

INVESTCORP CAPITAL PLC

**INTERIM CONDENSED
CONSOLIDATED**

FINANCIAL STATEMENTS

**FOR THE THREE-MONTH PERIOD ENDED SEPTEMBER 30, 2024
(REVIEWED)**

REPORT ON REVIEW OF THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS TO THE BOARD OF DIRECTORS OF INVESTCORP CAPITAL PLC

Introduction

We have reviewed the accompanying interim condensed consolidated financial statements of Investcorp Capital Plc (the "Company") as at 30 September 2024, which comprise the interim condensed consolidated statement of financial position as at 30 September 2024 and the related interim condensed consolidated statements of profit or loss, other comprehensive income, changes in equity and cash flows for the three-month period then ended and explanatory notes. The Management is responsible for the preparation and presentation of these interim condensed consolidated financial statements in accordance with International Accounting Standard 34 *Interim Financial Reporting* ("IAS 34"). Our responsibility is to express a conclusion on these interim condensed consolidated financial statements 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 interim condensed consolidated financial statements are not prepared, in all material respects, in accordance with IAS 34.



Signed by
Ahmad Al Dali
Partner
Ernst & Young

12 November 2024
Abu Dhabi, United Arab Emirates

INTERIM CONSOLIDATED STATEMENT OF PROFIT OR LOSS
FOR THE THREE-MONTH PERIOD ENDED SEPTEMBER 30, 2024 (REVIEWED)

<i>\$millions</i>	<i>July - September 2024 (reviewed)</i>	<i>July - September 2023 (reviewed)</i>	<i>Notes</i>
Revenue from capital financing services	11	8	
Revenue from capital deployment	7	9	
Interest income	2	2	15
Gross operating income	20	19	3
Operating expenses	(2)	(3)	
Interest expense	(6)	(3)	
NET PROFIT FOR THE PERIOD	12	13	
Basic and diluted earnings per share (cents)	0.55	0.70	12



Mohammed Mahfoodh Saad Al Ardhi
Chairman



Timothy Mattar
Chief Executive Officer



Rohit Nanda
Chief Financial Officer

The attached Notes 1 to 17 are an integral part of these interim condensed consolidated financial statements.

INTERIM CONSOLIDATED STATEMENT OF OTHER COMPREHENSIVE INCOME
FOR THE THREE-MONTH PERIOD ENDED SEPTEMBER 30, 2024 (REVIEWED)

<i>\$millions</i>	<i>July - September 2024 (reviewed)</i>	<i>July - September 2023 (reviewed)</i>
NET PROFIT FOR THE PERIOD	<u>12</u>	<u>13</u>
Other comprehensive (loss) income that will not be recycled to statement of profit or loss		
Movements - Fair value through other comprehensive income investments	<u>(1)</u>	<u>0</u>
<i>Other comprehensive (loss) income</i>	<u>(1)</u>	<u>0</u>
TOTAL COMPREHENSIVE INCOME	<u>11</u>	<u>13</u>



Mohammed Mahfoodh Saad Al Ardhi
Chairman



Timothy Mattar
Chief Executive Officer



Rohit Nanda
Chief Financial Officer

The attached Notes 1 to 17 are an integral part of these interim condensed consolidated financial statements.

INTERIM CONSOLIDATED STATEMENT OF FINANCIAL POSITION
SEPTEMBER 30, 2024 (REVIEWED)

<i>\$millions</i>	<i>September 30, 2024 (reviewed)</i>	<i>June 30, 2024 (audited)</i>	<i>Notes</i>
ASSETS			
Cash and cash equivalents	5	1	
Due from a related party	165	144	15
Receivables and other assets	182	205	4
Capital financing services	369	430	5
Corporate investments	529	520	6
Global credit	226	242	7
Real assets	169	162	8
Strategic capital	46	47	
TOTAL ASSETS	1,691	1,751	
LIABILITIES AND EQUITY			
LIABILITIES			
Payables and accrued expenses	45	157	9
Financing	228	132	10
TOTAL LIABILITIES	273	289	
EQUITY			
Share capital	1,096	1,096	11
Retained earnings and other reserves	322	311	
Proposed appropriation	-	55	
TOTAL EQUITY	1,418	1,462	
TOTAL LIABILITIES AND EQUITY	1,691	1,751	



Mohammed Mahfoodh Saad Al Ardhi
Chairman



Timothy Mattar
Chief Executive Officer



Rohit Nanda
Chief Financial Officer

The attached Notes 1 to 17 are an integral part of these interim condensed consolidated financial statements.

