Brooge Petroleum and Gas Investment Company FZE

Consolidated Financial Statements

December 31, 2022

AFFI NIAX

Office 106, The Binary
Al Abraj Street
Business Bay
PO Box 413383
Dubai / UAE

[T] +971 4 557 8358
[E] mail@affiniax.com

Independent Auditor's Report

To the Board of Directors and Shareholders of Brooge Petroleum and Gas Investment Company FZE and its subsidiary

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of Brooge Petroleum and Gas Investment Company FZE and its subsidiary, ("the Group"), which comprise of the consolidated statement of financial position as at December 31, 2022, consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory notes.

In our opinion, the accompanying consolidated financial statements, present fairly, in all material respects, the consolidated financial position of Brooge Petroleum and Gas Investment Company FZE and its subsidiary as at December 31, 2022 and its consolidated financial performance and consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Group in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) and we have fulfilled our other ethical responsibilities in accordance with the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter

a. We draw your attention to Note 19 wherein the Group has allocated funds received in prior years from M/s Brooge International Advisory LLC. Since the Group could not obtain the confirmation from subject party to identify the purpose and repayment terms, if any; before signing date of this report, the amount has been classified as Other payable in the consolidated financial statements for the year ended December 31, 2022.

b. Considering the significance of the above amount involved, we have further reviewed the legal documents of M/s Brooge Petroleum and Gas Investment Company and M/s Brooge International Advisory LLC (BIA) to determine whether they are related parties in accordance to Paragraph (9) of International Accounting Standards (IAS 24). The Company has further undertaken vide resolution dated April 23, 2023 to consider BIA as a related party. Based on the above representation and applying the concept of substance over form, it indicates that BIA is a related party.

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Emphasis of Matter (Continued)

c. We draw attention to consolidated statement of financial position in the consolidated financial statements, which indicates that as of December 31, 2022, the Group's current liabilities exceed current assets by USD 255,080,512. The shareholders have undertaken to provide continued financial support. Our opinion is not modified in respect of this matter.

Key Audit Matters

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

We have determined that there are no other key audit matters to communicate in our report.

Responsibility of the Management for the Consolidated Financial Statements

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

In preparing the consolidated financial statements, the Management is responsible for assessing the Group's ability to continue as a going concern, as applicable, matters related to going concern and using the going concern basis of accounting, unless Management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatements, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with ISA's, we exercise professional judgement and maintain professional skepticism throughout the audit. We also;

• Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risks of not detecting a material misstatement resulting from fraud is higher than for one resulting from error as fraud may involve collusion, forgery, intentional omissions, misrepresentation or override of internal controls.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

• Obtain an understanding of internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal controls.

• Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.

• Conclude on the appropriateness of Management's use of going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

• Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

We also provide the Management with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the Management, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current year and are therefore the key audit matters.

Affiniax A A S Auditors

Registration Number: 1148
Dubai,
United Arab Emirates,
April 24, 2023

P.O.Box: 413383
Dubai - U.A.E
AFFINIAX A A S AUDITORS

Brooge Petroleum and Gas Investment Company FZE

Statement of Comprehensive Income
Year Ended December 31, 2022

(Figures in USD)	Note	2022	2021
Revenue	6	81,540,776	41,761,615
Direct costs	7	(24,598,916)	(14,984,020)
Gross profit		**56,941,860**	**26,777,595**
Other income	8	57,809	110,820
General and administration expenses	9	(13,671,526)	(3,610,863)
Finance costs	10	(25,260,604)	(6,795,996)
Changes in fair value of derivative financial instruments	16	3,840,379	5,422,917
Profit for the year		**21,907,918**	**21,904,473**
Other comprehensive income		Nil	Nil
Total Comprehensive Income for the year		**21,907,918**	**21,904,473**

Brooge Petroleum and Gas Investment Company FZE

Statement of Financial Position

As at December 31, 2022

(Figures in USD)	Note	2022	2021
ASSETS			
Current Assets			
Cash and cash equivalents	11	7,751,382	7,381,045
Trade accounts receivable	12	5,275,047	3,771,492
Inventories	13	315,576	250,360
Other receivable and prepayments	14	419,944	377,770
Total Current Assets		13,761,949	11,780,667
Non-Current Assets			
Restricted bank balance	11	8,500,000	8,500,000
Property, plant and equipment	15	352,711,938	364,034,595
Derivative financial instrument	16	9,306,741	5,422,917
Advances to contractor	17	15,223,215	724,182
Total Non-Current Assets		385,741,894	378,681,694
Total Assets		**399,503,843**	**390,462,361**
LIABILITIES AND EQUITY			
Current Liabilities			
Trade and accounts payable	18	22,662,386	15,859,070
Other payable	19	74,253,965	74,253,965
Borrowings	20	171,343,445	182,781,617
Lease liabilities	21	582,665	576,953
Total Current Liabilities		268,842,461	273,471,605
Non-Current Liabilities			
Lease liabilities	21	31,909,355	31,939,641
Employees' end of service benefits	22	134,200	60,624
Asset retirement obligation	23	2,056,259	1,990,399
Total Non-Current Liabilities		34,099,814	33,990,664
Equity			
Share capital	24	1,361,285	1,361,285
Statutory reserve		680,643	680,643
Retained earnings		24,609,253	2,701,335
Shareholder's account		69,910,387	78,256,829
Total Equity Attributable to the Shareholders		96,561,568	83,000,092
Total Liabilities and Equity		**399,503,843**	**390,462,361**

These consolidated financial statements were approved by the Management on April 24, 2023 and signed by:

Fujairah Terminal
P.O. Box: 50170
U.A.E.
Brooge Petroleum & Gas Invest. Co. FZE

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Authorized Signatory

The accompanying notes form an integral part of the consolidated financial statements.

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Consolidated Statement of Changes in Equity
Year Ended December 31, 2022

(Figures in USD)	Share Capital	Statutory Reserve	Retained Earnings	Shareholder's Account	Total
As at January 01, 2021	1,361,285	344,848	(18,867,343)	85,387,419	68,226,209
Profit for the year	Nil	Nil	21,904,473	Nil	21,904,473
Transferred to statutory reserve	Nil	335,795	(335,795)	Nil	Nil
Movements during the year	Nil	Nil	Nil	(7,130,590)	(7,130,590)
As at December 31, 2021	**1,361,285**	**680,643**	**2,701,335**	**78,256,829**	**83,000,092**
Profit for the year	Nil	Nil	21,907,918	Nil	21,907,918
Movements during the year	Nil	Nil	Nil	(8,346,442)	(8,346,442)
As at December 31, 2022	**1,361,285**	**680,643**	**24,609,253**	**69,910,387**	**96,561,568**

Brooge Petroleum and Gas Investment Company FZE

Consolidated Statement of Cash Flows
Year Ended December 31, 2022

(Figures in USD)	2022	2021
Cash Flow from Operating Activities		
Profit for the year	21,907,918	21,904,473
Adjustments for:		
Depreciation of property, plant and equipment	13,611,946	7,948,405
Interest charged on lease liability	3,031,870	3,791,008
Provision for employees' end of services benefits	256,890	31,551
Net changes in fair value of derivative financial instruments	(3,840,379)	(5,422,917)
Asset retirement obligation - accretion expense	65,860	28,252
Changes in operating assets and liabilities		
Increase in trade accounts and other receivable and prepayments	(1,545,729)	(3,964,279)
(Increase) / Decrease in inventories	(65,216)	71,423
Increase in trade and accounts payable	6,803,317	465,901
Increase in other payable	Nil	800,359
Payment of employees' end of services benefits	(183,314)	(11,441)
Net cash generated from operating activities	40,043,163	25,642,735
Cash Flow from Investing Activities		
Amount (deposited) / withdrawn in restricted bank account	(1,390,381)	12,471,290
Advance to contractors	(14,499,033)	15,734,070
Purchase of property, plant and equipment	(2,289,289)	(59,403,687)
Net cash used in investing activities	(18,178,703)	(31,198,327)
Cash Flow from Financing Activities		
Repayment of bonds	(11,481,618)	(4,233,098)
Payment of lease liability	(3,056,444)	(2,618,320)
Movement in shareholder's account	(8,346,442)	(7,130,590)
Net cash used in financing activities	(22,884,504)	(13,982,008)
Net change in cash and cash equivalents	(1,020,044)	(19,537,600)
Cash and cash equivalents at beginning of the year	1,452,370	20,989,970
Cash and cash equivalents at end of the year	**432,326**	**1,452,370**

