



Board Report for the year 2023

Dear Shareholders,

[Agility](#), a global leader in supply chain services, infrastructure, and innovation, reported for the full year 2023, a net profit of KD 83.6 million, equivalent to 32.7 fils per share, representing an increase of 22%. Full-year EBITDA increased by 42.4% to KD 257.2 million and revenue increased by 56.7% to KD 1,353 million. It is worth noting that due to the accounting treatment of Agility's investment in DSV, only Agility's share of DSV cash dividends gets reflected in Agility's income statement, however, if Agility's prorata share of DSV's EBITDA for the year 2023 is taken into account, it would increase Agility's EBITDA by approximately KD 90 million.

FY 2023 Performance

Agility delivered on a track record of positive momentum in 2023, despite ongoing volatile markets and the challenging macro environment. Agility ended the year with a 42.4% growth in EBITDA, driven by strong performance across Agility's operating entities.

Agility's Investments segment benefited from a general uplift in global equity markets in the third quarter of the year. Given the materiality of this segment to Agility's balance sheet, and in particular its DSV investment, Agility closed two funded equity collar agreements to safeguard the value of DSV stake and get access to relatively cheaper funding.

Agility enters 2024 optimistic about the future and the opportunities to grow both globally and in Kuwait, driving value for our shareholders, employees, customers, and communities.

End of Year Dividends Recommendation

Agility's board is recommending a cash dividend of 10%, equivalent to 10 fils per share for the year 2023. This recommendation is subject to the approval of the General Assembly.

The dividends reflect our determination to deliver value to shareholders, especially after a period of volatility and uncertainty in global capital markets.

The Full year cash dividend is an additional dividend pursuant to the interim dividends announced on March 28, 2024, following the board of directors' approval to distribute two interim dividends:

- An interim cash dividend distribution of KD 25.5 million (US \$83 million), equivalent to 10 fils per share.
- A stock or in-kind dividend distribution for the same period estimated at KD 800 million (US \$2.6 billion), representing 49% of the shares owned by Agility in its wholly owned subsidiary, Agility Global PLC, which includes a number of Agility's assets and operations, the most important of which are Menzies, Agility's



investment in Tristar Transport Company (Tristar), Agility's operations for logistics complexes outside Kuwait, and DSV's investment, Agility Global PLC was listed on the Abu Dhabi Securities Exchange on May 2nd, 2024, where every shareholder in Agility KSCP will receive 2 shares of Agility Global PLC for every one share he owns in Agility KSCP.

Agility Controlled Businesses

Agility's controlled businesses are those the company operates and owns majority stakes in, and whose performance is consolidated and reported through Agility's profit and loss statement. For FY2023, the consolidated EBITDA of Agility's controlled businesses is equal to KD 264.2 million on revenue of KD 1.4 billion, which represents increases of 35.4% and 56.7%, respectively, over the same period in 2022.

For the FY 2023, performance of the company's controlled businesses is reported under three groups:

Aviation Services

Menzies Aviation reported revenue of KD 665.8 million and EBITDA of KD 97.8 million for the FY 2023, which represents increases of 126.5% and 135.5% over the same period a year earlier. The figures include the consolidated performance of Menzies Aviation and Agility's legacy National Aviation Services (NAS).

Globally, air travel reached 95% of 2019 levels in December 2023. Menzies expects that all major markets will recover to pre-Covid levels during 2024. Total air traffic, according to the International Air Transport Association, grew by 37% in 2023.

All geographic regions served by Menzies posted year-on-year revenue growth due to increases in passenger flights. The Americas (which includes North and South America) performance benefitted from contract wins in different markets. In Europe, Menzies experienced significant growth and launched successful new operations. Menzies recently announced major contract wins in Spain (launching in H1 2024) and expects progress in other new operations in 2024. The company's cargo business performed well in 2023. While recovery across Africa generally was slower, the Middle East and South Asia posted significant growth.

Fuel Logistics

Tristar's FY consolidated revenue grew by 33.3% vs. FY 2022, and EBITDA increased by 26.2%. This performance was driven by Tristar's diversified portfolio of services.

Tristar ended 2023 with revenue exceeding \$1 billion. This was driven by the acquisition of HG storage in 2022 in addition to the growth in the Fuel and Road Transport & Warehousing segments, underpinned by new contract wins. The Maritime segment showed continued resilience as markets remained strong throughout the year. Tristar expects to maintain its momentum in 2024.



Other Controlled Businesses

As a group, Agility's other controlled businesses reported EBITDA of KD 99.4 million on revenue of KD 350.2 million.

The main contributors were:

Agility Logistics Parks (ALP). ALP reported 7.7% full-year revenue growth. ALP is continuing to pursue its growth strategy by increasing and optimizing its existing land bank and developing new projects.

United Projects for Aviation Services Company (UPAC). Full-year 2023 revenue for United Projects for Aviation Services Company (UPAC) increased by 2.6%. The increase was driven mainly by a rebound in airport-related services and an increase in the frequency of daily flights and travelers at Kuwait International Airport. UPAC anticipates steady growth in 2024.

UPAC is a co-investor in Abu Dhabi's \$1.3 billion Reem Mall on Reem Island. The mall officially opened to the public in February 2023. To date, 153 units are trading and almost 72% of Gross Leasable Area (GLA) is committed. UPAC expects additional openings by more tenants in coming months. The mall is the region's first, fully integrated omnichannel retail ecosystem with digital, e-commerce, and logistics capabilities. It brings together all consumer and retail services to ensure a seamless customer experience.

Global Clearinghouse Systems (GCS). At GCS, Agility's customs modernization and port operations company, Full year revenue grew by 5.3% vs. the same period in 2022.

Agility's Investments

Agility holds non-controlling minority stakes in a number of businesses, both listed and non-listed. As of December 31, 2023, the carrying value of those stakes was roughly KD 1.5 billion. The main investment in this segment is DSV. Agility's stake in DSV remains a strategic investment, and the company has moved to safeguard the value of its DSV holding by entering into multi-year, funded equity collar agreements with several banks. The purpose of these agreements is to protect the value of the holding from market volatility, while also allowing Agility to have access to cheaper funding.

The Board of Directors approved in its meeting No. (5) held on 27/3/2024 and based on the delegation from the ordinary and extraordinary general assembly meetings of the company held on 30/5/2023 and 7/6/2023 respectively, in addition to the distribution of interim dividends as previously mentioned as follows:

- Listing of Agility Global plc on the Abu Dhabi Securities Exchange (ADX) in the United Arab Emirates, noting that the listing will be a technical listing, i.e. limited to listing the shares distributed to the existing shareholders without any private or public offering of those shares, and that in accordance with the mechanisms followed by the ADX for this type of listing, including the mechanisms for determining the technical price, also the approval to vote in the general assemblies of the subsidiaries in the chain of ownership up to voting in the board of directors of Agility Global plc. in regards to the listing decision.



- Approve and ratify all actions taken regarding the listing of Agility Global plc on the ADX, including the restructuring of certain assets of the company based on the authorization of the aforementioned General Assembly meetings and all actions taken by any authorized signatory of Agility and/or its subsidiaries in executing the restructuring and signing all applications, documents, contracts, papers, instruments and deeds related thereto.