Review report and interim financial information for the three months period ended 31 March 2021

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REPORT ON REVIEW OF INTERIM FINANCIAL INFORMATION

The Board of Directors Dubai Refreshment (P.J.S.C.) Dubai United Arab Emirates

Introduction

We have reviewed the accompanying condensed statement of financial position of **Dubai Refreshment** (**P.J.S.C.**) (the "Company"), as at 31 March 2021, and the related condensed statements of profit or loss, comprehensive income, changes in equity and cash flows for the three months period then ended and explanatory notes. Management of the Company is responsible for the preparation and fair presentation of these interim financial information in accordance with International Accounting Standard 34: *Interim Financial Reporting* ("IAS 34"). Our responsibility is to express a conclusion on this interim financial information based on our review.

Scope of Review

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

Conclusion

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

Deloitte & Touche (M.E.)

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Musa Ramahi Registration No.: 872 6 May 2021 Dubai United Arab Emirates

Condensed statement of financial position as at 31 March 2021

	Notes	31 March 2021 AED'000 (Unaudited)	31 December 2020 AED'000 (Audited)
ASSETS		()	()
Non-current assets			
Property, plant and equipment	4	609,109	618,910
Right-of-use assets		104,269	107,511
Intangible assets		10,864	11,779
Investment securities	5	89,867	71,897
Total non-current assets		814,109	810,097
Current assets			
Inventories		48,972	50,859
Trade and other receivables		184,721	167,485
Contract assets		8,390	8,011
Cash and cash equivalents	6	146,844	132,646
Total current assets		388,927	359,001
Total Assets		1,203,036	1,169,098
EQUITY AND LIABILITIES			
Equity			
Share capital		90,000	90,000
Statutory reserve		45,000	45,000
General reserve		618,401	618,401
Fair value reserve		58,784	40,814
Cash flow hedge reserve		621	1,377
Retained earnings		27,753	72,477
Total equity		840,559	868,069
Non-current liabilities			
Employees' end of service benefits		26,771	26,141
Lease liabilities- non-current portion		96,769	100,391
Total non-current liabilities		123,540	126,532
Current liabilities			
Trade and other payables		194,975	126,803
Lease liabilities- current portion		14,335	13,443
Contract liabilities		24,587	24,135
Term loans	10	5,040	10,116
Total current liabilities		238,937	174,497
Total Liabilities		362,477	301,029
Total Equity and Liabilities		1,203,036	1,169,098

To the best of our knowledge, and in accordance with the applicable reporting principles for interim financial reporting, the condensed interim financial statements present fairly in all material respects the financial position, financial performance and cash flows of the Company.

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Mr. Ahmad Bin Eisa Alserkal Chairman

Mr. Abdulla Mohamed Rashed Al Huraiz Director

Condensed statement of profit or loss (unaudited) for the three months period ended 31 March 2021

	Notes	Three months period ended 31 March	
		2021 AED'000	2020 AED'000
Revenue	11	133,570	142,055
Cost of sales		(82,993)	(94,905)
Gross profit		50,577	47,150
Other operating income		1,927	2,187
Selling and distribution expenses		(22,847)	(23,466)
General and administrative expenses		(12,585)	(12,060)
Amortisation of intangible assets		(915)	(1,058)
Operating income		16,157	12,753
Finance income		238	358
Finance costs		(28)	(135)
Lease interest costs		(1,034)	(1,085)
Dividend income		3,372	3,389
Other income, net		(429)	240
Profit for the period		18,276	15,520
Earnings per share in AED	8	0.20	0.17

Condensed statement of comprehensive income (unaudited) for the three months period ended 31 March 2021

	Three months period ended 31 March	
	2021	2020
	AED'000	AED'000
Profit for the period	18,276	15,520
Other comprehensive (loss)/ income Other comprehensive loss not to be reclassified to profit or loss in subsequent periods:		
Change in fair value of investment securities		
measured at FVOCI, equity instruments	17,970	(6,808)
Change in fair value of cash flow hedges	(756)	(1,877)
Total other comprehensive income/(loss)	17,214	(8,685)
Total comprehensive income for the period	35,490	6,835

Condensed statement of changes in equity for the three months period ended 31 March 2021

