



# NOTICE OF THE GENERAL ASSEMBLY MEETING OF BURJEEL HOLDINGS PLC

Incorporated in the Abu Dhabi Global Market with registered number 000003466  
To be held on Friday 27 February 2026 at 3:30pm (UAE Time) in person at Burjeel Holdings HQ,  
An Nuzhah Street, Al Muntazah-Zone 1, Abu Dhabi, United Arab Emirates and virtually by video conferencing

## THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

*If you are in any doubt as to the action(s) you should take, you are recommended to seek your own independent advice.*

*If you have recently sold or transferred all of your shares in Burjeel Holdings PLC, please send this notice and the accompanying documents as soon as possible to the purchaser or transferee or to the person who arranged the sale or transfer, so they can pass these documents to the person who now holds the shares*

Dear Shareholder,

### Notice of General Assembly Meeting (the “Notice”)

Further to the approval of the Capital Market Authority (“CMA”), NOTICE IS HEREBY GIVEN that a General Assembly Meeting (the “GAM”) of Burjeel Holdings PLC (the “Company”) will be held in person at Burjeel Holdings HQ, An Nuzhah Street, Al Muntazah-Zone 1, Abu Dhabi, United Arab Emirates and by video conferencing on Friday 27 February 2026 at 3:30pm (UAE Time) in accordance with the information provided in this Notice. The purpose of the GAM is for the transaction of the following business:

Firstly: Resolutions 1 to 3 (inclusive) will be proposed as special resolutions, and voting on all resolutions will be by way of a poll. The resolutions are as follows:

- To consider and approve the amendment of Article 13 of the Company’s Articles of Association (“AoA”) as specified in the explanatory notes to this Notice.
- To consider and approve the establishment of a U.S.\$1,500,000,000 senior unsecured sukuk issuance programme (multi-tranche programme), including the establishment of a special purpose vehicle to act as issuer for the programme, and the issuance of sukuk thereunder from time to time (in any number of tranches and in any currency), with an aggregate outstanding face amount not exceeding such limit, which: (i) are not convertible into shares of the Company; (ii) rank pari passu with all other unsecured and unsubordinated obligations of the Company; (iii) have a fixed tenor; and (iv) may be offered to eligible investors both inside and outside of the United Arab Emirates, subject to obtaining the CMA approval and other regulatory approvals as applicable.
- To authorize the Board of Directors, or any person(s) duly appointed by the Board of Directors, to adopt any resolution or take any action on behalf of the Company as may be necessary or desirable to give full effect to Resolution 2. Such authority shall include, without limitation, full power to negotiate, approve, execute and deliver all agreements, certificates, instruments and documents required or desirable to establish, update or maintain the sukuk issuance programme or to issue sukuk thereunder, to determine and agree the timing, offering format, offering mechanism, listing venue and all other terms and conditions relating to the sukuk issuance programme and any issuances of sukuk thereunder, to appoint and enter into agreements with any advisers or service providers, and to take any ancillary, incidental or consequential actions necessary to implement the foregoing, including any actions undertaken to date.
- In accordance with Article 35 of the Company’s AoA, a poll shall be taken on each of the resolutions to be considered at the GAM.
- By order of the Board of Directors

### EXPLANATORY NOTES

Resolutions 1 to 3 (inclusive) are being proposed as special resolutions. To pass a special resolution, it must be approved by a majority of not less than 75% of the total voting rights of eligible members cast upon that resolution. Should any shareholder be in doubt as to the way in which they can vote on the resolutions set out herein, they should seek advice from their financial advisor, legal advisor, or other professional advisor as soon as practicable.

#### Resolution 1 (Special Resolution) - Amendment of Article 13 of the Company’s Articles of Association:

This resolution is proposed to amend Article 13 of the Company’s Articles of Association to include a new clause 13(6) that reads: “Subject to the Governance Regulations, the Company may combine the positions of Chairman of the Board and the chief executive officer.”

