

The Board of Directors of Waha Capital PJSC (the "Company") invites the shareholders to attend the General Assembly meeting in person at the Company's offices, located at Floor 17, Al Khatem Tower, Abu Dhabi Global Market Square, Abu Dhabi, UAE, or by attending virtually through an electronic link for the meeting that will be sent to the shareholders via SMS or email following registration of their attendance to enable shareholders to attend the meeting virtually and discuss the agenda and vote on the proposed resolutions in real time. The meeting will be held at 12:30 p.m. (UAE time) on Monday, 8 December 2025, to consider the following agenda:

Firstly: Authorise the chairman of the General Assembly to appoint a secretary to the meeting and a vote collector.

Secondly: Special resolution agenda item:

1. Consider the Board of Directors' proposal for the Company to repurchase, up to a maximum of ten percent (10%) of the Company's paid-up share capital, and to authorise the Board of Directors, and any person the Board may delegate, to implement the resolution of the General Assembly within the period approved by the Abu Dhabi Securities Exchange, and to take any action that may be necessary in this regard, including reducing the Company's share capital by the amount of the repurchased shares if the Company does not dispose of the purchased shares through any transfer-of-title transaction within a period not exceeding two years from the date of the last purchase, and amending the Articles of Association to reflect such reduction.

Notes:

1. At the direction of the Securities and Commodities Authority, the Company's shareholders who will attend the General Assembly virtually should register their attendance electronically to be able to vote on the items of the General Assembly. Registration is open from 12:30pm on Sunday 7 December 2025 and closes at 12:30pm on Monday 8 December 2025. For electronic registration, please visit the following website www.smartagm.ae. Holders of proxies must send a copy of their proxies to the email address is@bankfab.com with their names and mobile numbers to receive text messages for registration.
2. Any shareholder entitled to attend the General Assembly meeting may delegate any person other than a member of the Board of Directors, employees of the Company, a broker or employees of such broker under a special written proxy. In such capacity, no proxy may represent a number of shareholders who hold more than 5% of the shares in the capital of the Company. Persons of incomplete capacity or incapable shall be represented by their legal representatives. (provided that the requirements set forth in items 1 and 2 of Article (40) of Chairman of Authority's Board of Directors' Decision no. (3/R.M) of 2020 concerning the Approval of Joint Stock Companies Governance Guide are taken into account). Shareholders may review the disclosure posted on the Company's page at ADX in respect of the requirements to be adopted to approve a proxy.
3. A corporate person may delegate a representative or those in charge of its management pursuant to a resolution of its board of directors or its equivalent to represent such corporate person in the General Assembly of the Company. The delegated person shall have the powers as determined in the delegating resolution.
4. Shareholders registered in the shareholders register on Friday 5 December 2025 shall be entitled to vote in the General Assembly meeting.
5. The meeting of the General Assembly shall not be valid unless attended by shareholders who hold or represent by proxy at least (50%) of the Company's share capital. In case quorum is not reached in the first meeting, the second meeting shall be convened on Monday 15 December 2025 at the same time and the proxies issued for the first meeting shall be valid. The second meeting shall be valid if attended by at least one shareholder.
6. A special resolution is the resolution issued by a majority vote of the shareholders who own at least three-quarters of the shares represented in the General Assembly meeting.
7. The virtual meeting will be recorded. Shareholders are entitled to discuss the items listed in the agenda and ask questions to the Board of the Directors and the auditors of the Company.
8. The shareholders can view and download the Investors Rights Guidelines on the Securities and Commodities Authority's website through the following link:
<https://www.sca.gov.ae/en/services/minority-investor-protection.aspx>

Board of Directors

مجلس الإدارة

Proxy

To Waha Capital PJSC

Dear Sir,

I/We:

the shareholder(s) of Waha Capital PJSC hereby appoint, by virtue of this proxy:

Mr. / Mrs.

to represent me and vote on my behalf at the General Assembly of Waha Capital PJSC to be held on 8 December 2025 or any adjourned meeting thereof.

Shareholder's Number:

Date: / / 2025

Signature:

توكيل خاص

السيد / رئيس مجلس إدارة شركة الواحة كابيتال شركة مساهمة عامة (الشركة) (المحترم)

تحية طيبة وبعد،،،

أنا / نحن :

المساهم / المساهمين في شركة الواحة كابيتال شركة مساهمة عامة أعين/نعين بموجب هذا التوكيل:

السيد /

وكيلاً عني/عنا وأفوضه/ونفوضه بأن يصوت باسمي/باسمنا ونياية عني/عنا في اجتماع الجمعية

العمومية المقرر انعقاده يوم الاثنين الموافق ٨ ديسمبر ٢٠٢٥ وأي تأجيل لها .

