Condensed consolidated interim financial statements

31 March 2020

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

# Condensed consolidated interim financial statements

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

#### Introduction

We have reviewed the accompanying condensed consolidated interim financial statements of Al Ramz Corporation Investment and Development P.J.S.C (the "Company") and its subsidiaries (together the "Group") as at 31 March 2020, comprising of the condensed consolidated interim statement of financial position as at 31 March 2020 and the related condensed consolidated interim statements of comprehensive income, changes in equity and cash flows for the three month period then ended and explanatory information. Management is responsible for the preparation and fair presentation of this interim financial information in accordance with International Accounting Standard IAS 34, Interim Financial Reporting ("IAS 34"). Our responsibility is to express a conclusion on this interim financial information based on our review.

### Scope of review

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

#### Conclusion

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

#### Other matter

The consolidated financial statements of the Group for the year ended 31 December 2019 were audited by another auditor who expressed an unmodified opinion on those consolidated financial statements on 19 February 2020.

The condensed consolidated interim financial statements of the Group for the period ended 31 March 2019 were reviewed by another auditor who expressed an unmodified conclusion on those condensed consolidated interim financial statements on 4 May 2019.

Signed by Raed Ahmad Partner Ernst & Young Registration No 811

10 May 2020 Abu Dhabi

Condensed consolidated interim statement of comprehensive income For the three-month period ended 31 March (Unaudited)

	Note	2020 AED'000	2019 AED'000
Net commission income		2,950	3,228
Finance income from margin receivables Finance income from deposits Finance cost		7,971 1,621 (1,730)	9,739 467 (2,627)
Net finance income		7,862	7,579
Corporate finance, advisory and other income Investment loss, net General and administrative expenses	4 5	4,151 (73,100) (10,411)	1,357 (15,017) (9,604)
Loss for the period		(68,548)	(12,457)
Other comprehensive income		-	-
Total comprehensive loss for the period		(68,548)	(12,457)
Basic and diluted losses per share (AED)	16	(0.125)	(0.023)

The notes number 1 to 19 form an integral part of these condensed consolidated interim financial statements.

Condensed consolidated interim statement of financial position *As at 31 March 2020* 

	Note	Unaudited 31 Mar 2020 AED'000	Audited 31 Dec 2019 AED'000
Assets			
Non-current assets		27,988	27 147
Property and equipment Goodwill		24,570	27,147 24,570
Investment property		1,220	1,220
investment property			
		53,778	52,937
Current assets			
Margin and trade receivables	6	338,017	472,439
Other assets		3,319	5,195
Guarantee deposits		22,964	31,064
Due from securities markets	0	3,155	623
Investments at fair value through profit or loss	8	134,086	206,379
Bank balances and cash	7	225,512	186,727
		727,053	902,427
<b>Total assets</b>		780,831	955,364
Equity and liabilities			
Equity	9	740.016	540.016
Share capital		549,916	549,916
Acquisition reserve	10 10	(283,966)	(283,966) 61,057
Statutory reserve General reserve	10	80,582	19,525
Retained earnings		62,659	131,207
Total equity		409,191	477,739
Non-current liabilities			
Employees' end of service benefits	11	4,755	5,059
Current liabilities			
Accounts payable and accruals	12	142,683	153,528
Due to securities markets		2,045	2,559
Short term borrowings	13	222,157	316,479
		366,885	472,566
Total liabilities		371,640	477,625
Total equity and liabilities		780,831	955,364

To the best of our knowledge, the consolidated financial statements present fairly, in all material respects, the financial position, financial performance and cash flows of the Group as of and for the periods presented therein.

Chairman Managing Director Chief Operating Officer

The notes number 1 to 19 form an integral part of these condensed consolidated interim financial statements.

Condensed consolidated interim statement of changes in equity For the three-month period ended 31 March

	Share capital AED'000	Acquisition reserve AED'000	reserve	General reserve AED'000	Retained earnings AED'000	Total AED'000
Balance at 1 January 2019 (Audited)	549,916	(283,966)	60,649	19,525	127,540	473,664
Total comprehensive income for the period	-	-	-	-	(12,457)	(12,457)
Balance at 31 March 2019 (Unaudited)	549,916	(283,966)	60,649	19,525	115,083	461,207
		=======	=======================================			
Balance at 1 January 2020 (Audited)	549,916	(283,966)	61,057	19,525	131,207	477,739
Total comprehensive income for the period	-	-	-	-	(68,548)	(68,548)
Transfer to statutory reserve (note 10)		-	19,525	(19,525)		
Balance at 31 March 2020 (Unaudited)	549,916	(283,966)	80,582	-	62,659	409,191

The notes number 1 to 19 form an integral part of these condensed consolidated interim financial statements.

