





BAYANAT AI PLC

Review report and condensed consolidated interim financial information for the six-month period ended 30 June 2024



Review report and condensed consolidated interim financial information for the six-month period ended $30\ June\ 2024$

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INDEPENDENT AUDITOR'S REVIEW REPORT ON THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION TO THE SHAREHOLDERS OF BAYANAT AI PLC

Introduction

We have reviewed the accompanying condensed consolidated statement of financial position of Bayanat AI PLC (the "Company") and its subsidiaries (together referred to as the "Group") as at 30 June 2024, and the related condensed consolidated statements of profit or loss and other comprehensive income, changes in equity and cash flows for the six-month period then ended, and other explanatory notes. Management is responsible for the preparation and fair presentation of this interim financial information in accordance with International Accounting Standard 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 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 financial information is not prepared, in all material respects, in accordance with IAS 34.

Deloitte & Touche (M.E.) LLP

Monah Adnan Abou-Zaki

Partner

13 August 2024 Abu Dhabi

United Arab Emirates



Condensed consolidated statement of financial position as at 30 June 2024

	Notes	30 June 2024 AED (unaudited)	31 December 2023 AED (audited)
ASSETS			
Non-current assets	_	201 22/ 2//	020 572 040
Property and equipment	5 6	201,236,366	220,573,948
Intangible assets Right-of-use assets	7	1,261,207 1,798,369	1,683,815 2,433,085
Right-or-use assets	,	1,790,309	2,433,063
Total non-current assets		204,295,942	224,690,848
Current assets		40 L 00 E 400	((2.016.004
Contract assets	8	684,807,622	662,915,894
Trade and other receivables	10 11	63,598,031 200,095,554	20,688,617 282,203,291
Due from related parties Contract costs	9	44,278,609	4,646,098
Refundable deposits	,	44,276,007	24,828,420
Cash and bank balances	12	570,596,648	762,061,455
Total current assets		1,563,376,464	1,757,343,775
Total assets		1,767,672,406	1,982,034,623
EQUITY			
Share capital	13	257,142,857	257,142,857
Share premium	13	566,808,172	566,808,172
Other reserves		42,000,483	42,000,483
Retained earnings		468,168,862	449,055,692
Total equity		1,334,120,374	1,315,007,204
LIABILITIES			
Non-current liabilities		0.600.404	3.001.107
Employees' end of service benefits	7	8,690,196	7,891,196
Lease liabilities	14	336,354 4,124,514	994,060 6,685,617
Trade and other payables	14	4,124,514	0,005,017
Total non-current liabilities		13,151,064	15,570,873
Current liabilities	44		(10.544.054
Trade and other payables	14	417,225,645	612,544,836
Income tax payable	19	1,890,314	17 (05 101
Due to related parties Lease liabilities	11 7	1,285,009	37,685,283 1,226,427
Total current liabilities	,	420,400,968	651,456,546
TOTAL CUFFERT HADIRTIES		440,400,700	040,004,100
Total liabilities		433,552,032	667,027,419
Total equity and liabilities		1,767,672,406	1,982,034,623

H.E. Tareq Abdul Raheem Al Hosani Board of Directors - Chairman

Renyl Raul Chief Financial Officer

The accompanying notes form an integral part of this condensed consolidated interim financial information.

Hasan Ahmed Al Hosant Managing Director



Condensed consolidated statement of profit or loss and other comprehensive income for the six-month period ended 30 June 2024

	Notes	Three-month p 30 Ju			period ended June
	-	2024	2023	2024	2023
		AED	AED	AED	AED
		(unaudited)	(unaudited)	(unaudited)	(unaudited)
Revenue	15	160,023,078	130,582,108	273,295,761	231,553,304
Direct costs	16	(108,035,732)	(50,029,099)	(189,597,308)	(99,989,325)
Gross profit		51,987,346	80,553,009	83,698,453	131,563,979
General and administrative		, ,	, ,	, ,	, ,
expenses	17	(48,619,170)	(35,252,192)	(83,264,978)	(72,148,974)
Impairment gain, net of reversals, on financial and		(-) /	(, - , - ,	(, -, -,	(, , -, -, ,
contract assets	8, 10, 11	-	-	266,379	429,286
Finance expenses	, ,	(690,595)	(925,990)	(1,664,462)	(1,406,488)
Finance income		` _	5,401,236	-	13,085,741
Income from Wakala deposits	12	6,854,377	1,970,871	14,787,528	1,970,871
Other income	18	150,213	293,980	7,180,564	483,726
Profit before tax for the period		9,682,171	52,040,914	21,003,484	73,978,141
Income tax expenses	19	(871,396)	-	(1,890,314)	-
Profit for the period		8,810,775	52,040,914	19,113,170	73,978,141
Other comprehensive income for the period		-	-	-	-
Total comprehensive income for the period		8,810,775	52,040,914	19,113,170	73,978,141
Earnings per share	20	0.0034	0.0202	0.0074	0.0288



Condensed consolidated statement of changes in equity for the six-month period ended 30 June 2024

