

CAPCO CONSULTING MIDDLE EAST FZE
Dubai - United Arab Emirates

Financial Statements and
Independent Auditor's Report
For the year ended March 31, 2026

**Capco Consulting Middle East FZE
Dubai - United Arab Emirates**

**Financial Statements and Independent Auditor's Report
For the year ended March 31, 2026**

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Independent Auditor's Report

To

The Shareholder of Capco Consulting Middle East FZE
Dubai - United Arab Emirates

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of **Capco Consulting Middle East FZE** (the Establishment), which comprise the statement of financial position as at March 31, 2026, and the statement of profit and loss and other comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policy information.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Establishment as at March 31, 2026, its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRS).

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report.

We are independent of the Establishment in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code), and we have fulfilled our other ethical responsibilities in accordance with the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter

We draw your attention to Note 3.4 to the financial statements. These financial statements have been prepared under the going concern concept despite the fact that the Establishment does not have any commercial operation since inception and also has accumulated deficit of AED 982,114/- (2025: AED 146,182/-) as at March 31, 2026. The validity of the going concern assumption is dependent upon the shareholders introducing additional funds as and when required to enable the Establishment to meet its liabilities as they fall due and the Establishment generating sufficient profits to make its future operations commercially viable.

Our opinion is not modified in the respect of this matter.

Independent Auditor's Report (continued)

Other Matter

We refer to Note 18 to the financial statements, these financial statements provide the financial results of the Establishment for the year ended March 31, 2026. The comparative information presented is for the period from September 20, 2024 to March 31, 2025, and therefore, not directly comparable to the current financial year.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards (IFRS), and in compliance with the applicable provisions of the Memorandum of Association of the Establishment and applicable provisions of implementing regulations related to Dubai World Trade Centre Free Zone Authority and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

Independent Auditor's Report (continued)

Auditor's Responsibilities for the Audit of the Financial Statements (continued)

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Establishment's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Establishment's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Establishment to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

Report on Other Legal and Regulatory Requirements

Further, we report that:

- (i) We have obtained all the information we considered necessary for the purpose of our audit.
- (ii) The financial statements have been prepared and comply, in all material respects, with the applicable provisions of implementing regulations related to Dubai World Trade Centre Free Zone Authority and the Memorandum of Association of the Establishment.
- (iii) The Establishment has maintained proper books of accounts.

Independent Auditor's Report (continued)

Report on Other Legal and Regulatory Requirements (continued)

- (iv) Based on the information that has been made available to us, except for the matter described in the Emphasis of Matter section above, nothing has come to our attention which causes us to believe that the Establishment has contravened, during the financial year ended March 31, 2026, any of the requirements of implementing regulations of Dubai World Trade Centre Free Zone Authority, the Memorandum of Association of the Establishment, and relevant provisions of the other applicable laws, resolutions and circulars, which would materially affect its financial position as at March 31, 2026.

Dubai
June 04, 2026

Ref: WO/HCA/26/00990-SA



For HLB HAMT Chartered Accountants
Vijay Anand
Partner
[Reg. No. 654]
[Firm Reg. No. LC0075-01]

Capco Consulting Middle East FZE
Dubai - United Arab Emirates

Statement of Financial Position
As at March 31, 2026
(In UAE Dirhams)

	<u>Note</u>	<u>2026</u>	<u>2025</u>
Assets			
Current assets			
Other receivables	5	1,257	-
Cash and cash equivalents	6	<u>3,500,905</u>	<u>-</u>
Total current assets		<u>3,502,162</u>	<u>-</u>
Total Assets		<u>3,502,162</u>	<u>-</u>
Equity and Liabilities			
Equity			
Share capital	1	3,710,000	10,000
Accumulated deficit		(982,114)	(146,182)
Shareholder's current account	7	<u>-</u>	<u>(10,000)</u>
Total Equity		<u>2,727,886</u>	<u>(146,182)</u>
Current liabilities			
Borrowings	8	375,317	-
Due to related party	9.2	-	56,934
Other payables	10	<u>398,959</u>	<u>89,248</u>
Total current liabilities		<u>774,276</u>	<u>146,182</u>
Total Liabilities		<u>774,276</u>	<u>146,182</u>
Total Equity and Liabilities		<u>3,502,162</u>	<u>-</u>

The accompanying notes form an integral part of these financial statements.

