أبوظبي الوطنية للإستثمار والتطوير
Abu Dhabi National Investment and Development
SINCE 1974 منذ

Invitation to Attend the Extraordinary General Assembly Meeting

of Abu Dhabi National Investment and Development (Public Joint Stock Company) ADID

The Board of Directors of Abu Dhabi National Investment and Development PJSC (ADID) is pleased to invite the shareholders to attend the Extraordinary General Assembly meeting, scheduled to be held on Friday, 13 November 2026 at 3:00 p.m. at the Company's premises / remotely through the electronic means approved by the Capital Market Authority, to discuss the following agenda:

General Assembly Agenda:

Matters Requiring a Special Resolution:

Approval of the amendment of the Articles of Association:

1. **Amendment of Article (25) – Powers of the Board of Directors**

a. The Board of Directors shall have all powers to manage the Company and to carry out all acts and dispositions on behalf of the Company as the Company is authorised to do, and to exercise all powers required to achieve its objects. Such powers and authorities shall be limited only by those reserved to the General Assembly under the Companies Law or the Articles of Association.

b. The Board of Directors shall issue the regulations relating to administrative and financial affairs, personnel affairs and their financial entitlements. The Board shall also issue its own by-laws regulating its business and meetings and the allocation of competencies and responsibilities.

c. Except for matters falling within the competence of the General Assembly, the Board of Directors shall be responsible for all day-to-day operations and for the organisation and management of the Company, and shall delegate to its members all responsibilities resolved upon by the General Assembly. It shall enjoy the powers and authorities granted to it pursuant to the resolutions of the General Assembly under the legal power of attorney issued by the Company and attested by the Notary Public.

d. The Board of Directors may not enter into loans for terms exceeding three years, sell the Company's real estate or business premises, mortgage the Company's movable and immovable assets, release the Company's debtors from their obligations, or conclude settlements or agree to arbitration, unless such acts are authorised in the Company's Articles of Association or by their nature fall within the Company's objects. In all other cases, such acts may only be concluded with the approval of the General Assembly.

A Public National Joint Stock Company established by Royal Decree No. 5 of 1974 شركة مساهمة وطنية عامة تأسست بالمرسوم الأميري رقم ٥ لسنة ١٩٧٤
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e. The Board of Directors may delegate to one of its members or to the Executive Management certain administrative matters over which it has decision-making authority, provided that a written list is prepared of the duties and competencies exercised by the Board and those delegated to management, and that such duties and competencies are reviewed periodically. Each delegation must be specific.

To become Article (25) Powers of the Board of Directors

The Board of Directors shall have all powers to manage the Company and to carry out all acts and dispositions on behalf of the Company as the Company is authorised to do, and to exercise all powers required to achieve its objects, and it shall exercise the care of a prudent person in performing its duties. Such powers and authorities shall be limited only by what is stipulated in the Commercial Companies Law or in these Articles of Association as falling within the competence of the General Assembly. For the purposes of Article (154) of the Commercial Companies Law, the Board of Directors is expressly authorised to enter into loan agreements for any term, even if such term exceeds three (3) years. The Board of Directors may grant and obtain financial facilities and invest in all fields set out in the Company's objects specified in Article (5) of these Articles and in any other fields it deems fit. The Board of Directors may mortgage the Company's movable and immovable funds and assets, sell its real estate, release the Company's debtors from their liabilities, conclude reconciliations and settlements, and agree to arbitration.

The Board of Directors may exercise the following powers:

1. Establish administrative systems, form temporary or permanent committees, and delegate one of its members to carry out a specific task.
2. Appoint a Chief Executive Officer, a Chief Financial Officer and other employees and staff of the Company, determine their salaries and remuneration, and take decisions on the termination of their services and their replacement.
3. Approve the establishment or closure of any subsidiary, branch or agency; determine the administrative expenses of each subsidiary, branch or agency; carry out all transactions necessary to subject the Company to the laws of the countries in which it operates; and appoint all representatives, agents and officers in accordance with the laws applicable in those countries.
4. Appoint, remove and replace the Company's agents and representatives inside and outside the United Arab Emirates, and determine the terms of contracting with them.
5. Decide on the manner of investing funds, whatever their type or amount; withdraw and transfer all values and rights of the Company; and participate in institutions pursuing the same objects as the Company.
6. Enter into all contracts relating to the Company's business, of whatever type, on such terms as it deems appropriate.
7. Determine the administrative and general expenses necessary for the conduct of the Company's business.

