Swvl Holdings Corp and its subsidiaries

Consolidated financial statements
as of December 31 2023

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Swvl Holdings Corp and its subsidiaries

Consolidated statement of financial position – As of 31 December 2023
(All amounts are shown in USD unless otherwise stated)

	Note	2023	2022
ASSETS			
Non-current assets			
Property and equipment	5	751,693	1,270,838
Intangible assets	6	225,776	10,534,278
Right-of-use assets	20.1	484,362	815,646
Sublease receivables	20.2	-	553,029
Deferred tax assets	29.2	9,468,808	18,708,988
		10,930,639	**31,882,779**
Current assets			
Trade and other receivables	10	5,327,877	14,815,432
Prepaid expenses and other current assets	11	2,142,194	3,298,377
Sublease receivables	20.2	571,022	648,523
Cash and cash equivalents	12	2,922,755	1,538,347
		10,963,848	**20,300,679**
Assets classified as held for sale	34	1,261	5,279,098
Total assets		**21,895,748**	**57,462,556**
EQUITY AND LIABILITIES			
EQUITY			
Share capital	13	16,979	13,903
Share premium	13	347,295,152	343,435,529
Employee share scheme reserve	14	507,677	773,666
Foreign currency translation reserve	15	(11,466,066)	(4,347,257)
Reserve of disposal groups classified as held for sale	15	2,106,737	(492,474)
Accumulated losses		(329,506,304)	(332,562,780)
Equity attributable to equity holders of the Parent Company		**8,954,175**	**6,820,587**
Non-controlling interests		(3,039,317)	(4,191,394)
Total equity		**5,914,858**	**2,629,193**
LIABILITIES			
Non-current liabilities			
Provision for employees' end of service benefits		-	267,751
Derivative warrant liabilities	18.1	106,420	1,317,091
Deferred purchase price	7	-	194,093
Accounts payable, accruals and other payables	19	83,961	-
Lease liabilities	20.3	1,021,716	1,592,111
		1,212,097	**3,371,046**
Current liabilities			
Deferred purchase price	7	1,207,682	7,425,488
Accounts payable, accruals and other payables	19	7,829,837	33,418,502
Current tax liabilities		627,068	1,027,404
Due to related party	31	131,523	-
Lease liabilities	20.3	640,695	751,015
		10,436,805	**42,622,409**
Liabilities directly associated with assets classified as held for sale	34	4,331,988	8,839,908
Total liabilities		**15,980,890**	**54,833,363**
Total equity and liabilities		**21,895,748**	**57,462,556**

Swvl Holdings Corp and its subsidiaries

Consolidated statement of comprehensive income - For the year ended 31 December 2023
(All amounts are shown in USD unless otherwise stated)

	Note	2023	2022	2021
Continuing operations				
Revenue	21	22,852,263	44,099,610	25,563,945
Cost of sales	22	(18,741,277)	(43,581,963)	(31,349,979)
Gross income/(loss)		**4,110,986**	**517,647**	**(5,786,034)**
General and administrative expenses	23	(10,226,561)	(62,918,437)	(69,029,507)
Selling and marketing expenses	24	(93,431)	(17,520,448)	(12,190,989)
Provision for expected credit losses	10	(535,340)	(873,442)	(1,101,614)
Other income/(expenses), net	26	18,834,177	548,823	(807)
Operating profit / (loss)		**12,089,831**	**(80,245,857)**	**(88,108,951)**
Finance income	27	97,553	209,434	126,449
Loss on disposal of subsidiaries	34	(8,285,250)	-	-
Change in fair value of financial liabilities	16,18	1,210,671	109,720,648	(44,330,400)
Change in fair value of deferred purchase price	7	727,134	31,844,346	-
Change in fair value of employee share compensation schemes		(1,636,738)	36,155,857	-
Recapitalization cost	35	-	(139,609,424)	-
Impairment of financial assets	8	-	(10,000,880)	-
Impairment of assets	6,34	-	(46,381,441)	-
Finance cost	28	(129,355)	(3,666,643)	(1,494,693)
Profit / (loss) before tax from continuing operations		**4,073,846**	**(101,973,960)**	**(133,807,595)**
Income tax benefit	29.1	41,305	3,225,251	4,718,036
Profit / (loss) for the year from continuing operations		**4,115,151**	**(98,748,709)**	**(129,089,559)**
Discontinued operations				
Loss for the year from discontinued operations	34	(1,058,675)	(24,830,739)	(12,399,838)
Profit / (loss) for the year		**3,056,476**	**(123,579,448)**	**(141,489,397)**
Attributable to:				
Equity holders of the Parent Company		3,056,476	(116,496,525)	(141,416,132)
Non-controlling interests		-	(7,082,923)	(73,265)
		3,056,476	**(123,579,448)**	**(141,489,397)**
Profit / (loss) per share attributable to equity holders of the Parent Company				
Basic	30	0.45	(18.28)	(20.92)
Diluted	30	0.28	(18.28)	(20.92)
Profit / (loss) per share attributable to equity holders of the Parent Company for continuing operations				
Basic	30	0.61	(14.61)	(19.10)
Diluted	30	0.37	(14.61)	(19.10)
Other comprehensive income				
Items that may be reclassified subsequently to profit or loss:				
Exchange differences on translation of foreign operations, net of tax	15	(5,299,295)	(5,290,594)	(409,511)
Total comprehensive loss for the year		**(2,242,819)**	**(128,870,042)**	**(141,898,908)**
Attributable to:				
Equity holders of the Parent Company		(2,242,819)	(121,787,119)	(141,825,643)
Non-controlling interests		-	(7,082,923)	(73,265)
		(2,242,819)	**(128,870,042)**	**(141,898,908)**

Swvl Holdings Corp and its subsidiaries

Consolidated statement of changes in equity – As of 31 December 2023
(All amounts are shown in USD unless otherwise stated)

	Note	Share Capital	Share Premium	Share-based compensation reserve	Reserve for disposal group held for sale	Foreign currency translation reserve	Accumulated losses	Equity/(deficit) attributable to equity holders of the Parent Company	Non-controlling interests	Total equity/(deficit)
As at January 1, 2021		**8,529**	**88,873,188**	**3,318,292**	**-**	**860,374**	**(74,650,123)**	**18,410,260**	**-**	**18,410,260**
<u>*Total comprehensive loss for the year*</u>										
Loss for the year		-	-	-	-	-	(141,416,132)	(141,416,132)	(73,265)	(141,489,397)
Other comprehensive loss for the year		-	-	-	-	(409,511)	-	(409,511)	-	(409,511)
		-	-	-	-	(409,511)	(141,416,132)	(141,825,643)	(73,265)	(141,898,908)
Issuance of shares		-	-	-	-	-	-	-	139,643	139,643
Employee share scheme reserve		-	-	33,611,231	-	-	-	33,611,231	-	33,611,231
		-	-	33,611,231	-	-	-	33,611,231	139,643	33,750,874
As at December 31, 2021		**8,529**	**88,873,188**	**36,929,523**	**-**	**450,863**	**(216,066,255)**	**(89,804,152)**	**66,378**	**(89,737,774)**
<u>*Total comprehensive loss for the year*</u>										
Loss for the year		-	-	-	-	-	(116,496,525)	(116,496,525)	(7,082,923)	(123,579,448)
Other comprehensive loss for the year		-	-	-	-	(5,290,594)	-	(5,290,594)	-	(5,290,594)
		-	-	-	-	(5,290,594)	(116,496,525)	(121,787,119)	(7,082,923)	(128,870,042)
Issuance of shares	13	1,970	31,887,125	-	-	-	-	31,889,095	-	31,889,095
Issuance of shares to PIPE Investors	13	397	39,663,603	-	-	-	-	39,664,000	-	39,664,000
Issuance of shares to SPAC shareholders	13	1,395	-	-	-	-	-	1,395	-	1,395
Conversion of convertible notes	13	1,612	145,952,505	-	-	-	-	145,954,117	-	145,954,117
Recapitalizations costs	13	-	121,077,329	-	-	-	-	121,077,329	-	121,077,329
Costs attributable to the issuance of shares in connection with the business combination	13	-	(8,467,766)	-	-	-	-	(8,467,766)	-	(8,467,766)
Fair value of shares earnouts	13	-	(75,550,455)	-	-	-	-	(75,550,455)	-	(75,550,455)
Acquisition of a subsidiary	13	-	-	-	-	-	-	-	2,825,151	2,825,151
Share-based compensation reversal	14	-	-	(36,155,857)	-	-	-	(36,155,857)	-	(36,155,857)
Discontinued operations	34	-	-	-	(492,474)	492,474	-	-	-	-
		5,374	254,562,341	(36,155,857)	(492,474)	492,474	-	218,411,858	2,825,151	221,237,009
As at December 31, 2022		**13,903**	**343,435,529**	**773,666**	**(492,474)**	**(4,347,257)**	**(332,562,780)**	**6,820,587**	**(4,191,394)**	**2,629,193**
<u>*Total comprehensive loss for the year*</u>										
Profit for the year		-	-	-	-	-	3,056,476	3,056,476	-	3,056,476
Other comprehensive loss for the year		-	-	-	953,002	(6,252,297)	-	(5,299,295)	-	(5,299,295)
		-	-	-	953,002	(6,252,297)	3,056,476	(2,242,819)	-	(2,242,819)
Issuance of shares during the year		3,076	3,859,623	(551,640)	-	-	-	3,311,059	-	3,311,059
Discontinued operations	34	-	-	-	866,512	(866,512)	-	-	-	-
Share-based compensation charge		-	-	285,651	-	-	-	285,651	-	285,651
Disposal of subsidiaries	34	-	-	-	779,697	-	-	779,697	1,152,077	1,931,774
		3,076	3,859,623	(265,989)	1,646,209	(866,512)	-	4,376,407	1,152,077	5,528,484
As at December 31, 2023		**16,979**	**347,295,152**	**507,677**	**2,106,737**	**(11,466,066)**	**(329,506,304)**	**8,954,175**	**(3,039,317)**	**5,914,858**

Swvl Holdings Corp and its subsidiaries

Consolidated statement of cash flows - For the year ended 31 December 2023
(All amounts are shown in USD unless otherwise stated)

	Note	2023	2022	2021
Profit / (loss) before tax from continued operations		4,073,846	(101,973,960)	(133,807,595)
Loss before tax from discontinued operations		(1,058,675)	(24,830,739)	(12,399,838)
Profit / (loss) for the year before tax		3,015,171	(126,804,699)	(146,207,433)
Adjustments to reconcile profit before tax to net cash flows:				
Depreciation of property and equipment	5	356,288	604,304	182,402
Depreciation of right-of-use assets	20.1	364,116	1,216,495	541,218
Amortization of intangible assets	6	32,375	2,455,243	15,963
Provision for expected credit losses	10	535,340	873,442	1,327,104
Loss from sale of subsidiaries		8,285,250	-	-
Other income		(18,834,177)	-	-
Gain on recognition of sublease receivable		-	(87,026)	-
Sublease income	20.2	(37,706)	(8,340)	-
Provision for employees' end of service benefits, net of reversals		-	(171,447)	704,614
Finance cost	28	12,192	3,466,593	1,400,067
Listing costs		-	139,609,424	-
Change in fair value of deferred purchase price	7	(727,134)	(31,844,346)	-
Change in fair value of financial liabilities	16,18	(1,210,671)	(109,720,648)	44,330,400
Impairment of assets		-	46,381,441	-
Impairment of financial assets		-	10,000,880	-
Employee share-based payments charges / (reversals)	14	285,651	(36,155,857)	33,611,231
		(7,923,305)	**(100,184,541)**	**(64,094,434)**
Changes in working capital:				
Trade and other receivables		3,917,812	(11,489,377)	(4,825,451)
Prepaid expenses and other current assets		995,660	(2,584,987)	(868,620)
Accounts payable, accruals and other payables		(6,471,125)	(3,571,712)	8,259,002
Current tax liabilities		244,206	793,105	(635,821)
Due to related parties		131,523	-	36,091
		(9,105,229)	**(117,037,512)**	**(62,129,233)**
Payment of employees' end of service benefits		-	(635,314)	(5,507)
Net cash flows used in operating activities		**(9,105,229)**	**(117,672,826)**	**(62,134,740)**
Cash flows from an investing activity				
Purchase of property and equipment	5	(17,237)	(817,586)	(319,471)
Proceeds from disposal of subsidiaries		8,400,000	-	-
Purchase of financial assets	8	-	-	(10,000,880)
Payment for acquisition of subsidiary, net of cash acquired	7	-	(743,292)	(823,446)
Sublease rentals received	20.2	668,236	138,410	-
Purchase of financial assets		-	(5,000,010)	-
Purchase of intangible assets	6	(258,151)	(1,666,934)	(2,222)
Net cash flows generated from / (used in) investing activities		**8,792,848**	**(8,089,412)**	**(11,146,019)**
Cash flows from financing activities				
Proceeds from issuance of share capital		789,462	60,787,038	-
Proceeds from issuance of convertible notes		-	26,336,000	73,206,415
Proceeds from PIPE subscription		-	39,664,000	-
Payments of external loan		-	(134,830)	-
Repayment of loan from related party		-	(195,270)	-
Finance cost paid		-	(543,432)	(2,653)
Finance lease liabilities paid, net of accretion	20.3	(445,571)	(850,773)	(482,389)
Net cash flows generated from financing activities		**343,891**	**125,062,733**	**72,721,373**
Net increase / (decrease) in cash and cash equivalents		31,510	(699,505)	(559,386)
Cash and cash equivalents at the beginning of the year		2,696,276	9,529,723	10,348,732
Effects of exchange rate changes on cash and cash equivalents		196,230	(6,133,942)	(259,623)
Cash and cash equivalents at the end of the year	12	**2,924,016**	**2,696,276**	**9,529,723**
Non-cash financing and investing activities:				
Settlement of deferred purchase price		5,377,829	-	-
Issuance of shares during the year		3,073,237	3,432,493	-
Fair value of shares earnouts		-	(75,550,455)	-
Acquisitions of non-controlling interests		-	(3,036,641)	-
Costs attributable to the issuance of shares		-	8,467,766	-
Conversion of convertible notes		-	145,952,505	-
Property and equipment additions through acquisition of business		-	(586,452)	-
Intangible assets additions through acquisition of business		-	(20,580,000)	-

1 Establishment and operations

Swvl Holdings Corp (the “Parent Company”) (formerly known as “Pivotal Holdings Corp”) is a business company limited by shares incorporated under the laws of the British Virgin Islands and was registered on 23 July 2021. The registered office of the Company is at P.O. Box 173, Kingston Chambers, Road Town, Tortola, the British Virgin Islands.

The consolidated financial statements as at 31 December 2023 consist of the Parent Company and its subsidiaries (together referred to as the “Group”). The Group’s principal head office is located in The Offices 4, One Central, Dubai World Trade Centre, Street 1, Dubai, United Arab Emirates.

Swvl Inc. was founded on 17 May 2017. Swvl Holdings Corp was incorporated as a direct wholly-owned subsidiary of Swvl Inc. As a result of various legal entity reorganization transactions undertaken in March 2022, Swvl Holdings Corp became the holding company of the Group, and the then-stockholders of Swvl Inc. became the stockholders of Swvl Holdings Corp. Swvl Inc. is the predecessor of Swvl Holdings Corp for financial reporting purposes.

The Group operates multimodal transportation networks that offer access to transportation options through the Group’s platform and mobile-based application. The Group also licenses its technology to transport operators to manage their service. The Group operates a technology platform that uses a widespread transportation network. The Group uses leading technology, operational excellence and product expertise to operate transportation services on predetermined routes. The Group develops and operates proprietary technology applications supporting a variety of offerings on its platform (“platform(s)” or “Platform(s)”). The Group provides transportation services through contracting with other service providers (or transportation operators). Riders are collectively referred to as “end-user(s)” or “consumer(s)”. The drivers are referred to as “captain(s)”.

1.1 Reverse recapitalization

On 28 July 2021, the Parent Company and Queen’s Gambit Growth Capital, a Cayman Islands exempted company with limited liability (the “SPAC”) listed on the Nasdaq Capital Market (“NASDAQ”), and certain other parties have entered into a definitive agreement for a business combination that would result in the Group becoming a publicly listed company upon completion of the aforementioned transaction.

On March 31, 2022 (the “Closing Date”), the Parent Company consummated the transactions contemplated by the Business Combination Agreement (the “Business Combination Agreement”), dated as of July 28, 2021, as amended, between Swvl Inc., Queen’s Gambit Growth Capital and other merger companies.

As a result of the mergers and the other transactions (the “Transaction”) contemplated by the Business Combination Agreement, the merged Queen’s Gambit Surviving Company and Swvl Inc. each became wholly owned subsidiaries of the Parent Company, and the securityholders of the SPAC and Swvl Inc. became securityholders of the Parent Company.

1 Establishment and operations (continued)

1.1 Reverse recapitalization (continued)

The Parent Company's Second Amended and Restated Memorandum and Articles of Association authorizes the issuance of up to 555,000,000 shares, consisting of (a) 500,000,000 Class A Ordinary Shares and (b) 55,000,000 preferred shares. All outstanding Class A Ordinary Shares are fully paid and non-assessable. To the extent they are issued, certificates representing Class A Ordinary Shares are issued in registered form. All options, regardless of grant dates, will entitle holders to an equivalent number of Class A Ordinary Shares once the vesting and exercising conditions are met.

Subsequent to the closing of the Transaction, there were 118,496,102 Class A Ordinary Shares with par value of $0.0001 per share that were outstanding and issued. There were also 17,433,333 Warrants outstanding, at the closing of the Transaction, each exercisable at $11.50 per one Class A Ordinary Share, of which 11,500,000 are public warrants ("Public Warrants") listed on NASDAQ and 5,933,333 private placement warrants ("Private Warrants") held by the Sponsor.

Pursuant to the terms of the Business Combination Agreement, at the Closing Date, among other things, each shareholder of Swvl Inc.'s outstanding a) Common Shares A, b) Common Shares B and c) Class A, B, C, D and D-1 preferred shares received approximately 1,510 ("Conversion Ratio") shares of the Parent Company's common shares A and the contingent right to receive certain Earnout Shares (Note 13), for each share of the Company's common shares, par value $0.0001 per share in exchange of original shares. The conversion ratio was calculated by dividing the total number of shares to be allocated to the pre-Business Combination shareholders (which was obtained by dividing the valuation by $10 SPAC share price) by the number of shares outstanding pre-Business Combination. Owing to the nature of the transaction, the comparative figures have been recast.

Concurrently at the Closing Date, each outstanding and unexercised option (vested or not) to purchase Swvl Inc.'s Common Shares, was converted to an option to purchase approximately 1,510 of the Parent Company's common Shares A and the contingent right to receive certain Earnout restricted Stock Units ("Earnout RSUs") at an exercise price per option equal to (x) the exercise price per option divided by (y) the exchange ratio.

Considering the facts of the Business Combination Agreement, it was assumed that the quoted price of the Company's Common Shares A inherently considers the impact of the contingently issuable Earnout Shares, and it was part of an equity transaction between parties to the Transaction.

In addition, pursuant to the terms of the Business Combination Agreement, at the Closing Date, each outstanding Queen's Gambit Warrant was automatically assumed and converted into a new Warrant to acquire new Swvl's Common Share A, subject to the same terms and conditions (including exercisability terms) as were applicable to the corresponding former Queen's Gambit Warrants.

In connection with the consummated Business Combination Agreement, certain investors ("PIPE Investors") completed a private placement of 12,188,711 Common Shares A of the Parent Company for an aggregate purchase price of $111.5 million, of which $71.8 million were automatically exchanged to shares representing exchangeable notes issued by Swvl Inc. to certain PIPE investors prior to the consummated Merger.

1 Establishment and operations (continued)

1.1 Reverse recapitalization (continued)

Pursuant to the Business Combination Agreement, the SPAC does not meet the definition of a business under the guidance of IFRS 3, hence the Transaction was accounted for as a recapitalization in accordance with IFRS 2. Under this method of accounting, Queen's Gambit Growth Company is treated as the acquired company and Swvl Inc. is treated as the acquirer for financial statement reporting purposes. Swvl Inc. has been determined to be the accounting acquirer based on evaluation of the facts and circumstances of the business combination.

