



ANNUAL REPORT

2020



**UPAC**

**UNITED PROJECTS CO.**  
FOR AVIATION SERVICES | K.S.C.P



SNOW PLAY

RM  
ريوم مول  
Reem Mall

# TABLE OF CONTENTS

Company Profile	2
Board of Directors	4
Vice Chairperson and CEO Message	6
Financial Highlights	8
Corporate Social Responsibility	12
Corporate Governance Report	16
Independent Auditor's Report	34
Consolidated Financial Statements	40

## Company Profile

United Projects for Aviation Services Co. (UPAC), is a leading full-service commercial real estate development and facilities management company, operating in Kuwait since 2000. UPAC is publicly traded on Boursa Kuwait, and is one of Agility's infrastructure companies, a global leading logistics provider and the largest logistics company in the Middle East.

The company focuses its efforts on the investment and management of real estate and other large key projects within Kuwait, with a specialization in Build Operate Transfer (BOT) initiatives. UPAC's core services include real estate management, project management and consultancy, as well as maintenance and facilities management services. UPAC's customer base includes a wide range of leading retailers, food and beverage companies, airline companies and financial institutions.

### UPAC's key projects include:

#### Kuwait International Airport

UPAC manages 10,000 square meters of commercial space at the airport, in addition to the provision of maintenance and facilities management services. The 24/7 operation includes the management of over 200 retail units covering restaurants, telecom operators, banks, car rental companies amongst others. Under its management are two check-in zones with a total of 64 counters, as well as a multi-story parking facility accommodating 1,500 vehicles in the short-term car park and 700 vehicles in the long-term car park.

#### Terminal 4

UPAC manages the parking lot and related facilities at Terminal 4 (T4), which holds a total capacity of 2,457 parking spaces (657 in the long-term parking and 1,800 in the short-term parking), all of which are shaded and spacious, and a short walk to the satellite building where passengers can easily cross the departure bridge connected directly to the terminal.

The parking lots utilize state-of-the-art parking equipment that UPAC has installed and manages. These include technologies such as license plate recognition technology, and automated entry and exit lanes. In addition, UPAC has installed Auto Pay Stations for swift and convenient customer payment, further facilitating customers' entrance and exit to the T4 terminal.

#### Sheikh Saad Terminal

UPAC manages over 2,000 square meters of commercial space inside the airport's terminal that includes a variety of restaurants, coffee shops, business center and offices. In addition, the company provides end to end maintenance and facilities management services within the terminal, including the supervision of the car parks and other related facilities.

#### Reem Mall

UPAC is part of a consortium and a major investor in Abu Dhabi's Reem Mall, the \$1.2 billion mega mall covering 2.9 million square feet, comprised of 450 stores and food and beverage outlets, and will offer a wide range of education attractions and family-focused entertainment such as Snow Park Abu Dhabi. The mall will also be home to a first-of-its-kind fully integrated omni-channel retail ecosystem with fully enabled digital, e-commerce and logistics capabilities, bringing together all consumer and retailer services ensuring a seamless experience.

Development of Reem Mall is well underway and is more than 75% complete, as of December 2020. The Mall will also deliver an integrated 23,000 square feet e-commerce logistics hub, empowering retailers to activate their own store-to-door or click-and-collect services as well as last mile delivery.

#### Discovery Mall

Discovery Mall offered a host of educational, cultural, and entertainment activities geared towards children and the youth segment in Kuwait. UPAC managed the commercial retail space within the mall and maintained a high utilization rate. Following the court's cassation ruling, UPAC handed over the Discovery Mall project to the Touristic Enterprises Co. in August 2020. The property is no longer under UPAC's portfolio of managed properties in Kuwait.





## **Tarek Al Mousa**

**Chairman of the Board of Directors**

**Member of the Board Nomination and Remuneration Committee (BNRC)**

As Chairman, Tarek Al Mousa provides leadership to the Board of Directors and acts as a direct liaison between the board and executive management. He also oversees the company's corporate governance program and aims to protect the interests of investors and stakeholders. In addition, Tarek is also the Vice Chairman and CEO of the Metal and Recycling Company (MRC). MRC is a waste management company offering the latest practical and cost effective solutions to manage the complexities of responsible waste management. Tarek also managed several executive positions within Agility, last serving as the Executive Director of Strategic Programs. Tarek holds a bachelor's degree in Mass Media and Sociology from the University of Evansville, Indiana.



## **Nadia Akil**

**Vice Chairperson and CEO**

**Member of the Board Nomination and Remuneration Committee (BNRC)**

Nadia Akil is the Vice Chairperson and CEO of UPAC, and is responsible for the overall operations of UPAC. In her leadership role she has revitalized the company's internal structure and functional operations by driving business development initiatives and optimizing the operation. She joined UPAC in 2012 after holding various senior positions within Agility's Investments Group and Corporate Development team. She also currently serves as Vice Chairperson of UPAC's subsidiary, Royal Aviation. Prior to Agility, Akil was part of the Global Wealth Management Group at Citigroup in London. Nadia holds a master's degree from Columbia University's School of International and Public Affairs with a concentration in finance and business, and a bachelor's degree from Georgetown University in Washington, D.C.



## **Hassan El Houry**

**Non-Executive Board Member**

**Chairman of the Board Risk and Audit Committee (BRAC)**

Hassan El Houry is currently the Chairman of the Board of Directors of National Real Estate Company (NREC) and Royal Aviation (UPAC subsidiary). He is also the Group CEO of National Aviation Services (NAS), the fastest growing aviation services provider in the Middle East, Africa and South Asia. In 2014, Hassan El Houry was honored by the World Economic Forum in Davos as a Young Global Leader given his experience and contributions in the field of aviation and airport services. Hassan is also a member in the Young Presidents' Organization (YPO) and serves as the director in the Wharton Alumni Club in the Middle East. El Houry holds a Master's of Business Administration (MBA) from the University of Pennsylvania's Wharton School of Business and a bachelor's degree from the American University of Beirut.



### **Zuhair Al Zamel**

**Non-Executive and Independent Member**

**Chairperson of the Board Nomination and Remuneration Committee (BNRC)**

**Member of the Board Risk and Audit Committee (BRAC)**

Zuhair Al Zamel has been a member of UPAC'S Board of Directors since 2008. He held various positions with the Directorate General of Civil Aviation (DGCA) for over 30 years, and most recently as Vice General Director of Civil Aviation for Airport Affairs. He also served as a Consultant for National Aviation Services (NAS) from 2009 until 2015. Zuhair graduated from the University of California, Santa Barbara (UCSB) with a bachelor's degree in Electrical Engineering.



### **Majed Al Ajeel**

**Non-Executive Member**

**Member of the Board Risk and Audit Committee (BRAC)**

Majed Al Ajeel is the Chairperson of Burgan Bank and has held this position since 2010. He also serves as a Member of the Kuwait Banking Association. Prior to 2012, held the position of Vice Chairperson and CEO of UPAC. Majed holds both a bachelor's and a master's degree from the Catholic University of America.

## CEO Message



Dear Shareholders,

On behalf of UPAC's Board of Directors, I thank our valued shareholders for your continuous support and trust. UPAC's 2020 Annual Report details our financial performance and main accomplishments during the financial year of 2020.

2020 was a challenging year. Although we took necessary steps to reduce cost and mitigate related risks during the course of the year, our operations in Kuwait were directly impacted by the various measures taken by the government to limit travel in response to the COVID-19 pandemic, along with closures of all shopping malls across the country for much of 2020. We continue to work closely with the Directorate General of Civil Aviation and other government authorities as they take steps to contain the pandemic in Kuwait and ensure a smooth transition once airport traffic picks up again.

Despite these challenges and a difficult work environment, most of our essential operations have continued undisrupted, even during the lockdown period. We also continued to optimize and improve our digital services to enhance the customer experience at Kuwait International Airport's Terminal 1 and Terminal 4.

In 2020, UPAC reported a net loss of KD 3.27M, equivalent to earning per share of 13.3 fils, a decrease of 135% from 2019. Full-year UPAC revenue fell 49% from 2019 to KD 6.73M, and EBITDA declined 69% from 2019 to KD 2.59M.

The Company operates four major projects in Kuwait, and one in Abu Dhabi currently under development. UPAC manages the operations at Kuwait International Airport's main Terminal 1, including the management of real estate at the airport mall, parking and related facilities, in addition to the management of parking facilities at the airport's Terminal 4 and Sheikh Saad Terminal. In Abu Dhabi, construction at Reem Mall is ongoing and was more than 75% complete as of December 2020.

The Discovery Mall project was operational until August 2020, when it was handed over to the Touristic Enterprises Co. following the court's cassation ruling. The property is no longer under UPAC's portfolio of managed properties in Kuwait.

At the Kuwait International Airport, we are introducing and implementing new digital services and automated parking and payment features for customers at both Terminal 1 and at Terminal 4. Our aim is to enhance our customers' experience with smooth and quick access when travelling or visiting the airport mall.

### Board of Directors

During February 2019, UPAC increased its issued and paid-up capital by KD 3,275,000 divided into 32,750,000 ordinary shares. During the fourth quarter, the company increased its issued and paid-up capital by KD 28,340,000, divided into 218,000,000 ordinary shares (including KD 21,800,000 nominal value, in addition to KD 6,540,000 issuance premium). The company's shareholders subscribed to all the issued shares during the subscription period, which closed on December 15, 2020. The impact of the capital increase has been reflected in the financial statements for the period ending on December 31, 2020.

The Board of Directors has recommended against the distribution of dividends for the fiscal year ending December 31, 2020. This recommendation is subject to the approval of the Company's General Assembly and regulatory authorities.



## Reem Mall

Positioned on Reem Island, Reem Mall will become the region's leading leisure, shopping, and travel destinations. The mall will also be home to a first-of-its-kind integrated omni-channel retail ecosystem with fully enabled digital, e-commerce and logistics capabilities, bringing together all consumer and retail services to ensure a seamless experience for consumers and retailers.

Covering 2.9 million square feet and valued at \$1.2 billion, the Mall is set to be an icon for the retail and leisure industry in Abu Dhabi and the UAE. The mall will feature Snow Abu Dhabi, operated by Majid Al Futtaim. The 10,000 m<sup>2</sup> snow-play destination will be an enchanted world with a wide range of activities spread across several distinct zones, offering snowy activities to family members of all ages. Reem Mall will offer 450 stores and restaurants including the largest hypermarket in the capital, in addition to various unique entertainment and edutainment features. The mall will also contain a 23,000 square foot e-commerce logistics hub to support click and collect, hands free shopping and store to door last mile delivery. Reem Mall is also working towards creating a knowledge sharing technology center, with the aim to support Abu Dhabi's long-term vision and focus on supporting small and medium enterprises (SMEs) and to foster local entrepreneurship in UAE.

Reem Mall is being developed by Al Farwaniya Property Developments, a partnership between three Kuwait-based companies: Agility, Agility affiliate United Projects for Aviation Services Company (UPAC), and the National Real Estate Company (NREC). Together, the three companies have a sound financial base, extensive experience in asset management and commercial real estate development, and a successful track record of mall operations.

## Corporate Governance

UPAC is committed to transparency and responsible management in order to protect its shareholders' rights and comply with the regulations set by the Capital Markets Authority (CMA). Enclosed is the Company's published Corporate Governance Report, outlining the various activities and committees in line with the corporate governance framework.

## Corporate Social Responsibility

As part of our Corporate Social Responsibility (CSR) program, we have continued to uphold UPAC's commitment to the community through various initiatives led by the company and its volunteers. UPAC's CSR projects in 2020 included: providing financial support to the Kuwait Red Crescent Society in their campaign "Aid for Eastern Africa," a tree planting initiative with Green Hands Environmental Team, and teaming up with Agility to support International Medical Corps following the Beirut blast amongst other charity events. In addition, we granted rental waivers to our tenants at both the Kuwait International Airport and Discovery Mall to support them in light of the negative business impact resulting from the COVID-19 pandemic.

Please refer to our CSR section for further details about our 2020 initiatives.

Lastly, I would also like to extend my sincere appreciation to our Shareholders, Board of Directors, and the Capital Markets Authority for their ongoing support throughout the year

## Nadia Akil

Vice Chairperson and CEO







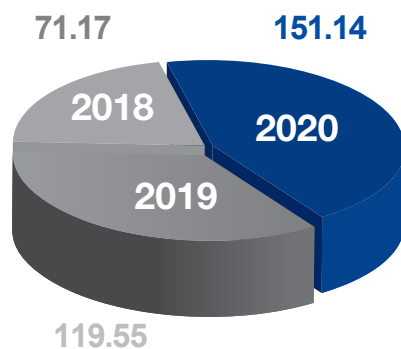
**FINANCIAL  
HIGHLIGHTS**

## FINANCIAL HIGHLIGHTS

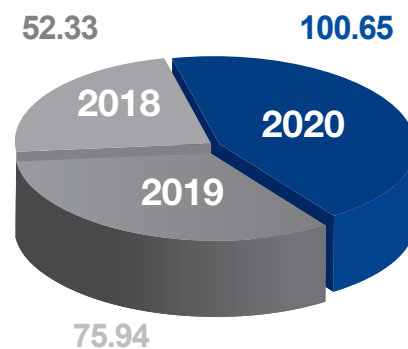
Amount in (KD Mln)

	2018	2019	2020
Revenues	13.72	13.42	6.73
EBITDA	9.59	8.43	2.59
Net Profit	9.75	8.95	(4.09)
EPS (fils)	80.16	38.92	(13.3)
Total Assets	71.17	119.55	151.14
Shareholder's equity	52.33	75.94	100.65

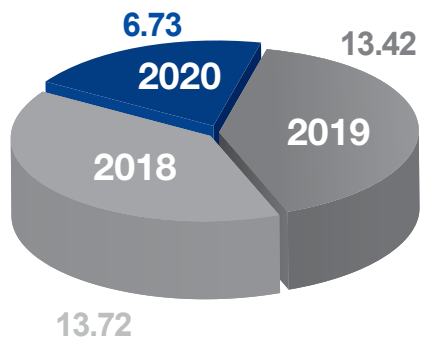
Total Assets (KD Mln)



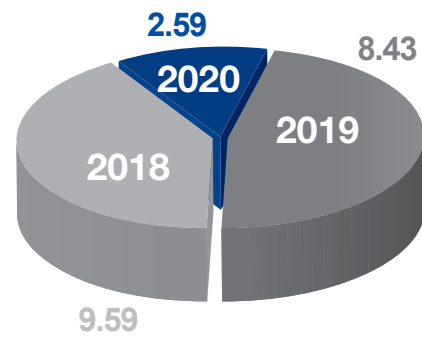
Shareholders Equity (KD Mln)



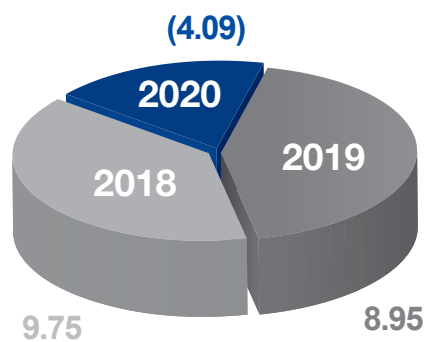
Revenue (KD Mln)



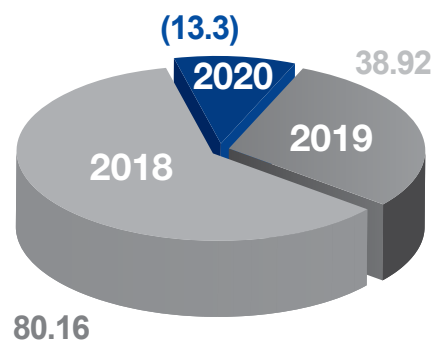
EBITDA (KD Mln)



Net Profit (KD Mln)



EPS (Fils)







**CORPORATE  
SOCIAL  
RESPONSIBILITY**

# CORPORATE SOCIAL RESPONSIBILITY (CSR)

UPAC's Corporate Social Responsibility (CSR) program is an important part of the company's commitment to act ethically and sustainably. Our CSR framework this year focused on environmental and community programs, as well as on supporting local and international charities.

## UPAC Plants Trees for Earth Day 2020

In collaboration with Green Hands Environmental Team, a local non-profit organization, UPAC organized a tree planting activity at Al Andalus public gardens in celebration of Earth Day 2020.

Thirty-three volunteers from the company, along with their families, took part in planting nearly 350 plants with the aim of conserving and beautifying the area by increasing the number of trees there.



## Breast Cancer Awareness Campaign

UPAC organized a seminar themed "Let's Tie One More Ribbon for Breast Cancer" for employees and visitors of Kuwait International Airport to raise awareness about breast cancer. Various subjects were covered such as the causes and risk factors, self-examination and early detection, clinical manifestations, preventive methods, as well as treatments. Educational brochures were provided to participants, who also received preferential rates for early screening visits to private hospitals.



## Donation to KRCS's "Aid for Eastern Africa" Campaign

UPAC supported the Kuwait Red Crescent Society (KRCS) in its campaign "Aid for Eastern Africa," which aimed to raise funds for East African countries with populations in need of basic necessities such as food, water, and healthcare.

Through this campaign, UPAC's employees were able to participate by providing cash donations that were matched dollar for dollar by the company. Over the last few years, UPAC has supported a variety of charity programs to benefit education and communities at different levels.





### Donations to Lebanon Relief Effort

On August 4, a massive explosion tore through Beirut, killing hundreds of people, injuring more than 5,000 and leaving more than 300,000 homeless. UPAC joined forces with Agility to support the International Medical Corps, providing urgent medical supplies and staff to area hospitals and deploying mobile medical units to the affected communities.

Various mobile medical teams were deployed throughout Lebanon to support local health clinics following the disaster, and to help in the further prevention of disease outbreaks and malnutrition across vulnerable communities.



### UPAC Supports Repatriation Efforts during COVID-19 Pandemic

In support of the Directorate General of Civil Aviation's (DGCA) repatriation efforts for citizens returning to Kuwait, UPAC offered complimentary parking services at its facilities at Kuwait International Airport's Terminal 1 (T1) and Terminal 4 (T4) for the families and relatives of those passengers returning home. Parking fees were waived for those involved in the repatriation program, which commenced on 19 April for a duration of three weeks.

In addition, UPAC worked closely with the DGCA and other government entities to ensure that all safety measures were properly implemented within all the facilities it operates.