Fujairah Terminal
P.O. Box: 50170
U.A.E.
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1 Legal Status, Management and Business Activity

The consolidated financial statements comprise of the financial statements of Brooge Petroleum and Gas Investment Company FZE ("Company") and its subsidiary on a line-by-line basis. The Company and its subsidiary are collectively referred to as the "Group". The details of the Group are as follows:

a. Brooge Petroleum and Gas Investment Company FZE ("Company")

The Company (formerly known as Brooge Petroleum and Gas Investment Company FZC) is a free zone company registered and incorporated on 10 February 2013 in Fujairah, United Arab Emirates ("UAE"). The free zone is income tax free without a set time limit. The Company provides oil storage and related services at the Port of Fujairah in the Emirate of Fujairah in the UAE. The Company currently operates phase I and phase II, comprising 22 tanks with a total capacity of 1,001,388 cubic meters ("cbm"), fully operational for provision of storage and other ancillary processes of crude and clean oil. The construction of the Company's phase II was completed in September 2021.

On 25 February 2019, the shareholders of Brooge Petroleum and Gas Investment Company FZC transferred their ownership in the Company to Brooge Petroleum and Gas Investment Company plc ("BPGIC plc"), a company incorporated under the laws of England and Wales and owned by the same shareholders that previously owned Brooge Petroleum and Gas Investment Company FZC and in the same ownership proportion. Upon the change of ownership, Brooge Petroleum and Gas Investment Company FZC changed its name to Brooge Petroleum and Gas Investment Company FZE. As a result of the above, BPGIC plc became the parent of the Company.

On 15 April 2019, the Company entered into a business combination agreement with Twelve Seas Investment Company ("Twelve Seas"), Brooge Energy Limited (Formerly known as Brooge Holdings Limited), Brooge Merger Sub Limited, a subsidiary of Brooge Energy Limited, and the Company's shareholders. On 10 May 2019, BPGIC plc became party to the business combination agreement by execution of a joinder thereto. Pursuant to the business combination agreement, subject to the terms and conditions set forth therein, at the closing of the transactions contemplated by the business combination agreement, Twelve Seas will merge with Brooge Merger Sub Limited, with Twelve Seas continuing as the surviving entity and with holders of Twelve Seas securities receiving securities of Brooge Energy Limited, and Brooge Energy Limited will acquire all of the issued and outstanding ordinary shares of the Company from BPGIC plc in exchange for ordinary shares of Brooge Energy Limited, with the Company becoming a wholly-owned subsidiary of Brooge Energy Limited.

The registered office is at P.O Box 50170, Al-Sodah, Khorr Fakkan Road, Fujairah, United Arab Emirates.

The ownership details of the Company are as follows:

Name of Owner	Number of Shares	% of Shares
M/s Brooge Energy Limited (the "Parent")	100	100%

Brooge Petroleum and Gas Investment Company FZE - Branch of Abu Dhabi 1 (BPGIC AUH)

BPGIC AUH is registered under Industrial license CN-2516295 issued by the Industrial Development Bureau, Department of Economic Development, Abu Dhabi, United Arab Emirates.

The subsidiary of the Company is as follows:

i. Brooge Petroleum and Gas Management Company Limited (BPGMC Limited)

BPGMC Limited is a company with limited liability registered in Dubai International Financial Centre with commercial license number CL3852. BPGMC Limited was a 100% subsidiary of the Company.

As of December 21, 2022 BPGMC Limited has been officially dissolved (voluntary winding up) and has ceased to exist as a DIFC entity. There were no operations in the Company since the inception of the license and liquidation expenses has been absorbed by Brooge Petroleum and Gas Investment Company FZE. P. Dibl

2 Basis of Preparation of Consolidated Financial Statements

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board "IASB". These consolidated financial statements are presented in United States Dollars ("USD") which is the functional and presentation currency of the Group.

All financial information presented in USD has been rounded to the whole numbers, unless otherwise stated.

The consolidated financial statements are prepared under the historical cost convention, except for re-measurement at fair value of derivative financial instruments and derivative liability.

(i) Subsidiaries

The consolidated financial statements comprise the financial statements of the Company and its subsidiary as at 31 December 2022. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

Specifically, the Group controls an investee if and only if the Group has:

Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee);

• Exposure, or rights, to variable returns from its involvement with the investee; and
• The ability to use its power over the investee to affect its returns

When the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including

• The contractual arrangement with the other vote holders of the investee;
• Rights arising from other contractual arrangements; and
• The Group's voting rights and potential voting rights.

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control.

Assets, liabilities, income and expenses of a subsidiary acquired or disposed off during the year are included in the consolidated statement of comprehensive income from the date the Group gains control until the date the Group ceases to control the subsidiary.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:
• Derecognises the assets (including goodwill) and liabilities of the subsidiary
• Derecognises the carrying amount of any non-controlling interests
• Derecognises the cumulative translation differences recorded in equity
• Recognises the fair value of the consideration received
• Recognises the fair value of any investment retained
• Recognises any surplus or deficit in profit or loss
• Reclassifies the parent's share of components previously recognised in OCI to profit or loss or retained earnings, as appropriate, as would be required if the Group had directly disposed of the related assets or liabilities

Details of subsidiary as at 31 December 2022 are stated in Note 1.

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P.O. Box: 50170
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2 Basis of Preparation of Consolidated Financial Statements (Continued)

(i) Subsidiaries (Continued)

The financial statements of the subsidiary are prepared for the same reporting year as the Group. Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances.

The carrying amount of the Company's investment in the subsidiary and the equity of the subsidiary is eliminated on consolidation. All significant intra-group balances, and income and expenses arising from intra-group transactions are also eliminated on consolidation.

(ii) Non-controlling interests ("NCI")

NCI are measured at their proportionate share of the acquiree's identifiable net assets at the date of acquisition. Changes in the Group's interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

(iii) Business combinations

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any noncontrolling interests in the acquiree. For each business combination, the Group elects whether to measure the noncontrolling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred and included in administrative expenses.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

If the business combination is achieved in stages, any previously held equity interest is re-measured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss. It is then considered in the determination of goodwill.

Any contingent consideration to be transferred by the acquirer will be recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of IFRS 9 Financial Instruments, is measured at fair value with changes in fair value recognised either in profit or loss or as a change to other comprehensive income.

Contingent consideration that is classified as equity is not re-measured and subsequent settlement is accounted for within equity.

Application in accordance with IFRS 3 Business Combinations on identifying the acquirer may result in identifying the listed entity as the accounting acquiree and the unlisted entity as the accounting acquirer. In this case, if the listed entity is:

• A business, IFRS 3 Business Combinations applies;

• Not a business, IFRS 2 Share-based Payment applies to the transaction once the acquirer has been identified following the principles in accordance with IFRS 3 Business Combinations. Under this approach, the difference between the fair value of the consideration paid less the fair value of the net assets acquired, is recognized as a listing expense in profit or loss.