	Share capital AED	Share premium AED	Other reserves AED	Retained earnings AED	Total equity AED
At 1 January 2023 (audited)	257,142,857	566,808,172	21,369,678	236,360,943	1,081,681,650
Total comprehensive income for the period	-	-	-	73,978,141	73,978,141
Transfer to statutory reserve of a subsidiary	-	-	6,240,105	(6,240,105)	-
Waiver of related party interest payable (note 11)	-	-	-	946,690	946,690
At 30 June 2023 (unaudited)	257,142,857	566,808,172	27,609,783	305,045,669	1,156,606,481
			=		
At 1 January 2024 (audited)	257,142,857	566,808,172	42,000,483	449,055,692	1,315,007,204
Total comprehensive income for the period	-	-	-	19,113,170	19,113,170
A4 20 June 2024 (unaudited)	257 142 957		42 000 493	160 160 063	1 224 120 274
At 30 June 2024 (unaudited)	257,142,857 ==========	566,808,172	42,000,483	468,168,862	1,334,120,374



Condensed consolidated statement of cash flows for the six-month period ended 30 June 2024

		Six months ended 30 June	
	-	2024	2023
		AED	AED
	Notes	(unaudited)	(unaudited)
Cash flows from operating activities		21 002 404	72 070 141
Profit before tax for the period Adjustments for:		21,003,484	73,978,141
Depreciation of property and equipment	5	5,250,302	5,554,970
Amortisation of intangible assets	6	543,016	363,022
Depreciation of right-of-use assets	7	634,716	505,022
Finance expenses	,	1,664,462	1,406,488
Finance income		1,004,402	(13,085,741)
Income from Wakala deposits	12	(14,787,528)	(1,970,871)
Impairment gain, net of reversals, on financial and contract assets	8, 10, 11	(266,379)	(429,286)
Provision for employees' end of service benefits	0, 10, 11	1,307,845	1,355,842
Loss on disposal of property and equipment		1,507,045	6,341
Loss on disposar of property and equipment			
Operating cash flows before movements in working capital		15,349,918	67,178,906
Increase in trade and other receivables		(43,236,645)	(10,567,582)
Increase in contract assets		(21,931,781)	(133,316,967)
Increase in contract costs		(22,442,639)	(4,237,469)
Decrease in refundable deposits		24,828,420	(4,237,407)
Decrease in due from related parties		82,136,629	105,059,414
Decrease in trade and other payables		(198,758,467)	(141,056,194)
(Decrease)/increase in due to related parties		(37,685,283)	20,749,212
(Decrease)/increase in due to related parties		(37,003,203)	20,747,212
Cash used in operating activities		(201,739,848)	(96,190,680)
Employees' end of service benefits paid		(508,845)	(655,544)
Finance cost paid		(725,413)	(1,279,491)
Thance cost para			
Net cash used in operating activities		(202,974,106)	(98,125,715)
Cash flows from investing activities			
Acquisition of property and equipment	5	(3,102,592)	(98,864,381)
Acquisition of intangible assets	6	(120,408)	(575,135)
Profit received on Wakala deposits	Ů	15,392,299	498,241
Finance income received		-	16,611,559
Proceeds on disposal of property and equipment		_	1,973
Trovous on alsposal of property and equipment			
Net cash generated from/(used in) investing activities		12,169,299	(82,327,743)
Cash flows from financing activities			
Payment of lease liabilities	7	(660,000)	_
Repayments of loans from related parties	11	-	(8,580,939)
Interest paid	11	_	(131,575)
Proceeds of term deposits with original maturities more than three months		-	500,000,000
Net cash (used in)/generated from financing activities		(660,000)	491,287,486
Net (decrease)/increase in cash and cash equivalents		(191,464,807)	310,834,028
-		. , , ,	, ,
Cash and cash equivalents at 1 January		762,061,455	319,518,920
Cash and cash equivalents at 30 June	12	570,596,648 ======	630,352,948
Non-cash transactions:			
Depreciation of property and equipment capitalised in contract costs	5	17,189,872	-
Loans from related parties set-off against due from related parties	11	-	49,551,207
Waiver of related party interest payable	11	-	946,690



1 General information

Bayanat AI PLC (the "Company") is registered in Abu Dhabi Global Market (ADGM) under license number 000008474 as a Public Company Limited by Shares. The Company was incorporated on 28 September 2022. The registered address of the Company is Al Sarab Tower, ADGM Square, Al Maryah Island, Abu Dhabi, United Arab Emirates. The Company's parent company and controlling party is Group 42 Holding Ltd (the "Parent Company"), a private company registered in Abu Dhabi Global Market.

The Company's ordinary shares are listed on the Abu Dhabi Stock Exchange as from 31 October 2022.

The principal activity of the Company is to act as a holding company for the entities within the Group.

This condensed consolidated financial information includes the financial performance, financial position and cash flows of the Company and its subsidiaries (collectively referred to as the "Group"), details of which are set out below:

Name of subsidiaries	Country of incorporation	Principal activities	Owne	rship interest
			30 June 2024	31 December 2023
Bayanat GIQ PJSC	United Arab Emirates	Data classification & analysis services, technological projects management, innovation & artificial intelligence research & consultancies, data collection from one or more sources, data storing and recovering, computer devices and equipment domain consultancy, air photography, survey planning, air photography and information management systems engineering consultancy, work measurement and space, information technology network services, marine survey engineering consultancy, maps and drawings copying services, typing and documents photocopying services, computer systems and software designing, geographical maps drawing, book publication, maps and atlas printing, onshore and offshore oil and gas fields and facilities services.	100%	100%
Mira Aerospace Ltd	United Arab Emirates	Unmanned aerial vehicle (drone) services and research and experimental development on natural sciences and engineering.	100%	100%
Bayanat Investments Ltd*	United Arab Emirates	Proprietary investments.	100%	100%
Mira Aerospace Manufacturing – Sole Proprietorship L.L.C.	United Arab Emirates	Airplanes manufacturing and aircrafts parts and accessories manufacturing.	100%	100%

^{*} The subsidiary was dormant as at 30 June 2024 and 31 December 2023.



