ADNOC Logistics & Services plc

CONSOLIDATED FINANCIAL STATEMENTS AND
INDEPENDENT AUDITOR'S REPORT
FOR THE YEAR ENDED 31 DECEMBER 2025

CONSOLIDATED FINANCIAL STATEMENTS
As at and for the year ended 31 December 2025

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Directors' Report
For the year ended 31 December 2025

The Directors have the pleasure of submitting their report, together with the audited consolidated financial statements of ADNOC Logistics & Services plc for the year ended 31 December 2025.

Principal activities

The Company and its subsidiaries set out in Note 2.2 (collectively referred to as the "Group") are engaged in the business of providing onshore and offshore logistics and transportation services to energy production facilities including material handling, manpower and equipment supply, provision of storage facilities and related services, provision of office space and the supply of chemicals, catering and other onshore and offshore oil and gas field services; the operation and maintenance of supply bases supporting those activities; EPC services related to dredging, land reclamation and marine construction; freight and charter services for the transportation of oil, gas and related petroleum products on ocean going vessels owned or hired from third parties; vessels pooling, commercial management of vessels and bunker trading; petroleum ports operations services, and oil spill and hazardous and noxious substances response services.

Results and appropriation of profits

Revenue for the year is USD 5,016,112 thousand (2024: USD 3,549,330 thousand) and the profit for the year was USD 862,847 thousand (2024: USD 756,170 thousand).

Retained earnings as at 31 December 2025 are USD 1,294,229 thousand (2024: USD 899,438 thousand).

In the meeting of the Board of Directors on 10 February 2026, it was proposed that a final cash dividend of USD 81,250 thousand is paid in quarter two of 2026.

Statement of disclosure to auditors

The Directors of ADNOC Logistics & Services plc certify that as far as they are aware, there is no relevant audit information of which the Group's auditor is unaware, and that they have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that the Group's auditor is aware of that information.

External auditors

A resolution to reappoint PricewaterhouseCoopers Limited Partnership (ADGM Branch) as auditors for the ensuing year will be put to the shareholders at the Annual General Meeting.

On behalf of the Board of Directors

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H.E Dr. Sultan Ahmed Al Jaber
Chairman of the Board

Independent auditor's report to the shareholders of ADNOC Logistics & Services plc

Report on the audit of the consolidated financial statements

Our opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the consolidated financial position of ADNOC Logistics & Services plc (the "Company") and its subsidiaries (together the "Group") as at 31 December 2025, and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with IFRS Accounting Standards.

What we have audited

The Group's consolidated financial statements comprise:

- the consolidated statement of comprehensive income for the year ended 31 December 2025;
- the consolidated statement of financial position as at 31 December 2025;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated statement of cash flows for the year then ended; and
- the notes to the consolidated financial statements comprising material accounting policy information and other explanatory information.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and the applicable requirements of Abu Dhabi Accountability Authority ("ADAA") Chairman's Resolution No 88 of 2021 Regarding financial statements Audit Standards for the Subject Entities. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independent auditor's report to the shareholders of ADNOC Logistics & Services plc (continued)

Basis for opinion (continued)

Independence

We are independent of the Group in accordance with the International Code of Ethics for Professional Accountants (including International Independence Standards) issued by the International Ethics Standards Board for Accountants (IESBA Code) and the ethical requirements that are relevant to our audit of the financial statements in the Abu Dhabi Global Market ("ADGM"), together with applicable ethical and independence requirements of United Arab Emirates that are relevant to our audit of the consolidated financial statements in the United Arab Emirates. We have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code.

Our audit approach

Overview

Key Audit Matters	• Acquisition of Navig8 Topco Holdings Inc • Issuance of hybrid equity instrument

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the consolidated financial statements. In particular, we considered where management made subjective judgements; for example, in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain. As in all of our audits, we also addressed the risk of management override of internal controls, including among other matters consideration of whether there was evidence of bias that represented a risk of material misstatement due to fraud.

We tailored the scope of our audit in order to perform sufficient work to enable us to provide an opinion on the consolidated financial statements as a whole, taking into account the structure of the Group, the accounting processes and controls, and the industry in which the Group operates.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Independent auditor's report to the shareholders of ADNOC Logistics & Services plc (continued)

Our audit approach (continued)

Key audit matters *(continued)*

Key audit matter	How our audit addressed the Key audit matter
Acquisition of Navig8 Topco Holdings Inc *Refer to notes 2.2, 3.1 and 34A to the consolidated financial statements for disclosures of related accounting policies and balances* On 7 January 2025, the Group acquired an 80% stake in Navig8 Topco Holdings Inc., with a contractual obligation to acquire the remaining 20% in mid-2027. This transaction resulted in the acquisition of USD 1 billion of fair valued net assets with a resulting bargain gain being recognized in the consolidated statement of comprehensive income of USD 12 million. This transaction has been accounted for in accordance with IFRS 3, 'Business combinations', through the application of the acquisition method of accounting. Independent specialists were engaged by the Group to perform the purchase price allocation exercise which included determining the fair value of the assets and liabilities acquired and the valuation of property, plant and equipment acquired. We have identified this transaction as significant to the Group due to the complexity and judgement involved in applying the acquisition method of accounting.	Our audit procedures in this area included the following among others: • obtained and reviewed the sale and purchase agreement (SPA) in respect of this transaction, including obtaining the purchase price allocation (PPA) report from management's experts and assessing their independence, competence and objectivity; • assessed management's accounting for the transaction in accordance with the requirements of IFRS 3, including accounting for Integr8 Fuels Holding Inc as a joint venture; • engaged with valuation specialists to review the valuation approach and methodology, discount rates and terminal growth rate assumptions in the PPA; • assessed the accuracy of the purchase consideration; • reviewed the calculation of the resulting bargain gain; and • evaluated the adequacy of the disclosures in the consolidated financial statements in accordance with IFRS 3 disclosure requirements.

Independent auditor's report to the shareholders of ADNOC Logistics & Services plc (continued)

Our audit approach (continued)

Key audit matters *(continued)*

Key audit matter	How our audit addressed the Key audit matter
Issuance of hybrid equity instrument	
Refer to notes 3.1 and 33 to the consolidated financial statements for disclosures of related accounting policies and balances The Group issued a USD 2 billion Hybrid Equity Instrument through a subsidiary. These instruments are perpetual in nature, carry discretionary coupon payments, and are redeemable solely at the Group's discretion. Management concluded that the Securities meet the definition of equity under IAS 32, 'Financial Instruments: Presentation', based on the absence of any contractual obligation to deliver cash, the discretionary nature of coupon payments, and the Group's control over all covenants and put option events. We focused on this area because determining the appropriate classification of the securities required significant judgement, particularly in assessing the contractual terms, evaluating whether any obligations exist that would give rise to a financial liability, and concluding that the characteristics of the instruments meet the criteria for equity classification under IAS 32.	Our audit procedures in this area included the following among others: • assessed whether the covenants associated with the Hybrid Equity Instrument were fully within the control of the Group and therefore do not create a contractual obligation to repay the amounts received; • assessed whether the Group could elect not to pay interest at its sole discretion, without this giving rise to any default or liquidation event; • evaluated the trigger conditions for put option events resulting in potential repayment of the Hybrid Equity Instrument, including review of management's assessment of its ability and intention to take "reasonable action" to prevent, remedy, or address such events along with a supporting legal confirmation; and • assessed the appropriateness of the accounting treatment and disclosures applied to the hybrid equity instrument in the consolidated financial statements is in accordance with IAS 32, 'Financial Instruments: Presentation'.

Independent auditor's report to the shareholders of ADNOC Logistics & Services plc (continued)

Other information

The directors are responsible for the other information. The other information comprises the Directors' Report (but does not include the consolidated financial statements and our auditor's report thereon), which we obtained prior to the date of this auditor's report, and the Group's Annual Report, which is expected to be made available to us after that date.

Our opinion on the consolidated financial statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

When we read the Group's Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of management and those charged with governance for the consolidated financial statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS Accounting Standards and their preparation in compliance with the applicable provisions of the ADGM Companies Regulations 2020, as amended, the ADGM Companies Regulations (International Accounting Standards) Rules 2015, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group'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 Group or to cease operations, or has no realistic alternative but to do so.

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

Independent auditor's report to the shareholders of ADNOC Logistics & Services plc (continued)

Auditor's responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated 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 and the applicable requirements of ADAA Chairman's Resolution No 88 of 2021 Regarding financial statements Audit Standards for the Subject Entities 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 consolidated financial statements.

As part of an audit in accordance with ISAs and the applicable requirements of ADAA Chairman's Resolution No 88 of 2021 Regarding financial statements Audit Standards for the Subject Entities, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated 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.

- 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 Group'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 Group'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 consolidated 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 Group to cease to continue as a going concern.

Independent auditor's report to the shareholders of ADNOC Logistics & Services plc (continued)

Auditor's responsibilities for the audit of the consolidated financial statements (continued)

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the consolidated financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion

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, actions taken to eliminate threats or safeguards applied.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Independent auditor's report to the shareholders of ADNOC Logistics & Services plc (continued)

Report on other legal and regulatory requirements

As required by the Abu Dhabi Global Market ("ADGM") Companies Regulations 2020, as amended, and the ADGM Companies Regulations (International Accounting Standards) Rules 2015, we report that:

(i) the consolidated financial statements have been prepared, in all material respects, in accordance with the applicable requirements of the ADGM Companies Regulations 2020, as amended, and the ADGM Companies Regulations (International Accounting Standards) Rules 2015; and

(ii) the information given in the Directors' report is consistent with the consolidated financial statements of the Group.

Further, as required by the ADAA Chairman's Resolution no 88 of 2021 Regarding financial statements Audit Standards for the Subject Entities, we report, in connection with our audit of the financial statements for the year ended 31 December 2025, that nothing has come to our attention that causes us to believe that the Company has not complied, in all material respects, with any of the provisions of the following laws, regulations and circulars as applicable, which would materially affect its activities or the financial statements as at 31 December 2025:

(i) its Articles of Association which would materially affect its activities or its financial position as at 31 December 2025; and

(ii) applicable provisions of the relevant laws, resolutions and circulars that have an impact on the Subject Entity's consolidated financial statements.

For and on behalf of PricewaterhouseCoopers Limited Partnership (ADGM Branch)

Nizar Jichi

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10 February 2026

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
For the year ended 31 December 2025

	Notes	*2025* *USD'000*	*2024* *USD'000*
Revenues	4	**5,016,112**	3,549,330
Direct costs	5	**(3,908,236)**	(2,608,784)
Gross profit		**1,107,876**	940,546
General and administrative expenses	6	**(204,983)**	(141,522)
(Provision for)/reversal of expected credit losses	17 & 24	**(9,590)**	2,649
Other income	**7**	**50,459**	19,896
Other expenses		**-**	(4,310)
Operating profit		**943,762**	817,259
Share of profit from joint ventures and associates	15	**37,392**	14,198
Bargain purchase gain	34A	**12,056**	-
Loss on previously held equity interest in an associate	34B	**(3,398)**	-
Finance income	9	**18,959**	15,594
Finance costs	10	**(87,143)**	(18,034)
Profit before income tax for the year		**921,628**	829,017
Deferred tax credit	30	**898**	868
Deferred tax expense	30	**-**	(1,123)
Current tax expense	30	**(59,679)**	(72,592)
Profit for the year		**862,847**	756,170
Attributable to:			
Equity holders of the Company		**838,541**	756,170
Non-controlling interests		**24,306**	-
		862,847	756,170
Other comprehensive income for the year:			
Re-measurement gain/(loss) on employee defined benefit obligation		**61**	(1,025)
Total comprehensive income for the year		**862,908**	755,145
Attributable to:			
Equity holders of the Company		**838,602**	755,145
Non-controlling interests		**24,306**	-
		862,908	755,145
Basic and diluted earnings per share (USD)	21	**0.11**	0.10

The attached notes on pages 17 to 83 form part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
As at 31 December 2025

	Notes	**2025 USD'000**	2024 USD'000
ASSETS			
Non-current assets			
Property, plant and equipment	11	**6,884,178**	4,543,335
Right-of-use assets	12	**225,292**	161,691
Intangible assets	13	**19,434**	11,078
Investment properties	14	**89,154**	92,501
Investment in joint ventures and associates	15	**577,769**	267,775
Goodwill	29	**51,368**	51,368
Advances to shipyards and others		**137,600**	229,882
Sub-lease receivables	12	**11,149**	12,842
Total non-current assets		**7,995,944**	5,370,472
Current assets			
Inventories	16	**137,108**	132,687
Trade and other receivables	17	**813,285**	420,479
Due from related parties	24	**676,383**	864,410
Sub-lease receivables	12	**4,639**	16,359
Cash and cash equivalents	18	**337,794**	198,919
Total current assets		**1,969,209**	1,632,854
TOTAL ASSETS		**9,965,153**	7,003,326

The attached notes on pages 17 to 83 form part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)
As at 31 December 2025

	Notes	***2025*** ***USD'000***	*2024* *USD'000*
EQUITY AND LIABILITIES			
Equity			
Share capital	19	**3,995,189**	3,995,189
Treasury shares	35	**(8,805)**	-
Investment reserve	20	**(298,626)**	-
Retained earnings		**1,294,229**	899,438
Equity attributable to owners of the Company		**4,981,987**	4,894,627
Hybrid equity instrument	33	**1,978,619**	-
Non-controlling interest	31	**264,512**	-
Total equity		**7,225,118**	4,894,627
Non-current liabilities			
Shareholder loan	24	**-**	550,000
Loans and other borrowings	32	**328,795**	-
Purchase consideration payable	34A	**298,626**	-
Lease liabilities	12	**141,150**	130,171
Dismantling liabilities	12	**2,154**	2,009
Deferred tax liability	30	**33,905**	34,803
Employees' end of service benefits	22	**38,819**	39,515
Total non-current liabilities		**843,449**	756,498
Current liabilities			
Trade and other payables	23	**1,054,455**	956,307
Shareholder loan	24	**400,000**	-
Loans and other borrowings	32	**79,931**	-
Lease liabilities	12	**82,003**	59,130
Income tax payable	30	**54,291**	65,391
Due to related parties	24	**225,906**	271,373
Total current liabilities		**1,896,586**	1,352,201
TOTAL LIABILITIES		**2,740,035**	2,108,699
TOTAL EQUITY AND LIABILITIES		**9,965,153**	7,003,326

H.E Dr. Sultan Ahmed Al Jaber
Chairman of the Board

Abdulkareem Almessabi
Chief Executive Officer

Hugh Baker
Chief Financial Officer

The attached notes on pages 17 to 83 form part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2025

	Share capital USD'000	*Treasury shares USD'000*	*Investment reserve USD'000*	*Retained earnings USD'000*	*Equity attributable to the owners of the Company USD'000*	*Hybrid equity instrument USD'000*	*Non-controlling interests USD'000*	*Total equity USD'000*
Balance as at 1 January 2024	**3,995,189**	**-**	**-**	**410,793**	**4,405,982**	**-**	**-**	**4,405,982**
Profit for the year	-	-	-	756,170	**756,170**	-	-	**756,170**
Other comprehensive income	-	-	-	(1,025)	**(1,025)**	-	-	**(1,025)**
Total comprehensive income for the year	-	-	-	755,145	755,145	-	-	755,145
Transactions with owners in their capacity as owners:								
Dividends paid	-	-	-	(266,500)	**(266,500)**	-	-	**(266,500)**
Balance as at 31 December 2024	**3,995,189**	**-**	**-**	**899,438**	**4,894,627**	**-**	**-**	**4,894,627**

The attached notes on pages 17 to 83 form part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (CONTINUED)

For the year ended 31 December 2025

	Share capital USD'000	*Treasury shares USD'000*	*Investment reserve USD'000*	*Retained earnings USD'000*	*Equity attributable to the owners of the Company USD'000*	*Hybrid equity instrument USD'000*	*Non-controlling interests USD'000*	*Total equity USD'000*
Balance as at 1 January 2025	**3,995,189**	**-**	**-**	**899,438**	**4,894,627**	**-**	**-**	**4,894,627**
Profit for the year	**-**	**-**	**-**	**838,541**	**838,541**	**-**	**24,306**	**862,847**
Other comprehensive income	**-**	**-**	**-**	**61**	**61**	**-**	**-**	**61**
Total comprehensive income for the year	**-**	**-**	**-**	**838,602**	**838,602**	**-**	**24,306**	**862,908**
Other movements:								
Investment reserve (note 20)	**-**	**-**	**(287,474)**	**-**	**(287,474)**	**-**	**-**	**(287,474)**
Accretion on investment reserve/interest on second tranche purchase consideration payable (note 20 & 34A)	**-**	**-**	**(11,152)**	**-**	**(11,152)**	**-**	**-**	**(11,152)**
Issuance of hybrid equity instrument (note 33)	**-**	**-**	**-**	**-**	**-**	**1,978,619**	**-**	**1,978,619**
Coupons paid on hybrid equity instrument (note 33)	**-**	**-**	**-**	**(61,333)**	**(61,333)**	**-**	**-**	**(61,333)**
Fees paid on hybrid equity instrument (note 33)	**-**	**-**	**-**	**(2,759)**	**(2,759)**	**-**	**-**	**(2,759)**
Total other movements	**-**	**-**	**(298,626)**	**(64,092)**	**(362,718)**	**1,978,619**	**-**	**1,615,901**
Transactions with owners in their capacity as owners:								
Non-controlling interests arising on business combinations (note 31)	**-**	**-**	**-**	**-**	**-**	**-**	**251,985**	**251,985**
Dividends paid (note 19)	**-**	**-**	**-**	**(380,250)**	**(380,250)**	**-**	**-**	**(380,250)**
Dividend paid by subsidiary to non-controlling interests	**-**	**-**	**-**	**-**	**-**	**-**	**(11,779)**	**(11,779)**
Acquisition of treasury shares (note 35)	**-**	**(8,805)**	**-**	**531**	**(8,274)**	**-**	**-**	**(8,274)**
Total transactions with owners in their capacity as owners	**-**	**(8,805)**	**-**	**(379,719)**	**(388,524)**	**-**	**240,206**	**(148,318)**
Balance as at 31 December 2025	**3,995,189**	**(8,805)**	**(298,626)**	**1,294,229**	**4,981,987**	**1,978,619**	**264,512**	**7,225,118**

The attached notes on pages 17 to 83 form part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS
For the year ended 31 December 2025

	Notes	2025 USD'000	2024 USD'000
OPERATING ACTIVITIES			
Profit for the year		**862,847**	756,170
Adjustments for:			
Deferred tax credit	30	**(898)**	(868)
Deferred tax expense	30	**-**	1,123
Current tax expense	30	**59,679**	72,592
Profit before income tax		**921,628**	829,017
Adjustments for:			
Depreciation on property, plant and equipment	11	**385,487**	266,207
Depreciation on investment properties	14	**5,436**	5,259
Depreciation on right-of-use assets	12	**117,104**	39,062
Profit on initial recognition of sub-lease receivables	12	**(140)**	-
Bargain purchase gain	34A	**(12,056)**	-
Loss on previously held equity interest in an associate	34B	**3,398**	-
Provision for dismantling expenses	12	**145**	136
Provision for slow moving and obsolete inventories	16	**1,342**	692
Amortisation of intangible assets	13	**16,782**	6,811
Gain on disposal of property, plant and equipment	7	**(11,382)**	(1,677)
Provision for/(reversal) of expected credit losses on trade receivables	17	**10,446**	(4,112)
(Reversal) of/provision for expected credit losses on on due from related parties	24	**(856)**	1,463
Provision for employees' end of service benefits	22	**7,274**	7,222
Write-back of excess provision for employees' end of service benefits	22	**(6,000)**	-
Share of profit from joint ventures and associates	15	**(37,392)**	(14,198)
Finance income	9	**(18,959)**	(15,594)
Finance costs	10	**87,143**	18,034
		1,469,400	1,138,322
Working capital adjustments:			
Inventories		**28,775**	(12,659)
Trade and other receivables		**(139,665)**	(28,047)
Due from related parties		**189,927**	(123,026)
Trade and other payables		**(101,976)**	102,083
Pension liabilities paid by shareholder		**-**	(18,952)
Due to related parties		**(17,759)**	161
Cash flows from operating activities		**1,428,702**	1,057,882
Employees' end of service benefits paid	22	**(4,658)**	(2,996)
Interest portion of sub-leases	12	**1,102**	1,795
Principal portion of sub-leases	12	**16,925**	19,386
Tax paid		**(70,779)**	(7,201)
Interest paid		**(563)**	(1)
Net cash generated from operating activities		**1,370,729**	1,068,865

The attached notes on pages 17 to 83 form part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)
For the year ended 31 December 2025

	Notes	*2025* USD'000	*2024* USD'000
INVESTING ACTIVITIES			
Purchase of property, plant and equipment		**(1,106,529)**	(810,851)
Proceeds from disposals of property, plant and equipment		**77,578**	2,753
Proceeds from disposal of an associate	15	**206**	-
Purchase of intangible asset	13	**(54)**	-
Investment in a subsidiary, net of cash acquired	34A	**(793,200)**	-
Investment in subsidiaries, net of cash acquired	34B	**(32,036)**	-
Investment in joint ventures and associates	15	**(85,590)**	(176,865)
Dividends received from joint ventures and associates	15	**9,620**	-
Advances paid to shipyards and others		**(25,796)**	(229,882)
Interest received		**17,857**	13,799
Net cash used in investing activities		**(1,937,944)**	(1,201,046)
FINANCING ACTIVITIES			
Proceeds from shareholder loan – term facility	24	**950,000**	450,000
Repayment of shareholder loan – term facility	24	**(1,290,000)**	-
Proceeds from shareholder loan - revolving credit facility	24	**715,000**	-
Repayment of shareholder loan - revolving credit facility	24	**(525,000)**	-
Interest paid on shareholder loans		**(43,891)**	(5,418)
Proceeds from issuance of hybrid equity instrument - net	33	**1,978,619**	-
Coupons paid on hybrid equity instrument	33	**(61,333)**	-
Fees paid on hybrid equity instrument	33	**(2,759)**	-
Acquisition of treasury shares - net	35	**(8,274)**	-
Repayments of loans and other borrowings	32	**(464,519)**	-
Interest on loans and other borrowings	32	**(39,258)**	-
Dividends paid	19	**(380,250)**	(266,500)
Interest portion on lease liabilities		**(12,719)**	(9,831)
Principal portion of lease liabilities		**(109,526)**	(52,860)
Net cash generated from financing activities		**706,090**	115,391
NET INCREASE/(DECREASE) IN CASH EQUIVALENTS		**138,875**	(16,790)
Cash and cash equivalents at beginning of the year		**198,919**	215,709
CASH AND CASH EQUIVALENTS AT END OF THE YEAR	18	**337,794**	198,919
Significant non-cash transactions excluded from the consolidated statement of cash flows are:			
Purchase of property, plant and equipment		**89,098**	145,297
Additions to right-of-use assets	12	**96,418**	52,607
Additions to sub-lease receivables	12	**3,372**	-
Additions to lease liabilities	12	**99,790**	52,607
Purchase consideration payable and investment reserve	34A	**298,626**	-

The attached notes on pages 17 to 83 form part of these consolidated financial statements.

