

Talabat Holding PLC

Condensed consolidated interim financial statements

For the period since inception on 3 September 2024 till 31 March 2025

Principal business address:

Unit no. 2341, 23rd Floor, Sky Tower, Shams Abu Dhabi,
Abu Dhabi, Al Reem Island
United Arab Emirates

Talabat Holding PLC

Condensed consolidated interim financial statements

For the period since inception on 3 September 2024 till 31 March 2025

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Independent Auditors' Report on Review of Condensed Consolidated Interim Financial Information

To the Shareholders of Talabat Holding PLC

Introduction

We have reviewed the accompanying 31 March 2025 condensed consolidated interim financial information of Talabat Holding PLC ("the Company") and its subsidiaries ("the Group"), which comprises:

- the condensed consolidated interim statement of financial position as at 31 March 2025;
- the condensed consolidated interim statements of profit or loss and other comprehensive income for the three-month and 210 days periods ended 31 March, 2025;
- the condensed consolidated interim statements of changes in equity for the 210 days period ended 31 March 2025;
- the condensed consolidated interim statements of cash flows for the 210 days period ended 31 March 2025; and
- notes to the condensed consolidated interim financial information.

Management is responsible for the preparation and presentation of this condensed consolidated interim financial information in accordance with IAS 34, 'Interim Financial Reporting'. Our responsibility is to express a conclusion on this condensed consolidated interim financial information based on our review.

Scope of Review

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

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the accompanying 31 March 2025 condensed consolidated interim financial information is not prepared, in all material respects, in accordance with IAS 34, 'Interim Financial Reporting'.

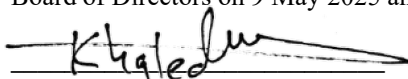
KPMG Lower Gulf Limited

Anurag Bajpai
Abu Dhabi, United Arab Emirates
Date: 09 May 2025

Condensed consolidated interim statement of financial position As at 31 March 2025

	Notes	31 March 2025 USD
ASSETS		
Non-current assets		
Property and equipment	5	164,645,639
Intangible assets and goodwill	6	315,801,691
Deferred tax assets		12,131,779
Trade and other receivables	7	6,029,920
Total non-current assets		498,609,029
Current assets		
Inventories	8	52,397,485
Trade and other receivables	7	234,451,157
Due from related parties	9	12,047,015
Cash and cash equivalents	10	507,257,176
Total current assets		806,152,833
Total assets		1,304,761,862
EQUITY AND LIABILITIES		
Equity		
Share capital	11	253,650,000
Foreign currency translation reserve		(2,711,374)
Retained earnings		378,488,127
Total equity		629,426,753
Non-current liabilities		
Loans from related party	9	6,760,476
Trade and other payables	12	1,371,520
Lease liabilities	13	80,435,135
Employees' end of service benefits	14	22,861,654
Total non-current liabilities		111,428,785
Current liabilities		
Due to related parties	9	32,921,215
Trade and other payables	12	461,176,586
Lease liabilities	13	23,537,559
Income tax liabilities		46,270,964
Total current liabilities		563,906,324
Total liabilities		675,335,109
Total equity and liabilities		1,304,761,862

These condensed consolidated interim financial statements were authorised and approved for issue by the Board of Directors on 9 May 2025 and signed on their behalf by:



Chief Financial Officer



Chairperson

The notes on pages 6 to 24 are an integral part of these condensed consolidated interim financial statements.
The independent auditors' review report is set out on page 1.

Condensed consolidated interim statement of profit or loss and other comprehensive income

For the period since inception on 3 September 2024 till 31 March 2025

		For the three months period ended 31 March 2025	For the period since inception till 31 March 2025
		USD	USD
	Notes		
Revenue	15	833,627,398	1,634,896,228
Cost of sales	16	(567,450,134)	(1,113,691,146)
Gross profit		266,177,264	521,205,082
Marketing expenses		(44,978,074)	(81,959,745)
IT expenses		(20,308,472)	(37,361,593)
General and administrative expenses		(43,347,866)	(92,692,409)
Other income	17	2,417,447	10,523,193
Other expenses	18	(35,356,451)	(60,907,448)
Provision for expected credit loss	7	(2,473,897)	(5,571,328)
Operating profit		122,129,951	253,235,752
Net finance income		1,563,423	2,125,063
Foreign exchange gain, net		945,644	1,830,922
Profit before income tax		124,639,018	257,191,737
Income tax expense, net	19	(21,340,614)	(15,974,796)
Net profit		103,298,404	241,216,941
Other comprehensive income			
<i>Items that will be subsequently reclassified to profit or loss:</i>			
Foreign currency translation differences		(1,528,166)	(2,711,374)
Other comprehensive (loss), net of tax		(1,528,166)	(2,711,374)
Total comprehensive income		101,770,238	238,505,567
Earnings per share (cent/share)			
Basic	20	0.44	1.16
Diluted	20	0.44	1.16

The notes on pages 6 to 24 are an integral part of these condensed consolidated interim financial statements.
The independent auditors' report review is set out on page 1.

