RAPCO INVESTMENT PJSC

Governance Report 2025

1. Governance Framework in the Company:

A. Introduction

RAPCO Investment PJSC (the **"Company"** or **"RAPCO"**) is a Public Joint Stock Company listed on the Abu Dhabi Securities Exchange (**"ADX"**) with a diversified portfolio that spans Equities, Bonds and Real Estate. In line with the Company's commitment to transparency, accountability, and effective governance, RAPCO adheres to the guidelines set out in the Authority's Board Chairman Decision No. (03/R.M.) for 2020, which mandates the adoption of a Corporate Governance Manual for Public Joint Stock Companies. Our governance practices are designed to enhance shareholder value and safeguard the interests of all stakeholders, while ensuring strict compliance with applicable laws and regulations.

B. Governance Framework

We are dedicated to applying the best governance practices tailored to our size and scale, regularly reviewing our policies to ensure they align with both our internal values and the evolving regulatory landscape. RAPCO has also developed a corporate governance system that covers the Company's management, shareholders, employees and other stakeholders. To reinforce our commitment to good governance, RAPCO's governance system incorporates the principles of objectivity, integrity, and transparency. The board of directors of RAPCO (**"Board of Directors"** or **"Board"**) and its subcommittees play an important role in upholding these principles, ensuring the Company remains responsive to the needs of shareholders and the broader investment community.

C. Role of the Board of Directors

The Board of Directors is responsible for the strategic direction, governance, and performance of the Company. It ensures that RAPCO complies with applicable laws and regulations while protecting the interests of its stakeholders. The Board works closely with key committees, including the Audit Committee and Strategy and Investment Committee, to oversee critical aspects of corporate governance, financial reporting, investments, and risk management.

D. Subcommittees and Internal Controls

RAPCO's governance structure includes specialized subcommittees, which provide in-depth oversight of specific areas of the business:

i) **Audit Committee**: This committee ensures the integrity of RAPCO's financial reporting and internal controls. It works closely with external auditors to ensure that financial statements comply with applicable accounting standards and that any potential risks are identified and managed effectively.

ii) **Nomination and Remuneration Committee ("NRC"):**
The Nomination and Remuneration Committee supports the Board in matters relating to Board nominations, succession planning, and remuneration policies. The Committee reviews the structure and composition of the Board and senior management, identifies suitable candidates for Board membership, and recommends remuneration frameworks and incentive policies for Board members and senior executives to ensure alignment with the Company's strategy and long-term performance objectives.

iii) **Strategy And Investment Committee ("SICO")**: This committee is responsible for overseeing investments and divestments across various asset classes, in line with the framework and policies approved by the Board. SICO establishes guidelines and

criteria for new investments, the management of existing investments, and divestments, while ensuring that performance benchmarks are monitored, and periodic reporting is conducted.

iv) **Internal Controls and Risk Management:** The Board, through its subcommittees, oversees the internal control systems and risk management processes, ensuring that RAPCO complies with relevant laws, regulations, and internal policies. This includes identifying potential risks, implementing mitigation strategies, and monitoring the effectiveness of internal controls to safeguard the Company's assets and operations.

E. Transparency and Shareholder Communication

RAPCO is committed to maintaining transparency with its shareholders and stakeholders. We provide regular disclosures of relevant information, including quarterly and annual financial reports, governance updates, and material developments to ADX. Additionally, these updates are made available on the Company's website at https://rapcoinvestment.ae/shareholder-services.html. These disclosures are designed to give shareholders a clear and accurate understanding of the Company's performance, risks, and governance practices.

2. Ownership and Transactions of Board Members and their Spouses and Children in the Company's Securities during 2025

The transactions conducted by the Board members, senior management, employees, and their immediate family members in the securities of the Company are governed by a set of established procedures and regulations, which include:

i) Strict adherence to the laws and regulations set forth by regulatory bodies such as the Securities and Commodities Authority (**"SCA"**) and the relevant market authorities.

ii) A commitment to not disclose material information that could influence stock prices, except by the authorized officials of the Company.

iii) Ensuring professional conduct by refraining from speculative trading that could adversely affect the stock price and overall market activity.

iv) Avoiding participation in any actions or behaviors intended to manipulate stock prices or artificially inflate trading volumes.

v) Refraining from actions that may mislead or deceive market participants.

vi) Abstaining from trading, or advising others to trade, based on insider information that may impact stock prices.

The following table presents the statement of ownership of the Company's securities by the Board members and their immediate family members as of December 31, 2025:

S. No.	Name	Position / Degree of Kinship	Shares held as of December 31, 2025	Total Sale transactions during 2025	Total Purchase transactions during 2025
1	Sheikh / Mohammed bin Humaid bin Abdullah bin Mohammed Al Qasimi	Chairman	-	-	-
2	HE/Mubarak Ali Mubarak Al Shamsi	**Vice Chairman (until February 2026)**	-	-	-
3	HE/ Aaesha Saif Ahmed Alkhanbouli Alshehhi	Board Member	-	-	-
4	HE/ Abdulla Khalfan Mohammed Alshuraiqi	Board Member	943,241	-	-
5	HE Eng./ Mohammed Hassan Alshamsi	Board Member	124,180	-	36,124
6	HE/ Ammar Abdulla Khalfan Alshuraiqi	Son of Board Member Abdullah Khalfan	16,394	-	-

3. Board Formation:

A- Statement of the formation of the current Board of Directors:

Name	Position & Category	Qualification	Board Membership Term	Their membership and positions at any other Joint-Stock Companies	Past Experience and their positions in any other Significant Regulatory, Government or Commercial Positions
Shaikh Mohammed bin Humaid bin Abdullah bin Mohammed Al Qasimi	Chairman - Independent & Non-Executive Category	Bachelor's degree in Financial Sciences- American University in Sharjah	Since 2018	Vice Chairman of the Arab Company for Animal Production	(i) Managing Director of Ras Al Khaimah Free Zone and Chairman of the Audit Committee (ii) Chairman of RAK International Corporate Center

Name	Position & Category	Qualification	Board Membership Term	Their membership and positions at any other Joint-Stock Companies	Past Experience and their positions in any other Significant Regulatory, Government or Commercial Positions
					(iii) Chairman of Falcon Technologies International LLC (iv) Former Chairman of Ras Al Khaimah Packaging Company LLC (v) Board of Directors of RAK AMI Hotels LLC
HE/ Mubarak Ali Mubarak Al Shamsi	Vice Chairman – Non-Executive Category (until February 2026)	Master of Business Administration - Diploma in Agriculture	Since 1997	-	(i) Former Acting President of the Northern Agricultural Region (ii) Former Chairman of the Ras Al Khaimah Municipal Council (iii) Former Director of Ras Al Khaimah Municipality (iv) Former President of Ras Al Khaimah Municipality and a former member of the National Council
HE/ Abdullah Khalfan Mohammed Alshuraiqi Almehrezi	Board Member – Non-executive Category	(i) Higher Diploma in Agriculture (ii) Training courses with United Nations for a period of 24 months in Egypt, Jordan and Morocco	Since 1982	Former member of the Board of Directors of the Gulf Livestock Company PJSC	(i) Former Director of the Northern Agricultural Region for 20 years (ii) Former National Council Member (iii) Board Member of Majan Printing and Packaging Company LLC (iv) Founder and former Board Member of Ras Al Khaimah Packaging Company LLC (v) Founder and President of the Ras Al Khaimah Agricultural Society, "the

Name	Position & Category	Qualification	Board Membership Term	Their membership and positions at any other Joint-Stock Companies	Past Experience and their positions in any other Significant Regulatory, Government or Commercial Positions
					first agricultural institution in the UAE"
HE/ Aaesha Saif Ahmed Alkhanbouli Alshehhi	Board Member – Independent & Non-executive Category	(i) Master's degree in engineering project management from American University of RAK (ii) A Bachelor in Geographic information system from UAEU (iii) Diploma in government performance management from Melbourne University	Since 2024	-	(i) An Executive Member of Quality-of-Life City Council in UAE (ii) Alumni of the Prime Minister Office Program for Future Leaders (iii) Director in GIS center in RAK Municipality
HE Eng./ Mohammed Hassan Mohammed Al-Shamsi Al-Awadhi	Board Member – Independent - Non-executive Category	(i) Bachelor of Agriculture (Majoring in Animal Production and Food Industries) - University of Riyadh	Since 2018	(i) Former Member of the Board of Directors of Al Khaleej Investment PJSC (ii) Vice Chairman of the Board of Directors of the Poultry Breeders Association	(i) Former Director of the Western Agricultural Zone (ii) Former Director of Livestock Development (iii) Former Director of the Agriculture and Gardens Department of the Ras Al Khaimah Department of Works

B- Chief Executive Officer:

The Board appointed Mr. Raman Garg as the Chief Executive Officer effective from May 07, 2025. With over three decades of extensive experience in strategic finance and business transformation, Mr. Garg brings a wealth of expertise to the role. He currently serves as the Chief Financial Officer of Al Hamra Group and is a Board Member of the publicly listed Gulf Pharmaceutical Industries Limited. Additionally, he has previously served as a Board Member of Al Khaleej Investment PJSC.

Mr. Garg is a Chartered Accountant from the Institute of Chartered Accountants of India, a Company Secretary from the Institute of Company Secretaries of India, and a Cost Accountant from the Institute of Cost and Works Accountants of India. He also holds a bachelor's degree in commerce from St. Xavier's College in Kolkata, India.

C- Statement of the percentage of female representation in the Board for the year 2025:

The percentage of female representation on the Board of Directors for 2025 is 20%. Ms. Aaesha Saif Ahmed Alkhanbouli Alshehhi was appointed as a director during the Annual General Assembly (**"General Assembly"**) meeting held on April 17, 2024.

D- Statement of the reasons for the absence of any female candidate in the Board membership:

The Company has fulfilled the requirement for female representation on the Board of Directors by appointing Ms. Aaesha Saif Ahmed Alkhanbouli Alshehhi, as approved by the General Assembly on April 17, 2024.

E- Remuneration to the members of the Board of Directors, Rewards, Fee and Allowances for attending Board of Directors or Committee Meetings:

(i) The total remuneration for the members of the Board of Directors for the year 2024 amounted to AED 900,000 (Nine hundred thousand Dirhams). In addition, committee meeting allowances amounted to **AED 235,000**, resulting in a **total gross remuneration of AED 1,135,000** for Board members including committee sitting fees.

(ii) The Board of Directors remunerations for the financial year 2025, has been proposed at **AED 900,000**, which will be submitted for approval to the General Assembly. Committee meeting allowances for the year amounted to **AED 241,000**, resulting in a **total proposed remuneration including committee allowances of AED 1,141,000**.