The following table summarizes the proceeds raised and issuance costs incurred related to the Business Combination on 30 March 2022:

	Number of shares	USD
Public shares outstanding	34,500,000	345,000,000
Shares redeemed	(29,175,999)	(291,759,990)
Shares issued to SPAC public investors (Note 35)	**5,324,001**	**53,240,010**
Shares converted for SPAC founders (Note 35)	8,625,000	-
	13,949,001	**53,240,010**
Cash from reverse recapitalization		53,240,010
SPAC reverse recapitalization professional fees		(20,906,209)
Net proceeds from reverse recapitalization		**32,333,801**

The business combination agreement was an extraordinary transaction that took place in 2022 as part of the SPAC and listing procedures, there was no any similar transactions or impact of this transaction incurred in the financial period ending as of 31 December 2023.

1.2 Consolidated subsidiaries

Subsidiaries are all entities over which the Group has control. The Group controls an entity when the Group is exposed, or has right to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

As of 31 December 2023, the Group still maintained control for all subsidiaries, however, certain subsidiaries were decided to be held for sale or to be discontinued, subsidiaries listed below will be presented with the same alignment.

1 Establishment and operations (continued)

1.2 Consolidated subsidiaries (continued)

i) *Continued operations*

Company name	Country of incorporation	Legal ownership % 31-Dec-23	Legal ownership % 31-Dec-22	Principal business activities
Swvl Inc.	British Virgin Islands	100%	100%	Holding company
Pivotal Merger Sub Company I	Cayman Islands	100%	100%	Merger entity
Swvl Global FZE	UAE	100%	100%	Headquarters and management activities
Swvl for Smart Transport Applications and Services LLC	Egypt	99.80%	99.80%	Providing a technology platform to enable passenger transportation
Swvl Technologies FZE	UAE	100%	100%	
Swvl Saudi for Information Technology	Kingdom of Saudi Arabia	100%	100%	

ii) Discontinued operations

Company name	Country of incorporation	Legal ownership % 31-Dec-23	Legal ownership % 31-Dec-22	Principal business activities
Swvl Pakistan (Private) Ltd.	Pakistan	-	99.99%	Providing a technology platform to enable passenger transportation
Swvl NBO Limited	Kenya	100%	100%	
Swvl Technologies Ltd.	Kenya	100%	100%	
Smart Way Transportation LLC *(i)*	Jordan	-	-	
Swvl My For Information Technology SDN BHD	Malaysia	100%	100%	
Shotl Transportation, S.L.	Spain	-	55%	
Viapool Inc. *(ii), a direct subsidiary of Swvl Global FZE*	Delaware, USA	51%	51%	Holding company
Movilidad Digital SAS *(ii), a subsidiary of Viapool, Inc.*	Argentina	51%	51%	Providing a technology platform to enable passenger transportation
Viapool SRL *(ii), a subsidiary of Viapool, Inc.*	Argentina	51%	51%	
Viapool SPA *(ii), a subsidiary of Viapool, Inc.*	Chile	51%	51%	
Swvl Brasil Tecnologia LTDA *(ii), a subsidiary of Viapool, Inc.*	Brazil	51%	51%	
Swvl Germany GmbH (formerly “Blitz B22-203 GmbH”) *(iii), a direct subsidiary of Swvl Inc.*	Germany	100%	100%	Holding company
Door2Door GmbH *(iii), a subsidiary of Swvl Germany GmbH*	Germany	100%	100%	Providing a technology platform to enable passenger transportation
Volt Lines B.V. *(iv), a direct subsidiary of Swvl Global FZE.*	Netherlands	-	100%	Holding company
Volt Lines Akilli Ulasim Teknolojileri ve Tasimacilik AS *(iv), a subsidiary of Volt Lines B.V.*	Turkey	-	100%	Providing a technology platform to enable passenger transportation
Volt Lines MENA limited *(iv), a subsidiary of Volt Lines B.V.*	UAE	-	100%	
Urbvan mobility ltd., *a direct subsidiary of Swvl Global FZE.*	Cayman entity	-	100%	Holding company
Urbvan intermediate holdings, llc, *a subsidiary of Urbvan mobility ltd.*	Delaware, USA	-	100%	
Commute technologies s.a.p.i. de c.v., *a subsidiary of Urbvan mobility ltd.*	Mexico	-	100%	Providing a technology platform to enable passenger transportation
Urbvan commute operations s.a.p.i. de c.v., *a subsidiary of Urbvan mobility ltd.*	Mexico	-	100%	
Ops transit mobility, s.a. de c.v., *a subsidiary of Urbvan mobility ltd.*	Mexico	-	100%	
ID vans, s.a.p.i. de c.v., *a subsidiary of Urbvan mobility ltd.*	Mexico	-	100%	
Admin mobility, s.a. de c.v., *a subsidiary of Urbvan mobility ltd.*	Mexico	-	100%	

1 Establishment and operations (continued)

1.2 Consolidated subsidiaries (continued)

In certain cases, the Group is required to have a resident as one of the shareholders besides the Parent Company to comply with local laws and regulations. However, in such cases, the Group continues to remain the economic beneficiary of the shareholding held by such resident shareholder and therefore is said to have a "beneficial ownership" of such non-controlling interests, except as indicated.

(i) The Parent Company's subsidiary Smart Way Transportation LLC (Jordan) was incorporated during the year ended 31 December 2021. The subsidiary is currently legally owned by a member of the Group's management and is in the process of a legal ownership transfer to the Group. During the year, the Group's board of directors resolved to discontinue the subsidiary's operations (Note 34). As of 31 December 2023, the company is still in liquidation process. The subsidiary has been consolidated based on the beneficial ownership and effective control.

(ii) The Parent Company acquired 51% of the shares of Viapool Inc., a company based in Delaware, USA (Note 7) and holding each of Movilidad Digital SAS, Viapool SRL, Viapool SPA and Swvl Brasil Tecnologia LTDA. As part of the Group portfolio optimization program, it was decided later in 2022, that Viapool Inc. and its subsidiaries to be liquidated (Note 34). As of 31 December 2023, the company is still in liquidation process.

(iii) The Parent Company acquired 100% of the shares of Blitz B22-203 GmbH, a company based in Germany (Note 7), and subsequently Blitz B22-203 GmbH acquired 100% of the shares of Door2Door GmbH. As part of the Group portfolio optimization program, it was decided later in 2022 that both companies to file for insolvency, which was formally proceeded in 2023 (Note 34) As of 31 December 2023, the company is still under the liquidation process.

(iv) The Parent Company acquired 100% of the shares of Volt Line BV, a company based in Netherlands (Note 7) and holding each of Volt Lines Akilli Ulasim Teknolojileri ve Tasimacilik AS and Volt Lines MENA limited. As part of the Group portfolio optimization program, Volt line BV and its subsidiaries was decided to be sold during 2022, which was consummated on 26th January 2023 (Note 34).

(v) The Parent Company acquired 100% of the shares of Urbvan Mobility Ltd., a company incorporated under the laws of Mexico (Note 7) and holding each of Urbvan Intermediate Holdings, based in Delaware, Commute Technologies S.A.P.J and Urbvan Commute Operation S.A.P.J, both based in Mexico. The company and its subsidiaries were sold in September 2023.

2 Summary of significant accounting policies

The principal accounting policies applied by the Group in the preparation of these consolidated financial statements are set out below.

2.1 Basis of preparation

i) Compliance with IFRS

These consolidated financial statements have been prepared in accordance with the International Financial Reporting Standards (IFRSs) as issued by the International Accounting Standards Board (IASB). These consolidated financial statements have been approved by the Board of Directors on 30 April 2024.

The preparation of the consolidated financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the accounting policies. The areas involving a higher degree of complexity, or areas where judgements, assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 4.

ii) Historical cost convention

These consolidated financial statements have been prepared under the historical cost convention except for the following:

- Certain financial assets, derivative warrant liabilities, derivative liabilities, convertible notes, and earnouts liabilities that are measured at fair value.
- Income and expenses that have been accounted for using the accrual basis.

The consolidated financial statements have been presented in US Dollars ("USD", "$") which is the reporting currency of the Group.

2.2 Going concern

These consolidated financial statements have been prepared on a going concern basis, which assumes that the Group will be able to discharge its liabilities in the ordinary course of business. The Group had net profits of $4.1 million from continued operations and $3.05 million after discontinued operations losses (losses of $98.7 million and $123.5 million respectively for the year ended 31 December 2022), accumulated losses of $329.5 million as at 31 December 2023 ($332.5 million as at 31 December 2022), and negative operating cash flows of $9.1 million for the year ended 31 December 2023 (negative of $117.4 million for the year ended 31 December 2022). Even though there are events or conditions that give rise to doubt regarding the ability of the Group to continue as a going concern for a period of twelve months after the preparation of the consolidated financial statements, management has mitigated these doubts through a twelve months business plan.

2 Summary of significant accounting policies (continued)

2.2 Going concern (continued)

The Group self-funded its operations primarily through 2023 using positive working capital following the portfolio optimization plan which focused on profitable operations and positive cashflow projects.

During 2023, the Group's Board of Directors resolved to discontinue operations of non-profitable subsidiaries whose cash flows are unlikely to turn positive which proceeds were used to settle outstanding liabilities or support continuing operations growth.

In January 2023, the Group finalized sale of Voltlines B.V for an amount of $ 5,000,000, which was used to settle the deferred purchase price owed to the original shareholders of the subsidiary (Note 34).

In September 2023, the Group finalized the sale of Urbvan Mobility Ltd. for an amount of $12,000,000 ($9,355,867 net of selling costs) (Note 34) which was used to settle the Group's liabilities and supporting the continuing operations' growth. Further, throughout 2023, management has entered into a number of settlement agreements with the Group's creditors (Note 26). These agreements discharge the Group from a portion of the liabilities owed to the creditors. Those settlement agreements have further contributed to strengthening the Group's financial position throughout 2023.

In addition to the above, management has performed a going concern assessment for a period of twelve months from the date of approval of these consolidated financial statements to assess whether conditions exist that raise substantial doubt regarding the Group's ability to continue as a going concern. Management has assumed growth rates through the twelve months following the issuance date of these consolidated financial statements based on (i) historical data, (ii) the operational results subsequent to the financial reporting date up to the date of the assessment, and (iii) sales projections and strategic operational expansion plans within existing markets. This assessment indicates that the Group has sufficient liquidity to settle liabilities as they become due for the next twelve months.

Based on the above facts, management believes that they will be successful in maintaining existing markets as self-sufficient, cash generating operational units with positive working capital and executing the planned strategy to meet working capital and capital expenditure requirements that may fall for the next twelve months after the approval of the consolidated financial statements. Further, management intends to utilize the proceeds from the sale of the subsidiaries in growth activities for the existing markets and expansions into potential new markets. across the Group. Based on this, management believes it remains appropriate to prepare these consolidated financial statements on a going concern basis.

2 Summary of significant accounting policies (continued)

2.3 Initial application of a standard, amendment or an interpretation to existing standards

i) New standards, amendments to published approved accounting and reporting standards and interpretations which are effective during the year

The group has applied the following standards and amendments for the first time for its annual reporting for the period commencing 1 January 2023:

- IFRS 17 Insurance Contracts
- Definition of Accounting Estimates – amendments to IAS 8
- International Tax Reform – Pillar Two Model Rules – amendments to IAS
- Deferred Tax related to Assets and Liabilities arising from a Single Transaction – amendments to IAS 12
- Disclosure of Accounting Policies – Amendments to IAS 1 and IFRS Practice Statement 2

The amendments listed above did not have any impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

ii) Standards, amendments to published standards and interpretations that are not yet effective and have not been early adopted by the Group

- Amendments to IFRS 10 and IAS 28 - Sale or Contribution of Assets between an Investor and its Associate or Joint Venture
- Amendments to IAS 1 – Classification of Liabilities as Current or Non-current
- Amendments to IAS 7 and IFRS 7 – Supplier Finance Arrangements
- Amendments to IFRS 16 – Lease Liability in a Sale and Leaseback

The amendments listed above have been published but are not mandatory for 31 December 2023 reporting periods and have not been early adopted by the Group. These amendments are not expected to have a material impact on then entity in the current or future reporting periods and on foreseeable future transactions.

2 Summary of significant accounting policies (continued)

2.4 Basis of consolidation

i) Subsidiaries

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity where the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases. The acquisition method of accounting is used to account for business combinations by the Group (Note 7).

ii) Transactions eliminated on consolidation

Inter-company transactions, balances, income and expenses on transactions between Group companies are eliminated. Profits and losses resulting from inter-company transactions that are recognised in assets are also eliminated. Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances.

2.5 Foreign currencies

i) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency').

Subsidiaries determine their own functional currency and items included in the financial statements of these companies are measured using that functional currency. These consolidated financial statements are presented in USD which is the Group's presentation currency. All financial information presented in USD has been rounded to the nearest dollar, except when otherwise indicated.

ii) Foreign currency transactions

Transactions in foreign currencies are translated into the respective functional currency of Group entities at the spot exchange rates at the date of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated into the functional currency at the spot exchange rate at that date.

Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the spot exchange rate at the date on which the fair value is determined. Non-monetary items that are measured based on historical cost in a foreign currency are translated using the spot exchange rate at the date of the historical transaction. Foreign currency differences arising on translation are generally recognised in the consolidated statement of comprehensive income.

2 Summary of significant accounting policies (continued)

2.5 Foreign currencies (continued)

iii) Group companies

On consolidation, the assets and liabilities of foreign operations are translated to USD at the rate of exchange prevailing at the reporting date and their statements of profit or loss are translated at exchange rates prevailing at the dates of the transactions or an appropriate average rate. Equity elements are translated at the date of the transaction and not retranslated in subsequent periods. The exchange differences arising on translation for consolidation are recognised in Other Comprehensive Income ("OCI"). On disposal of a foreign operation, the component of OCI relating to that particular foreign operation is reclassified to profit or loss.

2.6 Non-current assets (or disposal groups) held for sale and discontinued operations

Non-current assets (or disposal groups) are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less costs to sell, except for assets such as deferred tax assets, assets arising from employee benefits, financial assets and investment property that are carried at fair value and contractual rights under insurance contracts, which are specifically exempt from this requirement.

The criteria for held for sale classification is regarded as met only when the sale is highly probable, and the asset or disposal group is available for immediate sale in its present condition. Actions required to complete the sale should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn. Management must be committed to the plan to sell the asset and the sale expected to be completed within one year from the date of the classification.

An impairment loss is recognised for any initial or subsequent write-down of the asset (or disposal group) to fair value less costs to sell. A gain is recognised for any subsequent increases in fair value less costs to sell of an asset (or disposal group), but not in excess of any cumulative impairment loss previously recognised. A gain or loss not previously recognised by the date of the sale of the noncurrent asset (or disposal group) is recognised at the date of derecognition.

Non-current assets (including those that are part of a disposal group) are not depreciated or amortised while they are classified as held for sale. Interest and other expenses attributable to the liabilities of a disposal group classified as held for sale continue to be recognised.

Non-current assets classified as held for sale and the assets of a disposal group classified as held for sale are presented separately from the other assets in the consolidated financial statements. The liabilities of a disposal group classified as held for sale are presented separately from other liabilities in the consolidated statement of financial position.

A discontinued operation is a component of the entity that has been disposed of or is classified as held for sale and that represents a separate major line of business or geographical area of operations, is part of a single co-ordinated plan to dispose of such a line of business or area of operations, or is a subsidiary acquired exclusively with a view to resale. The results of discontinued operations are presented separately in the consolidated statement of comprehensive income.

2 Summary of significant accounting policies (continued)

2.7 Property and equipment

Recognition and measurement

Items of property and equipment are stated at cost less accumulated depreciation and accumulated impairment losses, if any. Capital work in progress is stated at cost and subsequently transferred to assets when it is available for use. Cost of an item of property and equipment comprises its acquisition cost including borrowing costs and all directly attributable costs of bringing the asset to working conditions for its intended use. Such costs include the cost of replacing part of the plant and equipment when that cost is incurred, if the recognition criteria are met. Repair and maintenance costs are recognised in the consolidated statement of comprehensive income as incurred. Depreciation is computed using the straight-line method based on the estimated useful lives of assets as follows:

	Years
Furniture, fittings and equipment	3 – 5
Leasehold improvements	5

The assets' residual values and useful lives are reviewed and adjusted, if appropriate, at each financial year end to determine whether there is an indication of impairment. If any such indicator exists, an impairment loss is recognised in the consolidated statement of comprehensive income. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash generating units).

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount, as detailed in the impairment section of this note below.

An item of property and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the consolidated statement of comprehensive income in the year the asset is derecognised.

Subsequent costs

The cost of replacing part of an item of property or 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 the day-to-day servicing of property and equipment are recognised in the consolidated statement of comprehensive income as incurred. Subsequently, any gains or losses on disposal of assets are recognised in the consolidated statement of comprehensive income.

2 Summary of significant accounting policies (continued)

2.7 Property and equipment (continued)

Impairment

The carrying values of property and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying values may not be recoverable. If such indications exist and where the carrying values exceed the estimated recoverable amounts, the assets are written down to the recoverable amounts.

Identifying CGUs is a critical step that requires judgement in the impairment review and can have a significant impact on its results. A CGU is defined as the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets. CGUs are identified at the lowest level to minimise the possibility that impairments of one asset or group will be masked by a high-performing asset. To identify a CGU, management considers whether (i) a group of assets generate largely independent cash inflows and (ii) there is an active market for the output. When the group of assets does not generate cash inflows that are largely independent and there is no active market for its output (even if used internally), the group is not a CGU. Management then has to combine these assets with others that contribute to the same revenue stream until a CGU is identified. Unless a change is justified, CGUs are identified consistently from period to period for the same asset or types of assets.

Reversal of impairment is affected in the case of indications of a change in recoverable amount and is recognised in comprehensive income, however, is restricted to the net book value of the asset had there been no impairment.

2.8 Intangible assets

Acquired intangible assets other than goodwill comprise of operating and software licenses, developed technology, customer relationships and trade names. At initial recognition, intangible assets acquired in a business combination are recognized at their fair value as of the date of acquisition. Following initial recognition, intangible assets are carried at cost less accumulated amortization and impairment losses.

The Group invests a substantial cost in development of its software and enhancement of its product platforms. Expenditure on research activities is recognised in the consolidated statement of comprehensive income as incurred. The costs associated with the development of new or substantially improved products or modules are capitalized when the following criteria are met:

- Technical feasibility to complete the development;
- Management intent and ability to complete the product and use or sell it;
- The likelihood of success is probable;
- Availability of technical and financial resources to complete the development phase;
- Costs can be reliably measured; and
- Probable future economic benefits can be demonstrated.

The technical feasibility of the Group’s internally developed software or modules is not proven until significant development risks are resolved by testing working models and pre-launch versions. The software or modules, by then, are ready to be deployed in a live environment. Therefore, software development costs meeting the capitalization criteria are insignificant and have been charged to the consolidated statement of comprehensive income as incurred. However, the Group continues to assess these costs for capitalization eligibility on an ongoing basis at a project level.

2 Summary of significant accounting policies (continued)

2.8 Intangible assets (continued)

Intangible assets with finite lives are typically amortized on a straight-line basis over their estimated useful lives, typically 3 to 10 years for the developed technology, customer relationships and trade names, useful life for the obtained software and operating licenses depends on the licenses validity and are assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset are reviewed at least annually. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are accounted for by changing the amortization period or method, as appropriate, and are treated as changes in accounting estimates. The amortization of intangible assets is recognized in the consolidated statement of comprehensive income in the expense category consistent with the function of the intangible assets.

The carrying values of intangible assets are reviewed for impairment when events or changes in circumstances indicate that the carrying values may not be recoverable. If such indications exist and where the carrying values exceed the estimated recoverable amounts, the assets are written down to the recoverable amounts.

Reversal of impairment is affected in the case of indications of a change in recoverable amount and is recognised in comprehensive income, however, is restricted to the net book value of the asset had there been no impairment.

2.9 Business combination and goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, which is measured at acquisition date fair value, and the amount of any non-controlling interests in the acquiree. For each business combination, the Group elects whether to measure the non-controlling 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.