1 GENERAL INFORMATION

ADNOC Logistics & Services plc (the "Company") was incorporated on 19 April 2023 as a public company limited by shares, with registration number 000009847, pursuant to the Abu Dhabi Global Market ("ADGM") (Amendment No. 1) Regulations 2020. The Company has been established for the purpose of serving as a holding company for the Abu Dhabi Marine Business and Services Company P.J.S.C. Group.

In 2023, the shareholders approved the listing of the Company's shares on the Abu Dhabi Securities Exchange, whereby 19% of its shares were offered in an Initial Public Offering ("IPO"). Subsequently, on 28 August 2025, ADNOC sold an additional 3% of its shareholding in the Company through an institutional placement. As of the reporting date, ADNOC holds 78% of the issued share capital of the Group, while the remaining 22% is held by the general public.

The Company is controlled by the ultimate parent Company Abu Dhabi National Oil Company ("ADNOC"). ADNOC is wholly owned by the Emirate of Abu Dhabi.

On 11 September 2025, ADNOC transferred its majority shareholding in ADNOC Logistics & Services plc, to XRG P.J.S.C., ADNOC's wholly-owned international energy investment company. This internal restructuring was executed through an off-market transaction on the Abu Dhabi Securities Exchange (ADX). ADNOC's strategy continues to retain ultimate ownership and control through its 100% stake in XRG. The transfer does not impact ADNOC Logistics & Services plc's operations.

The Company and its subsidiaries set out in Note 2.2 (collectively referred to as the "Group") are engaged in the business of providing onshore and offshore logistics and transportation services to energy production facilities including material handling, manpower and equipment supply, provision of storage facilities and related services, provision of office space and the supply of chemicals, catering and other onshore and offshore oil and gas field services; the operation and maintenance of supply bases supporting those activities; EPC services related to dredging, land reclamation and marine construction; freight and charter services for the transportation of oil, gas and related petroleum products on ocean going vessels owned or hired from third parties; petroleum ports operations services, and oil spill and hazardous and noxious substances response services.

On 7 January 2025, the Group completed its acquisition of an 80% stake in Navig8 Topco Holdings Inc (hereafter referred to as "Navig8") through a subsidiary of ADNOC Logistics & Services plc (Compass Holdco RSC Limited). As a result of this acquisition, ADNOC Logistics & Services' service offering, among others, includes pooling, commercial management, bunker trading, technical management and ESG-focused digital solutions (refer to Note 34A).

The registered office of the Company is Level 28, Al Sarab Tower, Abu Dhabi Global Market Square, Al Maryah Island, Abu Dhabi, United Arab Emirates.

The consolidated financial statements of the Group were approved and authorised for issue by the Board of Directors and signed on their behalf on 10 February 2026.

2 BASIS OF PREPARATION AND ACCOUNTING POLICIES

2.1 BASIS OF PREPARATION

Statement of compliance

The consolidated financial statements have been prepared in accordance with IFRS Accounting Standards and interpretations issued by the IFRS Interpretations Committee (IFRS IC) applicable to companies reporting under IFRS Accounting Standards as issued by the International Accounting Standard Board (IASB).

Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). Because the Company is incorporated under the ADGM, the financial information is required to be presented in USD.

2 BASIS OF PREPARATION AND ACCOUNTING POLICIES (continued)

2.1 BASIS OF PREPARATION (continued)

Basis of measurement

The consolidated financial statements have been presented in United States Dollars (USD), which is the presentation currency of the Group as well as of the ultimate holding Company. All values are rounded to the nearest thousand (USD'000), except where otherwise indicated.

2.2 BASIS OF CONSOLIDATION

The consolidated financial statements include the financial statements of the Company and its subsidiaries listed below. Where applicable, entities incorporated and acquired during the year are clearly identified within the list:

Direct subsidiaries			Effective percentage holding	
	Type	Country of incorporation	31 December 2025	31 December 2024
Abu Dhabi Marine Business and Services Company P.J.S.C	Existing	UAE	**100%**	100%

Indirect subsidiaries			Effective percentage holding	
	Type	Country of incorporation	31 December 2025	31 December 2024
Abu Dhabi Marine Operations and Services Company LLC	Existing	UAE	**100%**	100%
Abu Dhabi Marine Assets Company LLC	Existing	UAE	**100%**	100%
Abu Dhabi Marine International Holdings RSC Limited	Existing	UAE	**100%**	100%
Zinc Holdco RSC Ltd	Existing	UAE	**100%**	100%
Al Gafai Marine Services Company LLC	Existing	UAE	**100%**	100%
Sirdal National Marine Services Company LLC	Existing	UAE	**100%**	100%
National Gas Carriers Company	Existing	Liberia	**100%**	100%
Abu Dhabi National Shipping Company BVI	Existing	British Virgin Islands	**100%**	100%
Abu Dhabi Marine International Chartering Holdings RSC Limited	Existing	UAE	**100%**	100%
Abu Dhabi Marine International Operations Holdings RSC Limited	Existing	UAE	**100%**	100%
Umm Al Lulu Marine Services – Sole Proprietorship LLC	Existing	UAE	**100%**	100%
Janana Marine Services – Sole Proprietorship LLC	Existing	UAE	**100%**	100%
Al Bazem Marine Services – Sole Proprietorship LLC	Existing	UAE	**100%**	100%
Al Samha Marine Services – Sole Proprietorship LLC	Existing	UAE	**100%**	100%
Al Sader Marine Services – Sole Proprietorship LLC	Existing	UAE	**100%**	100%
Al Reem I Marine Services – Sole Proprietorship LLC	Existing	UAE	**100%**	100%
Ghantout Marine Services – Sole Proprietorship LLC	Existing	UAE	**100%**	100%
Abu Dhabi III Shipping Company Inc	Existing	Liberia	**100%**	100%
Bani Yas Shipping Company Inc	Existing	Liberia	**100%**	100%
Mezaira'a Shipping Company Inc	Existing	Liberia	**100%**	100%
Arrilah I Shipping Company Inc	Existing	Liberia	**100%**	100%
Abu Al Abyad Shipping Company Inc	Existing	Liberia	**100%**	100%
Al Yasat II Shipping Company Inc	Existing	Liberia	**100%**	100%

2 BASIS OF PREPARATION AND ACCOUNTING POLICIES (continued)

2.2 BASIS OF CONSOLIDATION (continued)

Indirect subsidiaries (continued)

			Effective percentage holding	
	Type	**Country of incorporation**	**31 December 2025**	**31 December 2024**
Al Yasat II Shipping Company Inc	Existing	Liberia	**100%**	100%
Liwa V Shipping Company Inc	Existing	Liberia	**100%**	100%
Diyyinah I Shipping Company Inc	Existing	Liberia	**100%**	100%
Yamilah III Shipping Company Inc	Existing	Liberia	**100%**	100%
Butinah Shipping Company Inc	Existing	Liberia	**100%**	100%
Ras Ghumays I Shipping Company Inc	Existing	Liberia	**100%**	100%
Yas Shipping Company Inc	Existing	Liberia	**100%**	100%
Al Karama Shipping Company Inc	Existing	Liberia	**100%**	100%
HoldCo 1 Inc	Existing	Liberia	**100%**	100%
HoldCo 2 Inc	Existing	Liberia	**100%**	100%
Al Khtam Inc	Existing	Liberia	**100%**	100%
Al Ruwais Inc	Existing	Liberia	**100%**	100%
Tarif Inc	Existing	Liberia	**100%**	100%
Al Bateen Inc	Existing	Liberia	**100%**	100%
Al Falah Inc	Existing	Liberia	**100%**	100%
Al Khaznah Inc	Existing	Liberia	**100%**	100%
Shahamah Inc	Existing	Liberia	**100%**	100%
Ghasha Inc	Existing	Liberia	**100%**	100%
Ish Inc	Existing	Liberia	**100%**	100%
Umm Al Ashtan Limited	Existing	Liberia	**100%**	100%
Al Hamra Limited	Existing	Liberia	**100%**	100%
Mraweh Limited	Existing	Liberia	**100%**	100%
Hafeet Inc	Existing	Liberia	**100%**	100%
Habshan Inc	Existing	Liberia	**100%**	100%
Al Bahya Inc	Existing	Liberia	**100%**	100%
Mubaraz Limited	Existing	Liberia	**100%**	100%
Al Wathba Inc	Existing	Liberia	**100%**	100%
Al Dhafra Inc	Existing	Liberia	**100%**	100%
Das Inc	Existing	Liberia	**100%**	100%
Zakum Inc	Existing	Liberia	**100%**	100%
Hili Inc	Existing	Liberia	**100%**	100%
Arzanah Inc	Existing	Liberia	**100%**	100%
Al Jimi Inc	Existing	Liberia	**100%**	100%
Barakah Inc	Existing	Liberia	**100%**	100%
Jarnain Inc	Existing	Liberia	**100%**	100%
Newco 1 Inc	Existing	Liberia	**100%**	100%
Newco 2 Inc	Existing	Liberia	**100%**	100%
Newco 3 Inc	Existing	Liberia	**100%**	100%
Newco 4 Inc	Existing	Liberia	**100%**	100%
Newco 16 Inc	Existing	Liberia	**100%**	100%
Newco 18 Inc	Existing	Liberia	**100%**	100%
Newco 19 Inc	Existing	Liberia	**100%**	100%
Newco 20 Inc	Existing	Liberia	**100%**	100%
Newco 21 Inc	Existing	Liberia	**100%**	100%
Newco 22 Inc	Existing	Liberia	**100%**	100%
Newco 23 Inc	Existing	Liberia	**100%**	100%
Newco 24 Inc	Existing	Liberia	**100%**	100%
Newco 25 Inc	Existing	Liberia	**100%**	100%
Newco 26 Inc	Existing	Liberia	**100%**	100%

2 BASIS OF PREPARATION AND ACCOUNTING POLICIES (continued)

2.2 BASIS OF CONSOLIDATION (continued)

Indirect subsidiaries (continued)

	Type	Country of incorporation	Effective percentage holding 31 December 2025	Effective percentage holding 31 December 2024
Newco 27 Inc	Existing	Liberia	**100%**	100%
Newco 28 Inc	Existing	Liberia	**100%**	100%
Newco 29 Inc	Existing	Liberia	**100%**	100%
Newco 30 Inc	Existing	Liberia	**100%**	100%
Newco 31 Inc	Existing	Liberia	**100%**	100%
Newco 32 Inc	Existing	Liberia	**100%**	100%
Newco 33 Inc	Existing	Liberia	**100%**	100%
Newco 34 Inc	Existing	Liberia	**100%**	100%
Newco 35 Inc	Existing	Liberia	**100%**	100%
ZMI Holdings	Existing	Cayman Islands	**100%**	100%
Zakher Marine International Inc	Existing	Panama	**100%**	100%
Zakher Marine International Inc. – Abu Dhabi Branch	Existing	UAE	**100%**	100%
QMS Holding Limited	Existing	British Virgin Islands	**100%**	100%
QMS 2 Offshore Services Ltd	Existing	Saint Vincent & Grenadines	**100%**	100%
QMS 2 Offshore Services Ltd. – Abu Dhabi Branch	Existing	UAE	**100%**	100%
QMS Petroleum Services Inc	Existing	Panama	**100%**	100%
MBBS Inc	Existing	Panama	**100%**	100%
Al Shahama Inc	Existing	Panama	**100%**	100%
Al Bahia Inc	Existing	Panama	**100%**	100%
Al Maryah Inc	Existing	Panama	**100%**	100%
QMS China Inc	Existing	Panama	**100%**	100%
QMS Achiever Inc	Existing	Panama	**100%**	100%
QMS Gladiator Inc	Existing	Panama	**100%**	100%
Petrodrill Inc	Existing	Panama	**100%**	100%
Subhiya Inc	Existing	Panama	**100%**	100%
QMS Gloria Inc	Existing	Panama	**100%**	100%
Bani Yas Inc	Existing	Panama	**100%**	100%
Nadiya Inc	Existing	Panama	**100%**	100%
Zakher Marine Saudi Company Limited	Existing	KSA	**100%**	100%
Premier Marine Services W.L.L	Existing	Qatar	**100%**	100%
Volo Travel and Tourism (Sole Proprietorship) L.L.C	Existing	UAE	**100%**	100%
Lextus Inc	Existing	Panama	**100%**	100%
QMS Offshore Industries L.L.C	Existing	UAE	**100%**	100%
QMS Neptune Inc	Existing	Panama	**100%**	100%
QMS Aquarius Inc	Existing	Panama	**100%**	100%
QMS Leo Inc	Existing	Panama	**100%**	100%
QMS Amora Inc	Existing	Panama	**100%**	100%
QMS Sentinel Inc	Existing	Panama	**100%**	100%
QMS Nouf Inc	Existing	Panama	**100%**	100%
QMS Amouage Inc	Existing	Panama	**100%**	100%
QMS Kinoa Inc	Existing	Panama	**100%**	100%
QMS Pandan Inc	Existing	Panama	**100%**	100%

2 BASIS OF PREPARATION AND ACCOUNTING POLICIES (continued)

2.2 BASIS OF CONSOLIDATION (continued)

Indirect subsidiaries (continued)

			Effective percentage holding	
	Type	Country of incorporation	31 December 2025	31 December 2024
QMS Pili Inc	Existing	Panama	**100%**	100%
QMS Pesto Inc	Existing	Panama	**100%**	100%
Pluto One Inc	Existing	Panama	**100%**	100%
Pluto Two Inc	Existing	Panama	**100%**	100%
QMS Turquoise Inc	Existing	Panama	**100%**	100%
QMS Zirconium Inc	Existing	Panama	**100%**	100%
QMS Al Khatem Inc	Existing	Panama	**100%**	100%
QMS Al Muzn	Existing	Panama	**100%**	100%
Newco 36 Inc	Existing	Liberia	**100%**	100%
Newco 37 Inc	Existing	Liberia	**100%**	100%
Newco 38 Inc	Existing	Liberia	**100%**	100%
Newco 39 Inc	Existing	Liberia	**100%**	100%
Newco 40 Inc	Existing	Liberia	**100%**	100%
Newco 41 Inc	Existing	Liberia	**100%**	100%
Newco 42 Inc	Existing	Liberia	**100%**	100%
Newco 43 Inc	Existing	Liberia	**100%**	100%
Newco 44 Inc	Existing	Liberia	**100%**	100%
Newco 45 Inc	Existing	Liberia	**100%**	100%
Hyper Holdco RSC Limited	Existing	UAE	**100%**	100%
Hyper Issuerco SPV RSV Limited	Existing	UAE	**100%**	100%
ALS International Ship Chartering Limited	Existing	UAE	**100%**	100%
Compass Holdco RSC Limited	Existing	UAE	**100%**	100%
QMS Osprey Inc	New	Panama	**100%**	-
QMS Pearl Inc	New	Panama	**100%**	-
QMS Emerald Inc	New	Panama	**100%**	-
QMS Lulwa Inc	New	Panama	**100%**	-
QMS Supporter Inc	New	Panama	**100%**	-
QMS Pride Inc	New	Panama	**100%**	-
QMS Constructor Inc	New	Panama	**100%**	-
QMS Omar Inc	New	Panama	**100%**	-
QMS Surprise II Inc	New	Panama	**100%**	-
QMS Ruby Inc	New	Panama	**100%**	-
QMS Marimba Inc	New	Panama	**100%**	-
Navig8 Topco Holdings Inc	Acquired	Marshall Islands	**80%**	-
Apollo Shipping Inc	Acquired	Marshall Islands	**80%**	-
SWS VLCC JV LLC	Acquired	Marshall Islands	**90%**	-
SWS VLCC GP LLC	Acquired	Marshall Islands	**90%**	-
Crew Management Pte Ltd	Acquired	Singapore	**80%**	-
Navig8 Asset Co Investments Inc	Acquired	Marshall Islands	**80%**	-
Navig8 Asset Holdings Pte Ltd	Acquired	Singapore	**80%**	-
Navig8 Asset Management Holdings Inc	Acquired	Marshall Islands	**80%**	-
Navig8 Group Holdings Inc	Acquired	Marshall Islands	**80%**	-
Navig8 Pool Holdings Inc	Acquired	Marshall Islands	**80%**	-
Navig8 Commercial Services Ltd	Acquired	Marshall Islands	**80%**	-
Navig8 Technical Management Holdings Inc	Acquired	Marshall Islands	**80%**	-
Pythagoras Corporation Ltd	Acquired	Marshall Islands	**80%**	-
Navig8 Chemicals Services Ltd	Acquired	Marshall Islands	**80%**	-
Navig8 Services Inc	Acquired	Marshall Islands	**80%**	-

2 BASIS OF PREPARATION AND ACCOUNTING POLICIES (continued)

2.2 BASIS OF CONSOLIDATION (continued)

Indirect subsidiaries (continued)

			Effective percentage holding	
	Type	**Country of incorporation**	**31 December 2025**	**31 December 2024**
Technical Investments Inc	Acquired	Marshall Islands	**80%**	-
TBM Holdings Inc	Acquired	Marshall Islands	**80%**	-
Marine Technologies Inc	Acquired	Marshall Islands	**80%**	-
Navig8 Agency Holdings Inc	Acquired	Marshall Islands	**80%**	-
Democritus Shipping Inc	Acquired	Marshall Islands	**80%**	-
Zeno Shipping Inc	Acquired	Marshall Islands	**80%**	-
Engine Holdings Inc	Acquired	Marshall Islands	**80%**	-
Navig8 Inc	Acquired	Marshall Islands	**80%**	-
Navig8 Pte Ltd	Acquired	Singapore	**80%**	-
Apollo Shipping 1 Inc	Acquired	Marshall Islands	**80%**	-
Apollo Shipping 2 Inc	Acquired	Marshall Islands	**80%**	-
Apollo Shipping 3 Pte Ltd	Acquired	Singapore	**80%**	-
Apollo Shipping 4 Pte Ltd	Acquired	Singapore	**80%**	-
Apollo Shipping 5 Pte Ltd	Acquired	Singapore	**80%**	-
Apollo Shipping 6 Pte Ltd	Acquired	Singapore	**80%**	-
Apollo Shipping 7 Pte Ltd	Acquired	Singapore	**80%**	-
Apollo Shipping 8 Pte Ltd	Acquired	Singapore	**80%**	-
Navig8 Constellation Corporation Pte Ltd	Acquired	Singapore	**80%**	-
Navig8 Universe Corporation Pte Ltd	Acquired	Singapore	**80%**	-
Pythagoras Corporation 1 Pte Ltd	Acquired	Singapore	**80%**	-
Pythagoras Corporation 2 Pte Ltd	Acquired	Singapore	**80%**	-
Pythagoras Corporation 3 Pte Ltd	Acquired	Singapore	**80%**	-
Pythagoras Corporation 4 Pte Ltd	Acquired	Singapore	**80%**	-
Pythagoras Corporation 4 Inc	Acquired	Marshall Islands	**80%**	-
Pythagoras Corporation 5 Inc	Acquired	Marshall Islands	**80%**	-
Pythagoras Corporation 5 Pte Ltd	Acquired	Singapore	**80%**	-
Pythagoras Corporation 6 Pte Ltd	Acquired	Singapore	**80%**	-
Pythagoras Corporation 7 Pte Ltd	Acquired	Singapore	**80%**	-
Pythagoras Corporation 8 Pte Ltd	Acquired	Singapore	**80%**	-
Pythagoras Corporation 9 Pte Ltd	Acquired	Singapore	**80%**	-
Pythagoras Corporation 10 Pte Ltd	Acquired	Singapore	**80%**	-
Pythagoras Corporation 11 Pte Ltd	Acquired	Singapore	**80%**	-
Pythagoras Corporation 12 Pte Ltd	Acquired	Singapore	**80%**	-
Pythagoras Corporation 13 Pte Ltd	Acquired	Singapore	**80%**	-
Pythagoras Corporation 14 Pte Ltd	Acquired	Singapore	**80%**	-
Pythagoras Corporation 15 Pte Ltd	Acquired	Singapore	**80%**	-
Pythagoras Corporation 16 Pte Ltd	Acquired	Singapore	**80%**	-
Pythagoras Corporation 17 Pte Ltd	Acquired	Singapore	**80%**	-
Pythagoras Corporation 18 Pte Ltd	Acquired	Singapore	**80%**	-
Herakleitos 3050 Pte Ltd	Acquired	Singapore	**80%**	-
D8 Product Tankers I LLC	Acquired	Marshall Islands	**80%**	-
Democritus Shipping 1 Pte Ltd	Acquired	Singapore	**80%**	-
Democritus Shipping 2 Pte Ltd	Acquired	Singapore	**80%**	-