Talabat Holding PLC

Condensed consolidated interim statement of changes in equity

For period since inception on 3 September 2024 till 31 March 2025

	Share capital USD	Retained earnings USD	Foreign currency translation reserve USD	Total equity USD
<u>Total comprehensive income for the period</u>				
Net profit	-	241,216,941	-	241,216,941
Other comprehensive income	-		(2,711,374)	(2,711,374)
	-	241,216,941	(2,711,374)	238,505,567
<u>Transactions with owners of the Group:</u>				
Issuance of share capital (Note 11)	253,650,000	-	-	253,650,000
Acquisition of subsidiaries under common control (Note 27)	-	128,484,954	-	128,484,954
Equity settled share-based transaction (Note 22)	-	8,786,232	-	8,786,232
Balance at 31 March 2025	253,650,000	378,488,127	(2,711,374)	629,426,753

The notes on pages 6 to 24 are an integral part of these condensed consolidated interim financial statements.

Condensed consolidated interim statement of cash flows

For period since inception on 3 September 2024 till 31 March 2025

	Notes	For the period since inception till 31 March 2025 USD
Cash flows from operating activities		
Net profit		241,216,941
<u>Adjustments for:</u>		
Depreciation of property and equipment		22,320,657
Amortisation of intangible assets		3,801,208
Gains on disposal of property and equipment	17	(477,999)
Employees' end-of-service benefits		4,769,917
Provision for expected credit loss	7	5,571,328
Interest expense on lease liabilities		2,909,985
Equity settled share-based transactions		8,786,232
Interest income		(5,046,241)
Income tax, net	19	15,974,796
		<u>299,826,824</u>
<u>Working capital changes:</u>		
Inventories		(12,584,490)
Trade and other receivables		(83,980,472)
Due from related parties		(11,086,136)
Due to related parties		(198,121)
Trade and other payables		41,016,232
Cash generated from operating activities		<u>232,993,837</u>
Employees' end-of-service indemnity paid		(1,355,842)
Interest received		5,040,683
Income tax paid		(3,704,948)
Net cash generated from operating activities		<u>232,973,730</u>
Cash flows from investing activities		
Purchase of property and equipment		(12,825,366)
Proceeds from disposal of property and equipment		913,274
Addition of intangible assets		(1,823,284)
Net cash acquired on acquisition of subsidiaries under common control	27	305,911,892
Net cash generated from investing activities		<u>292,176,516</u>
Cash flows from financing activities		
Payment of principal portion of lease liabilities		(12,386,094)
Payments of interest on lease liabilities		(2,909,985)
Repayment of loans from related parties		(1,438,349)
Net cash used in financing activities		<u>(16,734,428)</u>
Net increase in cash and cash equivalents		<u>508,415,818</u>
Effect of movement in exchange rates on cash held		(1,158,642)
Cash and cash equivalents at the end of the period	10	<u>507,257,176</u>

The notes on pages 6 to 24 are an integral part of these condensed consolidated interim financial statements.

Talabat Holding PLC

Notes to the condensed consolidated interim financial statements

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 parent company 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 27)

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.

On 25 February 2025, Talabat Holding PLC has acquired 100% of Instashop Ltd’s (instashop) share capital from Delivery Hero SE (the Ultimate Parent Company), a common control transaction.

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.

Talabat Holding PLC

Notes to the condensed consolidated interim financial statements

1. General information (continued)

These condensed interim consolidated financial statements include the results of operations and financial position of the subsidiaries as at 31 March 2025, and should be read in conjunction with the Group's last consolidated interim financial statements as at 31 December 2024. These condensed interim consolidated financial statements also include the results of operations and financial position of the subsidiaries acquired on 3 September 2024, in addition to the subsidiaries listed below which were acquired on 25 February 2025 (refer to Note 27 regarding the acquisition of subsidiaries).