# Condensed consolidated interim statement of cash flows

For the three-month period ended 31 March (Unaudited)

For the three-month perioa enaea 31 March (Unauaitea)	Note	2020 AED'000	2019 AED'000
Cash flows from operating activities			
Loss for the period		(68,548)	(12,457)
Adjustments for:			
Depreciation		859	719
Provision for employees' end of service benefits		291	268
Finance income from deposits		(1,621)	(467)
Finance costs		2,860	5,273
Unrealised loss on investments at fair		<i>(</i> 2 070	19 004
value through profit or loss Dividend income		63,078	18,904
		(236)	(6,720)
Provision for expected credit loss		(661)	(17)
Gain on disposal of property and equipment		-	(17)
		(3,978)	5,503
Changes in:		, · · · · ·	- 7
Margin and trade receivables		135,083	54,155
Other assets		1,876	(2,633)
Guarantee deposits		8,100	(2,700)
Due from securities markets		(2,532)	(12,264)
Due to securities markets		(514)	(1,291)
Accounts payable and accruals		(10,845)	46,887
Cash from operating activities		127,190	87,657
Employees' end of service benefits paid		(595)	(252)
Finance costs paid		(2,860)	(5,273)
Net cash from operating activities		123,735	82,132
Cash flows from investing activities			
Purchase of property and equipment		(1,700)	(2,108)
Proceeds from disposal of property and equipment		-	48
Interest income received		1,621	467
Dividend income received		236	6,720
Purchase of investments			
at fair value through profit or loss		(42,935)	(5,345)
Proceeds from sale of investments			
at fair value through profit or loss		52,150	3,511
Change in deposits with original maturity greater than three months		(30,782)	(32,223)
greater than three months			
Net cash from investing activities		(21,410)	(28,930)
Cash flows from financing activities			
Loan settlements		(93,781)	(24,169)
Proceeds from borrowings		-	10,792
Net cash used in financing activities		(93,781)	(13,377)
Net increase in cash and cash equivalents		8,544	39,825
Cash and cash equivalents at the beginning of the period		28,775	16,564
Cash and cash equivalents at the end of the period	7	37,319	56,389

The notes number 1 to 19 form an integral part of these condensed consolidated interim financial statements.

#### Notes to the condensed consolidated interim financial statements

### 1. Corporate information

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

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

These condensed consolidated interim financial statements were approved and authorised for issue by the Group's Board of Directors on 10 May 2020.

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

### 2.1 Basis of preparation

The interim condensed consolidated financial statements for the three months ended 31 March 2020 have been prepared in accordance with IAS 34 Interim Financial Reporting.

The interim condensed consolidated financial statements do not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Group's annual consolidated financial statements as at 31 December 2019. However, selected explanatory notes are included to explain events and transactions that are significant to an understanding of the changes in the Group's consolidated financial position and performance since the last annual consolidated financial statements.

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

#### 2.1 New standards, interpretations and amendments adopted by the Group

The accounting policies adopted in the preparation of the interim condensed consolidated financial statements are consistent with those followed in the preparation of the Group's annual consolidated financial statements for the year ended 31 December 2019, except for the adoption of new standards effective as of 1 January 2020. The Group has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective.

Several amendments and interpretations apply for the first time in 2020, but do not have an impact on the interim condensed consolidated financial statements of the Group.

#### Notes to the condensed consolidated interim financial statements

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

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

#### Amendments to IFRS 3: Definition of a Business

The amendment to IFRS 3 clarifies that to be considered a business, an integrated set of activities and assets must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create output. Furthermore, it clarified that a business can exist without including all of the inputs and processes needed to create outputs. These amendments had no impact on the condensed consolidated interim financial statements of the Group, but may impact future periods should the Group enter into any business combinations.

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

The amendments to IFRS 9 and IAS 39 Financial Instruments: Recognition and Measurement provide a number of reliefs, which apply to all hedging relationships that are directly affected by interest rate benchmark reform. A hedging relationship is affected if the reform gives rise to uncertainties about the timing and or amount of benchmark-based cash flows of the hedged item or the hedging instrument. These amendments had no impact on the condensed consolidated interim financial statements of the Group as it does not have any interest rate hedge relationships.

#### Amendments to IAS 1 and IAS 8: Definition of Material

The amendments provide a new definition of material that states "information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements, which provide financial information about a specific reporting entity."

The amendments clarify that materiality will depend on the nature or magnitude of information, either individually or in combination with other information, in the context of the financial statements. A misstatement of information is material if it could reasonably be expected to influence decisions made by the primary users. These amendments had no impact on the condensed consolidated interim financial statements of, nor is there expected to be any future impact to the Group.

