### UNITED PROJECTS COMPANY FOR AVIATION SERVICES K.S.C.P. AND ITS SUBSIDIARIES

INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION (UNAUDITED)

**30 SEPTEMBER 2016** 



Ernst & Young Al Aiban, Al Osaimi & Partners P.O. Box 74 18–21st Floor, Baitak Tower Ahmed Al Jaber Street Safat Square 13001, Kuwait Tel: +965 2295 5000 Fax: +965 2245 6419 kuwait@kw.ey.com ey.com/mena



Audit, tax and consulting P.O.Box 1486 Safat 13015 Kuwait

T: +965 1887799 F: +965 22942651

info@bakertillykuwait.com www.bakertillykuwalt.com

# REPORT ON REVIEW OF INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION TO THE BOARD OF DIRECTORS OF UNITED PROJECTS COMPANY FOR AVIATION SERVICES K.S.C.P.

### Introduction

We have reviewed the accompanying interim condensed consolidated statement of financial position of United Project Company For Aviation Services K.S.C.P. (the "Parent Company") and its subsidiaries (collectively the "Group") as at 30 September 2016, and the related interim condensed consolidated statement of income and interim condensed statement of comprehensive income for the three months and nine months periods then ended, and the related interim condensed statement of cash flows and the interim condensed statement of changes in equity for the nine months period then ended. The management of the Parent Company is responsible for the preparation and presentation of this interim condensed consolidated financial information in accordance with International Financial Reporting Standard IAS 34: Interim Financial Reporting ("IAS 34"). Our responsibility is to express a conclusion on this interim condensed consolidated financial information based on our review.

### Scope of Review

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

### Conclusion

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

### Emphasis of matter

We draw attention to Note 4 to the interim condensed consolidated financial information, which describes the uncertainty relating to the management's ability to renew a BOT contract that may have an impact on the Group operations in the future. Our conclusion is not qualified in respect of this matter.





REPORT ON REVIEW OF INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION TO THE BOARD OF DIRECTORS OF UNITED PROJECTS COMPANY FOR AVIATION SERVICES K.S.C.P. (continued)

### Report on Other Legal and Regulatory Requirements

Furthermore, based on our review, the interim condensed consolidated financial information is in agreement with the books of account of the Parent Company. We further report that, to the best of our knowledge and belief, we have not become aware of any violations of the Companies No. 1 of 2016, and its executive regulations, or of the Parent Company's Memorandum of Incorporation and Articles of Association during the nine months period ended 30 September 2016 that might have had a material effect on the business of the Parent Company or on its financial position.

WALEED A. AL OSAIMI LICENCE NO. 68 A EY

AL AIBAN, AL OSAIMI & PARTNERS

DR. SAUD AL HUMAIDI LICENSE NO. 51 A DR. SAUD AL-HUMAIDI & PAR

DR. SAUD AL-HUMAIDI & PARTNERS MEMBER OF BAKER TILLY

INTERNATIONAL

10 November 2016 Kuwait

# INTERIM CONDENSED CONSOLIDATED STATEMENT OF INCOME (UNAUDITED)

For the period ended 30 September 2016

	_	Three months 30 Septem		Nine monti 30 Septe	
	Notes	2016 KD	2015 KD	2016 KD	2015 KD
Revenues Operating costs		3,486,480 (354,942)	3,178,823 (315,034)	9,975,212 (886,976)	9,584,622 (981,551)
GROSS PROFIT		3,131,538	2,863,789	9,088,236	8,603,071
General and administrative expenses Salaries and employee benefits Net other income		(336,033) (274,300) 7,304	(409,997) (272,881) (2,705)	(1,011,193) (800,839) 49,501	(1,050,866) (757,290) 42,707
Profit before interest, taxation, depreciation and amortisation ("EBITDA") Depreciation Amortisation		2,528,509 (13,249) (466,882)	2,178,206 (12,274) (695,773)	7,325,705 (38,928) (1,878,694)	6,837,622 (36,182) (2,085,202)
Profit before interest and taxation ("EBIT") Interest income		2,048,378 394,677	1,470,159 193,320	5,408,083 1,028,709	4,716,238 382,735
Profit before taxation Taxation	9	2,443,055 (100,468)	1,663,479 (74,755)	6,436,792 (270,870)	5,098,973 (226,153)
PROFIT FOR THE PERIOD		2,342,587	1,588,724	6,165,922	4,872,820
Attributable to: Equity holders of the Parent Company Non-controlling interests		2,336,829 5,758	1,587,818	6,163,291 2,631	4,848,153 24,667
		2,342,587	1,588,724	6,165,922	4,872,820
BASIC AND DILUTED EARNINGS PER SHARE-ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT COMPANY (FILS)	3	29.76	20.22	78.49	61.74
• •		·			