**INTERIM CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE THREE-MONTH PERIOD ENDED SEPTEMBER 30, 2024 (REVIEWED)**

\$millions	Invested capital	Share capital	Retained earnings and other reserves				Proposed appropriation	Total
			Share Premium	Retained earnings	Fair value reserve	Treasury reserve		
Balance at July 1, 2023	1,235	-	-	-	-	-	-	1,235
Total comprehensive income	-	-	-	13	-	-	-	13
Restructure / capitalisation during the period	(1,235)	935	-	307	(7)	-	-	-
Balance at September 30, 2023 (reviewed)	-	935	-	320	(7)	-	-	1,248
Balance at July 1, 2024	-	1,096	27	296	(11)	(1)	55	1,462
Total comprehensive income	-	-	-	12	(1)	-	-	11
Approved appropriations	-	-	-	-	-	-	(55)	(55)
Treasury shares (Note 12)	-	-	(0)	-	-	(0)	-	(0)
Balance at September 30, 2024 (reviewed)	-	1,096	27	308	(12)	(1)	-	1,418

The attached Notes 1 to 17 are an integral part of these interim condensed consolidated financial statements.

INTERIM CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE THREE-MONTH PERIOD ENDED SEPTEMBER 30, 2024 (REVIEWED)

<i>\$millions</i>	<i>July - September 2024 (reviewed)</i>	<i>July - September 2023 (reviewed)</i>
OPERATING ACTIVITIES		
Net profit for the period	12	13
Adjustments for non-cash items in net profit:		
Unrealized fair value movement	(0)	(3)
Net profit adjusted for non-cash items	12	10
Changes in working capital		
Other net working capital	(2)	(4)
Net cash from operating activities	10	6
FINANCING ACTIVITIES		
Movement in related party balance	(21)	50
Financing	96	122
Dividends paid	(16)	-
Treasury shares	(0)	-
Net cash from financing activities	59	172
INVESTING ACTIVITIES		
Corporate investments	(12)	(13)
Global credit	15	26
Real assets	(12)	17
Strategic capital	1	(4)
Capital financing services (including receivables)	(55)	(204)
Financial assets disposal proceeds receivable	(2)	-
Net cash used in investing activities	(65)	(178)
Net change in cash and cash equivalents	4	-
Opening cash and cash equivalents	1	-
Total cash and cash equivalents	5	-
Additional cash flow information		
Interest paid	(6)	(3)
Interest received	2	2

The attached Notes 1 to 17 are an integral part of these interim consolidated financial statements.

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (REVIEWED)

1. BACKGROUND

Investcorp Capital Limited was incorporated on April 24, 2023 and is registered with Abu Dhabi Global Market ("ADGM"). On October 12, 2023, the Company re-registered as a Public Company Limited by shares and changed its name to Investcorp Capital Plc (the "Company" or "ICAP"). The registered address of the Company is 1137 Register 17, 17, Al Maqam Tower, Abu Dhabi Global Market Square, Al Maryah Island, Abu Dhabi, United Arab Emirates. The Company and its subsidiaries are referred to herein as the "Group". The wholly owned subsidiaries of ICAP which are consolidated in these financial statements are as follows:

<i>Wholly owned subsidiaries</i>	<i>Place of incorporation</i>	<i>Description of principal activities</i>
Investcorp Capital Cayman Limited	Cayman Islands	Holding Company.
Investcorp Investment Holdings Limited	Cayman Islands	Retention of Group's investments across various asset class.
Investcorp BDC Holding Limited	Cayman Islands	Holding of certain debt investments of the Group.

