talabat

An appetite for SUCCESS

Integrated Annual Report 2024

talabat.com

talabat is the leading on-demand online delivery platform in the MENA region, with operations in the UAE, Kuwait, Qatar, Egypt, Bahrain, Oman, Jordan and Iraq.

Contents

Vision and mission

Empowering our communities. We proudly deliver to the region that delivers.

We're the Orange Ones

Our online marketplace provides millions of customers with a convenient, personalised and simple way of ordering food, groceries and other products from a wide selection of thousands of restaurants, grocers and other retail vendors.

A leading tech player in the region

>6.5mn
Active Customers[1]

>123k
Active Riders[1]

>68k
Active Partners[1]

Top Tech & Product Talent
480+
Tech employees (FTEs)[1]

Our comprehensive multi-vertical ecosystem benefits from powerful network effects, with each constituent of our three-sided marketplace – customers, Partners and riders – contributing to our growth flywheel. For the month of December 2024, our platform had more than 6.5 million Active Customers, more than 68,000 restaurants and other groceries and retail vendors (whom we collectively refer to as Partners) and more than 123,000 Active Riders.

Through our online food ordering offering (our "Food Vertical), customers order food from our Partner restaurants (Restaurants). Through our groceries and convenience retail offering (our "Groceries and Retail Vertical), customers are provided with access to everyday essentials, including but not limited to, groceries, pharmacy products, beverages, snacks, household items and personal care products, primarily sourced from various local Partners, such as grocery stores, pharmacies and flower shops (Local Shops) as well as our own warehousing and distribution centres designed for the fulfilment of online, on-demand orders of convenience products and groceries (tMarts).

talabat's success is driven by a deep understanding of local markets and our commitment to leveraging innovative technology to enhance the customer experience. Starting in 2004, we have spent the last 20 years working to improve our proposition, market by market, area by area and Partner by Partner. By focusing on a product-first approach and leveraging large data sets, talabat has maintained its position as a category leader in the region and continues to grow rapidly. The Company has also been recognised for its strong financial performance, marked by strong growth, high profitability margins and robust cash conversion.

Our 2024 initial public offering (IPO) on the Dubai Financial Market (DFM) was recognised as the largest global technology IPO of the year. By empowering communities through seamless delivery solutions, we remain committed to delivering value to our shareholders, customers, Partners and riders alike.

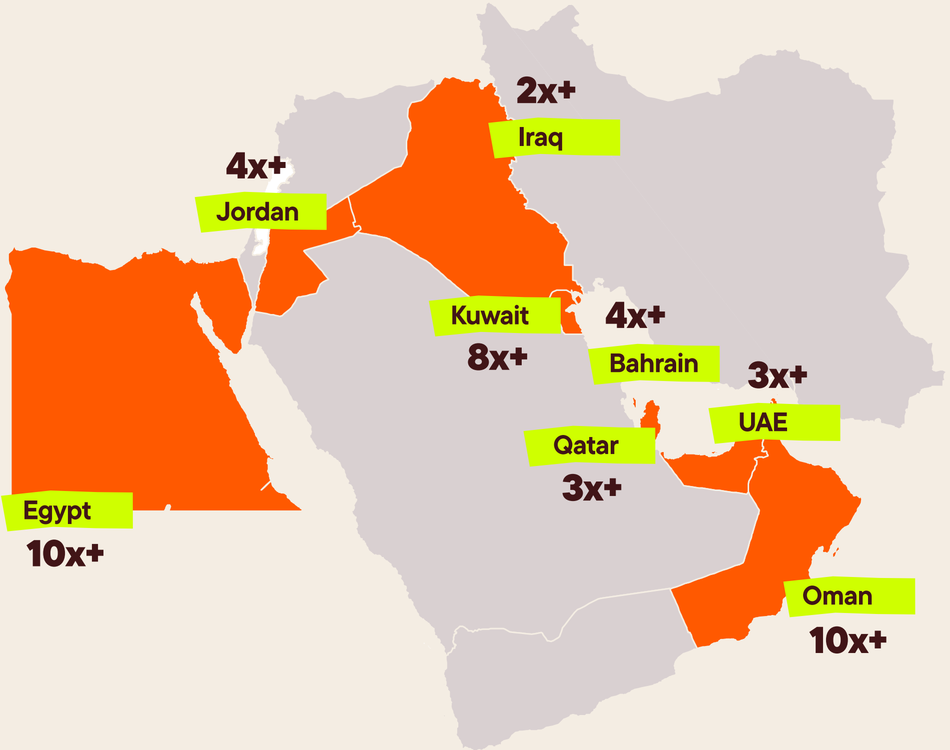
1 As of December 2024.

talabat is the only multi-country leading platform player in its region[1]

We have the widest geographic reach amongst our peers in the MENA region, with operations in the UAE, Kuwait, Qatar, Egypt, Bahrain, Oman, Jordan and Iraq – home to over 185 million people with an addressable population of approximately 71.1 million[2].

In addition, we also have the largest relative category share[3], across both food service and grocery and convenience retail, in each of the countries in which we operate based on the total value of orders placed by customers through talabat. Our relative category share for food service delivery ranges from more than two to more than ten times the size of our next closest peer.

Countries of operation
(food service relative category share[3])



Category leader across
8 countries

Addressable population
71 million[2]

1 For MENA countries in which talabat operates. **2** According to OC&C Strategy Consultants and Redseer Consulting (the "Industry Consultants). Addressable population is defined as the population aged between 15 and 64 living in urban areas.
3 Relative size of talabat food service delivery sales versus food service delivery sales of next largest online intermediary platform by geography – as of H1 2024 (according to Industry Consultants).

An attractive financial profile with a robust track record of growth

USD 7.4bn
2024 GMV
Double-digit growth, high profitability and cash conversion

Gross Merchandise Value (GMV)[2]

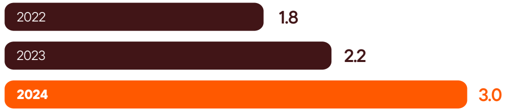
USD bn

USD 7.4bn

+23%[3] vs. 2023

Management Revenue[2]

USD bn

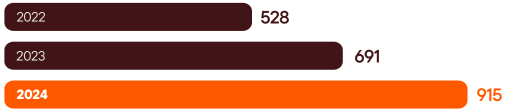


USD 3.0bn

+32%[3] vs. 2023

Gross profit

USD mn

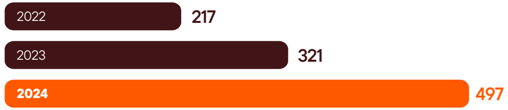


USD 915mn

12.3% (of GMV)

Adjusted EBITDA[2]

USD mn



USD 497mn

6.7% (of GMV)

Adjusted Net Income[2]

USD mn

USD 393mn

5.3% (of GMV)

Adjusted Free Cash Flow[2]

USD mn

USD 462mn

6.2% (of GMV)

Net cash

USD mn

USD 322mn

+19%[3] vs. end-2023

1 Full discussion of financial statements on pages 25-31. **2** To supplement performance assessment, talabat uses alternative performance measures (APMs), which are not defined under IFRS. Definitions and further details are provided on page 137. **3** Year-on-year growth rates shown in reported currency.

The past 20 years have seen talabat achieve extraordinary growth.

2004 – **talabat launches in Kuwait** with a goal: to make food ordering simple

2012 – **Expansion** to UAE, Bahrain and Oman

2013 – **Expansion** to Qatar

2015 – **talabat** acquired by Delivery Hero

Acquisition of iFood.jo and foodonclick

2017 – **Acquisition** of Carriage (Kuwait, Bahrain, UAE) and Otlob (Egypt)

Delivery Hero, talabat's parent company, listed on the Frankfurt Stock Exchange

Launch of own-delivery service and expansion to Jordan and Egypt

2018 – **100mn lifetime orders!**

2019 – zomato **Acquisition** of Zomato's online food ordering and delivery assets in the UAE[1]

Launch of Groceries and Retail Vertical with Local Shops and tMarts

2020 – **talabat launches** talabat rewards loyalty programme

talabat rebrands Otlob rebrands to talabat in Egypt

2021 – **Expansion** to Iraq

2022 – **talabat** launches PostPaid and talabat pro subscription programme

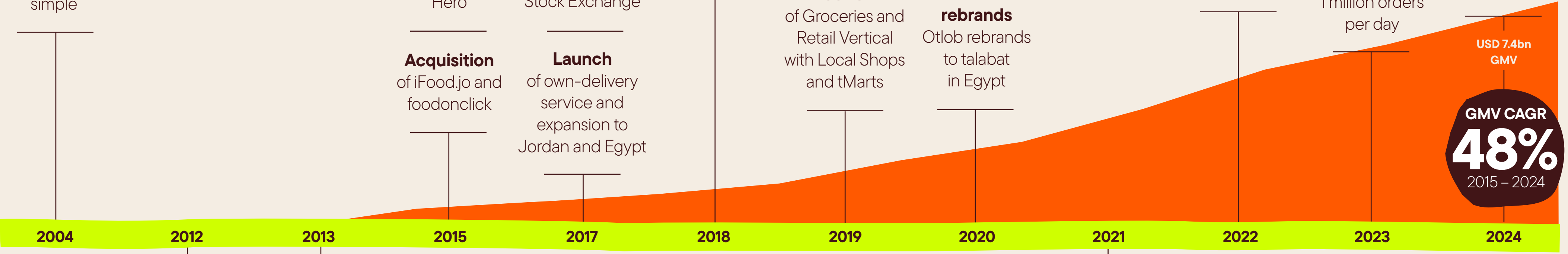
2023 – **1mn orders/day!**

talabat partners with ADCB to launch co-branded credit card (UAE)

talabat reaches 1 million orders per day

2024 – instashop **Acquisition** of instashop[2]

talabat launches DineOut Deals (UAE)



1 Acquisition of restaurant contracts, Zomato UAE. **2** A Share Purchase Agreement between Delivery Hero and Delivery Hero FZ-LLC was signed in 2024 to transfer 100% of the shares of instashop to talabat. Closing of the transaction occurred on 25 February, 2025, following the fulfilment of customary closing conditions. instashop operations are to be integrated within talabat post-closing of the transaction. **3** Financials shown in this combined annual report do not include any contribution from instashop.

Transforming the ordering, delivery and takeaway market

Pieter-Jan Vandepitte, Chairperson

Dear shareholders,

It is with great pride that I present this inaugural statement as Chair of talabat's Board of Directors following our landmark initial public offering only a few months ago in December 2024. The listing marked the largest technology sector IPO globally and the GCC's biggest IPO of the year. This significant milestone not only broadened our shareholder base but also validated talabat's status as a MENA tech champion. We are proud that talabat today is synonymous with convenience and reliability for millions of customers and a critical revenue driver for our partner merchants.

Strengthening corporate governance

The journey to becoming a publicly traded company necessitated establishing a robust corporate governance framework in line with regulatory requirements and global best practices. talabat's Board of Directors was reconstituted to comprise six highly qualified members, including a balance of Executive, Non-Executive and Independent Directors. They bring extensive expertise and profound industry knowledge, committed to ensuring rigorous oversight and safeguarding shareholder interests. Importantly, they also support the Company's strategy in a highly dynamic and competitive industry.

We have instituted key Board committees – an Audit Committee, a Nomination and Remuneration Committee and an Executive Committee – all functioning with independent chairs and clearly defined terms of reference and responsibilities to ensure that talabat continues its growth trajectory unhindered, guided by high standards of oversight and accountability. For more details, readers are encouraged to refer to the Governance section on pages 63 to 87 of this combined annual report.

Outstanding operational and financial performance

2024 marked an exceptional year for talabat, building on the strong growth momentum of previous years. We reinforced our leadership in the Middle East and North Africa (MENA) online delivery market, now serving eight countries (UAE, Kuwait, Qatar, Egypt, Bahrain, Oman, Jordan and Iraq). Our platform has become the partner of choice for over 68,000 restaurant, grocery and retail merchants, connecting them with more than six-and-a-half million Active Customers across the region. This extensive network drove robust order volume and contributed to impressive GMV growth of 23%, reaching USD 7.4 billion, whilst our adjusted EBITDA margin expanded to 6.7% of GMV and our Adjusted Net Income margin to 5.3% of GMV.

Key performance indicators showed continued positive trends: order frequencies and customer engagement improved, the contribution of our Groceries and Retail segment grew (including our dark stores sub-vertical) and delivery times and customer satisfaction metrics held at high levels.

Our accomplishments did not come without challenges. The food and grocery delivery industry is dynamic and competitive and in 2024, we navigated intensifying competition in certain markets and macroeconomic headwinds in others. Inflationary pressures and currency fluctuations in some of our markets (for example, Egypt) also required agile pricing and cost management strategies.

Strategic pillars driving growth

At the heart of our operational and financial performance lies our growth strategy anchored in three key pillars: deeper category penetration (across verticals and through enhancing the Consumer Value Proposition), enhancing customer loyalty through ecosystem-driven offerings (including subscription programmes and FinTech solutions) and, lastly, strengthening partnerships with suppliers and vendors (including AdTech solutions). To this end, we launched a redesigned talabat app, pivoting to a hyper-personalised customer experience that will help drive our strategy across all three pillars. This initiative has already shown promising results, including significant uplifts in both talabat pro subscriptions and multi-vertical customer conversions.

Further, talabat's premium subscription loyalty programme saw a more than two-fold increase in adoption rates since the prior year, driven by compelling benefits such as free deliveries, exclusive offers and enhanced integration with multi-vertical services. Our FinTech products continued to be profitable (PostPaid) and accretive to order frequency and customer retention (PostPaid as well as our co-branded talabat credit card).

Additionally, talabat's AdTech offering continued to expand, delivering advanced targeting capabilities with excellent returns for Partners and new revenue streams for the platform. We continue to believe that there is a large untapped opportunity to work more closely with consumer packaged goods (CPG) suppliers to unlock data-driven insights from a rich consumer behaviour data set and provide marketing solutions to help them reach customers more effectively.

Strong capital position and financial discipline

Our disciplined financial management, combined with an asset-light business model, has led to exceptional cash generation, with Adjusted Free Cash Flow reaching 6.2% of GMV. We enter 2025 with over USD 400 million in cash and zero debt. This strong internal cash generation and financial position means we can fund ongoing investments in technology and market growth, meet our dividend commitments and evaluate opportunistic acquisitions that fit our strategy direction (with ample borrowing capacity if needed).

Our shareholder dividend policy is a cornerstone of our capital framework. Reflecting the strong profitability and cash generation of the fourth quarter of 2024, the Board has proposed an increased dividend in respect of that period amounting to USD 110 million, which corresponds to an annualised dividend yield exceeding 4.5%.

We continue to target at least USD 400 million in total dividends for 2025 before transitioning to a 90% payout ratio target in the years thereafter. The Board will continue to consider market conditions, the operating environment and the Boards' outlook for the Company's business as part of the dividend approach.

Convenience and reliability for millions of customers

Looking ahead

Our strong financial position provides the foundation for both organic and inorganic growth. The closing of talabat's acquisition of instashop, undertaken as part of the corporate restructuring carried out ahead of the IPO, exemplifies our strategic approach to growth through selective acquisitions. Moreover, the favourable macroeconomic conditions in our operating markets – characterised by rapid urbanisation, a youthful demographic and high internet penetration – position us for sustained expansion and market leadership.

In closing, I extend heartfelt gratitude to our dedicated management team and employees for their relentless efforts. I am equally grateful to you, our shareholders, for your continued trust and support. Together, we look forward to the exciting opportunities ahead as we continue to deliver significant and sustainable value.

Warm regards,

Pieter-Jan Vandepitte
Chairperson of the Board of Directors
Talabat Holding PLC

A market-leading position with significant growth opportunities benefitting from powerful network effects and technological innovation

DELIVERING VALUE

1 Leadership position in a highly attractive and under-penetrated market

We serve more than 6.5 million Active Customers[1], over 68,000 Active Partners[1] and over 123,000 Active Riders[1], making us the largest platform in the countries in which we operate, with the highest number of orders, largest relative category share and widest geographic reach amongst our peers in the MENA region[2]. Over 185 million people live in the eight countries where we operate – with an addressable population of approximately 71.1 million[2]. For 2024, our GMV was approximately USD 7.4 billion. From 2015 to 2024, our GMV CAGR was 48%.

Read more on pages 4 and 13

2 A business model that fuels growth, service quality and platform loyalty

Our business model benefits from powerful local network effects, which fuel a virtuous cycle of growth, improvements to service quality and platform loyalty – the "talabat flywheel". By attracting more customers to our platform, we receive more orders, which, in turn, attracts more Partners who benefit from more sales. Consequently, by virtue of having more Partners, we can provide our customers with more choices, which increases the number of orders and attracts more riders. This, in turn, leads to a better delivery experience, increased coverage for our Partners and better fleet utilisation and efficiency.

Read more on pages 14-21

3 Financial strength and a robust growth track record

Our GMV reached USD 7.4 billion in 2024, a 23% increase from the prior year (2023: GMV of USD 6.1 billion). Revenue increased 32% with a GMV-to-revenue conversion rate of 40%. Adjusted EBITDA grew 55% to reach almost half a billion USD or 6.7% of GMV. Our asset-light business model meant CAPEX was limited to only 0.45%, resulting in a Cash Conversion Rate of 93%. Adjusted Free Cash Flow rose 54% to USD 462 million in 2024, or 6.2% of GMV.

Read more on pages 25-31

4 Pioneers in technological innovation

Our technology is the engine that drives our business, supported by over 480 talented product, design, engineering and data technologists across our Dubai and Cairo tech hubs. We leverage cutting-edge platforms, including Delivery Hero's technology stack, alongside local technologies to deliver high growth opportunities for Partners, increase earnings potential for riders and offer better selection, experience and value for time and money to customers. Our data science capabilities seek to optimise these interactions, fuelling the talabat flywheel and aiming to sustain a self-reinforcing cycle of growth and efficiency.

Read more on pages 22-23

5 Passionate and experienced management team

Much of our success is due to the talents of our management team, which is fully dedicated to building the best order experience for all constituents of our marketplace. We are proud to have over 40 years of combined c-suite management experience in our ranks, comprising individuals who have previously worked at Uber, Grab, Sultan Centre, McKinsey & Company, Jumia, Careem, Microsoft, Bain & Company among others. This translates into a high bar for recruiting and a similar calibre for the broader leadership across both regional and local teams.

Read more on pages 77-79

1 For the month of December 2024. **2** According to Industry Consultants.

Delivering growth, innovation and value in MENA

Dear shareholders, Partners and team members,

A landmark year, talabat continued to reshape the on-demand delivery landscape in the MENA region through innovation, operational excellence and customer-centricity, strengthening our leadership position in food, grocery and retail delivery. This year was marked by significant achievements including a record-breaking USD 7.4 billion in GMV, growing 23% year-on-year and a robust 32% increase in revenue to reach USD 3.0 billion. This reflected heightened demand, increased adoption of our loyalty programmes, greater multi-vertical user penetration rates and higher non-commission revenues. Our Adjusted EBITDA margin expanded to 6.7% of GMV, whilst our Adjusted Net Income margin reached 5.3% of GMV, both demonstrating strong operational efficiencies. These achievements were crowned by our successful IPO in December 2024, marking the largest global technology IPO of the year and the first-ever technology listing on the Dubai Financial Market (DFM). These milestones underscore our ability to drive sustainable, profitable growth while enhancing value for all stakeholders.

Strengthening our leadership in MENA

talabat remains the leading player in the MENA region across two key segments: the GCC excluding Saudi Arabia (the UAE, Kuwait, Qatar, Bahrain and Oman) as well as Egypt, Jordan and Iraq. Our ecosystem has expanded to include more than 123,000 Active Riders and more than 68,000 Active Partners, serving over 6.5 million Active Customers. This extensive network, combined with our deep local expertise, has allowed us to deliver unparalleled convenience and reliability.

Our business volumes have also continued to grow, supported by new customer acquisition, better customer retention and higher order frequency. This is due, in part, to our superior logistics capabilities, compelling loyalty subscription programmes – such as talabat pro – and our expanded multi-vertical offerings. Our Grocery and Retail Vertical, encompassing both third-party and our own grocery operations, has emerged as a strong growth driver, now contributing 25% of total GMV in 2024. This reflects meaningful progress in our multi-vertical strategy.

To further strengthen our market leadership, we have increased investment in technology, launching a major redesign in the fourth quarter of 2024. This ensures that our platform remains the most efficient and user-friendly option for both consumers and merchants. Additionally, AI-driven logistics improvements have enhanced delivery times and optimised resource allocation, ensuring both cost-efficiency and superior service levels.

Enhancing our Consumer Value Proposition

Built around the three pillars of selection, experience and value, our Consumer Value Proposition remained a critical focus in 2024. Outcomes included:

- **Increased restaurant and partner selection:** We expanded our network to over 68,000 Restaurants and retail Partners, ensuring customers have access to a diverse and growing selection of cuisines, grocery essentials and retail products. Our partnerships with both global and local brands continue to cement talabat as the go-to delivery platform in MENA. Additionally, we have onboarded thousands of small and medium-sized enterprises, giving local businesses more opportunities to grow through digital commerce.
- **Continued reliability of service:** Logistics excellence remains a cornerstone of our business. This year, we optimised our last-mile delivery operations to maintain average delivery times of less than 30 minutes across key markets despite increased fleet utilisation. Furthermore, we fine-tuned predictive analytics to better anticipate demand trends and dynamically allocate resources for optimal performance.
- **Value for money and time:** Through Partner-funded savings and loyalty incentives, we enhanced our Consumer Value Proposition, with our promotional strategies acting as a competitive differentiator. Additionally, our latest app redesign introduces a more personalised experience, presenting customers with more relevant choices, search results and targeted deals, as well as a more seamless checkout and order tracking experience.

Loyalty and customer retention

Our flagship subscription loyalty programme, talabat pro, saw record adoption in 2024, with a 2.1x increase in adoption rate and a 24% uplift in conversion rates through the newly designed talabat app. Offering free deliveries, exclusive discounts and priority customer support, talabat pro continues to strengthen customer engagement since its launch only two years ago in 2022. The programme's latest expansion, including exclusive lifestyle benefits, double rewards points and DineOut Deals (itself launched in the UAE in 2024), has further enhanced its value proposition. By driving higher order frequency, fostering multi-vertical engagement and enhancing customer retention, talabat pro has become a key enabler of platform-wide growth.

talabat rewards, our non-subscription loyalty programme, has also gained traction, with increased adoption rates driving a double-digit percentage uplift in order frequency. This programme allows customers to earn and redeem points, enjoy exclusive partner deals and participate in gamified raffles, reinforcing long-term engagement with our platform.

Looking ahead, we remain committed to accelerating the adoption of our loyalty programmes and enhancing their offerings. At the time of writing, talabat pro was recently launched in Egypt, marking a significant expansion with the programme now available in seven of the eight countries in which we operate.

AdTech as a growth driver

AdTech has been instrumental in driving platform monetisation and partner success, reinforcing talabat's role as a key enabler of digital commerce. In 2024, AdTech revenue grew from 3.2% of GMV to 3.3%, reflecting the increasing adoption of our marketing solutions by Restaurants and retail Partners. Our suite of advanced AdTech tools enables Partners to leverage targeted campaigns, optimise visibility and drive higher returns on advertising spend (ROAS).

Our advertising solutions, including Sponsored Listings, Keyword Ads and Deal Targeting, have delivered substantial value to our Partners, with our most popular cost-per-click products yielding an average return of nearly 5x on advertising spend. The integration of AI-driven targeting and automated ad-buying processes has further optimised efficiency, lowering customer acquisition costs while amplifying Partner visibility.

Building on this momentum, we will enhance our self-serve AdTech platform, equipping Partners with real-time analytics and dynamic optimisation tools to manage campaigns independently. We are also exploring opportunities for AdTech within the Grocery and Retail Vertical, working closely with both Partners and CPG manufacturers. These innovations will empower businesses of all sizes to maximise their digital presence, drive customer engagement and achieve greater operational efficiency.

Expanding our FinTech capabilities

talabat's PostPaid product continues to gain traction, offering customers a flexible and convenient payment option. By allowing eligible users to defer payments for up to 30 days at no extra cost, PostPaid has provided a meaningful uplift to order frequency and helped smooth out pay-week cyclicality. The PostPaid programme – launched in late 2022 and presently available only in the UAE – is profitable and holds considerable potential for further growth.

Separately, our co-branded credit card in the UAE, launched in partnership with ADCB in August 2023, continued to drive value throughout 2024. It has strengthened customer retention and engagement by offering cashback rewards and a welcome bonus, both paid in talabat Pay credit and free deliveries through a tailored version of the talabat pro loyalty subscription programme. The card has also contributed to increased transaction volumes and further integration of financial services within the talabat ecosystem.

Looking ahead, we aim to expand these offerings across more MENA markets and embed financial services more deeply into our platform. Additionally, we are exploring innovations such as digital wallets, other forms of Buy Now Pay Later (BNPL) products and integrated financial services to drive higher spending frequency while offering greater financial flexibility to users.

Closing remarks

I extend my deepest gratitude to our talented team, loyal customers, dedicated riders and valued Partners who have been instrumental in our success. As we continue our journey of growth, we remain committed to delivering exceptional value and shaping the future of on-demand delivery in MENA.

Thank you for your trust and support.

Sincerely,

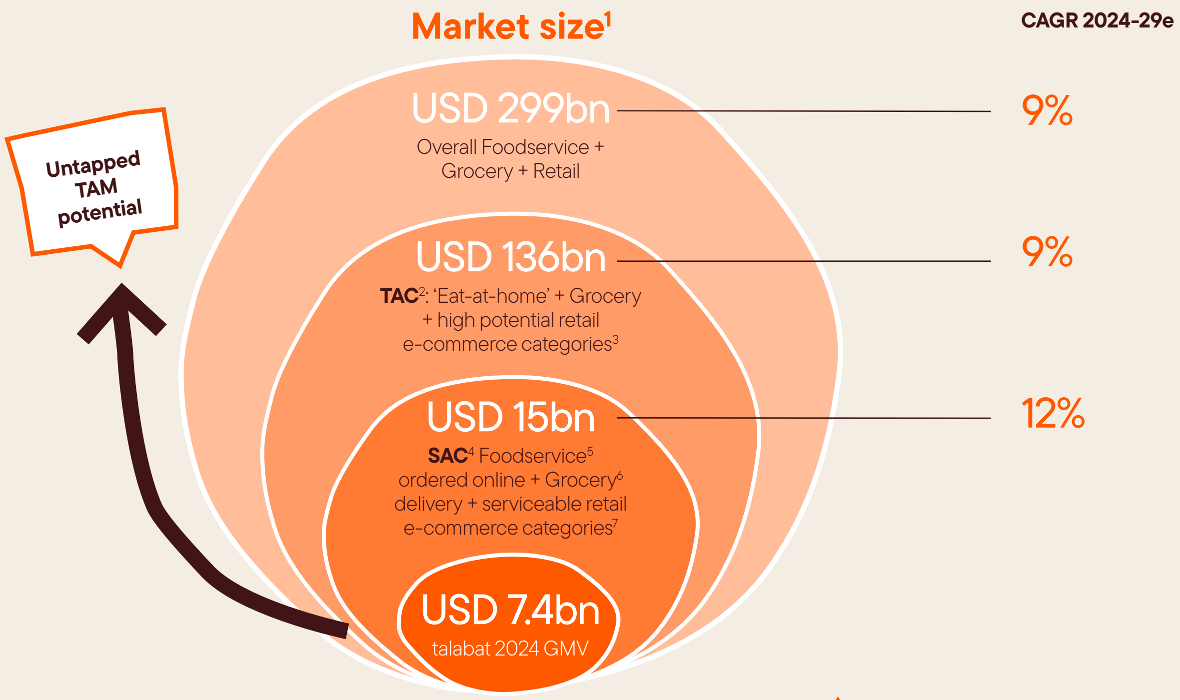
Tomaso Rodriguez
CEO, talabat

We aim to expand our loyalty programmes and FinTech offerings across MENA

A vast and under-penetrated **category opportunity**

We capitalise on the region's urbanisation rate, growing population and rising online penetration rate in the food and grocery and retail industry, offering localised services that meet the diverse needs of our customers. We aim to deliver to our customers the best experience and selection of food, grocery and retail products at the highest value for their money.

We believe that our value proposition across the markets where we operate has enabled us to grow at scale, deliver profit growth and achieve category leadership – leaving us well-placed to grow in an underpenetrated region with attractive fundamentals.



92%[8]
urbanisation rate in key talabat countries

4x growth[9]
rate forecast for population growth of talabat countries vs. Western countries

~99%[8]
internet penetration in talabat countries

72%
young, tech-savvy population in key talabat countries (72% aged under 40[8]) with rising purchasing power

- Advance in technology improving UX (AI, Machine-learning and Data analytics)
- Rising online penetration in the food and grocery industry accelerating growth

1 According to Industry Consultants based on year-end 2023 market size estimates and 2023-29 expected CAGR. **2** Total Addressable Categories, which are broader categories that represent the total market opportunity. **3** Includes high potential categories for Grocery & Retail based on logistics ease/price – including flowers, fashion, pharmacy, health and beauty, small electronics & pet care. **4** Serviceable Addressable Categories, which are specific categories that can be served by talabat. **5** Spend on meals and refreshments, including soft drinks and hot drinks but excluding alcoholic drinks except where they are served with a meal, in a hotel, full-service restaurant, café, bar, fast food outlet, street stall/kiosk, home delivery/takeaway outlet or self-service cafeteria (cafes/bars, stalls/kiosks etc.); excludes contract foodservice (e.g. hospitals, military, schools). **6** Includes all spend on food (including drinks, tobacco, pet food) and non-food products (e.g. household cleaning, personal care and other household consumables) in grocery retailers (convenience, super/hypermarkets, discounters, warehouse clubs, food/drink/tobacco specialists, small local grocers) offline and online, direct and via aggregators. **7** Categories including flowers, pharmacy, health & beauty, small electronics. **8** Weighted average 2023 figures in GCC region (UAE, Bahrain, Kuwait, Qatar, Oman). **9** Weighted average 2023-28 figures across all talabat countries (UAE, Kuwait, Qatar, Bahrain, Egypt, Oman, Jordan and Iraq).

Powerful network effects fuelling growth, service quality and platform loyalty

Value creation

Our business model benefits from powerful local network effects, which fuel a virtuous cycle of growth, improvements to service quality and deepening of platform loyalty – the "talabat flywheel".

As a result of a wider selection, value-for-money and a more efficient and reliable delivery network, customers order more frequently and for a wider set of occasions and circumstances, establishing a virtuous circle that is continuously reinforced to the benefit of all constituents within our marketplace.

Over the years, the number of Active Customers, Active Partners and Active Riders has increased significantly. As of the December 2024, the number of:

- Active Customers on our platform reached more than 6.5 million (January 2020: approximately 2.2 million)
- Active Partners reached more than 68,000, including over 10,000 Local Shops (January 2019: more than 15,000 Partners, including more than 300 Local Shops)
- Active Riders increased to more than 123,000 (January 2019: 4,000)

Customers

As our value proposition attracts more customers to join our platform, we receive more orders.

Partners

Greater customer demand attracts more Partners, who benefit from more sales due to the higher volume available on the platform.

More Partners provides a **diverse selection** to our customers.

Riders

More customers and Partners on our platform attract more riders, which in turn leads to a better delivery experience, increased coverage for our Partners and better fleet utilisation and efficiency.

6.7x	6.5mn+	4.9x	68k	123k	<30 min
Average order frequency[1]	Active Customers	Partner ROAS[2]	Active Partners[3]	Active Riders[3]	Average delivery time[3]

1 For December 2024 the average order frequency per customer on our platform was 6.7x compared to 6.2x for December 2023. Average order frequency is calculated as total orders for December divided by December Active Customers. **2** Return on Ads spend for Cost-per-Click (CPC) only defined as GMV generated by Partners from CPC Ads/cost of CPC post discounts for all Partners including local shops; multiple is as of July 2024. **3** For the month of December 2024.

WHAT'S INSIDE?

An increasingly attractive Consumer Value Proposition

We are focused on continuously delivering an attractive value proposition to our customers. We do so across three critical elements:

Selection

What matters?

Quality | Quantity | Variety

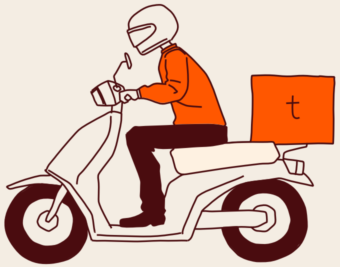
Huge selection
>68k
Active Partners

Large variety
155+
Cuisines/Categories

Experience

What matters?

Convenience | Reliability | Personalisation



Reliable delivery
~99%
Seamless orders

Rapid service
>30 minutes
Average delivery time

Value

What matters?

Targeted offers | Rewards programmes | Subscription

High savings
~USD 450mn
Total annual Partner-funded savings[1]

Preferred platform
80%+
Users rank talabat as #1[2]

1 Equivalent to 6.1% of GMV and funded by Partners, business-to-business partnerships and bank partnerships (2023: USD 308 million or 5.1% of GMV). **2** According to Industry Consultants: Users were surveyed on restaurant variety, delivery time, rider behaviour, customer support, discounts, prices, delivery fees and loyalty programmes in Kuwait, UAE, Egypt, Qatar and Bahrain; survey as of August 2024.

Inputs

talabat leverages advanced technology and data to seamlessly deliver food and groceries while balancing customer, Partner and rider needs. Our scalable tech stack supports significant growth, managed by over 480 employees across Dubai and Cairo tech hubs.

Data-driven growth: Every interaction on our platform generates data that we harness to enhance the experience for all stakeholders. The platform generates over 13 terabytes of data daily, which we use to improve personalisation, Partner insights and delivery optimisation. Customer data drives tailored recommendations to boost conversions. Partners benefit from targeted analytics for advertising, inventory and pricing, while order data helps identify supply gaps. Rider technology enhances delivery efficiency through optimised routes and scheduling, improving earnings and reducing costs.

Customer mobile application: We aim to make ordering seamless and delightful to transition customers from ordering offline to online. The app offers a seamless, data-driven ordering experience with personalised suggestions to enhance satisfaction and Partner ROI.

Rider and delivery efficiency: Advanced dispatch algorithms, real time GPS tracking and optimised payment systems (technologies licensed to us by Delivery Hero) reduce delivery times and fuel consumption and increase area coverage. Further, our rider staffing algorithm (also licensed to us by Delivery Hero) translates order demand forecasts into optimised shifts for riders to pick in advance, enabling them to plan their work schedules ahead of time and swap shifts flexibly, with assurance that each shift they pick offers compelling earning potential.

Partner growth: The talabat Partner Portal (licensed by Delivery Hero) empowers Partners with tools to manage operations, optimise their menus and tap into powerful advertising tools including offering discounts on our mobile application and launching targeted ad campaigns. The platform also allows Partners to track their performance and gain valuable insights into customer preferences.

Shops order fulfilment: Our integration capabilities allow us to capture up-to-date inventory of Local Shops; our picking tools (licensed by Delivery Hero) allow on-the-ground operations staff to pick orders efficiently, as well as enable customers to simulate in-store experience (e.g. recommending appropriate replacement items if ordered items are unavailable). Our forecasting algorithms align rider arrivals with order readiness, improving wait times and consequently enhancing the freshness of fresh deliveries.

Leveraging data: We generate vast amounts of data daily from backend systems, mobile apps and customer interactions. Active data analysis and extensive A/B testing drive app enhancements, smarter decision-making and faster innovations to stay ahead of trends and deliver better value to our customers and Partners.

Over
480
employees across Dubai and Cairo tech hubs

2
R&D centres

The platform generates
13 terabytes
of data daily...

...connecting
68,000+
Active Partners...

...operating
24/7
to ensure customers can enjoy meals, groceries and other retail products

How we operate

Our Food Vertical

Our platform connects over 58,700 Restaurants offering the most comprehensive selection of dining options in the region – including regional favourites, boutique restaurants and global brands.

We cater to all dining needs, operating 24/7 to ensure customers can enjoy meals from their neighbourhoods or beyond. Restaurants benefit from a robust ecosystem that includes a point-of-sale system, delivery services, order tracking, rider support and customer service. To enhance restaurant visibility and growth, we provide advertising and campaign solutions through self-service tools, performance analytics and operational insights. Additionally, we support menu design, brand development and market positioning through data-driven recommendations.

To optimise restaurant selection, we analyse customer preferences at a granular level, ensuring the right balance of quantity, variety and affordability in each area. Our sales teams continuously assess market gaps and optimise restaurant offerings to improve conversion rates. In areas with unmet demand, we introduced cloud kitchens (Kitchens)[1], which provide restaurants with commercial kitchen spaces to expand into new markets with lower risk. We currently have over 4,000 cloud kitchen partnerships.

Our Groceries and Retail Vertical

Our Groceries and Retail Vertical represents a strategic expansion beyond our core Food Vertical and offers fast delivery of essential products, including groceries, pharmacy items, electronics and flowers. Our offerings include Local Shops (third-party partners) and tMarts (our own fast delivery solution). Local Shops provide extensive product options (over 10,000 Partners and more than 700,000 SKUs) and leverage our platform for listings, logistics and advertising tools. We encourage price matching and promotions to ensure affordability. Our Groceries and Retail offering is available in all of the markets in which we operate.

tMarts address the demand for fast grocery delivery (under 30 minutes). With almost 130 locations across MENA, tMarts streamline order picking and delivery, offering snacks, fresh products and private label items. Goods are stocked in warehouses, picked, packed and dispatched efficiently to enhance the customer experience.

1 As part of our Kitchens operations, we enter into a lease agreement to rent out an appropriate premises, renovate it to accommodate multiple different kitchen spaces, purchase equipment and then rent out each kitchen space to different Partners to operationalise as a delivery-only restaurant under their brand. In return, we charge a fixed rental fee and a commission fee. When a Restaurant leaves a Kitchen, our sales teams begin approaching alternatives, based on a curated list. As most Restaurants in our Kitchens also operate from non-Kitchen locations, we manage the relationship as one.

Advertising

Our platform offers targeted advertising for Partners, such as Restaurants and Local Shops, to increase visibility and revenue. Customised strategies, including featured listings and sponsored search, help Partners reach customers effectively. With advanced analytics and machine learning, we optimise campaigns, enhancing customer engagement and ROI. In September 2024, Partners realised an average 6.2x return on CPC ads. Additionally, banner ads boost brand visibility and conversions. In 2024, AdTech revenue constituted about 3.3% of our GMV. This advertising ecosystem boosts revenue and attracts and retains customers, delivering measurable results.

Loyalty programmes

Customer loyalty programmes play an important role in enhancing customer retention, increasing order frequency and driving overall profitability by offering benefits and incentives that foster long-term relationships with customers.

talabat pro is a subscription-based service designed to provide cost-saving benefits to frequent users. Launched in March 2022 in the UAE and now available in all countries of operation except Iraq, talabat pro offers free delivery (subject to a minimum basket size) and exclusive discounts in exchange for a fixed monthly or annual fee. The programme has seen strong adoption across talabat's markets, including Egypt, where it was recently launched in February 2025, with a notable increase in customer retention and order frequency among subscribers. In September 2024, for example, talabat pro subscribers demonstrated a 28% uplift in order frequency[1]. The programme's appeal is further enhanced by exclusive lifestyle benefits, double rewards points in the UAE and strategic partnerships with top food, grocery and retail brands. talabat pro also supports Partners by driving higher order volumes and increasing customer spending, thereby benefiting both talabat and participating merchants.

talabat rewards is a points-based loyalty programme designed to increase customer spending and retention by allowing customers to earn points on every order placed, which can be redeemed within sixty days for discounts, exclusive offers and lifestyle benefits. Unlike talabat pro, talabat rewards does not require a subscription or active enrolment, making it widely accessible to all customers.In September 2024, customers who redeemed their points for the first time showed a more than 15% increase in order frequency within 30 days. The programme also incorporates gamification elements, such as raffles for electronic devices and vouchers, enhancing user engagement.

talabat DineOut Deals was launched in May 2024 in the UAE, expanding talabat's value proposition beyond delivery services by offering exclusive dine-in discounts at partner restaurants. Similar to talabat rewards, this initiative does not require a subscription, allowing all customers to explore new restaurants and enjoy savings effortlessly. There are no restrictions on how frequently customers can use DineOut Deals, increasing its attractiveness for frequent diners. The programme also enhances the value of talabat pro by providing additional subscriber-only discounts at select restaurants. For restaurant partners, DineOut Deals serves as a powerful tool to attract new customers and increase foot traffic.

FinTech

Over the past three years, the Company has focused on enhancing operations through financial technologies (FinTech), creating a dedicated division and robust payments platform for seamless online payments. They introduced new products, such as postpaid services and co-branded cards, which has strengthened talabat's competitive advantage.

talabat PostPaid allows customers to delay payment for up to a month at no extra costs, offering greater flexibility and convenience. It helps maintain customer spending throughout the month, addressing reduced orders during the days before salary payments. This initiative led to a 14%[2] increase in order frequency and reduced order cyclicality and is profitably as a result. The service was launched in the UAE in 2022 and has seen impressive growth, with potential plans to offer similar programmes in other markets.

Co-branded cards with banks like Abu Dhabi Commercial Bank (ADCB) provide benefits such as a welcome bonus, free delivery (through a tailored version of the talabat pro subscription) and cashback incentives while allowing banks to acquire a highly engaged digital customer base. The programme started in the UAE in August 2023, with potential plans to offer similar programmes in other markets.