	Share capital AED'000	Statutory reserve AED'000	General reserve AED'000	Fair value reserve AED'000	Cash flow hedge reserve AED'000	Retained earnings AED'000	Total AED'000
At 1 January 2020 (audited)	90,000	45,000	618,401	50,308	(414)	82,808	886,103
Profit for the period Other comprehensive (loss)/income	-	- -	-	- (6,808)	(1,877)	15,520	15,520 (8,685)
Total comprehensive (loss)/income for the period Dividends declared (Note 7)	-	-	-	(6,808)	(1,877)	15,520 (63,000)	6,835 (63,000)
At 31 March 2020 (unaudited)	90,000	45,000	618,401	43,500	(2,291)	35,328	829,938
At 1 January 2021 (audited)	90,000	45,000	618,401	40,814	1,377	72,477	868,069
Profit for the period Other comprehensive income/(loss)	-	-	-	- 17,970	(756)	18,276	18,276 17,214
Total comprehensive income/(loss) for the period Dividend declared (Note 7)	-	-	-	17,970	(756)	18,276 (63,000)	35,490 (63,000)
At 31 March 2021 (unaudited)	90,000	45,000	618,401	58,784	621	27,753	840,559

Condensed statement of cash flows (unaudited) for the three months period ended 31 March 2021

	Three months period ended 31 March	
	2021	2020
	AED'000	AED'000
Cash flows from operating activities		
Profit for the period	18,276	15,520
Adjustments for:	44.000	
Depreciation on property, plant and equipment	11,098	11,345
Depreciation on right-of-use assets	3,376 915	3,155
Amortisation of intangible assets Finance costs, net	915 266	1,058 (223)
Loss/(gain) on sale of property, plant and equipment	480	(223)
Interest expense on lease	1,047	1,085
Dividend income	(3,372)	(3,389)
Provision for employees' end of service benefits	727	840
Operating cash flows before changes in operating assets and liabilities	32,813	29,358
Decrease/(increase) in inventories	1,887	(9,308)
Increase in trade and other receivables	(17,236)	(10,241)
(Increase)/decrease in contract assets	(379)	280
Increase/(decrease) in trade and other payables	8,616	(1,183)
Increase in contract liabilities	452	310
Cash generated from operations	26,153	9,216
Employees' end of service benefits paid	(97)	(301)
Net cash generated from operating activities	26,056	8,915
Cash flows from investing activities		
Purchase of property, plant and equipment	(3,236)	(1,593)
Proceeds from disposal of property, plant and equipment	1,459	38
Dividend income, net	3,372	3,389
Finance income net	(238)	358
Net cash generated from investing activities	1,357	2,192
Cash flows from financing activities		
Repayment of term loans	(5,076)	(5,245)
Director fees paid	(4,200)	(4,200)
Finance expense, paid	(28)	(135)
Lease payments	(3,911)	(3,453)
Net cash used in financing activities	(13,215)	(13,033)
Net increase/(decrease) in cash and cash equivalents	14,198	(1,926)
Cash and cash equivalents at beginning of the period	132,646	120,299
Cash and cash equivalents at 31 March	146,844	118,373

Notes to the interim financial information for the three months period ended 31 March 2021

1. Legal status and activities

Dubai Refreshment (P.J.S.C) (the "Company") was incorporated in Dubai in 1959 by a Decree issued by His Highness The Ruler of Dubai. The Company is listed on the Dubai Financial Market ("DFM"). The registered address of the Company is P.O. Box 420, Dubai, United Arab Emirates.

The Company is engaged in bottling and selling Pepsi Cola International products in Dubai, Sharjah and the other Northern Emirates of UAE. The Company also exports Pepsi Cola International products from time to time to foreign countries after obtaining authorisation from Pepsi Cola International. The Company holds 7Up and Aquafina bottling and selling rights for the whole of the UAE.

2. Basis of preparation and accounting policies

2.1 Basis of preparation

The interim financial information for the three months period ended 31 March 2021 has been prepared in accordance with IAS 34 "Interim Financial Reporting".

The interim financial information does not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Company's annual financial statements as at 31 December 2020.

In addition, results for the three months period ended 31 March 2021 are not necessarily indicative of the results that may be expected for the financial year ending 31 December 2021.

The financial information has been prepared under the historical cost convention except for a financial asset at fair value through other comprehensive income (FVOCI) that has been measured at fair value.

2.2 New standards, amendments and interpretations

(a) Amendment to standards and interpretations issued and effective during the financial year beginning 1 January 2021.

• Interest Rate Benchmark Reform – Phase 2

The amendments in Interest Rate Benchmark Reform- Phase 2 (Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16) introduce a practical expedient for modifications required by the reform, clarify that hedge accounting is not discontinued solely because of the IBOR reform, and introduce disclosures that allow users to understand the nature and extent of risks arising from the IBOR reform to which the entity is exposed to and how the entity manages those risks as well as the entity's progress in transitioning from IBORs to alternative benchmark rates, and how the entity is managing this transition.