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2 Basis of Preparation of Consolidated Financial Statements (Continued)

2.1 Going Concern

During the year ended 31 December 2022, the Group earned a profit of USD 21.9 million and generated positive cash flows of USD 40 million. Further, as at that date, the Group had unrestricted cash and cash equivalents of USD 0.4 million.

As of 31 December 2022, the Group was in technical breach with certain covenant requirements (Note 20). Even though the lender did not declare an event of default under the bond agreement, these technical breaches constituted events of default and could have resulted in the lender requiring immediate repayment of the bonds. Accordingly, as of 31 December 2022, the Group has classified its debt balance of USD 171,343,445 as a current liability. As of 31 December 2022, the Group's current liabilities exceeded its current assets by USD 255,080,512. All of the above represents a material uncertainty that casts significant doubt upon the Group's ability to continue as a going concern.

These financial statements are prepared on a going concern basis and in compliance with International Financial Reporting Standards issued by International Accounting Standards Board (IASB). The validity of this assumption depends upon the continued financial support to the Group by its Shareholders. The financial statements do not include any adjustment that should result from a failure to obtain such combined financial support. The Management has no intention to discontinue the operations of the Group. The assets and liabilities are recorded on the basis that the Group will be able to realise its assets and discharge its liabilities in the normal course of business. This position does not impair the financial position of the Group.

3 Changes in Accounting Policies And Disclosures

New and amended standards and interpretations

The Group has adopted the following new and amended IFRS's in these consolidated financial statements.

• Annual Improvements to IFRS Standards 2018 – 2020 – Amendments to IFRS 1, IFRS 9, illustrative examples accompanying IFRS 16 and IAS 41.

• Property, Plant and Equipment - Proceeds before intended use - Amendments to IAS 16

• Reference to Conceptual Framework - Amendments to IFRS 3

• Onerous Contracts - Cost of Fulfilling a Contract - Amendments to IAS 37

The adoption of above standards and amendments did not have any significant impact on the consolidated financial statements of the Group.

New Standards and Interpretations Not Yet Effective

The Group intends to adopt the following standards, if applicable, when they become effective.

• IFRS 17 - Insurance contracts is effective for reporting periods beginning on or after 1 January 2023;

• Amendments to IAS 1: Classification of Liabilities as Current or Non-current, the amendments are effective for annual reporting periods beginning on or after 1 January 2024;

• Amendments to IAS 1 and IFRS Practice Statement 2: Disclosure of accounting policies, the amendments are effective for annual reporting periods beginning on or after 1 January 2023;

• Amendments to IAS 8: Definition of accounting estimates is effective for reporting periods beginning on or after 1 January 2023;

• Amendments to IAS 12: Deferred tax related to assets and liabilities arising from single transaction, the amendments are effective for annual reporting periods beginning on or after 1 January 2023;

• Amendments to IFRS 4: Insurance Contracts – Extension of temporary exemption from applying, the amendments are effective for annual reporting periods beginning on or after 1 January 2023;

The Group does not expect these new standards and amendments to have any significant impact on the consolidated financial statements, when implemented in future periods.

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4 Significant Accounting Estimates and Judgements

The preparation of the Group's consolidated financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of expenses, assets and liabilities, and the disclosure of contingent liabilities, at the reporting date. However, uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amount of the asset or liability affected in the future.

Estimation and Assumptions

The key assumptions concerning the future, and other key sources of estimation uncertainty at the date of statement of financial position, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below:

Asset Retirement Obligation

As part of the land lease agreement between Fujairah Municipality and the Group, the Group has a legal obligation to remove the plant at the end of its lease term. The Group initially records a provision for asset retirement obligations at the best estimate of the present value of the expenditure required to settle the obligation at the time a legal (or constructive) obligation is incurred, if the liability can be reliably estimated. When the provision is initially recorded, the carrying amount of the related asset is increased by the amount of the liability. Provisions are adjusted at each balance sheet date to reflect the current best estimate. The unwinding of the discount is recognised as finance cost. The Group's operating assets generally consist of storage tanks and related facilities. These assets can be used for an extended period of time as long as they are properly maintained and/or upgraded. It is the Group's current intent to maintain its assets and continue making improvements to those assets based on technological advances.

The calculation of provision related to asset retirement obligation is most sensitive to following judgements and assumptions:

- Discount rate of 3.24% based on inflation-adjusted long-term risk-free rate; and
- Inflation rate of 0.8% used to extrapolate cash flows.

Useful Life and Depreciation of Property, Plant and Equipment

The Group's management determines the estimated useful lives of its property, plant and equipment for calculating depreciation. This estimate is determined after considering the expected usage of the asset or physical wear and tear and the impact of expected residual value. Management reviews the useful lives annually and the future depreciation charge would be adjusted where management believes that the useful lives differ from previous estimates. The depreciation period of the right-of-use asset has been determined to be over the lease term on the basis that the land is expected to be used for the whole period of the lease considering the existing assets and future expansion on the land.

Impairment of Trade Receivables

The Group uses the simplified approach under IFRS 9 to assess impairment of its trade receivables and calculates expected credit losses (ECLs) based on lifetime expected credit losses. The Group calculates the ECL based on Group historical credit loss experience, adjusted for forward-looking factors specific to the customer and the economic environment.

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5 Summary of Significant Accounting Policies

Revenue Recognition

Revenue from contracts with customers is recognized when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those services or goods. Revenue is net of discounts and value added taxes. Monthly storage rates and prices for other services are contractually agreed before the services are rendered and do not contain material variable components. When it is probable that the future economic benefits will flow to the Group, the recognition in the consolidated statement of income is in proportion to the stage of the rendered performance as at the end of the reporting period. The Group has a right to a consideration from a customer in an amount that corresponds directly with the value to the customer of the entity's services completed to date.

Tank storage rentals, including minimum guaranteed throughputs, are recognized on a straight-line basis over the contractual period during which the services are rendered. Revenues from excess throughputs, heating/cooling, homogenization, product movements and other services are recognized when these services are rendered. Customers simultaneously consume and benefit from the services at the moment that these are rendered, resulting in a situation where revenue is recognized over time. Where substantially the entire storage capacity is leased to a single customer, the contract contains a lease and the entire storage revenue is presented as lease revenue.

Storage fees are invoiced upfront in the month preceding the month to which the storage fees relate. Handling and other services are invoiced afterwards, based on the actual usage.

Inventories

Inventories are valued at the lower of cost, determined on the basis of weighted average cost, and net realizable value. Costs are those expenses incurred in bringing each item to its present location and condition. Net realisable value is valued at selling prices net of selling costs.

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5 Summary of Significant Accounting Policies (Continued)

Fair values

The fair value of the financial assets and liabilities at the date of statement of financial position approximate their carrying amounts in the statement of financial position.

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 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.

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

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

Current and Non-Current Classification

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

An asset is current when it is:
- Expected to be realized or intended to be sold or consumed in normal operating cycle. -
Held primarily for the purpose of trading.
- Expected to be realised within twelve months after the reporting period,
Or
Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.
All other assets are classified as non-current.

A liability is current when:
- It is expected to be settled in normal operating cycle.
- It is held primarily for the purpose of trading.
- It is due to be settled within twelve months after the reporting period.
Or
There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period. The Group classifies all other liabilities as non-current.

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5 Summary of Significant Accounting Policies (Continued)

Taxes

Value Added Tax:

Expenses and assets are recognized net of the amount of input tax, except:

- When the input tax is incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the input tax is recognized as part of the cost of acquisition of the asset or as part of the expense item, as applicable.

