

Spinneys 1961 Holding PLC

UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

**FOR THE NINE-MONTH PERIOD ENDED
30 SEPTEMBER 2025**

REPORT ON REVIEW OF INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS TO THE SHAREHOLDERS OF SPINNEYS 1961 HOLDING PLC

Introduction

We have reviewed the accompanying interim condensed consolidated financial statements of Spinneys 1961 Holding PLC (the “Company”) and its subsidiaries (collectively referred to as the “Group”) which comprise the interim condensed consolidated statement of financial position as at 30 September 2025, and the related interim condensed consolidated statement of profit or loss and interim condensed consolidated statement of comprehensive income for the three-month and nine-month periods then ended, and the interim condensed consolidated statement of changes in equity and interim condensed consolidated statement of cash flows for the nine-month period then ended and explanatory notes. Management is responsible for the preparation and fair presentation of these interim condensed consolidated financial statements in accordance with International Accounting Standard 34, *Interim Financial Reporting* (“IAS 34”). Our responsibility is to express a conclusion on these interim condensed consolidated financial statements based on our review.

Scope of Review

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

Conclusion

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

Ernst & Young Middle East (Dubai Branch)



Emin Mammadov
Registration No: 5687

10 November 2025

Dubai, United Arab Emirates

Spinneys 1961 Holding PLC

INTERIM CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

For the three-month and nine-month period ended 30 September 2025

		<i>Three-month period ended 30 September</i>		<i>Nine-month period ended 30 September</i>	
	Notes	2025 AED'000 (Unaudited)	2024 AED'000 (Unaudited)	2025 AED'000 (Unaudited)	2024 AED'000 (Unaudited)
Revenue from contracts with customers	5	761,542	686,818	2,551,275	2,260,450
Rental income	9	15,714	14,575	42,109	38,451
Revenue	4	777,256	701,393	2,593,384	2,298,901
Cost of sales		(450,754)	(412,380)	(1,514,056)	(1,350,905)
GROSS PROFIT		326,502	289,013	1,079,328	947,996
Other income		1,995	1,788	8,937	6,092
Selling, general and administrative expenses	6	(190,835)	(174,409)	(585,526)	(533,407)
Depreciation and impairment of right-of-use assets	9	(49,295)	(42,421)	(138,660)	(124,212)
Depreciation and impairment of property, plant and equipment	8	(30,079)	(24,720)	(87,205)	(65,715)
Finance income		6,117	4,056	17,663	9,443
Finance costs		(14,164)	(12,975)	(41,937)	(37,222)
PROFIT FOR THE PERIOD BEFORE TAX		50,241	40,332	252,600	202,975
Income tax expense	7	(8,796)	(4,972)	(40,915)	(21,119)
PROFIT FOR THE PERIOD		41,445	35,360	211,685	181,856
Attributable to:					
Equity holders of the Company		43,250	39,708	217,563	192,227
Non-controlling interest		(1,805)	(4,348)	(5,878)	(10,371)
		41,445	35,360	211,685	181,856
Earnings per share					
Basic and diluted, profit for the period attributable to equity holders of the Company (in AED per share)	16	0.012	0.011	0.060	0.053

The attached notes 1 to 19 form part of these interim condensed consolidated financial statements.

Spinneys 1961 Holding PLC

INTERIM CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the three-month and nine-month period ended 30 September 2025

	<i>Three-month period ended 30 September</i>		<i>Nine-month period ended 30 September</i>	
	<i>2025 AED'000 (Unaudited)</i>	<i>2024 AED'000 (Unaudited)</i>	<i>2025 AED'000 (Unaudited)</i>	<i>2024 AED'000 (Unaudited)</i>
PROFIT FOR THE PERIOD	41,445	35,360	211,685	181,856
Other comprehensive income				
<i>Other comprehensive income that may be reclassified to profit or loss in subsequent periods (net of tax):</i>				
Exchange differences on translation of foreign operations	40	484	621	404
OTHER COMPREHENSIVE INCOME FOR THE PERIOD	40	484	621	404
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD	41,485	35,844	212,306	182,260
Attributable to:				
Equity holders of the Company	43,253	40,192	218,212	192,631
Non-controlling interest	(1,768)	(4,348)	(5,906)	(10,371)
	41,485	35,844	212,306	182,260

The attached notes 1 to 19 form part of these interim condensed consolidated financial statements.

Spinneys 1961 Holding PLC

INTERIM CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 September 2025

	Notes	30 September 2025 AED'000 (Unaudited)	31 December 2024 AED'000 (Audited)
ASSETS			
Non-current assets			
Property, plant and equipment	8	427,788	425,792
Intangible assets		34,000	34,000
Right-of-use assets	9	888,214	923,749
Other non-current assets		56,295	56,045
Deferred tax assets	7	1,111	1,099
		<u>1,407,408</u>	<u>1,440,685</u>
Current assets			
Inventories	10	164,283	157,111
Trade receivables, prepayments and other receivables		81,748	55,086
Amounts due from related parties	12	7,542	3,765
Cash and short-term deposits	11	565,925	536,168
		<u>819,498</u>	<u>752,130</u>
TOTAL ASSETS		<u>2,226,906</u>	<u>2,192,815</u>
EQUITY AND LIABILITIES			
Equity			
Share capital		36,000	36,000
Restricted reserve		4,778	4,778
Retained earnings		265,155	267,825
Own shares	13	(46)	-
Own shares reserve	13	(7,208)	-
Actuarial reserve		6,144	6,144
Foreign currency translation reserve		1,437	788
		<u>306,260</u>	<u>315,535</u>
Equity attributable to equity holders of the Company		<u>(22,222)</u>	<u>(16,316)</u>
TOTAL EQUITY		<u>284,038</u>	<u>299,219</u>
Non-current liabilities			
Interest-bearing loans and borrowings		5,300	5,507
Other non-current liabilities		15,088	14,591
Lease liabilities	9	861,379	886,736
Employees' end of service benefits		86,582	79,172
		<u>968,349</u>	<u>986,006</u>
Current liabilities			
Trade payables, accruals and other payables		729,999	677,666
Lease liabilities	9	184,503	173,657
Interest-bearing loans and borrowings		805	751
Amounts due to related parties	12	18,944	23,632
Income tax payable		40,268	31,884
		<u>974,519</u>	<u>907,590</u>
TOTAL LIABILITIES		<u>1,942,868</u>	<u>1,893,596</u>
TOTAL EQUITY AND LIABILITIES		<u>2,226,906</u>	<u>2,192,815</u>

Director

Director

The attached notes 1 to 19 form part of these interim condensed consolidated financial statements.