#### Conceptual Framework for Financial Reporting issued on 29 March 2018

The Conceptual Framework is not a standard, and none of the concepts contained therein override the concepts or requirements in any standard. The purpose of the Conceptual Framework is to assist the IASB in developing standards, to help preparers develop consistent accounting policies where there is no applicable standard in place and to assist all parties to understand and interpret the standards.

The revised Conceptual Framework includes some new concepts, provides updated definitions and recognition criteria for assets and liabilities and clarifies some important concepts.

These amendments had no impact on the condensed consolidated interim financial statements of the Group.

#### 2.3 Use of judgements and estimates

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

The significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements as at and for the year ended 31 December 2019.

#### Notes to the condensed consolidated interim financial statements

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

### 2.4 Basis of consolidation

These condensed consolidated interim financial statements incorporate the financial statements of the Company and its subsidiaries for the three months period ended 31 March 2020.

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

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

	Country of	31 March 2020	31 December 2019
	incorporation	%	%
Al Ramz Capital LLC	UAE	99	99
ARC Real Estate LLC	UAE	99	99
ARC Investment LLC	UAE	99	99
ARC Properties LLC	UAE	99	99

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

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

### 3. Functional and presentation currency

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

# Notes to the condensed consolidated interim financial statements

# 4. Investment loss, net

4.	Investment loss, net		
		Unaudited 31 Mar 2020 AED'000	Unaudited 31 Mar 2019 AED'000
	Unrealised loss on investments	1122 000	TIED 000
	at fair value through profit of loss	(63,078)	(18,904)
	Realised (loss) / gain on investments at fair		, , ,
	value through profit or loss	(9,111)	234
	Dividend income	236	6,720
	Custody and service fees	(17)	(421)
	Finance costs	(1,130)	(2,646)
		(73,100)	(15,017)
5.	General and administrative expenses		
	•	Unaudited	Unaudited
		31 Mar 2020	31 Mar 2019
		<b>AED'000</b>	AED'000
	Staff costs	7,809	6,837
	Depreciation	859	719
	Subscription and membership	630	478
	IT expenses	232	235
	Advertisements and marketing	156	130
	Communication expense	130	122
	Legal expenses	87	319
	Rent expense	61	128
	Other expenses	447	636
		10,411	9,604

### Notes to the condensed consolidated interim financial statements

### 6. Margin and trade receivables

	Unaudited 31 Mar 2020 AED'000	Audited 31 Dec 2019 AED'000
Margin receivables Trade receivables, net	311,400 26,617	327,865 144,574
	338,017	472,439
	Unaudited 31 Mar 2020 AED'000	Audited 31 Dec 2019 AED'000
Trade receivables provision for expected credit losses	30,170 (3,553)	147,466 (2,892)
Trade receivables, net	26,617	144,574

Provision for expected credit losses receivables movement for the period:

	Unaudited 31 Mar 2020 AED'000	Unaudited 31 Mar 2019 AED'000
Opening balance Provided during the period	2,892 661	3,458
Ending balance	3,553	3,458

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

Customers are required to provide additional cash or securities if the price of pledged securities drops against the minimum eligibility of 125% (2019:125%). If minimum eligibility is breached, the Group commences liquidation of the pledged securities. The fair value of pledged securities held as collateral against margin receivables amounted to AED 1,027,801 thousand as at 31 March 2020 (31 December 2019: AED 1,053,698 thousand).

There are no significant changes to the overall commitments to extend margins during the period. Such commitments are revocable in nature.

At 31 March 2020, the Group had certain exposures against which allowances amounting to AED 3,553 thousand (31 December 2019: AED 2,892 thousand) were held.

### Notes to the condensed consolidated interim financial statements

### 7 Bank balances and cash

	Unaudited 31 Mar 2020 AED'000	Audited 31 Dec 2019 AED'000
Cash in hand	46	49
Current account balances with banks	161,678	153,672
Deposit account balances with banks	63,788	33,006
	225,512	186,727

Bank balances are located within the UAE. Bank deposits carry interest at market rates. Bank balances include balances amounting to AED 62,500 thousand (31 December 2019: AED 33,006 thousand) held as security against bank overdrafts.

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

	Unaudited	Audited
	31 Mar 2020	31 Dec 2019
	<b>AED'000</b>	AED'000
Bank balance and cash	225,512	186,727
Deposits with original maturity greater than three months	(63,788)	(33,006)
Bank overdrafts (note 13)	(124,405)	(124,946)
	37,319	28,775

## 8 Investments at fair value through profit and loss

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

Unaudited	Audited
31 Mar 2020	31 Dec 2019
AED'000	AED'000
206,379	258,623
42,935	230,119
(52,150)	(263,961)
(63,078)	(18,402)
134,086	206,379
	31 Mar 2020 AED'000 206,379 42,935 (52,150) (63,078)

### Notes to the condensed consolidated interim financial statements

# 9 Share capital

	Unaudited 31 Mar 2020 AED'000	Audited 31 Dec 2019 AED'000
Authorised, issued and fully paid share capital: 549,915,858 shares of AED 1 each	549,916	549,916

## 10 Acquisition and statutory reserves

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

In their Annual General Meeting (AGM) held on 23 March 2020, the Shareholders of the Group have resolved to transfer the general reserve amounting to AED19,525 thousand as at 31 December 2019 to the statutory reserve.