- The net amount of value added tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the statement of financial position, as applicable.

Input VAT and Output VAT

Input VAT is recognized when the goods or services are supplied to the BPGIC FZE and the tax on which is paid/due to be paid by the BPGIC FZE to the Supplier.
Output VAT is recognized in respect of taxable supply of goods/services rendered by the BPGIC FZE on which tax is charged and due to be paid to the UAE Federal Tax Authority.

Borrowing Costs

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in the consolidated statement of comprehensive income (within profit and loss) in the period during which they are incurred.

Property, Plant and Equipment

Property, plant and equipment, is stated at historical costs less accumulated depreciation and any accumulated impairment losses. Historical costs includes expenditure that is directly attributable to bringing the assets to the location and condition necessary for it to be capable of operating in the manner intended by the Management.

The cost of replacing or addition to an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Group and its cost can be measured reliably. The costs of day-to-day servicing of property, plant and equipment are recognised in the profit or loss as incurred.

Depreciation is charged to write off the cost of assets using the straight line method as follows:

Buildings	25 years
Tanks	50 years
Installations	20 – 25 years
Other Equipment	5 years
Right of use asset – Land	60 years

The useful lives and depreciation method are reviewed periodically to ensure that the year and method of depreciation are consistent with the pattern of economic benefits expected to flow to the Group through the use of items of property, plant and equipment.

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5 Summary of Significant Accounting Policies (Continued)

Property, Plant and Equipment (Continued)

The carrying amounts are reviewed at each reporting date to assess whether they are recorded in excess of their recoverable amounts, and where carrying values exceed this estimated recoverable amount, assets are written down to their recoverable amount, being the higher of their fair value less costs to sell and their value in use.

The gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised as profit or loss in the statement of comprehensive income.

Capital work in progress

Capital work in progress is stated at cost, which represents costs for the design, development, procurement, construction and commissioning of the asset under development. Cost includes borrowing cost capitalised and depreciation of the right of use asset during the construction phase. When the asset is in the location and condition necessary to operate in the manner intended by management, capital work in progress is transferred to the appropriate property, plant and equipment category and depreciated in accordance with the Group's policies.

Leases

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

For a contract that is, or contains, a lease, the Group accounts for each lease component within the contract as a lease separately from non-lease components of the contract.

The Group determines the lease term as the non-cancellable period of a lease, together with both:

a) periods covered by an option to extend the lease if the lessee is reasonably certain to exercise that option; and
b) periods covered by an option to terminate the lease if the lessee is reasonably certain not to exercise that option.

In assessing whether a lessee is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, the Company considers all relevant facts and circumstances that create an economic incentive for the lessee to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Company revises the lease term if there is a change in the non cancellable period of a lease.

Group as a lessor
Leases where the Group does not transfer substantially all the risks and benefits of ownership of the asset are classified as operating leases. Initial direct costs incurred in negotiating an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same bases as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

Group as a lessee
For a contract that contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

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5 Summary of Significant Accounting Policies (Continued)

Group as a lessee (Continued)

The relative stand-alone price of lease and non-lease components is determined on the basis of the price the lessor, or a similar supplier, would charge an entity for that component, or a similar component, separately. If an observable stand-alone price is not readily available, the Group estimates the stand-alone price, maximising the use of observable information.

For determination of the lease term, the Group reassesses whether it is reasonably certain to exercise an extension option, or not to exercise a termination option, upon the occurrence of either a significant event or a significant change in circumstances that:

a) is within the control of the Group; and b) affects whether the Group is reasonably certain to exercise an option not previously included in its determination of the lease term, or not to exercise an option previously included in its determination of the lease term.

At the commencement date, the Group recognises a right-of-use asset classified within property, plant and equipment and a lease liability classified separately on the consolidated statement of financial position.

Short-term leases and leases of low-value assets

The Group has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease of 12 months or less and leases of low-value assets of USD 5,000 or less when new. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

Right-of-use assets

The right-of-use asset is initially recognised at cost comprising of:

a) the amount of the initial measurement of the lease liability;

b) any lease payments made at or before the commencement date, less any lease incentives received;

c) any initial direct costs incurred by the Group; and

d) an estimate of costs to be incurred by the Group in dismantling and removing the underlying asset, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease. These costs are recognised as part of the cost of the right-of-use asset when the Group incurs an obligation for these costs. The obligation for these costs is incurred either at the commencement date or as a consequence of having used the underlying asset during a particular period.

After initial recognition, the Group amortises the right-of-use asset over the term of the lease. In addition the right of use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

Lease liability

The lease liability is initially recognised at the present value of the lease payments that are not paid at the commencement date. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Group uses its incremental borrowing rate.

After initial recognition, the lease liability is measured by (a) increasing the carrying amount to reflect interest on the lease liability; (b) reducing the carrying amount to reflect the lease payments made; and (c) remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments.

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5 Summary of Significant Accounting Policies (Continued)

Lease liability (Continued)

Where, (a) there is a change in the lease term as a result of the reassessment of certainty to exercise an option, or not to exercise a termination option as discussed above; or (b) there is a change in the assessment of an option to purchase the underlying asset, assessed considering the events and circumstances in the context of a purchase option, the Group remeasures the lease liabilities to reflect changes to lease payments by discounting the revised lease payments using a revised discount rate. The Group determines the revised discount rate as the interest rate implicit in the lease for the remainder of the lease term, if that rate can be readily determined, or its incremental borrowing rate at the date of reassessment, if the interest rate implicit in the lease cannot be readily determined.

Where, (a) there is a change in the amounts expected to be payable under a residual value guarantee; or (b) there is a change in future lease payments resulting from a change in an index or a rate used to determine those payments, including a change to reflect changes in market rental rates following a market rent review, the Group remeasures the lease liabilities by discounting the revised lease payments using an unchanged discount rate, unless the change in lease payments results from a change in floating interest rates. In such case, the Group uses a revised discount rate that reflects changes in the interest rate.

The Group accounts for a lease modification as a separate lease if both:

a) the modification increases the scope of the lease by adding the right to use one or more underlying
b) the consideration for the lease increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

Financial Instruments

Financial assets and financial liabilities are recognized when the Group becomes a party to the contractual provisions of the instrument. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition.

Financial assets

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss. (FVPL)

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them.

Receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under IFRS 15.

Financial assets at amortised cost are subsequently measured using the effective interest (EIR) method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

The Group's financial assets at amortised cost include other receivables and due from related parties.

Financial assets at fair value through OCI, impairment losses or reversals are recognised in the statement of comprehensive income and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in OCI. Upon derecognition, the cumulative fair value change recognised in OCI is recycled to profit or loss.

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5 Summary of Significant Accounting Policies (Continued)

Financial Instruments (Continued)

Financial assets (Continued)

Financial assets at fair value through profit or loss include financial assets held for trading, financial assets designated upon initial recognition at fair value through profit or loss, or financial assets mandatorily required to be measured at fair value. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term.

The Group derecognizes a financial asset when the contractual rights to the cash flow from the assets cease and any interest in such derecognised financial assets that is created or retained by the Group is recognised as a separate asset. The Group derecognises a financial liability when its contractual obligations are discharged or cancelled or expire.

Offsetting of Financial Instruments:

Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Group has a legal right to offset the amounts and intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

Impairment of financial assets

Under IFRS 9, the Group records an allowance for Expected Credit Loss (ECL) for all loans and debt financial assets not held at FVPL.

ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive. The shortfall is then discounted at an approximation to the asset's original effective interest rate.