# United Projects Company For Aviation Services K.S.C.P. and its Subsidiaries INTERIM CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME (UNAUDITED)

For the period ended 30 September 2016

	Three months 30 Septen		Nine month 30 Septe	
	2016 KD	2015 KD	2016 KD	2015 KD
Profit for the period	2,342,587	1,588,724	6,165,922	4,872,820
Other comprehensive income	-	-	-	-
Total comprehensive income for the period	2,342,587	1,588,724	6,165,922	4,872,820
Attributable to: Equity holders of the Parent Company Non-controlling interests	2,336,829 5,758	1,587,818 906	6,163,291 2,631	4,848,153 24,667
	2,342,587	1,588,724	6,165,922	4,872,820

# United Projects Company For Aviation Services K.S.C.P. and its Subsidiaries INTERIM CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION (UNAUDITED)

As at 30 September 2016

ASSETS	Notes	30 September 2016 KD	(Audited) 31 December 2015 KD	30 September 2015 KD
Non-current assets				
Property and equipment		196,221	219,809	183,090
Intangible assets	4	12,562,178	14,427,076	15,115,990
Financial assets available for sale		2,749,198	4,699,198	3,332,538
Loan to a related party	5	17,898,391	9,486,326	7,315,324
		33,405,988	28,832,409	25,946,942
Current assets				
Accounts receivable and other assets		3,062,506	2,019,116	2,269,135
Cash and cash equivalents		4,288,059	9,267,106	9,126,563
Cash and Cash equivalents				
		7,350,565	11,286,222	11,395,698
TOTAL ASSETS		40,756,553	40,118,631	37,342,640
Equity Share capital Share premium Statutory reserve Treasury shares Other reserve Retained earnings  Equity attributable to holders of the Parent Company	6	8,250,000 10,500,000 4,125,000 (1,544,594) (260,978) 6,181,403	8,250,000 10,500,000 4,125,000 (1,544,594) (260,978) 6,770,832	8,250,000 10,500,000 4,125,000 (1,544,594) (260,978) 4,866,648
Non-controlling interests		2,487,071	2,484,440	2,481,934
Total equity		29,737,902	30,324,700	28,418,010
Liabilities Non-current liability Employees' end of service benefits		301,196	235,450	308,870
Current liability Accounts payable and other liabilities		10,717,455	9,558,481	8,615,760
Total liabilities		11,018,651	9,793,931	8,924,630
TOTAL EQUITY AND LIABILITIES		40,756,553	40,118,631	37,342,640

Hassan Bassam El Houry Chairman Nadia Abdullah Mohammad Akil CEO & Vice Chairperson

The attached notes 1 to 11 form part of this interim condensed consolidated financial information.

# United Projects Company For Aviation Services K.S.C.P. and its Subsidiaries INTERIM CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS (UNAUDITED)

For the period ended 30 September 2016

	Nine montl 30 Septe	
Notes –	2016 KD	2015 KD
	6,436,792	5,098,973
	1,917,622 67,710 (1,028,709) - 28,451	2,121,384 82,358 (382,735) (98)
	7,421,866 (1,043,390) 888,104	6,919,882 (6,416,137) 747,157
	7,266,580 (1,964)	1,250,902 (25,776)
	7,264,616	1,225,126
	(15,340) (13,796) - 1,950,000 (7,520,583) 108,776	(20,872) (87,311) (82,538) 250 - 382,735
	(5,490,943)	192,264
7	(6,752,720)	(5,653,440)
	(6,752,720)	(5,653,440)
	(4,979,047)	(4,236,050)
	9,267,106	13,362,613
	4,288,059	9,126,563
		30 Septe 2016 Notes  KD  6,436,792  1,917,622 67,710 (1,028,709)  28,451  7,421,866 (1,043,390) 888,104  7,266,580 (1,964)  7,264,616  (15,340) (13,796)  1,950,000 (7,520,583) 108,776 (5,490,943)  7  (6,752,720) (4,979,047) 9,267,106