# 11 Employees' end of service benefits

		Unaudited 31 Mar 2020 AED'000	Audited 31 Dec 2019 AED'000
	Beginning of the period / year	5,059	5,434
	Charge for the period / year	291	1,061
	Paid during the period / year	(595)	(1,436)
	As at the end of the period / year	4,755	5,059
12	Accounts payable and accruals		
		Unaudited	Audited
		31 Mar 2020	31 Dec 2019
		AED'000	AED'000
	Trading payables	133,931	142,069
	Accrued expenses	1,635	3,568
	Other payables	7,117	7,891
		142,683	153,528

#### Notes to the condensed consolidated interim financial statements

# 13 Short term borrowings

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

Uı	naudited	Audited
31 M	<b>1ar 2020</b>	31 Dec 2019
A	<b>AED'000</b>	AED'000
Facility 1	-	10,460
Facility 2	16,900	16,900
Facility 3	19,595	38,349
Facility 4	16,234	17,794
Facility 5	23,371	22,787
Facility 6	-	49,963
Facility 7	21,652	35,280
Bank overdrafts (note 7)	124,405	124,946
	222,157	316,479

#### Facility 1

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

### Facility 2

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

#### Facility 3 and 5

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

#### Facility 4

This represents short term facility obtained from a local bank to finance the purchase of investments at fair value through profit or loss and is secured by these investments. It carries interest at market rate and is repayable within 12 months from the reporting date.

### Facility 6

This represents a short-term facility obtained from a branch of a foreign bank to finance the margin lending activities. This facility was fully repaid during the period.

#### Facility 7

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

#### Bank overdrafts

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

### Notes to the condensed consolidated interim financial statements

### 14 Commitments and contingencies

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

	Unaudited	Audited
	31 Mar 2020	31 Dec 2019
	AED'000	AED'000
Dubai Financial Market	45,000	45,000
Abu Dhabi securities exchange	25,000	25,000
NASDAQ Dubai Limited	1,000	1,000
Market making (ADX and DFM)	9,000	9,000
	80,000	80,000

At 31 March 2020, the guarantees were secured by a cash deposit of AED 20,000 thousand (31 December 2019: AED 31,064 thousand).

The Group had no capital commitments and contingencies during the period (2019: none).

The Group had a financial commitment of AED 22,500 thousand (31 December 2019: 24,500 thousand) at the reporting date in relation to the full acquisition of a UAE domiciled financial entity. The acquisition is pending due to COVID-19 lockdown.

# 15 Related parties

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

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

	Unaudited 31 Mar 2020 AED'000	Audited 31 Dec 2019 AED'000
Loans from related parties	16,900	27,360
Margin and trade receivables	16,751	21,677
Trade accounts payable	31	264

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

	Unaudited	Unaudited
	31 Mar 2020	31 Mar 2019
	AED'000	AED'000
Commission income	56	<u>-</u>
Finance costs	183	563
Performance and management fees	14	29

#### Notes to the condensed consolidated interim financial statements

## 15 Related parties (continued)

#### Terms and conditions of transactions with related parties

Transactions from related parties are made at normal market prices. Outstanding balances at the year-end are unsecured and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables. For the period ended 31 March 2020, the Group has not recorded any impairment of receivables relating to amounts owed by related parties (31 December 2019: nil).

## 16 Basic and diluted losses per share

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

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

	three months ended 31 March	
	2020 AED'000	2019 AED'000
Loss for the period (AED'000s) Weighted average number of shares ('000s)	(68,548) 549,916	(12,457) 549,916
Basic and diluted losses per share	(0.125)	(0.023)

### 17 Fiduciary activities

The Group held assets under management in a fiduciary capacity for its customers at 31 March 2020 amounting to AED 269,400 thousand (31 December 2019: AED 315,528 thousand). These assets held in a fiduciary capacity are excluded from these condensed consolidated interim financial statements of the Group.

#### 18 Dividends declared

In their Annual General Meeting (AGM) held on 23 March 2020, the Shareholders of the Group have resolved no dividends to be distributed for the year ended 31 December 2019.

In their Annual General Meeting (AGM) held on 19 March 2019, the Shareholders of the Group have resolved no dividends to be distributed for the year ended 31 December 2018.

## 19 Comparative figures

Certain comparative figures have been reclassified to conform to current period's classification with no impact on profit or retained earnings.