### UPAC Supports its Tenants during the COVID-19 Pandemic

In the aftermath of the pandemic, UPAC considered its long-standing relationships with its tenants. To curtail the significant negative economic impact of the COVID-19 crisis, it sought to provide relief to affected Kuwaiti businesses facing challenges, and lost revenue. UPAC supported its tenants by offering rental waivers for the duration of the lockdown at both the airport and Discovery Mall.





مبنى الشيخ سعود بن عبدالعزيز آل سعود  
Sheikh Saoud bin Abdulaziz Al Saud



ممنوع الوقوف  
السيارات  
No parking



REDINA LIFT

The cover features a minimalist design with two concentric circles. The inner circle is centered and contains the title text. The outer circle is larger and partially cut off by the left and bottom edges of the page. The text is in a bold, blue, sans-serif font.

**CORPORATE  
GOVERNANCE  
REPORT**

## INTRODUCTION

United Projects for Aviation Services Company KSCP (“UPAC”) is committed to implementing the rules of governance in accordance with the laws and regulations of the regulatory bodies, in particular Book 15 (Corporate Governance) of the Executive Regulations of Law No. 7 of the year 2010 regarding the establishment of the Capital Markets Authority (CMA) and regulating securities activities and their amendments.

The Company believes that practices managed within the framework of governance are the basis for achieving the Company's main objectives, creating sustainable value, enhancing the role of internal control, and activating integrity and transparency in the workplace. In doing so, (“UPAC”) ensures that the governance framework meets the relevant regulatory requirements set by the CMA, and thus maintains trust amongst its shareholders and stakeholders alike.

In the performance of its functions, the Board of Directors supports a number of different committees: the Risk Committee, the Audit Committee, the Remuneration and Nominations Committee, as well as the role of Executive Management.

## TABLE OF CONTENTS

<b>Pillar 1: Construct a Balanced Board Composition</b> .....	<b>20</b>
1.1 Board Composition .....	20
1.2 Meetings of the Board of Directors .....	21
1.3 Register, Maintain and Coordinate Board of Directors' Minutes of Meetings .....	22
<b>Pillar 2: Establishing Clear Roles and Responsibilities</b> .....	<b>22</b>
2.1 Duties and Responsibilities of the Members of the Board of Directors and Executive Management .....	22
2.2 Board of Directors' Achievements during the Year .....	23
2.3 Forming Specialized Independent Committees .....	24
2.4 Provides Members of the Board of Directors with Accurate and Timely Information and Data .....	27
<b>Pillar 3: Selection of Qualified Candidates for the Board of Directors and Executive Management</b> .....	<b>27</b>
3.1 Formation of the Board Nomination and Remuneration Committee (BNRC) .....	27
3.2 Report on the Board of Directors, Executive Management and Acting Managers' Remuneration .....	27
<b>Pillar 4: Ensure the Integrity of Financial Reporting</b> .....	<b>29</b>
4.1 Soundness and Integrity of Financial Reporting .....	29
4.2 Audit Committee .....	29
4.3 Recommendations of the Board Audit Committee and Resolutions of the Board of Directors .....	29
4.4 Safeguarding the Independence and Impartiality of the External Auditor .....	29
<b>Pillar 5: Applying Sound Systems of Risk Management and Internal Audit</b> .....	<b>29</b>
5.1 Establish an Independent Unit for Risk Management .....	29
5.2 Risk Management Committee .....	30
5.3 Internal Audit Systems and Controls .....	30
5.4 Independent Unit for Internal Audit and Controls .....	30
<b>Pillar 6: Promote Code of Conduct and Ethical Standards</b> .....	<b>30</b>
6.1 Code of Conduct and Business Ethics .....	30
6.2 Mitigate Conflicts of Interest .....	31
<b>Pillar 7: Ensure Timely and High Quality Disclosures</b> .....	<b>31</b>
7.1 Accurate and Transparent Disclosures .....	31
7.2 Disclosure Records for Members of the Board of Directors and Executive Management .....	31
7.3 Formation of an Investor Relations Unit .....	31
7.4 Development of a Solid Information Technology Framework .....	31
<b>Pillar 8: Protection of Shareholders' Rights</b> .....	<b>32</b>
8.1 Protection of Shareholders' Rights .....	32
8.2 Shareholders' Information .....	32
8.3 Participate and Vote in the Company's General Assemblies .....	32
<b>Pillar 9: Recognize the Roles of Stakeholders</b> .....	<b>32</b>
9.1 Protection and Recognition of Stakeholders' Rights .....	32
9.2 Stakeholders' Incentives to Participate in Tracking the Various Activities of the Company .....	32
<b>Pillar 10: Encourage and Enhance Performance Improvement</b> .....	<b>32</b>
10.1 Continuous Training Programs .....	32
10.2 Evaluation the Performance of the Board Members and Executive Management .....	33
10.3 Board of Directors' Effort towards "Value Creation" .....	33
<b>Pillar 11: Importance of Corporate Social Responsibility</b> .....	<b>33</b>
11.1 Balance between the Objectives of the Company and of Society .....	33
11.2 The Company's Efforts within Corporate Social Responsibility .....	33

## PILLAR 1: CONSTRUCT A BALANCED BOARD COMPOSITION

### 1.1 BOARD COMPOSITION

United Projects for Aviation Services Company's KSCP ("UPAC" or "Company") Board of Directors is comprised of five members, all of whom have been elected/appointed in line with the applicable provisions of the Company's Memorandum of Association and the Articles of Association of the Company, as well as in conformity to the Companies Law No. 01 of the year 2016 and its Executive Regulations. All members hold the relevant educational qualifications and professional experiences to carry out their responsibilities dutifully and professionally, in addition to being well versed with the relevant corporate laws and regulations. The formation of the relevant Board Committees ensures that the composition of each Committee accurately reflects the experience and educational qualifications of each member in accordance with the allocated tasks and responsibilities of each Committee.

#### Members of the Board of Directors

Sl.	Name	Capacity	Board Member	Date Elected/Appointed
1	<b>Tarek Al-Mousa</b>	Chairman	Non-Executive Member	April 2018
2	<b>Nadia Akil</b>	Vice Chairperson	Executive Member	April 2018
3	<b>Zuhair Al-Zamel</b>	Board Member	Independent Member	April 2018
4	<b>Majed Al-Ajeel</b>	Board Member	Non-Executive Member	April 2018
5	<b>Hassan El-Houry</b>	Board Member	Non-Executive Member	April 2018

The Secretary of the Board of Directors has been reappointed by Board Resolution No. 03/18 dated 30 April 2018 in order to carry out the roles and responsibilities assigned to him.

#### Educational Qualifications and Experience of the Board Members

Sl.	Name	Educational Qualifications	Experience
1	<b>TAREK AL-MOUSA</b> Chairman of the Board of Directors	Bachelor's degree in Mass Media and Sociology from the University of Evansville, Indiana.	As Chairman, Tarek Al Mousa provides leadership to the Board of Directors and acts as a direct liaison between the board and executive management. He also oversees the Company's corporate governance program and aims to protect the interests of investors and stakeholders. In addition, Tarek is also the Vice Chairperson and CEO of the Metal and Recycling Company (MRC). MRC is a waste management Company offering the latest practical and cost effective solutions to manage the complexities of responsible waste management. Tarek also managed several executive positions within Agility, last serving as the Executive Director of Strategic Programs.

2	<b>NADIA AKIL</b> Vice Chairperson of the Board of Directors	Master's degree from New York's Columbia University School of International and Public Affairs, with a concentration in Business and Finance. Bachelor's degree in International Affairs from Georgetown University in Washington D.C.	Nadia Akil is the Vice Chairperson and CEO of UPAC. Since being appointed to this position in 2012, she has been responsible for the overall operations of UPAC in Kuwait, including four BOT contracts that encompass over 24,000 sqm of commercial and retail space in prominent locations across the country. In her leadership role, she has revitalized the Company's internal structure and functional operations by driving business development initiatives and optimizing the operation. Previously, Akil held various positions at Agility, and last served as a Director on Agility's Executive Projects Team. In this role, she concentrated on identifying growth areas, business development opportunities and operational efficiencies. Prior to Agility, Akil was part of the Global Wealth Management Group at Citigroup in London.
3	<b>ZUHAIR AL-ZAMEL</b> Independent Member	Bachelor's degree in Electrical Engineering from the University of California at Santa Barbara (UCSB) 1974.	Zuhair Al Zamel has been a member of UPAC'S Board of Directors since 2008. Al Zamel held various positions with the Directorate General of Civil Aviation (DGCA) for over 30 years, and most recently as Vice General Director of Civil Aviation for Airport Affairs. He also served as a Consultant for National Aviation Services (NAS) from 2009 until 2015.
4	<b>MAJED AL-AJEEL</b> Non-Executive Member	Master's degree in planning and a bachelor's degree in architecture from the Catholic University of America.	Majed Al Ajeel is the Chairman of Burgan Bank and has held this position since 2010. He also serves as the Member of the Kuwait Banking Association, and previously held leading positions such as Vice Chairperson and CEO of UPAC, and a member of the Board of Directors of various other companies.
5	<b>HASSAN EL-HOURY</b> Non-Executive Member	Masters of Business Administration (MBA) from the University of Pennsylvania's Wharton School of Business and a bachelor's degree from the American University of Beirut.	Hassan El Houry is currently the Chairman of the Board of Directors of National Real Estate Company (NREC) and Royal Aviation (UPAC subsidiary). He is also the Group CEO of National Aviation Services (NAS), the fastest growing aviation services provider in the Middle East, Africa and South Asia. In 2014, Hassan was honored by the World Economic Forum in Davos as a Young Global Leader given his experience and contributions in the field of aviation and airport services. Hassan is also a member in the Young Presidents' Organization (YPO) and serves as the director of the Wharton Alumni Club in the Middle East.

## 1.2 MEETINGS OF THE BOARD OF DIRECTORS

The Board of Directors held a total of six meetings during the course of 2020. All meetings are called for by way of a formal invitation in advance, in order to allow adequate time for members' to attend. Each time a meeting is called for, a formal agenda is shared with members along with all necessary supporting documents prior to the meeting to allow members sufficient time to review. Board meetings are held when a quorum is met, with at least three members present, otherwise the meeting may be adjourned until a legal quorum is met. The Board Secretary ensures that minutes are recorded and formally signed off by members once they are in agreement. Board meetings are always conducted in line with the Company's Memorandum and Articles of Association as well as in conformity to the Companies Law No. 01 of the year 2016 and its Executive Regulations.

## Board of Directors' Meetings Record during the Year 2020

Name & Capacity	Meeting No. 01/20 held on 12 March 2020	Meeting No. 02/20 held on 30 April 2020	Meeting No. 03/20 held on 13 August 2020	Meeting No. 04/20 held on 12 October 2020	Meeting No. 05/20 held on 11 November 2020	Meeting No. 06/20 held on 20 December 2020	Number of meetings attended in 2020
<b>Tarek Al-Mousa</b> Chairman	√	√	√	√	√	√	6/6
<b>Nadia Akil</b> Vice Chairperson	√	√	√	√	√	√	6/6
<b>Zuhair Al-Zamel</b> Board Member	√	√	√	√	√	√	6/6
<b>Majed Al-Ajeel</b> Board Member	√	√	√	√	√	√	6/6
<b>Hassan El-Houry</b> Board Member	√	√	√	√	√	√	6/6

√ Attendance

### 1.3 REGISTER, MAINTAIN AND COORDINATE BOARD OF DIRECTORS' MINUTES OF MEETINGS

Minutes of meetings are organized and recorded within a Company register with applicable serial numbers to mark those meetings during the year. Each meeting records specified relevant details such as the date of the meeting, start and end times, discussion items, deliberations and voting processes on the proposed agenda items. The Board Secretary is responsible for maintaining and updating the Company register in accordance with all relevant Board documentation. The tasks and responsibilities of the Board Secretary are ultimately approved by the Board of Directors.

## PILLAR 2: ESTABLISHING CLEAR ROLES AND RESPONSIBILITIES

### 2.1 DUTIES AND RESPONSIBILITIES OF THE MEMBERS OF THE BOARD OF DIRECTORS AND EXECUTIVE MANAGEMENT

In line with the provisions of the Corporate Governance Regulations (including Book 15 of the CMA Executive Regulations- Corporate Governance), the Company has set out in detail the roles and responsibilities governing the conduct of members of the Board of Directors and Executive Management. In addition to this, the Board of Directors has implemented formal documentation to clearly set out in detail those powers granted to Executive Management, and ultimately delegated by the Board of Directors. Below is a list of some of the specific roles and responsibilities allocated to members of the Board of Directors and Executive Management:

#### Roles and Responsibilities - Board of Directors

- Approve strategic objectives and material plans and policies of the Company.
- Approve annual estimated budgets and interim and annual financial statements.
- Monitor the basic capital expenditures of the Company, ownership and disposal of assets.
- Follow up the performance of the Company through the meetings of the Board of Directors and follow up with the results of the committees.
- Set performance goals and monitoring implementation and overall performance in the Company.
- Verify the Company's compliance with policies and procedures to guarantee its respect of applicable internal bylaws and regulations.
- Ensure accuracy and soundness of data and information for disclosure in line with applicable disclosure and transparency policies and regulations.



- Establish effective channels of communication that allow the shareholders of the Company to have regular and periodic access to the Company's financial reports and periodic disclosures.
- Develop and supervise a Corporate Governance system and monitor its effectiveness.
- Follow-up performance of each member of the Board of Directors and Executive Management according to Key Performance Indicators (KPIs).
- Formation of the Board Committees amongst the existing Board members and in accordance with the Board Charter setting out the Committee's clear roles and responsibilities and the methodology of supervision by the Board of Directors.
- Ensuring that the policies and regulations adopted by the Company are transparent and clear, allowing for decision making and achieving good governance principles, and separation of powers and powers between the board of directors and executive management.
- Control and supervise the performance of Executive Management and verify the implementation of approved policies and regulations.
- Develop policies and internal regulations to oversee the Company's overall processes and practices.
- Ensure periodic and effective internal control systems are in place at the Company and its subsidiaries.

### **Roles and Responsibilities - Chairman of the Board of Directors**

- Verify the Board's efficient and timely discussion of all key matters.
- Encourage all members to fully and efficiently participate in meetings.
- Represent the Company before third parties pursuant to Articles of Association of the Company.
- Ensure actual communication with shareholders and inform the Board of their opinions.
- Encourage constructive relationships and active participation between the Board of Directors and Executive Management.
- Create a structure which encourages constructive criticism of conflicting views.

### **Roles and Responsibilities – Executive Management**

- Execute the Company's strategic plans, related policies and internal regulations and verify its adequacy and efficiency.
- Implement all internal policies, procedures and regulations of the Company as approved by the Board of Directors.
- Prepare periodical (financial and non-financial) reports concerning the progress achieved within the Company's business.
- Develop an integrated accounting system and ensure that the preparation of financial statements are carried out pursuant to international accounting standards approved by the relevant authority.
- Manage day-to-day operations and manage the Company's resources.
- Actively participate in building and developing an ethical culture inside the Company.
- Develop internal control and risk management systems and verify their adequacy and efficiency.

## **2.2 BOARD OF DIRECTORS' ACHIEVEMENTS DURING THE YEAR**

Although the COVID-19 pandemic has had a severe negative impact on the business, especially with regards to the closure of the airport and the commercial malls for most of the year, the Board has nonetheless acted swiftly in ensuring business continuity and optimization with minimal disruption. All core airport operations and activities continued to function without interruption and necessary measures were taken towards the restructuring of operational costs and the reduction of potential liquidity risk. In addition, the company worked to develop and improve its house digital services in order to further enhance the customer experience – all of which confirm an effective and leadership role taken by the members of the Board of Directors and Executive Management towards crisis management and risk reduction.

The following is a summary of the Board's most important achievements throughout the year 2020:

- Developing the company's digital services in Terminals 1 and 4 of Kuwait International Airport.
- Restructuring operational costs and reducing potential liquidity risks.
- Continuation of construction work in Reem Mall at the maximum possible capacity.
- Closure of UPAC's funding commitment into Reem Mall.
- Completion of UPAC's capital increase in December 2020 with the subscription of 100% of issued shares, reflecting shareholders' confidence in the Company's performance.
- Continued cooperation with the DGCA and other relevant government agencies regarding the implementation of the necessary preventative measures to ensure an overall safe environment and preparations for the resumption of air travel.

## 2.3 FORMING SPECIALIZED INDEPENDENT COMMITTEES

Pursuant to the provisions and rules of Book 15 of the CMA Executive Regulations ("Corporate Governance"), the Board of Directors have formed the relevant Committees in order to support and enable Board members to perform their roles and responsibilities in a more effective and informed manner.

### A) BOARD RISK AND AUDIT COMMITTEE (BRAC)

#### Members of the Board Risk and Audit Committee

Name	Capacity	Board Member Classification
<b>Hassan El- Houry</b>	Chairman of the Board Risk and Audit Committee (BRAC)	Non-Executive Member
<b>Zuhair Al-Zamel</b>	Member of the Board Risk and Audit Committee (BRAC)	Independent Member
<b>Majed Al-Ajeel</b>	Member of the Board Risk and Audit Committee (BRAC)	Non-Executive Member

A consolidated Risk and Audit Committee (BRAC) has been established with the approval of the Capital Market Authority (CMA) issued on February 28, 2016. The BRAC performs tasks and responsibilities covering various aspects of risk management and internal audit controls of the Company. The BRAC was formed by way of a resolution of the Board of Directors dated June 28, 2016 for a period of three years, which was renewed immediately after the election/appointment of the Company's Board of Directors on April 2018. The BRAC carries out its tasks and responsibilities as per the Committee Charter, which defines the framework and objectives assigned to the Committee. Furthermore, the BRAC Secretary has been reappointed to carry out the assigned roles.

