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Corporate Governance Report



01

Leading.

Lulu Retail is guided by the principles of transparency, accountability, fairness, and responsible stewardship.

02

Serving.

Our success is based on an enduring commitment to serving the needs of all our stakeholders.

03

Growing.

In 2025, we established the Sustainability, Strategy and Investment Committee (SSIC), to embed sustainability and value creation in our decision-making.

Introduction

Lulu Retail Holdings PLC ("Company" or "Lulu Retail" or "We" or "Our"), including its subsidiaries and group companies which are controlled directly or indirectly by the Company ("Lulu Group" or "Group"), is a PAN-GCC Full-line Retailer, known for its wide-ranging network of hypermarkets, express stores and mini markets.

We remain committed to delivering high quality products and exceptional customer experiences, in our position as a leading retailer across the GCC and beyond. Through our expanding network of physical stores and our growing e-commerce platform, the Company continues to reach millions of customers, confirming our role as a trusted and influential player in the region's retail landscape. As our operations grow, so does our commitment to upholding the highest standards of corporate governance, ensuring transparency, accountability, and integrity across all aspects of our business.

This Corporate Governance Report is issued in accordance with the Capital Market Authority (CMA)'s Chairman of Authority's Board of Directors' Decision no. (3/Chairman) of 2020 concerning Approval of Joint Stock Companies Governance Guide (as amended from time to time) (the "Governance Guide").

During 2025, we further strengthened our governance practices through the establishment of the Sustainability, Strategy and Investment Committee in addition to the existing Audit Committee and Nomination and Remuneration Committee, the completion of a comprehensive Board Evaluation, enhancements to our risk management and internal control systems, supported by our continued compliance with applicable governance requirements and internal policies. Together, these developments reflect our ongoing commitment to responsible oversight, effective decision-making, and long-term value creation.

This report outlines the Company's governance structure and mechanisms, including the roles and responsibilities of the Board of Directors and senior management, our internal control and risk management frameworks, and the measures undertaken to create operational integrity, stakeholder confidence, and sustainable growth.



Chairman's Statement

Leading Responsibly, Serving Stakeholders, Growing Sustainably

I am pleased to present the 2025 Annual Corporate Governance Report of the Company. This year, we continued to strengthen our governance foundations. As a Board, we remain firmly committed to upholding the highest standards of governance, recognising that transparency, accountability, and ethical leadership are central to our strategic progress and operational excellence. Throughout the year, the Board has continued to reinforce governance practices that support disciplined decision-making, sustainable value creation, and the effective delivery of the Company's strategic priorities.

In 2025, our organisation continued to strengthen its corporate governance framework, guided by the principles of transparency, accountability, fairness, and responsible stewardship. This year marked an important milestone as we completed our first full year as a listed company, reaffirming our commitment to maintaining the highest standards of governance.

A key development during the year was the establishment of the Sustainability, Strategy and Investment Committee (SSIC), a significant step in embedding sustainability considerations and long-term value creation into our strategic decision-making processes. The SSIC now plays a pivotal role in evaluating strategy and investment opportunities through an environmental, social, and governance lens, ensuring that our growth remains responsible and future-focused. This addition complements the Audit Committee and the Nomination and Remuneration Committee, both of which continue to play a vital role in ensuring robust oversight. We remain prepared to constitute additional Board Committees according to the evolving needs of the business.

We also conducted a comprehensive Board Evaluation to assess the effectiveness of the Board and its committees. The insights gained have strengthened our oversight capabilities and reinforced our culture of continuous improvement. In parallel, we advanced our risk management framework by enhancing compliance and internal controls, bolstering risk assessment processes, and providing regular updates on risk, compliance, and internal controls to the relevant Board Committees.

Subsidiary governance was further improved through structured, periodic reporting from our subsidiaries, ensuring alignment with groupwide governance expectations. Across all regions and geographies where we operate, we continued to promote effective communication, focus on capability-building sessions and training, and conducted continuous improvement initiatives. These efforts have helped embed a consistent governance culture throughout the organisation and illustrate our commitment to ethical conduct and operational excellence.

As we look ahead, we remain dedicated to advancing our governance practices in line with global standards and stakeholder expectations. Our focus will continue to be on building a resilient, transparent, and sustainable organisation that delivers long-term value for all stakeholders.

I extend my sincere appreciation to our shareholders, employees, and stakeholders for their unwavering support and dedication. Together, we will continue to build on our achievements and strive for excellence in everything we pursue.

Thank you for your continued trust and confidence in the Company.

Mr. Yusuff Ali Musaliam Veettil Abdul Kader
Chairman
Lulu Retail Holdings PLC



"At Lulu, we remain committed to building our business by laying strong foundations, creating value for all stakeholders, and leading with integrity, accountability, and transparency to build enduring trust."

Governance Approach

We continue to develop our governance framework and policies to meet best international practice.

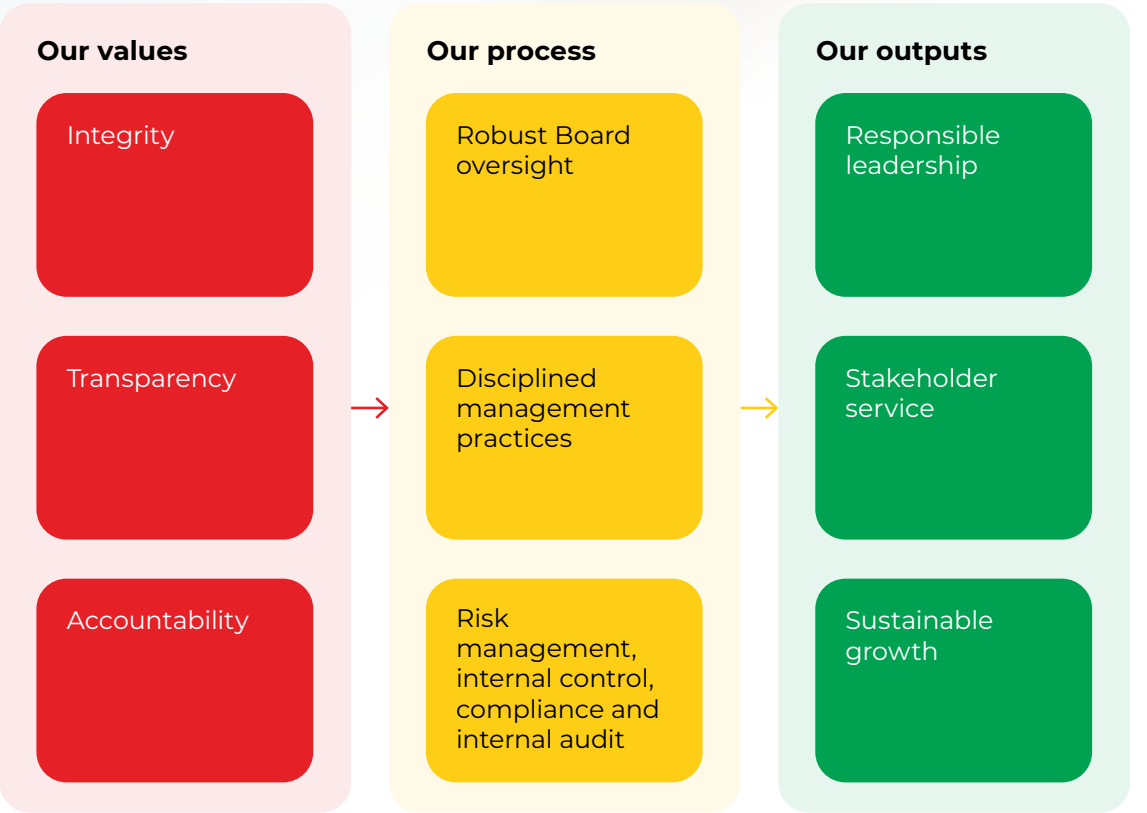
We recognise that a strong governance framework is only as effective as the people who implement it. This year, we continued to enhance our governance culture by reinforcing our commitment by not only complying with laws and regulations but upholding their spirit in every aspect of our operations. Our values remain the foundation which guides our conduct and forms the basis for our governance standards across our organisation.

We understand that effective governance extends far beyond regulatory obligations. It enables us to maintain the confidence of our shareholders, support our customers, empower our employees, and contribute positively to the communities we serve. The Board continues to play a central role in overseeing our governance practices, working closely with senior management to steer the Group's strategic direction and ensure alignment with our longterm objectives and stakeholder expectations.

Our commitment to transparency, accountability, and integrity remains unwavering. Throughout the year, we enhanced our governance practices through strengthened oversight, improved risk management, and continuous evaluation of our processes. By fostering a culture rooted in ethical behaviour and responsible decision making, we aim to build trust and deliver sustainable value for all stakeholders.

As we look ahead, we remain dedicated to maintaining a governance framework that goes beyond compliance, one that champions excellence, innovation, and integrity. We firmly believe that strong governance continues to be the cornerstone of our success and a key driver of our sustainable growth in the years to come.

> Corporate Governance witnessed an overwhelming attention and has become one of the substantial requirements for public companies.



Corporate Governance Development in 2025

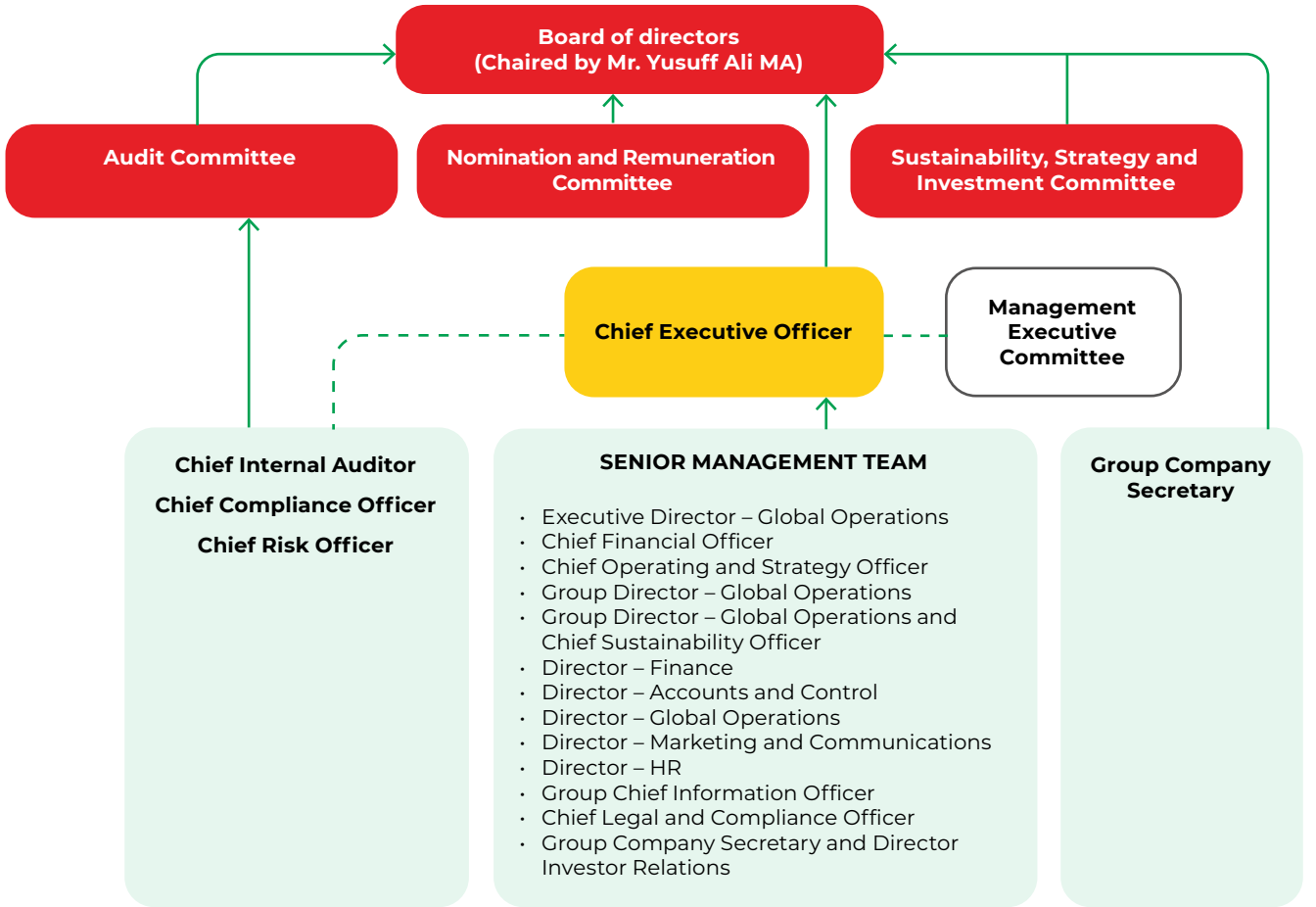
In 2025, our corporate governance framework continued to develop through a series of structured and strategic initiatives designed to enhance transparency, accountability, and long term value creation. One of the key milestones was the establishment of the Sustainability, Strategy and Investment Committee (SSIC), which reinforced the Company's commitment to responsible growth and improved the quality of strategic decision-making. The year also marked the successful completion of the Company's first full year as a listed entity and reaffirmed our focus on governance excellence and regulatory alignment.

A comprehensive Board Evaluation was conducted to assess the effectiveness of the Board, its committees and senior executive management, ensuring robust oversight and identifying areas for continuous improvement. The organisation further enhanced its risk management system by strengthening internal controls, refining risk assessment processes, and presenting periodic updates on risk, compliance, internal audit and internal controls to the relevant Board Committees. Subsidiary governance was also improved through structured, periodic updates from subsidiaries, ensuring alignment with Group-wide governance expectations, supporting informed oversight and enabling timely decision-making. In addition, the Company promoted communication, training, and continuous improvement across all regions and geographies where it operates, fostering a consistent governance culture and reinforcing accountability at every level. Collectively, these initiatives contributed to a more resilient, transparent, and future-ready corporate governance framework.