Name of the subsidiary	Country of Incorporation	Principal activities	Effective holding 2025
Instashop Ltd	BVI	Holding company	100%
InstaShop General Trading LLC	United Arab Emirates	General Trading	100%
Instashop Portal LLC, Dubai	United Arab Emirates	Network websites contents entering and supplying, and E-Commerce through websites	100%
InstaShop DMCC	United Arab Emirates	Software House, Computer Systems Consultancies, Web Design, Internet Content Provider, E-Marketplace Service Provider (DMCC) and Delivery Service	100%
InstaShop Supermarket - Sole Proprietorship L.L.C	United Arab Emirates	Super Market	100%
GroCart DMCC	United Arab Emirates	E-Marketplace service provider (DMCC)	100%
GroCart General Trading	United Arab Emirates	General Trading	100%
InstaShop Co W.L.L.	Bahrain	Computer programming activities and Operations of e-marketplaces, websites, web portals	100%
InstaShop LLC	Egypt	E-Commerce, E-Marketing and Providing home delivery services	100%
InstaShop LLC	Qatar	Providing the professional services of information services in relation to an e-commerce platform.	100%
InstaShop WLL (Qatar)	Qatar	Transferring consumables to customers and trading via internet.	100%
InstaShop Saudi for Information Technology LLC	Kingdom of Saudi Arabia	Delivery services via electronic platform, system analyses, designing and performing special software, establishing the infrastructure for hosting websites, data processing services and related services, registration to provide cloud computing services and providing marketing services on behalf of others.	100%

Talabat Holding PLC

Notes to the condensed consolidated interim financial statements



2. General information (continued)

Name of the subsidiary	Country of Incorporation	Principal activities	Effective holding 2025
InstaShop SPC	Oman	Delivery of meals, collection of data from one or more sources, designing and programming software, maintenance of soft wares and designing of websites, data entry services, retail sale via Internet (E-Commerce), create and implement databases and web pages, cloud and Hosting Services and systems analysis	100%
InstaShop SARL	Lebanon	Design, create, own, manage, maintain, buy, sell and distribute all kinds of applications, computer software and websites. Develop applications, computer software and websites and provide necessary consultancy, support and studies, perform all commercial and production operations in Lebanon and abroad in compliance with provisions of D.L n.35 of August 5, 1967.	100%
InstaShop Single Member Private Company	Greece	Information technology design and development services, food delivery services, electronic advisory activities, electronic systems management services, public relations and communication services, marketing consulting services, other advisory services and sale of advertising space or time with payment or contract	100%

Talabat Holding PLC

Notes to the condensed consolidated interim financial statements

2. New standards or amendments

2.1 *New and revised IFRSs applied with no material effect on the consolidated interim 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 interim 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.

Talabat Holding PLC

Notes to the condensed consolidated interim financial statements

2. New standards or amendments (*continued*)

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

<u>New and revised IFRSs</u>	<u>Effective for annual periods beginning on or after</u>
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.

Talabat Holding PLC

Notes to the condensed consolidated interim financial statements

3. Material accounting policy information

3.1 Basis of accounting

These condensed consolidated interim financial statements for the period ended 31 March 2025 have been prepared in accordance with International Accounting Standard 34 'Interim Financial Reporting' and should be read in conjunction with the Group's last consolidated interim financial statements as at 31 December 2024. These do not include all the information required for a complete set of financial statements prepared in accordance with the IFRS Accounting Standards as issued by the International Accounting Standards Board (IFRS Accounting Standards). However, selected explanatory notes are included to explain the events and transactions that are significant to an understanding of the Group's financial position and performance since inception on 3 September 2024 till 31 March 2025.

4. Judgements and use of estimates

In the application of the accounting policies, which are described in Group's consolidated interim financial statements since inception on 3 September 2024 till 31 December 2024, 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.

Accounting judgements and estimates used in the preparation of these condensed consolidated interim financial statements are the same as disclosed in the consolidated interim financial statements prepared for the period ended 31 December 2024.

Talabat Holding PLC

Notes to the condensed consolidated interim financial statements

5. Property and equipment

During the period since inception on 3 September 2024 till 31 March 2025, the Group acquired property and equipment at a cost of USD 302,117,115, out of which USD 261,297,651 (net of depreciation USD 152,744,359), relates to the acquisition of the subsidiaries under common control (Refer note 27).

6. Intangible assets and goodwill

During the period since inception on 3 September 2024 till 31 March 2025, the Group acquired intangible assets with a cost of USD 333,243,288, out of which USD 331,420,004 (net of amortization USD 317,897,842) relates to the acquisition of the subsidiaries under common control (Refer note 27).