The financial statements on pages 5 - 30 were approved by the management on June 04, 2026 and signed on its behalf by:


Mr. Naim Alame
 Manager

Capco Consulting Middle East FZE
Dubai - United Arab Emirates

Statement of Profit and Loss and Other Comprehensive Income
For the year ended March 31, 2026
(In UAE Dirhams)

	<u>Note</u>	<u>Year ended March 31, 2026</u>	<u>Period from September 20,2024 to March 31,2025</u>
General and administrative expenses	12	<u>(827,944)</u>	<u>(146,182)</u>
Profit/(loss) from operations		(827,944)	(146,182)
Finance cost	14	<u>(7,988)</u>	<u>-</u>
Profit/(loss) for the year/period		<u>(835,932)</u>	<u>(146,182)</u>
Other comprehensive income/(loss) for the year/period		<u>-</u>	<u>-</u>
Total comprehensive income/(loss) for the year/period		<u>(835,932)</u>	<u>(146,182)</u>

The accompanying notes form an integral part of these financial statements.

Capco Consulting Middle East FZE
Dubai - United Arab Emirates

Statement of Changes in Equity
For the year ended March 31, 2026
(In UAE Dirhams)

	<u>Share capital</u>	<u>Accumulated deficit</u>	<u>Shareholder's current account</u>	<u>Total</u>
Share capital introduced	10,000	-	-	10,000
Total comprehensive income/(loss) for the period	-	(146,182)	-	(146,182)
Net movements in current account	<u>-</u>	<u>-</u>	<u>(10,000)</u>	<u>(10,000)</u>
Balance as at March 31, 2025	10,000	(146,182)	(10,000)	(146,182)
Share capital introduced	3,700,000	-	-	3,700,000
Total comprehensive income/(loss) for the year	-	(835,932)	-	(835,932)
Net movements in current account	<u>-</u>	<u>-</u>	<u>10,000</u>	<u>10,000</u>
Balance as at March 31, 2026	<u>3,710,000</u>	<u>(982,114)</u>	<u>-</u>	<u>2,727,886</u>

The accompanying notes form an integral part of these financial statements.

Capco Consulting Middle East FZE
Dubai - United Arab Emirates

Statement of Cash Flows
For the year ended March 31, 2026
(In UAE Dirhams)

	Note	<u>Year ended</u> <u>March 31, 2026</u>	<u>Period from</u> <u>September 20, 2024</u> <u>to March 31, 2025</u>
<i>Cash flows from operating activities</i>			
Profit/(loss) for the year/period		(835,932)	(146,182)
Adjustments for:			
Finance cost	14	<u>7,988</u>	<u>-</u>
Operating cash flows before changes in working capital		(827,944)	(146,182)
Working capital changes:			
Other receivables	5	(1,257)	-
Other payables	10	<u>309,711</u>	<u>89,248</u>
Net cash generated from/(used in) operating activities		<u>(519,490)</u>	<u>(56,934)</u>
<i>Cash flows from financing activities</i>			
Capital introduced	1	3,700,000	-
Net movements in shareholder's current account	7	10,000	-
Receipts on borrowings	8	375,317	-
Due to related party	9.2	(56,934)	56,934
Finance cost	14	<u>(7,988)</u>	<u>-</u>
Net cash generated from (used in)/financing activities		<u>4,020,395</u>	<u>56,934</u>
Net increase (decrease) in cash and cash equivalents		3,500,905	-
Cash and cash equivalents at the beginning of the year/period		<u>-</u>	<u>-</u>
Cash and cash equivalents at the end of the year/period	6	<u>3,500,905</u>	<u>-</u>

The accompanying notes form an integral part of these financial statements.

1. Establishment and operations

Capco Consulting Middle East FZE (the Establishment) was registered with the Dubai World Trade Centre, Dubai - United Arab Emirates, as Free Zone Establishment, under License No. L-3572. The Establishment was incorporated on September 20, 2024 and the license was granted on December 17, 2024.

During the year, the existing Shareholder, M/s Grove Holdings 2 S.a.r.l, Luxembourg, has transferred its entire shareholding to M/s. Wipro IT Services UK Societas, United Kingdom which got legalised on September 19, 2025. The new Shareholder also introduced additional share capital of AED 3,700,000/- divided into 3,700 shares of AED 1,000/- each during the year. The legalization of the capital increase is in the process as at the date of the financial statements.

The address of the registered office of the Establishment is Office No.TO5-FLR03-03.06.01, Floor No. 03, The Offices 5 - One Central, Dubai World Trade Centre, Dubai - United Arab Emirates.

The principal activities of the Establishment include acting as information technology consultants and providing IT infrastructure and management consultancies. However, no revenue generated from the principal activities of the Establishment.

The Establishment did not hold any property, plant and equipment during the year.

2. Adoption of new and revised International Financial Reporting Standards and Interpretations

2.1. Standards and interpretations effective in the current year

The Establishment adopted the following new and amended IFRS for the first time for the financial year ended March 31, 2026:

	<u>Effective for annual periods beginning on or after</u>
Amendments to IAS 21 – The Effects of Changes in Foreign Exchange Rates:	January 01, 2025
Lack of Exchangeability	

The amendments clarify how an entity assesses whether a currency is exchangeable and how to determine the exchange rate when exchangeability is temporarily lacking. The application of these amendments did not have a material impact on the financial statements of the Establishment.

