

FIVE Holdings (BVI) Limited and its subsidiaries

Interim condensed consolidated financial statements
for the three-month and nine-month periods ended
30 September 2025 (unaudited)

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REPORT ON REVIEW OF INTERIM FINANCIAL INFORMATION

The Board of Directors

FIVE Holdings (BVI) Limited and its subsidiaries
P.O. Box 957, Offshore Incorporations Centre
Road Town, Tortola
British Virgin Islands

Introduction

We have reviewed the accompanying interim condensed consolidated statement of financial position of FIVE Holdings (BVI) Limited (the "Company") and its subsidiaries (together referred to as the "Group") as at 30 September 2025 and the related statements of comprehensive income, changes in equity and cash flows for the nine-months period then ended, and material accounting policy information and other explanatory notes. Management is responsible for the preparation and 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 ISRE 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.

Other matter

The interim financial information of the Group for the nine-months period ended 30 September 2024 and the annual consolidated financial statements of the Group for the year ended 31 December 2024 were reviewed and audited respectively by another auditor, who expressed an unmodified conclusion on that information and an unmodified opinion on those statements on 26 November 2024 and 21 February 2025 respectively.

Deloitte & Touche (M.E.)

Deloitte & Touche

25 November 2025

Dubai

United Arab Emirates

FIVE Holdings (BVI) Limited and its subsidiaries

Interim condensed consolidated statement of financial position

	Note	As at		
		30 September 2025	31 December 2024	
		AED'000 (Unaudited)	AED'000 (Audited)	
ASSETS				
Non-current assets				
Property and equipment	3	8,564,996	8,462,424	
Intangible assets	4	1,006,516	875,449	
Right-of-use assets	5	160,144	160,927	
		9,731,656	9,498,800	
Current assets				
Trade and other receivables	6	609,714	579,589	
Prepayments	7	18,578	28,572	
Inventories		42,877	52,972	
Property held for development and sale	8	60,812	54,078	
Bank deposits	9(B)	-	345,835	
Cash and cash equivalents	9(A)	2,178,781	182,712	
		2,910,762	1,243,758	
Total assets		12,642,418	10,742,558	
EQUITY AND LIABILITIES				
EQUITY				
Capital and reserves attributable to Owner of FIVE Holdings (BVI) Limited				
Share capital		-	-	
Contributed capital		252,913	252,913	
Statutory reserve		2,238	2,238	
Revaluation reserve		4,843,691	4,880,460	
Foreign currency translation reserve		231,325	(11,388)	
Stock based compensation reserve	28	66,063	34,186	
Retained earnings		1,484,833	1,418,324	
		6,881,063	6,576,733	
Non-controlling interests		29,337	31,177	
Total equity		6,910,400	6,607,910	
LIABILITIES				
Non-current liabilities				
Lease liabilities	5	164,616	157,569	
Trade and other payables	10	56,278	40,218	
Borrowings	11	1,528,866	1,408,120	
Retention payables		-	9,717	
Provision for employees' end of service benefits		22,977	19,449	
Deferred tax liabilities	13	256,441	234,055	
Finance liabilities	14	993,717	884,329	
Deferred gain	15	621,609	645,437	
		3,644,504	3,398,894	
Current liabilities				
Lease liabilities	5	13,526	17,210	
Trade and other payables	10	351,724	324,466	
Borrowings	11	1,362,456	10,025	
Retention payables		48,270	30,920	
Contract liabilities	12	-	42,672	
Current tax liabilities		40,440	25,506	
Finance liabilities	14	158,838	168,624	
Deferred gain	15	112,260	116,331	
		2,087,514	735,754	
Total liabilities		5,732,018	4,134,648	
Total equity and liabilities		12,642,418	10,742,558	

These interim condensed consolidated financial statements were approved by the Board of Directors on 25 November 2025 and signed on behalf of the Board of FIVE Holdings (BVI) Limited by:

Kabir Mulchandani
Chairman

Jaydeep Anand
Director

The notes on pages 6 to 32 form an integral part of these interim condensed consolidated financial statements

FIVE Holdings (BVI) Limited and its subsidiaries

Interim condensed consolidated statement of comprehensive income

	Note	Three-month period ended 30 September		Nine-month period ended 30 September	
		2025 AED'000	2024 AED'000	2025 AED'000	2024 AED'000
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Revenue	17	612,750	630,378	1,705,440	1,531,365
Cost of sales	18	(356,156)	(324,521)	(915,970)	(780,735)
Depreciation and amortisation	3,4 & 5	(79,346)	(77,302)	(234,598)	(214,959)
Gross profit		177,248	228,555	554,872	535,671
General and administrative expenses	19	(72,215)	(71,645)	(179,247)	(204,498)
Selling and marketing expenses	20	(42,880)	(34,782)	(108,410)	(86,487)
Other income	21	2,721	1,668	7,232	16,844
Operating profit		64,874	123,796	274,447	261,530
Finance income	22	6,256	4,190	18,580	13,689
Finance cost	22	(95,969)	(40,940)	(200,117)	(136,321)
Finance cost - net	22	(89,713)	(36,750)	(181,537)	(122,632)
Profit before income tax		(24,839)	87,046	92,910	138,898
Income tax expense	23	(16,201)	(17,643)	(41,159)	(32,391)
Profit for the period		(41,040)	69,403	51,751	106,507
Profit for the period attributable to:					
Owner of FIVE Holdings (BVI) Limited		(42,213)	68,311	48,621	103,411
Non-controlling interests		1,173	1,092	3,130	3,096
		(41,040)	69,403	51,751	106,507

		Three-month period ended 30 September		Nine-month period ended 30 September	
		2025 (Unaudited)	2024 (Unaudited)	2025 (Unaudited)	2024 (Unaudited)
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Profit for the period		(41,040)	69,403	51,751	106,507
Other comprehensive income					
<i>Items that will not be reclassified to profit or loss:</i>					
Revaluation gain on property and equipment (Refer note 3)		-	-	85,294	49,022
Deferred tax liabilities reduction on fair value gain on revaluation of property and equipment (refer note 13)		(4,049)	(9,594)	(12,337)	28,744
<i>Items that will be reclassified to profit or loss:</i>					
Exchange differences on translation of foreign operations		11,438	86,368	242,713	17,726
Total comprehensive income for the period		(33,651)	146,177	367,421	201,999
Total comprehensive income for the period attributable to:					
Owner of FIVE Holdings (BVI) Limited		(34,824)	145,085	364,291	198,903
Non-controlling interests		1,173	1,092	3,130	3,096
		(33,651)	146,177	367,421	201,999

FIVE Holdings (BVI) Limited and its subsidiaries

Interim condensed consolidated statement of changes in equity

Attributable to Owner of FIVE Holdings (BVI) Limited										
	Contributed Share capital AED'000	Statutory capital AED'000	Revaluation reserve AED'000	Foreign currency translation reserve AED'000	Stock based compensation reserve AED'000	Retained earnings AED'000	Total AED'000	Non- controlling interests AED'000	Total AED'000	
At 1 January 2025	-	252,913	2,238	4,880,460	(11,388)	34,186	1,418,324	6,576,733	31,177	6,607,910
Profit for the period	-	-	-	-	-	-	48,621	48,621	3,130	51,751
Prior period adjustment	-	-	-	-	-	-	-	-	-	-
Other comprehensive income	-	-	-	72,957	242,713	-	-	315,670	-	315,670
Total comprehensive income for the period ended 30 September 2025 (unaudited)	-	-	-	72,957	242,713	-	48,621	364,291	3,130	367,421

Transactions with owner in their capacity as owner:

Dividend (Note 24)	-	-	-	-	-	-	(91,838)	(91,838)	(4,970)	(96,808)
Stock based compensation expense (Note 28)	-	-	-	-	-	31,877	-	31,877	-	31,877
<i>Others:</i>										
Depreciation transfer for property and equipment under revaluation model	-	-	-	(109,726)	-	-	109,726	-	-	-
At 30 September 2025 (unaudited)	-	252,913	2,238	4,843,691	231,325	66,063	1,484,833	6,881,063	29,337	6,910,400

Attributable to Owner of FIVE Holdings (BVI) Limited										
	Contributed Share capital AED'000	Statutory capital AED'000	Revaluation reserve AED'000	Foreign currency translation reserve AED'000	Stock based compensation reserve AED'000	Retained earnings AED'000	Total AED'000	Non- controlling interests AED'000	Total AED'000	
At 1 January 2024	-	252,913	2,238	4,855,611	83,678	-	1,166,075	6,360,515	28,848	6,389,363
Profit for the period	-	-	-	-	-	-	103,411	103,411	3,096	106,507
Other comprehensive income	-	-	-	77,766	17,726	-	-	95,492	-	95,492
Total comprehensive income for the period ended 30 September 2024 (unaudited)	-	-	-	77,766	17,726	-	103,411	198,903	3,096	201,999

