Review report and interim financial information for the six months period ended 30 June 2022

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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 30 June 2022, and the related condensed statements of profit or loss, comprehensive income, changes in equity and cash flows for the six months period then ended. 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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Akbar Ahmad Registration No.: 1141 8 August 2022 Dubai United Arab Emirates

Condensed statement of financial position as at 30 June 2022

	Notes	30 June 2022 AED'000 (Unaudited)	31 December 2021 AED'000 (Audited)
ASSETS		(Chaudheu)	(Addited)
Non-current assets			
Property, plant and equipment	4	598,926	586,580
Right-of-use assets		90,891	97,589
Intangible assets		6,355	8,214
Investment in financial assets	5	118,696	118,696
Total non-current assets		814,868	811,079
Current assets			
Inventories		83,415	76,960
Trade and other receivables		185,328	200,502
Cash and cash equivalents	6	190,206	155,816
Total current assets		458,949	433,278
Total Assets		1,273,817	1,244,357
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		87,613	87,613
Cash flow hedge reserve		(698)	(179)
Retained earnings		93,610	102,073
Total equity		933,926	942,908
Non-current liabilities			
Employees' end of service benefits		30,295	28,077
Lease liabilities- non-current portion		86,560	91,897
Total non-current liabilities		116,855	119,974
Current liabilities		1 <u></u> 21	· · · · · · · · · · · · · · · · · · ·
Trade and other payables		210,152	167,854
Lease liabilities - current portion		12,884	13,621
Total current liabilities		223,036	181,475
Total Liabilities		339,891	301,449
Total Faulta and Market		19 <u></u>	
Total Equity and Liabilities		1,273,817	1,244,357

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.

Mr. Ahmad Bin Eisa Alserkal Chairman

Mr. Abdulla Mohamed Rashed Al Huraiz Director

The accompanying notes form an integral part of this interim financial information.

Condensed statement of profit or loss (unaudited) for the six months period ended 30 June 2022

	Notes	Six months period ended 30 June		Three months	period ended June
		2022 AED'000 (Unaudited)	2021 AED'000 (Unaudited)	2022 AED'000 (Unaudited)	2021 AED'000 (Unaudited)
Revenue	11	363,471	296,536	185,150	162,966
Cost of sales		(235,643)	(182,332)	(123,689)	(99,339)
Gross profit		127,828	114,204	61,461	63,627
Other operating income		3,903	3,945	2,082	2,018
Selling and distribution expenses		(50,906)	(46,447)	(26,514)	(23,600)
General and administrative expenses		(28,212)	(25,860)	(15,240)	(13,275)
Amortisation of intangible assets		(1,859)	(1,831)	(929)	(916)
Operating income		50,754	44,011	20,860	27,854
Finance income		483	318	218	80
Finance cost		(36)	(65)	(27)	(37)
Lease interest cost		(1,820)	(2,031)	(897)	(997)
Dividend income		4,048	3,372	(21)	-
Other income/(loss), net		1,108	(498)	555	(69)
Profit for the period		54,537	45,107	20,688	26,831
Earnings per share in AED	8	0.61	0.50	0.23	0.30

The accompanying notes form an integral part of this interim financial information.

Condensed statement of comprehensive income (unaudited) for the six months period ended 30 June 2022

	Six months period ended 30 June		Three months 30	period ended) June
	2022 AED'000 (Unaudited)	2021 AED'000 (Unaudited)	2022 AED'000 (Unaudited)	2021 AED'000 (Unaudited)
Profit for the period	54,537	45,107	20,688	26,831
Other comprehensive (loss)/income Other comprehensive income/(loss) not to be reclassified to profit or loss in subsequent periods:				
Change in fair value of investment securities measured at FVOCI, equity instruments (Note 5)	-	18,310	12	340
Change in fair value of cash flow hedges	(519)	(1,377)	(3,459)	(621)
Total other comprehensive (loss)/income	(519)	16,933	(3,447)	(281)
Total comprehensive income for the period	54,018	62,040	17,241	26,550

Condensed statement of changes in equity for the six months period ended 30 June 2022

	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 2021 (audited)	90,000	45,000	618,401	40,814	1,377	72,477	868,069
Profit for the period Other comprehensive income/(loss)	-	- -	-	18,310	(1,377)	45,107	45,107 16,933
Total comprehensive income/(loss) for the period Dividend declared (Note 7)	-	-	-	18,310	(1,377)	45,107 (63,000)	62,040 (63,000)
At 30 June 2021 (unaudited)	90,000	45,000	618,401	59,124	-	54,584	867,109
At 1 January 2021 (audited)	90,000	45,000	618,401	87,613	(179)	102,073	942,908
Profit for the period Other comprehensive loss	-	-	-	-	(519)	54,537	54,537 (519)
Total comprehensive income/(loss) for the period Dividend declared (Note 7)	-	-	-	-	(519)	54,537 (63,000)	54,018 (63,000)
At 30 June 2022 (unaudited)	90,000	45,000	618,401	87,613	(698)	93,610	933,926

The accompanying notes form an integral part of this interim financial information.