Spinneys 1961 Holding PLC

INTERIM CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the nine-month period ended 30 September 2025

		<i>Nine-month period ended 30 September</i>	
	<i>Notes</i>	2025 AED'000 (Unaudited)	2024 AED'000 (Unaudited and unreviewed)
OPERATING ACTIVITIES			
Profit before tax		252,600	202,975
Adjustments to reconcile profit before tax to net cash flows:			
Net gain on disposal of property, plant and equipment		(663)	(1,020)
Finance income		(17,663)	(9,443)
Finance costs		41,937	37,222
Depreciation and impairment of property, plant and equipment	8	87,205	65,715
Depreciation and impairment of right of use assets	9	138,660	124,212
(Gain)/ loss on change in fair value of forward exchange contracts		(3,611)	59
Provision for old and obsolete inventories	10	6,862	8,443
(Gain)/ loss on termination and modification of leases		(396)	831
Provision for employees' end of service benefits		12,699	12,065
		517,630	441,059
Working capital adjustments:			
Inventories		(14,034)	(23,585)
Trade receivables, prepayments and other receivables		(16,496)	(9,424)
Related party balances*		(7,902)	(6,614)
Trade payables, accruals and other payables		56,441	(55,633)
		535,639	345,803
Employees' end of service benefits paid		(5,855)	(4,730)
Interest paid		(301)	(376)
Income tax paid		(32,531)	(907)
Net cash flows from operating activities		496,952	339,790
INVESTING ACTIVITIES			
Purchase of property, plant and equipment	8	(88,240)	(73,864)
Proceeds from disposal of property, plant and equipment		1,279	1,701
Proceeds from redemption of /(Investment in) short-term deposits		29,000	(79,000)
Interest received		10,011	9,443
Net cash flows used in investing activities		(47,950)	(141,720)
FINANCING ACTIVITIES			
Dividends paid	18	(220,320)	(102,600)
Payments to liquidity provider for purchase and sale of own shares, net	13	(9,931)	-
Repayment of lease liabilities	9	(158,890)	(148,607)
Repayment of interest-bearing loans and borrowings		(593)	(448)
Net cash flows used in financing activities		(389,734)	(251,655)
NET INCREASE/ (DECREASE) IN CASH AND CASH EQUIVALENTS		59,268	(53,585)
Cash and cash equivalents at 1 January		60,168	354,061
Net foreign exchange difference		(511)	(526)
CASH AND CASH EQUIVALENTS AT 30 SEPTEMBER	11	118,925	299,950

The attached notes 1 to 19 form part of these interim condensed consolidated financial statements.

Spinneys 1961 Holding PLC

INTERIM CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS (continued)

For the nine-month period ended 30 September 2025

*Following non-cash transactions are excluded from the interim condensed consolidated statement of cash flows:

	<i>Notes</i>	<i>Nine-month period ended 30 September</i>	
		2025 AED'000 (Unaudited)	2024 AED'000 (Unaudited and unreviewed)
End of service benefits transferred, net	12	563	2,932
Property, plant and equipment transferred from related parties	8	-	(20)

The attached notes 1 to 19 form part of these interim condensed consolidated financial statements.

Spinneys 1961 Holding PLC

INTERIM CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the nine-month period ended 30 September 2025

30 September 2025 (Unaudited)

	Share capital AED'000	Restricted reserve AED'000	Retained earnings AED'000	Own shares AED'000	Own shares reserve AED'000	Actuarial reserve AED'000	Foreign currency translation reserve AED'000	Total AED'000	Non- controlling interest AED'000	Total equity AED'000
As at 1 January 2025 (Audited)	36,000	4,778	267,825	-	-	6,144	788	315,535	(16,316)	299,219
Profit for the period (Unaudited)	-	-	217,563	-	-	-	-	217,563	(5,878)	211,685
Other comprehensive income for the period (Unaudited)	-	-	-	-	-	-	649	649	(28)	621
Total comprehensive income for the period (Unaudited)	-	-	217,563	-	-	-	649	218,212	(5,906)	212,306
Own shares (note 13)	-	-	87	(46)	(7,208)	-	-	(7,167)	-	(7,167)
Dividends declared and paid (note 18) (Unaudited)	-	-	(220,320)	-	-	-	-	(220,320)	-	(220,320)
As at 30 September 2025 (Unaudited)	36,000	4,778	265,155	(46)	(7,208)	6,144	1,437	306,260	(22,222)	284,038

30 September 2024 (Unaudited)

	Share capital AED'000	Restricted reserve AED'000	Retained earnings AED'000	Own shares AED'000	Own shares reserve AED'000	Actuarial reserve AED'000	Foreign currency translation reserve AED'000	Total AED'000	Non- controlling interest AED'000	Total equity AED'000
As at 1 January 2024 (Audited)	36,000	4,778	66,155	-	-	7,585	851	115,369	(1,688)	113,681
Profit for the period (Unaudited)	-	-	192,227	-	-	-	-	192,227	(10,371)	181,856
Other comprehensive income for the period (Unaudited)	-	-	-	-	-	-	404	404	-	404
Total comprehensive income for the period (Unaudited)	-	-	192,227	-	-	-	404	192,631	(10,371)	182,260
Dividends declared and paid (note 18) (Unaudited)	-	-	(102,600)	-	-	-	-	(102,600)	-	(102,600)
As at 30 September 2024 (Unaudited)	36,000	4,778	155,782	-	-	7,585	1,255	205,400	(12,059)	193,341

The attached notes 1 to 19 form part of these interim condensed consolidated financial statements.

Spinneys 1961 Holding PLC

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

As at and for the nine-month period ended 30 September 2025

1 ACTIVITIES

Spinneys 1961 Holding PLC (previously known as Spinneys 1961 Holding Limited prior to its re-registration to a public company limited by shares) (the “Company”) was incorporated on 21 November 2023 as a private limited company under the Companies Law, DIFC Law No. 5 of 2018 and was re-registered to a public company limited by shares on 29 March 2024. The registered address is Unit 813B, Level 8, Liberty House, DIFC, Dubai, United Arab Emirates.

The Company is a subsidiary of Al Seer Group (L.L.C.) (the “Parent”) which is registered in the Emirate of Dubai as a limited liability company. The Parent is a subsidiary of Albwardy Investment (L.L.C.) (the “Ultimate Parent Company”), a limited liability company registered in the Emirate of Dubai, United Arab Emirates. The Ultimate Parent Company is majority owned and controlled by Mr. Ali Saeed Juma Albwardy.

Pursuant to the special resolution of the sole shareholder dated 27 March 2024, Al Seer Group (L.L.C.) resolved to convert the Company from a private company limited by shares into a public company limited by shares. On 2 April 2024, the Security and Commodities Authority (“SCA”) (UAE) approved the Company’s application for the offering and issuance of 900 million shares representing 25% percent of the Company’s authorised share capital. On 9 May 2024, the Company was admitted to be listed on the Dubai Financial Market (“DFM”).

The Company and its subsidiaries (together referred to as “the Group”) are principally engaged in the operation of supermarkets in United Arab Emirates, Sultanate of Oman and Saudi Arabia. Information on the Group’s subsidiaries are disclosed in note 17.

The interim condensed consolidated financial statements were authorised for issue on 10 November 2025 by the Board of Directors.

2 BASIS OF PREPARATION

The interim condensed consolidated financial statements for the nine-month period ended 30 September 2025 have been prepared in accordance with IAS 34 “*Interim Financial Reporting*”.