Transactions with owner in their capacity as owner:

Dividend (Note 24)	-	-	-	-	-	-	(55,103)	(55,103)	(1,940)	(57,043)
Stock based compensation expense (Note 28)	-	-	-	-	-	22,023	-	22,023	-	22,023
<i>Others:</i>										
Depreciation transfer for property and equipment under revaluation model	-	-	-	(104,541)	-	-	104,541	-	-	-
At 30 September 2024 (unaudited)	-	252,913	2,238	4,828,836	101,404	22,023	1,318,924	6,526,338	30,004	6,556,342

FIVE Holdings (BVI) Limited and its subsidiaries

Interim condensed consolidated statement of cash flows

	Notes	Nine-month period ended 30 September	
		2025 AED'000 (unaudited)	2024 AED'000 (unaudited)
Cash flows from operating activities			
Profit before income tax		92,910	138,899
Adjustments for:			
Depreciation of property and equipment	3	213,906	188,472
Amortisation of intangible assets	4	3,291	3,895
Depreciation of right-of-use assets	5	16,221	22,591
Interest on lease liabilities	22	8,917	11,053
Interest cost on finance liabilities	22	113,224	95,151
Provision for employees' end of service benefits		6,158	4,532
Amortisation of deferred gain	22	(91,897)	(88,359)
Interest income	22	(18,580)	(13,689)
Interest cost on borrowings	22	168,095	116,096
Other finance cost	22	1,778	2,380
Gain on lease derecognition	21	-	(2,368)
Profit on disposal of property and equipment	21	(1,590)	-
Stock based compensation	28	31,877	22,023
Operating cash flows before changes in operating assets and liabilities		544,310	500,676
Trade and other receivables	6	(30,125)	13,209
Prepayments	7	9,994	13,117
Inventories		10,095	(7,758)
Property held for development and sale	8	(247)	(9,870)
Trade and other payables	10	31,288	57,399
Retention payables		7,633	(3,067)
Due to related parties	16	-	(7,783)
Contract liabilities	12	(42,672)	(110,517)
Payment for end of service benefits		(2,630)	-
Cash generated from operations		527,646	445,406
Income taxes paid		(22,891)	-
Net cash generated from operating activities		504,755	445,406
Cash flows from investing activities			
Purchase of property and equipment	3	(110,382)	(198,569)
Proceeds from sale of property and equipment		6,111	548
Purchase of intangible assets	4	(8,506)	(2,317)
Increase of bank deposits	9	345,835	(34,102)
Interest income	22	18,580	13,689
Net cash used in investing activities		251,638	(220,751)
Cash flows from financing activities			
Proceeds from financing arrangements	15,16	163,600	217,463
Interest payment on finance liabilities	22	(113,224)	(95,151)
Principal element of lease payments	5	(13,293)	(16,434)
Interest paid on lease liabilities	5	(8,917)	(11,053)
Dividends paid	24	(96,808)	(57,043)
Interest paid on borrowings		(124,463)	(104,820)
Proceeds from bank borrowings	11	1,429,545	(319,372)
Net cash used in financing activities		1,236,440	(386,410)
Net decrease in cash and cash equivalents		1,992,833	(161,754)
Cash and cash equivalents, beginning of the period		182,712	613,779
Effects of exchange rate changes on cash and cash equivalents		3,236	-
Cash and cash equivalents, end of the period	9	2,178,781	452,025

FIVE Holdings (BVI) Limited and its subsidiaries

Notes to the interim condensed consolidated financial statements for the three-month and nine-month periods ended 30 September 2025

1 Legal status and operations

FIVE Holdings (BVI) Limited (the “Company”) is a Company limited by shares registered on 30 August 2013 with Registrar of Corporate Affairs in British Virgin Islands. The registered address of the Company is P.O. Box 957, Offshore Incorporations Centre, Road Town, Tortola, British Virgin Islands. Kabir Mulchandani is the ultimate controlling and ultimate beneficial owner (the “Owner”).

The principal activities of the Company, its subsidiaries and joint operations collectively referred as the “Group” are to provide hospitality services primarily in the United Arab Emirates (UAE), Spain and Switzerland. The Group is also engaged in real estate development projects in Dubai, UAE and Spain.

The consolidated financial statements of the Company includes subsidiaries listed in the table below:

Name of entities and country of incorporation	Principal activities	Percentage of ownership/ voting rights on	
		30 September 2025	31 December 2024
<i>United Arab Emirates</i>			
FIVE Holding Limited	Holding Company	100	100
SKAI Holdings Group Limited	Holding Company	100	100
FIVE International Holding Limited	Holding Company	100	100
FIVE JBR Holding (DIFC) limited	Property Holding Company	100	100
Devco Real Estate Development LLC	Real Estate development Company	100	100
FIVE Luxe Hotel LLC	Hotel Operating Company	100	100
Assas Investments Limited	Property Holding Company	100	100
FIVE Hotel Jumeirah Village L.L.C	Hotel Operating Company	100	100
Unlimited 1 Limited	Property Holding Company	100	100
FIVE Holiday Homes Rental LLC	Holiday Homes Rental Company	100	100
Rehan Limited	Property Holding Company	100	100
FIVE Hotel FZE	Hotel Operating Company	100	100
FIVE International Hotel Management L.L.C	Hotel Management Company	100	100
FIVE Beach Club Limited ('FIVE Beach')	Property Holding Company	85	85
Praia Restaurant FZE (100% subsidiary of FIVE Beach)	Restaurant Operating Company	85	85
FIVE International Hotel Management Limited	Hotel Management Company	100	100
FIVE Music FZ-LLC	Music Production Company	100	100
Pacha Universe Holding Limited	Holding Company	100	100
Sea FIVE Yacht LLC	Water Sports Company	100	100
FIVE International Real Estate Brokers LLC	Real Estate Brokerage Company	100	100
FIVE Mode FZ – LLC	Garments, Textiles & Gifts E-Trading	100	100
Pacha Events LLC*	Events Organization & Management	100	100
Five Pacha Universe Holding Limited (DIFC)	Holding Company	100	100
Goose Island Restaurant L.L.C. (100% Subsidiary of Five Hotel Jumeirah Village LLC)	Restaurant Operating Company	100	-

FIVE Holdings (BVI) Limited and its subsidiaries

Notes to the interim condensed consolidated financial statements for the three-month and nine-month periods ended 30 September 2025 (continued)

1 Legal status and operations (continued)

Name of entities and country of incorporation	Principal activities	Percentage of ownership/ voting rights on	
		30 September 2025	31 December 2024
<i>Cayman Islands</i>			
Unlimited 1 Development	Holding Company	100	100
Sky's the Limit 1 LLC	Holding Company	100	100
<i>Spain</i>			
Universo Pacha, S.A.	Holding & Night Club Operating Company	100	100
El Hotel Pacha, S.L.	Hotel Operating Company	100	100
Nube, S.L.	Property and Brand holding Company	100	100
Pacha Merchandise, S.L.	Merchandise Operating Company	100	100
Pacha Franquicias, S.L.	Franchise Operating Company	100	100
Sweet Pacha, S.L.	Events & Productions	100	100
Nomad Suntribe, S.A.	Events & Productions	100	100
Pacha Multimedia, S.L.	Music Production Company	100	100
Chioro ITG, S.L.U.	Property Holding Company	100	100
<i>United Kingdom</i>			
Toy Room Ltd ('TOY ROOM')	Holding Company and Brand Holding Company	51	51
Toy Room Brand Ltd (100% subsidiary of TOY ROOM)	Franchise Operating Company	51	51
<i>Switzerland</i>			
5 Atlantis A G	Property Holding and Hotel Operating Company	100	100

The interim condensed consolidated financial statements also include the result of a 50% joint operation interest in Marisol Pacha Ibiza, A.I.E acquired along with Universo Pacha S.A. It is engaged in merchandise business and accounted for under the proportionate consolidation method.

* Effective 28 February 2025, the name of the entity was changed from Five Tribe Events LLC to Pacha Events LLC.

2 Material accounting policies

2.1 Basis of preparation

The interim condensed consolidated financial statements of the Group are prepared in accordance with International Accounting Standard 34: Interim Financial Reporting.

The interim condensed consolidated financial statements do not contain all information and disclosures required for full financial statements prepared in accordance with IFRS Accounting Standards and should be read in conjunction with the Group's consolidated financial statements for the year ended 31 December 2024. The same accounting policies, methods of computation, significant accounting judgments and estimates and assumptions are followed in these interim condensed consolidated financial statements as compared with the consolidated financial statements for the for the year ended 31 December 2024. These interim condensed consolidated financial statements have been prepared under the historical cost convention unless otherwise stated. These interim condensed consolidated financial statements have been presented in UAE Dirhams (AED), being the presentation currency of the Group and the functional currency of the Company and all values are rounded off to the nearest thousand (AED'000) except when otherwise indicated.

