CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

30 SEPTEMBER 2019 (UNAUDITED)

Table of contents	Pages
Report on review of condensed consolidated interim financial information	1 - 2
Condensed consolidated interim statement of income (Unaudited)	3
Condensed consolidated interim statement of comprehensive income (Unaudited)	4
Condensed consolidated interim statement of financial position	5
Condensed consolidated interim statement of cash flows (Unaudited)	6
Condensed consolidated interim statement of changes in equity (Unaudited)	7 - 8
Notes to the condensed consolidated interim financial statements	9 – 23



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## REPORT ON REVIEW OF CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

The Board of Directors Amlak Finance PJSC Dubai United Arab Emirates

#### Introduction

We have reviewed the accompanying condensed consolidated interim statement of financial position of Amlak PJSC, Dubai, United Arab Emirates (the "Company") and its Subsidiaries (together referred to as the "Group") as at 30 September 2019, and the related condensed interim income statement and condensed interim statements of comprehensive income for the three-month and nine-month period ended 30 September 2019, and the condensed interim statements of changes in equity and cash flows for the nine-month period then ended, and a summary of significant accounting policies and other explanatory notes. Management is responsible for the preparation and presentation of this condensed interim financial information in accordance with International Accounting Standard 34 Interim financial reporting. Our responsibility is to express a conclusion on this condensed interim financial information based on our review.

#### Scope of review

We conducted our review in accordance with International Standard on Review Engagements 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity". A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing and consequently 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 condensed interim financial information is not prepared, in all material respects, in accordance with International Accounting Standard 34 Interim Financial Reporting.

#### Material uncertainty related to going concern

We draw attention to Note 2.1 of the condensed consolidated interim financial statements, which indicates that due to uncertainty in the forecast of future cash flows, the Group has issued notifications to all its commercial financiers to defer the monthly principal instalments from January 2019 and initiate negotiations to restructure the Common Term Agreement (CTA) signed in 2014 and amended in 2016. The terms of this agreement state that, in the event of default, the super majority of Tranche B financiers, at their discretion, may serve notice to the Group to immediately settle the outstanding liability. As stated in Note 2.1, these events or conditions, along with other matters as set forth in Note 2.1 indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Our conclusion is not modified with respect to this matter.

Akbar Ahmad (1141), Anis Sadek (521), Cynthia Corby (995), Georges Najem (809), Mohammad Jallad (1164), Mohammad Khamees Al Tah (717), Musa Ramahi (872), Mutasem M. Dajani (726), Obada Alkowatly (1056), Rama Padmanabha Acharya (701) and Samir Madbak (386) are registered practicing auditors with the UAE Ministry of Economy.

## Deloitte.

# REPORT ON REVIEW OF CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (continued)

#### Other matter

The consolidated financial statements of the Group for the year ended 31 December 2018 were audited by another auditor who expressed an unmodified opinion on those statements on 12 March 2019. Furthermore, the condensed consolidated interim financial information of the Group for the nine months period ended 30 September 2018 were reviewed by another auditor who expressed an unmodified conclusion on 31 October 2018.

Deloitte & Touche (M.E.)

All Har

Akbar Ahmed Registration No. 1141 12 November 2019

Dubai

**United Arab Emirates** 

## CONDENSED CONSOLIDATED INTERIM STATEMENT OF INCOME

For the period ended 30 September 2019 (Unaudited)

			months September	Nine mo ended 30 Se	
	Notes	2019 AED'000	2018 AED'000	2019 AED'000	2018 AED'000
Income from Islamic financing and investing assets		42,714	44,090	127,842	126,385
Fee income		1,339	1,932	3,061	5,122
Income on deposits		1,445	1,736	6,095	5,950
Rental income	8	14,266	16,365	43,571	48,452
Fair value (loss) / gain on investment properties	8	(10,799)	(39,784)	72,749	(24,740)
Loss on sale of investment properties		(3,803)	-	(10,048)	-
Sale of properties under development	9	-	5,645	-	60,747
Other income		2,751	2,502	19,748	13,626
		47,913	32,486	263,018	235,542
(Impairment)/reversal of impairment on: - Islamic financing and investing assets - Other assets		(14,819) (73)	(18,981) 1,941	(73,780) (413)	(42,150) (218)
Amortisation of initial fair value gain on investment deposits	10	(23,550)	(25,149)	(73,552)	(84,343)
Operating expenses		(29,626)	(25,821)	(88,188)	(86,539)
Cost of sale of properties under development	9	-	(1,454)	-	(5,304)
Share of results of an associate		2,615	2,553	14,764	14,950
(LOSS) / PROFIT BEFORE DISTRIBUTION TO FINANCIERS / INVESTORS		(17,540)	(34,425)	41,849	31,938
Distribution to financiers / investors		(27,496)	(28,109)	(82,529)	(83,303)
LOSS FOR THE PERIOD		(45,036)	(62,534)	(40,680)	(51,365)
Attributable to: Equity holders of the parent Non-controlling interests		(46,865) 1,829 (45,036)	(64,020) 1,486 (62,534)	(45,213) 4,533 (40,680)	(53,633) 2,268 (51,365)
Loss per share attributable to: Equity holders of the parent: Basic loss per share (AED) Diluted loss per share (AED)	3 3	(0.032) (0.032)	(0.043)	(0.031)	(0.038)

# CONDENSED CONSOLIDATED INTERIM STATEMENT OF COMPREHENSIVE INCOME

For the period ended 30 September 2019 (Unaudited)

		months September	Nine months ended 30 September		
	2019 AED'000	2018 AED'000	2019 AED'000	2018 AED'000	
Loss for the period	(45,036)	(62,534)	(40,680)	(51,365)	
Other comprehensive income  Item that will be reclassified subsequently to profit or loss:					
Exchange differences on translation of foreign operations	4,527	(312)	19,435	(517)	
Items that will not be reclassified subsequently to profit or loss:					
Change in fair value of investment securities	-	187	-	(405)	
Change in fair value of investments securities of an associate	-	(204)	-	(204)	
Other comprehensive income / (loss) for the period	4,527	(329)	19,435	(1,126)	
Total comprehensive loss for the period	(40,509)	(62,863)	(21,245)	(52,491)	
Attributable to: Equity holders of the parent Non-controlling interests	(42,338) 1,829	(64,349) 1,486	(25,778) 4,533	(54,759) 2,268	
	(40,509)	(62,863)	(21,245)	(52,491)	
-	(40,509)	(02,803)	(21,245)	(32,49	