The Company is 71.4% owned by Investcorp S.A., which is an indirect wholly-owned subsidiary of Investcorp Holdings B.S.C. (closed) ("Investcorp Holdings"), a company incorporated in the Kingdom of Bahrain. Investcorp Holdings and its subsidiaries, are referred to herein as ("Investcorp").

In October 2023, Investcorp announced its intention to list the Company's shares in Abu Dhabi Securities Exchange ('ADX'). On November 10, 2023, the Initial Public Offering was successfully priced at the rate of AED 2.30. The trading of the Company's shares commenced on November 17, 2023.

The comparative information for the period from July 1, 2023 to August 30, 2023 represents the carve-out financial information of the capital operations since the Group has operated as part of Investcorp until August 30, 2023 and not as a separate group. The basis of carve-out financial statements is highlighted in June 30, 2024 audited financial statements.

The interim condensed consolidated financial statements were authorized for issue by the board of directors of Investcorp Capital PLC on November 12, 2024.

2. CYCLICALITY OF ACTIVITIES

The income of the Group is comprised predominantly of revenues generated from direct investments and capital financing services. The main components of capital financing services' revenue arise from underwriting of corporate investments and strategic capital which may not be earned evenly during a fiscal period. Furthermore, the value development cycle for a given investment usually occurs over a longer time period and the revenues generated from that process are not spread evenly over the period. Consequently, the short-term operating result may not necessarily be indicative of the long-term operating result.

3. SEGMENT REPORTING

As at September 30, 2024, the business segments used for segment reporting are as follows.

i) Capital Financing Services

The Capital Financing Services Business primarily acts as underwriter for acquisition of target companies which have a strong track record and potential for growth. Revenue from capital financial services represents underwriting fee income.

ii) Capital Deployment

Investcorp deploys capital as a principal investor along with its clients in various asset classes and acts as a strategic partner to drive growth of these businesses. Income from these asset classes is earned during their life cycle either in the form of fair value changes or cash flows in the form of dividends, yield on global credit and capital gains on disposals of these assets.

PROFIT OR LOSS AND FINANCIAL POSITION BY REPORTING SEGMENTS

The interim condensed consolidated statement of profit or loss by reporting segments are as follows:

<i>\$millions</i>	<i>July - September 2024 (reviewed)</i>	<i>July - September 2023 (reviewed)</i>
CAPITAL FINANCING SERVICES		
Revenue from capital financing services	11	8
Interest income	2	2
Gross income attributable to capital financing services	13	10
Interest expense	(6)	(3)
Operating expenses attributable to capital financing services	(1)	(1)
CAPITAL FINANCING SERVICES PROFIT (a)	6	6
CAPITAL DEPLOYMENT		
Gain on financial assets	0	3
Yield on global credit	4	4
Dividend income - real assets	3	2
Interest income	0	-
Gross income attributable to capital deployment	7	9
Operating expenses attributable to capital deployment	(1)	(2)
CAPITAL DEPLOYMENT PROFIT (b)	6	7
PROFIT FOR THE PERIOD (a) + (b)	12	13

3. SEGMENT REPORTING (CONTINUED)**PROFIT OR LOSS AND FINANCIAL POSITION BY REPORTING SEGMENTS
(CONTINUED)**

The interim condensed consolidated statement of financial position by reporting segments are as follows:

September 30, 2024 (reviewed) \$millions	Capital Financing Services	Capital Deployment	Total
Assets			
Cash and cash equivalents	5	0	5
Due from a related party	157	8	165
Receivables and other assets	170	12	182
Capital financing services	369	-	369
Corporate investments	-	529	529
Global credit	-	226	226
Real assets	-	169	169
Strategic capital	-	46	46
Total assets	701	990	1,691
Liabilities and Equity			
Liabilities			
Payables and accrued expenses	18	27	45
Financing	228	-	228
Total liabilities	246	27	273
Equity			
Share capital	360	736	1,096
Retained earnings and other reserves	95	227	322
Total equity	455	963	1,418
Total liabilities and equity	701	990	1,691