For trade and other receivables, the Group has applied the standard's simplified approach and has calculated ECLs based on lifetime expected credit losses. The Group calculates the ECL based on the Group's historical credit loss experience, adjusted for forward-looking factors specific to the customer and the economic environment.

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group.

Financial liabilities

Initial recognition

Financial liabilities within the scope of IFRS 9 are classified as financial liabilities at fair value through profit or loss, loans and borrowings, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. The Group determines the classification of its financial liabilities at initial recognition.

Financial liabilities are recognized initially at fair value and in the case of loans and borrowings fair value of the consideration received less directly attributable transaction costs.

The Group's financial liabilities include trade and other payables, lease liability, warrants and borrowings.

Subsequent measurement

The measurement of financial liabilities depends on their classification as follows:

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5 Summary of Significant Accounting Policies (Continued)

Financial Instruments (Continued)

Financial Liabilities (Continued)

Accounts payable

Liabilities are recognized for amounts to be paid in the future for goods and services received, whether billed by the supplier or not.

Loans and borrowings

All loans and borrowings are initially recognized at the fair values less directly attributable transaction costs. After initial recognition, interest bearing loans and borrowings are subsequently measured at amortized cost using the effective interest method. Gains and losses are recognized in the consolidated statement of comprehensive income (within profit and loss) when liabilities are derecognized.

Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognized in the consolidated statement of comprehensive income (within profit and loss).

A non-substantial modification to a financial liability is not treated as a derecognition of the original liability. The difference between the carrying amount and the net present value of the modified terms discounted using the original effective interest rate is recognized in the consolidated statement of comprehensive income (within profit and loss)

Amortized cost of Financial Instruments

Amortized cost is computed using the effective interest method less any allowance for impairment and principal repayment or reduction. The calculation takes into account any premium or discount on acquisition and includes transaction costs and fees that are an integral part of the effective interest rate.

Non-derivative financial assets and liabilities Receivables

Receivables are those financial assets that have fixed or determinable payments and for which there is no active market are initially recognized at fair value plus any directly attributable transactions costs. Subsequent to initial recognition they are measured at amortized cost using the effective interest method. These comprise trade accounts and other receivables, receivables from related parties, bank balances including fixed and margin deposits with banks.

Receivables are carried at certified revenue less an estimate made for doubtful receivables based on a review of all outstanding amounts at the year-end. Bad debts are written off when identified.

Trade Accounts and Other Receivable

Receivable are stated at their nominal value as reduced by appropriate allowances for estimated irrecoverable amounts.

The Management undertakes a periodic review of amounts recoverable from trade and other receivable, and determines recoverability based on various factors such as ageing of receivable, payment history, collateral available and other knowledge about the receivable.

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5 Summary of Significant Accounting Policies (Continued)

Trade Accounts and Other Receivable (Continued)

Provision for bad and doubtful debts represents estimates of ultimate unrealizable debts. The estimates are judgmental and are based on case based evaluation by the management.

Provisions created during the year are reflected in the operating results of the year. Debts which are recognised as unrealizable are written off during the year.

Cash and Cash Equivalents

Cash and cash equivalents comprise of cash on hand, banks accounts and short term highly liquid deposits with a maturity date of three months or less that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value.

Statutory Reserve

As required by the Articles of Association of BPGIC FZE, 10% of the profit for the year must be transferred to the general reserve. The subsidiary has resolved to discontinue such annual transfers as the reserve has reached 50% of the subsidiary's issued share capital. The general reserve is not available for distribution to the shareholders.

Employees' End of Service Benefits

The Group provides end of service benefits to its employees. The entitlement to these benefits is based upon the employees' final salary and length of service, subject to the completion of a minimum service period. The expected costs of these benefits are accrued over the period of employment.

Trade Accounts and Other Payable

Trade accounts and other payable are stated at nominal amounts payable for goods or services rendered.

Derivative Financial Instruments

The Group uses derivative financial instruments, interest rate swaps, to hedge its interest risks. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Warrants are accounted for as derivative financial instruments (a financial liability) as they give the holder the right to obtain a variable number of common (ordinary) shares in case an effective registration statement is not maintained, which is not fully within the control of the Group.

Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value through profit or loss. The warrants shall lapse and expire after five years from the closing of the business combination (Note 31).

Any gains or losses arising from changes in the fair value of derivatives are taken directly to the consolidated statement of comprehensive income (within profit and loss) as the Group has not designated derivative financial instruments under hedging arrangements.

Provisions

Provisions are recognised when the Group has a present obligation as a result of past event and it is probable that the outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are measured at the present value of the amount expected to be required to settle the obligation and the risk specific to the obligation.

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5 Summary of Significant Accounting Policies (Continued)

Foreign Currencies Translations

The financial statements are presented in US Dollars, which is the Group's functional and presentation currency.

Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the reporting date. All differences are taken to the consolidated statement of comprehensive income (within profit and loss). Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined.

Asset Retirement Obligation

As part of the land lease agreement between Fujairah Municipality and the Group, the Group has a legal obligation to remove the plant at the end of its lease term. The Group initially records a provision for asset retirement obligations at the best estimate of the present value of the expenditure required to settle the obligation at the time a legal (or constructive) obligation is incurred, if the liability can be reliably estimated. When the provision is initially recorded, the carrying amount of the related asset is increased by the amount of the liability. Provisions are adjusted at each balance sheet date to reflect the current best estimate. The unwinding of the discount is recognised as finance cost. The Group’s operating assets generally consist of storage tanks and related facilities.

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(Figures in USD)	2022	2021

6 Revenue

Storage rental income (Note 19)	77,577,633	37,467,396
Miscellaneous income (Note 6.1)	2,039,396	1,681,878
Ancillary services	1,923,747	2,612,341
	81,540,776	41,761,615

Note 6.1

The Group has only one segment at the reporting date. Revenue generation from leasing of storage capacity of tanks and other ancillary services started in December 2017.

The commercial contracts with customers related to the Phase 1 and Phase 2 have been assigned as security against the borrowing obtained in 2020.

Miscellaneous income includes port charges of USD 2,039,396 (2021: USD 1,681,878) that are paid by the Group to the port authority and recharged to the customers.

The revenues of the Group mainly comprise of fixed fees for storage and related services and variable fees for ancillary services provided under a contract with its customers. Accordingly, there is no cyclicality in the Group's operations.

7 Direct Costs

Depreciation on property, plant and equipment (Note 15)	12,523,131	6,806,198
Employees' costs	4,232,980	3,891,969
Reimbursable port charges (Note 6.1)	2,039,396	1,681,878
Spare parts and consumables used	1,460,979	938,386
Insurance charges	955,977	782,357
Maintenance charges	2,741,780	332,658
Others	644,673	550,574
	24,598,916	14,984,020

8 Other Income

Miscellaneous	57,809	110,820
	57,809	110,820

9 General and Administration Expenses

Employees' cost	3,292,361	2,486,933
Legal and professional	6,204,259	546,126
Sales and marketing	3,026,226	49,532
Rent	779,472	112,306
Office expenses	301,199	386,529
Travelling expenses	67,464	7,288
Repairs and maintenance	545	22,149
	13,671,526	3,610,863

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(Figures in USD)	2022	2021

10 Finance Costs

	2022	2021
Interest expense on borrowings	22,048,383	4,966,876
Interest on lease liability	3,043,214	1,685,010
Asset retirement obligation - accretion expenses	65,860	28,252
Bank charges	79,591	89,533
Exchange loss	23,556	26,325
	25,260,604	6,795,996

11 Cash and Cash Equivalents

	2022	2021
Cash in hand	18,839	3,195
Balances in current accounts	16,232,543	15,877,850
	16,251,382	15,881,045
The above consist of the following:		
non-current		
Restricted bank balance	8,500,000	8,500,000
	8,500,000	8,500,000
Current		
Cash and cash equivalents	432,326	1,452,370
Restricted bank balance	7,319,056	5,928,675
	7,751,382	7,381,045

The cash and bank balances disclosed above and in the consolidated statement of cash flows include USD 15,819,056 (2021: USD 14,428,675) which are held in restricted bank accounts under the Bond terms (note 20). These include USD 8,500,000 held in the Liquidity account, Nil balance is held in the Construction Funding account, USD 7,319,056 (2021: USD 5,928,675) held in the Debt Service Retention account is considered as cash and cash equivalent.