2 Application of new and revised International Financial Reporting Standards ("IFRS Accounting Standards") ("IFRSs") and IFRS Sustainability Disclosure Standards

2.1 New and revised IFRSs applied with no material effect on the condensed consolidated interim financial information

The accounting policies adopted in the preparation of the condensed consolidated interim financial information are consistent with those followed in the preparation of the annual consolidated financial statements of the Group for the year ended 31 December 2023, and the notes attached thereto, except for taxation accounting policy (refer note 3) and the adoption of certain new and revised standards, that became effective in the current period as set out below.

- Amendments to IAS 1 Presentation of Financial Statements Non-current Liabilities with Covenants
- Amendments to IAS 7 Statement of Cash Flows and IFRS 7 Financial Instruments: Disclosures Supplier Finance Arrangements
- Amendment to IFRS 16 *Leases* Lease Liability in a Sale and Leaseback
- Amendments to IAS 1 *Presentation of Financial Statements* Classification of Liabilities as Current or Non-current
- Amendments to IAS 21 The Effects of Changes in Foreign Exchange Rates Lack of Exchangeability

The application of these new standards and amendments to IFRSs has not had any material impact on the amounts reported in this condensed consolidated interim financial information but may affect the accounting for the Group's future transactions or arrangements.

2.2 New and revised IFRSs and IFRS Sustainability Disclosure Standards in issue but not yet effective and not early adopted

The Group has not applied the following new and revised IFRSs that have been issued but are not yet effective.

New and revised IFRSs and IFRS Sustainability Disclosure Standards	Effective for annual periods beginning on or after
IFRS S1 General Requirements for Disclosure of Sustainability-related Financial Information	1 January 2024*
IFRS S2 Climate-related Disclosures	1 January 2024*
Amendments to IFRS 9 and IFRS 7 — Classification and Measurement of Financial Instruments	1 January 2026
IFRS 18 Presentation and Disclosure in Financial Statements	1 January 2027
IFRS 19 Subsidiaries without Public Accountability: Disclosures	1 January 2027
Amendments to IFRS 10 Consolidated Financial Statements and IAS 28 Investments in Associates and Joint Ventures — Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	•

^{*}Subject to adoption by the local jurisdiction.

Management anticipates that these new standards, interpretations and amendments will be adopted in the Group's condensed consolidated interim financial information as and when they are applicable and adoption of these new standards and amendments may have no material impact on the condensed consolidated interim financial information of the Group in the period of initial application.



3 Material accounting policy information

Statement of compliance

These condensed consolidated interim financial information for the six months ended 30 June 2024 have been prepared in accordance with IAS 34 *Interim Financial Reporting* and applicable requirements of Abu Dhabi Global Market ("ADGM") Companies Regulations 2020 (as amended), and Companies Regulations (International Accounting Standards) Rules 2015.

Basis of preparation

The condensed consolidated interim financial information does not include all the information required for full annual financial statements and should be read in conjunction with the consolidated financial statements of the Group for the year ended 31 December 2023. In addition, results for the six months ended 30 June 2024 are not necessarily indicative of the results that may be expected for the financial year ending 31 December 2024.

This condensed consolidated interim financial information is presented in United Arab Emirates Dirhams ("AED"), which is the Group's functional and presentational currency.

The condensed consolidated interim financial information has been prepared on the historical cost basis.

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the consolidated statement of profit or loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates enacted or substantively enacted by the end of the reporting period.

Deferred tax

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.



3 Material accounting policy information (continued)

Taxation (continued)

Deferred tax (continued)

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised based on tax laws and rates that have been enacted or substantively enacted at the reporting date.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Current and deferred tax are recognised in consolidated statement of profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

4 Critical judgements and key sources of estimation uncertainty

The preparation of the condensed consolidated interim financial information requires management to make judgments, estimates and assumptions that affects the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. The significant judgments made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those applied to the Group's annual consolidated financial statements for the year ended 31 December 2023.



5 Property and equipment

During the six-month period ended 30 June 2024, the Group purchased AED 3,102,592 (31 December 2023: AED 211,639,591) of property and equipment. Depreciation expense during the period amounted to AED 22,440,174 (31 December 2023: AED 12,238,375), including AED 17,189,872 capitalised in contract costs (31 December 2023: AED nil). Disposals of property and equipment during the period amounted to AED nil (31 December 2023: AED 8,313). No impairment loss on property and equipment was recognised during the period.

6 Intangible assets

Intangible assets comprise of computer software and licenses.

During the six-month period ended 30 June 2024, the Group purchased AED 120,408 (31 December 2023: AED 1,160,414) of intangible assets. Amortisation expense during the period amounted to AED 543,016 (31 December 2023: AED 833,943). No impairment loss on intangible assets was recognised during the period.

7 Leases

The Group leases one warehouse in Al Markaz, Abu Dhabi. The average lease term is 2 years (31 December 2023: 2 years).