The Group determines that it has acquired a business when the acquired set of activities and assets include an input and a substantive process that together significantly contribute to the ability to create outputs. The acquired process is considered substantive if it is critical to the ability to continue producing outputs, and the inputs acquired include an organised workforce with the necessary skills, knowledge, or experience to perform that process or it significantly contributes to the ability to continue producing outputs and is considered unique or scarce or cannot be replaced without significant cost, effort, or delay in the ability to continue producing outputs.

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.

2 Summary of significant accounting policies (continued)

2.9 Business combination and goodwill (continued)

Goodwill is initially measured at cost (being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests and any previous interest held over the net identifiable assets acquired and liabilities assumed). If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in profit or loss.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units. The impairment assessment is carried out annually at the end of the reporting period or when significant impairment indicators arise.

Where goodwill has been allocated to a cash-generating unit (CGU) and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

Contingent consideration, resulting from business combinations, is valued at fair value at the acquisition date as part of the business combination. When the contingent consideration meets the definition of a financial liability, it is subsequently remeasured to fair value at each reporting date. The determination of the fair value is based on discounted cash flows.

2.10 Deferred transaction cost

The Group incurs various incremental qualifying transaction costs in anticipation of, issuance or acquiring its own equity instruments. Those costs include registration and other regulatory fees, underwriting costs and brokerage fees, amounts paid to lawyers, accountants, investments bankers and other professional advisors, fees and commissions paid to agents, brokers and dealers, printing costs and stamp duties.

The transaction costs of an equity transaction are accounted for as a deduction from equity, net of any related income tax benefit, to the extent they are incremental costs directly attributable to the equity transaction that otherwise would have been avoided. The costs of an equity transaction that is abandoned are recognised as an expense.

2.11 Cash and cash equivalents

Cash and cash equivalents include cash on hand, cash held in current and savings accounts, deposits held at call with financial institutions, and other short-term and highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

2 Summary of significant accounting policies (continued)

2.12 Share capital

Common shares

Common shares are classified as equity. Incremental costs directly attributable to the issue of Common shares are recognised as a deduction from equity.

Preferred shares

Preferred shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity. Preferred shares have similar rights to ordinary shares, in addition to rights of conversion into ordinary shares at a certain conversion ratio at any time, liquidation preferences, and the right to participate in non-liquidation asset distribution events.

2.13 Employees' end of service benefits

The Group provides end of service benefits to its employees in the United Arab Emirates as required by the UAE Labour Law. 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. Management considers these as long-term obligations and, accordingly, this obligation has been classified as a non-current liability. At each reporting date, Management assesses the impact of accounting for the provision at present value under IAS 19 'Employee benefits' while considering forward-looking factors such as the employees' expected salary increases and expected length of future service. Management has determined that the difference between accounting for the provision for employees' end of service benefits in accordance with UAE Labour Law compared to IAS 19 to be immaterial to the Group's consolidated financial statements.

2.14 Defined contribution plans

The Group's obligation under the applicable schemes is limited to specific contributions legislated from time to time, per month per employee. The Group's contributions are charged to the consolidated statement of comprehensive income in the year to which they relate. The Group has no further obligation once the contributions have been paid.

2.15 Convertible notes

Convertible notes are presented as financial liability in the consolidated statement of financial position. On issuance of the convertible notes, the liability is measured at fair value, and subsequently carried at amortised cost (net of transaction costs) until it is extinguished on conversion or redemption. Convertible notes are classified as current liabilities based on the expected conversion date in accordance with the convertible note's agreements.

2 Summary of significant accounting policies (continued)

2.16 Embedded derivatives

A derivative embedded in a hybrid contract is separated from the host and accounted for as a separate derivative if, the economic characteristics and risks are not closely related to the host, a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative, and the hybrid contract is not measured at fair value through profit or loss. Embedded derivatives are measured at fair value with changes in fair value recognised in profit or loss. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss category.

2.17 Interest-bearing loans

Interest-bearing loans are recognised initially at fair value, net of transaction costs incurred. Interest-bearing loans are subsequently stated at amortised cost; any difference between the proceeds and the redemption value is recognised in the consolidated statement of comprehensive income over the term of the loan using the effective interest method. Interest-bearing loans are classified as non-current liabilities when the Group has an unconditional right to defer settlement of the liabilities for more than twelve months after the reporting date.

2.18 Leases

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

Group as a lessee

i) Identifying a lease

At inception of a contract, the Group assesses whether a 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.

To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether:

- The contract involves the use of an identified asset;
- The Group has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use; and/or
- The Group has the right to direct the use of the asset.

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 Group 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 Group revises the lease term if there is a change in the non-cancellable period of a lease.

2 Summary of significant accounting policies (continued)

2.18 Leases (continued)

Group as a lessee (continued)

i) Identifying a lease (continued)

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:

- is within the control of the Group; and
- 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.

For a contract that contains a lease component and one or more additional lease or non-lease components, the Group can allocate 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 component, where applicable. For existing office rental contracts in multiple locations, the Group does not opt to segregate the lease and non-lease component as such non-lease components are inseparable in the contract and are insignificant in comparison to the overall lease payment.

ii) Right-of-use assets

At the commencement date, the Group recognises a right-of-use asset and a lease liability presented separately on the consolidated statement of financial position.

iii) Short-term leases and leases of low-value assets

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

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

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Group; and
- 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.

2 Summary of significant accounting policies (continued)

2.18 Leases (continued)

Group as a lessee (continued)

iii) Short-term leases and leases of low-value assets (continued)

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.

iv) 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, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security, and conditions. The Group determines its incremental borrowing rate by obtaining interest rates from various external financing sources and makes certain adjustments to reflect the terms of the lease and type of the asset leased. 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.

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 cases, the Group uses a revised discount rate that reflects changes in the interest rate.

The Group recognises the amount of the re-measurement of the lease liability as an adjustment to the right-of-use asset. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Group recognises any remaining amount of the re-measurement in the consolidated statement of comprehensive income.

2 Summary of significant accounting policies (continued)

2.18 Leases (continued)

Group as a lessee (continued)

iv) Lease liability (continued)

The Group exercises the exemptions available to apply a portfolio approach to their leases when assessing application of the discount rate and lease term.

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

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- 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.

Group as a lessor

When the Group acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease.

i) Operating lease

Leases where the Group does not transfer substantially all the risks and benefits of ownership of the asset to the customers 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. Where the Group determines that the leasing agreements contain an operating lease, capacity payments are recognised as operating lease rentals on a systematic basis to the extent that capacity has been made available to the customers during the year. Rental income arising from operating leases is accounted for on a straight-line basis over the lease terms and included in revenue due to its operating nature.

ii) Finance lease

To classify each lease, the Group makes an overall assessment of whether the lease transfers substantially all of the risks and rewards incidental to ownership of the underlying asset. If this is the case, then the lease is a finance lease; if not, then it is an operating lease. As part of this assessment, the Group considers certain indicators such as whether the lease is for the major part of the economic life of the asset. The Group reviews the contractual arrangements it enters into with its customers. In instances where the contract conveys the right to control the use of the identified asset for substantially all the economic benefits and the right to direct the use, such contracts are accounted for as a finance lease. The amounts due from the lessee are recorded in the consolidated statement of financial position as financial assets (finance lease receivables) and are carried at the amount of the net investment in the lease after making provision for impairment.

2 Summary of significant accounting policies (continued)

2.18 Leases (continued)

Group as a lessor (continued)

ii) Finance lease (continued)

Lease payments are payments made by a lessee to a lessor relating to the right to use an underlying asset during the lease term, comprising the fixed payments (including in-substance fixed payments), less any lease incentives (for e.g. reimbursement of maintenance fee); variable lease payments that depend on an index or a rate; the exercise price of a purchase option if the lessee is reasonably certain to exercise that option; and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease.

When the Group is an intermediate lessor, it accounts for its interests in the head lease and the sub-lease separately. It assesses the lease classification of a sub-lease with reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset. If a head lease is a short-term lease to which the Group applies the exemption described above, then it classifies the sub-lease as an operating lease.

2.19 Provisions

Provisions are recognised when the Group has a legal or constructive obligation as a result of past events, and it is probable that outflow of economic benefits will be required to settle the obligation and a reliable estimate of the amount can be made. Provisions are reviewed at each reporting date and adjusted to reflect the current best estimate.

Provisions are measured at the present value of the expenditure expected to be required to settle the obligation at the end of the reporting period, using a rate that reflects current market assessments of the time value of money and the risks specific to the obligation.

2.20 Share-based payments

Employees (including senior executives) of the Group receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments i.e. equity-settled transactions. The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model, further details of which are given in Note 14.

That cost is recognised in employee benefits expense, together with a corresponding increase in equity (employee share scheme reserve), over the period in which the service and, where applicable, the performance conditions are fulfilled (the vesting period). The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The expense or credit in the consolidated statement of comprehensive income for a period represents the movement in cumulative expense recognised as at the beginning and end of that period.

2 Summary of significant accounting policies (continued)

2.20 Share-based payments (continued)

The Group has issued share-based payment awards, for which "grant date" is not achieved, due to the absence of a formal approval of the terms and conditions of the grant that reflect the intent of this long-term incentive scheme. The services provided by the employees prior to the grant date counts towards the vesting period of the awards. Therefore, the cost of awards is recognised in advance of the grant date, over the period services are rendered by the employees, by estimating the fair value of the equity instruments at the end of each reporting period.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expense of an award unless there are also service and/or performance conditions.

No expense is recognised for awards that do not ultimately vest because non-market performance and/or service conditions have not been met. Where awards include a market or non-vesting condition, the transactions are expensed irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

When the terms of an equity-settled award are modified, the minimum expense recognised is the grant date fair value of the unmodified award, provided the original vesting terms of the award are met. An additional expense, measured as at the date of modification, is recognised for any modification that increases the total fair value of the share-based payment transaction, or is otherwise beneficial to the employee. Where an award is cancelled by the entity or by the counterparty, any remaining element of the fair value of the award is expensed immediately through comprehensive income.

2 Summary of significant accounting policies (continued)

2.21 Financial instruments

2.21.1 Financial assets

The financial assets consist of the following:

i) Cash and cash equivalents;

ii) Current financial assets (financial asset at fair value through profit or loss); and

iii) Trade and other receivables – the Group's customers include individuals (Business to customer) and corporate customers (TaaS):

- Regular – individual riders (not corporate customers) on intracity routes;
- Travel – individual riders (not corporate customers) on intercity routes; and
- Transport as a Service ('TaaS') – customised transport services to corporate customers.

Individual customers – are persons who fill bus seats on rides. The individual customer pays for the transportation services through the end-users' authorised payment method (i.e. either through cash or through the application). When payment is made through the application (i.e. through the credit/debit card configured by the end-user in the application or through third party electronic payment solutions) and the fare charge has not yet been settled with third party payment processors, this causes a negative balance to appear in the customer wallet which is a receivable for the Group. There is a maximum limit to the customer wallet exclusively defined for each territory. The customer is required to settle the amount before booking further riders through the Group's platform; and

Corporate customers – represent customers where the Group will provide transportation services through dedicated routes exclusively to individuals determined by the customers, for which an agreed contract terms will be signed. The corporate customers are billed on a monthly basis. In cases where the transactions have been completed and the amounts owed by the corporate customers have either been invoiced or are unbilled as of the reporting date, these are recognised as trade receivables by the Group.

Classification

The Group classifies its financial assets, which consists of cash and cash equivalents and trade and other receivables and to be measured at amortised cost.

The classification is driven on the Group's business model for managing the financial assets where the financial assets are held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Management determines the classification of its investment at initial recognition.

2 Summary of significant accounting policies (continued)

2.21 Financial instruments (continued)

2.21.1 Financial assets (continued)

Classification (continued)

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated at Fair Value Through Profit or Loss (FVTPL):

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms of the financial asset give rise to cash flows on specified date that are solely payments of principal and interest on the principal amount outstanding.

Recognition and measurement

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. 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.

iv) Cash and cash equivalents

Cash and cash equivalents include cash on hand, cash held in current and savings accounts, deposits held at call with financial institutions, and other short-term and highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

v) Current financial assets (financial assets at fair value through profit or loss)

For debt instruments at fair value through profit or loss, fair value changes, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in the consolidated statement of comprehensive income.

iii) Trade and other receivables

Trade and other receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, in which case they are recognised at fair value. The Group holds the trade and other receivables with the objective to collect contractual cash flows and, therefore, measures them subsequently at amortised cost using effective interest method subject to credit loss impairment.

2 Summary of significant accounting policies (continued)

2.21 Financial instruments (continued)

2.21.1 Financial assets (continued)

Derecognition of financial assets

The Group derecognises financial assets when the contractual right to the cash flows from the financial assets expires, or when it transfers the rights to receive the contractual cash flows on the financial assets in a transaction in which substantially all the risk and rewards of the ownership of the financial assets are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

Impairment of financial assets

The Group has two types of financial assets that are subject to IFRS 9's Expected Credit Loss ("ECL") provisioning model:

- cash and cash equivalents; and
- trade and other receivables.

i) Cash and cash equivalents

Cash and cash equivalents are subject to ECL allowance in accordance with IFRS 9. As the cash and cash equivalents are held in banks with high credit rating, the ECL is estimated to be immaterial.

ii) Trade and other receivables

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 default definition determined by the Group in accordance with IFRS 9 is as follows:

- Corporate customers – the Group considers a corporate customer to be in default when it is overdue for more than 90 days, except for Egypt where customers are considered to be in default when it is overdue for more than 180 days; and
- Individual customers – the Group considers an individual customer to be in default when it is overdue for more than 90 days.

The amount of the provision is charged to the consolidated statement of comprehensive income. Trade and other receivables considered irrecoverable are written-off.

2 Summary of significant accounting policies (continued)

2.21 Financial instruments (continued)

2.21.2 Financial liabilities

Recognition and measurement – Accounts payable, accruals and other payables

Accounts payable, accruals and other payables consist of amounts payable to captains or operators and other vendors, accrued expenses, advance from riders and taxes payable.

Accounts payable, accruals other payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method. These are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liability.

Derecognition of financial liability

The Group derecognises a financial liability when its contractual obligations are discharged, cancelled, or expired.

2.21.3 Offsetting financial instruments

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

Income and expenses are presented on a net basis only when permitted by the accounting standards, or for gains and losses arising from a group of similar transactions.

2.22 Revenue recognition

The Group derives its revenue principally from end-users who use the Group's platform to access routes predetermined by the Group. Revenue for transport represents the gross amount of fees charged to the end user for these services. Costs incurred with captains for transportation are recorded in cost of sales.

The end-user contracts with the Group to utilize the Group's network of independent operators and individual captains to deliver the transportation services. Captains are drivers using Swvl's platform. The Group enters into contracts with the end-users that define the price for each ride and payment terms. The Group's acceptance of the ride request establishes enforceable rights and obligations for each contract. By accepting the end-user's ride request, the Group has responsibility for transportation of the end user from origin to destination. The Group enters into separate contracts with independent operators and is responsible for payment to the operator/individual captains regardless of the payment by the end user.

The Group serves customers on its platform through two offerings: "business to consumer", comprised of Swvl Retail and Swvl Travel, and "business to business", which includes TaaS model.

2 Summary of significant accounting policies (continued)

2.22 Revenue recognition (continued)

Business to customer (B2C)

Using Swvl's platform, the Group provides customers with a network of minibuses and other vehicles that operate on fixed and semi-fixed routes within the cities and between cities. Customers book seats on vehicles available exclusively through Swvl to commute within a city and make intercity trips.

Business to business (B2B)

The Group enables its corporate customers to use Swvl's technology and platform to optimize the commute and travel programs they operate for their passengers. B2B includes Transportation as a service (TaaS). TaaS offers dedicated routes using vehicles and drivers already operating on Swvl to transport passengers to and from predetermined destinations. No significant contract assets or liabilities exist since revenue is recognized at a point in time. Further, no assets are recognized from the costs to fulfil or obtain the contracts since such costs are not recoverable and the durations of the contracts typically do not exceed one year.

The Group recognizes revenue at a point in time for B2C and TaaS contracts when the services are provided.

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the amount of revenue can be measured reliably. Revenue is measured at the fair value of the consideration received or receivable. The principle for revenue recognition is based on the five steps in accordance with IFRS 15 as follows:

- Identify the contract with the customer;
- Identifying the performance obligations in the contract;
- Determine the transaction price;
- Allocating the transaction price to the performance obligations in the contract; and
- Recognising revenue when (or as) the Group satisfies a performance obligation.

Principal versus agent considerations

The Group evaluates the presentation of revenue on a gross versus net basis based on whether they control the service provided to the end-user and are the principal in the transaction (gross), or they arrange for other parties (operators and individual captains) to provide the service to the end-user and are the agent in the transaction (net).

2 Summary of significant accounting policies (continued)

2.22 Revenue recognition (continued)

Principal versus agent considerations (continued)

The Group considers itself a principal for the transportation services because it controls the services provided to riders. The control over the services provided to riders is demonstrated through the following key considerations:

- The Group determines the routes on which the transportation services are operated which includes deciding on the pickup and drop off points;
- The Group reserves the right to assign the routes to the captains;
- The Group reserves the right to decide the fares and the captain does not have the right to amend the fare;
- The captains are entitled to a fixed fee irrespective of the ride fare collected on a particular route whereas the Group is entitled to the entire ride fare revenue. There is no cost-plus arrangement or revenue sharing arrangement with the captain or the operator;
- The Group has complete discretion over assigning the buses to the various business models;
- The Group is responsible for accepting or rejecting the ride request once placed on the platform. There is no involvement of the captain in this process;
- The credit risk is borne entirely by the Group. The Group pays the consideration due to the operators or captains irrespective of whether the rider has paid the ride fare.
- The riders associate the Group as a primary obligor in the arrangement as the identity of the captains is not disclosed to the end-users;
- The Group assumes responsibility for receiving and resolving the complaints registered by the end-users over the quality of the service;
- The Group defines the quality standards, provides training to the captains and inspects vehicles to ensure that service provided meet the expectations of end-users;
- The captain has no share in the cancellation fee paid by the end-users; and
- Any incentives and discounts given to the end-users are entirely determined by the Group.

Performance obligation and recognition of revenue

As the Group is acting as a principal in accordance with IFRS 15 (as discussed above), the Group considers the end-users to be its customers. The performance obligation of the Group is to provide transportation services to the end-users by integrating the use of the Swvl platform and a network of captains and buses registered on the platform for B2C and TaaS. For B2C and TaaS, the end-users are charged for using transportation services (i.e. fare charges net off the discounts and incentives) and are given various incentives (discussed below). It is at this point in time that the end-user becomes liable to transfer the due consideration to the Group. The Group recognises revenue when its performance obligation towards the end-users has been satisfied, i.e. when the ride is completed for B2C and TaaS. As of the end of the reporting period, there is no transaction price to allocate to unsatisfied performance obligations.

2 Summary of significant accounting policies (continued)

2.22 Revenue recognition (continued)

End-user discounts and promotions

The Group offers discounts and promotions to end-users to encourage use of the transportation services provided by the Group. These are offered in various forms and include:

- Targeted discounts and promotions: these discounts and promotions are offered to specific end-users in a market to acquire, re-engage, or generally increase end-users' use of the platform. An example of a specific end-user discount is the discount given to a new user on the first ride booked using the Group's platform. The end-user does not provide the Group with a distinct good or service against these promotions and discounts; therefore the Group deducts the amount of these discounts from the transaction price while recognising revenue. Furthermore, as the discount is provided at the completion of the ride when the Group has satisfied the performance obligation and the rider pays for the ride, no liability in relation to the issued discount schemes (i.e. promotion codes) is recognised at the time of revenue recognition.
- Free credits: this is specific to the end-users using the Travel service (intercity routes) to encourage booking a two-way trip between the cities with Swvl. A credit is transferred to the end-users' wallet on the application after the completion of the first trip that the end-user can consume while paying for the return trip. As the Group provides the discount that is to be used in the future by the end-user, this is recognised as a liability until either it is redeemed by the end-user or the validity period of such credit lapses. However, this liability is not recognised when it is immaterial.
- Referrals – these referrals are earned when an existing end-user (the referring end-user) refers a new end-user (the referred end-user) to the platform and the new end-user books their first ride on the platform. These referrals are typically paid in the form of a credit given to the referring end-user. Therefore, as the existing end-user provides a distinct good or service against the end-user referral discounts, therefore, the existing end-user is deemed to provide growth and marketing services to the Group. As a result of this, the end-user referrals are recognised as selling and marketing costs.
- Market-wide promotions – these promotions are pricing actions in the form of discounts that reduce the end-user fare charged to end-users for all or substantially all rides in a specific market. Accordingly, the Group records the cost of these promotions as a reduction of revenue when the performance obligation is satisfied and revenue is recognised, i.e. when the ride is completed.