#### Resolutions 2 & 3 (Special Resolutions) – Sukuk Programme:

It is proposed that the Company’s shareholders consider and, if thought fit, approve the establishment of a U.S.\$1,500,000,000 senior unsecured sukuk issuance programme (the “Programme”). The Programme will allow the Company to issue sukuk from time to time up to an aggregate outstanding face amount not exceeding U.S.\$1,500,000,000. In connection with the establishment and operation of the Programme, it is proposed that a special purpose vehicle be incorporated to act as the direct issuer of the sukuk in line with standard market practice for this instrument. Any sukuk issued under the Programme will: (i) be non-convertible into shares of the Company; (ii) rank pari passu with all other unsecured and unsubordinated obligations of the Company; (iii) have a fixed tenor; and (iv) be capable of being offered to eligible investors both inside and outside the United Arab Emirates. Shareholders are also requested to authorize the Board of Directors, or any person(s) appointed by them, to take all necessary or desirable steps to implement and maintain the Programme. The Programme will provide the Company with flexibility to efficiently access regional and international capital markets.

### NOTES

As of 5 February 2026 (being the latest practicable date prior to the publication of this Notice), the Company’s issued share capital consists of 5,205,134,175 ordinary shares of USD0.027 (being equivalent to AED0.10) each. Each ordinary share carries the right to one vote at the GAM and, therefore, the total number of voting rights in the Company at such time and date is 5,205,134,175.

Entitlement to attend and vote at the GAM:

To be entitled to attend and vote at the GAM, members must be registered as shareholders of the Company at 3:30pm (UAE Time) on 26 February 2026. Changes to the identity of, or number of shares held by, shareholders after this point shall be disregarded in determining the rights of any person entitled to attend and vote at the GAM.

Further information regarding the GAM can be found at

[www.burjeelholdings.com/investor-relations/](http://www.burjeelholdings.com/investor-relations/).

#### Attending the GAM:

Shareholders are invited to join and attend the GAM by visiting [www.smartagm.ae](http://www.smartagm.ae). The Company’s shareholders who will virtually attend the GAM will receive an electronic invite for the meeting by SMS or email following registration of their attendance and should register their attendance electronically to be able to vote on the items of the GAM. Registration is open from 3:00pm (UAE time) on 26 February 2026 and closes at 3:30pm (UAE time) on 27 February 2026. For electronic registration, please visit the following website: [www.smartagm.ae](http://www.smartagm.ae).

#### Legal Quorum:

The GAM shall not be validly held unless attended by shareholders (in person or via proxy) representing not less than 50% of the share capital of the Company.

#### Appointment of proxies:

A shareholder of the Company is entitled to appoint another person as its proxy to exercise all or any of its rights to attend and to speak and vote at the GAM, provided that the proxy is not a Board member nor an employee of the Company or a brokerage company or its employees.

The requirements under Clauses No. 1 and 2 of Article 40 of Securities and Commodities Chairman Decision No. (3/Chairman) of 2020 on the Approval of Public Joint Stock Companies Governance Guide as amended (“Governance Guide”) on adopting proxies shall be met.

A proxy does not need to be a shareholder of the Company but must attend the meeting to represent you. You can only appoint a proxy using the procedures set out in these notes. The shares may not be divided between more than one representative. No representative for part of the shareholder’s shares shall be accepted.

A proxy must vote in accordance with any instructions given by the shareholder by whom the proxy is appointed. Appointing a proxy does not preclude the person who is entitled to attend, speak, or vote from so attending, speaking and voting at the GAM.

Shareholders can appoint proxies electronically. For an electronic proxy appointment to be valid, your appointment must be received by no later than five (5) days prior to the GAM with their names and mobile numbers to be provided in order to receive text messages for registration to attend. Shareholders may also request a hard copy proxy form by contacting Mr. Sergei Levitskii (Head of Investor Relations) at [ir@burjeelholdings.com](mailto:ir@burjeelholdings.com) (and the same deadline for returning any such hard copy proxy form will apply).

Holders of proxies must send a copy of their proxies to the registrar at the following email address: [ir@burjeelholdings.com](mailto:ir@burjeelholdings.com). This must be accompanied by details of their names and mobile numbers to receive text messages for registration.

A proxy holder may not represent a number of shareholders in excess of 5% of the Company’s share capital. However, if the proxy represents a single shareholder, his/her proxy may exceed 5% of the Company’s share capital. Minors and those who have no legal capacity shall be represented by their legal representatives. In case the quorum is not achieved in the first meeting, the proxies issued for the first meeting

shall be considered valid for any later meetings unless expressly cancelled by the shareholder through a notification to [ir@burjeelholdings.com](mailto:ir@burjeelholdings.com) - at least two days prior to the second meeting.