FIVE Holdings (BVI) Limited and its subsidiaries

Notes to the interim condensed consolidated financial statements for the three-month and nine-month periods ended 30 September 2025 (continued)

2 Material accounting policies (continued)

2.1 Basis of preparation (continued)

The interim condensed consolidated statement of comprehensive income is presented on the basis of by function. However, depreciation is separately presented within gross profit, this is considered appropriate presentation as the depreciation is a material line item, and IAS 1 “Presentation of Financial Statements”, permits material items to be separately presented.

The Group has prepared the interim condensed consolidated financial statements on the basis that it will continue to operate as a going concern.

Judgements and estimates

When preparing the Interim Condensed Consolidated Financial Statements, management undertakes a number of judgements, estimates and assumptions about recognition and measurement of assets, liabilities, income and expenses. The actual results may differ from the judgements, estimates and assumptions made by management, and will seldom equal the estimated results.

The judgements, estimates and assumptions applied in the Interim Financial Statements, including the key sources of estimation uncertainty, were the same as those applied in the Group’s last annual financial statements for the year ended 31 December 2024.

Seasonality of operations

The Group’s interim results may not be indicative of fiscal year performance because of, among other reasons, macroeconomic conditions, including inflationary pressures, and seasonal and short-term variations. The Group’s hospitality segment is seasonal in nature and there are periods during which our properties experience variations in hotel revenue activities and margins that may vary and depend principally upon location and season.

FIVE LUXE commenced operations on 31 March 2024. Accordingly, its financial performance is fully reflected in the three-month and nine-month periods ended 30 September 2025, but only partially reflected in the comparative period ended 30 September 2024. The Group’s development business revenue and margins are dependent on the number of new developments and percentage of completion which is prone to natural fluctuations in the real estate market of the region.

New standards, interpretations, and amendments in issue and effective

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 2024 except for the new and amended standards as set out below.

(a) The new standards, interpretations, and amendments in issue and effective are mentioned below:

In the current period, the Group has applied the amendments to IAS 21. The application of these amendments to IFRS Accounting Standards has not had any material impact on the amounts reported for the current and prior periods but may affect the accounting for the Group’s future transactions or arrangements.

Other than the above, there are no other significant IFRS Accounting Standards, amendments or interpretations that were effective for the first time for the financial year beginning on or after January 1, 2025.

(b) New standards, interpretations, and amendments in issue and not yet effective

The new and amended standards and interpretations that are issued, but not yet effective, up to the date of issuance of the Group’s interim condensed consolidated financial statements are disclosed below.

- IFRS 18 – Presentation and Disclosure in the Financial Statements
- Amendments to IFRS 9 and IFRS 7 – Classification and Measurement of Financial Instruments, Gain or Loss on Derecognition and Disclosure of Deferred difference between Fair Value and Transaction Price; Introduction and Credit Risk Disclosures; Lessee Derecognition of Lease Liabilities
- IFRS 19 - Subsidiaries without Public Accountability Disclosures

FIVE Holdings (BVI) Limited and its subsidiaries

Notes to the interim condensed consolidated financial statements for the three-month and nine-month periods ended 30 September 2025 (continued)

2 Material accounting policies (continued)

2.1 Basis of preparation (continued)

(b) New standards, interpretations, and amendments in issue and not yet effective (continued)

- Amendment to IFRS 10 and IAS 28 - Sale and Contribution of Assets between an Investor and its Associates or Joint Ventures
- IFRS 9 – Disclosure regarding purchase power arrangement
- IFRS 10: Determination of a “De Facto Agent”

Management is currently assessing the impact of aforementioned new accounting standards, amendments and interpretations. However, the management’s preliminary view is that these are expected to have no material impact on the Group in the current or future reporting periods.

Alternative performance measures

The Group has identified certain measures that it believes will assist the understanding of the performance of the business. These alternative performance measures (“APMs”) are not defined or specified under the requirements of IFRS Accounting Standards. The Group believes that these APMs, which are not considered to be a substitute for, or superior to, IFRS Accounting Standards, provide stakeholders with an additional useful information on the underlying trends, performance and position of the Group and are consistent with how business performance is measured internally. The APMs are not defined by IFRS Accounting Standards and therefore may not be directly comparable with other companies’ alternative performance measures.

The key APMs that the Group uses are earnings before interest, tax, depreciation and amortisation (“EBITDA”) and adjusted net income (“Adjusted net income”). These APMs are set out in note 27 including how it is calculated and how it reconciles to a statutory measure where relevant. EBITDA excludes items (i), (ii), (iii) and (iv) referred below and adjusted net income excludes items (iv) and (v) referred below.

i. Exceptional items

The Group classifies certain one-off charges or credits that have a material impact on the Group’s financial results as ‘exceptional items’. These are disclosed separately to provide further understanding of the financial performance of the Group. Management splits out these costs / incomes for internal purposes when reviewing the business.

ii. Pre-opening costs

Pre-opening costs can vary significantly depending on the number of new hotels acquired and opened in any period and so do not reflect the costs of the day-to-day operations of the business. These costs are therefore split out in order to aid comparability with prior periods. Hotel pre-opening costs refer to costs incurred in getting new sites operational, and primarily include costs incurred before opening and in preparing for launch.

iii. Acquisition-related costs

Acquisition-related costs are costs incurred to effect a business combination. Those costs include advisory, legal, accounting, valuation and other professional or consulting fees including employees’ bonuses in connection with the successful completion of a transaction. Acquisition-related costs are expensed in the period in which the costs are incurred, and the services are received.

FIVE Holdings (BVI) Limited and its subsidiaries

Notes to the interim condensed consolidated financial statements for the three-month and nine-month periods ended 30 September 2025 (continued)

2 Material accounting policies (continued)

2.1 Basis of preparation (continued)

(b) *New standards, interpretations, and amendments in issue and not yet effective* (continued)

iv. Stock based compensation expense

Stock-based compensation expense is a non-cash expense arising from the grant of stock-based awards to employees. Excluding the effect of stock-based compensation from EBITDA assists management in making period-to-period comparisons in Group's operating performance because (i) the amount of such expenses in any specific period may not directly correlate to the underlying performance of the business operations and (ii) such expenses can vary significantly between periods as a result of the timing of grants of new stock-based awards, including grants in connection with acquisitions. Additionally, excluding stock-based compensation from EBITDA assists management in making meaningful comparisons between our Group's operating performance and the operating performance of other companies that may use different forms of employee compensation or different valuation methodologies for their stock-based compensation.

v. Depreciation on revaluation of property and equipment

The depreciation expense on revalued amount of property and equipment is a non-cash adjustment and does not reflect the Group's operating expense. Therefore, adding back this depreciation expense to net income provides a clearer view of the Group's operational performance.

FIVE Holdings (BVI) Limited and its subsidiaries

Notes to the interim condensed consolidated financial statements for the three-month and nine-month periods ended 30 September 2025 (continued)

3 Property and equipment

	Land & Buildings (*) AED'000	Equipment AED'000	Furniture and fixtures AED'000	Motor vehicles AED'000	Leasehold improvements AED'000	Capital work-in-progress AED'000	Total AED'000
Cost or revaluation							
At 1 January 2024	6,431,961	36,383	105,646	3,554	46,348	2,437,964	9,061,856
Additions	222,809	10,444	14,850	5,120	11,099	88,463	352,785
Disposal	(577)	(9,176)	(1,962)	(908)	-	-	(12,623)
Transfer	2,309,902	25,146	149,781	-	14,399	(2,499,228)	-
Revaluation gain	126,766	-	-	-	-	-	126,766
Exchange difference	(50,949)	(109)	(426)	(56)	-	(1,166)	(52,706)
At 31 December 2024 (Audited)	9,039,912	62,688	267,889	7,710	71,846	26,033	9,476,078
Additions	5,406	9,281	2,741	464	5,739	86,751	110,382
Disposal	-	(2,853)	(761)	(579)	(20)	(1,416)	(5,629)
Transfer	(9,098)	-	-	-	90,640	(81,542)	-
Revaluation gain	85,294	-	-	-	-	-	85,294
Exchange difference	118,885	2,662	738	143	-	4,548	126,976
At 30 September 2025 (Unaudited)	9,240,399	71,778	270,607	7,738	168,205	34,374	9,793,101
Accumulated Depreciation							
At 1 January 2024	649,362	20,710	81,198	1,989	8,612	-	761,871
Charge for the year	216,341	9,668	29,688	776	2,002	-	258,475
Disposal	(577)	(1,348)	(1,217)	(572)	-	-	(3,714)
Exchange difference	(2,425)	(439)	(96)	(18)	-	-	(2,978)
At 31 December 2024 (Audited)	862,701	28,591	109,573	2,175	10,614	-	1,013,654
Charge for the period	171,111	7,896	28,970	940	4,989	-	213,906
Disposal	-	(658)	(222)	(228)	-	-	(1,108)
Exchange difference	819	768	62	3	1	-	1,653
At 30 September 2025 (Unaudited)	1,034,631	36,597	138,383	2,890	15,604	-	1,228,105
Net book amount							
As at 30 September 2025 (Unaudited)	8,205,768	35,181	132,224	4,848	152,601	34,374	8,564,996
As at 31 December 2024 (Audited)	8,177,211	34,097	158,316	5,535	61,232	26,033	8,462,424

FIVE Holdings (BVI) Limited and its subsidiaries

Notes to the interim condensed consolidated financial statements for the three-month and nine-month periods ended 30 September 2025 (continued)

3 Property and equipment (continued)

- i. *The land and building are fair valued cumulatively by an independent valuer for Dubai, Ibiza and Zurich hotels and includes 20% of this cumulative value is considered as land.
- ii. Out of the total carrying value of property and equipment, the assets amounting to AED 8,205,768 thousand (2024: AED 8,177,211 thousand) are pledged against the Group's borrowings.

