

WAHA CAPITAL

Management discussion and analysis for the
period ended 31 March 2026

Al Waha Capital PJSC reported net profit attributable to Owners of the Company of AED 57.0 million for the period ended 31 March 2026 compared to AED 81.0 million for the corresponding period of 2025.

KEY ACTIVITIES DURING THE PERIOD

The following key activities occurred during the period:

- Public Markets (operated by Waha Investments Ltd previously by Waha Investment PrJSC) total assets under management reached AED 11.3 billion (USD 3.1 billion) as of 31 March 2026 compared to AED 10.8 billion (USD 2.9 billion) as of 31 December 2025, an increase of 4.5%. Within this figure, assets under management attributable to equity holders of the parent were AED 3.7 billion as of 31 March 2026 similar to 31 December 2025.
- The period-to-date returns from funds managed by the Group were: Waha Emerging Markets Credit Fund SP 1.3% (net), Waha MENA Equity Fund SP -2.7 % (net) and Waha Islamic Income Fund SP -1.3 % (net).
- Private Investment assets under management stood at AED 0.7 billion as of 31 March 2026 unchanged from 31 December 2025.
- Effective 1 October 2025, the Group has been classified as an investment entity. Consequently, certain subsidiaries are now measured at fair value through profit or loss and are no longer consolidated. While the current period reflects the application of investment entity accounting, the comparative information for YTD 2025 reflects full consolidation of subsidiaries and is therefore not directly comparable.

Summary income statement for the period ended 31 March (AED '000)

	2026	2025
Revenue from sale of goods and services	-	41,352
Income from investment property, net	-	17,095
Income from financial investments, net	59,339	214,117
Fee income	47,955	-
Share of profit of associates and joint ventures, net	406	4,008
Finance income	5,083	20,828
Other income, net	186	3,332
Gain on disposal of investment in investment in an associate	-	29,134
Total income	112,969	329,866
Expenditures	(45,738)	(93,649)
Finance cost	(10,229)	(76,563)
Total expenses	(55,967)	(170,212)
Profit before tax	57,002	159,654
Tax expense	-	(2,130)
Profit for the period	57,002	157,524
Profit for the period attributable to:		
Equity holders of the parent	57,002	80,983
Non-controlling interests	-	76,541
Profit for the period	57,002	157,524
Basic and diluted earnings per share attributable to the equity holders of the parent (AED)	0.030	0.043

TOTAL INCOME ANALYSIS

Three-month period ended 31 March 2026

Total income of AED 113.0 million for the period ended 31 March 2026, compared to AED 329.9 million for the corresponding period of 2025, was driven by the following:

- Public Markets income of AED 20.1 million compared to AED 251.7 million in 2025 mainly driven by
 - Fee income of AED 48.0 million (YTD 2025: AED Nil as fee income was eliminated on consolidation)
 - Net Mark to Market loss on Public Market fund investments AED 28.7 million (YTD 2025: nil) and
 - Income from consolidating Public Market funds AED nil (YTD 2025: AED 251.7 million)
- Private Investments income of AED 90.4 million compared to AED 59.7 million in 2025 mainly due to
 - Income from financial investments of AED 88.1 million (YTD 2025: AED loss of 16.8 million) driven by mark to market gains and
 - Gain on disposal of investment in an associate amounting to AED nil (YTD 2025: AED 29.1 million)
- Waha Land income amounted to nil compared to AED 17.3 million 2025 due to
 - Fair value gain on investment in subsidiary AED nil and
 - Income from consolidating Investment property AED nil (YTD 2025: AED 17.3 million)
- Corporate income of AED 2.5 million (YTD 2025: AED 1.1 million) representing finance income

TOTAL EXPENSE ANALYSIS

Three-month period ended 31 March 2026

Total expenses - company for the period ended 31 March 2026 was AED 32.1 million compared to AED 39.0 million in 2025, a reduction of AED 6.9 million

- Expenditures - company, amounting to AED 22.0 million in line with AED 21.4 million during 2025
- Finance costs - company, amounting to AED 10.1 million, compared to AED 17.6 million during 2025, a decrease of AED 7.5 million mainly due to lower utilisation and lower interest rates

Total expenses - Subsidiary for the period ended 31 March 2026 was AED 23.9 million compared to AED 131.2 million in 2025. While the current period reflects the application of investment entity accounting, the comparative information for YTD 2025 reflects full consolidation of subsidiaries and is therefore not directly comparable.