The interim condensed consolidated financial statements do not include all the information and disclosures required in the annual consolidated financial statements and should be read in conjunction with the Group’s annual consolidated financial statements as at and for the year ended 31 December 2024.

The preparation of interim condensed consolidated financial statements in conformity with International Financial Reporting Standards (“IFRS”) requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Group’s accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the Group’s interim condensed consolidated financial statements are largely consistent with the annual consolidated financial statements for the year ended 31 December 2024 and should be read in conjunction thereof.

The Group’s business is subject to moderate seasonal fluctuations, of which is affected by the holy month of Ramadan, summer holidays and festive season. As a result of moderate seasonal fluctuations, results for any quarter are not necessarily indicative of the results that may be achieved for any quarter or for the full fiscal year.

These interim condensed consolidated financial statements have been presented on the historical cost basis, except for forward foreign exchange contracts and re-measurement of the defined benefit liability that have been measured at fair value.

The Group’s management have made an assessment of the Group’s ability to continue as a going concern and are satisfied that the Group has the financial resources to continue in business for the foreseeable future. Further, Group’s management and Board of Directors are not aware of any material uncertainty that may cast significant doubt upon the Group’s ability to continue as a going concern. Therefore, the interim condensed consolidated financial statements continue to be prepared on a going concern basis.

The interim condensed consolidated financial statements are presented in the United Arab Emirates Dirham (AED), which is the Company’s functional currency. All values are rounded to the nearest thousand (AED’000), except when otherwise indicated.

3 ACCOUNTING POLICIES

3.1 New standards, interpretations and amendments thereof, adopted by the Group

The accounting policies adopted in the preparation of the interim condensed consolidated financial statements are consistent with those followed in the preparation of the Group's consolidated financial statements for the year ended 31 December 2024, except for the accounting policy on employees' benefit (incentive plan) (note 3.2), own shares (note 3.3) and the adoption of new standards effective as of 1 January 2025 which had no significant impact on the interim condensed consolidated financial statements of the Group.

The Group has not early adopted any standard, interpretation or amendment that has been issued as at the date of the authorisation of these interim condensed consolidated financial statements but is not yet effective. Management has assessed the implication of adopting the new standards which are not yet effective and concluded that there are no significant impact on the interim condensed consolidated financial statements of the Group.

3.2 Accounting policy on employees' benefit (incentive plan)

The Group has created an incentive scheme for certain employees including key management personnel of the Group. The incentive scheme is based on achievement of certain key performance indicators (revenue and profit) on an annual basis and settled in cash (cash-settled transactions) during the vesting period. A provision for the Group's obligation under the scheme is accrued on a periodic basis at an amount equivalent to the benefits attributable to the participants with a corresponding expense in the interim condensed consolidated statement of profit or loss.

3.3 Accounting policy on own shares

Own equity instruments that are reacquired (own shares) are recognised at cost and deducted from equity. No gain or loss is recognised in the interim condensed consolidated statement of profit or loss on the purchase and sale of the Group's own equity instruments. Consideration paid or received over and above par value shall be recognised directly in equity as own shares reserve.

4 SEGMENT INFORMATION

The Group is organised into operating segments based on geographical locations. The revenue, profit/(loss), assets and liabilities are reported on a geographical basis and measured in accordance with the same accounting basis used for the preparation of the interim condensed consolidated financial statements. There are two main reportable segments: United Arab Emirates (UAE) and Sultanate of Oman (Oman). Others include Saudi Arabia and sourcing offices (United Kingdom, United States of America and Australia).

Following is the segment information which is consistent with the internal reporting presented to chief operating decision maker for the period ended:

	<i>Reportable segments</i>		<i>Intercompany transactions*</i>		<i>Total</i>	
	<i>Three-month period ended 30 September</i>		<i>Three-month period ended 30 September</i>		<i>Three-month period ended 30 September</i>	
	<i>2025</i>	<i>2024</i>	<i>2025</i>	<i>2024</i>	<i>2025</i>	<i>2024</i>
	<i>AED'000</i>	<i>AED'000</i>	<i>AED'000</i>	<i>AED'000</i>	<i>AED'000</i>	<i>AED'000</i>
	<i>(Unaudited)</i>	<i>(Unaudited)</i>	<i>(Unaudited)</i>	<i>(Unaudited)</i>	<i>(Unaudited)</i>	<i>(Unaudited)</i>
Revenue						
UAE	736,313	658,261	-	-	736,313	658,261
Oman	19,459	19,887	-	-	19,459	19,887
Others	142,578	121,172	(121,094)	(97,927)	21,484	23,245
Total	898,350	799,320	(121,094)	(97,927)	777,256	701,393

*represents inter reportable segments sales and purchases transactions.

Spinneys 1961 Holding PLC

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

As at and for the nine-month period ended 30 September 2025

4 SEGMENT INFORMATION (continued)

	<i>Reportable segments</i>		<i>Intercompany transactions*</i>		<i>Total</i>	
	<i>Nine-month period ended 30 September</i>		<i>Nine-month period ended 30 September</i>		<i>Nine-month period ended 30 September</i>	
	<i>2025</i>	<i>2024</i>	<i>2025</i>	<i>2024</i>	<i>2025</i>	<i>2024</i>
	<i>AED'000</i>	<i>AED'000</i>	<i>AED'000</i>	<i>AED'000</i>	<i>AED'000</i>	<i>AED'000</i>
	<i>(Unaudited)</i>	<i>(Unaudited)</i>	<i>(Unaudited)</i>	<i>(Unaudited)</i>	<i>(Unaudited)</i>	<i>(Unaudited)</i>
Revenue						
UAE	2,468,214	2,206,447	-	(375)	2,468,214	2,206,072
Oman	63,981	65,427	-	-	63,981	65,427
Others	389,281	301,922	(328,092)	(274,520)	61,189	27,402
Total	2,921,476	2,573,796	(328,092)	(274,895)	2,593,384	2,298,901

*represents inter reportable segments sales and purchases transactions.

	<i>Reportable segments</i>		<i>Reportable segments</i>	
	<i>Three-month period ended 30 September</i>		<i>Nine-month period ended 30 September</i>	
	<i>2025</i>	<i>2024</i>	<i>2025</i>	<i>2024</i>
	<i>AED'000</i>	<i>AED'000</i>	<i>AED'000</i>	<i>AED'000</i>
	<i>(Unaudited)</i>	<i>(Unaudited)</i>	<i>(Unaudited)</i>	<i>(Unaudited)</i>
Profit for the period before tax				
UAE	51,033	49,873	259,704	225,972
Oman	(350)	(1,771)	(1,733)	(4,247)
Others	(442)	(7,770)	(5,371)	(18,750)
Total	50,241	40,332	252,600	202,975
Unallocated:				
Income tax expense*	(8,796)	(4,972)	(40,915)	(21,119)
Profit for the period	41,445	35,360	211,685	181,856

*current taxes are not allocated to those segments as they are managed on a group basis.