Notes to the Financial Statements (continued)
For the year ended March 31, 2026

2. Adoption of new and revised International Financial Reporting Standards and Interpretations (continued)

2.2. New and revised IFRS Issued but not yet effective and not early adopted

The following new standards, amendments to standards and interpretations have been issued but are not effective for the financial period ended March 31, 2026, and have not been early adopted by the Establishment.

	<u>Effective for annual periods beginning</u>
Amendments to IFRS 9 and IFRS 7 - Classification and Measurement of Financial Instruments	January 01, 2026
Annual Improvements to IFRS Accounting Standards - Volume 11	January 01, 2027
IFRS 18 - Presentation and Disclosures in Financial Statements	January 01, 2027
IFRS 19 - Subsidiaries without Public Accountability: Disclosures	January 01, 2027
Amendments to IAS 21 - Translation to a Hyperinflationary Presentation Currency	January 01, 2027

Management is in the process of assessing the impact of these new standards and amendments on the financial statements of the Establishment. Based on the assessment performed to date, the adoption of these standards and amendments is not expected to have a material impact on the standalone or consolidated financial statements of the Establishment, except for IFRS 18, which is expected to impact the presentation and disclosure of information in the financial statements (in particular, presentation in the statement of profit or loss and related notes).

3. Basis of presentation and significant accounting policies

3.1. Statement of compliance

These financial statements have been prepared in accordance with and comply with International Financial Reporting Standards (IFRS), issued by the International Accounting Standards Board (IASB) and applicable provisions of implementing regulations related to Dubai World Trade Centre Free Zone Authority.

3.2. Basis of measurement

These financial statements have been prepared under the historical cost basis.

Historical cost is generally based on the fair value of the consideration given in exchange of goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Establishment takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

Notes to the Financial Statements (continued)
For the year ended March 31, 2026

3. Basis of presentation and significant accounting policies (continued)

3.3. Functional and presentation currency

These financial statements are prepared and the items included in the financial statements are measured using the currency of the primary economic environment in which the Establishment operates ('the functional currency'). These financial statements are presented in UAE Dirhams (AED), which is the Establishment's functional and presentation currency.

3.4. Going concern

These financial statements have been prepared under the going concern concept despite the fact that the Establishment do not have any commercial operation since inception and also accumulated deficit of AED 982,114/- (2025: AED 146,182/-) as at March 31, 2026. The validity of the going concern assumption is dependent upon the shareholders introducing additional funds as and when required to enable the Establishment to meet its liabilities as they fall due and the Establishment generating sufficient profits to make its future operations commercially viable.

While management has concluded that the going concern basis remains appropriate, the evolving geopolitical environment introduces a degree of uncertainty in relation to future market conditions, cost structures, and supply chain stability.

Management has performed sensitivity analyses on key assumptions, including revenue projections, cost escalations, and liquidity positions. Based on these analyses, no material uncertainty has been identified that would cast significant doubt on the Company's ability to continue as a going concern.

3.5. Foreign currency translations

3.5.1. Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of outstanding amounts of such transactions and from the re-translation of monetary assets and liabilities denominated in foreign currencies at the end of each reporting period are recognized in the statement of profit and loss and other comprehensive income.

At the end of each reporting period, monetary items denominated in foreign currencies are re-translated at the rates prevailing on that date. Non-monetary items carried at fair value that are denominated in foreign currencies are re-translated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions.

3. Basis of presentation and significant accounting policies (continued)

3.6. Financial instruments

Financial assets and financial liabilities are recognized when the Establishment becomes a party to the contractual provisions of the instrument. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition.

Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit and loss are recognized immediately in profit or loss.

3.6.1. Financial assets

All regular way purchases or sales of financial assets are recognized and derecognized on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace. All recognized financial assets are measured subsequently in their entirety at either amortized cost or fair value, depending on the classification of the financial assets.

3.6.2. Classification of financial assets

Financial assets at amortized cost:

Debt instruments that meet the following conditions are measured subsequently at amortized cost:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The Establishment's financial assets measured at amortized cost consist of cash and cash equivalents.

Financial assets at Fair Value Through Other Comprehensive Income (FVTOCI):

(a) Debt instruments classified as at FVTOCI:

Debt instruments that meet the following conditions are measured subsequently at fair value through other comprehensive income (FVTOCI):

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling the financial assets; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding

3. Basis of presentation and significant accounting policies (continued)

3.6. Financial instruments (continued)

3.6.2. Classification of financial assets (continued)

(b) Equity instruments classified as at FVTOCI:

On initial recognition, the Establishment may make an irrevocable election (on an instrument-by-instrument basis) to designate investments in equity instruments as at FVTOCI. Designation at FVTOCI is not permitted if the equity investment is held for trading or if it is contingent consideration recognised by an acquirer in a business combination.