Sales refunds and waivers

The Group has a policy which entitles the end-users to register complaints regarding quality of service within a certain number of days. Once registered, the Group assesses the complaint and decides whether the end-users are entitled to a refund ("Sales waivers"). The Group defers a portion from the fare and recognises it as refund liability at the completion of every ride. Upon the conclusion of refund claims or when the time to register such complaints lapses, the refund liability is reversed against revenue or cash (or customer wallet). However, the refund liability is not recognised when it is immaterial. The riders are entitled to a full or partial refund upon the cancellation of trips ("Sales refunds"). These Sales refunds are accounted for as a reversal of revenue at the time of recognition.

2 Summary of significant accounting policies (continued)

2.23 Earnings per share

Basic earnings/(loss) per share amounts are calculated by dividing the loss of the Group by the weighted average number of ordinary shares in issue during the financial period.

Diluted loss per share adjusts the figures used in the determination of basic loss per share to take into account the after-income tax effect of interest and other financing costs associated with dilutive potential ordinary shares, and the weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary shares.

2.24 Taxes

Current income taxes

The Group provides for income taxes in accordance with IAS 12. As the Parent Company is incorporated in the British Virgin Islands, profits from operations of the Parent Company are not subject to taxation. However, certain subsidiaries of the Parent Company are based in taxable jurisdictions and are therefore liable for tax. Income tax on the profit or loss for the year comprises current and deferred tax on the profits of these subsidiaries. Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in countries where the Group operates and generates taxable income.

Management periodically evaluates the position taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretations and establishes provision where appropriate.

2 Summary of significant accounting policies (continued)

2.24 Taxes (continued)

Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred tax is not recognised for:

- temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss; or
- temporary differences related to investments in subsidiaries to the extent that the Group is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis, or their tax assets and liabilities will be realised simultaneously.

A deferred tax asset is recognised for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

2.25 Segment reporting

Operating segments are defined as components of an entity for which separate financial information is available and that is regularly reviewed by the Chief Operating Decision Maker (“CODM”) in deciding how to allocate resources to an individual segment and in assessing performance. The CODM reviews financial information presented on a consolidated basis for purposes of making operating decisions, allocating resources, and evaluating financial performance. As such, the Group has determined that it operates as one operating segment.

2.26 Earnout liabilities

Earnout liabilities are initially recognized at fair value at their inception, and subsequently at fair value at each reporting date. Valuation of shares earnout liability is measured using an appropriate valuation model which considers various factors such as the current trading stock price, equity volatility and cost of equity. The change in fair value of the earnout liabilities is recognized in the consolidated statement of comprehensive income.

2.27 Derivative warrant liabilities

Warrants assumed in the Transaction give the holder the right, but not the obligation to subscribe to the Company’s Ordinary Shares at a fixed or determinable price for a specified period of five years. These instruments were part of the net assets acquired in the Transaction and, therefore, have applied the provisions of debt and equity classification under IAS 32 and IFRS 9.

Therefore, the warrants are accounted for as a financial liability (derivative liability) recognized at fair value upon the closing of the Transaction, and subsequently remeasured at fair value through profit and loss.

2 Summary of significant accounting policies (continued)

2.28 Current versus non-current classification

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

An asset is current when it is expected to be realised or intended to be sold or consumed in the 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 the 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.

2.29 Financial reporting in hyperinflationary economies

The Group's subsidiary located in Argentina is operating in a hyperinflationary economy. Accordingly, the results, cash flows and financial position of this subsidiary have been expressed in terms of the measuring unit current, at the end of the year.

The price index identification and movement are indicated as below:

	Argentina
Price index identity	Consumer price index (Basis points)
Price index level at 1 Jan 2023	1,134
Price index level at 31 December 2023	3,533
Change in index	2,399

Since the operations of the subsidiary listed above were discontinued in 2022, the hyperinflation adjustment is included as part of the results of discontinued operations (Note 34).

3 Financial risk management objectives and policies

The Group's activities expose it to a variety of financial risks: market risk (including currency risk, interest rate risk and other price risk), credit risk and liquidity risk. Management reviews and agrees on policies for managing each of these risks which are summarised below.

3.1 Market risk

Market risk is the risk that changes in market prices such as foreign exchange rates, interest and equity prices 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 risk exposures within acceptable parameters, while optimising the return.

3 Financial risk management objectives and policies (continued)

3.2 Market risk (continued)

3.2.1 Interest rate risk

Interest rate risk is the risk that the Group's earnings will be affected as a result of fluctuations in the value of financial instruments due to changes in market interest rates. The Group's cash flow exposure to the risk of changes in market interest rates relates primarily to the Group's debt obligations**.** The Group has certain financial assets that generate interest income, however the Group is not exposed to material interest rate risk on these financial assets.

Interest rate sensitivity

	Effect
	USD
31 December 2023	
+/- 100 basis point increase	12,935
31 December 2022	
+/- 100 basis point increase	37,968
31 December 2021	
+/- 100 basis point increase	458,251

3.2.2 Currency risk

Currency risk is the risk that the value of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group is not exposed in its transactions denominated in AED, SAR, as it is pegged against USD. The Group is exposed to currency risk because of the Group's net investments in foreign subsidiaries. The Group's significant exposure is from the point the cash flows of the transactions are forecasted up to the point of settlement of the resulting receivable or payable that is denominated in the foreign currency.

The following are exchange rates applied during the year in respect of currencies where the Group has significant exposures to currency risk:

	Spot rate		**Average rate**	
	At 31 December		**At 31 December**	
	2023	**2022**	**2023**	**2022**
EGP	30.97	24.75	30.65	18.87
KES	157.28	123.30	139.32	117.76
PKR	-	226.70	-	202.86
EUR	1.10	1.07	1.08	1.05
MYR	4.59	4.41	4.55	4.39
ARS	809.71	176.74	261.60	127.44
CLP	876.42	848.18	837.50	870.28
BRL	4.85	5.28	4.99	5.15
TRY	-	18.69	-	16.35
MXN	-	19.49	17.78	20.10

3 Financial risk management objectives and policies (continued)

3.1 Market risk (continued)

3.1.2 Currency risk (continued)

Sensitivity analysis

A 10% strengthening/weakening of the following currency against USD currency at 31 December would have increased/decreased financial instruments by USD equivalent amounts shown below:

	At 31 December		
	2023 USD	**2022 USD**	**2021 USD**
EUR to USD	241,043	329,551	77,070
EGP to USD	232,797	471,056	92,200
ARS to USD	101,488	209,497	-
KES to USD	43,250	35,975	29,966
MYR to USD	1,235	1,069	12,942
TRY to USD	-	75,661	-
PKR to USD	-	7,113	66,060
MXN to USD	-	525,816	-
Pre-tax impact	**619,813**	**1,655,738**	**278,238**

3.1.3 Other price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices (other than those arising from currency risk or interest rate risk), whether those changes are caused by factors specific to the individual financial instrument or its issuer, or factors affecting all similar financial instruments traded in the market.

The Group is not exposed to price risk at reporting date as it has no financial instruments which are sensitive to market prices.

3.2 Credit risk

Credit risk is a risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Group’s trade and other receivables and cash and cash equivalents held with banks.

The Groups’ exposure to credit risk is influenced mainly by the individual characteristics of each counterparty. However, Management also considers the factors that may influence the credit risk of its counterparties, including the default risk of the industry and the country in which counterparties operate.

3 Financial risk management objectives and policies (continued)

3.2 Credit risk (continued)

The carrying value of the financial assets represents the maximum credit exposure, which is as follows:

Exposure to credit risk

	At 31 December	
	2023	**2022**
	USD	**USD**
Trade and other receivables	5,327,877	14,815,432
Cash and cash equivalents	2,921,086	1,536,852
Sublease receivables	571,022	1,201,552
	8,819,985	**17,553,836**

3 Financial risk management objectives and policies (continued)

3.2 Credit risk (continued)

(i) Expected credit losses on trade receivables

As at 31 December 2023

Days outstanding	Current	0 – 30	31 – 60	61 – 90	91 – 120	121 – 150	151 – 180	180+	Total
Exposure at default	1,944,166	236,350	73,680	135,003	104,733	41,880	101,313	1,354,050	**3,991,175**
Loss rate	8%	15%	24%	33%	48%	65%	85%	100%	**45%**
Expected credit losses	161,118	36,310	17,436	44,483	50,759	27,354	85,969	1,354,050	**1,777,479**

As at 31 December 2022

Days outstanding	Current	0 – 30	31 – 60	61 – 90	91 – 120	121 – 150	151 – 180	180+	Total
Exposure at default	3,865,645	1,983,182	598,130	652,163	275,739	267,476	160,497	1,013,536	**8,816,368**
Loss rate	4%	11%	15%	26%	35%	46%	58%	83%	**21%**
Expected credit losses	171,462	228,046	88,002	171,216	96,976	122,403	92,345	842,436	**1,812,886**

(i) Totals of expected credit losses as a percentage of the exposure may not tie due to percentage rounding.
(ii) Payment terms are typically 30-45 days.
(iii) Following the portfolio optimization plans (Note 34), there has been significant focus on improving liquidity through collections from corporate accounts with high outstanding receivables.

3 Financial risk management objectives and policies (continued)

3.2 Credit risk (continued)

(ii) Expected credit losses on customer wallet receivables

As at 31 December 2023

Days outstanding	**Current**	**0 – 30**	**31 – 60**	**61 – 90**	**91 – 120**	**121 – 150**	**151 – 180**	**180+**	**Total**
Exposure at default	22,602	9,546	40,942	49,618	46,961	65,738	76,341	404,207	**715,955**
Loss rate	9%	18%	27%	36%	45%	59%	77%	99%	**77%**
Expected credit losses	2,034	1,718	11,054	17,863	21,132	38,457	58,401	400,170	**550,829**

As at 31 December 2022

Days outstanding	**Current**	**0 – 30**	**31 – 60**	**61 – 90**	**91 – 120**	**121 – 150**	**151 – 180**	**180+**	**Total**
Exposure at default	510,097	1,903	41,485	2,630	158,160	175,577	325,757	379,933	**1,595,542**
Loss rate	-	-	-	23%	32%	45%	63%	84%	**41%**
Expected credit losses	-	-	-	592	49,820	79,010	205,227	317,723	**652,372**

Totals of expected credit losses as a percentage of the exposure may not tie due to percentage rounding.

(iii) Expected credit losses on other financial assets

Credit risk is managed on a Group basis. For banks and financial institutions, only independently rated parties with a minimum rating of BB+’ are accepted. The Group considers ‘low credit risk’ in relation to the bank balances as they have a low risk of default supported by high credit rating carried by a major credit rating agency. These financial institutions have a strong capacity to meet its contractual cash flow obligations in the near term.

3 Financial risk management objectives and policies (continued)

3.3 Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting obligations associated with its financial liabilities. Liquidity requirements are monitored on a daily basis and management ensures that sufficient cash and cash equivalents are available to meet their commitments for liabilities as they fall due.

The Group's liquidity management involves projecting cash flows and considering the level of liquid assets necessary to meet these, monitoring liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

The table below analyses the Group's financial liabilities into relevant maturity groupings based on the remaining period at the reporting date to contractual maturity dates excluding the impact of netting agreements. The amounts disclosed in the table below are the contractual undiscounted cash flows.

	Maturity up to one year USD	Between one and two years USD	Between two and three years USD	Total USD
31 December 2023				
Accounts payable, accruals and other payables	7,810,902	83,961	-	7,894,863
Lease liabilities	653,117	657,270	481,518	1,791,905
Deferred purchase price	1,207,682	-	-	1,207,682
Current tax liabilities	627,068	-	-	627,068
Due to related parties	131,523	-	-	131,523
Derivatives warrant liabilities	-	106,420	-	106,420
	10,430,292	**847,651**	**481,518**	**11,759,461**
31 December 2022				
Accounts payable, accruals and other payables	31,586,707	-	-	31,586,707
Deferred purchase price	7,425,488	194,093	-	7,619,581
Lease liabilities	774,467	945,140	692,412	2,412,019
Derivatives warrant liabilities	1,317,091	-	-	1,317,091
Current tax liabilities	1,027,404	-	-	1,027,404
	42,131,157	**1,139,233**	**692,412**	**43,962,802**

Accounts payable, accruals and other payables exclude advances from individual customers (e-wallets) and advances from customers amounting to $18,935 (2022: $1,831,795).

3 Financial risk management objectives and policies (continued)

3.4 Capital risk

The Group's objective when managing capital is to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefit for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. The Group manages its capital structure and makes adjustments to it in the light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders or issue new shares. Management seeks to maintain a balance between higher returns and a sound capital position.

4 Critical accounting judgments and estimates

The preparation of the Group's consolidated financial statements in conformity with the above requirements requires Management to make certain critical accounting estimates and assumptions that affect the reported amounts of assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revision to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of asset or liability affected in future periods. Such estimates and assumptions are as follows:

4.1 Business combinations

The Group records tangible and intangible assets acquired and liabilities assumed in business combinations under the acquisition method of accounting. Acquisition consideration typically includes cash payments and equity issued as consideration. In acquisitions where no consideration is transferred, goodwill is measured based on the fair value of the acquiree. Amounts paid for each acquisition are allocated to the assets acquired and liabilities assumed based on their estimated fair values at the date of acquisition inclusive of identifiable intangible assets. The estimated fair value of identifiable assets and liabilities, including intangibles, are based on valuations that use information and assumptions available to management. The Group allocates any excess purchase price over the fair value of the tangible and identifiable intangible assets acquired and liabilities assumed to goodwill.

Significant management judgments and assumptions are required in determining the fair value of assets acquired and liabilities assumed, particularly for acquired intangible assets, including estimated useful lives. The valuation of purchased intangible assets is based upon estimates of the future performance and discounted cash flows of the acquired business. Each asset acquired or liability assumed is measured at estimated fair value from the perspective of a market participant.

4 Critical accounting judgments and estimates (continued)

4.2 Impairment of assets

The carrying values of long-lived assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may no longer be recoverable. If any indication exists, then the asset's recoverable amount is estimated. Determining the recoverable amount is subjective and requires management to estimate future growth, profitability, discount and terminal growth rates, and project future cash flows, among other factors. Future events and changing market conditions may impact our assumptions as to prices, costs or other factors that may result in changes to our estimates of future cash flows.

If it is concluded that a definite or indefinite long-lived asset is impaired, a loss in an amount equal to the excess of the carrying value of the asset over its fair value at the date of impairment is recognized. The fair value at the date of the impairment becomes the new cost basis and will result in a lower depreciation expense than for periods before the asset's impairment.

4.3 Earnout liabilities

The Group uses accounting estimates in measuring the fair value of its earnouts liabilities. The Group used a Monte Carlo simulation based on the frequency that each tranche vests to value the dilutive impact of per share. The assumptions used in the valuation are disclosed in Note 33.

4.4 Derivative warrant liabilities

The Group's derivative liabilities related to its public and private warrants are measured using appropriate valuation method. Public warrants derivative liabilities was measured using Binomial lattice model while Black-Scholes Options Pricing Model ("BSOPM") was used to value the private warrants. The assumptions used in the valuation are disclosed in Note 33.

4.5 Leases

i) Determination of lease term

IFRS 16 requires the Group to assess the lease term as the non-cancellable lease term in line with the lease contract together with the period for which the Group has extension options which the Group is reasonably certain to exercise and the periods for which the Group has termination options for which the Group is not reasonably certain to exercise those termination options. The Group assesses the options to extend or terminate their leases offices in multiple locations of operations. Management has not assessed the lease extension term where such clauses are required to be mutually agreed between the Group and the lessor. In cases where the lease extension is solely at the discretion of the Group as a lessee, Management is reasonably certain that such leases will not be renewed beyond the non-cancellable lease term and no extension options have been exercised.

4 Critical accounting judgments and estimates (continued)

4.5 Leases (continued)

ii) Discount rate

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Group, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security, and conditions.

4.6 Deferred tax asset

Deferred tax is recognised and provides for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax reflects the manner of recovery of underlying assets and is measured at the prevailing tax rates that are expected to be applied to the temporary differences when they reverse. A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which temporary differences can be utilized. Deferred tax assets are reviewed periodically and reduced to the extent that it is no longer probable that the related tax benefit will be realised. Deferred tax assets have been recognised by a certain subsidiary of the Group on their trading losses where utilisation is probable, given that there is probable future taxable gain to offset against these losses. The Group continuously reviews the recoverability of the deferred tax asset for any significant changes to these assumptions.

4.7 Share-based payments

The Group issued share-based payment awards to employees starting from May 2017. While there was a mutual understanding with the employees regarding the terms of the award, its formal approval was pending, and therefore "grant date" was not achieved. The grant date will be achieved on an "exit event" which includes "merger, consolidation, sale of assets, or other change in control of the Parent Company, or otherwise in accordance with the terms of the Option Rules and the Award agreement". However, the cost of awards is recognised in advance of the grant date, over the period services are rendered by the employees, by estimating the fair value of the equity instruments at the end of each reporting period to comply with the requirements of IFRS.

During 2022, the exit event was achieved and all the awards outstanding were given a grant date of 31 March 2022, which was the exit date. The employees are eligible to exercise their vested options in accordance with the SEC rules which include a lock-up period of 6 months after the exit event. The exit event is not a vesting condition.

The shares' awarded charge is amortised over the period services are rendered by the employees.

4 Critical accounting judgments and estimates (continued)

4.8 ECL assumptions

The Group estimates the expected credit loss under the simplified approach using a provision matrix which applies the relevant loss rates to the outstanding trade receivable balances (i.e. an aged analysis). Different loss rates are determined depending on the number of days that the trade and other receivables are outstanding. Depending on the diversity of the end-user base, the Group uses appropriate groupings (known as customer segments) based on homogeneous risk characteristics.

The estimates mainly involve the following:

- *Determining appropriate customer segments* – Estimating the risk characteristics and concluding whether a group of customers will exhibit similar loss patterns in the future;

- *Appropriateness of historical loss rates* – Estimating whether the macroeconomic outlook for the prior periods is consistent with the current outlook or if any adjustment is needed;

- *Default definition* – Management defines its policy of what is considered as a default which is consistent with the internal credit risk management policy of the Group. The default definition includes the impact of qualitative factors wherever necessary; and

- *Forward-looking analysis* – Management assesses whether in the past, there has been a plausible relationship between the macroeconomic indicators and the historical loss patterns. In case there is a plausible relationship and a strong correlation, Management estimates the impact of the future economic outlook on the loss patterns based on forecasted statistics.

The Group uses a simplified approach which includes a provision matrix for large portfolio of customers which have similar risk characteristics (through ‘determining appropriate customer segments’ discussed above) to calculate expected credit losses (ECL) for trade receivables and other receivables based on the Group’s historical observed default rates, derived from the number of days past due for various customer segments that have similar loss patterns. These historical observed default rates are then adjusted for forward-looking information through the forward looking analysis discussed above.

The assessment of the correlation between historical observed default rates, forecast economic conditions and resulting ECL is a significant estimate. The amount of ECL is sensitive to changes in circumstances and of forecast economic conditions. The Group’s historical credit loss experience and forecast of economic conditions may also not be representative of the customer’s actual default in the future.

4 Critical accounting judgments and estimates (continued)

4.9 Legal claims and obligations

The Group estimates the legal provisions and liabilities based on the legal opinion of the in-house council and with the use of external experts if necessary and with reference to historical events. For a liability to qualify for recognition there must be not only a present obligation but also the probability of an outflow of resources embodying economic benefits to settle that obligation. When an event is more likely to occur than not to occur, the management regard the event as probable and if all recognition criteria is met a provision is recognised.

In rare cases when there is no reliable estimate can be made or the event likelihood to occur is matching the likelihood of the event not to occur or less, a liability exists cannot be recognised and the group disclose a contingent liability unless the possibility of an outflow of resources embodying economic benefits is remote then no disclosure is required.