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8. Purchase, assign, sell and mortgage all movable funds and rights and all real estate and immovable rights.
9. Approve all loans and borrow all amounts necessary for the Company's needs and business, in the manner, at the interest and on the terms the Board of Directors deems appropriate.
10. Enter into, rescind, cancel and assign lease agreements on such terms as it deems appropriate.
11. Enter into insurance contracts covering all of the Company's real estate and its movable and immovable property.
12. Approve all promissory notes, bills of exchange, cheques and commercial papers, and trade, endorse and guarantee the drawers thereof.
13. Conduct exchanges, negotiations and settlements, and agree to arbitration, in respect of all the Company's interests.
14. Authorise the receipt of any amount, whatever its value, and the collection of the value of financial and commercial instruments for the Company's account from any public institution, bank, private institution or any natural or legal person, and issue the necessary receipts and discharges.
15. Approve all contracts; waive or assign any right belonging to the Company, with or without security; withdraw securities and privileges; lift attachments; and request or consent to the cancellation of any notation, entry, or judicial or arbitral claim.
16. Participate in tenders and auctions and provide all guarantees.
17. Delegate any person it chooses to exercise some of its powers, and grant the agent or agents the right to appoint others.
18. Issue the regulations relating to administrative and financial affairs, personnel affairs and their financial entitlements. The Board of Directors shall also issue its own by-laws regulating its business and meetings and the allocation of competencies and responsibilities.

The powers set out above are stated by way of example and not limitation, as the Board of Directors has the authority to carry out all other acts not expressly mentioned.

2. Amendment of Article (37) – Liability of Board Members for the Company's Obligations

a. Members of the Board of Directors shall not be personally liable for the Company's obligations arising from the performance of their duties as Board members, to the extent that they do not exceed the limits of their authority.

b. The Company shall be bound by the acts carried out by the Board of Directors within the limits of its competence, and shall be liable to compensate for damage arising from unlawful

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acts committed by the Chairman and members of the Board in the management of the Company.

To become Article (37) Liability of Board Members for the Company's Obligations

a. Members of the Board of Directors shall not be personally liable for the Company's obligations arising from the performance of their duties as Board members, to the extent that they do not exceed the limits of their authority.

b. The Company shall be bound by the acts carried out by the Board of Directors within the limits of its competence, and shall be liable to compensate for damage arising from unlawful acts committed by the Chairman and members of the Board in the management of the Company.

c. The Chairman, the Vice Chairman, the Managing Director, the other members of the Board of Directors, and all managers, officers, employees and agents of the Company shall be fully indemnified out of the Company's assets against any liability (other than any criminal liability they incur) arising out of, in respect of or in connection with the performance, execution or discharge in good faith of their duties (including, without limitation, where such duties include acting as a director or other officer of any subsidiary of the Company or of any other company within the Company's group, but in that case only to the extent that they are not indemnified by that company), and the Company shall pay and bear all costs, fees and expenses properly incurred by them in respect of any claim, lawsuit, legal proceedings, demand or otherwise brought against them in connection with or relating to the foregoing (including, without limitation, any criminal proceedings in which they are acquitted or the charges against them are dropped).

3. Amendment of Article (40) – Announcement of the Invitation to the General Assembly Meeting

1. The invitation to shareholders to attend General Assembly meetings shall be made by an announcement in two local daily newspapers published in Arabic and by registered mail to each shareholder, at least fifteen (15) days before the date set for the meeting, after obtaining the approval of the Authority. The invitation shall include the agenda of the meeting, and a copy of the invitation documents shall be sent to the Authority and the Competent Authority.

2. The invitations shall include details of the agenda and the relevant documents, as well as the venue, date and time of the meeting.