A financial asset is held for trading if:

- it has been acquired principally for the purpose of selling it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Establishment manages together and has evidence of a recent actual pattern of short-term profit-taking; or
- it is a derivative (except for a derivative that is a financial guarantee contract or a designated and effective hedging instrument).

Investments in equity instruments at FVTOCI are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the investments' revaluation reserve. The cumulative gain or loss is not reclassified to profit or loss on disposal of the equity investments, instead, it is transferred to retained earnings.

Dividends on these investments in equity instruments are recognised in profit or loss in accordance with IFRS 9 unless the dividends clearly represent a recovery of part of the cost of the investment.

The Establishment designated all investments in equity instruments that are not held for trading as at FVTOCI on initial recognition.

The Establishment does not hold any assets at FVTOCI.

Financial Assets at Fair Value Through Profit and Loss (FVTPL):

By default, all other financial assets are measured subsequently at fair value through profit and loss (FVTPL). Despite the preceding, the Establishment may make the following irrevocable election/designation at initial recognition of a financial asset:

- the Establishment may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if specific criteria are met; and

Notes to the Financial Statements (continued)
For the year ended March 31, 2026

3. Basis of presentation and significant accounting policies (continued)

3.6. Financial instruments (continued)

3.6.2. Classification of financial assets (continued)

- the Establishment may irrevocably designate a debt investment that meets the amortised cost or FVTOCI criteria as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

The Establishment does not hold any assets at FVTPL.

3.6.3. Amortised cost and effective interest method

The effective interest method is a method of calculating the amortized cost of a debt instrument and of allocating interest income over the relevant period.

For financial instruments other than purchased or originated credit-impaired financial assets (i.e. assets that are credit-impaired on initial recognition), the effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) excluding expected credit losses, through the expected life of the debt instrument, or, where appropriate, a shorter period, to the gross carrying amount of the debt instrument on initial recognition.

The amortized cost of a financial asset is the amount at which the financial asset is measured at initial recognition minus the principal repayments, plus the cumulative amortization using the effective interest method of any difference between that initial amount and the maturity amount, adjusted for any loss allowance. The gross carrying amount of a financial asset is the amortized cost of a financial asset before adjusting for any loss allowance.

Interest income is recognized using the effective interest method for debt instruments measured subsequently at amortized cost and at FVTOCI. For financial instruments other than purchased or originated credit-impaired financial assets, interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired. For financial assets that have subsequently become credit-impaired, interest income is recognized by applying the effective interest rate to the amortized cost of the financial asset. If in subsequent reporting periods, the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognized by applying the effective interest rate to the gross carrying amount of the financial asset.

3.6.4. Impairment of financial assets

The Establishment recognizes a loss allowance for expected credit losses on accounts and other receivables. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

Notes to the Financial Statements (continued)
For the year ended March 31, 2026

3. Basis of presentation and significant accounting policies (continued)

3.6. Financial instruments (continued)

3.6.4. Impairment of financial assets (continued)

The Establishment recognizes lifetime ECL for accounts and other receivables, and related party balances. The expected credit losses on these financial assets are estimated based on the Establishment's historical credit loss experience of the debtor, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

For all other financial instruments, the Establishment recognizes lifetime ECL when there has been a significant increase in credit risk since initial recognition. However, if the credit risk on the financial instrument has not increased significantly since initial recognition, the Establishment measures the loss allowance for that financial instrument at an amount equal to 12-month ECL. The assessment of whether lifetime ECL should be recognized is based on significant increases in the likelihood or risk of a default occurring since initial recognition instead of on evidence of a financial asset being credit-impaired at the reporting date.

Lifetime ECL represents the expected credit losses that will result from all possible default events over the expected life of a financial instrument. In contrast, 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

Investments in equity instruments designated as investments at FVTPL and FVTOCI are not subject to impairment.

3.6.5. Significant increase in credit risk

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Establishment compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Establishment considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort. Forward-looking information considered includes the future prospects of the industries in which the Establishment's debtors operate, obtained from economic expert reports, and other similar organizations, as well as consideration of various external sources of actual and forecast economic information that relates to the Establishment's core operations.