2 BASIS OF PREPARATION AND ACCOUNTING POLICIES (continued)

2.2 BASIS OF CONSOLIDATION (continued)

Indirect subsidiaries (continued)	**Type**	**Country of incorporation**	**Effective percentage holding** 31 December 2025	31 December 2024
Democritus Shipping 3 Pte Ltd	Acquired	Singapore	**80%**	-
Democritus Shipping 4 Pte Ltd	Acquired	Singapore	**80%**	-
Zeno Shipping 1 Pte Ltd	Acquired	Singapore	**80%**	-
Zeno Shipping 2 Pte Ltd	Acquired	Singapore	**80%**	-
Zeno Shipping 3 Pte Ltd	Acquired	Singapore	**80%**	-
Navig8 America LLC	Acquired	USA	**80%**	-
Navig8 Asia Pte Ltd	Acquired	Singapore	**80%**	-
Navig8 DMCC	Acquired	UAE	**80%**	-
Navig8 Europe Ltd	Acquired	United Kingdom	**80%**	-
Navig8 Greece Inc	Acquired	Marshall Islands	**80%**	-
Navig8 India Private Limited	Acquired	India	**80%**	-
VL8 Management Inc	Acquired	Marshall Islands	**80%**	-
Navig8 Chemicals Asia Pte Ltd	Acquired	Singapore	**80%**	-
Navig8 Chemicals Europe Ltd	Acquired	United Kingdom	**80%**	-
V8 Plus Management Pte Ltd	Acquired	Singapore	**80%**	-
Marine Technology Solutions Pte Ltd	Acquired	Singapore	**72%**	-
Navig8 AG Ltd	Acquired	UAE	**80%**	-
Navig8 Risk Management Pte Ltd	Acquired	Singapore	**80%**	-
Engine X Pte Ltd	Acquired	Singapore	**80%**	-
Engine X DMCC	Acquired	UAE	**80%**	-
Engine Technologies Pte Ltd	Acquired	Singapore	**80%**	-
Group Fuels Holdings Inc	Acquired	Marshall Islands	**80%**	-
Straits Shipping 2 Corporation Pte Ltd	Acquired	Singapore	**80%**	-
Navig8 Geneva SA	Acquired	Switzerland	**80%**	-
Shipwatch Pte Ltd	Acquired	Singapore	**80%**	-
Joint ventures				
AW Shipping Limited	Existing	UAE	**50%**	50%
Integr8 Fuels Holdings Inc	Acquired	Marshall Islands	**80%**	-
Suntech Maritime Pte Ltd	Acquired	Singapore	**40%**	-
Suntech Crew Mgt Pvt Ltd	Acquired	India	**40%**	-
Associates				
TB Marine Shipmanagement GmbH & Co. KG	Acquired	Germany	**40%**	-
TB Marine Cont Shipmanagement GmbH & Co.	Acquired	Germany	**40%**	-
DUNA Marine Shipmanagement	Acquired	Latvia	**21%**	-
Cassiopeia Shipmanagement (Cyprus) Ltd	Acquired	Cyprus	**24%**	-
Cassiopeia Marine Services GmbH	Acquired	Germany	**24%**	-
GCC German Crew Center GmbH	Acquired	Germany	**22%**	-
Clean Marine Pte Ltd	Acquired	Singapore	**22%**	-
Ridgebury Suez 2025 LLC	Acquired	USA	**14%**	-
IQrew Management Ltd	Acquired	Cyprus	**21%**	-
Safe Route Marine Ltd	Acquired	Cyprus	**40%**	-
Orient Maritime Agencies Pte Ltd	Acquired	Singapore	**39%**	-

2 BASIS OF PREPARATION AND ACCOUNTING POLICIES (continued)

2.2 BASIS OF CONSOLIDATION (continued)

Indirect subsidiaries (continued)

	Type	Country of incorporation	Effective percentage holding 31 December 2025	31 December 2024
Associates (continued)				
Orientace Maritime (M) Sdn Bhd	Acquired	Malaysia	**22%**	-
Nakkas Denizcilik Ve Ticaret Anonim Sirketi	Acquired	Türkiye	**40%**	-
UD Marine Services Ltd	Acquired	Cyprus	**17%**	-
Trade Ocean Holdings (Pty) Ltd	Acquired	South Africa	**39%**	-
BR8 Shipping Pte Ltd	Acquired	Singapore	**37%**	-

The financial statements of the subsidiaries and these consolidated financial statements use consistent accounting policies for each year presented. All intra-group balances, transactions, income and expenses, and profits and losses resulting from intra-group transactions are eliminated. Companies linked to one another by consolidation are integrated through the aggregation of accounts, in accordance with rules identical to those for full consolidation.

The preparation of the consolidated financial statements in conformity with IFRS Accounting Standards requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies.

The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are material to the consolidated financial statements have been disclosed in Note 3.1.

Subsidiaries

Subsidiaries are all entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date when control ceases. Upon loss of control, the Group derecognises the assets and liabilities of the subsidiary, any non-controlling interests and other components of equity related to the subsidiary. Any surplus or deficit arising on loss of control is recognised in the consolidated statement of comprehensive income. If the Group retains any interest in the previous subsidiary, then such interest is measured at fair value at the date that the control is lost.

The Group applies the acquisition method to account for business combinations.

The consideration transferred for the acquisition of a subsidiary is the fair value of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. The Group recognises any non-controlling interest in the acquiree on an acquisition-by-acquisition basis, either at fair value or at the non-controlling interest's proportionate share of the recognised amounts of acquiree's identifiable net assets.

Acquisition-related costs are expensed as incurred.

If the business combination is achieved in stages, the acquisition date fair value of the acquirer's previously held equity interest in the acquiree is re-measured to fair value at the acquisition date through the profit or loss.

2 BASIS OF PREPARATION AND ACCOUNTING POLICIES (continued)

2.2 BASIS OF CONSOLIDATION (continued)

Subsidiaries (continued)

Any contingent consideration to be transferred by the Group is recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognised in accordance with IFRS 9 in the consolidated statement of comprehensive income. Contingent consideration that is classified as equity is not re-measured, and its subsequent settlement is accounted for within equity.

If the total of consideration transferred, non-controlling interest recognised and previously held interest measured is less than the fair value of the net assets of the subsidiary acquired, the difference is recognised directly in the consolidated statement of comprehensive income as a bargain purchase.

A financial liability is recognised at the acquisition date for the present value of the expected redemption amount, with a corresponding investment reserve recorded in equity. The liability is subsequently measured using the effective interest method, with the unwinding of the discount recognised directly in equity through an adjustment to the investment reserve.

Where a business combination includes a put option over non-controlling interests that gives rise to an unavoidable obligation to transfer cash, the present value of the expected redemption amount is recognised at the acquisition date as a financial liability. The corresponding adjustment is recognised directly in equity as an investment reserve and is treated as an equity transaction, with no impact on goodwill or profit or loss. On an annual basis, management reassesses the expected redemption amounts and adjusts as required.

Subsequently, the financial liability is measured at amortised cost, with increases in the carrying amount arising from the unwinding of the discount rate or changes in estimated redemption amounts recognised directly in equity within the investment reserve. On settlement or expiry of the put option, the financial liability is derecognised, with any resulting difference recognised directly in equity.

Inter-group transactions, balances, income and expenses on transactions between subsidiaries are eliminated. Profits and losses resulting from inter-group transactions that are recognised in assets are also eliminated. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Changes in ownership interests in subsidiaries without change of control

Transactions with non-controlling interests that do not result in loss of control are accounted for as equity transactions – that is, as transactions with the owners in their capacity as owners. The difference between fair value of any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals of non-controlling interests are also recorded in equity.

Disposal of subsidiaries

When the Group ceases to have control any retained interest in the entity is re-measured to its fair value at the date when control is lost, with the change in carrying amount recognised in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in the consolidated statements of comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to the profit or loss.

2 BASIS OF PREPARATION AND ACCOUNTING POLICIES (continued)

2.2 BASIS OF CONSOLIDATION (continued)

Capital reorganisation

Business combination under common control

A business combination involving entities or businesses under common control is a business combination in which all the combining entities or businesses are ultimately controlled by the same party or parties both before and after the combination and that control is not transitory.

Transactions giving rise to the transfer of interests in entities, which are under the common control of the Shareholders, are accounted for using the predecessor value method without restatement of comparative information. The assets and liabilities acquired are recognised at the carrying amounts recognised previously in the books of the transferor entity. The components of equity of the acquired entities are added to the same components within Group equity. Any difference between the consideration paid and capital of the acquiree is recognised directly in equity.

Transactions involving newly established entities that do not qualify as business combinations are accounted for as capital reorganisations. In its consolidated financial statements, the acquirer incorporates the assets and liabilities of the existing entity at their pre-combination carrying amounts without fair value uplift. The pre-combination book values reflect the carrying values in the books of the existing entity. The acquirer's consolidated financial statements include the acquired entity's full-year results (including comparatives), even though the business combination might have occurred part of the way through the year, or they incorporate the results from the date when the entity joined the group, where such a date is later.

2.3 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

2.3.1 New and amended IFRS Accounting Standards applied with no material effect on the consolidated financial statements

The accounting policies adopted in the preparation of the consolidated financial information are consistent with those followed in the preparation of the Group's annual consolidated financial statements for the year ended 31 December 2024, and the notes thereto, except for the adoption of certain new and revised standards, that became effective in the current period, as set out below:

Lack of Exchangeability – Amendments to IAS 21, 'The Effects of Changes in Foreign Exchange Rates' (effective 1 January 2025) In August 2023, the IASB amended IAS 21 to add requirements to help entities to determine whether a currency is exchangeable into another currency, and the spot exchange rate to use where it is not. Prior to these amendments, IAS 21 set out the exchange rate to use when exchangeability is temporarily lacking, but not what to do when lack of exchangeability is not temporary. These new requirements apply for annual reporting periods beginning on or after 1 January 2025. Early application is permitted (subject to any endorsement process).

Disclosures about Uncertainties in the Financial Statements – Amendments to Illustrative Examples on IFRS 7, IFRS 18, IAS 1, IAS 8, IAS 36 and IAS 37 In November 2025, the IASB issued amendments regarding 'Disclosures about Uncertainties in the Financial Statements'. This does not change requirements in current IFRS Accounting Standards. Rather, they provide additional insights into how to apply these disclosure requirements in current IFRS Accounting Standards. This does not have an effective date, but entities might consider the application for December 2025 year-ends.

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

The application of these amendments to IFRS Accounting Standards has not had any material impact on the amounts reported for the current period but may affect the accounting for the Group's future transactions or arrangements.

2 BASIS OF PREPARATION AND ACCOUNTING POLICIES (continued)

2.3 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

2.3.2 New and revised IFRS Accounting Standards in issue but not yet effective and not early adopted

The Group has not early adopted new and revised IFRS Accounting Standards that have been issued but are not yet effective.

Amendments to the Classification and Measurement of Financial Instruments – Amendments to IFRS 9 and IFRS 7 (effective 1 January 2026) In May 2024, the IASB issued targeted amendments to IFRS 9, 'Financial Instruments', and IFRS 7, 'Financial Instruments: Disclosures', to respond to recent questions arising in practice. These amendments:
(a) clarify the date of recognition and derecognition of some financial assets and liabilities, with a new exception for some financial liabilities settled through an electronic cash transfer system;
(b) clarify and add further guidance for assessing whether a financial asset meets the solely payments of principal and interest (SPPI) criterion;
(c) add new disclosures for certain instruments with contractual terms that can change cash flows (such as some financial instruments with features linked to the achievement of environment, social and governance targets); and
(d) update the disclosures for equity instruments designated at fair value through other comprehensive income (FVOCI).

These amendments will primarily impact the level of detail at which the group discloses information about strategic equity investments whose changes in fair value the group has elected to present in other comprehensive income. The amendments to IFRS 9 and IFRS 7 will be effective for annual reporting periods beginning on or after 1 January 2026, with early application permitted.

Annual Improvements to IFRS Accounting Standards – Volume 11 (effective 1 January 2026) The IASB has made the following improvements in September 2024:
IFRS 1, 'First-time Adoption of International Financial Reporting' – to improve consistency between IFRS 1 and IFRS 9, 'Financial Instruments', in relation to the requirements for hedge accounting, and to improve the understandability of IFRS 1;
IFRS 7, 'Financial Instruments: Disclosures' – to improve consistency in the language used in IFRS 7 with the language used in IFRS 13, 'Fair Value Measurement';
IFRS 9 – to clarify how a lessee accounts for the derecognition of a lease liability when it is extinguished, and to address an inconsistency between IFRS 9 and IFRS 15, 'Revenue from Contracts with Customers', in relation to the term 'transaction price';
IFRS 10, 'Consolidated Financial Statements' – to clarify the requirements in relation to determining de facto agents of an entity; and
IAS 7, 'Statement of Cash Flows' – to replace the term 'cost method' with 'at cost', since the term is no longer defined in IFRS Accounting Standards.

The Group has determined that the amendments are not expected to materially impact the Group's consolidated financial statements.

Contracts Referencing Nature-dependent Electricity – Amendments to IFRS 9 and IFRS 7 (effective 1 January 2026) In December 2024, the IASB issued targeted amendments to IFRS 7 and IFRS 9 to allow entities to better reflect nature-dependent electricity contracts in the financial statements. The amendments:

(a) clarify the application of the 'own-use' criteria to nature-dependent electricity contracts;
(b) permit hedge accounting if these contracts are used as hedging instruments; and
(c) add new disclosure requirements to enable users of financial statements to better understand the effect of these contracts on an entity's financial performance and cash flows.

The amendments to IFRS 9 and IFRS 7 will be effective for annual reporting periods beginning on or after 1 January 2026, with early application permitted.

2 BASIS OF PREPARATION AND ACCOUNTING POLICIES (continued)

2.3 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

2.3.2 New and revised IFRS Accounting Standards in issue but not yet effective and not early adopted (continued)

IFRS 19, 'Subsidiaries without Public Accountability' – Disclosures *(effective 1 January 2027)* In May 2024, the IASB issued IFRS 19, which allows eligible entities to elect to apply its reduced disclosure requirements while still applying the recognition, measurement and presentation requirements in other IFRS Accounting Standards. To be eligible, at the end of the reporting period an entity must be a subsidiary as defined in IFRS 10, cannot have public accountability and must have a parent (ultimate or intermediate) that prepares consolidated financial statements, available for public use, which comply with IFRS Accounting Standards. IFRS 19 will become effective for reporting periods beginning on or after 1 January 2027, with early application permitted.

IFRS 18, 'Presentation and Disclosure in Financial Statements' (effective 1 January 2027) In April 2024, the IASB issued IFRS 18 in response to investors' concerns about comparability and transparency of entities' performance reporting. The new presentation requirements introduced in IFRS 18 will increase comparability of the financial performance of similar entities, especially related to how 'operating profit or loss' is defined. The new disclosure requirements for 'management-defined performance measures' will enhance transparency.

This standard sets out requirements for the presentation and disclosure of information in financial statements, particularly the consolidated statement of comprehensive income. The standard introduces a defined structure for the consolidated statement of comprehensive income, additional defined subtotals, new principles for aggregation and disaggregation of information, and it mandates disclosures about management-defined performance measures. IFRS 18 will have no impact on recognition and measurement. From Group's initial impact assessment, it has concluded that the impact will be limited to disclosure and presentation in the consolidated financial statements. The primary change will be that the share of profit from joint ventures and associates will be classified in the consolidated statement of comprehensive income under the investing category (income generated by the investment) instead of the operating category. As a result of this change, the dividends received from joint ventures and associates will be reclassified in the consolidated statement of cash flows from cash flow from operating activities to cash flow from investing activities. At this stage, the quantitative impact of IFRS 18 cannot be reasonably estimated. IFRS 18 is effective from 1 January 2027 and has not yet been adopted by the Group.

The Group is currently assessing the impact of these standards amendments on the future consolidated financial statements of the Group, and intends to adopt it, if applicable, when it becomes effective.

3 MATERIAL ACCOUNTING POLICIES

IFRS 15 Revenue from Contracts with Customers

The Group recognises revenue from contracts with customers based on a five-step model as set out in IFRS 15:

Step 1: Identify contract(s) with a customer: A contract is defined as an agreement between two or more parties that creates enforceable rights and obligations and sets out the criteria for every contract that must be met.

Step 2: Identify performance obligations in the contract: A performance obligation is a promise in a contract with a customer to transfer a good or service to the customer.

Step 3: Determine the transaction price: The transaction price is the amount of consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.

Step 4: Allocate the transaction price to the performance obligations in the contract: For a contract that has more than one performance obligation, the Group allocates the transaction price to each performance obligation in an amount that depicts the amount of consideration to which the Group expects to be entitled in exchange for satisfying each performance obligation.

Step 5: Recognise revenue when (or as) the Group satisfies a performance obligation.

3 MATERIAL ACCOUNTING POLICIES (continued)

IFRS 15 Revenue from Contracts with Customers (continued)

The Group satisfies a performance obligation and recognises revenue over time, if one of the following criteria is met:

a) The Group's performance does not create an asset with an alternate use to the Group and the Group has as an enforceable right to payment for performance completed to date.
b) The Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced.
c) The customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs.

IFRS 15 requires entities to exercise judgement, taking into consideration all of the relevant facts and circumstances when applying each step of the model to contracts with their customers.

Revenue is measured based on the consideration to which the Group expects to be entitled in a contract with a customer and excludes amounts collected on behalf of third parties. The Group recognises revenue when it transfers control of a product or service to a customer.

The Group recognises revenue from the following major sources:

Freight/ Voyage charters:
Revenue in relation to freight/ voyage charters is recognised over time since the customer simultaneously receives and consumes the benefits of the Group's performance in providing integrated transportation services.

Under IFRS 15, the performance obligation has been identified as the transportation of cargo from one point to another. Therefore, in a voyage charter under IFRS 15, revenue is recognised on a pro-rata basis commencing on the date that the cargo is loaded and concluding on the date of discharge. Progress is generally measured using voyage days completed.

Vessel time charters:
Time charters contain a lease component (i.e., hire of the vessel) and service components (i.e., operation of the vessel and maintenance service etc.). Revenue from hire of vessel is recognised over the lease term and revenue from services is recognised over time. The transaction price is allocated to each performance obligation using an expected cost-plus margin approach.

Vessel bareboat charters:
Bareboat charters contain only a lease component (i.e., hire of the vessel) and does not contain service components (i.e., operation of the vessel and maintenance service etc.). Revenue from hire of vessel is recognised over the lease term.

Revenue recognition from vessel pools:
The pools are managed by the Group through its pool companies, which are wholly owned subsidiaries, acting as agent to vessel owners (including group's vessel owning companies/operating companies). Separate pool agreements exist between the pool companies and the respective pool participants/vessel owners. The right to control the usage of the vessels in the pool remains with the vessels owners, therefore the agreements between the pool and the vessel owners are not leases under IFRS 16.

The pool company along with the vessel owners have appointed a pool manager (another wholly owned subsidiary) which negotiates charters primarily in the spot market, though short-duration time charters may also be arranged.

The objective of the commercial pool setup is to facilitate the commercial operation, employment, and marketing of vessels. Optimal utilisation of vessels is achieved through improved scheduling, reduction of ballast legs, and combined purchase of services, delivering economies of scale, improved flexibility, efficiency, and competitiveness.

Shipowners contribute their vessels to the pool; the pool is managed by the pool manager under authority from the vessel owners.

3 MATERIAL ACCOUNTING POLICIES (continued)

IFRS 15 Revenue from Contracts with Customers (continued)

Revenue recognition from vessel pools (continued):

Agent-to-Owner Model — Determination of Principal vs. Agent
For pool arrangements under the agent-to-owner model, the Group performed an assessment to determine whether the Group is acting as principal or agent. The Group as pool companies operate as agents to vessel owners. The Group as vessel owners act as principals.

Indicators that the pool company and pool manager are agents under this model include:
- Inventory risk (vessel available days) remain with the vessel owners. The pool company or the pool manager does not incur any charges for unfixed vessel days.
- The vessel owners contribute full working capital to the pool company.
- The vessel owners assume full credit and legal risk associated with the vessel charters.

The Group concluded it has limited authority under this model and therefore acts as an agent. The Group recognises only pool commissions and management fees as operating income.

Sale of goods:
Revenue from the sale of goods is recognised when control of the goods has transferred, being when the goods have been delivered to the customers. Revenue from sale of goods is recognised at a point of time. Sale of goods primarily include sale of drilling chemicals, bunkers, petrol and water.

Rendering of services:
The Group provides port services, base operation services and oil field services to customers. Revenue is recognised over time since customers simultaneously receive and consume the benefits of the Group's performance in providing services under contractual terms.

Rental income:
The Group's policy for recognition of revenue from operating leases is described in the accounting policy on leasing below.

EPC (Engineering, procurement and construction contract revenue):

Revenue from EPC contracts is recognised in the consolidated statement of comprehensive income when the outcome of the contract can be reliably estimated. The measurement of contract revenue is affected by a variety of uncertainties (including cost estimation and surveys of work performed) that depend on the outcome of future events.

Contract revenue is recognised over time in the consolidated statement of comprehensive income based on the stage of completion of the contracts. The stage of completion can be measured by various methods. The management uses one of the following methods that measure reliably the actual work performed on the contract, depending on the nature of the contract:

- surveys of work performed; or
- the proportion that costs incurred to date bear to the estimated total costs of the contract

When the outcome of a contract cannot be estimated reliably, revenue is recognised only to the extent of contract costs incurred that is probable to be recovered. Contract costs are recognised as an expense in the period in which they are incurred. The above estimates often need to be revised as events occur and uncertainties are resolved. Therefore, the amount of contract revenue recognised may increase or decrease from year to year.

3 MATERIAL ACCOUNTING POLICIES (continued)

Property, plant and equipment

Property, plant and equipment are stated at cost, net of accumulated depreciation and/or accumulated impairment losses, if any. Depreciation is calculated using the straight-line method to allocate the assets' costs to their residual values over their estimated useful lives as follows:

	Useful life
Buildings, ports, wharves and land improvements	7 - 50 years
Offshore vessels	20 - 25 years
Vessels - Tankers	25 years
Vessels - Dry-Bulk and Containers	25 years
Vessels – Gas Carriers	25 - 40 years
Jack-up barges	40 years
Dry docking components of vessel and marine equipment	2 - 5 years
Plant	20 years
Equipment and vehicles	4 - 10 years
Furniture, fixtures and office equipment	4 - 5 years

The estimated useful lives, residual values and depreciation method are reviewed annually, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment and any significant part initially recognised, is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the profit or loss as other income/(loss) when the asset is derecognised.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the depreciation period or method, as appropriate, and are treated as changes in accounting estimates.