(iii) A statement detailing the allowances for attending the meetings of the Committees emanating from the Board, payable to the members of the Board of Directors for the financial year 2025, is provided in the following table:

S. No.	Name	Allowances for attending meetings of the Committees emanating from the Board		
		Committee Name	Allowance Value AED	Meeting Nos.
1	Sheikh / Mohammed bin Humaid bin Abdullah bin Mohammed Al Qasimi	Nomination and Remuneration Committee	-	-
		Audit Committee	-	-
		Strategy and Investment Committee	60,000	1

S. No.	Name	Allowances for attending meetings of the Committees emanating from the Board		
		Committee Name	Allowance Value AED	Meeting Nos.
2	HE/ Mubarak Ali Mubarak Al Shamsi	Nomination and Remuneration Committee	10,000	2
		Audit Committee	-	-
		Strategy and Investment Committee	40,000	1
3	HE/ Abdullah Khalfan Mohammed Alshuraiqi Almehrezi	Nomination and Remuneration Committee	6,000	2
		Audit Committee	12,000	4
		Strategy and Investment Committee	40,000	1
4	HE/ Aaesha Saif Ahmed Alkhanbouli Alshehhi	Nomination and Remuneration Committee	6000	2
		Audit Committee	12,000	4
		Strategy and Investment Committee	-	-
5	HE Eng/ Mohammed Hassan Mohammed Al-Shamsi Al-Awadhi	Nomination and Remuneration Committee	-	-
		Audit Committee	15,000	3
		Strategy and Investment Committee	-	-

There are no additional allowances or fees received by or payable to members of the Board of Directors other than the allowances for attending the meetings of the above-mentioned committees.

F- Board of Directors meetings held during the year 2025:

In accordance with the provisions of SCA Board Chairman's Decision, the Company's Board of Directors held 4 meetings during the financial year ended on December 31, 2025, as shown in the following table:

Meeting Number	Date of meeting	Number of attendees	Number of attendees by proxy	Names of absent members
1	13 March 2025	5	None	None
2	7 May 2025	5	None	None
3	24 July 2025	4	None	HE / Mohammed Al-Shamsi Al-Awadhi
4	11 November 2025	4	None	HE/ Mubarak Ali Alshamsi

G- Board Decisions passed by circulations during the financial year 2025

No decisions were passed by circulation during the financial year 2025.

H- A Statement of the tasks and functions of the Board of Directors that a member of the Board or Executive Management carried out during the year 2025 based on authorization from the Board, with specifying the period and validity of the delegation according to the following table:

S. No.	Name of the Authorized Person	Power	The Period of Delegation
1	Sheikh / Mohammed bin Humaid bin Abdullah bin Mohammed Al Qasimi	(i) He shall be an authorized and empowered agent of the Board and shall have all the powers as stated in the Company's Articles of Association. This authorization shall be valid with all entities in which the Company have bank accounts, deposits, or securities. (ii) Representation of the Company as Member of the Board of Directors of RAK AMI Hotels LLC.	This authorization shall be valid until the end of the term of the current Board and shall be considered valid unless it is revoked by the Board.
2	Raman Garg	i) Power of attorney dated 23rd June, 2025, and ii) Board resolution dated 06th June 2022 authorizing for banking operations	This authorization shall be valid until his position as the CEO and shall be considered valid unless it is revoked by the Company.

I- Dealings with Related Parties during 2025

During 2025, the Company engaged in the following transactions with its associate companies, as mentioned in the table below:

Related Party	The Nature of the Relationship	Type of Transaction	Transaction Value (in AED)
Al Hamra Group LLC (AHG)	Major Shareholder	Cross charge by AHG towards utility, travel and other support	0.004 million
Al Hamra Real Estate Development LLC (AHRED)	Associate	(i) Sale of Khadrah land classifies as agricultural land to AHRED located in Ras al Khaimah, UAE	15.95 million
		(ii) Cross charge by AHRED towards Back office, audit support & reimbursements	0.420 million

		(iii) Cross charge to AHRED towards staff allocation cost, expense reimbursements and rental recoveries	0.149 million
Al Marjan Island LLC (Marjan)	Associate	Sale of Mukawwara land classified as agricultural land to Marjan located in Ras al Khaimah, UAE	4.5 million
Falcon Investments Co. FZ LLC (Falcon)	Major Shareholder	Staff Cost Allocation, and SICO Member Sitting Fees payment to Falcon	0.015 million