1 Frequency uplift was measured for September 2024 by comparing frequency of users that joined talabat pro with lookalike users (i.e. users who have the same frequency, basket, tenure on talabat as pro users, but who did not join pro). **2** Frequency uplift was measured for the period between November 2021 to January 2024, by comparing order frequency per talabat PostPaid user starting three months after they began using talabat PostPaid versus before using talabat PostPaid.

How we generate our revenue

We generate revenue primarily through commissions, advertising and listing fees, and fixed fees (for cloud kitchens) charged to our Partners. From customers, we generate revenues from delivery fees, service fees (in some markets), fees for our subscription offering, small order fees (if the basket size is below the minimum order value) and tMarts retail sales, where products are sold by talabat as the seller of record.

Commissions

Commissions are either based on a contractually agreed percentage of the order value and/or a fixed amount, including VAT. The percentage varies across countries, types of restaurants and the services offered by us, such as our own versus restaurants' delivery service.

Non-commission-based revenue

We generate non-commission revenue, mainly through premium advertising placements and targeted discounts. Partners can pay a fee for premium listings that enhance visibility. We choose eligible Partners based on strict criteria, ensuring those who provide great customer experiences can pay to get promoted. Premium placements can lead to increased customer acquisitions and order volumes. When multiple Partners in an area apply for premium listings, we either auction the spot or charge a fixed fee, rotating positions accordingly. We also charge an annual and setup fee to cover Partner onboarding expenses.

Customer fees

With regards to customer fees, we mainly charge delivery fees to cover delivery service costs, service fees (only in some markets, to cover other services provided, such as customer service) and subscription fees (if customers subscribe to talabat pro). Delivery fees may vary with distance from Partner to customer, time of day or basket size. Revenue from non-commission-based fees primarily depends on the fee charged per order and the total number of orders.

In 2024, GMV sold through the talabat platform reached USD 7.4 billion (up 23% year-on-year) and Management Revenue reached USD 3.0 billion (up 32% year-on-year).

Read more on page 25 to 31

Multiple levers for sustained growth and profitability gains

Deeper category penetration

- Enhance Consumer Value Proposition
- Demand growth (customer acquisition and order frequency)
- Multi-verticality adoption

Deeper vendor and supplier partnerships

- AdTech solutions
- CPG partnerships

Turbo-charging customer loyalty

- Frequency enhancing initiatives
- Loyalty boosters
- FinTech

...underpinned by powerful macro tailwinds

- Outsized population growth
- Increasing urbanisation
- Young and tech-savvy population

Multiple levers for sustained growth and profitability gains

1 Deeper category penetration

Strategic objectives

- Enhance the overall Consumer Value Proposition (CVP) by continuously improving selection, experience and value
- Capture a larger share of the 90 meal occasions per month and demand for everyday essentials, increasing our penetration of customers' overall spending
- Expand beyond food delivery into groceries and other retail verticals
- Grow online adoption of food and grocery ordering in our markets, where talabat penetration is c.20-25% in foodservice but only c.1-2% in grocery and other retail categories, leaving significant headroom for growth

2024 highlights

- GMV grew to USD 7.4 billion (23% year-on-year growth) more than TAM growth rate of c.9%[1]
- Increased share of Grocery and Retail Vertical to 25% of total GMV (2023: 21%)
- Increased number of multi-vertical users (ordering both food and other categories) who order with higher frequency versus food-only users
- Partner-funded savings, which are savings realised by customers, grew to reach ~USD 450 million or 6.1% of GMV (2023: USD 308 million or 5.1% of GMV)

2 Turbo-charging customer loyalty

Strategic objectives

- Build an ecosystem of services around our core marketplace to deepen customer loyalty and engagement
- Enhance customer loyalty programmes (like talabat pro and Rewards) that offer free delivery and other perks for frequent users
- Strengthen talabat's financial ecosystem, making payments more seamless and inclusive (e.g. talabat PostPaid allowing buy-now-pay-later and co-branded credit cards with talabat-explicit benefits)
- By integrating these offerings, talabat aims to increase the touchpoints and daily relevance for users, increasing order frequency, lifetime value and user stickiness

2024 highlights

- talabat pro now in all markets except Iraq with adoption rate more than doubling during 2024 (foundational work was also carried out during the year for successful launch in Egypt in early 2025)
- Launched DineOut deals in the UAE in May 2024, allowing app users to get exclusive restaurant dine-in discounts (with further discounts for talabat pro subscribers) and driving footfall to restaurant partners
- Achieved ~99% Partner retention among pro-participating vendors, with ~USD 450 million in 2024 Partner-funded savings for customers demonstrating clear ROI for merchants
- PostPaid adoption grew by 2.6x year-on-year
- Significant uptake in talabat co-branded credit card during 2024

3 Deeper vendor and supplier partnerships

Strategic objectives

- Be the platform of choice for our Partners (restaurants, grocery stores, retailers and other vendors) as well as key suppliers (for our own tMart dark stores inventory)
- Offer superior value through demand generation, technology (machine-learning personalisation and data analytics) and services like advertising tools (AdTech)
- By strengthening partnerships, we can ensure the widest selection and best prices for customers, while also driving Partners' success (creating a win-win network effect)

2024 highlights

- AdTech revenue grew 27% in 2024, reaching USD 246 million or 3.3% of GMV, with strong profitability and a direct flow through to net income

1 Estimated by Industry Consultants.

1 Deeper category penetration continued

Future focus

- Integrate instashop (a leading online grocery e-marketplace acquired in February 2025 and operating in the UAE and Egypt) within the talabat ecosystem, potentially cross-listing partners and extending talabat pro benefits to instashop users
- Increase category diversification by adding more Partners to new product categories with the aim to serve more customer needs (e.g. beauty & cosmetics, pet care and other high-potential retail segments)
- Offer more targeted promotions and collaborations to drive adoption among new user segments and regions

Related risks

A1, A2, A3, A4, B1, C1, E2

Read more on pages 32-37

Key performance indicators

- **>68k** Active Partners
- **<30 mins** Avg. delivery time
- **25%** Grocery and Retail share of GMV
- **~USD 450mn** Partner-funded savings (6.1% of GMV)

2 Turbo-charging customer loyalty continued

Future focus

- Grow talabat pro subscription base in GCC and elsewhere (e.g. Egypt, launched February 2025), leveraging early traction and further enhancing benefits, making the programme more compelling for both customers and Partners
- Expand the successful PostPaid service to new markets and increase adoption in the UAE
- Launch similar co-branded credit cards in other GCC and non-GCC markets to tap into users' everyday spending, whilst continuing to promote uptake in the UAE

Related risks

A1, A2, A3, B2, D3

Read more on pages 32-37

Key performance indicators

- **2.1x** talabat pro adoption rate in 2024
- **28%** talabat pro frequency uplift
- **14%** PostPaid frequency uplift

3 Deeper vendor and supplier partnerships continued

Future focus

- Grow AdTech revenue toward the global benchmark of c.7% of GMV in the medium term
- Expand self-service AdTech solutions, allowing more Partners to tailor ad campaigns and increase visibility
- Enhance algorithmic targeting, optimising campaign effectiveness through real-time machine learning models
- Introduce new ad formats for Partners, unlocking additional revenue streams
- Develop campaign reporting tools targeting CPG manufacturers

Related risks

A1, A4, B1, B2

Read more on pages 32-37

Key performance indicators

- AdTech **3.3%** of GMV
- ROAS of **4.9x** for most popular cost-per-click product

A leading **tech player** in the region

Sophisticated, difficult-to-replicate data engine that improves with scale at the heart of talabat's technology.

We believe that our ability to **harness technology and data at scale** is what truly sets us apart. Rather than merely keeping pace with technological advancements, we strive to lead the way in innovation.

Beyond our back-end infrastructure – where technology-driven optimisation can be expected and is more easily understood – **we now apply the same data-driven approach to our customer-facing interface.** The evolution of our app over the years showcases this. What began in 2016 as a simple food-ordering and delivery platform transformed by 2021 into a multi-vertical marketplace, expanding beyond food to include grocery and retail offerings from third-party vendors as well as talabat's own dark stores (our dark stores solved for a more controlled, seamless and enhanced customer experience when ordering grocery products). Whilst we continuously refine and enhance our app through thousands of A/B tests to identify the most impactful improvements, a major brand refresh and app redesign was launched in Q4 2024, centred around personalisation.

As customers engage more with our platform, we gain deeper insights into their favourite restaurants, local shops and service preferences. Every interaction generates valuable data, allowing us to deliver increasingly tailored experiences. **It takes approximately six orders for our machine learning models to develop personalised recommendations** – whether suggesting preferred cuisines or curating restaurant options that align with a customer's tastes.

This enhanced **personalisation helps customers quickly find what they need, benefit from relevant deals and ultimately drives higher retention and order frequency.** Our machine-learning models also allow us to introduce and cross-sell verticals, particularly targeting our core Food customer base. By intelligently introducing other verticals, as well as highlighting loyalty programmes such as talabat pro and talabat rewards at the right time for our customers to benefit from, we drive category penetration, multi-verticality and adoption rates for our loyalty programmes. As we continue to scale, our growing data repository strengthens the talabat flywheel, delivering superior experiences for customers, partners and riders alike.

Data generated daily

13TB

(13,000 gigabytes)

Product, design, engineering and data technologists

480+

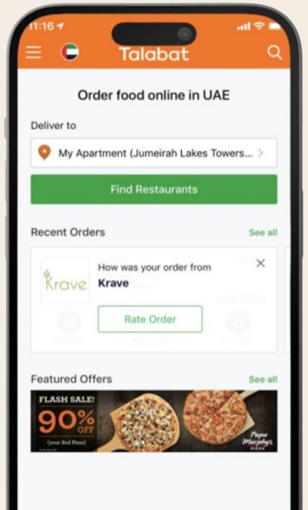
The impact of our redesigned app is already evident in the short time since its launch. talabat pro acquisition rates have increased by 24%, while grocery acquisitions have risen by 2% – a proof-point of our personalisation efforts. These higher engagement levels contribute to compounding benefits, including higher Returns on Ad Spend (ROAS) leading to increased partner investment and deeper category penetration leading to higher GMV.

Our understanding of customers also helps us understand the next set of Partners and deals we should introduce to each geography, allowing us to **seamlessly bridge the gap between customer demand and Partner interest.** Additionally, our rider staffing algorithm (licensed by Delivery Hero) translates our order demand forecasts across time and space into optimised shifts for riders to pick in advance. This enables riders to plan their work schedules ahead of time, swap shifts flexibly, with assurance that each shift they select offers a **compelling rider earning potential.**

We also have the ability to **leverage the reach, experience and expertise of Delivery Hero's global teams** to amplify our capabilities and to benefit from innovations taking place outside of the MENA region. Our access to and use of, technology owned by Delivery Hero enables us to have industry-leading innovation capabilities and tailored solutions for our customers, Partners and riders. Over the past nine years, we have leveraged the competitive advantages of our relationship with Delivery Hero, including access to its tech-stack, technical know-how, innovation capabilities, exchange of in-depth knowledge and best practices on commercial and operational excellence. These factors have contributed to our growth and advantageous position as the leading on-demand online food ordering, delivery, takeaway and groceries and convenience retail marketplace in the MENA region.

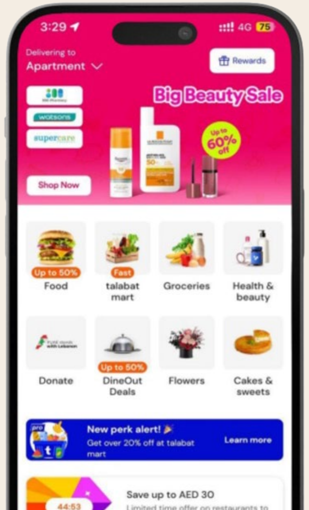
2016

"Delivering food to your doorstep"



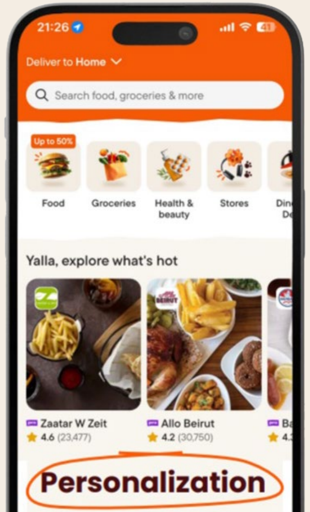
2021

"Delivering food and a lot more"



Today (2025)

"It's not just the talabat app, it's your app"



Personalisation

Proprietary personalisation and ranking algorithm

Incremental EBITDA[1] p.a.

USD 14mn+

Trust and safety

Most trusted platform in MENA, first to deploy telematics[2] for driver safety

Rider safety score[3,4]

95%

Fraud

Efficient fraud detection and prevention system

Savings per year[1]

USD 6mn

1 Estimated figures from 2023 until July 2024. **2** Technology used in the rider mobile application to monitor rider driving patterns, such as speed, acceleration, braking and cornering. **3** As of December 2024. **4** The Rider Safety Score reflects the average safety compliance of all riders based on multiple factors, including adherence to speed limits, avoidance of harsh riding and not using mobile phones while driving. A score of 95% indicates that, on average, riders are 95% compliant with these safety guidelines.

Our people make things happen

The workforce consists of employees from 90+ nationalities, fostering diversity, innovation and collaboration.

Employees

As of 31 December 2024, the total number of employees employed by talabat was:

571	In-house Contact Centre
952	Fleet management
481	Product and Tech
1,441	Support Functions
637	tPatrollers and riders[1]
1,297	Sales
1,824	tMart and Kitchens
7,203	Total number of employees

Key workforce highlights:

- 50% of managers participated in leadership development programmes in 2024;
- 36% of senior leadership roles were filled by internal talent;
- One-third of women in middle management roles were promoted;
- Recognised as a "Great Place to Work" in five countries (UAE, Qatar, Bahrain, Kuwait and Oman;
- 94% of high-performers retained, with a 13% attrition rate in the first nine months of 2024.

Employees benefit from a competitive compensation and benefits, including:

- Medical insurance, salary advances and housing advances (UAE).
- Various leave types: annual, maternity, paternity, sick, unpaid and more.
- Benefits are periodically reviewed to attract and retain skilled employees.
- Long-Term Incentive Programme (LTIP).

Number of employees
7,203

Nationalities
90+

"Great Place to Work" in
5
countries

1 tPatrollers are dedicated on-ground fleet supporting riders. There are 637 tPatrollers and riders in Qatar, Bahrain and Kuwait.

Khaled Alfakesh
Chief Financial Officer

2024 was a milestone year for talabat, with GMV up 23%, revenue up 32%, Adjusted EBITDA up 55% to almost USD 500 million, reflecting a 1.4 percentage point margin expansion to 6.7% of GMV and Adjusted Net Income up 53%, now representing 5.3% of GMV. Looking ahead, we remain focused on scaling our multi-vertical ecosystem and driving sustained profitability.

(USD million)	2024	2023	% Y/Y
GMV*	**7,428**	**6,062**	**23%**
Management Revenue*	**2,956**	**2,242**	**32%**
margin (% of GMV)	*40%*	*37%*	*2.8ppt*
Gross profit	**915**	**691**	**32%**
margin (% of GMV)	*12.3%*	*11.4%*	*0.9ppt*
Marketing and overheads	**(484)**	**(423)**	**14%**
margin (% of GMV)	*(6.5%)*	*(7.0%)*	*0.5%*
Adjusted EBITDA*	**497**	**321**	**55%**
margin (% of GMV)	*6.7%*	*5.3%*	*1.4ppt*
Net income	**346**	**212**	**64%**
margin (% of GMV)	*4.7%*	*3.5%*	*1.2ppt*
Adjusted Net Income*	**393**	**257**	**53%**
margin (% of GMV)	*5.3%*	*4.2%*	*1.0ppt*
Adjusted FCF*	**462**	**301**	**54%**
margin (% of GMV)	*6.2%*	*5.0%*	*1.3ppt*
Cash Conversion Ratio	*93%*	*94%*	*-0.6ppt*

GMV* (USD)
7.4bn
+23% y/y

Management Revenue* (USD)
3.0bn
+32% y/y

Gross profit (USD)
915mn
12.3% (of GMV)

Adjusted EBITDA* (USD)
497mn
6.7% (of GMV)

Adjusted Net Income* (USD)
393mn
5.3% (of GMV)

Adjusted Free Cash Flow*(USD)
462mn
6.2% (of GMV)

Net Cash (USD)
322mn
+19% vs. end-2023

1 In this section, all growth rates are year-on-year and in reported currency unless otherwise stated and all figures are presented on a pro forma basis, as if the corporate restructuring that was carried out at the end of September 2024, ahead of talabat's IPO, which took place on 1 January 2023. This enables like-for-like comparability of the combined Company with prior year periods. These financials are prepared on the same basis as the financials in the International Offering Memorandum used for the IPO.
* Alternative performance measure ('APM'), refer to page 138 for further details.

Gross Merchandise Value (GMV)

GMV represents the total gross value paid by customers for goods and services from Restaurants and other vendors (Local Shops and tMarts) that are sold through talabat's platform, including VAT, delivery fees, service fees and net of any Partner-funded vouchers or discounts. GMV excludes subscription fees (e.g. talabat pro) and rider tips.

(USD million)	2024	2023	% Y/Y
GMV	**7,428**	**6,062**	**23%**
of which GCC segment	6,332	5,289	20%
o/w non-GCC segment	1,096	773	42%
o/w Food Vertical	5,542	4,779	16%
o/w Grocery & Retail Vertical	1,886	1,283	47%

2024 performance: GMV reached USD 7.4 billion, representing a 23% year-on-year increase. This growth was driven by a 25% expansion in monthly active users and an 8% uplift in order frequency. The overall macroeconomic environment in the MENA region, characterised by outsized population growth, rising urbanisation and high internet penetration amongst a young and tech-savvy population, also supported the growth trend.

Key drivers include increased demand through consumer adoption of on-demand services for both food and grocery/retail with strong brand recognition across talabat's eight MENA markets. We expanded further into grocery and retail categories, further enhancing our multi-vertical offering. This boosted overall usage, as customers find added convenience in ordering multiple categories from a single platform. Additionally, platform network effects, where larger numbers of Active Partners and a growing customer base reinforced each other, resulted in higher transaction frequency and improved service levels.

GMV for the GCC segment grew 20% year-on-year to reach USD 6.3 billion in 2024, while the non-GCC segment grew faster at 42% to surpass USD 1 billion for the first time. The GCC continues to be the core segment with an 85% share of total GMV (2023: 87%). We continued to see impressive growth in the UAE, our largest market, which grew at a faster pace than the portfolio average, as well as double-digit growth rates for Kuwait, our oldest market. In the non-GCC segment, which is growing at a higher pace relative to GCC countries, albeit from a much lower base, Egypt's performance is notably strong and profitable at an Adjusted EBITDA level.

GMV for the Food Vertical expanded by 16% year-on-year to reach USD 5.5 billion or 75% share of total GMV (2023: 79%) whilst Grocery & Retail GMV surged by 47% as we continued to push on multi-verticality. GMV of Local Shops (third-party vendors) grew at a faster pace than tMarts (our first-party dark stores), driven by the signing on to the platform of large third-party grocers during the year.

Management Revenue

Management Revenue refers to revenue as recognised under IFRS 15 (i.e. commissions, advertising and listing fees charged to our Partners and customer revenues, including delivery and service fees, subscription fees and tMarts revenue) before the netting effect of talabat-funded vouchers and other discounts issued to customers or other reconciliation items. It aims to reflect the gross inflow of economic benefits earned by talabat for its platform-based services.

(USD million)	2024	2023	% Y/Y
Revenue IFRS	**2,872**	**2,175**	**32%**
Management Revenue	**2,956**	**2,242**	**32%**
margin (% of GMV)	*40%*	*37%*	*2.8ppt*
o/w Commission fees	1,062	847	25%
o/w Subscription fee & Other Income	952	663	44%
o/w Delivery & Service fees	696	537	29%
o/w Advertising and listing fees	246	194	27%

2024 performance: Management Revenue reached USD 3.0 billion in 2024, up 32% year-on-year and representing 40% of GMV (2023: 37%). The outpaced growth relative to GMV (+23%) was driven by improved commission rates, growth of the tMarts sub-vertical, an increase in advertising revenues and better monetisation of delivery and service fees.

Key drivers include the increased contribution of tMarts, as the proprietary dark-store grocery model continued to scale up in 2024. GMV for the sub-vertical, which flows directly into revenue, accounted for 28% of total management revenue (2023: 26%). Blended commission rates across segments and verticals also increased slightly to reach 16.2% of GMV, excluding tMarts GMV (2023: 15.6%), reflecting the increased popularity of local brands amongst customers on the back of regional geopolitical tensions. We also improved the monetisation of delivery and service fees, which reached 9.4% of GMV (2023: 8.9%). Finally, stronger partner adoption of advertising offerings (including cost-per-click placements and targeted deals) pushed AdTech to 3.3% of GMV (2023: 3.2%).

Gross profit

Gross profit generally represents Management Revenue less direct costs associated with order fulfilment; particularly rider costs for deliveries managed by talabat, cost of goods sold for tMart and other direct platform overheads such as credit card fees.

(USD million)	2024	2023	% Y/Y
Cost of sales	**1,956**	**1,484**	**32%**
o/w Delivery costs	1,140	899	27%
o/w Order processing & handling costs	139	115	20%
o/w Other direct costs	677	470	44%

Delivery costs increased slightly to 15.3% of GMV (2023: 14.8%) whilst order processing costs held steady at 1.9% of GMV.

2024 performance: Gross profit grew to USD 915 million or 32% year-on-year, with a notable improvement in margins to 12.3% of GMV (2023: 11.4%). This uplift was driven primarily by improved unit economics and cost efficiencies, supported by higher-margin AdTech revenues, continued growth in delivery and service fees and enhanced profitability of the Grocery and Retail business. Margin expansion, however, was partially offset by faster revenue growth from non-GCC countries (geographical mix) and the increasing contribution of the Grocery and Retail Vertical (product mix), both of which currently generate relatively lower profit margins.

Marketing and overheads

Marketing and overheads include all costs related to marketing and promotions (general, not transaction-level marketing), overheads such as general and administrative (G&A) expenses, IT infrastructure and research & development outlays that are expensed.

(USD million)	2024	2023	% Y/Y
Operating expenses	**423**	**484**	**14%**
o/w Marketing costs	143	*132*	*8%*
o/w Restaurant acquisition costs	73	73	1%
o/w Customer acquisition costs	44	40	9%
o/w Other marketing expenses	26	19	32%
o/w IT costs	62	56	11%
o/w G&A	173	147	18%
o/w Other income	(16)	(26)	(37%)
o/w Other expenses	123	115	7%
o/w Shared Group cost	120	104	15%

2024 performance: Although total marketing and overheads increased in absolute value, they were proportionally lower at 6.5% of GMV (2023: 7.0%). The growth in operating expenses was well under the growth rate of Management Revenue, reflecting improved efficiency and cost discipline.

talabat's marketing expense increased in absolute value but dropped to 1.9% of GMV as further efficiencies were achieved in our marketing strategies. We internally classify marketing costs differently to our IFRS reporting, with Customer Acquisition and Retention Costs (CARC) comprising direct talabat-funded vouchering (USD 59 million in 2024), which is netted off customer revenue under IFRS and customer marketing costs (USD 44 million) to reach USD 103 million or 1.4% of GMV (2023: USD 89 million or 1.5% of GMV). All other expense line items fell as a percentage of GMV, pointing to the nature of the on-demand delivery business, which benefits from economies of scale.

Adjusted EBITDA

Adjusted EBITDA is defined as earnings from operations before interest, taxation, depreciation and amortisation and excludes share-based compensation costs or other one-off items and non-operating earnings effects. It serves as a core profitability metric that highlights talabat's underlying operational performance.

Gross profit to Adjusted EBITDA bridge:

(USD million)	2024	2023	% Y/Y
Gross profit	**915**	**691**	**32%**
Marketing expenses	(143)	*(132)*	*8%*
IT expenses	(62)	(56)	11%
G&A (excl. depreciation and amortisation, other non-income taxes)	(122)	(101)	21%
Other income & expenses	(106)	(89)	20%
EBITDA (reported)	**482**	**314**	**54%**
Share-based compensation	17	14	21%
Other adjustments	(3)	(7)	(58%)
Adjusted EBITDA	**497**	**321**	**55%**
margin (% of GMV)	*6.7%*	*5.3%*	*1.4ppt*

2024 performance: Adjusted EBITDA rose to USD 497 million, reflecting a 55% year-on-year surge. This was equivalent to 6.7% of GMV, which represented a 1.4 percentage-point margin expansion (2023: 5.3% of GMV). Gains stemmed from the higher GMV-to-revenue conversion ratio (improved commission rates, growth of the tMarts sub-vertical, an increase in advertising revenues and better monetisation of delivery and service fees), an improved gross profit margin (improved unit economics and AdTech margins) and drop in marketing and overhead costs as a percentage of GMV, benefitting from economies of scale. We were able to achieve an Adjusted EBITDA margin expansion despite the shift in product and geographical mix toward lower-margin Grocery and Retail Vertical and non-GCC segment.

Adjusted Free Cash Flow (FCF)

Adjusted FCF is calculated by subtracting capital expenditures, lease payments and taxes from Adjusted EBITDA, while also incorporating changes in working capital (but excluding changes in receivables from payment service providers and restaurant liabilities).

Adjusted EBITDA to Adjusted Free Cash Flow bridge:

(USD million)	2024	2023	% Y/Y
Adjusted EBITDA	**497**	**321**	**55%**
CAPEX	(34)	(43)	(21%)
IFRS 16 lease payments	(26)	(24)	10%
+ / (-) Change in net working capital	38	54	(30%)
Taxes	(12)	(8)	56%
Adjusted FCF	**462**	**301**	**54%**
margin (% of GMV)	*6.2%*	*5.0%*	*1.3ppt*
Cash Conversion Ratio	*93%*	*94%*	*-0.6ppt*

2024 performance: Adjusted Free Cash Flow reaching USD 462 million, growing 54% year-on-year and equivalent to 6.7% of GMV. Growth was driven by improved Adjusted EBITDA margins. talabat has a strong ability to generate cash flow with a cash conversion ratio reaching 93% (2023: 94%). This is due to talabat operating an asset light model with low CAPEX requirements, with a positive change in net working capital primarily related to having an efficient cash flow conversation cycle for our own grocery business.

Income tax charge

The income tax charge reflects current and deferred corporate taxes in the jurisdictions where talabat operates. Historically, certain GCC markets had no or minimal corporate taxes, but new regulations in the UAE introduced a 9% statutory corporate income tax (CIT) as of 2024 and all the countries in which we operate will comply with a global minimum tax rate of 15% for large multinational enterprises starting 2025.

(USD million)	2024	2023	% Y/Y
Profit before tax	**366**	**220**	**67%**
Income tax charge	(20)	(8)	153%
Effective tax rate	5.5%	3.6%	1.9ppt

2024 performance: The UAE introduced a 9% corporate income tax rate starting in 2024. The overall impact remained moderate relative to net income and talabat's effective tax rate increased to 5.5% (2023: 3.6%), this includes the recognition of USD 13 million in deferred tax assets. Excluding this impact, the normalised effective tax rate would have been 9.1%. During 2024, several countries (notably the UAE, Kuwait, Qatar and Bahrain) legislated or announced changes to introduce a Domestic Minimum Top-up Tax (DMTT) in compliance with BEPS 2.0 Pillar 2 regulation, ensuring large in-scope multinational enterprises (with global revenues of EUR 750 million or above) pay at least a 15% effective tax rate. For talabat, this means an increase in the applicable corporate tax rate in the UAE from 9% to 15%, in Kuwait from a zero rate to 15%, in Qatar from 10% to 15% and in Bahrain from a zero rate to 15%. As a result, talabat's effective tax rate is expected to rise to approximately 15% from 2025 onwards.

Applicable CIT rates in talabat countries:

	2023	2024	2025e
GCC			
UAE	–	9%	15%
Kuwait	–	–	15%
Qatar	10%	10%	15%
Bahrain	–	–	15%
Oman	15%	15%	15%
Non-GCC			
Egypt	22.5%	22.5%	22.5%
Jordan[1]	21%	21%	21%
Iraq	15%	15%	15%

1 Including 1% national contribution tax.

Adjusted Net Income

Adjusted Net Income is derived from reported net income by excluding certain non-operating items, including unrealised foreign exchange gains or losses (e.g. from shareholder loans) and interest income and expense related to non-core financing arrangements. Adjusted Net Income thus provides a clearer view of talabat's underlying earnings power by removing non-cash or one-off financing components.

Net income to Adjusted Net Income bridge:

(USD million)	2024	2023	% Y/Y
Net income (reported)	**346**	**212**	**64%**
margin (% of GMV)	*4.7%*	*3.5%*	*1.2ppt*
Foreign exchange loss, net	57	25	131%
Interest expense on loans	19	31	(37%)
Interest income	(16)	(10)	67%
Deferred tax income	(13)	-	nm
Adjusted Net Income	**393**	258	53%
margin (% of GMV)	*5.3%*	*4.2%*	*1.0ppt*

2024 performance: Net income grew 64% year-on-year to USD 346 million or 4.7% of GMV, a margin expansion of 1.2 percentage points (2023: 3.5%). On a normalised basis, adjusting for material non-recurring items to allow for a like-for-like comparison, net income grew 53% to USD 393 million or 5.3% of GMV. This reflected top-line momentum (strong GMV and revenue growth) that fed into higher operating margins (enhanced cost efficiencies and high-margin AdTech revenue), only partially offset by higher taxes in key markets, which did not hamper year-on-year growth.

The Adjusted EBITDA figure normalises for an intercompany shareholder loan to talabat's Egyptian entity in EGP currency, which was written down due to the devaluation of the currency in April 2024. Similarly, we normalised for interest expense on loans and interest income related to shareholder loans and deposits with Delivery Hero SE that were capitalised prior to talabat's listing in December 2024 as part of the IPO.

Net cash

We look at cash and cash equivalents (short-term deposits held at banks with an original maturity of less than 90 days) minus any outstanding borrowings. talabat maintains a conservative capital structure, with borrowings mainly consisting of lease liabilities under IFRS 16, calculated as the present value of future payment obligations under lease contracts for offices, dark-store facilities and certain equipment. This leaves us in a strong position to continue investing in strategic growth initiatives, maintaining liquidity for dividend distributions and headroom for leverage to fund inorganic growth.

Net profit to Adjusted Net Income bridge:

(USD million)	2024	2023	% Y/Y
Cash and short-term deposits	**419**	**348**	**20%**
Lease liabilities	(97)	(77)	26%
Net cash	**322**	**272**	**19%**
Adjusted EBITDA multiple (x)	*0.6x*	*0.8x*	*-0.2x*

2024 performance: talabat ended the year with more than USD 400 million in cash and cash equivalents, up from the prior period and carried no external debt. Healthy operational inflows led to further growth in cash balances. Lease liabilities grew modestly due to new tMart and talabat Kitchen expansions, but the associated EBITDA generation mitigated any net finance costs and overall leverage (net cash) remained at comfortable levels equivalent to 0.6 times Adjusted EBITDA (2023: 0.8x).

Dividend and dividend policy

Based on talabat's strong performance in Q4 2024, talabat's Board has recommended a dividend of USD 110 million in respect of the quarter, above the previously communicated minimum of USD 100 million. The final dividend remains subject to shareholder approval. This higher dividend reflects talabat's substantial cash flow generation and is based on a 90% payout ratio applied to USD 122 million in Adjusted Net Income generated during Q4 2024.

For fiscal year 2025, we have reiterated our intention to pay at least USD 400 million in dividends, reflecting management's commitment to returning capital to shareholders. The annual dividend will be split into interim and final payments, aligning with the policy of periodic shareholder returns. Given expected GMV and revenue growth as well as healthy Adjusted EBITDA and cash conversion in 2025, the Board and management believe that the dividend guidance is well-supported by underlying fundamentals.

Beyond 2025, we intend to pay dividends twice each calendar year with a target net income payout of 90%.

This dividend policy is designed to reflect the Company's expectation of strong cash flow and expected long-term earnings potential while allowing the Company to retain sufficient capital to fund ongoing operating requirements and continued investment for long-term growth. This dividend policy is subject to the consideration of the Board of Directors of the cash management requirements of the Company's business for operating expenses, financing expenses and anticipated capital expenditures. In addition, the Company expects that the Board of Directors will also consider market conditions, the then current operating environment in the Company's markets and the Board of Directors' outlook for the Company's business.

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Key risks and mitigating factors

The following table is an assessment of our principal and emerging risks. The table also summarises, at a high level, the mitigating actions undertaken and our approach to managing these risks:

Read more on pages 82-83

Risk/description	Mitigating factors
A: Strategic	
1. Competitive market pressures impacting revenue and margins We operate as the leading on-demand online marketplace for food ordering, delivery, takeaway and groceries in the MENA region. However, we face intense competition from various channels, including traditional offline restaurants and shops offering delivery and pick-up options, as well as restaurants, chains and retailers developing their online ordering capabilities through websites, mobile applications and social media platforms. Additionally, technology giants and well-funded companies are expanding into our markets alongside local and international entrants, employing aggressive pricing and marketing strategies. The market is also characterised by ongoing consolidation, which has led to the emergence of larger, better-resourced competitors, significantly altering the competitive landscape. Integrated e-commerce companies, quick commerce providers and "SuperApps" offering multiple services, including food delivery, further intensify the competition. These dynamics require us to continuously innovate, invest in technology, expand our offerings and maintain customer loyalty to sustain our market position. Failure to address these competitive pressures effectively could adversely impact our business, revenue, operating margins and overall financial performance.	We aim to continuously and proactively enhance our Consumer Value Proposition through: 1) further expanding the selection of Partners available within our Food Vertical and Groceries and Retail Vertical, 2) improving user-friendliness and features of our platform as well as the reliability and operational efficiency of our delivery and customer support services and 3) investing in marketing initiatives, including talabat and Partner-funded discounts as well as bank Partnerships and talabat pro subscriptions. We also pride ourselves on our ability to adapt quickly to changing market conditions and customer preferences. By leveraging our position as a leading marketplace and committing to ongoing technological and service enhancements, we aim to safeguard our market presence and long-term profitability despite these competitive pressures
2. Evolving regulations and compliance uncertainty The evolving regulatory landscape for the internet, e-commerce, quick commerce and the food industry (including cloud kitchens) presents significant challenges for our operations. Regulations are often local and vary widely across jurisdictions, covering areas such as commission rates, consumer protection, data privacy, taxation, online payments, pricing transparency, licensing and competition laws. For example, in Qatar, government-imposed caps on commission rates and delivery registration fees negatively impacted our operations, while in Oman, regulatory disputes around licensing requirements for our delivery services have resulted in ongoing legal proceedings. The complexity of compliance is further heightened by the lack of harmonised regulations across our markets, the potential for new regulatory requirements (e.g. classification of delivery services as postal services) and the emergence of stricter consumer protection laws in the MENA region. Regulatory uncertainties around business models like cloud kitchens and delivery-only warehouses also add operational risks. Moreover, heightened scrutiny under antitrust and competition laws, as seen in Kuwait and the UAE, increases the risk of investigations, fines or legal disputes. Non-compliance with these regulations could lead to significant financial penalties, reputational damage, increased operational costs and restrictions on our ability to scale or compete effectively.	We aim to mitigate regulatory risks by closely monitoring legal developments in each market and adapting our compliance strategies accordingly. Where necessary, we engage with local authorities and industry stakeholders to navigate evolving regulations and advocate for favourable policies. Additionally, we explore alternative business structures to address foreign ownership restrictions and regulatory constraints on pricing models. Despite these efforts, the complexity and variability of regulations across jurisdictions require continuous adaptation to safeguard our operational and financial stability.

Key risks and mitigating factors continued

Risk/description	Mitigating factors
A: Strategic (continued)	
3. Antitrust scrutiny and competition law risks Our strong market position in some countries exposes us to scrutiny under antitrust and competition laws. Ongoing investigations in Kuwait, notices in the UAE and inquiries in Iraq highlight the risk of regulatory actions, fines or contract revisions due to alleged restrictive practices. The evolving and inconsistent enforcement of competition laws across markets adds uncertainty, particularly in acquisitions or sales, which may face delays, rejections or conditions. These risks could result in financial penalties, operational disruptions and reputational damage, impacting our business and growth prospects.	The Group's legal and compliance teams, in collaboration with external counsel, continuously monitor and assess the risks associated with antitrust and competition laws across all jurisdictions in which we operate. This includes conducting regular audits of contracts, evaluating regulatory developments and addressing inquiries or complaints raised by competition authorities. Specific attention is given to assessing potential contingencies, such as regulatory investigations, arbitration and settlement scenarios. At the time this report was prepared, the relevant proceedings in Kuwait, the UAE and other markets remain ongoing and the Group's risk assessment has not changed. If it becomes probable that a risk materialises, such as regulatory fines, contract amendments or divestments, appropriate provisions will be taken.
4. Market adoption and technological evolution risks The growth and success of our industry depend on the continued expansion of e-commerce and quick commerce, the shift from offline to online transactions, technological advancements and customer acceptance of aggregator platforms. Our ability to scale relies on internet and mobile adoption in our markets, but challenges such as infrastructure limitations, electricity outages and unreliable networks – particularly in regions like Egypt – may hinder this growth. Additionally, evolving customer preferences and disruptive innovations, such as new delivery models using drones or robotics, may reshape the industry, requiring us to adapt rapidly. If customers shift away from online ordering or if we fail to keep pace with technological advancements, our business model may become obsolete, leading to slowed growth, reduced competitiveness and potential financial setbacks.	To support industry growth and sustain our competitive position, we focus on maintaining the availability, functionality and user-friendliness of our platform to attract and retain new Partners and customers. Additionally, we continuously assess and integrate emerging technological applications and solutions to align with evolving customer expectations. As the industry advances, we remain committed to adapting our business model to incorporate innovative delivery technologies, such as drones and robots, to ensure we keep pace with market developments and mitigate the risk of technological disruption.
B: Technological	
1. IT system disruptions Our reliance on complex IT and telecommunication systems, provided both internally and by third parties, exposes us to risks of system failures, cybersecurity breaches and operational disruptions. Insufficient security measures, integration challenges and the increasing prevalence of remote work exacerbate these vulnerabilities. Any disruptions, such as system outages, cyberattacks or programming failures, could impair our ability to process orders, manage deliveries and protect sensitive data, negatively impacting revenue, customer trust and reputation. Furthermore, our dependency on Delivery Hero's technology infrastructure heightens our exposure to their system risks. Despite ongoing improvements in IT and cybersecurity, evolving threats and system dependencies remain significant risks to our operations, financial performance and reputation.	We have implemented a robust framework focused on enhancing system reliability, security and resilience. Advanced security measures, such as multi-factor authentication, encryption protocols and regular penetration testing, have been deployed to safeguard against cyber threats and unauthorised access. The Group has also developed a comprehensive cybersecurity policy framework that ensures consistent implementation and monitoring across all regions and operations. Regular updates to software and systems are carried out to prevent vulnerabilities, while employees and Partners undergo training to ensure adherence to security best practices. Incident management protocols are in place to identify, respond to and mitigate operational issues promptly, reducing downtime and minimising potential impacts on customers and Partners. Supplier selection and monitoring processes are guided by stringent IT security and data protection standards to ensure the confidentiality, integrity and availability of data handled by third parties. These measures are regularly reviewed and enhanced to address emerging risks and ensure business continuity while protecting customer trust, data privacy and the Group's reputation.

Key risks and mitigating factors continued

Risk/description	Mitigating factors
B: Technological (continued)	
2. Cybersecurity vulnerabilities	
We may face online security breaches and service disruptions due to hacking, viruses, fraud and malicious attacks and may have to devote significant resources to protect our technology and IT infrastructure.	The Group has developed and implemented a robust information security framework to address risks related to data breaches and unauthorised access. Advanced encryption and authentication technologies are in place to protect the transmission and storage of confidential information, while third-party service providers are carefully vetted to ensure they adhere to stringent security standards. A specialised information security team oversees incident response, application security and compliance with data protection regulations. To further mitigate risks, regular security audits, penetration testing and continuous monitoring are conducted to identify and address vulnerabilities proactively. Access to critical systems and data is tightly managed with enhanced access control protocols and employees undergo ongoing training to reduce the risk of inadvertent security breaches. In addition, the Group has implemented robust incident management and response processes to contain and address any security incidents promptly. Supplier assessments include a comprehensive review of their data protection measures, ensuring compliance with privacy and security requirements. These ongoing efforts demonstrate the Group's commitment to protecting customer, Partner and employee data while ensuring compliance with applicable laws. Any future security events will be managed in accordance with established protocols.
C: Operational	
1. We rely on third-party logistics providers for delivery and order fulfilment services	
Our reliance on third-party logistics providers for order fulfilment and delivery presents significant operational, legal, financial and reputational risks. Since we do not directly employ the majority of riders and pickers, we have limited control over their compliance with local labour laws, including sourcing, employment permits, wage regulations, working hours and social security contributions. Any non-compliance by these providers could lead to regulatory scrutiny, fines and potential reputational damage. Additionally, since these workers wear our branded uniforms, their service quality directly impacts customer perception, yet we have minimal oversight on their hiring, training and performance, increasing the risk of inconsistent service, customer dissatisfaction and reputational harm. From a legal standpoint, there is a risk that riders or pickers may claim employment status with us, particularly if they are dissatisfied with their contractual terms with logistics providers, potentially leading to legal disputes, financial liabilities or obligations to provide employment benefits. Our operational dependency on these providers means that any disruptions due to their financial instability, labour disputes or service delivery failures could severely impact our ability to fulfil customer orders, causing revenue losses and service degradation.	While we strive to manage these risks through careful selection of our third-party logistics providers and ongoing monitoring of their performance, we also enforce compliance measures, conduct background checks where required and implement policies to uphold service quality and brand integrity. We mitigate operational dependency through provider diversification, monitor regulatory developments and manage supply-demand fluctuations to ensure service continuity. Additionally, we assess provider scalability to support future growth. However, the nature of this arrangement means that some level of risk is inherent in our business model. Any of these risks materialising could have a material adverse effect on our business, financial condition, results of operations and prospects.

