

**Invitation to attend the General Assembly Meeting  
Abu Dhabi National Hotels Company (PJSC)**

The Board of Directors of Abu Dhabi National Hotels Company PJSC is pleased to invite the shareholders to attend the General Meeting to be held on Thursday 12<sup>th</sup> March 2026 at 12.00 noon in the Ritz-Carlton Abu Dhabi. Shareholders can attend and participate through the use of remote presence technology/virtual meetings with visual communication and electronic voting during the meeting, the link to the meeting will be sent by email and SMS to the shareholders and through the website of Abu Dhabi Securities Exchange to consider the following agenda:

1. To consider and approve the Board's report on the Company's activities and financial position for the financial year ended 31 December 2025.
2. To consider and approve the external auditor's report for the financial year ended 31 December 2025.
3. To consider and approve the balance sheet and profit and loss account for the financial year ended 31 December 2025.
4. To consider the Board's recommendation to distribute cash dividends of AED 0.03 per share, amounting to AED 378 million and representing 30% of the Company's share capital, to shareholders for the year ended 31 December 2025.
5. To consider and approve the Board's proposals concerning directors' remuneration and to determine such remuneration.
6. To absolve the Board Members from liability for their actions during the financial year ending on 31 December 2025.
7. To absolve the External Auditors from liability for their actions during the financial year ending on 31 December 2025
8. To consider and approve the appointment of the external auditors of the Company for the financial year that will end on 31 December 2026 and to determine their fees.
9. Special resolution: To discuss and approve the Board's recommendation that the Company buy back up to 10% of its issued shares, subject to obtaining all required regulatory approvals.
10. Authorizing the Company's Board of Directors or any person acting on behalf of the Board to take all necessary resolutions to implement the share buyback program within the period determined by the Abu Dhabi Securities Exchange, approve purchases and sales of the bought-back shares as may be deemed necessary, and communicate with all relevant authorities, including the Capital Market Authority and the Abu Dhabi Securities Exchange, in any matter related to the implementation of the share buyback program.
11. Authorizing the Company's Board of Directors to reduce the Company's share capital to the extent of the share bought back if the Company did not dispose of the said shares within two years from the date of the last buyback transaction and to amend the Company's Articles of Association to reflect such capital reduction.

**Notes**

1. Any shareholder entitled to attend the AGM may appoint a proxy of their choice—other than a Board member, an employee of the Company, or an employee of a securities brokerage firm—under a duly approved special proxy. A proxy representing multiple shareholders may not, in that capacity, exercise voting rights exceeding five percent (5%) of the Company's issued share capital. Shareholders lacking legal capacity or otherwise legally incapacitated shall be represented by their lawful representatives, in accordance with Article 40(1) and (2) of the Authority's Board Chairman's Decision No. (3/Chairman) of 2020 approving the Governance Guide for Public Joint-Stock Companies. Shareholders may refer to the disclosure published on the Company's page on the relevant market's website regarding proxy approval procedures.
2. A shareholder that is a legal person may, pursuant to a resolution of its board or its duly authorized representative, appoint one of its representatives or officers to attend the AGM. The appointed representative shall exercise the powers specified in the relevant authorization.
3. The shareholder's signature on the Power of Attorney referred to above shall be the signature approved by any of the following entities:
  - Notary Public.
  - Commercial Chamber of Economic Department in the state.
  - Bank or Company licensed in the state, provided that the agent shall have account with any of them.
  - Any other entity licensed to perform attestation works.
4. The right to vote at the AGM shall be limited to shareholders registered in the Company's share register as at 11<sup>th</sup> March 2026.
5. Entitlement to receive dividends shall be limited to shareholders registered in the Company's share register as at 23<sup>rd</sup> March 2026.
6. Shareholders may review the Company's financial statements and its governance and sustainability (integrated) report on the relevant market's website at [URL] and the Company's website at [URL].
7. The AGM shall be quorate if shareholders of the Company present in person or represented by proxy hold not less than fifty percent (50%) of the Company's issued share capital. If quorum is not met, a second meeting shall be convened on Thursday 19<sup>th</sup> March 2026, at the same place and time. The adjourned meeting shall be deemed quorate regardless of the number of shareholders present.
8. A special resolution is a resolution passed by a majority of not less than three-quarters (75%) of the votes cast.

9. Shareholders may review the Guide to Minority Investor Rights published on the SCA's website <https://www.sca.gov.ae/ar/services/minority-investor-protection.aspx> and the applicable corporate governance and AGM procedures at [Corporate Governance/ General Assembly Procedures | Regulations.

Board of Directors

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Proxy

To the Chairman of the Board of Abu Dhabi National Hotels Company PJSC

Dear Sir,

I/We: .....

The shareholder(s) of Abu Dhabi National Hotels Company PJSC hereby appoint by virtue of this proxy

Mr. / Mrs.: .....

To represent me/us and vote on my/our behalf in the Annual General Meeting to be held on Thursday 12<sup>th</sup> March 2026 or any adjourned meeting thereafter.

Shareholder's Investor Number: .....