- (b) New standards and amendments issued but not yet effective
- Classification of Liabilities as Current or Non-Current amendments to IAS 1 (effective from 1 January 2023). The amendments aim to promote consistency in applying the requirements by helping companies determine whether, in the statement of financial position, debt and other liabilities with an uncertain settlement date should be classified as current (due or potentially due to be settled within one year) or non-current;

Notes to the interim financial information for the three months period ended 31 March 2021

2. Basis of preparation and accounting policies (continued)

2.2 New standards, amendments and interpretations (continued)

- (b) New standards and amendments issued but not yet effective (continued)
- Property, Plant and Equipment Proceeds before Intended Use amendments to IAS 16 (effective from 1 January 2022). The amendments prohibit deducting from the cost of an item of property, plant and equipment any proceeds from selling items produced while bringing that asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Instead, an entity recognises the proceeds from selling such items, and the cost of producing those items, in profit or loss;
- Annual Improvements to IFRS Standards 2018–2020 (effective from 1 January 2022). The Annual Improvements include amendments to IFRS 1 First-time Adoption of International Financial Reporting Standards (effective from January 1, 2022), IFRS 9 Financial Instruments (effective from 1 January 2022), IFRS 16 Leases (effective date not yet decided) and IAS 41 Agriculture (effective from 1 January 2022).
- Disclosure of Accounting Policies Amendments to IAS 1 and IFRS Practice Statement 2 (effective from 1 January 2023). The amendments require that an entity discloses its material accounting policies, instead of its significant accounting policies. Further amendments explain how an entity can identify a material accounting policy. Examples of when an accounting policy is likely to be material are added. To support the amendment, the Board has also developed guidance and examples to explain and demonstrate the application of the 'four-step materiality process' described in IFRS Practice Statement 2.
- Definition of Accounting Estimates Amendments to IAS 8 (effective from 1 January 2023). The amendments replace the definition of a change in accounting estimates with a definition of accounting estimates. Under the new definition, accounting estimates are "monetary amounts in financial statements that are subject to measurement uncertainty". Entities develop accounting estimates if accounting policies require items in financial statements to be measured in a way that involves measurement uncertainty. The amendments clarify that a change in accounting estimate that results from new information or new developments is not the correction of an error.

The above stated new standards and amendments are not expected to have any significant impact on condensed financial information of the Company.

There are no other applicable new standards and amendments to published standards or IFRIC interpretations that have been issued that would be expected to have a material impact on the condensed financial information of the Company.

Notes to the interim financial information for the three months period ended 31 March 2021

2. Basis of preparation and accounting policies (continued)

2.3 Use of judgements and estimates

The preparation of condensed interim financial statements requires management to make judgement, estimates and assumptions that effect the application of the Company's accounting policies and the reported amounts of assets, liabilities, income and expense. Actual results may differ from these estimates.

The Company has consistently applied the estimates and judgements as applied by the Company in the annual financial statements for the year ended 31 December 2020.

The existence of novel coronavirus (Covid-19) was confirmed in early 2020 and has spread across globe, causing disruptions to businesses and economic activity. The unprecedented nature of the crisis, the lack of enough historical data, the low visibility and the high uncertainty related to its evolution, its duration and its impact on the economy in general and the business in particular, make the quantification of its adverse negative impact on the business difficult to assess accurately at this stage. The management considered several foreseeable areas of operational risk and implemented various measures to ensure the continuity of the operations, the availability of the network and the ability of the organisation to cope with the lock-down situation. Company did not shut down any of its production plants during the lock down period.

The Company will continue to monitor the situation and make the necessary judgements and estimates as may be required. The assumptions and estimates used by the Company will be revisited according to the evolution of the situation and the availability of data allowing better estimation.

3. Operating segment information

The Company operates in a single reporting segment of canning, bottling, distribution and trading of soft drinks and related beverages products. All the relevant information relating to this operating segment is disclosed in the condensed statement of financial position, condensed income statement and notes to the interim financial information.

Additional information required by IFRS 8 Segment Reporting, is disclosed below:

a) Information about geographical segments

During the quarter ended 31 March 2021, revenue from customers located in the Company's country of domicile (UAE) is AED 112,798 thousand (period ended 31 March 2020: AED 118,527 thousand) and revenue from customers outside UAE (foreign customers) is AED 20,772 thousand (period ended 31 March 2020: AED 23,528 thousand).

b) Major customers

During the period ended 31 March 2021 and 31 March 2020, there were no customers of the Company with revenues greater than 10% of the total revenue of the Company.