June 30, 2024 (audited) \$millions	Capital Financing Services	Capital Deployment	Total
Assets			
Cash and cash equivalents	1	0	1
Due from a related party	137	7	144
Receivables and other assets	195	10	205
Capital financing services	430	-	430
Corporate investments	-	520	520
Global credit	-	242	242
Real assets	-	162	162
Strategic capital	-	47	47
Total assets	763	988	1,751
Liabilities and Equity			
Liabilities			
Payables and accrued expenses	150	7	157
Financing	132	-	132
Total liabilities	282	7	289
Equity			
Share Capital	384	712	1,096
Retained earnings and other reserves	97	269	366
Total equity	481	981	1,462
Total liabilities and equity	763	988	1,751

4. RECEIVABLES AND OTHER ASSETS

<i>\$millions</i>	September 30, 2024 (reviewed)	June 30, 2024 (audited)
Capital financing services related receivables	170	196
Financial assets disposal proceeds receivable	6	4
Other assets	6	5
Total	182	205

5. CAPITAL FINANCING SERVICES

<i>\$millions</i>	September 30, 2024 (reviewed)					June 30, 2024 (audited)				
	North America	Europe	Asia	MENA	Total	North America	Europe	Asia	MENA	Total
Corporate investments	54	106	-	12	172	70	83	-	12	165
Real assets	58	60	1	36	155	137	64	1	35	237
Strategic capital	-	-	-	-	-	3	-	-	-	3
Global credit	14	28	-	-	42	14	11	-	-	25
Total	126	194	1	48	369	224	158	1	47	430

6. CORPORATE INVESTMENTS

<i>\$millions</i>	September 30, 2024 (reviewed)	June 30, 2024 (audited)
North America	126	125
Europe	43	41
MENA*	185	186
Asia**	175	168
Total	529	520

* Including Turkey

** Represents China and India

7. GLOBAL CREDIT

<i>\$millions</i>	September 30, 2024 (reviewed)	June 30, 2024 (audited)
Structured global credit	185	202
Other global credit	41	40
Total	226	242

Structured global credit represents exposure to corporate debt through fully funded total return swap entered with a related party. The Company earns returns equal to an investment in CLOs and receives cash which comprises of interest and principal.

8. REAL ASSETS

<i>\$millions</i>	<i>September 30, 2024 (reviewed)</i>	<i>June 30, 2024 (audited)</i>
North America	138	132
Europe	19	17
Asia	10	11
MENA	2	2
Total	169	162

9. PAYABLES AND ACCRUED EXPENSES

<i>\$millions</i>	<i>September 30, 2024 (reviewed)</i>	<i>June 30, 2024 (audited)</i>
Dividend payable	39	-
Unfunded deal acquisitions	6	156
Other payables	0	1
Total	45	157

10. FINANCING

<i>\$millions</i>	<i>Final Maturity</i>	<i>Facility size</i>	<i>September 30, 2024 (reviewed)</i>	<i>June 30, 2024 (audited)</i>
<u>MEDIUM-TERM DEBT</u>				
REVOLVING CREDIT				
US Dollar syndicated revolving facility	March 2028	800	245	150
TOTAL MEDIUM-TERM DEBT			245	150
<u>OTHER ADJUSTMENTS</u>				
Transaction costs of borrowings			(17)	(18)
TOTAL FINANCING			228	132

The revolving credit facility is a floating rate instrument with a margin of 250 basis point over SOFR. These are subject to certain customary covenants, including maintaining certain minimum levels of net worth and operating below maximum leverage ratios.

11. SHARE CAPITAL

Initially 935,001,000 shares were issued with a nominal value of \$1 each per share. On September 18, 2023, the number of shares changed from 935,001,000 to 1,870,002,000 shares as a result of share split resulting in the nominal value per share changing from \$1 per share to \$0.5 per share.

Furthermore, 321.5 million shares were issued as a result of IPO (Note 1). As at September 30, 2024, the Company has an issued and paid up capital of USD 1,095,751,000 comprising of 2,191,502,000 shares. The excess is recorded in share premium.