Signature: .....

Date: \_\_\_/\_\_\_/2026



# إفصاح توضيحي بشأن اعتماد التوكيلات



بناءً على متطلبات البندين ١ و ٢ من المادة رقم ٤٠ من دليل حوكمة الشركات المساهمة العامة الصادر من هيئة الأوراق المالية والسلع، نود أن نلتفت السادة المساهمين إلى ما يلي:

## الوكلاء المفوضين عن المساهمين:

١. يجوز لمن له حق حضور الجمعية العمومية أن ينوب عنه من يختاره من غير أعضاء مجلس الإدارة أو العاملين بالشركة أو شركة وساطة في الأوراق المالية أو العاملين بها بمقتضى توكييل خاص ثابت بالكتابة ينص صراحة على حق الوكيل في حضور اجتماعات الجمعية العمومية والتصويت على قراراتها ويجب لا يكون الوكيل - لعدد من المساهمين - حائزًا بهذه الصفة على أكثر من (٥٥٪) من رأس مال الشركة المصدر ويمثل ناقص الأهلية وفائدتها النابئون عنهم قانونًا.

٢. يتعين أن يكون توقيع المساهم الوارد في الوكالة المنشار إليها في البند (١) هو التوقيع المعتمد من لدى أحد الجهات التالية، وعلى الشركة اتخاذ الإجراءات اللازمة للتحقق من ذلك.

أ . الكاتب العدل

ب . غرفة تجارة أو دائرة اقتصادية بالدولة

ج . بنك أو شركة مرخصة بالدولة شريطة أن يكون للموكل حساب لدى أي منهما

د . أي جهة أخرى مرخص لها القيام بأعمال التوثيق

٣. بالإضافة إلى ذلك يرجى إرفاق ما يلي:  
• نسخة سارية الصلاحية من بطاقة الهوية الإماراتية (من الأمام والخلف) أو نسخة جواز السفر للمساهم.

• نسخة سارية الصلاحية من بطاقة الهوية الإماراتية (من الأمام والخلف) أو نسخة جواز السفر لصاحب التوكيل

٤. يتعين تضمين نموذج التوكيل أرقام التواصل بالمساهم واسم وأرقام التواصل الخاصة بممثل عن شركة الوساطة الذي اعتمد التوكيل.

## الوكلاء المفوضين عن الشخص الاعتباري

١. يجوز للشخص الاعتباري تفويض أحد ممثليه أو المسؤولين عن إدارته بموجب قرار صادر عن مجلس إدارته أو أي كيان مماثل.

٢. يجب أن يتم توقيع خطاب التفويض أو النموذج من قبل المفوض بالتوقيع عن الشخص الاعتباري وتقديم المستند الداعم مثل التوكيل الرسمي والرخصة التجارية وما إلى ذلك.

٣. بالإضافة إلى ذلك يرجى إرفاق ما يلي:

• نسخة سارية الصلاحية من بطاقة الهوية الإماراتية (من الأمام والخلف) أو نسخة جواز السفر لصاحب التوكيل

٤. يتعين تضمين نموذج التوكيل أرقام التواصل بالمساهم واسم وأرقام التواصل الخاصة بممثل عن شركة الوساطة الذي اعتمد التوكيل.

# CLARIFYING DISCLOSURE REGARDING THE APPROVAL OF AGENCIES



According to Clauses (1) & (2) of Article (40) of the Governance Guide for Public Shareholding Companies issued by the Securities and Commodities Authority, we would like to inform the shareholders of the following:

### Individual Proxyholder:

1. Any shareholder who has the right to attend the General Assembly may delegate someone from other than the Board members or the staff of the company, or securities brokerage company, or its employees, to attend on his behalf as per a written delegation stating expressly that the agent has the right to attend the General Assembly and vote on its decision. A delegated person for a number of shareholders shall not have more than (5%) of the company issued capital after gaining that delegation. Persons lacking legal capacity and are incompetent must be represented by their legal representatives.

2. The shareholder signature on the power of attorney referred in Clause No. (1) shall be the signature approved by any of the following entities:

- a - Notary Public
- b - Commercial chamber or economic department in the state
- c - Bank or company licensed in the state, provided that the agent shall have an account with any of them.
- d - Any other entity licensed to perform attestation works.

3. In addition to the above please, provide the following:

- Valid Emirates ID copy (Front and Back) or Passport Copy of the shareholder
- Valid Emirates ID copy (Front and Back) or Passport Copy of the Proxyholder.

4. The proxy form shall include the name and contact number(s) of the shareholder and the brokerage firm who approved the proxy.

### Corporate Proxyholder

1. A corporate person may delegate one of its representatives or those in charge of its management under a resolution passed by its Board of Directors or any similar entity.

2. The delegation letter or form should be signed by an authorized signatory and provide the supporting document such as POA, Trade License etc.

3. In addition to the above please, provide the following:

- Valid Emirates ID copy (Front and Back) or Passport Copy of the Proxyholder.

4. The proxy form shall include the name and contact number(s) of the shareholder and the brokerage firm who approved the proxy.