Condensed statement of cash flows (unaudited) for the six months period ended 30 June 2022

	Six months period ended 30 June	
	2022	2021
	AED'000	AED'000
Cash flows from operating activities	54 527	45 107
Profit for the period	54,537	45,107
Adjustments for: Amortisation of intangible assets	1,859	1,831
Depreciation on property, plant and equipment	1,859	22,218
Depreciation on right-of-use assets	6,698	6,734
Finance income	(447)	(253)
(Gain)/loss on sale of assets	(274)	958
Lease interest costs	1,820	2,044
Dividend income	(4,048)	(3,372)
Provision for employees' end of service benefits	2,886	1,483
Operating cash flows before changes in operating assets and liabilities	82,345	76,750
Increase in inventories	(6,455)	(17,689)
Decrease/(increase) in trade and other receivables	15,174	(20,412)
Increase in trade and other payables	45,379	23,798
Cash generated from operations	136,443	62,447
Employees' end of service benefits paid	(668)	(405)
Net cash generated from operating activities	135,775	62,042
Cash flows from investing activities		
Purchase of intangible assets	-	(78)
Purchase of property, plant and equipment	(31,769)	(6,565)
Proceeds from disposal of property, plant and equipment	383	1,059
Dividend income, net	4,048	3,372
Finance income, net	483	318
Net cash used in investing activities	(26,855)	(1,894)
Cash flows from financing activities		
Repayment of term loans	-	(5,061)
Director fees paid	(3,600)	(4,200)
Dividends paid	(63,000)	(63,000)
Finance expense, paid	(36)	(65)
Lease payments	(7,894)	(7,874)
Lease payments	(7,074)	(7,074)
Net cash used in financing activities	(74,530)	(80,200)
Net increase/(decrease) in cash and cash equivalents	34,390	(20,052)
Cash and cash equivalents at beginning of the period	155,816	132,646
Cash and cash equivalents at 30 June	190,206	112,594

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.

Federal Law No. 32 of 2021 on Commercial Companies (the "New Companies Law") was issued on 20 September 2021 and came into effect on 2 January 2022, to entirely replace Federal Law No. 2 of 2015 on Commercial Companies, as amended (the "2015 Law"). The Company is in the process of reviewing the new provisions and will apply the requirements thereof no later than one year from the date on which the amendments came into effect.

2. Basis of preparation and accounting policies

2.1 Basis of preparation

The interim financial information for the six months period ended 30 June 2022 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 2021.

In addition, results for the six months period ended 30 June 2022 are not necessarily indicative of the results that may be expected for the financial year ending 31 December 2022.

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 2022.
- 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 1 January 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).

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
- 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;
- 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 assessment are under process by the Company. However, they 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.

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 2021.

2. Basis of preparation and accounting policies (continued)

2.3 Use of judgements and estimates (continued)

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 period ended 30 June 2022, revenue from customers located in the Company's country of domicile (UAE) is AED 320,070 thousand (period ended 30 June 2021: AED 250,149 thousand) and revenue from customers outside UAE (foreign customers) is AED 43,401 thousand (period ended 30 June 2021: AED 46,387 thousand).

b) Major customers

During the period ended 30 June 2022 and 30 June 2021, there were no customers of the Company with revenues greater than 10% of the total revenue of the Company.

4. Property, plant and equipment

Additions and transfers

During the period ended 30 June 2022, the additions to property, plant and equipment amounted to AED 31,769 thousand (period ended 30 June 2021: AED 6,565 thousand).

Depreciation for the period ended 30 June 2022 amounting to AED 19,314 thousand (period ended 30 June 2021: AED 22,218 thousand).

During the period ended 30 June 2022, the Company has transferred assets of AED 881 thousand (period ended 30 June 2021: AED 2,888 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 30 June 2022, assets with a net carrying value of AED 109 thousand (period ended 30 June 2021: AED 2,017 thousand) were disposed of by the Company resulting in a net gain of AED 274 thousand (loss - period ended 30 June 2021: AED 958 thousand).