Movement of the right-of-use assets and lease liabilities is as follows:

	30 June 2024	31 December 2023
D' L. C	AED (unaudited)	AED (audited)
Right-of-use assets At the beginning of the period/year Additions during the period/year Depreciation during the period/year	2,433,085 (634,716)	2,538,871 (105,786)
At the end of the period/year	1,798,369	2,433,085
Lease liabilities At the beginning of the period/year Additions during the period/year Accretion of interest for the period/year Payments during the period/year	2,220,487 - 60,876 (660,000)	2,538,871 11,616 (330,000)
At the end of the period/year	1,621,363	2,220,487
Current Non-current	1,285,009 336,354	1,226,427 994,060
	1,621,363	2,220,487



8 Contract assets

Contract assets balances relate to the Group's right on consideration for goods and services provided but not billed at the reporting date. Contract assets are recognised for any work performed in line with a series of performance related milestones under software development, installation and support service contracts in excess of amounts billed to the customer.

Any amount previously recognised as a contract asset is reclassified to trade receivables or due from related parties at the point at which it is invoiced to the customer. Payments that are not due from the customer until the services are complete and therefore a contract asset is recognised over the period in which the services are performed to represent the entity's right to consideration for the services transferred to date. All the contract assets are expected to be realized within one year hence classified under current assets.

Carrying amount of contract assets is as follows:

	30 June	31 December
	2024	2023
	AED	AED
	(unaudited)	(audited)
Contract assets	703,312,300	681,380,519
Less: expected credit loss allowance	(18,504,678)	(18,464,625)
	684,807,622	662,915,894

Contract assets of AED 684,732,298 (31 December 2023: AED 662,817,449) pertain to related parties (note 11).

Loss allowance on contract assets movement is as follows:

	Government entities AED	Non- government entities AED	Specific provision AED	Total AED
At 1 January 2024 (audited) Net re-measurement of ECL	5,879,610 (273,513)	497,258 313,566	12,087,757	18,464,625 40,053
At 30 June 2024 (unaudited)	5,606,097	810,824	12,087,757	18,504,678
At 1 January 2023 (audited) Net re-measurement of ECL	6,547,025 (667,415)	315,034 182,224	12,087,757	18,949,816 (485,191)
At 31 December 2023 (audited)	5,879,610	497,258	12,087,757	18,464,625



8 Contract assets (continued)

The following table details the risk profile of amounts due from customers based on the Group's provision matrix. The Group is applying different loss patterns for government and non-government customer segments. The loss rate is further distinguished based on the ageing of contract assets.

	Government entities %	Non-government entities %
Rates applied with due less than 1 year Rates applied with due more than 1 year	0.61 2	0.76
9 Contract costs		
	30 June 2024 AED (unaudited)	31 December 2023 AED (audited)
Contract costs	44,278,609	4,646,098

Contract costs represent costs incurred relating to performance obligation on contracts with customers. The revenue related to these performance obligations will be recognised upon completion and acceptance from customers.

10 Trade and other receivables

	30 June 2024 AED (unaudited)	31 December 2023 AED (audited)
Trade receivables Less: expected credit loss allowance	5,228,789 (1,223,748)	8,675,717 (1,501,288)
2000 Chipotoca Cook Toosa and Marie	4,005,041	7,174,429
Advance to suppliers	45,195,535	8,649,979
VAT receivable	7,836,284	-
Prepayments	4,328,207	2,097,939
Accrued profits on Wakala deposits	1,503,679	2,108,450
Security deposits	525,250	525,250
Other receivables	204,035	132,570
	63,598,031	20,688,617

Advance to suppliers of AED 36,725,000 (31 December 2023: AED nil) pertain to related parties (note 11).



10 Trade and other receivables (continued)

The average payment term on sales of goods is 30 days (31 December 2023: 30 days). No interest is charged on outstanding trade receivables.

The Group measures the loss allowance for trade receivables at an amount equal to lifetime expected credit loss (ECL). The ECL on trade receivables are estimated using a loss rate, with reference to past default experience of the debtor and an analysis of the debtor's current financial position, adjusted for factors that are specific to the debtors, general economic conditions of the industry in which the debtors operate and an assessment of both the current as well as the forecast direction of conditions at the reporting date.

The Group has adopted a policy of dealing with only creditworthy counterparties. Adequate credit assessment is made before accepting an order for sale of services or goods from counterparty.

Loss allowance on trade receivables movement is as follows:

	Less than 1 year	More than 1 year	Total
	AED	AED	AED
At 1 January 2024 (audited)	24,064	1,477,224	1,501,288
Net re-measurement of ECL	359,257	(636,797)	(277,540)
At 30 June 2024 (unaudited)	383,321	840,427	1,223,748
At 1 January 2023 (audited)	24,064	1,912,208	1,912,208
Net re-measurement of ECL		(434,984)	(410,920)
At 31 December 2023 (audited)	24,064	1,477,224	1,501,288

11 Related party balances and transactions

The Group, in the ordinary course of business, enters into transactions, at agreed terms and conditions, with related parties. Related parties comprise of the Group's shareholders, directors, senior management and businesses controlled by them and their families or over which they exercise significant management influence as well as key management personnel. The Group, in the ordinary course of business, enters into transactions, with other business enterprises or individuals that fall within the definition of related parties contained in International Accounting Standard 24: *Related Party Disclosures*.

The Group has a related party relationship with the Government of Abu Dhabi through partial ownership of the Parent Company by an entity owned by Government of Abu Dhabi, directors and executive officers (including business entities over which they can exercise significant influence, or which can exercise significant influence over the Group).

The Group maintains significant balances with these related parties, which arise from commercial transactions.