The Group reassesses the salvage value of the vessels based on the scrap value rate on a yearly basis to ensure accurate financial reporting and compliance with IFRS accounting standards.

Dry docking
Major dry docking is capitalised when incurred and is depreciated over the period until the next major dry dock which is normally 60 months.

Capital work in progress

Capital work in progress is included in property, plant and equipment at cost, on the basis of the percentage completed at the reporting date. The capital work in progress is transferred to the appropriate asset category and depreciated in accordance with the Group's policies when construction of the asset is completed and the asset is commissioned.

The costs of capital work in progress will be transferred to property, plant and equipment when these assets reach their working condition for their intended use. The carrying amounts of capital work-in-progress are reviewed for impairment when events or changes in circumstances indicate the carrying value may not be recoverable. If any such indication exists and where the carrying amounts exceed the estimated recoverable amount, the assets are immediately written down to their recoverable amount.

3 MATERIAL ACCOUNTING POLICIES (continued)

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets (such as vessels), which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

To the extent that variable rate borrowings are used to finance a qualifying asset and are hedged in an effective cash flow hedge of interest rate risk, the effective portion of the derivative is recognised in other comprehensive income and reclassified to the consolidated statement of profit or loss when the qualifying asset affects it. To the extent that fixed-rate borrowings are used to finance a qualifying asset and are hedged in an effective fair value hedge of interest rate risk, the capitalised borrowing costs reflect the hedged interest rate.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. All other borrowing costs are recognised in the consolidated statement of comprehensive income in the period in which they are incurred.

Investment properties

Investment properties, which are properties held to earn rentals and/or for capital appreciation, are initially measured at cost, including transaction costs and subsequently measured at cost less accumulated depreciation and impairment (if any).

Depreciation on investment properties is calculated on a straight-line basis over the estimated useful life of 20 - 25 years.

The estimated useful lives, residual values and depreciation method are reviewed at each year end, with the effect of any changes in estimate accounted for on a prospective basis.

The gains or losses arising on the disposal or retirement of investment properties is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the consolidated statement of comprehensive income in the year.

The Group classifies rental inflows from investment properties as operating cash flows.

Investment in joint ventures and associates

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

An associate is an entity over which the Group has significant influence and that is neither a subsidiary nor an interest in a joint venture. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

The considerations made in determining significant influence or joint control are similar to those necessary to determine control over subsidiaries.

The Group’s investments in its joint ventures and associates are accounted for using the equity method from the date on which they become an associate or joint venture. On acquisition, any excess of the cost of the investment over the Group’s share of the net fair value of the identifiable assets and liabilities is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group’s share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised in profit or loss in the period which the investment is acquired.

3 MATERIAL ACCOUNTING POLICIES (continued)

Investment in joint ventures and associates (continued)

Under the equity method, the investment is initially recognised at cost and adjusted thereafter to recognise the carrying amount Group's share of the profit or loss and other comprehensive income, including changes in the net assets such as declaration of dividends, until the date on which significant influence or joint control ceases.

The profit or loss reflects the Group's share of the results of operations of the associate or joint venture. Any change in OCI of those investees is presented as part of the Group's OCI. In addition, when there has been a change recognised directly in the equity of the associate or joint venture, the Group recognises its share of any changes, when applicable, in the statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and the associate or joint venture are eliminated to the extent of the interest in the associate or joint venture.

The consolidated financial statements of the associate or joint venture are prepared for the same reporting period as the Group. When necessary, adjustments are made to bring the accounting policies in line with those of the Group.

After application of the equity method, the Group determines whether it is necessary to recognise an impairment loss on its investment in its associate or joint venture. At each reporting date, the requirements of IAS 36 are applied to determine whether it is necessary to recognise any impairment loss with respect to the Group's investment in an associate or joint venture. The Group determines whether there is objective evidence that the investment in the associate or joint venture is impaired. If there is such evidence, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate or joint venture and its carrying value. Any impairment loss is allocated to the investment, including goodwill that forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with IAS 36 to the extent that the recoverable amount of the investment subsequently increases. After impairment, the carrying amount of the investment is reduced, and subsequent share of profit/loss is based on the revised carrying amount.

Upon loss of significant influence over the associate or joint control over the joint venture, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate or joint venture upon loss of significant influence or joint control and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

Intangible assets

Intangible assets acquired separately are reported at cost less accumulated amortisation and impairment losses, if any. Amortisation is charged on a straight-line basis over the assets' estimated useful lives. The estimated useful lives are reviewed at the end of each annual reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets mainly include computer systems, software and licenses with an estimated useful life of up to 4 years.

Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

Determining the lease term of contracts with renewal and termination options – Group as lessee

The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

3 MATERIAL ACCOUNTING POLICIES (continued)

Leases (continued)

Group as a lessor

The Group subleases certain assets including land and vessels under head leases with lease terms exceeding 12 months at commencement. The Group has classified the subleases as finance leases or operating leases by reference to the right-of-use asset arising from the head lease. The lease value is capitalised using discounted cash flows and a corresponding lease liability is recognised.

i) Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any re-measurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are subject to impairment. Unless the Group is reasonably certain to obtain ownership of the leased asset at the end of the lease term, the recognised right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term which is as follows:

	Useful life
Land – Main Mussafah base	19 years
Land – ZMI Mussafah base	30 years
Land – KIZAD	25 years
Vessels	1.5-5 years

ii) Lease liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating a lease, if the lease term reflects the Group exercising the option to terminate. The variable lease payments that do not depend on an index or a rate are recognised as expense in the period in which the event or condition that triggers the payment occurs.

After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is re-measured if there is a modification, a change in the lease term, a change in the in-substance fixed lease payments or a change in the assessment to purchase the underlying asset.

Vessel lease contracts

For the vessel lease contracts fulfilling the capitalization criteria defined by IFRS 16, the lease term corresponds to the duration of the contracts signed except in cases where the Group is reasonably certain of exercising the renewal options contractually foreseen. Vessel lease contracts concluded by the Group do not include guaranteed value clauses for leased assets.

Real-estate lease contracts

Based on its analysis, the Group has identified lease contracts according to IFRS 16 concerning surface areas rented in its base in Mussafah and lease contracts on office and other buildings.

3 MATERIAL ACCOUNTING POLICIES (continued)

Leases (continued)

Real-estate lease contracts (continued)

The lease term corresponds to the non-cancellable period which is estimated to be the term until the Group's sublease contracts are effective. The discount rate used to calculate the lease liabilities is determined, for each asset, according to the incremental borrowing rate at the commencement date. The incremental borrowing rate is the rate that the lessee would pay to borrow the required funds to purchase the asset over a similar term, with a similar security and in a similar economic environment. This rate is achieved by the addition of the interest rate prevalent in the market (EIBOR) or interest rate on government bonds and the credit spread, as the case may be. The coupon on government bonds is specific to the location, currency, period and maturity. The definition of the spread curve is based upon reference points, each point consisting of asset financing on assets.

Types of non-capitalized lease contracts

The Group uses the two exemptions foreseen by the standard allowing for non-recognition in the statement of financial position: short-term lease contracts and lease contracts for which the underlying assets have a low value.

iii) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of property and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). Within the Group, short term property leases mainly relate to leases of:

- Land at operation sites with a reciprocal notice-period equal to or less than 12 months. There are no penalties associated with non-renewal in these leases;
- Office and warehouse space lease with a notice-period equal to or less than 12 months. There are no renewal rights that extend the lease beyond 12 months;
- Accommodations for expatriates with a notice period equal to or less than 12 months. There are no renewal rights that extend the lease beyond 12 months.

It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered of low value. Lease payments on short- term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

Inventories

Inventories are stated at the lower of cost and net realisable value and are held for consumption in the vessels. Inventories consist of bunkers, lubes, raw materials, finished goods and spare parts. Cost of lubes, raw materials, finished goods and spare parts are determined using the weighted average method. Cost of fuel is determined based on the last purchase price. Net realisable value is based on estimated selling price less any further costs expected to be incurred on disposal.

Impairment of non-financial assets

At each reporting date, the Group reviews the carrying amounts of its non-financial assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

3 MATERIAL ACCOUNTING POLICIES (continued)

Impairment of non-financial assets (continued)

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in the consolidated statement of comprehensive income.

Where an impairment loss subsequently reverses, the carrying amount of the asset (cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in the consolidated statement of comprehensive income.

Financial assets

Classification and measurement

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component, the Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component are measured at the transaction price determined under IFRS 15.

Debt financial instruments are subsequently measured at fair value through profit or loss (FVPL), amortised cost, or fair value through other comprehensive income (FVOCI). The classification is based on two criteria: the Group's business model for managing the assets; and whether the instruments' contractual cash flows represent 'solely payments of principal and interest' on the principal amount outstanding (the 'SPPI criterion'). The most relevant classification for the Group is the financial instruments carried at amortised cost.

The Group measures financial assets at amortised cost if both of the following conditions are met:

- The financial asset is held within a business model with the objective 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

Financial assets at amortised cost are subsequently measured using the effective interest (EIR) method and are subject to impairment. Gains and losses are recognised in the consolidated statement of comprehensive income when the asset is derecognised, modified or impaired.

The Group's financial assets at amortised cost primarily includes trade and other receivables, cash and cash equivalents, sublease receivables and due from related parties.

Impairment of financial assets

The Group recognises a loss allowance for expected credit losses ("ECL") on trade receivables and due from related parties. 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.

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

3 MATERIAL ACCOUNTING POLICIES (continued)

Financial assets (continued)

Impairment of financial assets (continued)

For trade receivables, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

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.

The Group considers a financial asset in default when it is 180 days past due. This extended threshold reflects the Group's long-established settlement practices and the nature of certain counterparties, such as government entities, which often operate with longer payment cycles. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Financial instruments - recognition, de-recognition and offsetting

A financial asset or a financial liability is recognised when the Group becomes a party to the contractual provisions of the instrument. All "regular way" purchases and sales of financial assets are recognised on the trade date (i.e. the date that the Group commits to purchase or sell the asset). Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame generally established by regulation or convention in the market place.

A financial asset (or where applicable a part of a financial asset or a part of group of financial assets) is de-recognised either when:

(i) the rights to receive cash flows from the asset have expired;
(ii) the Group retains the right to receive cash flows from the asset, but has assumed an obligation to pay them in full without material delay to a third party under a 'pass through' arrangement; or
(iii) the Group has transferred its rights to receive cash flows from the asset and either (a) has transferred substantially all the risks and rewards of the asset, or (b) has neither transferred nor retained substantially all the risks and rewards of the asset but has transferred control of the asset.

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognized in the profit or loss.

Financial assets and liabilities are offset and the net amount reported in the consolidated statement of financial position when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

The Group determines the classification of its financial liabilities at initial recognition.

Financial liabilities are recognised initially at fair value and in the case of borrowings, at fair value of the consideration received less directly attributable transaction costs and subsequently carried at amortised cost using the effective interest method.

The Group's financial liabilities include shareholder loan, due to related parties, trade and other payables, lease liabilities, loans and other borrowings and other liabilities.

3 MATERIAL ACCOUNTING POLICIES (continued)

Cash and cash equivalents

Cash and cash equivalents comprise cash in hand and at banks, current accounts and bank deposits with original maturities of three months or less.

Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation at the end of the reporting period, using a rate that reflects current market assessments of the time value of money and the risks specific to the obligation. When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received, and the amount of receivable can be measured reliably.

Provisions for decommissioning and restoration costs, which arise principally in connection with lease of land and facilities, is estimated at current prices and in accordance with local conditions and requirements and an equivalent amount is included in the respective class of asset in property, plant and equipment and right-of-use asset. The present value is calculated using amounts discounted over the lease period. The liability is recognised (together with a corresponding amount as part of the related property, plant and equipment or right-of-use assets) once an obligation crystallizes in the period when a reasonable estimate can be made. The effects of changes resulting from revisions to the timing or the amount of the original estimate of the provision are reflected on a prospective basis, generally by adjustment to the carrying amount of the related property, plant and equipment and right-of-use asset. However, where there is no related asset, or the change reduces the carrying amount to nil, the effect, or the amount in excess of the reduction in the related asset to nil, is recognised in the profit or loss.

Taxation

The income tax expense or credit for the period is the tax payable on the current period's taxable income, based on the applicable income tax rate for each jurisdiction, adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses. The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the Group and its subsidiaries and associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and considers whether it is probable that a taxation authority will accept an uncertain tax treatment. The Group measures its tax balances either based on the most likely amount or the expected value, depending on which method provides a better prediction of the resolution of the uncertainty. Current tax is recognised in the consolidated statement of comprehensive income except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

Tax comprises an estimate of current and deferred income tax as well as adjustments to previous years taxes. Income tax is a tax on taxable profits, and consists of corporation tax, withholding tax of dividends, etc. Tax is recognised in the consolidated statement of comprehensive income to the extent that it arises from items recognised in the consolidated statement of comprehensive income, including tax on gains on intra-group transactions that have been eliminated in the consolidation. In addition, no deferred tax is recognised for undistributed earnings in subsidiaries, joint ventures and associates when ADNOC Logistics & Services plc controls the timing of dividends. No taxable dividends are currently expected. A deferred tax asset is recognised to the extent that it is probable that it can be utilised within a foreseeable future.

On 9 December 2022 UAE Federal Decree-Law no 47 of 2022 was published setting in place a general corporate income tax for the first time. The profit threshold of AED 375,000 (USD 102,110) at which the 9% tax will apply was set in place by Cabinet Decision No 116 of 2022 which was published on 16 January 2023 and at this point the tax law was considered enacted for accounting purposes.

3 MATERIAL ACCOUNTING POLICIES (continued)

Taxation (continued)

Income taxes
As disclosed in note 30, the UAE Corporate Income Tax Law was enacted in 2024. The Group has recognized current taxes in the consolidated statement of comprehensive income and the movement in the deferred tax balances as at 31 December 2025 in the consolidated statement of financial position.

Current income tax

Income taxes have been provided for in the consolidated financial statements in accordance with legislation enacted by the end of the year.

Taxable profits or losses are based on estimates if the consolidated financial statements are authorised prior to filing relevant tax returns. Taxes that are not based on income are recognized within operating expenses, such as withholding taxes.

Deferred tax

Deferred income tax is provided using the balance sheet liability method for tax loss carry forwards and temporary differences arising between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. In accordance with the initial recognition exemption, deferred taxes are not recorded for temporary differences on initial recognition of an asset or a liability in a transaction other than a business combination if the transaction, when initially recorded, affects neither accounting nor taxable profit and at the time of the transaction, does not give rise to equal taxable and deductible temporary differences.

Deferred tax liabilities are not recorded for temporary differences on initial recognition of goodwill, and subsequently for goodwill which is not deductible for tax purposes. Deferred taxes are recorded on temporary differences arising after initial recognition of goodwill, including those arising on initial introduction of the tax law in the UAE. Deferred tax balances are measured at tax rates enacted or substantively enacted at the end of the reporting period, which are expected to apply to the period when the temporary differences will reverse or the tax loss carry forwards will be utilised.

Deferred tax assets for deductible temporary differences and tax loss carry forwards are recorded only to the extent that it is probable that the temporary difference will reverse in the future and there is sufficient future taxable profit available against which the deductions can be utilised.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

The Group controls the reversal of temporary differences relating to taxes chargeable on dividends from subsidiaries and joint ventures or on gains upon their disposal. The Group does not recognise deferred tax liabilities on such temporary differences except to the extent that management expects the temporary differences to reverse in the foreseeable future.

Employees' end of service benefits

The Group operates an un-funded post-employment benefit plan (employees' end of service benefits) for its expatriate employees in the UAE, in accordance with the Group policy and UAE Labour Law. The entitlement to these benefits is based upon the employees' final salary and length of service, subject to the completion of a minimum service period. Payment for employees' end of service benefits is made when an employee leaves, resigns or completes his service.

3 MATERIAL ACCOUNTING POLICIES (continued)

Employees' end of service benefits (continued)

The cost of providing benefits under the post-employment benefit plan is determined using the projected unit credit method. Re-measurements, comprising of actuarial gains and losses, are recognised immediately in the consolidated statement of financial position with a corresponding debit or credit in other comprehensive income in the period in which they occur. Re-measurements are not reclassified to the consolidated statement of comprehensive income in subsequent periods.

Interest is calculated by applying the discount rate to the defined benefit liability. The rate used to discount the end of service benefit obligation is determined by reference to market yields at the consolidated statement of financial position date on high quality corporate bonds. The current and non-current portions of the provision relating to employees' end of service benefits are separately disclosed in the consolidated statement of financial position.

The Group recognises the following changes in the employees' end of service benefits:

- Service costs comprising current service costs
- Interest expense

With respect to UAE national employees, contributions are made to Abu Dhabi Retirement Pensions and Benefits Fund, calculated in accordance with the Fund's regulations. With respect to GCC national employees, the contributions are made to the pension funds or agencies of their respective countries.

The provision relating to annual leave, leave passage and pension contribution is considered as a current liability, while that relating to end of service benefits is disclosed as a non-current liability.

Foreign currencies

Transactions in foreign currencies are recorded at the rate on the date of the transactions. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the reporting date. All differences are taken to the consolidated statement of comprehensive income. 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.

Value added tax ("VAT")

Expenses and assets are recognised net of the amount of VAT, except:

- When the VAT incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the VAT is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable
- When receivables and payables are stated with the amount of VAT included. The net amount of VAT recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the consolidated statement of financial position.

Fair value measurement

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. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible to by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

3 MATERIAL ACCOUNTING POLICIES (continued)

Fair value measurement (continued)

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the consolidated financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- 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

For assets and liabilities that are recognised in the consolidated financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

Contingencies

Contingent liabilities are not recognised in the consolidated financial statements. They are disclosed unless the possibility of an outflow of resources embodying economic benefits is remote.

Contingent assets are not recognised in the consolidated financial statements but disclosed when an inflow of economic benefits is probable.

Current versus non-current classification

The Group presents assets and liabilities in the consolidated statement of financial position based on current/non-current classification. An asset is current when it is:

- Expected to be realised or intended to be sold or consumed in the normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period or
- 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 the 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 or
- It does not have the right at the end of the reporting period to defer settlement of the liability for at least twelve months after the reporting period.

The Group classifies all other liabilities as non-current.

3 MATERIAL ACCOUNTING POLICIES (continued)

Earnings per share

The Group presents basic and diluted earnings per share (EPS) data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the period. Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding for the effects of all dilutive potential ordinary shares, which comprise convertible notes and share options granted to employees, if any.

Segment reporting

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components, whose operating results are reviewed regularly by the Group's Board of Directors (being the chief operating decision maker) to make decisions about resources allocated to each segment and assess its performance, and for which discrete financial information is available. The CODM assesses the financial performance and position of the operating segments and makes strategic decisions based on a measure of revenue and costs. Refer to Note 28 for further details.

3.1 MATERIAL ACCOUNTING JUDGMENTS AND ESTIMATES

While applying the accounting policies as stated in note 3, the management of the Group has made certain estimates and assumptions that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period of the revision in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Management has assessed all areas involving material accounting judgements and estimates. The Group has no material estimation uncertainties requiring sensitivity disclosures. The matters relevant to these financial statements relate only to material accounting judgements, and any reasonably possible changes in the underlying assumptions are not expected to have a material impact on the Group's consolidated results. Management will continue to monitor these areas and will provide sensitivity disclosures in future periods should they become material.

Measurement of ECL

The Group uses a provision matrix to calculate ECLs for trade receivables and due from related parties and to record IFRS 9 provisions thereon. The provision matrix is initially based on the Group's historical observed default rates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The amount of ECLs is sensitive to changes in circumstances and of forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future.

For due from related parties' balances, probability of default (PD) is determined to be immaterial based on ADNOC's rating by Fitch as at 31 December 2025. Fitch Ratings has given ADNOC Group a standalone credit rating of AA+ and a long-term issuer default rating of AA with a stable outlook, in line with the sovereign rating of Abu Dhabi.

However, on a conservative basis, the Group records provisions for expected credit losses on due from related parties in accordance with IFRS 9 requirements. The Group utilizes provisioning of 33.3% and 100% against balances overdue above 365 days and 730 days respectively in accordance with the Group accounting policies.

3 MATERIAL ACCOUNTING POLICIES (continued)

3.1 MATERIAL ACCOUNTING JUDGMENTS AND ESTIMATES (continued)

Measurement of ECL (continued)

Historical analysis of aging data:

Aging data from December 2023 to December 2025 has been used for this analysis. For the purpose of the historical analysis, management has defined 180 days past due as default. Furthermore, and in accordance with IFRS 9, Management has chosen to segment the customer base into third party and intercompany debtors.

The probability of default (PD) for the various age buckets has been calculated by assessing the flow rate of debit balances into subsequent age buckets, and ultimately into the default age bucket (according to the definition of default discussed above).

The loss given default (LGD) has been calculated by analysing the recovery/collections of defaulted balances.

Forward-looking macroeconomic factors:

IFRS 9 requires a forward-looking macroeconomic adjustment applied to the historical loss rate. To incorporate this element, the Group has identified the UAE's GDP of 5.1% (2024: 5.1%) to be the most relevant factor and accordingly adjusts the historical loss rate based on expected changes in this factor.

The provision for expected credit losses on trade receivables has been calculated using a simplified approach, requiring the computation of lifetime expected credit losses. Refer to Note 17 for details.

At the consolidated statement of financial position date, gross trade receivables were USD 372,821 thousand (2024: USD 169,384 thousand), and the provision for expected credit losses was USD 13,170 thousand (2024: USD 3,154 thousand). Any difference between the amounts actually collected in future periods and the amounts expected will be recognised in the consolidated statement of comprehensive income.

At the consolidated statement of financial position date, gross amount due from related parties were USD 678,666 thousand (2024: USD 867,549 thousand), and the provision for expected credit loss was USD 2,283 thousand (2024: USD 3,139 thousand). Any difference between the amounts actually collected in future periods and the amounts expected will be recognised in the consolidated statement of comprehensive income.