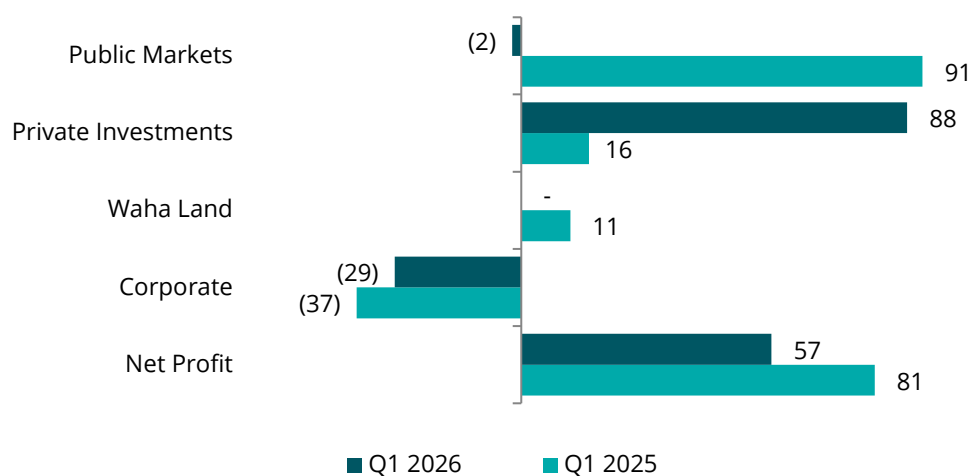
NET PROFIT ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT

Three-month period ended 31 March 2026

Net profit attributable to equity holders of the parent of AED 57.0 million for the period ended 31 March 2026, compared to AED 81.0 million for the corresponding period of 2025, was mainly driven by the following:

- Public Markets loss of AED 2.1 million compared to a profit of AED 91.4 million in 2025
- Private Investments profit of AED 87.9 million compared to AED 15.8 million in 2025
- Waha Land profit of AED nil compared to AED 11.2 million in 2025; and
- Finance and other corporate costs of AED 28.8 million compared to AED 37.5 million in 2025.

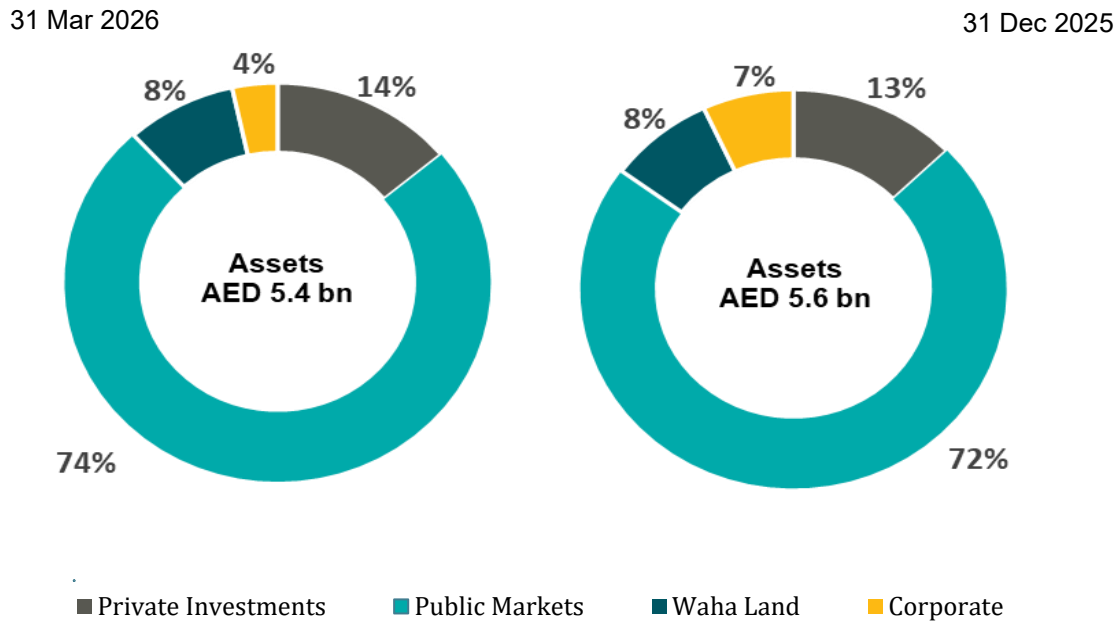
Net profit by segment attributable to equity holders of the parent (AED million)