4 Intangible assets

	Goodwill AED'000	Trademark & Franchise right AED'000	Others AED'000	Total AED'000
Cost				
At 1 January 2024	685,737	206,685	2,095	894,517
Additions	-	-	3,670	3,670
Exchange difference	(3,524)	(12,800)	-	(16,324)
At 31 December 2024 (Audited)	682,213	193,885	5,765	881,863
Additions	-	-	8,506	8,506
Exchange difference	100,827	25,025	-	125,852
At 30 September 2025 (Unaudited)	783,040	218,910	14,271	1,016,221
Accumulated amortisation				
At 1 January 2024	-	799	1,352	2,151
Charge for the year	-	3,003	1,260	4,263
At 31 December 2024 (Audited)	-	3,802	2,612	6,414
Charge for the period	-	2,933	358	3,291
At 30 September 2025 (Unaudited)	-	6,735	2,970	9,705
Net book amount				
As at 30 September 2025 (Unaudited)	783,040	212,175	11,301	1,006,516
As at 31 December 2024 (Audited)	682,213	190,083	3,153	875,449

The Group tests goodwill annually for impairment, or more frequently if there are indications that goodwill might be impaired. The goodwill recognised by the Group has resulted from the business combination of Universo Pacha S.A. during the year 2023.

Trademark and Franchise rights include intangible assets acquired through business combinations. The trademark of Destino has a useful life of 3 years whereas for Pacha the useful life is indefinite. The major assumptions used in the calculation includes discount rate in the range of 10% to 12% and growth rate of 2%. The carrying value of Trademark & Franchise right as at 30 September 2025 includes AED 202,802 thousand (2024: AED 187,080 thousand) related to Pacha trademark.

Trademarks are valued under the relief from royalty methodology and a royalty rate of 8.0% - 12.0% in line with comparable data on the brand name in similar sectors.

Franchisees are valued under the Net Present Value of the Income approach with a 5-year useful life and a discount rate of 11.2 % equivalent to the weighted average cost of capital attributable to the respective entity.

FIVE Holdings (BVI) Limited and its subsidiaries

Notes to the interim condensed consolidated financial statements for the three-month and nine-month periods ended 30 September 2025 (continued)

5 Right-of-use assets and lease liabilities

The Group leases various land parcels, buildings and staff accommodations. Lease terms are negotiated on an individual basis and contain different terms and conditions. The lease term of these assets ranges from 1 to 35 years. The lease agreements do not impose any covenants.

	Land & Buildings	
	AED'000	
Cost		
At 1 January 2024	345,564	
Lease derecognition (*)	(53,313)	
Exchange difference	(9,157)	
At 31 December 2024 (Audited)	283,094	
Additions	1,262	
Lease derecognition (*)	-	
Exchange difference	14,176	
At 30 September 2025 (Unaudited)	298,532	
Accumulated depreciation		
At 1 January 2024	94,201	
Charge for the year	29,934	
Lease derecognition (*)	(1,968)	
At 31 December 2024 (Audited)	122,167	
Charge for the period	16,221	
At 30 September 2025 (Unaudited)	138,388	
Net book amount		
At 30 September 2025 (Unaudited)	160,144	
At 31 December 2024 (Audited)	160,927	
As at		
	30 September 2025	31 December 2024
	AED'000	AED'000
	(Unaudited)	(Audited)
Lease liabilities		
Non-current	164,616	157,569
Current	13,526	17,210
	178,142	174,779
As at		
	30 September 2025	31 December 2024
	AED'000	AED'000
	(Unaudited)	(Audited)
Lease liabilities (**)		
At 1 January	174,779	259,357
Addition	1,262	-
Finance cost	8,917	14,268
Payment of lease liabilities	(22,210)	(37,677)
Exchange difference	15,394	(7,456)
Lease derecognition (*)	-	(53,713)
	178,142	174,779

(*) During the year ended 31 December 2024, the Group acquired Chioro ITG, S.L.U. ('Chioro') which resulted in the derecognition of right of use asset to the extent of AED 51,345 thousand (net) and lease liabilities to the extent of AED 53,713 thousand, leading to a gain on lease de-recognition amounting to AED 2,368 thousand recorded in other income (Note 21).

(**) During the Nine-month period ended 30 September 2025, certain leases of Five Jumeirah Village Circle which expired during the year 2024 for which new leases were signed with variable payments and the corresponding lease rental expenses amounting to AED 5,076 thousand are recorded in cost of sales (Note 18).

FIVE Holdings (BVI) Limited and its subsidiaries

Notes to the interim condensed consolidated financial statements for the three-month and nine-month periods ended 30 September 2025 (continued)

6 Trade and other receivable

	As at	
	30 September 2025	31 December 2024
	AED'000 (Unaudited)	AED'000 (Audited)
Trade receivables*	445,608	32,248
Unbilled receivables**	24,730	414,195
Advances to suppliers	76,151	89,994
Other receivables	63,226	43,152
	609,714	579,589

Analysed as follows:

Current portion	609,714	579,589
	609,714	579,589

*Included within trade receivables are amounts due from sale of property held for development and sale and hotel customers who pay by credit card and these amounts are usually collected during the next working day and do not carry any significant credit risk.

** The unbilled receivables are mainly arising from the off-plan sale of property held for development and sale. The title deed of these properties is transferred upon collection of full payment. In the event of customer default, the Group reserves the right to recover the outstanding amount upon disposal of the units, in accordance with the applicable regulations. The Group always measures the loss allowance for trade receivables and other receivables at an amount equal to lifetime ECL using the simplified approach. The expected credit losses on trade and other receivables are estimated using a provision matrix by reference to past default experience of the debtor's 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 fair value of trade receivable approximates their carrying value.

The Group has a broad base of customers with no concentration of credit risk within trade and other receivables as at 30 September 2025 and 31 December 2024.

7 Prepayments

	As at	
	30 September 2025	31 December 2024
	AED'000 (Unaudited)	AED'000 (Audited)
Deferred sales commission*	-	12,468
Prepaid visa fees	1,625	3,796
Others	16,953	12,308
	18,578	28,572

*It mainly relates to sales commission that is paid to the real estate brokers (refer note 20) and amortized in the interim condensed statement of profit or loss based on percentage of completion of the related project.

FIVE Holdings (BVI) Limited and its subsidiaries

Notes to the interim condensed consolidated financial statements for the three-month and nine-month periods ended 30 September 2025 (continued)

8 Property held for development and sale

	Property held for development and sale AED'000
At 1 January 2024	-
Additions	336,522
Cost of sales	(282,019)
Exchange difference	(425)
At 31 December 2024 (Audited)	54,078
Additions	179,609
Cost of sales (note 18)	(179,362)
Exchange difference	6,487
At 30 September 2025 (Unaudited)	60,812

9 Cash and bank balances

A. Cash and cash equivalents

	<u>As at</u>	
	<u>30 September 2025</u>	<u>31 December 2024</u>
	AED'000 (Unaudited)	AED'000 (Audited)
Cash on hand	3,444	2,869
Cash at banks	2,175,337	179,843
Cash and cash equivalents	2,178,781	182,712

B. Bank deposits

	<u>As at</u>	
	<u>30 September 2025</u>	<u>31 December 2024</u>
	AED'000 (Unaudited)	AED'000 (Audited)
Term deposits with original maturity more than 3 months*	-	345,835

*The above term deposit carried an annual interest rate between 1.2% to 4.2% (2024: 2.7% to 5%).

Bank balances are held with locally incorporated banks and branches of international banks.

Cash at banks includes an amount of AED 25,456 thousand (31 December 2024: 97,480 thousand) held in escrow accounts. Cash held in escrow accounts represents cash received from customers that is held with banks authorised by the Dubai Real Estate Regularity Authority (“RERA”). Use of this cash is limited to specific development projects to which the cash receipts relate.