United Projects Company For Aviation Services K.S.C.P. and its Subsidiaries

# INTERIM CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (UNAUDITED) For the period ended 30 September 2016

		`	Attributable to equ	Attributable to equity holders of the Parent Company	arent Company				
1	Share capital KD	Share premium KD	Statutory reserve KD	Treasury shares KD	Other reserve KD	Retained earnings KD	Sub total KD	Non-controlling interests KD	Total equity KD
As at 1 January 2016 (Audited) Profit for the period Other comprehensive income	8,250,000	10,500,000	4,125,000	(1,544,594)	(260,978)	6,770,832	27,840,260 6,163,291	2,484,440	30,324,700 6,165,922
Total comprehensive income for the period Dividends for 2015 at 86 fils per share (Note 7)	1 1		1 1	1 1		6,163,291 (6,752,720)	6,163,291	2,631	6,165,922 (6,752,720)
As at 30 September 2016	8,250,000	10,500,000	4,125,000	(1,544,594)	(260,978)	6,181,403	27,250,831	2,487,071	29,737,902
	Share capital KD	Share premium KD	Statutory reserve KD	Treasury shares KD	Other reserve KD	Retained earnings KD	Sub total KD	Non-controlling interests KD	Total equity KD
As at 1 January 2015 (Audited) Profit for the period Other comprehensive income	8,250,000	10,500,000	4,125,000	(1,544,594)	(260,978)	5,671,935	26,741,363 4,848,153	2,457,267	29,198,630 4,872,820
Total comprehensive income for the period Dividends for 2014 at 72 fils per share (Note 7)	, ,	, ,	1 1	, ,	1 1	4,848,153	4,848,153	24,667	4,872,820 (5,653,440)
As at 30 September 2015	8,250,000	10,500,000	4,125,000	(1,544,594)	(260,978)	4,866,648	25,936,076	2,481,934	28,418,010

The attached notes 1 to 11 form part of this interim condensed consolidated financial information.

## NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION (UNAUDITED)

As at 30 September 2016

### 1 CORPORATE INORMATION

The interim condensed consolidated financial information of United Projects Company for Aviation Services K.S.C.P. (the "Parent Company") and its subsidiaries (collectively the "Group") for the period ended 30 September 2016 were authorised for issue by the Board of Directors on 10 November 2016.

The Parent Company was established as a Kuwaiti Shareholding Company on 4 December 2000 and its registered address is Kuwait International Airport, P.O. Box 27068, Safat 13131, 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; and
- 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.

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

The new Companies Law No. 1 of 2016 was issued on 24 January 2016 and was published in the Official Gazette on 1 February 2016 which cancelled the Companies Law No 25 of 2012, and its amendments. According to article No. 5, the new Law will be effective retrospectively from 26 November 2012. The new Executive Regulations of Law No. 1 of 2016 was issued on 12 July 2016 and was published in the Official Gazette on 17 July 2016 which cancelled the Executive Regulations of Law No. 25 of 2012.

### 2 SIGNIFICANT ACCOUNTING POLICIES

### Basis of compliance

The interim condensed consolidated financial information of the Group has been prepared in accordance with International Accounting Standard 34 "Interim Financial Reporting".

### **Basis of presentation**

The interim condensed consolidated financial information is presented in Kuwaiti Dinars ("KD") being the functional currency of the Parent Company.

The interim condensed consolidated financial information does not contain all information and disclosures required for full consolidated financial statements prepared in accordance with IFRS, and should be read in conjunction with the Group's annual consolidated financial statements for the year ended 31 December 2015. In the opinion of management, all adjustments consisting of normal recurring accruals considered necessary for a fair presentation have been included. Furthermore, results for the period ended 30 September 2016 are not necessarily indicative of the results that may be expected for the financial year ending 31 December 2016. For more details, please refer to the consolidated financial statements and its related disclosures for the year ended 31 December 2015.

The accounting policies used in the preparation of this interim condensed consolidated financial information are consistent with those used in the preparation of the annual consolidated financial statements for the year ended 31 December 2015, except for the adoption of the amendments and annual improvements to IFRSs, relevant to the Group which are effective for annual reporting period starting from 1 January 2016 and did not result in any material impact on the accounting policies, financial position or performance of the Group.