Useful lives of property, plant and equipment and intangible assets

The Group's management determines the estimated useful lives of property, plant and equipment and intangible assets based on the intended use of the assets and the expected economic lives of those assets. Subsequent changes in circumstances such as technological advances or prospective utilisation of the assets concerned could result in the actual useful lives or residual values differing from the initial estimates.

This estimate is determined after considering the current usage of the asset compared to full utilisation capabilities of the asset and physical wear and tear, technical or commercial obsolescence and other limits on the use of the asset. Management reviews the residual value and useful lives annually and the future depreciation charge would be adjusted where management believes that the useful lives differ from previous estimates.

Impairment of property, plant and equipment

The Group determines whether property, plant and equipment are impaired when events or changes in circumstances indicate that the carrying amount may not be recoverable. If an indicator of impairment exists, the Group determines the value in use of the cash generating units, where an indicator has been identified. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the cash generating units and also choose a suitable discount rate in order to calculate the present value of those cash flows. Management did not identify any impairment indicators in the current or prior year for property, plant and equipment.

3 MATERIAL ACCOUNTING POLICIES (continued)

3.1 MATERIAL ACCOUNTING JUDGMENTS AND ESTIMATES (continued)

Determining the lease term of contracts with renewal and termination options – Group as lessee

The Group has several lease contracts that include extension and termination options. The Group applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise (or not to exercise) the option to renew or to terminate (e.g., construction of significant leasehold improvements or significant customisation to the leased asset). On this basis the management has determined their best estimate of the lease term for each lease. The lease period determined will be reassessed at each reporting period.

Determining the lease classification – Group as lessor

The Group has entered into several lease arrangements in respect of land and vessels as a lessor. The Group has determined, based on an evaluation of the terms and conditions of the arrangements, such as the lease term either constituting a major part of the economic life of the leased asset and the present value of the minimum lease payments either amounting to substantially all of the fair value of the leased asset, that either it retains substantially all the risks and rewards incidental to ownership of leased asset and accounts for the contracts as operating leases or finance leases accordingly.

Hybrid equity instrument

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Hybrid equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs. The Group has issued a perpetual hybrid equity instrument with no mandatory interest payment requirement, with the repayment of the amount being entirely at the Group's discretion. Management has assessed that the covenants and put option events are all within the control of the Group based on reasonable actions to be undertaken. On this basis, no liability is recognised and the instrument has been recognised as equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of equity instruments issued by the Group.

Consolidation of subsidiaries

The Group evaluates all the investee entities to determine whether it controls the investee as per the criteria set out in IFRS 10 'Consolidated Financial Statements'. The Group evaluate, amongst other things, its ownership interest, the contractual arrangements in place and its ability and the extent of its involvement with the relevant activities of the investee entities to determine whether it controls the investee. Management has concluded that the Group does not control Integr8 Fuels Holding Inc, which is 100% owned by the Group subsidiary Navig8 TopCo Holdings Inc. This is based on the governance structure over Integr8 Fuels Holding Inc set out under the shareholders' agreement. In accordance with the shareholders' agreement, the Group and the non-controlling shareholder of Navig8 Topco are required to make all decisions over relevant activities of Integr8 Fuels Holding Inc jointly through the Board of Directors of Integr8 Fuels Holding Inc and share the exposure from their involvement with the investee. Accordingly, the investment in Integr8 Fuels Holding Inc is accounted for as a joint venture under the equity accounting method in the consolidated financial statements of the Group.

4 REVENUES

Disaggregation of revenue

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

	Segments	**2025**	2024
		USD'000	*USD'000*
Freight/voyage charter income	Shipping, Integrated Logistics & Services	**1,404,709**	838,284
Offshore vessels charter income	Integrated Logistics & Services	**703,915**	495,527
Base operation services	Integrated Logistics	**644,803**	547,409
EPC contracts income	Integrated Logistics	**531,333**	619,930
Operating lease income	Shipping, Integrated Logistics & Services	**1,057,235**	366,790
Petroleum port operations	Integrated Logistics & Services	**245,806**	233,826
Sales of bunkering fuel & water	Integrated Logistics	**213,475**	243,433
Onshore services income	Integrated Logistics & Services	**131,452**	130,313
Ship management income	Shipping	**50,332**	53,122
Commission income	Services	**29,990**	-
Drilling chemicals	Integrated Logistics	**3,062**	20,696
		5,016,112	3,549,330

Timing of revenue	Segments	**2025**	2024
		USD'000	USD'000
Goods transferred at a point in time	Integrated Logistics	**267,508**	320,798
Operating lease income	Shipping, Integrated Logistics & Services	**1,057,235**	366,790
Services rendered over time	Shipping, Integrated Logistics & Services	**3,691,369**	2,861,742
		5,016,112	3,549,330

5 DIRECT COSTS

	2025 USD'000	2024 USD'000
Freight and voyage charter costs	**1,190,790**	416,487
Bunker and other consumption	**1,164,961**	1,159,446
Staff costs (note 8)	**597,226**	536,067
Depreciation on property, plant and equipment (note 11)	**378,790**	262,056
Port charges	**174,920**	65,714
Other operating costs	**116,219**	66,015
Depreciation on right-of-use assets (note 12)	**114,966**	38,952
Ship technical management costs	**92,773**	-
Repairs and maintenance	**60,459**	57,184
Amortization of intangibles (note 13)	**11,696**	1,604
Depreciation on investment properties (note 14)	**5,436**	5,259
	3,908,236	2,608,784

6 GENERAL AND ADMINISTRATIVE EXPENSES

	2025 USD'000	2024 USD'000
Staff costs (note 8)	**121,363**	71,817
ADNOC HQ – centralized services	**26,359**	29,551
Consultancy fees	**11,719**	9,139
Depreciation on property, plant and equipment (note 11)	**6,697**	4,151
Amortisation of intangible assets (note 13)	**5,086**	5,207
Office rent	**2,784**	3,657
Audit & other assurance fees*	**2,185**	1,784
Depreciation on right-of-use assets (note 12)	**2,138**	110
Others*	**26,652**	16,106
	204,983	141,522

** Audit & other assurance fees above include auditors' remuneration as follows:*

Audit of financial statements	**1,620**	794
Other assurance services	**-**	248
Non-assurance services required to be performed by the auditor according to applicable laws and regulations	**609**	400
Other non-assurance services	**-**	400

7 OTHER INCOME

	2025 USD'000	2024 USD'000
Bareboat termination fees	**17,862**	-
Gain on disposal of property, plant and equipment	**11,382**	1,677
Gain on financial assets – net	**2,923**	-
Profit on initial recognition of sub-lease receivables (note 12)	**140**	-
Liquidated damages income	**85**	3,870
Others	**18,067**	14,349
	50,459	19,896

8 STAFF COSTS

	2025 **USD'000**	2024 USD'000
Salaries & benefits (direct hire and sub-contracted)	**711,315**	600,662
Employees' end of service benefits (note 22)	**7,274**	7,222
	718,589	607,884
Analyzed as:		
Direct costs (note 5)	**597,226**	536,067
General and administrative expenses (note 6)	**121,363**	71,817
	718,589	607,884

The number of employees in the Group as at 31 December 2025 and 2024 is as follows:

Direct hire	**7,022**	2,112
Agency hire	**222**	240
	7,244	2,352

Staff costs also include cost of crew on vessels. The headcount of the crew on vessels (other than those on company payroll) and outsourced manpower are not included within the number of employees disclosed above.

9 FINANCE INCOME

	2025 **USD'000**	2024 USD'000
Interest income from banks	**14,333**	8,385
Interest income from ADNOC HQ (AGTS)	**3,524**	5,414
Interest income on sub-leases (finance leases) (note 12)	**1,102**	1,795
	18,959	15,594

10 FINANCE COSTS

	2025 **USD'000**	2024 USD'000
Interest on loans and other borrowings	**45,245**	-
Upfront fees on loans and other borrowings written off (note 32)	**4,252**	-
Amortisation of upfront fees on loans and other borrowings (note 32)	**1,857**	-
Interest on shareholder loan (note 24)	**16,183**	-
Interest expense on lease liabilities (note 12)	**12,719**	9,831
Commitment fee on shareholder loan facilities (note 24)	**2,803**	3,641
Amortisation of upfront fee on shareholder loans (note 24)	**1,816**	1,885
Interest expense on end of service benefits (note 22)	**1,705**	1,633
Interest expense on pension cost	**-**	1,043
Others	**563**	1
	87,143	18,034

11 PROPERTY, PLANT AND EQUIPMENT

	Buildings USD'000	*Vessels and marine equipment USD'000*	*Plant USD'000*	*Equipment and vehicles USD'000*	*Furniture, fixtures and office equipment USD'000*	*Capital work in progress USD'000*	*Total USD'000*
2025							
Cost:							
At 1 January 2025	131,961	4,674,230	5,305	97,266	35,281	592,995	5,537,038
Additions	-	66,389	-	351	4,112	1,064,657	1,135,509
Additions on business acquisition (notes 34A and 34B)	3,509	1,655,013	-	-	3,037	-	1,661,559
Disposals	-	(153,397)	-	(288)	(464)	-	(154,149)
Write-offs	-	(6,832)	-	(872)	(21)	-	(7,725)
Transfer to intangible assets (note 13)	-	-	-	-	-	(2,457)	(2,457)
Transfer to investment properties (note 14)	-	-	-	-	-	(2,089)	(2,089)
Transfer from capital work in progress	13,273	1,044,536	-	18,179	4,502	(1,080,490)	-
At 31 December 2025	**148,743**	**7,279,939**	**5,305**	**114,636**	**46,447**	**572,616**	**8,167,686**
Accumulated depreciation:							
At 1 January 2025	84,933	837,730	5,252	43,860	21,928	-	993,703
Charge for the year	6,235	360,514	12	11,385	7,341	-	385,487
Disposals	-	(87,363)	-	(249)	(345)	-	(87,957)
Write-offs	-	(6,832)	-	(872)	(21)	-	(7,725)
At 31 December 2025	**91,168**	**1,104,049**	**5,264**	**54,124**	**28,903**	**-**	**1,283,508**
Net book value:							
At 31 December 2025	**57,575**	**6,175,890**	**41**	**60,512**	**17,544**	**572,616**	**6,884,178**
2024							
Cost:							
At 1 January 2024	129,178	4,106,213	5,391	70,780	32,021	204,963	4,548,546
Additions	-	52,094	-	1,935	1,859	957,127	1,013,015
Disposals	(42)	(10,997)	(86)	(3,333)	(1,124)	-	(15,582)
Transfer to intangible assets (note 13)	-	-	-	-	-	(6,450)	(6,450)
Transfer to investment properties (note 14)	-	-	-	-	-	(2,491)	(2,491)
Transfer from capital work in progress	2,825	526,920	-	27,884	2,525	(560,154)	-
At 31 December 2024	**131,961**	**4,674,230**	**5,305**	**97,266**	**35,281**	**592,995**	**5,537,038**
Accumulated depreciation:							
At 1 January 2024	79,498	602,552	5,320	37,843	16,790	-	742,003
Charge for the year	5,470	245,814	18	9,327	5,578	-	266,207
Disposals	(35)	(10,636)	(86)	(3,310)	(440)	-	(14,507)
At 31 December 2024	**84,933**	**837,730**	**5,252**	**43,860**	**21,928**	**-**	**993,703**
Net book value:							
At 31 December 2024	**47,028**	**3,836,500**	**53**	**53,406**	**13,353**	**592,995**	**4,543,335**

Net book value of vessels and marine equipment earning operating lease income are as set out below:

	Total USD'000
31 December 2025	**5,946,588***
31 December 2024	3,641,991*

* Movement in assets under operating lease included additions of USD 1,051,952 thousand (31 December 2024: USD 473,960 thousand), additions arising from business acquisitions of USD 1,655,013 thousand (31 December 2024: nil), disposals with a net book value of USD 66,034 thousand (31 December 2024: USD 361 thousand), and depreciation charged of USD 336,335 thousand (31 December 2024: USD 231,536 thousand).

11 PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

As at 31 December 2025, capital work in progress includes both vessels and projects under construction. During construction, projects are recorded under capital work-in-progress and then transferred to the respective asset classes including intangible assets.

Capital work in progress additions include interest incurred during the construction of the vessels capitalized amounting to USD 21,756 thousand (31 December 2024: USD 10,491). The borrowing costs capitalised during the year were determined by applying a capitalisation rate based on the Group's general borrowing facilities, which bear interest at 1-month SOFR plus 0.95% (31 December 2024: 1-month SOFR plus 0.85%).

Depreciation has been allocated in the consolidated statement of comprehensive income as follows:

	2025	*2024*
	USD'000	*USD'000*
Direct costs (note 5)	**378,790**	262,056
General and administrative expenses (note 6)	**6,697**	4,151
	385,487	266,207

12 RIGHT-OF-USE ASSETS, SUB-LEASE RECEIVABLES & LEASE LIABILITIES

Set out below, are the carrying amounts of the Group's right-of-use assets, sub-lease receivables and lease liabilities and the movements during the year:

A. In respect of head-lease:

	Land right-of-use assets	***Office premises right-of-use assets***	***Vessels right-of-use assets***	***Total***
	USD'000	***USD'000***	***USD'000***	***USD'000***
As at 1 January 2025	48,447	-	113,244	161,691
Additions	-	711	95,707	96,418
Additions on business acquisition (note 34A)	-	5,202	79,086	84,288
Lease modification	(27)	-	-	(27)
Disposals	-	26	-	26
Depreciation expense	(2,981)	(1,940)	(112,183)	(117,104)
As at 31 December 2025	45,439	3,999	175,854	225,292
As at 1 January 2024	51,442	-	96,704	148,146
Additions	-	-	52,607	52,607
Depreciation expense	(2,995)	-	(36,067)	(39,062)
As at 31 December 2024	48,447	-	113,244	161,691

12 RIGHT-OF-USE ASSETS, SUB-LEASE RECEIVABLES & LEASE LIABILITIES (continued)

A. In respect of head-lease: (continued)

	Land lease liabilities	*Office premises lease liabilities*	*Vessels lease liabilities*	*Total*
	USD'000	*USD'000*	*USD'000*	*USD'000*
As at 1 January 2025	53,897	-	116,377	170,274
Additions	-	711	95,707	96,418
Liabilities acquired on business acquisition (note 34A)	-	5,910	37,705	43,615
Lease modification	(27)	-	-	(27)
Interest expense	3,549	378	8,311	12,238
Payments	(5,414)	(2,295)	(98,719)	(106,428)
As at 31 December 2025	52,005	4,704	159,381	216,090
As at 1 January 2024	55,644	-	97,999	153,643
Additions	-	-	52,607	52,607
Interest expense	3,749	-	5,009	8,758
Payments	(5,496)	-	(39,238)	(44,734)
As at 31 December 2024	53,897	-	116,377	170,274

B. In respect of sub-lease:

	Land sub-lease receivables	*Vessels sub-lease receivables*	*Total*
	USD'000	*USD'000*	*USD'000*
As at 1 January 2025	11,380	17,821	29,201
Additions	-	3,372	3,372
Profit on initial recognition of sub-lease	-	140	140
Interest income	752	350	1,102
Payments received	(1,444)	(16,583)	(18,027)
As at 31 December 2025	10,688	5,100	15,788
As at 1 January 2024	12,022	36,565	48,587
Interest income	801	994	1,795
Payments received	(1,443)	(19,738)	(21,181)
As at 31 December 2024	11,380	17,821	29,201

	Land sub-lease liabilities	*Vessels sub-lease liabilities*	*Total*
	USD'000	*USD'000*	*USD'000*
As at 1 January 2025	2,222	16,805	19,027
Additions	-	3,372	3,372
Interest expense	142	339	481
Payments	(277)	(15,540)	(15,817)
As at 31 December 2025	2,087	4,976	7,063
As at 1 January 2024	2,348	33,563	35,911
Interest expense	151	922	1,073
Payments	(277)	(17,680)	(17,957)
As at 31 December 2024	2,222	16,805	19,027

12 RIGHT-OF-USE ASSETS, SUB-LEASE RECEIVABLES & LEASE LIABILITIES (continued)

B. In respect of sub-lease (continued):

Depreciation has been allocated in the consolidated statement of comprehensive income as follows:

	2025	2024
	USD'000	*USD'000*
Direct costs (note 5)	**114,966**	38,952
General and administrative expenses (note 6)	**2,138**	110
	117,104	39,062

Sub-lease receivables are analysed in the consolidated statement of financial position as follows:

	2025	2024
	USD'000	*USD'000*
Current portion	**4,639**	16,359
Non-current portion	**11,149**	12,842
	15,788	29,201

Sub-lease receivables as of 31 December can be further analysed as follows:

	Current portion	***Non-current portion***	***Total***	***Non-current 1-5 years***	***Non-current 5 years and above***
31 December 2025					
National Gas Shipping Company Holding Ltd	2,153	-	2,153	-	-
ADNOC Offshore	1,745	1,201	2,946	1,201	-
Total related party balances	3,898	1,201	5,099	1,201	-
Third parties	741	9,948	10,689	3,545	6,403
Total`	**4,639**	**11,149**	**15,788**	**4,746**	**6,403**
31 December 2024					
National Gas Shipping Company Holding Ltd	14,299	2,153	16,452	2,153	-
ADNOC Offshore	1,369	-	1,369	-	-
Total related party balances	15,668	2,153	17,821	2,153	-
Third parties	691	10,689	11,380	3,304	7,385
Total`	**16,359**	**12,842**	**29,201**	**5,457**	**7,385**

Lease liabilities as of 31 December are analysed in the consolidated statement of financial position as follows:

	2025	2024
	USD'000	*USD'000*
Relating to head-lease (in respect of right-of-use assets)	**216,090**	170,274
Relating to sub-lease receivables (in respect of liabilities for sub-leased assets)	**7,063**	19,027
	223,153	189,301
Current portion	**82,003**	59,130
Non-current portion	**141,150**	130,171
	223,153	189,301

12 RIGHT-OF-USE ASSETS, SUB-LEASE RECEIVABLES & LEASE LIABILITIES (continued)

B. In respect of sub-lease (continued):

Lease liabilities as of 31 December can be further analysed as follows:

	Current portion	*Non-current portion*	*Total*	*Non-current 1-5 years*	*Non-current 5 years and above*
31 December 2025					
ADNOC HQ	1,566	26,919	28,485	7,487	19,432
Total related party balances	1,566	26,919	28,485	7,487	19,432
Third parties	80,437	114,231	194,668	92,065	22,166
Total	**82,003**	**141,150**	**223,153**	**99,552**	**41,598**
31 December 2024					
ADNOC HQ	1,517	28,485	30,002	6,978	21,507
Total related party balances	1,517	28,485	30,002	6,978	21,507
Third parties	57,613	101,686	159,299	79,751	21,935
Total	**59,130**	**130,171**	**189,301**	**86,729**	**43,442**

The table below indicates rental expenses resulting from lease and service contracts which are recognised in the consolidated statement of comprehensive income:

	2025 USD'000	*2024 USD'000*
Short term rents	**6,043**	6,964

The movement in provision for dismantling liabilities on leased land is as follows:

	2025 USD'000	*2024 USD'000*
As at 1 January	**2,009**	1,873
Accretion during the year	**145**	136
As at 31 December	**2,154**	2,009

13 INTANGIBLE ASSETS

	2025 USD'000	*2024 USD'000*
Cost:		
At 1 January	**38,202**	31,756
Additions	**54**	-
Additions on business acquisition (note 34A)	**22,631**	-
Transfer from property, plant and equipment (note 11)	**2,457**	6,450
Disposals	**(53)**	(4)
At 31 December	**63,291**	38,202
Accumulated amortisation:		
At 1 January	**27,124**	20,316
Charge for the year	**16,782**	6,811
Disposals	**(49)**	(3)
At 31 December	**43,857**	27,124
Net book value:		
At 31 December	**19,434**	11,078

13 INTANGIBLE ASSETS (continued)

Intangible assets comprise the cost of acquired enterprise computer systems, software and licenses. Intangible assets acquired on business combination comprise software and customer relationships.

Depreciation has been allocated in the consolidated statement of comprehensive income as follows:

	2025 USD'000	*2024 USD'000*
Direct costs (note 5)	**11,696**	1,604
General and administrative expenses (note 6)	**5,086**	5,207
	16,782	6,811

14 INVESTMENT PROPERTIES

	2025 USD'000 Total
Cost:	
At 1 January	158,516
Transfer from property, plant and equipment (note 11)	2,089
At 31 December	160,605
Accumulated depreciation:	
At 1 January	66,015
Charge for the year	5,436
At 31 December	71,451
Net book value:	
At 31 December	**89,154**

	2024 USD'000 Total
Cost:	
At 1 January	156,025
Transfer from property, plant and equipment (note 11)	2,491
At 31 December	158,516
Accumulated depreciation:	
At 1 January	60,756
Charge for the year	5,259
At 31 December	66,015
Net book value:	
At 31 December	92,501

14 INVESTMENT PROPERTIES (continued)

Investment properties comprise of buildings owned by the Group which are rented to tenants under operating lease arrangements. The fair valuation of the completed properties was carried out as at 31 December 2025 by management using the discounted cash flow method of valuation, using assumptions such as annual growth rate and discount rate. The fair value was assessed at USD 104 million as at 31 December 2025 (2024: USD 110 million).

In estimating the fair value of the properties, the highest and best use of the property is considered as their current use. The inputs used in the valuation are not based on observable market data and thus the valuation techniques were considered to be Level 3 valuation.