#### Board Risk and Audit Committee' Meetings Record during the Year 2020

Name & Capacity	Meeting No. 01/20 held on 12 March 2020	Meeting No. 02/20 held on 23 April 2020	Meeting No. 03/20 held on 13 August 2020	Meeting No. 04/20 held on 10 November 2020	Number of meetings attended in 2020
<b>Hassan El- Houry</b> Chairman of the Board Risk and Audit Committee (BRAC)	√	√	√	√	4/4
<b>Zuhair Al-Zamel</b> Member of the Board Risk and Audit Committee (BRAC)	√	√	√	√	4/4
<b>Majed Al-Ajeel</b> Member of the Board Risk and Audit Committee (BRAC)	√	√	√	√	4/4

√ Attendance

The BRAC held four meetings during the course of 2020, where all meetings are called for in advance by a formal invitation extended by the Committee Chairman, accompanied by the agenda and all documents and information needed to discuss the items on the meeting agenda, enabling members to carry out relevant discussions in order to make the necessary recommendations to the Board of Directors. The BRAC Secretary ensures that minutes are recorded and formally signed off by members once they are in agreement.

### **Roles and Responsibilities – Board Risk and Audit Committee (BRAC)**

- Review annual and interim financial statements and provide recommendations to the Board of Directors prior to their final approval. This is to ensure fairness and transparency of financial statements and reports.
- Recommend to the Board of Directors the appointment and reappointment of the Company's financial auditors, determine their fees and ensure their independence.
- Monitor the work of the Company's financial auditors and confirm their services to the Company are confined to providing audit services only.
- Review the financial auditors' reports and follow up on any observations.
- Ensure proper accounting procedures are applied.
- Evaluate the efficiency of the Company's internal control systems and the preparation of the Audit Committee Report.
- Supervise the Company's internal audit department, in order to ensure its effectiveness in performing the operations and tasks assigned to it by the Board of Directors.
- Recommend to the Board of Directors the appointment and reappointment of the Company's internal auditors.
- Review and approve the internal audit plans proposed by the internal auditor and provide comments thereon.
- Review and approve the Internal Audit Report schedule as proposed by the Internal Auditor and provide technical supervision in reviewing results of the Internal Audit Report.
- Review the outcomes of regulatory bodies' reports and ensure that necessary measures were taken in this regard.
- Ensure that the Company complies with relevant laws, policies, regulations and instructions.
- Prepare and review risk management strategies, policies and procedures and provide recommendations to the Board of Directors prior to its final approval and verify the implementation of such strategies and policies in line with the nature and volume of the Company activities.
- Ensure availability of adequate resources and risk management systems.
- Evaluate systems and mechanisms for identifying, measuring and monitoring various types of risks that the Company may face.
- Assist the Board of Directors in identifying and evaluating the Company's acceptable risk level, and ensure that the Company operates within that level following approval by the Board of Directors.
- Verify independence of the risk management employees from activities that result in subjecting the Company to certain risks.
- Ensure that risk management employees obtain a full understanding of the risks surrounding the Company and ensure transparency in the awareness of potential risks.
- Raise periodical reports to the Board of Directors concerning the nature of risks facing the Company.

### **Achievements of the Board Risk and Audit Committee (BRAC)**

- Reviewed annual and interim financial statements prior to submission to the Board of Directors and provided recommendations.
- Reviewed the auditor's observations on the Company's financial statements.
- Ensure proper accounting procedures are applied.
- Recommend to the Board of Directors the reappointment of the Company's internal auditors and approval of the audit plan.
- Ensure that internal audit reports are issued periodically in accordance with the approved audit plan.
- Regular meetings with the Company's internal auditor at all BRAC meetings.
- Study and analyze internal audit reports and follow up the actions taken towards the observations contained in those reports.
- Ensure the effective performance of the internal auditor of the Company and assess its performance.
- Ensure the Company's compliance with relevant laws and regulations.
- Follow up on the decisions issued by the regulatory bodies and any further amendments that may be made to the laws and regulations in force.
- Ensure that all regulatory requirements are met.

- Ensure the adequacy of internal controls applied in the Company.
- Reviewed the independent Internal Controls Report (ICR) and follow up on the observations raised in that report.
- Recommend to the Board of Directors the reappointment of the Company's financial auditor and ensure their independence and fulfillment of all conditions and requirements.
- Meet periodically with the Company's financial auditor to discuss and review the interim and annual financial statements.
- Recommend to the Board of Directors the reappointment of an independent risk management unit and ensuring its independence and compliance with all requirements.
- Recommended the adoption of effective risk management systems and procedures.
- Study and analyze risk reports, presenting risks and expressing opinions and recommending them to the Board of Directors.

## B) BOARD NOMINATION AND REMUNERATION COMMITTEE (BNRC)

### Members of the Board Nomination and Remuneration Committee

Name	Capacity	Board Member Classification
<b>Zuhair Al-Zamel</b>	Chairman of the Board Nomination and Remuneration Committee (BNRC)	Independent Member
<b>Tarek Al-Mousa</b>	Member of the Board Nomination and Remuneration Committee (BNRC)	Non-Executive Member
<b>Nadia Akil</b>	Member of the Board Nomination and Remuneration Committee (BNRC)	Executive Member

The Board Nomination and Remuneration Committee (BNRC) was formed pursuant to a Board Resolution dated 10 November 2016 for a period of three years, which was renewed immediately after the election/appointment of the Company's Board of Directors on April 2018. Members of the BNRC carry out the responsibilities of the Committee assigned to them as per the Committee Charter, which defines the framework and tasks assigned to it. Furthermore, the BNRC Secretary has been reappointed to carry out the assigned roles.

### Board Nomination and Remuneration Committee' Meetings Record during the Year 2020

Name & Capacity	Meeting No. 01/20 held on 12 March 2020	Number of meetings attended in 2020
<b>Zuhair Al-Zamel</b> Chairman of the Board Nomination and Remuneration Committee (BNRC)	√	1/1
<b>Tarek Al-Mousa</b> Member of the Board Nomination and Remuneration Committee (BNRC)	√	1/1
<b>Nadia Akil</b> Member of the Board Nomination and Remuneration Committee (BNRC)	√	1/1

√ Attendance

The BNRC held one meeting during the course of 2020, where all meetings are called for in advance by a formal invitation extended by the Committee Chairman, accompanied by the agenda and all documents and information needed to discuss the items on the meeting agenda, enabling members to carry out relevant discussions in order to make the necessary recommendations to the Board of Directors. The BNRC Secretary ensures that minutes are recorded and formally signed off by members once they are in agreement.

### **Roles and Responsibilities – Board Nomination and Remuneration Committee (BNRC)**

- Recommend the nomination or re-nomination of Board Members and members of Executive Management.
- Develop a clear remuneration policy for Board Members and Executive Management, with an annual review of the required skill necessary for Board membership and executive positions as required.
- Develop clear job descriptions for Executive Members, Non-Executive Members and the Independent Member.
- Ensure the existing Independent Members' autonomy on the Board of Directors and his capacity to serve as an Independent Member.
- Prepare a detailed Annual Report outlining the benefits for Board Members and members of Executive Management.

### **Achievements of the Board Nominations and Remunerations Committee (BNRC)**

- Prepare an annual report of the remuneration granted to members of the Board of Directors and Executive Management for the financial year ending on 31 December 2020.
- Recommend to refrain from allocating payment of the Board of Directors' remuneration for the fiscal year ending on 31<sup>st</sup> December 2020, as a result of the BOD's recommendation not to distribute dividends for the aforementioned fiscal year, which requires the BRAC's recommendation to do so, pursuant to the provisions of article No. (198) of the Companies Law No. 1 for the year 2016, and to submit its recommendation to the Board of Directors to take the necessary actions in this regard.
- Review of the existing skills and competencies required for the members of the Board of Directors and Executive Management to ensure the Company's proper management.
- Review of the existing Independent Members' autonomy on the Board of Directors and their capacity to serve as an Independent Member, based on the criteria and definition of an Independent Board Member as covered within the provisions of Book 15 - Corporate Governance - of the Executive Regulations of Law No. 7 for year 2010 and their amendments.
- Recommend the distribution of an annual compensation to two members of the Audit and Risk Management Committee in recognition of their efforts and consulting services provided throughout the year 2020.

## **2.4 PROVIDES MEMBERS OF THE BOARD OF DIRECTORS WITH ACCURATE AND TIMELY INFORMATION AND DATA**

The Company is committed to ensure complete accessibility and availability of information to the Board. To further validate this purpose, the Board of Directors has jointly approved a policy to clearly outline the roles and responsibilities of the Board Secretary. Such tasks include the scheduling of meetings, circulation of agenda items, maintaining and updating the Company register with all relevant documentation, and the accurate and timely provision of information prior to scheduled meetings. In addition, the Board Secretary also ensures that minutes are recorded during the course of the meetings and formally signed off by members once they are in agreement.

## **PILLAR 3: SELECTION OF QUALIFIED CANDIDATES FOR THE BOARD OF DIRECTORS AND EXECUTIVE MANAGEMENT**

### **3.1 FORMATION OF THE BOARD NOMINATION AND REMUNERATION COMMITTEE (BNRC)**

The Board of Directors has formed a Board Nomination and Remuneration Committee (BNRC). The BNRC ensures that it satisfies all the requirements that need to be met by its committee members. Further, all relevant BNRC information has been detailed within Pillar 2 of this report – Board Nomination and Remuneration Committee (BNRC) – as mentioned in the above section 2.3.

### **3.2 REPORT ON THE BOARD OF DIRECTORS, EXECUTIVE MANAGEMENT AND ACTING MANAGERS' REMUNERATION**

The Company has established a remuneration policy in line with the Corporate Governance related regulations issued by the Capital Markets Authority and other related regulatory requirements. The remuneration is determined based on the achievement of Key Performance Indicators (KPI's) toward the company's overall strategy. This includes financial indicators (of the Company and various departments) and non-financial indicators (specific to the Company's activities and operations) at Company level.

In compliance with the highest standards of transparency and in line with the best practices adopted under the Corporate Governance Framework, the Company has committed to provide a detailed annual report outlining the total remuneration packages granted to members of the Board of Directors, Executive Management, and acting managers to be presented to the general assembly of the Company. Such remuneration of 2020 is outlined as follows:

## Board of Directors' Remuneration

Board Members' remuneration is recommended by the BNRC and presented to the Company's Annual General Assembly (AGM) for approval. As set out in the Company's Articles of Association, total remunerations shall not exceed 10% of the net profits of the Company following any relevant deductions. The Board of Directors has recommended to refrain from paying any remuneration to the members of the board of directors for the fiscal year ending on 31<sup>st</sup> December 2020.

## Committees' Remuneration

The BNRC has recommended to grant the two members of the BRAC committee allowance with a total value of KD 10,000 (ten thousand Kuwaiti Dinars) in recognition of their efforts and advisory services provided throughout the year 2020 and in accordance with the following details:

Capacity in Committee	Board Member Classification	Kind of Reward	Reward Value (KD)
Member of the Board Risk and Audit Committee (BRAC)	Independent Member	Allowance for committee efforts and advisory services provided throughout the year	5,000
Member of the Board Risk and Audit Committee (BRAC)	Non-Executive Member	Allowance for committee efforts and advisory services provided throughout the year	5,000

## Executive Management Remuneration

Remuneration granted to Executive Management and acting Managers includes two main components – fixed and variable remuneration. Fixed benefits are related to those benefits assigned to Executive Management and acting Managers per their associated roles and responsibilities, whereas variable benefits are those awarded for the successful performance and achievement of specific objectives. Both Human Resources and members of the BNRC are involved in setting the above benefits and reviewing them annually. Moreover, the Nomination and Remuneration Committee did not monitor any deviations from the approved remuneration policy. The below table sets out the total fixed and variable benefits granted to top five of Executive Management and acting Managers for year 2020:

Remunerations and benefits through the Company							
Number of Members	Fixed remuneration and benefits (KD)						Total variable remuneration and benefits (KD)
	Total monthly salaries during the year	Health insurance	Annual tickets	Housing allowance	Transportations allowance	Children's education allowance	Annual remuneration and accruals
Five Members	200,040	6,780	5,347	21,796	7,431	12,000	242,895

## **PILLAR 4: ENSURE THE INTEGRITY OF FINANCIAL REPORTING**

### **4.1 SOUNDNESS AND INTEGRITY OF FINANCIAL REPORTING**

Executive Management is mindful of its responsibilities to the Board of Directors with regards to the significance of accounting policies and to the preparation of fair and sound financial statements. The Executive Management has prepared and presented a written undertaking to the Board of Directors confirming that financial statements have been prepared with integrity and that all financial aspects of the Company are in line with approved international accounting standards. The Board of Directors also undertakes to ensure the integrity of financial reporting to the Company's shareholders. The financial statements and reports issued by the Company are prepared as follows:

- Annual Financial Statements.
- Interim Financial Statements.
- Annual and interim financial disclosure forms.
- Annual and periodical reports related to the Company's activity and the results of its operations.

### **4.2 AUDIT COMMITTEE**

The Board of Directors has formed an Audit Committee which ensures that it satisfies all the requirements that need to be met by its committee members. Further, all relevant Audit Committee information has been detailed within Pillar 2 of this report – Board Risk and Audit Committee (BRAC) – as mentioned in the above section 2.3.

### **4.3 RECOMMENDATIONS OF THE BOARD AUDIT COMMITTEE AND RESOLUTIONS OF THE BOARD OF DIRECTORS**

Although the Board Audit Committee is ultimately formed and approved by the Board of Directors, members of the Audit Committee carry out their tasks and responsibilities as per the Audit Committee Charter and provide a recommendation to the Board of Directors for final approval. Given that Committee members have been chosen specifically to meet the requirements set out under the Audit Committee Charter, all recommendations provided to the Board of Directors are typically considered to be sound and effective. During the course of 2020, the Committee did not report any contradictions or inconsistencies between Committee recommendations presented to the Board and the resolutions of the Board of Directors passed through the year.

### **4.4 SAFEGUARDING THE INDEPENDENCE AND IMPARTIALITY OF THE EXTERNAL AUDITOR**

Based on feedback and recommendations provided by members of the Audit Committee through their nomination of the external auditor and the review of their performance, the Company hereby ensures the full independence and impartiality of its external auditors. Furthermore, the Company confirms that the external auditors have been engaged only for the provision of such services required to be performed under the external audit profession.

## **PILLAR 5: APPLYING SOUND SYSTEMS OF RISK MANAGEMENT AND INTERNAL AUDIT**

### **5.1 ESTABLISH AN INDEPENDENT UNIT FOR RISK MANAGEMENT**

The Risk Management Function is one of the most important objectives and a main component for the Board of Directors. Enabling a process whereby risks can be identified and categorized at different risk levels is a key contributing factor to the overall success of the Company. The continuous development and effective application of Risk Management measures is vital to ensure effective and stable continuity within the Company's activities. Given the relevance of the overall Risk Management Function, the Board of Directors have therefore approved and endorsed an independent unit for the Risk Management Function. The Risk Management Function is responsible for reviewing the risk management strategies and assessing the Company's overall risk management policies and procedures. The function seeks to assist the Board in defining certain risks that may face the Company as well as in assessing acceptable risk levels. This Risk Management Function ultimately reports to the Board Risk Committee, which in turn provides their final recommendations to the Board of Directors.

## 5.2 RISK MANAGEMENT COMMITTEE

The Board of Directors has formed a Risk Committee which ensures that it satisfies all the requirements that need to be met by its committee members. Further, all relevant Risk Committee information has been detailed within Pillar 2 of this report – Board Risk and Audit Committee (BRAC) – as mentioned in the above section 2.3.

## 5.3 INTERNAL AUDIT SYSTEMS AND CONTROLS

The Board is fully responsible for the implementation of the Company's Internal Audit Systems and Controls. Internal policies have been developed in order to ensure set standards and internal control processes are followed and adopted by the Company to enhance the soundness, accuracy and efficiency of its operations. The Internal Audit Function is responsible for reviewing and monitoring a set of policies and regulations and for preparing the necessary reports for submission to the Internal Audit Committee. The Internal Audit Committee will in turn review the reports for final submission to the Board of Directors for approval. The main internal controls that have been implemented in the Company to date are as follows:

- Delegation of authorities – limitation and allocation of certain powers and responsibilities.
- Separation of certain tasks and the prevention of potential conflicts of interest.
- Dual inspection and controls for further verifications.
- Dual signatures for further verifications.
- Establishment of approved policies and procedures for the Company.
- Implementation of modern automated technological systems for the enhancement of internal controls within the Company (E-forms - Transfora).

In addition, and as per Corporate Governance Requirements, a fully certified and independent auditor (Deloitte and Touche) was reappointed to carry out the evaluation and review of the Company's Internal Control Systems and for the preparation of the Internal Control Review Report (ICR), which is to be submitted to the CMA within 90 days of the end of the fiscal year. Further, the Company has appointed a separate independent auditor, ("Baker Tilly"), to conduct the review and evaluation of the Internal Audit Function for the previous three years and issue the Quality Assurance Review Report (QAR) which were provided to both the Board of Directors and Board Risk and Audit Committee, in accordance with Article 6-9 of Book 15 - Corporate Governance - of the Executive Regulations of Law No. 7 of the year 2010 regarding the establishment of the Capital Markets Authority and regulating securities activities and their amendments.

## 5.4 INDEPENDENT UNIT FOR INTERNAL AUDIT AND CONTROLS

On 22 June 2016, UPAC obtained the approval from the CMA in order to outsource the Internal Audit Function to its Parent Company. The Parent currently enjoys a fully established, independent and integrated system of Internal Audit and Controls, tasked with carrying out audits in accordance with plans set and approved by the Board of Directors. The Internal Audit Department is responsible for setting the internal audit schedule, conducting the actual internal audit, and providing final reports and recommendations to the Board Audit Committee for recommendation to the Board of Directors for final approval.

## PILLAR 6: PROMOTE CODE OF CONDUCT AND ETHICAL STANDARDS

### 6.1 CODE OF CONDUCT AND BUSINESS ETHICS

The Company has developed a Code of Conduct that has been ratified and approved by the Board of Directors. The Code is intended to serve as a guiding principle for Members of the Board and Executive Management with regards to proper and ethical business conduct. The Code of Conduct covers the professional standards and ethical values applicable to clients, suppliers and stakeholders alike, both inside or outside the Company. It also serves to enhance and uphold the qualities of integrity, impartiality and discretion. Board members are thus expected to exercise good judgment, to ensure the interests, safety and welfare of customers, employees and other stakeholders are met and to maintain a cooperative, efficient, and positive work environment. The Code also establishes a certain set standards in dealing with issues related to insider trading, dealings with related parties, conflicts of interest and whistle blowing



procedures. Furthermore, all Board Members, Executive Management and employees are expected to abide by the Code of Conduct and apply the highest of ethical standards during the performance of their duties and responsibilities.