# United Projects Company For Aviation Services K.S.C.P. and its Subsidiaries NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION (UNAUDITED)

As at 30 September 2016

### 3 BASIC AND DILUTED EARNINGS PER SHARE

Basic and diluted earnings per share is calculated by dividing profit for the period attributable to equity holders of the Parent Company by the weighted average number of ordinary shares outstanding during the period as follows:

	Three moni 30 Septe			nths ended otember
	2016 KD	2015 KD	2016 KD	2015 KD
Profit for the period attributable to equity holders of the Parent Company	2,336,829	1,587,818	6,163,291	4,848,153
	Shares	Shares	Shares	Shares
Weighted average number of paid up shares Less: Weighted average number of treasury	82,500,000	82,500,000	82,500,000	82,500,000
shares	(3,980,000)	(3,980,000)	(3,980,000)	(3,980,000)
Weighted average number of ordinary shares outstanding during the period	78,520,000	78,520,000	78,520,000	78,520,000
Basic and diluted earnings per share (fils)	29.76	20.22	78.49	61.74

### 4 INTANGIBLE ASSETS

Included in intangible assets is an amount of KD 6,003,778 (31 December 2015: KD 6,600,704 and 30 September 2015: KD 6,799,679) that represents the carrying value of Built-Own-Transfer (BOT) project for the construction of Sheikh Saa'd Terminal (the "terminal"). This terminal was built on a leasehold land from the government of the State of Kuwait for 20 years which will expire in 2024. Since September 2013, the Civil Aviation Authority permitted Flydubai, one of the airline carriers to operate from the terminal. As a result of this, the management is confident that the carrying amount of the terminal is fully recoverable and no impairment is considered necessary.

Included in intangible assets is an amount of KD 6,558,400 (31 December 2015: KD 7,346,809 and 30 September 2015: KD 7,596,935) that represents the carrying value of Built-Own-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 in 2023. The management is confident that the carrying amount of the intangible asset is fully recoverable and no impairment is considered necessary.

Included in intangible assets is an amount of KD Nil (31 December 2015: KD 479,563 and 30 September 2015: KD 719,376) that represents the carrying value of Built-Own-Transfer (BOT) project for the construction of Discovery Mall (the "Mall"). This Mall was built on a leasehold land from the government of the State of Kuwait for 10 years which was then extended by seven months to 28 January 2014. The management believes that the agreement will be extended for additional 4 years and the delay in the extension of the agreement is due to the completion of certain legal and administrative formalities.

### 5 RELATED PARTY TRANSACTIONS

These represents 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 Parent Company's management.

# NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION (UNAUDITED)

As at 30 September 2016

### 5 RELATED PARTY TRANSACTIONS (continued)

Transactions and balances with related parties are as follows:

			_	Nine months ended	l 30 September
			Other related		
			parties	2016	2015
			KD	KD	KD
Interim condensed consolidated sta	tement of income.	:			
Revenues			-	-	22,259
Operating costs			(141,008)	(141,008)	(265,870)
Interest income			919,933	919,933	105,844
Administrative expenses			(35,758)	(35,758)	(48,347)
	Ultimate	Other		(Audited)	
	Parent	related	30 Septemb	er 31 December	30 September
	Company	parties	2016	2015	2015
	• •	KD	KD	KD	KD
Interim condensed consolidated statement of financial position:					
Amounts due from a related party					
(included in accounts receivable					
and other assets)	_	9,660	5 <b>9,66</b>	6 49,538	7,010
Amounts due to related parties		,	•	•	•
(included in accounts payable					
and other liabilities)	155,230	119,050	274,28	361,603	112,826
Loan to a related party	•	17,898,39	,	-	7,315,324
Financial assets available for sale	-	1,449,198			82,538

Amounts due from/to related parties are interest free and are receivable/payable on demand.

Loan to a related party 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 of 8.5% and can be converted to equity in the Project on completion of construction subject to the Project achieving certain operational targets.

The Group has contributed KD 1,449,198 (31 December 2015: KD 1,449,198 and 30 September 2015: KD 82,538) in the equity of the Project out of the Group's capital commitment in respect of uncalled capital in financial assets available for sale amounting to KD 5,046,194 as at the reporting date (31 December 2015: KD 5,088,081).