Notes to the interim financial information for the six months period ended 30 June 2022 (continued)

5. Investment in financial assets

	30 June 2022 AED'000	31 December 2021 AED'000
Investment in equity instruments designated as at FVOCI	(unaudited)	(audited)
Balance at the beginning of the period/year Change in fair value for the period/year	118,696	71,897 46,799
Balance at the end of the period/year	118,696	118,696

6. Cash and cash equivalents

Cash and cash equivalents comprise the following:

	30 June	31 December
	2022	2021
	AED'000	AED'000
	(unaudited)	(audited)
Cash at bank and on hand	84,919	50,363
Short-term deposits with original maturity of less than six months	105,287	105,453
	190,206	155,816

7. Dividends

During the Annual General Meeting held on 24 March 2022 the shareholders approved a cash dividend of AED 0.70 per share totaling to AED 63 million relating to 2021 (period ended 30 June 2020: AED 0.70 per share totaling to AED 63 million relating to 2020).

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:

	Six months period ended 30 June			s period ended) June
	2022	2021	2022	2021
	AED'000	AED'000	AED'000	AED'000
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Profit for the period (AED'000)	54,537	45,107	20,688	26,831
Weighted average number of ordinary shares ('000)	90,000	90,000	90,000	90,000
Earnings per ordinary share - Basic and diluted (AED)	0.61	0.50	0.23	0.30

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:

	Six months period ended 30 June			s period ended) June
	2022	2021	2022	2021
	AED'000	AED'000	AED'000	AED'000
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Sales to a related party	891	714	494	405
Purchases from a related party	2,036	1,102	1,140	857

Compensation of key management personnel

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

	Six months period ended 30 June		Three months period ende 30 June	
	2022 2021		2022	2021
	AED'000 (Unaudited)	AED'000 (Unaudited)	AED'000 (Unaudited)	AED'000 (Unaudited)
Short-term benefits	5,880	5,702	2,960	2,834
Employees' end of service benefits	657	251	531	126
Director's sitting fee	70	120	20	60
	6,607	6,073	3,511	3,020

9. Related party transactions and balances (continued)

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

	30 June 2022	31 December 2021
	AED'000	AED'000
	(Unaudited)	(Audited)
Due from a related party		
Other related party (included in trade and other receivables)		
Oman Refreshments Company Limited	339	297
<i>Due to a related party</i> <i>Other related party (included in trade and other payables)</i>		
Oman Refreshments Company Limited	577	528

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. Revenue

	Six months period ended 30 June		Three months period ended 30 June	
	2022	2021	2022	2021
	AED'000	AED'000	AED'000	AED'000
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Local sales				
Long term contracts	218,554	175,988	111,007	98,118
Transaction based contracts	101,516	74,161	50,245	39,233
	320,070	250,149	161,252	137,351
Export sales				
Long term contracts	29,599	25,616	16,182	14,371
Transaction based contracts	13,802	20,771	7,716	11,244
	43,401	46,387	23,898	25,615
Total revenue	363,471	296,536	185,150	162,966

Notes to the interim financial information for the six months period ended 30 June 2022 (continued)

11. Profit for the period

The profit for the period is stated after charging:

	Six months period ended 30 June		Three months period ended 30 June	
	2022 AED'000 (Unaudited)	2021 AED'000 (Unaudited)	2022 AED'000 (Unaudited)	2021 AED'000 (Unaudited)
Staff cost	48,522	44,803	25,468	22,648
Depreciation expense	26,012	28,953	13,013	14,479

12. Contingencies and capital commitments

(30 June 2022 AED'000 unaudited)	31 December 2021 AED'000 (audited)
Bank guarantees	10,431	11,359

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 the UAE's Federal Supreme Court. The Company has filed an execution file in Abu Dhabi Court on 20 May 2021 and amount has been received during the reporting period.

13. 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 in equity instruments designated as at FVOCI. 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.

Notes to the interim financial information for the six months period ended 30 June 2022 (continued)

13. Fair values of financial instruments (continued)

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

30 June 2022 (unaudited) <i>Investment in financial assets</i>	Total AED'000	Level 1 AED'000	Level 2 AED'000	Level 3 AED'000
Quoted equity investments - FVTOCI (Note 5)	118,696	118,696		
Negative fair value of derivatives - held as cash flow hedge	698		698	
Assets measured at fair value				
31 December 2021 (audited) Investment in financial assets	Total AED'000	Level 1 AED'000	Level 2 AED'000	Level 3 AED'000
Quoted equity investments -FVTOCI (Note 5)	118,696	118,696		-
Negative fair value of derivatives - held as cash flow hedge	179		179	

14. Seasonality of results

No income of seasonal nature was recorded in the condensed financial statements for the six months period ended 30 June 2022 and 2021.

15. Approval of interim financial information

The interim financial information was approved by the Board of Directors and authorised for issue on 8 August 2022