## **6.2 MITIGATE CONFLICTS OF INTEREST**

The Board of Directors adopted a Conflict of Interest Policy aimed at ensuring that appropriate procedures are applied to identify and deal effectively with cases of conflicts of interest. It also ensures that the Board of Directors deals with conflicts of interest that exist and that all decisions are taken in the best interests of the Company. This policy is an integral part of the Company's full commitment to integrity and fairness in dealing with stakeholders. The policy also highlights the concept of conflict of interest, the basis of dealing with them, how to manage conflicts of interest through established examples, parties whose interests might conflict with the Company, and the roles of the Board of Directors, Executive Management and internal audit in this respect. The policy also reviewed procedures for dealing with conflicts of interest and disclosure mechanisms.

## **PILLAR 7: ENSURE TIMELY AND HIGH QUALITY DISCLOSURES**

### **7.1 ACCURATE AND TRANSPARENT DISCLOSURES**

Accurate disclosures form the basic foundation for tracking the Company's activities and for evaluating performance, whether this is carried out by current shareholders, potential investors or the general public. Given the importance of information accuracy and transparency, the Board of Directors has developed a Disclosure Policy outlining standard rules and procedures to be applied when disclosing pertinent information. The Disclosure Policy has been developed in compliance with the provisions of the Corporate Governance laws as well as in conformity to Book 10 – Disclosure and Transparency - of the Executive Regulations of Law No. 7 of the year 2010 regarding the establishment of the Capital Markets Authority and regulating securities activities and their amendments.

### **7.2 DISCLOSURE RECORDS FOR MEMBERS OF THE BOARD OF DIRECTORS, EXECUTIVE MANAGEMENT AND MANAGERS**

The Company maintains a detailed disclosure register which includes and monitors all disclosure records for Board Members, Executive Management and Managers. Such records are easily accessible by all shareholders without any additional fees or considerations. The Company regularly reviews and updates the disclosure data and records in order to accurately reflect the Company's position.

### **7.3 FORMATION OF AN INVESTOR RELATIONS UNIT**

The Company established a separate Investor Relations Unit in charge of establishing and monitoring disclosures. This Unit is responsible for the overall provision of necessary data, information and reports for the benefit of current shareholders as well as potential investors. The Investor Relations Unit enjoys a certain level of independence and this allows it to perform its duties and provide accurate and timely information through well-established disclosure systems including the corporate website.

### **7.4 DEVELOPMENT OF A SOLID INFORMATION TECHNOLOGY FRAMEWORK**

The Company has developed solid IT systems in order to support its disclosure process, as well as to enhance further communication with its shareholders, investors and stakeholders. The corporate website has been developed in line with Corporate Governance regulations and has thus dedicated a specific tab covering 'Investor Relations.' This section covers all previous and current disclosures and provides a breadth of information and other pertinent data to enable potential investors and shareholders to exercise their rights, and accurately evaluate the Company's performance.

## **PILLAR 8: PROTECTION OF SHAREHOLDERS' RIGHTS**

### **8.1 PROTECTION OF SHAREHOLDERS' RIGHTS**

The Company's Articles of Association and internal policies and procedures include the necessary controls required for the protection of shareholders rights and to ensure their fair and equal treatment, in line with applicable laws and regulatory instructions issued in this regard.

### **8.2 SHAREHOLDERS' INFORMATION**

For the accurate and continuous follow up of shareholders' data, the Company formed a special register "The Shareholders' Register" to be maintained and updated with the specified clearing agency – the Kuwait Clearing Company (KCC). This register includes names of shareholders, nationalities and details of the number of shares they hold. The KCC also maintains any amendments to the existing data and records in its register. Data incorporated in the shareholders' register is treated with the greatest degree of protection and confidentiality in line with applicable laws and regulations.

### **8.3 PARTICIPATE AND VOTE IN THE COMPANY'S GENERAL ASSEMBLIES**

Participation in the Annual General Meeting (AGM) is one of the basic rights for all shareholders and thus shareholders are encouraged to attend and actively participate in these annual meetings. In order to ensure the full extent of shareholder participation, certain measures are taken by the Company when calling for its AGM including extending formal notices calling for its date, time and location, as well as sharing agenda items for discussion, as per applicable laws and regulations.

## **PILLAR 9: RECOGNIZE THE ROLES OF STAKEHOLDERS**

### **9.1 PROTECTION AND RECOGNITION OF STAKEHOLDERS' RIGHTS**

The Company has developed policies to govern the roles of stakeholders. Such policies include the adoption of certain procedures implemented to ensure the protection and recognition of stakeholders' rights. These include fair and equal treatment without prejudice in line with applicable laws, and pursuant to the relevant executive regulations and regulatory controls.

### **9.2 STAKEHOLDERS' INCENTIVES TO PARTICIPATE IN TRACKING THE VARIOUS ACTIVITIES OF THE COMPANY**

Stakeholders are encouraged to stay updated and participate in monitoring the different activities of the Company through Company news, applicable disclosures, or through the facilitation of the Board of Directors of the Company.

## **PILLAR 10: ENCOURAGE AND ENHANCE PERFORMANCE IMPROVEMENT**

### **10.1 CONTINUOUS TRAINING PROGRAMS**

One of the key elements of Corporate Governance includes implementing policies to ensure that Members of the Board and Executive Management obtain access to continuous training programs and are up to date with the latest business developments. A qualified and functioning Board is one of the key components of a successful business, and for this reason the Company has developed certain procedures to allow Board Members and Executive Management to attend relevant training programs in order to further enhance and strengthen their experience, administrative and organizational skills. The following are some of the courses attended by Board Members and Executive Management during the course of 2020:

- Whistleblowing: Raising Concerns.
- International Anti-Bribery Principles.
- Managing Business in Challenging Times.

## **10.2 EVALUATION THE PERFORMANCE OF THE BOARD MEMBERS AND EXECUTIVE MANAGEMENT**

In order to continually monitor and ensure applicability, the Company has worked on developing certain mechanisms for the evaluation of the performance of the Members of the Board of Directors, Committees and Executive Management. Performance evaluations are carried out regularly against a set of agreed key performance indicators related to the Company's strategic objectives. Such indicators reflect performance of Members of the Board and Executive Management, and seek to identify areas of strengths and deficiencies to tailor future training needs accordingly.

## **10.3 BOARD OF DIRECTORS' EFFORT TOWARDS "VALUE CREATION"**

Board Members' performance should promote value creation principles among their employees. The Company has worked to adopt certain modern technology systems for the evaluation of employees' performance under the 'Management by Objectives' system. Such evaluation is performed in the beginning of the year, setting clear targets and objectives for each employee based on his / her job requirements, with progress monitored throughout the year. The Company believes in the importance of encouraging employees to act productively and to continue to enhance performance levels and has thus established a process whereby employee efforts are recognized and appreciated.

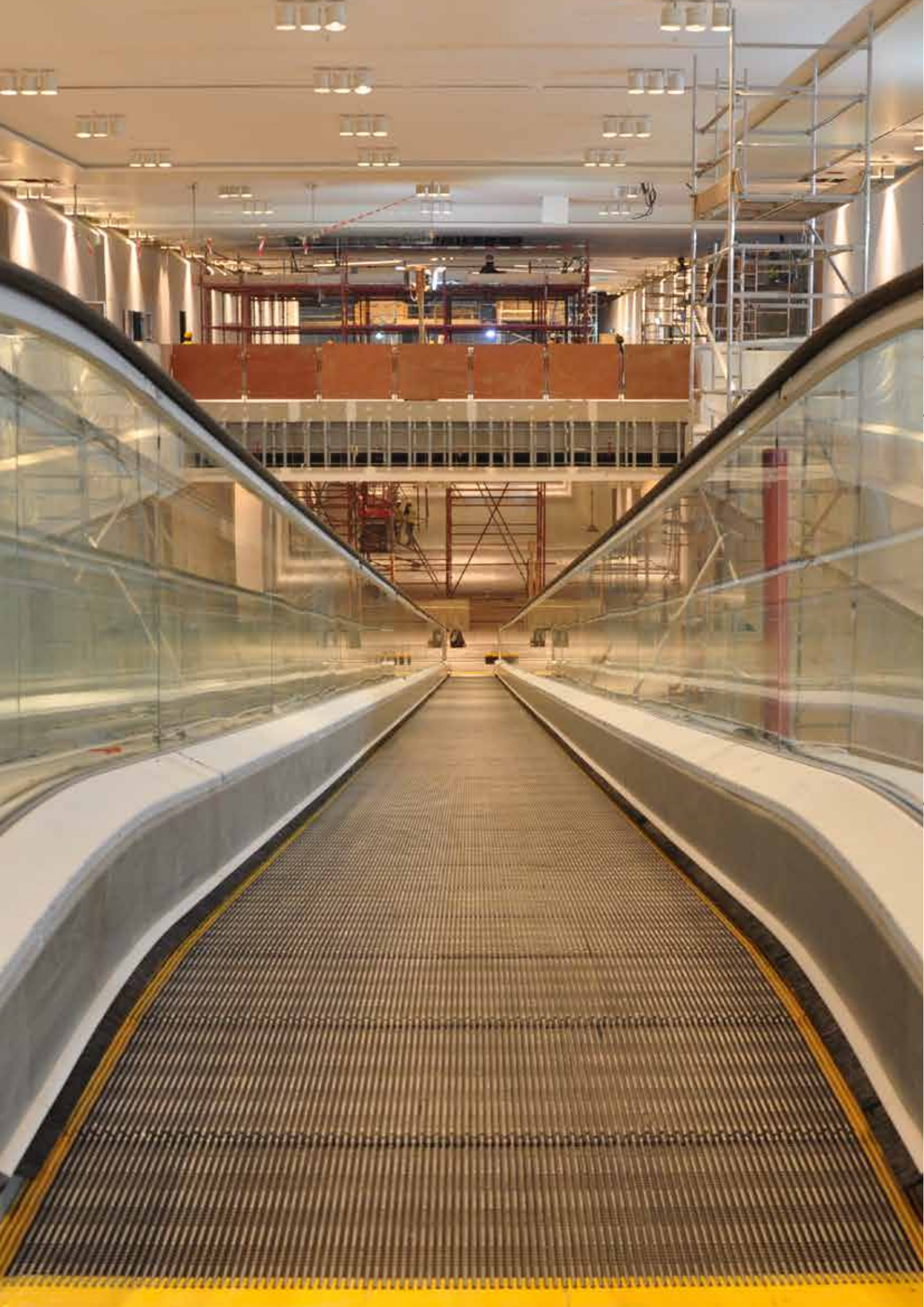
## **PILLAR 11: IMPORTANCE OF CORPORATE SOCIAL RESPONSIBILITY**

### **11.1 BALANCE BETWEEN THE OBJECTIVES OF THE COMPANY AND OF SOCIETY**

Corporate Social Responsibility (CSR) forms an important part of the Company's commitment to act ethically and to contribute to the achievement of sustainable development. An internal policy based on the importance of CSR has thus been developed with the aim to highlight social responsibility, and create a balance between the objectives of the Company and those of society.

### **11.2 THE COMPANY'S EFFORTS WITHIN CORPORATE SOCIAL RESPONSIBILITY**

Various policies and mechanisms have been adopted during the year to highlight the efforts of the Company within the CSR framework. UPAC is keen to support social responsibility measures in accordance with its strategic objectives and responsibilities, be it through environmental support, charitable events or other acts supporting the local community. For further information about the different social responsibility initiatives sponsored by the Company, please visit our website at [www.upac.com.kw](http://www.upac.com.kw)



The page features a decorative graphic consisting of several overlapping circles and lines. A large, light blue circle is centered on the page. Inside it, a smaller, white circle is also centered. The text 'INDEPENDENT AUDITOR'S REPORT' is written in bold, blue, uppercase letters within the white circle. The background is white, and the overall design is clean and professional.

**INDEPENDENT  
AUDITOR'S  
REPORT**



Ernst & Young  
Al Aiban, Al Osaimi & Partners  
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## **INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF UNITED PROJECTS COMPANY FOR AVIATION SERVICES K.S.C.P.**

### **Report on the Audit of the Consolidated Financial Statements**

#### *Opinion*

We have audited the consolidated financial statements of United Projects Company For Aviation Services K.S.C.P. (the "Parent Company") and its subsidiaries (collectively, "the Group"), which comprise the consolidated statement of financial position as at 31 December 2020, and the consolidated statement of income, consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including the summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at 31 December 2020, and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards ("IFRS").

#### *Basis for Opinion*

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code), and we have fulfilled our other ethical responsibilities in accordance with the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### *Key Audit Matters*

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current year. 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. For each matter below, our description of how our audit addressed the matter is provided in that context.

#### *Valuation of a financing arrangement*

The Group has started financing a related party since 2014 for constructing and developing a mega commercial mall in UAE ("Project") through a complex financing arrangement. As the terms of the agreement are critical for assessing the classification of this arrangement and the valuation of amounts due from an associate, the management evaluates these terms. The financing arrangement is classified as a debt instrument at fair value through profit or loss. The management assessed the fair value of the financing arrangement based on the fair value of the Project at the reporting date using the discounted cash flow method that requires the use of various unobservable inputs. Given the significance of the Project and the complexity and estimation uncertainty involved in the valuation of the financing arrangement, especially with COVID 19 considerations, we have identified the valuation of the financing arrangement as a key audit matter.



## **INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF UNITED PROJECTS COMPANY FOR AVIATION SERVICES K.S.C.P. (continued)**

### **Report on the Audit of the Consolidated Financial Statements (continued)**

#### *Valuation of a financing arrangement (continued)*

As part of our audit procedures, among others, we have evaluated the terms of various agreements entered by the Group in relation to this Project to assess the appropriateness of the accounting treatment, classification and disclosure of all aspects of the financing arrangements to date. We have tested a sample of the material contributions made during the year to finance the Project by tracing them to supporting evidence and comparing it with the contractual terms of the agreements. For the valuation of the Project, we involved our internal valuation specialists to assist us in evaluating the appropriateness of the methodology used and challenging of the assumptions and judgements applied by management. We evaluated the adequacy of the Group's disclosures concerning the loan to an associate in Note 14 to the consolidated financial statements, including disclosures of key assumptions, judgements and sensitivities in Note 21.

#### *Other information included in the Group's 2020 Annual Report*

Management is responsible for the other information. Other information consists of the information included in the Group's 2020 Annual Report, other than the consolidated financial statements and our auditor's report thereon. We obtained the report of the Parent Company's Board of Directors, prior to the date of our auditor's report, and we expect to obtain the remaining sections of the Annual Report after the date of our auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we do 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 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, 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.

#### *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 the IFRS, 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 UNITED PROJECTS COMPANY FOR AVIATION SERVICES K.S.C.P. (continued)**

### **Report on the Audit of the Consolidated Financial Statements (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 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, we exercise professional judgment 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 the 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.
- 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.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance 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.





## **INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF UNITED PROJECTS COMPANY FOR AVIATION SERVICES K.S.C.P. (continued)**

### **Report on the Audit of the Consolidated Financial Statements (continued)**

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

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 year 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.

### **Report on Other Legal and Regulatory Requirements**

Furthermore, in our opinion proper books of account have been kept by the Parent Company and the consolidated financial statements, together with the contents of the report of the Parent Company's Board of Directors relating to these consolidated financial statements, are in accordance therewith. We further report that, we obtained all the information and explanations that we required for the purpose of our audit and that the consolidated financial statements incorporate all information that is required by the Companies Law No.1 of 2016, as amended, and its executive regulations, as amended, and by the Parent Company's Memorandum of Incorporation and Articles of Association, as amended, that an inventory was duly carried out and that, to the best of our knowledge and belief, no violations of the Companies Law No.1 of 2016, as amended, and its executive regulations, as amended, nor of the Parent Company's Memorandum of Incorporation and Articles of Association, as amended, have occurred during the year ended 31 December 2020 that might have had a material effect on the business of the Parent Company or on its financial position.

We further report that, during the course of our audit, to the best of our knowledge and belief, we have not become aware of any violations of the provisions of Law No 7 of 2010 concerning the Capital Markets Authority and its related regulations during the year ended 31 December 2020 that might have had a material effect on the business of the Parent Company or on its financial position.

**BADER A. AL-ABDULJADER**  
 LICENCE NO. 207-A  
 EY  
 AL-AIBAN, AL-OSAIMI & PARTNERS

29 March 2021  
 Kuwait



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**CONSOLIDATED  
FINANCIAL  
STATEMENTS**

# CONSOLIDATED FINANCIAL STATEMENTS

## United Projects Company for Aviation Services K.S.C.P and Subsidiaries CONSOLIDATED STATEMENT OF INCOME For the year ended 31 December 2020

	Notes	2020 KD	2019 KD
Revenues	6	6,729,407	13,419,391
Operating costs		(804,148)	(1,186,299)
<b>GROSS PROFIT</b>		<b>5,925,259</b>	<b>12,233,092</b>
General and administrative expenses		(1,508,236)	(2,246,756)
Salaries and employee benefits		(1,239,125)	(1,334,305)
Share of results of an associate	5	(1,027,918)	(152,773)
Revaluation loss on loan to an associate		-	(131,704)
Net other income		442,275	62,007
<b>Profit before interest, taxation, depreciation and amortisation ("EBITDA")</b>		<b>2,592,255</b>	<b>8,429,561</b>
Depreciation		(119,369)	(67,684)
Amortisation	8	(4,390,695)	(3,953,057)
<b>(Loss) profit before interest and taxation ("EBIT")</b>		<b>(1,917,809)</b>	<b>4,408,820</b>
Interest income		10,221	6,521,424
Finance cost		(2,183,146)	(1,531,501)
<b>(Loss) profit for the year before contribution to Kuwait Foundation for the Advancement of Sciences ("KFAS"), National Labour Support Tax ("NLST") and Zakat</b>		<b>(4,090,734)</b>	<b>9,398,743</b>
Contribution to KFAS		-	(88,037)
NLST		-	(259,211)
Zakat		-	(103,684)
<b>(LOSS) PROFIT FOR THE YEAR</b>		<b>(4,090,734)</b>	<b>8,947,811</b>
<b>Attributable to:</b>			
Equity holders of the Parent Company		(3,269,938)	9,330,960
Non-controlling interest	4	(820,796)	(383,149)
		<b>(4,090,734)</b>	<b>8,947,811</b>
<b>BASIC AND DILUTED (LOSS) EARNINGS PER SHARE ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT COMPANY</b>	7	<b>(13.30) Fils</b>	<b>38.92 Fils</b>

The attached notes 1 to 22 form part of these consolidated financial statements.