11 Related party balances and transactions (continued)

Balances and transactions between the Company and its subsidiaries, which are related parties, have been eliminated on consolidation and are not disclosed in this note.

(i) Balances with related parties disclosed in the condensed consolidated statement of financial position includes the following:

	30 June	31 December
	2024	2023
	AED	AED
	(unaudited)	(audited)
Due from related parties		,
Government entities	136,036,222	143,815,385
Associate	16,533,920	90,891,386
Entities under common control	51,251,331	51,251,331
	203,821,473	285,958,102
Less: expected credit loss allowance	(3,725,919)	(3,754,811)
	200,095,554	282,203,291
Due to related parties		
Government entities	-	6,836,283
Entities under common control		30,849,000
	-	37,685,283

Refer to note 12 for details of the Group's cash held with the banks which are related parties. Refer to notes 8, 10, and 14 for details of balances with related parties.

The following table shows the movement in lifetime ECL that has been recognised for due from related parties in accordance with the simplified approach set out in IFRS 9.

	Collectively assessed AED	Individually assessed AED	Total AED
At 1 January 2024 (audited) Net re-measurement of ECL	3,662,476 (28,892)	92,335	3,754,811 (28,892)
At 30 June 2024 (unaudited)	3,633,584	92,335	3,725,919
At 1 January 2023 (audited) Net re-measurement of ECL ECL written off	3,287,986 374,490	13,874,717 92,335 (13,874,717)	17,162,703 466,825 (13,874,717)
At 31 December 2023 (audited)	3,662,476	92,335	3,754,811



11 Related party balances and transactions (continued)

The following table details the risk profile of amounts due from customers based on the Group's provision matrix. The Group is applying different loss patterns for government and non-government customer segments. The loss rate is further distinguished based on the ageing of due from related parties.

	Government entities %	Non-government entities %
Rates applied with due less than 1 year	0.61	-
Rates applied with due more than 1 year	2	-

(ii) Transaction with related parties included in the condensed consolidated financial information includes the following:

	Three-month period ended 30 June		Six-month period ended 30 June	
·	2024	2023	2024	2023
	AED	AED	AED	AED
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Revenue (note 15)	137,239,250	130,101,054	246,666,452	228,634,559
Other income (note 18)	-	-	6,836,283	-
Purchase of services and materials	63,913,066	6,211,792	69,440,611	10,683,242
Bonus fee for the Board of Directors	1,350,000	-	1,350,000	-
Acquisition of intangible assets		130,000		130,000
Insurance costs	-	906,377	-	906,377
Bank charges incurred on behalf of a related party		434,497		434,497
Interest expense	-	41,186	-	126,997
Offset of a related party loan (including interest accrued) (a), (b)	-			49,551,207
Waiver of related party interest payable (a)	-	-	-	946,690
Repayment of loan from related parties (including interest accrued) (b)	-	8,712,514	-	8,712,514



11 Related party balances and transactions (continued)

- (a) During the six-month period ended 30 June 2023, the Group has entered into a settlement agreement with the borrower (an entity under common control) to offset the loan facility outstanding amount of AED 36,725,000 against a receivable balance due from another entity under common control (a related party). Interest accrued on the loan facility amounting to AED 946,690 has been waived under the same settlement agreement.
- (b) During the six-month period ended 30 June 2023, the Group has entered into another settlement agreement with the borrower (a shareholder) to partially offset the loan facility balance amounting to AED 11,985,061 and the interest accrued of AED 841,146 against a receivable balance due from another entity under common control (a related party).

Compensation of key management personnel is as follows:

	Three-month period ended 30 June		Six-month period ended 30 June	
	2024	2023	2024	2023
	AED	AED	AED	AED
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Short term benefits	2,623,863	2,142,192	10,984,503	8,265,486
Long term benefits	173,188	183,664	341,642	362,712

12 Cash and bank balances

Cash and cash equivalents included in the condensed consolidated statement of cash flows can be reconciled to the related items in the condensed consolidated statement of financial position as shown below:

	30 June	31 December
	2024	2023
	AED	AED
	(unaudited)	(audited)
Cash on hand	10,000	10,000
Bank balances	49,882,790	78,163,067
Wakala deposits	520,703,858	683,888,388
Cash and bank balances	570,596,648	762,061,455

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. Accordingly, management of the Group estimates the loss allowance on balances with banks at the end of the reporting period at an amount equal to 12 month ECL. None of the balances with banks at the end of the reporting period are past due, and taking into account the historical default experience and the current credit ratings of the bank, the management of the Group have assessed that there is no impairment, and hence have not recorded any loss allowances on these balances.



12 Cash and bank balances (continued)

Wakala deposits have maturities of 2 weeks to 3 months (31 December 2023: 2 weeks to 3 months) from the date of placement and carry profit rates ranging on average from 4.7% to 5.2% (31 December 2023: 4.7% to 5.2%). Deposits are placed on recurring basis and can be terminated anytime without prior notice and with a deduction of wakala fee and a performance incentive from the actual realised investment profit. Income on wakala deposits for the six months ended 30 June 2024 amounted to AED 14,787,528 (30 June 2023: AED 1,970,871).

Cash at bank of AED 570,586,648 (31 December 2023: AED 762,051,455) pertains to banks which are related parties (note 11). Bank account under the name of a related party amounting to AED 19,633 (31 December 2023: AED 19,633) has been assigned for the beneficial interest of the Group.