	<i>Assets</i>		<i>Liabilities</i>	
	<i>30 September 2025</i>	<i>31 December 2024</i>	<i>30 September 2025</i>	<i>31 December 2024</i>
	<i>(Unaudited)</i>	<i>(Audited)</i>	<i>(Unaudited)</i>	<i>(Audited)</i>
	<i>AED'000</i>	<i>AED'000</i>	<i>AED'000</i>	<i>AED'000</i>
UAE	2,099,449	2,102,878	1,760,392	1,760,352
Oman	29,183	28,726	48,465	46,253
Others	204,348	137,454	229,786	155,274
Eliminations and adjustment	(106,074)	(76,243)	(95,775)	(68,283)
Total	2,226,906	2,192,815	1,942,868	1,893,596

Spinneys 1961 Holding PLC

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

As at and for the nine-month period ended 30 September 2025

5 REVENUE FROM CONTRACTS WITH CUSTOMERS

	<i>Three-month period ended 30 September</i>		<i>Nine-month period ended 30 September</i>	
	<i>2025</i>	<i>2024</i>	<i>2025</i>	<i>2024</i>
	<i>AED'000</i>	<i>AED'000</i>	<i>AED'000</i>	<i>AED'000</i>
	<i>(Unaudited)</i>	<i>(Unaudited)</i>	<i>(Unaudited)</i>	<i>(Unaudited)</i>
Revenue from sale of goods	761,542	686,818	2,551,275	2,260,450

Set out below is the disaggregation of the Group's revenue from contracts with customers:

	<i>Three-month period ended 30 September</i>		<i>Nine-month period ended 30 September</i>	
	<i>2025</i>	<i>2024</i>	<i>2025</i>	<i>2024</i>
	<i>AED'000</i>	<i>AED'000</i>	<i>AED'000</i>	<i>AED'000</i>
	<i>(Unaudited)</i>	<i>(Unaudited)</i>	<i>(Unaudited)</i>	<i>(Unaudited)</i>
Geographical market				
United Arab Emirates	720,670	643,755	2,426,333	2,167,864
Sultanate of Oman	19,388	19,818	63,753	65,184
Others	21,484	23,245	61,189	27,402
	761,542	686,818	2,551,275	2,260,450
Timing of revenue recognition				
Goods transferred at a point in time	761,542	686,818	2,551,275	2,260,450

6 SELLING, GENERAL AND ADMINISTRATIVE EXPENSES

	<i>Three-month period ended 30 September</i>		<i>Nine-month period ended 30 September</i>	
	<i>2025</i>	<i>2024</i>	<i>2025</i>	<i>2024</i>
	<i>AED'000</i>	<i>AED'000</i>	<i>AED'000</i>	<i>AED'000</i>
	<i>(Unaudited)</i>	<i>(Unaudited)</i>	<i>(Unaudited)</i>	<i>(Unaudited)</i>
Staff costs	80,884	80,568	254,320	242,421
Premises costs	43,995	40,949	130,926	114,720
Warehousing, selling and distribution costs	40,964	33,917	126,259	106,976
Legal and professional charges	3,735	4,599	12,014	20,387
Trademark licensing fees	2,540	2,341	8,757	8,032
Directors' remuneration (note 12)	997	629	3,505	1,856
Marketing costs	5,021	5,466	17,503	15,885
Information system and communication costs	4,940	2,563	15,036	11,226
Others	7,759	3,377	17,206	11,904
	190,835	174,409	585,526	533,407

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NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

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7 INCOME TAX

a. Tax on ordinary activities

The major components of income tax expense in the interim condensed consolidated statement of profit or loss for the three-month and nine-month period ended 30 September 2025 and 30 September 2024 are as follows:

	<i>Three-month period ended 30 September</i>		<i>Nine-month period ended 30 September</i>	
	<i>2025 AED'000 (Unaudited)</i>	<i>2024 AED'000 (Unaudited)</i>	<i>2025 AED'000 (Unaudited)</i>	<i>2024 AED'000 (Unaudited)</i>
Current income tax:				
Current income tax expense	5,567	4,972	25,192	21,119
Global minimum top-up tax expense (note d)	3,229	-	15,723	-
Income tax expense reported in the interim condensed consolidated statement of profit or loss	8,796	4,972	40,915	21,119

b. Reconciliation of tax charge

Reconciliation of tax expense and the accounting profit multiplied by the UAE's domestic tax rate for the three-month and nine-month period ended 30 September 2025 and 30 September 2024 is as follows:

	<i>Three-month period ended 30 September</i>		<i>Nine-month period ended 30 September</i>	
	<i>2025 AED'000 (Unaudited)</i>	<i>2024 AED'000 (Unaudited)</i>	<i>2025 AED'000 (Unaudited)</i>	<i>2024 AED'000 (Unaudited)</i>
Accounting profit before income tax	50,241	40,332	252,600	202,975
At the UAE statutory tax rate of 9% charged during the period*	4,522	3,630	22,700	18,234
Global minimum top-up tax (note d)	3,229	-	15,723	-
Effect of higher overseas tax rates and losses	1,045	1,342	2,492	2,885
At the effective current income tax rate of 2025: 16.2% (2024: 10.4%)	8,796	4,972	40,915	21,119

*As per the UAE Corporate Tax law, maximum standard deduction applicable for each tax group is AED 375,000. The standard deduction applicable for the tax group considered by the Group amounts to AED 375,000 on which tax rate at 9% amounts to AED 33,750.

c. Deferred tax

	<i>30 September 2025 AED'000 (Unaudited)</i>	<i>31 December 2024 AED'000 (Audited)</i>
The deferred tax assets relate to:		
Deferred tax assets:		
Depreciation	535	534
Provision and reserve	576	565
	1,111	1,099

7 INCOME TAX (continued)**c. Deferred tax (continued)**

Further, the Group has tax losses that arose in Oman and Kingdom of Saudi Arabia that are available for offsetting against future taxable profits of the companies in which the losses arose. Deferred tax assets have not been recognised in respect of these losses as they may not be used to offset taxable profits elsewhere in the Group; they have arisen in subsidiaries that have been loss-making; and there are no other evidence of recoverability in the near future.

Movement in deferred tax assets recognised in the interim condensed consolidated statement of financial position is as follows:

Deferred tax assets:

	30 September 2025 AED'000 (Unaudited)	31 December 2024 AED'000 (Audited)
At 1 January	1,099	1,250
Deferred tax charge	-	(134)
Translation adjustment	12	(17)
	<u>1,111</u>	<u>1,099</u>
At 30 September/ 31 December	<u><u>1,111</u></u>	<u><u>1,099</u></u>

d. Pillar Two income taxes

The Group is in the scope of the Pillar Two Global Anti-Base Erosion Rules (GloBE rules or Pillar Two rules) issued by the Organization for Economic Co-operation and Development (OECD) as the annual consolidated revenue of the Ultimate Parent Company exceeds Euro 750 million threshold. These rules provides a coordinated system to ensure that multinational enterprises (MNEs) with revenue above Euro 750 million pay at least an effective tax rate of 15% in each of the jurisdiction in which they operate. The UAE (location of the Ultimate Parent Company and also its largest market), published Federal Decree-Law No. 60 of 2023, amending specific provisions of Federal Decree-Law No. 47 of 2022 on the Taxation of Corporations and Businesses, as part of its commitment to the OECD guidelines. The amendments introduced by Federal Decree-Law No. 60 of 2023 are intended to prepare for the introduction of the BEPS 2.0 Pillar Two Rules. The UAE substantively enacted the Pillar 2 legislation with Cabinet Decision No. 142 of 2024.