We confirm that the corporate governance framework adopted by the Company complies with all the applicable requirements and provisions of the Governance Guide.

> In 2025, our first full year as a listed PLC, we placed governance at the forefront, deliberately moving beyond compliance to foster greater transparency, accountability, and sustainability-driven choices.

Governance Structure



Board at a Glance

Guided by the Company's vision and values, the Board remains committed to act in the best interests of the Company and its shareholders, providing strategic oversight and supporting management in driving long-term value. Board members are elected by shareholders for a three year term.

The Company's Board composition reflects our commitment to the highest standards of corporate governance, including a clear and effective separation between the roles of the Chairman and the Chief Executive Officer. The Board is primarily made up of Non-Executive Directors and has a female director, ensuring alignment with recognised governance best practices.

The Chairman plays a central role in guiding the Board's work engaging with senior management, maintaining open communication with shareholders, and representing the Company before regulators. This governance structure reinforces our dedication to transparency, accountability, and the protection of shareholder interests, while enabling effective oversight and strategic guidance.

The Company's Board has an array of expertise, skills and qualifications in the following:

- Corporate Governance & Ethical Oversight
- Executive Leadership
- Accounting & Audit Expertise
- Finance & Investment
- Strategy & Business Planning
- Retail Operations & Supply Chain Management
- Digital Transformation & e-commerce
- Consumer Insight, Marketing & Brand Management
- Enterprise Risk Management & Internal Controls
- Legal & Compliance
- Human Capital, Remuneration & Culture
- Sustainability & ESG Stewardship
- Food & Agribusiness Expertise
- Regional (GCC / MENA) Market Experience
- M&A, Corporate Transactions & Expansion

Board Experience and Expertise

The current Board was reconstituted in July 2024 in accordance with the provisions of the Governance Guide. As of the end of 2025, the Board consists of nine members, including one female Director, constituting approximately 11 percent female representation. The Board's composition remained unchanged throughout 2025, reflecting stability in leadership and continuity in strategic oversight.

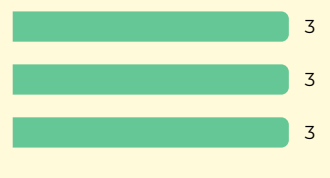
The Nomination and Remuneration Committee plays a central role in identifying and recommending candidates for Board appointment, ensuring that the Board maintains an effective balance of skills, experience, diversity, and expertise appropriate for the Company's scale and nature of business.

As part of this process, the Committee regularly reviews the Board skills matrix to assess the collective capabilities of the Directors and identify any areas where additional expertise may be beneficial. This ensures that the Board remains well-equipped to provide strategic oversight and respond to the evolving needs of the business. All Directors will undergo a structured evaluation to confirm that they possess the competence, knowledge, and experience required to fulfil their responsibilities effectively. This disciplined approach ensures that each Board member contributes meaningfully to the Company's governance and longterm strategic direction.

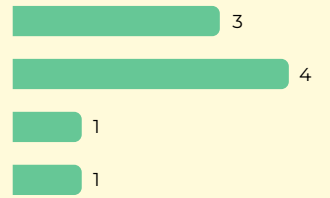
All Directors hold office for a term of three years and are eligible for re-appointment following the period, subject to the requirements of Governance Guide.

Lulu Group recognises that an effective Board supported by wellqualified, diverse, and experienced Directors is essential to fulfilling its primary responsibility of promoting the longterm success of the Company and safeguarding stakeholder interests.

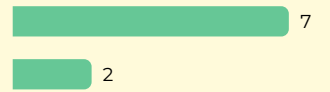
Category



Nationality



Tenure as a Board member in the Company



Board of Directors

The ‘Independence’ status is determined in accordance with the criteria set out in the Governance Guide.

- Non-Executive
- Executive
- Independent Non-Executive



Mr. Yusuff Ali Musaliam Veettil Abdul Kader

Chairman
Appointment to the Board: July 2024

Mr. Yusuff Ali M.A. has served as Chairman of Lulu Retail since July 2024. He is also the Chairman of Lulu Group, a role he has held since its founding, and he has played a central role in steering the organization’s growth and global expansion. In addition, he sits on the boards of several group companies and has been Chairman and Managing Director of Lulu International Holdings Limited since May 2020. He is a member of the Board of Directors of the Abu Dhabi Chamber of Commerce and Industry (ADCCI), where he previously served as Second Vice Chairman. He also the Chairman of the Indian Business and Professional Group, which was established to promote commerce and investment between India and the UAE.

Mr. Yusuff Ali MA has been the recipient of several prestigious awards, honours and recognitions, such as the Abu Dhabi Award, the UAE’s highest civilian award, in recognition of his contributions in business, industries and support of philanthropic initiatives; the Queen’s Award by Queen Elizabeth for his exceptional contribution to UK’s trade, industry, export and economy; the highest civilian award of Bahrain “Wessam Al Bahrain” by His Majesty the King of Bahrain for his contributions in serving Bahrain and its citizens; and the “Most Influential Asian Business Leader in the MENA region” award by the Forbes Middle East Magazine.

Other important regulatory, governmental, or commercial positions:

- Lulu Retail Holdings PLC and its subsidiaries – Director.
- Lulu International Holdings Ltd. and its subsidiaries/associate companies – Director.
- Lulu India and its group/associate companies.
- Y&S Properties Limited – Director.
- Y International Holdings Limited – Director.
- Cochin International Airport Ltd – Director.
- Kannur International Airport Ltd – Director.
- Lulu International Exchange LLC – Director.
- NORKA Roots India – Vice Chairman.
- UAE-India Business Council.



Mr. Saifee Rupawala

Chief Executive Officer and Director
Appointment to the Board: September 2019

Mr. Saifee has served as the Company’s CEO since July 2024 and has been a member of the Board since September 2019. He began his career with Lulu Group in July 1982 and, over more than four decades, has played a pivotal role in driving the Group’s expansion. In addition to his corporate responsibilities, he is actively involved in community and professional organisations. He is a board member of the Indian Business and Professional Group in Abu Dhabi and a member of the steering committee of the Indian Professional Business Council in Dubai.

In addition, he is a member of the India Social and Cultural Centre. He holds a Bachelor of Commerce degree from Mumbai University and a Master of Business Administration with specialisations in Financial Management and Human Resources from Vinayaka Mission University.

Other important regulatory, governmental, or commercial positions:

- Lulu Retail Holdings PLC and its subsidiaries – Director.
- Lulu International Holdings Limited – Director.
- Y&S Properties Limited – Director.
- Y International Holdings Limited – Director.
- Shoreline Impex Private Limited – Director.



Mr. Ashraf Ali Muslim Veettil Abdul Kader

Executive Director - Global Operations
Appointment to the Board: July 2024

Mr. Ashraf Ali has been associated with Lulu Group since 1981. Over the course of his tenure, he has been instrumental in the innovative development of Group's stores and streamlining operations across the GCC region. He currently leads the Group's retail operations, with a strong focus on innovation, including the expansion of Lulu Group's ecommerce platform and the growth of its private label portfolio. He holds a Bachelor of Science degree from the University of Calicut.

Other important regulatory, governmental, or commercial positions:

- Lulu Retail Holdings PLC and its subsidiaries – Director.
- Lulu International Holdings Limited – Director.
- Lulu India and its group/associate companies – Director.
- Y&S Properties Limited – Director.



Mr. Abdul Saleem Valiyakath Ibrahim Kutty

Chief Operating and Strategy Officer, and Director
Appointment to the Board: September 2019

Mr. Saleem has served as the Chief Operating and Strategy Officer of the Company since July 2024 and has been a Director of the Company since September 2019. He first joined Lulu Group in 1986 and has held several key roles in Lulu Group throughout his career. He is responsible for the development, implementation, and supervision of the Group's operational policies, regulations, initiatives and objectives. He holds a Bachelor of Commerce degree and a Master of Commerce degree from the University of Calicut.

Other important regulatory, governmental, or commercial positions:

- Lulu Retail Holdings PLC and its subsidiaries – Director.
- Y&S Properties Limited – Director.
- Y International Holdings Limited – Director.
- Fair Exports (India) Pvt. Limited – Director.

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Mr. Gil Adoteye Adotevi-Akue

Director
Appointment to the Board: July 2024

Mr. Gil has been a Director of the Company since July 2024. Additionally, he has served as a Director on the Board of Lulu International Holdings Limited since January 2024. He has been the Chief Investment Officer at ADQ since January 2020, overseeing the portfolio management function, which includes investments, joint ventures, and restructuring efforts across the food and agriculture, transport and logistics, financial services, tourism, entertainment, and real estate sectors. He serves as Chairman of the Unifrutti Group and is a member of the board of directors of Agthia Group, Louis Dreyfus, and Al Dahra. Prior to joining ADQ in 2020, he was a Senior Vice President at Mubadala Investment Company, where he was responsible for the performance, development, and key acquisitions of investments in food and agribusiness, metals, mining, and utilities. Earlier in his career, he held various roles in investment banking and investment management at RBC Capital Markets and State Street in Canada.

He holds a Bachelor of Finance degree from McGill University in Montreal, Canada, and a Master of Business Administration degree from the London Business School.

Memberships and positions in other joint stock companies:
- Agthia Group – Board Member.
- AD Ports Group – Board Member.
- Aramex PJSC – Board Member.

Other important regulatory, governmental, or commercial positions:
- ADQ – Chief Investment Officer.
- Lulu International Holdings Limited – Director.
- Unifrutti Group – Chairman.
- Al Dahra Holdings – Director.
- Louis Dreyfus Company – Director.



Mr. Salmeen Obaid Suwaid Alsembari Al Ameri

Director
Appointment to the Board: July 2024

Mr. Salmeen has served as a Director of the Company since July 2024. Additionally, he has served as Vice Chairman of Agthia Group, an Abu Dhabi-based food and beverage company. He is the CEO of Silal, an ADQ company established to diversify food product sources and stimulate the UAE's manufacturing and agri-food sectors. Previously, he has served as a board member of the Abu Dhabi Sustainable Water Solutions Company.

He holds a Bachelor of Business Administration and Management degree from Eastern Washington University and a Master's degree in Management, Communications, Marketing and Media from the Paris Sorbonne University in Abu Dhabi.

Memberships and positions in other joint stock companies:
- Agthia Group – Managing Director and CEO.
- DSV – Board Member.

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- Executive
- Independent Non-Executive



Mr. André George Sayegh

Director
Appointment to the Board: July 2024

Mr. André has served as a Director of the Company since July 2024. Previously, he served as the Chairman of the board of Multiply Group from December 2021 until July 2024. He was also a board member of Shuaa Capital from March 2023 to February 2024 and of Mubadala Infrastructure Partners from 2010 to 2017. He served as the Abu Dhabi Area Manager for Citibank from 1990 to 2000, with a focus on Global Corporate Finance and Private Banking. He was CEO of First Gulf Bank (FGB) from 2006 to 2017, when it merged with the National Bank of Abu Dhabi to form First Abu Dhabi Bank (FAB). He also served as the CEO of First Abu Dhabi Bank (FAB) from 2020 to 2021, and as a board member of First Abu Dhabi Bank (FAB) between 2021 and 2023, during which time he was a member of the Audit committee and Risk and ESG committee.

He holds a Bachelor of Business Administration degree from the American University of Beirut and a Master of Business Administration degree (majoring in Corporate Finance) from the American University of Beirut.



Ms. Reed Hamad Khamis Al-Sheryani Al-Dhaheri

Director
Appointment to the Board: July 2024

Ms. Reed has served as a Director of the Company since July 2024. She is the chairwoman of the UAE Women's Electronic Sports Federation Committee (since 2022), a partner of Reed Law Firm and Legal Consultations (since 2012), board member at Mada'in (since 2007), and the First Vice President of the International Arab Federation for Women's Electronic Sports (since June 2022). She is a member of the Abu Dhabi Chamber of Commerce and Industry's board of directors and chairs multiple committees within the Chamber.

She holds a Bachelor of International Management and Marketing degree from Southeastern University (Washington D.C., USA) and a Bachelor of Law and Economics degree from the United Arab Emirates University.

Other important regulatory, governmental, or commercial positions:

- Mada'in Holding – Director.
- Omair bin Arar Sons Properties LLC – Board Member.
- Executive Investment – Board Member.
- Reed Law Firm – Partner.

The 'Independence' status is determined in accordance with the criteria set out in the Governance Guide.

- Non-Executive
- Executive
- Independent Non-Executive



Mr. Abdulrahman Ibrahim Hamad Abaalkhail

Director
Appointment to the Board: July 2024

Mr. Abaalkhail has served as a Director of the Company since July 2024. He has been the CEO of Dan Company, a subsidiary of the Public Investment Fund (PIF), Saudi Arabia's sovereign wealth fund, since 2022. He has been the Chairman of the board of Al Fadhili Housing Company (a joint venture between Aramco and Masic Logistics) since August 2021, the Chairman of the board of Mumtalakat (a joint venture between Al Akaria and POSCO Korea) since January 2022, and the Vice Chairman of Al Rajhi Ekhwan since March 2022. Additionally, he has served as an independent member of the investment committee at Awj Holding since January 2024. Previously, he served as CEO of Masic Logistics from 2020 to 2022.

He holds a Bachelor of Science in Finance degree from the King Fahd University of Petroleum and Minerals (KFUPM) and a Master of Business Administration degree from the University of Wales.

Other important regulatory, governmental, or commercial positions:

- Al Fadhili Housing Co. – Chairman.
- Mumtalakt Property and Facility Management Company – Chairman.
- Al Rajhi Ekhwan – Board member/Vice Chairman.
- SARCC – Board Member.
- Awj Holding Company – Investment Committee Member.
- Dan (A PIF Subsidiary) – Chief Executive Officer.
- Saudi Downtown Company (a PIF company) – Board Member.