Key risks and mitigating factors continued

Risk/description	Mitigating factors
C: Operational (continued)	
2. Brand reputation risks and operational misconduct Our success in the e-commerce and quick commerce industries depends heavily on brand recognition and reputation, as market dominance is often captured by the most well-established brands. Any negative impact on our brand – whether due to service failures, regulatory challenges, partner misconduct, customer dissatisfaction or external factors like political boycotts – could significantly harm our business. Reputational damage may lead to lost customers, strained partner relationships and increased marketing costs to rebuild trust. Additionally, issues such as delivery delays, partner non-compliance, cybersecurity breaches or operational inefficiencies may undermine customer confidence. Our reliance on social media for brand promotion also heightens the risk of rapid reputation loss due to viral negative publicity. As we expand, ensuring consistent service quality, regulatory compliance and effective crisis management will be critical to maintaining brand value. Any failure to protect our reputation could materially impact our financial performance, competitive position and long-term growth.	To mitigate these risks, we actively manage our brand reputation through stringent quality controls, regulatory compliance and strategic marketing efforts. We continuously monitor customer feedback, social media sentiment and partner performance to identify and address potential reputational threats. Crisis management protocols and rapid response strategies enable us to handle negative publicity effectively. Investments in technology and operational efficiencies help ensure reliable service delivery and minimise disruptions. Additionally, we enforce strict business terms with Partners to prevent misconduct and maintain service standards. While these measures help protect our brand, reputational risks remain inherent in our industry.
3. Foreign ownership restrictions and nominee structure risks Our operations in the UAE, Kuwait, Bahrain and Iraq are subject to foreign ownership restrictions, requiring us to operate through nominee arrangements in these markets. While these structures allow us to comply with local regulations, they expose us to legal, operational and financial risks. There is a possibility that local authorities or courts may challenge the validity of these arrangements, potentially leading to regulatory enforcement actions, restructuring requirements, fines or even the revocation of our operating licenses. Additionally, nominees may assert rights, challenge agreements or pursue legal claims, as seen in past disputes, which could disrupt our business and result in financial liabilities. These arrangements also create administrative complexities, higher compliance costs and limitations on strategic decision-making. Changes in local regulations could further restrict or prohibit the use of nominee structures, forcing us to seek alternative solutions which may not be as operationally or financially viable. Any adverse developments in nominee agreements or regulatory enforcement could materially impact our business, financial condition and growth prospects in these key markets.	We believe our current nominee arrangements comply with local laws and regulations, mitigating immediate legal risks. To address potential regulatory challenges, we continuously monitor changes in local laws and interpretations that could impact the validity or enforceability of these structures. Additionally, we have structured our agreements to ensure operational continuity while minimising the risk of nominees asserting rights that could disrupt our business. Our approach also includes evaluating alternative ownership structures where feasible to reduce reliance on nominee arrangements and maintain compliance with evolving regulatory frameworks.
D: Compliance	
1. Evolving regulatory landscape and compliance challenges The dynamic and complex nature of government regulations across the internet, e-commerce, quick commerce and the food industry (including cloud kitchens) presents significant compliance risks. Regulatory changes, such as price caps on commission rates in Qatar and potential classification of delivery services as postal services in Oman, could impose financial and operational burdens. The lack of uniform regulations across jurisdictions increases compliance complexity, particularly with multiple regulatory bodies enforcing conflicting rules. Additionally, emerging laws related to data privacy, pricing, taxation and licensing may further impact our operations, profitability and expansion efforts. Failure to comply with evolving regulations could result in fines, legal disputes, reputational damage or restrictions on our ability to operate in key markets.	To navigate the evolving regulatory landscape, we continuously assess compliance risks associated with internet, e-commerce, quick commerce and the food industry. The complexity of jurisdiction-specific regulations and potential financial or operational burdens are closely monitored to mitigate adverse impacts on our business. Regulatory developments, including pricing restrictions, licensing requirements and data privacy laws, are tracked to ensure alignment with legal expectations. Broader regulatory risks, including conflicting rules across multiple jurisdictions, are managed through structured oversight to safeguard operational continuity, financial stability and market expansion strategies.

Key risks and mitigating factors continued

Risk/description	Mitigating factors
D: Compliance (continued)	
2. Non-compliance with data protection laws	
As we continue to grow and expand our customer, Partner and rider base, the volume of personal data we collect, store and process increases, raising our exposure to data protection laws and regulatory scrutiny. Many of the key markets in which we operate have stringent privacy regulations and active enforcement regimes, requiring us to continuously assess and update our data security, retention and privacy policies. Failure to comply with applicable data protection laws, such as the Data Protection Regulation 2021 in the ADGM, could result in fines, legal sanctions, compensation claims and reputational damage. A breach or misuse of personal data could erode customer trust, impact platform usage and materially affect our business, financial performance and growth prospects.	To ensure compliance with evolving data protection regulations, we have established regional data protection professionals who oversee adherence to jurisdiction-specific legal requirements. Additionally, we have strengthened our data privacy framework through comprehensive internal policies and procedural guidelines, including protocols for personal data retention and handling data subject inquiries. As regulatory scrutiny intensifies, we continue to assess and enhance our data security measures, ensuring our practices align with industry standards and legal expectations. These efforts help mitigate the risks associated with data breaches, regulatory fines, reputational harm and loss of customer trust.
3. Non-compliance with payment service regulation	
As we explore opportunities in digital payments, including e-wallets, postpaid services and digital wallet solutions, we may become subject to increased regulatory oversight, licensing requirements and financial supervisory scrutiny. Many of our existing payment processes, such as commission fee splitting and Partner payouts, are already regulated in some markets and any expansion into financial services could expose us to additional compliance risks. Regulatory requirements may include capital adequacy, anti-money laundering (AML), know-your-customer (KYC) rules, cybersecurity and financial crime prevention measures, among others. Given our limited experience with financial regulatory frameworks and evolving compliance obligations across multiple jurisdictions, there is a risk of non-compliance, which could lead to fines, restrictions on our services, reputational damage and operational disruptions. Failure to obtain or maintain necessary licenses or adhere to regulatory changes could materially impact our business, financial performance and future growth prospects.	We aim to navigate regulatory complexities while supporting the sustainable growth of our digital payment solutions by closely tracking evolving financial regulations and engaging with relevant authorities to ensure compliance. Strengthening our internal governance, we have enhanced our regulatory expertise and established dedicated legal FinTech.
4. Workforce nationalisation compliance and operational constraints	
Nationalisation initiatives across key MENA markets, including Emiratisation in the UAE, Kuwaitisation, Bahrainisation, Qatarisation and Omanisation, impose workforce quotas and hiring requirements that may increase operational costs and limit workforce flexibility. Compliance with these programmes could lead to higher salary expenses for national employees, restrictions on workforce rationalisation and difficulties in recruiting skilled local talent, particularly for specialised roles in technology and software development. Additionally, evolving regulations affecting third-party logistics providers may impact rider availability, as seen in Oman, where non-compliance has led to rider detentions. Governments may also impose work permit restrictions or entry barriers for expatriates to accelerate nationalisation efforts, further constraining workforce management. Failure to meet these requirements could result in fines, restrictions on hiring foreign workers and potential limitations on market expansion. As nationalisation policies continue to evolve and intensify, they may significantly affect our cost structure, operational agility and overall competitiveness in the region.	We are committed to supporting the development of local talent and complying with local regulations to meet nationalisation requirements across the MENA region. While these initiatives may impose constraints, we continue to adapt our workforce strategy to ensure compliance while maintaining operational effectiveness. Additionally, we recognise the need for a highly skilled and flexible workforce to support our expansion and innovation and we work within regulatory frameworks to balance compliance with business needs.

Key risks and mitigating factors continued

Risk/description	Mitigating factors
E: Financial	
1. Foreign exchange risk and USD/AED exchange rate stability Our financial condition and results of operations are dependent on the stability of the UAE dirham, which has been pegged to the US dollar since 1997. Any de-pegging or adjustment to the USD/AED exchange rate by the UAE Central Bank could lead to increased costs for services and debt obligations, as well as currency translation fluctuations impacting our financial performance. While the peg has remained stable, there is no guarantee that it will be maintained indefinitely. Any change in the exchange rate could materially affect our business, financial condition and growth prospects.	We aim to mitigate currency risk by monitoring exchange rate policies, diversifying revenue streams, and maintaining financial flexibility. Hedging options and risk management tools are also assessed to minimize exposure. Despite these measures, any change in the exchange rate could still impact our financial condition and growth prospects.

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An appetite for sustainability

Guiding principle

At talabat, we focus on creating meaningful impact – leveraging technology and innovation to drive economic opportunity, support our Partners and deliver value across our ecosystem.

We remain committed to tackling challenges such as hunger and environmental impact, while setting the standard for responsible business in the food delivery sector.

Developing our sustainability framework

The talabat sustainability framework was designed by identifying key material topics that align with our core business priorities, reflect the local context of our markets and support the United Nations Sustainable Development Goals (UN SDGs) most relevant to us.

Our approach to sustainability

We follow a structured process to identify and prioritise the sustainability topics most relevant to our business and regional context, helping us focus on areas where we can create meaningful impact. This approach keeps our efforts aligned with both global standards and local priorities. Our commitments to sustainability include :

- **Aligning with our core business model,** focusing on economic growth, food equity and environmental responsibility; while leveraging our technology and data to drive meaningful impact.
- **Engaging key stakeholders,** including employees, Partners, regulators, riders, non-government organisations (NGOs) and investors, to understand priority areas.
- **Adapting Delivery Hero's double materiality assessment** to reflect regional talabat context and how it translates to our global efforts as part of Delivery Hero.
- **Referencing international standards** and best practices to strengthen our sustainability commitments.
- **Factoring in local context and regional challenges,** such as food insecurity, employment creation and environmental impact.

This process ensures that our sustainability priorities are both globally aligned and regionally relevant, creating long-term value for our business and the communities we serve.

Identification of Delivery Hero's material topics

Our approach to sustainability is closely aligned with the broader vision of Delivery Hero. talabat's sustainability efforts are guided by Delivery Hero's material topics, which identify key focus areas across environmental, social and governance (ESG) areas. These topics have been identified using a dedicated double materiality assessment and form the foundation of responsible business practices across the global network which also shapes talabat's approach in the MENA region.

Creation of our sustainability framework

While the Delivery Hero global priorities provide the overarching structure for sustainability, at talabat we adapt and integrate them into our own material topics and pillars, ensuring our business model and operations align with the context of the region to create long-term value impact in the communities we serve.

Environment		Environmental priorities
Climate Change Air Pollution	Resource Use & Circular Economy	Are reflected in our commitment to reducing our carbon footprint, with a focus on delivery emissions and packaging waste.
Social		**Social topics**
Diversity & Inclusion Employee Development Job Creation	Health & Safety Working Conditions	Align with our focus on decent work and economic growth, specifically through employment creation and rider welfare.
Governance		**Governance areas**
Privacy Food Safety & Quality	Business Conduct	Are embedded in our governance framework, ensuring privacy protection, food safety and ethical business conduct across all markets.

Contribution to UN SDGs

Our material topics are grouped into three key pillars, each aligned with the UN SDGs that are most relevant to our business:

- Fostering Decent Work & Economic Growth
- Promoting Food Equity & Accessibility
- Reducing Our Carbon Footprint

More information on our sustainability pillars and the material topics can be found in the next section.

Read more on page 41

Our sustainability framework

Our sustainability agenda is driven by our contributions to three UN SDGs.

1. Fostering decent work and economic growth

We are committed to creating local economic opportunities across our ecosystem for our key stakeholders. We empower our Partners through strategic partnerships, growth tools and business development programmes, driving job creation and economic resilience across the MENA region. In addition, as part of that growth we invest in the building a care ecosystem to promote and ensure higher safety standards and overall welfare for our riders. On a foundational level we are committing to continue growing our business responsibly and ethically.

Material topics

- Employment Creation
- Rider Welfare
- Good Governance

Read more on page 42

2. Promoting food equity and accessibility

Through our long-standing partnership with the UN World Food Programme (WFP) and collaborations with local charities, we actively contribute to the fight against food insecurity. We use our platform to drive positive impact by facilitating donations but also influencing and promoting the access of healthier food options through convenience and affordability.

Material topics

- Meal Donation
- Healthy Eating
- Food Waste

Read more on page 52

3. Reducing our carbon footprint

We are dedicated to reducing our environmental impact through sustainable practices across our operations. This commitment is reflected in the adoption of electric bikes, helping to lower emissions towards a sustainable delivery fleet. We have started to take active steps to minimise food waste and continuous supply chain optimisation through targeted initiatives to support our vision for an environmentally responsible future.

Material topics

- Delivery Emissions
- Packaging Waste

Read more on page 58

1. Fostering decent work and economic growth

Our first sustainability pillar aligns with **UN SDG 8 – Decent Work and Economic Growth,** reinforcing our commitment to creating opportunities, fostering strong partnerships and supporting financial stability for everyone connected to our platform.

Material topic:

Employment Creation
Rider Welfare
Good Governance

At talabat, we believe that a thriving economy starts with empowered individuals. Through our initiatives, we strive to add real value for our restaurant Partners, employees, riders and local businesses, helping them grow and succeed. By enhancing their experience and providing more growth opportunities, we are working towards a more growth and sustainable economy in the MENA region. Our focus is to build strong relationships that enhance partner experiences, while maximising their potential.

Driving the talabat flywheel

Our business model benefits from a powerful local network, which fuels a virtuous cycle of growth. The "talabat flywheel" is designed to deliver consistent and continual improvements across our value chains, delivering greater service quality and deepening platform loyalty.

At talabat, our platform's growth is an organic, customer-driven process. As demand increases, more businesses join, giving customers greater choice while enabling us to create more opportunities for riders to earn more. This expansion strengthens our fleet efficiency, service quality and overall operations, creating a better experience for everyone involved. We are committed to attracting and retaining top talent markets to sustain our growth and amplify network impact.

At its core, this talabat flywheel effect is more than just commercial success – it's a powerful driver of socio-economic progress. By fuelling the digital economy, stimulating trade and creating quality jobs, we are building a future where technology and opportunity go hand in hand.

Key achievements in 2024 for fostering work

Launched
a dedicated portal as the forefront of our Partner growth strategy

Empowered
40%
of all onboarded Partners as small businesses

Achieved a
95%
rider safety score

1. Fostering decent work and economic growth

Employment Creation

Creating employment opportunities is at the core of our ecosystem. By supporting businesses, empowering riders and fostering a diverse workforce, we create meaningful opportunities that drive organic growth across our markets.

Strengthening our workforce initiatives...

Retained

94%

of our top performing employees

talabat's technology platform plays a key role in supporting economic growth across the MENA region by connecting businesses, consumers and service providers in the digital economy. Through this ecosystem, we create direct opportunities for Partners, riders and employees while contributing to national economic objectives. These opportunities created a significant impact in markets we operate in.

A study by a leading management consulting firm found that talabat, across its ecosystem, generates approximately AED 4.2 billion in added value – equivalent to 0.3% of the UAE's non-oil GDP – while supporting the creation of around 55,000 jobs across the country. In Kuwait, talabat contributes nearly KWD 190 million in added value, representing 1% of the country's non-oil GDP and supports close to 35,000 jobs.

Beyond our workforce, we contribute to business development by offering growth training sessions to small businesses, which form approximately 40% of our business ecosystem. Our platform connects over six million consumers with over 68,800 active Partners including restaurants, shops, grocery stores and over 123,000 active riders, helping to generate employment opportunities beyond our immediate operations. Today, 40% of all our Partners across our markets have benefited from tailored training initiatives designed to enhance business capabilities and foster economic resilience.

Riders are vital to our operations and as we grow, so do the employment opportunities we offer. Through partnerships with third-party logistics providers and freelancers, we create jobs for thousands of riders across the region, providing access to flexible work. Our commitment goes beyond job creation – we collaborate with our logistics partners to ensure riders receive the necessary training in key topics including customer experience, rider behaviour and food handling among others. Further details can be found in our dedicated Rider Welfare section.

Our employees

talabat's success is driven by its people, whose diverse perspectives and expertise power both our operations and technological advancements. With over 6,000 employees representing more than 96 nationalities, we foster an inclusive workforce while supporting nationalisation efforts in our markets.

Our tech talent includes over 480 specialists in product design, engineering and data science across our Dubai and Cairo hubs, plays a key role in optimising our platform.

By combining local innovation with Delivery Hero's global capabilities, we enhance partner success, rider earnings and consumer value – sustaining a continuous cycle of growth and efficiency.

Employee growth and development

Our ability to attract and retain talent is reflected in a 94% retention rate among high-performing employees and an average tenure of three years.

We are dedicated to fostering a culture of continuous learning and professional growth. In 2024, we achieved:

- Filling 40% of senior leadership roles through internal promotions.
- Providing at least 50% of our managers with leadership development opportunities.

Our leadership development offerings include "Elevate", designed in partnership with INSEAD and the Managing Director (MD) Accelerator Programme, developed in collaboration with Harvard Business School.

In 2024, talabat was certified as a Great Place to Work*

Great Place To Work. Certified 2024

Additionally, employees have access to training in key business areas. These topics include project management, stakeholder engagement, change management, artificial intelligence (AI), data analytics and performance management in addition to other industry-related areas, delivered in partnership with organisations such as Project Management Institute (PMI), Datacamp and Coursera.

To further support ongoing learning, Guru, talabat's internal learning platform, offers year-round talent development workshops tailored to evolving workforce needs. These initiatives aim to empower employees, nurture leadership and provide meaningful career growth opportunities.

8 DECENT WORK AND ECONOMIC GROWTH

* In all applicable markets where Great Place to Work exists.

1. Fostering decent work and economic growth

Employment Creation

Employee benefits

talabat strives to provide competitive compensation and benefits in line with market standards. Employees have access to:

- Medical insurance and salary advances, among other region-specific benefits.
- Various leave options to support work-life balance, including annual leave, maternity and paternity leave, compassionate leave, celebratory leave, sick leave and unpaid leave.
- Regular reviews of employee benefits to ensure continued alignment with workforce needs.
- Access to a dedicated Employee Assistance Programme with dedicated resources to promote mental health and resilience.

Long-Term Incentive Programme

Employees also have the opportunity to participate in Delivery Hero's equity programmes. The Long-Term Incentive Programme (LTIP) consists of:

- Restricted Stock Plan (RSP) – Grants stock units to high-performing employees, including management and key team members.
- Stock Option Plan (SOP) – Initially designed for senior management.

Each year, eligible employees receive an equity target, providing an opportunity to share in the Company's long-term success.

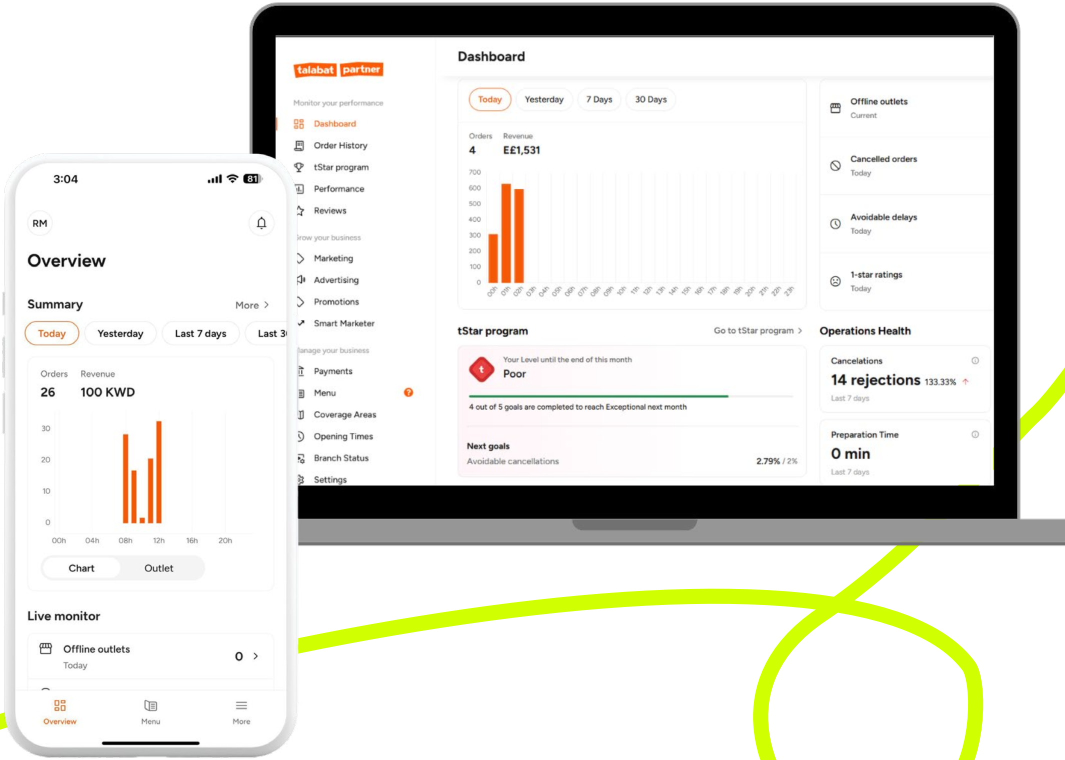
Through these initiatives, talabat remains committed to building a strong, diverse and engaged workforce, supporting career development and fostering a positive work environment that drives both individual and business success.

Our Partners

At talabat, we are committed to empowering our Partners – ranging from restaurants and local shops to grocery vendors – by equipping them with the tools, resources and insights they need to succeed in an increasingly competitive marketplace.

With an extensive network of over 58,700 restaurants – and over 10,000 local shops – offering more than 155 cuisines and non-food categories across MENA, our platform is designed to foster both diversity and economic opportunity.

In the UAE alone – our largest market – we support 20,000 restaurants and 4,200 local shops, demonstrating our commitment to enabling business growth at scale. By providing Partners with user-friendly technology and operational solutions, we help them streamline their services, reach new customers and optimise performance.



1. Fostering decent work and economic growth

Employment Creation

Innovative tools for Partner success

Central to our partner growth strategy is the talabat Partner Portal, a mobile-first, user-friendly platform that allows Partners to manage their operations efficiently and grow their businesses. Through this portal, Partners can optimise menus, track performance, gain valuable insights into customer preferences and adjust operating hours – all in real time. The portal also empowers Partners to attract new customers by launching targeted advertising campaigns, offering discounts and leveraging data-driven marketing strategies to maximise their return on investment.

In 2024, we introduced the Partner App, a redesigned platform offering self-service financial tools for better cash flow management, a comprehensive knowledge library with training modules on menu optimisation, marketing and operational efficiency and one-on-one advisory sessions to provide tailored business insights and growth strategies.

For local shops and grocery vendors, we have integrated advanced inventory management and real-time stock tracking, ensuring smooth operations and minimising order cancellations. Additionally, our forecasting algorithms help align rider arrivals with order readiness, reducing wait times and maintain the quality of perishable goods. We remain committed to supporting our Partners with cost-effective in-app advertising solutions that help them reach the right audience with tailored deals and offers. These solutions also provide data-driven insights to track campaign performance and enhance sales and brand visibility in a competitive marketplace.

Supporting our smaller Partners

Over the course of talabat's evolution, our Partner learning events, workshops, t-Academy sessions and other local initiatives have provided technical support and growth solutions tailored to the unique needs of smaller businesses. Our programmes focus on areas such as business optimisation, menu engineering, digital marketing strategies and data-driven decision-making, enabling them to scale efficiently and maximise their presence on our platform. Parallelly, the training academies serve as dedicated hubs for technical upskilling, equipping businesses and delivery Partners with the knowledge and tools they need to thrive in a fast evolving digital and operational landscape.

As part of our broader SME empowerment strategy in 2024, we facilitated Partner growth sessions across several markets, including the launch of a new academy in Egypt with The German Chamber of Commerce, training over 200 SMEs by July 2024. These initiatives equip businesses with essential skills to scale and operate more efficiently.

Together, these initiatives demonstrate talabat's holistic approach to Partner growth. By leveraging our platform and end-to-end solutions, partners can reach a wider customer base, increase order volumes and enhance their overall business potential. This aligns with our broader sustainability pillars, particularly our commitment to fostering decent work, strengthening local value chains and contributing to the economic development of the communities we serve.

Our support for growing Partners in the restaurant and wider food and beverage sector is evident through partnerships across the UAE and Egypt. In the UAE, our collaboration with the Khalifa Fund empowers Emirati entrepreneurs through resources, mentorship and business development support. Similarly, in Egypt, our partnership with the Micro, Small and Medium Enterprise Development Authority (MSMEDA) strengthens the SME ecosystem, promoting sustainable growth and resilience.

These programmes and initiatives directly foster economic growth and job creation within the communities we serve, enabling SMEs to build resilience and scale sustainably in an increasingly competitive market.

جهاز تنمية المشروعات
MSMEDA
Micro, Small & Medium Enterprises Development Agency

Empowering riders

talabat is committed to creating job opportunities for riders by ensuring fair earning potential, comprehensive training and development initiatives. Whether directly engaged or through third-party logistics providers, we offer flexible earning opportunities tailored to diverse lifestyles, including university students and part-time workers in certain markets.

For many riders, their earnings extend beyond personal income, serving as vital financial support for their families abroad. A significant portion of these earnings is sent as remittances, contributing to essential expenses such as education, healthcare and daily living costs in their home countries. This reinforces the broader economic impact of our platform, extending beyond local markets to global communities.

By continuously expanding these opportunities, we not only support riders in achieving financial stability but also contribute to the well-being of the communities that rely on them. As rider welfare remains a key priority, further details on our initiatives can be found in the next section.

1. Fostering decent work and economic growth

Rider Welfare

Riders are at the core of talabat's delivery network, ensuring seamless service for customers and partners alike. We are committed to fostering a supportive and safe environment by enhancing rider protections, promoting fair working conditions and offering initiatives that improve their well-being and earning potential.

During 2024...

We achieved a
95%
rider safety score

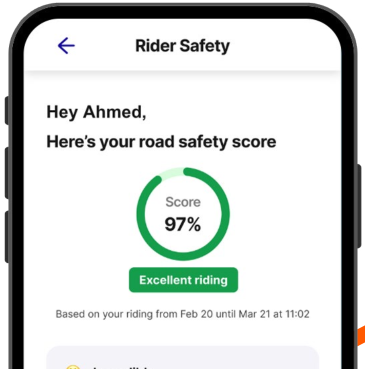
We implemented
44
summer rider rest areas

With over 123,000 riders facilitating the deliveries, their role is essential in maintaining seamless service. Approximately 90% of our riders across markets operate either through a third-party logistics provider model or a freelance model.

We work closely either with our logistics partners or directly with the riders, to foster fair working conditions, enhance rider benefits and promote practices that contribute to their overall welfare. Our approach focuses on three key areas:

- **Safety and Security** – Prioritising rider well-being by offering safety training, protective equipment and supporting road safety improvements.
- **Financial Stability** – Providing access to fair and competitive earnings, with opportunities to enhance income for example through incentives.
- **Recognition and Community** – Encouraging a culture of respect, where riders are valued not only for their work but as important members of the communities they serve.

By emphasising safe, flexible and respectful working conditions, we aim to create a positive environment that allows riders to manage their schedules and locations while benefiting from professional development opportunities.



Protective equipment and safe deliveries

As part of our ongoing rider safety efforts, protective gear was distributed across all markets, with riders receiving helmets and gloves as standard issue equipment. In select countries, additional knee and elbow padding was provided to further enhance protection.

To further support safe and hygienic deliveries, riders are provided with standardised thermal food pouches and delivery boxes. Equipment is regularly monitored and replaced as needed to maintain cleanliness and roadworthiness, using a third-party tracking system. Additionally, talabat-branded rider kits – including caps, shirts, jackets and delivery boxes – are designed for high visibility and reflectivity to enhance road safety.

Safety technologies and training

Riders have access to our telematics technology, which offers voluntary monitoring of rider driving patterns, such as speed, acceleration, braking and cornering, to help promote safer riding habits. The introduction of telematics has enabled talabat to create a safety score which is available to all riders that use the service. In 2024, the overall safety score across all telematics-enabled regions reached 95%. Defensive driving training is also available through partnerships with established academies in select markets. In collaboration with regulators, public authorities and third-party logistics, efforts are made to enhance road infrastructure and organise quarterly road safety awareness events.

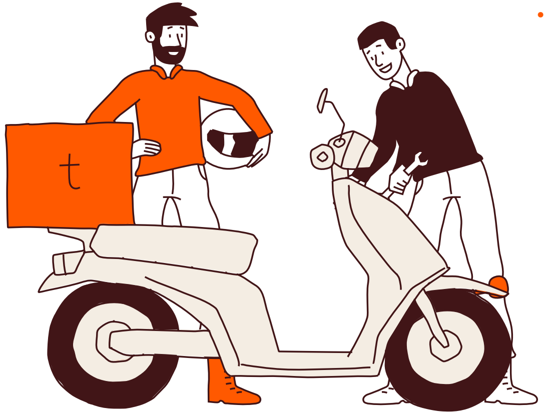
8 DECENT WORK AND ECONOMIC GROWTH

1. Fostering decent work and economic growth

Rider Welfare

Continuous on-ground support

"talabat Patrollers" are a group of the best performing and oldest members in talabat's fleet that are charged with overseeing rider safety and compliance across our markets. Their focus areas include ensuring that riders continue to adhere to the road regulations and internal policies to maintain their safety and the safety of the community. They also provide on-the-ground assistance to all riders including timely kit updates, operational guidance and support during adverse conditions or road incidents. As an added support measure, an emergency helpline is available to riders 24/7 to assist them in any urgent situations.



Heat mitigation and rest facilities

To provide relief during extreme weather conditions, the Summer Together programme was introduced in 2022 for riders with the support of our government stakeholders, third-party logistics providers and restaurant Partners. In 2024, the programme included multiple initiatives featuring:

- Deployment of 60 climate-controlled rest areas across our markets including 46 branded buses and 16 solar-powered rest stations, mobile cooling stations and protective modifications for motorcycles to improve rider comfort.
- Distributed over 57,800 thermal bottles, 46,200 snoods and installed over 36,300 windscreens to support rider safety during summer months.
- Provided access to over 20,000 locations in collaboration with our restaurant Partners, offering shaded and comfortable resting areas for riders across our countries of operation during peak summer months.

Rider advocacy and support

A multi-platform grievance redressal system allows both riders and third-party logistics to raise concerns through digital channels, in-person support hubs and anonymised reporting tools. Behavioural monitoring systems also help prevent unfair customer interactions while ensuring service quality.

Earning potential and transparency

Financial well-being is an important part of our approach to rider welfare. Leveraging Delivery Hero's global expertise and technology, we integrate advanced tools such as dispatch algorithms, GPS tracking and optimised payment systems to boost efficiency, reduce fuel consumption and improve rider earnings.

talabat ensures transparent pricing models and utilises the rider application technology from Delivery Hero to bring the best product features to the region. Riders have real-time fee updates, allowing them to see the fee estimation amount before they accept an order.

Our in-house staffing algorithm also enables riders to plan shifts in advance with flexibility, ensuring predictable income and compelling earning potential.

Additionally, improvements to the app's user experience (UX) included the development of an in-app tipping feature, allowing customers to show appreciation to riders more easily.

To further protect rider earnings, we run a dedicated Salary Ombudsman project – a monthly review conducted by the rider experience team to verify that all riders receive their full salaries from third-party logistics Partners. Any discrepancies are thoroughly investigated to ensure riders are paid correctly and fairly.

1. Fostering decent work and economic growth

Rider Welfare

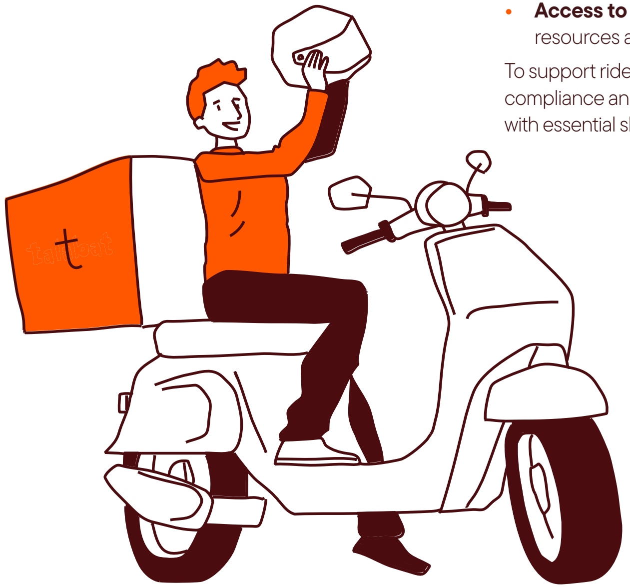
Training and professional development

To help riders perform their roles effectively and safely, onboarding programmes are developed in collaboration with third-party logistics providers or directly to riders. These programmes focus on:

- **Personal hygiene and professionalism** – Clear guidelines on uniform use and maintenance to ensure a professional appearance and adherence to food safety standards.
- **Best practices and customer experience** – Training on effective communication, handling challenging situations and ensuring timely and accurate deliveries.
- **Access to support** – Guidance on available resources and procedures for seeking assistance.

To support rider onboarding, we provide a structured compliance and training programme that equips riders with essential skills. Over the past year, 78,000 riders across Bahrain, Egypt, Kuwait, Oman and the UAE completed online courses through the “tcamp” digital learning platform. These sessions, delivered both in-person and online, covered key topics such as customer interactions, earnings optimisation, road safety and food delivery best practices.

By working closely with logistics partners and freelance riders, these initiatives aim to support rider well-being, enhance service quality and promote a safe and professional working environment.



Road Safety Week

Road Safety Week is an annual initiative aimed at promoting safer riding practices and raising awareness around road safety across our markets. The 2024 edition, focused on supporting rider well-being through a combination of education, engagement and health initiatives.

The campaign engaged around 40,000 riders across the MENA region through a series of initiatives focused on promoting safer riding practices. Riders participated in safety seminars, workshops and health check-ups, while targeted communications reinforced key safety messages throughout the week. The programme also included telematics campaigns, incentive schemes recognising safe driving behaviour and bike maintenance support, reflecting our continued commitment to rider safety across all our countries of operation.

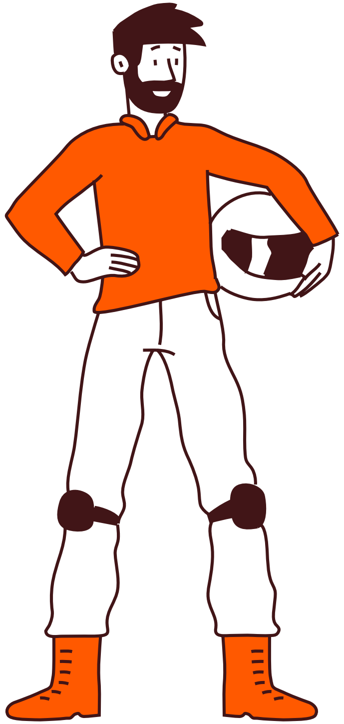
Over the year

78,000

riders completed online courses through the "tcamp" digital learning platform

1. Fostering decent work and economic growth

Rider Welfare



Rider recognition

At talabat, we believe and support that creating a positive work culture is essential to driving rider satisfaction and operational excellence in partnership with third-party logistics providers, various initiatives have been introduced to recognise and reward riders for their contributions, support their professional growth and promote long-term economic opportunities.

One of the key programmes is Hero Month, an annual event celebrated across all markets. This initiative includes a range of activities designed to acknowledge and appreciate riders, such as educational seminars, community programmes, talent shows and award ceremonies recognising top-performing riders. Hero Month aims to build a sense of community, pride and appreciation within the rider network.

Beyond recognition programmes, efforts are also focused on supporting riders' financial independence. One example is the Rider Vehicle Ownership Programme, piloted in Jordan in partnership with the Jordanian Ministry of Labour. This initiative allows eligible riders to gain full ownership of their delivery vehicles after meeting transparent performance criteria over a three-year period, providing a pathway to asset ownership and financial stability.

These initiatives reflect a broader commitment to creating an environment where riders feel valued, supported and empowered to succeed both professionally and personally.

Industry engagement and policy development

Rider welfare is also supported through talabat's active participation in broader industry discussions, including:

- Contributing to national electric vehicle adoption roadmaps.
- Partnering with workforce development initiatives to support local talent integration.
- Engaging in cross-sector sustainability task forces to enhance industry standards.

Through a combination of safety initiatives, infrastructure improvements, industry alignment groups and policy engagement, these efforts aim to create a more secure and supportive environment for riders.

1. Fostering decent work and economic growth

Case study:

Improving rider safety using technology

Context

In 2023, talabat took a significant step toward improving road safety regionally with the introduction of the Rider Telematics Solution for two-wheelers. This initiative reflects our ongoing commitment to fostering a safer and more responsible riding culture. By integrating telematics technology into the rider app, the system provides real-time insights into driving patterns, such as speed, phone usage and acceleration habits. Riders can voluntarily track their own safety scores, empowering them to adopt safer driving behaviours. The collected data also contributes to broader operational safety measures. This proactive approach not only enhances rider well-being but also contributes to safer roads for the entire community.

The challenge

The launch of the Rider Safety Telematics Solution introduced significant potential benefits, but its initial adoption in the UAE faced challenges. Many riders were unfamiliar with the technology and its role in enhancing their safety. As of June 2023, the adoption rate was 0%, prompting the talabat team to explore strategies to drive adoption within the rider community.

The solution

To overcome telematics adoption challenges, talabat implemented a comprehensive strategy focused on rider education, engagement and support. Clear and consistent communication through the rider app highlighted the personal safety benefits of telematics. This communication channel helped riders understand how the technology detects risky driving behaviours, while promoting safer habits. The dispatch team played a crucial role by proactively reaching out to riders during off-shift hours, offering guidance on activating telematics and improving safety scores. On-ground safety training sessions, led by tPatrol teams, provided hands-on support, ensuring riders felt confident using the system. To drive further adoption, talabat introduced monthly incentives for riders with the highest safety scores, fostering a culture of recognition and motivation around safe driving practices.

The impact

The introduction of telematics led to a significant increase in adoption rates and notable improvements in rider safety. In the UAE, adoption surged from 0% to 93% between June 2023 and January 2024. This progress was accompanied by measurable safety gains – among riders who engaged directly with the dispatch team, accident rates dropped to 0% in the month following their interaction. These results underscore the effectiveness of telematics when combined with targeted rider engagement.

Beyond reducing incidents, the initiative enhanced safety awareness and fostered a culture where riders are motivated to prioritise responsible driving, contributing to a safer and more resilient delivery network. By the end of 2024, after complete rollout, these insights drove talabat to a 94% adoption rate, highlighting the success of awareness and engagement efforts.

1. Fostering decent work and economic growth

Good Governance

Governance is at the core of how we operate at talabat. We are committed to transparency, ethical decision-making and accountability, ensuring trust and long-term success across our business.

Code of Conduct

talabat's Code of Conduct underscores its dedication to creating a fair, inclusive and respectful workplace. It prohibits discrimination, harassment, intimidation and abuse while promoting equal opportunities for all employees. The Code requires employees to make ethical business decisions aligned with the Company's values and objectives. To support compliance, employees have access to a dedicated Governance, Risk and Compliance (GRC) portal, which provides training materials and policy resources. By embedding these principles into daily operations, talabat ensures that professionalism and ethical behaviour remain at the core of its corporate culture.

Ethical business

talabat's commitment to ethical business practices is rooted in its zero-tolerance policy toward corruption, fraud and financial crimes. This is upheld through comprehensive governance measures and strict compliance frameworks. Employees are expected to act solely in the Company's interest, avoiding personal benefits or conflicts of interest. talabat's GRC team ensures adherence to these principles by regularly reviewing policies and addressing risks. This approach fosters a culture of integrity, accountability and transparency across all operations, safeguarding stakeholder trust and promoting long-term sustainability.

Whistleblowing

talabat encourages employees and stakeholders to speak up about unethical behaviour through its confidential 24/7 Speak Up Portal. This secure platform allows for anonymous reporting of concerns such as fraud, corruption or policy violations, ensuring that all reports are handled with confidentiality and fairness. The talabat GRC team with support from Delivery Hero's central GRC team reviews all reports to ensure validation and transparency of action taken. By fostering a safe environment for whistleblowing, talabat reinforces its commitment to transparency and accountability while promoting a culture where ethical concerns are addressed promptly and effectively.

Food health and safety

At talabat, we are committed to maintaining the highest standards of health and safety across all areas of our operations. Our procedures are designed to protect the well-being of our riders, Partners and customers, ensuring safe and hygienic practices at every stage of the delivery process.

For riders, we have clear health and safety guidelines that cover proper handling of deliveries, including strict protocols to prevent food tampering and detailed procedures for managing incidents such as food spillages. These measures ensure that food remains safe and intact from the moment it leaves the Partner to when it reaches the customer and are integrated into the training provided during rider onboarding. As part of this onboarding, riders receive comprehensive guidance on topics such as hygiene, proper food handling, delivery bag cleanliness and customer interaction, all of which are critical to maintaining high safety and service standards.

