

The Board of Directors of NMDC Group PJSC (the Company) invites the Shareholders to attend the annual general assembly meeting in person at the Company's head office in Mussafah street 16 Abu Dhabi or by attending virtually through an electronic link for the meeting that will be sent to the shareholders via SMS or email following registration of their attendance to enable shareholders to attend the meeting virtually and discuss the agenda and vote on the proposed resolutions in real time, on Thursday, 5 March 2026 at 3 p.m. (UAE time) to consider the following agenda:

Firstly: Authorise the chairman of the general assembly to appoint a secretary to the meeting and a vote collector.

Secondly: Ordinary resolutions agenda items

1. Review and approve the Board of Directors' report on the Company's activities and its financial position for the financial year ended 31 December 2025.
2. Consider and approve the external auditors' report for the financial year ended 31 December 2025.
3. Consider and approve the Company's balance sheet and profit and loss account for the financial year ended 31 December 2025.
4. Consider and approve the recommendation of the Board of Directors concerning a cash dividend distribution of AED 844,379,653 (amounting to AED 1.0 per share) for the financial year ended 31 December 2025.
5. Consider and approve the Board of Directors remuneration for the financial year ended 31 December 2025.
6. Discharge the members of the Board of Directors from liability for the financial year ended 31 December 2025 or dismiss them and file claim against them.
7. Discharge the auditors from the liability for the financial year ended 31 December 2025 or dismiss them and file claim against them.
8. Appoint the external auditors of the Company for the financial year 2026 and determine their fees.

Notes:

1. At the direction of the Capital Market Authority (CMA), the Company's shareholders who will attend the general assembly virtually should register their attendance electronically to be able to vote on the items of the general assembly. Registration is open from 3 p.m. on 4 March 2026 and closes at 3 p.m. on 5 March 2026. For electronic registration, please visit the following website: www.smartagm.ae. Holders of proxies must send a copy of their proxies to the email address is@bankfab.com with their names and mobile numbers to receive text messages for registration.
2. Any Shareholder entitled to attend the general assembly meeting may delegate any person other than a member of the Board of Directors, employees of the Company, a broker or employees of such broker under a special written proxy. In such capacity, no proxy may represent a number of shareholders who hold more than 5% of the shares in the capital of the Company. Persons of incomplete capacity or incapable shall be represented by their legal representatives, (provided that the requirements set forth in items 1 and 2 of Article (40) of Chairman of Authority's Board of Directors' Decision no. (3/R.M) of 2020 concerning the Approval of Joint Stock Companies Governance Guide, as amended, are taken into account). Shareholders may review the disclosure posted on the Company's page at ADX in respect of the requirements to be adopted to approve a proxy.
3. A corporate person may delegate a representative or those in charge of its management pursuant to a resolution of its board of directors or its equivalent to represent such corporate person in the general assembly of the Company. The delegated person shall have the powers as determined in the delegating resolution.
4. The Shareholder who is registered in the Company's register on 4 March 2026 has the right to vote in the meeting.
5. The Meeting of the General Assembly shall not be valid unless attended by Shareholders who hold or represent by proxy at least (50%) of the Company's Share Capital. In case quorum was not reached in first Meeting, the second Meeting shall be convened on 12 March 2026 at the same time and the proxies issued for the First Meeting shall be valid. The second meeting shall be valid if attended by at least one shareholder.
6. Shareholders registered in the shareholders register on 16 March 2026 shall be entitled to receive the dividends if the quorum is achieved on 5 March 2026, and shareholders registered in the shareholders register on 23 March 2026 shall be deemed to be entitled to receive the dividends if the general assembly is held on 12 March 2026.
7. Shareholders are required to update their contact details at the Abu Dhabi Securities Exchange to ensure that dividends are delivered properly. Dividends will be distributed through the Abu Dhabi Securities Exchange.
8. The Company's consolidated financial statements for the year ended 31 December 2025, the Company's integrated report and the Company's corporate governance report will be available via the Company's page on the Abu Dhabi Securities Exchange and the Company's website (www.nmdc.com).
9. The virtual meeting will be recorded. Shareholders are entitled to discuss the items listed on the agenda and ask questions to the Board of the Directors and the auditors of the Company.
10. The Shareholders can view and download the Investors Rights Guidelines on the Capital Market Authority (CMA) website through the following link:
<https://www.sca.gov.ae/ar/services/minority-investor-protection.aspx>

Board of Directors مجلس الإدارة

Proxy

The Chairman of NMDC Group PJSC
After greetings:

I/We:

Shareholder(s) of NMDC Group PJSC, do hereby appoint and authorize by virtue of this proxy:

Mr. /s

Attorney on my behalf and authorize him to vote of my/our behalf at the annual general meeting scheduled to be held on Thursday 05 March 2026.

Shareholder (s) No:

Shareholder's Mobile Number:

Agent's Mobile number:

Date: / / 2026

Signature:

The entity which approved the Proxy:

The entity's contact details:

وكيل خاص

رئيس مجلس إدارة شركة ان ام دي سي جروب ش.م.ع المحترم
تحية طيبة وبعد،...

أنا / نحن :

المساهم / المساهمين في شركة ان ام دي سي جروب ش.م.ع ، أعني / نعني بموجب هذا التوكيل:

السيد /ة

وكيله على عني / عنا وأفوضه / ونفوضه بأن يصوت باسمي / باسمنا ونيابة عننا / عن عنا في اجتماع

المساهم

الجمعية العمومية المقرر انعقاده يوم الخميس الموافق ٢٠٢٦/٣/٥ وأي تأجيل له.

رقم الهاتف المتحرك للمساهم:

رقم الهاتف المتحرك للوكيل:

الجهة التي اعتمدت التوكيل:

أرقام تواصل جهة الاعتماد:

التوقيع:

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Clarifying Disclosure Regarding the Approval of Agencies

According to Clauses (1) & (2) of Article (40) of the Corporate Governance Manual issued by the Capital Market Authority, we would like to inform the shareholders with the following:

1. Any Shareholder who has the right to attend the General Assembly may delegate any person other than a member of the Board of Directors, employees of the Company or the brokerage company or its employees under a special written proxy stating expressly that the agent has the right to attend the General Assembly and vote on its decision. In such capacity, no proxy may represent more than 5% of the shares in the capital of the Company. Shareholders who lack capacity or competency shall be represented by their legal representatives.
2. The Shareholder's signature on the proxy referred to in Item No. (1) above shall be attested by any of the following entities:
 - Notary Public.
 - Commercial Chamber or Economic Department in the State.
 - Bank or Company licensed in the State, provided that the principal shall have an account with any of them.
 - Any other entity licensed to perform attestation works.

3. The Proxy form shall include the name & contact number(s) of the shareholder and the entity which approved the proxy. The below Proxy is a guiding form and the principal has the discretion to issue the proxy in accordance with the limits and powers he/she deems appropriate, all of this is with the obligation that the signature of the shareholder mentioned in the proxy be the signature approved by one of the above-mentioned authorities.

For any enquiry or clarification please contact us at:

E-mail address: is@bankfab.com