FIVE Holdings (BVI) Limited and its subsidiaries

Notes to the interim condensed consolidated financial statements for the three-month and nine-month periods ended 30 September 2025 (continued)

10 Trade and other payables

	As at	
	30 September 2025	31 December 2024
	AED'000 (Unaudited)	AED'000 (Audited)
Advances from customers	34,991	15,358
Trade payables#	119,713	148,356
Accruals	115,477	116,783
VAT payable	5,840	5,463
Tax payable	22,045	11,202
Deferred payment for asset purchase	-	16,014
Other finance liabilities*	18,512	-
Deferred income*	27,355	-
Other payables**	64,069	51,508
	<u>408,002</u>	<u>364,684</u>

Analysed as follows:

Current portion	351,724	324,466
Non-current portion	56,278	40,218
	<u>408,002</u>	<u>364,684</u>

* On 7 January 2025, the Group entered into an agreement with EMIC Energy Investments LLC to transfer cooling equipment located at FIVE Luxe – JBR, Dubai. As control remains with the Group, the transaction is accounted for as a financing arrangement, initially recognized at the net proceeds received which is the fair value and subsequently measured at amortised cost. The fair value is determined using the discounted cash flow techniques, the inputs into the valuation techniques includes contractual cash flows and interest rates.

** Includes management incentives payable to key management personnel amounting to AED 5,059 thousand (2024: AED 7,991 thousand).

#As per the Addendum signed with China State Construction Engineering Corporation (Middle East) (LLC) dated 24 January 2022, Assas Investments Limited (“a subsidiary”) has to pay AED 65,000 thousand to the main contractor of the project FIVE Palm Jumeirah Hotel and will be payable in 86 monthly instalments. Trade payables include a discounted amount of AED 24,416 thousand (2024: 31,273 thousand) which is discounted to its present value using the discount rate of 6%.

FIVE Holdings (BVI) Limited and its subsidiaries

Notes to the interim condensed consolidated financial statements for the three-month and nine-month periods ended 30 September 2025 (continued)

11 Borrowings

	As at	
	30 September 2025	31 December 2024
	AED'000 (Unaudited)	AED'000 (Audited)
Term loans	1,706,239	273,641
Listed Green Bonds	1,201,322	1,201,322
Bank overdrafts	3,805	6,858
	2,911,366	1,481,821
Less: unamortised borrowing costs	(20,044)	(63,676)
	2,891,322	1,418,145

Analysed as follows:

Current portion	1,362,456	10,025
Non-current portion	1,528,866	1,408,120
	2,891,322	1,418,145

During the period company has availed below 2 Facilities:

- i) Term loan from Santander Bank has been availed towards the refurbishment of Destino Hotel, Ibiza, Spain at the fixed interest rate of 3.4%, repayable in 52 equal monthly installments starting from October 2025.
- ii) Revolving Credit Facility (RCF) of AED 1,689 Million from Commercial Bank of Dubai PSC, Arab African International Bank and Banco Santander, S.A repayable after 3 years at an interest rate of EIBOR + 1.85% (AED Loan) and EIBOR +1.55% (EUR Loan). Out of AED 1,689 Million, company has utilised AED 1,348 Million (inclusive of premium, accrued interest and other charges) for repymnt of Secured Green Bond Notes on 3rd October 2025 listed on on Nasdaq Dubai and ISM London.

12 Contract liabilities

Contract liabilities represent instalments received from customers towards the purchase of development properties, net of revenue recognised.

	As at	
	30 September 2025	31 December 2024
	AED'000 (Unaudited)	AED'000 (Audited)
Opening	42,672	214,578
Advance from customers	3,512	278,786
Less : Revenue recognised	(46,184)	(450,692)
	-	42,672

Analysed as follows:

Within 1 year	-	42,672
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The aggregate amount of sale price allocated to performance obligations that are unsatisfied / partially satisfied as at 30 September 2025 was AED Nil (31 December 2024: AED 69,529 thousand).

FIVE Holdings (BVI) Limited and its subsidiaries

Notes to the interim condensed consolidated financial statements for the three-month and nine-month periods ended 30 September 2025 (continued)

13 Deferred tax assets and liabilities

	As at	
	30 September 2025	31 December 2024
	AED'000	AED'000
		(Unaudited)
Deferred tax assets		(Audited)
The balance comprises temporary differences attributable to :		
Losses available for offsetting against future taxable income	14,652	19,178
Net carrying value of finance liability and deferred gain as reduced by net carrying value of condo hotel units under financing arrangement	51,703	52,031
Unutilised interest expenses	1,446	1,446
Others	1,633	1,064
	69,434	73,719
Set-off of deferred tax liabilities pursuant to set-off provisions	(69,434)	(73,719)
Total	-	-
Deferred tax liabilities		
The balance comprises temporary differences attributable to :		
Revaluations of property and equipment	256,415	241,632
Intangible assets	64,364	61,046
Property held for development and sale	5,096	5,096
	325,875	307,774
Set-off of deferred tax assets pursuant to set-off provisions	(69,434)	(73,719)
Net deferred tax liabilities	256,441	234,055

The Group identified certain timing differences primarily arising from variations in the accounting treatment of its sale and leaseback transactions, financing arrangements, and the revaluation of property and equipment in its interim condensed consolidated financial statements. In accordance with IAS 12 - Income Taxes, the Group has recognized deferred tax balances related to these timing differences.

Below table summarise the movement of deferred tax liability / (deferred tax asset): -

Movement	Deferred tax liability			Deferred tax assets			Total
	Intangible assets	Property held for development and sale	Property and equipment	Financing arrangement	Tax losses	Others	
At 1 January 2024	61,046	-	267,228	(44,466)	(17,031)	(2,510)	264,267
Charged/credited							
- to profit or loss	-	-	-	(7,565)	(2,147)	-	(9,712)
- to other comprehensive income	-	-	(38,125)	-	-	-	(38,125)
Chioro acquisition	-	5,096	13,895	-	-	-	18,991
Exchange difference	-	-	(1,366)	-	-	-	(1,366)
At 31 December 2024 (Audited)	61,046	5,096	241,632	(52,031)	(19,178)	(2,510)	234,055
Charged/credited							
- to profit or loss	-	-	-	328	4,526	-	4,854
- to other comprehensive income	-	-	12,337	-	-	-	12,337
Exchange difference	3,318	-	2,446			(569)	5,195
	64,364	5,096	256,415	(51,703)	(14,652)	(3,079)	256,441
At 30 September 2025 (Unaudited)			325,875			(69,434)	256,441

FIVE Holdings (BVI) Limited and its subsidiaries

Notes to the interim condensed consolidated financial statements for the three-month and nine-month periods ended 30 September 2025 (continued)

14 Finance liabilities

	As at	
	30 September 2025	31 December 2024
	AED'000 (Unaudited)	AED'000 (Audited)
Opening Balance	1,052,953	692,457
Net movement during the period/year	99,602	360,496
Payments made during the period/year	(109,861)	(138,969)
Unwinding of interest on finance liabilities	109,861	138,969
Closing Balance	1,152,555	1,052,953

Analysed as follows:

Current portion	158,838	168,624
Non-current portion	993,717	884,329
	1,152,555	1,052,953

15 Deferred gain

	As at	
	30 September 2025	31 December 2024
	AED'000 (Unaudited)	AED'000 (Audited)
Opening Balance	761,768	522,214
Movement during the period/year	63,998	355,512
Amortisation during the period/year	(91,897)	(115,958)
Closing Balance	733,869	761,768

Analysed as follows:

Current portion	112,260	116,331
Non-current portion	621,609	645,437
	733,869	761,768

FIVE Holdings (BVI) Limited and its subsidiaries

Notes to the interim condensed consolidated financial statements for the three-month and nine-month periods ended 30 September 2025 (continued)

16 Transactions and balances with related parties

Related parties include the Owner, non-controlling interests, key management personnel and any businesses which are controlled, directly or indirectly by the Owner and directors or over which they exercise significant management influence (the “other related parties”).