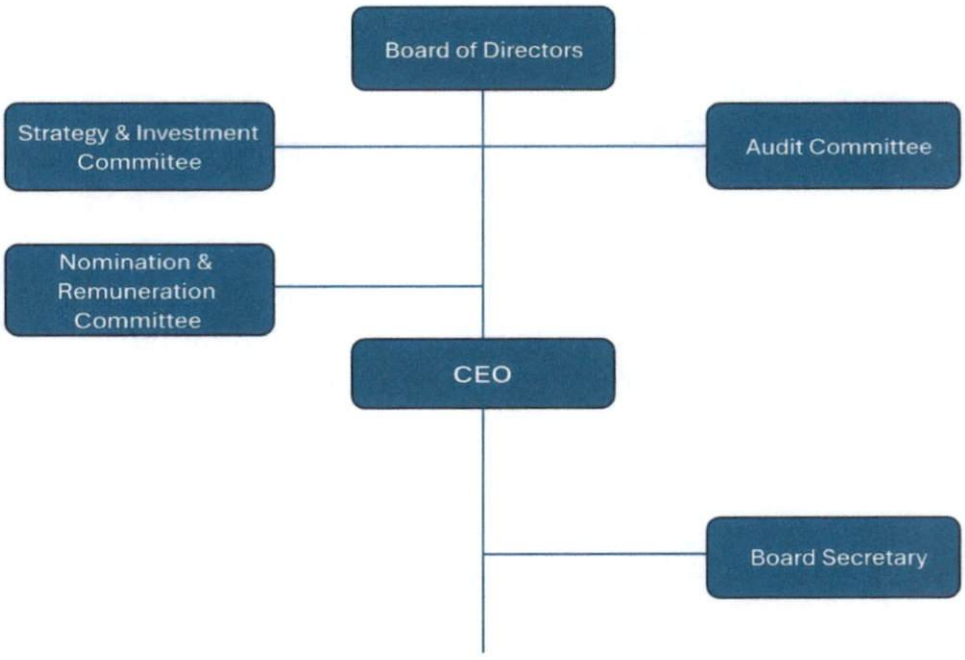
All related party transactions during the year were conducted on an arm's length basis and in the ordinary course of business. These transactions were reviewed and approved by the Board of Directors in accordance with the Company's Related Party Transactions Policy and the applicable regulations of the Securities and Commodities Authority.

Related-party transactions amounting to 5% or more of the Company's share capital during 2025:

Based on the Company's issued share capital of AED 95,040,000, the 5% threshold is AED 4,752,000. During 2025, the following related-party transaction exceeded this threshold: Sale of Khadrah land to Al Hamra Real Estate Development LLC (AHRED) for AED 15,950,000. The sale of Mukawwara land to Al Marjan Island LLC for AED 4,500,000 and all other related-party transactions during the year were below the 5% threshold. All related-party transactions were conducted on an arm's length basis and in the ordinary course of business and were reviewed and approved by the Board in accordance with the Company's Related Party Transactions Policy and applicable SCA regulations.

J- The Company's Organizational Structure is below:-

Organization Chart



K- Senior Management & Executives in the first and second grade for full or part of the Year

S. No.	Position	Appointment	Total salaries and allowances paid for 2025 (AED)	Total bonuses paid for 2025 (AED)	Any other cash / in-kind bonuses for 2025 or due in the future
2	Board Secretary	2025	105,000	None	None

L- Board of Directors

According to the decision of the Chairman of the Board of Directors of SCA No. (03/RM) of 2020 regarding the approval of the Governance Guide for Public Joint Stock Companies, it stipulates that the Board of Directors shall conduct an evaluation annually, for its performance and the performance of its members and committees, to identify ways to enhance its effectiveness, and to ensure that it is subject to evaluation at least once a year, through the Nomination and Remuneration Committee or by the Chairman of the Board of Directors. It is also permissible, if necessary, to seek assistance from independent consultants to assist the Board of Directors in conducting the evaluation. The Board of Directors is also committed to

inviting an independent professional body every third year to conduct an evaluation of the Board of Directors, its members and its committees.

The Nomination and Remuneration Committee annually evaluates the performance of the Board of Directors and its committee members, providing recommendations to the Board in line with the Company's Remuneration Policy. This evaluation assesses the skills, experience, and operational effectiveness of the Board as a whole, identifying both strengths and areas for improvement. For individual Board members, performance is evaluated based on their adherence to suitability criteria and their commitment to fulfilling their duties and responsibilities.

As the election of the Board of Directors was completed during the General Assembly meeting held on April 17, 2024, and following the appointment of the directors, the Board will arrange for an independent evaluation after three years from the date of their appointment.

4. The Company's External Auditor:

A – An overview of the Company's External Auditor to the shareholders

Rödl Middle East is a leading multi-disciplinary audit, legal, and consulting firm dedicated to helping clients grow their business internationally and increase the value of their organizations. Founded in 1977 in Germany, Rödl & Partner has expanded to 84 offices across 37 countries and established a strong presence in Europe, the Middle East, Asia, the Americas, and Africa. In partnership with Hikmat Mukhaimer & Co. Rödl Middle East provides customized advice tailored to the region's business culture and growth potential. Headquartered in Kuwait with a regional office in Dubai, the firm delivers integrated professional services across the GCC and MENA region.

B-Fees and costs for the Audit and other Services provided by the External Auditor:

Name of the Audit Office	Rodl Middle East
Name of the Audit Partner	Mr. Mohammed S.Al Sela
Number of years spent as the Company's External Auditor	One year
Number of years the Partner Auditor has spent Auditing the Company's accounts	One year
Total Audit Fees for 2025	90,000 Dirhams
Total fees and costs of other private services other than the Audit Fees for 2025	None
Details and nature of other services provided by an External Auditor other than the Company's external audit during 2025	None

The General Assembly of the Company, held on April 17, 2025, approved the appointment of Rödl Middle East as the External Auditor of the Company for the financial year ending 31 December 2025 at a fee of AED 90,000 plus VAT and out-of-pocket expenses

C-Statement clarifying the qualified opinion that the Company's auditor has included in the Interim and Annual Financial Statements for the year 2025, if any.

There is no qualified opinion in the interim and annual financial statements for the year 2025.