For more detailed biographies of our Board members, please visit www.luluretail.com/about-us/board-of-directors/



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- Non-Executive
- Executive
- Independent Non-Executive

Governance Management

Board Duties

The principal duties of the Board are to provide the Company with strategic leadership, to determine the fundamental management policies of the Company and to oversee the performance of the Company's business. The Board is the principal decision-making body for all matters that are significant to the Company, whether in terms of their strategic, financial or reputational implications.
The Board has final authority to decide on all issues, except those specifically reserved to a general meeting of the shareholders by law or by the Company's Articles of Association.

Key Responsibilities of the Board

Governance

- Ensuring compliance with laws, regulations, and supervisory authorities
- Promoting gender diversity and monitoring organisational structures
- Establishing a clear governance framework
- Approving the fundamental policies of the Company
- Enforcing policies on the Code of Conduct and Business Ethics
- Establishing and overseeing Board committees
- Overseeing subsidiary governance and endorsing the Board's remuneration policy
- Calling shareholder meetings and ensuring appropriate communication with shareholders
- Regulating stakeholder relationships and ensuring independence criteria are met

Strategy

- Formulating, reviewing, and monitoring strategic plans
- Setting risk appetite and reviewing strategic assumptions and rationale underlying the Company and Lulu Group's strategic plans
- Deciding on capital structure, dividend policy, and securities offerings

Financial, Administrative and Operational Responsibilities

- Setting key policies and approving material capital expenses and asset transactions
- Approving annual budgets, business plans, and financial statements
- Appointing members of the senior management team of the Company
- Nominating external auditors
- Managing borrowing, mergers, acquisitions, and related party transactions
- Approving the incorporation of new subsidiaries and significant investments
- Implementing and overseeing appropriate financial reporting procedures, risk management policies and other internal and financial controls
- Proposing the issuance of shares and any restructuring of the Company
- Determining the remuneration policies of the Company and ensuring the independence of Directors, and that potential conflicts of interest are managed

Overall Goals

- Operating with the highest standards of governance, transparency, integrity and accountability
- Fostering sustainable growth and value creation for all stakeholders
- Delivering sustainable value to shareholders and maintaining effective control over the business
- Setting and adhering to corporate values, promoting risk awareness

Meetings of the Board of Directors

The Board of Directors held five meetings during 2025. The table below shows the Board members' attendance at these meetings:

Attendance

Members	Position	10-Feb-25	19-Mar-25	13-May-25	12-Aug-25	10-Nov-25
Yusuff Ali MA	Chairman	P	P	P	P	P
Saifee Rupawala	Chief Executive Officer/ Executive Director	P	P	P	P	P
Asharf Ali M. A	Executive Director – Global Operations	P	P	P	P	P
Saleem V.I.	Chief Operating and Strategy Officer/ Executive Director	P	P	P	P	P
Gil Adotevi	Director	P	P	P	P	P
Salmeen Al Ameri	Director	P	P	P	P	P
André Sayegh	Director	P	P	P	P	P
Reed Al-Dhaheri	Director	P	P	P	P	P
Abdulrahman Abaalkhail	Director	P	P	P	P	P

P – Present, A – Absent

Key Matters Discussed and Actions Taken

In February, the Board approved the unaudited 2024 preliminary results, endorsed the annual budget and long-term business plan, appointed the Chief Risk Officer, established the Sustainability, Strategy & Investment Committee, and recommended the dividend for the second half of 2024.

In March, the Board approved the Company's consolidated and standalone audited financial statements for the year ended 31 December 2024, together with the Auditor's Report thereon. Board also approved the Integrated Annual Report, Corporate Governance Report, and Sustainability Report, recommended the re-appointment of the external auditor for the financial year ending 31 December 2025, approved the calling of the Annual General Assembly Meeting and its agenda, and the Related Party Transactions.

In May, the Board approved the financial results for the first quarter of 2025, appointed the Board Management Solution Provider, and approved the Related Party Transactions.

In August, the Board recommended the dividend for the first half of 2025, reviewed subsidiaries' governance practices, assessed the Board Evaluation Framework, and approved the Related Party Transactions.

In November, the Board approved the financial results for nine months of 2025 and the Related Party Transactions, endorsed the annual budget and long-term business plan, reviewed subsidiaries' governance practices, assessed the Board Evaluation Report, and received an update on the Liquidity Provider (LP) arrangement.

The Board did not pass any written resolutions in 2025.



Board Induction

Board induction and ongoing awareness sessions are crucial for ensuring that Directors remain informed about key matters. These sessions equip Directors with the necessary skills and knowledge to effectively fulfil their responsibilities and provide constructive challenges to the business. During the year, there were no changes in the Board's composition; therefore, no induction sessions were required.

Assessment of the Board, its committees and senior executive management

The Board of Directors constantly considers the ways to develop its performance. In 2025, the Company carried out a comprehensive evaluation of the Board's performance. A Likertscale-based survey was conducted using the Nomination and Remuneration Committee (NRC) and Board approved questionnaire, with the process overseen by the NRC and the Chairman. This evaluation covered many matters including: composition and structure, roles and accountability, culture and dynamics, process and practices and the relation and interaction with the management and the important matters that need focus and enhancement. The Board reviewed the performance of the senior management team, Chief Executive Officer and Group Company Secretary.

In line with the Governance Guide, an external independent evaluation will be undertaken upon completion of three years. During the year, the NRC also conducted a detailed skills assessment and developed a Board skill matrix aligned with the Company's nature of business and scale of operations. Continuous development was supported through regular Board and committee discussions, which contributed to strengthening the capabilities and effectiveness of Board members and senior management.

Board Oversight of Corporate Culture and External Engagements

Lulu embraces a strong corporate culture that supports long-term, sustainable shareholder value. Throughout 2025, the Board and senior management worked collaboratively to reinforce this culture by upholding the Code of Conduct, Conflict of Interest Policy, and Whistleblowing mechanisms across the organization, promoting ethical leadership through the establishment and reinforcement of the Company's core values, and providing oversight and guidance on the Company's culture, reputation, and ethical standards.

The NRC ensures that any external directorships or other interests held by Directors comply with relevant regulations, are not excessive in number, do not demand an unreasonable amount of time that could detract from their responsibilities to the Company, and do not give rise to any conflict of interest. The Company and its Board are committed to corporate governance standards aligned with international best practice.

Directors strives to uphold a balanced consideration of the best interests of the Company and its shareholders, acting with professionalism, integrity, commitment, and independent judgment. They devote the time necessary to fulfil their responsibilities diligently and are expected to maintain the confidentiality of sensitive information and avoid any conflicts of interest. Directors are also subject to restrictions on securities trading, including prohibitions on trading based on insider information, and oversee the whistleblowing mechanism. The Board operates in accordance with its charter, which is aligned with the principles outlined in the Governance Guide.

Board Remuneration

In accordance with the Articles and subject to the limitations of the Governance Guide, the Company is authorized to pay the directors aggregate fees for their services as determined by the Board, the remuneration of the Board of Directors shall not exceed ten percent (10%) of the net profits of the fiscal year after deducting all the depreciations and reserves. These fees are distributed among directors as decided by the Board and are distinct from any salary or other remuneration payable under different provisions.

The Board of Directors did not receive any remuneration in 2024. For 2025, the total proposed remuneration for Board of Directors (including sitting fees) amounts to AED 19,812,000 which will be presented at the upcoming Annual General Assembly meeting for shareholders' approval.

Allowances for attending Board committee meetings during 2025:

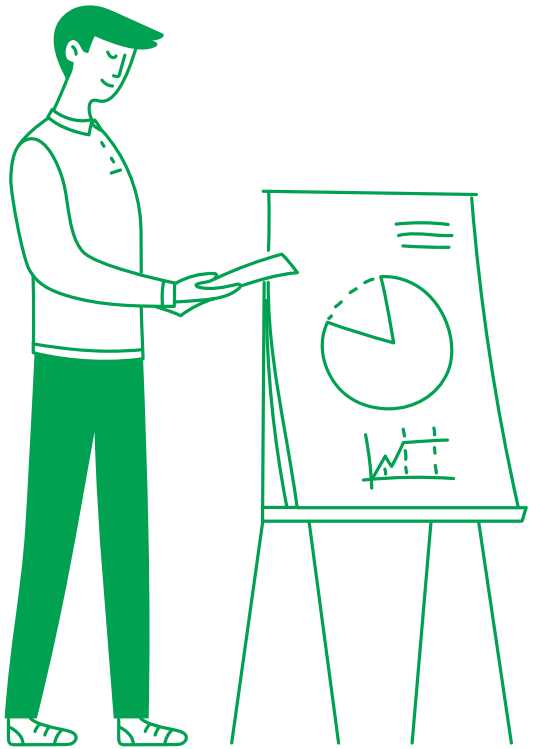
No.	Member Name	Board Committee Meeting Attendance Allowance		
		Committee Name	Allowance Amount (in AED)	Number of Meetings Attended
1.	Gil Adotevi	SSIC	48,000	4
		AC	50,000	5
2.	André Sayegh	SSIC	40,000	4
		AC	60,000	5
3.	Reed Al-Dhaheri	NRC	24,000	2
		AC	50,000	5
4.	Abdulrahman Abaalkhail	NRC	20,000	2
5.	Salmeen Al Ameri	NRC	20,000	2

The proposed Board remuneration consists of AED 7,500,000 for the Chairman and AED 1,500,000 for each Board member, excluding the Chairman, totalling AED 19,500,000. In addition, sitting fees are set at AED 12,000 for the Chairperson and AED 10,000 for each Board Committee meeting attended by a Director, amounting to AED 312,000 in aggregate.

Executive Directors shall not be entitled to sitting fees for attending the Board committee meetings. In addition to the Board remuneration, Executive Directors receive a monthly salary and other allowances in their executive capacity as per employment contract and such amounts are included in the senior management remuneration.

Statement of Ownership and Transactions of the Board

The following table shows the ownership and transactions of shares (both purchase and sale) of the Board together with their spouses and children, in the securities of the Company during the year ended 31 December 2025:



Statement of Ownership and Transactions of the Board

Members	Position	Shares held as on 31 December, 2024	Shares held as on 31 December, 2025	Shares owned by spouse and children as on 31 December, 2024	Shares owned by spouse and children as on 31 December, 2025	Total sale transaction	Total purchase transaction
Yusuff Ali MA	Chairman	Nil	Nil	35,537,255	35,537,255	Nil	Nil
Saifee Rupawala	Chief Executive Officer/ Executive Director	2,450,720	2,450,720	490,000	490,000	Nil	Nil
Asharf Ali M. A	Executive Director – Global Operations	4,901,441	4,901,441	735,072	985,072	Nil	250,000
Saleem V.I.	Chief Operating and Strategy Officer/Executive Director	6,901,979	6,901,979	1174	1174	Nil	Nil
Gil Adotevi	Director	367,647	367,647	Nil	Nil	Nil	Nil
Salmeen Al Ameri	Director	Nil	Nil	Nil	Nil	Nil	Nil
André Sayegh	Director	60,000	60,000	Nil	Nil	Nil	Nil
Reed Al-Dhaheri	Director	Nil	Nil	Nil	Nil	Nil	Nil
Abdulrahman Abaalkhail	Director	Nil	Nil	Nil	Nil	Nil	Nil

Board Committees

The Board has established an Audit Committee and a Nomination and Remuneration Committee, both of which adhere to the composition requirements outlined in the Governance Guide. Additionally, during 2025 the Board established Sustainability, Strategy and Investment Committee (SSIC), which reconfirmed the Company's commitment to responsible growth and improved the quality of strategic decision making in investments.
If necessary and in accordance with the Articles of Association, the Board may also create additional committees as deemed appropriate.

The AC held five meetings in 2025, as set forth in the following table:

Member	Position on the Committee	06-Feb-25	19-Mar-25	12-May-25	11-Aug-25	10-Nov-25
André Sayegh	Chairman	P	P	P	P	P
Gil Adotevi	Member	P	P	P	P	P
Reed Al-Dhaheri	Member	P	P	P	P	P

P – Present, A – Absent

Audit Committee

The Audit Committee ("AC") assists the Board in discharging its responsibilities relating to financial reporting, external and internal audits and controls, including reviewing and monitoring the integrity of the financial statements, reviewing and monitoring the extent of the non-audit work undertaken by external auditors, advising on the appointment of external auditors, overseeing the relationship with the external auditors, reviewing the effectiveness of the external audit process, reviewing the effectiveness of the internal control review function, and reviewing related party transactions and making appropriate recommendations to the Board in respect of any such matters. The Audit Committee ensures to take appropriate steps to ensure that the Company's external auditors are independent of the Company as required by applicable law. The Audit Committee will give due consideration to the applicable laws and regulations of the UAE, the Abu Dhabi Global Market (ADGM), the Capital Market Authority (CMA) and the Abu Dhabi Securities Exchange (ADX). In addition, the Audit Committee provides oversight on strategic risk management, internal controls over financial reporting and compliance processes of Lulu Retail

In accordance with the approved Audit Committee Charter, Lulu Retail Audit Committee has been established with three Non-Executive Directors and members possess experience in finance, audit and statutory reporting. The Audit Committee is chaired by one of the independent members. The Audit Committee meets not less than four times per year. All members of the Audit Committee require to comply with the Company's insider trading policy which sets out guidelines on matters relating to the sharing of material non-public information and insider trading.

As part of his role as the Chairperson of the AC, Mr. Andre G. Sayegh acknowledges responsibility for implementing the Committee's charter by the Company, reviewing its methods of operation, and ensuring its effectiveness.