Contingent liabilities may develop in a way not initially expected. Therefore, the management asses the contingent liabilities continually to determine whether an outflow of resources embodying economic benefits has become probable. If it becomes probable that an outflow of future economic benefits will be required for an item previously dealt with as a contingent liability, a provision is recognised in the consolidated financial statements of the period in which the change in probability occurs.

5 Property and equipment

	Furniture, fittings and equipment	Leasehold improvements	Total
	USD	**USD**	**USD**
Cost			
At 1 January 2022	771,931	208,707	980,638
Additions	169,278	648,308	817,586
Acquisition through business combination	586,452	-	586,452
Assets classified as held for sale (Note 34)	(111,691)	(18,846)	(130,537)
At 31 December 2022	**1,415,970**	**838,169**	**2,254,139**
Additions	17,237	-	17,237
Assets classified as held for sale (Note 34)	(454,483)	-	(454,483)
At 31 December 2023	**978,724**	**838,169**	**1,816,893**
Accumulated depreciation and impairment			
At 1 January 2022	**288,384**	**43,550**	**331,934**
Charge for the year	558,934	45,370	604,304
Assets classified as held for sale (Note 34)	(13,029)	(2,198)	(15,227)
Impairment	60,593	1,697	62,290
At 31 December 2022	**894,882**	**88,419**	**983,301**
Charge for the year	198,063	158,225	356,288
Assets classified as held for sale (Note 34)	(274,389)	-	(274,389)
At 31 December 2023	**818,556**	**246,644**	**1,065,200**
Net book value			
At 31 December 2023	**160,168**	**591,525**	**751,693**
At 31 December 2022	**521,088**	**749,750**	**1,270,838**

Depreciation is allocated as detailed below:

	2023	2022	2021
	USD	**USD**	**USD**
General and administrative expenses (Note 23)	276,022	170,754	110,027
Assets classified as Disposal groups	80,266	433,550	72,375
	356,288	**604,304**	**182,402**

6 Intangible assets

	2023	2022
	USD	**USD**
Cost		
At 1 January	21,081,303	1,004,369
Acquisition through business combination (Note 7)	-	20,580,000
Additions	258,151	1,666,934
Assets classified as held for sale (Note 34.1.5)	(21,081,303)	(2,170,000)
At 31 December	**258,151**	**21,081,303**
Accumulated amortization and impairment		
At 1 January	10,547,025	15,963
Charge for the year	32,375	2,455,243
Impairment	-	8,221,754
Assets classified as held for sale (Note 34.1.5)	(10,547,025)	(145,935)
At 31 December	**32,375**	**10,547,025**
Net book value as at 31 December	**225,776**	**10,534,278**

	2023	2022
	USD	**USD**
LTRA license (i)	225,776	-
Trade Name	-	937,500
Customer list (B2B relationships)	-	3,692,778
Developed technologies	-	5,904,000
	225,776	**10,534,278**

(i) In May 2023 the Group obtained the Smart transportation operating license in Egypt in collaboration with Land Transport Regulatory Authority (LTRA) which granted the Egyptian entity a five-year operating license that starts on May 16^{th} 2023 and expires on May 15^{th} 2028.

In 2022, the Management has performed an impairment assessment of intangible assets. As a result, an impairment of USD 8,221,754 has been charged to the consolidated statement of comprehensive income. A charge of USD 6,721,513 is related to discontinued operations. The details and circumstances of the subsidiaries' asset assessment are outlined in Note 34. A charge of USD 1,500,241 is related to continuing operations. This impairment is related to internally generated software that was developed and intended to be used in one of the exited locations. Pursuant to the exit, management deemed the asset to be non-recoverable.

Amortization is allocated as detailed below:

	2023	2022	2021
	USD	**USD**	**USD**
General and administrative expenses (Note 23)	32,375	166,693	15,963
Assets classified as held for sale	-	2,288,550	-
	32,375	**2,455,243**	**15,963**

7 Business combinations and goodwill

(i) Viapool

On 14 January 2022, the Group acquired a 51% controlling interest in Viapool Inc, ("Viapool") a company incorporated under the laws of the U.S. State of Delaware, pursuant to the signed stock purchase agreement. Viapool is engaged in the development, implementation and commercialization of new mobility and transport systems, including different services and connecting travellers with buses and private cars in Argentina and Chile. This acquisition has been accounted for in accordance with IFRS 3 Business Combinations.

The Group incurred insignificant acquisition-related costs, which are not included as part of the consideration transferred and have been recognized as an expense in the consolidated statement of comprehensive income, as part of professional expenses.

The purchase consideration and the fair value of the identifiable assets and liabilities of Viapool at the date of acquisition are as follows:

	Fair value recognized on acquisition
	USD
Assets	
Intangible assets	5,530,000
Right of use asset	34,524
Property and equipment	45,170
Trade and other receivables	907,040
Cash and cash equivalents	332,005
	6,848,739
Liabilities	
Interest-bearing loans	16,697
Trade and other payables	1,004,118
Lease liabilities	44,554
	1,065,369
Total identifiable net assets at fair value	**5,783,370**
Non-controlling interest measured at fair value	(2,833,851)
Fair value of purchase consideration	4,400,000
Goodwill arising on acquisition	**1,450,481**

	Cash flow on acquisition
	USD
Net cash acquired with the subsidiary	332,005
Cash consideration paid at the closing date	(1,000,000)
Purchase consideration transferred	**(667,995)**

7 Business combinations and goodwill (continued)

(i) Viapool (continued)

Non-controlling interest was measured on the fair value of the net identifiable assets multiplied by the ownership percentage owned by the non-controlling interest at the date of the acquisition. To reach the fair value of the identifiable net assets, management used the following non-observable market assumptions:

- Discount rate of 9.3%;
- Internal rate of return of 43.3%; and
- Company-wide required return rate of 45.0%.

Additional purchase consideration is detailed as follows:

- $0.5 million in the Parent Company shares payable at closing date. The number of shares to be issued will be determined based on the share price at the date of payment;
- $2.4 million in cash, payable ten business days counted as from of 31 March 2022; and
- Maximum of $0.5 million in cash, payable subject to achieving certain revenue level as outlined in the stock purchase agreement.

In November 2022, the Group's Board of Directors resolved to liquidate the company and its subsidiaries. As of December 31, 2023 the liquidation process is still ongoing (Note 34).

(ii) Volt Lines

On 25 May 2022, the Group acquired 100% of the shares of Volt Lines B.V. ("Volt Lines"), a company incorporated under the laws of the Netherlands, pursuant to the signed sale and purchase agreement. Volt Lines is engaged in the development, implementation and commercialization of new mobility and transport systems, including different services and connecting travellers with buses and private cars in Turkey. This acquisition has been accounted for in accordance with IFRS 3 Business Combinations.

The Group incurred insignificant acquisition-related costs, which are not included as part of consideration transferred and have been recognized as an expense in the consolidated statement of comprehensive income, as part of professional expenses.

7 Business combinations and goodwill (continued)

(ii) Volt Lines (continued)

The purchase consideration and the fair value of the identifiable assets and liabilities of Volt Lines at the date of acquisition are as follows:

	Fair value recognized on acquisition
	USD
Assets	
Intangible assets	2,170,000
Property and equipment	178,561
Right of use asset	173,389
Trade and other receivables	570,966
Cash and cash equivalents	142,918
	3,235,834
Liabilities	
Interest-bearing loans	96,796
Trade and other payables	489,979
Convertible loan	241,506
Lease liabilities	188,010
	1,016,291
Total identifiable net assets at fair value	**2,219,543**
Fair value of purchase consideration	13,200,000
Goodwill arising on acquisition	**10,980,457**

	Cash flow on Acquisition
	USD
Net cash acquired with the subsidiary	(142,918)
Cash consideration paid at the closing date	-
Purchase consideration transferred	**(142,918)**

Purchase consideration is detailed as follows:

- $5 million in cash, payable by the Group within 6 months of the closing date;
- 1,400,000 of the Parent Company shares (fair valued at $6.5 million at agreement closing date), payable at closing; and
- Maximum of 1,800,000 of the Parent Company shares (fair valued at $1.7 million at agreement closing date), payable subject to achieving certain revenue milestones as outlined in the sale and purchase agreement.

In December 2022, the Group's Board of Directors resolved to sell Volt Lines B.V and its subsidiaries. The sale was consummated in January 2023 (Note 34).

7 Business combinations and goodwill (continued)

(iii) Door2Door

On 3 June 2022, the Group acquired 100% of the shares of Blitz B22-203 GmbH a Company based in Germany, subsequently Blitz B22-203 GmbH acquired 100% of the shares of Door2Door GMBH ("Door2Door"), a company incorporated under the laws of Germany, pursuant to the signed sale and purchase agreement. Door2Door is a high-growth mobility operations platform that partners with municipalities, public transit operators, corporations, and automotive companies to optimize shared mobility solutions across Europe. This acquisition has been accounted for in accordance with IFRS 3 Business Combination.

The purchase consideration and the fair value of the identifiable assets and liabilities of Door2Door at the date of acquisition are as follows:

	Fair value recognized on acquisition
	USD
Assets	
Intangible assets	1,160,000
Property and equipment	48,730
Right of use asset	599,087
Trade and other receivables	250,495
Cash and cash equivalents	136,626
	2,194,938
Liabilities	
Interest-bearing loans	1,320,773
Trade and other payables	1,640,583
Lease liabilities	677,866
	3,639,222
Total identifiable net deficit at fair value	**(1,444,284)**
Fair value of purchase consideration	2,615,000
Goodwill arising on acquisition	**4,059,284**

	Cash flow on Acquisition
	USD
Net cash acquired with the subsidiary	136,626
Cash consideration paid at the closing date	(1,074,842)
Purchase consideration transferred	**(938,216)**

7 Business combinations and goodwill (continued)

(iii) Door2Door (continued)

Additional purchase consideration is detailed as follows:

- $0.87 million in cash, payable by the Group at closing date; and
- $1.54 million, to be paid in shares of the Parent Company, within 6 months from initial listing of the shares of the Parent Company on NASDAQ, but no later than 9 months from closing date. The number of shares to be issued will be determined based on the share price at the date of payment.

In November 2022, the Group's Board of Directors resolved to liquidate the two subsidiaries. As of 31st December 2023 the liquidation process is still ongoing (Note 34).

(iv) Urbvan

On 11 July 2022, the Group acquired a 100% controlling interest in Urbvan Mobility Ltd, and its subsidiaries, a company incorporated under the laws of BVI and operates in Mexico. Urbvan is a high-growth mobility platform offering tech-enabled transportation services across Mexico. This acquisition has been accounted for in accordance with IFRS 3 Business Combination.

The Group incurred insignificant acquisition-related costs, which are not included as part of consideration transferred and have been recognized as an expense in the consolidated statement of comprehensive income, as part of professional expenses.

The purchase consideration and the fair value of the identifiable assets and liabilities of Urbvan at the date of acquisition are as follows:

	Fair value recognized on acquisition
	USD
Assets	
Intangible assets	11,720,000
Deferred tax assets	4,104,774
Right of use asset	279,002
Property and equipment	313,991
Trade and other receivables	5,216,992
Cash and cash equivalents	720,001
	22,354,760
Liabilities	
Provision for employees' end of service benefits	259,105
Trade and other payables	3,053,864
Lease liabilities	327,473
	3,640,442
Total identifiable net assets at fair value	**18,714,318**
Fair value of purchase consideration	27,607,000
Goodwill arising on acquisition	**8,892,682**

7 Business combinations and goodwill (continued)

(iv) Urbvan (continued)

	Cash flow on Acquisition
	USD
Net cash acquired with the subsidiary	720,001
Convertible note deduction against purchase price at the closing date	(5,000,000)
Purchase consideration transferred	**(4,279,999)**

Additional purchase consideration is detailed as follows:

- On the 6-month anniversary of the agreement closing date ("First Payment"), the Group shall make a share payment of 2,931,639 Class A Ordinary Shares, and cash payment equivalent to 30,740 Class A Ordinary Shares multiplied by the share market price on the First Payment date.
- On the 10-month anniversary of the agreement closing date ("Second Payment"), the Group shall make a share payment of 2,899,999 Class A Ordinary Shares, and cash payment equivalent to 30,407 Class A Ordinary Shares multiplied by the share market price on the Second Payment date.
- On the 12-month anniversary of the agreement closing date ("Third Payment"), the Group shall make a share payment of 2,899,999 Class A Ordinary Shares, and cash payment equivalent to 30,407 Class A Ordinary Shares multiplied by the share market price on the Third Payment date.
- On the 16-month anniversary of the agreement closing date ("Forth Payment"), the Group shall make a share payment of 1,399,998 Class A Ordinary Shares, and cash payment equivalent to 14,677 Class A Ordinary Shares multiplied by the share market price on the Forth Payment date.
- On the 24-month anniversary of the agreement closing date ("Fifth Payment"), the Group shall make a share payment of 1,399,998 Class A Ordinary Shares, and cash payment equivalent to 14,677 Class A Ordinary Shares multiplied by the share market price on the Fifth Payment date.
- Maximum of 750,000 Class A Ordinary Shares, payable subject to achieving certain revenue level as outlined in the sales and purchase agreement.

During 2023, 123,108 shares were issued (which represents 3,077,700 shares before the stock split). In September 2023, the sale of Urbvan Mobility Ltd and its subsidiaries was consummated (Note 34).

7 Business combinations and goodwill (continued)

The Group's total goodwill is summarized as per the table below:

	At 31 December 2023 USD	At 31 December 2022 USD
Goodwill arising on acquisition of:		
Viapool	-	1,450,481
Voltlines	-	10,980,457
Door2Door	-	4,059,284
Shotl	-	4,270,505
Urbvan	-	8,892,682
Impairment charge	-	(29,653,409)
	-	-

In 2022, the Group's strategy depended on rapid growth and expansions as continuous funding following the SPAC transaction was expected. Goodwill is the excess of consideration paid over the acquiree's net assets. This represents the expected economic benefits generated from the synergies arising from the combination of the operations and resources of the acquirer and the acquiree. Mainly, the synergies were expected to arise from trade names, customer lists, and developed technologies of the combination. Following the global economic downturn, the Group initiated the portfolio optimization plan and eventually ceased operations in non-profitable locations. Following the disposal of those subsidiaries, management charged a full impairment of goodwill (USD 29,653,409) since there is no expected future economic benefits from those subsidiaries. The details and circumstances of the assessment are outlined in Note 34.

7 Business combinations and goodwill (continued)

The movement in the deferred purchase price is as follows:

	At 31 December 2023 USD	At 31 December 2022 USD
Opening balance	7,619,581	3,618,902
Acquisitions	-	36,507,949
Change in fair value	(727,134)	(31,844,346)
Issuance of shares	(306,936)	(662,924)
Settlements	(5,377,829)	-
Ending balance	**1,207,682**	**7,619,581**

The deferred purchase price consists of outstanding cash payments and share issuances. The change in fair value is a result of revaluing the shares outstanding to reflect share price as per the purchase agreements. Management has not used any complex assumptions in arriving at the fair value of the deferred purchase price.

The deferred purchase price is detailed as follows:

	At 31 December 2023 USD	At 31 December 2022 USD
Shotl	627,158	1,004,987
Urbvan	572,799	1,598,729
Door2Door	7,725	15,865
Voltlines	-	5,000,000
	1,207,682	**7,619,581**

Maturity analysis	At 31 December 2023 USD	At 31 December 2022 USD
Less than one year (current)	1,207,682	7,425,488
One to five years (non-current)	-	194,093
	1,207,682	**7,619,581**

8 Current Financial Assets

During 2021, the Group entered into Convertible Promissory Note Agreements with total investment of USD 10 million (the "Notes") With Zeelo LTD. The Notes are convertible, on the discretion of the issuing parties to number of shares, determined based on the specific scenarios outlined in the agreements. The acquisition transaction was announced on April 28, 2022 and expected to close on May 24, 2022. All pre-completion obligations were met, but following financial market volatility, the Group and Zeelo mutually agreed on July 29, 2022 to terminate the planned transaction and to waive the convertible note debt. Accordingly, the notes were completely written off during 2022.

Break-up of the notes is following:

		2023	2022
	Interest	**USD**	**USD**
Investment A	1.08% p.a.	-	-
Investment B	0% p.a.	-	-
		-	**-**

The movement in current financial assets is as follows:

	2023	2022
	USD	**USD**
At 1 January	-	10,000,880
Additions	-	-
Impairment	-	(10,000,880)
At 31 December	**-**	**-**

9 Deferred transaction costs

On March 31, 2022 (the "Closing Date"), the Company consummated a business combination (the "Closing") with Queen's Gambit Growth Capital, a Cayman Islands exempted company with limited liability ("Queen's Gambit"), where Queen's Gambit merged through multiple transactions with a wholly owned subsidiary of Swvl Inc.

As a result of the Mergers and the other transactions contemplated by the Business Combination Agreement, the merged Queen's Gambit Surviving Company and Swvl, Inc. will each become wholly owned subsidiaries of Swvl Holdings Corp (Formerly known as "Pivotal Holdings Corp"), a British Virgin Islands business company limited by shares incorporated under the laws of the British Virgin Islands.

Swvl Holdings Corp articles authorize the issuance of up to 555,000,000 shares, consisting of (a) 500,000,000 Class A Ordinary Shares and (b) 55,000,000 preferred shares. All outstanding Class A Ordinary Shares are fully paid and non-assessable. To the extent they are issued, certificates representing Class A Ordinary Shares are issued in registered form. All options, regardless of grant dates, will entitle holders to an equivalent number of Class A Ordinary Shares once the vesting and exercising conditions are met.

At the closing date, Pivotal Holdings Corp changed its name to Swvl Holdings Corp and the securityholders of Queen's Gambit and Swvl, Inc. will become securityholders of Swvl Holdings Corp ("New Swvl"). Subsequent to the closing of the Business Combination, there were 118,496,102 Class A Ordinary Shares with par value of $0.0001 per share that were outstanding and issued. There are also 17,433,333 Warrants outstanding, each exercisable at $11.50 per one Class A Ordinary Share, of which 11,500,000 are public warrants ("Public Warrants") listed on Nasdaq and 5,933,333 private placement warrants ("Private Warrants") held by the Sponsor.

Pursuant to the terms of the business combination agreement, at the closing date, among other things, each shareholder of Swvl's outstanding a) Common Shares A, b) Common Shares B") and c) Class A, B, C, D and D-1 preferred shares shall receive approximately 1,510 shares of new Swvl's common shares A and the contingent right to receive certain Earnout Shares (as defined below), for each share of the Company's common shares, par value $0.0001 per share in exchange of original shares.

Concurrently at the closing date, each outstanding and unexercised option (vested or not) to purchase Swvl's Common Shares B (each, a "Swvl Option"), were converted to an option to purchase approximately 1,510 new Swvl's common Shares A and the contingent right to receive certain Earnout restricted Stock Units ("Earnout RSUs") at an exercise price per option equal to (x) the exercise price per option divided by (y) the Exchange Ratio.

In addition, pursuant to the terms of the business combination agreement, at the closing date, each outstanding Queen's Gambit Warrant were automatically assumed and converted into a new Warrant to acquire new Swvl's Common Share A, subject to the same terms and conditions (including exercisability terms) as were applicable to the corresponding former Queen's Gambit Warrants.

9 Deferred Transaction costs (continued)

During the time period between the Closing Date and the five-year anniversary of the Closing Date (“Earnout Period”), Eligible Swvl Shareholders may receive up to 15 million additional shares of New Swvl’s Common Shares A (the “Earnout Shares”) in the aggregate in three equal tranches of 5 million shares if the volume-weighted average closing sale price of our Common Stock is greater than or equal to $12.50, $15.00 and $17.50 for any 20 trading days within any 30 consecutive trading day period (“Trigger Events”) (or an earlier Change of Control event).

Effective Time, which will be subject to potential forfeiture, and which will be able to be settled in Holdings Common Shares A upon the occurrence of the applicable Earnout Triggering Events (or an earlier Change of Control event).

The portion of such Holdings Common Shares A issuable to Eligible Swvl Shareholders who hold Swvl Options will instead be issued to such holders as Earnout RSUs at the Company Merger. In addition and concurrently with the Closing, PIPE investors purchased and/or automatically converted an existing Swvl exchangeable notes to an aggregate of 16,120,000 shares of New Swvl’s Common Shares with an aggregate proceeds of $145.9 million.