5. The Audit Committee:

A- Declaration by Chairman of the Audit Committee on his Responsibility for the Committee's Rules of Procedure

Pursuant to the provisions of Article 61 of the SCA Board Chairman's Decision No. (03/RM) of 2020, HE Mohammed Hassan Mohammed Alshamsi Alawadhi, Chairman of the Audit Committee, acknowledges his responsibility for overseeing the committee's rules of procedure within the Company. He has also reviewed its operational mechanism and effectiveness for the year 2025.

B- Names of the Audit Committee members: -

(i) HE/ Mohammed Hassan Alshamsi	Chairman
(ii) HE Abdulla Khalfan Alshuraiqi	Member
(iii) HE/ Aaesha Saif Ahmed Alkhanbouli Alshehhi	Member

Ms. Aaesha Saif Ahmed Alkhanbouli Alshehhi was appointed as a member of the Audit Committee following her appointment as a director during the General Assembly meeting held on April 17, 2024.

C- The functions and tasks of the Audit Committee:

(i) Reviewing the Company's financial and accounting policies and procedures.
(ii) Monitor the integrity of the financial statements of the Company, its quarterly and annual reports, and changes in accounting policies, compliance with accounting standards, listing and disclosure rules.
(iii) To submit a recommendation to the Board of Directors regarding the selection, resignation or removal of the auditor.
(iv) Establishing policies for contracting with the auditor.
(v) Meeting with the auditor without the presence of any of the senior executive management or his representative, at least once a year.
(vi) The nature and scope of the audit process and its effectiveness in accordance with the approved auditing standards.
(vii) Reviewing and evaluating the Company's internal control and risk management systems and ensuring its effectiveness.
(viii) Discussing the internal control systems with the Board of Directors, its effectiveness and performance, and considering the results of the main investigations in the matters of internal control assigned to it by the Board of Directors or carried out at the initiative of the committee and the approval of the Board of Directors.
(ix) Review the auditor's evaluation of the internal control procedures and ensure that there is coordination between the internal auditor and the external auditor.
(x) Study the internal control reports and follow up on the implementation of the corrective actions of the observations contained therein.
(xi) Establishing controls that enable company employees to report any violations in secret.
(xii) Monitor the company's compliance with the rules of professional conduct.
(xiii) Review the related parties' dealings with the Company, ensure that there are no conflicts of interest, and recommend to the Board of Directors before concluding those transactions.
(xiv) Consider any other topics determined by the Board of Directors.

D- Audit Committee meetings for the year 2025:

Meeting Number	Date of meeting	Number of attendees	Absence	Compliance with Quorum
1	13-March-2025	3	None	Quorum was satisfied
2	07-May-2025	3	None	Quorum was satisfied
3	24-July-2025	2	HE / Mohammed Al-Shamsi Al-Awadhi	Quorum was satisfied
4	11-Nov-2025	3	None	Quorum was satisfied

E- Audit Committee's Annual Report:

The key matters considered by the Audit Committee during the year 2025 are mentioned below:

i) Review of the internal audit report, including its findings and recommended remedial actions, and ensuring the effectiveness of the internal control system.

ii) Ensuring that the financial statements comply with applicable accounting standards and that any potential risks are identified and effectively managed.

iii) Recommending the investment and divestment policy framework to the Board, along with an evaluation of risk management strategies.

iv) Recommending the policy framework for internal audits and assessing its effectiveness.

v) Assessing the independence and effectiveness of the external audit process and the approach followed in appointing or re-appointing the External Auditor, and information on the length of the current audit firm's term.

vi) Review of the transactions executed with the related parties and ensuring that such transactions are entered on arm's length and in the ordinary course of business.

6. Nomination and Remuneration Committee:

A- Declaration by Chairman of the Nomination and Remuneration Committee on his Responsibility for the Committee's Rules of Procedure:

Pursuant to the provisions of Article 59 of the SCA Board Chairman's Decision No. (03/RM) of 2020, HE Mubarak Ali Mubarak Alshamsi, Chairman of the Nomination and Remuneration Committee, acknowledges his responsibility for overseeing the committee's rules of procedure within the Company. He has also reviewed its operational mechanism and effectiveness for the year 2025.

B- Names of Members of Nomination and Remuneration Committee:

(i) HE Mubarak Ali Mubarak Alshamsi	Chairman
(ii) HE Abdulla Khalfan Alshuraiqi	Member
(iii) HE Aaesha Saif Ahmed Alkhanbouli Alshehhi	Member

Ms. Aaesha Saif Ahmed Alkhanbouli Alshehhi was appointed as a member of the Nomination and Remuneration Committee following her appointment as a director during the General Assembly meeting held on April 17, 2024.

C- The functions and tasks of the Nomination and Remuneration committee are as follows:

(i) Setting a special policy for candidacy for membership in the Board of Directors and the Executive Management that aims to take into account gender diversification and encouraging women through incentive and training benefits and programs.
(ii) Organize and follow-up procedures for running for membership in the Board of Directors in accordance with the laws in force and the provisions of this decision. Ensuring the independence of the independent members on an ongoing basis.
(iii) Preparing the policy for granting rewards, benefits, incentives and salaries to the members of the Company's Board of Directors and employees, and reviewing them annually, and the committee must verify that the rewards and benefits granted to the senior executive management are reasonable and commensurate with the Company's performance.
(iv) Reviewing the annual requirements for the appropriate skills for membership of the Board of Directors and preparing a description of the capabilities and qualifications required for membership of the Board of Directors.
(v) Determining the Company's needs for competencies at the level of senior executive management and employees and the basis for their selection.
(vi) Prepare the policy on human resources and training in the company, monitor its application, and review it annually.
(vii) Any other topics specified by the Board of Directors.