Statement from the Chairman of Audit Committee

1. Introduction

In my capacity as Chairman of the Committee I present the Audit Committee (AC) Report for the year ending 31 December 2025. This report outlines the Committee's mandate, operational framework, and key activities undertaken throughout the year, reflecting our continued dedication to safeguarding the integrity of the Company's financial reporting, risk management, internal controls, and compliance environment.

2. Committee Structure and Charter

The Audit Committee plays a crucial role in supporting the Board of Directors in fulfilling its oversight responsibilities as defined in the Committee's charter. The charter sets out the Committee's authority, duties, and operating procedures, ensuring that its work is conducted in accordance with applicable laws, regulations, and governance standards.

The Committee is composed of three Members, all of whom are Non-Executive Directors, and two of whom including the Chairman are Independent Directors. This composition ensures objectivity, independence, and a balanced range of expertise across financial, audit, risk, legal and governance disciplines. Each Member brings extensive experience and professional insight, enabling the Committee to effectively execute its mandate and provide robust oversight of the Company's financial and risk related matters.

3. Roles and Responsibilities

The Committee is responsible for maintaining financial oversight by monitoring the integrity and accuracy of the Company's financial statements, overseeing the policies that govern the appointment and independence of external auditors, and reviewing the effectiveness of risk management, internal audit, compliance, and internal control systems. Its role also extends to supervising both external and internal auditors, which includes evaluating the performance, independence, and qualifications of the external auditor, reviewing and approving internal audit plans while monitoring their execution, and ensuring that all audit activities align with regulatory requirements and Company objectives through periodic reviews of internal audit reports to maintain consistency and compliance. In addition, the Committee oversees ethics and compliance by ensuring adherence to the Company's Code of Conduct and compliance policies, as well as monitoring initiatives related to ethical conduct, whistleblowing, and regulatory compliance.

4. Oversight of Activities and Accomplishments

The AC convened five meetings during the year 2025, each supported by comprehensive agendas aligned with the Committee's responsibilities. Quorum was achieved for all meetings held during the year.

The Committee maintained a rigorous focus on financial integrity, risk management, internal control and compliance. The agenda for each meeting addressed a broad range of matters within the Committee's remit. In addition, the Committee evaluated the risks highlighted in enterprise risk management and internal audit reports and assessed the effectiveness of the Company's risk management and internal control systems. A structured quarterly tracking process is in place to verify the implementation status of management actions arising from internal audits including risk, compliance and internal control. The process involves confirming completed actions and actions are evaluated based on their associated risk exposure and reported to the AC, along with their risk ratings and aging.

The Committee took note of the quarterly compliance certificates and the various compliance and training initiatives implemented across regions, and it also reviewed matters relating to data privacy and cybersecurity.



Andre G. Sayegh
Chairman
Audit Committee of Lulu Retail Holdings PLC

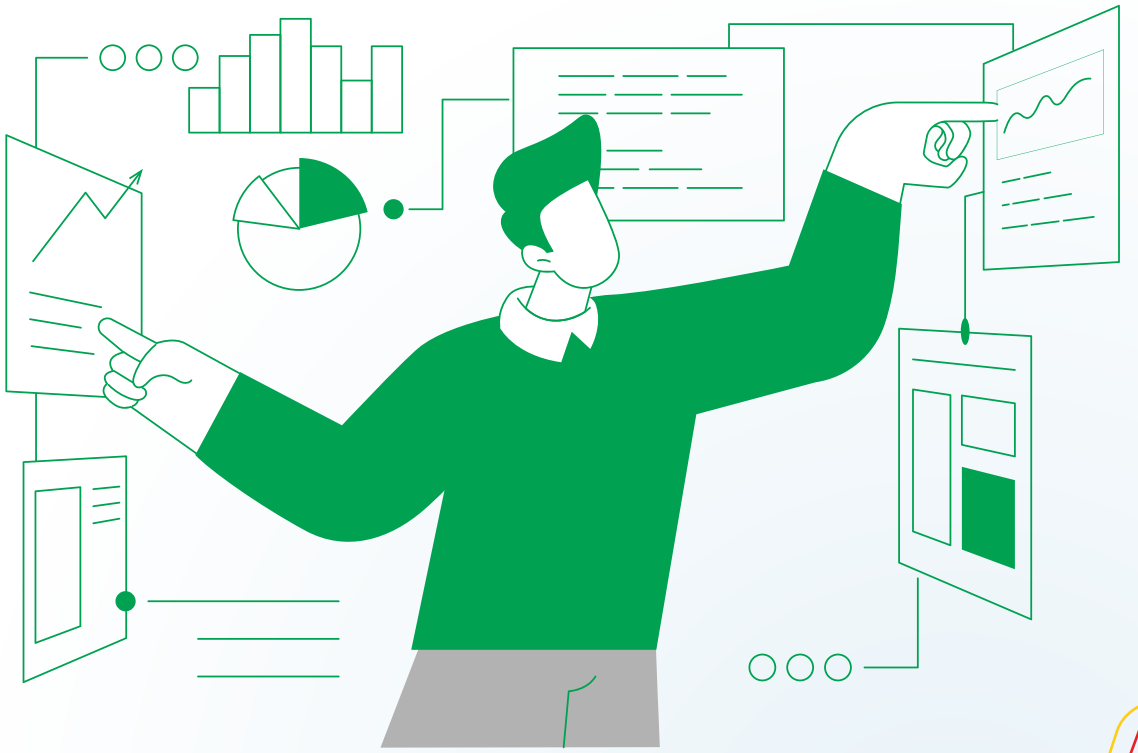
During the year, the Audit Committee reviewed preliminary and periodic financial results, dividend recommendations, and the Company's annual budget, alongside deliberations on the long-term business plans. The Committee examined the audited consolidated and standalone financial statements for FY 2024, considered related party transactions, and recommended releasing the external auditors from liability for the prior year, subject to Board and shareholder approval. A comprehensive assessment of the re-appointment of the external auditor for FY 2025 was undertaken, covering qualifications, independence, audit scope, fees, and compliance with regulatory standards. To ensure auditor independence, the Audit Committee exercises stringent oversight, limiting external auditor's non-audit services in accordance with the CMA Governance Guide. The Committee also reviewed presentations from the external auditor throughout the year and noted the appointment of the Chief Risk Officer.

In fulfilling its oversight responsibilities, the Committee evaluated Enterprise Risk Management, Business Continuity, and the Group level risk matrix, while also reviewing key IT and cyber security matters. The Committee monitored financial performance through quarterly and half yearly updates, approving the periodic financial statements and recommended half yearly dividends. Treasury operations were also reviewed, including the implementation of the Treasury Management Solution. The Committee also considered whistleblower awareness initiatives and received regular updates on compliance, risk management, internal audit, and internal control functions.

5. Conclusion

The Audit Committee remains committed to upholding the highest standards of financial governance, transparency, and ethical conduct. Through diligent oversight and strategic guidance, the Committee ensures that the Company operates in full compliance with regulatory requirements while safeguarding the interests of shareholders and stakeholders.

As Chairman of the Audit Committee, I acknowledge my responsibility to discharge the Committee's duties in accordance with its terms of reference and to ensure its continued effectiveness.



Nomination and Remuneration Committee

The Nomination and Remuneration Committee ("NRC") assists the Board in developing policies which apply for membership to the Board of Directors and senior management taking into account gender diversity, and relevant regulatory and independence requirements, ensuring the independence of independent Board members, reviewing and overseeing the remuneration and human resource policies of Lulu Retail and making recommendations to the Board in respect of any of the relevant matters where appropriate. Moreover, the Committee is responsible for evaluating the balance of skills, knowledge and experience and the size, structure and composition of the Board and committees of the Board.

In accordance with the approved NRC Charter, Lulu Retail NRC has been established with three Non-Executive Directors, two of whom are independent directors. The NRC is chaired by one of the independent members. Members possess expertise in financial, legal and administrative & executive management.

As part of her role as Chairperson of the NRC, Ms. Reed Al-Dhaheri acknowledges duty to discharge the responsibilities of the Committee under its terms of reference, including reviewing its methods of operation and ensuring its overall effectiveness.

The NRC held two meetings in 2025, as set forth in the following table:

Member	Position on the Committee	19-Mar-25	10-Nov-25
Reed Al-Dhaheri	Chairperson	P	P
Salmeen Al Ameri	Member	P	P
Abdulrahman Abaalkhail	Member	P	P

P – Present, A – Absent

During 2025, the NRC convened two meetings and fulfilled its responsibilities in full alignment with its terms of reference. Over the course of the year, it carried out periodic reviews of the Human Resources function, organizational culture, diversity, and related areas; assessed the proposed sitting fees of Board Committees along with the overall Board remuneration framework for 2025; and completed the annual performance evaluation of the Board, its committees, senior management, the CEO, and the Group Company Secretary.

Sustainability, Strategy & Investment Committee

The Sustainability, Strategy & Investment Committee ("SSIC") is responsible for guiding the organization's long-term direction and value creation by advising the Board on the Group's strategic priorities. SSIC reviews and recommends changes to the business strategy, evaluates growth opportunities and assesses major investments. The committee also reviews strategic planning processes, annual budgets, capital expenditures, and initiatives impacting operations, while ensuring alignment with corporate goals. On the sustainability front, it defines and implements ESG strategies aligned with business objectives, monitors key environmental, social, and governance metrics, and reviews the performance targets.

During 2025 the SSIC held four meetings and discharged its duties in accordance and in compliance with its terms of reference. SSIC conducted periodic reviews of strategic updates and organizational efficiency initiatives, evaluated the effectiveness and alignment of the Investor Relations function, assessed the long-term financial and operational outlook and comprehensive business plan across GCC markets and e-Commerce operations. The committee also evaluated and optimized banking relationships to advance long term financial objectives and operational resilience.

As Chairman of the SSIC, Mr. Gil Adotevi acknowledges duty to discharge the Committee's duties in accordance with its terms of reference, including reviewing its methods of operation and ensuring its overall effectiveness.

The SSIC held four meetings in 2025, as set forth in the following table:

Member	Position on the Committee	24-Feb-25	06-May-25	29-Aug-25	29-Oct-25
Gil Adotevi	Chairman	P	P	P	P
André Sayegh	Member	P	P	P	P
Saifee Rupawala	Member	P	P	P	P
Asharf Ali M. A	Member	P	P	P	P
Saleem V.I.	Member	P	P	P	P

P – Present, A – Absent

Insider Trading Monitoring and Oversight

The Company has established a strong governance framework for managing insider-trading risks. The in-house Compliance Team has established and oversees a comprehensive Insider Trading Policy implemented by robust monitoring, control, and reporting mechanisms designed to ensure full adherence to regulatory requirements.

Additionally, the Company operates a confidential whistleblower channel to facilitate the reporting of any concerns. All Board members, senior management, and employees are required to maintain strict confidentiality of inside information and ensure that such information is not misused under any circumstances. A dedicated Insider Trading Monitoring and Oversight Committee may be considered in the future as the governance framework evolves; in the meantime, the existing structure provides strong oversight and supports ongoing compliance efforts.

Group Company Secretary



Mr. Nidhin Jose, Group Company Secretary, serves as the rapporteur for all Board and committee meetings. He was appointed as the Company Secretary of Lulu Retail Holdings PLC on 2 October 2024.

Role of Group Company Secretary

The Group Company Secretary acts as secretary to the Board and Sub-Committees of the Board. The Company Secretary supports the effective functioning of the Board of Directors and its Committees. The role includes organizing and documenting Board and Committee meetings, preparing and maintaining minutes and records of resolutions, and ensuring proper documentation of discussions, voting outcomes, and attendance.

The Company Secretary also coordinates the timely circulation of meeting agendas, supporting materials, and relevant information to Directors, facilitates communication between the Board and Senior Management. In addition, the Company Secretary supports the Board evaluation process and maintains records of reports submitted to the Board.

The full brief profile is available in the Senior Management section.

Annual General Assembly Meeting (AGM)

Resolutions passed at the AGM held during 2025

The Company held its AGM on 24 April 2025, during which no special resolutions were proposed or passed. Abu Dhabi Commercial Bank PJSC was appointed to serve as the vote collector for the meeting.

The ordinary matters discussed and approved in meeting were:

1. Approved the Board of Directors' report on the Company's activities and its financial position for the financial year ended 31 December 2024.
2. Approved the external auditor's report for the financial year ended 31 December 2024.
3. Approved the standalone audited financial statements of the Company for the financial year ended 31 December 2024.
4. Approved the consolidated audited financial statements of the Company and its subsidiaries for the financial year ended 31 December 2024.
5. Approved the recommendation of the Board concerning a cash dividend distribution of USD 84,374,993 equating to c.0.82 cents per share (equivalent to approximately AED 309,867,160 amounting to 3 fils per share) for the second half of the financial year ended 31 December 2024.
6. Released the members of the Board of Directors from liability for the financial year ended 31 December 2024.
7. Released the external auditors from liability for the financial year ended 31 December 2024.
8. Appointed the external auditors of the Company for the financial year ending 31 December 2025 and determine their fees.

Senior Management Team

The Company's Senior Management Team brings together decades of diverse and highly relevant expertise across retail, supply chain and logistics, financial services, marketing, FMCG, and other key sectors. Reporting to the CEO, the team oversees all aspects of the Company's complex daytoday operations, ensures effective execution of the corporate strategy, and plays a central role in advancing the Company's vision of being the leading retail player across the GCC.

Senior Management Brief Profile



Mr. Saifee Rupawala

Chief Executive Officer

Experience at Lulu: 44 years

▶ Please consult the 'Board of Directors' section page 72 for the biography of Mr. Saifee Rupawala.