In our kitchens and tMarts, we implement robust standard operating procedures (SOPs) focused on hygiene, food safety and operational efficiency. These SOPs outline best practices for food preparation, storage and handling, ensuring compliance with local health regulations and global food safety standards.

Through continuous training, monitoring and adherence to these protocols, talabat fosters a culture of safety and accountability, ensuring that health and safety remain integral to our day-to-day operations.

Data and customer privacy

The Group possesses the measures to comply with laws or regulations currently in force relating to personal data and privacy as well as the protection of such information and data and the Group has adopted internal procedures and measures to adequately protect such information, data and privacy matters.

Our Group Data Protection Policy serves as the foundation of our global privacy programme, setting standardised rules for processing personal data and ensuring its proper protection across Delivery Hero Group. The policy outlines the data subject rights that our platforms' users may exercise on request in accordance with relevant legal requirements.

Our Consumer Privacy Statement explains to users how our Company collects their personal data, how we process it, who we share it with and for what purposes we need to collect personal data. The statement is aligned with the relevant data protection laws and regulations and provides detailed information on the legal rights users can exercise under privacy laws. It is uploaded to web and app applications and accessible to consumers on every sub-page.

2. Promoting food equity and accessibility

Our second sustainability pillar aligns with **UN SDG 2 (Zero Hunger)** and focuses on leveraging our platform and partnerships to combat food insecurity and promote equitable and accessible food systems. We recognise the unique opportunity – and responsibility – we have as a leading food delivery platform to make a significant impact in this area.

Food is more than what we deliver, it's how we create impact in the communities we serve. We are committed to improving access, supporting those in need and making healthier choices easier and more accessible for everyone.

talabat's donation strategy

We take meaningful action to ensure nutritious food reaches those in need, whether through facilitating donations or supporting emergency relief efforts. By leveraging our technology and collaborating with key global and regional charity Partners, we strive to make a lasting impact on the communities we serve.

Our donation strategy, aligned with the UN SDG of Zero Hunger, focuses on two key approaches. The first, through our app we facilitate and empower our customers to make ongoing donations directly to their preferred key local and global causes through "virtual charities" – charities that are set up in our app to facilitate safe and credible donations. Our key focus remains on causes related to food; however, we do partner with other charities to support our customers' overall donations. Our second approach is contributing either through our technology or direct donations to provide support during humanitarian emergency relief efforts in the region. Through the use of our technology and resources we are able to mobilise required humanitarian relief to be able to quickly support devastated communities and people.

Material topic:

Meal Donation	
Healthy Eating	
Food Waste	

Key achievements in 2024:

Facilitated over...

$6,000,000

in app donations

...equivalent to approximately

2mn meals

Licensed charity partners

40+

across markets

2. Promoting food equity and accessibility

Meal Donation

By leveraging our platform, we empower customers to contribute to causes that matter. Our meal donation initiatives, in collaboration with trusted charity Partners, help deliver essential support to those facing food insecurity across our markets.

Meal donations

Food remains at the forefront of our business and ending hunger is one of our main ambitions. Since 2020 we have been able to facilitate over approximately USD 20 million in food donations. In 2024, we facilitated over USD 6 million in donations – equivalent to approximately 2 million meals – through our platform with the support of our licensed Partners, to support the relief of humanitarian crises in the region. These contributions come directly from customers using talabat's virtual charity feature, which is accessible via a dedicated home screen widget in most markets. By integrating donation options seamlessly into its app, talabat enables users to contribute to various causes effortlessly and safely leveraging its technology for social good. By converting user donations into meals, talabat directly addresses food insecurity in the communities it serves, aligning with its commitment to the UN SDG of Zero Hunger.

We partner with over 40 licensed charity Partners across seven markets to facilitate donations for our customers. Over the years, we have built and maintained strong relationships with a diverse network of charitable Partners across the region that addresses social causes ranging from mainly food security to healthcare or education. In the UAE, we work with Emirates Red Crescent, Dubai Cares and Mohammed Bin Rashid Global Initiatives (MBRGI), along with several other local organisations dedicated to community welfare. In Qatar, our partnerships include the Qatar Red Crescent, while in Bahrain, we collaborate with the Bahrain Red Crescent, Hefth Alneama Society and other charitable entities supporting local communities.

In Egypt, we support impactful initiatives through the Egypt Food Bank, Misr El Kheir foundation and a number of other organisations working to address food insecurity and social welfare. Our efforts in Kuwait are strengthened through collaborations with the Give Foundation and additional local organisations focused on community development. In Jordan, we work closely with the Jordan Hashemite Charity Organisation and Tkiyet Um Ali, alongside many other charities driving positive change. Similarly, in Oman, our partnerships include Al Rahma for Child Welfare and various other organisations supporting vulnerable groups. This extensive and ever-growing network of charitable partners allows our customers to support causes that matter most to them, fostering a culture of giving that extends beyond seasonal campaigns. Through these collaborations, we aim to create lasting, positive change in the communities we serve across the region.

We directly support charities in growing their donations through:

Tech-driven impact

- Providing more visibility to charities through our user-friendly search function.
- Improving user experience through collections available on homepage where users can donate in three easy steps.
- Presenting donors with multiple donation amounts to ensure inclusive and flexibility.

talabat's charitable Partners

Emirates Red Crescent

Qatar Red Crescent

Give

Egyptian Food Bank

Dubai Cares

Alrahma Association

Jordan Hashemite Charity Organization

Misr El Kheir Foundation

Mohammed Bin Rashid Al Maktoum Global Initiatives

Conserving Bounties

Tkiyet Um Ali

Performance management and reporting

- Measuring impact to guide charities on which donation items are working best and ways to enable more donations growth.
- Ensuring transparency and continuous improvement in our donation strategy and goals. Our comprehensive data collection and reporting processes ensure that we can track the impact of every virtual donation and meal provided, allowing us to refine and scale our efforts for maximum effect.

2. Promoting food equity and accessibility

Meal Donation

Emergency humanitarian relief

In times of emergency, we mobilise resources much faster than traditional ways through our technology, key Partners and own resources. We offer customers an immediate way to donate through our key charity Partners and provide food to those in need – supporting the charities in return to get access to resources to begin distribution of emergency food. In a short period of time, we can activate in-app banners, collections and messaging to customers to bring awareness and quick resourcing to an emergency.

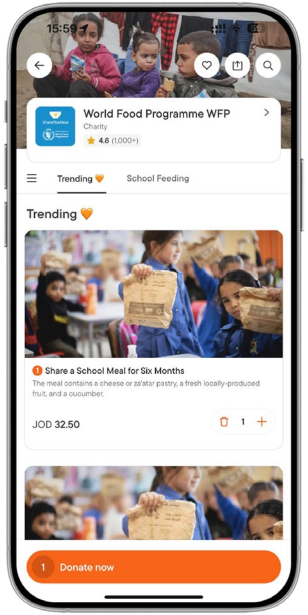
In addition we also use our tMart stores to create bundles for customers, which include emergency relief items to be distributed to those in need.

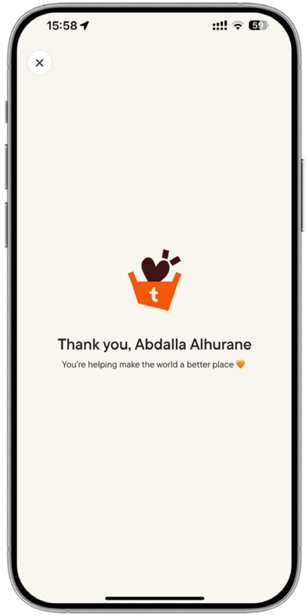
As part of our long-standing partnership with the UN World Food Programme (WFP) – a collaboration we proudly share with Delivery Hero – we are committed to supporting emergency relief efforts across the region. Since 2021, we have directly donated over USD 1,800,000 to WFP. Through these contributions, we reinforce our dedication to addressing food insecurity and supporting vulnerable communities during times of emergencies such as supporting the setup of bakeries. We aim to help WFP deliver critical food assistance to those affected by conflict and displacement, ensuring that families in need have access to essential nourishment.

These efforts are part of our broader mission to leverage our technology to empower positive change, working alongside Partners and communities to promote food equity and accessibility across the MENA region.

talabat's relief efforts

- **Ramadan: A season of heightened giving**
  During Ramadan 2024, we amplified our efforts by directly donating one million Iftar meals towards the WFP's emergency response in Gaza, Palestine. This initiative aimed to provide sustenance to 33,000 displaced individuals, primarily women and children, demonstrating our commitment to addressing urgent humanitarian needs.
- **Community support: Supporting local bakeries**
  talabat directly supported the recovery of 13 bakeries in Gaza, Palestine through covering the costs associated with daily bakery production which would support the feeding of 200,000 Internally Displaced People (IDP's) for one month. Beyond providing daily bread needs, the support also kept the bakeries operational and employed local staff during the current crisis.





WFP World Food Programme

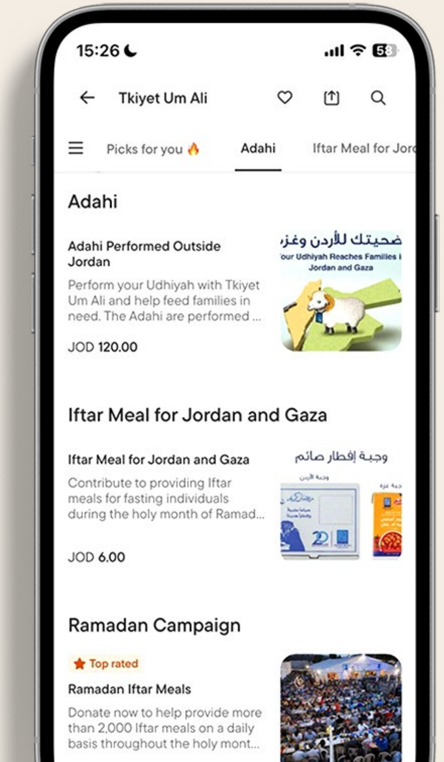
2. Promoting food equity and accessibility

Case study:

Changing the charity landscape

Context

Founded in 2003 by Princess Haya Bint Al Hussein, Tkiyet Um Ali is a Jordanian non-profit organisation committed to fighting food insecurity and hunger by providing daily sustainable hot meals and humanitarian aid to underprivileged families across Jordan. In 2021, Tkiyet Um Ali partnered with talabat to expand its reach and connect with a new segment of donors through talabat's dynamic digital platform.



The challenge

In the past, Tkiyet Um Ali relied almost exclusively on its own fundraising channels to support its mission. When partnering with talabat, it was initially unclear which campaigns and initiatives could best expand its impact and maximise charitable contributions through a new online platform. Both Tkiyet Um Ali and the talabat team needed to identify the most effective strategic approach to drive engagement, optimise donation flows and ensure sustained support for those in need.

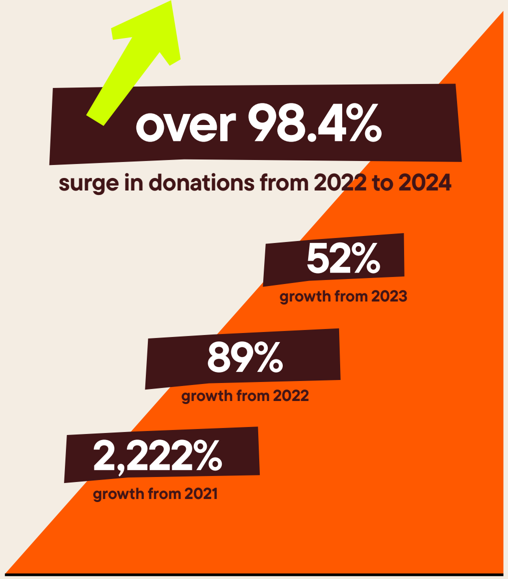
The solution

talabat and Tkiyet Um Ali collaborated on employing a strategic mix of both digital and offline initiatives tailored taking into consideration local, Jordanian context and specific giving back moments during the year. These included:

- **Occasion-Based Campaigns:** Launching targeted campaigns for donations during Ramadan, Zakat El Fitr and Adahi.
- **Strategic Communication:** Scheduling communications for optimal engagement, particularly on Fridays, a peak donation day.
- **Prime App Placement:** Utilising hero banners for maximum visibility.
- **Direct Outreach:** Employing push notifications, SMS, in-app messages and social media.
- **Physical Distribution:** Including flyers with food and grocery orders.

The impact

These strategies yielded exceptional results. From 2022 to 2024, Tkiyet Um Ali's donations surged by over 98%. This dramatic increase demonstrates the power of strategic digital partnerships and targeted marketing in amplifying charitable impact and supporting Tkiyet Um Ali's mission.



2. Promoting food equity and accessibility

Healthy Eating

Healthy choices

Encouraging healthier eating habits starts with providing our customers with more accessible and informed choices. We work with Partners – in addition to our tMarts and kitchens to promote healthier options, enhance transparency of nutritional content and increase affordable for healthy eating.

Healthy cuisine and Partner insights

talabat prioritises offering the highest quality and affordable produce and products in our tMarts, with a strong focus on sourcing locally whenever possible. We aim to give our customers direct access to fresh, nutritious options that are convenient to order. Additionally, we now have a dedicated "healthy cuisine" option to filter key restaurants on our app. In the last year around 10% of our Partner network stated a commitment towards providing nutritional diversity in their menu – essentially ensuring a balanced and healthy diet. These culinary Partners now prominently feature wellness-focused offerings ranging from protein-rich meal plans to innovative plant-based creations, in response to growing demand for healthier eating. Having such a wide Partner network allows us to be able to cater to multiple dietary requirements, including over ten different filters and labels specifically for healthy food.

Analysing healthy eating in talabat

In 2024, an analysis conducted by talabat found that around 40% of active customers engaged with healthier food choices in three key ways: using tags like "low-carb" and "gluten-free" to filter their options, searching for specific dietary needs and repeatedly visiting bookmarked healthy menus. This behaviour highlights the opportunity to improve our platform's nutritional features, making it easier for customers to find healthy options.

Personalised healthy filters

The analysis revealed that the "healthy" filter family (including vegan, vegetarian and salad categories) served as critical discovery tools. Customers increasingly combined multiple filters to curate personalised dining experiences, indicating appetite for more granular dietary customisation capabilities. Moving forward, we will continue to collaborate closely with our Partners to enhance our operations and platform's efforts in encouraging and guiding customers towards healthier eating choices.

Increasing healthy habits

Offering

10+

healthy eating filters

Healthy choices

40%

of customers engaged with healthy choices

2. Promoting food equity and accessibility

Food Waste

Reducing food waste is a key part of our sustainability efforts. Through smarter inventory management, innovative partnerships and new initiatives such as discounting near-expiry items, we are working towards a more responsible food ecosystem.

We have recently started working to reduce food waste in our tMart stores by for example piloting solutions including our "Nearly Expired Collection", offering products at discounted prices.

We have also achieved an average shrinkage rate less than 0.4% in our tMart stores, much lower than traditional retailers. This demonstrates our efficient inventory management and responsible practices, ensuring less food is wasted while maximising the value of the products we offer. Although this is the beginning of our journey on this topic, we aim to focus these efforts as part of our broader commitment to building a more sustainable and resource-conscious food ecosystem. While this is a new venture for us, we are constantly working to identify ways to do more to reduce food waste.

Average shrinkage rate

less than 0.4%

across tMart's regionally significantly lower compared to traditional retailers

3. Reducing our carbon footprint

Our third sustainability pillar, which aligns with **UN SDG 13 (Climate Action),** reflects our commitment to minimising the environmental impact of our operations. As a leader in the food delivery industry, we understand the urgency of addressing climate challenges and the role we must play in driving meaningful change.

Material topic:

Delivery Emissions	
Packaging Waste	

At talabat, we recognise the importance of operating responsibly across our entire value chain. From promoting healthier choices to tackling food waste, reducing our carbon footprint and rethinking packaging, we are committed to driving meaningful change. Through partnerships, innovation and targeted initiatives, we continue working toward a more sustainable and conscious food delivery ecosystem.

Climate strategy

talabat's sustainability strategy demonstrates a commitment to addressing greenhouse gas (GHG) emissions across its operations and supply chains. The Company's approach prioritises emission reductions over carbon offsets, focusing on three key areas: expanding zero-emission deliveries, reducing packaging waste and promoting sustainable packaging among suppliers.

As a result, we've launched an ambitious electric vehicle (EV) roadmap, aiming to have a portion of our fleet electric in the coming years. Our EV pilots across multiple markets have demonstrated promising results, indicating potential efficiencies for third-party logistics and riders alongside significant decreases in overall emissions.

Initially, our focus was on establishing a strong foundation for our strategy, including a comprehensive carbon footprint assessment aligned with the GHG Protocol. Our carbon reporting, covering Scopes 1, 2 and 3 emissions, provides transparency and accountability in our climate action journey. This detailed reporting allows us to identify key areas for improvement and track our progress over time.

Key achievements in 2024:

Delivered an

Industry leading

carbon measurement covering Scope 1, 2 and 3 emissions

Introduced over

80 electric vehicles

in our UAE fleet

Saved over approximately

12,000,000

single-use plastic bottles through the "Dubai Can" initiative since the programme was launched in 2022

3. Reducing our carbon footprint

Delivery Emissions

Comprehensive carbon reporting

As a leader in food delivery, we recognise our responsibility to minimise our environmental impact. From adopting electric vehicles to optimising delivery logistics, we are taking tangible steps toward a more sustainable future.

13 CLIMATE ACTION

By adopting robust methodologies and adhering to international standards, talabat ensures stakeholders have access to reliable information about its carbon footprint.

talabat has produced an industry-leading report covering Scope 1, 2 and 3 emissions. Compared to other industry players, talabat measures all relevant Scope 3 categories, excluding only those that do not apply to its business. This approach ensures accountability for its value chain impact, enabling greater collaboration with Partners and the ecosystem to enhance reporting transparency and identify reduction opportunities. The 2023 data from the previous reporting year revealed that delivery emissions contribute the most to our carbon footprint. Our 2024 report revealed that our total emissions across all scopes amount to approximately 975,000 tCO_2e.

Scope 1 (tCO_2e)	Scope 2 (tCO_2e)	Scope 3 (tCO_2e)	**Total emissions (tCO_2e)**
4,390	6,047	965,405	**975,842**

To tackle these challenges, talabat has launched several pilot programmes across the UAE, Oman and Qatar. In 2024, 12 EV pilot tests were completed to evaluate different EV brands for safety and performance, to establish a high-quality standard for future scaling.

As of the end of 2024, we have a total of 80 EVs in the UAE with plans to expand in the future. A further example on our discoveries during this journey can be found in the following case study.

EV industry advocacy

In 2024, talabat sponsored Road 2.0, an initiative by the UAE Alliance for Climate Action (UACA), launched at COP28 to drive transport decarbonisation. Endorsed by the UAE Ministry of Energy and Infrastructure, Road 2.0 brings together businesses, financial institutions, academia and civil society to accelerate the UAE's transition to a net-zero economy.

As part of this initiative and aligned with wider EV efforts across the region, talabat intends to continue scaling the use of EVs across the region.

UACA
UAE Alliance for Climate Action

3. Reducing our carbon footprint

Case study:

Delivering sustainability

Context

To kick-start efforts in reducing delivery emissions, talabat launched multiple pilot programmes in 2024 to evaluate the feasibility of EVs as an alternative to internal combustion engine (ICE) motorcycles for last-mile delivery. Several of these pilots demonstrated that EVs could match ICE bikes in both performance and safety during real-time talabat orders.

The challenge

Scaling EVs within talabat's fleet remained a challenge due to infrastructure limitations. Battery replacements depended on mobile trucks, while charging stations were either inaccessible or too slow to support the operational efficiency required for deliveries. EV brands did not provide integrated infrastructure solutions for charging, further hindering potential expansion.

The solution

Through extensive research and industry engagement, talabat identified and partnered with Wize, an EV provider offering a comprehensive infrastructure solution, including automated battery-swapping stations for electric motorcycles. These stations enabled riders to swap depleted batteries for fully-charged ones in under five minutes, eliminating range anxiety and enhancing operational efficiency.

To evaluate the large-scale feasibility of this new EV brand and technology, talabat conducted a two-week pilot in partnership with Wize. Eight riders from two third-party logistics providers tested EVs in real-world delivery conditions, completing talabat orders while charging as needed throughout the day. The pilot aimed to assess vehicle performance and infrastructure reliability while ensuring minimal disruption to daily operations.

The results reinforced initial findings:

- EVs matched ICE bikes across all key performance metrics.
- Riders preferred EVs due to smoother rides, reduced vibrations and enhanced seating comfort.
- The pilot confirmed Wize's infrastructure as a scalable solution, supporting talabat's transition to EV adoption.

The impact

The successful pilot validated Wize's EV performance and infrastructure readiness, leading to an expanded deployment of EVs in our fleet. In collaboration with talabat, Wize established multiple battery-swapping stations across Dubai, enhancing the accessibility and efficiency of EV operations.

As a result, the Wize EV fleet tripled in three months within the talabat fleet, with further growth planned for 2025. Key insights from the pilot included:

- Increased willingness among third-party logistics providers to adopt EVs after experiencing their benefits firsthand.
- The critical role of robust infrastructure in enabling a sustainable transition to fleet electrification.

By the end of 2024, talabat had laid a strong foundation for further EV integration, reinforcing its commitment to sustainable last-mile delivery solutions and supporting the broader transition to cleaner mobility.

3. Reducing our carbon footprint

Packaging Waste

Tackling packaging waste requires collaboration and innovation. Through sustainable materials, waste reduction initiatives and industry partnerships, we are committed to making food delivery more eco-friendly.

13 CLIMATE ACTION

We recognise the environmental impact of packaging and are committed to minimising waste across our value chain. Our approach focuses on three key pillars: prevention, reuse and the use of materials with recycled content.

Packaging prevention

Through our platform, we continuously explore ways to reduce the need for packaging. For example, our "No Cutlery" option at checkout has seen adoption rates increase from 50% in 2022 to 70% in 2024. While compliance remains a challenge across our Partner network, we remain committed to leveraging technology to drive further reductions in unnecessary packaging waste. talabat recognises the importance of cross-industry collaboration and engagement with key associations in shaping current and future packaging regulations. As a member of the Circular Packaging Association in the UAE, we work alongside industry leaders to promote sustainable practices and innovative solutions within the packaging value chain.

Key example: Dubai Can initiative

Dubai Can is a sustainability initiative launched in February 2022 by His Highness Sheikh Hamdan bin Mohammed bin Rashid Al Maktoum, Crown Prince of Dubai, aiming to reduce the consumption of single-use plastic water bottles by promoting the use of refillable alternatives. As the founding Partner, talabat UAE has played a pivotal role in the initiative's success. talabat installed over 20 water refill stations across key locations in Dubai. In 2024, this initiative has saved approximately 12 million single-use plastic bottles since 2022.

talabat's commitment extends beyond providing refill stations; the Company has distributed reusable water bottles to over 15,000 riders, 1,000 employees and 1,300 community members, fostering a culture of sustainability and reducing plastic waste throughout the community.

These partnerships and membership to associations exemplifies how collaborative efforts between the public and private sectors can lead to significant environmental benefits, aligning with government vision for a sustainable future.

Sustainable materials

In 2024, talabat introduced recycled plastic bags across all tMarts in the UAE, with plans to expand the initiative regionally in 2025. This transition has already resulted in at least a 40% reduction in emissions associated with packaging materials. We are also in search of sustainable packaging options that can work with our Partners and business. For example, in Qatar, we partnered with Enavra to scale biodegradable bioplastic cutlery.

Future focus: Reuse and circular solutions

Looking ahead, we will explore opportunities within the reuse space, working alongside local stakeholders and industry associations to drive meaningful reductions in packaging waste. Through collaboration and innovation, we aim to create a more sustainable packaging ecosystem.

UAE tMart bags

Transitioning to recycled plastic, reducing emissions by at least

40%

Cutlery opt-out

has reached up to

70%

usage across markets

ENAVRA

Circular Packaging Association
جمعية التغليف المستدام
Towards a responsible and sustainable future

Strategic partnerships and associations

talabat will continue to collaborate with key strategic Partners to strengthen its climate efforts. These collaborations include the UN Global Compact, the Circular Packaging Association and the UACA. These partnerships and key forums support talabat's climate action strategy and align the Company's contributions with the UN SDG 13 on Climate Action.

By implementing this strategy, talabat is an active participant in the ongoing dialogue and the multiple initiatives surrounding environmental sustainability in the MENA region. The Company's proactive approach to reducing emissions, coupled with its commitment to transparency through detailed carbon reporting, is striving to set a new standard for sustainability in the food delivery sector.

Governance report

A comprehensive Corporate Governance Framework designed to comply with both ADGM Companies Regulations and the SCA Governance Rules*

Introduction

talabat Holding PLC (the "**Company**" or "**talabat**"; with its subsidiaries, affiliates and associates, the "**Group**") recognises that robust corporate governance is fundamental to stakeholder confidence and sustainable business success. The Board of Directors (the "**Board**") is committed to maintaining corporate governance standards that align with international best practices and regulatory requirements.

Establishment of our Corporate Governance Framework

The Company was incorporated in the Abu Dhabi Global Markets (**ADGM**) as a free zone entity on 3 September 2024 as a private company (registered under the name of 'talabat Holding LTD'), then converted on 14 October 2024 into a public company limited by shares, under Licence number (20827). The Company is subject to the ADGM Companies Regulations 2020 (as amended, the "**Companies Regulations**).

In preparation for our listing on the Dubai Financial Market ("**DFM**") on 10 December 2024, the Company developed and implemented a comprehensive Corporate Governance Framework designed to comply with the ADGM Companies Regulations and in line with our choice to adhere to the Corporate Governance Guide for Joint Stock Companies issued by the Securities and Commodities Authority ("**SCA**") pursuant to Decision No. 3/RM of 2020 (as amended) (the "**SCA Governance Rules**"), with certain approved modifications appropriate for an ADGM company.

During 2024, we completed the following key procedures to establish our corporate governance system:

- Formulated and adopted our Articles of Association with provisions that support sound governance
- Established a balanced Board of Directors with appropriate committees
- Developed and approved comprehensive governance charters and policies
- Implemented robust internal control systems and risk management frameworks
- Created transparent disclosure mechanisms and shareholder communication channels

Application of the SCA Governance Rules and the talabat Corporate Governance Framework

While the Company is ADGM-domiciled, the DFM has confirmed that the SCA Governance Rules will generally be applicable to talabat, with certain modifications to accommodate our ADGM incorporation status.

For the purposes of this report, the talabat "Corporate Governance Framework" means the comprehensive governance system adopted by the Company that combines: (i) applicable ADGM Companies Regulations requirements; (ii) the applicable provisions of the SCA Governance Rules as approved by the DFM; (iii) the Company's Articles of Association as approved by ADGM; (iv) the governance mechanisms outlined in the Company's Board and committee charters; and (v) the Company's internal governance policies. This Framework reflects the specific governance structure approved for talabat as an ADGM-incorporated company listed on the DFM, with all applicable exemptions and modifications.

On 30 October, 2024, the Company submitted a detailed request to the DFM outlining specific provisions of the SCA Governance Rules that would be modified or not applied due to our ADGM incorporation. The DFM issued a no-objection letter on 1 November, 2024, confirming its acceptance of our approach to applying the SCA Governance Rules with the requested modifications.

In accordance with the SCA Governance Rules and our approved governance structure, our Board has six Directors, with a majority being Non-Executive Directors and at least one-third being independent Directors. In compliance with Article 9(3) of the SCA Governance Rules, our Board includes at least one female member. The Board is committed to meeting at least four times annually.

SCA Governance rules modifications and exemptions

The DFM has issued a no objection to the Company not applying certain provisions of the SCA Governance Rules where these matters are already adequately addressed by the ADGM Companies Regulations or our Articles of Association. These include provisions related to:

- Board formation and government direct appointment rights (Article 6(3))
- Board nationality requirements (Article 6(4))
- Chairperson's involvement in management (Article 7(B))
- Board meeting procedures and minutes (Articles 8(3)(A), 8(3)(F), 24(9) and 26(1))
- Duties of the Board Chairman (Article 15)
- Obligations of Board Members (Articles 16 and 20)
- Board vacancies, dismissal and meetings (Articles 21, 22 and 23)
- Conflicts of interest management (Article 32)
- General assembly meetings (Articles 40-48, except 41(1))
- Investor Relations Officer requirements (Article 51(1)(a))
- Committee composition and procedures (Articles 59(5-7, 9-11), 59(12), 60(1), 62(1), 64 and 65)

* With certain approved modifications appropriate for an ADGM company.

- Risk management and compliance reporting lines (Articles 67(3)(B), 67(5), 68(7) and 69(2))
- Auditor duties (Articles 71(2) and 71(4))
- Capital increase procedures (Article 80)
- Breach provisions (Article 82(1)(B) and (C))

Additionally, the DFM approved the Company's interpretation of certain provisions of the SCA Governance Rules in a manner consistent with the ADGM Companies Regulations and the Company's Articles of Association, including definitions, Board responsibilities, committees and nomination procedures.

Corporate Governance Framework

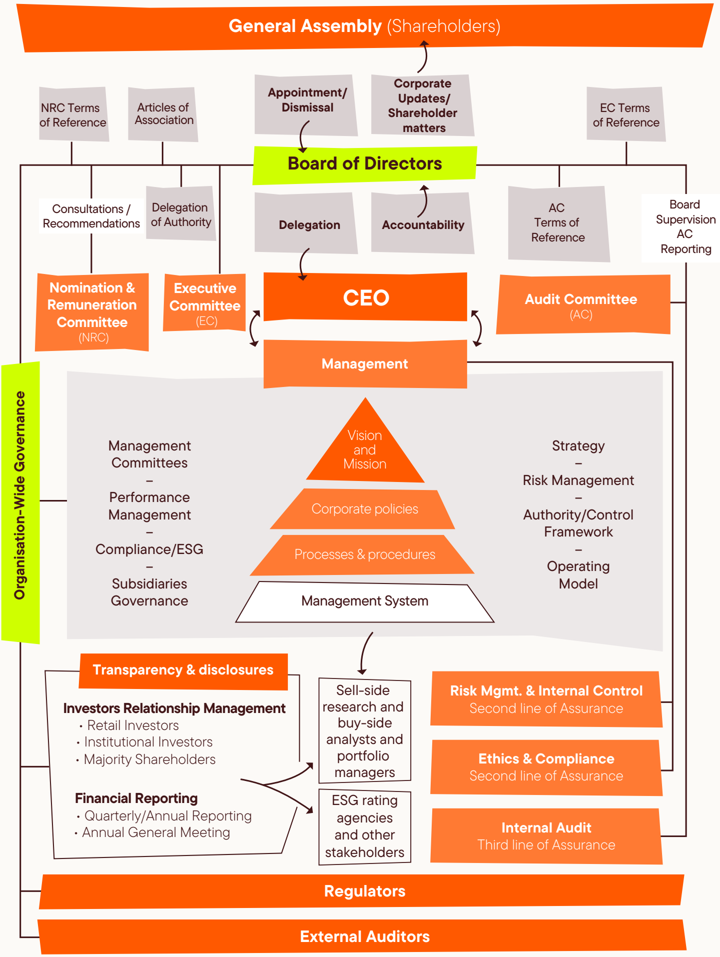
Our Corporate Governance Framework, developed through collaboration between internal and external stakeholders including legal, risk, audit and compliance specialists, senior management and the Board, will continue to be reviewed annually with any amendments subject to Board approval.

The Framework establishes clear rules and procedures to facilitate decision-making processes and regulate relationships between the Board, executive management, shareholders and other stakeholders. It aims to protect all stakeholders' rights while enhancing fairness, competitiveness and transparency.

The key constitutional and governance documents that frame talabat's corporate governance environment include:

- Articles of Association
- Audit Committee Terms of Reference
- Nomination and Remuneration Committee Terms of Reference
- Executive Committee Terms of Reference
- Delegation of Authority
- Corporate Governance Policies

This corporate governance report provides a comprehensive overview of the Company's corporate governance systems as of 31 December 2024, including detailed information about the Board and its committees, senior management, policies and governance mechanisms, audit and internal control systems and other relevant information as required by the SCA Governance Rules.



Articles of Association

The Articles of Association (Articles), approved by the Company's shareholders upon conversion of the Company into a public company limited by shares on 14 October 2024, constitute the Company's foundational constitutional document. The Articles outline the governance structure of the Company, including decision-making processes by shareholders (e.g. voting at general meetings) and Board matters (e.g. Director appointments, powers and responsibilities). The Articles were designed to comply with ADGM Companies Regulations while incorporating governance elements aligned with the applicable provisions of the SCA Governance Rules as approved by the DFM.

Board committees

To ensure the Company's efficient operation and facilitate effective decision-making on key matters, the Board has established three permanent committees – an Audit Committee, a Nomination and Remuneration Committee and an Executive Committee. The Board approved comprehensive Terms of Reference for each committee on 9 December, 2024, effective as of the date of Listing (10 December, 2024). Each committee operates with specific mandates that establish their purpose, responsibilities, composition and reporting structures.

In accordance with the applicable provisions of the SCA Governance Rules, the Audit Committee and Nomination and Remuneration Committee each include at least three Non-Executive Board Members, with a minimum of two Independent Board Members. The Chairperson is not permitted to be a member of either the Audit Committee or the Nomination and Remuneration Committee.

The Audit Committee oversees the integrity of financial reporting, internal control systems, risk management frameworks and ensures the independence of both internal and external audit functions.

The Nomination and Remuneration Committee is responsible for evaluating Board composition, succession planning, setting remuneration policies and promoting diversity and inclusion within the Company's leadership.

The Executive Committee reviews and endorses matters relating to the Group's commercial, financial and operational performance prior to Board consideration.

Additionally, the Board constituted an Insider and Disclosure Committee on 9 December, 2024, comprising the following members and observers:

- Mr. Khaled Alfakesh as Chairperson (Chief Financial Officer of the Company)
- Mr. Abdullah Alghrawi as member (Vice President of Legal & GRC and Company Secretary of the Company)
- Mr. Ghislaino Kamdo as member (Senior Manager Legal – Capital Markets of the Company)
- Mr. Mohamed Derbala as member (Director Financial Planning of the Company)
- Mr. Andreas Krause as member (General Counsel of Delivery Hero SE)
- Ms. Julia Schmidtmann as member (Senior Director Capital Markets of Delivery Hero SE)
- Mr. Shadi Salman as observer (Senior Director Investor Relations of the Company)

This Insider and Disclosure Committee was established pursuant to Article 33 of the SCA Governance Guide and ensures compliance with disclosure requirements and manages insider trading matters in accordance with regulatory requirements, implementing appropriate controls and maintaining necessary registers as required by the UAE Securities and Commodities Authority and the Dubai Financial Market.

These committees are discussed further below.

Delegation of Authority

The Company's Delegation of Authority matrix (the DOA) was approved by the Board on 9 December, 2024 and became effective as of the date of Listing. This comprehensive DOA clearly outlines the delegation framework and governance structure, detailing responsibilities across different organisational levels, including the Board, its Committees, the Chief Executive Officer (CEO) and senior management.

Key principles and elements of the DOA include:

- **Structured decision-making process:** Each decision follows a clearly defined four-step process – Initiation, Review, Endorsement and Approval – to ensure rigorous assessment, compliance with internal policies, financial discipline and alignment with operational objectives.
- **Defined responsibilities and authorities:** The DOA explicitly outlines the delegation of authority, specifying the roles and responsibilities of positions and committees rather than individuals, ensuring consistency even amid personnel changes. The delegations clearly set financial thresholds and authority limits for transactions, organisational changes and strategic decisions.
- **Specific approval thresholds:** Financial thresholds and levels of approval are distinctly categorised, with specific approvals required from designated authorities such as the CEO, Executive Committee, Audit Committee, the Nomination and Remuneration Committee or the full Board, depending on the nature, monetary value and strategic significance of each transaction or activity.
- **CEO responsibilities and sub-delegations:** The CEO has delegated authority for strategic oversight and operational management, including functions related to finance, operations, technology, product and talent management.
- **Applicability and amendments:** The DOA applies uniformly across the Company and its subsidiaries, ensuring consistent governance standards. Amendments to the DOA require formal approval by the Board, following review by relevant senior executives, including the Vice President of Legal. The Governance, Risk and Compliance (GRC) department monitors adherence to these delegations.
- **Integrated governance framework:** Accompanied by a detailed Approval Matrix, the DOA serves as a vital governance tool, covering specific areas such as corporate affairs, financial decisions, employment/HR matters, treasury activities, legal affairs, communications, public affairs and regulatory compliance. This matrix is integral to the Company's governance, providing clarity on specific actions, individuals and entities responsible for execution and authorisation across all organisational units.

Corporate governance policies

The Board ensures that the Company is managed efficiently and consistent with leading corporate governance practices. On 9 December, 2024, the Board approved several corporate governance policies (collectively referred to as the "Corporate Governance Policies") effective as of the date of Listing (10 December, 2024) that are necessary for the proper functioning of the Company and the Board, including:

1. Disclosure and Transparency Policy
2. Directors' Code of Professional Conduct
3. Whistleblowing Policy
4. Internal Control Framework + Compliance Manual
5. Insider Trading Policy
6. Risk Management Policy
7. Anti-Money Laundering (AML) & Sanctions
8. Conflict of Interest Policy
9. Boards' Remuneration Policy

Additionally, the Board approved the Group Management and Governance Policy (GMGP) to facilitate high standards of management and governance across the group of companies directly or indirectly owned or controlled by the Company.

Highlighted below are a few key Board level policies falling under the Company Corporate Governance Framework:

Risk Management Policy & Framework

talabat's Risk Management Policy & Framework guides risk identification, assessment and mitigation to protect operations, financial performance and reputation. Regular risk assessments, at least annually, address key triggers like organisational changes and external events, with clear escalation and reporting procedures. While we strive to mitigate risks, outcomes depend on resources, internal controls and market conditions. A comprehensive risk management plan ensures resilience, supporting long-term growth and operational stability.

Board Remuneration Policy

The Board Remuneration Policy aims to provide guidance on the determination of Executive Directors' remunerations and other benefits, recognising that such remunerations make up a key component of total compensation. It provides a clear policy statement on the principles for determining remuneration levels, including performance metrics, bonus structures and retirement plans. The Company's ability to pay remunerations is dependent on a number of factors, including financial performance, industry benchmarks and regulatory requirements and there is no assurance that the Company will continue to pay remunerations or, if paid, what the level of such remuneration will be. Any level or payment of remuneration will depend on, among other things, future profits, business plan of the Company and additional growth avenues, at the discretion of the Board of Directors and subject to shareholder approval. Subject to the foregoing, the policy aims to strike a balance between attracting, retaining and motivating top talent and ensuring that Executive Directors' remunerations are aligned with the interests of shareholders. The policy is designed to reflect the Company's expectation of strong financial performance and expected long-term growth potential, while allowing the Company to retain sufficient capital to fund ongoing operating requirements. This remuneration policy is subject to review and revision by the Board of Directors periodically, taking into account changes in market conditions, industry trends and regulatory developments.

Disclosure and Transparency Policy

Our disclosure and transparency policy aims to provide guidance on the timely and accurate dissemination of information to investors and other stakeholders, reflecting our commitment to maintaining high standards of corporate governance and stakeholder engagement. It provides a clear framework for the management of sensitive information, including material events, financial performance and regulatory updates. The policy is designed to ensure that all relevant parties have access to reliable and timely information, facilitating informed decision-making and promoting transparency in our business operations.

Conflict of Interest Policy

Our Conflict of Interest Policy aims to provide guidance on the management of potential conflicts of interest that may arise between the Company's executives, employees or Directors and its stakeholders, particularly in relation to dividend payments. The policy outlines the procedures for identifying, reporting and managing such conflicts, ensuring transparency and fairness in all dealings with shareholders and other parties. The ability to manage conflicts of interest is dependent on a number of factors, including the implementation of effective governance structures, compliance with regulatory requirements and adherence to industry best practices. Any level or management of potential conflicts will depend on, among other things, the Company's business plan, operational risks and external market conditions, at the discretion of the Board of Directors and subject to the approval from relevant authorities.

Insider Trading Policy

Our Insider Trading Policy aims to provide guidance on the conduct of employees, Directors and other stakeholders regarding the handling of confidential information and trading in Company securities. The policy provides a clear framework for dealing with insider information, including the prohibition on trading during certain periods and the disclosure requirements for dealings in Company shares. The Company's ability to prevent or detect insider dealing is dependent on various factors, including employee awareness and adherence to this policy. Any breach of this policy may result in disciplinary action, up to and including termination of employment. This policy is designed to maintain investor confidence and protect the reputation of the Company by ensuring that all stakeholders comply with applicable laws and regulations regarding insider information.

Group Management and Governance Policy

Our Group Management and Governance Policy aims to provide guidance on corporate governance practices, policies and procedures that govern the management and oversight of our Company. It provides a clear policy statement on the roles and responsibilities of the Board of Directors, management and other stakeholders. The Company's ability to operate effectively is dependent on a number of factors, including compliance with applicable laws and regulations, effective risk management and sound financial management practices. Any level or implementation of these governance principles will depend on, among other things, our business strategy, industry trends and regulatory requirements, at the discretion of the Board of Directors. Subject to the foregoing, we intend to adhere to the highest standards of corporate governance, including transparency, accountability and fairness in all aspects of our operations. This governance framework is designed to reflect our commitment to responsible and sustainable business practices, while allowing us to adapt to changing market conditions and regulatory requirements.