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

	As at	
	30 September 2025	30 September 2024
	AED'000 (Unaudited)	AED'000 (Unaudited)
Dividend		
Owner	91,838	55,103
Non - controlling interests	4,970	1,940
Transactions with key management personnel in ordinary course of business		
<i>Revenue</i>		
Food and beverages	3,763	3,647
Rental income	383	300
<i>Expenses</i>		
Holiday home expenses	2,787	2,342
Salaries and Other benefits*	3,612	4,033
Management incentives programme*	11,439	15,301
Stock based compensation expense*	19,517	13,915
Other related parties **		
Capital and operating expenses	-	3,702
Sales incentive and commission expenses	-	15,672

* The compensation to key management personnel consists of the (i) base salary, (ii) incentive based on the Group's business performance i.e., incentive payments based on a certain percentage of realised profits, subject to certain adjustments and (iii) stock-based compensation

** Other related parties include entities under the common control or having significant influence.

FIVE Holdings (BVI) Limited and its subsidiaries

Notes to the interim condensed consolidated financial statements for the three-month and nine-month periods ended 30 September 2025 (continued)

17 Revenue

	Three-month period ended 30 September		Nine-month period ended 30 September	
	2025	2024	2025	2024
	AED'000 (Unaudited)	AED'000 (Unaudited)	AED'000 (Unaudited)	AED'000 (Unaudited)
<i>At a point in time:</i>				
Food and beverages	295,936	261,029	740,739	620,449
Event admission	91,466	73,483	144,535	104,650
Other operating departments	36,550	24,652	76,522	56,059
	423,952	359,164	961,796	781,158
<i>Over time:</i>				
Sale of property held for development and sale*	28,464	122,926	251,450	315,181
Room revenue	152,146	141,843	469,815	417,350
	180,610	264,769	721,265	732,531
Rental income	8,188	6,445	22,379	17,676
	612,750	630,378	1,705,440	1,531,365

*Revenue from sale of property held for development is recognised based on percentage completion basis. These contracts were signed for a fixed cash consideration on varying instalment payment plans.

18 Cost of sales

	Three-month period ended 30 September		Nine-month period ended 30 September	
	2025	2024	2025	2024
	AED'000 (Unaudited)	AED'000 (Unaudited)	AED'000 (Unaudited)	AED'000 (Unaudited)
Cost of property held for development and sale (Note 8)	54,355	71,592	179,362	171,925
Staff costs	106,180	100,484	277,619	258,254
Stock based compensation (refer note 28)	2,934	3,696	9,189	6,779
Inventory consumption	59,186	44,362	153,363	119,958
Utility costs	15,812	16,627	39,970	40,170
Holiday home expenses	14,609	16,796	63,291	50,782
Music and entertainment	97,078	64,239	171,978	111,204
Operating supplies	6,002	6,725	21,198	21,663
	356,156	324,521	915,970	780,735

FIVE Holdings (BVI) Limited and its subsidiaries

Notes to the interim condensed consolidated financial statements for the three-month and nine-month periods ended 30 September 2025 (continued)

19 General and administrative expenses

	Three-month period ended 30 September		Nine-month period ended 30 September	
	2025 AED'000 (Unaudited)	2024 AED'000 (Unaudited)	2025 AED'000 (Unaudited)	2024 AED'000 (Unaudited)
Staff costs	11,708	12,252	30,817	34,410
Stock based compensation (refer note 28)	8,104	8,315	22,688	15,244
Hotel operating expenses	18,093	18,929	44,526	45,654
Repairs and maintenance	10,013	8,210	23,305	24,705
Legal and professional fees	7,296	8,138	18,019	20,455
Credit card commission	7,239	7,007	21,488	18,022
Pre-opening expenses*	-	1,183	-	26,655
Transaction costs	-	483	-	1,435
Traveling expenses	1,095	3,034	2,435	8,330
Rent	3,577	634	7,671	2,141
Charity	789	1,274	912	2,578
Other expenses	4,301	2,186	7,386	4,869
	72,215	71,645	179,247	204,498

* Pre-opening expenses for the nine-month period ended 30 September 2024 mainly include AED 8,399 thousand of staff cost, AED 3,341 thousand pertains to marketing expenses, AED 11,764 thousand pertains to holiday home expenses of FIVE Luxe and AED 3,151 thousand for other miscellaneous cost.

20 Selling and marketing expenses

	Three-month period ended 30 September		Nine-month period ended 30 September	
	2025 AED'000 (Unaudited)	2024 AED'000 (Unaudited)	2025 AED'000 (Unaudited)	2024 AED'000 (Unaudited)
Sales incentive and commission	23,735	13,576	51,431	35,083
Real estate commision	446	6,110	12,908	15,674
Advertising expenses	18,699	15,096	44,071	35,730
	42,880	34,782	108,410	86,487

21 Other income

	Three-month period ended 30 September		Nine-month period ended 30 September	
	2025 AED'000 (Unaudited)	2024 AED'000 (Unaudited)	2025 AED'000 (Unaudited)	2024 AED'000 (Unaudited)
Gain on sale of property	338	-	1,590	-
Delay fee	-	111	1,215	6,304
Gain on lease derecognition (Refer note 5)	-	-	-	2,368
Forefeiture income	-	224	-	3,944
Others	2,383	1,333	4,427	4,228
	2,721	1,668	7,232	16,844

FIVE Holdings (BVI) Limited and its subsidiaries

Notes to the interim condensed consolidated financial statements for the three-month and nine-month periods ended 30 September 2025 (continued)

22 Finance costs, net

	Three-month period ended 30 September		Nine-month period ended 30 September	
	2025	2024	2025	2024
	AED'000	AED'000	AED'000	AED'000
(Unaudited) (Unaudited) (Unaudited) (Unaudited)				
<i>Finance costs:</i>				
- Interest on borrowings*	89,574	38,918	168,095	116,096
- Unwinding of interest on finance liabilities	33,328	30,437	109,861	95,151
- Unwinding of interest on lease liabilities	2,712	3,595	8,917	11,053
- Unwinding of interest on other finance liabilities	1,121	-	3,363	-
- Others	673	738	1,778	2,380
Less: Amortisation of deferred gain	(31,439)	(32,748)	(91,897)	(88,359)
Total finance costs (A)	95,969	40,940	200,117	136,321
<i>Finance income:</i>				
Interest income (B)	6,256	4,190	18,580	13,689
Total finance income (B)	6,256	4,190	18,580	13,689
Finance costs – net ((A) - (B))	89,713	36,750	181,537	122,632

*This includes the AED 53,532 thousand of unamortized cost written off pertaining to Revolving Credit Facility ceased during the period and Secured Green Bonds Notes redeemed on 3 October 2025.

23 Income tax (expense)/benefit

	Three- month period ended 30th September		Nine- month period ended 30th September	
	2025	2024	2025	2024
	AED'000	AED'000	AED'000	AED'000
(Unaudited) (Unaudited) (Unaudited) (Unaudited)				
Current tax:				
Current tax on profit for the period	(12,003)	(24,564)	(32,876)	(36,896)
Deferred income tax:				
On origination and reversal of temporary differences	(4,526)	-	(11,232)	(2,222)
Net carrying value of finance liability and deferred gain as reduced by net carrying value of condo hotel units under financing arrangement	328	6,921	2,949	6,727
Income tax expense	(16,201)	(17,643)	(41,159)	(32,391)

24 Dividend

During the nine-month period ended 30 September 2025, the Group declared and paid the dividend of AED 91,838 thousand (31 December 2024: 91,838 thousand). Dividend per share was AED 91,838 thousand per share (31 December 2024: AED 91,838 thousand per share).

During the nine-month period ended 30 September 2025, the Group declared and paid dividends of AED 4,970 thousand (31 December 2024: AED 2,016 thousand) to its minority shareholders.

FIVE Holdings (BVI) Limited and its subsidiaries

Notes to the interim condensed consolidated financial statements for the three-month and nine-month periods ended 30 September 2025 (continued)

25 Financial instruments by category

The accounting policies for financial instruments have been applied to the line items below:

	As at	
	30 September 2025	31 December 2024
	AED'000	AED'000
	(Unaudited)	(Audited)
Financial assets as per the interim condensed consolidated statement of financial position		
<i>At amortised cost</i>		
Trade and other receivables, excluding advances to suppliers and tax receivable (Note 6)	518,199	466,903
Bank deposits (Note 9(B))	-	345,835
Cash and cash equivalents (Note 9(A))	2,178,781	182,712
	2,696,980	995,450
Financial liabilities as per the interim condensed consolidated statement of financial position		
<i>At amortised cost</i>		
Trade and other payables (excluding advance from customers, VAT payable and current taxes payable)	345,126	332,661
Borrowings (Note 11)	2,891,321	1,418,145
Lease liabilities (Note 5)	178,142	174,779
Finance liabilities (Note 14)	1,152,555	1,052,953
Retention Payables	48,270	40,637
	4,615,414	3,019,175

FIVE Holdings (BVI) Limited and its subsidiaries

Notes to the interim condensed consolidated financial statements for the three-month and nine-month periods ended 30 September 2025 (continued)

26 Financial risk management

26.1 Financial risk factors

The Group's multinational operations and borrowings expose it to a variety of financial risks: market risk (including currency risk, fair value interest rate risk and cash flow interest rate risk), credit risk and liquidity risk.

The interim condensed consolidated financial statements do not include all financial risk management information and disclosures required in the annual financial statements; they should be read in conjunction with the Group's annual consolidated financial statements as at 31 December 2024. There have been no changes in any risk management policies since year end.

Cash flow and fair value interest rate risk

The Group is exposed to interest rate risk on its interest-bearing liabilities. As at 30 September 2025, bank borrowings carried at variable rates comprise of AED 1,491,988 thousand (31 December 2024: AED 111,951 thousand) i.e. 52% (2024: 8%) of the Group's total borrowings of AED 2,891,321 thousand (31 December 2024: AED 1,418,145 thousand).