3. If the announcement is made less than fifteen days in advance, the meeting may be held with the approval of shareholders holding 95% of the share capital.

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To become Article (40) Announcement of the Invitation to the General Assembly Meeting

1. The invitation to convene the General Assembly meeting shall be addressed, after the approval of the Authority, to all shareholders in accordance with the controls and conditions prescribed by a decision of the Authority in this regard, taking into account the following:

a. The invitation to the General Assembly shall be announced at least twenty-one (21) days before the date set for the meeting.

b. The invitation to the meeting shall be announced in accordance with the method of announcement prescribed by a decision of the Authority.

c. Shareholders shall be notified by registered mail or through modern technology means.

d. The Company shall provide the Authority and the Competent Authority with a copy of the announcement on the date the invitation is announced.

2. The invitation to the meeting shall include: the agenda; the venue, date and time of the first meeting, and of the second meeting in the event that the quorum required for the validity of the first meeting is not met; a statement of who is entitled to attend the General Assembly meeting and of their right to appoint a proxy of their choice, other than members of the Board of Directors, under a special written power of attorney in accordance with the Authority's requirements in this regard; a statement of the shareholder's right to discuss the items on the General Assembly agenda and to put questions to the Board of Directors and the Auditor; the quorum required for the validity of General Assembly meetings and of the resolutions adopted thereat; and a statement of who is entitled to distributions, if any.

3. General Assembly meetings may be held, and shareholders may participate in their deliberations and vote on their resolutions, through modern technology means for remote attendance, in accordance with the controls set by the Authority in this regard.

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Notes:

1- Pursuant to the directives of the Capital Market Authority, the Company's shareholders must register their attendance and vote on the General Assembly items electronically. Registration opens on Friday, 6 November 2026 at 3:00 p.m. and closes on Friday, 13 November 2026 at 3:00 p.m. To register attendance electronically, please visit: https://www.smartagm.ae
2- Proxy holders may register through (https://www.smartagm.ae) by completing the proxy form and uploading it together with the supporting documents once registration opens.
3- Any person entitled to attend the General Assembly may appoint a proxy of their choice, other than members of the Board of Directors, employees of the Company, or a brokerage firm or its employees, under a special written power of attorney. A proxy acting for a number of shareholders may not, in that capacity, hold more than five percent (5%) of the Company's share capital. Persons lacking or having diminished legal capacity shall be represented by their legal representatives. (The requirements of clauses 1 and 2 of Article (40) of the Authority's Chairman of the Board Decision No. (3/R.M) of 2020 concerning the adoption of the Public Joint Stock Companies Governance Guide shall be observed.) Shareholders may review the disclosure published on the Company's page on the Market's website regarding the procedures for approving proxies.
4- A legal person may authorise one of its representatives or those in charge of its management, by a resolution of its Board of Directors or equivalent body, to represent it at the Company's General Assembly. The authorised person shall have the powers set out in the authorisation resolution.
5- The shareholder registered in the share register on Thursday, 12/11/2026 shall be entitled to vote at the General Assembly.
6- The General Assembly meeting shall be valid only if attended by shareholders holding, or representing by proxy, not less than 50% of the Company's share capital. If this quorum is not met at the first meeting, a second meeting will be held on 20/11/2026 at the same venue and time, and the adjourned meeting shall be valid regardless of the number of attendees.
7- Shareholders may review the Investor Rights Guide for Securities, available on the home page of the Authority's official website, at the following link: https://www.sca.gov.ae/en/regulations/minority-investor-protection.aspx

Instructions for Registration, Attendance and Electronic Voting at the Meeting:
1. An invitation containing a registration link will be sent by SMS and email to those recorded in the shareholders' register on Friday, 23 October 2026 at 4:00 p.m.
2. After the registration details have been verified, login details, comprising the meeting link together with a username and password, will be sent one day before the meeting to approved shareholders and authorised representatives by SMS and to the email address provided in the registration form.
3. For any enquiries regarding registration, attendance and electronic voting, please read the instructions available on the Smart AGM portal (https://www.smartagm.ae), use the support channels available on the portal, or email the Company at m.hamtou@bildco.ae

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