Notes to the interim financial information for the three months period ended 31 March 2021 (continued)

4. Property, plant and equipment

Additions and transfers

During the period ended 31 March 2021, the additions to property, plant and equipment amounted to AED 3,236 thousand (period ended 31 March 2020: AED 1,593 thousand).

Depreciation for the period ended 31 March 2021 amounting to AED 11,098 thousand (period ended 31 March 2020: AED 11,345 thousand).

During the period ended 31 March 2021, the Company transferred assets amounting to AED 189 thousand (2020: AED 3,838 thousand), from capital work in progress to buildings, plant and machinery, coolers and vending machine and freezers category in property, plant and equipment.

During the period ended 31 March 2021, assets with a net carrying value of AED 1,939 (period ended 31 March 2020: AED 5 thousand) were disposed of by the Company resulting in a net loss of AED 480 thousand (gain - period ended 31 March 2020: AED 33 thousand).

5. Investment securities

	31 March 2021 AED'000 (unaudited)	31 December 2020 AED'000 (audited)
Balance at the beginning of the period/year Change in market fair value for the period/year	71,897 17,970	81,391 (9,494)
Balance at the end of the period/year	89,867	71,897

6. Cash and cash equivalents

For the purpose of the condensed statement of cash flows, cash and cash equivalents comprise the following:

	31 March	31 December
	2021 AED'000	2020 AED'000
	(unaudited)	(audited)
Cash at bank and on hand	76,518	72,514
Short-term deposits with original maturity of less than three months	70,326	60,132
	146,844	132,646

7. Dividends

During the Annual General Meeting held on 24 March 2021 the shareholders approved a cash dividend of AED 0.70 per share totaling to AED 63 million relating to 2020 (period ended 31 March 2020: AED 0.70 per share totaling to AED 63 million relating to 2019) and will be paid subsequent to the period ended 31 March 2021.

Notes to the interim financial information for the three months period ended 31 March 2021 (continued)

8. Basic earnings per share

Basic and diluted earnings per share is calculated by dividing the profit for the period by the weighted average number of ordinary shares in issue during the period. There were no instruments or any other items which could cause a dilutive effect on the earnings per share calculation:

Three months period ended 31 March	
2021	2020
(Unaudited)	(Unaudited)
18,276	15,520
90,000	90,000
0.20	0.17
	31 M 2021 (Unaudited) 18,276 90,000

9. Related party transactions and balances

Related parties represent shareholders, directors and key management personnel of the Company, and entities controlled, jointly controlled or significantly influenced by such parties. Pricing policies and terms of these transactions are approved by the Company's management, which are substantially the same terms as those prevailing at the same time for comparable transactions with un-related parties.

The Company enters into transactions with companies and entities that fall within the definition of a related party as contained in IAS 24 *Related Party Disclosures*. Related parties comprise companies and entities under common ownership and/or common management and control and key management personnel.

The management decides on the terms and conditions of the transactions and of the services received/rendered from/to related parties, as well as on any other charges, which are substantially the same terms as those prevailing at the same time for comparable transactions with un-related parties.

Significant transactions with related parties included in the condensed statement of profit or loss are as follows:

	Three months period ended 31 March	
	2021	2020
	AED'000	AED'000
	(Unaudited)	(Unaudited)
Sales to a related party	309	401
Purchase from a related party	244	184

Notes to the interim financial information for the three months period ended 31 March 2021 (continued)

9. Related party transactions and balances (continued)

Compensation of key management personnel

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

	Three months period ended 31 March	
	2021 AED'000 (Unaudited)	2020 AED'000 (Unaudited)
Short-term benefits Employees' end of service benefits Director's sitting fee	2,868 125 60	2,775 386 80
	3,053	3,241

Significant balances with related parties included in the condensed statement of financial position:

	31 March 2021 AED'000 (Unaudited)	31 December 2020 AED'000 (Audited)
Due from a related party Other related party (included in trade and other receivables) Oman Refreshments Company Limited	309	190
Due to a related party Other related party (included in trade and other payables) Oman Refreshments Company Limited	276	1,094

Amounts due from and due to a related party is not offset as management has assessed that these financial assets and liabilities do not meet the offset criteria described in *IAS 32 - Financial Instruments: Presentation.* Amount due from related parties are interest free and payable on demand.