13 Share capital

Issued and fully paid:	30 June 2024 AED (unaudited)	31 December 2023 AED (audited)
2,571,428,572 shares of AED 0.10 each (31 December 2023: 2,571,428,572 shares of AED 0.10 each)	257,142,857	257,142,857

On 13 October 2022, pursuant to the public offering, the share capital of the Company was increased to AED 257,142,857 divided into 2,571,428,572 shares of AED 0.1 each, with 571,428,572 shares being offered for public subscription. The Company's offer price was set at AED 1.1 per share and was fully subscribed, resulting into share premium of AED 571,428,572. Share issue costs amounted to AED 4,620,400.

14 Trade and other payables

	30 June	31 December
	2024	2023
	AED	AED
	(unaudited)	(audited)
Trade payables	146,641,932	301,480,697
Accrued expenses	228,842,457	179,641,156
Contract liabilities	45,704,896	130,389,495
VAT payable	· · ·	7,558,231
Retention payable	160,874	160,874
	421,350,159	619,230,453
Less: non-current portion	(4,124,514)	(6,685,617)
	417,225,645	612,544,836



14 Trade and other payables (continued)

The average credit period on the purchase of goods is 30-60 days (31 December 2023: 30-60 days). The Group has financial risk management policies in place to ensure that all payables are paid within credit period. No interest is charged on other payables.

Contract liabilities of AED 34,543,219 (31 December 2023: AED 115,454,642) pertain to related parties (note 11).

15 Revenue

The Group derives its revenue from contracts with customers for the transfer of goods and services over time and at a point in time. Refer to note 21 for revenue for major product lines.

	Three-month period ended 30 June		Six-month period ended 30 June	
_	2024 AED	2023 AED	2024 AED	2023 AED
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Revenue from contracts with customers	((((
Products and services transferred at				
point in time	6,832,357	249,397	20,807,117	15,586,110
Products and services transferred over time	153,190,721	130,332,711	252,488,644	215,967,194
	160,023,078	130,582,108	273,295,761	231,553,304
Revenue from contracts with customers				
Government entities	130,600,871	125,021,298	188,971,130	214,675,564
Entities under common control	27,898,213	5,560,810	80,438,280	16,797,883
Other entities	1,523,994	-	3,886,351	79,857
	160,023,078	130,582,108	273,295,761	231,553,304
Geographical concentration				
Within UAE	158,499,082	130,582,108	271,404,515	231,553,304
Outside UAE	1,523,996	-	1,891,246	-
	160,023,078	130,582,108	273,295,761	231,553,304

Revenue for the six-month period ended 30 June 2024 amounting to AED 246,666,452 (30 June 2023: AED 228,634,559) pertains to related parties (note 11).



15 Revenue (continued)

The transaction price allocated to (partially) unsatisfied performance obligations at 30 June are as set out below:

AED (unaudited)
(unaudited)
(anadanca)
1,569,310,246

Management expects that 20% (30 June 2023: 15%) of the transaction price allocated to the unsatisfied performance obligations as at 30 June 2024 will be recognised as revenue till the end of the year. The remaining 80% (30 June 2023: 85%) will be recognised in the future years. Average duration of the unsatisfied performance obligations as at 30 June 2024 is 4 years (30 June 2023: 4 years).

16 Direct costs

	Three-month period ended 30 June		-	period ended Tune
_	2024	2023	2024	2023
	AED	AED	AED	AED
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Subcontract costs	95,955,734	37,751,930	168,929,865	70,451,146
Staff costs and allowances	9,381,362	7,741,745	15,708,268	16,549,236
Depreciation of property and	, ,	, ,	, ,	
equipment (note 5)	1,046,017	667,373	2,125,811	1,336,704
Materials	395,290	3,731,086	1,358,090	10,815,282
Amortisation of intangible assets	,		, ,	
(note 6)	203,290	136,645	421,235	243,930
Other expenses	1,054,039	320	1,054,039	593,027
	108,035,732	50,029,099	189,597,308	99,989,325



17 General and administrative expenses

	Three-month period ended 30 June		Six-month period ended 30 June	
_	2024	2023	2024	2023
	AED	AED	AED	AED
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Staff costs and allowances	23,246,559	20,690,775	44,036,571	43,612,629
Professional fees	10,699,124	3,142,922	14,045,405	8,666,906
Marketing	7,388,374	764,301	11,404,977	1,707,167
Office expenses	1,802,219	787,272	3,135,661	1,846,987
Depreciation of property and	, ,		, ,	
equipment (note 5)	1,562,464	1,853,588	3,124,491	4,218,266
Insurance	1,292,490	1,097,698	2,761,444	1,286,032
Depreciation of right-of-use				
assets (note 7)	317,358	-	634,716	-
Amortisation of intangible assets				
(note 6)	62,235	59,545	121,781	119,092
Other expenses	2,248,347	6,856,091	3,999,932	10,691,895
	48,619,170	35,252,192	83,264,978	72,148,974
				

18 Other income

	Three-month period ended 30 June		Six-month period ended 30 June	
_	2024	2023	2024	2023 AED
	AED	AED	AED	
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Reversal of liability upon completion				
of the contract	-	-	6,836,283	-
Subsidies received	150,213	139,403	344,281	188,954
Support services	-	154,577	-	294,772
	150,213	293,980	7,180,564	483,726

19 Income tax

On 9 December 2022, the United Arab Emirates (UAE) Ministry of Finance ("MoF") released Federal Decree-Law No 47 of 2022 on the Taxation of Corporations and Businesses, Corporate Tax Law ("CT Law") to enact a new CT regime in the UAE. The new CT regime has become effective for accounting periods beginning on or after 1 June 2023. As the Group's accounting year ends on 31 December, the first tax period will be the period from 1 January 2024 to 31 December 2024, with the respective tax return to be filed on or before 30 September 2025.