# CONDENSED CONSOLIDATED INTERIM STATEMENT OF FINANCIAL POSITION

As at 30 September 2019

	Notes	30 September 2019 AED'000 (Unaudited)	31 December 2018 AED'000 (Audited)
ASSETS			
Cash and balances with banks	4	195,772	255,987
Islamic financing and investing assets	5	2,485,876	2,703,850
Investment securities	6	7,760	7,714
Advances for investment properties	7	322,818	322,818
Investment properties	8	2,419,368	1,989,071
Properties under development	9	201.046	230,845
Investment in an associate		281,946	289,005
Other assets		66,992	67,317
Furniture, fixtures and office equipment		12,100	17,214
TOTAL ASSETS		5,792,632	5,883,821
LIABILITIES AND EQUITY Liabilities			
Investment deposits and other Islamic financing	10	4,103,743	4,218,025
Term Islamic financing		140,638	111,685
Employees' end of service benefits		4,181	4,398
Other liabilities		312,838	284,516
Total liabilities		4,561,400	4,618,624
Equity			
Share capital		1,500,000	1,500,000
Treasury shares		(93,048)	(93,048)
Statutory reserve		122,650	122,650
General reserve		122,650	122,650
Special reserve		99,265	99,265
Mudaraba Instrument		215,472	215,472
Mudaraba Instrument reserve		810,088	810,088
General impairment reserve		4,316	4,316
Cumulative changes in fair value		1,459	1,459
Foreign currency translation reserve		(304,836)	(324,271)
Accumulated losses		(1,351,357)	(1,299,719)
Equity attributable to equity holders of the parent		1,126,659	1,158,862
Non-controlling interests		104,573	106,335
Total equity		1,231,232	1,265,197
TOTAL LIABILITIES AND EQUITY		5,792,632	5,883,821

Approved by the Board of Directors on 12 November 2019 and signed on its behalf by:

Chairman

Director

#### INTERIM CONSOLIDATED STATEMENT OF CASH FLOWS

For the period ended 30 September 2019 (Unaudited)

	Nine months ended 30 Septem		
	2019 AED'000	2018 AED'000	
OPERATING ACTIVITIES			
Loss for the period	(40,680)	(51,365)	
Adjustments for:		4.440	
Depreciation	5,255	4,449	
Share of results of an associate	(14,764)	(14,950)	
Impairment of financing	72 790	42.150	
and investing assets Impairment of other assets	73,780 413	42,150 218	
Fair value (gain) /loss on investment properties	(72,749)	24,740	
Amortisation of initial fair value gain on investment deposits	73,552	84,343	
Distribution to financiers / investors	82,529	83,303	
Income on deposits	(6,095)	(5,950)	
Loss / (gain) realised on sale of investment properties	10,048	(1,887)	
Provision for employees' end of service benefit	943	544	
Operating profit before changes in operating assets and liabilities:	112,232	165,595	
Islamic financing and investing assets	80,324	(214,551)	
Other assets	(88)	42,341	
Other liabilities	27,768	(18,220)	
Cash generated from / (used in) operations	220,236	(24,835)	
Employees' end of service benefit paid	(1,160)	(2,149)	
Net cash generated from / (used in) operating activities	219,076	(26,984)	
INVESTING ACTIVITIES			
Dividend from an associate	16,557	16,541	
Proceed on sale of investment properties	35,827	5,367	
Decrease in properties under development	-	3,249	
Increase in investment properties, net	(127,602)	(55,718)	
Movement in restricted cash	29,286	57,685	
Proceeds from wakala deposits	2,030,000	1,700,000	
Placement of wakala deposits	(1,995,000)	(1,250,000)	
Purchase of furniture, fixtures and office equipment	(87)	(3,034)	
Income on deposits	6,095	5,950	
Net cash (used in) / generated from investing activities	(4,924)	480,040	
FINANCING ACTIVITIES			
Receipt of term Islamic financing	32,422	53,060	
Repayment of term Islamic financing	(10,711)	(8,172)	
Payment to non-controlling interests	(6,295)	(15,419)	
Investment deposits and other Islamic financing	(269,808)	(767,397)	
Directors' fees paid	(1,159)	(2,250)	
Net cash used in financing activities	(255,551)	(740,178)	
DECREASE IN CASH AND CASH EQUIVALENTS	(41,399)	(287,122)	
Foreign currency translation reserve	10,470	(156)	
Cash and cash equivalents at the beginning of the period	87,086	432,562	
CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD	56,157	145,284	

## CONDENSED CONSOLIDATED INTERIM STATEMENT OF CHANGES IN EQUITY

For the period ended 30 September 2019 (Unaudited)

#### Attributable to the equity holders of the parent

At 1 January 2019	Share capital AED'000 1,500,000	Treasury shares AED'000 (93,048)	Statutory reserve AED'000 122,650	General reserve AED'000 122,650	Special reserve AED'000	Mudaraba Instrument AED'000	Mudaraba Instrument reserve AED'000	General impairment reserve AED'000	Cumulative changes in fair value AED'000	reserve AED'000	Accumulated losses AED'000 (1,299,719)	Total AED'000	Non controlling interests AED'000	Total equity AED'000 1,265,197
Profit for the period	-	-	-	-	-	-	-	-	-	-	(45,213)	(45,213)	4,533	(40,680)
Other comprehensive income for the period	-	-	-	-	-	-	-	-	-	19,435	-	19,435	-	19,435
Total comprehensive income for the period	-	-	-		-	-	-	-	-	19,435	(45,213)	(25,778)	4,533	(21,245)
Zakat	-	-	-	-	-	-	-	-	-	-	(5,266)	(5,266)	-	(5,266)
Funds paid to project owner *		-			-		-						(6,295)	(6,295)
Director's fee paid	-	-	-	-	-	-	-	-	-	-	(1,159)	(1,159)	-	(1,159)
At 30 September 2019	1,500,000	(93,048)	122,650	122,650	99,265	215,472	810,088	4,316	1,459	(304,836)	(1,351,357)	1,126,659	104,573	1,231,232