**United Projects Company for Aviation Services K.S.C.P and Subsidiaries**  
**CONSOLIDATED STATEMENT OF COMPREHESIVE INCOME**  
For the year ended 31 December 2020

	<i>2020</i> <i>KD</i>	<i>2019</i> <i>KD</i>
<b>(Loss) profit for the year</b>	<b>(4,090,734)</b>	8,947,811
<b>Other comprehensive (loss) income:</b>		
<i>Other comprehensive (loss) income that may be reclassified to profit or loss in subsequent periods:</i>		
Foreign currency translation adjustment	<b>36,842</b>	(14,749)
Share of other comprehensive loss of an associate	<b>(399,127)</b>	(364,159)
<b>Other comprehensive loss for the year</b>	<b>(362,285)</b>	(378,908)
<b>Total comprehensive (loss) income for the year</b>	<b>(4,453,019)</b>	8,568,903
<b>Attributable to:</b>		
Equity holders of the Parent Company	<b>(3,632,223)</b>	8,952,052
Non-controlling interests	<b>(820,796)</b>	(383,149)
<b>Total comprehensive (loss) income for the year</b>	<b>(4,453,019)</b>	8,568,903

The attached notes 1 to 22 form part of these consolidated financial statements.

# CONSOLIDATED FINANCIAL STATEMENTS

## United Projects Company for Aviation Services K.S.C.P and Subsidiaries CONSOLIDATED STATEMENT OF FINANCIAL POSITION As at 31 December 2020

	Notes	2020 KD	2019 KD
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property and equipment		56,380	174,062
Intangible assets	8	5,160,581	9,494,470
Investment in an associate	5	4,617,461	6,007,664
Loan to an associate	14	136,233,725	98,732,145
		<u>146,068,147</u>	<u>114,408,341</u>
<b>Current assets</b>			
Accounts receivable and other assets	9	3,257,041	3,627,292
Cash and cash equivalents	10	1,813,086	1,511,414
		<u>5,070,127</u>	<u>5,138,706</u>
<b>TOTAL ASSETS</b>		<u><u>151,138,274</u></u>	<u><u>119,547,047</u></u>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Share capital	11 (a)	38,250,000	16,450,000
Share premium	11 (a)	48,605,000	42,065,000
Statutory reserve	11 (b)	7,000,058	7,000,058
Treasury shares	12	(1,544,594)	(1,544,594)
Other reserve		(1,060,873)	(661,746)
Foreign currency translation reserve		27,301	(9,541)
Retained earnings		9,374,447	12,644,385
<b>Equity attributable to equity holders of the Parent Company</b>		<u>100,651,339</u>	75,943,562
Non-controlling interest	4	925,350	1,746,146
<b>Total equity</b>		<u>101,576,689</u>	<u>77,689,708</u>
<b>Non-current liabilities</b>			
Loans and borrowings	15	35,115,382	25,752,074
Accounts payable and other liabilities	13	6,630,890	7,683,881
Employees' end of service benefits		597,095	536,177
		<u>42,343,367</u>	<u>33,972,132</u>
<b>Current liabilities</b>			
Accounts payable and other liabilities	13	7,218,218	7,885,207
		<u>7,218,218</u>	<u>7,885,207</u>
<b>Total liabilities</b>		<u>49,561,585</u>	<u>41,857,339</u>
<b>TOTAL EQUITY AND LIABILITIES</b>		<u><u>151,138,274</u></u>	<u><u>119,547,047</u></u>



Tarek Ibrahim Mohammad Al Mousa  
Chairman

Nadia Abdullah Mohammad Akil  
CEO & Vice Chairperson

The attached notes 1 to 22 form part of these consolidated financial statements.

**United Projects Company for Aviation Services K.S.C.P and Subsidiaries**  
**CONSOLIDATED STATEMENT OF CASH FLOWS**  
**For the year ended 31 December 2020**

	Notes	2020 KD	2019 KD
<b>OPERATING ACTIVITIES</b>			
(Loss) profit for the year before KFAS, NLST and Zakat		(4,090,734)	9,398,743
Adjustments for:			
Depreciation		119,369	67,684
Amortisation	8	4,390,695	3,953,057
Provision for employees' end of service benefits		79,625	90,309
Share of results of an associate		1,027,918	152,773
Interest income		(10,221)	(6,521,424)
Allowance for expected credit loss	9	316,611	541,390
Revaluation loss on loan to an associate		-	131,704
Loss on write off of intangible asset		-	34,537
Finance cost		2,183,146	1,531,501
Rent concession		(717,427)	-
		<u>3,298,982</u>	<u>9,380,274</u>
Working capital adjustments:			
Accounts receivable and other assets		53,145	(539,638)
Accounts payable and other liabilities		(1,387,180)	(1,774,974)
		<u>1,964,947</u>	<u>7,065,662</u>
Employees' end of service benefits paid		(18,707)	(13,976)
Taxes paid		(141,043)	(271,532)
		<u>1,805,197</u>	<u>6,780,154</u>
<b>INVESTING ACTIVITIES</b>			
Purchase of property and equipment		(1,687)	(30,371)
Additions to intangible assets		(56,806)	(369,303)
Loan to an associate		(37,501,580)	(50,471,197)
Interest income received		10,716	189,531
		<u>(37,549,357)</u>	<u>(50,681,340)</u>
<b>FINANCING ACTIVITIES</b>			
Proceeds from rights issue	11(a)	28,340,000	18,012,500
Additions to amount due to a related party		22,250,000	-
Settlement of amount due to a related party		(22,250,000)	-
Proceeds from loans and borrowings		10,843,308	28,252,074
Repayments of loans and borrowings		(1,480,000)	(6,900,000)
Dividend paid	17	-	(3,353,190)
Finance cost paid		(1,657,476)	(810,544)
		<u>36,045,832</u>	<u>35,200,840</u>
<b>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>			
Cash and cash equivalents as at 1 January		1,511,414	10,211,760
		<u>1,813,086</u>	<u>1,511,414</u>
<b>CASH AND CASH EQUIVALENTS AS AT 31 DECEMBER</b>			
	10	<u>1,813,086</u>	<u>1,511,414</u>
<b>Non-cash items excluded from the statement of cash flows:</b>			
Adjustment to intangible assets related to service concession arrangements	8	-	(4,594,327)
Adjustment to accounts payable and other liabilities related to service concession arrangements		-	4,594,327

The attached notes 1 to 22 form part of these consolidated financial statements.

# CONSOLIDATED FINANCIAL STATEMENTS

## United Projects Company for Aviation Services K.S.C.P. and Subsidiaries CONSOLIDATED STATEMENT OF CHANGES IN EQUITY For the year ended 31 December 2020

Attributable to equity holders of the Parent Company

	Share Capital KD	Share premium KD	Statutory reserve KD	Treasury shares KD	Other reserve KD	Foreign currency translation reserve KD	Retained earnings KD	Sub-total KD	Non-controlling interest KD	Total KD
As at 1 January 2020	16,450,000	42,065,000	7,000,058	(1,544,594)	(661,746)	(9,541)	12,644,385	75,943,562	1,746,146	77,689,708
Loss for the year	-	-	-	-	-	-	(3,269,938)	(3,269,938)	(820,796)	(4,090,734)
Other comprehensive (loss) income for the year	-	-	-	-	(399,127)	36,842	-	(362,285)	-	(362,285)
Total comprehensive (loss) income for the year	-	-	-	-	(399,127)	36,842	(3,269,938)	(3,632,223)	(820,796)	(4,453,019)
Issuance of share capital (Note 11 (a))	21,800,000	6,540,000	-	-	-	-	-	28,340,000	-	28,340,000
<b>As at 31 December 2020</b>	<b>38,250,000</b>	<b>48,605,000</b>	<b>7,000,058</b>	<b>(1,544,594)</b>	<b>(1,060,873)</b>	<b>27,301</b>	<b>9,374,447</b>	<b>100,651,339</b>	<b>925,350</b>	<b>101,576,689</b>
As at 1 January 2019	13,175,000	27,327,500	6,021,868	(1,544,594)	(297,587)	5,208	7,644,805	52,332,200	2,129,295	54,461,495
Profit (loss) for the year	-	-	-	-	-	-	9,330,960	9,330,960	(383,149)	8,947,811
Other comprehensive loss for the Year	-	-	-	-	(364,159)	(14,749)	-	(378,908)	-	(378,908)
Total comprehensive (loss) income for the year	-	-	-	-	(364,159)	(14,749)	9,330,960	8,952,052	(383,149)	8,568,903
Dividend paid (Note 17)	-	-	-	-	-	-	(3,353,190)	(3,353,190)	-	(3,353,190)
Issuance of share capital (Note 11 (a))	3,275,000	14,737,500	-	-	-	-	-	18,012,500	-	18,012,500
Transfer to statutory reserve	-	-	978,190	-	-	-	(978,190)	-	-	-
As at 31 December 2019	16,450,000	42,065,000	7,000,058	(1,544,594)	(661,746)	(9,541)	12,644,385	75,943,562	1,746,146	77,689,708

The attached notes 1 to 22 form part of these consolidated financial statements.



**United Projects Company for Aviation Services K.S.C.P and Subsidiaries**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**As at and for the year ended 31 December 2020**

**1 ACTIVITIES AND CORPORATE INFORMATION**

The consolidated financial statements of the Parent Company and its subsidiaries (collectively the “Group”) for the year ended 31 December 2020 were authorised for issue by the board of directors on 29 March 2021. The shareholders of the Parent Company have the power to amend these consolidated financial statements at the annual general assembly meeting (AGM).

United Projects Company for Aviation Services K.S.C.P. (the “Parent Company”) was established as a closed Kuwaiti shareholding company on 4 December 2000. The Parent Company’s registered address is Kuwait International Airport, P.O. Box 27068 Safat 13131, State of Kuwait. The main objectives of the Parent Company are:

- Providing airplane ground and cleaning services and supply of water and other airplane supplies;
- Leasing out airplanes;
- Tourism, travel and cargo shipment services;
- Managing projects;
- Investing surplus funds in investment portfolios managed by specialised institutions;
- The right to participate with other firms, which operate in the same field or those, which would assist in achieving its objectives in Kuwait or abroad, and to purchase those firms or participate in their equity.
- Management and development of real estate activities including real estate consultancy services;
- General trading of construction materials, equipment and real estate;
- To own, lease and rent out land and real estate properties;
- Sharing in executing the infrastructure for the housing, trading and industrial projects and manage real estate facilities under BOT regulations.

The Parent Company is listed on Boursa Kuwait and is a subsidiary of Agility Public Warehousing Company K.S.C.P (the “Ultimate Parent Company”), which is also listed on Boursa Kuwait.

**2 BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICES**

**2.1 BASIS OF PREPARATION**

The consolidated financial statements of the Group have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”).

The consolidated financial statements have been prepared on a historical cost basis, except for loan to an associate that have been measured at fair value.

The consolidated financial statements are presented in Kuwaiti Dinars (“KD”), which is also the functional of the Parent Company.

**2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES**

The accounting policies used in the preparation of these consolidated financial statements are consistent with those used in the previous financial year, except for the adoption of following new and amended standards effective as of 1 January 2020.

**New and amended standards and interpretations**

The Group applied, for the first time, certain standards and amendments, which are effective for annual periods beginning on or after 1 January 2020.

The nature and effect of the changes as a result of adoption of these new accounting standards are described below.

**Amendments to IFRS 3: Definition of a Business**

The amendment to IFRS 3 clarifies that to be considered a business, an integrated set of activities and assets must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create output. Furthermore, it clarified that a business can exist without including all of the inputs and processes needed to create outputs. These amendments had no impact on the consolidated financial statements of the Group but may impact future periods should the Group enter into any business combinations.

## United Projects Company for Aviation Services K.S.C.P and Subsidiaries NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS As at and for the year ended 31 December 2020

### 2 BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICES (continued)

#### 2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

##### **Amendments to IAS 1 and IAS 8: Definition of Material**

The amendments provide a new definition of material that states “information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements, which provide financial information about a specific reporting entity.” The amendments clarify that materiality will depend on the nature or magnitude of information, either individually or in combination with other information, in the context of the financial statements. A misstatement of information is material if it could reasonably be expected to influence decisions made by the primary users. These amendments had no impact on the consolidated financial statements of, nor is there expected to be any future impact to the Group.

##### **Conceptual Framework for Financial Reporting issued on 29 March 2018**

The Conceptual Framework is not a standard, and none of the concepts contained therein override the concepts or requirements in any standard. The purpose of the Conceptual Framework is to assist the IASB in developing standards, to help preparers develop consistent accounting policies where there is no applicable standard in place and to assist all parties to understand and interpret the standards. The revised Conceptual Framework includes some new concepts, provides updated definitions and recognition criteria for assets and liabilities and clarifies some important concepts. These amendments had no impact on the consolidated financial statements of the Group.

##### **Amendments to IFRS 16 COVID-19 Related Rent Concessions**

On 28 May 2020, the IASB issued Covid-19-Related Rent Concessions - amendment to IFRS 16 Leases. The amendments provide relief to lessees from applying IFRS 16 guidance on lease modification accounting for rent concessions arising as a direct consequence of the Covid-19 pandemic. As a practical expedient, a lessee may elect not to assess whether a Covid-19 related rent concession from a lessor is a lease modification. A lessee that makes this election accounts for any change in lease payments resulting from the Covid-19 related rent concession the same way it would account for the change under IFRS 16, if the change were not a lease modification.

The amendment applies to annual reporting periods beginning on or after 1 June 2020. Earlier application is permitted. This amendment had no material impact on the consolidated financial statements of the Group.

### 2.3 SUMMARY OF CHANGES IN ACCOUNTING POLICIES FOR NEW TRANSACTIONS AND EVENTS

#### **Government grants**

Government grants are recognised where there is reasonable assurance that the grant will be received, and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related asset.

When the Group receives grants of non-monetary assets, the asset and the grant are recorded at nominal amounts and released to profit or loss over the expected useful life of the asset, based on the pattern of consumption of the benefits of the underlying asset by equal annual instalments.

### 2.4 STANDARDS ISSUED BUT NOT EFFECTIVE

The new and amended standards and interpretations that are issued, but not yet effective, up to the date of issuance of the Group's financial statements are disclosed below. The Group intends to adopt these new and amended standards and interpretations, if applicable, when they become effective.

#### **Amendments to IAS 1: Classification of liabilities as current or non-current**

In January 2020, the IASB issued amendments to paragraphs 69 to 76 of IAS 1 to specify the requirements for classifying liabilities as current or non-current. The amendments clarify:

- What is meant by a right to defer settlement
- That a right to defer must exist at the end of the reporting period
- That classification is unaffected by the likelihood that an entity will exercise its deferral right
- That only if an embedded derivative in a convertible liability is itself an equity instrument would the terms of a liability not impact its classification

The amendments are effective for annual reporting periods beginning on or after 1 January 2023 and must be applied retrospectively. The amendments are not expected to have a material impact on the Group.

**United Projects Company for Aviation Services K.S.C.P and Subsidiaries**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**As at and for the year ended 31 December 2020**

**2 BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICES (continued)**

**2.4 STANDARDS ISSUED BUT NOT EFFECTIVE (continued)**

**Amendments to IAS 16 - Property, Plant and Equipment: Proceeds before Intended Use**

In May 2020, the IASB issued Property, Plant and Equipment- Proceeds before Intended Use, which prohibits entities from 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 costs of producing those items, in profit or loss.

The amendment is effective for annual reporting periods beginning on or after 1 January 2022 and must be applied retrospectively to items of property, plant and equipment made available for use on or after the beginning of the earliest period presented when the entity first applies the amendment. The amendments are not expected to have a material impact on the Group.

**IFRS 9 Financial Instruments - Fees in the '10 per cent' test for derecognition of financial liabilities**

As part of its 2018-2020 annual improvements to IFRS standards process the IASB issued amendment to IFRS 9. The amendment clarifies the fees that an entity includes when assessing whether the terms of a new or modified financial liability are substantially different from the terms of the original financial liability. These fees include only those paid or received by the borrower and the lender, including fees paid or received by either the borrower or lender on the other's behalf. An entity applied the amendment to financial liabilities that are modified or exchanged on or after the beginning of the annual reporting period in which the entity first applies the amendment.

The amendments is not expected to have a significant impact on the Group's consolidated financial statements.

Other new or amended standards which are issued but not yet effective, are not relevant to the Group and have no impact on the accounting policies, financials position or performance of the Group.

**2.5 SIGNIFICANT ACCOUNTING POLICIES**

The significant accounting policies adopted in the preparation of the consolidated financial statements are set out below:

**Basis of consolidation**

The consolidated financial statements comprise the financial statements of the Parent Company and its subsidiaries as at the reporting date. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if, and only if, the Group has:

- Power over the investee (i.e., existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure, or rights, to variable returns from its involvement with the investee
- The ability to use its power over the investee to affect its returns

Generally, there is a presumption that a majority of voting rights results in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement(s) with the other vote holders of the investee
- Rights arising from other contractual arrangements
- The Group's voting rights and potential voting rights

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary.

Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary

# CONSOLIDATED FINANCIAL STATEMENTS

## United Projects Company for Aviation Services K.S.C.P and Subsidiaries NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS As at and for the year ended 31 December 2020

### 2 BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICES (continued)

#### 2.5 SIGNIFICANT ACCOUNTING POLICIES (continued)

##### Basis of consolidation (continued)

Profit or loss and each component of OCI are attributed to the equity holders of the Parent Company and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises the related assets (including goodwill), liabilities, non-controlling interest and other components of equity, while any resultant gain or loss is recognised in the consolidated statement of income. Any investment retained is recognized at fair value.