The Company’s Common Stock and Public Warrants have commenced trading on the Nasdaq Stock Exchange (“Nasdaq”) under the symbols “SWVL” and “SWVLW” on March 31, 2022.

In 2022, the Group incurred consulting and legal costs related to the SPAC transaction of $1,112,362 (2021: $7,355,404). During 2022, the amount was charged to the consolidated statement of changes in equity (Note 13.c).

All costs were incurred in 2022, and the Group did not incur any transaction related costs for the year ended at 31 December 2023.

10 Trade and other receivables

	At 31 December	
	2023	**2022**
	USD	**USD**
Trade receivables	3,991,175	8,816,368
Accrued income	2,001,030	3,719,488
Customer wallet receivables	715,955	1,595,542
Less: provision for expected credit losses	(2,328,308)	(2,465,258)
	4,379,852	**11,666,140**
Other receivables	948,025	3,149,292
	5,327,877	**14,815,432**

Trade receivables are non-interest bearing and are generally on up to 60 days terms. It is not the practice of the Group to obtain collateral over trade receivables and are therefore, unsecured.

The movement in provision for expected credit losses are as follows:

	2023	**2022**
	USD	**USD**
At 1 January	2,465,258	2,403,782
Charge to the consolidated statement of comprehensive income	535,340	873,442
Assets classified as held for sale	(672,290)	(811,966)
At 31 December	**2,328,308**	**2,465,258**

11 Prepaid expenses and other current assets

	At 31 December	
	2023	**2022**
	USD	**USD**
Withholding tax receivables	1,219,986	941,843
Prepaid expenses	504,552	1,748,073
Refundable deposits	206,011	269,705
Other assets	198,275	338,756
Prepaid rent	13,370	-
	2,142,194	**3,298,377**

12 Cash and cash equivalents

	At 31 December	
	2023	**2022**
	USD	**USD**
Cash at banks	2,921,086	1,536,852
Cash on hand	1,669	1,495
	2,922,755	**1,538,347**

For the purpose of the consolidated statement of cash flow, cash and cash equivalents comprise the following:

	At 31 December		
	2023	**2022**	**2021**
	USD	**USD**	**USD**
Cash at banks and on hand attributable to continued operations	2,922,755	1,538,347	9,529,723
Cash at banks and on hand attributable to discontinued operations (Note 34)	1,261	1,157,929	-
	2,924,016	**2,696,276**	**9,529,723**

13 Share capital

a. Stock split:

In 2023, the Group restructured its authorised shares and issued ordinary shares as detailed below:

(a) The number of ordinary shares which the Group is authorised to issue has been decreased to 20,000,000 ordinary shares by the consolidation of every 25 ordinary shares of US$0.0001 par value each currently in issue into 1 ordinary share of US$0.0025 par value each; and

(b) the issued ordinary shares have been combined into a small number of shares, resulting in every 25 issued ordinary share being combined into 1 ordinary share with a par value of US$0.0025 each.

Following the restructuring, the Group is authorised to issue 20,000,000 ordinary shares and 55,000,000 preference shares. The restructuring was approved on 4 January 2023 and became effective on 25 January 2023.

The below table sets out the Group's share structure during the year ended 31 December 2023 and 2022:

	At 31 December 2023		At 31 December 2022	
	Authorised	**Issued**	**Authorised**	**Issued**
Class A ordinary shares	20,000,000	6,791,605	20,000,000	5,561,043
Preferred shares	55,000,000	-	55,000,000	-
	75,000,000	**6,791,605**	**75,000,000**	**5,561,043**

	At 31 December 2023		At 31 December 2022	
	Number of shares	**Share capital**	**Number of shares**	**Share capital**
Issuance of shares to Swvl Inc. shareholders	4,642,162	11,605	3,411,410	8,529
Issuance of shares to SPAC shareholders	557,960	1,395	557,960	1,395
Conversion of convertible notes	645,018	1,612	645,018	1,612
Issuance of shares to PIPE investors	158,656	397	158,656	397
Other shares	787,809	1,970	787,999	1,970
	6,791,605	**16,979**	**5,561,043**	**13,903**

b. Authorised and issued share capital prior to the stock split as at 31 December 2022:

	At 31 December 2022	
	Authorised	**Issued**
Class A ordinary shares	500,000,000	139,026,084
Preferred shares	55,000,000	-
	555,000,000	**139,026,084**

Each Class A Ordinary share has a par value of $0.0001.

13 Share capital (continued)

b. Authorised and issued share capital prior to the stock split as at 31 December 2022 (continued):

The below table summarizes the number of shares and share capital outstanding 31 December 2022:

	At 31 December 2022	
	Number of shares	**Share capital**
Issuance of shares to Swvl Inc. shareholders	85,285,247	8,529
Issuance of shares to SPAC shareholders	13,949,000	1,395
Conversion of convertible notes	16,125,455	1,612
Issuance of shares to PIPE investors	3,966,400	397
Other shares issued during the year	19,699,982	1,970
	139,026,084	**13,903**

c. Share premium:

	At 31 December 2023 Share Premium
Issuance of shares to Swvl Inc. shareholders	92,732,811
Conversion of convertible notes	145,952,505
Issuance of share to PIPE investors	39,663,603
Recapitalization costs (Note 35)	121,077,329
Other shares issued during the year	31,887,125
	431,313,373
Less:	
Costs attributable to the issuance of shares in connection with the business combination (Note 9)	(8,467,766)
Fair value of earnout shares (Note 18)	(75,550,455)
	347,295,152

	At 31 December 2022 Share Premium
Issuance of shares to Swvl Inc. shareholders	88,873,188
Conversion of convertible notes	145,952,505
Issuance of share to PIPE investors	39,663,603
Recapitalization costs (Note 35)	121,077,329
Other shares issued during the year	31,887,125
	427,453,750
Less:	
Costs attributable to the issuance of shares in connection with the business combination (Note 9)	(8,467,766)
Fair value of earnout shares (Note 18)	(75,550,455)
	343,435,529

13 Share capital (continued)

d. Authorised and issued share capital prior to the transaction (recast):

On 31 March 2022, the Parent Company's common stock and warrants began trading on NASDAQ under the ticker symbols "SWVL" and "SWVLW," respectively. The Parent Company is authorized to issue 555,000,000 shares, consisting of (a) 500,000,000 Class A Ordinary Shares with a par value of $0.0001 per share and (b) 55,000,000 preferred shares with a par value of $0.0001 per share.

Prior to the Transaction, Swvl Inc. had seven classes of authorized common stock, Swvl Inc.'s Common A shares, Common B shares, Class A shares, Class B shares, Class C shares, Class D shares and Class D-1 shares. As a result of the Transaction, each outstanding share of Swvl Inc. capital stock was converted into the right to receive newly issued shares of the Company's Class A ordinary shares at the respective Conversion Ratio, and the contingent right to receive certain Earnout Shares, for each share of the Parent Company's common shares.

	At 31 December 2021 *(recast)*	
	Authorised	**Issued**
Common A shares	22,649,444	19,125,190
Common B shares	5,943,214	833,500
Class A shares	8,387,844	8,387,844
Class B shares	11,711,272	11,711,272
Class C shares	12,360,556	12,360,556
Class D shares	22,345,941	22,345,941
Class D-1 shares	10,524,441	10,524,441
	93,922,712	**85,288,744**

The below table represents the recast components of share premium balance as of 31 December 2021:

	Share Premium
Issuance of shares to Swvl Inc. shareholders as of 31 December 2021	88,873,188

The below table summarizes the recasted number of shares and share capital outstanding as of 31 December 2021:

	At 31 December 2021 (recast)	
	Number of shares	**Share capital**
Issuance of shares to Swvl Inc. shareholders	85,288,744	8,529

14 Employee share scheme reserve

At 31 December 2023, the employee share-based compensation reserve balance was $507,677 (at 31 December 2022: $773,666, at 31 December 2021: $36,929,523).

Total charge for the year was as a result of the fair value changes during the year charges from share-based payment transactions recognized in the consolidated statement of comprehensive income as part of employee benefit was $285,651 for the year ended 31 December 2023 (reversal of $36,155,857 for the year ended 31 December 2022, charge of $33,611,231 for the year ended 31 December 2021). Options exercised during the year ended 31 December 2023 amounted to $653,455 (nil for the year ended 31 December 2022 and nil for the year ended 31 December 2021).

14 Employee share scheme reserve (continued)

	2023		2022		2021	
	Average exercise price per share option	**Number of options**	**Average exercise price per share option**	**Number of options**	**Average exercise price per share option**	**Number of options**
	USD		**USD**		**USD**	
At 1 January	3.554	**10,866,324**	1.609	**8,514,500**	2.303	**4,466,470**
Reverse stock split effect (1 to 25) (i)	88.86	**434,203**	-	-	-	-
Granted during the year	162.50	2,728	6.710	5,324,390	1.700	5,849,416
Exercised during the year	0.001	(116,629)	0.001	(986,733)	-	-
Forfeited during the year	162.30	(213,998)	3.948	(1,985,833)	2.008	(1,801,386)
At 31 December	**40.33**	**106,304**	**3.554**	**10,866,324**	**1.609**	**8,514,500**
At 31 December reflecting reverse stock split	**40.33**	**106,304**	**88.86**	**434,203**	**40.23**	**340,580**
Vested and exercisable	38.79	105,529	1.364	3,780,424	1.230	3,575,348

(i) Reverse stock split: on January 25th 2023, the Company restructured its outstanding and authorized shares through reverse stock split with a ratio of 1 to 25, accordingly all the share awards and strike prices were adjusted using the same ratio.

14 Employee share scheme reserve (continued)

Share options outstanding at the end of each year have the following expiry date and exercise prices:

	At 31 December		
	2023	**2022**	**2021**
Number of options	106,304	434,203	340,580
Range of exercise price	$0-$250	$0-$250	$0- $84.25
Range of expiry dates	April 2027 – June 2036	April 2027 – June 2036	April 2027 – September 2031
Weighted average remaining contractual life (in years)	6.05	3.52	7.97

Strike price	At 31 December	
	2023	**2022**
$0-20	42,433	80,027
$20-47.5	17,586	18,142
$47.5-61.5	6,565	35,983
$61.5-85	36,157	128,440
$162.5	-	2,410
$250	3,562	169,201

Comparative strike prices for the year ended December 31 2022, has been adjusted to reflect the new strike prices and share award quantities post-split.

The following assumptions are used in calculating the fair values of the options:

Particulars	At 31 December		
	2023	**2022**	**2021**
Expected weighted average volatility (%)	120%	120%	50%
Expected dividends (%)	0%	0%	0%
Expected term (in years)	6.05	3.52	1.25
Risk free rate (%)	4.05%	4.16%	1.12%
Market price	1.67	0.137	8.89

The volatility has been measured as the standard deviation of quoted share prices of comparable peer entities over the last one year from each respective/expected grant date.

15 Foreign currency translation reserve

Exchange differences arising on translation of the foreign controlled entities are recognised in other comprehensive income and accumulated in a separate reserve within equity. The cumulative amount is reclassified to profit or loss when the net investment is disposed of.

The following table represents the movement of the foreign currency translation reserve:

	Foreign currency translation reserve USD
At 1 January 2021	860,374
Currency translation difference	(409,511)
At 31 December 2021	**450,863**
Currency translation difference	(5,290,594)
Transfer to reserve of disposal groups classified as held for sale	492,474
At 31 December 2022	**(4,347,257)**
Currency translation difference	(6,252,297)
Transfer to reserve of disposal groups classified as held for sale	(866,512)
At 31 December 2023	**(11,466,066)**

The following table represents the movement of the reserve of disposal groups classified as held for sale:

	Reserve of disposal groups classified as held for sale USD
At 1 January 2021	**-**
Currency translation difference	**-**
At 31 December 2021	**-**
Transfer from foreign currency translation reserve	(492,474)
At 31 December 2022	**(492,474)**
Currency translation difference	953,002
Transfer from foreign currency translation reserve	866,512
Disposal of subsidiaries	779,697
At 31 December 2023	**2,106,737**

16 Derivatives liabilities

At 31 December 2021, embedded derivatives of USD 44.3 million have been recognised as current liabilities and USD 44.3 was charged to the consolidated statement of comprehensive income to reflect the change in fair value. Embedded derivatives are related to the put option embedded in the convertible notes agreement, which represent an obligation on the Group to deliver variable number of shares upon the conversion event. The Group's method of measurement of the embedded derivatives is outlined in Note 33. In 2022, the embedded derivatives were converted to shares. For the year ended 31 December 2023 the balance for derivatives liabilities was nil.

17 Convertible notes

During the year ended 31 December 2021, the Parent Company issued convertible notes, in an aggregate principal amount of USD 27.7 million with a maturity date of 5 September 2022, convertible either into common or preferred shares of the Parent Company upon maturity or immediately prior to a merger or consolidation with a special purpose acquisition company depending on certain criteria detailed in the convertible notes' agreements. However, in connection with the Parent Company's proposed business combination with Queen's Gambit Growth Capital, immediately prior to the consummation of the business combination such convertible notes will convert into the right to receive Class A ordinary shares, par value $0,0001 per share of Pivotal Holdings Corp, a British Virgin Islands business company limited by shares incorporated under the laws of the British Virgin Islands and wholly owned subsidiary of the Parent Company. These notes will convert unless they are repaid together with accrued interest with the prior written consent of "Majority in Interest" comprising of majority holders that are unaffiliated to the Group. The Parent Company intends to use the net proceeds from the issue of the convertible notes for general corporate purposes as well as to finance strategic opportunities which may arise.

The interest rate varies to be (i) a rate of 12% per annum from the date of issuance of each convertible note, until the date on which the aggregate principal amount raised by the Parent Company reaches the predetermined benchmark, and (ii) at any time thereafter, and in respect of all amounts raised by the Parent Company, a rate of 6.5% per annum.

The conversion ratios for these notes would depend on the event leading to their conversion. Unless the Group conducts a Qualified Equity Financing Event, a Corporate Transaction, an IPO or a SPAC Transaction, all of which are defined in the term-sheet, the notes would convert on maturity using a conversion price derived from a prescribed valuation cap on fully diluted capitalisation on conversion date. Since the management considers the SPAC Transaction likely to occur, it has used a conversion price prescribed for such event while calculating the fair value of the embedded derivatives.

During 2021, certain PIPE investors have pre-funded to the Group a portion of USD 45.5 million of the aggregate PIPE subscription raised in connection with the proposed business combination, in a form of convertible notes. The "PIPE" is a fully committed private placement of common shares of the combined company. At the closing of the Group's business combination with the SPAC, each exchangeable note will be automatically exchanged for shares of the combined company at an exchange price of USD 8.50 per share. Upon the issuance of the exchangeable notes, the amount pre-funded by each participating investor reduces their remaining respective commitment in the PIPE. These notes don't bear interest.

On 12 January 2022, the Group issued convertible note for an amount of $20 million to a PIPE investor as pre-funded subscription. The convertible note shall be exchanged for a number of new Swvl's Common Shares A at an exchange price of $9.10 per share. Upon the issuance of the exchangeable notes, the amount pre-funded by the PIPE investor reduces their remaining respective commitment in the PIPE. This note doesn't bear interest.

17 Convertible notes (continued)

On 30 January 2022, following the termination of the forward purchase agreement between SPAC and an investor, the Group terminated the subscription agreement in the amount of $2 million with the same investor.

On 31 January 2022, the Group has entered into a new convertible note agreement with an investor increasing the PIPE by USD 1 million as pre-funded subscription. The convertible note shall be exchanged for a number of new Swvl's Common Shares A at an exchange price of $9.10 per share. Upon the issuance of the exchangeable notes, the amount pre-funded by the PIPE investor reduces their remaining respective commitment in the PIPE. This note doesn't bear interest.

On 11 March 2022, the Group issued convertible notes for an amount of $1.8 million and to a PIPE investor as pre-funded subscription. The convertible note shall be exchanged for a number of new Swvl's Common Shares A at an exchange price of $9.10 per share. Upon the issuance of the exchangeable notes, the amount pre-funded by the PIPE investor reduces their remaining respective commitment in the PIPE. This note doesn't bear interest.

On 23 March 2022, the Group issued convertible note for an amount of $2.7 million $0.9 million to PIPE investors as pre-funded subscription. The convertible notes shall be exchanged for a number of new Swvl's Common Shares A at an exchange price of $9.10 per share. Upon the issuance of the exchangeable notes, the amount pre-funded by the PIPE investor reduces their remaining respective commitment in the PIPE. These notes don't bear interest.

In 2022, the Group's convertible notes were converted to shares and the balance as of the year ended 31 December 2023 was nil.

18 Derivative warrant liabilities and earnouts liabilities

18.1 Derivative warrant liabilities:

Private and Public Warrants

Prior to the Transaction, the SPAC issued 17,433,333 warrants each exercisable at $11.50 per one Class A Ordinary Share, of which 11,500,000 are Public Warrants listed on NASDAQ and 5,933,333 Private Warrants held by the sponsor. Upon closing of the Transaction, the Parent Company assumed the Public Warrants and Private Warrants. Each whole warrant entitles the holder to purchase one share of the Company's Class A ordinary shares at a price of $11.50 per share.

Post to stock reverse split on January 2023, the public warrants were split using the same 1:25 ratio, Public warrants to be 460,000 exercisable at $287.5 per one Class A Ordinary Share and private warrants to be 237,333 exercisable at $287.5 per one Class A Ordinary Share.

The Public Warrants will expire 5 years after completion of the transaction. As of 31 December 2023, the remaining term to expire is 40 months. The Parent Company has the ability to redeem the outstanding Public Warrants at any time after they become exercisable and prior to their expiration, at a price of $0.0025 per warrant, provided that the last reported sales price of the Parent Company's Class A ordinary shares equals or exceeds $450.00 per share.

The Private Warrants are identical to the Public Warrants, except that the Private Warrants and the ordinary shares issuable upon exercise of the Private Warrants, so long as they are held by the sponsor or its permitted transferees, (i) will not be redeemable by the Parent Company, (ii) may not be transferred, assigned or sold by the holders until 30 days after the completion of the Transaction, (iii) may be exercised by the holders on a cashless basis and (iv) will be entitled to registration rights. If the Private Warrants are held by holders other than the sponsor or its permitted transferees, the Private Placement Warrants will be redeemable by the Company and exercisable by the holders on the same basis as the Public Warrants.

Series A and Series B Warrants

On 9 August 2022, the Group entered a private placement agreement ("Securities Purchase Agreement") to sell Class A Ordinary Shares and Warrants to an investor for a total subscription amount of $20 million which are paid in full at the date of execution. In accordance with the terms of the Securities Purchase Agreement, the investor received 12,121,214 Series A Warrants exercisable within 5 years from the agreement inception date and 6,060,607 Series B Warrants exercisable within 2 years from the agreement inception date.

Post to stock reverse split and using the same 1:25 ratio the Series A warrants amount is 484,389 while series B Warrants amount is 242,424 and both exercise periods still the same.

As of 31 December 2023, Series A remaining term to expire was 44 Months while series B remaining term to expire is 8 months.

18 Derivative warrant liabilities and earnouts liabilities (continued)

	At 31 December 2023 USD	At 31 December 2022 USD
Opening balance	1,317,091	-
Recognized pursuant to the reverse acquisition transaction	-	35,487,284
Change in fair value during the year	(1,210,671)	(34,170,193)
Ending balance	**106,420**	**1,317,091**

18.2 Earnouts liabilities:

During the time period between the Closing Date and the five-year anniversary of the Closing Date (the "Earnout Period"), eligible Swvl Shareholders may receive up to 15 million additional shares of the Parent Company's Common Shares A (the "Earnout Shares") in the aggregate in three equal tranches of 5 million shares if the volume-weighted average closing sale price of our Common Stock is greater than or equal to $12.50 (tranche 1), $15.00 (tranche 2), and $17.50 (tranche 3) for any 20 trading days within any 30 consecutive trading day period ("Trigger Events") (or an earlier Change of Control event).

Post stock reverse split the sale price determining the triggering event was changed to be equal to $313 (tranche 1), $375 (tranche 2) and $438 (tranche 3), while the earnout shares were also affected by the same reverse split ratio 1:25 to be 600,000 shares in the aggregate in three equal tranches of 200,000 shares if other conditions existed.