Mr. Ashraf Ali Muslim Veettil Abdul Kader

Executive Director - Global Operations

Experience at Lulu: 44 years

▶ Please consult the 'Board of Directors' section page 73 for the biography of Mr. Ashraf Ali M A



Mr. Abdul Saleem Valiyakath Ibrahim Kutty

Chief Operating and Strategy Officer

Experience at Lulu: 39 years

▶ Please consult the 'Board of Directors' section page 73 for the biography of Mr. Saleem V. I.



Mr. Prasad KK

Chief Financial Officer

Experience at Lulu: 27 years

Mr. Prasad has been the CFO of the Company since July 2024, after serving as the Director of Audit for Lulu Group from May 2016 to June 2024. He supports strategy development with financial and operational insights, helps set revenue and profitability targets, approves budgets, and presents performance analyses to the CEO and Board. Mr. Prasad joined the Lulu Group in 1998. He holds a Bachelor of Commerce degree from the University of Calicut and is a Chartered Accountant.



Mr. Salim MA

Group Director – Global Operations

Experience at Lulu: **37** years

Mr. Salim has been the Group Director of Global Operations at the Company since July 2024, after serving as Director of Global Operations for the Lulu Group from 2012 to June 2024. He oversees global operations and leads the FMCG and fruits and vegetables segments. Additionally, Mr. Salim has managed operations in Dubai, the Northern Emirates, and Far-East countries, and was instrumental in opening sourcing offices worldwide. He joined the Lulu Group in 1989 as Business Development Manager for UAE Operations. He holds a Bachelor of Commerce degree from Kerala University.



Mr. Mohamed Althaf MM

Group Director – Global Operations, and Chief Sustainability Officer

Experience at Lulu: **25** years

Mr. Mohamed has been the Group Director of Global Operations and Chief Sustainability Officer at the Company since July 2024, after serving as Regional Director for Qatar from 2006 to June 2024. He oversees export and distribution operations in the USA, UK, Canada, Italy, Spain, and Australia. Mr. Mohamed joined the Lulu Group in 2001 as Head of Operations for Qatar. Furthermore, he holds a Bachelor's degree in English from Gujarat University and a Master's degree in English Literature and Linguistics from the University of Delhi. He also holds a Bachelor of Law (LLB) from the University of Delhi. Additionally, he was awarded a Doctorate in Global Leadership and Management from the European International University in Paris and holds an executive qualification in Advanced Management Leadership from Saïd Business School, University of Oxford.



Mr. Parameswaran Nampoothiri

Director – Finance

Experience at Lulu: **25** years

Mr. Parameswaran has been the Director of Finance at Company since July 2024, after serving as Finance Director for Lulu Group from May 2016 to June 2024. He manages the Lulu Group's financial risks, oversees hedging policies, working capital, and investment funding, and ensures adequate financial facilities. Additionally, he maintains strong relationships with financial institutions, negotiates banking facilities, and oversees treasury, investment, and cash flow matters. Mr. Parameswaran joined the Lulu Group in 2001. He holds a Bachelor of Commerce degree from Kerala University and is a Chartered Accountant.



Mr. Santhoshkumar Raghavan Pillai

Director – Accounts and Control

Experience at Lulu: **25** years

Mr. Santhoshkumar has been the Director – Accounts and Control at the Company since July 2024, after serving as the Director – Internal Audit for the Lulu Group from January 2021 to June 2024. He oversees the Accounts and Control function, ensuring timely and accurate reporting, analysing financial performance, managing financial plans, budgets, tax compliance, and internal controls. Additionally, Mr. Santhoshkumar designs and implements accounting policies to ensure statutory compliance. He joined the Lulu Group in 2001 as an Internal Auditor. He holds a Bachelor of Commerce degree from Kerala University. He is a Chartered Accountant from the Institute of Chartered Accountants of India.



Mr. Shabu Abdul Majeed

Director - Global Operations

Experience at Lulu: 30 years

Mr. Shabu has served as the Director of Global Operations of the Company since July 2024. Previously, he served as Director of Retail Operations at Lulu Group from March 2013 to June 2024. Mr. Shabu is responsible for overseeing strategic planning and global operations, including supply chain management, procurement, inventory control, quality assurance, and retail operations at the group level. He first joined the Lulu Group in 1996. He holds a Bachelor of Science degree from the University of Calicut.



Mr. Nandakumar V

Director - Marketing and Communications

Experience at Lulu: 25 years

Mr. Nandakumar V has served as the Director of Marketing and Communications for the Company since July 2024. Previously, he served as Director of Marketing and Communications at the Lulu Group from 2020 to June 2024. Mr. Nandakumar first joined the Lulu Group in 2001 as an Advertising Coordinator. Additionally, he served as the Lulu Group's Chief Communications Officer from 2012 to 2020 and as Manager of Advertising and Promotions from 2006 to 2012. He holds a Bachelor's degree in Commerce and Business from Sambalpur University.



Mr. Abdu Rasak CP

Director - HR

Experience at Lulu: 33 years

Mr. Abdu has served as the Director of HR of the Company since July 2024. Previously, he served as Director of HR at Lulu Group from 2014 to June 2024. Mr. Abdu is responsible for forecasting staffing needs, succession planning, addressing employee grievances, ensuring compliance with labour laws, and designing competitive compensation packages and benefits programmes. He first joined the Lulu Group in 1993. He holds a Bachelor of Science degree from the University of Calicut.



Mr. Mohamed Anish P

Group Chief Information Officer

Experience at Lulu: 21 years

Mr. Anish has served as the Group Chief Information Officer of the Company since July 2024, after serving as Group Chief Information Officer for the Lulu Group from August 2022 to June 2024. Mr. Anish is responsible for developing and implementing IT strategies to support business goals, managing retail technology solutions, and driving the Group's digital transformation. He first joined the Lulu Group in 2005 as a Junior Software Developer and previously served as the Deputy Group IT Manager. He holds a Bachelor of Technology degree in Information Technology from Mahatma Gandhi University.



Mr. Jeevan Krishna

Chief Legal and Compliance Officer

Experience at Lulu: 7 years

Mr. Jeevan has been the Chief Legal and Compliance Officer at the Company since July 2024, after serving as Chief Legal and Compliance Officer for the Lulu Group from 2019 to June 2024. A legal expert, particularly in the Middle East, he oversees Lulu Group's legal and compliance functions, ensuring compliance with laws, regulations, and ethical standards. Prior to joining the Lulu Group, he served as Senior Legal Counsel for a UAE-based entity, managing joint ventures across various jurisdictions. He holds a Bachelor of Law (LLB) degree from Mangalore University and a Master of Laws (LLM) degree from Kerala University. He holds a Bachelor of Science degree from the University of Calicut.

▶ For more detailed biographies of our Leadership Team, please visit www.luluretail.com/about-us/board-of-directors/



Mr. Nidhin Jose

Group Company Secretary and Director Investor Relations

Experience at Lulu: 5 years

Mr. Nidhin has been the Director of Investor Relations at the Company since July 2024, in addition to serving as the Group Company Secretary for the Lulu Group. He manages relationships with investors, analysts, and key stakeholders, and oversees Board-related matters. Mr. Nidhin joined the Lulu Group in November 2020, when he was appointed Group Company Secretary. Previously, he served as Company Secretary and Chief Compliance Officer at a listed Indian pharmaceutical company. He holds a Bachelor of Law (LLB) degree from Karnataka State Law University, a Master of Commerce degree from Indira Gandhi National Open University, and a Postgraduate Professional degree (FCS) in Company Secretaryship from the Institute of Company Secretaries of India.

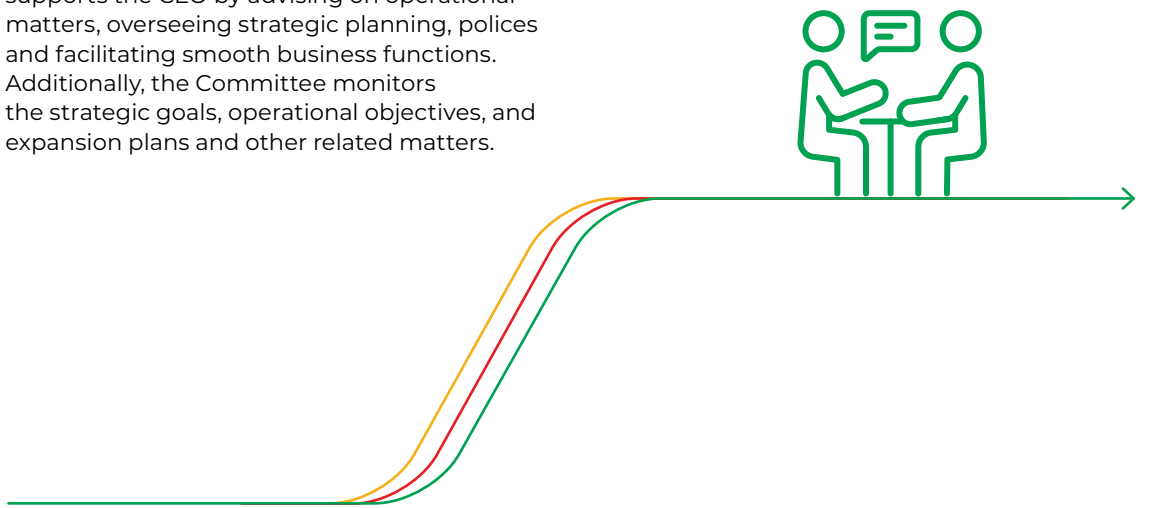
Remuneration of the Senior Management Team

The detailed breakdown of the total compensation paid to the Senior Management Team by the Company for the year ended 31 December 2025 is outlined in the table below:

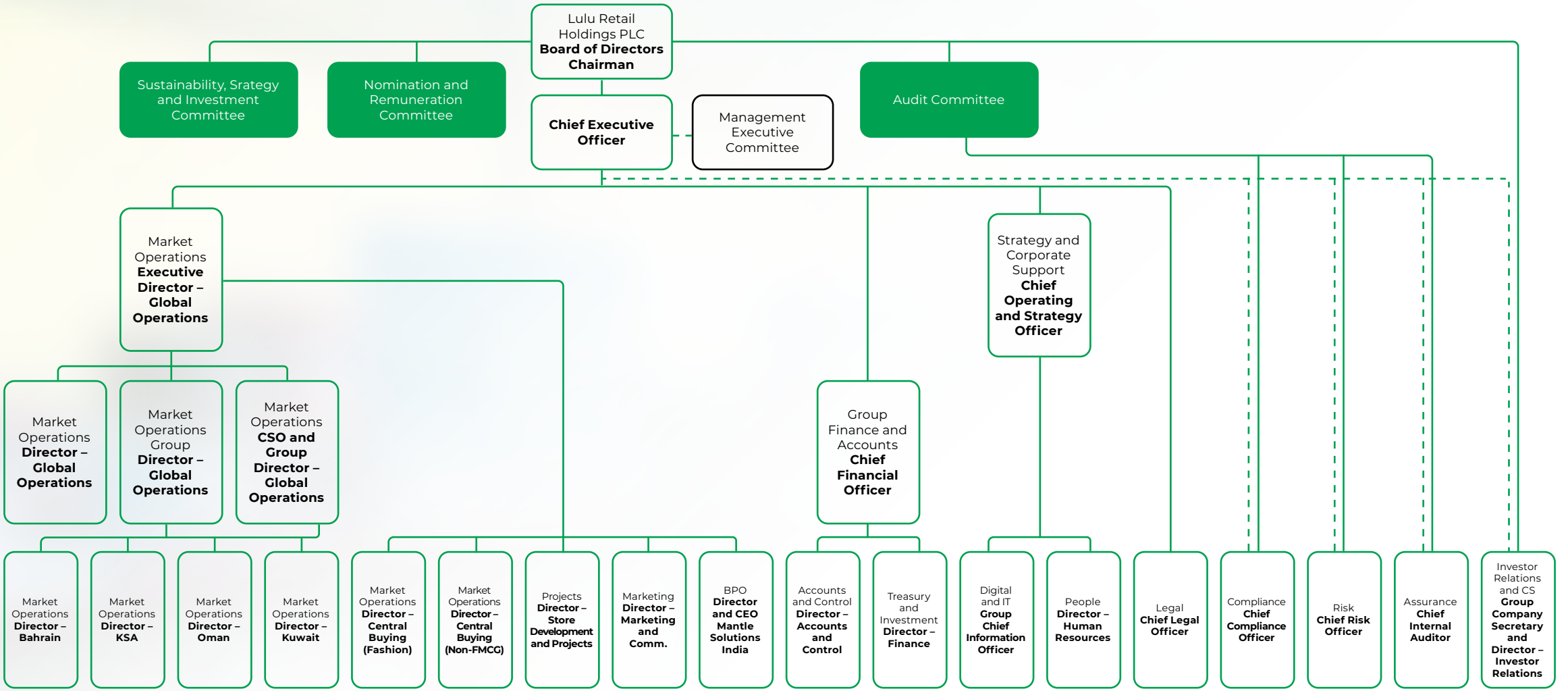
Particulars	Amount (USD)
Short-term employee benefits	5,617,000
End of service benefits	426,000
Total compensation paid to Senior Management Team	6,043,000

Management Executive Committee

The Management Executive Committee supports the CEO by advising on operational matters, overseeing strategic planning, polices and facilitating smooth business functions. Additionally, the Committee monitors the strategic goals, operational objectives, and expansion plans and other related matters.



Company's Framework and Structure



Key Policies

Board of Directors' Charter

The Board of Directors' charter outlines the roles, responsibilities, and processes of the Company's Board. It defines the Board's composition, duties, authority, independence criteria, meeting procedures, quorum, the role of the Company Secretary, conflicts of interest, and the evaluation of the Board.

Audit Committee Charter

The Audit Committee charter outlines the Committee's purpose, membership, authority, and responsibilities. It includes oversight of financial reporting, internal controls, risk management, legal compliance, and the work of internal and external auditors.