AML & Sanctions Policy

talabat's Anti-Money Laundering (AML) & Sanctions Policy provides a framework for identifying, assessing and mitigating money laundering and terrorism financing risks. It ensures compliance with relevant laws, outlines reporting procedures and reinforces our commitment to detecting suspicious transactions. Effective implementation relies on robust controls, employee training and continuous monitoring. Non-compliance may lead to reputational damage and financial penalties. The policy is regularly reviewed to maintain effectiveness, ensuring strong risk management and adaptability to evolving regulations and threats.

Directors Code of Conduct

talabat's Directors Code of Conduct outlines the responsibilities of Directors and employees toward stakeholders, ensuring transparency, accountability and regulatory compliance. Our effectiveness relies on adherence to laws, ethical conduct and strong governance. We foster a culture of integrity, diversity and inclusion through clear policies, open communication and continuous improvement. This code reinforces our commitment to ethical leadership and adaptability to evolving industry standards.

Internal Control and Compliance Manual

talabat's Internal Control and Compliance Manual provides guidance on risk management and regulatory adherence. It establishes clear expectations for risk assessment, mitigation and ongoing monitoring. Effective internal controls rely on employee training, robust policies and a strong compliance culture. The framework is regularly reviewed to align with regulations and industry best practices. We conduct periodic evaluations to ensure its effectiveness, fostering a culture of risk awareness and adaptability to emerging challenges.

Whistleblower Policy

Our Whistleblower Policy aims to provide guidance on the reporting of potential violations of law or Company policy and the conduct of employees, contractors and other stakeholders in internal investigations. The policy provides a clear framework for raising concerns about potential misconduct, including the available reporting channels and the principles that govern the investigation process. talabat's ability to effectively address reports of misconduct is dependent on various factors, including the availability of accurate information, the cooperation of individuals and adherence to this policy. This policy is designed to foster a culture of transparency and accountability, protect whistleblowers from retaliation and ensure that all reports of potential wrongdoing are taken seriously and addressed appropriately.

Dividend Policy

Our dividend policy, as detailed in this section, aims to provide guidance, when possible, to investors and other stakeholders on future shareholder returns, recognising that such dividends make up a key component of total returns. It provides a clear policy statement on the determination of how much dividend to pay, the frequency of payments and the approval model.

The Company's ability to pay dividends is dependent on a number of factors, including the availability of distributable reserves and its capital expenditure plans and other cash requirements in future periods and there is no assurance that the Company will pay dividends or, if a dividend is paid, what the amount of such dividend will be. Any level or payment of dividends will depend on, among other things, future profits, the business plan of the Company and additional growth avenues, at the discretion of the Board of Directors and subject to the approval from the shareholders in the General Assembly.

Subject to the foregoing, the Company intends to pay a minimum dividend in the amount of AED 367.25 million (equivalent to USD 100 million) in April 2025 in respect of the financial results of the fourth quarter of 2024. At the time of writing, the Board has recommended to shareholders the payment of approximately AED 404 million or USD 110 million in respect of the fourth quarter of 2024. The Company intends to pay a minimum dividend in the amount of AED 1,469 million (equivalent to USD 400 million) in two instalments in October 2025 and April 2026 in respect of the financial results for the year ending 31 December 2025. Following such distribution, the Company intends to pay dividends twice each calendar year, with an interim payment based on the first-half financial results being paid in October of that calendar year and a second payment following full-year financial results being paid in April of the following calendar year, in each case with a target net income payout of 90%.

This dividend policy is designed to reflect the Company's expectation of strong cash flow and expected long-term earnings potential, while allowing the Company to retain sufficient capital to fund ongoing operating requirements and continued investment for long-term growth. This dividend policy is subject to the consideration of the Board of Directors of the cash management requirements of the Company's business for operating expenses, financing expenses and anticipated capital expenditures. In addition, the Company expects that the Board of Directors will also consider market conditions, the then current operating environment in the Company's markets and the Board of Directors' outlook for the Company's business.

Board of Directors

The Board of Directors is responsible for the overall strategy, supervision and control of the Group. The Board of Directors will ensure that the Company's mission and strategy align with its vision and is responsible for the implementation and oversight of our Corporate Governance Framework (as previously presented).

Board composition

At the time of the Company's incorporation, the Board consisted of only three members: Mr. Tomaso Rodriguez, Mr. Khaled Alfakesh and Mr. Abdullah Alghrawi. Pursuant to a Board resolution dated 31 October, 2024, significant changes to the Board composition were approved to take effect from the date of IPO (10 December, 2024). The resolution provided that upon the IPO, Mr. Khaled Alfakesh and Mr. Abdullah Alghrawi would step down from their roles as Directors, while continuing in their executive capacities within the Company. Simultaneously new Directors were appointed to the Board. As a result, effective from the IPO date of 10 December, 2024, the Board comprises six (6) Directors:

- Mr. Tomaso Rodriguez (Executive Director)
- Mr. Pieter-Jan Vandepitte (Non-Executive Director)
- Mr. Andreas Krause (Non-Executive Director)
- Ms. Marie-Anne Popp (Non-Executive Director)
- Mr. Abdullah Alharoun (Independent Non-Executive Director)
- Mr. Muhammad Hussain Ghati Al Jbori (Independent Non-Executive Director)

The Board is constituted in accordance with Applicable Laws and the Articles of Association as specified in the Articles. The current composition fulfills the requirements of the talabat Corporate Governance Framework, including having a majority of Non-Executive Directors, at least one-third independent Directors, and female representation.

In line with the requirements of the SCA Governance Rules, at the end of 2024, there was one female Director on the Board of Directors. There were also two female members of the Board's sub-committees. The following table sets out some of the key characteristics of the Board composition as at 31 December 2024:

Name	Tenure #	Independent*	Executive/non-executive
Pieter-Jan Vandepitte (C)	1st term (since 10 December 2024)	X	Non-Executive
Andreas Krause (VC)	1st term (since 10 December 2024)	X	Non-Executive
Marie-Anne Popp	1st term (since 10 December 2024)	X	Non-Executive
Tomaso Rodriguez	1st term (since 10 December 2024)	X	Executive
Abdullah Alharoun	1st term (since 10 December 2024)	✓	Non-Executive
Muhammad Hussain Ghati Al Jbori	1st term (since 10 December 2024)	✓	Non-Executive

Board was constituted on the date of Listing (10 December, 2024) and all Directors' terms expire at the 2028 AGM of the Company.
* According to the criteria specified in the SCA Governance Rules.

A passionate and highly experienced Board of Directors with a proven execution track record

Pieter-Jan Vandepitte
Chairperson

Pieter-Jan Vandepitte was appointed to our Board with effect from the date of Listing (10 December, 2024). He was appointed in August 2015 as Chief Operating Officer of Delivery Hero and is responsible for the International Markets at Delivery Hero and is the global lead for Sales, Customer Care and Business Intelligence. Prior to joining Delivery Hero, he worked as chief financial officer for Peak Games, International VP for Groupon and was cofounder of Citydeal before it was acquired by Groupon. Before entering the start-up scene, he worked for McKinsey as a management consultant and Deloitte in M&A and Transaction Support. Pieter-Jan holds a Master's degree in Commercial Engineering from the University of KU Leuven and an MBA from INSEAD Business School.

Andreas Krause
Vice-Chairperson

Andreas Krause was appointed to our Board with effect from the date of Listing (10 December, 2024). Andreas joined Delivery Hero as General Counsel in 2016 after working for the founding shareholder of the company. At Delivery Hero, he built and continues to lead the global legal, governance and assurance functions. His expertise spans across regulatory compliance, M&A, corporate governance and digital business models. Prior to Delivery Hero Andreas started his career at an international law firm before transitioning to work for incubators and venture capital firms. He is a solicitor in both Germany and England/Wales. He holds an LLM in International Business Law from the National University of Singapore and an Executive MBA from IE Madrid.

Marie-Anne Popp
Non-Executive Director

Marie-Anne Popp was appointed to our Board with effect from the date of Listing (10 December, 2024). Marie-Anne has been Delivery Hero's interim Chief Financial Officer since July 2024. She joined Delivery Hero in September 2023 as SVP Finance and was responsible for Delivery Hero's central finance functions. During a career spanning over 25 years, Marie-Anne has built leadership experience in financial management, business development and strategy.

She has vast corporate finance expertise in emerging markets. Prior to joining us, she held several global and emerging-market focused senior leadership roles. She was SVP Corporate Finance at Adidas, following 19 years at General Electric, including as CFO Emerging Markets and Head of Project Finance for the MENA region.

Marie-Anne holds an MBA from Harvard Business School and a Master of Economics from ESCP, a leading European Business School.

"All at talabat are excited to be embarking on this new phase of growth, as we continue to empower communities and proudly deliver to the region that delivers."

Tomaso Rodriguez, CEO

Tomaso Rodriguez
Executive Director, CEO

Tomaso Rodriguez was appointed to our Board during the establishment of the Company and has served as our Chief Executive Officer since 2019. Tomaso launched his career in 2008 by founding AgencyManagement, which was later acquired by a major consumer goods company. At Uber Eats, Tomaso led Regional Operations in the Asia-Pacific region and managed Uber in Italy and Greece. In 2018, as Head of GrabFood, he expanded its food delivery business from one to 250 cities in 18 months. Tomaso graduated from Università degli Studi di Padova, Italy and holds an MBA from Collège des Ingénieurs, Paris.

Abdullah Alharoun
Independent, Non-Executive Director

Abdullah Alharoun was appointed to our Board with effect from the date of Listing (10 December, 2024). Abdullah is an attorney based in Kuwaiti City and the Boston Area with a multidisciplinary professional and educational background. He is an expert on Kuwaiti law and has extensive experience acting on complex matters for major local and multinational clients across various industries. Abdullah is admitted to practice as an attorney in the State of Kuwait, the State of New York and the Commonwealth of Massachusetts. He holds an LLM from Columbia Law School, an LLB from Queen Mary, University of London and a BSc in Environmental Sciences from Dalhousie University (Canada).

Muhammad Hussain Ghati Al Jbori
Independent, Non-Executive Director

Muhammad Al Jbori was appointed to our Board with effect from the date of Listing (10 December, 2024). He is the Chairman of Binghatti, one of the Middle-East's largest property development companies with an investment value exceeding USD 10 billion. Muhammad's expertise spans real estate, architecture and brand development. Muhammad has also been a recipient of multiple awards and honorary recognitions and has been listed on Forbes Top 100 Most Impactful Real Estate Leaders in the Middle-East. Muhammad holds a bachelor's degree in Architecture and Design.

Directorships

Our Board is strengthened by Directors who bring extensive multi-directorship experience from both our Group companies and leading external organisations. Their directorship reflects a diverse and robust governance background, ensuring that strategic oversight and sound decision-making are deeply embedded in our corporate practices. This wealth of experience underpins our commitment to uphold global best practices and deliver sustainable value to our stakeholders.

Director Name	Company	
Pieter-Jan Vandepitte	talabat Holding plc	Foodpanda GP UG (haftungsbeschränkt)
	Delivery Hero SE	Juwel 220. V V UG (haftungsbeschränkt)
	MaiDan Limited	Delivery Hero Kitchens Holding GmbH
	Woowa Brothers Corp.	Delivery Hero Finco Germany GmbH
	instashop Ltd	Delivery Hero FinCo LLC
	Delivery Hero MENA Holding GmbH	Glovoapp23, SA
	Foodpanda GmbH	
Marie-Anne Popp	PJVDP UG (haftungsbeschränkt)	SARL Room Service
	talabat Holding plc	Delivery Hero SE
Andreas Krause	Delivery Hero Ventures GmbH	AK RE Holding GmbH
	talabat Holding plc	Silverback GmbH
	Woowa Brothers Corp.	
Tomaso Rodriguez	talabat Holding Limited (ADGM)	DHH I SPC
	talabat Group Holding PLC (DIFC)	DHH II SPC
	Carriage Holding Company Ltd.	Binghatti Holding Limited
	Dark Stores MENA Holding Limited Company	Dubai Chambers
	Delivery Hero Kitchens MENA Holding Ltd.	Delivery Hero Free Zone L.L.C
	Delivery Hero Payments MENA FZ L.L.C	foodonclick.com FZ L.L.C

Director Name	Company	
Mohammed Hussain Al Jbori	AL Baynah GEN.TR.LLC Sole Proprietorship	Binghatti Properties Investments 15 Limited
	Argenti Properties Investments Limited	Binghatti Properties Investments 16 Limited
	Binghatti Brands Holding Ltd	Binghatti Properties Investments 17 Limited
	XBM Building Materials LLC	Binghatti Properties Investments 18 Limited
	Binghatti Developers FZE	Binghatti Properties Investments 19 Limited
	Binghatti Development LLC	BH Holding 1 Limited
	Binghatti Holding Limited	Binghatti Properties Investments Limited
	Binghatti Hotels Management LLC	Masaken Holding Limited
	Advanced Innovative Industries FZE	Masaken Luxury Real Estate Management LLC
	Binghatti Investments (DIFC) Limited	Millionaire Bldg Cont LLC
	Binghatti Productions LLC	Millionaire BLDG CONT LLC SP
	Binghatti Properties Investments 2 Limited	Mohammed Hussain Ghati Al Jbori Developers Real Estate
	Binghatti Properties Investments 3 Limited	Stealth OA Man. Services LLC
	Binghatti Properties Investments 4 Limited	BHOSP Wanderlust
	Binghatti Properties Investments 5 Limited	BHOSP Cupagahwa and So Ghawi
	Binghatti Properties Investments 6 Limited	Binghatti Hospitality FZCO Dubai Branch
	Binghatti Properties Investments 7 Limited	BINV Cupagahwa Grove Village
	Binghatti Properties Investments 8 Limited	BINV DED Cupagahwa
	Binghatti Properties Investments 9 Limited	BINV DED Slice & Bun
	Binghatti Properties Investments 10 Limited	BINV DED Voyage
	Binghatti Properties Investments 11 Limited	BINV Slice & Bun
	Binghatti Properties Investments 12 Limited	BINV Slice & BUN
	Binghatti Properties Investments 13 Limited	Advanced Innovative Industries FZE – Dubai Branch
	Binghatti Properties Investments 14 Limited	

The assessment of each Director's independence is within the mandate of the Board's Nomination and Remuneration Committee. As noted below, this is supported by a quarterly exercise conducted by the Board Secretary to obtain up-to-date responses to a detailed questionnaire from each Director regarding their independence (among other matters).

Board of Directors' mandate

The Board obtains its mandate from the provisions of the Companies Regulations and the Company's Articles. Its role is further defined under the provisions of the SCA Governance Rules. The Articles contemplate the roles, responsibilities, structures and processes of the Board being further specified in a charter document, the first version of which was accordingly adopted at the time of the IPO.

In particular, the Board is in charge of:

i. reviewing the recommendations and findings of the Audit Committee and the Nominations and Remuneration Committee;

ii. approving all corporate matters relating to the overall strategy, management or financial matters of the Group;

iii. ensuring that the Group is at all times compliant with the applicable corporate governance rules;

iv. calling shareholder meetings and ensuring appropriate communication with shareholders;

v. proposing the issuance of new shares and any restructuring of the Company and its Group;

vi. appointing the senior executive management of the Company;

vii. proposing the payment of dividends for consideration and approval at shareholders' meetings; and

viii. developing, defining, adopting and implementing an appropriate internal control and risk management framework.

The Board of Directors will receive timely and formal updates on the Company's performance, including financial, operational, external market and competitor assessments, driving the Company's overall strategy and direction. The Board of Directors has final authority to decide on all issues, save for those which are specifically reserved to the General Assembly, by law, by the Articles or by the SCA Governance Rules.

The Board of Directors is required to meet at least four times each calendar year. The Board of Directors can delegate responsibility for overall day-to-day management to the senior management of the Company.

Decision-making at Board-level

Decisions of the Board of Directors may be effected in two ways – either at a duly constituted and quorate meeting of the Board or by means of a circulated resolution signed by at least a majority of the Directors. The Board Charter, in line with SCA Governance Rules, requires that the Board holds meetings on at least a quarterly basis, with Directors permitted to attend in person or by electronic means.

During 2024, the Board held no meetings as it was formed only upon the Company's listing date of 10 December 2024. The Board is scheduled to commence its regular meeting schedule in the first quarter of 2025, in accordance with the requirements of the talabat Corporate Governance Framework and the SCA Governance Rules.

Powers of the Board of Directors carried out by the Executive Management

Pursuant to the Delegation of Authority approved by the Board on 9 December, 2024, effective as of the date of Listing (10 December, 2024), specific tasks and powers have been delegated to members of the Executive Management.

During the period between 10 December, 2024 and 31 December, 2024, the Executive Committee exercised its delegated authority by approving a lease contract for a new tMart store in Jumeirah Village Circle (Al Barsha South Fourth), UAE, with a five-year term. The Executive Committee also reviewed and conditionally approved a pilot for expanding the Company's own riders' fleet to the UAE market.

These actions demonstrate the effective implementation of the Delegation of Authority, ensuring that operational decisions can be made efficiently while maintaining appropriate governance oversight.

Circular resolutions

No Board resolutions were passed during 2024, as the Board was formed only upon the Company's listing date of 10 December 2024. Therefore the Board did not hold any meetings during the brief period remaining in fiscal year 2024. The Board is scheduled to commence its regular meeting schedule in the first quarter of 2025, in accordance with the Articles of Association of the Company which require meetings to be held at least four times annually.

Remuneration of Directors and Board Committee Members

In line with market best practices and shareholder expectations, the Company has established an initial remuneration structure for its Board of Directors. The current approach to Director remuneration is as follows:

- Independent Non-Executive Directors each receive an annual fee of USD 100,000 (approximately AED 367,000) for their service on the Board.
- The Executive Director (CEO) receives no additional compensation beyond his employment remuneration package.
- Non-Executive Directors affiliated with Delivery Hero SE receive no compensation from the Company for their Board service, as they are compensated by Delivery Hero SE.

In 2025, the Nomination and Remuneration Committee plans to conduct a comprehensive benchmarking exercise to review and refine this remuneration structure. This exercise will evaluate Board remuneration levels against local and regional peers, selected according to either their industry or relative size (in terms of revenues and market capitalisation). The results will inform any potential adjustments to the Board remuneration framework going forward.

For 2024, the total proposed Board remuneration amounts to USD 12,054 representing the pro-rated fees for the period from 10 December, 2024 (the date of talabat's listing) to 31 December, 2024 (approximately 22 days). This proposal will be presented for shareholder approval at the forthcoming Annual General Meeting.

Fees/additional allowances, salary and fees other than board/committee remuneration

- No allowances were paid for attending committee sessions of the Board of Directors during 2024, as no committee meetings were held in the period between the Company's listing date (10 December, 2024) and the end of the fiscal year.
- No fees other than Board fees (as disclosed above) were paid or payable to any of the Directors during 2024.

Interests held in talabat shares and transactions in 2024 by Board Members and first degree relatives

The Directors and their first degree relatives held the following interests in the Company's shares as at 31 December 2024. Details of any sales of shares in the Company during the year are also stated:

Director's name	Shareholder (Director/relative)	Shareholding at 10 December 2024	Share sold in 2024	Shares purchased in 2024	Shareholding as of 31 December 2024
Pieter-Jan Vandepitte	Chairperson	Nil	Nil	Nil	Nil
Andreas Krause	Vice Chairperson	Nil	Nil	Nil	Nil
Marie-Anne Popp	Director	Nil	Nil	Nil	Nil
Tomaso Rodriguez	Director	10,000	Nil	Nil	10,000
Abdullah Alharoun*	Director	Nil	Nil	Nil	Nil
Muhammad Hussain Ghati Al Jbori	Director	Nil	Nil	Nil	Nil

Dividends paid in 2024

Given that the Company was incorporated in September 2024 and subsequently listed on the DFM on 10 December, 2024, no dividends were declared or paid during the fiscal year of 2024.

The Board has proposed a minimum dividend of USD 110 million (approximately AED 405 million) to be presented for shareholder approval at the Annual General Meeting in April 2025, in respect of the financial results of the fourth quarter of 2024. This proposal reflects the Board's commitment to delivering shareholder value and its confidence in the Company's financial performance and future prospects.

Assessment of the Board of Directors

Board Performance Assessment

In accordance with the talabat Corporate Governance Framework and the applicable provisions of the SCA Governance Rules, the Board of Directors is subject to an annual evaluation of its performance and the performance of its members and committees.

Given that the current Board was constituted on 10 December, 2024 (the date of IPO), a comprehensive assessment covering the entire year 2024 was not feasible. However, the Nomination and Remuneration Committee has established a structured framework for conducting future assessments beginning in 2025.

This framework includes:

- Self-assessment by individual Board members
- Collective Board performance evaluation
- Assessment of Board dynamics and decision-making processes
- Evaluation of the Board's strategic guidance and risk oversight
- Review of Board composition and skills matrix
- Assessment of information flow between management and the Board

The assessment process will be carried out by the Nomination and Remuneration Committee, with assistance from the Board Secretary. The results will be used to enhance Board effectiveness and identify areas for improvement.

Committee assessment

Similarly, the performance assessment of the Board committees established on 9 December, 2024 (effective from the date of Listing) will commence in 2025, allowing for a meaningful evaluation period. The assessment will examine:

- Committee composition and skills
- Fulfillment of committee responsibilities
- Quality of committee deliberations and recommendations to the Board
- Effectiveness of committee leadership

Executive Management assessment

The Board, through the Nomination and Remuneration Committee, will also evaluate the performance of the executive management team annually, beginning in 2025. The evaluation will be based on:

- Achievement of strategic objectives
- Financial performance metrics
- Operational efficiency
- Leadership effectiveness
- Talent development and succession planning
- Implementation of Board decisions

Assessment by an independent professional entity

In line with best governance practices, the Board will engage an independent professional entity without any interest or relationship with the Company, its Board members or executive management to assess the performance of the Board, its members and committees at least once every three years.

Quarterly and ad hoc disclosures by Board Members

In compliance with the SCA Corporate Governance Guide and as outlined in our Articles of Association, the Company maintains robust disclosure procedures for Board members:

1. **Quarterly disclosure process** Each Board member is required to complete a comprehensive quarterly disclosure form, administered by the Board Secretary, covering:
    - Independence status verification
    - Potential or actual conflicts of interest
    - Changes in shareholding or related party transactions
    - Other matters that may affect eligibility or suitability to serve as a Director
2. **Ad hoc disclosure requirements**
    - Board members must immediately disclose to the Board Secretary any material information or changes in circumstances that may affect their independence, create conflicts of interest or impact their eligibility to serve as Directors.
    - Such disclosures are recorded in the Board's disclosure register maintained by the Board Secretary in accordance with Article 75 of the Corporate Governance Guide.
    - The Board Secretary ensures these disclosures are properly documented and presented to the Board when relevant.

Board training and development

The Company's Board of Directors was formed at the time of the IPO on 10 December, 2024. Given the recent establishment of the Board:

1. **Induction process**
    - All Board members have received an initial orientation package containing essential information about the Company including its Articles of Association, organisational structure, key policies and regulatory requirements.
    - The Board Secretary has provided introductory materials explaining Board members' obligations under the SCA Corporate Governance Guide and ADGM regulations.
2. **Training plan for 2025**
    - While no formal training sessions were conducted during the limited period in 2024 following the Board's formation, a comprehensive training programme has been scheduled for 2025.
    - The Nomination and Remuneration Committee has developed a training calendar for 2025 that includes:
        - Corporate governance requirements for ADGM companies listed on DFM;
        - Directors' duties and responsibilities under ADGM law;
        - Industry-specific knowledge sessions;
        - Risk management and internal control frameworks.
3. **Future training framework**
    - Beginning in 2025, the Board will annually identify specific training needs based on the results of the Board evaluation process.
    - Training will be provided in matters directly related to the Company's interests and in accordance with the available budget.
    - The effectiveness of training programmes will be assessed as part of the annual Board evaluation process.

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Board committees

To support the Board in the discharge of its duties, the Board has established three permanent committees:

- Audit Committee
- Nomination and Remuneration Committee
- Executive Committee

Abdullah Alharoun
Independent, Non-Executive Director

Audit Committee

Composition

The SCA Governance Rules require that the Audit Committee (AC) must have a minimum of three and a maximum of five members who are non-executive and at least two members who are independent, none of whom may be the Chairperson. One of the independent members must be appointed as chairperson of the Audit Committee. All the members of the Audit Committee are required to be well-informed on financial and accounting matters and at least one of the members is required to have prior experience and/or certifications in accounting, finance or other related fields.

As at 31 December 2024, the AC was composed of two independent Non-Executive Directors (one of whom acts as Chairman) and two non-Director members, as follows:

- Abdullah Alharoun (Chairperson and independent Non-Executive Director of the Board)
- Muhammad Hussain Ghati Al Jbori (Member and independent Non-Executive Director of the Board)
- Marie-Anne Popp (Member and Non-Executive Director of the Board)
- Stijn Merks (Non-executive Member)
- Thomas Haas (Non-executive Member)

As a part of his role as the Chairperson of the AC, Abdullah Alharoun is responsible for ensuring the committee's overall effectiveness and that the committee properly complies with all of its stated objectives.

Mandate and Terms of Reference

The duties of the Audit Committee include assisting the Board of Directors in reviewing the Group's financial and accounting policies and procedures, monitoring and reviewing the integrity of the Group's financial statements and reports and its controls, overseeing matters relating to the Group's external auditor, overseeing matters relating to the Group's internal audit, reviewing related party transactions and making appropriate recommendations to the Board of Directors in respect of any such matters and overseeing the Group's risk management. The ultimate responsibility for reviewing and approving the Group's annual report and financial statements remains with the Board of Directors. The Audit Committee shall be required to take appropriate steps to ensure that the Group's external auditors are independent of the Group.

The Audit Committee shall be required to meet at least four times per year or as may be further required.

Meetings held in 2024

Following its establishment on 9 December, 2024 (effective from the date of Listing on 10 December, 2024), the Audit Committee did not hold any meetings during the brief period remaining in fiscal year 2024. The Committee is scheduled to commence its regular meeting schedule in the first quarter of 2025, in accordance with its Terms of Reference which require meetings to be held at least quarterly.

Muhammad Hussain Ghati Al Jbori
Independent, Non-Executive Director

Nomination and Remuneration Committee

Composition

The SCA Governance Rules require that the Nomination and Remuneration Committee (NRC) must consist of a minimum of three and a maximum of five members who are non-executive and at least two members who are independent, none of whom may be the Chairperson. One of the independent members must be appointed as chairperson of the Nominations and Remuneration Committee.

As at 31 December 2024, the NRC was composed of two independent Non-Executive Directors (one of whom acts as Chairman) and one non-Director members, as follows:

- Muhammad Hussain Ghati Al Jbori (Chairperson and independent Non-Executive Director of the Board)
- Andreas Krause (Member and Non-Executive Director of the Board)
- Marie-Anne Popp (Member and Non-Executive Director of the Board)
- Abdullah Alharoun (Member and independent Non-Executive Director of the Board)
- Ana Mitrasevic (Non-executive Member)

As a part of his role as the Chairperson of the AC, Muhammad Hussain Ghati Al Jbori is responsible for ensuring the committee's overall effectiveness and that the committee properly complies with all of its stated objectives.

Mandate and Terms of Reference

The duties of the Nominations and Remuneration Committee include assisting the Board of Directors in developing a policy to apply for membership to the Board of Directors and senior management taking into account gender diversity and relevant regulatory and independence requirements, ensuring the independence of independent Board members, reviewing and overseeing the remuneration and benefits of senior management and employees, reviewing human resource policies of the Group and making recommendations to the Board of Directors in respect of any of the relevant matters where appropriate. Moreover, the Committee is responsible for evaluating the balance of skills, knowledge and experience and the size, structure and composition of the Board of Directors and committees of the Board of Directors.

The Nomination and Remuneration Committee shall meet at least once a year and are required to hold meetings as needed.

Meetings held in 2024

Following its establishment on 9 December, 2024 (effective from the date of Listing on 10 December, 2024), the Nominations and Remuneration Committee did not hold any meetings during the brief period remaining in fiscal year 2024. The Committee is scheduled to commence its regular meeting schedule in the first quarter of 2025, in accordance with its Terms of Reference.

Suseem Jain
Non-executive Member

Executive Committee

Composition

The Executive Committee (ExCom) Terms of Reference require that the ExCom must comprise three members.

As at 31 December 2024, the ExCom was composed of two non-executive Members (one of whom acts as Chairman) and one executive member, as follows:

- Suseem Jain (Non-executive Member)
- Julia Schmidtmann (Non-executive Member)
- Khaled Alfakesh (Executive Member)

As a part of his role as the Chairperson of the AC, Suseem Jain is responsible for ensuring the committee's overall effectiveness and that the committee properly complies with all of its stated objectives.

Mandate and Terms of Reference

The Executive Committee will assist the Board in discharging its responsibilities, including in relation to the Company's commercial, financial and operational performance, function and planning. The Executive Committee's role will include the approval and/or endorsement of any matters delegated to it for approval and/or endorsement under the Company's delegation of authority matrix. The Executive Committee will also receive information and reporting relating to the business and operations of the Group. All members of the Executive Committee will be required to comply with the Company's insider trading policy which sets out guidelines on matters relating to the sharing of material non-public information and insider trading.

The Executive Committee will meet at least every two weeks.

Meetings held in 2024

Following its establishment, the Executive Committee held one meeting during fiscal year 2024. At this inaugural meeting, the committee addressed the following key matters:

1. Election of the Committee Chairperson.
2. Review and approval of a commercial lease agreement for operational expansion.
3. Discussion of a logistics operational model and approval of a pilot phase subject to legal and regulatory compliance.
4. Establishment of governance protocols for future committee approvals in accordance with the Company's Delegation of Authority matrix.

Committee member's name	ExCom Meeting Date 23 Dec 2024
Suseem Jain (Chairperson)	✔
Julia Schmidtmann	✔
Khaled Alfakesh	✔

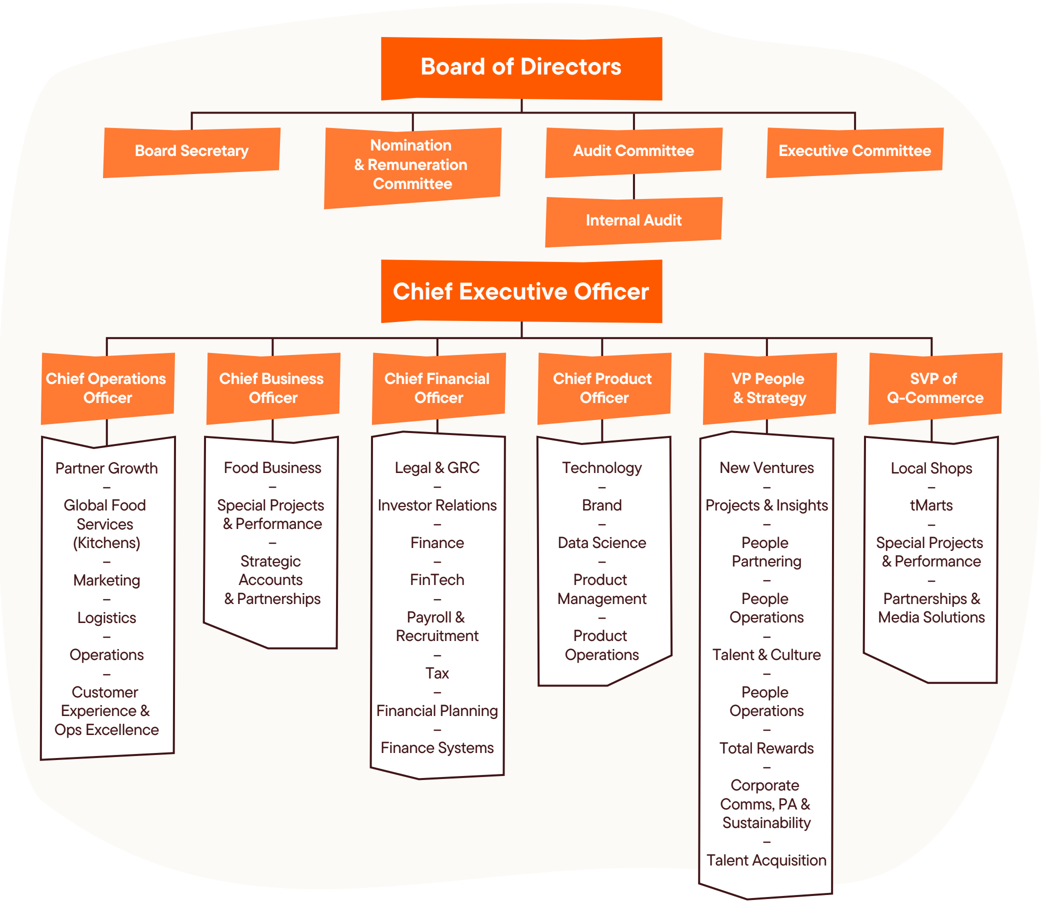
Senior Management

The day-to-day management of talabat's operations is conducted by the senior management team.

Composition

Name	Position	Year of appointment to current role
Tomaso Rodriguez	Chief Executive Officer	2019
Khaled Alfakesh	Chief Financial Officer	2016
Jérémy Doutté	Chief Business Officer	2021
Yi-Wei Ang	Chief Product Officer	2020
Pedram Assadi	Chief Operations Officer	2024
Stefano Vecchio	Vice-President of People & Strategy	2020
Wassim Makarem	Senior Vice-President Grocery & Retail	2022

Organisation structure



Remuneration of the Senior Management

The total annual amount paid to the Company's senior management for the full year ended 31 December 2024 was USD 7.281 million.

This figure (i) consists of USD 3.455 million in total fixed salaries (actual basis) and USD 3.826 million in longer-term share-based compensation incentives (accrued in 2024), (ii) includes the senior management listed above and (iii) includes all other benefits, such as, non-exhaustively, end-of-service, medical insurance, life insurance and air tickets.

The Company has complied with the disclosure of the components of senior management's remuneration on aggregate in line with SCA's requirements but to protect the interests of the Company, its shareholders and employees, the Company did not disclose the individual breakdown.

Passionate and highly experienced management team with proven execution track record

Tomaso Rodriguez
Chief Executive Officer

Tomaso has served as our Chief Executive Officer since 2019 and was appointed to talabat's Board as of the establishment of the Company. Tomaso launched his career in 2008 by founding AgencyManagement, which was later acquired by a major consumer goods company. At Uber Eats, Tomaso led Regional Operations in the Asia-Pacific region and managed Uber in Italy and Greece. In 2018, as Head of GrabFood, he expanded its food delivery business from 1 to 250 cities in 18 months.

Tomaso graduated from Università degli Studi di Padova, Italy, and holds an MBA from Collège des Ingénieurs, Paris.

Khaled Alfakesh
Chief Financial Officer

Khaled joined talabat as Chief Financial Officer in 2016. He leads a team of over 200 professionals and oversees our financial, legal, risk management, taxation and capital control functions. With nearly 20 years of experience in corporate finance and governance, Khaled plays a critical role in driving talabat's growth.

Before joining talabat, Khaled served as Group Financial Controller at The Sultan Center for ten years. Khaled holds a bachelor's degree in commerce from Damascus University. He is passionate about innovation, driving growth and leading diverse teams .

Jérémy Doutté
Chief Business Officer

Jérémy Doutté, joined talabat in September 2020 as Chief Business Officer. He manages talabat's eight markets and collaborates with managing directors to grow business across the region. Previously, he was Vice President of talabat UAE, leading operations and growth with a team of over 250 people.

Before talabat, Jérémy spent eight years at Jumia in Africa, ending as Executive Vice President and worked as a management consultant at McKinsey & Company. He holds a Business bachelor's degree from ESSEC Business School and an MBA from Harvard Business School.

Yi-Wei Ang
Chief Product Officer

Yi-Wei joined talabat in 2020 as Chief Product Officer and oversees the development of the Technology, Product & Design teams in Cairo and Dubai. He also oversees the Branding department. Prior to talabat, Yi-Wei was VP of Product at Property Finder and Director of Product at TradeGecko, which was acquired by Intuit. He also held positions at Microsoft and IBM.

Yi-Wei has extensive global experience, having lived in Singapore, Seattle, Vancouver, Toronto, Beijing, Hong Kong and Kuala Lumpur, establishing him as a leading figure in product management. Yi-Wei graduated from the University of Toronto in 2013 and holds a bachelor of Applied Science degree in Industrial Engineering.

Pedram Assadi
Chief Operations Officer

Pedram Assadi joined talabat in 2024 as Chief Operations Officer, leading operations, commercial, marketing and customer experience regionally. Pedram brings over a decade of experience in scaling high-growth food and grocery delivery companies across three regions. He previously served as chief executive officer of Foodora and Yemeksepeti at Delivery Hero, where he led the quick commerce and delivery business across eight European markets. Before that, he was the chief operations officer of Foodpanda, where he significantly expanded operations and scaled the business across the Asia Pacific region.

In the MENA region, Pedram founded a food delivery startup in Dubai and also launched and led Uber Eats' operations as one of its first employees. His diverse background includes roles at leading tech-companies including Amazon, IBM and Rocket Internet. Pedram holds a degree in International Business Administration from the Rotterdam School of Management, Erasmus University.

Wassim Makarem
Senior Vice-President Grocery & Retail

In his role as Senior Vice President Grocery & Retail at talabat, Wassim Makarem is at the forefront of driving talabat's regional quick commerce initiatives, leading our groceries and retail business across the MENA region. With a keen focus on building and scaling businesses, Wassim fosters strategic thinking, innovation and adaptation across various markets.

Previously serving as VP of Grocery & Retail, Wassim played a pivotal role in building high-performing teams that significantly enhanced sustainable growth, profitability and customer experience. His earlier tenure leading talabat Kuwait also showcased his strategic acumen in fostering accelerated growth. Wassim holds a bachelor's degree in Computer Science from the American University of Beirut and an MBA from Maastricht University.

Stefano Vecchio
Vice-President of People & Strategy

Stefano serves as VP of People & Strategy at talabat, where he leverages his global experience to drive strategic initiatives. He oversees organisational objectives and key results, governance and leads the "New Ventures" function, spearheading key projects including talabat DineOut Deals and talabat loyalty programmes. Further, he leads the people and culture department and oversees communications, public affairs and sustainability as well.

With nearly 20 years in diverse sectors including Ride-Hailing and Consumer Goods, Stefano's prior roles include positions at Fiat Automobiles, Bain & Company, Axiata, Ernst & Young and Grab. He holds a degree in Economics and Business Law from Università Cattolica del Sacro Cuore and studied in Amsterdam through the Erasmus Exchange Programme.

Inside transactions

The Company adopts robust measures to monitor insider trading and ensure compliance in general. It intends to keep the market and regulators updated of its insiders list.

The Company Secretary, in collaboration with the Legal and Compliance function, maintains the insiders list and the function is also committed to notifying and training relevant parties in terms of their obligations as insiders, including prohibition in dealings periods.

The Company's Insider Trading Policy, developed in accordance with Applicable Laws, provides guidelines for "Insiders" who have access to "insider information", with respect to transactions in the Company's securities. It identifies the Company's procedures on all important matters relating to insider trading. The policy aims at preserving the reputation and integrity of the Company as well as that of its affiliated persons. The policy, inter alia, covers deemed and temporary insiders, prohibitions on insider trading, prohibition in dealings periods, notifications of trading, penalties, the insiders list and other provisions.

As per the Company Corporate Governance Framework (namely, the Insider Trading Policy) and Applicable Laws, the Company announces and implements prohibition periods concerning the trading of Company shares ("blackout periods") on a quarterly and event-driven basis (i.e. based on material developments etc.). Additionally, "Insiders" are required to sign an undertaking form, acknowledging their possession of material non-public information and responsibilities related thereto and agreeing to comply with Company policies and Applicable Law concerning insider trading.

There were no purchases and sales of our shares undertaken by our Directors, their spouses and their children, or senior executive management, in 2024. Refer to (viii) Interests Held in talabat Shares and Transactions in 2024 by Board Members and First Degree Relatives.

The Vice President of Legal & GRC acknowledges his responsibility for the follow-up and supervision system on transactions of the insiders in the Company, review of its work mechanism and ensuring its effectiveness.

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Internal controls and audit

The Board has overall responsibility for ensuring the effectiveness of the internal control system of the Company. The Board is responsible for setting up a clear framework to ensure an effective internal control system. This allows effective and efficient operations, accurate financial reporting and compliance with Applicable Laws.

The Board acknowledges its responsibility for the Company's internal control system, review of its work mechanism and ensuring its effectiveness.

Risk management and internal control

1. Board oversight and accountability

The Board acknowledges its ultimate responsibility for the Company's internal control system, recognising that effective internal controls are essential to achieving our strategic objectives and protecting shareholder value.

a. Board review and assurance

As part of our governance framework, the Board is committed to reviewing and assessing the design and operating effectiveness of our internal control system on a regular basis. This includes:

- Evaluating the overall effectiveness of our risk management and internal control processes.
- Assessing the adequacy of our controls in mitigating identified risks.
- Reviewing the implementation and monitoring of corrective actions.

b. Board accountability

The Board is accountable for ensuring that our internal control system is robust, effective and operating as intended. This responsibility includes:

- Ensuring that management has adequate resources to maintain a strong risk management culture.
- Requiring regular reporting on key risks, controls and mitigation strategies.
- Providing oversight and guidance to ensure the ongoing effectiveness of our internal control system.