## CONDENSED CONSOLIDATED INTERIM STATEMENT OF CHANGES IN EQUITY

For the period ended 30 September 2019 (Unaudited)

#### Attributable to the equity holders of the parent

	Share capital AED'000	Treasury shares AED'000	Statutory reserve AED'000	General reserve AED'000	Special reserve AED'000	Mudaraba Instrument AED'000	Mudaraba Instrument reserve AED'000	Cumulative changes in fair value AED'000	Foreign currency translation reserve AED'000	General impairment reserve AED'000	Accumulated losses AED'000	Total AED'000	Non controlling interests AED'000	Total equity AED'000
At 1 January 2018	1,500,000	(93,048)	122,650	122,650	99,265	215,472	810,088	698	(323,595)	-	(1,011,193)	1,442,987	127,921	1,570,908
Impact of adopting IFRS 9 - on the Group - on an associate		- -	- -		- -		- -	- -	- - -	4,316	(9,725)	4,316 (9,725)	-	4,316 (9,725)
Restated balance at 1 January 2018	1,500,000	(93,048)	122,650	122,650	99,265	215,472	810,088	698	(323,595)	4,316	(1,020,918)	1,437,578	127,921	1,565,499
Loss for the period Other comprehensive	-	-	-	-	-	-	-	-	-	-	(53,633)	(53,633)	2,268	(51,365)
loss for the period	-	-	-	-	-	-	-	(405)	(517)	-	-	(922)	-	(922)
Other comprehensive los share of an associate	- 							(204)				(204)	-	(204)
Total comprehensive loss for the period								(609)	(517)		(53,633)	(54,759)	2,268	(52,491)
Funds paid to project owner *	-	-	-	-	-	-		-	-		-		(15,419)	(15,419)
Director's fee paid	-	-	-	-	-	-	-	-	-	-	(2,250)	(2,250)	-	(2,250)
At 30 September 2018	1,500,000	(93,048)	122,650	122,650	99,265	215,472	810,088	89	(324,112)	4,316	(1,076,801)	1,380,569	114,770	1,495,339

<sup>\*</sup> Funds paid to project owner represent capital redemption towards their share in sky gardens project.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS For the period ended 30 September 2019 (Unaudited)

#### 1 ACTIVITIES

Amlak Finance PJSC (the 'Company') was incorporated in Dubai, United Arab Emirates, on 11 November 2000 as a private shareholding company in accordance with UAE Federal Law No (8) of 1984, as amended. At the constituent shareholders meeting held on 9 March 2004, a resolution was passed to convert the Company to a Public Joint Stock Company. The Federal Law No. 2 of 2015, concerning Commercial Companies has come into effect from 28 June 2016, replacing the Federal Law No. 8 of 1984.

The Company is licensed by the UAE Central Bank as a finance company and is primarily engaged in financing and investing activities based on structures such as Ijara, Murabaha, Mudaraba, Wakala and Musharaka. The activities of the Company are conducted in accordance with Islamic Sharia'a, which prohibits usury, and within the provisions of its Articles and Memorandum of Association.

The registered address of the Company is P.O. Box 2441, Dubai, United Arab Emirates.

The condensed consolidated interim financial information comprises of the financial information of Amlak Finance PJSC and its subsidiaries (the "Group"). The principal activities of the subsidiaries are the same as those of the parent company. The extent of the Group's shareholding in the subsidiaries is as follows:

Company	Basis for	Country of	Percentage of shareholding		
	Consolidation	incorporation	30 September 2019	31 December 2018	
Amlak Finance Egypt Company (S.A.E.)	Subsidiary	Egypt	100%	100%	
EFS Financial Services LLC	Subsidiary	UAE	57.5%	57.5%	
Amlak Sky Gardens LLC	Subsidiary	UAE	100%	100%	
Amlak Holding Limited	Subsidiary	UAE	100%	100%	
Warqa Heights LLC	Subsidiary	UAE	100%	100%	
Amlak Capital LLC	Subsidiary	UAE	100%	100%	
Amlak Property Investment LLC	Subsidiary	UAE	100%	100%	
Amlak Limited	Subsidiary	UAE	100%	100%	
Amlak Nasr City Real Estate Investment LLC	Subsidiary	Egypt	100%	100%	

#### 2 ACCOUNTING POLICIES

#### 2.1 ASSESSMENT OF GOING CONCERN ASSUMPTION

Due to uncertainty in the forecast of future cash flows, the Group has issued notifications to all its commercial financiers to defer the monthly principal instalments starting from 25 January 2019 and initiate negotiations to restructure the Common Term Agreement (CTA) signed in 2014 and amended in 2016. As per this CTA, the losses and payment deferral will lead to an event of default that, at the discretion of the super majority of 66.7% of the Tranche B Financiers will result in serving a notice to the Group and would require the whole unpaid and outstanding liability to be immediately payable.

Although these events indicate that there exists a material uncertainty that cast significant doubt on Group's ability to continue as a going concern, the management and the Board of Directors have developed and proposed new business plans to ensure the going concern of the Group and have prepared the consolidated financial statements on this basis.

During December 2016, the Group has successfully agreed a new business plan (NBP) with its Financiers whereby a number of restrictive covenants mentioned in the CTA were waived to allow for the Company's mortgage book to be maintained at higher levels without affecting the repayment period, amounts or profit payments to the Financiers. The restructuring and revised terms in 2016 allowed for the resumption of normal business activity that enabled successful repayment of 48% of the Group's total debt over a period of 4 years under a 12-year restructuring plan.

With the passage of time and given the changes in market dynamics and macro-economic factors, the NBP proved to be less viable and detrimental to the long-term prospects of the Group. Consequently, the Group management has approached its Commercial Financiers to renegotiate the funding conditions in order to allow more flexibility in adapting to current market conditions. The renegotiation process to date has entailed a full review and consideration of the Group's assets, operational and structural liquidity position as well as Financiers' position, profit distribution and repayment plan, together with the Group's future financial commitment and obligations.