Nomination and Remuneration Committee Charter

The Nomination and Remuneration Committee charter outlines the Committee's purpose, structure, and responsibilities. It includes overseeing the nomination process for Board members, setting remuneration policies, evaluating performance, and ensuring compliance with corporate governance standards.

Sustainability, Strategy and Investment Committee Charter

The Sustainability, Strategy and Investment Committee Charter defines the Committee's purpose, composition, authority, and key responsibilities. It encompasses oversight of the Company's strategic direction, sustainability framework, and major investment initiatives. The Committee is responsible for reviewing and recommending longterm strategies, monitoring the implementation of sustainability objectives, evaluating significant capital expenditures and investment proposals, and ensuring alignment with the Company's vision and corporate governance principles.

Board Evaluation Criteria, Policy and Procedure

The Board evaluation policy outlines the criteria and procedures for assessing the Board's performance. It details the scope and evaluation criteria, covering areas such as Board composition, dynamics, operations, and individual director performance. Roles and responsibilities for conducting and overseeing the evaluation process are assigned through the policy.

Market Disclosure and Transparency Policy

The Market Disclosure and Transparency Policy ensures the timely, accurate, and comprehensive provision of information to stakeholders, covering financial data, risk factors, governance, and material developments. The Chief Compliance Officer oversees compliance and reporting to ADX and CMA, maintaining transparency and market integrity through regular updates and adherence to regulatory standards.

Board Remuneration Policy

The Board Remuneration Policy ensures that the Board members' compensation is transparent, fair, and aligned with the Company's strategic goals and shareholders' interests. The policy includes guidelines for setting remuneration and regular reviews to maintain compliance with corporate governance standards. Moreover, the policy emphasises the importance of transparency and ensuring that all remuneration decisions are made in the best interest of the Company and its stakeholders.

Code of Conduct and Business Ethics Policy

The Code of Conduct and Business Ethics Policy sets out guidelines for maintaining the highest standards of integrity, transparency, and ethical behaviour across all business operations, and for upholding the Company's values in achieving its business objectives.

Our Company ensures that adherence to the Code of Conduct is actively monitored and embedded across all levels of the organisation.

Anti-Bribery and Corruption Policy

The Company is committed to ensuring compliance with the Anti-Bribery and Corruption Policy. Lulu Group emphasises the importance of ethical business practices and guidelines to prevent, detect, and address bribery and corruption.

Whistleblowing Policy and Procedure

The Whistleblowing Policy and Procedure ensures that all employees, stakeholders, and other relevant parties can raise concerns against unethical behaviour, illegal activities, or violations of Company policies and/or applicable laws without fear of retaliation, discrimination, or adverse consequences. Reports can be made confidentially through designated channels, and all concerns will be thoroughly investigated. The Company ensures that whistleblowers are protected against any form of retaliation, safeguarding their rights and promoting accountability within the organisation.

Insider Trading Policy

The Company has an Insider Trading Policy in place under which all Board Members, senior management, and employees uphold the confidentiality of inside information and prevent its misuse.

The Company is dedicated to maintaining market integrity and protecting stakeholder trust by preventing insider trading. The Insider Trading Policy strictly prohibits the use or sharing of material non-public information for personal gain or to benefit others.

Key measures include:

- Defined blackout period and restrictions during sensitive periods
- Mandatory pre-clearance of trades for designated individuals
- Prohibition on tipping or sharing material non-public information with unauthorised parties
- Regular training to ensure compliance with insider trading laws

We enforce robust monitoring and reporting mechanisms, along with a confidential whistleblower process for reporting concerns. Violations are met with disciplinary action, including legal consequences.

By implementing this policy, Lulu Group safeguards sensitive and inside information about the Company, its subsidiaries, shareholders, and customers.

Conflict of Interest Policy

The Company outlines procedures for identifying, avoiding, and managing conflicts of interest arising from personal, financial, or professional relationships. This includes situations that may not only present actual conflicts but also create the appearance of a conflict of interest. Under this policy, any actual, potential, or perceived conflicts must be disclosed without delay to enable timely assessment and resolution. This ensures that necessary steps are taken to safeguard the Company's integrity and protect its best interests in all business dealings. Additionally, it reinforces the importance of maintaining transparency and trust within the organisation to avoid any actions that could compromise our ethical standards.

Anti-Money Laundering (AML) and Sanctions Policy and Procedure

The Anti-Money Laundering (AML) and Sanctions Policy and Procedure establishes a comprehensive framework to prevent money laundering, terrorism financing, and sanctions violations. It outlines the Lulu Group's commitment to comply with relevant federal laws, international standards and local regulations. This policy emphasises risk assessment, due diligence, and enhanced due diligence for counterparties.

Related Party Transactions Policy

The Company is committed to maintaining the highest standards of transparency, accountability, and good governance in relation to related party transactions. To ensure compliance with applicable regulations, including those set by the Capital Market Authority (CMA) and the Abu Dhabi Global Market (ADGM), the Company has established a comprehensive framework to facilitate the disclosure and monitoring of related party transactions.

Dividend Policy

The Dividend Policy outlines the Company's ability to pay dividends, which depends on factors including available distributable reserves, capital expenditure plans, future cash requirements, and regulatory considerations. The Company endeavors to maintain a total dividend pay-out ratio of 75% of annual distributable profits after tax, paid semi-annually following the approval and publication of the results for the respective periods, subject to applicable financial parameters.

Managing Conflict of Interest and Related Party Transactions

Conflict of Interest

The Company is committed to fostering a culture of ethical conduct, and the Conflict of Interest Policy has supported this by helping ensure that decisions are made in the organisation's best interests. Directors, senior management and employees are obligated to disclose any actual, potential or perceived conflicts of interest to the Chief Legal and Compliance Officer. Directors, senior management and employees are expected to avoid situations that could compromise their impartiality or the integrity of their decisions. Through this approach, the Company has aimed to strengthen awareness of situations that may affect objectivity and to reinforce transparency, trust and confidence in its practices.

Related Party Transactions

Lulu Group maintains ongoing business relationships with several related parties.

A. Related Party Transactions as disclosed in the consolidated financial statement of the Company for the financial year ended 31 December 2025

The Company's policy on Related Party Transactions (RPTs) details the processes in place to identify, assess, monitor, and report exposures to related parties. RPTs are entered into on an arm's length basis, free from any conflict of interest, on normal commercial terms and continue to be monitored by or on behalf of the Board. Furthermore, we maintain a register of related parties and details for each related party transaction.

We have identified the following entities and individuals as related parties:

Company Entities:

1. Subsidiary companies
2. Parent Company and Sister Companies
3. Companies where any member of the Board or senior management of the Company serves as a Board Member or senior executive
4. Companies in which any Board Member/s and senior management and their relatives contribute not less than 30% of the share capital

Individuals:

1. Board members and their first-degree relatives
2. Senior management and their first-degree relatives

The Related Party Transactions, balances and remuneration to the key management personnel are disclosed in the consolidated financial statement of the Company for the financial year 2025. Please refer to Note 09 in the Financial Statement section of this report for the detailed Related Party disclosure.

B. Related Party Transactions under the Corporate Governance Guide

In accordance with the requirements of the Chairman of the Authority's Board of Directors' Decision No. (3/Chairman) of 2020 concerning the Approval of Joint Stock Companies Governance Guide, issued by the Capital Market Authority ("CMA") (the **"Governance Guide"**), the Company outlines below the related party transactions entered into during the financial year ended 31 December 2025.

Pursuant to the Governance Guide, transactions with related parties exceeding 5% of the Company's capital require approval from the shareholders, unless such transactions are entered in the ordinary course of business and do not give rise to a conflict of interest, as provided under Article 35 of the Governance Guide. All related party transactions were conducted on an arm's length basis, in the ordinary course of business, and were subject to review and oversight by the Board of Directors and the Audit Committee, in accordance with the Company's governance framework.

The Company confirms that, during the financial year ended 31 December 2025, it did not enter into any related party transactions requiring shareholder approval pursuant to the Governance Guide.

i. Related Party Transactions Undertaken During the Financial Year ended 31 December 2025.

The following related party transactions were entered into by the Company during the financial year and were below the 5% capital threshold prescribed under the Governance Guide.

Sl. No	Related Party Name	Nature of Relationship	Transaction Type	Transaction Value Amount in USD (000)
1	Lulu Centre – Sole Proprietorship LLC, Abu Dhabi	Wholly-owned subsidiary	Rent (Office) paid on behalf of the Company	34
2	Lulu Hypermarket LLC, Dubai	Wholly-owned subsidiary	Fund Received by the Company to maintain the required minimum bank balance	27
3	Lulu Group International Limited, Abu Dhabi	Wholly-owned subsidiary	Fund Transferred by the Company for the purpose of opening a bank account	10
4	Lulu Centre – Sole Proprietorship LLC, Abu Dhabi	Wholly-owned subsidiary	Legal Expenses paid on behalf of the Company	2
5	Lulu Centre – Sole Proprietorship LLC, Abu Dhabi	Wholly-owned subsidiary	Dividend distribution fees paid by the Company	78

ii. Transactions in the Ordinary Course of Business

The following transactions were entered into during in the ordinary course of business of the Company during the financial year ended 31 December 2025:

Sl. No	Related Party Name	Nature of Relationship	Transaction Type	Transaction Value Amount in USD (000)
1	Lulu Group International Limited, Abu Dhabi	Wholly-owned subsidiary	Amount received against dividend by the Company	40,844
2	Lulu Hypermarket LLC, Dubai	Wholly-owned subsidiary	Amount received against dividend by the Company	143,227
3	Lulu Hypermarket LLC, Dubai	Wholly-owned subsidiary	Dividend income	198,775

The Company's principal activity is to operate as a holding company for its subsidiaries, and its primary source of income consists of dividends received from its subsidiaries. Accordingly, the receipt of dividends from the subsidiaries, listed above constitutes, transactions entered into in the ordinary course of Company's business and therefore does not constitute related party transactions pursuant to Article 35 of the Governance Guide.

Risk Management

The Company takes a proactive and structured approach to risk management, ensuring risks are identified, assessed, and mitigated in alignment with our defined risk appetite.

We employ a blend of top-down and bottom-up strategies, integrating risk considerations across all levels, from operational teams to executive leadership. Our approach to risk encompasses all critical areas, including Strategic, Financial, Operational, Legal and Regulatory, ESG, Reputational, and HSE risks, ensuring a comprehensive view of our risk landscape.

Risk Management - Governance & Oversight

Lulu Retail maintains a structured Enterprise Risk Management ("ERM") governance framework to support the identification, assessment, monitoring, and reporting of key risks across the Group. The ERM governance framework is aligned to the Three Lines of Defence model, ensuring clear accountability for risk ownership, independent oversight, and assurance.

The Audit Committee maintains risk oversight and assurance, reviews the effectiveness of the ERM framework, the Group's risk profile, and adherence to the approved Risk Appetite and Tolerance.

During FY2025, the Risk Management function continued to operate as an independent Second Line of Defence, separate from revenue-generating and operational activities. The Risk function provides governance oversight, challenge, and consolidation of enterprise risk information for executive management and Audit Committee oversight.

In FY2025, the function provided quarterly ERM updates to the Audit Committee, covering key enterprise risks, retail sector top risk themes, changes in the risk profile, external and internal risk context, emerging risk themes, and progress against the Group-level ERM programme across GCC regions. Risk reporting included updates on the Group Key Risk Register, risk trends, and escalation of material exposures where applicable.

The Risk Management function has also supported the strengthening of risk monitoring and reporting by consolidating functional and regional risk registers into an enterprisewide view, enhancing the clarity and granularity of risk descriptions, root causes and control effectiveness assessments, and continuing the development of Key Risk Indicators ("KRIs") aligned with the Group's risk appetite and tolerance thresholds.

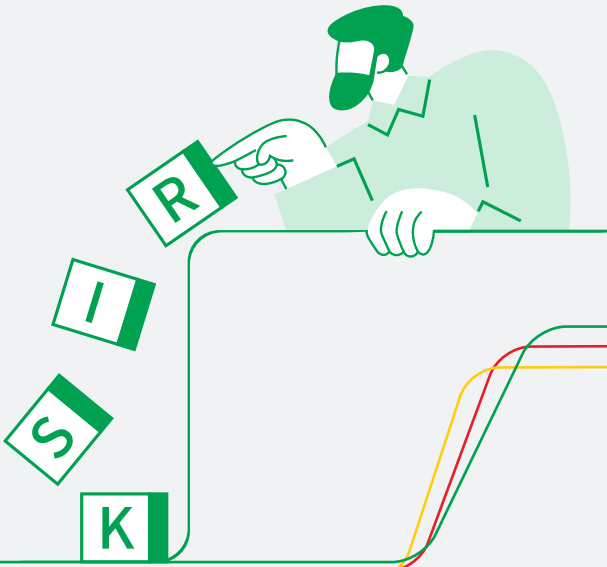
These enhancements reflect continued maturity progression in governance oversight and risk reporting, supporting consistent risk visibility across the Group and enabling timely escalation and management action.

Chief Risk Officer (CRO)
The CRO provides independent oversight of enterprise risk management across the Group and supports Management Executive Committee, Management and the Audit Committee through structured risk reporting, risk appetite monitoring, and governance of key risk exposures. The CRO also drives the continued enhancement of risk culture, KRIs, and enterprise risk consolidation across regions.

Role of the Risk Function

The Risk Management facilitates the Audit Committee and Management Executive Committee by maintaining the ERM framework and methodology, facilitating risk assessments, monitoring risk appetite and tolerance adherence, and reporting key and emerging risks through structured governance forums.