A first priority pledge over the balances in the Earnings account, Liquidity account, Construction Funding account and Debt Service Retention account is held as security under the Bond terms (note 20).

12 Trade Accounts Receivable

	2022	2021
Trade account receivables	5,275,047	3,771,492
	5,275,047	3,771,492

a) As of the date of approval of these combined financial statements, the Group has realised amounts aggregating to USD 590,429 from the trade receivables.

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(Figures in USD)	**2022**	**2021**

b) Credit Risk

On the basis of assessment of creditworthiness of customers judged by a combination of factors such as their conduct in the past and reputation, management's trade experience and available market information, the credit period is extended up to 14 days of invoicing in certain cases or as applicable. The accounting staff monitor the outstanding amounts and follows up for recovery with periodic calls and also visits to the customers, if required. At the end of the reporting period, the credit risk with respect to trade receivables are considered insignificant.

c) Currency Risk

The Group transacts its business in USD or UAE Dirhams, which are pegged to the USD. As such, it is not exposed to any significant exchange rate risk with respect to trade receivables.

d) Impairment

The age analysis of trade receivables as at the end of the reporting period was as follows:

Neither past-due nor impaired (0-150 days)	627,710	2,935,830
Past-due:		
- 151 –365 days*	4,647,337	835,662
Total	5,275,047	3,771,492

*Trade receivables past due as of the year end

The overdue amounts mainly pertains to be collected from a UAE based customer. The customer and the group were parties to a commercial storage agreement, pursuant to which the group provided the customer with storage capacity and ancillary services for their products. The group has initiated successful legal proceedings against this customer and the management expects to recover all the outstanding amounts from this customer.

13 Inventories

Spare parts and consumables	315,576	250,360
	315,576	250,360

Cost of inventories recognised during the year amounted to USD 1,460,979 (2021: USD 938,386). No provision is required for inventories at 31 December 2022 (2021: Nil).

14 Other Receivable and Prepayments

Prepaid expenses	66,157	125,721
Staff advances	30,216	152,389
Other receivables	5,274	Nil
Deposits	318,297	99,660
	419,944	377,770

15 Property, Plant and Equipment

a) The movement schedule is set out on page 36.

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(Figures in USD)	2022	2021

16 Derivative financial instruments

	2022	2021
Call option	9,306,741	5,422,917
	9,306,741	5,422,917

On 24 September 2020, the Group issued long term fixed interest rate senior secured bonds of USD 200,000,000 to private investors with a face value of USD 1 at an issue price of USD 0.95. The Group has the option to redeem the bonds in full or in part any time after 24 September 2023 (the "call option"). The call option represents an embedded derivative that has been separated from the host contract and separately valued.

At 31 December 2022 management has assessed the value of the call option of USD 9,306,741 and classified as change in fair value of derivative financial instrument in the consolidated statement of comprehensive income (Note 21).

17 Advances to Contractor

	2022	2021
Advances to contractor	15,223,215	724,182
	15,223,215	724,182

The above amount mainly includes the advances paid towards Audex Fujairah LL FZE for the interconnectivity construction amounting USD 15Mn.

18 Trade and Accounts Payable

	2022	2021
Trade accounts payable	9,854,209	9,113,183
Accrued interest on borrowings	3,803,750	4,101,250
Advances from customer	6,222,056	2,417,956
Accrued expenses	2,285,288	106,115
VAT payable	497,083	120,566
	22,662,386	15,859,070

19 Other Payable

	2022	2021
M/s Brooge International Advisory LLC	74,253,965	74,253,965
	74,253,965	74,253,965

As disclosed on May 27, 2022, the Company's shareholder has not been able to file the 2021 Form 20-F due to an ongoing non-public examination being conducted by the U.S Securities and Exchange Commission (the "SEC") regarding the consolidated financial statements of the Group. Subsequently, the Audit Committee of the Board of Directors (the "Audit Committee") of the Parent, engaged independent counsel to conduct under its supervision, an internal examination into the Group's revenue recognition practices and related matters. As a result of the findings from this internal examination, on August 12, 2022, the Audit Committee, in consultation with the Group's management, concluded that the previously issued audited consolidated financial statements as of and for the periods ending December 31, 2020 and 2019, and the previously issued unaudited consolidated financial statements for interim periods therein and the six months ended June 30, 2021 should no longer be relied upon.

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(Figures in USD)	**2022**	**2021**

19 Other Payable (Continued)

In connection with the internal examination, the Group conducted a comprehensive review of the accounting policies, procedures, and internal controls related to revenue recognition. All available customer contracts were assessed based on International Financial Reporting Standard (IFRS) 15 'Revenue from Contracts with Customers' and IFRS 16 'Leases'. This review identified that the funds received from a related party viz. M/s Al Brooge International Advisory LLC ("BIA") do not qualify to be recognised as revenue. Due to the qualitative nature of the matters identified in the Group's internal examination, including the number of years over which the nonqualified revenue was recognized the Group determined that it would be appropriate to rectify the misstatements in the previously issued consolidated financial statements by restating such consolidated financial statements. Accordingly, an amount of USD 74,253,965 which represents funds received from BIA, was reversed from revenue and re-classified as Other payable under Liabilities for the financial years from 2018 to 2020.

The Management do not expect to settle these amounts using any of it's current assets or any existing resources in the foreseeable future. Pending its potential receipt of confirmation or adequate supporting documentation from the party, the Group has taken a conservative approach to recognise this as a liability. The Group continues to assess this liability and will evaluate whether there arises any obligation or it is discharged or cancelled or expires or is swapped out for one with significantly different terms or when the terms of are significantly modified, such an exchange or modification is recognized as a derecognition of the old liability and the recognition of a new liability or as equity contribution, as applicable and the difference in the respective carrying amounts will be recorded in the consolidated financial statements as either other comprehensive income or directly as equity as applicable.

The above changes pertaining to reversal of Revenue and recognition of such amount under Other payable were accounted retrospectively in accordance with IAS 8.

20 Borrowings

Bonds	171,343,445	182,781,617
	171,343,445	182,781,617

The bond is classified as current and is repayable on demand. The details are as follows:

Bonds	Coupon rate %	Effective interest rate %	Maturity date	2022 USD	2021 USD
USD 200,000,000 bond net of transaction costs	8.50%	10.57%	Refer note below	171,343,445	182,781,617

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20 Borrowings (Continued)

On 24 September 2020, the Group issued long term fixed interest rate senior secured bonds of USD 200,000,000 to private investors with a face value of USD 1 at an issue price of USD 0.95. The Group can issue further bonds of up to USD 50,000,000 under identical terms except issue price that can be above or below the nominal amount, subject to certain conditions. The proceeds of the bonds of USD 186,000,000 net of USD 4,000,000 of transaction costs were drawn down during November 2020. In accordance with the terms of the bonds, the proceeds were used to settle the existing term loans and promissory notes. An amount of USD 85,000,000 were transferred to a Construction account to be used solely to fund the remaining phase 2 construction costs. The balance proceeds were used for general corporate purposes.