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

For the period ended 30 September 2019 (Unaudited) (continued)

#### 2 ACCOUNTING POLICIES (continued)

#### 2.1 ASSESSMENT OF GOING CONCERN ASSUMPTION (continued)

An overall proposed business plan ("Revised Business Plan") is developed by the Group and shared with Financers, Revised Business Plan is currently under review by the Financers, with the expectation that execution and signoff on agreement will be reached by end of December 2019. As a part of the renegotiation, the Group will seek all formal and necessary approvals as per CTA to formally execute this plan.

The management and the Board of Directors are confident that the new proposed business plan will enable the Group to generate positive operating cash flows and allow it to meet its financial obligations as and when they fall due. In addition, regardless of CTA renegotiation outcome and adoption of the new business plan, the Group has sufficient assets to settle its liabilities and meet its financial obligations in the foreseeable future and, at least, for the next 12 months period. Therefore, these consolidated financial statements have been prepared on a going concern basis.

#### 2.2 BASIS OF PREPARATION

The condensed consolidated interim financial statements of Amlak Finance PJSC and its subsidiaries (the "Group") are prepared in accordance with International Accounting Standard IAS 34, Interim Financial Reporting. The accounting policies used in the preparation of the interim condensed consolidated financial statements are consistent with those used in the preparation of the financial statements for the year ended 31 December 2018.

The interim condensed consolidated financial statements do not include all the information or disclosures required in the annual consolidated financial statements, and should be read in conjunction with the Group's annual consolidated financial statements as at 31 December 2018. In addition, results for the nine months period ended 30 September 2019 are not necessarily indicative of the results that may be expected for the financial year ending 31 December 2019.

The condensed consolidated interim financial statements have been presented in UAE Dirhams (AED) and all values are rounded to the nearest thousand (AED'000) except when otherwise indicated.

#### 2.3 CHANGES IN ACCOUNTING POLICIES, ESTIMATES AND JUDGEMENTS

The Group has consistently applied the accounting policies as applied by the Group in the annual consolidated financial statements for the year ended 31 December 2018, except the following accounting policies which are applicable from 1 January 2019:

#### **IFRS 16 Leases**

The Group has adopted IFRS 16 'Leases', issued in January 2016, with the date of initial application of 1 January 2019. IFRS 16 introduces significant changes to lessee accounting. It removes the distinction between operating and finance leases under IAS 17 and requires a lessee to recognise a right-of-use asset and a lease liability at lease commencement for all leases, except for short term leases and leases of low value assets.

#### Lessee accounting

The Group initially measures the right-of-use asset at cost and subsequently measured at cost less accumulated depreciation and impairment losses, adjusted for any remeasurement of the lease liability. The Group initially measures the lease liability at the present value of the future lease payments discounted using the discount rate implicit in the lease. Subsequently, the lease liability is adjusted for profit and lease payments, as well as the impact of lease modifications, amongst others.

The Group has elected to apply the expedient allowed by IFRS 16 on its general requirements to short-term leases (i.e. one that does not include a purchase option and has a lease term at commencement date of 12 months or less) and leases of low value assets. For this the Group recognises the lease payments associated with those leases as an expense on a straight-line basis over the lease term or another systematic basis if that basis is representative of the pattern of the lessee's benefits, similar to the current accounting for operating leases.

The Group has applied IFRS 16 using the modified retrospective approach and therefore the comparative information has not been restated. The Group has assessed that the impact of IFRS 16 is not material on retained earnings as at the reporting date and has presented right of use assets within 'Other assets' and lease liabilities within 'Other liabilities' in the consolidated statement of financial position.

# NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS For the period ended 30 September 2019 (Unaudited) (continued)

#### 2 ACCOUNTING POLICIES (continued)

#### 2.3.1 New and revised IFRSs in issue but not yet effective

Effective for annual periods

New and revised IFRS beginning on or after

Amendments to IAS 1 Presentation of Financial Statements regarding the definition of material.

1 January 2020

IFRS 17 Insurance Contracts

1 January 2022

IFRS 17 requires insurance liabilities to be measured at a current fulfillment value and provides a more uniform measurement and presentation approach for all insurance contracts. These requirements are designed to achieve the goal of a consistent, principle-based accounting for insurance contracts. IFRS 17 supersedes IFRS 4 *Insurance Contracts* as of 1 January 2021.

Management anticipates that these new standards, interpretations and amendments will be adopted in the Group's financial statements for the period of initial application and adoption of these new standards, interpretations and amendments may have no material impact on the financial statements of the Group in the period of initial application.

#### 2.4 RISK MANAGEMENT

The Group's financial risk management objectives and policies are consistent with those disclosed in the consolidated financial statements as at and for the year ended 31 December 2018.

#### Amounts arising from ECL

The following tables show reconciliations from the opening to the closing balance of the allowance for impairment on Islamic Financing and Investing Assets as a result of the adoption of IFRS 9: "Financial instruments" for the nine months period ended 30 September 2018.

#### Islamic Financing and investing assets and undrawn irrevocable commitments

30 September
2018
AED'000
637,109
(4,316)
632,793
28,032
(22,002)
36,120
(32,649)
642,294

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS For the period ended 30 September 2019 (Unaudited) (continued)

#### 3 BASIC AND DILUTED PROFIT PER SHARE

	Three n ended 30 S		Nine months ended 30 September			
	2019	2018	2019	2018		
Loss for the period attributable to equity holders of the parent net of Directors' fee (AED'000)	(46,865)	(64,020)	(46,372)	(55,883)		
Weighted average number of shares for basic EPS (in thousands)*	1,475,000	1,475,000	1,475,000	1,475,000		
Effect of dilution:	1,175,000	1,173,000	1,170,000	1,173,000		
Mudaraba Instrument	1,511,857	1,511,857	1,511,857	1,511,857		
Weighted average number of ordinary shares adjusted for the effect of dilution	2,986,857	2,986,857	2,986,857	2,986,857		
Attributable to equity holders of the Parent:						
Basic loss per share (AED)	(0.032)	(0.043)	(0.031)	(0.038)		
Diluted loss profit per share (AED)	(0.032)	(0.043)	(0.031)	(0.038)		

<sup>\*</sup>The weighted average numbers of shares for basic EPS were reduced by the purchase of own shares during the year 2008.

