Anan
Investment Holding

عنان
للاستثمار القابضة

Invitation to the Annual General Assembly Meeting

Anan Investment Holding P.J.S.C.

The Board of Directors of **Anan Investment Holding P.J.S.C.** (the "Company") is pleased to invite the esteemed shareholders to attend the Annual General Assembly Meeting for the year 2026. The meeting is scheduled to be held on Tuesday, April 28, 2026, at 4:00 PM. The meeting will be conducted remotely via electronic participation without physical attendance.

Agenda Items:

1. **Meeting Date:** Tuesday, April 28, 2026, at 4:00 PM.
2. **General Assembly Agenda:**

1- Consider and approve the Board of Directors' report on the Company's activities and its financial position for the fiscal year ended December 31, 2025.
2- Consider and approve the Auditor's report on the company's activity and its financial position for the fiscal year ended December 31, 2025.
3- Consider and approve the Company's Balance Sheet and Profit and Loss Account for the fiscal year ended December 31, 2025.
4- Consider and approve the discharge of the members of the Board of Directors from their liability for the fiscal year ended December 31, 2025.
5- Consider and approve the release of the Auditors from liability for the fiscal year ended December 31, 2025.
6- Consider and approve the appointment of the Auditors for the fiscal year ending December 31, 2026, and determine their fees.
7- Consider and approve the Board of Directors' proposal not to distribute profits, (whether cash dividends or bonus shares) for the fiscal year ended December 31, 2025.
8- Consider and approve the Board of Directors' proposal not to distribute board remuneration for the fiscal year ended December 31, 2025.
9- Approve the Board of Directors' resolution to settle the dues of Ayla Investment L.L.C. against 25% of the total actual net cash flows from Phase (14) project in Al Ain, Abu Dhabi, whether achieved through project development, sale, or both, and whether by the developing company directly or via a third party.
10- Special Resolution: To consider and approve the Board of Directors' proposal to increase the Company's share capital through a private subscription for existing shareholders in the amount of up to AED 350,000,000 (three hundred and fifty million UAE Dirhams) as a maximum, and to issue up to 350,000,000 (three hundred and fifty million) new shares at a nominal value of AED 1 (one UAE Dirham) per share, subject to obtaining the approval of the Ministry of Economy and amending Article (4) of the Memorandum of Association and Article (6) of the Articles of Association so that the Company's share capital, upon completion of the capital increase, equals the total sum of the existing share capital plus the increase amount, distributed over a number of shares calculated at a nominal value of AED 1 per share, fully paid.
11- Authorize the Board of Directors to follow up and take all necessary actions and sign all required documents in connection therewith, including the right to limit the Company's capital increase to the amount actually subscribed, and to approve the authorization of any individual member of the Company's Board of Directors to take all necessary steps to increase the Company's share capital, represent the Company, and sign, execute, and submit documents, contracts, agreements, and correspondence related to the capital increase and the amendment of the Company's Memorandum of Association and Articles of Association for the capital increase, and to complete all procedures and deal with all official authorities, including without limitation the Department of Economic Development, the Ministry of Economy, and the Abu Dhabi Securities Exchange.

12- Special Resolution: Consider and approve the Board of Directors' proposal to increase the Company's share capital through the issuance of mandatory convertible bonds or sukuk into shares in the Company ("Debt Instruments"), either directly or through a special purpose vehicle established for this purpose, with a maximum value of AED 1,250,000,000 (one billion two hundred and fifty million Dirhams), subject to obtaining the approval of the Ministry of Economy, through a private placement for the Company's creditors who wish to exchange their existing debts and subscribe to the Debt Instruments, in accordance with the following terms:

a) Debt Instruments: Shariah Compliant Mandatory convertible bonds or sukuk into shares in the Company, compliant with Islamic Sharia.

(b) Type of Conversion: Mandatory conversion into shares in the Company in accordance with the terms and conditions of the Debt Instruments, without the need for future approvals from the Company's General Assembly for the conversion process.

(c) Conversion Price: AED 1 (one) UAE Dirham per share.

(d) Conversion Period: Within three months from the date of issuance.

(e) Purpose of Issuing the Debt Instruments: Restructuring the Company's existing debts, whereby creditors who wish to voluntarily exchange their existing debts subscribe to the Debt Instruments, in accordance with the stated terms and conditions.

For the purposes of converting the Debt Instruments into ordinary shares in the Company, the Company's share capital shall be increased by up to AED 1,250,000,000 (one billion two hundred and fifty million Dirhams), and the Memorandum of Association and Articles of Association of the Company shall be amended after obtaining the approvals of the relevant official authorities.