D- Nomination and Remuneration Committee meetings for the year 2025:

Meeting Number	Date of meeting	Number of attendees	Absence	Compliance with Quorum
1	13-March-2025	3	None	Quorum was satisfied
2	24- July- 2025	3	None	Quorum was satisfied

7. The Supervision and Follow-up Committee of insiders' transactions:-

A- Declaration by Chairman of the Supervision and Follow-up Committee on his Responsibility for the Committee's Rules of Procedure:

Mr. Raman Garg, Chairman of the Supervision and Follow-up Committee of insiders' transactions, acknowledges his responsibility for the committee's role in the Company, review its work mechanism and ensure its effectiveness.

B- Names of the committee members:

1. Mr. Raman Garg — Chairman in capacity as the CEO
2. Mr. Abdulrahman Alshehhi — Member in capacity as the Board Secretary
3. Mr. Ahmed Adel Ahmed — Member -Accounts Manager

C- The functions and tasks of the committee:

- Supervising insiders' dealings.
- Maintaining their record and submitting periodic statements and reports to the market.

D- A summary of the committee's work during 2025:

During the year 2025, the committee updated the record for insiders wherever required, circulated the rules for insiders' transactions, and placed them in the joint file for all Company employees. Also, insiders' suspension periods for trading in the Company's shares were announced, in addition to insiders confirming their possession of private data and internal information and their pledge to bear legal liability, if disclosed.

8. Other committees of the Board of Directors:

8.1 Strategy and Investment Committee ("SICO"):

The Company has renamed the Technical Committee to the Strategy and Investment Committee and in the Board of Directors meeting held on July 16, 2024

A- Declaration by Chairman of SICO on his Responsibility for the Committee's Rules of Procedure:

Shaikh Mohammed Bin Humaid Bin Abdulla Bin Mohammed Alqasimi, Chairman of the Strategy and Investment Committee, acknowledge his responsibility for the committee's system in the Company, review its work mechanism and ensure its effectiveness.

B- Names of the committee members:

v) SH. Mohammed Bin Humaid Alqasimi	Chairman
vi) HE/ Mubarak Ali Alshamsi	Member
vii) HE/ Abdulla Khalfan Alshuraiqi	Member
viii) Mr. Raman Garg	Member

C- The functions and tasks of the committee:

The Strategy and Investment Committee is responsible for overseeing and managing the Company's investment and divestments activities. Its key responsibilities include:

(i) Managing and supervising the Company's investment portfolio as per the Investment Policy Statement (**"IPS"**).
(ii) Managing business assets to ensure optimal utilization and growth.
(iii) Overseeing the monetization of real estate and other investment-related decisions.

D- Strategy and Investment Committee meetings for the year 2025:

Meeting No.	Date of meeting	No. of attendees	Compliance with Quorum
1	13-March-2025	4	Quorum was satisfied
2	07- May- 2025	4	Quorum was satisfied
3	24- July-2025	4	Quorum was satisfied
4	11- November- 2025	3	Quorum was satisfied

9. The Internal Audit, Control and Compliance System:

A- Declaration:

The Audit Committee and the Board of Directors acknowledge their responsibility for the Company's Internal Control System, including the review of its operational mechanisms and ensuring its effectiveness.

B- Internal Auditor and his experiences:

Mr. Ankit Beriwal is a Chartered Accountant with almost 12 years of professional experience, including more than 6 years in the GCC, specializing in internal audit, governance, risk management, and regulatory compliance. He has extensive expertise in risk-based internal auditing, fraud investigations, enterprise risk management, and internal control frameworks, and has led audit engagements across diverse sectors, including retail, healthcare, automotive, logistics, catering, e-commerce, and corporate services. Mr. Beriwal has held senior audit and risk advisory roles with Ghassan Aboud Holding (UAE), W.J. Towell Group (Oman), and Deloitte Touché Tohmatsu India LLP (India), and has successfully contributed to strengthening governance frameworks, enhancing internal controls, identifying material risks, and supporting Board and Audit Committee oversight through a structured and governance-focused internal audit function.

C- Responsibilities of the Internal Audit Department:

The Internal Audit Department is responsible for i) preparing internal audit and control reports and submitting them to the Audit Committee and the Board of Directors, ii) verifying the effectiveness of the Company's internal control procedures and proposing rules and regulations to raise the efficiency of internal control, and iii) verifying the proper implementation of the Company policies in accordance with the applicable regulations.

D- Internal Audit Department Evaluation:

The Internal Audit Department evaluates the Company's risk management methods and procedures, reviews the systems in place regarding internal policies, and ensures the implementation of governance rules. It also continuously monitors the Company's compliance with applicable laws and regulations, submitting its reports to both the Audit Committee and the Board of Directors.

E- Compliance Officer:

During the year 2025, the duties of the Compliance Officer were carried out on an interim basis by the Company's Board Secretary, Mr. Abdulrahman Alshehhi, in line with applicable regulatory requirements and Board oversight.

The Company continues to enhance its Governance, Risk, and Compliance (GRC) framework and is in the process of identifying a suitably qualified Compliance Officer for formal appointment. The Board of Directors is kept informed of progress in this regard and will be updated accordingly upon the appointment of a permanent Compliance Officer. The Company expects to formalize the appointment of a dedicated Compliance Officer in the near future.