Despite the foregoing, the Establishment assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date. A financial instrument is determined to have low credit risk if:

Notes to the Financial Statements (continued)
For the year ended March 31, 2026

3. Basis of presentation and significant accounting policies (continued)

3.6. Financial instruments (continued)

3.6.5. Significant increase in credit risk (continued)

- The financial instrument has a low risk of default;
- The borrower has a strong capacity to meet its contractual cash flow obligations in the near term; and
- Adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

The Establishment regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying a significant increase in credit risk before the amount becomes past due.

3.6.6. Definition of default

The Establishment considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that receivables that meet either of the following criteria are generally not recoverable;

- when there is a breach of financial covenants by the counterparty; or
- information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Establishment, in full.

3.6.7. Credit impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- the significant financial difficulty of the issuer or the borrower;
- a breach of contract, such as a default or past due event;
- the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
- it is becoming probable that the borrower will enter bankruptcy or other financial reorganization; or
- the disappearance of an active market for that financial asset because of financial difficulties.

Notes to the Financial Statements (continued)
For the year ended March 31, 2026

3. Basis of presentation and significant accounting policies (continued)

3.6. Financial instruments (continued)

3.6.8. Write off policy

The Establishment writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery. Financial assets written off may still be subject to enforcement activities under the Establishment's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognized in profit or loss.

3.6.9. Measurement and recognition of expected credit losses

The measurement of expected credit losses is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information as described above. As for the exposure at default, for financial assets, this is represented by the assets' gross carrying amount at the reporting date.

For financial assets, the expected credit loss is estimated as the difference between all contractual cash flows that are due to the Establishment in accordance with the contract and all the cash flows that the Establishment expects to receive, discounted at the original effective interest rate.

If the Establishment has measured the loss allowance for a financial instrument at an amount equal to lifetime ECL in the previous reporting period, but determines at the current reporting date that the conditions for lifetime ECL are no longer met, the Establishment measures the loss allowance at an amount equal to 12-month ECL at the current reporting date, except for assets for which simplified approach was used.

The Establishment recognizes an impairment gain or loss in profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account.

3.6.10. De-recognition of financial assets

The Establishment derecognizes a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Establishment neither transfers nor retains all the risks and rewards of ownership substantially and continues to control the transferred asset, the Establishment recognizes its retained interest in the asset and an associated liability for amounts it may have to pay. If the Establishment retains all the risks and rewards of ownership of a transferred financial asset substantially, the Establishment continues to recognize the financial asset and also recognizes a collateralized borrowing for the proceeds received.

On derecognition of a financial asset measured at amortized cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognized in profit or loss.

3. Basis of presentation and significant accounting policies (continued)

3.6. Financial instruments (continued)

3.6.11. Financial liabilities and equity instruments

Classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Establishment are recognised at the proceeds received net of direct issue costs.

Financial liabilities

All financial liabilities are measured subsequently at amortised cost using the effective interest method or at FVTPL. However, financial liabilities that arise when a transfer of a financial asset does not qualify for derecognition or when the continuing involvement approach applies, and financial guarantee contracts issued by the Establishment, are measured in accordance with the specific accounting policies set out below:

Financial liabilities measured subsequently at amortised cost

Financial liabilities that are not:

- contingent consideration of an acquirer in a business combination,
- held-for-trading, or
- designated as at FVTPL, are measured subsequently at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expenses over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the amortised cost of financial liability.

The Establishment's financial liabilities measured at amortized cost consist of other payables and borrowings.

3. Basis of presentation and significant accounting policies (continued)

3.6. Financial instruments (continued)

3.6.11. Financial liabilities and equity instruments (continued)

Derecognition of financial liabilities

The Establishment derecognises financial liabilities when, and only when, the Establishment's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

3.6.12. Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

3.7. Taxation

The income tax expense represents the sum of the tax on current period income and current period deferred tax.

3.7.1. Current tax

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

A provision is recognized for those matters for which the tax determination is uncertain but it is considered probable that there will be a future outflow of funds to a tax authority. The provisions are measured at the best estimate of the amount expected to become payable. The assessment is based on the judgement of tax professionals within the Establishment supported by previous experience in respect of such activities.

3.7.2. 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 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 recognized for all taxable temporary differences and deferred tax assets are recognized to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilized. Such assets and liabilities are not recognized if the temporary difference arises from the initial recognition of goodwill or 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. In addition, a deferred tax liability is not recognized if the temporary difference arises from the initial recognition of goodwill.

3. Basis of presentation and significant accounting policies (continued)

3.7. Taxation (continued)

3.7.2. Deferred tax (continued)

Deferred tax liabilities are recognized for taxable temporary differences arising on investments in subsidiaries and associates, and interests in joint ventures, except where the Establishment is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognized to the extent that it is probable that there will be sufficient taxable profits against which to utilize the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

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 realized 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 Establishment expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Establishment intends to settle its current tax assets and liabilities on a net basis.