رقم المساهم:

تحريراً في: / ٢٠٢٥ / التوقيع :



إفصاح توضيحي بشأن اعتماد التوكيلات



بناءً على متطلبات البندين ١ و ٢ من المادة رقم ٤٠ من دليل حوكمة الشركات المساهمة العامة الصادر من هيئة الأوراق المالية والسلع، نود أن نلفت السادة المساهمين إلى ما يلي:

الوكلاء المفوضين عن المساهمين:

١. يجوز لمن له حق حضور الجمعية العمومية أن ينوب عنه من يختاره من غير أعضاء مجلس الإدارة أو العاملين بالشركة أو شركة وساطة في الأوراق المالية أو العاملين بها بمقتضى توكيل خاص ثابت بالكتابة ينص صراحة على حق الوكيل في حضور اجتماعات الجمعية العمومية والتصويت على قراراتها ويجب ألا يكون الوكيل - لعدد من المساهمين - حائزاً بهذه الصفة على أكثر من (٥%) من رأس مال الشركة المصدر. ويمثل ناقص الأهلية وفاقديها النائبون عنهم قانوناً.
٢. يتعين أن يكون توقيع المساهم الوارد في الوكالة المشار إليها في البند (١) هو التوقيع المعتمد من/لدى أحد الجهات التالية، وعلى الشركة اتخاذ الإجراءات اللازمة للتحقق من ذلك:
 - أ. الكاتب العدل
 - ب. غرفة تجارة أو دائرة اقتصادية بالدولة
 - ج. بنك أو شركة مرخصة بالدولة شريطة أن يكون للموكل حساب لدى أي منهما
 - د. أي جهة أخرى مرخص لها القيام بأعمال التوثيق
٣. بالإضافة إلى ذلك يرجى إرفاق ما يلي:
 - نسخة سارية الصلاحية من بطاقة الهوية الإماراتية (من الأمام والخلف) أو نسخة جواز السفر للمساهم.
 - نسخة سارية الصلاحية من بطاقة الهوية الإماراتية (من الأمام والخلف) أو نسخة جواز السفر لصاحب التوكيل
٤. يتعين تضمين نموذج التوكيل أرقام التواصل بالمساهم واسم و أرقام التواصل الخاصة بممثل عن شركة الوساطة الذي اعتمد التوكيل.

الوكلاء المفوضين عن الشخص الاعتباري

١. يجوز للشخص الاعتباري تفويض أحد ممثليه أو المسؤولين عن إدارته بموجب قرار صادر عن مجلس إدارته أو أي كيان مماثل.
٢. يجب أن يتم توقيع خطاب التفويض أو النموذج من قبل المفوض بالتوقيع عن الشخص الاعتباري وتقديم المستند الداعم مثل التوكيل الرسمي والرخصة التجارية وما إلى ذلك.
٣. بالإضافة إلى ذلك يرجى إرفاق ما يلي:
 - نسخة سارية الصلاحية من بطاقة الهوية الإماراتية (من الأمام والخلف) أو نسخة جواز السفر لصاحب التوكيل
٤. يتعين تضمين نموذج التوكيل أرقام التواصل بالمساهم واسم و أرقام التواصل الخاصة بممثل عن شركة الوساطة الذي اعتمد التوكيل.

CLARIFYING DISCLOSURE REGARDING THE APPROVAL OF AGENCIES

According to Clauses (1) & (2) of Article (40) of the Governance Guide for Public Shareholding Companies issued by the Securities and Commodities Authority, we would like to inform the shareholders of the following:

Individual Proxyholder:

1. Any shareholder who has the right to attend the General Assembly may delegate someone from other than the Board members or the staff of the company, or securities brokerage company, or its employees, to attend on his behalf as per a written delegation stating expressly that the agent has the right to attend the General Assembly and vote on its decision. A delegated person for a number of shareholders shall not have more than (5%) of the company issued capital after gaining that delegation. Persons lacking legal capacity and are incompetent must be represented by their legal representatives.
2. The shareholder signature on the power of attorney referred in Clause No. (1) shall be the signature approved by any of the following entities:
 - a - Notary Public
 - b - Commercial chamber or economic department in the state
 - c - Bank or company licensed in the state, provided that the agent shall have an account with any of them.
 - d - Any other entity licensed to perform attestation works.
3. In addition to the above please, provide the following:
 - Valid Emirates ID copy (Front and Back) or Passport Copy of the shareholder
 - Valid Emirates ID copy (Front and Back) or Passport Copy of the Proxyholder.
4. The proxy form shall include the name and contact number(s) of the shareholder and the brokerage firm who approved the proxy.

Corporate Proxyholder

1. A corporate person may delegate one of its representatives or those in charge of its management under a resolution passed by its Board of Directors or any similar entity.
2. The delegation letter or form should be signed by an authorized signatory and provide the supporting document such as POA, Trade License etc.
3. In addition to the above please, provide the following:
 - Valid Emirates ID copy (Front and Back) or Passport Copy of the Proxyholder.
4. The proxy form shall include the name and contact number(s) of the shareholder and the brokerage firm who approved the proxy.