The bonds will be repaid in semi-annual payments of USD 7,000,000 starting September 2021 until March 2025, and one bullet repayment of USD 144,000,000 in September 2025. Interest will accrue at a coupon rate of 8.5% and will be payable semi-annually in March and September each year. The Group has the option to redeem the bonds in full or in part any time after 24 September 2023 (the "call option"). The call option represents an embedded derivative that has been separated from the host contract and separately valued. At 31 December 2022, management has assessed the value of the call option of USD 9,306,741 and classified as change in fair value of derivative financial instrument.

The bonds are secured by:
(i) pledge over all the existing and future shares of BPGIC FZE (the "Issuer Group");
(ii) assignment of rights and pledge over the balance in the Earnings account;
(iii) pledge over the balance in the Liquidity account, the Debt Service Retention account and the Construction Funding account;
(iv) pledge over moveable assets of BPGIC FZE and its subsidiary;
(v) security assignment of commercial contracts related to phase I and phase II, land lease agreement, port facilities agreement and EPC construction contract;
(vi) security assignment over insurance contracts for phase I terminal, phase II terminal and admin building;
(vii) security assignment over group and intercompany loans; and
(viii) corporate guarantee from Brooge Energy Limited.

The bond agreement also restricts BPGIC FZE from making any distributions other than in the form of an inter company loan for phase III construction.

Under the bond agreement, BPGIC FZE is subject to the following financial covenants during the term of the bonds:

(i) Minimum Liquidity: BPGIC to maintain $8.5 million in the Liquidity account;
(ii) Leverage Ratio: BPGIC and its subsidiary's leverage ratio not to exceed: (A) 5.5x at 31 December 2020; (B) 3.5x at 31 December 2021; and (C) 3.0x anytime thereafter; and
(iii) Working Capital: BPGIC and its subsidiary to maintain a positive working capital.

The bond agreement requires the Group to comply with the following financial covenant:
(i) Brooge Energy Limited to maintain a minimum equity ratio of 25%.

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(Figures in USD)	2022	2021

20 Borrowings (Continued)

As of 31 December 2022, the Group was in technical breach of the requirements to comply with certain covenants. Even though the lenders did not declare an event of default under the bond agreement, these technical breaches constituted events of default and could have resulted in the lender requiring immediate repayment of the bonds. Accordingly, the Group has classified the respective bonds as a current liability at the end of 31 December 2022. Subsequent to the year end, the Group is in the process of negotiating a waiver agreement with the Bondholders to implement the amendments to the Bond Financing Facility, where a technical breach has been identified, to be effective immediately.

Bond Waiver letter

On April 27, 2022, the Group entered into an agreement with the Bondholders to implement following amendments to the Bond Financing Facility, effective immediately:

(a) Waiver of the Events of Defaults that are triggered by the technical breaches of the Leverage Ratio and positive Working Capital covenants until December 31, 2022.

(b) The requirement to maintain a Leverage Ratio to not exceed certain thresholds is suspended (waived) for the results period from December 31, 2021 to and including December 30, 2022, and shall be tested again for the 12 months results period from (and including) January 1, 2022 to December 31, 2022 (inclusive) at 3.5x, stepping down to 3.0x anytime thereafter (as per the original terms of the Bond Financing Facility). For the avoidance of doubt, the costs associated with the amendments shall not be taken into consideration in EBITDA when calculating Leverage Ratio.

(c) The requirement to maintain a positive Working Capital is suspended (waived) for the period from December 31, 2021 to and including December 30, 2022, and shall be tested again starting from and including December 31, 2022.

(d) Permitted Distribution:

(i) No Permitted Distribution shall be made before BPGIC is in compliance with financial covenant requirements under the original terms of the Bond Facility Financing.

(ii) Furthermore, BPGIC shall provide to the Bond Trustee a written statement signed by its chief executive officer and chief financial officer within three business days prior to any permitted distribution under the terms of the Bond Financing Facility that (A) states the amount being distributed as a permitted distribution, (B) confirms the conditions with respect to such distribution are satisfied, and (C) declares such distribution will not lead to an Event of Default on the next testing date.

21 Lease Liabilities

	2022	2021
Balance at the beginning of the year	32,516,594	31,343,906
Interest charged during the year	3,031,870	3,791,008
Land rentals	(3,056,444)	(2,618,320)
Balance at the end of the year	32,492,020	32,516,594

1) The analysis of lease liability is as follows:

	2022	2021
Current	582,665	576,953
Non-Current	31,909,355	31,939,641

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(Figures in USD)	**2022**	**2021**

21 Lease Liabilities (Continued)

During 2013, the Group entered into a land lease agreement with the Municipality of Fujairah for a period of 30 years, extendable for another 30 years at the option of the Group. The Group has concluded that they have the right-to-use of the asset and accordingly, recorded a lease liability as per the requirements of IFRS 16. Given the use of the land, it is reasonably certain that the Group will continue to lease the land till the end of the lease period (i.e. 60 years) and accordingly the below lease rentals cover a period up to 60 years discounted at the rate of 9.5% (2019: 9.5%) as an incremental borrowing rate for the Group. Annual lease rental is increased by 2% on an annual basis as per the agreement.

	Lease payments		**Present value of minimum lease payments**	
	2022	**2021**	**2022**	**2021**
Not later than one year	2,504,016	2,454,917	1,010,406	1,084,700
Later than one year and not later than five years	10,526,982	10,320,570	3,395,365	3,645,024
Later than five years	205,497,558	208,809,512	28,086,250	27,786,870
	218,528,555	221,584,999	32,492,020	32,516,594
Finance costs	(186,036,535)	(189,068,405)	Nil	Nil
Present value of minimum lease payments	32,492,020	32,516,594	32,492,020	32,516,594

22 Employees' End of Service Benefits

Balance at the beginning of the year	60,624	40,514
Provision for the year	256,890	31,551
Paid during the year	(183,314)	(11,441)
Balance at the end of the year	134,200	60,624

23 Asset Retirement Obligation

Asset retirement obligation	2,056,259	1,990,399
	2,056,259	1,990,399

As part of the land lease agreement between the Fujairah Oil Industry Zone (“FOIZ”) and the Group, the Group has a legal obligation to remove the plant at the end of its useful life, or earlier, if the Group is unable to continue its operations, and restore the land. The Group has employed professional valuers to estimate the amount of liability.

24 Share Capital

100 ordinary shares of USD 13,612.85 each	1,361,285	1,361,285
	1,361,285	1,361,285

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(Figures in USD)		2022	2021

25 Transactions with Related Parties

Related parties represent associated companies, owners, directors and key management personnel of the Company, and entities controlled, jointly controlled or significantly influenced by such parties. Pricing policies and terms of these transactions are approved by the Company's Chief Executive Officer.

Transactions in shareholder's account

	2022	2021
Repayments to the shareholder	(8,346,442)	(7,130,590)
	(8,346,442)	(7,130,590)

These amounts are repayable at the discretion of the Board of Directors of the Group and are interest free, therefore classified as part of equity.

Changes in shareholder's account is as follows:

	2022	2021
At January 01	78,256,829	85,387,419
Net distributions during the year	(8,346,442)	(7,130,590)
At December 31	69,910,387	78,256,829
Key management remuneration	1,229,114	1,242,706

Related party balances as at the year end are classified as under:

Related Party	**Classification**	2022	2021
Shareholder	Shareholder's account (Equity)	69,910,387	78,256,829

26 Contingent Liabilities

	2022	2021
Capital commitments within one year	28,300,000	22,000,000
	28,300,000	22,000,000

Capital commitments relate to construction project for early preparation work and interconnection of pipelines between Phase I and Phase II with Phase III.