Diluted loss per share has been reported same as basic loss per share in these interim consolidated financial statements, as the impact of potential ordinary shares is antidilutive.

#### 4 CASH AND BALANCES WITH BANKS

	30 September 2019 AED'000 (Unaudited)	31 December 2018 AED'000 (Audited)
Cash on hand	60	59
Balances with banks	54,521	92,755
Deposits with banks	141,191	163,173
Cash and balances with banks Less:Restricted cash and deposits	195,772	255,987
<u> </u>	note 4.1) (35,000)	(35,000)
Restricted cash (r	note 4.2) (104,615)	(133,901)
Cash and cash equivalents	56,157	87,086

<sup>4.1</sup> Represents deposits with a local bank under lien to the Central Bank of UAE in accordance with Central Bank regulations for licensing.

<sup>4.2</sup> At 30 September 2019, the Group reported AED 105 million (31 December 2018: AED 134 million) of restricted cash. This represents the Group's share of the cash held and controlled by a joint venture. (Note 9)

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS For the period ended 30 September 2019 (Unaudited) (continued)

#### 5 ISLAMIC FINANCING AND INVESTING ASSETS

	Audited)
Financing assets:       2,308,215       2         Ijarah       266,443       2         Forward Ijarah       266,443       169,028         Shirkatul Milk       169,028       892         Real estate Murabaha       892       64,684         Other       64,684	2,432,347 312,659 168,411 1,107 74,500
	2,989,024 (485,174)
Total financing assets 2,320,876	2,503,850
Investing assets: Wakala 165,000	200,000
Total investing assets 165,000	200,000
Total Islamic financing and investing assets  2,485,876	2,703,850
6 INVESTMENT SECURITIES	
2019 AED'000 A	December 2018 ED'000 Audited)
Equities (FVOCI) 7,760	7,714
30 September 2019 (Unaudited)  Investments carried at fair value	o.
Total Level 1 Level 2 Le	evel 3 E <b>D'</b> 000
Equities (FVOCI) 7,760	7,760
31 December 2018 (Audited)  Investments carried at fair value	
	evel 3 ED'000
Equities (FVOCI) 7,714	7,714

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS For the period ended 30 September 2019 (Unaudited) (continued)

#### **6** INVESTMENT SECURITIES (continued)

The following shows reconciliation from the opening balances to the closing balances for level 3 fair values:

	30 September 2019 AED'000 (Unaudited)	31 December 2018 AED'000 (Audited)
Balance at 1 January	7,714	7,717
Exchange movement	46	(3)
	7,760	7,714
7 ADVANCES FOR INVESTMENT PROPERTIES	30 September 2019	31 December 2018
	AED'000 (Unaudited)	AED'000 (Audited)
Advances for investment properties	322,818	322,818
	322,818	322,818

This represents the advances paid by the Group towards the acquisition of units in two under-development real estate projects in Dubai. Both projects are delayed by a number of years and the date of completion is uncertain. The Group commenced arbitration in 2013 with one developer to facilitate recovery of advances paid of AED 780 million with a carrying value of AED 293 million (31 December 2018: AED 293 million). During the period, the Court has awarded judgment in the Company's favour and the Company will initiate legal proceedings to execute the ruling. (See Note 13).

Advances for investment properties include AED 30 million under Istisna with a financial institution carried at cost as there is significant uncertainty over whether the project will be completed by the developer. The associated liability of AED 39 million (31 December 2018: AED 39 million) is also recorded in the financial statements. Under the terms of the Istisna, the Group has no obligation to repay the Istisna finance of the asset until construction is completed. The Group has not yet obtained title to the properties and is committed to pay an additional AED 23 million (31 December 2018: AED 23 million) in accordance with the agreement with the seller of one of the real estate projects.

#### 8 INVESTMENT PROPERTIES

30 September 2019 AED'000 (Unaudited)	31 December 2018 AED'000 (Audited)
1,989,071	1,821,064
156,472	224,155
(47,052)	(20,533)
72,749	(34,785)
17,283	(830)
230,845	<u>-</u>
2,419,368	1,989,071
	2019 AED'000 (Unaudited) 1,989,071 156,472 (47,052) 72,749 17,283 230,845

The fair value gain includes AED 108 million on the plots which are transferred from properties under development to investment properties.

Investment properties consist of land, villas and units in buildings held for lease or capital appreciation. In accordance with its accounting policy, the Group carries investment properties at fair value, except for the properties under construction which are carried at cost because their fair value is not reliably measurable but expects the fair value to be reliably measured once the construction is complete.

# NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS For the period ended 30 September 2019 (Unaudited) (continued)

#### 8 INVESTMENT PROPERTIES (continued)

The fair values of the properties are based on valuations performed at nine months period end by independent professionally qualified valuers who hold a recognised relevant professional qualification and have relevant experience in the locations and segments of the investment properties valued. The valuation model used is in accordance with that recommended by the Royal Institute of Chartered Surveyors. During the nine months period ended 30 September 2019, the management has used the lower range of the fair values for all investment properties where two valuers were involved.

Investment properties as at 30 September 2019 include a plot of land and one unit (31 December 2018: three units) in Egypt owned by the Group's subsidiaries amounting to AED 189 million (31 December 2018: AED 176 million). All other investment properties are located within the UAE. The carrying values of AED 189 million (31 December 2018: 176 million) also include foreign exchange gain and loss on currency translation of investment properties in Egypt which is included in equity.

Except for investment properties in joint venture, investment properties are categorised in Level 2 for fair value measurement as they have been derived using the comparable price approach based on comparable transactions for similar properties. Sales prices of comparable properties in close proximity are adjusted for differences in the key attributes such as property size and location. The most significant input into this valuation approach is the estimated price per square foot for each given location. There were no transfers into or out of the Level 2 category during the period.