26.2 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 dynamic nature of the underlying businesses, the Group maintains flexibility in funding by maintaining availability under committed credit lines. Cash flow forecasting is performed by the Group on an ongoing basis to ensure it has sufficient cash to meet operational needs.

Liquidity risk management is carried out by a central treasury department at the Group level. Surplus cash held by the Group over and above the balance required are used for the payment of debt and to reduce the interest charges. The below table analyses the Group's financial liabilities into relevant maturity Groupings based on the remaining period at the consolidated statement of financial position to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

	Contractual maturities of financial liabilities				
	Between 1 and 5 years			Total contractual cash flows	Carrying value
	Less than 1 year	AED'000	AED'000	AED'000	AED'000
At 30 September 2025 (Unaudited)					
Trade and other payables * (note 10)	234,939	26,872	114,280	376,091	345,126
Borrowings (note 11)	1,449,634	1,712,323	-	3,161,957	2,891,322
Finance liabilities (note 14)	158,838	821,755	3,192,423	4,173,016	1,152,555
Lease liabilities (note 5)	26,960	98,781	166,696	292,437	178,142
Retention payables	48,270	-	-	48,270	48,270
	1,918,641	2,659,731	3,473,399	8,051,771	4,615,415

	Contractual maturities of financial liabilities				
	Between 1 and 5 years			Total contractual cash flows	Carrying value
	Less than 1 year	AED'000	AED'000	AED'000	AED'000
At 31 December 2024 (Audited)					
Trade and other payables * (note 10)	292,443	43,774	-	336,217	332,661
Borrowings (note 11)	122,957	1,734,682	-	1,857,639	1,418,145
Finance liabilities (note 14)	168,700	699,682	3,612,376	4,480,758	1,052,953
Lease liabilities (note 5)	28,678	91,670	175,961	296,309	174,779
Retention payables	30,919	9,717	-	40,636	40,636
	643,697	2,579,525	3,788,337	7,011,559	3,019,174

*Excluding advances from customers, VAT payable and current tax payables.

FIVE Holdings (BVI) Limited and its subsidiaries

Notes to the interim condensed consolidated financial statements for the three-month and nine-month periods ended 30 September 2025 (continued)

26 Financial risk management (continued)

26.3 Capital risk management

The Groups' objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for the shareholder and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

The Group monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by total capital. Net debt is calculated as total borrowings, finance liabilities, and lease liabilities less cash and bank balances. Total capital is calculated as 'total equity' as shown in the interim condensed consolidated financial position plus net debt.

The gearing ratios as at 30 September 2025 and 31 December 2024 were as follows:

	As at	
	30 September	31 December 2024
	AED'000	AED'000
	(Unaudited)	(Audited)
Total borrowings (Note 11)	2,891,322	1,418,145
Total finance liabilities (Note 14)	1,152,555	1,052,953
Total lease liabilities (Note 5)	178,142	174,779
Less: cash and bank balances (Note 9)	(2,178,781)	(528,547)
Net debt (A)	2,043,238	2,117,330
Total equity (B)	6,910,400	6,607,910
Total capital ((C) = (A) + (B))	8,953,638	8,725,240
Gearing ratio ((A)/(C))	23%	24%

26.4 Fair value estimation

Financial instruments comprise financial assets and financial liabilities. Financial assets of the Group include cash and cash equivalents, trade and other receivables (excluding advance to suppliers). Financial liabilities of the Group include Trade and other payables excluding advance from customers, deferred payment, VAT payable, current tax payable, Bank Borrowings, Finance liabilities and lease liabilities.

The fair values of the financial assets and liabilities are not materially different from their carrying value unless stated otherwise.

26.5 Net debt reconciliation

	Liabilities from financing activities					Cash and bank balances AED '000	Total AED '000
	Finance liabilities AED '000	Lease liabilities AED '000	Borrowings AED '000	Sub-total AED '000			
Net debt as at 1 January 2024	692,457	259,357	1,623,024	2,574,838	(731,741)	1,843,097	
Additions	360,496	-	142,597	503,093	-	503,093	
Interest	138,969	14,268	160,047	313,284	-	313,284	
Payments	(138,969)	(37,677)	(507,523)	(684,169)	203,194	(480,975)	
Lease derecognition (Note 5)	-	(53,713)	-	(53,713)	-	(53,713)	
Other movement	-	(7,456)	-	(7,456)	-	(7,456)	
Net debt as at 31 December 2024 (Audited)	1,052,953	174,779	1,418,145	2,645,877	(528,547)	2,117,330	
Additions	99,602	1,262	1,425,740	1,526,604	-	1,526,604	
Interest	109,861	8,917	168,095	286,873	-	286,873	
Payments	(109,861)	(22,210)	(124,463)	(256,534)	(1,650,234)	(1,906,768)	
Other movement (*)	-	15,394	3,805	19,199	-	19,199	
Net debt as at 30 September 2025 (Unaudited)	1,152,555	178,142	2,891,322	4,222,019	(2,178,781)	2,043,238	

(*) other movements includes foreign exchange differences.

FIVE Holdings (BVI) Limited and its subsidiaries

Notes to the interim condensed consolidated financial statements for the three-month and nine-month periods ended 30 September 2025 (continued)

27 Segment Reporting

The Group's operating segments are Real estate development and Hospitality. Segment performance is measured based on the adjusted profit or loss calculated in accordance with IFRS accounting standard.

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The Chairman and Chief Executive Officer who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the chief operating decision-maker.

From the internal organisation of the Group's activities and consistent with the internal reporting provided to the chief operating decision maker and after considering the nature of its services, the ultimate customer availing those services and the methods used by it to provide those services, "Hospitality Services" and "Real Estate Development" has been identified to be the Group's operating segments.

Our chief operating decision maker monitors assets for the Group as a whole and not by operating segment when assessing performance or making operating segment resource allocations.

Description of the Segment:

Hospitality Segment: The Group has an international Hospitality Business that owns, operates and manages luxury hotels with a strong focus on entertainment and food & beverages (F&B).

Real Estate Development Segment: The Group's Real Estate Development Business is focused on the development of high-quality properties including hotel rooms, hotel apartments, residential units and experiential outlets, such as restaurants, bars, cafes and night-clubs. The Group derives its revenue and profit from sale of residential units to its customers.

Segment EBITDA reconciliation

a) For the nine-month ended 30 September 2025 (Unaudited)

	Hospitality	Real estate development	Others	Total
Particulars	AED'000	AED'000	AED'000	AED'000
Total Segment Results	513,905	51,413	-	565,318
Add: Preopening expenses	-	-	-	-
Unallocated Items				
Corporate expenses	-	-	(24,396)	(24,396)
EBITDA	513,905	51,413	(24,396)	540,922

b) For the nine-month ended 30 September 2024 (Unaudited)

	Hospitality	Real estate development	Others	Total
Particulars	AED'000	AED'000	AED'000	AED'000
Total Segment Results	410,061	120,890	-	530,951
Add: Preopening expenses	26,655	-	-	26,655
Unallocated Items				
Corporate expenses	-	-	(32,439)	(32,439)
EBITDA	436,716	120,890	(32,439)	525,167

FIVE Holdings (BVI) Limited and its subsidiaries

Notes to the interim condensed consolidated financial statements for the three-month and nine-month periods ended 30 September 2025 (continued)

27 Segment Reporting (continued)

Reconciliation between (loss)/ profit for the period and earnings before interest, tax, depreciation and amortisation:

	Three-month period ended 30 September		Nine-month period ended 30 September	
	2025	2024	2025	2024
	AED'000	AED'000	AED'000	AED'000
(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
(Loss) / Profit for the period after tax	(41,040)	69,403	51,751	106,507
Stock based compensation (Note 28)	11,038	12,011	31,877	22,023
Additional depreciation due to revaluation adjustment	37,820	35,810	109,726	104,541
Adjusted net income	7,818	117,224	193,354	233,071
Add/ (less):				
Depreciation of property and equipment	36,303	32,632	105,360	83,931
Depreciation of right-of-use assets (Note 5)	4,067	7,507	16,221	22,591
Amortisation of intangible assets (Note 4)	1,156	1,353	3,291	3,896
Pre-opening expenses (Note 19)	-	1,183	-	26,655
Finance costs (Note 22)	95,969	40,940	200,117	136,321
Finance income (Note 22)	(6,256)	(4,190)	(18,580)	(13,689)
Income tax expense (Note 23)	16,201	17,643	41,159	32,391
Earning before interest, tax, depreciation and amortisation (“EBITDA”)	155,258	214,292	540,922	525,167