13- To approve the amendment of Article (4) of the Memorandum of Association and Article (6) of the Articles of Association so that the Company's share capital, upon completion of the capital increase, equals the total sum of the existing share capital plus the increase amount resulting from the capital increase, distributed over a number of shares calculated at a nominal value of AED 1 per share, fully paid.

14- To consider authorizing the Company's Board of Directors to execute the issuance of the Debt Instruments and their conversion into shares in the Company (including identifying and utilizing appropriate Company assets to structure the Debt Instruments in a Sharia-compliant manner if necessary), establishing (if necessary) a special purpose vehicle in any jurisdiction for issuing the Debt Instruments, converting/exchanging these Debt Instruments into shares in the Company, approving the terms and conditions of the Debt Instruments, and any transaction document executed by or on behalf of the Company, determining any lock-up period on shares after conversion/exchange, the offering document (if any); and authorizing and appointing any member of the Company's Board of Directors to individually represent the Company and sign, execute, and submit documents, contracts, agreements, and correspondence related to the establishment of the special purpose vehicle (if necessary), the issuance of the Debt Instruments, the conversion/exchange process, approving the terms and conditions of the Debt Instruments, any transaction document executed by or on behalf of the Company, the offering document (if any), determining the maximum agreed-upon increase amount, amending the Articles of Association for the capital increase, and completing all procedures and dealing with all regulatory authorities, including without limitation the Department of Economy and Tourism, the Notary Public, the Ministry of Economy, and the Abu Dhabi Securities Exchange.

General Assembly Notes:

1. The meeting will be through electronic participation of the shareholders without physical attendance, via the electronic link that will be sent to shareholders through email or text messages (SMS).

2. Every shareholder registered in the Company's share register is entitled to attend the Company's General Assembly or to appoint a proxy of their choice—other than members of the Company's Board of Directors—to attend the aforementioned General Assembly meeting by virtue of a written special power of attorney. The proxy holder, in such capacity, must not hold more than 5% of the Company's share capital. A copy of the proxy must be sent to the Company via email at info@anan.ae at least two days prior to the meeting date.

3. A group of shareholders representing at least 5% of the Company's share capital may request the inclusion of an item or items in the General Assembly agenda. This shall be done through a written request submitted to the Company five days before the meeting date for publication on the Company's website or via email at info@anan.ae, enabling shareholders to review the items and express their opinions during the period available for registration and voting.

4. In the event that a legal quorum is not met for the General Assembly meeting, the adjourned meeting shall be held at 4:00 PM on Wednesday, May 13, 2026, following the same timing, mechanism, and method as the previous meeting. The adjourned General Assembly meeting shall be deemed valid regardless of the number of shareholders present. Proxies issued for the first meeting shall remain valid and effective for any subsequent meetings unless explicitly revoked by the concerned shareholder through a notice addressed to Anan Investment Holding P.J.S.C. at the email info@anan.ae, at least two days before the date of the adjourned meeting.

In case of any inquiries in this regard, please contact us via email at info@anan.ae.

Anan Investment Holding P.J.S.C.



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نموذج توكيل خاص Special Proxy Form		
I /We, the undersigned:	.....	أنا الموقع / نحن الموقعون أدناه:
Investor Number	.....	رقم المستثمر
In my/our capacity as the holder of:	.....	أملك/ نملك:
Hereby appoint:	.....	قد وكلت/ وكلنا:
Mr/Mrs:	.....	السيد/ة:
ID Number:	.....	رقم الهوية:
Email address:	.....	البريد الإلكتروني:
Mobile:	.....	الهاتف المتحرك :
ليحضر ويصوت بالنيابة عني/عنا (الكترونيا وعن بعد) في اجتماع الجمعية العمومية السنوي لشركة عنان للاستثمار القابضة ش م خ المقرر انعقاده الساعة 4.00 عصرا يوم الثلاثاء الموافق 28 ابريل 2026 أو في أي تاريخ آخر يؤجل إليه الاجتماع As my/our Proxy to attend and vote on my/our behalf (electronically and remotely) at the Annual General Assembly Meeting of ANAN Investment Holding PJSC scheduled at 4.00 PM on Tuesday, or any subsequent date the meeting might be adjourned to April 28, 2026		
Date:		التاريخ:
Signature		التوقيع:
Stamp for Corporate Shareholders:		ختم المساهم الإعتباري