F-Major problems faced by the Company during the year 2025:

None.

G- The Number of reports issued by the Internal Audit Department to the Company's Board of Directors:
One report.

10. Violations Committed during the year 2025.

The Company is committed to fulfilling the established requirements concerning corporate governance and the governance standards for Public Joint-Stock Companies, ensuring its adherence to governance controls and corporate discipline standards.

According to report provided by the Internal Audit Department and the external auditor, which are presented to the Board and its subcommittees on a regular basis, no significant violations were identified during the year 2025 regarding any matters related to the financial markets or any applicable laws.

11. The Company's cash and in-kind contributions made during the year 2025 in developing the local community and preserving the environment:

The Company did not make any tangible contributions to the local community during the year 2025. However, the Company did celebrate the fifty-fourth National Day of the United Arab Emirates and extended its gratitude and appreciation to its employees in recognition of their dedication and contributions.

12. General Information:

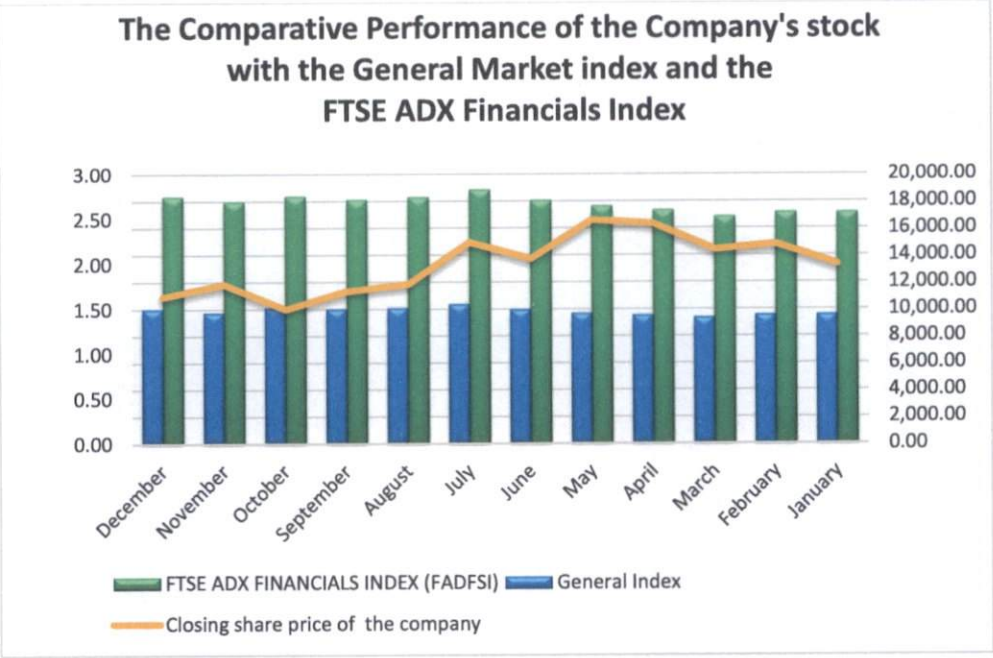
A. Statement of the Company's Share Price in the Market at the end of each month during the financial year 2025
Source: Abu Dhabi Securities Exchange (ADX)

Month	Highest Price (AED)	Lowest Price (AED)	Close Price (AED)
January	1.80	1.53	1.64
February	1.86	1.56	1.78
March	1.70	1.34	1.50
April	1.81	1.56	1.70
May	1.79	1.56	1.78
June	2.40	1.71	2.24
July	2.46	1.96	2.06
August	3.09	2.06	2.49
September	2.72	2.42	2.45
October	2.72	2.09	2.16
November	2.25	2.00	2.22
December	2.21	2.00	2.00



B. Statement of the Company's Comparative Performance with the General Market Index and Sector Index to which the Company belongs during 2025.

Month End	FTSE ADX FINANCIALS INDEX (FADFSI)	General Index	Closing Share Price of Company (AED)
January	17,167.170	9,586.12	1.64
February	17,160.670	9,564.62	1.78
March	16,834.710	9,368.81	1.50
April	17,331.540	9,534.33	1.70
May	17,641.510	9,685.10	1.78
June	18,064.840	9,957.52	2.24
July	18,858.570	10,370.66	2.06
August	18,321.560	10,094.67	2.49
September	18,117.950	10,014.60	2.45
October	18,370.370	10,099.90	2.16
November	17,961.820	9,747.17	2.22
December	18,348.700	9,992.72	2.00



C. Statement of the Shareholders Ownership Distribution as on December 31, 2025

S. No.	Shareholders classification	Percentage of owned shares			
		Individuals	Companies	Government	Total & Percentage
1	UAE Local	6,498,600	71,138,233	5,166,733	82,803,566
2	Gulf	11,883,792	149,055	0	12,032,847
3	Arab	98,601	0	0	98,601
4	Foreign	104,986	0	0	104,986
	Total	18,585,979	71,287,288	5,166,733	95,040,000
	Percentage (%)	19.56%	75.01%	5.44%	100.00%

D. Statement of Shareholders Owning 5% or more of the Company's Capital as on December 31, 2025:

S. No.	Name of the Shareholder	Number of Owned Shares	Percentage of Owned Shares to the Company's Capital
1	Falcon Investment Company FZ LLC	41,769,806	43.95%
2	Al Hamra Group LLC	21,250,412	22.36%
3	Ras Al Khaimah Government	5,166,733	5.44%