Treasury shares

The Company engaged a third-party licensed Market Maker on ADX that offers liquidity provision services, to place buy and sell orders of the Company's shares with the objective of reducing bid/ask spreads as well as reducing price and volume volatility. At 30 September 2024, the Market Maker held 2,516,135 of ICAP shares on behalf of the Company, which are classified under equity as treasury shares.

12. EARNINGS PER SHARE

	September 30, 2024 (reviewed)	September 30, 2023 (reviewed)
Profit for the period (\$millions) attributable to shareholders	12	13
Weighted average number of ordinary shares (in millions)*	2,188	1,870
Basic and diluted earnings per share (cents)	0.55	0.70

* Since predecessor accounting is followed, the number of shares for the comparative period is assumed to be same as number of shares prior to listing.

The Board of Directors of the Company, in its meeting held on September 09, 2024, approved the payment of dividend of US\$ 55.2 million (approximately US\$ 0.0251 cents per share).

13. COMMITMENTS AND CONTINGENT LIABILITIES

\$millions	September 30, 2024 (reviewed)	June 30, 2024 (audited)
Commitments	237	338
Capital guarantees	61	58

Represents commitments and capital guarantees towards participation in corporate investments, real assets, global credit and strategic capital investments.

14. FAIR VALUE OF FINANCIAL INSTRUMENTS

Fair value adjustments arise from re-measurement of investments.

Nonetheless the actual amount that is realized in a future transaction may differ from the current estimate of fair value, given the inherent uncertainty surrounding valuations of unquoted investments.

The fair values of the Group's financial assets and liabilities are not materially different from their carrying values.

The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments:

Level 1: quoted prices in active markets for identical assets or liabilities;

Level 2: inputs other than quoted prices that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3: inputs for the asset or liability that are not based on observable market data (i.e. unobservable inputs).

During the period July 1, 2024 to September 30, 2024, there was no transfer between levels (July 1, 2023 to September 30, 2023: nil).

14. FAIR VALUE OF FINANCIAL INSTRUMENTS (CONTINUED)

The fair values of financial assets that are traded in active markets are based on quoted market prices or dealer price quotations. For all other financial instruments, the Company determines fair values using other valuation techniques which are explained in the consolidated financial statements for the year ended June 30, 2024.

The following table shows an analysis of financial instruments recorded at fair value by level of the fair value hierarchy:

September 30, 2024 (reviewed)				
\$millions	Level 1	Level 2	Level 3	Total
Financial assets				
Financial assets at fair value				
Capital financing services	-	-	369	369
Corporate investments	-	-	529	529
Global credit	13	104	109	226
Real assets	-	-	169	169
Strategic capital	-	-	46	46
Total financial assets	13	104	1,222	1,339

June 30, 2024 (audited)				
\$millions	Level 1	Level 2	Level 3	Total
Financial assets				
Financial assets at fair value				
Capital financing services	-	-	430	430
Corporate investments	3	-	517	520
Global credit	12	121	109	242
Real assets	-	-	162	162
Strategic capital	-	-	47	47
Total financial assets	15	121	1,265	1,401

14. FAIR VALUE OF FINANCIAL INSTRUMENTS (CONTINUED)

A reconciliation of the opening and closing amounts of Level 3 investments is given below:

September 30, 2024 (reviewed) \$millions	At beginning	Net new acquisitions	Fair value movements	Movements relating to realizations	Other movements*	At end
Corporate investments	517	1	1	-	10	529
Global credit	109	3	-	(7)	4	109
Real assets	162	10	(0)	(5)	2	169
Strategic capital	47	-	-	(1)	-	46
Capital financing services	430	90	-	(151)	-	369
Total**	1,265	104	1	(164)	16	1,222
*Other movements include add-on funding and foreign currency translation adjustments.						
**Consolidated level 3 assets under capital deployment and capital financing services						