The consolidated financial statements of the Group include:

<i>Name of the company</i>	<i>Country of incorporation</i>	<i>Principal activity</i>	<i>Effective % equity interest</i>	
			<i>2020</i>	<i>2019</i>
Royal Aviation Company K.S.C. (Closed) ("RAC")	Kuwait	Management and services	<b>66.57</b>	66.57
UPAC United Real Estate Company K.S.C.C. ("UREC")	Kuwait	Real estate and property development	<b>100.00</b>	100.00
Al Arfaj Real Estate Company K.S.C. (Closed) ("Arfaj") <sup>1</sup>	Kuwait	Real estate and property development	<b>100.00</b>	100.00
<i>Held indirectly through Arfaj</i>				
Arfaj Limited	United Arab Emirates	Real estate and property development	<b>100.00</b>	100.00

##### Revenue recognition

Revenue is recognised either at a point in time or overtime, when (or as) the Group satisfies performance obligations by transferring the promised goods or services to its customers.

##### Rental income

The Group earns revenue from acting as a lessor in operating leases which do not transfer substantially all of the risks and rewards incidental to ownership.

Rental income arising from operating leases is accounted for on a straight-line basis over the lease term and is included in rental revenue in the consolidated statement of income due to its operating nature, except for contingent rental income which is recognised when it arises. Initial direct costs incurred in negotiating and arranging an operating lease are recognised as an expense over the lease term on the same basis as the lease income.

##### Services income

The Group enters as a lessor into lease agreements that fall within the scope of IFRS 16. These agreements include certain services offered to tenants (i.e., customers) including common area maintenance services (such as cleaning and security), as well as other services such as aircraft ground handling. The consideration charged for these services includes fees charged based on a percentage and reimbursement of certain expenses incurred. These services are separately invoiced.

##### Interest income

Interest income is recognised at it accrues using the effective interest rate method.

**United Projects Company for Aviation Services K.S.C.P and Subsidiaries**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**As at and for the year ended 31 December 2020**

**2 BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICES (continued)**

**2.5 SIGNIFICANT ACCOUNTING POLICIES (continued)**

**Government grants**

Government grants are recognised where there is reasonable assurance that the grant will be received, and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related asset.

When the Group receives grants of non-monetary assets, the asset and the grant are recorded at nominal amounts and released to profit or loss over the expected useful life of the asset, based on the pattern of consumption of the benefits of the underlying asset by equal annual instalments.

**Leases**

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset (or assets) and the arrangement conveys a right to use the asset (or assets), even if that asset is (or those assets are) not explicitly specified in an arrangement.

*Group as a lessor*

Leases in which the Group does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

**Taxation**

*Contribution to Kuwait Foundation for the Advancement of Sciences (KFAS)*

The Parent Company calculates the contribution to KFAS at 1% in accordance with the modified calculation based on the Foundation's Board of Directors resolution, which states that the income from associates and subsidiaries, Board of Directors' remuneration, transfer to statutory reserve should be excluded from profit for the year when determining the contribution.

*National Labour Support Tax (NLST)*

The Parent Company calculates the NLST in accordance with Law No. 19 of 2000 and the Ministry of Finance Resolutions No. 24 of 2006 at 2.5% of taxable profit for the year. As per law, income from associates and subsidiaries, cash dividends from listed companies which are subjected to NLST have been deducted from the profit for the year.

*Zakat*

Contribution to Zakat is calculated at 1% of the profit of the Parent Company in accordance with the Ministry of Finance resolution No. 58/2007.

**Intangible assets**

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is its fair value as at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses.

The useful lives of intangible assets are assessed to be either finite or indefinite. The estimated useful lives of intangible assets are as follows:

Commercial complex of Kuwait International Airport	20 years
Sheikh Saa'd Terminal*	12 years
Discovery Mall**	10 years
Kuwait Airways Terminal-4 Parking project	5 years

\*Fully amortised as at 31 December 2020

\*\*Fully amortised as at 31 December 2019

Intangible assets with finite lives are amortised over their useful economic life and assessed for impairment whenever there is an indication that an intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life is reviewed at least at each financial year end.

## United Projects Company for Aviation Services K.S.C.P and Subsidiaries NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS As at and for the year ended 31 December 2020

### 2 BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICES (continued)

#### 2.5 SIGNIFICANT ACCOUNTING POLICIES (continued)

##### **Intangible assets (continued)**

Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the consolidated statement of income.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the consolidated statement of income when the asset is derecognised.

##### *Service concession arrangements*

The Group recognises an intangible asset arising from a service concession arrangement when it has a right to charge for use of the concession infrastructure. An intangible asset received as consideration for providing construction or upgrade services in a service concession arrangement is measured at fair value on initial recognition with reference to the fair value of the services provided.

Subsequent to initial recognition, the intangible asset is measured at cost, which includes capitalised borrowing costs, less accumulated amortisation and accumulated impairment losses.

When concession grantor or the delegating authority requires fixed payments in return for the right to use of pre-existing infrastructure, the Group applies the following in respect to the fixed payments:

- the recognition of a liability equal to the present value of payments over the term of the concession arrangement;
- offset by the recognition of an intangible asset, where the concession arrangement is recognized using the “intangible asset model”, representing the right to charge users of the public service.

The estimated useful life of an intangible asset in a service concession arrangement is the period from when the Group is able to charge the public for the use of the infrastructure to the end of the concession period.

##### **Investment in an associate**

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control over those policies.

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

The Group's investment in its associate are accounted for using the equity method. Under the equity method, the investment in an associate is initially recognised at cost. The carrying amount of the investment is adjusted to recognise changes in the Group's share of net assets of the associate since the acquisition date. Goodwill relating to the associate is included in the carrying amount of the investment and is neither amortised nor individually tested for impairment.

The consolidated statement of income reflects the Group's share of the results of operations of the associate. Any change in other comprehensive income of those investees is presented as part of the Group's other comprehensive income. In addition, when there has been a change recognised directly in the equity of the associate, 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 are eliminated to the extent of the interest in the associate.

The aggregate of the Group's share of profit or loss of an associate is shown on the face of the consolidated statement of income and represents profit or loss after tax and non-controlling interests in the subsidiaries of the associate.

The financial statements of the associate 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.

**United Projects Company for Aviation Services K.S.C.P and Subsidiaries**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**As at and for the year ended 31 December 2020**

**2 BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICES (continued)**

**2.5 SIGNIFICANT ACCOUNTING POLICIES (continued)**

**Investment in an associate (continued)**

After application of the equity method, the Group determines whether it is necessary to recognise an impairment loss on its investment in its associate. At each reporting date, the Group determines whether there is objective evidence that the investment in the associate is impaired. If there is such evidence, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value.

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

**Impairment of non-financial assets**

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets.

Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs to sell, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded subsidiaries or other available fair value indicators.

The Group bases its impairment calculation on detailed budgets and forecast calculations which are prepared separately for each of the Group's cash-generating units to which the individual assets are allocated. These budgets and forecast calculations are generally covering a period of five years. For longer periods, a long term growth rate is calculated and applied to project future cash flows after the fifth year.

Impairment losses of continuing operations are recognised in the consolidated statement of income in those expense categories consistent with the function of the impaired asset, except for assets previously revalued where the revaluation taken to other comprehensive income. In this case the impairment is also recognised in other comprehensive income up to the amount of any previous revaluation.

Where an impairment loss subsequently reverses, the carrying amount of the asset (CGU) 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 (CGU) in prior years. A reversal of an impairment loss is recognised immediately in the consolidated statement of income.

**Financial assets**

**Initial recognition and measurement**

The Group determines the classification of financial assets based on the business model it uses to manage the financial assets and the contractual cashflow characteristics of the financial assets.

*Business model assessment*

The Group determines its business model at the level that best reflects how it manages group of financial assets to achieve its business objective. The Group's business model is not assessed on an instrument by instrument basis but at a higher level of aggregated portfolios and is based on a number of observable factors. The information considered includes:

- The stated policies and objectives for the portfolio and the operation of those policies in practice;
- The risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed; and
- The frequency, volume and timing of sales in prior periods, the reasons for such sales and its expectations about future sales activity.

## United Projects Company for Aviation Services K.S.C.P and Subsidiaries NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS As at and for the year ended 31 December 2020

### 2 BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICES (continued)

#### 2.5 SIGNIFICANT ACCOUNTING POLICIES (continued)

##### Financial assets (continued)

##### Initial recognition and measurement (continued)

###### *Business model assessment (continued)*

The business model assessment is based on reasonably expected scenarios without taking 'worst case' or 'stress case' scenarios into account. If cash flows after initial recognition are realised in a way that is different from the Group's original expectations, the Group does not change the classification of the remaining financial assets held in that business model, but incorporates such information when assessing newly originated or newly purchased financial assets going forward.

###### *Assessment of whether contractual cash flows are solely payments of principal and interest (SPPI test)*

The Group assesses the contractual terms of financial assets to identify whether they meet the SPPI test. 'Principal' for the purpose of this test is defined as the fair value of the financial asset at initial recognition and may change over the life of the financial asset.

'Interest' is defined as consideration for time value of money and for the credit risk associated with the principal and for other basic lending risks and costs as well as a profit margin. In assessing whether the contractual cash flows are solely payments of principal and interest, the Group considers whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. The Group considers:

- Contingent events that would change the amount and timing of cash flows;
- Leverage features;
- Prepayment and extension terms;
- Terms that limit the Group's claim to cash flows from specified assets (e.g. non-recourse asset arrangements); and
- Features that modify consideration of the time value of money - e.g. periodical reset of interest rates.

Contractual terms that introduce a more than the minimis exposure to risks or volatility in the contractual cashflows that are unrelated to a basic lending arrangement do not give rise to contractual cashflows that are solely payment of principal and interest. In such cases, the financial asset is measured at fair value through profit or loss.

The Group has determined the classification and measurement of its financial assets as follows:

##### Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Financial assets at amortised cost (debt instruments)
- Financial assets at fair value through OCI with recycling of cumulative gains and losses (debt instruments)
- Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)
- Financial assets at fair value through profit or loss

###### *Financial assets at amortised cost (debt instruments)*

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

###### *Financial assets carried at fair value through profit or loss (FVTPL)*

Financial assets in this category are those assets, which have been either designated by management upon initial recognition or are mandatorily required to be measured at fair value under IFRS 9. Management designates an instrument as FVTPL that otherwise meet the requirements to be measured at amortised cost or at FVOCI only if it eliminates, or significantly reduces, an accounting mismatch that would otherwise arise. Financial assets with contractual cash flows not representing solely payment of principal and interest are mandatorily required to be measured at FVTPL.



**United Projects Company for Aviation Services K.S.C.P and Subsidiaries**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**As at and for the year ended 31 December 2020**

**2 BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICES (continued)**

**2.5 SIGNIFICANT ACCOUNTING POLICIES (continued)**

**Financial assets (continued)**

**Subsequent measurement (continued)**

*Financial assets carried at fair value through profit or loss (FVTPL) (continued)*

Financial assets at FVTPL are subsequently measured at fair value. Changes in fair value are recognised in the consolidated statement of income. Interest income is recognised using the effective interest method. Dividend income from equity investments measured at FVTPL is recognised in the consolidated statement of income when the right to the payment has been established.

Loan to an associate is classified as financial assets carried at FVTPL since the contractual cash flows of these securities are not solely payments of principal and interest on the principal outstanding.

**Derecognition of financial assets**

A financial asset (or, where applicable a part of a financial asset or part of a group of similar financial assets) is derecognised when:

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

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risk and rewards. When it has neither transferred nor retained substantially all of the risks and rewards of the asset nor transferred control of the asset, the asset is recognised to the extent of the Group's continuing involvement in the asset. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred assets measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

**Financial liabilities**

**Initial recognition and measurement**

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

The Group's financial liabilities include loans and borrowings and accounts payable and other liabilities.

**Subsequent measurement**

The measurement of financial liabilities depends on their classification, as described below:

*Loans and borrowings*

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using the effective interest rate method (EIR).

*Accounts payable and other liabilities*

Liabilities are recognised for amounts the Group obligated to pay in the future for goods or services received, whether billed by the supplier or not.

**Derecognition**

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire. The Group also derecognises a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognised at fair value. On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognised in the consolidated statement of income.

## United Projects Company for Aviation Services K.S.C.P and Subsidiaries NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS As at and for the year ended 31 December 2020

### 2 BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICES (continued)

#### 2.5 SIGNIFICANT ACCOUNTING POLICIES (continued)

##### **Offsetting**

Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

##### **Impairment of financial assets**

The Group recognises an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

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).

For rent receivables and other assets, 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.

##### **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 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.

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 categorised 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 at fair value 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.

**United Projects Company for Aviation Services K.S.C.P and Subsidiaries**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**As at and for the year ended 31 December 2020**

**2 BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICES (continued)**

**2.5 SIGNIFICANT ACCOUNTING POLICIES (continued)**

**Provisions**

Provisions are recognised when the Group has a present obligation (legal or constructive) as result of a past event, and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are reviewed at each reporting date and adjusted to reflect the current best estimate. Where the effect of the time value of money is material, the amount of a provision is the present value of the expenditures expected to be incurred to settle the obligation. When the Group expects some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the consolidated statement of income net of any reimbursement.

**Contingencies**

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

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

**Treasury shares**

Own equity instruments which are reacquired (treasury shares) are recognised at cost and deducted from equity. No gain or loss is recognised in the consolidated statement of income on the purchase, sale, issue or cancellation of the Group's own equity instruments.

Any realised losses are recognised in treasury share reserve or share premium reserve to the extent of the credit balance in that account. Any excess losses are charged to retained earnings then to the reserves. Gains realised subsequently on the sale of treasury shares are first used to offset any previously recorded losses in the order of reserves, retained earnings and the treasury shares reserve account. No cash dividends are distributed on these shares. The issue of bonus shares increases the number of treasury shares proportionately and reduces the average cost per share without affecting the total cost of treasury shares.

**Employees' end of service benefits**

The Group provides end of service benefits to all its employees. 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. The expected costs of these benefits are accrued over the period of employment.

Further, with respect to its national employees, the Group makes contributions to the Public Institution for Social Security calculated as a percentage of the employees' salaries. The Group's obligations are limited to these contributions, which are expensed when due.

**Foreign currencies**

The Group's consolidated financial statements are presented in KD, which is also the Parent Company's functional currency. For each entity, the Group determines the functional currency and items included in the consolidated financial statements of each entity are measured using that functional currency. The Group uses the direct method of consolidation and on disposal of a foreign operation, the gain or loss that is reclassified to profit or loss reflects the amount that arises from using this method.

*Transactions and balances*

Transactions in foreign currencies are initially recorded by the Group's entities at their respective functional currency spot rates at the date the transaction first qualifies for recognition. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Differences arising on settlement or translation of monetary items are recognised in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

## United Projects Company for Aviation Services K.S.C.P and Subsidiaries NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS As at and for the year ended 31 December 2020

### 2 BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICES (continued)

#### 2.5 SIGNIFICANT ACCOUNTING POLICIES (continued)

##### Foreign currencies (continued)

###### *Group companies*

On consolidation, the assets and liabilities of foreign operations are translated into KD at the rate of exchange prevailing at the reporting date and their statements of income are translated at exchange rates prevailing at the dates of the transactions. The exchange differences arising on translation for consolidation are recognised in OCI. On disposal of a foreign operation, the component of OCI relating to that particular foreign operation is reclassified to the profit or loss.

##### Segment information

A segment is a distinguishable component of the Group that engages in business activities from which it earns revenues and incurs costs. The operating segments are used by the management of the Group to allocate resources and assess performance and the reporting is consistent with the internal reports provided to the chief operation decision maker. Operating segments exhibiting similar economic characteristics, product and services, class of customers where appropriate are aggregated and reported as reportable segments.

### 3 SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of the Group's consolidated financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

##### Significant judgments

In the process of applying the Group's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the consolidated financial statements:

##### **Classification of financial assets**

The Group determines the classification of financial assets based on the assessment of the business model within which the assets are held and assessment of whether the contractual terms of the financial asset are solely payments of principal and interest on the principal amount outstanding.

##### **Equity accounting of entities in which the Group holds less than 20% holding**

The Group assessed that the voting rights in Naples Topco Limited ("Naples") are dominant factor in deciding who has significant influence on entity. The Group has a representation on Naples's board of directors and the Group's consent is required for all major operational decisions. Accordingly, the Group has considered the significant influence achieved through absolute voting rights is sufficient to give it the practical ability to direct the relevant activities of the investee company, despite the fact they have less than 20% holding.

##### **Estimates and assumptions**

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are also described in the individual notes of the related to the consolidated financial statement line items below. The Group based its assumptions and estimates on parameters available when the consolidated financial statements were prepared.

Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

##### **Impairment of associates**

The Group is required to assess, at each reporting date, whether there are indications of impairment. If such indications exist, the management estimates the recoverable amount of the associate in order to determine the extent of the impairment loss (if any). The identification of impairment indicators and determination of the recoverable amounts require management to make significant judgements, estimates and assumptions.

**United Projects Company for Aviation Services K.S.C.P and Subsidiaries**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**As at and for the year ended 31 December 2020**

**3 SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS (continued)**

**Estimates and assumptions (continued)**

***Impairment of financial assets at amortised cost***

The Group assesses on a forward looking basis the expected credit losses (ECL) associated with its debt instruments carried at amortised cost. For trade receivables and contract assets, the Group applies a simplified approach in calculating ECL. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECL 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. Actual results may differ from these estimates.

***Useful lives intangible assets***

Management of the Group assigns useful lives to intangible assets based on the intended use of assets and the economic lives of those assets. Subsequent changes in circumstances such as prospective utilisation of the assets concerned could result in the actual useful lives differing from initial estimates.

***Fair value measurement of financial assets***

When the fair values of financial assets recorded in the consolidated statement of financial position cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow ("DCF") model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of unobservable inputs to reflect market conditions. Changes in assumptions about these factors could affect the reported fair value of financial assets.

***Impairment of intangible assets***

A decline in the value of intangible assets could have a significant effect on the amounts recognised in the consolidated financial statements. Management assesses the impairment of intangible assets whenever events or changes in circumstances indicate that the carrying value may not be recoverable.

Factors that are considered important which could trigger an impairment review include the following:

- significant decline in the market value which would be expected from the passage of time or normal use
- significant changes in the technology and regulatory environments
- evidence from internal reporting which indicates that the economic performance of the asset is, or will be, worse than expected.