27 Fair Value of Financial Instruments

Management considers that the fair value of financial assets and financial liabilities in the consolidated financial statements approximate their carrying amounts at the reporting date.

Fair Value Hierarchy

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3 based on the degree to which the fair value is observable.

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(Figures in USD)

27 Fair Value of Financial Instruments

Liabilities measured at fair value:	Level 1 USD	Level 2 USD	Level 3 USD	Total Fair Value USD
December 31, 2022				
Borrowings	Nil	171,343,445	Nil	171,343,445
Derivative financial instruments	Nil	9,306,741	Nil	9,306,741

Liabilities measured at fair value:	Level 1 USD	Level 2 USD	Level 3 USD	Total Fair Value USD
December 31, 2021				
Borrowings	Nil	182,781,617	Nil	182,781,617
Derivative financial instruments	Nil	5,422,917	Nil	5,422,917

The fair value of level 1 financial liability have been determined in accordance with quoted price.

The fair value of level 2 financial liability have been determined by using generally accepted pricing models based on a discounted cash flow analysis, respectively. The models incorporate various inputs including interest rate curves and forward rate curves of the underlying instruments.

During the year ended 31 December 2022 and 2021, there were no transfers between Level 1 and Level 2 fair value measurements.

28 Subsequent Events After the Reporting Date

There are no significant events occurred after the balance sheet date, which require disclosures in the financial statements.

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29 Financial Risk Management and Policies

The main risks arising from the Group's financial instruments are interest rate risk, credit risk, currency risk and liquidity risk. Management reviews and agrees policies for managing each of these risks which are summarized below.

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's balances with banks. The Group's borrowing are issued at fixed rate of interest.

Market Risk

Market risks is the risk that is associated with the changes in market prices and market rates, such as interest rates, equity prices and currency rates will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risks exposures within acceptable parameters, while optimising the returns on the risks.

Currency Risk

The Group does not have any significant exposure to currency risk as most of its assets and liabilities are denominated in USD or UAE Dirhams, which are pegged to the USD.

Credit Risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Group is exposed to credit risk on bank balances and receivables as reflected in the consolidated statement of financial position, with a maximum exposure equal to the carrying amount of these instruments. The expected credit loss on trade and other receivables are considered insignificant for 2022 and 2021.

The Group has a low credit risk exposure on its trade receivables based on established policy, procedures and controls relating to customer credit risk management. Credit quality of the customer is assessed as part of contract negotiations. Outstanding receivables are regularly monitored.

Liquidity Risk

The Group monitors its risk to a shortage of funds using a recurring liquidity planning tool. This tool considers projected financing requirements of the Group during the construction phase and cash projections from operations with outstanding bank facilities and outstanding bank commitments as defined under the finance documents.

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29 Financial Risk Management and Policies (Continued)

Liquidity Risk (Continued)

The Group manages its liquidity risk in relation to term loans to ensure compliance with all covenants for each specific facility.

The table below summarizes the maturity profile of the Group's financial liabilities at December 31, 2021 and December 31, 2021 based on contractual undiscounted payments.

	On Demand USD	*Upto 1 Year USD*	*1 to 5 Years USD*	*> 5 Years USD*	*Total USD*
December 31, 2022					
Borrowings (Including accrued interest)	171,343,445	Nil	Nil	Nil	171,343,445
Lease liability	Nil	1,010,406	3,395,365	28,086,250	32,492,020
Accounts payable, accruals and other payables (excluding accrued interest)	Nil	93,112,601	Nil	Nil	93,112,601
Total	**171,343,445**	**94,123,007**	**3,395,365**	**28,086,250**	**296,948,066**
December 31, 2021					
Borrowings (Including accrued interest)	182,781,617	Nil	Nil	Nil	182,781,617
Lease liability	Nil	1,084,700	3,645,024	27,786,870	32,516,594
Accounts payable, accruals and other payables (excluding accrued interest)	Nil	86,011,785	Nil	Nil	86,011,785
Total	**182,781,617**	**87,096,485**	**3,645,024**	**27,786,870**	**301,309,996**

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(Figures in USD)	2022	2021

29 Financial Risk Management and Policies (Continued)

Capital Management

The primary objective of the Group's capital management is to ensure that it maintains healthy capital ratios in order to support its business and maximize shareholder's value and to meet its loan covenants.

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust future distribution policy to shareholders, issue new shares or shareholders' contributions.

The Group monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Group includes within net debt, the lease liability, term loans, and trade and other payables, less cash and cash equivalents. Capital includes share capital, shareholders' accounts, general reserve and (accumulated losses) retained earnings.

	2022	2021
Borrowing	171,343,445	182,781,617
Lease liability	32,492,020	32,516,594
Less: cash and cash equivalents	(432,326)	(1,452,370)
Net debt	203,403,139	213,845,841
Total capital	96,561,568	83,000,092
Capital and net debt	299,964,707	296,845,933
Gearing ratio	68%	72%

30 Rounding Off of Figures

All figures have been rounded off to the nearest US Dollars.

31 Comparative Figures

Certain of the prior year figures have been regrouped to conform with the presentation of the current year.

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	Buildings	Installations	Other Equipments	Tanks	Capital Work in Progress	Right of use Assets	Total
Cost:							
As at January 01, 2022	28,037,886	179,268,276	307,695	154,532,494	Nil	28,334,747	390,481,098
Additions during the year	Nil	99,130	915,994	Nil	185,352	1,088,813	2,289,289
As at December 31, 2022	28,037,886	179,367,406	1,223,689	154,532,494	185,352	29,423,560	392,770,387
Accumulated Depreciation:							
As at January 01, 2022	4,615,111	12,287,155	186,399	6,697,282	Nil	2,660,556	26,446,503
Charge for the year	1,121,515	7,568,714	185,055	3,148,604	Nil	1,588,058	13,611,946
As at December 31, 2022	5,736,626	19,855,869	371,454	9,845,886	Nil	4,248,614	40,058,449
Net Carrying Value:							
As at December 31, 2022	22,301,260	159,511,537	852,235	144,686,608	185,352	25,174,946	352,711,938
As at December 31, 2021	23,422,775	166,981,121	121,296	147,835,212	Nil	25,674,191	364,034,595

Land lease agreement and the moveable assets of BPGIC FZE are pledged as security against borrowings obtained in 2020 (Note 20).

The depreciation charge for the year is allocated to the statement of comprehensive income (within profit and loss) and capital work in progress as follows:

	2022	2021
Direct costs (Note 7)	12,523,131	6,806,198
Right of use Assets	1,088,815	1,142,207
	13,611,946	7,948,405

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PARTNERS

Member of Allinial GLOBAL®
An association of legally independent firms

+971 4 425 6616
PO Box 413383
mail@affiniax.com

affiniax.com

HEAD OFFICE

Office No. 3510 | HDS Tower | Cluster F
Jumeirah Lake Towers
Dubai | United Arab Emirates

DUBAI

Office 106 | 1st Floor
Binary by Omniyat | Business Bay
Dubai | United Arab Emirates

ABU DHABI

Unit 1324 | Mansoor Tower
Abu Dhabi Island | Abu Dhabi
United Arab Emirates

SHARJAH

P -3 Hamriyah Business Centre
Hamriyah Freezone | Sharjah
United Arab Emirates

BAHRAIN

Office 2201 | 22nd Floor | Building 1260
Block 324 | Manama | Alfateh
Bahrain