### Compensation of key management personnel

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

	Three mont 30 Septe		Nine month 30 Septe	
	2016	2015	2016	2015
	KD	KD	KD	KD
Short-term benefits	22,500	22,500	67,500	67,500
Employees' end of service benefits	1,920	1,260	7,171	3,740
	24,420	23,760	74,671	71,240

# NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION (UNAUDITED)

As at 30 September 2016

### 6 TREASURY SHARES

	(Audited)	
30 September 2016	31 December 2015	30 September 2015
3,980,000	3,980,000	3,980,000
5%	5%	5%
2,786,000	2,587,000	3,064,600
	2016 3,980,000 5%	30 September 2016       31 December 2015         3,980,000       3,980,000         5%       5%

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

### 7 DIVIDENDS

During the current period, at the Annual General Assembly of the shareholders of the Parent Company held on 27 April 2016, the shareholders approved the distribution of cash dividends of 86 fils per share (31 December 2014: 72 fils per share) amounting to KD 6,752,720 for the year ended 31 December 2015 (31 December 2014: KD 5,653,440) for shareholders registered on that date.

# NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION (UNAUDITED)

As at 30 September 2016

# 8 OPERATING SEGMENT INFORMATION

For management purposes, the Group is organised in two operating segments: i) Investments: consists of investing surplus funds in investment portfolios. ii) Service operations: consists of

Total	Nine months ended 30 September	2016 2015 KD KD	11,053,422 10,010,064	6,436,792 5,098,973	(1,917,622) (2,121,384)	6,165,922 4,872,820
rations	s ended ıber	2015 KD	9,627,329	4,716,238	(2,121,384)	
Services operations	Nine months ended 30 September	2016 KD	10,024,713	5,408,083	(1,917,622)	
Investments	Nine months ended 30 September	2015 KD	382,735	382,735	•	
	Nine months end 30 September	2016 KD	1,028,709	1,028,709	t	
					Depreciation and amortization	

managing projects and providing airplane ground and cleaning services and other service facilities.

		Investments		Ser	Services operations	ns		Total	
	(Audited)	(Audited)		(Audited)	(Audited)			(Audited)	
	30 September	31 December	30 September	30 September	31 December	30 September	30 September	31 December	30 September
	2016	2015	2015	2016	2015	2015	2016 2015 2015	2015	2015
	αX	KD	KD	QX	KD	KD	KD	KD	KD
Interim condensed consolidated statement of financial									
position:									
Assets	<b>23,674,189</b> 22,629,607	22,629,607	15,018,684	17,082,364	17,489,024	22,323,956	40,756,553	40,118,631	37,342,640
Liabilities	ı	ı	ı	11,018,651	9,793,931	8,924,630	11,018,651	9,793,931	8,924,630
Other disclosures:									
Capital expenditure	1	1	1	13,796	94,564	87,311	13,796	94,564	87,311

Capital expenditure represents additions to intangible assets. All of the Group's operations are in Kuwait.

## NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION (UNAUDITED)

As at 30 September 2016

### 9 TAXATION

2016 KD	2015 KD	2016 KD	2015 KD
(55,818)	(41,531)	(149,984)	(125,641)
(22,325)	(16,612)	(60,443)	(50,256)
(22,325)	(16,612)	(60,443)	(50,256)
(100,468)	(74,755)	(270,870)	(226,153)
	30 Septem 2016 KD (55,818) (22,325) (22,325)	KD     KD       (55,818)     (41,531)       (22,325)     (16,612)       (22,325)     (16,612)	30 September     30 September       2016     2015     2016       KD     KD     KD       (55,818)     (41,531)     (149,984)       (22,325)     (16,612)     (60,443)       (22,325)     (16,612)     (60,443)

### 10 CONTINGENCIES

As at 30 September 2016, the Group had contingent liabilities, amounting to KD 2,419,113 (31 December 2015: KD 2,419,113 and 30 September 2015: KD 289,690), in respect of bank guarantees arising in the ordinary course of business and corporate guarantee of AED 202 million equivalent to KD 16.55 million (31 December 2015: AED 202 million equivalent to KD 16.68 million) from which it is anticipated that no material liabilities will arise.

### 11 FAIR VALUE OF FINANCIAL INSTRUMENTS

Financial instruments comprise of financial assets and financial liabilities.

Financial assets consists of financial assets available for sale, accounts receivables and other assets and cash and cash equivalents. Financial liabilities consist of accounts payable and other liabilities.

The fair value of financial assets and financial liabilities is not materially different from their carrying amounts except for financial assets available for sale which are carried at cost amounting to KD 2,749,198 as at 30 September 2016 (31 December 2015: KD 4,699,198 and 30 September 2015: KD 3,332,538).