7. Trade and other receivables

	31 March 2025
	USD
Trade receivables	49,328,982
Receivable from riders	23,763,227
Gross trade receivables	73,092,209
Less: Allowance for expected credit loss	(12,202,463)
Net trade receivables	60,889,746
Receivable from payment service providers (a)	120,793,672
Prepayments	24,867,642
Deposits	6,922,395
Loans to employees	263,753
Other receivables	26,743,869
Total	240,481,077
<i>there of non-current</i>	<i>6,029,920</i>
<i>there of current</i>	<i>234,451,157</i>

(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.

Talabat Holding PLC

Notes to the condensed consolidated interim financial statements

7. Trade and other receivables (*continued*)

Movement in provision for expected credit loss of trade receivables, receivable from riders is as follows:

	31 March 2025
	USD
Acquisition through business combination	(8,473,946)
Charged during the period	(5,571,328)
Utilized during the period	1,836,087
Translation differences	6,724
Balance as at 31 March 2025	(12,202,463)

8. Inventories

	31 March 2025
	USD
Trading inventories	48,124,354
Rider equipment	3,660,969
Others	612,162
Total	52,397,485

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 March 2025:

31 March 2025	Ultimate Parent Company USD	Companies Under Common Control USD	Total USD
Due from related parties (a)	10,248,337	1,798,678	12,047,015
Due to related parties (a)	11,300,328	21,620,887	32,921,215
Loans from related party	6,760,476	-	6,760,476

(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 period for bad or doubtful debts in respect of amounts owed by related parties.

Talabat Holding PLC

Notes to the condensed consolidated interim financial statements

9. Related party transactions and balances (continued)

Transactions included in the consolidated interim statement of profit or loss and other comprehensive income for three months period ended 31 March 2025 and for the period since inception on 3 September 2024 till 31 March 2025 and as follows:

	Ultimate Parent Company	Companies Under Common Control	Associate Company	Total
For the three months period ended 31 March 2025	USD	USD	USD	USD
Other income from service allocation (Note 17)	1,842,327	313,808	-	2,156,135
Shared group cost charges (Note 18)	(13,027,949)	(21,553,855)	-	(34,581,804)
Delivery costs *	-	-	(5,762,187)	(5,762,187)
For the period since inception till 31 March 2025	USD	USD	USD	USD
Other income from service allocation (Note 17)	7,749,916	2,033,966	-	9,783,882
Shared group cost charges (Note 18)	(36,108,810)	(21,553,855)	-	(57,662,665)
Delivery costs *	-	-	(12,067,354)	(12,067,354)

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 12,067,354 for the period since inception till 31 March 2025. The liability to Zone elite investment LLC (Associate) amounted to USD 80,419. The Group has significant influence over the associate however, as of 31 March 2025 management assessed that the investment in associate was not recoverable and accordingly, was recognised at Nil value.

Compensation of key management personnel

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

	For the three months period ended 31 March 2025 USD	For the period since inception till 31 March 2025 USD
Short-term benefits	1,565,079	3,160,371
Share based compensation	1,522,283	3,001,107
Employees' end of service benefits	56,557	154,822
Total	3,143,919	6,316,300

The above shows the compensation received by key management personnel (Executive Management Team and Senior Management).

Talabat Holding PLC

Notes to the condensed consolidated interim financial statements

10. Cash and cash equivalents

	31 March 2025
	USD
Cash at banks (a)	505,133,730
Cash in hand	2,123,446
Total	<u>507,257,176</u>

(a) The Group's cash at bank are amounting to USD 505,133,730 at 31 March 2025. 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

	Number ordinary shares	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 March 2025 – fully paid	<u>253,650,000</u>	<u>253,650,000</u>
Nominal value per share before stock split	<u>1</u>	<u>1</u>

Shares re-denomination from USD to AED

	Ordinary shares	AED
Nominal value per share	1	0.04
Ordinary shares issued after share split (refer iii below)	<u>23,288,240,625</u>	<u>931,529,625</u>

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).

Talabat Holding PLC

Notes to the condensed consolidated interim financial statements

12. Trade and other payables

	31 March 2025
	USD
Liabilities to restaurants	131,380,340
Liabilities for outstanding invoices	123,024,306
Trade payables	142,237,108
Liabilities to riders	213,221
Staff related accruals	32,727,298
Other payables	32,965,833
Total	462,548,106
<i>thereof non-current</i>	<i>1,371,520</i>
<i>thereof current</i>	<i>461,176,586</i>

The Group has financial risk management policies in place to ensure that all payables are paid within the credit timeframe.