# CONSOLIDATED FINANCIAL STATEMENTS

## United Projects Company for Aviation Services K.S.C.P and Subsidiaries NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS As at and for the year ended 31 December 2020

### 4 GROUP INFORMATION

Financial information of subsidiaries that have material non-controlling interests is provided below:

#### Proportion of equity interest held by non-controlling interests:

Name of the company	Country of incorporation	Principal activity	Ownership %	
			2020	2019
Royal Aviation Company K.S.C. (Closed) ("RAC")	Kuwait	Management and services	33.43	33.43

The summarised financial information of the subsidiary is provided below. This information is based on amounts before inter-company eliminations.

	RAC 2020 KD	RAC 2019 KD
<b>Summarised statement of income for the year ended 31 December:</b>		
Revenues	810,401	1,919,119
Operating costs	(540,700)	(761,484)
Net operating expenses	(412,015)	(386,805)
Other income	2,273	8,417
EBITDA	(140,041)	779,247
Depreciation and amortization	(2,388,812)	(1,976,747)
Interest income	73,585	51,378
Loss for the year	(2,455,268)	(1,146,122)
Total comprehensive loss for year	(2,455,268)	(1,146,122)
Attributable to non-controlling interests	(820,796)	(383,149)
<b>Summarised statement of financial position as at 31 December:</b>		
	RAC 2020 KD	RAC 2019 KD
Intangible asset and other non-current assets (non-current)	2,547,638	4,612,866
Accounts receivable and other assets and cash and cash equivalents (current)	837,075	1,113,784
Employees' end of service benefits (non-current)	(55,369)	(50,366)
Accounts payable and other liabilities (current)	(561,492)	(453,164)
<b>Total equity</b>	<b>2,767,852</b>	<b>5,223,120</b>
Attributable to:		
Equity holders of Parent Company	1,842,502	3,476,974
Non-controlling interest	925,350	1,746,146
<b>Summarised cash flow information for year ended 31 December:</b>		
	RAC 2020 KD	RAC 2019 KD
Operating cash flows	335,825	816,884
Investing cash flows	(250,000)	(934,879)
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>85,825</b>	<b>(117,995)</b>

**United Projects Company for Aviation Services K.S.C.P and Subsidiaries**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**As at and for the year ended 31 December 2020**

**5 INVESTMENT IN AN ASSOCIATE**

The Group has the following investment in associate:

<i>Name of the company</i>	<i>Country of incorporation</i>	<i>Ownership %</i>		<i>Year- end</i>	<i>Principal activities</i>
		<i>2020</i>	<i>2019</i>		
Naples Topco Limited	UAE	<b>9.47%</b>	9.47%	31 December	Real estate activities

Summarised financial information of the associate is as follows:

	<i>2020 KD</i>	<i>2019 KD</i>
Non-current assets	<b>312,869,573</b>	245,483,860
Current assets	<b>2,375,956</b>	7,608,980
Non-current liabilities	<b>(261,670,836)</b>	(180,783,314)
Current liabilities	<b>(4,815,866)</b>	(8,870,625)
<b>Equity</b>	<b>48,758,827</b>	63,438,901
<b>Proportion of the Group's ownership</b>	<b>9.47%</b>	9.47%
<b>Carrying value of the investment in associate</b>	<b>4,617,461</b>	6,007,664
<b>Loss for the year</b>	<b>(10,854,467)</b>	(1,613,901)
<b>Group's share in the loss for the year</b>	<b>(1,027,918)</b>	(152,773)
<b>Other comprehensive loss for the year</b>	<b>(4,214,646)</b>	(3,843,448)
<b>Group's share in other comprehensive income</b>	<b>(399,127)</b>	(364,159)

The movement in the carrying amount of the investment in an associate during the year is as follows:

	<i>2020 KD</i>	<i>2019 KD</i>
As at 1 January	<b>6,007,664</b>	6,539,345
Share of results	<b>(1,027,918)</b>	(152,773)
Share of other comprehensive loss	<b>(399,127)</b>	(364,159)
Foreign currency translation adjustment	<b>36,842</b>	(14,749)
<b>As at 31 December</b>	<b>4,617,461</b>	6,007,664

# CONSOLIDATED FINANCIAL STATEMENTS

## United Projects Company for Aviation Services K.S.C.P and Subsidiaries NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS As at and for the year ended 31 December 2020

### 6 RENTAL AND SERVICE REVENUE

#### 6.1 Disaggregated revenue information

Set out below is the disaggregation of the Group's rental and services revenue:

	2020 KD	2019 KD
Rental revenue	4,288,617	7,193,098
Service revenue	2,440,790	6,226,293
	<u>6,729,407</u>	<u>13,419,391</u>

#### 6.2 Contract balances

	2020 KD	2019 KD
Trade receivables (Note 9)	5,069,160	4,743,036
Contract liabilities (Note 13)	4,617,680	5,980,779

### 7 BASIC AND DILUTED (LOSS) EARNINGS PER SHARE

Basic and diluted (loss) earnings per share is calculated by dividing the (loss) profit for the year attributable to the equity holders of the Parent Company by the weighted average number of shares outstanding during the year (excluding treasury shares).

The information necessary to calculate basic (loss) earnings per share based on the weighted average number of shares outstanding, less treasury shares, during the year is as follows:

	2020 KD	2019 KD
(Loss) profit for the year attributable to equity holders of the Parent Company	(3,269,938)	9,330,960
Weighted average number of paid up shares	250,614,715	244,568,398
Weighted average number of treasury shares	(4,824,307)	(4,824,307)
Weighted average number of shares, less treasury shares, outstanding during the year	<u>245,790,408</u>	<u>239,744,091</u>
Basic and diluted (loss) earnings per share	<u>(13.30) Fils</u>	<u>38.92 Fils</u>

Earnings per share for 2019 has been adjusted to reflect the rights issue during the year (Note 11 (a)).



**United Projects Company for Aviation Services K.S.C.P and Subsidiaries**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**As at and for the year ended 31 December 2020**

**8 INTANGIBLE ASSETS**

Intangible assets represent cost incurred on the construction of the Discovery Mall, Sheikh Saa'd Terminal, car park and commercial complex of Kuwait International Airport and Kuwait Airways Terminal 4 car park in accordance with Built-Operate-Transfer (BOT) agreement with the government of Kuwait and have useful life and amortised as disclosed in Note 2.

	2020 KD	2019 KD
Cost:		
As at 1 January	46,676,049	41,777,151
Additions:		
Related to service concession arrangements	-	4,594,327
Transfer from property and equipment	-	5,032
Other additions	56,806	369,303
Write-off of the asset	-	(69,764)
	<u>46,732,855</u>	<u>46,676,049</u>
As at 31 December		
Amortisation:		
As at 1 January	37,181,579	33,263,749
Related to write-off of the asset	-	(35,227)
Charge for the year	4,390,695	3,953,057
	<u>41,572,274</u>	<u>37,181,579</u>
As at 31 December		
<b>Net carrying amount:</b>		
<b>As at 31 December</b>	<u>5,160,581</u>	<u>9,494,470</u>

*Discovery Mall*

Included in intangible assets is a fully amortised intangible asset (31 December 2020: KD Nil and 31 December 2019: KD Nil) that represents Built-Operate-Transfer (BOT) project for the construction of Discovery Mall (the "Mall"). This Mall was built on leasehold land from the Touristic Enterprise Company ("TEC") for an initial period of 10 years which was then extended by seven months to 28 January 2014 based on a TEC letter dated 20 February 2013. Since there were various delays in receiving the leasehold land from TEC, which resulted in an adverse effect on the investment term, the Parent Company requested a renewal to the contract for an additional period and had subsequently filed a compensation claim. However, TEC filed a lawsuit requesting the Parent Company to withdraw from the Mall and deliver it back to TEC. On 11 February 2015, the First Instance Court ruled in favor of TEC acknowledging the initial expiration of the contract as of 30 September 2013. The Parent Company however appealed the judgment and challenged it to suspend the execution of aforementioned ruling which the Court of Cassation accepted on 24 June 2015. On 10 October 2018, the Court of Appeal confirmed the First Instance ruling in favour of TEC and requested the Parent Company to evacuate the Mall and hand it over to TEC. The Parent Company challenged the ruling in the Cassation Court. On 8 January 2020, the Court of Cassation rejected the Parent Company's challenge to this decision and ruled in favour of TEC. However, on 13 February 2020 and subsequent to the above ruling, the Parent Company and TEC further agreed to postpone the handover of the mall for a further period of six months starting from 12 February 2020 until 12 August 2020 in return for a fixed payment of KD 75 thousand to TEC. On 29 July 2020, the Parent Company received official notice from TEC to vacate the Mall upon completion of extension period. On 26 August 2020, UPAC has formally handed over the project to TEC.

*Sheikh Saa'd Terminal*

Included in intangible assets an amount of KD Nil (2019: KD 2,298,629) that represents the carrying value of Built-Operate-Transfer (BOT) project for the construction of Sheikh Saa'd Terminal (the "terminal"). As required by the accounting policies adopted by the Group, management is required to annually reassess the useful life of the terminal which resulted in a change in its useful life from 16 to 12 years during the year ended 31 December 2019. This change is to properly reflect the expected pattern in consumption of the terminal's future economic benefits.

This change in estimate was prospectively applied and resulted in an increase in amortisation expense by KD 1,495,573 (2019: KD 1,149,314). Had the accounting estimate not been changed, the reported 'loss for the year' would have been lower by KD 1,495,573 (2019: the reported "Profit for the year" would have been higher by KD 1,149,314)

# CONSOLIDATED FINANCIAL STATEMENTS

## United Projects Company for Aviation Services K.S.C.P and Subsidiaries NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS As at and for the year ended 31 December 2020

### 8 INTANGIBLE ASSETS (continued)

#### *Sheikh Saa'd Terminal (continued)*

On 17 May 2020, the Group has received an extension for six months for handover of the terminal until 27 December 2020. On 24 January 2021, subsequent to the reporting date, the BOT contract has been further extended to 27 June 2021. The Group is currently undergoing discussions with regards to scope, fees and components to facilitate the finalisation of the above proposed extension.

#### *Commercial complex of Kuwait International Airport*

Included in intangible assets is an amount of KD 2,135,544 (31 December 2019: KD 3,193,156) that represents the carrying value of Build-Operate-Transfer (BOT) project for the construction of the car park and commercial complex of Kuwait International Airport. This was built on a leasehold land from the government of the State of Kuwait for 20 years which will expire on 2023.

#### *Kuwait Airways Terminal-4 Parking project*

On 25 November 2018, the Group entered into a service concession arrangement with Directorate General of Civil Aviation of Kuwait (the "Grantor") to operate a pre-existing parking and related facilities at the new Kuwait Airways dedicated Terminal 4 ("Facilities").

Under the terms of the agreement, the Group will operate and make facilities available to the public for a period of five years, starting from 9 February 2019.

As at 31 December 2020, intangible assets include KD 3,025,037 (2019: KD 4,002,685) relating to this arrangement and liability of KD 3,671,484 (2019: KD 3,873,710) which represents the minimum fixed payments that will be paid by the Group to the Grantor over the term of the concession arrangement, discounted at a rate of 6%

### 9 ACCOUNTS RECEIVABLE AND OTHER ASSETS

	2020 KD	2019 KD
Rent receivables	1,765,848	1,616,036
Counter fee receivable	3,303,312	3,127,000
Other receivables	465,703	460,007
Prepayments	281,463	686,755
	<u>5,816,326</u>	<u>5,889,798</u>
Allowance for expected credit losses	<u>(2,559,285)</u>	<u>(2,262,506)</u>
	<u>3,257,041</u>	<u>3,627,292</u>

Movements in the allowance for expected credit losses of receivables is as follows:

	2020 KD	2019 KD
As at 1 January	2,262,506	1,756,198
Charge for the year	316,611	541,390
Amounts written off	(19,832)	(35,082)
As at 31 December	<u>2,559,285</u>	<u>2,262,506</u>

**United Projects Company for Aviation Services K.S.C.P and Subsidiaries**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**As at and for the year ended 31 December 2020**

**10 CASH AND CASH EQUIVALENTS**

	2020 KD	2019 KD
Cash and bank balances	863,086	1,244,756
Short-term deposits	950,000	266,658
	<u>1,813,086</u>	<u>1,511,414</u>

Short term deposits are denominated in KD and carry an effective interest rate of 0.67% (2019: 2.60%) per annum with maturity less than three months from reporting date.

**11 SHARE CAPITAL AND RESERVES**

**a) Share capital and share premium**

	2020 KD	2019 KD
<i>Issued and paid up share capital of 382,500,000 shares of 100 fils each (2019: 164,500,000 shares of 100 fils each)</i>	<u>38,250,000</u>	<u>16,450,000</u>
	<u>2020 Shares</u>	<u>2019 Shares</u>
<b>Authorised shares</b>		
Ordinary shares of 100 fils each	<u>382,500,000</u>	<u>382,500,000</u>
<b>Ordinary shares issued and fully paid</b>		
As at 1 January	164,500,000	131,750,000
Issued during the year	<u>218,000,000</u>	<u>32,750,000</u>
	<u>382,500,000</u>	<u>164,500,000</u>

During the year, the Parent Company made a rights issue to its shareholders at KD 0.130 per share (31 December 2019: KD 0.550 per share) made up of KD 0.100 share capital (31 December 2019: KD 0.100 share capital) and KD 0.030 share premium (31 December 2019: KD 0.450 share premium). A total of 218,000,000 shares (31 December 2019: 32,750,000 share) were issued resulting in an increase in share capital by KD 21,800,000 (31 December 2019: KD 3,275,000) and an increase in the share premium account by KD 6,540,000 (31 December 2019: KD 14,737,500).

**b) Statutory reserve**

In accordance with the Companies' Law, and the Parent Company's Memorandum of Incorporation and Articles of Association, a minimum of 10% of the profit for the year before tax and board of directors' remuneration shall be transferred to the statutory reserve based on the recommendation of the Parent Company's board of directors.

The annual general assembly of the Parent Company may resolve to discontinue such transfer when the reserve exceeds 50% of the issued share capital. The reserve may only be used to offset losses or enable the payment of a dividend up to 5% of paid-up share capital in years when profit is not sufficient for the payment of such dividend due to absence of distributable reserves. Any amounts deducted from the reserve shall be refunded when the profits in the following years suffice, unless such reserve exceeds 50% of the issued share capital. No transfer has been made during the year to statutory reserve due to the losses incurred during the year.

# CONSOLIDATED FINANCIAL STATEMENTS

## United Projects Company for Aviation Services K.S.C.P and Subsidiaries NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS As at and for the year ended 31 December 2020

### 12 TREASURY SHARES

	2020	2019
Number of treasury shares	4,824,307	4,824,307
Percentage of issued shares (%)	1%	3%
Market value (KD)	1,399,049	2,470,045
Cost (KD)	1,544,594	1,544,594

Reserves equivalent to the cost of the treasury shares held are not available for distribution.

### 13 ACCOUNTS PAYABLE AND OTHER LIABILITIES

	2020 KD	2019 KD
Accounts payable	2,246,347	2,156,489
Accrued expenses	1,419,348	1,444,096
Contract liabilities*	4,617,680	5,980,779
Provision for staff leave	146,555	112,740
Tenant refundable deposits	1,744,355	2,002,756
Other payables	3,674,823	3,872,228
	<b>13,849,108</b>	<b>15,569,088</b>
	2020 KD	2019 KD
<b>Classified as:</b>		
Non-current liabilities	6,630,890	7,683,881
Current liabilities	7,218,218	7,885,207
	<b>13,849,108</b>	<b>15,569,088</b>

\* Contract liabilities constitute rent received in advance by the Group from tenants in accordance with rental agreements beyond 12 months of the reporting period amounting to KD 1,642,546 (2019: KD 2,753,868).

The accounts payable and other liabilities balances above are non-interest bearing and are settled throughout the financial year except for rent received in advance as mentioned above.

For explanation on the Group's liquidity risk management process, refer to Note 19.3.

**United Projects Company for Aviation Services K.S.C.P and Subsidiaries**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**As at and for the year ended 31 December 2020**

**14 RELATED PARTY DISCLOSURES**

These represent transactions with related parties, i.e. major shareholders, associate, directors and key management personnel of the Group, and entities controlled, jointly controlled or significantly influenced by such parties. Pricing policies and terms of these transactions are approved by the Group's management.

Transactions and balances and with related parties are as follows:

	<i>Ultimate par- ent company KD</i>	<i>Other related parties KD</i>	<b>2020 KD</b>	2019 KD
<b>Consolidated statement of income:</b>				
Revenues	-	3,501	<b>3,501</b>	280,555
Operating costs	-	(239,367)	<b>(239,367)</b>	(242,803)
General and administrative expenses	-	(48,061)	<b>(48,061)</b>	(16,680)
Finance cost	(173,584)	-	<b>(173,584)</b>	(348,258)
Share of results in an associate	-	(1,027,918)	<b>(1,027,918)</b>	(152,773)
Interest income	-	-	-	6,338,639

	<i>Ultimate par- ent company KD</i>	<i>Other related parties KD</i>	<b>2020 KD</b>	2019 KD
<b>Consolidated statement of financial position:</b>				
Amounts due from a related party (included in accounts receivable and other assets)	-	-	-	103,213
Amounts due to related parties (included in accounts payable and other liabilities)	(1,118,495)	(45,474)	<b>(1,163,969)</b>	(819,683)
Investment in an associate (Note 5)	-	4,617,461	<b>4,617,461</b>	6,007,664
Loan to an associate*	-	136,233,725	<b>136,233,725</b>	98,732,145

Amounts due from / to related parties are interest free and are receivable / payable on demand. Other related parties include entities under common control.

\* Loan to an associate represents amounts advanced by a subsidiary of the Group towards the construction and development of a commercial mall in UAE ("Project"). This amount bears compounded annual interest rates as per the loan agreement and carries with it the option, at the sole discretion of the Parent Company, to be converted to equity in the Project on completion of construction subject to the Project achieving certain operational targets. The Group has contributed KD 6,580,301 (2019: KD 6,580,301) in the equity of the Project out of the Group's capital commitment. The Ultimate Parent Company is also invested in the equity of the Project.

In response to the economic impact of Covid-19, the Parent Company has not recognised interest income of KD 9,698,503 for the year 2020. The interest is suspended temporarily and the Parent Company retains the right to reinstate it in the future.