2. Risk and control approach

a. Internal control

Internal control is a process implemented by talabat to provide reasonable assurance regarding the achievement of objectives in the areas of operations, reporting and compliance. It involves the establishment of policies, procedures and practices aimed at managing risks and ensuring that operations are carried out effectively, efficiently and in compliance with applicable laws and regulations.

talabat aligns with COSO Internal Control Framework, offering a structured approach for designing, implementing and maintaining an effective internal control system. The framework integrates five key components into talabat's control environment:

- **Control environment:** talabat has established a culture of integrity, accountability and transparency, where management sets the tone at the top and promotes ethical conduct across the organisation.
- **Risk assessment:** The Company identifies, analyses and evaluates risks that could impact its ability to achieve objectives and determines appropriate responses to mitigate those risks.
- **Control activities:** Policies, procedures and practices are implemented to ensure that management directives are carried out and risks are effectively controlled.
- **Information and communication:** Relevant and timely information is made available and communicated throughout the organisation to support sound decision-making and regulatory compliance.
- **Monitoring:** The effectiveness of the internal control system is continuously assessed through ongoing monitoring activities and separate evaluations, with a focus on identifying and addressing deficiencies.

By adhering to the COSO Internal Control Framework, talabat maintains a resilient and sustainable internal control system that supports the achievement of its strategic objectives while upholding regulatory compliance and best practices.

b. Risk assessment

At talabat, risk assessment is a fundamental process that underpins our internal control system. We recognise that risks can arise from various sources, including internal factors such as strategic decisions, financial management and human resources, as well as external factors such as regulatory changes, economic conditions and market competition. Our structured approach to identifying and assessing risks considers different categories of risk, including financial, operational, strategic, compliance, reputational and others. We use a combination of techniques, including brainstorming, data analytics and historical data analysis, to identify potential risks and evaluate their likelihood and impact. With a focus on proactive risk management, we develop strategies to respond to identified risks, considering options such as avoidance, reduction, sharing or acceptance and integrate these responses with our internal control activities. Our ongoing risk assessment process ensures that emerging risks are continuously identified and managed, with regular reviews and updates to our risk assessments based on changes in the business environment. This approach reflects our commitment to a culture of risk awareness and proactive management, where we prioritise transparency, accountability and effective decision-making.

c. The Three Lines of Assurance

The Three Lines of Assurance model provides a structured framework for organising risk management and control activities across talabat. It clearly delineates responsibilities, enhancing the effectiveness of the internal control system.

- **First Line of Assurance:** Operational management is responsible for executing day-to-day controls and managing risks as part of routine activities. This includes implementing control activities, identifying issues and ensuring compliance with internal policies. The first line encompasses staff and department managers who own and manage risks and controls.
- **Second Line of Assurance:** The Governance, Risk and Compliance (GRC) Department oversees and monitors the implementation of controls by the first line. It provides guidance, supports risk assessment and ensures adherence to regulatory requirements. The second line also includes functions such as compliance, risk management and quality assurance, which help develop policies and monitor compliance with the internal control framework.

- **Third Line of Assurance:** The internal audit function at talabat provides independent and objective assurance on the adequacy and effectiveness of the internal control system and risk management processes. It evaluates the activities of both the first and second lines, ensuring that risks are properly managed and controls are functioning as intended.

3. Governance, Risk and Compliance (GRC)

a. Head of GRC

With over a decade of experience in GRC, Mohamd Abu Amara has established himself as a trusted leader in risk management, regulatory compliance and corporate governance. Since joining talabat in April 2020, Mohamd has been instrumental in shaping and implementing strategic GRC initiatives across nine countries, ensuring alignment with organisational and regulatory objectives.

Mohamd holds the prestigious Certified in Risk and Information Systems Control (CRISC) certification, highlighting his expertise in managing IT and business risks. His educational background includes a Bachelor's Degree in Accounting from Al Ahliyya Amman University.

Mohamd's technical skillset includes risk assessments, policy management, business continuity and AML and sanctions compliance. He is also recognised for fostering ethical business practices and building empowered teams to drive sustainable success in dynamic business environments.

b. GRC Department

The GRC department at talabat has a distinct role in the internal control framework, operating as a key component in the second line of assurance. Its responsibilities include:

- **Policy development and guidance:** The GRC department develops and updates internal control policies to reflect regulatory changes, emerging risks and best practices. They provide operational management with guidance on implementing policies effectively to meet control objectives.
- **Monitoring and oversight:** The GRC department continuously monitors compliance with internal policies, SCA regulations and risk management protocols. This ensures that identified risks are addressed and mitigated through appropriate control activities.
- **Risk assessments:** GRC department facilitates the execution of risk assessments by providing the necessary tools, methodologies and expertise. They work closely with operational teams to identify and evaluate risks, review risk assessment outcomes and ensure alignment with talabat's risk management framework.
- **Compliance assurance:** The department ensures that talabat adheres to all regulatory requirements, including those mandated by the SCA. It oversees the implementation of compliance programmes, tracks regulatory updates and ensures timely reporting to regulatory bodies.
- **Training and awareness:** GRC department is responsible for conducting training programmes related to internal controls, compliance and risk management. This includes raising awareness about anti-fraud measures, ethical standards and the roles employees play in maintaining an effective internal control environment.

Internal Audit

Head of Internal Audit

Oussama El Kadri joined talabat in November 2024 as Senior Manager of Internal Audit. He brings over 17 years of extensive experience in internal auditing across diverse industries, including retail, manufacturing, construction and hospitality.

Oussama holds an MBA from Strathclyde Business School. He is a Certified Internal Auditor (CIA), Certified Fraud Examiner (CFE), and Certified Governance, Risk and Compliance Professional (GRCP).

In his role, Oussama leads the Internal Audit Function in delivering value-focused, independent assurance and advisory services that strengthen governance, improve risk management practices and optimise internal controls. He reports directly to the Audit Committee of the Board of Directors, upholding the independence, integrity and effectiveness of the function.

The Internal Audit function

The Internal Audit function provides independent and objective assurance and advisory services designed to add value and improve the organisation's operations. By applying a systematic and disciplined approach, Internal Audit evaluates and enhances the effectiveness of governance, risk management and internal control processes. This approach reflects the evolving expectations for Internal Audit as a proactive partner in driving organisational success and resilience.

To preserve its objectivity and independence, the Internal Audit function operates independently of the Company's operational functions and management. The Head of Internal Audit reports (and has direct access) to the Audit Committee of the Board of Directors, ensuring objectivity, impartiality and alignment with the organisation's governance structure. Furthermore, Internal Audit has unrestricted access to all records, personnel and physical properties relevant to its activities.

The Function aspires to adhere to the mandatory elements of The Institute of Internal Auditors' (IIA) International Professional Practices Framework (IPPF), including the Core Principles, the Code of Ethics and the International Standards for the Professional Practice of Internal Auditing. In alignment with the 2025 Internal Audit Standards, the function emphasises value-driven assurance, stakeholder collaboration and innovation to meet the organisation's dynamic needs.

Internal Audit develops and executes an annual, risk-based audit plan approved by the Audit Committee. The plan is designed to prioritise areas critical to the organisation's objectives and risk profile, incorporating input from senior management and the Audit Committee. Throughout the year, Internal Audit conducts audits, reviews and investigations to evaluate the adequacy and effectiveness of governance, risk management and control processes. The function also adapts its internal audit plan and scope as needed to address emerging risks and ensure relevance in a changing business environment.

Internal Audit communicates the results of its activities to the Audit Committee, including detailed findings, management's responses and the status of agreed-upon corrective actions. Regular quarterly updates are provided to ensure transparency and progress tracking. The function also provides the Audit Committee with an annual assessment report of the internal control environment across the Company.

External audit

talabat's External Auditor

KPMG Lower Gulf Limited (KPMG), was appointed as talabat's external auditor for the fiscal year 2024. KPMG Lower Gulf Limited has been operating in the UAE for more than 50 years through its offices in Dubai, Abu Dhabi and Sharjah, comprising more than 190 partners and directors and over 2,160 employees.

KPMG is part of KPMG International, a global network of independent member firms offering audit, tax and advisory services and one of the Big Four accounting organisations. KPMG International member firms operate in over 143 countries, collectively employing more than 265,000 people.

The following table details the total fees and costs related to the audit and other services provided by our external auditor, KPMG.

Name of the audit firm and partner auditor	KPMG, Anurag Bajpai
Number of years audit firm served as external auditor of the Company	First year
Number of years served as Company's external audit partner	First year
Total audit fees for 2024	USD 881,000
Fees and costs of XBRL and other special services, other than auditing the financial statements for 2024	USD 10,000
Details and nature of other services provided	Audit and review services of the external accounts for Group entities. Non-audit services mainly include additional work covering corporate tax impact assessment, review of our annual integrated report and other advisory services
Statement of other services that an external auditor, other than the Company accounts auditor, provided during 2024	USD 490,166

The auditor's report did not provide any qualified opinion regarding the interim or annual financial statements for the year 2024.

Other services performed by an external auditor other than the Company's External Auditor in 2024

Name of Audit Firms	Service type	2024 (in USD)
Ernst & Young	Audit services, tax advisory services, valuation and other consultancy services for various subsidiaries	103,476
Deloitte	Advisory and other consultancy services	86,000
Other Local Auditors	Audit services, tax advisory services, valuation and other consultancy services for various subsidiaries	300,690
Total		**490,166**

Related party transactions

No new related party agreements were entered into during the period between the IPO (10 December, 2024) and the end of the fiscal year (31 December, 2024). The Company has established clear policies and procedures regarding related party transactions, which will be followed for any such transactions that may occur in the future, in compliance with the SCA Governance Rules and other applicable regulations.

Investor relations

Since the listing of talabat's shares on 10 December 2024, the Investor Relations Department has become the Company's first point of contact for capital market participants. The team communicates with investors and sell-side analysts to update these stakeholders on the Company's activities, strategy and financial performance.

talabat is committed to cultivating long-term relationships with its financial stakeholders by engaging in two-way communications with current and potential investors, analysts and other members of the financial community. This is achieved through a variety of communication channels and media: one-on-one and group meetings and conference calls; participation in regional and international investor conferences; undertaking non-deal roadshows; the publication of quarterly financial results, management discussion and analysis reports and earnings presentations according to a pre-announced calendar; conducting live earnings webinars, replays of which are subsequently offered within the Investor Relations section of the Company's corporate website; the regular publication of investor presentations; the publication of the Company's annual, governance and sustainability reports; and the publication of any other material ad hoc announcements throughout the year.

talabat strives to disseminate pertinent information to its shareholders and the investment community in an accurate, fair and timely manner, in accordance with its regulatory obligations and industry best practices.

All reports, presentations, releases and investor information are available on talabat's Investor Relations website. The website can be accessed via the following link: https://ir.talabat.com. All regulatory disclosures are published on the DFM website in the first instance.

The Investor Relations Department of talabat is led by Mr. Shadi Salman, Head of Investor Relations, who brings over 15 years of experience working in capital markets and investor relations.

Investor relations contact:

Shadi Salman, CFA
Investor Relations Department
talabat Holding Plc
talabat HQ, Office B06 City Walk
Al Safa Street
P.O. Box No. 36728
Dubai, United Arab Emirates
Email: ir@talabat.com

General information regarding talabat shares

As at 31 December 2024, talabat had an issued share capital of AED 931,529,625 divided into 23,288,240,625 shares of AED 0.04 each. All of these shares have been admitted to trading on the Dubai Financial Market, DFM, since 10 December 2024 with ticker symbol "TALABAT" and ISIN AEE01569T248.

talabat met FTSE Russell's fast-entry criteria after its December 2024 IPO and was added to the FTSE Global Equity Index Series at the December 2024 review (effective from the open on 23 December 2024). This meant that talabat became a constituent of key FTSE indices such as FTSE All-World Index (appearing in the constituent list as a UAE stock), FTSE Emerging Markets Index (given the UAE's classification as an emerging market) and FTSE Global Large Cap Index.

In addition to FTSE's global indices, talabat is also included in several DFM indexes, effective from the same date (23 December 2024) as part of the DFM's periodic index review: DFM General Index, DFM Shari'a Index (indicating talabat is part of the exchange's Shari'a-compliant index) and DFM Consumer Discretionary Sector Index (reflecting talabat's inclusion in the relevant sector sub-index on DFM).

As of the time of writing, talabat is not currently included in any MSCI indices but is expected to be a potential candidate for inclusion in the MSCI Emerging Markets Standard Index in the future, once we meet the necessary criteria, including the minimum free-float market capitalisation requirement.

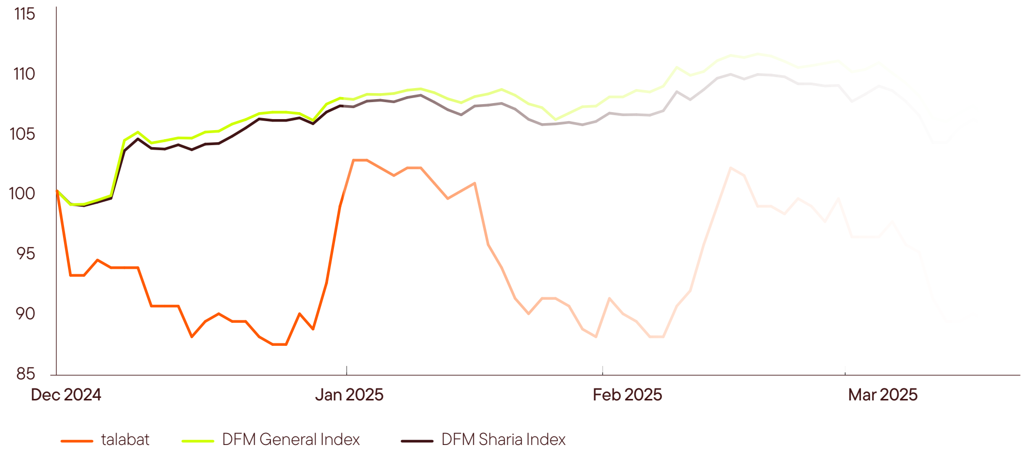
Share price evolution during 2024

The following table sets forth the share price evolution on a monthly basis during 2024 (shown in AED per share). Changes in talabat's share price result from a range of factors, some of which are attributable or related to talabat and others that are external in nature, unrelated to the Company:

Month (2024)	Highest closing	Lowest closing	Closing price
December	1.60[1]	1.40	1.40
Year	1.60	1.40	1.40

1 Represents the IPO price of AED 1.60/share.

The below graph shows talabat's share price performance comparative to the DFM General Index and DFM Sharia Index since listing on 10 December 2024.



Share ownership distribution as of 31 December 2024

The following table sets out the distribution of talabat's shares among certain disclosed Shareholder demographics, as of 31 December 2024:

	Percentage of shares held			
Shareholder category	Individuals	Corporate	Government	**Total**
UAE	0.9%	2.9%	0.2%	**4.0%**
GCC (excl. UAE)	0.3%	1.7%	–	**2.0%**
Arab (excl. GCC)	0.2%	0.0%	–	**0.2%**
Foreign (excl. Arab)	0.3%	93.4%	0.0%	**93.7%**
Total	**1.7%**	**98.1%**	**0.2%**	**100.0%**

Note: the above table reflects the ownership nationality and investor type of investors as they appear in talabat's shareholder register. It does not reflect the distribution of ultimate beneficial owners or investors who may have exposure to talabat's share price performance through derivative instruments, such as total return swaps.

Shareholders holding 5% or more as of 31 December 2024

The table below shows the shareholders holding 5% or more of the talabat's shares and the percentage of their shareholdings in 2024:

Name	Number of shares held	Percentage of shares held of talabat's capital
Delivery Hero MENA Holding GmbH (a wholly-owned subsidiary of Delivery Hero SE)	18,630,592,500	80.0%

Distribution of share capital according to size of holding as of 31 December 2024

The following table illustrates the distribution of shareholdings, according to the number of shares held:

Shareholding	Number of shareholders	Total number of shares held	Shareholding percentage
Less than 50,000	41,436	112,825,585	0.5%
50,000 to 500,000	795	117,005,753	0.5%
500,001 to 5,000,000	280	481,146,996	2.1%
5,000,001 or more	114	22,577,262,291	96.9%
Total	**42,625**	**23,288,240,625**	**100.0%**

Pieter-Jan Vandepitte
Chairperson of talabat's Board of Directors

Abdullah Alharoun
Chairperson of the Audit Committee

Muhammad Hussain Ghati Al Jbori
Chairperson of Nomination and Remuneration Committee

Oussama El Kadri
Head of Internal Audit

March 2025

Financial statements

Proforma consolidated financial statements

Consolidated interim financial statements (audited)

Proforma consolidated financial statements

Basis of preparation:

The unaudited proforma financial information presented herein is provided to solely illustrate the historical performance of the Group as if the corporate restructuring undertaken in September 2024, in advance of the initial public offering on 10 December 2024, to establish the current legal structure had been effected on 1 January 2023. The proforma adjustments have been prepared based on available information and assumptions that the executive management considers to be reasonable under the circumstances.

The proforma financial information consists of the unaudited proforma consolidated statement of financial position of the Group as at 31 December 2024 and 2023, the unaudited proforma consolidated statement of profit or loss for the twelve month period ended 31 December 2024 and 2023, the unaudited proforma consolidated statement of changes in equity for the twelve month period ended 31 December 2024 and 2023, and the unaudited proforma consolidated statement of cash flows for the twelve month period ended 31 December 2024 and 2023.

Proforma consolidated statement of financial position
As at 31 December 2024 and 2023 (Unaudited)

	2024 USD	2023 USD
ASSETS		
Non-current assets		
Property and equipment	154,641,711	137,265,872
Intangible assets and goodwill	318,357,202	314,005,173
Loan to a related party	–	68,831,978
Deferred tax assets	12,003,159	–
Trade and other receivables	6,090,950	4,414,331
Total non-current assets	**491,093,022**	**524,517,354**
Current assets		
Inventories	42,632,018	34,178,235
Trade and other receivables	133,082,169	101,038,860
Due from related parties	21,422,453	20,600,074
Cash and cash equivalents	418,637,477	348,223,025
Total current assets	**615,774,117**	**504,040,194**
Total assets	**1,106,867,139**	**1,028,557,548**
EQUITY AND LIABILITIES		
Equity		
Net Ultimate Parent's investment	550,136,361	180,084,754
Total equity	**550,136,361**	**180,084,754**

	2024 USD	2023 USD
Non-current liabilities		
Loans from related parties	–	382,246,749
Trade and other payables	966,622	1,041,599
Lease liabilities	76,131,392	60,000,609
Employees' end of service benefits	18,929,582	14,243,392
Total non-current liabilities	**96,027,596**	**457,532,349**
Current liabilities		
Due to related parties	24,773,274	38,579,725
Trade and other payables	390,037,452	331,183,734
Lease liabilities	20,398,148	16,676,077
Income tax liabilities	25,494,308	4,500,909
Total current liabilities	**460,703,182**	**390,940,445**
Total liabilities	**556,730,778**	**848,472,794**
Total equity and liabilities	**1,106,867,139**	**1,028,557,548**

Proforma consolidated statement of profit or loss and other comprehensive income
For the year ended at 31 December 2024 and 2023 (Unaudited)

	Notes	**2024 USD**	2023 USD
Revenue	1	2,871,862,270	2,175,013,998
Cost of sales	2	(1,956,499,680)	(1,483,572,968)
Gross profit		**915,362,590**	**691,441,030**
Marketing expenses	3	(142,936,314)	(132,236,992)
IT expenses		(62,014,105)	(55,835,761)
General and administrative expenses		(172,712,868)	(146,515,349)
Other income		16,441,487	26,067,371
Other expenses and impairment	4	(122,556,647)	(114,581,063)
Operating profit		**431,584,143**	**268,339,236**
Net finance costs		(8,096,107)	(23,941,468)
Foreign exchange loss, net		(57,194,201)	(24,795,508)
Profit before income tax		**366,293,835**	**219,602,260**
Income tax expense		(20,121,801)	(7,945,916)
Net profit		**346,172,034**	**211,656,344**
Other comprehensive income			
Items that will be subsequently reclassified to profit or loss:			
Foreign currency translation reserve		48,786,502	18,166,273
Other comprehensive income, net of tax		**48,786,502**	**18,166,273**
Total comprehensive income		**394,958,536**	**229,822,617**

Proforma consolidated statement of changes in equity
For the year ended at 31 December 2024 and 2023 (Unaudited)

	Net Ultimate Parent's investment USD
Balance at 1 January 2023	**223,111,088**
Total comprehensive income for the year:	
Net profit	211,656,344
Other comprehensive income	18,166,273
	229,822,617
Transactions with owners of the Group:	
Issuance of share capital	4,085,805
Reduction in capital	(933,124)
Equity settled share-based payment	14,238,274
Dividends paid	(290,239,906)
Balance at 31 December 2023	**180,084,754**
Balance at 1 January 2024	**180,084,754**
Total comprehensive income for the year:	
Net profit	346,172,034
Other comprehensive income	48,786,502
	394,958,536
Transactions with owners of the Group:	
Issuance of share capital	57,615,315
Equity settled share-based payment	17,224,200
Dividends paid	(99,746,444)
Balance at 31 December 2024	**550,136,361**

Proforma consolidated statement of cash flows
For the year ended at 31 December 2024 and 2023 (Unaudited)

	2024 USD	2023 USD
Cash flows from operating activities		
Net profit	346,172,034	211,656,344
Adjustments for:		
Depreciation of property and equipment	43,197,909	39,851,795
Amortisation of intangible assets	6,359,104	4,267,810
Employees' end-of-service benefits	6,868,077	6,509,815
Gain on sale of property and equipment	(1,324,225)	(940,515)
Provision for expected credit loss	5,585,475	5,210,963
Interest expense on lease liabilities	5,477,811	3,343,457
Loss on sale lease assets	–	1,743,292
Interest expense on loans for related parties	18,697,890	30,582,739
Equity settled share-based transactions	17,224,200	14,238,274
Unrealised foreign exchange loss	50,874,585	22,755,120
Interest income	(16,079,594)	(9,984,728)
Income tax expense	20,121,801	7,945,916
Operating cash flows before changes in working capital	**503,175,067**	**337,180,282**
Working capital changes:		
Inventories	(8,453,783)	(5,418,502)
Trade and other receivables	(39,305,405)	(11,377,980)
Due from related parties	(822,379)	(19,092,315)
Due to related parties	(13,806,452)	9,569,805
Trade and other payables	58,792,072	63,630,423
Cash generated from operating activities	**499,579,120**	**374,491,713**
Employees' end-of-service indemnity paid	(2,185,514)	(1,895,278)
Interest received	16,079,594	9,984,728
Income tax paid	(12,353,100)	(7,932,290)
Net cash generated from operating activities	**501,120,100**	**374,648,873**

	2024 USD	2023 USD
Cash flows from investing activities		
Purchase of property and equipment	(22,771,234)	(30,670,025)
Proceeds from disposal of property and equipment	2,387,640	2,203,314
Addition of intangible assets	(10,749,421)	(9,980,238)
Loans provided to related parties	(271,725,558)	(11,927,946)
Net cash used in investing activities	**(302,858,573)**	**(50,374,895)**
Cash flows from financing activities		
Proceeds from the issuance of shares	–	4,085,804
Repayment on account of capital reduction	–	(933,124)
Payment of principal portion of lease liabilities	(20,831,775)	(19,805,166)
Payments of interest on lease liabilities	(5,477,811)	(3,343,457)
Proceeds of loans from related parties	16,500,862	43,407,861
Repayment of loans from related parties	(24,520,073)	(120,108,463)
Dividend paid	(99,746,444)	(290,239,906)
Net cash used in financing activities	**(134,075,241)**	**(386,936,451)**
Net increase (decrease) in cash and cash equivalents	**64,186,286**	**(62,662,473)**
Effect of movement in exchange rates on cash held	6,228,166	351,840
Cash and cash equivalents, beginning of the year	348,223,025	410,533,658
Cash and cash equivalents at the end of the year	**418,637,477**	**348,223,025**

1. Revenue

	2024 USD	2023 USD
Commission fees	1,064,025,369	849,760,376
Delivery fees	593,782,370	474,295,829
Advertising and listing fees	245,342,477	190,212,581
Service fees	101,810,517	63,075,109
Subscription fees	30,111,394	15,637,302
Other direct income	923,430,562	655,574,951
Less:		
– Vouchers	(59,415,782)	(49,177,694)
– Other revenue reduction	(27,224,637)	(24,364,456)
Total	**2,871,862,270**	**2,175,013,998**

2024	**IFRS revenue USD**	**Vouchers and other revenue reduction USD**	**Reconciliation effect USD**	**Revenue as monitored by management USD**
Region				
GCC	2,411,509,384	60,116,249	(1,893,605)	2,469,732,028
Non GCC	460,352,886	26,524,170	(593,512)	486,283,544
Total	**2,871,862,270**	**86,640,419**	**(2,487,117)**	**2,956,015,572**

2023	IFRS revenue USD	Vouchers and other revenue reduction USD	Reconciliation effect USD	Revenue as monitored by management USD
Region				
GCC	1,891,009,846	49,116,864	(6,012,810)	1,934,113,900
Non GCC	284,004,152	24,425,286	(892,218)	307,537,220
Total	2,175,013,998	73,542,150	(6,905,028)	2,241,651,120

2. Cost of Sales

	2024 USD	2023 USD
Delivery expenses	(1,139,783,785)	(898,898,823)
Order processing cost	(138,903,300)	(115,346,955)
Other direct cost (a)	(677,812,595)	(469,327,190)
Total	**(1,956,499,680)**	**(1,483,572,968)**

(a) Other direct costs include costs of groceries, payment service providers, other overheads and salaries and other benefits of staff that are directly related to the generation of revenue.

3. Marketing Expenses

	2024 USD	2023 USD
Restaurant acquisition (a)	(73,444,447)	(72,586,059)
Customer acquisition (b)	(43,867,349)	(40,292,175)
Other marketing expenses (c)	(25,624,518)	(19,358,758)
Total	**(142,936,314)**	**(132,236,992)**

(a) Restaurant acquisition costs relate to general support to restaurants' sales.
(b) Customer acquisition costs include television, radio, offline marketing, search engine marketing (SEM) and other costs related to social media, display, and mobile marketing.
(c) Other marketing expenses mainly include personnel costs for salaries and wages, expenses for influencers, vendor branding, marketing tools and research and sponsorships costs.

Consolidated interim financial statements (audited)

The Board of Directors of Talabat Holding PLC (the "Company") presents the consolidated interim statement of financial position of the Company and its Subsidiaries (the "Group") as at 31 December 2024 and the related consolidated interim statement of profit or loss and other comprehensive income, consolidated interim statement of changes in equity and consolidated interim statement of cash flows for the period since inception on 3 September 2024 till 31 December 2024.

Principal activities

The Group's principal activities during the period ended 31 December 2024 were providing an online platform for ordering food, grocery, and retail, along with delivery services to end customers and ad-tech solutions to partners.

Financial highlights and performance

The fiscal year 2024 represented a significant milestone for the Company. On a proforma basis, the Group achieved a 23% increase in Gross Merchandise Value (GMV) compared to the preceding year, reaching a record high of USD 7.4 billion in accordance with established guidance. Revenue increased by 32%, thereby surpassing the upper limit of guidance, to reach USD 3.0 billion. Adjusted EBITDA increased by 55%, attaining nearly USD 500 million – equivalent to 6.7% of GMV – which also exceeded guidance. Net income rose by 64% to USD 346 million (representing 4.7% of GMV), consistent with expectations. When adjusted for material non-recurring items to facilitate a alike-for-like comparison, net-income increased by 53% to USD 393 million or 5.3% of GMV.

Financial results

The Group reported a revenue of USD 801 million for the period since inception on 3 September 2024 till 31 December 2024. The Group's profit for the same period was USD 138 million.

Dividend

The Board of Directors has proposed a cash dividend amounting to approximately USD 110 million in respect of the financial results of the fourth quarter of 2024, which is subject to the approval of the shareholders at the forthcoming Annual General Meeting.

Outlook and strategy for 2025

The Group anticipates the continuation of its robust growth trajectory into 2025. The 2025 growth expectations and margin expansion targets, as outlined in the financial guidance provided during the initial public offering (IPO), are hereby reaffirmed.

Transactions with related parties

Related party transactions and balances are fully disclosed in Note 9 of the consolidated interim financial statements. All such transactions are conducted in the ordinary course of business of the Company and in accordance with all applicable laws and regulations.

Auditors

KPMG Lower Gulf Limited ("KPMG") served as external auditors for the Group for the financial year ended 31 December 2024. KPMG has indicated its willingness to continue in this capacity for the fiscal year 2025. A recommendation for the reappointment of KPMG for the subsequent financial year will be submitted for shareholder approval at the forthcoming the Annual General Meeting.

Directors

Name	Position
Mr. Pieter-Jan Vandepitte	Chairperson
Mr. Andreas Krause	Vice Chairperson
Mr. Tomaso Rodriguez	Executive Director
Ms. Marie-Anne Popp	Non-Executive Director
Mr. Abdullah Alharoun	Independent, Non-Executive
Mr. Muhammad Hussain Ghati Al Jbori	Independent, Non-Executive

On behalf of the Board

Pieter-Jan Vandepitte
Chairperson
Dubai, UAE
26 March 2025

Statement of disclosure to Auditors

The Directors Talabat Holding PLC hereby certify that, to the best of their knowledge, there exists no material audit information of which the Group's auditor is unaware. The Directors further confirm that all necessary measures have been taken as Directors to ascertain the completeness of all relevant audit information provided to the Group's auditor.

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Abu Dhabi Global Market Square, Al Maryah Island
Abu Dhabi, United Arab Emirates
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To the Shareholders of Talabat Holding PLC

Opinion

We have audited the consolidated interim financial statements of Talabat Holding PLC ("the Company") and its subsidiaries ("the Group"), which comprise the consolidated interim statement of financial position as at 31 December 2024, the consolidated interim statements of profit or loss and other comprehensive income, changes in equity and cash flows for the 120 days period then ended, and notes, comprising material accounting policies and other explanatory information.

In our opinion, the accompanying consolidated interim financial statements present fairly, in all material respects, the consolidated interim financial position of the Group as at 31 December 2024, and its consolidated interim financial performance and its consolidated interim cash flows for the 120 days period then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board (IFRS Accounting Standards), including the requirement of IAS 34, 'Interim Financial Reporting'.

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 *Auditors' Responsibilities for the Audit of the Consolidated Interim Financial Statements* section of our report. We are independent of the Group in accordance with International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code) together with the ethical requirements that are relevant to our audit of the consolidated interim financial statements in the Abu Dhabi Global Market ("ADGM"), and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of matter

We draw attention to Note 3.2 (a) in the consolidated interim financial statements, which describes that these consolidated interim financial statements are also considered as initial accounts pursuant to the requirements of Section 766 of Abu Dhabi Global Market (ADGM) Companies Regulations 2020 (as amended). Our opinion is not modified in respect of this matter.

Key audit matters

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

Revenue

See Note 15 to the consolidated interim financial statements.

The key audit matter	How the matter was addressed in our audit
Revenue is a key driver of the Group's consolidated interim financial performance, primarily earned through online marketplace services, separately charged delivery fees, orders placed in the Group's delivery-only stores, advertising services (collectively "platform related revenue"), subscription and other fees. The revenue recognition process is highly automated, relying on IT systems to record and process a high volume of daily transactions. Additionally, revenue is one of the Group's main performance indicators and also represents a key decision-making metric. In this respect, both internal and external decisions are affected by the revenue growth. Given the significance of revenue to the consolidated interim financial statements and the nature of the business, we identified the following specific risks that, individually or in combination, could lead to a material misstatement of revenue, and therefore required significant auditor attention: • A risk related to revenue earned from new restaurants contracts entered into during the period, specifically from potentially non-existent restaurants given the manual intervention during new restaurant onboarding and potential incentive to overstate revenue. • A risk of revenue recognition that is not in accordance with the Group's accounting policies and IFRS 15 through journal entries being posted directly into the revenue accounts with no corresponding transactions in the online marketplace platform, bypassing normal system controls. This could result in an overstatement of reported revenue.	To address this risk, we performed the following procedures amongst others: • We obtained an understanding of the Group's revenue process, including relevant IT applications and controls designed to mitigate the identified risks. • We assessed the design and implementation of controls related to restaurants onboarding and those preventing unauthorised journal entries. • We performed risk assessment procedures including inquiries from management and revenue trend analysis. • We tested the existence of revenue earned for a sample of new restaurants by examining relevant underlying documentation. • We performed test of detail procedures and data analytics routines to test collections from online market place services, delivery fees and from delivery only stores. We also performed substantive analytical procedures on the different components of online marketplace revenue. • Performed test of details procedures for a sample of advertising, subscriptions and other fees earned from restaurants by examining the supporting documentation. • We performed a reconciliation of the revenue accounts per the general ledger to the aggregated transactions processed through the online marketplace platform. We examined any reconciling items, on a sample basis, by examining their underlying documentation to determine whether they represented valid revenue transactions and were recorded in accordance with the Group's accounting policies and IFRS 15. • We identified unusual journal entries related to revenue and tested all such journal entries to the underlying documentation. • We assessed the adequacy of disclosures in the consolidated interim financial statements in accordance with the applicable financial reporting framework.

Other information

Management is responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated interim financial statements and our auditors' report thereon. We obtained the Directors' Report prior to the date of this auditors' report, and we expect to obtain the remaining sections of the Annual Report after that date.

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

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

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

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

Management is responsible for the preparation and fair presentation of the consolidated interim financial statements in accordance with IFRS Accounting Standards and for such internal control as management determines is necessary to enable the preparation of consolidated interim financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated interim 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.

Auditors' responsibilities for the audit of the consolidated interim financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated interim financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' 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 interim financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated interim financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated interim 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 auditors' 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 interim financial statements, including the disclosures, and whether the consolidated interim financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated interim financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' 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.

KPMG Lower Gulf Limited

Anurag Bajpai
Abu Dhabi, United Arab Emirates

26 March 2025

Consolidated interim statement of financial position
As at 31 December 2024

	Notes	2024 USD
ASSETS		
Non-current assets		
Property and equipment	5	154,641,711
Intangible assets and goodwill	6	318,357,202
Deferred tax assets	23	12,003,159
Trade and other receivables	7	6,090,950
Total non-current assets		**491,093,022**
Current assets		
Inventories	8	42,632,018
Trade and other receivables	7	133,082,169
Due from related parties	9	21,422,453
Cash and cash equivalents	10	418,637,477
Total current assets		**615,774,117**
Total assets		**1,106,867,139**
EQUITY AND LIABILITIES		
Equity		
Share capital	11	253,650,000
Foreign currency translation reserve		(1,183,208)
Retained earnings		285,932,222
Total equity		**538,399,014**
Non-current liabilities		
Trade and other payables	12	966,622
Lease liabilities	13	76,131,392
Employees' end of service benefits	14	18,929,582
Total non-current liabilities		**96,027,596**

	Notes	2024 USD
Current liabilities		
Due to related parties	9	36,510,621
Trade and other payables	12	390,037,452
Lease liabilities	13	20,398,148
Income tax liabilities		25,494,308
Total current liabilities		**472,440,529**
Total liabilities		**568,468,125**
Total equity and liabilities		**1,106,867,139**

To the best of our knowledge, the consolidated interim financial statements present fairly, in all material respects, the financial position, results of operation and cash flows of the Group as at and for the period ended 31 December 2024.

These consolidated interim financial statements were authorised and approved for issue by the Board of Directors on 26 March 2025 and signed on their behalf by:

Khaled Alfakesh
Chief Financial Officer

Pieter-Jan Vandepitte
Chairperson of the Board of Directors

The notes on pages 103 to 135 are an integral part of these consolidated financial statements.

The independent auditors' report is set out on pages 96 to 98.

Consolidated interim statement of profit or loss and other comprehensive income

For the period since inception on 3 September 2024 till 31 December 2024

	Notes	2024 USD
Revenue	15	801,268,830
Cost of sales	16	(546,241,012)
Gross profit		**255,027,818**
Marketing expenses	17	(36,981,671)
IT expenses	18	(17,053,121)
General and administrative expenses	19	(49,344,543)
Other income	20	8,105,746
Other expenses and impairment	21	(28,648,428)
Operating profit		**131,105,801**
Net finance income	22	561,640
Foreign exchange gain, net		885,278
Profit before income tax		**132,552,719**
Income tax credit, net	23	5,365,818
Net profit		**137,918,537**
Other comprehensive income		
Items that will be subsequently reclassified to profit or loss:		
Foreign currency translation reserve		(1,183,208)
Other comprehensive (loss), net of tax		**(1,183,208)**
Total comprehensive income		**136,735,329**
Earnings per share		
Basic	*24*	0.01
Diluted	*24*	0.01

The notes on pages 103 to 135 are an integral part of these consolidated financial statements.

The independent auditors' report is set out on pages 96 to 98.

Consolidated interim statement of changes in equity

For the period since inception on 3 September 2024 till 31 December 2024

	Notes	Share capital USD	Retained earnings USD	Foreign currency translation reserve USD	Total equity USD
Total comprehensive income for the period					
Net profit		–	137,918,537	–	137,918,537
Other comprehensive income		–	–	(1,183,208)	(1,183,208)
		–	**137,918,537**	**(1,183,208)**	**136,735,329**
Transactions with owners of the Group:					
Issuance of share capital	11	253,650,000	–	–	253,650,000
Acquisition of subsidiaries under common control	33	–	142,220,401	–	142,220,401
Equity settled share-based transaction	26	–	5,793,284	–	5,793,284
Balance at 31 December 2024		**253,650,000**	**285,932,222**	**(1,183,208)**	**538,399,014**

The notes on pages 103 to 135 are an integral part of these consolidated financial statements.

The independent auditors' report is set out on pages 96 to 98.

Consolidated interim statement of cash flows
For the period since inception on 3 September 2024 till 31 December 2024

	Notes	2024 USD
Cash flows from operating activities		
Net profit		137,918,537
Adjustments for:		
Depreciation of property and equipment	5	11,155,751
Amortisation of intangible assets	6	1,214,571
Gains on disposal of property and equipment	20	(477,999)
Employees' end-of-service benefits	14	1,898,901
Provision for expected credit loss	21	3,097,431
Interest expense on lease liabilities	13, 22	1,432,182
Equity settled share-based transactions	26	5,793,284
Interest income	22	(1,993,822)
Income tax, net	23	(5,365,818)
		154,673,018
Working capital changes:		
Inventories		(3,711,452)
Trade and other receivables		(15,467,966)
Due from related parties		(53,482,339)
Due to related parties		36,510,621
Trade and other payables		2,627,767
Cash generated from operating activities		**121,149,649**
Employees' end-of-service indemnity paid	14	(732,056)
Interest received		1,993,822
Income tax paid		(2,245,965)
Net cash generated from operating activities		**120,165,450**

	Notes	2024 USD
Cash flows from investing activities		
Purchase of property and equipment	5, 27	(8,372,706)
Proceeds from disposal of property and equipment		821,133
Addition of intangible assets	6	(1,818,817)
Cash acquired on acquisition of subsidiaries under common control	33	316,150,394
Net cash generated from investing activities		**306,780,004**
Cash flows from financing activities		
Payment of principal portion of lease liabilities	13	(5,710,008)
Payments of interest on lease liabilities	13	(1,432,182)
Repayment of loans from related parties		(1,587,389)
Net cash used in financing activities		**(8,729,579)**
Net increase in cash and cash equivalents		**418,215,875**
Effect of movement in exchange rates on cash held		421,602
Cash and cash equivalents at the end of the period	10	**418,637,477**

The notes on pages 103 to 135 are an integral part of these consolidated financial statements.

The independent auditors' report is set out on pages 96 to 98.

1. General information

Talabat Holding PLC, Dubai – United Arab Emirates (the "Company") was incorporated on 3 September 2024 (date of inception) in accordance with ADGM laws, ADGM registration number: is 20827

The registered address of the company: Unit no. 2341, 23rd Floor, Sky Tower, Shams Abu Dhabi, Al Reem Island, Abu Dhabi, UAE

Delivery Hero MENA Holding GmbH is the parent company (the "Parent"). Delivery Hero SE is the ultimate controlling parent of the Group which is also the ultimate controlling party (the "Ultimate Parent Company").

The Company was established as part of a broader restructuring plan initiated by the Ultimate Parent Company to facilitate the listing of its shares on the Dubai Financial Market ("DFM") through an Initial Public Offering ("IPO"). The restructuring involved transactions among entities under common control to consolidate the Ultimate Parent Company's business in the MENA region, which includes the United Arab Emirates ("UAE"), Kuwait, Qatar, Oman, Bahrain, Iraq, Egypt, and Jordan.

On 24 September 2024, the Ultimate Parent Company transferred its shareholding and control in Delivery Hero FZ LLC ("DH FZ") and its subsidiaries to the Company. Further, on 30 September 2024, DH FZ acquired control of certain entities as part of a common control transaction (refer to Note 33).

In exchange for these acquisitions, the Company issued 253,649,900 ordinary shares to the Parent Company (refer to Note 11).

These transactions were undertaken to align the Group's corporate structure with the Ultimate Parent Company's plan to offer 20% of its shareholding in the Company through an IPO.

During November 2024, the Security and Commodities Authority ("SCA") (UAE) accepted the Company's application for the offering and issuance of 20% percent of the Company's authorised and issued share capital. On 10 December 2024, the Company was admitted to be listed on the Dubai Financial Market ("DFM").