The Global minimum top-up tax relates to the Group's operation in United Arab Emirates, where the statutory tax rate is 9%. The Group has recognised top-up tax expense of AED 15,723 thousand (30 September 2024 (Unaudited): Nil) based on the currently available interim information as of date which will be reviewed on regular basis. The actual top-up tax expense may be different than the currently estimated provisional amount. The other jurisdictions in which the Group has presence and the rules are in force, the effective tax rate exceeds 15%. The Group will continue to monitor the Pillar Two related developments in all relevant jurisdictions and assess any potential top-up tax in accordance with the relevant legislation after taking into consideration the transitional Safe Harbour relief.

On 23 May 2023, the International Accounting Standards Board (IASB) issued amendments to IAS 12 'Income taxes' introducing a mandatory temporary exception to the requirements of IAS 12 under which an entity does not recognise or disclose information about deferred tax assets and liabilities related to the Pillar Two rules. In line with IAS 12 (as amended), the Group has applied the exception with regards to the above.

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8 PROPERTY, PLANT AND EQUIPMENT

2025

	<i>Freehold land AED'000</i>	<i>Buildings AED'000</i>	<i>Leasehold improvements AED'000</i>	<i>Plant and machinery AED'000</i>	<i>Vehicles, furniture and equipment AED'000</i>	<i>Capital work in progress AED'000</i>	<i>Total AED'000</i>
Cost:							
At 1 January 2025 (<i>Audited</i>)	74,146	156,617	502,286	225,799	174,636	7,933	1,141,417
Additions (<i>Unaudited</i>)	-	-	12,412	5,761	18,116	51,951	88,240
Transfers from capital work in progress (<i>Unaudited</i>)	-	-	28,811	16,790	2,131	(47,732)	-
Disposals/ written off (<i>Unaudited</i>)	-	-	(6,991)	(5,993)	(5,740)	-	(18,724)
Exchange differences (<i>Unaudited</i>)	988	767	39	130	162	1	2,087
At 30 September 2025 (<i>Unaudited</i>)	75,134	157,384	536,557	242,487	189,305	12,153	1,213,020
Depreciation and impairment:							
At 1 January 2025 (<i>Audited</i>)	-	35,642	353,629	179,711	146,643	-	715,625
Depreciation charge for the period (<i>Unaudited</i>)	-	9,931	42,945	12,878	18,548	-	84,302
Impairment charge for the period (<i>Unaudited</i>)	-	-	1,650	1,116	137	-	2,903
Relating to disposals/ written off (<i>Unaudited</i>)	-	-	(6,991)	(5,511)	(5,606)	-	(18,108)
Exchange differences (<i>Unaudited</i>)	-	258	17	105	130	-	510
At 30 September 2025 (<i>Unaudited</i>)	-	45,831	391,250	188,299	159,852	-	785,232
Net carrying amount:							
At 30 September 2025 (<i>Unaudited</i>)	75,134	111,553	145,307	54,188	29,453	12,153	427,788

Spinneys 1961 Holding PLC

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

As at and for the nine-month period ended 30 September 2025

8 PROPERTY, PLANT AND EQUIPMENT (continued)

2024 (Audited)

	<i>Freehold land AED'000</i>	<i>Buildings AED'000</i>	<i>Leasehold improvements AED'000</i>	<i>Plant and machinery AED'000</i>	<i>Vehicles, furniture and equipment AED'000</i>	<i>Capital work in progress AED'000</i>	<i>Total AED'000</i>
Cost:							
At 1 January 2024	74,359	156,782	444,329	203,867	165,797	15,556	1,060,690
Additions	-	-	23,908	6,099	15,533	68,222	113,762
Transfers from capital work in progress	-	-	47,231	23,241	5,371	(75,843)	-
Transfer from a related party	-	-	-	19	39	-	58
Transfer to a related party	-	-	-	(35)	(25)	-	(60)
Disposals/ written off	-	-	(13,184)	(7,366)	(12,049)	-	(32,599)
Exchange differences	(213)	(165)	2	(26)	(30)	(2)	(434)
At 31 December 2024	74,146	156,617	502,286	225,799	174,636	7,933	1,141,417
Depreciation and impairment:							
At 1 January 2024	-	22,444	317,717	170,867	141,080	-	652,108
Depreciation charge for the year	-	13,254	43,169	15,578	16,896	-	88,897
Impairment charge for the year	-	-	5,881	528	265	-	6,674
Relating to transfer from a related party	-	-	-	19	19	-	38
Relating to transfer to a related party	-	-	-	(35)	(25)	-	(60)
Relating to disposals/ written off	-	-	(13,137)	(7,222)	(11,562)	-	(31,921)
Exchange differences	-	(56)	(1)	(24)	(30)	-	(111)
At 31 December 2024	-	35,642	353,629	179,711	146,643	-	715,625
Net carrying amount:							
At 31 December 2024	74,146	120,975	148,657	46,088	27,993	7,933	425,792

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NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

As at and for the nine-month period ended 30 September 2025

9 LEASES

The Group as a lessee

The Group has lease contracts for plot of land (lease terms between 5 to 38 years), premises used in its operations of supermarkets (lease terms between 1 to 10 years) and motor vehicles (lease term of 4 years). There are several lease contracts that include extension and termination options and variable lease payments, which are further discussed below:

Set out below are the carrying amounts of right-of-use assets recognised and the movements during 2025 and 2024:

2025 (Unaudited)

	<i>Land AED'000</i>	<i>Building/Stores AED'000</i>	<i>Motor vehicles AED'000</i>	<i>Total AED'000</i>
At 1 January 2025	151,559	772,132	58	923,749
Additions	-	110,565	-	110,565
Depreciation expense	(5,874)	(128,665)	(16)	(134,555)
Impairment	-	(4,105)	-	(4,105)
Lease modifications	-	(5,650)	-	(5,650)
Reversal on account of termination	-	(1,866)	-	(1,866)
Translation difference	-	72	4	76
At 30 September 2025	145,685	742,483	46	888,214

2024 (Audited)

	<i>Land AED'000</i>	<i>Building/Stores AED'000</i>	<i>Motor vehicles AED'000</i>	<i>Total AED'000</i>
At 1 January 2024	138,477	669,892	106	808,475
Additions	20,473	128,254	-	148,727
Depreciation expense	(7,391)	(159,354)	(47)	(166,792)
Impairment, net	-	(7,864)	-	(7,864)
Reversal on account of termination	-	(1,312)	-	(1,312)
Lease modifications	-	142,515	-	142,515
Translation difference	-	1	(1)	-
At 31 December 2024	151,559	772,132	58	923,749

Set out below are the carrying amounts of lease liabilities and the movements during 2025 and 2024:

	<i>30 September 2025 AED'000 (Unaudited)</i>	<i>31 December 2024 AED'000 (Audited)</i>
As at 1 January	1,060,393	923,157
Additions	110,565	148,727
Accretion of interest	41,636	50,487
Reversal on account of termination	(2,083)	(1,857)
Payments	(158,890)	(202,596)
Relating to lease modifications	(5,829)	142,515
Translation difference	90	(40)
As at 30 September / 31 December	1,045,882	1,060,393
Less: Current portion (disclosed under current liabilities)	(184,503)	(173,657)
Non-current portion as at 30 September / 31 December	861,379	886,736

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As at and for the nine-month period ended 30 September 2025

9 LEASES (continued)

The Group as a lessee (continued)

The Group has several lease contracts that include extension and termination options. These options are negotiated by management to provide flexibility in managing the leased-asset portfolio and align with the Group's business needs. Management exercises significant judgment in determining whether these extension and termination options are reasonably certain to be exercised.