▶ **Please refer to the Risk Management chapter on page 62 of the Integrated Annual Report – Strategy Section for Risk Management Objectives, Model and Framework, Process, Principal risks and their management.**

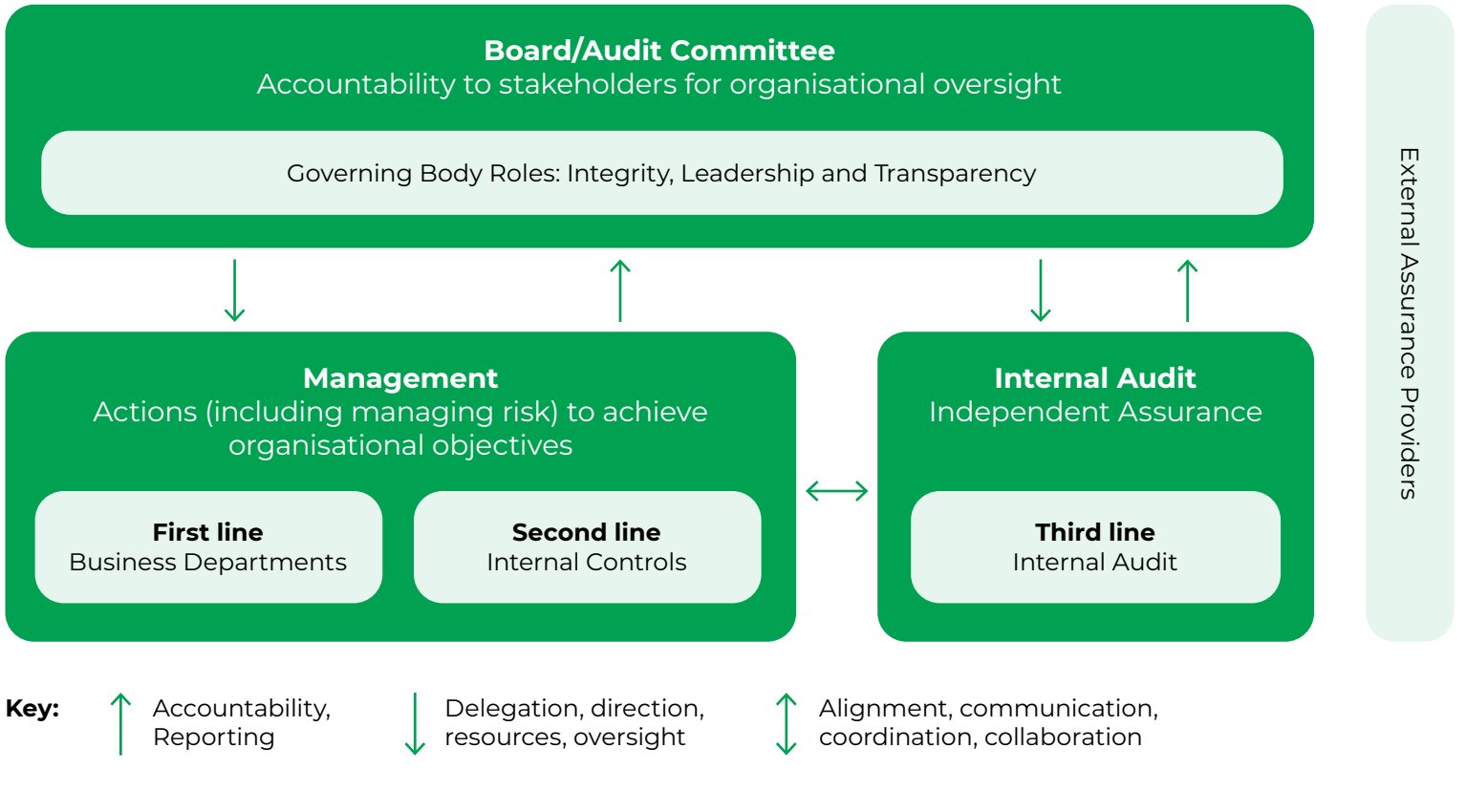


Internal Control

Internal Control Framework

The Board of Directors is responsible for the establishment, oversight, and effectiveness of the Group's internal control framework as part of its broader corporate governance responsibilities. The internal control system is designed to support the achievement of the Group's strategic and operational objectives, safeguard assets, protect shareholders' interests, ensure compliance with applicable laws and regulations, and maintain the integrity and reliability of financial and operational reporting.

The Group's internal control framework is embedded within its governance and risk-management structures and operates in alignment with the internationally recognised three lines of defence model. This approach promotes clear accountability for controls at the operational level, effective oversight by management, and structured reporting to the Board and its committees.



Governance and Oversight

In accordance with the Internal Control Framework, the Board oversees the implementation and ongoing maintenance of the internal control system. This oversight includes periodic reviews and regular reporting to the Board and the Audit Committee on the adequacy and effectiveness of the internal control framework. The Board also undertakes an annual review of the system's effectiveness, including assessments of compliance with internal policies, applicable laws, and regulatory requirements.

Under the authority of the Board, senior management is responsible for ensuring that appropriate internal controls, both financial and operational are implemented and functioning effectively across the Group. Management is accountable for engaging control responsibilities within business processes, ensuring consistency of application, and addressing identified control gaps in a timely manner.

Operating as part of the second line of defence, the Internal Controls Department supports management in maintaining a robust and sustainable control environment. The Department monitors the effectiveness of internal controls across key processes, facilitates remediation of identified issues, and supports continuous improvement initiatives. Quarterly reports are submitted to the Board and the Audit Committee, covering the status of the internal control framework, key observations, remediation progress, and emerging risk and control themes.

Oversight of the internal control framework is supported by senior leadership, including Mr. Santhoshkumar R Pillai, Director – Accounts and Control, and Mr. Jeevan Krishna, Chief Compliance Officer; they were appointed to their respective designations in the Company on 01 July 2024. Mr. Santhoshkumar holds a Bachelor of Commerce degree from Kerala University and is a Chartered Accountant from the Institute of Chartered Accountants of India. Mr. Jeevan Krishna holds a Bachelor of Law (LLB) degree from Mangalore University and a Master of Laws (LLM) degree from Kerala University.

Control Environment and Framework

The Group's internal control system is designed in line with the Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO 2013). This framework provides reasonable assurance regarding the effectiveness and efficiency of operations, reliability of reporting, and compliance with applicable laws and regulations.

Internal controls are embedded across business processes and supported by documented policies, defined roles and responsibilities, and system enabled controls where appropriate. The framework is designed to mitigate, rather than eliminate, the risk of failure to achieve business objectives and therefore provides reasonable, but not absolute, assurance against material misstatement or loss.

Monitoring, Reviews, and Issue Management

The Internal Controls Department conducts reviews of selected key financial and operational processes based on risk assessments, materiality considerations, prior-year observations, operational changes, and management inputs. Observations arising from these reviews are evaluated for impact and severity, and remediation plans are agreed with management.

The Group maintains defined mechanisms to identify, assess, and respond to significant control issues. Where observations or process gaps are identified, these are addressed through structured corrective actions, including refinement of process steps, strengthening of review and approval controls, enhancement of documentation standards, targeted training, and implementation of system-enabled controls. Progress against remediation plans is monitored and reported to the Audit Committee.

Escalation protocols are in place to ensure that any significant control matters with potential implications for financial reporting, regulatory compliance, or disclosure are communicated promptly to senior management and the Board, enabling timely corrective action and appropriate disclosure where required.

Violations and Compliance

The Group maintains a robust compliance framework to ensure adherence to applicable laws, regulations, and internal policies. During the year, no material violations impacting the integrity of financial reporting or the overall internal control environment were identified. No reservations were noted by the external auditor for the 2025 financial year. The Internal Control Department identified no significant issues within the company; as a result, no reports were submitted to the Board throughout the year.

Continuous Improvement

The Group remains committed to the continuous enhancement of its internal control environment. Ongoing initiatives focus on further standardisation of processes across regions, increased reliance on automated and system-based controls, and alignment of control activities with system and process improvement programmes. Coordination between management, Internal Controls, and Internal Audit continues to ensure appropriate coverage, avoid duplication of effort, and promote a consistent understanding of control expectations across the organisation.

Overall Assessment

Based on the oversight activities performed, reports received from management, and monitoring of remediation actions, the Board and management consider the Group's internal control framework is adequate and effective. The framework in place provides reasonable assurance that key risks are identified, assessed, and managed in a structured and timely manner, supporting the Group's governance, risk-management, and compliance objectives.

Compliance

The Compliance Department of Lulu Retail operates within a broader legal and compliance framework and is responsible for overseeing compliance with applicable laws, regulations, regulatory standards, and internal policies across the Group.

The Department's primary objective is to ensure and maintain a strong compliance culture and effective governance framework that supports ethical business conduct and regulatory adherence across all operations.

Key responsibilities of the Compliance Department include:

- Designing, implementing and enhancing a comprehensive compliance programme to identify, assess, monitor, and mitigate regulatory and legal compliance risks.
- Developing, maintaining, and updating compliance policies, procedures, and frameworks in line with applicable regulatory requirements and best practices.
- Monitoring adherence to regulatory obligations and internal controls, including identification of compliance gaps and follow-up on remediation actions.
- Coordinating with business units and support functions to ensure consistent and effective implementation of compliance requirements across the Group.
- Advising senior management on the impact of new and evolving laws, regulations, and regulatory expectations.
- Conducting compliance training, awareness programmes and communication initiatives to embed a robust compliance culture throughout the organisation.

The Compliance Department is headed by Mr. Jeevan Krishna, Chief Compliance Officer, who provides strategic direction and independent oversight to ensure the effectiveness and continuous enhancement of the Group's compliance framework.

The Compliance Department provides regular assurance to the management and the Audit Committee regarding the adequacy and effectiveness of the Group's compliance controls and framework. This includes:

- Conducting periodic assessments and reviews of the compliance programme to evaluate its effectiveness.
- Reporting significant compliance risks, instances of non-compliance, control deficiencies and remediation efforts to senior management and the Audit Committee.
- Presenting regular reports to the Audit Committee, including quarterly compliance updates, annual summaries of compliance activities, the status of compliance programme implementation and key policy updates.

Through these structured processes and reporting mechanisms, the Compliance Department supports the Board and management in fulfilling their oversight responsibilities and maintaining high standards of governance, integrity, and regulatory compliance across the Group.

Internal Audit

Internal Audit serves as the third line of defence and provides independent and objective assurance to the Board and the Audit Committee on the effectiveness of the Company's risk management, internal control, and governance frameworks.

The Internal Audit function was established following the Company's listing, as part of strengthening its corporate governance environment. During the initial year of operations, focused efforts were undertaken to build awareness among key stakeholders regarding the role, mandate, and value of Internal Audit, and to embed the function within the organisation's governance structure.

Internal Audit activities are guided by a three-year risk-based internal audit plan approved by the Audit Committee, developed with reference to the enterprise Risk Register prepared and maintained by the Risk Management function. The audit plan is designed to provide appropriate coverage of key risks across the Group. Internal Audit maintains ongoing coordination with the Risk team to identify emerging and evolving risks and to adjust audit priorities and strategies accordingly.

Internal Audit delivers independent assurance and advisory services designed to add value and enhance operational effectiveness. The function adopts a risk-based approach to assess and report on the adequacy and effectiveness of internal controls, compliance practices, and risk mitigation measures across the Group.

For FY 2025, Internal Audit completed 72 audits, with coverage extending across all GCC regions, covering multiple functions, with a few among them including Retail Operations, E-Commerce Operations, Wholesale Operations, Finance , IT, sourcing units and the BPO office. Audit results, key observations, and implementation status updates were reported to the Audit Committee on a quarterly basis, enabling effective oversight and monitoring.

Internal Audit actively monitors the implementation of agreed management action plans and follows up on audit recommendations to support timely remediation. The function continues to receive strong cooperation and support from management, which has contributed to the effective execution of the audit plan.

The Board of Directors acknowledges its duty to oversee the Company's internal control system, review its operational mechanisms, and ensure its effectiveness.

Subsidiary Governance – Company Oversight of Global Subsidiaries

The Company has 85 Subsidiaries across 27 jurisdictions.

The Governance oversight of subsidiaries is maintained through a comprehensive and structured framework that ensures alignment with the Lulu Retail Holdings PLC's (Parent Company) strategic objectives and adherence to local regulatory requirements. This framework includes the establishment and enforcement of groupwide policies, charters, and codes of conduct applicable across all entities. Standardised governance practices such as consistent Board structures, manager appointments, meeting protocols, and reporting templates are implemented to promote uniformity and strong governance discipline.

The Compliance Department conducts periodic audits, monitors adherence to local laws, and ensures that subsidiaries operate in line with the Company's ethical and corporate governance standards. Regular engagement with subsidiary management teams, supported by centralised oversight, reinforces strategic alignment and accountability throughout the organisation. Additionally, the Parent Company periodically obtains structured reports from subsidiaries covering key personnel changes, significant resolutions, regulatory updates, audit observations, and other critical financial and operational matters.

The Company remains committed to ensuring effective oversight of its regional and global subsidiaries, requiring each entity to comply with corporate policies, standards, and ethical guidelines while meeting local regulatory obligations and adapting to marketspecific conditions.

For the entity chart that shows the subsidiaries of the Company, please refer to Note 08 in the Financial Statement section of the report.

Delegation of Authority (DoA)

Delegation of authority by the Board

In November 2024, the Board of Directors have issued a delegation of authority to Mr. Yusuffali Musaliam Veettil Abdul Kader (Chairman), Mr. Saifuddin Taher Bhai Rupawala (Chief Executive Officer / Executive Director), Mr. Ashraf Ali Muslim Veettil Abdul Kader (Executive Director – Global Operations) and Mr. Abdul Saleem Valiyakath Ibrahim Kutty (Chief Operating & Strategy Officer / Executive Director) authorizing them to:

- to handle all finance-related documents for obtaining or renewing financial/credit facilities for the Company and its subsidiaries (Group);
- to execute all security-related documents such as liens, charges, pledges, hypothecation, mortgages, guarantees, and assignments for the Company or any Group entity;
- to sign shareholder resolutions and other documents of Group companies or any company in which Lulu Retail is a shareholder/ beneficial owner and to represent, attend, vote, and appoint proxies at general meetings; and
- to open, close and operate bank accounts in all aspects, such as managing foreign payments, statutory payments and other operational banking matters; and modify authorization matrix and bank signatories; and avail internet banking, merchant services, payment gateways and cashmanagement services.