The Company and its subsidiaries are collectively referred to as the Group (the "Group"). The principal activity of the Group is to provide access to an online platform to order food, grocery and deliver to end customers.

These consolidated financial statements include the results of operations and the financial position of the material subsidiaries, as shown below:

Name of the subsidiary	Country of Incorporation	Principal activities	Effective holding 2024
Delivery Hero FZ-LLC	United Arab Emirates	Provide access to an online platform to order food and deliver to end customers	100%
Talabat QFC LLC	Qatar	Provide professional services of information services in relation to an online restaurant ordering and advertisement services.	100%
Talabat Services Company S.P.C	Bahrain	Engaged in business of retail sale via internet.	100%
DHH I SPC (DIFC) Ltd.*	United Arab Emirates	Licensed to do structured financing for qualifying purposes.	100%
DHH II SPC (DIFC) Ltd.	United Arab Emirates	Licensed to do structured financing for qualifying purposes.	100%
Talabat Electronic and Delivery Services Company SPC	Oman	Licensed for export and import, delivery of meals, and software designing and programming.	100%
Delivery Hero Talabat DB LLC	United Arab Emirates	Provide access to an online platform to order food and deliver to end customers.	100%
Talabat For General Trading and Electronic Commerce Ltd	Iraq	Online food ordering commercial services and electronic trading	100%
Talabat For Stores Services Company (Private Shareholding Company)	Iraq	Commercial services and general trade of all kinds in the local and global market, exporting legally approved materials and equipment, providing delivery services for all legally permitted materials from all related services.	100%
Talabat General Trading and Contracting Company W.L.L*	Kuwait	General trading and contracting	100%

1. General information continued

Name of the subsidiary	Country of Incorporation	Principal activities	Effective holding 2024
Carriage Holding Company Limited*	United Arab Emirates	Registered as Special Purpose Vehicle in Abu Dhabi Global Market and is acting as holding entity of its subsidiaries. The subsidiaries are engaged in processing online orders on behalf of customers and delivering food to customers.	100%
Carriage Logistics General Trading LLC	Kuwait	Wholesale and retail trade	100%
Delivery Hero Carriage Kuwait for Delivery of Consumables S.P.C.	Kuwait	Delivery service for consumables products	100%
Carriage Logistics S.P.C	Bahrain	Retail sales via internet and food transportation for companies	100%
Delivery Hero Carriage DB LLC	United Arab Emirates	Delivery services coordination and provision	100%
Carriage Delivery Services AD LLC	United Arab Emirates	Delivery services coordination and provision	100%
Kitchens Saudi For Food Services LLC	Saudi Arabia	Food services contractors including transportation, storage and cooling	100%
Carriage Trading and Services W.L.L	Qatar	Trading via internet	100%
DH Stores Bahrain WLL	Bahrain	Food and beverage service activities, general trade and sale of tobacco products.	100%
Stores Services Kuwait for General Trading Company WLL	Kuwait	Import and export, grocery, central market, non-food supermarket, general trade office, commission agent.	100%

Name of the subsidiary	Country of Incorporation	Principal activities	Effective holding 2024
Delivery Hero Kitchens Kuwait Food Services Management Company WLL	Kuwait	Bakery management, management of catering services, food equipment, fast food stores, restaurant	100%
Delivery Hero Kitchens Bahrain WLL	Bahrain	Real estate activities with own or leased property and general trade	100%
Delivery Hero Lebanon	Lebanon	Online ordering of food and other consumer goods, distribution and delivery services for the individuals, companies and other entities in all sectors.	100%
Foodonclick.com FZ-LLC	United Arab Emirates	Registered as Special Purpose Vehicle in Abu Dhabi Global Market and is acting as holding entity of its subsidiaries. The subsidiaries are engaged in processing online orders on behalf of customers and delivering food to customers.	100%
Foodclick.com Jordan Private Shareholding Co.	Jordan	Providing integrated solutions in the field of information and communications systems	100%
Talabat Log. & Online Management	Jordan	Providing logistics services	100%
Talabat for Delivery Services LLC	Iraq	Food and beverage service activities, general trade and sale of tobacco products.	100%
Batal Al Tawsil for Delivery Services Ltd.	Iraq	Providing logistics services	100%
Delivery Hero Egypt SAE	Egypt	Import and export, grocery, central market, non-food supermarket, general trade office, commission agent.	100%
Dark Stores MENA Holding Ltd	United Arab Emirates	Bakery management, management of catering services, food equipment, fast food stores, restaurant	100%

1. General information continued

Name of the subsidiary	Country of Incorporation	Principal activities	Effective holding 2024
Jordanian Stores for General Trading LLC	Jordan	Ecommerce and retail trade	100%
Talabat Services Company W.L.L.	Qatar	Wholesale and retail trade	100%
Delivery Hero Stores DB LLC	United Arab Emirates	General trade	100%
Delivery Hero Dmart Egypt LLC	Egypt	General trade and distribution	100%
Delivery Hero Stores LLC	Oman	Real estate activities with own or leased property and general trade	100%
Delivery Hero Kitchens MENA Holding Ltd	United Arab Emirates	Ecommerce and other activities	100%
Delivery Hero Kitchen DB LLC	United Arab Emirates	Trading and service supply	100%
DH Kitchens LLC	Qatar	Ready-meal supply and trade of fresh and preserved fruits and vegetables	100%
Delivery Hero Payments MENA FZ-LLC	United Arab Emirates	Development, consultancy and support service provider	100%
Delivery Hero Tech Payment Limited	United Arab Emirates	Development & research technology	100%
Delivery Hero Kitchens MENA Holding Jordan LLC	Jordan	Real estate activities with own or leased property and general trade	100%

* These entities are effectively and beneficially fully owned by the Company under the terms of a Mudarabah Agreement, which grants Company control over the relevant activities of these companies and rights over the variable returns.

2. New standards or amendments

2.1 New and revised IFRSs applied with no material effect on the consolidated financial statements of the Group.

The following new and revised IFRSs, which became effective for annual periods beginning on or after 1 January 2024, have been adopted in these consolidated financial statements. The application of these revised IFRSs has not had any material impact on the amounts reported but may affect the accounting for future transactions or arrangements.

Supplier Finance Arrangements – Amendments to IAS 7 and IFRS 7	In May 2023, the IASB issued amendments to IAS 7 Statement of Cash Flows and IFRS 7 Financial Instruments: Disclosures to clarify the characteristics of supplier finance arrangements and require additional disclosure of such arrangements. The disclosure requirements in the amendments are intended to assist users of financial statements in understanding the effects of supplier finance arrangements on an entity's liabilities, cash flows and exposure to liquidity risk. The transition rules clarify that an entity is not required to provide the disclosures in any interim periods in the year of initial application of the amendments.
Amendments to IFRS 16: Lease Liability in a Sale and Leaseback	In September 2022, the IASB issued amendments to IFRS 16 to specify the requirements that a seller-lessee uses in measuring the lease liability arising in a sale and leaseback transaction, to ensure the seller-lessee does not recognize any amount of the gain or loss that relates to the right of use it retains.
Amendments to IAS 1: Classification of Liabilities as Current or Non-current	In January 2020 and October 2022, 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

In addition, a requirement has been introduced whereby an entity must disclose when a liability arising from a loan agreement is classified as non-current and the entity's right to defer settlement is contingent on compliance with future covenants within twelve months.

2. New standards or amendments continued

2.2 New and amended IFRSs in issue but not yet effective and not early adopted.

New and revised IFRSs	Effective for annual periods beginning on or after
Amendments to IAS 21– Lack of exchangeability	1 January 2025
Amendments to IFRS 10 Consolidated Financial Statements and IAS 28 Investments in Associates and Joint Ventures: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	Effective date not yet decided.
IFRS 18 Presentation and Disclosure in Financial Statements	1 January 2027
IFRS Accounting Taxonomy 2024 – Update 1 International Tax Reform – Pillar Two Model Rules, Supplier Finance Arrangements and Lack of Exchangeability	Effective date not yet decided.
IFRS Accounting Taxonomy 2024 – Update 2 Common Practice for Financial Instruments, General Improvements and Technology Update	Effective date not yet decided.

3. Material accounting policy information

3.1 Statement of compliance

These interim consolidated financial statements were prepared in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board (IFRS Accounting Standards), including the requirement of IAS 34, 'Interim Financial Reporting'.

3.2 Basis of preparation

(a) These interim consolidated financial statements have been prepared for the purpose of enabling dividend distribution for the period ended 31 December 2024. These interim consolidated financial statements are also considered as initial accounts pursuant the requirements of Section 766 of Abu Dhabi Global Market (ADGM) Companies Regulations 2020 (as amended) for the purpose of enabling dividend distribution.

(b) Basis of measurement

The consolidated interim financial statements have been prepared on the historical cost basis as explained in the accounting policies.

Business combination common control transactions

A business combination involving entities or businesses under common control is a business combination in which all the combining entities or businesses are ultimately controlled by the same Ultimate Parent Company both before and after the combination.

The Group follows book value (carry-over basis) accounting prospectively, on the basis that the investment has simply been moved from one part of the group to another. As per the book value accounting, the Group recognizes assets and liabilities at their book values at the acquisition date. The difference between book values of assets acquired and liabilities assumed, and the consideration paid is reflected in retained earnings within the statement of changes in equity.

When a subsidiary is deconsolidated on account of loss of control over subsidiary in a common control transaction with no/nominal consideration, the difference between the net book value of the subsidiary and the consideration received is recognised in retained earnings within equity.

(c) Use of estimates and judgments

In preparing these consolidated financial statements, management has made judgements, estimates and assumptions that affect the application of the Group accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognised prospectively. Information about significant areas of estimation uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in these consolidated financial statements are described in note 4.

(d) Current vs non-current classification

The Group presents assets and liabilities in statement of financial position based on current/non-current classification.

An asset is current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realised within twelve months after the reporting period; or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

3. Material accounting policy information continued

3.2 Basis of preparation continued

(d) Current vs non-current classification continued

A liability is current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Group classifies all other assets and liabilities as non-current.

(e) 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, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability

(f) Functional and presentation currency

These consolidated financial statements, unless otherwise indicated are presented in United States dollar ("USD"), which is the Company's presentation currency. United Arab Emirates Dirhams (AED) is the functional currency of the company. Items included in the consolidated financial statements in respect of foreign subsidiaries are measured using the currency of the primary economic environment in which they operate and are translated in accordance with the policy stated in note 3.5.

(g) Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries) made up to 31 December each year. Control is achieved when the Company:

- Has power over the investee;
- Is exposed, or has rights, to variable returns from its involvement with the investee; and
- Has the ability to use its power to affect its returns.

The Company reassesses 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 listed above.

When the Company has less than a majority of the voting rights of an investee, it considers that it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Company considers all relevant facts and circumstances in assessing whether or not the Company's voting rights in an investee are sufficient to give it power, including:

- The size of the Company's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- Potential voting rights held by the Company, other vote holders or other parties;
- Rights arising from other contractual arrangements; and
- Any additional facts and circumstances that indicate that the Company has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, the results of subsidiaries acquired or disposed off during the year are included in profit or loss from the date the Company gains control until the date when the Company ceases to control the subsidiary.

3. Material accounting policy information continued

3.2 Basis of preparation continued

Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used into line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between the members of the Group are eliminated on consolidation.

Non-controlling interests in subsidiaries are identified separately from the Group's equity therein. Those interests of non-controlling shareholders that are present ownership interests entitling their holders to a proportionate share of net assets upon liquidation may initially be measured at fair value or at the non-controlling interests' proportionate share of the fair value of the acquiree's identifiable net assets. The choice of measurement is made on an acquisition-by-acquisition basis. Subsequent to acquisition, the carrying amount of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of the subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

Changes in the Group's interests in subsidiaries that do not result in a loss of control are accounted for as equity transactions. The carrying amount of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to the owner of the Company.

When the Group loses control of a subsidiary, the gain or loss on disposal recognised in profit or loss is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), less liabilities of the subsidiary and any non-controlling interests. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e., reclassified to profit or loss or transferred to another category of equity as required/permitted by applicable IFRS). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting when applicable, or the cost on initial recognition of an investment in an associate or a joint venture.

Interests in equity-accounted investees

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

The results and assets and liabilities of associates or joint ventures are incorporated in these consolidated financial statements using the equity method of accounting, except when the investment, or a portion thereof, is classified as held for sale, in which case it is accounted for in accordance with IFRS 5.

Under the equity method, an investment in an associate or a joint venture is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate or joint venture. When the Group's share of losses of an associate or a joint venture exceeds the Group's interest in that associate or joint venture (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate or joint venture), the Group discontinues recognise its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate or joint venture.

An investment in an associate or a joint venture is accounted for using the equity method from the date on which the investee becomes an associate or a joint venture. On acquisition of the investment in an associate or a joint venture, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

The Group continues to use the equity method when an investment in an associate becomes an investment in a joint venture or an investment in a joint venture becomes an investment in an associate. There is no remeasurement to fair value upon such changes in ownership interests. When the Group reduces its ownership interest in an associate or a joint venture but the Group continues to use the equity method, the Group reclassifies to profit or loss the proportion of the gain or loss that had previously been recognised in other comprehensive income relating to that reduction in ownership interest if that gain or loss would be reclassified to profit or loss on the disposal of the related assets or liabilities.

When the Group transacts with an associate or a joint venture of the Group, profits and losses resulting from the transactions with the associate or joint venture are recognised in the Group's consolidated financial statements only to the extent of interests in the associate or joint venture that are not related to the Group.

3. Material accounting policy information continued

3.2 Basis of preparation continued

(h) Business combination

The Group accounts for business combinations using the acquisition method when the acquired set of activities and assets meets the definition of a business and control is transferred to the Group. In determining whether a particular set of activities and assets is a business, the Group assesses whether the set of assets and activities acquired include inputs and processes applied to those inputs that have the ability to contribute to the creation of outputs.

The Group has an option to apply a 'concentration test' that permits a simplified assessment of whether an acquired set of activities and assets is not a business. The optional concentration test is met if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets.

The consideration transferred in the acquisition is generally measured at fair value, as are the identifiable net assets acquired. Any goodwill that arises is tested annually for impairment. Any gain on a bargain purchase is recognised in profit or loss immediately. Transaction costs are expensed as incurred, except if related to the issue of debt or equity securities.

The consideration transferred does not include amounts related to the settlement of pre-existing relationships. Such amounts are generally recognised in profit or loss.

Any contingent consideration is measured at fair value at the date of acquisition. If an obligation to pay contingent consideration that meets the definition of a financial instrument is classified as equity, then it is not remeasured, and settlement is accounted for within equity. Otherwise, other contingent consideration is remeasured at fair value at each reporting date and subsequent changes in the fair value of the contingent consideration are recognised in profit or loss.

If share-based payment awards (replacement awards) are required to be exchanged for awards held by the acquiree's employees (acquiree's awards), then all or a portion of the amount of the acquirer's replacement awards is included in measuring the consideration transferred in the business combination. This determination is based on the market-based measure of the replacement awards compared with the market-based measure of the acquiree's awards and the extent to which the replacement awards relate to pre-combination service.

Goodwill or bargain purchase gain

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If, after reassessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

3.3 Revenue recognition

Revenue recognition under IFRS 15 Revenue from Contracts with Customer:

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

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

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

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

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

Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation
The Group satisfies a performance obligation and recognises revenue over time, if one of the following criteria is met:

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

3. Material accounting policy information continued

3.3 Revenue recognition continued

For performance obligations where none of the above conditions are met, revenue is recognised at the point in time at which the performance obligation is satisfied.

Revenue is measured at an amount that reflects the considerations, to which an entity expects to be entitled in exchange for selling of goods or rendering services to the customers, excluding amounts collected on behalf of third parties. Revenue is adjusted for expected sales discounts and volume discounts, which are estimated based on the historical data or forecast and projections. The Group recognises revenue after the services are rendered to its customers and on the basis of contractual rates agreed with the customers.

The stand-alone selling prices are determined based on the observable price at which the Group sells the goods or services.

The Group generates revenue mainly from online marketplace services, separately charged delivery fees, orders placed in the Group's delivery-only stores and advertising services, as well as subscription fees, service fees and, in certain cases, separately charged payment fees.

The Group determines for each specified good and service promised to the customer, primarily restaurants and/or orderers, whether it obtains control of the good or service before it is transferred to the customer. Often the Group is principal for a specified service, but agent for another service, when a single order is placed through its online marketplaces (refer to Note 4 for more details).

For online marketplace services in which the Group arranges for restaurants to sell food to orderers, the Group acts as an agent. The consideration for the online marketplace services primarily consists of commission fees charged to restaurants. Based on the specific contract with the partner restaurant, the Group might charge and recognise separately a fee for online payments, despite this payment option not representing a distinct performance obligation. Revenue from commission fees is recognised at a point in time when the order has been placed.

The Group also offers delivery services in which the ordered meals or other products are collected at a restaurant or store and delivered to the orderers. The Group acts as principal for delivery services. The Group entities carry out the delivery services to the orderer (customer for delivery service) as principal. The consideration for the usage of delivery services primarily consists of delivery fees charged to customers and restaurants. Revenue from delivery fees is recognised at a point in time when the order is delivered.

For the sale and delivery of a variety of grocery and other convenience items through our delivery-only stores to orderers (customer of sold items), the Group acts as principal. The consideration for the orders placed in delivery-only stores comprises the Gross Merchandise Value ("GMV") net of VAT. GMV is the total value paid by customers (including VAT, delivery fees, service fees less other subsidies, such as voucher and other discounts). Revenue from delivery-only stores sales is recognised at a point in time when the order is delivered.

For advertising services to restaurants and other businesses (customer of the service), the Group entities also act as principal. The control over the advertising services passes to the customer over time. Revenue for advertising services is recognised based on the time elapsed relative to the contract term at the reporting date.

For subscription programs offered to orderers and restaurants, the Group acts as principal. Revenue from subscription fees is recognised on a straight-line basis over the period of the subscription.

Service fees are separately charged to orderers in certain markets for the usage of marketplace platforms. The Group acts as principal for the services offered. Revenue from services fees is recognised at a point in time when an order has been placed.

Other direct income mainly includes revenue generated from retail sales, payment processing fee, and other income streams. Retail sales are attributable to orders placed through our stores where the Group acts as a principal. Revenue from retail sales is recognised at a point in time when the order is delivered. For payment processing fees, based on the specific contract with the partner restaurant, the Group might charge and recognise separately a fee for online payments, despite this payment option not representing a distinct performance obligation.

Vouchers and discounts are treated as a reduction of revenue. The consideration is collected via online payment providers, as cash or via invoices to the restaurants. Settlement of the earned commissions and fees is initiated on a weekly, bi-weekly, or monthly basis contingent on an individual contractual agreement. The payment terms vary between two and ninety days.

Customer acquisition costs

The Group capitalises incremental costs incurred as a result of obtaining a customer contract – e.g. sales commissions only if it expects to recover these costs. Costs that are incurred regardless of whether the contract is obtained, including costs that are incremental to trying to obtain a contract, are expensed as they are incurred.

As a practical expedient, the Group does not capitalise the incremental costs to obtain a contract if the amortisation period of the resulting asset would not exceed one year. The assessment of whether the practical expedient applies is made at the contract level.

3. Material accounting policy information continued

3.4 Leases

As a lessee, the Group leases various offices, warehouses, retail stores, equipment and cars. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants, but leased assets may not be used as security for borrowing purposes.

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

At commencement or on modification of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease component on the basis of its relative stand-alone prices. However, for the leases of property the Group has elected not to separate non-lease components and account for the lease and non-lease components as a single lease component.

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is classified within property and equipment based on the intended use of the assets by the Group. Right of use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the Group by the end of the lease term or the cost of the right-of-use asset reflects that the Group will exercise a purchase option. In that case the right-of-use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. Generally, the Group uses its incremental borrowing rate as the discount rate.

The Group determines its incremental borrowing rate by obtaining interest rates from various external financing sources and makes certain adjustments to reflect the terms of the lease and type of the asset leased.

Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee; and
- the exercise price under a purchase option that the Group is reasonably certain to exercise, lease payments in an optional renewal period if the Group is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Group is reasonably certain not to terminate early.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, if the Group changes its assessment of whether it will exercise a purchase, extension or termination option or if there is a revised in-substance fixed lease payment. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to nil.

Variable rents that do not depend on an index or rate are not included in the measurement of the lease liability and the right-of-use asset. The related payments are recognised as an expense in the period in which the event or condition that triggers those payments occurs and are included in the line 'General and administrative expenses' in the consolidated statement of profit or loss and other comprehensive income.

Short-term leases and leases of low-value assets

The Group has elected not to recognise right-of-use assets and lease liabilities for leases of low-value assets and short-term leases, including IT equipment. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

The Group presents right-of-use assets in 'property and equipment', and lease liabilities in 'lease liabilities'.

Whenever the Group incurs an obligation for costs to dismantle and remove a leased asset, restore the site on which it is located or restore the underlying asset to the condition required by the terms and conditions of the lease, a provision is recognised and measured under IAS 37. The costs are included in the related right-of-use asset, unless those costs are incurred to produce inventories.

In order to determine the lease term for lease contracts in which the Group is a lessee that include renewal or termination options, judgment is applied to assess the exercise of the respective option (refer to Note 4 for more details).

3. Material accounting policy information continued

3.5 Foreign currencies and operations

Foreign currencies

Transactions in foreign currencies are translated into USD at the exchange rates at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency of the group at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary items that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Foreign currency differences are generally recognised in profit or loss.

Foreign operations

The assets and liabilities of foreign operations and fair value adjustments arising on acquisition are translated into USD at the exchange rates at the reporting date. The income and expenses of foreign operations are translated to USD at the exchange rates at the dates of the transactions.

Foreign currency differences are recognised in other comprehensive income and accumulated in the foreign currency translation reserve.

3.6 Employee benefits

Provision is made for the full amount of end of service indemnity due to employees in accordance with the applicable Labour Law and is based on current remuneration and their period of service at the end of the reporting year.

Short-term employee benefits

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Provision for end of service benefits

The Group's net obligation in respect of long-term employee benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods. That benefit is discounted to determine its present value. Re-measurements are recognised in profit or loss in the period in which they arise.

Share based payment

The Group participates in several share-based payment arrangements established and operated by the Ultimate Parent Company, under which its employees are awarded shares in the Ultimate Parent Company in return for their services to the Group. The Group classifies its share-based compensation programs as equity settled as the Group has no obligation to settle the award on behalf of the Ultimate Parent Company.

The grant date fair value of equity-settled share-based payment arrangements granted to employees is recognised as an expense, with a corresponding increase in the retained earning in equity over the vesting period of the awards. The amount recognised as an expense is adjusted to reflect forfeited awards.

3.7 Property and equipment

Items of property and equipment are measured at cost less accumulated depreciation and any impairment losses. Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Group. All other repairs and maintenance are expensed when incurred. Depreciation is calculated to write off the cost of items of property and equipment less their estimated residual values using the straight-line method over their estimated useful lives, and is generally recognised in profit or loss.

The estimated useful lives of significant items of property and equipment are as follows:

	Years
Buildings	5-10
Leasehold improvements	2-10
Technical equipment and machineries	5
Office equipment and others	4-5
Vehicles fleet	3
Computer and IT equipment	3

Depreciation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

An item of property and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. The gain or loss arising on the disposal or retirement of an asset is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in consolidated statement of profit or loss and other comprehensive income.

3. Material accounting policy information continued

3.8 Capital work in progress

Assets in the course of construction for supply or administrative purposes, or for purposes not yet determined, are carried at cost, less any recognised impairment loss. Cost includes directly attributable costs incurred and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Depreciation of these assets is charged on the same basis as other property and equipment, commences when assets are ready for their intended use.

3.9 Intangible assets

Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses, if any. Amortisation is recognised on a straight-line basis over the estimated useful life of the asset. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses, if any and tested for impairment annually.

The estimated useful lives for the interim period of intangible assets are as follows:

	Years
Goodwill	Indefinite
Licenses and software	2-5
Development costs of internally generated intangible assets	1.5-2
Other intangible assets	2-5

Research and development expenditure on internally generated intangible assets

Expenditure on research activities is recognised in the consolidated interim statement of profit or loss and other comprehensive income as incurred. Development expenditure is capitalized only if the expenditure can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are possible, and the Group intends to and has sufficient resources to complete development and to use the asset. Otherwise, it is recognised in consolidated interim statement of profit or loss and other comprehensive income as incurred. Subsequent to initial recognition, development expenditure is measured at cost less accumulated amortisation and any accumulated impairment losses.

Intangible assets acquired in a business combination

Intangible assets acquired in a business combination and recognised separately from goodwill are recognised initially at their fair value at the acquisition date (which is regarded as their cost).

Subsequent to initial recognition, intangible assets acquired in a business combination are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination.

3.10 Impairment of non-financial assets including goodwill

A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than it carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

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

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

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

3. Material accounting policy information continued

3.10 Impairment of non-financial assets including goodwill continued

Intangible assets, including goodwill, with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

Where an impairment loss on non-financial assets, excluding goodwill, subsequently reverses, the carrying amount of the asset (cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

An impairment loss on goodwill is not subsequently reversed.

3.11 Inventories

Inventories are stated at the lower of cost and net realizable value. Costs of inventories are determined on a weighted average basis. Net realizable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

3.12 Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows discounted at pre-tax rate. When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognised as an asset if it is virtually certain that reimbursement will be received, and the amount of the receivable can be measured reliably.

3.13 Financial instruments

Financial assets

Initial measurement of financial assets

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of financial assets not measured at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of a financial asset measured at fair value through profit or loss are recognised in profit or loss. A trade receivable is initially measured at the transaction price.

Classification of financial assets

The Group classifies financial assets at initial recognition as either financial assets measured at amortized cost, financial assets measured at fair value through other comprehensive income (not applicable at the reporting date), or financial assets measured at fair value through profit or loss (not applicable at the reporting date).

Financial assets measured at amortized cost.

A financial asset that meets both of the following conditions is classified as a financial asset measured at amortized cost:

- The financial asset is held within the Group's business model of which the objective is to hold assets in order to collect contractual cash flows; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial recognition, the carrying amount of the financial asset measured at amortized cost is determined using the effective interest method, net of impairment loss.

Within the Group, such financial assets are represented by cash and cash equivalents and receivables. Cash and bank balances comprise cash on hand and demand deposits and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value.

Trade receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Receivables (including trade and other receivables), bank balances and cash and others are measured at amortised cost using the effective interest method, less any impairment. Trade receivables are typically unsecured and are derived from revenue earned from restaurants and other customers.

3. Material accounting policy information continued

3.13 Financial instruments continued

Financial assets measured at FVOCI

Financial instruments that meet the following conditions are measured subsequently at fair value through other comprehensive income (FVTOCI):

- it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets measured at FVTPL

By default, all other financial assets are measured subsequently at fair value through profit or loss (FVTPL).

Impairment of financial assets

Lifetime ECL represents the expected credit losses that will result from all possible default events over the expected life of a financial instrument. In contrast, 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

Derecognition

The Group derecognises financial assets when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

Financial liabilities and equity

Classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

Financial liabilities

All financial liabilities are measured subsequently at amortised cost using the effective interest method.

However, financial liabilities that arise when a transfer of a financial asset does not qualify for derecognition or when the continuing involvement approach applies, and financial guarantee contracts issued by the Group, are measured in accordance with the specific accounting policies set out below.

Financial liabilities measured subsequently at amortised cost.

Financial liabilities that are not (i) contingent consideration of an acquirer in a business combination, (ii) held for-trading, or (iii) designated as at FVTPL, are measured subsequently at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the amortised cost of a financial liability.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

When the Group exchanges with the existing lender one debt instrument into another one with the substantially different terms, such exchange is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, the Group accounts for substantial modification of terms of an existing liability or part of it as an extinguishment of the original financial liability and the recognition of a new liability. It is assumed that the terms are substantially different if the discounted present value of the cash flows under the new terms, including any fees paid net of any fees received and discounted using the original effective rate is at least 10 per cent different from the discounted present value of the remaining cash flows of the original financial liability. If the modification is not substantial, the difference between: (1) the carrying amount of the liability before the modification; and (2) the present value of the cash flows after modification should be recognised in profit or loss as the modification gain or loss within other gains and losses.

3. Material accounting policy information continued

3.13 Financial instruments continued

Offsetting financial instruments

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

3.14 Income taxes

Current tax

Current tax is the expected tax payable on the taxable income for the period, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years. Current tax also includes any tax arising from dividends. Current tax assets and liabilities are offset only if certain criteria are met.

Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred tax is not recognised for:

- temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss;
- temporary differences related to investments in subsidiaries, associates and joint arrangements to the extent that the Group is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and
- taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date. The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date to recover or settle the carrying amount of its assets and liabilities. Deferred tax assets and liabilities are offset only if certain criteria are met.

3.15 Earnings per share

Basic earnings per share is calculated by dividing the profit from continuing operations attributable to ordinary shareholders by the weighted average number of ordinary shares outstanding during the period.

For diluted earnings per share, the weighted average number of ordinary shares in issue is adjusted to future expected conversion of all dilutive potential ordinary shares. As the Group does not have any dilutive potential, the basic and diluted earnings per share are the same.

3.16 Operating segment

The Group follows the management approach for segment reporting in accordance with IFRS 8 – Operating Segments. Operating segments are determined based on the internal reporting structure used by the Chief Operating Decision Maker (CODM), who is responsible for resource allocation, performance evaluation, and strategic decision-making. In the case of the Group, Executive Management has ultimate decision-making authority and is identified as the CODM for the purposes of IFRS 8.

Segments are identified based on the country level, as profitability and performance assessments are reviewed and conducted at this level. Each country in which the Group operates is considered a separate operating segment, and the internal management reporting structure is organized accordingly.

For aggregation purposes, the Group has considered the geographical characteristics, economic environment, and the risks and characteristics of its business activities. Based on management's analysis, the Gulf Cooperation Council (GCC) region, comprising UAE, Kuwait, Qatar, Bahrain and Oman, is considered a single operating segment due to the similarity in economic characteristics and performance across these countries. The GCC segment constitutes more than 75% of the Group's total revenue and assets.

In contrast, the Non-GCC countries (Egypt, Jordan, and Iraq) do not individually meet the 10% threshold for revenue, assets, or profits. As such, these countries do not qualify as reportable segments, but are disclosed under other segments.

4. Judgements and use of estimates

In the application of the accounting policies, which are described in note 3 to these consolidated financial statements, management is required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

The significant judgements and estimates made by management that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are described below:

4.1 Critical judgements in applying accounting policies

Revenue recognition of commissions from marketplace services

The Group has assessed its role in the provision of food, groceries and other ordering services via its online platforms and concluded that it acts as an agent. This assessment is based on the fact that the Group does not have primary responsibility for fulfilling these orders, does not bear inventory risk, and does not have discretion in setting the prices offered by restaurants or partners. Instead, the Group facilitates transactions between orderer and restaurants or other partners and earns a commission as remuneration for its services.

Revenue recognition of delivery services

The Group exercises judgment in determining whether it acts as a principal or an agent in relation to logistics services not provided by restaurant or quick commerce partners. This assessment considers market demand, operational efficiencies, and the evolving regulatory environment. Given the ongoing adaptation of courier models, the Group evaluates the responsibilities of the parties involved in the delivery process. Based on this assessment, the Group has concluded that it acts as a principal for organizing and providing delivery services through its platforms, as it is primarily responsible for carrying out the delivery and controls the delivery service before it is transferred to the orderer.

Determination of lease term and implicit interest rate

Lease contracts entered into by entities occasionally include extension options. The Group applies judgment on whether exertion of extension options is reasonably certain. The Group also applies judgment in determining the incremental borrowing rate in the lease.

Determining whether activities should be considered research activities or development activities

Activities which have been carried out merely to maintain an existing asset are expensed. The costs of research activities related to development of new features are expensed whereas the costs incurred on activities for development of new features within the platform are capitalized as it is probable that there would be future economic benefits which would be derived from the new features. The management carries out a review on a monthly basis to check the accuracy and completeness of the assets capitalized and cost expensed.

Determination of cash generating unit for goodwill impairment

The Group allocates goodwill acquired in a business combination to each of the cash-generating units (CGUs) or groups of CGUs that are expected to benefit from the synergies of the combination.

For the purposes of impairment testing, the Group exercises judgement to determine the appropriate CGU based on the internal management structure and the operational synergy expected from acquisitions. Each CGU or group of CGUs to which goodwill is allocated must:

- Represent the lowest level within the Group at which the goodwill is monitored for internal management purposes; and
- Not be larger than an operating segment, as defined by IFRS 8 Operating Segments, before aggregation.

As the Group operates an online marketplace across multiple regions, the geographical segment structure forms the basis for CGU identification. Specifically, the Group considers countries as its segments prior to aggregation.

Goodwill arising from the acquisition of a business in the UAE was allocated to Talabat UAE, as the integration of customers into the platform generated synergies that were primarily realised in this market. Similarly, goodwill related to the acquisition in Kuwait was allocated to Talabat Kuwait, as the synergies were realised in this market. Both goodwill amounts were tested for impairment using the “value in use” cash flows specific to each market.

4. Judgements and use of estimates continued

4.1 Critical judgements in applying accounting policies continued

Given the synergies obtained in the UAE and Kuwait markets related to the historical acquisitions, goodwill has been allocated to these countries, as the benefits of the acquisition were realised primarily in these markets. Consequently, the UAE and Kuwait are considered distinct CGUs for the purpose of goodwill allocation and impairment testing, consistent with the internal management reporting structure and segment aggregation under IFRS 8.

Determining operating segments for reporting

The determination of operating segments and the subsequent aggregation of those segments requires significant management judgement. The Group's Executive Management assesses the disclosure of information that enables users of the Group's interim financial statements to evaluate the nature and financial effects of the business activities in which it engages and the economic environment in which it operates including economic characteristics, risks, regulatory environment and performance across various geographical locations to determine the most appropriate basis for segment reporting.

While each country is treated as a separate operating segment based on the Group's internal reporting structure, judgement is applied in aggregating countries with similar economic environments. The GCC region (UAE, Kuwait, Qatar, Bahrain, and Oman) has been identified as a single operating segment due to the similar economic characteristics shared by these countries. These factors include shared market conditions, consumer behaviour, and business practices within the region, resulting in homogeneous economic results for the Group.

Management has also considered the investment decisions of users of the financial statements, who have recently evaluated the nature and financial effects of the business activities at the aggregated level. This supports the decision to present the GCC segment as a single reportable segment under IFRS 8, while the Non-GCC countries are aggregated due to their individual insignificance in meeting the reportable segment thresholds.

4.2 Assumptions and estimation uncertainty

Goodwill impairment testing

Determination of a CGU's recoverable amount for the purpose of impairment testing requires assumptions and estimates, in particular on the Weighted Average Cost of Capital (WACC), future development of EBITDA and revenue growth per annum over the planning period. While management believes that the assumptions and estimates used are appropriate, any unforeseeable changes to these assumptions could affect the Group's financial position and financial performance.

Determining whether the conditions for recognising an internally generated intangible asset are met requires assumptions about future market conditions, customer demand, and other developments.

Following conditions are considered for recognising an intangible asset:

a) Technical feasibility of completing the intangible asset so that it will be available for the use or sale;
b) The Group has intention to complete the asset and ability to use the asset;
c) Asset will generate future probable economic benefits;
d) The Group has availability of resource to complete and use the asset; and
e) Expenditure for development can be measured reliably.

All costs incurred are reviewed and any assumptions relating to future market conditions, customer demand and other developments are considered before determining if the cost is to be recognised as an intangible asset.

Direct and indirect costs to develop an asset are identifiable and those costs cannot be avoided as they are necessary to the completion of it. The management carries out a feasibility study and acquires all necessary approvals internally before incurring a particular cost.

Amortisation of intangible assets with finite useful lives

The determination of the useful lives of intangible assets with finite useful lives requires the use of assumptions and estimates, which serve as the basis for calculating the appropriate amortisation charge. These useful lives are regularly reviewed by the Group management and adjusted when necessary to reflect any changes in circumstances or new information.

Useful lives of property and equipment

Property and equipment is depreciated over its estimated useful life, which is based on expected usage of the asset and expected physical wear and tear which depends on operational factors. The management has not considered any residual value as it is deemed immaterial.

Impairment of financial assets

The loss allowances for financial assets are based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's past history, existing market conditions as well as forward looking estimates at the end of each reporting period. Details of the key assumptions and inputs used are disclosed in the relevant notes to the consolidated financial statements.

5. Property and equipment

	Buildings and leasehold improvements USD	Technical equipment and machineries USD	Office equipment and others USD	Vehicle fleet USD	Computers and IT equipment USD	Capital work in progress USD	Total USD
Cost							
Acquisition through business combination (Note 33)	160,297,124	28,968,486	20,999,326	22,424,766	14,541,487	6,489,930	253,721,119
Additions	13,779,744	1,762,934	486,046	–	944,365	4,363,784	21,336,873
Reclassifications	1,242,476	113,689	1,398,197	30,851	97,438	(2,882,651)	–
Disposals/write off	–	(87,466)	(27,274)	(831,580)	(50,019)	(231,853)	(1,228,192)
Termination of leases (Note 27)	(4,338,887)	–	–	–	–	–	(4,338,887)
Translation differences	(1,677,398)	(372,721)	(285,444)	(38,097)	(174,289)	(58,947)	(2,606,896)
As at 31 December 2024	**169,303,059**	**30,384,922**	**22,570,851**	**21,585,940**	**15,358,982**	**7,680,263**	**266,884,017**
Accumulated depreciation:							
Acquisition through business combination (Note 33)	(50,750,277)	(19,584,972)	(12,418,002)	(11,864,357)	(10,679,825)	–	(105,297,433)
Depreciation (a)	(7,550,992)	(1,360,367)	(765,325)	(785,166)	(693,901)	–	(11,155,751)
Disposals/write off	–	22,511	10,625	831,580	20,342	–	885,058
Termination of leases (Note 27)	2,409,576	–	–	–	–	–	2,409,576
Translation differences	454,724	188,036	135,495	33,447	104,542	–	916,244
As at 31 December 2024	**(55,436,969)**	**(20,734,792)**	**(13,037,207)**	**(11,784,496)**	**(11,248,842)**	**–**	**(112,242,306)**
Carrying amount as at 31 December 2024	**113,866,090**	**9,650,130**	**9,533,644**	**9,801,444**	**4,110,140**	**7,680,263**	**154,641,711**

(a) Depreciation has been apportioned as follows in the consolidated interim statement of profit or loss and other comprehensive income:

	2024 USD
Cost of sales	(831,436)
General administrative expense	(10,324,315)
	(11,155,751)

6. Intangible assets and goodwill

	Goodwill USD	Licenses USD	Software USD	Development costs of internally generated intangible assets USD	Other intangible assets USD	Total USD
Cost						
Acquisition through business combination (Note 33)	302,309,699	280,344	1,501,108	18,216,070	8,948,887	331,256,108
Additions	–	–	4,938	1,813,879	–	1,818,817
Reclassifications	–	–	–	8,940,905	(8,940,905)	–
Translation differences	–	(2,636)	(13,846)	(83,546)	(5,480)	(105,508)
As at 31 December 2024	**302,309,699**	**277,708**	**1,492,200**	**28,887,308**	**2,502**	**332,969,417**
Accumulated depreciation:						
Acquisition through business combination (Note 33)	–	(280,344)	(1,271,789)	(11,880,522)	–	(13,432,655)
Amortisation (a)	–	–	(54,531)	(1,160,040)	–	(1,214,571)
Translation differences	–	2,636	15,295	17,080	–	35,011
As at 31 December 2024	**–**	**(277,708)**	**(1,311,025)**	**(13,023,482)**	**–**	**(14,612,215)**
Carrying amount as at 31 December 2024	**302,309,699**	**–**	**181,175**	**15,863,826**	**2,502**	**318,357,202**

(a) Amortisation has been apportioned as follows in the consolidated interim statement of profit or loss and other comprehensive income:

	2024 USD
General administrative expense	(1,214,571)

6. Intangible assets and goodwill continued

Goodwill background

Impairment testing for CGUs containing goodwill

For the purpose of impairment testing, following goodwill has been allocated to the Group's CGUs.

	2024 USD
Talabat UAE	209,055,619
Talabat Kuwait	93,254,080
	302,309,699

In line with the requirements of IAS 36, the Group conducted annual impairment testing for both of the above allocated Goodwill. Based on the management's assessment, the recoverable amount was assessed as being higher than its carrying value, accordingly no impairment was recognised at the reporting date.

The value in use was calculated by applying the discounted cash flow method. The basis for determining the expected future cash flow is a detailed planning period of five years for the free cash flows.

The following table shows the range of key assumptions of Talabat UAE and Talabat Kuwait for 2024:

	2024 %
Revenue growth p. a. in planning period (CAGR)	14-16
EBITDA margin in planning period	20-21
Terminal value revenue growth	1
EBITDA margin after end of planning period	17-20
Discount rate in planning period/WACC (post tax)	12

For calculating EBITDA and revenue budgets, the process is based on a structured bottom-up approach that is carried out once a year. The overall process is directed by regional management via top-down target-setting in the form of specific KPIs. The respective local management then prepares the budget and adjusts it in an iterative process together with regional management. The business plan is prepared by regional management.

Local management teams use cohort models for revenue planning. The cohort models analyse the past order behaviour of (local) end customers and apply statistical methods to forecast the future behaviour of existing end customers. Future revenue from new end customers is derived from the planned marketing expenses and the development of estimated acquisition costs per new end customer. The key inputs of the cohort models include the customer retention/reorder rate, customer activity rate, average order size, and commission rates.