Valuation technique used for investment properties in the joint venture is based on the income approach which uses significant unobservable inputs, hence is classified as level 3.

Significant increases / (decreases) in comparable market value in isolation would result in a significantly higher / (lower) fair value of the properties.

As at 30 September 2019, investment properties having fair value of AED 1,160 million (31 December 2018: AED 1,295 million) are mortgaged / assigned in favour of the security agent as part of the restructuring.

	30 September 2019 AED'000 (Unaudited)	30 September 2018 AED'000 (Unaudited)
Rental income derived from investment properties Direct operating expenses (including repairs and maintenance)	43,571	48,452
generating rental income	(17,883)	(10,408)
Profit arising from investment properties carried at fair value	25,688	38,044
9 PROPERTIES UNDER DEVELOPMENT		
	30 September	31 December
	2019	2018
	AED'000	AED'000
	(Unaudited)	(Audited)
At 1 January	230,845	212,849
Cost of sale of properties under development	-	(5,304)
Additions for construction costs incurred	-	23,300
Transfer to investment property (note 8)	(230,845)	-
		230,845

During the nine months period ended 30 September 2019 the Group transferred properties under development to investment properties due to change in use of the properties under development.

# NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS For the period ended 30 September 2019 (Unaudited) (continued)

#### 9 PROPERTIES UNDER DEVELOPMENT (continued)

On 1 October 2014, the Group entered into a joint venture agreement with another party to develop a jointly owned plot of land in Nad Al Hammar. Amlak Finance PJSC acquired a 50% interest in Al Warqa Gardens LLC, a jointly controlled entity to develop a jointly owned plot of land in Nad Al Hammar. The Group has a 50% share in the assets, liabilities, revenue and expenses of the joint venture and accordingly under IFRS 11 it is deemed to be a jointly controlled operation. As the land is under development with a view to disposal in the market, it has been treated as property under development with an initial cost equal to its fair value at the time of transfer from investment property portfolio for AED 330 million. Subsequent expenditure to develop the land for resale is included in the cost of the property. The cash held by the joint venture is restricted, given that it is contractually committed to the development of the land under the joint venture agreement. The Group's share of this restricted cash balance at 30 September 2019 is AED 105 million (31 December 2018: AED 134 million).

The joint venture has entered into agreements to sell a number of sub-divided plots of the Nad Al Hammar land. Applying the requirements of IFRS 15, the joint venture has identified two performance obligations within these agreements being to transfer control of land and to provide infrastructure to the plots.

The revenue assigned to the sale of land is recorded at the time of transfer of the control of the land and the revenue relating to the building of infrastructure is recorded over the period of construction of the infrastructure on the basis that the joint venture has an enforceable right to payment for performance completed to date. The contracted revenue has been allocated between the two separate obligations on the basis of their respective fair values.

Post completion of infrastructure development, properties under development are held for capital appreication or to earn rental income, accordingly these have been transferred to investment properties upon completion of required criteria. Investment properties in joint venture balance represents AED 231 million transfer from properties under development, addition AED 50 million on construction of building and AED 108 million fair value gain on land during the nine months period ended 30 September 2019.

The following items represent the Group's interest in the assets, liabilities, revenue and expenses of the joint operation after elimination of intercompany transactions:

	30 September 2019 AED'000 (Unaudited)	31 December 2018 AED'000 (Audited)
Properties under development Investment properties Cash and balances with banks (note 4) Other assets - receivables Other liabilities Net Assets	388,592 104,615 5,518 (27,759) 470,966	230,845 133,901 8,346 (4,781) 368,311
	30 September 2019 AED'000 (Unaudited)	30 September 2018 AED'000 (Unaudited)
Sale of properties under development	-	60,747
Cost of sale of properties under development	-	(5,304)
Operating expenses	(33)	(735)
Income on deposits	4,715	4,437
Profit for the period	4,682	59,145

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS For the period ended 30 September 2019 (Unaudited) (continued)

#### 10 INVESTMENT DEPOSITS AND OTHER ISLAMIC FINANCING

	Profit rate	30 September 2019 AED'000 (Unaudited)	31 December 2018 AED'000 (Audited)
Murabaha	2%	207,228	207,228
Wakala	4%	71,319	128,375
Others	4%	163,472	294,250
Purchase price payable	2%	4,011,781	4,011,781
		4,453,800	4,641,634
Unamortised fair value adjustment (note 10.1)		(350,057)	(423,609)
		4,103,743	4,218,025

Investments deposits and other Islamic financing are secured against assignment and mortgages over the Group's investment properties located in UAE (note 8), assignment of insurance, pledge over bank accounts (note 4), assignment of rights to receive payments in connection with the Islamic financing and investing assets portfolio and corporate gurantees of the Group's subsidiaries. Securities offered would be held by a security agent on behalf of financiers.

#### 10.1 Amortised fair value adjustment

	30 September 2019 AED'000 (Unaudited)	31 December 2018 AED'000 (Audited)
At 1 January Amortisation charged for the period / year	423,609 (73,552)	533,691 (110,082)
	350,057	423,609

The nature of the Company's deposits was significantly changed due to the restructuring undertaken in 2014, resulting in a fixed obligation to be paid to the Commercial Financiers and Liquidity Support Providers. The face value of the restructured fixed obligations at period end is AED 4,454 million (31 December 2018: 4,642 million). In accordance with IFRS, due to the substantial changes in the terms of the investment deposits through the restructuring, a fair valuation assessment of the restructured obligations was performed based on the net present value of the contracted cash flows. As at 25 November 2014, the restructured obligations were initially recognised at fair value in the statement of financial position giving rise to AED 911 million of fair value gain which was recorded in the consolidated statement of income.

The fair value adjustment was calculated using a discount rate of 5% based on management's market yield expectation adjusted for risks specific to the Group.

The obligations are subsequently to be measured at amortised cost using the effective finance rate method. Consequently, the gain on initial recognition recorded will fully reverse out over the repayment period of 12 years, with a resulting charge to the consolidated statement of income each year. The cumulative value of fair value gain amortised as at 30 September 2019 was AED 561 million (31 December 2018: AED 487 million) giving a residual fair value gain of AED 350 million as at 30 September 2019 (31 December 2018: AED 424 million) to be amortised over the remaining repayment period.

# NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS For the period ended 30 September 2019 (Unaudited) (continued)

#### 10 INVESTMENT DEPOSITS AND OTHER ISLAMIC FINANCING (continued)

Under the terms of the Common Terms Agreement of 2014 restructuring, the Group is required to distribute any cash surplus with the definition of surplus being defined in the terms of the agreement, as subsequently modified in December 2016, based on an assessment of the cash position of the Group every 6 months.

In December 2016, the Company agreed with its financiers to waive a number of restrictive covenants, which included adjustments to certain restrictions to allow for the Group's mortgage book to be maintained at higher anticipated levels, funds to be raised under certain pre-agreed parameters, and restrictions on business origination to be removed. The new terms do not affect the repayment period or amounts or profit payments to financiers.

#### 11 SEGMENTAL INFORMATION

For management purposes, the Group is organised into three business segments, real estate finance (comprising of financing and investing activities), real estate investment (comprising of property transactions), corporate finance investment (comprising of corporate finance investment).

Management monitors the operating results of its business units for the purpose of making decisions about resource allocation and assessment of performance.

#### **Operating segments:**

The Group's revenues and expenses for each segment for the nine months period ended 30 September are as follows:

#### 30 September 2019 (Unaudited):

	Real Estate Finance AED'000	Real Estate Investment AED'000	Corporate Finance Investment AED'000	Total AED'000
Operating income Allowances for impairment	89,697 (70,878)	157,445 (2,561)	15,876 (754)	263,018 (74,193)
Amortisation of initial fair value gain Expenses (including allocated expenses)	(27,928) (60,364)	(38,551) (21,158)	(7,073) (6,666)	(73,552) (88,188)
Share of results of an associate  Distribution to financiers/investors	(33,764)	(35,200)	14,764 (13,565)	14,764 (82,529)
Segment results	(103,237)	59,975	2,582	(40,680)
Non-controlling interests				(4,533)
Equity holders of the parent			-	(45,213)

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS For the period ended 30 September 2019 (Unaudited) (continued)

#### 11 SEGMENTAL INFORMATION (continue)

**Operating segments: (continue)** 

#### 30 September 2018 (unaudited):

Real Estate Finance AED'000	Real Estate Investment AED'000	Corporate Finance Investment AED'000	Total AED'000
97,373	125,776	12,393	235,542
(41,157)	924	(2,135)	(42,368)
(40,328)	(36,853)	(7,162)	(84,343)
(54,414)	(24,462)	(7,663)	(86,539)
-	(5,304)	-	(5,304)
-	-	14,950	14,950
(36,113)	(35,099)	(12,091)	(83,303)
(74,639)	24,982	(1,708)	(51,365)
		_	(2,268)
			(53,633)
	97,373 (41,157) (40,328) (54,414) - (36,113)	Finance AED'000 Investment AED'000 AED'000 Separate Separ	Finance AED'000 Investment AED'000 Investment AED'000 AED'000  97,373 125,776 12,393 (41,157) 924 (2,135) (40,328) (36,853) (7,162) (54,414) (24,462) (7,663) - (5,304) - 14,950 (36,113) (35,099) (12,091)

#### Segment assets and liabilities:

The following table presents segment assets and liabilities of the Group as at 30 September 2019 and 31 December 2018:

#### 30 September 2019 (Unaudited):

	Real Estate Finance AED'000	Real Estate Investment AED'000	Corporate Finance Investment AED'000	Total AED'000
Segment assets	3,118,688	2,210,723	463,221	5,792,632
Segment liabilities	981,775	3,068,410	511,215	4,561,400
31 December 2018 (Audited):	Real Estate Finance AED'000	Real Estate Investment AED'000	Corporate Finance Investment AED'000	Total AED'000
Segment assets	3,431,864	2,014,557	437,400	5,883,121
Segment liabilities	1,203,944	2,931,203	483,477	4,618,624

# NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS For the period ended 30 September 2019 (Unaudited) (continued)

#### 12 RELATED PARTY TRANSACTIONS

Related parties represent associated companies, major shareholders, directors and key management personnel of the Group, and entities controlled, jointly controlled or significantly influenced by such parties. The pricing policies and terms of these transactions are approved by the Group's management , all transaction with related parties are on an arms length basis.

Balances with related parties included in the interim condensed consolidated interim statement of financial position are as follows:

#### 30 September 2019 (Unaudited):

	Major shareholders AED'000	Directors and senior management AED'000	Other related parties AED'000	Total AED'000
Cash and bank balances Islamic financing and investing assets Investment deposits Other liabilities	- - 117,688 78	- 11,264 - -	4,773 6,360 941,789 623	4,773 17,624 1,059,477 701
31 December 2018 (Audited):	Major shareholders AED'000	Directors and senior management AED'000	Other related parties AED'000	Total AED'000
Cash and balances with banks Islamic financing and investing assets Investment securities Investment deposits Other assets Other liabilities	- - - 117,688 - 46	15,256 - - - -	7,265 8,358 7,249 941,789 703 821	7,265 23,614 7,249 1,059,477 703 867

Transactions with related parties included in the statement of income are as follows:

#### 30 September 2019 (Unaudited)

	Major shareholders AED'000	Directors and senior management AED'000	Other related parties AED'000	Total AED'000
Income from Islamic financing and investing assets	-	335	224	559
Distribution to financiers / investors	1,824	-	14,593	16,417
30 September 2018 (Unaudited)				
	Major shareholders AED'000	Directors and senior management AED'000	Other related parties AED'000	Total AED'000
Income from Islamic financing and investing assets Distribution to financiers / investors	- 1,802	835	331 14,418	1,166 16,220

# NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS For the period ended 30 September 2019 (Unaudited) (continued)

#### 12 RELATED PARTY TRANSACTIONS (continued)

#### Compensation of key management personnel

The compensation paid to key management personnel of the Group is as follows:

	30 September 2019 AED'000	30 September 2018 AED'000
	(Unaudited)	(Unaudited)
Salaries and other benefits	9,486	11,207
Employee termination benefits	233	1,204
	9,719	12,411

#### 13 COMMITMENTS AND CONTINGENCIES

#### **Commitments**

	Notes	30 September 2019 AED'000 (Unaudited)	31 December 2018 AED'000 (Audited)
Irrevocable commitments to advance financing	13.1	238,236	290,336
Commitments for advances for investment properties	13.2	23,251	23,251
Commitments for investment properties	13.3	23,245	65,348
		284,732	378,935

- 13.1 Credit-related commitments include commitments to extend facilities designed to meet the requirements of the Group's customers. Commitments generally have fixed expiration dates, or other termination clauses, and normally require the payment of a fee. Since commitments may expire without being drawn upon, the total contract amounts do not necessarily represent future cash requirements.
- 13.2 This represents commitments to property developers or sellers in respect of property purchases.
- 13.3 This represents commitments to property developers in respect of development of investment properties.