Summary Balance Sheet

	31 March 2026 AED '000	31 December 2025 AED '000
ASSETS		
Investment in subsidiaries measured at FVTPL	4,758,868	4,760,150
Financial investments	48,120	45,563
Right-of-use assets	25,550	30,822
Loan investments	61,738	59,840
Other assets	272,954	242,966
Cash and bank balances	186,084	456,171
Total assets	5,353,314	5,595,512
EQUITY AND LIABILITIES		
Liabilities		
Borrowings	544,117	543,027
Lease liabilities	28,442	34,195
Trade and other liabilities	106,451	218,566
Total liabilities	679,010	795,788
Total equity	4,674,304	4,799,724
Total equity and liabilities	5,353,314	5,595,512

Total assets composition (AED million)



The Group's total assets of AED 5,353.3 million as 31 March 2026, compared to AED 5,595.5 million as of 31 December 2025 mainly due to

- a) **Investments in subsidiaries** measured at FVTPL amounted to AED 4,758.9 million compared to AED 4,760.2 million as of 31 December 2025, a decrease of AED 1.3 million mainly due to a Mark to market loss
- b) **Financial investments** amounted to AED 48.1 million compared to AED 45.6 million in 2025, reflecting an increase of AED 2.5 million due to mark to market gain
- c) **Other assets** of AED 273.0 million compared to AED 243.0 million, an increase of AED 30.0 million mainly fee receivable from the Public Market funds
- d) **Cash and bank balances** of AED 186.1 million compared to AED 456.2 million in 2025, a decrease of AED 270.1 million mainly due to:
 - Dividends received from subsidiaries of AED 61.0 million offset by
 - Payment of dividends AED 188.4 million, finance costs paid of AED 8.7 million and settlement of performance linked accruals AED 132.8 million

The Group's total liabilities of AED 679.0 million as of 31 March 2026 compared to AED 795.8 million as of 31 December 2025, a decrease of AED 116.8 million, comprised of:

- a) **Borrowings** of AED 544.1 million compared to AED 543.0 million as of 31 December 2025
- b) **Trade and other liabilities** of AED 106.5 million compared to AED 218.5 million as of 31 December 2025, a decrease of AED 112.0 million mainly due to settlement of performance linked accruals

BUSINESS AND PORTFOLIO COMPANIES ANALYSIS

The Group's business comprises three primary divisions: Public Markets, Private Investments and Waha Land.

Public Markets

Waha Capital's Public Markets business (operated by its wholly owned subsidiary Waha Investments Ltd previously by Waha Investment PrJSC) applies rigorous, research-driven analysis to emerging markets with the goal of delivering strong, risk-adjusted returns through market cycles; both for Waha Capital and external investors.

Since its inception in 2012, Waha Investment has established two flagship strategies: the Waha Emerging Markets Credit Fund SP and the Waha MENA Equity Fund SP. Each fund was initially seeded with AED 368 million (US\$100 million), with a clear focus on building a high-performing team, robust infrastructure, and a compelling track record before opening to third-party capital.

In Q3 2020, the firm launched the Waha Islamic Income Fund SP, seeded with AED 92 million (US\$25 million), to invest in Sharia-compliant opportunities across Sukuk and equity markets.

As at 31 March 2026, Waha Investment manages AED 11.3 billion (US\$ 3.1 billion) in assets under management (AUM).

Despite ongoing global macroeconomic challenges, all Waha Investments-managed funds continue to perform well. The business remains firmly focused on generating market-leading performance and expanding its investor base to include institutional and high-net-worth clients through a disciplined third-party capital raising strategy.

Waha Investments managed funds' period to date returns on invested capital were:

- Waha Emerging Markets Credit Fund SP of 1.3% (net) on a fund size of AED 5.03 billion (US\$ 1.37 billion)
- Waha MENA Equity Fund SP of -2.7% (net) on a fund size of AED 3.26 billion (US\$ 885 million)
- Waha Islamic Income Fund SP of -1.3% (net) on a fund size of AED 0.27 billion (US\$ 76 million)

Private Investments

Private Investments, currently managing AED 0.7 billion in assets, pursues a disciplined multi-asset strategy focused on direct investments, deploying proprietary capital across sectors and geographies where the Group identifies attractive risk-adjusted opportunities. Leveraging its international networks to originate transactions and structure co-investment partnerships, the business seeks to generate capital appreciation and investment income over the investment lifecycle.