In accordance with the AoA, a proxy may only be validly appointed by a notice in writing which:

- states the name and address of the member appointing the proxy;
- identifies the person appointed to be that member’s proxy and the general meeting in relation to which that person is appointed;
- specifies the mandate for the member’s proxy and the term for which the proxy notice may be used;
- is signed by or on behalf of the shareholder appointing the proxy or otherwise authenticated in such a manner as required by the Board of Directors; and
- is delivered to the Company in accordance with the AoA and the instructions in this Notice.
- In relation to the delivery of the proxy notice, shareholders should consider the following:
  - a proxy notice must be delivered to the Company in accordance with the instructions in this Notice not less than five days before the GAM;
  - an appointment under a proxy notice may be revoked subject to certain requirements as set out in the AoA. The notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or an adjourned meeting to which it relates (note that different requirements apply to polls taken after the meeting);
- if a proxy notice is not signed by the person appointing the proxy it must be accompanied by written evidence of the authority of the person who executed it; and
- the proxy notice should be accompanied by any document(s) necessary to show validity of, or otherwise relating to the appointment of the proxy (for example, a power of attorney).

Please note that proxy notices may specify how the proxy appointed under them is to vote (or if the proxy is to abstain from voting) on one or more resolutions. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy may vote or abstain from voting at their discretion. Your proxy may vote (or abstain from voting) as they think it fit in relation to any other matter which is put before the meeting.

Shareholders may change proxy instructions by submitting a new proxy appointment. Note that the cut-off time for receipt of proxy appointments also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Mr. Sergei Levitskii at [ir@burjeelholdings.com](mailto:ir@burjeelholdings.com).

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

#### Voting by a corporate representative:

If a corporation is a shareholder of the Company, it may by a resolution of its directors or other governing body authorize a person or persons to act as its representative or representatives at the GAM. The authorized person(s) is entitled to exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual shareholder of the Company with the same voting rights provided that the representative does not do so in relation to the same shares. The authorized person shall have the authority as determined by the authority resolution.

#### Voting:

Voting on all resolutions from 1 to 3 will be conducted by way of a poll. On a vote by poll every shareholder has one vote for every ordinary share held. Ordinary resolutions shall be passed by simple majority of the total voting rights of eligible members present at the GAM and special resolutions shall be passed by members representing not less than 75% of the total voting rights of eligible members present at the GAM.

Voting will be done via an electronic platform by visiting the website [www.smartagm.ae](http://www.smartagm.ae). For any queries related to the electronic registration, attendance and electronic voting, please read the instructions available on [www.smartagm.ae](http://www.smartagm.ae).

#### Results:

The results of voting on the resolutions will be announced during the GAM; and following the conclusion of the GAM as required by applicable laws and regulations and will also be posted on the Company’s website.

#### Communication and questions at the GAM:

We will be offering our shareholders the opportunity to submit their questions in advance and during the GAM via an electronic platform by visiting the website [www.smartagm.ae](http://www.smartagm.ae).

Any shareholder electronically joining the meeting has the right to ask questions. If multiple questions on the same topic are received in advance, the Chairperson may choose to provide a single answer to address shareholder queries on the same topic.

#### Adjourned meeting:

In the event that the required legal quorum for the GAM is not met, the GAM will be adjourned to 3:30pm (UAE Time) on 6 March 2026 irrespective of the shareholders’ attendance percentage. This Notice (including the explanatory notes section) shall continue to apply to the new adjourned meeting.

If the GAM is adjourned, only those shareholders registered in the Company’s register of members at 3:30pm (UAE Time) on 5 March 2026 shall be entitled to attend and vote at the reconvened GAM. Changes to the register of members after the deadline stated shall be disregarded in determining the rights of any person entitled to attend and vote at the GAM.

#### Communications:

Please note that you may not use any electronic address provided either in this Notice or in any related documents to communicate with the Company for any purposes other than those expressly stated in this Notice.

The Company may process personal data of attendees at the meeting. This may include webcasts, photos, recordings and audio and video links, as well as other forms of personal data, including your name, contact details and the votes you cast. The Company shall process such personal data in accordance with its privacy policy, a copy of which may be requested from Mr. Sergei Levitskii on [ir@burjeelholdings.com](mailto:ir@burjeelholdings.com).

#### Assistance:

If you require any further assistance or face any technical difficulties with respect to the registration for the GAM online facility, please contact [ir@burjeelholdings.com](mailto:ir@burjeelholdings.com), and we will be pleased to provide the appropriate help. Please check the investor protection guide at the Capital Market Authority’s website: <https://www.sca.gov.ae/en/regulations/minority-investor-protection>.

