at 31 December 2021, before loss allowance of AED 379.3 million (net AED 265.2 million).

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

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

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

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

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

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

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

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



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

Key audit matter

How our audit addressed the key audit matter

Revenue recognition from long-term contracts

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

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

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

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

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

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

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

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



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

Other information

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

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

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

If, based on the work we have performed, on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. As described in the *Basis for qualified opinion* section above, we were unable to obtain sufficient appropriate audit evidence about the profit from discontinued operations of DSG as we were unable to access the financial information of DSG due to liquidation proceedings. Accordingly, we are unable to conclude whether or not the other information is materially misstated with respect to this matter.

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

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

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

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

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

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

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



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

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

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

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

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

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

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



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

Report on legal and other regulatory requirements

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

PricewaterhouseCoopers Limited
24 March 2022

A handwritten signature in blue ink, appearing to read 'Murad Nsour', is written over a light blue horizontal line.

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



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