19 Income tax (continued)

The taxable income of the entities that are in scope for UAE CT purposes will be subject to the rate of 9% corporate tax. It is not currently foreseen that the Group's UAE operations will be subject to the application of the Global Minimum Tax rate of 15% in the financial year ending 31 December 2024. The application is dependent on the implementation of Base Erosion Profit Shifting (BEPS 2) - Pillar Two rules by the countries where the Group operates and the enactment of Pillar Two rules by the UAE MoF.

The tax charge for the six-month period ended 30 June 2024 is AED 1,890,314 (30 June 2023: AED nil), representing an Effective Tax Rate ("ETR") of 9% (30 June 2023: 0%). The ETR is in line with the statutory tax rate in the UAE as there are no foreign operations.

Income tax expense is recognised in each interim period based on a best estimate of the weighted average annual income tax rate expected for the full financial year. Amounts accrued for income tax expense in one interim period may have to be adjusted in a subsequent interim period of that financial year if the estimate of the annual income tax rate changes.

20 Earnings per share

Basic earnings per share amounts are calculated by dividing the profit attributable to shareholders of the Company by the weighted average number of ordinary shares outstanding during the period.

The following reflects the profit and share data used in to calculate earnings per share:

	Three-month period ended 30 June		Six-month period ended 30 June	
	2024 2023		2024	2023
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Profit attributable to the shareholders of the Company (AED)	8,810,775	52,040,914	19,113,170	73,978,141
Weighted average number of ordinary shares issued	2,571,428,572	2,571,428,572	2,571,428,572	2,571,428,572
Basic earnings per share (AED)	0.0034	0.0202	0.0074	0.0288

Diluted earnings per share are not applicable as the Company has not issued any instruments which would have an impact on earnings per share.



21 Operating segments

The Group has four reportable segments, as described below. Reportable segments offer different products and services and are managed separately because they require different technology and operational marketing strategies. For each of the strategic business units, the Group's executive management reviews internal management reports on at least a quarterly basis.

The following summary describes the operations in each of the Group's reportable segment:

- Smart Geospatial Solutions (SGS): The SGS division is a geospatial one-stop shop offering endto-end services from data acquisition and processing to artificial intelligence services, to a growing number of sectors such as defense, environment, energy & resources, smart cities, and transportation.
- Smart Mobility Solutions (SMOS): The SMOS division is the pioneer of autonomous driving and unmanned systems in MENA with a proven technological capability and know-how including Autonomous Solutions, Cloud Infra, Digital Twins, Charging Infrastructure, Transportation Super Apps, and Testing and Simulation.
- Smart Operations Solutions (SOPs): The SOP division is driving the revolution in how entities approach their operations, by providing customers the latest AI-powered innovative technological solutions which deliver both superior efficiency and efficacy.
- Smart Space Solutions (SPAS): The SPAS division is a vertical AI-powered information solutions provider, utilizing space-based platforms across Remote Sensing, and Communication to deliver timely, actionable insights to various industries.

The Group does not allocate segment results of the holding Company that performs financing activities and certain other functions. Results of the Company are not significant to be disclosed as operating segment because quantitative thresholds are not met and are presented as *Other*.

Information regarding the results of each reportable segment is included below. Performance is measured based on segment profit, as included in the internal management reports data reviewed by the Group's executive management. Segment profit is used to measure performance as management believes that such information is the most relevant in evaluating the results of certain segments relative to other entities that operate within these industries.

Segment profit represents the profit earned by each segment without allocation of the income tax expenses.



Operating segments (continued)

	SGS AED	SMOS AED	SOPS AED	SPAS AED	Other AED	Total AED
Six-month period ended 30 June 2024 (unaudited)	ALD	ALD	ALD	AED	ALD	ALD
Revenue	58,402,896	13,561,525	160,896,450	40,434,890	-	273,295,761
Direct cost	(32,573,093)	(10,721,543)	(139,557,237)	(6,745,435)	-	(189,597,308)
Gross profit	25,829,803	2,839,982	21,339,213	33,689,455	-	83,698,453
Indirect costs (net)	(13,679,147)	(3,714,569)	(33,359,180)	(21,817,283)	9,875,210	(62,694,969)
Reportable segment profit/(loss)	12,150,656	(874,587)	(12,019,967)	11,872,172	9,875,210	21,003,484
Six-month period ended 30 June 2023 (unaudited)						
Revenue	22,620,883	29,724,195	11,121,618	168,086,608	-	231,553,304
Direct cost	(22,637,848)	(28,268,937)	(20,208,801)	(28,873,739)	-	(99,989,325)
Gross (loss)/profit	(16,965)	1,455,258	(9,087,183)	139,212,869		131,563,979
Indirect costs (net)	(9,249,946)	(5,072,607)	(6,487,666)	(49,650,447)	12,874,828	(57,585,838)
Reportable segment (loss)/profit	(9,266,911)	(3,617,349)	(15,574,849)	89,562,422	12,874,828	73,978,141



Operating segments (continued)