13. Lease liabilities

During the period since inception on 3 September 2024 till 31 March 2025, the Group recognised lease liabilities and right of use assets amounting to USD 122,148,936. Out of which USD 94,154,838 relates to the acquisition of the subsidiaries under common control (Refer note 27).

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 treasury function.

14. Employees' end of service benefits

During the period since inception on 3 September 2024 till 31 March 2025, the Group recognised employees' end of service benefits amounting to USD 24,248,015, out of which USD 19,478,098 relates to the acquisition of the subsidiaries under common control (Refer note 27).

15. Revenue

	For the three months period ended 31 March 2025	For the period since inception till 31 March 2025
	USD	USD
Commission fees	293,721,261	584,509,103
Delivery fees	154,691,055	315,408,114
Advertising and listing fees	73,394,918	139,564,065
Service fees	41,228,871	71,491,730
Subscription fees	12,327,925	22,055,999
Other direct income	281,347,265	546,361,201
Less:		
- Vouchers	(15,828,842)	(30,125,934)
- Other revenue reduction	(7,255,055)	(14,368,050)
Total	833,627,398	1,634,896,228

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15. Revenue (*continued*)

Timing of revenue recognition

	For the three months period ended 31 March 2025	For the period since inception till 31 March 2025
	USD	USD
Revenue recognised at point in time	747,904,544	1,473,276,153
Revenue recognised over time	85,722,854	161,620,075
	833,627,398	1,634,896,228

The following table provides information about receivables and payables from contract with customers.

	2025
	USD
Receivables included in “trade receivables” (Note 7)	73,092,209
Payables to restaurants included in “trade and other payables” (Note 12)	131,380,340

16. Cost of sales

	For the three months period ended 31 March 2025	For the period since inception till 31 March 2025
	USD	USD
Delivery expenses	(317,213,493)	(632,514,712)
Order processing cost	(40,869,761)	(77,421,307)
Other direct cost *	(209,366,880)	(403,755,127)
Total	(567,450,134)	(1,113,691,146)

* 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. Other income

	For the three months period ended 31 March 2025	For the period since inception till 31 March 2025
	USD	USD
Other income from service allocation (Note 9)	2,156,135	9,783,882
Other income	261,312	261,312
Gains on disposal of property and equipment	-	477,999
Total	2,417,447	10,523,193

18. Other expenses

	For the three months period ended 31 March 2025	For the period since inception till 31 March 2025
	USD	USD
Shared group cost (a)	(34,581,804)	(57,662,665)
Other expenses	(774,647)	(3,244,783)
Total	(35,356,451)	(60,907,448)

(a) Shared group cost mainly represents charges in relation to the use of global services, as disclosed in note 9.

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19. Income tax expense, net

Income tax recognised in profit or loss:

	For the three months period ended 31 March 2025 USD	For the period since inception till 31 March 2025 USD
Current tax		
Current tax expense for the current period	(21,340,614)	(31,667,459)
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 expense during the period	(21,340,614)	(15,974,796)

Reconciliation of effective tax rate:

	For the three months period ended 31 March 2025 USD	For the period since inception till 31 March 2025 USD
Profit before tax (A)	124,639,018	257,191,737
Tax at the Company's domestic rate of 15% / 9%	(18,695,853)	(30,625,598)
Effect of tax rates in foreign jurisdictions	(737,310)	3,210,090
Withholding taxes	(1,907,451)	(4,251,951)
Deferred income taxes	-	15,692,663
Total tax expense (B)	(21,340,614)	(15,974,796)
Effective tax rate (B/A)	17.12%	13.07%

The Group has determined that the Domestic Minimum Top-up Tax (DMTT), effective from January 1, 2025, in various jurisdictions, qualifies as an income tax within the scope of IAS 12.

The Company's applicable domestic tax rate from incorporation on 3 September 2024 to 31 December 2024 was 9%. Effective January 1, 2025, the domestic tax rate increased to 15% following the implementation of DMTT in the UAE. Additionally, during 2025, the Group recognized, for the first time, a current tax expense related to DMTT in several jurisdictions where the relevant legislation has also been introduced, including Kuwait, Qatar, Bahrain, and the UAE, with Tax rates increasing to 15%.

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20. Earnings per share

The calculation of basic and diluted earnings per share depends on the following information

	For the three months period ended 31 March 2025 USD	For the period since inception till 31 March 2025 USD
Net profit for the period	103,298,404	241,216,941
Weighted average number of shares outstanding at the end of the period *	23,288,240,625	20,737,624,800
Basic and diluted earning per share (cent/share)	0.44	1.16

* Weighted average number of shares have been adjusted for shares split (refer note 11).