Group as a lessor

The Group has entered into operating leases on its owned assets or leased assets. These leases have terms of between 1 to 5 years. All leases include a clause to enable upward revision of the rental charge on an annual basis according to prevailing market conditions. Rental income recognised by the Group during the nine-month period ended 30 September 2025 (Unaudited) is AED 42,109 thousand (30 September 2024 (Unaudited): AED 38,451 thousand).

10 INVENTORIES

	30 September 2025 AED'000 (Unaudited)	31 December 2024 AED'000 (Audited)
Goods for resale	158,656	156,151
Goods-in-transit	5,627	960
	164,283	157,111

During the nine-month period ended 30 September 2025 (Unaudited) and 30 September 2024 (Unaudited), amounts of AED 1,507,194 thousand and AED 1,342,462 thousand, respectively were recognised as expense for inventories under cost of sales.

Set out below is the movement in the provision for old and obsolete inventories:

	30 September 2025 AED'000 (Unaudited)	30 September 2024 AED'000 (Unaudited)
At 1 January	60,440	48,385
Charge for the period, net	6,862	8,443
Translation difference	12	(7)
At 30 September	67,314	56,821

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11 CASH AND SHORT-TERM DEPOSITS

	30 September 2025 AED'000 (Unaudited)	31 December 2024 AED'000 (Audited)
Cash in hand	2,903	4,267
Cash at banks	76,022	55,901
Short-term deposits	487,000	476,000
	<u>565,925</u>	<u>536,168</u>

Short-term deposits were denominated in AED with an effective interest rate ranging from 3.70% to 4.35% per annum (2024 (Audited): 4.05% to 5.35% per annum).

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise the following amounts as at 30 September/ 31 December:

	30 September 2025 AED'000 (Unaudited)	31 December 2024 AED'000 (Audited)
Cash in hand	2,903	4,267
Cash at banks	76,022	55,901
Short-term deposits (maturing within 3 months)	40,000	-
Cash and cash equivalents	<u>118,925</u>	<u>60,168</u>

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NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

As at and for the nine-month period ended 30 September 2025

12 RELATED PARTY TRANSACTIONS AND BALANCES

Related parties comprise the Ultimate Parent Company, the Parent, key management personnel (including Directors) and the entities in which they have substantial interests or are capable of exercising significant management influence.

(a) Details of significant related party transactions entered are as follows:

Three-month period ended 30 September 2025 (Unaudited)

	<i>Liability for employees' end of service benefits transferred from/ (to) AED'000</i>	<i>Sale of goods AED'000</i>	<i>Purchase of goods AED'000</i>	<i>Operation services fees income AED'000</i>	<i>Insurance costs AED'000</i>	<i>Stock transferred to AED'000</i>	<i>Recharge of selling, general and administrative expenses to AED'000</i>	<i>Selling, general and administrative expenses from AED'000</i>	<i>Capital expenditure AED'000</i>	<i>Rental income AED'000</i>
Ultimate Parent Company	-	57	-	-	-	-	-	-	-	-
Parent	-	-	-	-	-	-	516	-	-	-
Entities under common control	-	335	14,341	-	117	-	-	11,695	9,516	751
Parent's associate	408	-	7,737	150	-	45,054#	4,138	55	-	873
Ultimate Parent Company's joint venture	-	6	-	-	-	-	-	-	-	-

Three-month period ended 30 September 2024 (Unaudited)

	<i>Liability for employees' end of service benefits transferred from/ (to) AED'000</i>	<i>Sale of goods AED'000</i>	<i>Purchase of goods AED'000</i>	<i>Operation services fees income AED'000</i>	<i>Insurance costs AED'000</i>	<i>Stock transferred to AED'000</i>	<i>Recharge of selling general and administrative expenses to AED'000</i>	<i>Selling, general and administrative expenses from AED'000</i>	<i>Capital expenditure AED'000</i>	<i>Rental income AED'000</i>
Ultimate Parent Company	-	19	-	-	-	-	-	-	-	310
Parent	-	-	-	-	-	-	-	-	-	-
Entities under common control	-	296	12,613	-	1,031	-	-	3,633	16,366	2,181
Parent's associate	(34)	-	7,658	150	-	40,758#	3,948	-	-	1,353
Ultimate Parent Company's joint venture	-	-	-	-	-	-	-	-	-	-

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As at and for the nine-month period ended 30 September 2025

12 RELATED PARTY TRANSACTIONS AND BALANCES (continued)

(a) Details of significant related party transactions entered are as follows: (continued)

Nine-month period ended 30 September 2025 (Unaudited)

	<i>Liability for employees' end of service benefits transferred from/ (to) AED'000</i>	<i>Sale of goods AED'000</i>	<i>Purchase of goods AED'000</i>	<i>Operation services fees income AED'000</i>	<i>Insurance costs AED'000</i>	<i>Stock transferred to AED'000</i>	<i>Recharge of selling, general and administrative expenses to AED'000</i>	<i>Selling, general and administrative expenses from AED'000</i>	<i>Purchase/ (transfer) of property, plant and equipment AED'000</i>	<i>Capital expenditure AED'000</i>	<i>Rental income AED'000</i>
Ultimate Parent Company	-	153	-	-	-	-	-	-	-	-	-
Parent	-	-	-	-	-	-	1,572	-	-	-	-
Entities under common control	-	1,157	50,611	-	5,066	-	-	28,172@	-	21,655	2,255
Parent's associate	563	-	27,196	450	-	145,050#	12,415	55	-	-	2,432
Ultimate Parent Company's joint venture	-	18	-	-	-	-	-	-	-	-	-

Nine-month period ended 30 September 2024 (Unaudited)

	<i>Liability for employees' end of service benefits transferred from/ (to) AED'000</i>	<i>Sale of goods AED'000</i>	<i>Purchase of goods AED'000</i>	<i>Operation services fees income AED'000</i>	<i>Insurance costs AED'000</i>	<i>Stock transferred to AED'000</i>	<i>Recharge of selling general and administrative expenses to AED'000</i>	<i>Selling, general and administrative expenses from AED'000</i>	<i>Purchase/ (transfer) of property, plant and equipment AED'000</i>	<i>Capital expenditure AED'000</i>	<i>Rental income AED'000</i>
Ultimate Parent Company	-	79	-	-	-	-	-	-	-	-	310
Parent	2,968	-	-	-	-	-	-	-	20	-	-
Entities under common control	-	1,271	46,834	-	22,773	-	-	12,299@	-	29,136	2,362
Parent's associate	(36)	-	28,612	450	-	128,880#	11,845	-	-	-	2,022
Ultimate Parent Company's joint venture	-	46	1,803	-	-	-	-	-	-	-	-

#represents retail goods transferred at an agreed rate to the Parent's associate which is accounted for on a net basis as the Group acts as an agent to procure and deliver goods for the related party.