E. Statement of how Shareholders are distributed according to the volume of shares as on December 31, 2025:

S. No	Share(s) ownership	Number of Shareholders	Number of Owned Shares	Percentage of Owned Shares of the Capital
1	Less than 50,000	1769	5,866,996	6.17%
2	From 50,000 to less than 500,000	95	10,079,470	10.61%
3	From 500,000 to less than 5,000,000	7	10,906,583	11.48%
4	More than 5,000,000	3	68,186,951	71.75%

F. Measures taken regarding the Controls of Investor relationship.

The Company has appointed an Investor Relationships Officer with competence and long experience. He possesses the requisite financial background and administrative knowledge of the procedures related to investor relations and events that the Company has undergone.

Name of investor relationships officer	Telephone No.	Mobile No.	Email
Ahmed Adel Ahmed Hassan	**07-243 4477**	**+971 56 828 0884**	ahmed.a@rapcoinvestment.ae Compliance@rapcoinvestment.ae

The link of Investor Relationships page on the Company's website:

https://rapcoinvestment.ae/shareholder-services.html

The Company has dedicated a section on its website for investor relations, which includes all necessary information in accordance with the instructions of the SCA and ADX. The section can be accessed at the following link:

https://rapcoinvestment.ae/disclosures.html

G. Special Resolutions presented in the General Assembly held during 2025:

No special resolutions were presented or approved during the General Assembly meeting held in 2025. All resolutions passed during the meeting were ordinary resolutions and were approved by the shareholders in accordance with the applicable laws and regulations.

H. Board Secretary:

(i) The present Secretary of the Board of Directors is Mr. Abdulrahman Alshehhi, who was appointed on 7 May 2025.

(ii) The duties as Secretary of the Board of Directors are summarized as follows:

a) Documenting the meetings of the Board of Directors and its Committees and preparing the minutes and decisions issued by them in accordance with the controls established in the decision of the Chairman of the Board of Directors of the Authority No. (3/ R.M) for the year 2020 regarding the adoption of the Governance Guide for Public Shareholding Companies and its amendments.

b) Reporting the decisions of the Board of Directors and its committees to the executive management of the Company and submitting reports on their implementation.

c) Coordination between members of the Board of Directors and executives.

I. Statement of major events and important disclosures that the Company encountered during 2025.

During the year 2025, the Company made regulatory disclosures in the normal course of business, including related party transactions and a clarification on share price movements confirming no material developments. Other than these, the Company did not encounter any major events or extraordinary developments requiring special disclosure, and all disclosures were made in compliance with applicable ADX and SCA regulations.

Subsequent to the financial year end, Mr. Mubarak Ali Mubarak Al Shamsi resigned from the Board of Directors and from his position as Vice Chairman in February 2026.

Following this resignation, Ms. Aaesha Saif Ahmed Alkhanbouli Alshehhi was appointed as Vice Chairman of the Board. In addition, Mr. Raman Garg was appointed as a Executive member of the Board of Directors, subject to ratification at the upcoming Annual General Meeting (AGM) and approvals from SCA.

J. The General Assembly of the Company was held on April 17, 2025 and the said meeting passed the following resolutions:

1. Ratified the report of the Board of Directors on the Company's performance and its financial position for the financial year ended on 31st Dec 2024.
2. Ratified the auditor's report for the financial year ended on 31st Dec 2024.
3. Approved the Company's balance sheet and profit and loss account for the financial year ended on 31st Dec 2024.
4. Approved the proposal of the Board of Directors not to distribute dividends to the shareholders for the financial year ended on 31st Dec 2024.

5. Approved the payment of remuneration of AED 900,000 to the Members of the Board, in addition to the meetings attendance fee for committees amounting to AED 235,000.
6. Discharged the members of the Board of Directors from liability for the financial year ended on 31st Dec 2024.
7. Discharged the External Auditor from liability for the financial year ended on 31st Dec 2024.
8. Approved the appointment of Rodl Middle East as External Auditors of the Company for the financial year 2025 at a fee of AED 90,000 plus VAT and incidental expenses.
9. Discussed and approved the Related Party transactions to be conducted by the Company during the year 2025.
   9.1 The sale of Khadrah land to Al Hamra Real Estate Development LLC or any of its affiliates for an amount of AED 15,950,000.
   9.2 The sale of Al Mukawwara land to Marjan Island LLC or any of its affiliates for an amount of AED 4,500,000.

K. Emiratization percentage in the Company:

Year	2025	2024	2023	2022
Emiratization percentage	13%	6%	6%	1%

The Emiratization percentage disclosed above reflects the proportion of UAE nationals employed by the Company during the respective years in accordance with the applicable UAE labour and regulatory requirements.

L. Innovative projects and initiatives which the Company carried out or is being developed during the year 2025

There are no innovative projects or initiatives undertaken by the Company or being developed during the year 2025.

Signature of the Board Chairman	Signature of Audit Committee Chairman	Signature of Nomination and Remuneration Committee Chairman	Signature of CEO	Signature of Internal Audit Department – Senior Manager
		Raman Garg		Ankit Beriwal

Date: 17-3-2026

Company Official Seal

RAPCO INVESTMENT P.J.S.C License No.: 302, Ras Al Khaimah - UAE