#### Proxy

To the Chairman of Burjeel Holdings PLC (the “Company”).

Dear Sir,

I/We: \_\_\_\_\_

The shareholder(s) of Burjeel Holdings PLC hereby appoint by virtue of this proxy

Mr. / Mrs.:

Address of Shareholder:

to represent me, attend, and vote on my behalf in the Annual General Meeting of the Company to be held on Friday, 27 February 2026 or any adjourned meeting thereof.

Shareholder’s number:

Date: \_\_\_\_\_ 2026.

Signature:

Please refer to the explanatory notes below related to the appointment of proxies.

#### Explanatory Notes:

##### Clarifying disclosure regarding the approval of authorizations

According to Clauses 1 & 2 of Article 40 of the Corporate Governance Manual, we would like to inform the shareholders of the following:

- Each shareholder who has the right to attend the general assembly may delegate someone other than the Board members or the employees 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.
- The shareholder signature on the power of attorney referred in clause No.(1) 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.
  - Financial markets licensed in the UAE.
  - Any other entity licensed to perform attestation works.

#### Appointment of proxies:

A shareholder of the Company is entitled to appoint another person as its proxy to exercise all or any of its rights to attend and to speak and vote at the GAM, provided that the proxy is not a Board member nor an employee of the Company or a brokerage company or its employees. The shareholder may appoint more than one proxy in relation to the GAM, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by the shareholder by virtue of a written special authorization/ proxy made pursuant to proxy form attached with this Notice. To appoint more than one proxy, please contact us on [is@bankfab.com](mailto:is@bankfab.com).

The requirements under Clauses No. 1 and 2 of Article 40 of Securities and Commodities Chairman Decision No. (3/Chairman) of 2020 on the Approval of Public Joint Stock Companies Governance Guide (“Governance Guide”) on adopting proxies shall be met.

A proxy does not need to be a shareholder of the Company but must attend the meeting to represent you. You can only appoint a proxy using the procedures set out in these notes. A proxy must vote in accordance with any instructions given by the shareholder by whom the proxy is appointed. Appointing a proxy does not preclude the person who is entitled to attend, speak, or vote from so attending, speaking and voting at the GAM.

- Holders of proxies must send a copy of their proxies to the following email address: [is@bankfab.com](mailto:is@bankfab.com) not less than 5 days before the GAM;
- This must be accompanied by details of their names and mobile numbers to receive text messages for registration.

A proxy holder may not represent a number of shareholders in excess of 5% of the Company’s share capital. However, if the proxy is representing one single shareholder, his/her proxy may exceed 5% of the Company’s share capital. Minors and those who have no legal capacity shall be represented by their legal representatives. In case the quorum was not achieved in the first meeting, the proxies issued for the first meeting shall be considered valid for any later meetings unless expressly cancelled by the shareholder through a notification to [is@bankfab.com](mailto:is@bankfab.com) - prior to the second meeting.

In accordance with the AoA, a proxy may only be validly appointed by a notice in writing which:

- states the name and address of the member appointing the proxy;
- identifies the person appointed to be that member’s proxy and the general meeting in relation to which that person is appointed;
- specifies the mandate for the member’s proxy and the term for which the proxy notice may be used;
- is signed by or on behalf of the member appointing the proxy or otherwise authenticated in such manner as required by the Board of Directors; and
- is delivered to the Company in accordance with the AoA and the instructions in these explanatory notes.
- In relation to the delivery of the proxy notice, shareholders should take into account the following:
  - a proxy notice must be delivered to the Company in accordance with the instructions in these explanatory notes not less than 5 days before the GAM;
  - an appointment under a proxy notice may be revoked subject to certain requirements as set out in the AoA. The notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates (note that different requirements apply to polls taken after the meeting);
- if a proxy notice is not signed by the person appointing the proxy it must be accompanied by written evidence of the authority of the person who executed it; and
- the proxy notice should be accompanied by any document(s) necessary to show validity of, or otherwise relating to the appointment of the proxy (for example, a power of attorney).

Please note that proxy notices may specify how the proxy appointed under them is to vote (or if the proxy is to abstain from voting) on one or more resolutions. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy may vote or abstain from voting at their discretion. Your proxy may vote (or abstain from voting) as they think fit in relation to any other matter which is put before the meeting.

Shareholders may change proxy instructions by submitting a new proxy appointment. Note that the cut-off time for receipt of proxy appointments also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.