10. Term loans

	Current portion AED'000	Non-current portion AED'000	Total AED'000
Loan 1 (a) Loan 2 (a)	3,516 1,524	-	3,516 1,524
Balance at 31 March 2021	5,040	-	5,040
Balance at 31 December 2020	10,116	-	10,116

(a) The Company obtained two term loans denominated in US Dollar to finance the acquisition of new plant and machinery. The loans are repayable in 14 semi-annual instalments commenced from 15 January 2015 and carry interests at 6 months LIBOR plus margin as per market. In AED terms, the outstanding amount as of 31 March 2021 is AED 5.04 million (31 December 2020: AED 10.1 million).

Notes to the interim financial information for the three months period ended 31 March 2021 (continued)

11. Revenue

	Three months period ended 31 March		
	2021 202		
	AED'000	AED'000	
	(Unaudited)	(Unaudited)	
Local sales			
Long term contracts	77,870	78,306	
Transaction based contracts	34,928	40,221	
	112,798	118,527	
Export sales			
Long term contracts	11,245	7,813	
Transaction based contracts	9,527	15,715	
	20,772	23,528	
Total revenue	133,570	142,055	

12. Profit for the period

The profit for the period is stated after charging:

	Three months period ended 31 March	
	2021 AED'000 (Unaudited)	2020 AED'000 (Unaudited)
Staff cost	22,155	22,204
Depreciation expense	14,474	14,500

13. Contingencies and capital commitments

	31 March 2021	31 December 2020
	AED'000 (unaudited)	AED'000 (audited)
Bank guarantees	8,978	8,978

Notes to the interim financial information for the three months period ended 31 March 2021 (continued)

13. Contingencies and capital commitments (continued)

During the year ended 31 December 2018, the Company filed objections with regards to the excise duty levied by the Federal Tax Authority's ("Authority" or "FTA") on the inventory in hand of carbonated drinks as on 1 October 2017 being the effective date of the excise duty. The objections were filed with Tax Disputes Settlement Committee ("Committee") relating to excise duty for penalty amount of about AED 20.8 million recorded under "Trade and other receivables". In April 2019, the Committee awarded the decision to reduce the penalty to AED 8.8 million. The Company and the authority both have filed appeals against the decision before the Federal courts of UAE in accordance with the applicable laws and regulations. On 26 July 2020, the Court of First Instance has ruled to cancel all administrative penalties and ordered FTA to return such penalties to the Company. FTA appealed against the decision of Court of First Instance and it was rejected in November 2020 by the Abu Dhabi Court of Appeal who retained the verdict of the First Court of Instance.

The authority appealed in UAE's Federal Supreme Court against the judgement. The Court has dismissed the appeal against taxes and administrative fines and penalties imposed by FTA against the Company, in connection with excise taxes on 3rd March 2021. The decision is final and executable as no further appeals can be made against the judgement of UAE's Federal Supreme Court.

14. Fair values of financial instruments

Financial instruments comprise financial assets and financial liabilities.

Financial assets consist of cash on hand and bank balances, receivables, contract assets, derivatives and investment securities. Financial liabilities consist of bank borrowings, payables, contract liabilities and derivatives.

The fair values of financial instruments are not materially different from their carrying values.

Fair value hierarchy

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities.

- Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.
- Level 3: techniques which use inputs which have a significant effect on the recorded fair value that are not base on observable market data.

As at reporting date, the Company held the following financial instruments measured at fair value:

Assets measured at fair value

	Total AED'000	Level 1 AED'000	Level 2 AED'000	Level 3 AED'000
31 March 2021 (unaudited)				
Investment securities				
Quoted equity shares consumer products sector (Note 5)	89,867	89,867		
Positive fair value of derivatives - held as cash flow hedge	621		621	

Notes to the interim financial information for the three months period ended 31 March 2021 (continued)

14. Fair values of financial instruments (continued)

Assets measured at fair value

	Total AED'000	Level 1 AED'000	Level 2 AED'000	Level 3 AED'000
31 December 2020 (audited) Investment securities				
Quoted equity shares				
Consumer products sector (Note 5)	71,897	71,897	-	
Positive fair value of derivatives				
- held as cash flow hedge	1,377	-	1,377	-

15. Seasonality of results

No income of seasonal nature was recorded in the condensed financial statements for the three-months period ended 31 March 2021 and 2020.

16. Non-cash transaction

During the period, the Company entered into the following non-cash transactions which are not reflected in the statement of cash flow:

	Three months period ended 31 March	
	2021 (Unaudited) AED'000	2020 (Unaudited) AED'000
Dividend payable	63,000	63,000

17. Approval of interim financial information

The interim financial information was approved by the Board of Directors and authorised for issue on 6 May 2021.