Movement in loan to an associate during the year is as follows:

	<b>2020 KD</b>	2019 KD
As at 1 January	<b>98,732,145</b>	42,054,013
Additional contribution	<b>37,501,580</b>	50,471,197
Interest accrued	-	6,338,639
Foreign currency translation adjustments	-	(131,704)
	<b>136,233,725</b>	98,732,145

# CONSOLIDATED FINANCIAL STATEMENTS

## United Projects Company for Aviation Services K.S.C.P and Subsidiaries NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS As at and for the year ended 31 December 2020

### 14 RELATED PARTY DISCLOSURES (continued)

#### Compensation of key management personnel

The remuneration of key management personnel during the year was as follows:

	2020 KD	2019 KD
Short-term benefits	482,944	357,943
Employees' end of service benefits	24,825	39,914
	<u>507,769</u>	<u>397,857</u>

### 15 LOANS AND BORROWINGS

	2020 KD	2019 KD
Borrowing facility	<u>35,115,382</u>	<u>25,752,074</u>

During the year ended 31 December 2017, the Parent Company signed a syndicated loan agreement consisting of two facilities with a local bank for an amount of KD 50,100,000 to finance the construction, development of a commercial mall in UAE, the Project (Note 14), and for working capital requirements of the Parent Company. During the year, an amount of KD 10,843,308 (31 December 2019: 28,252,074) has been withdrawn and KD 1,480,000 (31 December 2019: KD 6,900,000) is repaid. This loan facility bears an average finance cost of 4.75% (31 December 2019: 6%) per annum and is repayable on 31 December 2022.

### 16 COMMITMENTS AND CONTINGENCIES

#### Capital commitments

The Shaikh Saad Terminal, car park and commercial complex of Kuwait International Airport (Note 8) are constructed in accordance with service concession agreement and annual payment of KD 632,618 (2019: KD 800,235) has been made. The payments for the future periods are as follows:

	2020 KD	2019 KD
Within one year	632,618	800,235
After one year but no later than five years	465,000	2,019,515
	<u>1,097,618</u>	<u>2,819,750</u>

#### Contingencies

As at 31 December 2020, the Group had contingent liabilities, amounting to KD 853,745 (2019: KD 868,245), in respect of bank guarantees arising in the ordinary course of business.

### 17 DIVIDENDS AND BOARD OF DIRECTORS' REMUNERATION

	2020 KD	2019 KD
<b>Cash dividends on ordinary shares declared and paid:</b>		
Dividends paid for 2018: 21 fils per share (2019: KD Nil)	-	3,353,190
<b>Proposed dividends on ordinary shares:</b>		
Proposed cash dividend for 2020: Nil fils per share (2019: Nil fils per share)	-	-

At the Board of Directors meeting held on 29 March 2021, the directors recommended Board of Directors' remuneration of KD Nil (2019: KD Nil).

**United Projects Company for Aviation Services K.S.C.P and Subsidiaries**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**As at and for the year ended 31 December 2020**

**18 SEGMENTAL INFORMATION**

Management monitors the operating results of its segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on operating profit or loss and is measured consistently with operating profit or loss in the consolidated financial statements. However, taxation is managed on a Group basis and is not allocated to operating segments.

For management purposes, the Group is organised in two operating segments: i) Investments: consists of investing in reem mall and surplus funds in investment portfolios. ii) Service operations: consists of managing projects and providing airplane ground and cleaning services and other service facilities.

	<i>Investments</i>		<i>Services operations</i>		<i>Total</i>	
	<i>2020</i> <i>KD</i>	<i>2019</i> <i>KD</i>	<i>2020</i> <i>KD</i>	<i>2019</i> <i>KD</i>	<i>2020</i> <i>KD</i>	<i>2019</i> <i>KD</i>
Segment revenues	<u>10,221</u>	<u>6,236,947</u>	<u>7,171,682</u>	<u>13,481,398</u>	<u>7,181,903</u>	<u>19,718,345</u>
Segment (loss) profit	<u>(2,992,506)</u>	<u>4,939,269</u>	<u>(1,098,228)</u>	<u>4,459,474</u>	<u>(4,090,734)</u>	<u>9,398,743</u>
Unallocated expenses					-	(450,932)
(Loss) profit for the year					<u>(4,090,734)</u>	<u>8,947,811</u>
Salaries and employees benefits	<u>-</u>	<u>-</u>	<u>(1,239,125)</u>	<u>(1,334,305)</u>	<u>(1,239,125)</u>	<u>(1,334,305)</u>
Share of result of an associate	<u>(1,027,918)</u>	<u>(152,773)</u>	<u>-</u>	<u>-</u>	<u>(1,027,918)</u>	<u>(152,773)</u>
Depreciation and amortisation	<u>-</u>	<u>-</u>	<u>(4,510,064)</u>	<u>(4,020,741)</u>	<u>(4,510,064)</u>	<u>(4,020,741)</u>
Assets	<u>142,058,913</u>	<u>105,393,058</u>	<u>9,079,361</u>	<u>14,153,989</u>	<u>151,138,274</u>	<u>119,547,047</u>
Liabilities	<u>35,115,382</u>	<u>25,752,074</u>	<u>14,446,203</u>	<u>16,105,265</u>	<u>49,561,585</u>	<u>41,857,339</u>
	<i>Investments</i>		<i>Services operations</i>		<i>Total</i>	
	<i>2020</i> <i>KD</i>	<i>2019</i> <i>KD</i>	<i>2020</i> <i>KD</i>	<i>2019</i> <i>KD</i>	<i>2020</i> <i>KD</i>	<i>2019</i> <i>KD</i>
<b>Other disclosures</b>						
Intangible assets additions	<u>-</u>	<u>-</u>	<u>56,806</u>	<u>4,963,630</u>	<u>56,806</u>	<u>4,963,630</u>
Property and equipment additions	<u>-</u>	<u>-</u>	<u>1,687</u>	<u>30,371</u>	<u>1,687</u>	<u>30,371</u>
Investment in an associate	<u>4,617,461</u>	<u>6,007,664</u>	<u>-</u>	<u>-</u>	<u>4,617,461</u>	<u>6,007,664</u>

# CONSOLIDATED FINANCIAL STATEMENTS

## United Projects Company for Aviation Services K.S.C.P and Subsidiaries NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS As at and for the year ended 31 December 2020

### 19 FINANCIAL INSTRUMENTS RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial liabilities comprise accounts payable and other liabilities and loans and borrowings. The main purpose of these financial liabilities is to finance the Group's operations. The Group's principal financial assets include accounts receivable and other assets and cash and cash equivalents that derive directly from its operations, including loan to an associate which represents the Group's investment in the Project (Note 14).

The Group is exposed to market risk, credit risk and liquidity risk. The Group's senior management oversees the management of these risks. 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 maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Parent Company's Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below.

#### 19.1 Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of foreign currency risk and interest rate risk.

The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

##### **Foreign currency risk**

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Group incurs foreign currency risk on transactions denominated in a currency other than the KD.

The Group manages its foreign currency risk based on the limits determined by management and a continuous assessment of the Group's open positions, current and expected exchange rate movements. The Group ensures that its net exposure is kept to an acceptable level, by dealing in currencies that do not fluctuate significantly against the KD.

The Group's exposure to the risk of changes in foreign exchange rates relates primarily to its loan to an associate in foreign currency.

##### *Foreign currency sensitivity*

The following tables demonstrate the effect of a reasonably possible change in the aforementioned exchange rates, with all other variables held constant. The impact on the Group's profit due to changes in the fair value of monetary assets and liabilities is as follows:

Currency	Change in exchange rate	Effect on profit or loss	
		2020 KD	2019 KD
AED	+5 %	6,837,287	4,804,903

An equivalent decrease in each of the aforementioned currencies against the KD would have resulted in an equivalent but opposite impact.

##### **Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's loan to an associate and borrowings with floating interest rates.

The Group's policy is to manage its interest cost by availing competitive credit facilities from local financial institutions and constantly monitoring interest rate fluctuations.

##### *Interest rate sensitivity*

A reasonably possible change of 100 basis points in interest rates at the reporting date would have resulted in a increase / decrease in loss for the year by KD 1,020,683 (2019: increase / decrease profit for the year by KD 732,467). This analysis assumes that all other variables, remain constant.



**United Projects Company for Aviation Services K.S.C.P and Subsidiaries**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**As at and for the year ended 31 December 2020**

**19 FINANCIAL INSTRUMENTS RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)**

**19.2 Credit risk**

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily rental income receivables), including cash at banks and other financial instruments.

The Group's policy is to closely monitor the creditworthiness of the counterparties. In relation to rental income receivable, management assesses the tenants according to Group's criteria prior to entering into lease arrangements. The credit risk on bank balances and term deposits is limited because the counterparties are reputable financial institutions with appropriate credit-ratings assigned by international credit-rating agencies.

The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets as follows:

	<i>2020</i> <i>KD</i>	<i>2019</i> <i>KD</i>
Cash and cash equivalents	<b>1,813,086</b>	1,511,414
Accounts receivable and other assets*	<b>2,480,397</b>	2,455,316
Loan to an associate	<b>136,233,725</b>	98,732,145
	<b><u>140,527,208</u></b>	<u>102,698,875</u>

\*Accounts receivable and other assets exclude prepayments and certain balances in other receivables.

**Concentration of maximum exposure to credit risk**

As at 31 December 2020, the Group had 1 customer (2019: 1 customer) that owed the Group KD 2,081,087 (2019: KD 1,970,010) and accounted for approximately 64% (2019: 54%) of accounts receivable and other assets. This concentration arises predominantly from transaction with a governmental entity, which the Group considers it is a customers with low credit risk.

**Trade receivables**

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

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 assessment of the correlation between historical observed default rates, forecast economic conditions and ECLs is a significant estimate.

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.

The Group does not hold collateral as security against accounts receivable. Tenant refundable deposits are considered integral part of rent receivables and considered in the calculation of impairment. At 31 December 2020, 16% (2019: 14%) of the Groups rent receivable are covered by refundable deposits. These credit enhancements obtained by the Group resulted in a decrease in the ECL as at 31 December.

The following table shows about the credit risk exposure on the Group's rent receivable assets using a provision matrix:

# CONSOLIDATED FINANCIAL STATEMENTS

## United Projects Company for Aviation Services K.S.C.P and Subsidiaries NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS As at and for the year ended 31 December 2020

### 19 FINANCIAL INSTRUMENTS RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

#### 19.2 Credit risk (continued)

##### Concentration of maximum exposure to credit risk (continued)

	Trade receivables				
	Past due but not impaired				
	1-30 days KD	31-60 days KD	61-90 days KD	Over 90 days KD	Total KD
<b>2020</b>					
Expected credit loss rate	28%	30%	29%	47%	46%
Estimated gross carrying amount at default	171,715	124,439	30,992	5,207,717	5,534,863
Estimated credit loss	48,190	36,977	9,096	2,465,022	2,559,285
Net amount	123,525	87,462	21,896	2,742,695	2,975,578
<b>2019</b>					
Expected credit loss rate	38%	55%	51%	43%	43%
Estimated gross carrying amount at default	398,127	147,566	129,014	4,528,336	5,203,043
Estimated credit loss	149,618	80,681	65,294	1,966,913	2,262,506
Net amount	248,509	66,885	63,720	2,561,423	2,940,537

#### 19.3 Liquidity risk

Liquidity risk is defined as the risk that the Group will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset.

Liquidity risk arises from the Group's management of working capital and the finance charges and principal repayments on its debt instruments.

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of banking facilities. The Group assessed the concentration of risk with respect to refinancing its debt and concluded it to be low. The Group has access to a sufficient variety of sources of funding.

The table below summarises the maturity profile of the Group's financial liabilities based on contractual undiscounted repayment obligations.

	On demand KD	Within 3 months KD	3 - 12 months KD	More than 12 months KD	Total KD
<b>2020</b>					
Accounts payable and other liabilities*	65,058	285,264	3,889,424	4,991,682	9,231,428
Loans and borrowings	-	-	-	38,113,766	38,113,766
	65,058	285,264	3,889,424	43,105,448	47,345,194
<b>2019</b>					
Accounts payable and other liabilities*	317,254	6,381,393	2,889,662	-	9,588,309
Loans and borrowings	-	-	2,078,825	29,608,998	31,687,823
	317,254	6,381,393	4,968,487	29,608,998	41,276,132

\*Account payables and other liabilities exclude contract liabilities.

**United Projects Company for Aviation Services K.S.C.P and Subsidiaries**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**As at and for the year ended 31 December 2020**

**20 CAPITAL MANAGEMENT**

The primary objective of the Group's capital management is to ensure that it maintains healthy capital ratios in order to support its business and maximize shareholder value.

The Group manages the capital structure and makes adjustments in the light of changes in economic conditions and risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust dividend payment to shareholders, transact with treasury shares, issue new shares, or sell assets to reduce debt. Capital comprises equity attributable to the Parent Company, excluding statutory reserve and measured at KD 93,651,281 as at 31 December 2020 (2019: KD 68,943,504).

**21 FAIR VALUES OF FINANCIAL INSTRUMENTS**

Financial instruments comprise of financial assets and financial liabilities.

Financial assets consist of accounts receivables and other assets, cash and cash equivalents and loan to an associate. Financial liabilities consist of loans and borrowings, accounts payables and other liabilities excluding rent received in advance. The management assesses that the carrying amount of financial instruments is a reasonable approximation of fair value except for loan to an associate.

The following table shows a reconciliation of the opening and closing amount of level 3 financial assets which are recorded at fair value.

<i>31 December 2020</i>	<i>As at 1 January KD</i>	<i>Total gains recognised in profit or loss KD</i>	<i>Net (sales) and purchases KD</i>	<i>At 31 December KD</i>
<b>Loan to an associate</b>	<b>98,732,145</b>	<b>-</b>	<b>37,501,580</b>	<b>136,233,725</b>
<i>31 December 2019</i>	<i>As at 1 January KD</i>	<i>Total gains recognised in profit or loss KD</i>	<i>Net (sales) and purchases KD</i>	<i>At 31 December KD</i>
Loan to an associate	42,054,013	(131,704)	56,809,836	98,732,145

Description of significant unobservable inputs to valuation:

The debt instrument has been valued based on the residual land value of the investee's major asset ("Project"), using the discounted cash flow method.

The significant unobservable inputs used in the fair value measurements categorised within Level 3 of the fair value hierarchy, together with a quantitative sensitivity analysis as at 31 December are as shown below:

Significant unobservable valuation inputs	Inputs		Change	Sensitivity of the input to fair value	
	2020	2019		2020 KD	2019 KD
Exit yield	7%	8%	+ 0.5%	(12,915,908)	(7,461,931)
			- 0.5%	14,902,971	8,488,666
Discount rate	9%-9.5%	10%-11%	+ 0.5%	(11,533,184)	(5,124,667)
			- 0.5%	12,060,332	5,124,667

Significant increases (decreases) in estimated exit yield and discount rate in isolation would result in a significantly higher (lower) fair value of the project.

The above sensitivity analysis are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some assumptions may be correlated.

## United Projects Company for Aviation Services K.S.C.P and Subsidiaries NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS As at and for the year ended 31 December 2020

### 22 IMPACT OF COVID 19

The COVID-19 outbreak has developed and spread across various geographies rapidly in 2020 and declared as a global pandemic, causing disruption to businesses and increased uncertainties in the economic activities. Many governments have undertaken various measures to contain the spread of the virus and imposed restrictions on travelling and placed quarantine measures. Accordingly, on 13th March 2020, Directorate of Civil General Administration ("DCGA") resolved to suspend all inbound and outbound flights to State of Kuwait except cargo and evacuation flights until 1 August 2020. This had a direct impact on the revenue and operations of the Group.

The currently known impact of COVID-19 on the Group are the following resulting in a loss for the year ended 31 December 2020:

- A decline in revenues for the year compared to prior year by 50% due to rent concessions provided to lessees and reduction in car park revenue because of government measures taken to temporarily close operations and also with continued travel restriction.
- A suspension of interest income on the loan to an associate, which would otherwise have resulted in interest income of KD 9,698,503 for the year ended 31 December 2020.

#### *Going Concern*

Despite the fact that current liabilities exceed current assets by KD 2,148,091 as of 31 December 2020, the Group believes this has no prolonged negative impact and pressure of its liquidity since KD 2,975,134 of the current liabilities represent rent received in advance which will be recognized as rental income over the next year. In response to this crisis, the Group continues to monitor and respond to all liquidity and funding requirements through its plan reflecting the current economic scenarios. The Group has taken measures to minimize liquidity risks, through a combination of salary and allowances cuts and deferral of non-essential costs. The Group believes that as at 31 December 2020, liquidity position of the Group is stable and its existing balances of cash and cash equivalent, will be sufficient to satisfy its liquidity requirements.

Given the ongoing economic uncertainties and likely significant risks that may impact the business in future, the effects of COVID-19 may not be fully reflected in the Group's financial results until future periods. The Group is taking proactive measures to monitor and manage the situation to the best of its abilities to support the long-term continuity of its business.

#### *Credit risk*

The Group has concluded that it is not significantly exposed to credit risk as a result of the outbreak on its receivables. The Group's exposure to tenant credit risk is influenced mainly by the individual characteristics of each tenant. Tenant credit risk is managed by requiring tenants to pay rent advances therefore, substantially eliminating the Group's credit risk in this respect. The Group will continue to individually assess significant exposures as more reliable data becomes available and accordingly determine if any adjustment in the ECL is required in subsequent reporting periods.

#### *Loan to Associate and investment in associates*

As at the reporting date, the Group has considered the potential impact of the current economic volatility in the determination of the reported amounts of the loan to an associate and these are considered to represent management's best assessment based on observable information. Markets and the economy however remain volatile and the recorded amounts remain sensitive to market fluctuations.

The Group acknowledges that geographies and sectors in which these assets are located are negatively impacted, and as the situation continues to unfold, the Group will continuously monitor the market outlook and use relevant assumptions in reflecting the values of these assets as and when they occur.

#### *Impairment of intangible assets*

Due to the decline in revenue on account of Covid-19 pandemic and the suspension of operations, the Group assessed the impairment of intangible assets as at 31 December 2020. The recoverable amount measured of the cash generating units have been determined based on the value in use calculated using cash flow projections approved by the management for the tenure of the BOT agreements. Based on its impairment assessment, the Group has concluded that the recoverable value of the intangible assets exceeds the carrying value.