@include stores maintenance costs under the maintenance contract entered with related parties amounting to AED 27,501 thousand during nine-month period ended 30 September 2025 (Unaudited) (nine-month period ended 30 September 2024: AED 12,035 thousand) (Unaudited).

- Capital expenditure commitments with related parties amounting to AED 12,295 thousand as at 30 September 2025 (Unaudited) (31 December 2024 (Audited): AED 14,420 thousand) are included within capital expenditure commitments as disclosed in note 14.

- Amounts of AED 4,093 thousand as at 30 September 2025 (Unaudited) and AED 3,546 thousand as at 31 December 2024 (Audited) (included within trade receivables, prepayments and other receivables) relate to inventories held on behalf of a related party which have been subsequently billed to the related party.

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12 RELATED PARTY TRANSACTIONS AND BALANCES (continued)

(a) Details of significant related party transactions entered are as follows: (continued)

Compensation of key management personnel of the Group

The remuneration of directors and other members of key management during the period ended was as follows:

	<i>Three-month period ended 30 September</i>		<i>Nine-month period ended 30 September</i>	
	<i>2025 AED'000 (Unaudited)</i>	<i>2024 AED'000 (Unaudited and unreviewed)</i>	<i>2025 AED'000 (Unaudited)</i>	<i>2024 AED'000 (Unaudited and unreviewed)</i>
Short-term employee benefits	1,555	802	4,663	3,195
Employees' end of service benefits	64	50	191	149
Directors' remuneration (note 6)	997	629	3,505	1,856
	<u>2,616</u>	<u>1,481</u>	<u>8,359</u>	<u>5,200</u>

(b) Related party balances:

Amounts due from related parties

	<i>30 September 2025 AED'000 (Unaudited)</i>	<i>31 December 2024 AED'000 (Audited)</i>
<i>Ultimate Parent Company</i>		
Albwardy Investment L.L.C.	263	17
<i>Parent</i>		
Al Seer Group (L.L.C.)	115	-
<i>Entities under common control</i>		
Al Seer Food Services LLC	154	224
Europacific LLC	130	40
Indian Pavilion Restaurant LLC	26	1
Technical Resources Establishment	3	3
Socotra Island Investments (Proprietary) Limited	1	-
Desert Palm L.L.C	-	3
<i>Parent's associate</i>		
Spinneys (Abu Dhabi) L.L.C.	6,850	3,477
	<u>7,542</u>	<u>3,765</u>

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12 RELATED PARTY TRANSACTIONS AND BALANCES (continued)

(b) Related party balances: (continued)

Amounts due to related parties

	30 September 2025 AED'000 (Unaudited)	31 December 2024 AED'000 (Audited)
<i>Parent</i>		
Al Seer Group (L.L.C.)	-	739
<i>Entities under common control</i>		
Albwardy Engineering Enterprise	5,994	11,353
Fit Fresh LLC	2,762	2,976
Al Seer Trading Agencies LLC	2,387	1,807
Fine Fair Commercial Complex LLC	1,974	1,319
Arabian Oasis Food Co LLC	1,260	1,239
Nasco Insurance Group	170	262
Al Seer Group LLC, Oman	148	175
Totale Cleaning Services	139	65
Istana Furniture L.L.C.	15	-
Socotra Island Investments (Proprietary) Limited	-	102
<i>Parent's associate</i>		
Nestle UAE L.L.C	2,110	1,774
FerGulf Trading UAE L.L.C.	827	783
Reckitt Benckiser Arabia Trading LLC	798	763
Zest Wellness Pharmacy LLC	360	275
	18,944	23,632

(c) The following are the amounts recognised in the interim condensed consolidated statement of profit or loss and in the interim condensed consolidated statement of financial position relating to leases entered with related parties:

	<i>Three-month period ended 30 September</i>		<i>Nine-month period ended 30 September</i>	
	2025 AED'000 (Unaudited)	2024 AED'000 (Unaudited)	2025 AED'000 (Unaudited)	2024 AED'000 (Unaudited)
Depreciation of right-of-use assets	9,816	9,816	29,449	29,449
Interest expense on lease liabilities (included in finance costs)	3,001	3,689	9,273	10,939
Lease payments	11,389	10,840	35,403	34,208
			30 September 2025 AED'000 (Unaudited)	31 December 2024 AED'000 (Audited)
Right-of use assets			181,095	210,544
Lease liabilities			200,141	226,271
Refundable security deposits			12,000	12,000

12 RELATED PARTY TRANSACTIONS AND BALANCES (continued)**Terms and conditions of transactions with related parties**

The terms of trade with related parties are based on commercial terms.

Outstanding balances at the period/year-end arise in the normal course of business, are unsecured and interest free and settlement generally occurs in cash. As at 30 September 2025 (Unaudited), the provision for expected credit losses relating to due from related parties is Nil (31 December 2024 (Audited): Nil).

13 OWN SHARES

During the period, the Group engaged a third-party licensed Liquidity Provider on the Dubai Financial Market that offers liquidity provision services, to place buy and sell orders of the Company's shares with the objective of reducing bid/ask spreads as well as reducing price and volume volatility. An amount of AED 10,000 thousand was advanced to the Liquidity Provider with respect to the above liquidity provision services.

At 30 September 2025 (Unaudited), the Liquidity Provider held 4,569,195 of the Company's shares on behalf of the Group at par value and the Group recorded the premium paid over and above par value as own shares reserve of AED 7,208 thousand, which is classified under equity as at 30 September 2025 (Unaudited).

Advance to the Liquidity Provider as at 30 September 2025 (Unaudited) amounted to AED 2,764 thousand and is included within trade receivables, prepayments and other receivables. Dividend from own shares earned during the period ended 30 September 2025 (Unaudited) amounted to AED 87 thousand which is included within retained earnings in the interim condensed consolidated statement of changes in equity.

14 GUARANTEES, CONTINGENCIES AND CAPITAL COMMITMENTS

At 30 September 2025 (Unaudited), the Group had contingent liabilities in respect of bank and other guarantees including performance guarantees and other matters arising in the ordinary course of business from which it is anticipated that no material liabilities will arise, amounting to AED 5,999 thousand (31 December 2024 (Audited): AED 5,999 thousand).