They are authorized to sign all agreements and documents necessary for all these above-mentioned actions, and the delegation remains valid for three years (i.e., until November 2027) unless revoked earlier by the Board.

Statement of Cash and In-kind Contributions to the Local Community and for Preserving the Environment

Driving Sustainable Community Impact

Lulu Retail is committed to advancing the social, economic, and environmental wellbeing of the communities it serves through purposeful partnerships and inclusive programmes. In 2025, the Company focused on food security, health and wellness, education, and environmental stewardship, reinforcing its role as a responsible corporate citizen and creating value beyond business operations.

Through impactful CSR initiatives and collaborations with recognised charities, Lulu Retail addressed local community needs, supported vulnerable groups, and promoted longterm, sustainable development — strengthening resilient and inclusive communities across the region.

Indicator	Unit	2023	2024	2025
Donations and Sponsorships	USD (rounded)	2,269,756	961,936	1,138,679
	AED (rounded)	8,335,679	3,532,710	4,181,799



Empowering Communities

The Company remains deeply engaged with the communities it serves, supporting initiatives in healthcare, education, and economic upliftment in line with its ESG commitments. These efforts range from Ramadan Iftar programmes and farmer support to blood donation drives and breast cancer awareness campaigns. We take particular pride in encouraging local youth and SMEs, and we warmly welcome collaboration with charitable and nonprofit organisations seeking to create positive impact.

Human Rights

The Company upholds a strong commitment to protecting human rights across its operations and value chain, ensuring that the dignity of employees, workers, and all relevant stakeholders is respected. Lulu Group adheres to all applicable human rights regulations, including the UN Guiding Principles on Business and Human Rights and the United Nations Global Compact.

Environmental Management

The Company's approach to environmental responsibility is rooted in energy efficiency, resource conservation, and the expansion of solar energy solutions. By carefully tracking key environmental indicators such as energy use, greenhouse gas emissions, water consumption, and waste management we aim to make informed, responsible decisions that support both operational excellence and environmental wellbeing.

Emiratisation

At Lulu, Emirati colleagues are offered meaningful opportunities to grow their careers, benefit from exceptional professional development, and contribute to the continued progress of our nation's economy.

The Company remains dedicated to welcoming, nurturing, engaging, and retaining Emirati talent at every level. Our key initiatives focus on recognizing potential and providing the guidance and support our Emirati team members need to confidently advance into leadership roles; strengthening the future of both the Company and the UAE. Emiratisation percentage was 19.67% in 2024 and is 26.43% in 2025[1].

[1] The calculation of the percentage is based solely on the number of skilled workers employed as of 31 December 2025, in compliance with the applicable Emiratisation Regulations.

External Auditor

Deloitte & Touche (M.E.) LLP is the Deloitte member firm operating across the Middle East, providing audit, assurance, tax, consulting, and advisory services to public and private sector clients. It forms part of Deloitte's global network of legally separate and independent member firms and has maintained its presence in the region since 1926, contributing significantly to the development of the professional services industry.

Deloitte & Touche (M.E.) LLP was appointed as the External Auditor for the financial year ended 2025. In addition to the key responsibilities of the Audit Committee, it reviews and approves the external audit approach, to include the evaluation, independent appointment or re-appointment, and terms of engagement and rotation of the auditing firm and/or the principal partner in charge of the audit. The selection criteria include ensuring capacity of the audit firm to manage the audit effectively and competently, taking into account the scale and complexity of the Company, as well as ensuring independence, no conflicts of interest, and a strong and capable audit partner and team.

Below are the details and breakdowns of the external audit fees and other service fees incurred during 2025 for the Company:

Deloitte & Touche (M.E.) LLP issued an unqualified opinion on the annual financial statements for the year ended 31 December 2025, with no qualifications or reservations expressed.

Name of the audit firm	**Deloitte & Touche (M.E.) LLP**
Name of the partner auditor	Ms. Faeza Sohawon (this is the Second year after the Company got listed on ADX)
Number of years spent as the company's external auditor	Second year post listing
Number of years the partner auditor spent auditing the company's accounts	Second year post listing
Total value of audit fees for 2025 (in AED and USD)	USD 2,131,475 (equivalent to AED 7,827,842)
Details and nature of other services provided by the company's auditor (if any). In the event that there are no other services, this shall be stated explicitly.	Agreed upon procedures engagements, tax compliance services and subject matter experts' audit support engagements
The value of fees and costs incurred for other special services other than auditing the financial statements for 2025 (in AED and USD), if any.	USD 261,073 (equivalent to AED 958,791)
Statement of other services that any external auditor other than the company auditor provided during 2025 (if any).	Nil



Investor Relations and Company Performance

The Investor Relations function oversees all activities related to managing and engaging with the global investor base, ensuring transparent and timely dissemination of financial and non-financial information.

It follows an annual investor relations plan that outlines key engagement guidelines, enabling effective communication with investors and efficient handling of market inquiries. The Board is committed to providing shareholders and stakeholders with access to accurate, clear, and up-to-date information about the Company. Lulu Group ensures timely disclosures of all material information, including financial performance, governance, and share ownership, in a manner accessible to all relevant parties. Additionally, during the Company's quarterly earnings calls, shareholders receive updates and can provide feedback on the Company's performance. Mr. Samuel Hart heads the Investor Relations Department, and the team is responsible for overseeing engagement with key external stakeholders such as shareholders and the wider professional investment community, and he reports to the Director – Investor Relations.

The Investor Relations function is led by:

Mr. Samuel Hart, Head – Investor Relations

Email: investor.relations@ae.lulumea.com

Telephone No.: +971 24182000

Website Link: www.luluretail.com/investors/

Shareholder types as of 31 December, 2025

Shareholder Classification	Percentage of Owned Shares		
	Companies (%)	Individuals (%)	Total (%)
Local	8.28	5.88	14.16
Arab	7.85	2.19	10.04
Foreign	73.38	2.42	75.80
Total	89.51	10.49	100.00

Shareholder distribution according to the volume of ownership as of 31 December 2025

Shares Owned	No. of Shareholders	No. of Shares Held	% of Shares Held
Less than 50,000	66,240	147,639,287	1.43
From 50,000 to less than 500,000	1,580	229,023,783	2.22
From 500,000 to less than 5,000,000	321	476,135,782	4.61
More than 5,000,000	71	9,476,106,498	91.74

Shareholders who held 5% or more of the Company's shares as of 31 December 2025

Name	Number of Owned Shares	Percentage of Owned Shares of the Company's Capital
Lulu International Holdings Limited	7,230,233,745	70%

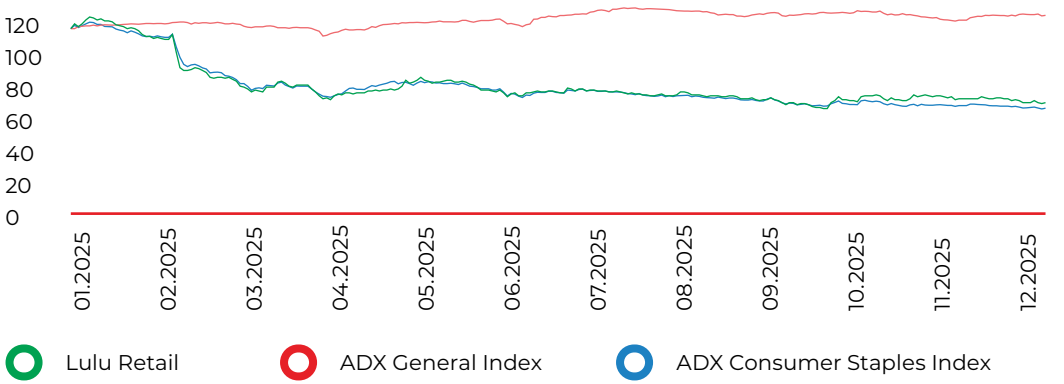
Share price (AED) in 2025

Month	Monthly High	Monthly Low	Monthly Close
January	2.02	1.82	1.82
February	1.84	1.39	1.39
March	1.40	1.25	1.32
April	1.28	1.17	1.27
May	1.40	1.27	1.33
June	1.32	1.20	1.26
July	1.29	1.23	1.23
August	1.25	1.20	1.21
September	1.21	1.12	1.12
October	1.22	1.08	1.18
November	1.22	1.16	1.18
December	1.20	1.13	1.14
2025	**2.02**	**1.08**	**1.14**

The Company's comparative performance with the general market in 2025

Month	Company	FTSE ADX General Index (FADGI)	ADX Consumer Staples Index
January	(4.2%)	2.8%	(4.1%)
February	(23.6%)	(0.2%)	(22.2%)
March	(5.0%)	(2.0%)	(7.7%)
April	(3.8%)	1.8%	2.3%
May	4.7%	1.6%	(0.9%)
June	(5.3%)	2.8%	(5.2%)
July	(2.4%)	4.1%	(2.8%)
August	(1.6%)	(2.7%)	(2.9%)
September	(7.4%)	(0.8%)	(5.8%)
October	5.4%	0.9%	1.0%
November	0.0%	(3.5%)	(1.6%)
December	(3.4%)	2.5%	(2.5%)
2025	**(40%)**	**7.2%**	**(43.0%)**

Share price performance in 2025 (Rebased to 100)



Innovative Projects and Initiatives Implemented by the Company in 2025

- Transformation of supply chain: In 2025, We took a significant step in transforming Our supply chain operations through the deployment of advanced artificial intelligence and machine learning capabilities across Our store and distribution network. This initiative leverages AI-powered demand forecasting and intelligent replenishment systems that automate routine ordering processes for both external vendors and warehouse replenishment. We are continuing the transformation in 2026 and aim at reducing excess stock, minimizing waste, and improving planning efficiency across the entire supply chain.
- System upgrades for data security and efficiency: During the reporting period, the Group continued to enhance its technology landscape to support operational efficiency, resilience, and scalability, while maintaining alignment with its corporate governance and risk-management frameworks. Key initiatives included the modernisation of core systems, increased use of data and analytics to support decision-making, and the controlled adoption of automation and artificial intelligence in selected business processes. All technology initiatives operate within established IT governance, data governance, cybersecurity, and vendor-risk management controls, with defined accountability and human oversight.
- Digitalisation of Board Processes through a board management platform: The Company adopted a board management platform that enables directors and management to access and review meeting materials, as well as annotate and sign documents digitally. This supports streamlined information flow, enhances board communication, and advances digitalisation by replacing manual, paper based board processes.

Use of Artificial Intelligence in Core Business Operations

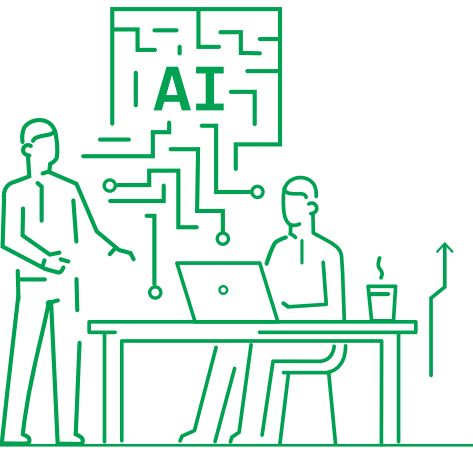
In alignment with the Group's corporate governance framework and digital transformation strategy, Lulu has implemented AI-driven demand forecasting and replenishment solution to strengthen inventory planning and supply-chain efficiency. The solution is currently operational in the UAE, with phased deployment underway across other countries.

The AI platform leverages advanced analytics and machine-learning techniques to evaluate historical sales trends, seasonality, promotional activity, and store-level demand patterns, enabling the generation of forecast and replenishment recommendations. The system is integrated with the Group's core enterprise and supply-chain platforms and functions within predefined business rules and authorization controls.

Robust safeguards are in place to ensure appropriate human oversight and accountability. Planning teams retain responsibility for reviewing system-generated outputs, managing exceptions, and approving recommendations. Automated processes operate within defined thresholds and are subject to structured approval workflows and periodic review.

Data utilised by the AI models is governed by established data-quality, access-control, and information-security policies. The solution is managed in accordance with the Group's vendor governance and risk-assessment frameworks, with forecast accuracy, inventory performance, and exception levels monitored through management-level KPIs and reporting mechanisms.

The controlled implementation of AI-driven demand forecasting and replenishment has supported improved product availability, reduced excess inventory and wastage, enhanced operational efficiency, and optimized working-capital utilization.



Material Events and Disclosures Concerning the Company in 2025

During 2025, the Company announced the opening of new stores, its inclusion in the FTSE Global Equity Index Series (FTSE GEIS), winning sustainability awards, the appointment of Al Ramz Capital as liquidity provider, and the expiration of the of Liquidity Provision Agreement with BHM Capital Financial Services PSC.

For more information on material events, please refer to the Integrated Annual Report – Strategy Section.

- **The Company's investor announcements are available at lulurentail.com/investors/announcements/**



Yusuffali Musaliam Veettil Abdul Kader

Chairman of the Board of Lulu Retail Holdings PLC

André George Sayegh

Chairman Audit Committee of Lulu Retail Holdings PLC

Reed Hamad Khamis Al Sheryani Al Dhaheri

Chairperson Nomination and Remuneration Committee of Lulu Retail Holdings PLC

Santhoshkumar Raghavan Pillai

Director - Accounts & Control of Lulu Retail Holdings PLC