أبـو ظبـي الـوطنية لـلفنادق
Abu Dhabi National Hotels

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 12th 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 11th March 2026.
5. Entitlement to receive dividends shall be limited to shareholders registered in the Company's share register as at 23rd March 2026.
6. Shareholders may review the Company's financial statements and its governance and sustainability (integrated) report on the ADX website at www.ADX.ae and the Company's website at www.adnh.com.
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 19th 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