3.7.3. Current tax and deferred tax for the period

Current and deferred tax are recognized in profit or loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

3.8. Leases

At the inception of a contract, the Establishment assesses whether the contract is, or contains a lease. A contract is or contains a lease if the contracts convey the right to control the use of an identified asset for the Establishment for a period in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Establishment assesses whether:

- The contract involves the use of an identified asset; this may be specified explicitly or implicitly and should be physically distinct or represent substantially all the capacity of a physically distinct asset. If the supplier has a substantive substitution right, then the asset is not identified.

3. Basis of presentation and significant accounting policies (continued)

3.8. Leases (continued)

- The Establishment has the right to obtain substantially all the economic benefits from the use of the asset throughout the period of use; and
- The Establishment has the right to direct the use of the asset. The Establishment has this right when it has the decision-making rights that are most relevant to changing how and for what purpose the asset is used. In rare cases where the decision about how and for what purpose the asset is used is predetermined, the Establishment has the right to direct the use of the asset if either:
 - The Establishment has the right to operate the asset; or
 - The Establishment designed the asset in a way that predetermines how and for what purpose it will be used.

At inception or on a reassessment of a contract that contains a lease component, the Establishment allocates the consideration in the contract to each lease component based on their relative stand-alone prices.

However, where the contract is not separable into a lease and non-lease component then the Establishment has elected not to separate non-lease components and account for the lease and non-lease components as a single lease component.

The Establishment determines the lease term as the non – cancellable period of a lease, together with both:

- a) periods covered by an option to extend the lease if the lessee is reasonably certain to exercise that option; and
- b) periods covered by an option to terminate the lease if the lessee is reasonably certain not to exercise that option.

In assessing whether a lessee is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, the Establishment considers all relevant facts and circumstances that create an economic incentive for the lessee to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Establishment revises the lease term if there is a change in the non-cancellable period of a lease.

3. Basis of presentation and significant accounting policies (continued)

3.8. Leases (continued)

3.8.1. Short-term leases and leases of low-value assets

The Establishment applies the short-term lease recognition exemption to its short-term leases of property, plant and equipment (those leases that have a lease term of 12 months or less and do not contain a purchase option). It also applies the lease of low-value assets exemption to leases that are considered of low value. Lease payments on short-term leases and lease of low-value assets are recognised as expense on a straight-line basis over the lease term.

3.9. Current and non-current classification

The Establishment presents assets and liabilities in the statement of financial position based on current/non-current classification.

An asset is current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle.
- Held primarily for the purpose of trading.
- Expected to be realized within twelve months after the reporting period.
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle.
- It is held primarily for the purpose of trading.
- It is due to be settled within twelve months after the reporting period.
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Establishment classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

4. Significant judgments and estimation uncertainty

The preparation of the financial statements in compliance with IFRS requires the management to make estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses and disclosure of contingent assets and contingent liabilities. Future events may occur, which will cause the assumptions used in arriving at the estimates to change. The effects of any change in estimates are reflected in the financial statements as they become reasonably determinable.

Judgments and estimates are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

4.1. Judgments

In the process of applying the Establishment's accounting policies, management has made the following judgments, apart from those involving estimations, which have the most significant effect on the amounts recognized in the financial statements:

4.1.1. *Going concern assumption*

Management has made an assessment of the Establishment's ability to continue as a going concern and is satisfied that the Establishment has the resources to continue in business for the foreseeable future. Furthermore, management is not aware of any material uncertainties that may cast significant doubt upon the Establishment's ability to continue as a going concern. Therefore, the financial statements continue to be prepared on the going concern basis.

4.1.2. *Determining the lease term*

In determining the lease term, management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option. Extension options (or periods after termination options) are only included in the lease term if the lease is reasonably certain to be extended (or not terminated) including the consideration of the life of underlying assets on the premises.

4.1.3. *Contingencies*

Contingent assets and liabilities are not recognized in the financial statements unless it is probable as a result of past events that an outflow of economic resources will be required to settle a present, a legal and constructive obligation; and the amount can be reliably estimated. Else, they are disclosed unless the possibility of an inflow or outflow, respectively of resources embodying economic benefits is remote.

4.2. Key sources of estimation uncertainty

The key assumptions concerning the future, and other key sources of estimation uncertainty at the date of statement of financial position, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below:

4. Significant judgments and estimation uncertainty (continued)

4.2. Key sources of estimation uncertainty (continued)

4.2.1. Taxes

The Establishment recognises liability for the anticipated taxes levied in the jurisdiction of its activity based on estimate of whether additional taxes will be due. Whether the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made. Any changes in the estimate and assumptions may have an impact on the carrying values of the deferred taxes.