The investment properties earn revenue and incur costs as below:

	2025	*2024*
	USD'000	*USD'000*
Rental income included under operating lease income	**13,524**	12,173
Direct costs excluding depreciation	**1,052**	1,182

15 INVESTMENT IN JOINT VENTURES AND ASSOCIATES

Details of the Group's investment in joint ventures as at 31 December 2025 and 31 December 2024 is as follows:

		Effective percentage holding 31 December	
Joint ventures	**Country of incorporation**	**2025**	**2024**
Integr8 Fuels Holdings Inc*	Marshall Islands	**80%**	-
AW Shipping Limited	UAE	**50%**	50%
Suntech Maritime Pte Ltd.*	Singapore	**40%**	-
Suntech Crew Mgt Pvt Ltd*	India	**40%**	-

** These joint ventures were acquired during the year through the acquisition of Navig8 Topco Holdings Inc.*

The movement in the carrying value of investment in joint ventures is summarised below:

	2025	*2024*
	USD'000	*USD'000*
As at 1 January	**267,775**	76,712
Additions on business acquisition (note 34A)	**160,267**	-
Investment during the year*	**85,590**	176,865
Share of profit for the year	**28,946**	14,198
Dividend received	**(767)**	-
As at 31 December	**541,811**	267,775

**Investments made during the year principally relate to the Group's share of instalments paid toward vessels being acquired or constructed by AW Shipping Limited.*

15 INVESTMENT IN JOINT VENTURES AND ASSOCIATES (continued)

Details of the Group's investment in associates as at 31 December 2025 and 31 December 2024 is as follows.

		Effective percentage holding	
Associates*	**Country of incorporation**	**31 December 2025**	**31 December 2024**
TB Marine Shipmanagement GmbH & Co. KG	Germany	**40%**	-
TB Marine Cont Shipmanagement GmbH & Co.	Germany	**40%**	-
DUNA Marine Shipmanagement	Latvia	**21%**	-
Cassiopeia Shipmanagement (Cyprus) Ltd	Cyprus	**24%**	-
Cassiopeia Marine Services GmbH	Germany	**24%**	-
GCC German Crew Center GmbH	Germany	**22%**	-
Clean Marine Pte Ltd	Singapore	**22%**	-
Ridgebury Suez 2023 LLC	USA	**14%**	-
IQrew Management Ltd	Cyprus	**21%**	-
Safe Route Marine Ltd	Cyprus	**40%**	-
Orient Maritime Agencies Pte Ltd	Singapore	**39%**	-
Orientace Maritime (M) Sdn Bhd	Malaysia	**22%**	-
Nakkas Denizcilik Ve Ticaret Anonim Sirketi	Türkiye	**40%**	-
UD Marine Services Ltd	Cyprus	**17%**	-
Trade Ocean Holdings (Pty) Ltd	South Africa	**39%**	-
BR8 Shipping Pte Ltd	Singapore	**37%**	-

** These associates were acquired during the year through the acquisition of Navig8 Topco Holdings Inc.*

The movement in the carrying value of investment in associates is summarised below:

	2025	*2024*
	USD'000	*USD'000*
As at 1 January	**-**	-
Additions on business acquisition (note 34A)	**75,146**	-
Derecognition of SWS VLCC JV LLC	**(35,177)**	-
Loss on previously held equity interest in an associate	**(3,398)**	-
Dividend received	**(8,853)**	-
Disposals	**(206)**	-
Share of profit for the year	**8,446**	-
At 31 December	**35,958**	-

The amounts in the consolidated statement of comprehensive income are analysed as follows:

	2025	*2024*
	USD'000	*USD'000*
Share of profit for the year from joint ventures	**28,946**	14,198
Share of profit for the year from associates	**8,446**	-
Total	**37,392**	14,198

15 INVESTMENT IN JOINT VENTURES AND ASSOCIATES (continued)

The amounts in the consolidated statement of financial position are analysed as follows:

	2025	*2024*
	USD'000	*USD'000*
Investment in joint ventures	**541,811**	267,775
Investment in associates	**35,958**	-
Total	**577,769**	267,775

The assets, liabilities and results of material joint ventures and associates are summarised below:

A. AW Shipping Limited:

Statement of financial position:

	2025	*2024*
	USD'000	*USD'000*
Total non-current assets	**981,080**	732,318
Total current assets	**25,353**	40,430
Total non-current liabilities	**169,587**	198,353
Total current liabilities	**87,522**	38,845
Net Assets	**749,324**	**535,550**
Proportion of Company's ownership	**50%**	50%
Company's share of net assets	**374,662**	267,775
Investment in the joint venture	**374,662**	267,775

Statement of comprehensive income:

Revenues	**90,723**	77,832
Expenses	**(48,097)**	(49,436)
Net profit and total comprehensive income for the year	**42,626**	28,396
Proportion of Company's ownership	**50%**	50%
Company's share of profit for the period from the joint venture	**21,313**	14,198

Included in expenses above is depreciation of USD 18,397 thousand (2024: USD 15,633 thousand), finance cost of USD 12,013 thousand (2024: USD 15,571 thousand) and finance income of USD 1,461 thousand (2024: USD nil).

Included in total liabilities above are loans from banks amounting to USD 199,588 thousand (2024: USD 228,577 thousand). USD 169,587 thousand (2024: USD 198,353) was classified as non-current liability and USD 30,001 thousand (2024: USD 30,224 thousand) was classified as current liability. Included in current assets above is cash and cash equivalents of USD 20,379 thousand (2024: USD 32,801 thousand).

B. Integr8 Fuels Holdings Inc:

On 7 January 2025, as part of the acquisition of Navig8 TopCo Holdings Inc. (see note 34A), the Group also obtained an 100% interest in Integr8 Fuels Holdings Inc. (Integr8). The effective percentage of holding is 80% while the legal percentage is 100%.

Under the shareholders' agreement, decisions relating to Integr8's relevant activities must be made jointly by the Group and the non-controlling shareholder. Accordingly, the Group does not have unilateral control as defined by IFRS 10, and Integr8 is therefore classified as a joint venture, accounted for using the equity method.

15 INVESTMENT IN A JOINT VENTURE (continued)

B. Integr8 Fuels Holdings Inc: (continued)

On the acquisition date, the Group recognised its investment in Integr8 at fair value, as part of the purchase price allocation, amounting to USD 150,476 thousand. For the period from 7 January 2025 to 31 December 2025, the Group recognised its share of Integr8's profit under the equity method, totaling USD 7,907 thousand.

Statement of financial position:

	2025	*2024*
	USD'000	*USD'000*
Total non-current assets	**949**	-
Total current assets	**258,901**	-
Total non-current liabilities	**482**	-
Total current liabilities	**129,971**	-
Net Assets	**129,397**	-
Proportion of Company's ownership	**100%**	-
Company's share of net assets	**129,397**	-
Goodwill	**27,404**	-
Investment in the joint venture	**156,801**	-

Statement of comprehensive income:

Revenues	**2,288,696**	-
Expenses	**(2,280,789)**	-
Net profit and total comprehensive income for the year	**7,907**	-
Proportion of Company's ownership	**100%**	-
Company's share of profit for the period from the joint venture	**7,907**	-

Included in expenses above is depreciation of USD 278 thousand (2024: USD nil), finance cost of USD 2,035 thousand (2024: USD nil) and finance income of USD 3,415 thousand (2024: USD nil).

Included in current assets above is cash and cash equivalents of USD 82,399 thousand (2024: USD nil).

The remaining balance of joint ventures and associates are not material to the Group, individually and in aggregate.

16 INVENTORIES

	2025	*2024*
	USD'000	*USD'000*
Bunkers	**33,702**	38,052
Lubricants	**6,982**	6,288
Raw materials & finished goods	**10,623**	10,016
Spare parts, fuel and consumables	**97,747**	88,935
Firefighting foam and dispersant stock	**405**	405
	149,459	143,696
Less: provision for slow-moving and obsolete inventories	**(12,351)**	(11,009)
	137,108	132,687

Inventories recognised as an expense during the year amounted to USD 573,082 thousand (2024: USD 467,778 thousand). These amounts were recognized in direct costs during the year.

16 INVENTORIES (continued)

Movement in the provision for slow-moving and obsolete inventories is as follows:

	2025 *USD'000*	*2024* *USD'000*
At 1 January	**11,009**	10,317
Charge during the year	**1,342**	692
At 31 December	**12,351**	11,009

17 TRADE AND OTHER RECEIVABLES

Current	*2025* *USD'000*	*2024* *USD'000*
Trade receivables	**372,821**	169,384
Provision for expected credit losses	**(13,170)**	(3,154)
Trade receivables, net	**359,651**	166,230
Other receivables*	**75,527**	29,681
Prepayments	**19,638**	21,444
Accrued revenue	**287,813**	131,455
Receivable from employees	**16,823**	16,053
Advances to suppliers	**53,833**	55,616
	813,285	420,479

* Other receivables as at 31 December 2025 include USD 10,786 thousand (31 December 2024: Nil) related to receivable from market maker which is held at fair value through profit or loss. Refer to note 35 for further details.

Movement in the provision for expected credit losses is as follows:

	2025 *USD'000*	*2024* *USD'000*
At 1 January	**3,154**	7,302
Write off	**(430)**	(36)
Charge/(reversal) of provision during the year	**10,446**	(4,112)
At 31 December	**13,170**	3,154

Below is the information about credit risk exposure on the Group's trade receivables:

			Past due				
	Total USD' 000	*Not past due USD' 000*	*< 30 days USD' 000*	*30 - 60 days USD' 000*	*61 - 90 days USD' 000*	*91 - 120 days USD' 000*	*> 120 days USD' 000*
Provision matrix 2025		**0%**	**1%**	**1%**	**1%**	**1%**	**14%**
Provision matrix 2024		0%	1%	1%	1%	1%	12%
Gross trade receivable							
31 December 2025	**372,821**	**147,022**	**56,459**	**27,979**	**37,634**	**21,100**	**82,627**
31 December 2024	169,384	67,844	36,584	23,950	16,531	6,692	17,783
Provision for expected credit losses							
31 December 2025	**13,170**	**504**	**344**	**221**	**259**	**235**	**11,607**
31 December 2024	3,154	324	237	198	182	92	2,121
Net trade receivable							
31 December 2025	**359,651**	**146,518**	**56,115**	**27,758**	**37,375**	**20,865**	**71,020**
31 December 2024	166,230	67,520	36,347	23,752	16,349	6,600	15,662

17 TRADE AND OTHER RECEIVABLES (continued)

The maximum exposure to credit risk at the reporting date is the carrying value of each class of receivables mentioned above. It is not the practice of the Group to obtain a collateral over receivables balances.

18 CASH AND CASH EQUIVALENTS

	2025 USD'000	2024 USD'000
Cash in hand	**2,305**	1,875
Cash at banks	**324,209**	95,537
Term deposits*	**11,280**	101,507
	337,794	198,919

*Term deposits included within cash and cash equivalents represent short term, highly liquid investments that are readily convertible to known amounts of cash, are subject to an insignificant risk of changes in value, on demand and have maturity of 3 months or less.

The Group held cash and cash equivalents with financial institutions that are rated at least AA- to A based on rating agency ratings. Accordingly, the ECL provision amount calculated by applying the general approach is considered to be immaterial. Cash at banks include call deposit accounts that earn interest of 4.43% (2024: 4%).

19 SHARE CAPITAL

	2025 USD'000	2024 USD'000
Authorised, issued and fully paid		
7,398,498,764 ordinary shares of USD 0.54 each	**3,995,189**	3,995,189

In the Annual General Assembly Meeting of the Shareholders held on 24 March 2025, the shareholders approved a final cash dividend of USD 136,500 thousand for the second half of the financial year ended 31 December 2024, equivalent to 6.78 fils per share. The dividend was subsequently paid to shareholders on 16 April 2025.

On 8 October 2025, the Board of Directors approved a cash dividend of USD 162,500 thousand for the first half of 2025 for its shareholders, equivalent to 8.07 fils per share. The dividend was paid to shareholders on 20 October 2025.

On 10 November 2025, the Board of Directors approved a cash dividend of USD 81,250 thousand for the third quarter of 2025 for its shareholders, equivalent to 4.03 fils per share. The dividend was paid to shareholders on 21 November 2025.

In total, a cash dividend of USD 380,250 thousand was distributed to shareholders in 2025 (31 December 2024: USD 266,500 thousand), equivalent to 18.88 fils per share (31 December 2024: 13.23 fils per share).

20 INVESTMENT RESERVE

On 7 January 2025, the Group completed its acquisition of an 80% stake in Navig8 Topco Holdings Inc (hereafter referred to as Navig8) through a subsidiary of ADNOC Logistics & Services plc (Compass Holdco RSC Limited) for USD 999.3 million paid in cash, with a contractual commitment to acquire the remaining 20% in mid-2027. The remaining 20% ownership will be acquired in 2027 for a cash consideration ranging between USD 335 million and USD 450 million, dependent on Navig8's EBITDA performance in the intervening period. As at the date of acquisition, the present value of the expected redemption amount amounting to USD 287.5 million has been recorded as a non-current financial liability with a corresponding investment reserve recorded under equity amounting to USD 287.5 million. As at 31 December 2025, management has reassessed the expected redemption amount and not found any material adjustments required. The subsequent measurement of the liability and the corresponding investment reserve amounted to USD 298.6 million, reflecting an interest unwinding of USD 11.1 million during the period. This amount has been recognised directly within equity, as presented in the consolidated financial statements.

21 BASIC AND DILUTED EARNINGS PER SHARE

Earnings per share (EPS) amounts are calculated by dividing the profit attributable to shareholders of the Company by the weighted average number of shares outstanding during the year.

	2025	*2024*
	USD'000	*USD'000*
Earnings for the purposes of basic and diluted earnings per share		
Profit attributable to equity holders of the Company	**838,541**	756,170
Weighted average number of shares ('000)	**7,393,482**	7,398,499
	USD	*USD*
Earnings per share	**0.11**	0.10

The weighted average number of ordinary shares for the current period has changed due to the impact of acquisition of treasury shares. There are no potential dilutive shares.

22 EMPLOYEES' END OF SERVICE BENEFITS

Movements in the employees' end of service benefits provision are as follows:

	2025	*2024*
	USD'000	*USD'000*
At 1 January	**39,515**	32,631
Current service cost (note 8)	**7,274**	7,222
Write-back of excess provision for employees' end of service benefits	**(6,000)**	-
Benefits paid	**(4,658)**	(2,996)
Benefits of employees transferred in from group companies	**1,044**	-
Interest cost (note 10)	**1,705**	1,633
Re-measurement losses:		
Actuarial (gains) arising from experience	**(61)**	(54)
Actuarial losses arising from changes in financial assumptions	**-**	1,079
At 31 December	**38,819**	39,515

Generally, upon fulfilment of certain employment conditions, the retirement benefits are payable in lump sum upon retirement, which is determined based on the employee's salary for each year of service.

The present value of the defined benefit obligation, the related current service cost and past service cost were measured using the projected unit credit method.

The principal assumptions used for the purpose of the actuarial valuations were as follows:

	2025	*2024*
Discount rate	5.00%	5.00%
Expected rate of salary increase	3.00%	3.00%
Average turnover	7.5%	7.5%
Retirement age	60 years	60 years

Mortality rate table used is the SOA RP-2014 Total Dataset Mortality with Scale MP-2014.

22 EMPLOYEES' END OF SERVICE BENEFITS (continued)

Amounts recognised in the statement of comprehensive income in respect of these benefits are as follows:

	2025	*2024*
	USD'000	*USD'000*
Service cost:		
Current service cost (note 8)	**7,274**	7,222
Net interest expense (note 10)	**1,705**	1,633
Components of provision for employees' end of service benefit recognised in comprehensive income	**8,979**	8,855

Amounts recognised in other comprehensive income are as follows:

	2025	*2024*
	USD'000	*USD'000*
Actuarial gain/(losses) arising from the experience adjustments	**61**	(1,025)

Significant actuarial assumptions for the determination of the provision for employees' end of service benefit are discount rate, expected salary increase and mortality. The sensitivity analyses below have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

	Increase/ decrease in percentage point	***Increase/ (decrease) in provision for employees' end of service benefit***
2025		*USD'000*
Discount rate	**1%**	**(2,313)**
	-1%	**2,614**
Expected salary growth	**1%**	**2,726**
	-1%	**(2,446)**
2024		
Discount rate	1%	(2,094)
	-1%	2,365
Expected salary growth	1%	2,467
	-1%	(2,214)

The sensitivity analysis presented above may not be representative of the actual change in the provision for employees' end of service benefit as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the provision for employees' end of service benefit has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the provision for employees' end of service benefit recognised in the consolidated statement of financial position.

23 TRADE AND OTHER PAYABLES

	2025	2024
	USD'000	USD'000
Trade payables	**90,776**	88,874
Accrued expenses	**643,631**	540,525
Other payables	**157,025**	69,427
Capital expenses accruals	**152,164**	241,262
Operating lease rent received in advance	**10,859**	16,219
	1,054,455	956,307

Trade payables are interest free and are normally settled within 30 days from the date of receipt of the invoice.

24 RELATED PARTY BALANCES AND TRANSACTIONS

These represent transactions with related parties i.e., the shareholder, directors and entities related to them, companies under common ownership and/or common management and control, their partners and key management personnel. Pricing policies and terms of these transactions are approved by the Group's management.

Terms and conditions of transactions with related parties

The sales to and services from related parties are made at agreed rates with the related parties. Outstanding balances at the year-end are unsecured, interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables. For the year ended 31 December 2025, the Group has provision for expected credit losses of USD 2,283 thousand (2024: USD 3,139 thousand) on amounts due from related parties. The Group's significant balances are with entities controlled, jointly controlled or significantly influenced by the ADNOC.

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

	Nature of transaction	**2025**	2024
		USD'000	USD'000
Goods sold and services provided to entities under common control			
ADNOC Offshore	Services	**1,054,031**	929,014
ADNOC (Holding Company)	Services	**652,939**	827,189
ADNOC Offshore	Goods	**167,546**	201,628
Abu Dhabi Polymers Company Limited (Borouge ADP)	Services	**148,434**	170,323
National Gas Shipping Company Holding Limited	Services	**97,811**	90,340
ADNOC Global Trading (AGT)	Services	**35,754**	124,849
ADNOC Distribution	Services	**31,184**	10,144
ADNOC Onshore	Services	**30,885**	37,856
Al Yasat JV	Services	**23,382**	18,957
ADNOC Gas	Services	**20,363**	25,556
ADNOC Drilling	Services	**15,485**	14,964
ADNOC Trading (AT)	Services	**15,376**	2,837
ADNOC Refining	Services	**1,185**	2,477
		2,294,375	2,456,134
Goods sold and services provided to a joint venture			
AW Shipping Limited	Services	**1,211**	1,098

24 RELATED PARTY BALANCES AND TRANSACTIONS (continued)

	Nature of transaction	***2025 USD'000***	*2024 USD'000*
Good and services received from entities under common control			
ADNOC Distribution	Goods	**267,768**	286,481
ADNOC (Holding Company)	Services	**45,601**	52,689
ADNOC Offshore	Services	**-**	2,000
ADNOC Onshore	Services	**-**	22
ADNOC Refining	Services	**-**	8
		313,369	341,200
Interest transactions			
Interest received on cash pooling balances (note 9)	Finance income	**3,524**	5,414
Interest on shareholder loan (note 10)	Finance cost	**16,183**	-
Amortisation of upfront fee on shareholder loans (note 10)	Finance cost	**1,816**	1,885
Commitment fee on shareholder loan facilities (note 10)	Finance cost	**2,803**	3,641

Balances with related parties included in the consolidated statement of financial position are as follows:

	2025 USD'000	*2024 USD'000*
Due from related parties under common control:		
ADNOC Offshore	**295,362**	400,749
ADNOC (Holding Company)	**165,101**	198,236
ADNOC (Holding Company) cash pooling balance**	**125,860**	144,289
Abu Dhabi Polymers Company Limited (Borouge ADP)	**36,197**	74,413
ADNOC Gas	**27,338**	19,508
Al Yasat	**10,040**	6,342
ADNOC Distribution	**5,449**	1,535
ADNOC Drilling	**4,190**	4,767
ADNOC Global Trading (AGT)	**2,486**	10,895
ADNOC Trading (AT)	**2,465**	1,189
ADNOC Onshore	**2,307**	4,709
ADNOC Refining	**1,605**	799
Borouge Pte	**-**	54
Due from a joint venture:		
AW Shipping Limited	**266**	64
Total due from related parties	**678,666**	867,549
Less: provision for expected credit losses	**(2,283)**	(3,139)
	676,383	864,410

** This balance is held with ADNOC (Holding Company) under cash pooling arrangement and earns interest based on rates agreed between the parties.

The movement in provision for expected credit losses on related parties' receivables is as follows:

	2025 USD'000	*2024 USD'000*
Balance at 1 January	**3,139**	4,488
(Reversal of provision)/charge for the year	**(856)**	1,463
Write off	**-**	(2,812)
Balance at 31 December	**2,283**	3,139

24 RELATED PARTY BALANCES AND TRANSACTIONS (continued)

The provision for expected credit losses on amounts due from related parties is prepared in accordance with the requirements of IFRS 9. The Group also utilizes provisioning of 33.3% and 100% against balances overdue above 365 days and 730 days respectively in accordance with the Group accounting policies.

Below is the ageing of receivables from related parties:

			Past due						
	Total USD'000	*Not past due USD'000*	*< 30 days USD'000*	*30 - 60 days USD'000*	*61 - 90 days USD'000*	*91 - 120 days USD'000*	*121-365 days USD'000*	*366-730 days USD'000*	*>730 days USD'000*
Gross receivables from related parties									
31 December 2025	**678,666**	**617,345**	**38,744**	**3,113**	**3,077**	**3,417**	**2,731**	**3,125**	**7,114**
31 December 2024	867,549	528,184	201,085	97,988	31,413	-	3,366	3,561	1,952
Provision for expected credit losses									
31 December 2025	**2,283**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**2,283**
31 December 2024	3,139	-	-	-	-	-	-	1,187	1,952
Net receivable from related parties									
31 December 2025	**676,383**	**617,345**	**38,744**	**3,113**	**3,077**	**3,417**	**2,731**	**3,125**	**4,831**
31 December 2024	864,410	528,184	201,085	97,988	31,413	-	3,366	2,374	-

	2025 USD'000	*2024 USD'000*
Due to related parties under common control:		
ADNOC (Holding Company)**	**142,925**	178,216
ADNOC Distribution	**63,990**	74,252
ADNOC Global Trading (AGT)	**9,526**	7,798
ADNOC Trading (AT)	**5,291**	-
National Gas Shipping Company Holding Limited	**2,132**	4,053
ADNOC Refining	**1,286**	1,107
ADNOC Offshore	**517**	2,674
Al Yasat	**90**	90
ADNOC Sour Gas (Al Hosn Gas)	**52**	52
ADNOC Drilling	**-**	3,000
ADNOC Onshore	**97**	131
Total due to related parties	**225,906**	271,373

** Included in the amounts payable to ADNOC (Holding Company) is an amount of USD 1,205 thousand (31 December 2024: USD 7,492 thousand) in respect of interest payable on the USD 400,000 thousand revolving credit facility (31 December 2024: 550,000 thousand term facility).