Capital expenditure commitments:

	30 September 2025 AED'000 (Unaudited)	31 December 2024 AED'000 (Audited)
Estimated capital expenditure contracted for at the reporting date but not provided for:		
Property, plant and equipment	68,907	44,920

15 FINANCIAL INSTRUMENTS

Financial instruments comprise financial assets, financial liabilities and derivative instruments.

Financial assets consist of cash, bank balances and short-term deposits, trade and other receivables, refundable security deposits to landlords and amounts due from related parties. Financial liabilities consist of interest-bearing loans and borrowings, lease liabilities, trade and other payables, accrued expenses, refundable security deposits from tenants and amounts due to related parties. Derivative instruments consist of forward foreign exchange contracts and are included in other payables amounting to AED 148 thousand as at 30 September 2025 (Unaudited) and amounting to AED 3,759 thousand as at 31 December 2024 (Audited).

The fair value of financial assets and liabilities approximate their carrying values at the end of the reporting period.

The fair value of derivatives has been calculated by discounting the expected future cash flows at prevailing interest rates.

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15 FINANCIAL INSTRUMENTS (continued)

Fair value hierarchy

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

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

At 30 September 2025 (Unaudited)

	<i>Level 1 AED'000</i>	<i>Level 2 AED'000</i>	<i>Level 3 AED'000</i>	<i>Total AED'000</i>
<i>Asset/ (liability) measured at fair value</i>				
Foreign exchange forward contracts	-	(148)	-	(148)

At 31 December 2024 (Audited)

	<i>Level 1 AED'000</i>	<i>Level 2 AED'000</i>	<i>Level 3 AED'000</i>	<i>Total AED'000</i>
<i>Asset/ (liability) measured at fair value</i>				
Foreign exchange forward contracts	-	(3,759)	-	(3,759)

There were no transfers between Level 1 and Level 2 during 2025 and 2024.

16 EARNING PER SHARE

Basic earnings per share is calculated by dividing profit for the period attributable to the shareholders by weighted average number of shares outstanding during the period.

Diluted earnings per share amounts are calculated by dividing the profit attributable to ordinary equity holders of the Parent (adjusted for the effect of dilution, if any) by the weighted average number of ordinary shares outstanding during the period plus the weighted average number of ordinary shares that would be issued on conversion of all the dilutive potential ordinary shares into ordinary shares. As at 30 September 2025 (Unaudited) and 30 September 2024 (Unaudited), there were no shares which were dilutive in nature.

The information necessary to calculate basic and diluted earnings per share is as follows:

	<i>Three-month period ended 30 September</i>		<i>Nine-month period ended 30 September</i>	
	<i>2025 AED (Unaudited)</i>	<i>2024 AED (Unaudited)</i>	<i>2025 AED (Unaudited)</i>	<i>2024 AED (Unaudited)</i>
Profit for the period attributable to equity holders of the parent	43,250,000	39,708,000	217,563,000	192,227,000

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16 EARNING PER SHARE (continued)

	<i>Three-month period ended 30 September</i>		<i>Nine-month period ended 30 September</i>	
	<i>2025 AED (Unaudited)</i>	<i>2024 AED (Unaudited)</i>	<i>2025 AED (Unaudited)</i>	<i>2024 AED (Unaudited)</i>
Weighted average number of shares – basic and diluted*	3,598,134,712	3,600,000,000	3,599,371,405	3,600,000,000
Attributable to the shareholders: Basic and diluted earnings per share (in AED per share)	0.012	0.011	0.060	0.053

*the weighted number of ordinary shares takes into account the weighted average effect of changes in own shares during the period.

17 ENTITIES

The controlled entities included in the interim condensed consolidated financial statements are as reflected below:

<i>Entities</i>	<i>Country of incorporation</i>	<i>% of shareholding</i>		<i>Principal activities</i>
		<i>30 September 2025</i>	<i>31 December 2024</i>	
Spinneys Dubai (L.L.C.)	United Arab Emirates	100%	100%	Engaged in the operation of supermarkets in United Arab Emirates
Al Fair SPC	Sultanate of Oman	100%	100%	Engaged in the operation of supermarkets in Oman
Spinneys Shj. Ltd. Co.	United Arab Emirates	100%	100%	Engaged in operation of supermarket in Sharjah
Fine Fare Food Market (LLC)	United Arab Emirates	100%	100%	Engaged in the operation of supermarkets in United Arab Emirates
JHF Limited	United Kingdom	100%	100%	Engaged in the trading in and export of foodstuffs, grocery and non-food products
JHF USA Exports, Inc.	United States of America	100%	100%	Engaged in business of purchase of goods for export and all related activities
Centurio Holdings Ltd.	British Virgin Islands	100%	100%	Investment holding company
JHF Australia Exports Pty. Ltd.	Australia	100%	100%	Engaged in wholesale of food stuff, groceries and consumer products
Finefair Food Market Services Limited	British Virgin Islands	100%	100%	Investment holding company
Spinneys IP Limited	United Arab Emirates	100%	100%	Holding company of “Spinneys” trademark rights worldwide (except UAE)

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As at and for the nine-month period ended 30 September 2025

17 ENTITIES (continued)

<i>Entities</i>	<i>Country of incorporation</i>	<i>% of shareholding</i>		<i>Principal activities</i>
		<i>30 September 2025</i>	<i>31 December 2024</i>	
Al Ma'kulat Al-Fakhirah for Food Products LLC*	Saudi Arabia	50%	50%	Engaged in operation of supermarkets in Saudi Arabia
Spinneys Factories For Bakery Products LLC	United Arab Emirates	100%	100%	Engaged in production of bakery products
Spinneys Fresh Food Industries LLC	United Arab Emirates	100%	100%	Engaged in processing of meat for supermarkets
Spinneys Shopping Center L.L.C	United Arab Emirates	100%	100%	Engaged in operating a shopping center
Waitrose Shopping Centre L.L.C	United Arab Emirates	100%	100%	Engaged in operating a shopping center

*Considered as a subsidiary based on the agreement between the shareholders.

During the period, the Group has signed the shareholders agreement with (i) Mohamed Hamoud Alshaya Co WLL ("Alshaya Group") to expand into Kuwait where the Group will hold 51 percent equity interest in the entity to be incorporated in the State of Kuwait and (ii) ACX Holdings Corporation ("Ayala Group") to expand into the Philippines where the Group will hold 40 percent equity interest in the entity to be incorporated in the Republic of the Philippines. There are no operations during the period in the above territories.

18 DIVIDENDS

On 6 August 2025, the Board of Directors of the Company resolved to distribute interim cash dividend to the shareholders amounting to AED 119,520 thousand, at AED 0.0332 per share (2024: interim cash dividend of AED 0.0285 per share amounting to AED 102,600 thousand), which was settled in cash during August 2025.

The shareholders approved and declared a final dividend for the year ended 31 December 2024 of AED 0.028 per share on 17 March 2025 amounting to AED 100,800 thousand which was settled in cash during April 2025.

19 EVENTS AFTER THE REPORTING DATE

There were no significant events subsequent to the period-end that require either adjustments or disclosures in the interim condensed consolidated financial statements.