The discount rate was a post-tax measure estimated based on the historical industry weighted average cost of capital.

As part of the impairment testing in 2024, a sensitivity analysis was conducted with regard to the headroom. Management noted that any reasonably possible change (+/- 5%) in the key assumptions shown above will not lead to a situation where the carrying value of the cash generating unit exceeds its value in use.

7. Trade and other receivables

	2024 USD
Trade receivables	31,642,686
Receivable from riders	12,924,050
Gross trade receivables	**44,566,736**
Less: Allowance for expected credit loss (Note 30)	(10,144,921)
Net trade receivables	**34,421,815**
Receivable from payment service providers (a)	52,723,715
Prepayments	26,132,787
Deposits	6,765,800
Loans to employees	656,100
Other receivables	18,472,902
Total	**139,173,119**
there of non-current	**6,090,950**
there of current	**133,082,169**

7. Trade and other receivables continued

Information about the Group's exposure to credit and market risks, and impairment losses for trade receivables and other receivables is included in Note 30.

(a) As an online delivery service platform, a significant portion of the Group's Gross Merchandise Value (GMV) is collected through online payments made via debit and credit cards, reflecting the Group's high level of online penetration. The Group typically receive funds from its payment service providers and payment gateways within one to two days (T+1 or T+2) depending on the country of operation. These accumulated balances are subsequently settled and distributed to the Group's restaurant partners following the clearing of funds from payment service providers usually on a weekly basis, depending on the specific country of operation.

There is no history of default of these receivables and hence no expected credit loss provision was considered.

Movement in provision for expected credit loss of trade receivables, receivable from riders and other receivables is as follows:

	2024 USD
Acquisition through business combination	(7,949,445)
Charge during the period (Note 21)	(3,097,431)
Utilized during the period	894,993
Translation differences	6,962
Balance as at 31 December 2024	**(10,144,921)**

8. Inventories

	2024 USD
Trading inventories	39,771,744
Rider equipment	2,296,726
Others	563,548
Total	**42,632,018**

9. Related party transactions and balances

The Group enters into transactions with companies and entities that fall within the definition of a related party as contained in IAS 24 Related Party Disclosures. Related parties comprise companies and entities under common ownership and/or common control, key management personnel and shareholders. The management decides on the terms and conditions of the transactions and services received/rendered from/to related parties as well as on other charges.

Balance included in the consolidated statement of financial position as of 31 December 2024:

	Ultimate Parent Company USD	Companies Under Common Control USD	Total USD
Due from related parties[(a)]	20,947,803	474,650	21,422,453
Due to related parties[(a)]	15,128,991	21,381,630	36,510,621

(a) Due to and from related parties are priced at a mutually agreed terms and are to be settled in cash within 12 months of the reporting date. None of these balances are secured. No exposure has been recognised in the current year for bad or doubtful debts in respect of amounts owed by related parties.

Transactions included in the consolidated statement of profit or loss and other comprehensive income for the period since inception on 3 September 2024 till 31 December 2024:

	Ultimate Parent Company USD	Companies Under Common Control	Associate Company USD	Total USD
Other income from service allocation (Note 20)	5,907,589	1,720,158	–	7,627,747
Shared group cost charges (Note 21)	1,299,769	(24,380,630)	–	(23,080,861)
Delivery costs*	–	–	(6,305,176)	(6,305,176)

Transactions with related parties are priced at a mutually agreed terms and are in normal course of business.

* Transactions include the logistic services provided by Zone elite investment LLC (Associate) to group subsidiaries in the UAE amounting USD 6,305,167 for the period. At 31 December 2024 the liability to Zone elite investment LLC (Associate) amounted to USD 1,826,803. The Group has significant influence over the associate however, as of 31 December 2024 and 30 September 2024 management assessed that the investment in associate was not recoverable and accordingly, was recognised at Nil value.

9. Related party transactions and balances continued

Compensation of key management personnel

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

	USD
Short-term benefits	1,595,292
Share based compensation	1,478,824
Employees' end of service benefits	98,265
Total	**3,172,381**

The above shows the compensation received by key management personnel (Executive Management Team & Senior Management) who were actively engaged with the Group throughout the fiscal period.

10. Cash and cash equivalents

	2024 USD
Cash at banks[(a)]	416,884,612
Cash in hand	1,752,865
Total	**418,637,477**

(a) The Group's cash at bank are amounting to USD 416,884,612 at 31 December 2024. These are held with financial institutions, which are rated AA- to AA+, based on S&P Global Ratings. Impairment on cash at bank has been measured on a 12-month expected loss basis and reflects the short maturities of the exposures. The group considers that these have low credit risk based on the external credit ratings of the counterparties.

11. Share capital

	2024 Ordinary shares	2024 USD
Issued for cash (refer i below)	100	100
Issued in business combination (refer ii below)	253,649,900	253,649,900
In issue at 31 December – fully paid	253,650,000	253,650,000
Nominal value per share before stock split	1	1
Shares re-denomination from USD to AED	**Ordinary shares**	**AED**
Issued for cash (refer i below)	1	0.04
Ordinary shares issued after stock split (refer iii below)	23,288,240,625	931,529,625

i) On incorporation in the Abu Dhabi Global Market ("ADGM") on 3 September 2024, the company issued 100 ordinary shares with a nominal value of USD 1.00 each, which were fully subscribed by the Parent Company.

ii) On 26 September 2024, the Company issued 178,040,951 ordinary shares with a nominal value of USD 1.00 each to the Parent in connection with the transfer of Delivery Hero FZ LLC to the Company. This increased the Company's share capital to USD 178,041,051 consisting of 1.00 ordinary shares of USD 1.00 each.

Additionally, 75,608,949 ordinary shares with a nominal value of USD 1.00 each were issued to the Parent Company in connection with the transfer of certain subsidiaries to Delivery Hero FZ LLC. Following this issuance, the Company's share capital increased to USD 253,650,000 consisting of ordinary shares of USD 1.00 each.

iii) On 9 October 2024, Shares were re-denominated from USD to AED, accordingly the registered share capital of the Company was changed to AED 931,529,625 (USD 253,650,000). Furthermore, the nominal value of each share was also changed from USD 1 to AED 0.04 and accordingly the Company re-issued 23,288,240,625 ordinary shares of AED 0.04 each (USD 0.01).

12. Trade and other payables

	2024 USD
Liabilities to restaurants	103,216,998
Liabilities for outstanding invoices	109,816,990
Trade payables	110,087,286
Liabilities to riders	218,247
Staff related accruals	38,497,985
Other payables	29,166,568
Total	**391,004,074**
thereof non-current	**966,622**
thereof current	**390,037,452**

The Group has financial risk management policies in place to ensure that all payables are paid within the credit timeframe.

13. Lease liabilities

The movement in the lease liabilities is as follows:

	2024 USD
Acquisition through business combination (Note 33)	92,490,561
Additions	12,964,167
Related to early termination of right-of-use assets	(1,929,311)
Interest expense (Note 22)	1,432,182
Lease payments	(7,142,190)
Translation difference	(1,285,869)
As at 31 December 2024	**96,529,540**
thereof non-current	**76,131,392**
thereof current	**20,398,148**

During the period, the Group derecognised lease liabilities amounting to USD 1,929,311 as a result of termination of lease contracts prior to the end of the lease term. Lease liabilities are monitored within the Group's treasury function.

Amounts recognised in profit or loss

	2024 USD
Interest expense on lease liabilities	1,432,182
Depreciation on right-of-use assets (Note 27)	6,488,608
Short term and low value leases (Note 19)	264,013

Amounts recognised in statement of cash flow

	2024 USD
Payment of principal portion lease liabilities	5,710,008
Payments of interest on lease liabilities	1,432,182

14. Employees' end of service benefits

	2024 USD
Acquisition through business combination (Note 33)	17,786,656
Charge for the year	1,898,901
Payments during the year	(732,056)
Translation difference	(23,919)
As at 31 December 2024	**18,929,582**

Principal assumptions used in determining benefit obligations for the Company are shown below:

	2024
Discount rate	4.75%-7.93%
Salary increase rate	3%
Normal retirement age (years)	60

	2024 USD
Current service cost	2,109,022
Finance cost	227,746

The expected maturity analysis of undiscounted employee benefits obligations is as follows:

Less than 1 year	3,650,304
Between 1 – 5 years	9,005,581
Over 5 years	6,615,524

14. Employees' end of service benefits continued

A quantitative sensitivity analysis for significant assumptions on the defined benefit obligation as at 31 December 2024 is, as shown below:

	Impact on defined benefit obligation
Discount rate:	
0.1% increase	(888,004)
0.1% decrease	985,266
Salary increase rate:	
0.1% increase	1,086,826
0.1% decrease	(995,782)

The sensitivity analyses above have been determined based on a method that extrapolates the impact on the defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period. The sensitivity analyses are based on a change in a significant assumption, keeping all other assumptions constant. The sensitivity analysis may not be representative of an actual change in the defined benefit obligation as it is unlikely that changes in assumptions would occur in isolation of one another.

15. Revenue

	For the period ended 31 December 2024 USD
Commission fees	290,787,842
Delivery fees	160,717,059
Advertising and listing fees	66,169,147
Service fees	30,262,859
Subscription fees	9,728,074
Other direct income	265,013,936
Less:	
– Vouchers	(14,297,092)
– Other revenue reduction	(7,112,995)
Total	**801,268,830**

Timing of revenue recognition

	2024 USD
Revenue recognised at point in time	725,371,609
Revenue recognised over time	75,897,221
	801,268,830

The following table provides information about receivables and payables from contract with customers.

	2024 USD
Receivables included in "trade receivables" (Note 7)	44,566,736
Payables to restaurants included in "trade and other payables" (Note 12)	103,216,998

16. Cost of sales

	For the period ended 31 December 2024 USD
Delivery expenses	(315,301,219)
Order processing cost	(36,551,546)
Other direct cost*	(194,388,247)
Total	**(546,241,012)**

* Other direct costs include costs of groceries, payment service providers, other overheads and salaries and other benefits of staff that are directly related to the generation of revenue.

17. Marketing Expenses

	For the period ended 31 December 2024 USD
Restaurant acquisition[a]	(16,491,030)
Customer acquisition[b]	(13,749,610)
Other marketing expenses[c]	(6,741,031)
Total	**(36,981,671)**

(a) Restaurant acquisition costs relate to general support to restaurants' sales.
(b) Customer acquisition costs include television, radio, offline marketing, search engine marketing (SEM) and other costs related to social media, display, and mobile marketing.
(c) Other marketing expenses mainly include personnel costs for salaries and wages, expenses for influencers, vendor branding, marketing tools and research and sponsorships costs.

18. IT Expenses

	For the period ended 31 December 2024 USD
Personnel expenses	(15,583,778)
Other non-personnel IT expenses	(1,469,343)
Total	**(17,053,121)**

IT expenses are primarily associated with research focusing on platform and product innovation.

19. General administrative expenses

	For the period ended 31 December 2024 USD
Personnel expenses	(20,993,948)
Share-based compensation (Note 26)	(5,793,284)
Depreciation and amortisation	(11,538,886)
Consulting and professional services	(2,450,735)
Other (non-income) taxes	(750,113)
Other office expenses	(2,193,920)
Travel expenses	(719,784)
Insurances	(376,347)
Telecommunications	(681,545)
Other HR and recruiting costs	(276,890)
Bank charges	(425,753)
Rent and lease expenses (Note 13)	(264,013)
Miscellaneous	(2,879,325)
Total	**(49,344,543)**

20. Other income

	For the period ended 31 December 2024 USD
Other income from service allocation (Note 9)	7,627,747
Gains on disposal of property and equipment	477,999
Total	**8,105,746**

21. Other expenses and impairment

	For the period ended 31 December 2024 USD
Shared group cost[(a)]	(23,080,861)
Other expenses	(2,470,136)
Provision for expected credit loss (Note 7)	(3,097,431)
Total	**(28,648,428)**

(a) Shared group cost mainly represents charges in relation to the use of global services, as disclosed in note 9.

22. Net finance income

	For the period ended 31 December 2024 USD
Interest income	1,993,822
Interest expense on lease liabilities (Note 13)	(1,432,182)
Total	**561,640**

23. Income tax credit, net

23.1 Income tax recognised in profit or loss

	For the period ended 31 December 2024 USD
Current tax	
Current tax expense for the current period	(10,326,845)
Deferred tax	
Recognition of previously unrecognized deductible temporary differences	12,967,733
Recognition of previously unrecognized tax losses	2,724,930
Total deferred tax credit recognised	**15,692,663**
Total income tax credit during the period	**5,365,818**

23.2 Reconciliation of effective tax rate

	For the period ended 31 December 2024 USD
Profit before tax (A)	132,552,719
Tax at the Company's domestic rate of 9%	(11,929,745)
Effect of tax rates in foreign jurisdictions	3,947,400
Withholding taxes	(2,344,500)
Deferred income taxes	15,692,663
Total tax expense (B)	5,365,818
Effective tax rate (B/A)	**(4.05%)**

23. Income tax continued

23.3 Movement in deferred tax asset

The Group has recognized a deferred tax asset related to temporary differences arising from unrealised foreign exchange losses. These losses are expected to be realised in the foreseeable future.

	2024 USD
Recognised during the period	15,692,663
Adjusted against tax charge for the period	(2,467,964)
Translation differences	(1,221,540)
Total deferred tax assets As at 31 December 2024	**12,003,159**

Recent changes in tax laws in the markets where the Group operates

On 9 December 2022, the UAE Ministry of Finance released Federal Decree-Law No 47 of 2022 on the Taxation of Corporations and Businesses, Corporate Tax Law ('CT Law') to enact a new CT regime in the UAE.

The new CT regime has become effective for accounting periods beginning on or after 1 June 2023. The taxable income of the entities that are in scope for UAE CT purposes is subject to 9% CT rate.

On 23 May 2023, the International Accounting Standards Board (IASB) issued amendments to IAS 12 'Income taxes' introducing a mandatory temporary exception to the requirements of IAS 12 under which an entity does not recognise or disclose information about deferred tax assets and liabilities related to the Pillar Two rules. In line with IAS 12 (as amended), the Group has applied the exception with regards to recognizing and disclosing information about deferred tax assets and liabilities related to Pillar Two income taxes.

Domestic Minimum Top-Up Tax

Bahrain has enacted the Domestic Minimum Top-up Tax (DMTT) at 15% rate for multinational enterprises (MNEs), effective from 1 January 2025.

Subsequent to the year end, UAE has also enacted the Domestic Minimum Top-up Tax (DMTT) at 15% rate for multinational enterprises (MNEs), effective from 1 January 2025.

Additionally, Kuwait and Qatar (current tax of 10%) have announced the introduction of a Domestic Minimum Top-up Tax (DMTT) at 15%, which shall take effect for financial years starting on or after 1 January 2025.

The Group is currently assessing the potential impact on its consolidated financial statements for the period beginning 1 January 2025 onwards.

24. Earnings per share

	For the period ended 31 December 2024 USD
Net profit for the period	137,918,537
Weighted average number of shares outstanding at the end of the period: *	
– Effect of shares issued at inception	1,760
– Effect of shares issued related to business combination in September 2024	18,824,661,172
Total	**18,824,662,932**
Basic and diluted earning per share	**0.01**

* Weighted average number of shares have been adjusted for stock split (refer note 11).

25. Contingent liabilities and guarantees

During the period, one of the Group entities entered a contract for the construction of a solar energy project. As a part of the contractual obligations, the entity issued a performance guarantee in favour of the service provider. The service provider has acquired two plots of land for the project, with the legal titles of these plots held in the name of the entity. As at 31 December 2024, the total contract value amounted to USD 1,927,543.

Except for the ongoing business obligations which are under normal course of business, there has been no other known capital commitment on Group's financial statements as at reporting date. As at 31 December 2024, in addition to the above, the outstanding bank guarantees issued on behalf of the certain Group entities amounted to USD 7,684,222.

26. Share based payments

The Ultimate Parent Company has been operating share-based payment programs since 2011. As at 31 December 2024, the Group is participating in the following share-based payment arrangements managed by the Ultimate Parent Company.

26. Share based payments continued

26.1 Long-term incentive plan

Terms and conditions

Ultimate Parent Company is operating a long-term incentive plan (LTIP) consisting of two types of awards: Restricted Stock Plan (RSP) and Stock Option Program (SOP). Eligible participants are the management board, managing directors of certain subsidiaries, other members of the management, as well as certain employees. The Ultimate Parent Company commits to award restricted stock units (RSUs) and stock options based of a certain fixed euro amount per year-over-the year for four years. The award consists of individual annual tranches that are awarded to the participants in a single award agreement in year one.

Measurement of fair values

The grant date fair value of the awards is a contractually fixed euro value. The instruments are vested in instalments over the one year or quarterly vesting period, based on the contract with employees. As a result, the total cost recognised each year will be different over the vesting period, which will result in recognition of a higher proportion of cost in the early years of the overall plan. Additionally, the stock options also have a non-market based performance condition which the Ultimate Parent Company is expected to meet.

	2024		
	Number of options	Weighted average exercise price EURO	Number of RSUs
Outstanding as at September 30	**254,883**	**53.28**	**903,294**
Granted during the period*	–	–	37,200
Forfeited during the period	–	–	(24,203)
Exercised/released during the period	–	–	(206,410)
Outstanding as at 31 December	**254,883**	**53.28**	**709,881**

* Reflects number of options and shares fixed at the reporting date.

The options outstanding as at December 31, 2024 had strike prices between Euro 28.68 and Euro 122.14 respectively and a weighted average remaining contractual life of 24 months. The plan contributed USD 5,255,055 of expenses in 2024.

26.2 Hero Grant

Terms and conditions

Since 2020, the Hero Grant is issued as a one-time grant with different amounts to certain employees of the Group for various reasons (e.g. a substitute for discretionary bonus payments). Under this program, the Ultimate Parent Company committed itself to issue RSUs on the basis of a certain euro amount. The Hero Grant is usually subject to a twelve-month vesting and cliff period; in certain cases, up to two periods respectively.

Measurement of fair values

The grant date fair value of the awards is the contractually fixed euro value. Such fair value does not incorporate dividend expectations. A total of 37,200 RSUs were granted in 2024. The plan contributed USD 538,229 of expenses in 2024.

27. Right-of-use assets

The movement in the right-of-use assets balance, included in property and equipment (Note 5), during the period is as follows:

	Buildings and leasehold improvements USD	Technical equipment and machineries USD	Vehicle fleet USD	Total USD
Cost				
Acquisition through business combination	112,715,758	469,156	16,449,474	129,634,388
Additions	12,964,167	–	–	12,964,167
Termination of leases (Note 5)	(4,338,887)	–	–	(4,338,887)
Translation differences	(1,591,319)	–	(24,780)	(1,616,099)
As at 31 December 2024	**119,749,719**	**469,156**	**16,424,694**	**136,643,569**
Accumulated depreciation:				
Acquisition through business combination	(36,439,868)	(57,316)	(6,453,476)	(42,950,660)
Depreciation	(5,700,448)	(58,643)	(729,517)	(6,488,608)
Termination of leases (Note 5)	2,409,576	–	–	2,409,576
Translation differences	662,032	–	23,913	685,945
As at 31 December 2024	**(39,068,708)**	**(115,959)**	**(7,159,080)**	**(46,343,747)**
Carrying amount as at 31 December 2024	**80,681,011**	**353,197**	**9,265,614**	**90,299,822**

28. Dividend

Subsequent to the end of the reporting period, the Board of Directors announced the Company's intention to declare dividends to the shareholders amounting to USD 110 million (USD 0.005 per share) in respect of the financial results of the fourth quarter of 2024. The proposed dividend is subject to approval of the shareholders at the annual general assembly meeting.

29. Operating segment plan

A segment is a separate and distinct unit of the Group's engagement in business activities that result in recognition of revenues or expenses. Operating segments are disclosed on the basis of internal reports reviewed by the Executive Management, who is the Chief Operating Decision Maker (CODM), and responsible for resource allocation, performance evaluation, and strategic decision making on operational segments. Operating segments with similar geographical characteristics, economic characteristics, products, services, and similar customer categories are required to be aggregated and recorded where possible as units to be reported.

The Executive Management reviews the internal management reports of each division at least monthly.

a) Basis for segmentation

The Group has identified a Country as a segment. This segment is derived based on their geographical location or region which is the key consideration by CODM for evaluating performance, making strategic decisions and allocating resources.

The following table describes, in more detail, about the segment and the countries included therein:

Reportable Segment	Details
Gulf Cooperation Council ("GCC") region	The GCC segment comprises countries where the Group currently operates its business and offers its products and services, including Kuwait, the United Arab Emirates, Oman, Qatar, and Bahrain. Management has assessed that aggregating the disclosure of information for the GCC segment enables users of the Group's interim financial statements to evaluate the nature and financial effects of its business activities within this region. The operations in these countries share similar economic characteristics, including market conditions, consumer behaviour, and business practices. Based on this assessment, management has concluded that these countries qualify for aggregation into a single reportable segment.

Reportable segment and other segments generate revenue mainly from online marketplace services, separately charged delivery fees, orders placed in the Group's delivery-only stores and advertising services, as well as subscription fees, service fees and, in certain cases, separately charged payment fees.

b) Segment financial information and reconciliation of segment information

The revenue with external customers reported to the CODM generally equals the measurement of the revenue recognised in the consolidated interim statement of profit and loss and other comprehensive income with the following exceptions:

i) inter-segment elimination – these mainly include inter-segment recharge for logistic and other services. The intersegment revenue is eliminated to derive the total segment revenue.

ii) reconciliation effects – these mainly include adjustments to other direct income for on demand riders' revenue, for which Group is a principal and revenue is presented on gross basis whereas for management reporting purpose such revenue is netted of against its related cost.

Financial results of the segments are presented below:

31 December 2024	GCC USD	Other segments USD	Reported USD
External revenue	679,320,500	145,984,341	825,304,841
Inter segment elimination	(567,809)	(783,231)	(1,351,040)
Segment Revenue after elimination	678,752,691	145,201,110	823,953,801
Reconciliation effects	(1,255,953)	(18,930)	(1,274,883)
Vouchers and other revenue deductions	(15,051,232)	(6,358,856)	(21,410,088)
Revenue	662,445,506	138,823,324	801,268,830
Gross Profit	227,421,345	27,606,473	255,027,818
Profit before income taxes	129,144,410	3,408,309	132,552,719
Net Profit	122,090,189	15,828,348	137,918,537
Depreciation and amortisation	(10,498,482)	(1,871,840)	(12,370,322)

Segment Assets and Liabilities

	Assets USD	Liabilities USD
GCC	1,307,322,447	564,305,523
Other segments	161,669,593	366,287,503
Inter segment elimination	(362,124,901)	(362,124,901)
Total	**1,106,867,139**	**568,468,125**

29. Operating segment continued

c) Information about geographical area

The tables below shows the revenue and non-current assets for material countries in the group:

I. Revenue

	For the period ended 31 December 2024 USD
United Arab Emirates	278,607,163
Kuwait	211,510,474
Qatar	87,809,431
Others	223,341,762
	801,268,830

II. Non-Current assets

	2024 USD
United Arab Emirates	406,844,420
Others	66,154,493
	472,998,913

Non Current assets do not include Deferred tax assets.

A country is considered material if it is representative of >10 % of the respective metric.

30. Financial instruments/financial risk management

Risk management framework

The Group's management has overall responsibility for the establishment and oversight of the Group's risk management framework. The Group's management is responsible for developing and monitoring the Group's risk management policies.

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.

Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Group's trade and other receivables. The carrying amounts of financial assets represent the maximum credit exposure.

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. As at 31 December 2024, the Group's maximum exposure to credit risk without taking into account any collateral held or other credit enhancements, which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties and financial guarantees provided by the Group arises from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position.

Exposure to credit risk

	Note	2024 USD
Trade and other receivables		94,567,429
Cash at bank	10	416,884,612
Due from related parties	9	21,422,453
		532,874,494

The Group held cash at bank and short term deposit balances of USD 416,884,612 as at 31 December 2024. The cash and cash bank balances are held with bank and financial institution counterparties, which are rated AA- to AA+, based on S&P Global Ratings.

30. Financial instruments/financial risk management continued

Credit risk continued

Expected credit loss for receivables

The following table provides information about the exposure to credit risk and ECL for trade and other receivables:

	Weighted average loss rate	Gross carrying amount USD	Loss allowance USD
December 31, 2024			
Current	13.90%	37,546,795	(5,218,057)
1-30 Days	63.00%	1,062,399	(669,336)
31-60 Days	96.29%	3,918,255	(3,773,053)
61-90 Days	20.97%	896,812	(188,034)
91-120 Days	25.17%	936,368	(235,640)
120-180	29.50%	206,107	(60,801)
Above 180 days		–	–
Total		**44,566,736**	**(10,144,921)**

Loss rates are based on actual credit loss experience over the past three years. These rates are multiplied by scalar factors to reflect differences between economic conditions during the period over which the historical data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the receivables.

In order to minimise credit risk, the Group has tasked its management to develop and maintain the Group's credit risk gradings to categories exposures according to their degree of risk of default. The credit rating information is supplied by independent rating agencies where available and, if not available, management uses other publicly available financial information and the Group's own trading records to rate its major customers and other debtors. The Group's exposure and the credit ratings of its counterparties are continuously monitored and the aggregate value of transactions concluded is spread amongst approved counterparties.

Due from related parties

Based on management's assessment, amounts due from related parties are not considered to be credit-impaired as at 31 December 2024.

Liquidity risk

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

The following table summaries the maturity profile of the Group's financial instruments. The contractual maturities of the financial instruments have been determined on the basis of the remaining period at the statement of financial position date to the contractual maturity date. The maturity profile is monitored by management to ensure adequate liquidity is maintained.

The maturity profile of the assets and liabilities at the statement of financial position date based on contractual repayment arrangements was as follows:

		Contractual Cash flows			
	Carrying amount USD	Total USD	Less than one year USD	One to five years USD	More than five years USD
31 December 2024					
Trade and other payables (excluding advance from customer and unearned income)	323,339,521	323,339,521	323,339,521	–	–
Due to related parties	36,510,621	36,510,621	36,510,621	–	–
Lease liabilities	96,529,540	166,248,316	91,956,969	58,359,987	15,931,360
Total	**456,379,682**	**526,098,458**	**451,807,111**	**58,359,987**	**15,931,360**

Market risk

Market risk is the risk that changes in market prices – e.g., foreign exchange rates, interest rates and equity prices – will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

Currency risk

The Company's exposure to foreign exchange risk is limited, as a significant proportion of the foreign currency transactions, monetary assets and liabilities are in the currencies which are pegged to the US Dollar and have minimal exchange rate impact.

30. Financial instruments/financial risk management continued

Market risk continued

The Reporting Entity is exposed to currency risk due to mismatches between the currencies in which sales, purchases, and borrowings are denominated and the functional currencies of Group entities. The functional currencies of Group companies are primarily the UAE Dirham (AED), Saudi Arabia Riyal (SAR), Jordanian Dinar (JOD), Kuwaiti Dinar (KWD), Egyptian Pound (EGP), Omani Rial (OMR), Bahraini Dinar (BHD), Iraqi Dinar (IQD) and Qatari Riyal (QRY).

	2024		
	Assets	Liabilities	Net Assets
EUR	77,965,483	79,877,713	(1,912,230)
IQD	57,546,363	–	57,546,363
BHD	109,505,212	376,233	109,128,979
EGP	60,786,814	–	60,786,814
JOD	106,573,214	–	106,573,214
KWD	206,407,614	9,474,098	196,933,516
OMR	24,934,818	–	24,934,818
QAR	89,436,886	–	89,436,886
SAR	1,814,134	–	1,814,134

The following significant exchange rates were applied:

	Average rate 2024	Closing rate 2024
EUR	0.79	0.97
IQD	1,310.00	1,310.00
BHD	0.38	0.38
EGP	50.59	50.84
JOD	0.71	0.71
KWD	0.31	0.31
OMR	0.39	0.39
QAR	3.65	3.65
SAR	3.76	3.76

Sensitivity analysis

The Reporting Entity's exposure to foreign currency risk for a reasonably possible change of 1% fluctuation in foreign currencies is as follows:

	Strengthening		Weakening	
2024	Equity USD	Profit USD	Equity USD	Profit USD
EUR	(19,122)	(19,122)	19,122	19,122
IQD	575,464	575,464	(575,464)	(575,464)
BHD	1,091,290	1,091,290	(1,091,290)	(1,091,290)
EGP	6,078,681	6,078,681	(6,078,681)	(6,078,681)
JOD	1,065,732	1,065,732	(1,065,732)	(1,065,732)
KWD	1,969,335	1,969,335	(1,969,335)	(1,969,335)
OMR	249,348	249,348	(249,348)	(249,348)
QAR	894,369	894,369	(894,369)	(894,369)
SAR	18,141	18,141	(18,141)	(18,141)
	11,923,238	**11,923,238**	**(11,923,238)**	**(11,923,238)**

31. Fair value measurement

Financial instruments comprise of financial assets and financial liabilities. Financial assets consist of cash and bank balances, amounts due from related parties and trade and other receivables. Financial liabilities consist of trade payables and other payable and amounts due to related parties.

The fair value of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

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.

31. Fair value measurement continued

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

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

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

The management considers that the carrying amounts of financial assets and financial liabilities recognised at amortised cost in the consolidated financial statements approximate their fair values.

32. Capital risk management

The Group manages its capital to ensure that it will be able to continue as a going concern while maximising the return to Shareholder through the optimisation of the debt and equity balance. The capital structure of the Group consists of equity attributable to the shareholder, comprising issued capital, reserves, and retained earnings.

33. Acquisition of subsidiaries under common control

Business combination common control transactions

A business combination involving entities or businesses under common control is a business combination in which all the combining entities or businesses are ultimately controlled by the same Ultimate Controlling Party both before and after the combination.

The Group follows book value (carry-over basis) accounting prospectively on the basis that the investment has simply been moved from one part of the group to another. As per the book value accounting, the Group recognizes assets and liabilities at their book values at the acquisition date. The difference between book values of assets acquired and liabilities assumed, and the consideration paid is reflected in retained earnings within the statement of changes in equity.

As part of a broader restructuring plan initiated by the Ultimate Parent Company, several transactions among entities under common control were executed to consolidate the Ultimate Parent Company's business in the MENA region ahead of the Initial Public Offering ("IPO").

On 24 September 2024, the Ultimate Parent Company transferred its shareholding and control in Delivery Hero FZ LLC ('DH FZ') and its subsidiaries to the Company. In consideration for this transfer, the Company issued 178,040,951 ordinary shares to the Parent Company (refer to Note 11 – Share Capital for details).

On 30 September 2024, Delivery Hero FZ LLC obtained control of the following entities and their respective subsidiaries as part of the common control transaction. To facilitate this transfer, the Company issued an additional 75,608,949 ordinary shares to the Parent Company. This also included the settlement of certain intra-group liabilities towards the Ultimate Parent. (refer to Note 11 – Share Capital for details).

Foodonclick.com FZ-LLC;
Talabat for Delivery Services LLC;
Delivery Hero Egypt SAE;
Dark Stores MENA Holding Ltd;
Delivery Hero Kitchens MENA Holding Ltd;
DH Kitchens LLC; and
Delivery Hero Payments MENA FZ-LLC.

These transactions were executed to realign the Group's corporate structure in preparation for the IPO, in line with the Ultimate Parent Company's objective of offering 20% of its shareholding in the Company through the IPO.

33. Acquisition of subsidiaries under common control continued

Business combination common control transactions continued

The acquisition of the aforementioned companies was strategically executed to streamline and centralize both operational and financial management. By restructuring under the full control of the Company, Group's goal was to list the shares of the Company on the DFM. These companies were already under common control, with Delivery Hero SE as the Ultimate Parent.

The following table summarises the book values of assets acquired and liabilities assumed at the date of acquisition:

	2024 USD
Property and equipment (Note 5)	148,423,686
Intangible assets (Note 6)	317,823,453
Trade and other receivables	126,734,495
Inventories	38,920,567
Due from related parties	960,778
Cash and cash equivalents	316,150,394
Loans from related parties	(1,587,389)
Due to related parties	(33,020,765)
Trade and other payables	(388,376,307)
Lease liabilities (Note 13)	(92,490,561)
Employees' end of service benefits (Note 14)	(17,786,656)
Income tax liabilities	(19,881,394)
Total identifiable net assets acquired	395,870,301
Less: Issuance of share capital (Note 11)*	(253,649,900)
Net impact on acquisition of entities under common control taken to retained earnings within equity*	142,220,401

* The Company issued share capital to the parent company as a consideration for the acquisition of above subsidiaries.

The acquisition of the aforementioned entities is considered as a business combination under common control, which does not fall under IFRS 3 – Business Combination. Accordingly, the acquisition of the aforementioned entities was accounted for prospectively at the book values of the acquiree as at the acquisition date.

34. Subsequent events

On 25 February 2025, Talabat Holding PLC has acquired 100% of Insta Shop Ltd's (instashop) share capital from Delivery Hero SE (the Ultimate Parent Company) being under a common control transaction.

With this acquisition, instashop becomes a wholly-owned subsidiary of The Company, strengthening its Grocery and Retail offering and expanding its partner network across the MENA region

The acquisition of instashop, which will continue to operate as an independent brand within talabat's Grocery and Retail vertical, enables both platforms to collaborate and share insights to enhance customer experience and partner tools.

Total consideration for the acquisition transaction is USD 31,928,889, reflecting the capital amount of Insta Shop Ltd, including the subscribed capital and capital reserves.

This strategic acquisition strengthens Talabat Holding PLC's marketplace capabilities and expands the Group service offerings. The acquisition aligns with our growth strategy to enhance our digital platform ecosystem and provide additional value to our customers.

Glossary

Term	Definition
Active Customers/ Users	Individuals who have placed at least one successful order through the talabat platform within the full calendar month specified.
Active Partners	Partners who have fulfilled at least one successful order via the talabat platform within the full calendar month specified.
Active Riders	Delivery personnel who have successfully delivered at least one order placed through the talabat platform within the full calendar month specified.
ADGM	The Abu Dhabi Global Market.
AED or dirham	The lawful currency of the United Arab Emirates.
AI (Artificial Intelligence)	Refers to technologies that simulate human intelligence.
Articles of Association or Articles	The articles of association of the Company, as amended from time to time and currently in force.
Board of Directors or Board	The board of directors of the Company.
CAC (Customer Acquisition Cost)	Cost to acquire a new customer.
CAGR (Compound Annual Growth Rate)	Annual growth rate over time, assuming compounding.
Commercial Companies Law	UAE Federal Decree Law No. 32 of 2021 (as amended).
Companies Regulations	Abu Dhabi Global Market Companies Regulations 2020 (as amended).

Term	Definition
Consumer Value Proposition	The core benefits that motivate consumers to favour one delivery platform over alternatives, in particular: 1) a broad selection of vendors, categories and products available on the platform, 2) a reliable and seamless ordering and delivery experience, and 3) strong value for the time and money consumers spend on the platform
CPC (Cost-per-Click)	Online advertising pricing model where advertisers pay per click.
Delivery Hero	Delivery Hero SE, a European stock corporation, domiciled at Oranienburger Strasse 70, 10117 Berlin, Germany. Delivery Hero SE is the ultimate parent and controlling party of talabat.
DFM	The Dubai Financial Market, one of the two main stock exchanges in the United Arab Emirates.
DoA	Delegation of Authority document.
eNPS (Engagement Net Promoter Score)	Employee engagement metric measuring willingness to recommend talabat as a workplace.
ESG	Environmental, Social and Governance.
Food Vertical	talabat's online food ordering and delivery offering.
FY (Fiscal Year)	Accounting period of 12 months.
GCC	Gulf Cooperation Council, consisting of the following six countries: Saudi Arabia, United Arab Emirates, Qatar, Kuwait, Oman and Bahrain. In reference to talabat's countries of operation, this excludes Saudi Arabia.
General Assembly	The general assembly of the shareholders of the Company.
Groceries and Retail Vertical	talabat's groceries and convenience retail offering.
Group	Means Talabat Holding Plc and its consolidated subsidiaries.
IFRS	International Financial Reporting Standards.

Term	Definition
Industry Consultants	OC&C Strategy Consultants and Redseer Consulting.
Industry Report	Market data and other market information derived from reports prepared for the Company by the Industry Consultant.
instashop	A limited liability company registered under the laws of the British Virgin Islands with no. 1880691 and whose registered address is at Craigmuir Chamber, Tortola, VG 110. instashop is a leading online grocery e-marketplace operating in the UAE and Egypt with whom talabat signed a share purchase agreement on 11 September for the acquisition of 100% of the share capital of in-stashop. The acquisition was completed on 25 February 2025.
k (Thousand)	Represents values in thousands.
Local Shops	Local Partners such as grocery stores, pharmacies, and flower shops.
mn (million)	Represents values in millions.
MENA (Middle East and North Africa)	Region including countries like UAE, Saudi Arabia, Egypt and others.
min (minutes)	Measurement of time.
month of December	From 1 December to 31 December.
NPS (Net Promoter Score)	Measures customer satisfaction and loyalty based on the likelihood to recommend the service.
Partner	Restaurants and other groceries and retail vendors on the talabat platform.
Restaurants	Restaurant Partners.
ROAS (Return on Ad Spend)	Revenue generated per dollar spent on advertising.
SAC (Serviceable Addressable Categories)	Specific categories that can be served by talabat.
SCA	The UAE Securities and Commodities Authority.

Term	Definition
SCA Governance Rules	The Corporate Governance Guide for Joint Stock Companies issued by the Securities and Commodities Authority ("SCA") pursuant to Decision No. 3/RM of 2020 (as amended).
TAC (Total Addressable Categories)	Broader categories that represents the total market opportunity.
talabat, the Company or the Group	Talabat Holding plc, a public company limited by shares, incorporated in the ADGM, Abu Dhabi, United Arab Emirates and its consolidated subsidiaries.
TAM	Total addressable market.
Telematics	Technology to monitor rider driving patterns (e.g. speed, braking) to enhance safety.
tMarts	talabat's warehousing and distribution centres designed for the fulfilment of online, on-demand orders of convenience products and groceries.
UAE (United Arab Emirates)	Country in the Middle East.
UN (United Nations)	An international organisation promoting global cooperation.
USD, US$ or $ (US Dollar)	The lawful currency of the United States of America.
UX (User Experience)	Interaction quality users have with the platform.

Alternative Performance Measures

talabat regularly uses alternative performance measures which are relevant to enhance the understanding of the financial performance and financial position of the Group. These measures may not be comparable to similar measures used by other companies; they are neither measurements under IFRS nor any other body of generally accepted accounting principles and thus should not be considered as substitutes for the information contained in the Group's financial statements.

Term	Definition
Gross Merchandise Value ("GMV")	GMV is the total value paid by customers (including VAT, delivery fees and service fees less subsidies such as vouchers and other discounts).
Management Revenue	Revenue without deducting vouchers and other discounts issued to customers and reconciliation effects.
Gross Profit	Revenue less direct cost of sales.
Gross Profit Margin	Gross profit divided by GMV.
Adjusted EBITDA	Adjusted EBITDA is calculated as net income before current income tax expenses, net finance costs, foreign exchange loss, net, depreciation of property and equipment, other non-income tax and non-operating earnings effects. Non-operating earnings effects include, in particular: (i) expenses from share-based compensation, and (ii) other adjustments (which include other nonoperating expenses, non-operating income and results from merger and acquisition activities).
Adjusted EBITDA Margin	Adjusted EBITDA divided by GMV.

Term	Definition
Adjusted Free Cash Flow	Adjusted EBITDA adding changes in working capital (excluding receivables from payment service providers and restaurant liabilities) minus capital expenditures, payment of lease liabilities and taxes.
Adjusted Free Cash Flow Margin	Adjusted Free Cash Flow divided by GMV
Cash Conversion Rate	Adjusted Free Cash Flow divided by Adjusted EBITDA
Adjusted Net Income	Adjusted net income is calculated as net income excluding (i) foreign exchange income (loss) (mainly related to non-cash unrealised foreign exchange loss from shareholder loan liability in Delivery Hero Egypt SAE); and (ii) and interest expense on loans and interest income (mainly related to shareholder loans and deposits that will be capitalised prior to Admission).
Adjusted Net Income Margin	Adjusted Net Income divided by GMV.

Financial calendar 2025 (expected)

13 February 2025	Q4/FY 2024 preliminary financial statements (unaudited)
26 March 2025	FY 2024 financial results (audited)
3 April 2025	Annual Report 2024
29 April 2025	Annual General Meeting 2025
12 May 2025	Q1 2025 financial results (reviewed)
12 August 2025	Q2/H1 2025 financial results (reviewed)
10 November 2025	Q3/9M 2025 financial results (reviewed)

Disclaimer and further notices

This Annual Combined Report contains certain forward-looking statements with respect to the Company. These forward-looking statements can be identified by the fact that they do not relate only to historical or current facts.

Forward-looking statements often use words such as “anticipate”, “target”, “expect”, “estimate”, “intend”, “plan”, “will”, “goal”, “believe”, “aim”, “may”, “would”, “could” or “should” or other words of similar meaning or the negative thereof. These forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause actual results, performance or achievements to be materially different from those expressed or implied by these forward-looking statements. The Company does not accept any responsibility for the accuracy or fairness of forward-looking statements and expressly disclaims any obligation to update any such forward looking statement, except as required pursuant to applicable law and regulation.

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Due to rounding, some figures in this document may not add up precisely to the sums indicated, and percentages presented may not precisely reflect the absolute figures to which they relate.

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