Capco Consulting Middle East FZE
Dubai - United Arab Emirates

Notes to the Financial Statements (continued)
For the year ended March 31, 2026

5. Other receivables

	<u>2026</u> <u>AED</u>	<u>2025</u> <u>AED</u>
Prepayments	<u>1,257</u>	<u>-</u>

6. Cash and cash equivalents

	<u>2026</u> <u>AED</u>	<u>2025</u> <u>AED</u>
Bank balances:		
In current accounts	<u>3,500,905</u>	<u>-</u>

7. Shareholder's current account

	<u>2026</u> <u>AED</u>	<u>2025</u> <u>AED</u>
Grove Holdings 2 S.a.r.l, Luxembourg	<u>-</u>	<u>(10,000)</u>

8. Borrowings

	<u>2026</u> <u>AED</u>	<u>2025</u> <u>AED</u>
Loan from related party (Note 9.1)	<u>375,317</u>	<u>-</u>

Represents loan from a related party, at an annual interest rate of 12-month USD SOFR as quoted on Bloomberg + 95 basis points on reducing balance, maturing on October 14, 2026.

9. Related party transactions

9.1. Loan from related party

	<u>2026</u> <u>AED</u>	<u>2025</u> <u>AED</u>
The Capital Markets Company (UK) Limited, United Kingdom	<u>375,317</u>	<u>-</u>

Presented in the statement of financial position as:

Borrowings (Note 8)	<u>375,317</u>	<u>-</u>
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9.2. Due to related party

	<u>2026</u> <u>AED</u>	<u>2025</u> <u>AED</u>
<u>To entities under common management and control:</u>		
The Capital Markets Company (UK) Limited, United Kingdom	<u>-</u>	<u>56,934</u>

Notes to the Financial Statements (continued)
For the year ended March 31, 2026

9. Related party transactions (continued)

The Establishment enters transactions with parties that fall within the definition of a related party as contained in International Accounting Standard 24. Related parties comprise entities under common ownership and/or common management and control and key management personnel. The Shareholder and the management decide on the terms and conditions of the transactions and services received/rendered from/to related parties as well as on other charges.

During the year/period, the Establishment entered the following transactions with related parties:

	<u>Year ended</u> <u>March 31, 2026</u> <u>AED</u>	<u>Period from</u> <u>September 20, 2024</u> <u>to March 31, 2025</u> <u>AED</u>
<i>With entities under common management and control:</i>		
Funds received	367,329	-
Interest	7,988	-
Net funding transactions	-	56,934
<i>With Shareholders:</i>		
Short-term leases (Note 12)	<u>190,952</u>	<u>73,821</u>
10. Other payables		
	<u>2026</u>	<u>2025</u>
	<u>AED</u>	<u>AED</u>
Accruals	<u>398,959</u>	<u>89,248</u>

11. Corporate tax

On December 09, 2022, the UAE Ministry of Finance released Federal Decree-Law No. 47 of 2022 on the Taxation of Corporations and Businesses (Corporate Tax Law or the Law) to enact a Federal corporate tax ("CT") regime in the UAE. The CT regime has become effective for accounting periods beginning on or after June 01, 2023. The Cabinet of Ministers Decision No. 116 of 2022 (widely accepted to be effective from January 16, 2023) specified AED 375,000/- as the threshold of taxable income to which the 0% UAE CT rate would apply, and above which the 9% UAE CT rate would apply. It is widely considered that this would constitute 'substantive enactment' of the UAE CT Law for the purposes of IAS 12, the objective of which is to prescribe the basis for accounting for Income Taxes.

The Establishment has incurred loss for the year ended March 31, 2026. The management does not foresee future taxable income to recover the tax benefit. Hence, no deferred tax asset is recognised. The Establishment will continue to monitor the situation and will consider any changes to this position at subsequent reporting dates.

Notes to the Financial Statements (continued)
For the year ended March 31, 2026

12. General and administrative expenses

	<u>Year ended</u> <u>March 31, 2026</u>	<u>Period from</u> <u>September 20, 2024</u> <u>to March 31, 2025</u>
	<u>AED</u>	<u>AED</u>
Staff cost (Note 13)	262,159	-
Short-term leases (Note 15)	190,952	73,821
License and professional	368,864	72,361
Bank charges	399	-
Exchange loss	4,752	-
Others	818	-
	<u>827,944</u>	<u>146,182</u>

13. Staff cost

	<u>Year ended</u> <u>March 31, 2026</u>	<u>Period from</u> <u>September 20, 2024</u> <u>to March 31, 2025</u>
	<u>AED</u>	<u>AED</u>
Salaries and allowances	246,000	-
Others	16,159	-
	<u>262,159</u>	<u>-</u>

14. Finance cost

	<u>Year ended</u> <u>March 31, 2026</u>	<u>Period from</u> <u>September 20, 2024</u> <u>to March 31, 2025</u>
	<u>AED</u>	<u>AED</u>
Interest on borrowings (Note 8)	7,988	-

15. Lease payments not recognised as a liability

The Establishment has elected not to recognise a lease liability for short-term leases (leases of expected term of 12 months or less) or for leases of low value assets. Payments made under such leases are expensed on a straight-line basis.