Performance is driven by active portfolio management, fair-value outcomes and disciplined value realisation, consistent with Waha Capital's investment-led operating model and capital allocation framework. During the period, Waha Health (wholly owned subsidiary specializing in healthcare) continued to be developed as a core strategic platform, whilst also continuing Waha Capital's strategy of monetisation of mature assets to recycle capital into priority sectors with strong long-term growth prospects.

In Q1 2026, strategic monetisation of mature investments resulted in significant gains and strong cash flows, thereby positioning the business for capital redeployment and expansion. Net profit from Private Investments was AED 87.9 million, bolstered by this monetization and also mark-to-market gains.

Waha Land

Waha Land develops and manages light industrial and logistics facilities within the ALMARKAZ Industrial Park SEZ, a strategically located development in Abu Dhabi's Al Dhafra region. By capitalizing on the UAE's expanding industrial infrastructure, the business aims to grow its portfolio of institutional-grade assets, supporting portfolio diversification and long-term value creation for Waha Capital.

The master plan for ALMARKAZ comprises four phases, each with multiple development stages. Phase 1, which covers 25% of the total land area (1.5 km²), is being delivered in three stages.

- Stages 1 and 2A delivered ~180,000 m² of multi-use industrial and logistics units, all fully leased to more than 115 tenants across sectors such as Oil & Gas, Manufacturing, Defense, Logistics, IT, Contracting, and F&B. In Q2 2025, Waha Land completed the sale of these fully stabilized assets, generating AED 528 million in cash proceeds and a fair value gain of AED 61 million. This transaction marks a major milestone in the business's growth journey, unlocking capital to accelerate the development of future phases at ALMARKAZ and reinforcing its strategy of active capital recycling through strategic partnerships and monetization initiatives.
- Stage 2B added an additional ~75,500 m² of premium industrial and logistics space. Leasing commenced in Q1 2025 and reached full occupancy within two quarters, ahead of targets and underscoring strong demand for high-quality industrial assets.
- Stage 3 of ALMARKAZ, which will further expand the platform's modern industrial, and logistics offering, was launched in Q4 2025 and is expected to double the current leasable footprint by adding approximately 225,000 m². Construction began in Q4 2025, with phased completion starting Q4 2026.

Waha Land remains focused on expanding its leasable portfolio and enhancing service offerings within the UAE's industrial and logistics sector. Building on the strong market outlook and the brand equity ALMARKAZ has established over the past decade, the company plans to pursue an accelerated expansion program across future phases.

Waha Capital's investment in Waha Land was valued at AED 448 million as of 31 March 2026.

OUTLOOK

Waha Capital delivered a resilient first-quarter performance in 2026 despite heightened geopolitical headwinds and increased global market volatility, reflecting disciplined execution across its three business pillars and the strength of its diversified investment approach.

Waha Investments continued to demonstrate resilience through volatile market conditions, supported by its specialised long/short strategies and research-driven investment approach. The business maintained strong investor engagement and continued to attract third-party mandates, with assets under management exceeding US\$ 3 billion. The Group remains focused on scaling third-party capital and expanding institutional relationships across its investment strategies.

Private Investments was the primary driver of profitability during the quarter, supported by active portfolio management, value realization, and portfolio revaluations across key holdings. The business continues to execute its capital recycling strategy while advancing a robust pipeline of opportunities. Waha Health remains a key growth focus, with plans to scale existing assets and expand exposure to specialized healthcare segments, particularly fertility and adjacent services.

Waha Land maintained full occupancy across its completed assets, reflecting sustained demand for high-quality industrial and logistics space in Abu Dhabi. Development of Stage 3 remains on track and is expected to support future recurring income generation, while the Group continues to evaluate opportunities to expand its logistics platform into new geographies.

During the quarter, Waha Capital also commenced execution of its share buyback program, reflecting confidence in the Company's intrinsic value and reinforcing its disciplined approach to capital allocation and shareholder returns.

Looking ahead, Waha Capital remains well positioned with a strong balance sheet, robust liquidity, and the flexibility to invest through market cycles. The Group continues to see compelling opportunities across its core focus areas and remains focused on delivering sustainable, long-term value creation for shareholders.



Mohamed Al Nowais

Managing Director, Al Waha Capital PJSC
14 May 2026