#### **Contingencies**

- a) The Group is engaged in certain litigation proceedings in the United Arab Emirates, involving claims by and against it, mainly in respect of certain sale and financing transactions. The Group is defending these cases and, based on legal counsel advice received, believes it is less than probable that such actions taken by counter parties would succeed, except for cases against which a provision of AED 1 million (31 December 2018: AED 3 million) has been made.
- b) The developer against which the Company commenced arbitration in 2013 as detailed in note 7 has in turn also filed an arbitration case against the Group during the year ended 31 December 2017 amounting to AED 669 million to recover purported losses. Based on the advice received from third party legal counsel, the Company has concluded it is unlikely that the counterparty will be successful with this action.

#### NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS

As at 30 September 2019 (Unaudited)

#### 14 MATURITY ANALYSIS OF ASSETS AND LIABILITIES

The maturity analysis of assets, liabilities and off balance sheet items is analysed according to when they are expected to be recovered, settled or sold. The values presented in this table include the impact of fair value adjustment as per the statement of financial position and excludes profit not yet due at the period end.

At 30 September 2019 (Unaudited)		Up to 1 year		Total				
	Less than 3 months AED'000	3 months to 6 months AED'000	6 months to 1 year AED'000	up to 1 year AED'000	1 year to 5 years AED'000	Over 5 years AED'000	Items with no maturity AED'000	Total AED'000
Assets								
Cash and balances with banks	56,157	23,245	-	79,402	81,370	•	35,000	195,772
Islamic financing and investing assets	272,124	45,842	96,923	414,889	780,471	1,290,516	-	2,485,876
Investment securities	-	-	-	-	7,249	511	-	7,760
Advance for investment properties	-	- 02 100	-	-	30,036	292,782	-	322,818
Investment properties	82,108	82,108	164,217	328,433	1,533,535	557,400	-	2,419,368
Investments in an associate	- 20 212	24 440	2 221	-	281,946	-	-	281,946
Other assets	30,312	34,449	2,231	66,992	-	-	12 100	66,992
Furniture, fixture and office equipment	-	-	-	-	-	-	12,100	12,100
Total assets	440,701	185,644	263,371	889,716	2,714,607	2,141,209	47,100	5,792,632
Liabilities								
Investment deposits and other Islamic financing	70,173	70,173	93,564	233,910	2,798,107	1,071,726	_	4,103,743
Term Islamic financing	4,756	4,554	9,354	18,664	75,287	46,687	-	140,638
Employees' end of service benefits	-	´ -	-	, -	-	-	4,181	4,181
Other liabilities	115,428	25,821	24,808	166,057	-	146,781	-	312,838
Total liabilities	190,357	100,548	127,726	418,631	2,873,394	1,265,194	4,181	4,561,400
Commitments	168,557	109,757	5,534	283,848	884	-	-	284,732
Net liquidity gap	81,787	(24,661)	130,111	187,237	(159,671)	876,015	42,919	946,500
Cumulative net liquidity gap	81,787	57,126	187,237	187,237	27,566	903,581	946,500	946,500

## NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS

As at 30 September 2019 (Unaudited)

#### 14 MATURITY ANALYSIS OF ASSETS AND LIABILITIES (continued)

At 31 December 2018	Up to 1 year		T - 4 - 1					
	Less than 3 months AED'000	3 months to 6 months AED'000	6 months to 1 year AED'000	Total up to 1 year AED'000	1 year to 5 years AED'000	Over 5 years AED'000	Items with no maturity AED'000	Total AED'000
Assets	07.004			0.00	122.001		27.000	255.005
Cash and balances with banks	87,086	-	-	87,086	133,901	-	35,000	255,987
Islamic financing and investing assets	338,343	87,992	205,917	632,252	521,766	1,549,832	-	2,703,850
Investment securities	-	-	-	-	-	-	7,714	7,714
Advance for investment properties	-	-	-	-	30,037	292,781	-	322,818
Investment properties	-	-	250,780	250,780	1,045,339	692,952	-	1,989,071
Properties under development	-	-	-	-	230,845	-	-	230,845
Investment in an associate	-	86,702	-	86,702	-	202,303	-	289,005
Other assets	39,821	17,462	1,688	58,971	8,346	-	-	67,317
Furniture, fixture and office equipment	-	-	-	-	-	-	17,214	17,214
Total assets	465,250	192,156	458,385	1,115,791	1,970,234	2,737,868	59,928	5,883,821
Liabilities Investment deposits and other Islamic financing	-	157,297	361,552	518,849	1,884,851	1,814,325	-	4,218,025
Term Islamic financing	2,347	5,654	5,654	13,655	33,850	64,180	-	111,685
Employees' end of service benefits	-	-	=	-	-	-	4,398	4,398
Other liabilities	101,467	2,278	3,044	106,789	30,946	146,781		284,516
Total liabilities	103,814	165,229	370,250	639,293	1,949,647	2,025,286	4,398	4,618,624
Commitments	281,276	380	2,262	283,918	95,017	-	-	378,935
Net liquidity gap	80,160	26,547	85,873	192,580	(74,430)	712,582	55,530	886,262
Cumulative net liquidity gap	80,160	106,707	192,580	192,580	118,150	830,732	886,262	886,262