Also included in the amounts payable to ADNOC (Holding Company) are balances arising from various intercompany transactions, comprising charges for centralized services, recharges of secondee costs, rental charges for the Mussafah premises, and license fees payable to the Petroleum Ports Authority (PPA).

In December 2025, a port construction contract was novated by ADNOC HQ to the Group whereby ADNOC HQ recovered the costs incurred till December 2025 amounting to USD 70,883 thousand from the Group.

24 RELATED PARTY BALANCES AND TRANSACTIONS (continued)

Shareholder loan from ADNOC (Holding Company) forming part of current and non-current liabilities

In 2023, the Group entered into an unsecured senior corporate term facility agreement and a revolving credit facility ("RCF") with ADNOC, amounting to USD 1,500,000 thousand and USD 350,000 thousand, respectively. Both facilities carried a commitment fee of 0.2125% on undrawn balances until May 2025, after which the fee was increased to 0.2375%.

During the year, the Group undertook several significant financing activities. The unsecured revolving credit facility (RCF) limit was increased to USD 1,850,000 thousand. The Group drew down USD 950,000 thousand from the senior corporate term facility and subsequently repaid the full outstanding balance of USD 1,500,000 thousand using USD 1,290,000 thousand sourced from a hybrid equity instrument and available cash, with the remaining USD 210,000 thousand converted into the shareholder RCF. By the end of year, the senior corporate term facility was fully settled (31 December 2024: USD 550,000 thousand).

Furthermore, during the year, the Group drew a total of USD 715,000 thousand under its Revolving Credit Facility. This comprised drawdowns of USD 332,000 thousand in the first quarter, USD 125,000 thousand in the second quarter, USD 83,000 thousand in the third quarter, and USD 175,000 thousand in the fourth quarter. These drawdowns were partially offset by a repayment of USD 525,000 thousand in the fourth quarter of 2025.

As a result of these transactions, the closing balance of the unsecured revolving credit facility stood at USD 400,000 thousand as at 31 December 2025 (31 December 2024: USD nil). This revolving credit facility is classified as a current liability.

The Group incurred commitment fees totaling USD 2,803 thousand related to these facilities during the year (31 December 2024: USD 3,641 thousand).

The interest related to this loan can be summarised as follows:

- Finance costs of USD 16,183 thousand (31 December 2024: nil) recognised in the consolidated statement of comprehensive income.
- Borrowing costs of USD 21,756 thousand (31 December 2024: 10,491 thousand) capitalised within capital work in progress for vessels under construction (note 11).

All interest amounts are calculated at 1-month SOFR plus 0.95% (31 December 2024: 1-month SOFR plus 0.85%).

Movement in shareholder loans can be summarized as follows:

	Term facility USD'000	**Revolving credit facility USD'000**	**Total USD'000**
Balance as at 1 January 2025	550,000	-	550,000
Draw down from the term facility	950,000	-	950,000
Repayment of the term facility	(1,290,000)	-	(1,290,000)
Conversion of term facility to revolving credit facility	(210,000)	210,000	-
Draw down from the revolving credit facility	-	715,000	715,000
Repayment of the revolving credit facility		(525,000)	(525,000)
Balance as at 31 December 2025	-	400,000	400,000

24 RELATED PARTY BALANCES AND TRANSACTIONS (continued)

Related parties sub-lease receivables and lease liabilities are disclosed in note 12.

The Group's significant bank balances with Abu Dhabi Government and other entities controlled, jointly controlled or significantly influenced by the Abu Dhabi Government are as follows:

	2025	*2024*
	USD'000	*USD'000*
Bank balances and term deposits	**108,705**	117,355
Board of Directors fees	**7,382**	9,421
Key management compensation – salaries	**2,042**	1,746

The Group is a government-related entity as defined by IAS 24. The Group applies the disclosure exemption for transactions and balances with other government and government-related entities that arise in the normal course of business and are not individually significant. These insignificant transactions typically include port charges, utilities, and fees or charges for other government-provided services. Only individually significant related-party transactions, or those necessary for an understanding of the financial statements, are disclosed.

25 BANK GUARANTEES, CONTINGENCIES AND COMMITMENTS

(a) *Bank guarantees:*
At 31 December 2025, the Group had bank guarantees issued by the bank arising in the ordinary course of business from which it is anticipated that no material liabilities will arise, amounting to USD 8,931 thousand (2024: USD 11,964 thousand).

(b) *Capital commitments:*
At 31 December 2025, the Group's capital commitments in relation to the construction of vessels amount to USD 2,897,077 thousand (2024: USD 3,303,308 thousand).

(c) *Purchases commitments:*
At 31 December 2025, the Group's purchases commitments amount to USD 72,001 thousand (2024: USD 55,077 thousand).

(d) *Contingencies:*
The Group is involved in various legal proceedings and claims arising in the ordinary course of business. While the outcome of these matters cannot be predicted with certainty, management does not believe that these matters will have a material adverse effect on the Group's financial statements if concluded unfavorably.

26 FINANCIAL RISK MANAGEMENT AND OBJECTIVES

The activities of the Group expose it to a variety of financial risks: market risk (including foreign exchange risk, price risk and cash flow and fair value interest rate risk), credit risk and liquidity risk. The overall risk management programme of the Group seeks to minimise potential adverse effects of these risks on their financial performance.

This note presents information about the Group's exposure to each of the above risks, the Group's objectives, policies and processes for measuring and managing risk, and the Group's management of capital. Further quantitative disclosures are included throughout these consolidated financial statements.

The Board of Directors have overall responsibility for the establishment and oversight of the Group's risk management framework. The Board of Directors are responsible for developing and monitoring the Group's risk management policies.

26 FINANCIAL RISK MANAGEMENT AND OBJECTIVES (continued)

The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities. The Group, through its training and management standards and procedures, aims to develop a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Group's Board of Directors oversees how management monitors compliance with the Group's risk management policies and procedures and review the adequacy of the risk management framework in relation to the risks faced by the Group.

The Group's principal financial liabilities consist of trade and other payables, amounts due to related parties, shareholder loan, loans and other borrowings and lease liabilities. The main purpose of the financial liabilities is to raise finance for the Group's operations. The Group has various financial assets such as trade and other receivables, bank balances and amounts due from related parties, which arise directly from its operations.

Market risk management

Foreign exchange risk

The Group has no significant currency risk exposure from its operations as the Group's majority of transactions are in UAE Dirham or US Dollars. The UAE Dirham is pegged to the US Dollar, hence balances in US Dollars are not considered to represent a significant risk.

Price risk

The Group has no significant direct exposure to commodity price risk. Reductions in oil prices may lead to reduction in the level of future logistics services procured by customers who have significant exposure to oil and gas prices.

Cash flow and fair value interest rate risk

The following table demonstrates the sensitivity of the Group's profit to reasonably possible changes in interest rates, with all other variables held constant.

	2025	*2024*
	USD'000	*USD'000*
Effect of increase of 100 basis points on Group's profit	**(2,759)**	3,662
Effect of decrease of 100 basis points on Group's profit	**2,759**	(3,662)

Credit risk management

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group and arises principally from the Group's trade and other receivables, related party and bank balances. The Group has adopted a policy of dealing only with creditworthy counterparties. The Group attempts to control credit risk by monitoring credit exposures, limiting transactions with specific non-related counterparties, and continually assessing the creditworthiness of such non-related counter-parties.

The average credit period on sale of goods or services is 30-60 days. No interest is charged on trade and other receivables. The bank balances are maintained with commercial banks. The credit risk on liquid funds is limited because the counterparties are reputable banks closely monitored by the regulatory bodies.

The amount that best represents maximum credit risk exposure on financial assets at the end of the reporting period, in the event counter parties fail to perform their obligations, generally approximates their carrying value. Advances to suppliers, other receivables and balances with banks are not secured by any collateral.

26 FINANCIAL RISK MANAGEMENT AND OBJECTIVES (continued)

Credit risk management (continued)

Other financial assets do not have a material expected credit loss, and the loss allowance considered during the year was limited to 12 months expected losses. As such, no loss allowance was made for such financial assets as at 31 December 2025 and 2024.

Liquidity risk management

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

The Group ensures that it has sufficient cash on demand to meet expected operational expenses for a short-term period, including the servicing of financial obligations; this excludes the potential impact of extreme circumstances that cannot reasonably be predicted, such as natural disasters.

The Group limits its liquidity risk by ensuring adequate cash available from its operations and from support of the shareholders. The table below summarises the maturity profile of the Group's financial liabilities. The maturity profile is monitored by management to ensure adequate liquidity is maintained.

	On demand USD '000	*Less than 3 months USD '000*	*3 to 12 months USD '000*	*1 to 5 years USD '000*	*> 5 years USD '000*	*Total USD '000*
31 December 2025						
Trade payables	-	90,776	-	-	-	90,776
Due to related parties	-	208,487	-	-	-	208,487
Income tax payable	-	-	54,291	-	-	54,291
Lease liabilities	-	41,238	49,536	114,150	59,880	264,804
Shareholder loan	-	-	402,000	-	-	402,000
Purchase consideration payable	-	-	-	315,000	-	315,000
Loans and other borrowings	-	27,975	52,678	152,653	269,363	502,669
Other payables, accrued and capital expenses	-	800,656	152,164	-	-	952,820
Total	**-**	**1,169,132**	**710,669**	**581,803**	**329,243**	**2,790,847**
31 December 2024						
Trade payables	-	88,874	-	-	-	88,874
Due to related parties	-	161,913	18,952	-	-	180,865
Income tax payable	-	-	65,391	-	-	65,391
Lease liabilities	-	20,439	48,349	101,127	65,349	235,264
Shareholder loan	-	-	-	552,750	-	552,750
Other payables, accrued and capital expenses	-	609,952	241,262	-	-	851,214
Total	**-**	**881,178**	**373,954**	**653,877**	**65,349**	**1,974,358**

Operating lease rentals received in advance of USD 10,859 thousand (31 December 2024: USD 16,219 thousand) have been excluded from the 'Other payables, accrued and capital expenses' balance. Lease liabilities are presented on an undiscounted basis, while interest is added to shareholder loans and to loans and other borrowings.

Advances received from related parties of USD 17,419 thousand (31 December 2024: USD 90,508 thousand) have been excluded from 'Due to related parties' balances.

26 FINANCIAL RISK MANAGEMENT AND OBJECTIVES (continued)

Capital risk management

The primary objective of the Group's capital management is to maintain healthy capital ratios in order to support its business.

The Group manages its capital structure and makes adjustments to it to ensure that it will be able to continue as a going concern. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to the shareholder, return capital to the shareholder, issue new shares or sell assets to reduce debts. No changes were made in the objectives, policies or processes during the years ended 31 December 2025 and 31 December 2024. The Group considers total capital under management to be equity as shown in the consolidated statement of financial position at USD 7,225,118 thousand as at 31 December 2025 (2024: USD 4,894,627 thousand).

The Group monitors capital on the basis of its gearing ratio. This ratio is calculated as net debt divided by total equity plus net debt. Net debt is calculated as total borrowings (including current and non-current borrowings as shown in the statement of financial position) less cash and cash equivalents. Total equity is calculated as total equity as shown in the statement of financial position plus net debt.

The gearing ratio, determined as net debt to net debt plus equity, at the year-end was as follows:

	2025	*2024*
	USD'000	*USD'000*
Debt (Shareholder loan - note 24)	**400,000**	550,000
Debt (Loans and other borrowings - note 32)	**408,726**	-
Cash and cash equivalents (note 18)	**(337,794)**	(198,919)
Net debt	**470,932**	351,081
Net debt	**470,932**	351,081
Equity	**7,225,118**	4,894,627
Net debt plus equity	**7,696,050**	5,245,708
Gearing ratio	**6%**	7%

27 FAIR VALUE OF FINANCIAL INSTRUMENTS

Financial instruments comprise of financial assets and financial liabilities. As at 31 December 2025 and 2024, the Group considers that the carrying amounts of financial assets and financial liabilities recognised in the consolidated financial statements approximate their fair values.

28 OPERATING SEGMENTS

Information regarding the Group's operating segments is set out below in accordance with IFRS 8, 'Operating Segments'. IFRS 8 requires operating segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the Board of Directors, as the chief operating decision maker (CODM), in order to allocate resources to the segment and to assess its performance.

The Group's strategic steering committee, consisting of the Chief Executive Officer, the Chief Financial Officer and the Senior Vice President of Strategy, examines the group's performance from both a product and a service perspective but financial decisions are made by the Board. The operating segments are identified based on the nature of different services provided and are managed separately because they have different economic characteristics – such as trends in sales growth, rates of return and level of capital investment – and have different marketing strategies.

The CODM primarily uses EBITDA to monitor the performance of the business. For management purposes, the Group is organised into eight operating segments and seven reportable segments. These are referred to as "business units" as follows:

Integrated Logistics:

Integrated Logistics comprises three operating segments: (i) offshore contracting; (ii) offshore services; and (iii) offshore projects, which includes engineering, procurement and construction (EPC) and other projects. During 2024, onshore services was transferred from Integrated Logistics to the 'Services' segment.

Shipping:

Shipping comprises the following reportable segments: (i) tankers (including Navig8 Topco Holdings Inc post its acquisition on 7 January 2025 – refer note 34A); (ii) gas carriers (including ship management services and share of profits from AW Shipping joint venture); and (iii) dry-bulk shipping (including containers).

Services:

Services reportable segment comprises marine, onshore, pool management operations, other services and share of profits from Navig8 Topco Holding Inc's joint ventures and associates post their acquisition on 7 January 2025 (refer note 15). As mentioned above, onshore services were previously reported under 'Integrated Logistics' segment but are now reported under the 'Services' segment.

Others:

One-off items are classed under Others by management to facilitate better understanding of the business and to ensure proper decision making. Finance income, finance costs, provision for expected credit losses, other income and other expenses which are largely non-operational costs are recorded under this segment to facilitate better decision making.

28 OPERATING SEGMENTS (continued)

The following schedules illustrate the Group's activities according to the operating segments/sub-segments for the year ended 31 December 2025 in USD'000s:

2025 USD'000	**Integrated Logistics**			**Shipping**					
	Offshore Contracting	**Offshore Services**	**Offshore Projects**	**Tankers**	**Gas Carriers**	**Dry-Bulk and Containers**	**Services**	**Others**	**Total**
Revenues	1,368,875	628,915	531,333	1,719,714	179,794	225,048	362,433	-	5,016,112
Direct costs	(846,850)	(497,725)	(510,647)	(1,421,406)	(131,314)	(199,256)	(301,038)	-	(3,908,236)
Gross profit	**522,025**	**131,190**	**20,686**	**298,308**	**48,480**	**25,792**	**61,395**	**-**	**1,107,876**
General and administrative expenses	(50,467)	(15,784)	(1,522)	(52,802)	(12,175)	(13,155)	(47,498)	(11,580)	(204,983)
Provision for expected credit losses	-	-	-	-	-	-	-	(9,590)	(9,590)
Other income	140	-	-	10,340	21,403	-	-	18,576	50,459
Operating profit/(loss)	**471,698**	**115,406**	**19,164**	**255,846**	**57,708**	**12,637**	**13,897**	**(2,594)**	**943,762**
Share of profit from joint ventures and associates	-	-	-	-	21,313	-	16,079	-	37,392
Bargain purchase gain	-	-	-	-	-	-	-	12,056	12,056
Loss on previously held equity interest in joint venture	-	-	-	-	-	-	-	(3,398)	(3,398)
Finance income	809	-	-	7,640	293	-	-	10,217	18,959
Finance costs	(6,122)	-	-	(53,980)	(1,646)	(1,210)	(1,678)	(22,507)	(87,143)
Profit/(loss) before tax for the year*	**466,385**	**115,406**	**19,164**	**209,506**	**77,668**	**11,427**	**28,298**	**(6,226)**	**921,628**
Deferred tax credit*	898	-	-	-	-	-	-	-	898
Income tax expense*	(40,691)	(15,182)	(1,725)	(1,179)	(512)	(630)	(1,100)	1,340	(59,679)
Profit/(loss) for the year*	**426,592**	**100,224**	**17,439**	**208,327**	**77,156**	**10,797**	**27,198**	**(4,886)**	**862,847**
Depreciation and amortisation in direct costs	148,114	61,448	8,700	190,151	49,735	24,370	28,370	-	510,888
Depreciation and amortisation in general and administrative expenses	3,253	1,515	160	5,223	791	855	1,927	197	13,921
Deferred tax credit	(898)	-	-	-	-	-	-	-	(898)
Income tax expense	40,691	15,182	1,725	1,179	512	630	1,100	(1,340)	59,679
Finance income	(809)	-	-	(7,640)	(293)	-	-	(10,217)	(18,959)
Finance costs	6,122	-	-	53,980	1,646	1,210	1,678	22,507	87,143
EBITDA	**623,065**	**178,369**	**28,024**	**451,220**	**129,547**	**37,862**	**60,273**	**6,261**	**1,514,621**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
As at and for the year ended 31 December 2025

28 OPERATING SEGMENTS (continued)

The following schedules illustrate the Group's activities according to the operating segments/sub-segments for the year ended 31 December 2024 in USD'000s:

2024 USD'000	Integrated Logistics			Shipping					
	Offshore Contracting	Offshore Services	Offshore Projects	Tankers	Gas Carriers	Dry-Bulk and Containers	Services	Others	Total
Revenues	1,108,200	552,790	619,930	516,530	152,650	286,820	312,410	-	**3,549,330**
Direct costs	(691,714)	(451,840)	(571,640)	(310,630)	(106,940)	(219,830)	(256,190)	-	**(2,608,784)**
Gross profit	**416,486**	**100,950**	**48,290**	**205,900**	**45,710**	**66,990**	**56,220**	**-**	**940,546**
General and administrative expenses	(46,722)	(17,110)	(2,690)	(18,070)	(10,540)	(11,310)	(30,170)	(4,910)	**(141,522)**
Reversal of provision for expected credit losses	-	-	-	-	-	-	-	2,649	**2,649**
Other income	-	-	-	-	-	-	3,800	16,096	**19,896**
Other expenses	-	-	-	-	-	-	-	(4,310)	**(4,310)**
Operating profit/(loss)	**369,764**	**83,840**	**45,600**	**187,830**	**35,170**	**55,680**	**29,850**	**9,525**	**817,259**
Share of profit from joint ventures	-	-	-	-	14,198	-	-	-	**14,198**
Finance income	889	-	-	-	907	-	-	13,798	**15,594**
Finance costs	(7,122)	-	-	-	(839)	(156)	(1,715)	(8,202)	**(18,034)**
Profit/(loss) before tax for the year*	**363,531**	**83,840**	**45,600**	**187,830**	**49,436**	**55,524**	**28,135**	**15,121**	**829,017**
Deferred tax credit*	868	-	-	-	-	-	-	-	**868**
Deferred tax expense*	-	-	-	-	-	-	-	(1,123)	**(1,123)**
Income tax expense*	(30,389)	(11,228)	(4,104)	(15,833)	(2,536)	(4,609)	(2,532)	(1,361)	**(72,592)**
Profit for the year*	**334,010**	**72,612**	**41,496**	**171,997**	**46,900**	**50,915**	**25,603**	**12,637**	**756,170**
Depreciation and amortisation in direct costs	125,781	49,690	7,450	50,640	37,220	12,990	24,100	-	**307,871**
Depreciation and amortisation in general and administrative expenses	2,158	1,350	1,190	1,230	720	770	2,050	-	**9,468**
Deferred tax credit	(868)	-	-	-	-	-	-	-	**(868)**
Drefered tax expense	-	-	-	-	-	-	-	1,123	**1,123**
Income tax expense	30,389	11,228	4,104	15,833	2,536	4,609	2,532	1,361	**72,592**
Finance income	(889)	-	-	-	(907)	-	-	(13,798)	**(15,594)**
Finance costs	7,122	-	-	-	839	156	1,715	8,202	**18,034**
EBITDA	**497,703**	**134,880**	**54,240**	**239,700**	**87,308**	**69,440**	**56,000**	**9,525**	**1,148,796**

28 OPERATING SEGMENTS (continued)

The Group's largest customers are related entities within the ADNOC Group (refer to note 24). The Group's vessels are deployed throughout the world and are not concentrated in certain geographical areas. The Group's management does not consider the geographical distribution of the group's operations to be relevant for their internal management analysis and therefore no geographical segment information has been disclosed.

All operating segment/sub-segment results are reviewed regularly by the Group's strategic steering committee to make decisions about resources to be allocated to the segment/sub-segment and to assess their performance.

The following tables represent segment assets for the Group's operating segments as reviewed by the management in USD'000s:

	Integrated Logistics			**Shipping**				
31 December 2025	**Offshore Contracting**	**Offshore Services**	**Offshore Projects****	**Tankers**	**Gas Carriers**	**Dry-Bulk and Containers**	**Services**	**Total**
Property, plant & equipment *	1,998,956	282,637	-	2,643,389	1,411,865	168,789	378,542	**6,884,178**
Investment properties *	89,154	-	-	-	-	-		**89,154**

	Integrated Logistics			**Shipping**				
31 December 2024	**Offshore Contracting**	**Offshore Services**	**Offshore Projects****	**Tankers**	**Gas Carriers**	**Dry-Bulk and Containers**	**Services**	**Total**
Property, plant & equipment *	1,930,750	255,204	-	1,099,519	886,158	152,500	219,204	**4,543,335**
Investment properties *	92,501	-	-	-	-	-	-	**92,501**

* These relate to additional voluntary disclosures not presented to CODM, but which are allocated on a reasonable and consistent basis to provide additional information.

**The offshore projects sub-segment does not have dedicated property, plant & equipment. Instead, it utilizes the property, plant & equipment from other sub-segments.