	SGS AED	SMOS AED	SOPS AED	SPAS AED	Other AED	Total AED
Three-month period ended 30 June 2024 (unaudited)	ALD	ALD	ALD	ALD	ALD	ALD
Revenue	22,689,516	5,884,949	91,013,723	40,434,890	-	160,023,078
Direct cost	(10,148,629)	(8,622,101)	(82,519,567)	(6,745,435)	-	(108,035,732)
Gross profit/(loss)	12,540,887	(2,737,152)	8,494,156	33,689,455	-	51,987,346
Indirect costs (net)	(6,483,418)	146,721	(18,329,573)	(21,817,283)	4,178,378	(42,305,175)
Reportable segment profit/(loss)	6,057,469	(2,590,431)	(9,835,417)	11,872,172	4,178,378	9,682,171
Three-month period ended 30 June 2023 (unaudited)						
Revenue	1,132,907	13,277,671	5,560,809	110,610,721	-	130,582,108
Direct cost	(5,265,306)	(14,706,651)	(9,824,238)	(20,232,904)	-	(50,029,099)
Gross (loss)/profit	(4,132,399)	(1,428,980)	(4,263,429)	90,377,817	-	80,553,009
Indirect costs (net)	(3,272,070)	(1,205,209)	(3,562,947)	(26,878,351)	6,406,482	(28,512,095)
Reportable segment (loss)/profit	(7,404,469)	(2,634,189)	(7,826,376)	63,499,466	6,406,482	52,040,914



22 Financial instruments

All financial assets and liabilities are measured at amortised cost and the carrying values approximate to the fair value.

23 Contingent liabilities

The Group has the following contingent liabilities and commitments outstanding at:

	30 June 2024 AED (unaudited)	31 December 2023 AED (audited)
Performance guarantees (a)	265,596,994	344,166,231
Letters of credit (a)	<u> </u>	54,960,777
Capital commitments (b)	221,767,520	222,572,384

- (a) Performance guarantees and letters of credit were issued in the normal course of business.
- (b) Contracted capital commitments are mainly related to low earth orbit (LEO) and high-altitude pseudo satellites (HAPS) assets which are under construction.

24 Investment in associate

Details of the Group's associate are as follows:

Associate	Place of incorporation and operations	Percentage	of ownership	Principal activities	
		30 June 2024	31 December 2023		
Sindan-Additive Manufacturing Center of Excellence L.L.C	Abu Dhabi, UAE	25%	25%	Building engineering consultancy with 3D Printing Technology, decoration design & implementation using 3D Printing Technology, exporting and importing.	



24 Investment in associate (continued)

The latest available financial information in respect of the Group's associates is summarised below:

	30 June 2024	31 December 2023
	AED (unaudited)	AED (audited)
Non-current assets Current assets Current liabilities	160,963,536 86,368,296 (214,243,452)	86,815,460 121,609,572 (210,986,521)
Total net equity/(deficit)	33,088,380	(2,561,489)
Group's share of net assets	8,272,095	(640,372)
At the end of the period/year	<u>-</u>	-
The share of results of associates unrecognised during the period/year is	as follows:	
	30 June 2024 AED (unaudited)	31 December 2023 AED (audited)
Loss for the period/year	(2,750,131)	(2,711,489)
The unrecognised share of loss of an associate for the period/year*	(687,533)	(677,872)

^{*}As at 30 June 2024, the Group has not contributed to its percentage of ownership in the share capital and the investment's carrying amount is AED nil (31 December 2023: AED nil). Accordingly, losses in excess of investment carrying amount are not recognised.

25 Seasonality of results

No income of a seasonal nature was recorded in the condensed consolidated statement of profit or loss for the six months ended 30 June 2024 and 30 June 2023.



26 Merger of Bayanat AI PLC and Al Yah Satellite Communications Company PJSC

On 18 December 2023, the Board of Directors of Bayanat AI PLC approved the merger between the Company and AI Yah Satellite Communications Company PJSC (Yahsat) and recommended the merger to the Company's shareholders.

On 12 March 2024, the Board of Directors of Bayanat AI PLC approved the change of the Company's legal name from 'Bayanat AI PLC' to 'Space42 PLC' and the amended and restated Articles of Association of the Company, subject to obtaining relevant approvals on the merger and with effect from the merger becoming effective.

On 21 March 2024, a shareholder's circular has been issued calling for the general assembly meetings of the Company and Yahsat to vote on the proposed merger. The general assembly meetings of both the Company and Yahsat were convened on 25 April 2024 and the shareholders of both entities respectively approved the merger.

The merger will be effected by way of issuance of 0.897821 new ordinary shares in the capital of the Company for every one share in Yahsat subject to the terms of the merger agreement between the companies. For this purpose, the share capital of the Company will be increased by an amount of up to AED 219,047,698, corresponding to the issuance and allotment of up to 2,190,476,979 new ordinary shares of the Company to Yahsat shareholders. Following completion of the merger, the share capital of the Company will be set at a maximum of AED 476,190,550 comprising 4,761,905,551 shares of AED 0.10 each. Subsequently, Yahsat will be dissolved and the Company will remain as the sole surviving legal entity.

The merger is subject to receipt of all related governmental approvals, including regulatory approvals by the Securities and Commodities Authority (SCA) and the ADGM Registration Authority.

27 Approval of condensed consolidated interim financial information

The condensed consolidated interim financial information was approved by management and authorised for issue by the Board of Directors on 13 August 2024.