21. Contingent liabilities and guarantees

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 favor 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 March 2025, the total contract value amounted to USD 1,928,293.

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 March 2025, in addition to the above, the outstanding bank guarantees issued on behalf of the certain Group entities amounted to USD 7,974,508.

22. Share-based payments

The Ultimate Parent Company has been operating share-based payment programs since 2011. As at 31 March 2025, the Group is participating in the share-based payment arrangements managed by the Ultimate Parent Company, whereby a total of 804,431 RSUs were granted. The plans contributed USD 8,786,233 of expenses (from 1 January 2025 to 31 March 2025 USD 2,992,948).

23. Dividend

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 next annual general assembly meeting.

24. Operating segment

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.

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24. Operating segment (*continued*)

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 behavior, 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.

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24. Operating segment (continued)

Financial results of the segments are presented below:

	GCC	Other segments	Total
For the three months period ended 31 March 2025	USD	USD	USD
External revenue (reported to CODM)	715,596,366	141,859,275	857,455,641
Inter segment elimination	(376,033)	(368,314)	(744,347)
Profit before income taxes	124,879,712	(240,694)	124,639,018

For the period since inception till 31 March 2025

External revenue (reported to CODM)	1,394,349,058	287,060,384	1,681,409,442
Inter segment elimination	(943,842)	(1,151,545)	(2,095,387)
Profit before income taxes	254,024,121	3,167,616	257,191,737

Segment Assets and Liabilities:

	Assets USD	Liabilities USD
31 March 2025		
GCC	1,376,537,578	572,739,186
Other segments	179,730,154	354,101,793
Inter segment elimination	(251,505,870)	(251,505,870)
Total	1,304,761,862	675,335,109

25. 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.

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.

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25. Fair value measurement (*continued*)

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.

26. 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.

27. 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).

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27. Acquisition of subsidiaries under common control (continued)

Business combination common control transactions (continued)

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.

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.

On 25 February 2025, Talabat Holding PLC has acquired 100% of Instashop Ltd's (instashop) share capital from Delivery Hero SE (the Ultimate Parent Company), a common control transaction. With this acquisition, Instashop becomes a wholly-owned subsidiary of The Company.

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.

The following table summarises the book values of assets acquired and liabilities assumed at the date of acquisition:

	Delivery Hero FZ LLC *	Instashop Ltd's	Total
	USD	USD	USD
Property and equipment (Note 5)	148,423,687	4,320,672	152,744,359
Intangible assets (Note 6)	317,823,453	74,389	317,897,842
Trade and other receivables	126,734,495	35,337,439	162,071,934
Inventories	38,920,567	892,429	39,812,996
Due from related parties	960,878	-	960,878
Cash and cash equivalents**	316,150,394	21,690,387	337,840,781
Loans from related parties	(1,587,389)	(6,616,994)	(8,204,383)
Due to related parties	(33,020,765)	(98,571)	(33,119,336)
Trade and other payables	(388,376,407)	(33,155,570)	(421,531,977)
Lease liabilities (Note 13)	(92,490,561)	(1,664,277)	(94,154,838)
Employees' end of service benefits (Note 14)	(17,786,656)	(1,691,442)	(19,478,098)
Income tax liabilities	(19,881,395)	(895,020)	(20,776,415)
Total identifiable net assets acquired	395,870,301	18,193,442	414,063,743
Less: Issuance of share capital (Note 11) ***	(253,649,900)	-	(253,649,900)
Less: Consideration paid**	-	(31,928,889)	(31,928,889)
Net impact on acquisition of entities under common control taken to retained earnings within equity	142,220,401	(13,735,447)	128,484,954

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27. Acquisition of subsidiaries under common control (*continued*)

Business combination common control transactions (*continued*)

* This includes the book value of net assets of DH FZ on 24 September 2024 and the net assets of the subsidiaries acquired by DH FZ on 30 September 2024.

** The net cash acquired from the acquisition of subsidiaries under common control (Delivery Hero FZ LLC and Instashop Ltd) amounting to USD 305,911,892 represents cash and cash equivalents received USD 337,840,781 less the cash paid for the acquisition of Instashop Ltd's amounting to USD 31,928,889.

*** The Company issued share capital to the parent company as a consideration for the acquisition of Delivery Hero FZ LLC 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.