Particulars	Three-month period ended 30 September		Nine-month period ended 30 September	
	2025	2024	2025	2024
	AED'000	AED'000	AED'000	AED'000
(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Segment Revenue				
Hospitality*	584,286	507,453	1,453,990	1,216,185
Real estate development	28,464	122,926	251,450	315,181
Total Segment Revenue	612,750	630,379	1,705,440	1,531,366
Segment Results	-	-	-	-
Hospitality*	195,184	185,273	513,905	410,061
Real estate development	(31,423)	40,336	51,413	120,890
Total Segment Results	163,761	225,609	565,318	530,951
Add/ (less): Unallocated Items				
Finance costs (Note 22)	95,969	40,940	200,117	136,321
Finance income (Note 22)	(6,256)	(4,190)	(18,580)	(13,689)
Corporate office	8,503	12,500	24,396	32,439
Stock based compensation (Note 28)	11,038	12,011	31,877	22,023
Depreciation and amortisation (Note 3, 4 & 5)	79,346	77,302	234,598	214,959
Income tax expense (Note 23)	16,201	17,643	41,159	32,391
Net (loss)/ profit	(41,040)	69,403	51,751	106,507
Stock based compensation	11,038	12,011	31,877	22,023
Additional depreciation due to revaluation adjustment	37,820	35,810	109,726	104,541
Adjusted net income	7,818	117,224	193,354	233,071

FIVE Holdings (BVI) Limited and its subsidiaries

Notes to the interim condensed consolidated financial statements for the three-month and nine-month periods ended 30 September 2025 (continued)

27 Segment Reporting (continued)

Hospitality revenue includes AED 355,352 thousand (2024: AED 285,955 thousand) and result includes AED 121,667 thousand (2024: AED 115,791 thousand) respectively generated from the subsidiaries outside the UAE for three-month period ended 30 September 2025.

Other Information

The Management of the entity further evaluates the result of the Hospitality segment separately into Hotel Rooms, Food and Beverage - Entertainment, Food and Beverage - Non entertainment, and others, which are the key drivers of the performance of the business.

Description of Sub-Segments

Rooms: Room revenue means all gross revenue derived from the rental of hotel rooms (excluding rooms managed under holiday home management agreement), net of any applicable rebates and discounts and excluding any incidental revenue such as telephone charges etc. Holiday home revenue refers to gross revenue derived from the rental of units owned by others but are managed by the Group under the Holiday Home Management agreement.

Live Events: Live Events segment refers to a guest experience that involves food and/or beverage dining before, after, or during other activities. These unique venues aim to blend food with entertainment, offering patrons a chance to savor their meals while enjoying a wide range of captivating activities, immersive themes, interactive performances. The segment includes revenue from event admission/ general entrance fees charged, F&B consumed during the events and other revenues directly associated with the events.

Social Events: Social Events segments refers to all the events (like Live Events), but no event admission/ general entrance fees charged.

Food and Beverage - Non entertainment: The segment includes revenue and profit from sale of food, beverages and other items but are not directly connected to any event.

Others: All other hospitality revenues that are not connected to the above segment are covered under “Others”. This includes income from Spa, laundry services, telephone services and other allied services.

FIVE Holdings (BVI) Limited and its subsidiaries

Notes to the interim condensed consolidated financial statements for the three-month and nine-month periods ended 30 September 2025 (continued)

27 Segment Reporting (continued)

	Three-month period ended 30 September		Nine-month period ended 30 September	
	2025 AED'000 (Unaudited)	2024 AED'000 (Unaudited)	2025 AED'000 (Unaudited)	2024 AED'000 (Unaudited)
Hospitality - Revenue stream wise				
Rooms	152,145	141,843	469,814	417,350
Live Events	241,862	201,984	417,958	311,194
Social Events	81,385	76,998	254,795	234,715
Food and Beverage – Non Entertainment	67,874	59,570	218,453	189,056
Others	41,020	27,058	92,970	63,870
Total Hospitality - Revenue stream wise	584,286	507,453	1,453,990	1,216,185
Hospitality - Result stream wise				
Rooms	62,837	51,784	201,416	168,834
Live Events	81,225	92,808	141,234	134,858
Social Events	25,955	24,623	88,086	74,965
Food and Beverage – Non Entertainment	11,658	9,641	55,342	44,668
Others	13,509	6,417	27,827	(13,264)
Total Hospitality - Result stream wise	195,184	185,273	513,905	410,061
Add: Pre-opening Expenses	-	1,183	-	26,655
Total Other Adjustments Hospitality	-	1,183	-	26,655
Earnings before interest, tax, depreciation and amortization (EBITDA)				
Rooms	62,837	51,784	201,416	168,834
Live Events	81,225	92,808	141,234	134,858
Social Events	25,955	24,623	88,086	74,965
Food and Beverage – Non Entertainment	11,658	9,641	55,342	44,668
Others	13,509	7,600	27,827	13,391
Total EBITDA	195,184	186,456	513,905	436,716

Notes: -

- Segment Result = Revenue – Cost of sales – General and administrative expenses – Selling and marketing expenses + Other Income.
- Pre-opening expense allocated in the sub-segment of hospitality based on the revenue of that sub-segment.
- Management incentive allocated to Hospitality segment for the nine-month period ended 30 September 2025 amounted to AED 6,331 thousand as against AED 9,667 thousand during the same period in 2024.

28 Stock based compensation plan

The establishment of stock-based compensation plan is in accordance with IFRS 2 which is designed to increase the employee's productivity, efficiency and improve their future performance which will help the Group in achieving its goals and objectives. The inclusion parameters for the program are based on the below factors:

For employees:

1. Service: Those employees who have completed 5 years and shown unwavering commitment.
2. Critical: Those employees in critical roles who have made exceptional contributions to Group's success in a short span of time.

FIVE Holdings (BVI) Limited and its subsidiaries

Notes to the interim condensed consolidated financial statements for the three-month and nine-month periods ended 30 September 2025 (continued)

28 Stock based compensation plan (continued)

Each eligible employee is entitled to two awards, a Performance-Based Long Term Incentive Plan (“LTIP”) Award and an Initial Public Offering (“IPO”) Bonus LTIP Award. The value of individual awards was determined based on a multiple of basic salary and communicated to the employees in April 2024.

Performance-Based LTIP Awards: These awards vest over time in tranches from April 2027 to April 2029 subject to employee’s performance rating and satisfaction of corporate performance conditions i.e., occurrence of IPO or achieving the targeted financial performance as well as continued employment. Upon vesting, these awards will be typically converted to shares for nil consideration, though cash settlement may occur at the LTIP administrator’s discretion.

IPO Bonus LTIP Awards: These awards vest and convert to shares at the IPO price upon IPO occurring at or above a specified market capitalization within five years. The shares are subject to a six-month lock-up period post-IPO.

The fair value of the awards was determined based on communicated awards value subject to employees’ attrition rate 5% per annum over the vesting period, aggregated to AED 70,699 thousand (31 December 2024: AED 73,922 thousand).

Upon applying sensitivity to the below assumption, below is the impact on the fair value of the awards:

Key assumptions	Change	30 September	31 December
		2025	2024
Attrition rate	+1%	(3,079)	(3,220)
	-1%	3,127	3,270

For key management personnel:

Upon attaining the age of 60 years the key management personnel will be awarded a certain amount of non-voting shares in the Company for nil consideration subject to continued employment. The fair value of these awards aggregate to AED 265,748 thousand (31 December 2024: AED 265,748 thousand), determined based on Group’s valuation with weighted average cost of capital (WACC) of 11.9%, terminal growth rate of 2.2% and capitalisation rate of 9.7%.

Upon applying sensitivity to below assumptions, below is the impact on the fair value of the awards

Key assumptions	Change	30 September	31 December
		2025	2024
WACC	+1%	(17,639)	(27,934)
	-1%	21,693	34,326
Capitalisation rate:	+0.5%	(9,251)	(9,252)
	-0.5%	10,257	10,257

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Notes to the interim condensed consolidated financial statements for the three-month and nine-month periods ended 30 September 2025 (continued)

28 Stock based compensation plan (continued)

During the nine-month period ended 30 September 2025, the Group recognised aggregate stock-based compensation expenses of AED 31,877 thousand (2024 : AED 22,023 thousand) with an amount of AED 9,223 thousand (2024: AED 6,779 thousand) included in cost of sales (note 18) and an amount of AED 22,654 thousand (2024 : AED 15,244 thousand) in general and administrative expenses (note 19) with corresponding stock-based compensation reserve of AED 66,063 thousand (31 December 2024 : AED 34,186 thousand) included within equity.

29 Subsequent Event

- i) On 3rd October 2025, The Company has repaid Secured Green Bond Notes listed on Nasdaq Dubai and ISM London of AED 1,201 million at a price of 104.6875% along with the accrued and unpaid interest until 3 October 2025. Subsequently the Company is delisted from both Exchanges.
- ii) The Company declared interim dividend of AED 36,725 thousand to its shareholder for the year in board meeting held on 25 November 2025.