	<u>Year ended</u> <u>March 31, 2026</u>	<u>Period from</u> <u>September 20, 2024</u> <u>to March 31, 2025</u>
	<u>AED</u>	<u>AED</u>
Short-term leases (Note 12)	190,952	73,821

16. Financial instruments

Significant accounting policies

Details of significant policies and methods adopted including the criteria for recognition for the basis of measurement in respect of each class of financial assets and financial liabilities are disclosed in Note 3 to the financial statements.

Categories of financial instruments

Management considers that the carrying amounts of financial assets and financial liabilities recognised at amortised cost in the financial statements approximate their fair values.

	<u>2026</u> <u>AED</u>	<u>2025</u> <u>AED</u>
<u>Financial assets</u>		
<i>Measured at amortised cost:</i>		
Cash and cash equivalents	<u>3,500,905</u>	<u>-</u>
<u>Financial liabilities</u>		
<i>Measured at amortised cost:</i>		
Other payables	398,959	89,248
Due to related parties	-	56,934
Borrowings	<u>375,317</u>	<u>-</u>
	<u>774,276</u>	<u>146,182</u>

17. Financial and other risk management

Management reviews overall financial and other risks covering specific areas, such as capital risk, liquidity risk, credit risk and market risk.

The Establishment's profile concerning exposure to financial risks identified below continues to be consistent.

17.1. Capital risk management

The capital is being managed by the Establishment in such a way that it is able to continue as a going concern while maximizing returns to investor.

The capital structure of the Establishment consists of equity attributable to the Shareholder of the Establishment; comprising of share capital and accumulated deficit as disclosed in the statement of changes in equity.

17. Financial and other risk management (continued)

17.2. Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and prices will affect the Establishment's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters while optimizing the return. The Establishment's activities expose it primarily to the financial risks of changes in foreign currency exchange rates and interest rates.

17.2.1. Foreign currency risk

The Establishment's currency risk exposure relates to the exposure to the fluctuations in the foreign currency rates. There is no significant impact on USD as the UAE Dirham is pegged to the USD.

17.3. Interest rate risk

Interest rate risk is the risk that the fair value of the future cash flow of a financial instrument will fluctuate because of the changes in the market rates. The Establishment is exposed to interest rate risk on its interest-bearing assets and liabilities (bank deposits, bank overdrafts, acceptances, trust receipts and term loans). The risk is managed by the Establishment by maintaining an appropriate mix of fixed and floating rate borrowings.

Interest rate sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to interest rates for both derivatives and non-derivative instruments at the end of the reporting year. For floating rate assets and liabilities, the analysis is prepared assuming the amount of asset or liability outstanding at the end of the reporting period was outstanding for the whole year.

If interest rates had been 100 basis points higher and all other variables were held constant, the Establishment's profit for the year ended March 31, 2026, would decrease/increase by AED 375/-. The resulting loss is due to significant loan draw-downs and fresh borrowings during the year and commissioning of assets under construction that had significant borrowing costs capitalization.

17.4. Liquidity risk

Liquidity risk refers to the risk that an entity will encounter difficulty in meeting obligations associated with its financial liabilities at maturity date.

The Establishment manages the liquidity risk through risk management framework for the Establishment's short, medium and long-term funding and liquidity requirements by maintaining sufficient cash and cash equivalents to ensure that funds are available to meet its commitments for liabilities as they fall due.

Notes to the Financial Statements (continued)
For the year ended March 31, 2026

17. Financial and other risk management (continued)

17.4. Liquidity risk (continued)

The table below analyses the Establishment's remaining contractual maturity for its financial liabilities based on the remaining period at the end of the reporting period to the contractual maturity date. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant. The contractual maturity is based on the earliest date on which the Establishment may be required to pay.

	<u>Within 1 year</u>
	<u>AED</u>
As at March 31, 2026	
<i>Measured at amortised cost:</i>	
Other payables	398,959
Borrowings	<u>375,317</u>
	<u>774,276</u>
As at March 31, 2025	
<i>Measured at amortised cost:</i>	
Other payables	89,248
Due to related party	<u>56,934</u>
	<u>146,182</u>

18. Comparative figures

These financial statements provide the financial results of the Establishment for the year ended March 31, 2026. The comparative information presented is for the period from September 20, 2024, to March 31, 2025, and hence not directly comparable to the current financial year.