Earn-out shares were valued on probability of vesting 0.2% for tranche 1, 0.1% for the second two tranches. Equity volatility of 82.5% is based on the Group's size relative to that of the guideline comparable companies as of the reporting date. Cost of equity of 23.5% is based on the risk-free rate at the date of reporting taking into consideration equity and country risk premiums.

The Effective Time, which will be subject to potential forfeiture, and which will be able to be settled in Holdings Common Shares A upon the occurrence of the applicable Earnout Triggering Events (or an earlier Change of Control event).

The remaining term for expiration for the earnout shares is 39 months as of 31 December 2023.

The management estimated the probability of vesting for each tranche based on frequency that each trance vests across multiple simulation paths using a Monte Carlo simulation. The probability of vesting was very distant and accordingly the management recorded the fair value of the earnout liabilities as of 31 December 2023 to be nil.

19 Accounts payable, accruals and other payables

	At 31 December 2023 USD	At 31 December 2022 USD
Financial items		
Accounts payables (i)	6,812,265	29,158,270
Captain payables	441,815	608,085
Salaries payable	289,236	1,039,030
Accrued expenses	205,729	523,758
LTRA payable (ii)	105,557	-
Other payables	40,261	257,564
	7,894,863	31,586,707
LTRA payable non-current portion (ii)	(83,961)	-
	7,810,902	31,586,707
Non-financial items		
Advances from individual customers (e-wallets) (iii)	18,935	1,831,795
Total accounts payable, accruals and other payables	**7,829,837**	**33,418,502**

(i) During 2023, the Group entered into settlement agreements with a significant number of creditors. These agreements release the Group of a significant portion of creditor balances, mainly associated with the SPAC transaction, as of the reporting date by discounting a portion of the liability. These agreements resulted in discounts amounting to $18,765,248 that were contingent on the Group's immediate settlement of these outstanding balances upon the closing date of the agreements (Note 26). The Group abided by the terms of these agreements and settled the outstanding balances at the respective closing date of each agreement. The discounted amounts were charged to the consolidated statement of comprehensive income.

(ii) This amount represents the outstanding balance due to LTRA. Total undiscounted outstanding balance is EGP 4,500,000 (equivalent to $145,292) and to be paid on four instalments starting at May-24 and ends at May-27. Outstanding balance has been discounted using an appropriate market discount rate at the date of agreement inception.

Maturity analysis of LTRA payable discounted to present value is as follows:

	At 31 December 2023 USD	At 31 December 2022 USD
Less than one year (current)	21,596	-
One to three years	58,083	-
More than three years	25,878	-
As at 31 December	**105,557**	**-**

(iii) Advances from individual customers (e-wallets) are used by customers against future bookings.

20 Lease liabilities and right-of-use assets

The Group's lease environment includes rental of office space across different locations of operation.

Office leases

The Group has leased office space across different locations of operations with lease terms ranging from 1 – 5 years. The Group has determined the non-cancellable lease term for individual leases based on the requirements under IFRS 16 and considering the options available to extend the lease agreement or not to terminate the lease agreements.

Lease term

The Group's contractual arrangements with the lessors generally contain lease term extension and early termination options that are to be mutually agreed upon between the lessor and the Group. Certain other leased office spaces contractually allow the lease agreement to be extended or terminated beyond the non-cancellable period solely upon the Group's discretion.

Low value leases

The Group has not identified any low value leases for the year ended 31 December 2023 and 31 December 2022.

20.1 Right-of-use assets

	At 31 December	
	2023	**2022**
	USD	**USD**
Balance as at 1 January	815,646	4,059,896
Acquisitions through business combinations (Note 7)	-	1,086,002
Additions during the year	436,769	696,431
Depreciation charge for the year	(364,116)	(1,216,495)
Assets classified as held for sale (Note 34)	(131,516)	(576,299)
Recognition of sublease receivables	-	(1,244,596)
Termination of lease	(272,421)	(1,989,293)
Balance as at 31 December	**484,362**	**815,646**

Depreciation is allocated as detailed below:

	2023	**2022**	**2021**
	USD	**USD**	**USD**
General and administrative expenses (Note 23)	215,302	848,618	411,373
Assets classified as held for sale	148,814	367,877	129,845
	364,116	**1,216,495**	**541,218**

20 Lease liabilities and right-of-use assets (continued)

20.2 Sublease receivables

	At 31 December 2023 USD	At 31 December 2022 USD
Balance as at 1 January	1,201,552	-
Recognition of sublease receivables	-	1,331,622
Interest income	37,706	8,340
Lease rentals received	(668,236)	(138,410)
Balance as at 31 December	**571,022**	**1,201,552**

On November 1st, 2022, the Group entered into a sub-lease agreement for a space of 10,417 square feet part of the head office in Dubai. The agreement commenced on same date of the agreement and expires on November 1st, 2024.

Maturity analysis

	At 31 December 2023 USD	At 31 December 2022 USD
Less than one year (current)	571,022	648,523
One to two years (non-current)	-	553,029
Sublease receivables as at 31 December	**571,022**	**1,201,552**

20.3 Lease liabilities

	At 31 December 2023 USD	At 31 December 2022 USD
Balance as at 1 January	2,343,126	4,162,521
Acquisitions through business combinations (Note 7)	-	1,237,903
Additions during the year	436,769	726,769
Accretion of interest	127,426	341,510
Repayments	(572,997)	(1,192,283)
Liabilities directly associated with assets classified as held for sale (Note 34)	(330,563)	(628,845)
Termination of lease	(341,350)	(2,304,449)
Balance as at 31 December	**1,662,411**	**2,343,126**

20 Lease liabilities and right-of-use assets (continued)

Maturity analysis

	At 31 December	
	2023	2022
	USD	USD
Less than one year (current)	640,695	751,015
One to two years (non-current)	579,335	902,761
Two to three years (non-current)	442,381	689,350
Lease liabilities as at 31 December	**1,662,411**	**2,343,126**

Accretion of interest is allocated as detailed below:

	2023	2022	2021
	USD	USD	USD
Finance costs (Note 28)	117,163	200,050	94,626
Assets classified as held for sale	10,263	141,460	45,558
	127,426	**341,510**	**140,184**

Amounts recognised in the consolidated statement of comprehensive income:

	At 31 December		
	2023	2022	2021
	USD	USD	USD
Interest expense on lease liabilities	127,426	341,510	140,184
Interest income on sublease receivables	(37,706)	(8,340)	-
Depreciation for right-of-use assets	364,116	1,216,495	541,218
	453,836	**1,549,665**	**681,402**

21 Revenue

The Group derives its revenue principally from end-users who use the Group's platform to access routes predetermined by the Group. The Group derives revenue from the transfer of services at a point in time. This level of disaggregation takes into consideration how the nature, amount, timing, and uncertainty of revenue and cash flows are affected by economic factors.

	For the year ended 31 December		
	2023	2022	2021
	USD	USD	USD
Business to business	16,636,471	30,501,044	16,322,470
Business to customers	6,215,792	13,598,566	9,241,475
	22,852,263	**44,099,610**	**25,563,945**

21 Revenue (continued)

The following table presents the Group's revenue reconciliation disaggregated by geographical location. Revenue by geographical location is based on where the transaction occurred.

	For the year ended 31 December		
	2023 USD	**2022 USD**	**2021 USD**
Egypt	20,970,829	39,734,817	24,828,417
Kingdom of Saudi Arabia	1,881,434	3,262,272	454,007
United Arab Emirates	-	1,102,521	281,521
	22,852,263	**44,099,610**	**25,563,945**

22 Cost of sales

	For the year ended 31 December		
	2023 USD	**2022 USD**	**2021 USD**
Captain costs	18,758,280	42,372,443	30,670,626
Captain bonuses	148,460	1,017,424	878,924
Tolls and fines	48,947	714,285	424,584
Captain deductions	(214,410)	(522,189)	(624,155)
	18,741,277	**43,581,963**	**31,349,979**

23 General and administrative expenses

	For the year ended 31 December		
	2023	**2022**	**2021**
	USD	**USD**	**USD**
Insurance	3,221,512	4,927,856	498,971
Staff costs (Note 25)	2,825,482	21,965,013	50,499,496
Professional fees	1,622,852	14,351,382	8,775,977
Technology costs	1,118,557	8,952,793	3,783,868
Outsourced employees	378,028	4,627,024	-
Depreciation of property and equipment (Note 5)	276,022	170,754	110,027
Other expenses	253,693	2,134,884	992,055
Depreciation of right-of-use assets (Note 20.1)	215,302	848,618	411,373
Rent expense	145,760	162,448	518,252
Travel and accommodation	63,453	1,398,698	1,297,156
Utilities	46,476	252,434	98,820
Amortization of intangible assets (Note 6)	32,375	166,693	15,963
Entertainment	19,748	81,283	171,493
Customer experience costs	7,301	2,878,557	1,856,056
	10,226,561	**62,918,437**	**69,029,507**

24 Selling and marketing expenses

	For the year ended 31 December		
	2023	**2022**	**2021**
	USD	**USD**	**USD**
Offline marketing expenses	48,272	1,420,687	1,104,585
Staff costs (Note 25)	38,252	7,423,389	3,137,775
Growth marketing expenses	6,907	8,676,372	7,948,629
	93,431	**17,520,448**	**12,190,989**

25 Staff costs

	For the year ended 31 December		
	2023	**2022**	**2021**
	USD	**USD**	**USD**
Salaries and other benefits	1,226,996	58,563,801	19,321,426
Share compensation scheme charge	1,636,738	-	33,611,231
Severance payments	-	7,160,551	-
Share-based payments reversal (Note 14)	-	(36,155,857)	-
Employee end of service benefits (reversal)/charge	-	(180,093)	704,614
	2,863,734	**29,388,402**	**53,637,271**

Staff costs are allocated as detailed below:

	For the year ended 31 December		
	2023	**2022**	**2021**
	USD	**USD**	**USD**
General and administrative expenses (Note 23)	2,825,482	21,965,013	50,499,496
Selling and marketing expenses (Note 24)	38,252	7,423,389	3,137,775
	2,863,734	**29,388,402**	**53,637,271**

26 Other income/(expenses), net

	For the year ended 31 December		
	2023	**2022**	**2021**
	USD	**USD**	**USD**
Waiver of creditor balances (Note 19)	18,765,248	-	-
Other income/(expenses)	68,929	99,898	(807)
Gain on sublease recognition	-	87,026	-
Recovery of balances	-	361,899	-
	18,834,177	**548,823**	**(807)**

27 Finance income

	For the year ended 31 December		
	2023	**2022**	**2021**
	USD	**USD**	**USD**
Dividend income	51,438	141,030	1,273
Interest income	46,115	68,404	125,176
	97,553	**209,434**	**126,449**

28 Finance cost

	For the year ended 31 December		
	2023	**2022**	**2021**
	USD	**USD**	**USD**
Lease finance charges (Note 20.3)	117,163	200,050	94,626
Interest accretion on financial liabilities	12,192	-	-
Cost of acquiring equity facility (B. Riley)	-	2,772,934	-
Interest expense on convertible notes	-	439,026	1,400,067
Loss on conversion of notes	-	150,227	-
Interest expense on loans	-	104,406	-
	129,355	**3,666,643**	**1,494,693**

29 Taxes

29.1 Components of provision for income taxes

The Group did not incur income tax expenses for the years ended 31 December 2023 and 2022 as it has not generated taxable income. The components of the provision for income taxes were as follows:

	For the year ended 31 December		
	2023	**2022**	**2021**
	USD	**USD**	**USD**
Income tax benefit	41,305	3,225,251	4,718,036
	41,305	**3,225,251**	**4,718,036**

29.2 Deferred tax asset

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes at the enacted rates. The significant components of the Group's deferred tax assets is resulted from the carried forward tax losses from current and previous year which are expected to be recoverable once the group is able to generate taxable income in future periods. The movement of deferred tax assets during the year was as follows:

	At 31 December	
	2023	**2022**
	USD	**USD**
At 1 January	18,708,988	14,631,743
Income tax benefit	41,305	3,225,251
Deferred tax credit acquired through business combinations	-	4,104,774
Foreign currency adjustments	(5,039,739)	(3,252,780)
Transfers to assets held for sale (Note 34)	(4,241,746)	-
At 31 December	**9,468,808**	**18,708,988**

29 Taxes (continued)

29.3 Relationship between tax expense and accounting profit

The tax on the Group's loss before tax differs from the theoretical amount that would arise using the Group's applicable tax rate as follows:

	At 31 December		
	2023 USD	**2022 USD**	**2021 USD**
Profit/(loss) before tax	3,015,171	(104,184,043)	(146,207,433)
Effect of unused losses	2,004,561	89,628,546	124,136,838
Non-taxable income	(5,751,609)	-	-
ECL provision	444,946	229,940	1,096,696
Accounting losses	205,165	92,920	30,517
Tax depreciation	(101,812)	(101,812)	(25,665)
Taxable losses	(183,578)	(14,334,449)	(20,969,047)
Tax rate	**22.5%**	**22.5%**	**22.5%**
	(41,305)	**(3,225,251)**	**(4,718,036)**

On 9 December 2022, the UAE Ministry of Finance released the Federal Decree Law No. 47 of 2022 on the Taxation of Corporations and Businesses (the Law) to enact a Federal Corporate Tax (CT) regime in the UAE. The CT regime will become effective for accounting periods beginning on or after 1 June 2023.

For the Group, current taxes shall be accounted for as appropriate in the consolidated financial statements for the period beginning January, 1st 2024. In accordance with IAS 12 income Taxes, the Group has assessed the deferred tax implications for the year ended December 31, 2023 and, after considering its interpretations of applicable tax law, official pronouncements, cabinet decisions and ministerial decisions (especially with regard to transition rules), it has been concluded that it is not material.

30 Earnings / (Loss) per share

Basic earnings/(loss) per share ("EPS") is computed by dividing the net profit/(loss) attributable to ordinary shareholders by the weighted average number of ordinary shares outstanding during the year, adjusted for the effect of the Conversion Ratio as discussed in Note 1 and applied retrospectively to all prior years presented.

15 million Earnout Shares, 1,424,606 convertible warrants and 64,000 employees share options have been excluded from the calculation of weighted average shares outstanding, as they are deemed to be out of money during the year as the share price was significantly below exercise prices.

As the Group was loss-making during 2022 and 2021 potentially dilutive instruments all have an anti-dilutive impact and therefore have been excluded in the calculation of diluted weighted average number of ordinary shares outstanding. These instruments include certain outstanding equity awards, warrants, share options and convertible loans and could potentially dilute earnings per share in the future.

The following table sets forth the computation of basic and dilutive earnings/(loss) from the continued operations per share attributable to the Group's ordinary shareholders:

	At 31 December		
	2023 USD	2022 restated USD	2021 restated USD
Profit/(loss) from continuing operations for the year attributable to equity holders of the Parent Company	4,115,151	(98,748,709)	(129,089,559)
Loss from discontinued operations for the year attributable to equity holders of the Parent Company	(1,058,675)	(24,830,739)	(12,399,838)
Weighted average number of ordinary shares outstanding during the year for basic EPS	6,785,700	6,785,700	6,785,700
Weighted average number of ordinary shares adjusted for the effect of dilution	11,026,477	11,026,477	11,026,477
Profit/(loss) per share attributable to equity holders of the Parent Company from continuing operations – basic	0.61	(14.61)	(19.10)
Profit/(loss) per share attributable to equity holders of the Parent Company from continuing operations – diluted	0.37	(14.61)	(19.10)
Profit/(loss) per share attributable to equity holders of the Parent Company – basic	0.45	(18.28)	(20.92)
Profit/(loss) per share attributable to equity holders of the Parent Company – Diluted	0.28	(18.28)	(20.92)

31 Related party transactions and balances

Parties are considered to be related if one party has the ability to control the other party or exercise significant influence over the other party in making financial and operating decisions. Related parties include associates, parent, subsidiaries, and key management personnel or their close family members. The terms and conditions of these transactions have been mutually agreed between the Group and the related parties. To determine significance, the Group considers various qualitative and quantitative factors including whether transactions with related parties are conducted in the ordinary course of business.

Interest in subsidiaries

The details of interests in the subsidiaries with whom the Group had entered into transactions or had agreements or arrangements in place during the year are disclosed in Note 1 of the consolidated financial statements.

Compensation of key management personnel

Key management personnel of the Group comprise the directors and senior management of the Group.

	At 31 December		
	2023 USD	**2022 USD**	**2021 USD**
Short-term employee benefits	365,710	1,900,084	1,287,379
Provision for end of service benefits	-	271,009	99,487
Share-based payments	93,667	201,932	13,360,206
	459,377	**2,373,025**	**14,747,072**
No. of key management	**3**	**7**	**7**

Transactions with related parties

Details of transactions with related parties during the year, other than those which have been disclosed elsewhere in these consolidated financial statements, are as follows:

	At 31 December	
	2023 USD	**2022 USD**
Payments made by board members on behalf of the Group	526,092	-
Loan from shareholder	131,523	-
Repayments made to board members	394,569	-
Settlement of loan from shareholder	131,523	-

31 Related party transactions and balances (continued)

Balances with related parties

The following balances are outstanding at the end of the year in relation to the above transactions with related parties:

	At 31 December	
	2023 USD	**2022 USD**
Due to board member	131,523	-

Short-term loans to related parties

	At 31 December	
	2023 USD	**2022 USD**
Sister company		
Routebox Technologies SL	-	80,456
Shareholders of Shotl Transportation SL		
Camina Lab SL	-	309,474
Marfina SL	-	68,311
	-	377,785
	-	**458,241**

On 31 December 2021, Shotl Transportation has entered into an agreement with a related party Routbox Technologies SL of loan facility amounted to EUR 72,636. The loan carries fixed interest rate of 1.75% per annum. The loan will mature on 6 May 2023.

On 1 May 2021, Shotl Transportation has entered into an agreement with a related party Camina Lab SL of loan facility amounted to EUR 275,489. The loan carries fixed interest rate of 1.75% per annum. The loan will mature on 6 May 2023.

On 1 May 2021, Shotl Transportation has entered into an agreement with a related party Marfina SL of loan facility amounted to EUR 60,000. The loan carries fixed interest rate of 1.75% per annum. The loan will mature on 6 May 2023.

During 2022, the Group's board of directors resolved to sell Shotl Transportation. As such, the short-term loans have been presented under "Liabilities directly associated with assets classified as held for sale" (Note 34). In 2023, the sale was completed and the balances were disposed.

32 Financial instruments by category

Financial assets as per consolidated statement of financial position

	At 31 December	
	2023	**2022**
	USD	**USD**
At fair value		
Sublease receivables	571,022	1,201,552
At amortised cost		
Trade and other receivables	5,327,877	14,815,432
Cash and cash equivalents	2,922,755	1,538,347
	8,821,654	**17,555,331**

Financial liabilities as per consolidated statement of financial position

	At 31 December	
	2023	**2022**
	USD	**USD**
Accounts payable, accruals and other payables excluding non-financial items (i)	7,894,863	31,586,707
Lease liabilities	1,662,411	2,343,126
Deferred purchase price	1,207,682	7,619,581
Current tax liabilities	627,068	1,027,404
Due to related party	131,523	-
Derivative warrant liabilities	106,420	1,317,091
	11,629,967	**43,893,909**

(i) Non-financial items include advances from individual customers (e-wallets) and advances from customers as disclosed in Note 19.

33 Fair value of financial instruments

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- in the principal market for the asset or liability; or
- in the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible to the Group. The fair value of an asset or liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

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 measurement are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

Level 1: quoted market price (unadjusted) in an active market 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 liability; either directly or indirectly.
Level 3: inputs that are unobservable inputs for the asset or liability.

The carrying amounts of the financial assets and financial liabilities approximate their fair values.

33 Fair value of financial instruments (continued)

The Group's measurement of embedded derivatives are classified in Level 3 using valuation technique inputs that are not based on observable market data. The significant unobservable inputs used in the fair value measurements, together with a quantitative sensitivity analysis are presented below: The significant unobservable input for valuation of embedded derivatives is the Discount for Lack of Marketability ("DLOM") of underlying equity shares of the Parent Company. The Management has considered a DLOM of 30% for calculating the fair value of the Parent Company's equity shares. A range of inputs are considered while concluding the DLOM for this purpose by management, which includes but not limited to, use of various put option pricing models such as the Finnerty Model, Asian Put Model and the Chaffe Model. Management also considers liquidity date assumptions, implied volatilities of a portfolio of comparable companies after making suitable necessary adjustments, among other factors to arrive at the DLOM. Management considers 20% to 36% to reflect reasonably possible range for alternative assumptions of DLOM while estimating fair value of the Parent Company's equity shares. A change in DLOM% would have an inverse relationship to the fair value of the embedded derivative, i.e., a higher DLOM would lead to reduction in the fair value of the embedded derivative. A shift (+/-) of 1% in DLOM would therefore change the fair value (inversely) of the embedded derivative by USD 0.80 million with the resultant impact on the consolidated statement of comprehensive income.