June 30, 2024 (audited) \$millions	At beginning	Net new acquisitions	Fair value movements	Movements relating to realizations	Other movements*	At end
Corporate investments	332	158	25	(10)	12	517
Global credit	182	7	5	(85)	-	109
Real assets	155	24	8	(23)	(2)	162
Strategic capital	33	9	6	(1)	-	47
Capital financing services	418	883	-	(871)	-	430
Total**	1,120	1,081	44	(990)	10	1,265
*Other movements include add-on funding and foreign currency translation adjustments.						
**Consolidated level 3 assets under capital deployment and capital financing services						

15. RELATED PARTY TRANSACTIONS AND BALANCES

For the Group, related parties include Investcorp, its directors, senior management and immediate families of the directors and senior managements.

It also includes entities controlled, jointly controlled or significantly influenced by such parties.

Income is earned or expense is incurred in the Group's transactions with such related parties in the ordinary course of business. Group's management approves the terms and conditions of all related party transactions.

The income earned and expenses incurred in connection with related party transactions included in these interim condensed consolidated financial statements are as follows:

\$millions		September 30, 2024 (reviewed)	September 30, 2023 (reviewed)
Revenue from capital financing services	Portfolio companies / Investcorp	11	8
Revenue from capital deployment	Portfolio companies	7	9
Interest income	Investcorp	2	2
Interest expense	Investcorp	-	(3)
Operating expenses	Investcorp	(1)	(2)
Operating expenses	Directors' remuneration	(0)	(0)

15. RELATED PARTY TRANSACTIONS AND BALANCES (CONTINUED)

In addition to the above, the Company is reimbursed for any foreign currency gain or loss by Investcorp.

The balances with related parties included in these interim condensed consolidated financial statements are as follows:

	September 30, 2024 (reviewed)			June 30, 2024 (audited)		
	Assets	Liabilities	Off-balance sheet	Assets	Liabilities	Off-balance sheet
<i>\$millions</i>						
Outstanding balances						
Due from a related party	165	-	-	144	-	-
Capital financing services	369	-	-	430	-	-
Corporate investments	529	-	-	520	-	-
Global credit	226	-	-	242	-	-
Real assets	169	-	-	162	-	-
Strategic capital	46	-	-	47	-	-
Financing (unamortized transaction costs)*	-	7	-	-	7	-
Commitments and guarantees	-	-	299	-	-	396
	1,504	7	299	1,545	7	396

Of the approved dividend set out in Note 12, \$39.4 million remains payable to Investcorp S.A.

16. TAXATION

On December 9, 2022, the UAE Ministry of Finance ("MoF") released Federal Decree-Law No. 47 of 2022 on the Taxation of Corporation and Businesses (Corporate Tax Law or the "Law") to enact a Federal corporate tax ("CT") regime in the UAE. The CT regime is effective from June 1, 2023.

Under the UAE CT Law legal entities established in a Free Zone (for the purposes of the UAE CT Law) may be eligible to apply a 0% rate of corporate tax to specific types of qualifying income, provided that certain conditions are met. The Group's management expects to meet the conditions and will continue to reassess this on an ongoing basis.

17. MATERIAL ACCOUNTING POLICY INFORMATION

The interim condensed consolidated financial statements of the Group are prepared in accordance with International Financial Reporting Standards (“IFRS”).

The interim condensed consolidated financial statements are prepared and presented in United States Dollars, this being the functional currency of the Group, and rounded to the nearest millions (\$millions) unless otherwise stated. Certain prior/year balances have been reclassified to conform to the current year presentation. These reclassifications had no impact on the net profit or equity of the Group.

These interim condensed consolidated financial statements comprise the consolidated financial information of the Group for the period from July 1, 2024 to September 30, 2024. The comparative information for period ended September 30, 2023 represents carve-out financial information for the period from July 1, 2023 to August 30, 2023 and the consolidated financial information of the Group for the period from August 31, 2023 to September 30, 2023.

The same accounting policies and methods of computation have been followed in these interim condensed consolidated financial statements as compared with annual consolidated financial statements of the Group for the year ended June 30, 2024.