29 GOODWILL

For the purpose of impairment testing, goodwill is allocated to the Group's Cash Generating Units ("CGUs") where the goodwill is monitored for internal management purposes. The aggregate carrying amount of goodwill allocated to each unit is as set out below:

	2025 USD'000	*2024 USD'000*
Goodwill on acquisition of ZMI business	**51,368**	51,368

The goodwill is attributable to synergies expected to be achieved from the business combination and an increase in market share. For impairment testing, the goodwill is allocated to the Cash Generating Unit ("CGU") where the goodwill is monitored for internal management purposes. ZMI's main principle activities include the chartering of vessels and barges. The recoverable amount of the CGU was based on its value in use determined by management. The carrying amount of this unit was determined to be lower than its recoverable amount.

Value in use was determined based on the five-year business plan approved by the management. The projected future cash flows from the continuing use of the unit are based on past experience and current rates of contractual arrangements for the initial five-year period. Beyond this period, the projected future cash flows were determined by reference to historical experience and based on market rates available for similar vessels. Both the cash inflows and outflows projected utilized a growth rate equivalent to the estimated inflation rate of 2%. These resulting cash flows were then discounted based on the Group's approved discount rate.

Key assumptions used for the CGU impairment testing are as below:

	2025	*2024*
Discount rate (%)	9%	9%
Growth rate (%)	2%	2%
Inflation rate (%)	2%	2%

Anticipated annual revenue growth is based on latest available forecasts. The values assigned to the key assumptions represent the management's assessment of future trends in the industry and are based on both external and internal sources.

Sensitivity analysis

The Group has conducted an analysis of the impairment test to changes in key assumptions used to determine the recoverable amount of the CGU to which goodwill is allocated. Management anticipates that no reasonably possible change in any of the key assumptions above would cause the carrying value of the CGU including goodwill to materially exceed its recoverable amount.

30 INCOME TAX

	2025 USD'000	2024 USD'000
Tax recognised in the consolidated statement of comprehensive income		
Current tax on profits for the year (excluding tonnage tax)	59,153	72,071
Adjustment for current tax of prior year	(1,230)	-
Total current tax	57,923	72,071
Origination and reversal of temporary differences	(898)	(868)
Adjustment for deferred tax of prior years	-	1,123
Total deferred tax	(898)	255
Total income tax	57,025	72,326
Tonnage tax	526	521
Total tax expense	57,551	72,847
Tax reconciliation		
Profit before tax	921,628	829,017
Profit subject to tonnage taxation	(250,606)	(36,973)
Share of profit from joint ventures and associates	(37,392)	(14,198)
Profit before tax, adjusted	633,630	777,846
Tax using the UAE corporation tax and regional tax rates (9%)	57,027	70,006
Adjustment for current tax of prior year	(1,230)	-
Effect of tax rate deviations in non-UAE jurisdictions	1,228	2,320
Total income tax	57,025	72,326
Effective tax rate	**6.24%**	8.79%
Current tax expense is classified and presented in the consolidated statement of comprehensive income as below:		
Current tax on profits for the year	57,923	72,071
Adjustment for current tax of prior year	1,230	-
Tonnage tax	526	521
Current tax expense	59,679	72,592

Income tax payable as at 31 December 2025 equated to USD 54,291 thousand (31 December 2024: USD 65,391 thousand).

As at 31 December 2025 and 31 December 2024, recognised deferred tax liability is attributable to the following:

	2025 USD'000	2024 USD'000
Current tax on profits for the year	57,923	72,071
Adjustment for current tax of prior year	1,230	-
Tonnage tax	526	521
Current tax expense	59,679	72,592
Liability		
Property, plant and equipment	33,905	34,803

30 INCOME TAX (continued)

Change in deferred tax during the year is as follows:

	2025 *USD'000*	*2024* *USD'000*
Deferred tax liability		
1 January	34,803	35,671
Recognised in the consolidated statement of comprehensive income	(898)	(868)
31 December	33,905	34,803

There are no substantial unrecognised tax liabilities from business operations or on investments in subsidiaries, associated companies and joint ventures.

ADNOC Logistics & Services plc generates profits from the provision of freight and charter services for the transportation of petroleum products, crude oil, dry-bulk and containers on ocean going vessels owned or hired from third parties, the operation and maintenance of oil terminals, EPC services related to dredging, land reclamation and marine construction, material handling, manpower and equipment supply, rental of stores, warehouses, office space and provision and the supply of chemicals and other on-shore oil and gas field services.

On 16 January 2023, the UAE government published a Cabinet Decision setting the threshold at which the new Corporate Income Tax will apply. This event made the Corporate Income Tax substantively enacted and enacted within the meaning of IAS 12. Current Taxes as defined in IAS 12 were payable for financial years ending after 1 January 2024. The company was subject to Corporate Income Tax for the first time during the year ended 31 December 2024. Enactment of the legislation requires the Company to record deferred taxes using the enacted rate of 9%.

In 2023, the Group signed a Fiscal Letter with the Department of Finance's Supreme Council for Financial and Economic Affairs ("SCFAEA"), which was further amended on 11 November 2024. The Fiscal Letter became effective for the first time during the year ended 31 December 2024. The UAE Corporate Income Tax law takes precedence over the Fiscal Letter, and any income generated from international shipping by group entities registered in Abu Dhabi, exempt under the UAE Corporate Income Tax law, is taxed under the Fiscal Letter based on tonnage rates prescribed within the Fiscal Letter. These changes provide the Group with a more consistent and manageable tax liability, aligning the tax burden with the operational capacity of the fleet rather than fluctuating profits. The activities, which are subject to income tax, include terminals, logistics, services and non-international shipping through which the Group operates a comprehensive port and integrated logistics service networks. The logistics products include transportation, warehousing and distribution and supply chain management services.

Global Minimum Taxation (OECD Pillar Two)
In an effort to end tax avoidance and to address concerns regarding the erosion of the global corporate tax base, a global framework for corporate taxation has been formed by the OECD/G20 Inclusive Framework and is supported by over 135 jurisdictions. One of the key elements is to introduce a global minimum tax rate of 15%, based on group accounting income per jurisdiction. The minimum tax rules are designed as a hierarchy of the right to claim income tax. If the income is not subject to a minimum effective tax rate of 15% in the country where it is earned, then the remaining tax payment (top-up tax) can be picked up by another jurisdiction where the Group is active. ADNOC Logistics & Services plc and its subsidiaries will be grouped under the ultimate parent entity of the Group, ADNOC, which currently pays tax at an effective tax rate of more than 15%. On December 9, 2024, the UAE Ministry of Finance confirmed the introduction of a 15% Domestic Minimum Top-up Tax (DMTT) for large groups with consolidated revenues exceeding EUR 750 million (approximately USD 825 million) and operations in multiple jurisdictions, effective January 1, 2025. Federal Decree Law No. (47) will be amended to include DMTT provisions for multinationals.

30 INCOME TAX (continued)

Global Minimum Taxation (OECD Pillar Two) (continued)

Three elements are key to understanding how the rules will impact the Group:

- First, the Group does not set up artificial structures in low-tax jurisdictions for tax purposes or earn significant profits in such jurisdictions, which means that our business structure itself is not impacted significantly by the rules, but some additional tax may become payable where services are provided in low-tax jurisdictions,
- Second, tax incentives given to capital projects, such as critical infrastructure, will be considered less effective going forward as it will impact the effective tax rate and thereby the basis for potential top-up tax,
- Third, although the rules exclude 'international shipping income', the definition is more restrictive than the global definitions usually applied under a tax treaty following the OECD Model Tax Convention or under tonnage tax.

Due to the design of tonnage taxation, the Group's effective tax rate fluctuates significantly depending on the yearly results and will also be calculated on a consolidated basis with other activities.

Taking the transitional Safe Harbour regulations into consideration, our analysis shows that no material top-up tax should apply to ADNOC Logistics & Services plc in 2025.

31 MOVEMENTS IN NON-CONTROLLING INTERESTS

The business combinations of the Group are disclosed in note 34. In this note, we have summarised the movements in non-controlling interests arising from these business combinations, in accordance with the disclosure requirements of IFRS 3 Business Combinations and IFRS 10 Consolidated Financial Statements.

	USD'000	***USD'000***	***USD'000***
	Navig8 Topco Holdings Inc	**SWS VLCC JV LLC and SWS VLCC GP LLC**	**Total**
Non-controlling interests arising on acquisition date	252,835	6,770	**259,605**
Adjustments	(7,620)	-	**(7,620)**
Profit for the year	23,462	844	**24,306**
Dividend paid by subsidiary to non-controlling interests	(11,779)	-	**(11,779)**
Balance as at 31 December 2025	**256,898**	**7,614**	**264,512**

Set out below is summarised financial information for the two subsidiaries mentioned above that have non-controlling interests that are material to the group. The amounts disclosed for each subsidiary are before inter-company eliminations and any consolidation adjustments.

31 MOVEMENTS IN NON-CONTROLLING INTERESTS (continued)

Summarised consolidated statement of financial position as at 31 December 2025:

	USD'000 Navig8 Topco Holdings Inc	***USD'000*** SWS VLCC JV LLC and SWS VLCC GP LLC	***USD'000*** Total
Current assets	330,314	15,895	**346,209**
Current liabilities	(215,625)	(153)	**(215,778)**
Current net assets	**114,689**	**15,742**	**130,431**
Non-current assets	1,300,953	66,715	**1,367,668**
Non-current liabilities	(673,260)	-	**(673,260)**
Non-current net assets	**627,693**	**66,715**	**694,408**
Net assets	742,382	82,457	**824,839**
Accumulated NCI	256,898	7,614	**264,512**

Summarised consolidated statement of comprehensive income for the year ended 31 December 2025:

	USD'000 Navig8 Topco Holdings Inc	***USD'000*** SWS VLCC JV LLC and SWS VLCC GP LLC	***USD'000*** Total
Revenue	1,244,958	15,248	**1,260,206**
Net profit, other and total comprehensive income for the year	117,360	8,440	**125,800**
Profit allocated to NCI	23,462	844	**24,306**
Dividends paid to NCI	11,779	-	**11,779**

Summarised consolidated statement of cash flows for the year ended 31 December 2025:

	USD'000 Navig8 Topco Holdings Inc	***USD'000*** SWS VLCC JV LLC and SWS VLCC GP LLC	***USD'000*** Total
Cash flows from operating activities	232,847	11,772	**244,619**
Cash flows from investing activities	(61,048)	-	**(61,048)**
Cash flows from financing activities	(268,856)	(1,583)	**(270,439)**
Net increase/ (decrease) in cash and cash equivalents	(97,057)	10,189	**(86,868)**

32 Loans and other borrowings

31 December 2025	*Current USD'000*	*Non-current USD'000*	*Total USD'000*	*Maturity*	*Weighted average interest rates*
Loans and other borrowings	79,931	328,795	408,726	5 to 10 years	• For bank loans: 7.11% to 7.55% per annum • For other borrowings: 4.36% to 8.31% per annum
	79,931	328,795	408,726		

As at 31 December 2025, some of the subsidiaries within the Group are subject to financial covenants under their loan agreements. The covenants are applicable at the respective subsidiary level. These covenants include:

- Liquidity Ratio: Not less than the greater of USD 40,000,000 or 4% of total net debt;
- Consolidated Tangible Net Worth: Not less than USD 130,000,000;
- Leverage Ratio: Not exceeding 75%; and
- Current Ratio: Not less than 1.0x

Management has assessed compliance with these covenants as at the reporting date and confirms that the subsidiaries were in full compliance with all covenant requirements. No breaches or defaults occurred during the reporting period.

These covenants are monitored periodically, and the subsidiaries maintain adequate headroom to ensure ongoing compliance. The terms of the covenants are consistent with industry norms and are not expected to restrict the Group's operational or financial flexibility.

There are no indicators that the Group would have difficulties complying with the covenants when they will be next tested as at 31 March 2026 quarterly reporting date.

The movement in the loans and other borrowings can be summarised as follows:

	USD'000
Opening balance on 1 January 2025	**-**
Acquired during the year (note 34A & 34B)	857,473
Upfront fees on loans and other borrowings written off (note 10)	4,252
Amortisation of upfront fees on loans and other borrowings (note 10)	1,857
Interest accrued	48,921
Interest paid	(39,258)
Principal paid	(464,519)
Closing balance on 31 December 2025	**408,726**

33 Hybrid equity instrument

During the year, Hyper Issuerco SPV RSV Limited (a subsidiary of the Group) issued USD 2 billion Perpetual Capital Securities (the "Securities") to an Investor.

The first drawdown of USD 1.1 billion was executed on 14 February 2025 was priced at SOFR+125bps and is repayable solely at the Group's discretion.

On 31 July 2025, the Group executed a second drawdown of USD 200 million which was also priced at SOFR+125bps and is repayable solely at the Group's discretion.

33 Hybrid equity instrument (continued)

On 28 November 2025, the Group executed a third drawdown of USD 700 million which was priced at SOFR+125bps and is repayable solely at the Group's discretion.

During the year, fees paid of USD 2,759 thousand and coupons paid of USD 61,333 thousand related to the issuance of the securities were recorded directly in retained earnings.

The closing balance of the Securities as at 31 December 2025 of USD 1,978,619 thousand is net of transaction costs of USD 21,381 thousand.

As per the terms of the agreement, the Securities are perpetual in nature and do not have a maturity date. The Group retains the sole and absolute discretion not to pay coupons on the Securities without triggering an event of default. The Group is also in control of all covenants and put option actions based on their reasonable actions to be undertaken. The Securities are therefore classified as a hybrid equity instrument in accordance with IAS 32, 'Financial Instruments: Presentation'.

34 Business combination

A. Acquisition of Navig8 Topco Holdings Inc:

On 7 January 2025, the Group completed its acquisition of an 80% stake in Navig8 Topco Holdings Inc (hereafter referred to as Navig8) through a subsidiary of ADNOC Logistics & Services plc (Compass Holdco RSC Limited) for USD 999.3 million paid in cash, with a contractual commitment to acquire the remaining 20% in mid-2027. The remaining 20% ownership will be acquired in 2027 for a cash consideration ranging between USD 335 million and USD 450 million, dependent on Navig8's EBITDA performance in the intervening period. As at the date of acquisition, the present value of the expected redemption amount amounting to USD 287.5 million has been recorded as a non-current financial liability with a corresponding investment reserve recorded under equity amounting to USD 287.5 million. As at 31 December 2025, management has reassessed the expected redemption amount and not found any material adjustments required. The subsequent measurement of the liability and the corresponding investment reserve amounted to USD 298.6 million, reflecting an interest unwinding of USD 11.1 million during the period. This amount has been recognised directly within equity, as presented in the consolidated financial statements.

This acquisition is expected to be immediately value-accretive, aligning with the Group's transformational growth strategy and investment target. The Group is expecting to unlock significant value through cost saving synergies through optimizing technical management costs and bunker spend. As at the acquisition date, Navig8's global footprint in 15 cities across five continents, and owned fleet of 32 modern tankers, is expected to greatly enhance Group's international profile and expand its blue-chip customer base. As a result of this acquisition, Group's service offering, among others, will include pooling, commercial management, bunker trading, technical management and ESG-focused digital solutions.

The acquisition has been accounted for using the acquisition method. The consolidated financial statements include the amounts of Navig8 from the acquisition date of 7 January 2025 till the year end date of 31 December 2025. The fair values of the identifiable assets and liabilities of Navig8 as at the date of acquisition are set out below:

	Fair value on acquisition USD'000
Assets	
Vessels and other fixed assets	1,575,164
Investment in joint ventures (note 15)	160,267
Investment in other associates (note 15)	75,146
Right-of-use assets	84,288
Intangibles acquired	22,631
Cash and cash equivalents	206,083
Trade receivables	233,605
Inventories	20,065
Total assets	2,377,249

34 Business combination (continued)

A. Acquisition of Navig8 Topco Holdings Inc (continued):

Liabilities	***Fair value on acquisition USD'000***
Borrowings	833,234
Lease liabilities	43,615
Trade and other payables	236,226
Total liabilities	1,113,075
Total identifiable net assets at fair value	1,264,174
80% of total identifiable net assets at fair value	1,011,339
Purchase consideration	999,283
Bargain purchase gain	12,056

The non-controlling interests in Navig8 Group, were recognised at the proportionate share of the acquired net identifiable assets.

The acquisition of Navig8 Group resulted in a bargain purchase gain of USD 12 million which has been accounted for in the consolidated statement of comprehensive Income. The main reason for the bargain purchase gain is the rise in the fair value of vessels as of the acquisition.

The acquisition-related costs were USD 5.1 million in 2023, USD 3.9 million in 2024, and USD 9.5 million in 2025. These expenses have been recorded under General and administrative expenses for each respective period. Navig8 contributed revenues of USD 1,245 million and net profit after tax of USD 65 million to the Group consolidated results for the period from 7 January to 31 December 2025. The revenue and net profit contribution from Navig8 would not have been materially different had the acquisition occurred at the beginning of the annual reporting period.

Purchase consideration cash outflow is as follows:

	USD'000
Cash outflow, net of cash acquired	
Cash consideration	999,283
Less: cash acquired	(206,083)
Net outflow of cash – investing activities	793,200

The acquisition has been accounted for using the acquisition method of accounting, and accordingly, the identifiable assets acquired, and liabilities assumed, have been recognised at their respective provisional fair values. These provisional amounts will be adjusted during the measurement period, or additional assets or liabilities recognised, to reflect new information obtained about facts and circumstances that existed as of the acquisition date. After the reporting date, the IFRS 3 measurement period concluded, with no revisions required to the provisional fair values reported as at 31 December 2025.

B. Acquisition of SWS VLCC JV LLC and SWS VLCC GP LLC:

On March 27, 2025, Navig8 Topco Holdings Inc, through its wholly owned subsidiary Apollo Shipping Inc, acquired the remaining 50% shareholding in SWS VLCC JV LLC (hereafter referred to as 'SWS') and 66.67% of the units in SWS VLCC GP LLC (hereafter referred to as 'GP'), for the sole benefit of NewCo 16 Inc.

Before this transaction, Navig8 Topco Holdings Inc, via Apollo Shipping Inc, held a 50% stake in SWS and a 33.33% stake in GP and accounted for both the companies using equity method of accounting.

34 Business combination (continued)

B. Acquisition of SWS VLCC JV LLC and SWS VLCC GP LLC (continued):

Immediately after the acquisitions, NewCo 16 Inc, a subsidiary of ADNOC Logistics & Services plc, countersigned share transfer instruments, accepting the transfer of shares in SWS.

As a result of these acquisitions and the execution of the share transfer instruments, ADNOC Logistics & Services plc secured a legal ownership interest amounting to 100% in both SWS and GP.

ADNOC Logistics & Services plc has applied the principles of IFRS 3 Business Combinations and accounted for the acquisitions using the acquisition method from 27 March 2025, when control was obtained by the Group. The fair value of the pre-existing interest in SWS and GP on the date of acquisition of control is USD 33.9 million.

At the acquisition date, the identifiable assets acquired, and the liabilities assumed are recognised at their fair value. The fair value of the existing assets and liabilities approximated their carrying values.

The fair value of the previously held interest and consideration paid equated to the fair value of net identifiable assets acquired, resulting in neither excess nor deficit. Therefore, no goodwill or bargain gain has been recognised.

The following table summarises the recognised amount of assets and liabilities acquired at the acquisition date:

	Fair value on acquisition USD'000
Assets	
Property, plant and equipment	86,395
Trade and other receivables	4,127
Cash and cash equivalents	1,816
	92,338
Liabilities	
Loan and other borrowings	24,239
Trade and other payables	395
	24,634
Total identifiable net assets at fair value	**67,704**
50% of total identifiable net assets at fair value	**33,852**
Purchase consideration paid	33,852
Fair value of previously held equity interest	33,852
Less: fair value of net identifiable assets acquired	(33,852)
Goodwill/bargain gain recognised	**-**
Fair value of the previously held equity interest	27,082
Less: carrying value of the previously held equity interest	(30,480)
Loss on previously held equity interest in joint venture recognized in the consolidated statement of comprehensive income	**(3,398)**

SWS contributed revenues of USD 15 million and net profit after tax of USD 4.4 million to the Group's consolidated results for the period from 27 March to 31 December 2025.

The acquisitions have been accounted for using the acquisition method of accounting, and accordingly, the identifiable assets acquired, and liabilities assumed, have been recognised at their respective provisional fair values. These provisional amounts will be adjusted during the measurement period, or additional assets or liabilities recognised, to reflect new information obtained about facts and circumstances that existed as of the acquisition date.

35 Treasury shares

During the year, the Group appointed a licensed market maker on the Abu Dhabi Securities Exchange (ADX) that offers liquidity provision services, to place buy and sell orders of the Group's shares with the objective of reducing bid/ask spreads as well as reducing price and volume volatility. The shares are purchased for the Group's account by the market maker. The market maker trades and operates within the predetermined parameters approved by the Group. The Group has provided an initial funding of USD 19,061 thousand to the market maker to trade the Group's shares and carries all risks and rewards associated with the arrangement (Refer to note 17).

Given the nature and substance of the arrangement, the shares have been classified as 'Treasury shares' in Equity. At 31 December 2025, the market maker held 5,480,588 shares (31 December 2024: nil) on behalf of the Group, which are classified in equity under treasury shares at an average purchase price amounting to USD 8,805 thousand (31 December 2024: nil). During the year, a cumulative net profit of USD 531 thousand has been recognized directly in retained earnings, as reflected in the consolidated statement of changes in equity.

The movement in the number of shares held by the market maker during the year can be summarised as follows:

Opening number of shares on 1 January 2025	-
Acquired during the year	285,079,546
Sold during the year	(279,598,958)
Closing number of shares on 31 December 2025	5,480,588

36 SUBSEQUENT EVENTS

In the meeting of the Board of Directors on 10 February 2026, it was proposed that a final cash dividend of USD 81,250 thousand is paid in quarter two of 2026.

The Group entered into an unsecured senior corporate revolving credit facility (RCF) agreement with ADNOC, amounting to $2.0 billion with an incremental facility of $600 million. This replaces the revolving credit facility of USD 1.85 billion entered in 2023 (note 24).