34 Discontinued operations

According to the guidance provided by IFRS 5 "Non-current Assets Held for Sale and Discontinued Operations", the assets and liabilities associated with those subsidiaries whose operations were discontinued have been presented as held for sale in the consolidated financial statements. The results, major classes of assets and liabilities, and net cash flows of these subsidiaries are presented below.

Swvl Holdings Corp and its subsidiaries

Notes to the consolidated financial statements as of 31 December 2023 (continued)

34 Discontinued operations (continued)

	Volt Lines B.V.	Swvl Pakistan (Private) Ltd.	Shotl Transportation, S.L.	Swvl NBO Limited	Swvl Technologies Ltd.	Smart Way Transportation LLC	Swvl MY For Information Technology SDN BHD	Viapool Inc.	Swvl Germany GmbH	Urbvan	Total
Results for the year 2023											
Revenue	-	-	-	-	-	-	-	-	-	13,354,491	13,354,491
Expenses	-	-	-	(7,075)	(77,978)	(84,834)	(2,113)	-	-	(14,296,965)	(14,468,965)
Operating loss	**-**	**-**	**-**	**(7,075)**	**(77,978)**	**(84,834)**	**(2,113)**	**-**	**-**	**(942,474)**	**(1,114,474)**
Finance income/(costs)	-	-	-	-	152	-	-	-	-	(25,195)	(25,043)
Other income	-	-	-	1,324	-	-	-	-	-	79,518	80,842
Loss from discontinued operations	**-**	**-**	**-**	**(5,751)**	**(77,826)**	**(84,834)**	**(2,113)**	**-**	**-**	**(888,151)**	**(1,058,675)**
Assets											
Cash and cash equivalents	-	-	-	598	663	-	-	-	-		1,261
Assets classified as held for sale	**-**	**-**	**-**	**598**	**663**	**-**	**-**	**-**	**-**	**-**	**1,261**
Liabilities											
Interest-bearing loans	-	-	-	-	-	-	-	-	1,297,372	-	1,297,372
Accounts payable, accruals and other payables	-	-	-	40,364	393,399	460,567	12,345	1,014,876	1,113,065	-	3,034,616
Liabilities directly associated with assets classified as held for sale	**-**	**-**	**-**	**40,364**	**393,399**	**460,567**	**12,345**	**1,014,876**	**2,410,437**	**-**	**4,331,988**
Net assets directly associated with assets classified as held for sale	**-**	**-**	**-**	**(39,766)**	**(392,736)**	**(460,567)**	**(12,345)**	**(1,014,876)**	**(2,410,437)**	**-**	**(4,330,727)**
Amounts accumulated in OCI	(103,808)	51,126	(1,591,067)	(96,895)	187,121	-	5,912	420,034	635,103	-	(492,474)
Exchange differences on translation of foreign operations	-	7,454	(9,914)	(87,902)	72,539	13,268	459	1,033,008	(75,910)	-	953,002
Transfer from foreign currency translation reserve	-	-	-	-	-	-	-	-	-	866,512	866,512
Disposal of subsidiaries	103,808	(58,580)	1,600,981	-	-	-	-	-	-	(866,512)	779,697
Reserve of disposal group classified as held for sale	**-**	**-**	**-**	**(184,797)**	**259,660**	**13,268**	**6,371**	**1,453,042**	**559,193**	**-**	**2,106,737**

	Volt Lines B.V.	Swvl Pakistan (Private) Ltd.	Shotl Transportation, S.L.	Swvl NBO Limited	Swvl Technologies Ltd.	Smart Way Transportation LLC	Swvl MY For Information Technology SDN BHD	Viapool Inc.	Swvl Germany GmbH	Urbvan	Total
Operating	-	-	-	(5,751)	(77,826)	(84,834)	(2,113)	-	-	(888,151)	(1,058,675)
Investing	-	-	-	-	-	-	-	-	-	-	-
Financing	-	-	-	-	-	-	-	-	-	-	-
Net cash outflow	**-**	**-**	**-**	**(5,751)**	**(77,826)**	**(84,834)**	**(2,113)**	**-**	**-**	**(888,151)**	**(1,058,675)**
Earnings per share											
Basic, loss for the year from discontinued operations											(0.16)
Diluted, loss for the year from discontinued operations											(0.10)

34 Discontinued operations (continued)

	Volt Lines B.V.	Swvl Pakistan (Private) Ltd.	Shotl Transportation, S.L.	Swvl NBO Limited	Swvl Technologies Ltd.	Smart Way Transportation LLC	Swvl MY For Information Technology SDN BHD	Viapool Inc.	Swvl Germany GmbH	Urbvan	Total
Results for the year 2022											
Revenue	4,548,557	15,243,597	526,001	-	3,464,525	3,881,490	1,635	7,346,255	752,801	7,390,342	43,155,203
Expenses	(5,495,428)	(24,027,477)	(2,363,934)	(10,064)	(6,527,783)	(5,739,771)	(24,231)	(11,185,077)	(2,761,876)	(9,534,271)	(67,669,912)
Operating loss	**(946,871)**	**(8,783,880)**	**(1,837,933)**	**(10,064)**	**(3,063,258)**	**(1,858,281)**	**(22,596)**	**(3,838,822)**	**(2,009,075)**	**(2,143,929)**	**(24,514,709)**
Finance income/(costs)	(64,355)	(6,087)	(29,402)	1,441	(35,038)	(2,617)	-	(19,488)	(447,499)	(66,154)	(669,199)
Other income/(loss)	-	-	401,428	-	-	-	-	(48,259)	-	-	353,169
Loss from discontinued operations	**(1,011,226)**	**(8,789,967)**	**(1,465,907)**	**(8,623)**	**(3,098,296)**	**(1,860,898)**	**(22,596)**	**(3,906,569)**	**(2,456,574)**	**(2,210,083)**	**(24,830,739)**

	Volt Lines B.V.	Swvl Pakistan (Private) Ltd.	Shotl Transportation, S.L.	Swvl NBO Limited	Swvl Technologies Ltd.	Smart Way Transportation LLC	Swvl MY For Information Technology SDN BHD	Viapool Inc.	Swvl Germany GmbH	Total
Assets										
Property and equipment	115,310	-	-	-	-	-	-	-	-	115,310
Intangible assets	2,024,065	-	-	-	-	-	-	-	-	2,024,065
Right-of-use assets	576,299	-	-	-	-	-	-	-	-	576,299
Trade and other receivables	690,241	516,017	-	-	133,890	-	-	-	-	1,340,148
Prepaid expenses and other current assets	65,347	-	-	-	-	-	-	-	-	65,347
Cash and cash equivalents	886,450	124,763	-	24,638	35,031	84,862	2,185	-	-	1,157,929
Assets classified as held for sale	**4,357,712**	**640,780**	**-**	**24,638**	**168,921**	**84,862**	**2,185**	**-**	**-**	**5,279,098**
Liabilities										
Interest-bearing loans	407,615	-	318,765	-	-	-	-	-	1,256,513	1,982,893
Lease liability	628,845	-	-	-	-	-	-	-	-	628,845
Accounts payable, accruals and other payables	816,547	569,646	183,969	51,489	501,822	460,595	12,876	2,094,972	1,078,013	5,769,929
Loans from a related party	-	-	458,241	-	-	-	-	-	-	458,241
Liabilities directly associated with assets classified as held for sale	**1,853,007**	**569,646**	**960,975**	**51,489**	**501,822**	**460,595**	**12,876**	**2,094,972**	**2,334,526**	**8,839,908**
Net assets directly associated with assets classified as held for sale	**2,504,705**	**71,134**	**(960,975)**	**(26,851)**	**(332,901)**	**(375,733)**	**(10,691)**	**(2,094,972)**	**(2,334,526)**	**(3,560,810)**
Amounts included in accumulated OCI	-	272,146	(565)	146,839	132,024	-	151	-	-	550,595
Exchange differences on translation of foreign operations	(103,808)	(221,020)	(1,590,502)	(243,734)	55,097	-	5,761	420,034	635,103	(1,043,069)
Reserve of disposal group classified as held for sale	**(103,808)**	**51,126**	**(1,591,067)**	**(96,895)**	**187,121**	**-**	**5,912**	**420,034**	**635,103**	**(492,474)**

34 Discontinued operations (continued)

	Volt Lines B.V.	Swvl Pakistan (Private) Ltd.	Shotl Transportation, S.L.	Swvl NBO Limited	Swvl Technologies Ltd.	Smart Way Transportation LLC	Swvl MY For Information Technology SDN BHD	Viapool Inc.	Swvl Germany GmbH	Urbvan	Total
Operating	60,959	53,629	183,969	51,489	367,932	460,595	12,876	2,094,972	1,078,013	(2,210,083)	2,154,351
Investing	(62,764)	-	-	-	-	-	-	-	-	-	(62,764)
Financing	407,615	-	777,006	-	-	-	-	-	1,256,513	-	2,441,134
Net cash inflow/outflow	**405,810**	**53,629**	**960,975**	**51,489**	**367,932**	**460,595**	**12,876**	**2,094,972**	**2,334,526**	**(2,210,083)**	**4,532,721**
Earnings per share											
Basic, loss for the year from discontinued operations											(0.15)
Diluted, loss for the year from discontinued operations											(0.15)

	Volt Lines B.V.	Swvl Pakistan (Private) Ltd.	Shotl Transportation, S.L.	Swvl NBO Limited	Swvl Technologies Ltd.	Smart Way Transportation LLC	Swvl MY For Information Technology SDN BHD	Total
Results for the year 2021								
Revenue	-	10,391,287	148,535	-	1,873,051	367,073	1,362	12,781,308
Expenses	-	(18,041,905)	(361,176)	(79,336)	(5,890,665)	(791,103)	(24,477)	(25,188,662)
Operating loss	**-**	**(7,650,618)**	**(212,641)**	**(79,336)**	**(4,017,614)**	**(424,030)**	**(23,115)**	**(12,407,354)**
Finance income/(costs)	-	(14,695)	49,829	3,245	(30,863)	-	-	7,516
Loss from discontinued operations	**-**	**(7,665,313)**	**(162,812)**	**(76,091)**	**(4,048,477)**	**(424,030)**	**(23,115)**	**(12,399,838)**

	Volt Lines B.V.	Swvl Pakistan (Private) Ltd.	Shotl Transportation, S.L.	Swvl NBO Limited	Swvl Technologies Ltd.	Smart Way Transportation LLC	Swvl MY For Information Technology SDN BHD	Total
Operating	-	758,461	(22,637)	(238,797)	(212,449)	(146,976)	(1,356)	136,246
Investing	-	(7,523)	(998,920)	-	(316,771)	-	-	(1,323,214)
Financing	-	-	876,749	-	-	-	-	876,749
Net cash inflow/(outflow)	**-**	**750,938**	**(144,808)**	**(238,797)**	**(529,220)**	**(146,976)**	**(1,356)**	**(310,219)**
Earnings per share								
Basic, loss for the year from discontinued operations								(0.14)
Diluted, loss for the year from discontinued operations								(0.14)

34 Discontinued operations (continued)

34.1 Subsidiaries disposed during the year

During the year 2023, the group entered into multiple sales agreements to dispose the subsidiaries SWVL Pakistan, Voltline, Shotl and Urbvan which carried out group operations in Pakistan, Turkey, Spain and Mexico respectively. The disposal was effected in order to generate cashflows for the continuity and expansion of the Group's other businesses and focus on profitable group entities, the details of each sale was as below.

34.1.1 SWVL Pakistan (private) Ltd.

The disposal was completed on April 15th 2023, on which date full control of Pakistan Private ltd. was passed to the acquirer. During 2023 there was no movement included in the discontinued operations as the entity was dormant.

A loss of $1,662,132 arose on the disposal of SWVL Pakistan (private) LTD, being the difference between the proceeds of the disposal and the carrying amount of the subsidiary's net assets and attributable goodwill.

34.1.2 Voltline BV.

The disposal was completed on January 6th 2023, on which date full control of Voltline BV. was passed to the acquirer. During 2023 there was no movement included in the discontinued operations as the entity was dormant.

A gain of $2,391,487 arose on the disposal of Voltline BV, being the difference between the proceeds of the disposal and the carrying amount of the subsidiary's net assets and attributable goodwill.

34.1.3 Shotl

The disposal was completed on February 22nd 2023, on which date full control of Shotl was passed to the acquirer. During 2023 there was no movement included in the discontinued operations as the entity was dormant.

A gain of $242,257 arose on the disposal of Voltline BV, being the difference between the proceeds of the disposal and the carrying amount of the subsidiary's net assets and attributable goodwill.

34.1.4 Urbvan

The disposal was completed on September 7th 2023, on which date full control of Urbvan group was passed to the acquirer. The results of Urbvan which was included in the discontinued operations for the year are disclosed in the table above.

A loss of $9,256,862 arose on the disposal of Urbvan, being the difference between the proceeds of the disposal and the carrying amount of the subsidiary's net assets and attributable goodwill.

34 Discontinued operations (continued)

34.1.5 Summary of (gain)/loss on disposal groups

	Pakistan Private Ltd.	Voltline BV.	Shotl	Urbvan	Total
Sale consideration	(20,000)	(5,000,000)	(377,829)	(9,335,867)	**(14,733,696)**
Foreign currency reserve	1,600,981	103,808	(58,580)	(866,512)	**779,697**
Non-controlling interest	-	-	1,152,077	-	**1,152,077**
Assets	103,834	4,357,712	-	22,300,011	**26,761,557**
Liabilities	(22,683)	(1,853,007)	(957,925)	(1,952,619)	**(4,786,234)**
Loss for the year	-	-	-	(888,151)	**(888,151)**
(Gain)/loss on disposal	1,662,132	(2,391,487)	(242,257)	9,256,862	**8,285,250**

The major classes of assets and liabilities are detailed as follows:

	Pakistan Private Ltd.	Voltline BV.	Shotl	Urbvan	Total
Property and equipment	-	115,310	-	180,094	**295,404**
Intangible assets	-	2,024,065	-	10,534,278	**12,558,343**
Right-of-use assets	-	576,299	-	131,516	**707,815**
Deferred tax assets	-	-	-	4,241,746	**4,241,746**
Trade and other receivables	-	690,241	-	6,695,629	**7,385,870**
Prepaid expenses and other current assets	-	65,347	-	160,523	**225,870**
Cash and cash equivalents	103,834	886,450	-	356,225	**1,346,509**
Total assets	**103,834**	**4,357,712**	**-**	**22,300,011**	**26,761,557**
Interest-bearing loans	-	407,615	316,293	-	**723,908**
Provision for employees' end of service benefits	-	-	-	267,751	**267,751**
Lease liability	-	628,845	-	330,563	**959,408**
Accounts payable, accruals and other payables	22,683	816,547	186,945	1,354,305	**2,380,480**
Loans from a related party	-	-	454,687	-	**454,687**
Total liabilities	**22,683**	**1,853,007**	**957,925**	**1,952,619**	**4,786,234**

34.2 Subsidiaries under liquidation

34.2.1 Swvl NBO Limited

As per the second stage of the portfolio optimization plan, there are no intentions to further develop operations for Swvl NBO Limited or sell the subsidiary. Further, since the date of the second stage of the portfolio optimization plan, discussions have been underway to commence the liquidation and winding up process of the subsidiary. The liquidation process is expected to be completed within 12 months of the reporting date.

34.2.2 Swvl Technologies Ltd.

As per the second stage of the portfolio optimization plan, there are no intentions to further develop operations for Swvl Technologies Ltd. or sell the subsidiary. Further, since the date of the second stage of the portfolio optimization plan, discussions have been underway to commence the liquidation and winding up process of the subsidiary. The liquidation process is expected to be completed within 12 months of the reporting date.

34 Discontinued operations (continued)

34.2 Subsidiaries under liquidation (continued)

34.2.3 Smart Way Transportation LLC

As per the second stage of the portfolio optimization plan, there are no intentions to further develop operations for Smart Way Transportation LLC or sell the subsidiary. Further, since the date of the second stage of the portfolio optimization plan, discussions have been underway to commence the liquidation and winding up process of the subsidiary. The liquidation process is expected to be completed within 12 months of the reporting date.

34.2.4 Swvl MY For Information Technology SDN BHD

As per the second stage of the portfolio optimization plan, there are no intentions to further develop operations for Swvl MY For Information Technology SDN BHD or sell the subsidiary. Further, since the date of the second stage of the portfolio optimization plan, discussions have been underway to commence the liquidation and winding up process of the subsidiary. The liquidation process is expected to be completed within 12 months of the reporting date.

34.2.5 Viapool Inc.

As per the second stage of the portfolio optimization plan, there are no intentions to further develop operations for Viapool Inc. or sell the subsidiary. Further, since the date of the second stage of the portfolio optimization plan, discussions have been underway to commence the liquidation and winding up process of the subsidiary. The liquidation process is expected to be completed within 12 months of the reporting date.

34.2.6 Swvl Germany GmbH

As per the second stage of the portfolio optimization plan, there are no intentions to further develop operations for Door2Door GmbH or sell the subsidiary. Further, since the date of the second stage of the portfolio optimization plan, discussions have been underway to commence the liquidation and winding up process of the subsidiary. The liquidation process is expected to be completed within 12 months of the reporting date.

35 Recapitalization costs

The difference in the fair value of the shares issued by the Group, the accounting acquirer, and the fair value of the SPAC's, accounting acquiree's, identifiable net assets represent a service received by the accounting acquirer. This difference is considered as cost of listing (recapitalization) and recorded in the consolidated statement of comprehensive income.

During 2022, the Group incurred certain expenses as a result of the SPAC transaction. No expenses were incurred in 2023. The following table displays the calculation of the listing costs recognized during 2022:

	Number of shares/warrants	**At Closing Date USD**
Net deficit from SPAC transferred to the Group		18,532,095
SPAC ordinary shares outstanding	34,500,000	-
SPAC ordinary shares redeemed	(29,175,999)	-
Remaining Class A Ordinary Shares	5,324,001	-
SPAC Class B Sponsor Shares	8,625,000	-
Total shares issued to SPAC	13,949,001	-
Diluted share price at Closing Date	8.68	-
Total value transferred to the SPAC		121,077,329
Recapitalization costs		**139,609,424**

36 Contingent liabilities

The Group has contingent liabilities as of 31 December 2023 in respect of legal claims amounting to $265,852.

The claims are related to on-going cases in Egypt within the normal course of business and the group's lawyers have advised that they do not consider that the claim has merit, and they have recommended that it be contested.

37 Reclassifications

In 2023, the sale of Urbvan was finalized. As such, the subsidiary's 2023 results are presented as part of discontinued operations and the 2022 results were reclassified to "Loss for the year from discontinued operations" as per the disclosure requirements of IFRS 5 to conform to current year's presentation. The table below summarizes the significant reclassification for the line items affected in the consolidated statement of financial position and consolidated statement of comprehensive income:

	As previously reported USD	**Reclassification USD**	**As reclassified USD**
Consolidated statement of comprehensive income			
Revenue	51,489,952	(7,390,342)	44,099,610
Cost of sales	(48,736,323)	5,154,360	(43,581,963)
General and administrative expenses	(66,521,060)	3,602,623	(62,918,437)
Selling and marketing costs	(18,148,235)	627,787	(17,520,448)
Provision for expected credit losses	(1,184,542)	311,100	(873,442)
Other income/(expenses)	710,458	(161,635)	548,823
Finance income	253,892	(44,458)	209,434
Finance cost	(3,777,291)	110,648	(3,666,643)
Loss for the year from discontinued operations	(22,620,656)	(2,210,083)	(24,830,739)

The reclassifications in the consolidated statement of comprehensive income pertain to presenting the results of discontinued operations separately to conform to the current year's presentation.