

ALPHA DHABI HOLDING PJSC

Share Buyback Program

I- Background

On 8th December 2025, the Board of Directors of Alpha Dhabi Holding PJSC (the "Company") approved a share buyback program of up to AED 1 billion ("Buyback Program" / "Program"). The Program will be executed over one year period with the intention to cancel the shares bought back through the Buyback Program or sell them back in accordance with the trading rules of the Abu Dhabi Securities Exchange ("ADX" / "Market") as the Board of Directors may decide.

The decision and opportunity of initiating the Buyback Program is driven by the Company's significant cash flow and strong balance sheets.

The Buyback Program will be carried out under the authority granted by the Company's general assembly meeting held on 12 January 2026, which approved the Buyback Program.

The Company's Board of Directors and the general assembly approved the Buyback Program in reliance on, and in compliance with Article 221 of the Federal Decree Law No. 32 of 2021 on Commercial Companies and the ADX Operational Rules issued by the ADX Board decision No. 4/2/2022 on 3rd March 2022.

II. Terms and Conditions of the Program

A- Execution of Buyback Program

The Buyback Program will be executed over a year from 12 January 2026 to 11 January 2027 ("Tenure"). The Tenure may be extended subject to the approval of AGM and ADX. The bought-back shares will be maintained by the Company as treasury shares and may be sold back in the market within two years from the date of the last purchase transaction.

The persons delegated by the Board of Directors of the Company will authorize purchases of the Program on a monthly or quarterly basis as the Senior Management may decide. The Board of Directors' decision to execute purchases under the Buyback Program will be disclosed, as per the disclosure rules, to the Market and on the Company's website with the exact number of shares of the Program as approved by the Board.

The buyback transactions may be ceased, paused and continued at any time subject to compliance with applicable rules and regulations.

The purchases made will be disclosed on a regular basis as and when such purchases are completed. Such disclosures will be made to the ADX and on the Company's website. The Company will also issue press releases as appropriate without prejudice to the required disclosures under applicable regulations.

The Company will put on the trading day the required buy order with the specific number of shares as per the Program approved by the persons delegated by the Board of Directors. The Company has no obligation to buy shares in excess of the approved Program.

Trades will be conducted in accordance with the market's trading rules. In all cases, the Company cannot buy more shares than the relevant Program as approved by the persons delegated by the Board of Directors and disclosed on the ADX.

B- Mandated Financial Institution

The Company entered into an agreement with International Securities LLC ("IS") as a licensed brokerage firm by Securities and Commodities Authority (SCA) to manage the Program and execute purchases on behalf of the Company. Purchases will be exclusively made through IS. No other party is authorized to make purchase orders under the Program.

C. Price and Trades

The price of purchase shall be the share price on the ADX at the time of purchase. Trades will be undertaken in accordance with the normal trading rules of the ADX. Trades will be settled and purchase price will be paid based on the priority rules as per the normal practices of the ADX, taking into consideration the best price and order time. Any trading or purchases under the Program are not allowed to take place off-market.

D. Sources of financing

The transaction will be sourced through internal cash reserves.

E. Status of the Bought-back Shares

All shares bought back by the Company under the program shall be accounted for as treasury shares.

The bought back shares shall not be counted in the quorum nor have voting rights at any general assembly of the Company. No dividend shall accrue in respect of the bought back shares.

F- Capital Decrease

At the end of the Tenure, all bought back shares or the remaining ones that have not been sold in the Market shall be cancelled and the Company's share Capital shall be reduced accordingly.

In the eventuality of cancellation of shares, the Board of Directors shall, under the authorization granted by the general assembly, pass a resolution to reduce the share capital.

Restrictions

- Subsidiaries may not be parties to the purchase and sale of bought-back shares of the Company;
- The Company may not issue any new shares or debt instruments convertible into shares before the completion of the sale or cancellation of the bought-back shares; and
- The bought-back shares must not be resold in the ADX within two years from the date of the last purchase transaction. Otherwise, the bought-back shares must be cancelled and the share capital be reduced.

Alpha Dhabi Holding PJSC

Frequently Asked Questions Pertaining to the Shares Buyback Program

1. What does the buyback of some of the Company's shares mean?

The Company's buyback of some of its shares means that Alpha Dhabi Holding PJSC (the "Company") will buy back some of its shares listed on the Abu Dhabi Securities Exchange ("ADX") in total value of one billion UAE dirham pursuant to the share buyback program that has been disclosed by the Company's Board of Directors and approved by the Company's General Assembly convened on 12 January 2026.

2. At which price will the Company buy back some of its shares?

The share buyback program will include a specific number of shares that are proposed to be bought by the Company, which will be duly disclosed in accordance with the applicable disclosure rules at ADX. The Company will buy back the specific number of shares throughout the tenure based on the shares' market price at the time of purchase, and each of the trades will be conducted in accordance with the market's trading rules. Trades will be conducted in accordance with ordinary market practices. In all cases, no trading or purchase transactions related to the program will be permitted outside the market.

3. What should a shareholder do if he wishes to sell his shares in the Company during the term of the program?

If any of the Company's shareholders wish to sell their shares in the Company during the term of the program, they must submit a sale order through their broker or through any of the broker's electronic means, provided that the sale order includes the price and number of shares to be sold.

4. Is it permissible for the shareholder to sell all of his shares to the Company during the term of the program?

Yes, the shareholder may sell all or part of his shares, which shall be specified in the submitted sale order, taking into consideration the number of shares to be purchased by the Company throughout the program and will be disclosed during the program's implementation period.

5. When does a shareholder wishing to sell his shares in the Company submit a sell order during the term of the program?

Each shareholder will need to follow the Company's disclosure on its website and ADX in relation to the Board of Director's approval of the share buyback. Moreover, to facilitate the sale process for shareholders, the Company will make a press release once the persons delegated by the Board of Directors approve the share buyback.

6. What is the timetable for execution of the share buyback program?

The Company will decide the number of shares to be purchased during the Program on a monthly or quarterly basis. The Company will execute any repurchases through its appointed broker in accordance with ADX rules. Repurchase activity will be disclosed to ADX after execution in the standard disclosure form. In all cases, the overall timetable for the share buyback program is one year, from 12 January 2026 to 11 January 2027. There may be a possibility of an extension. However, such extensions may be subject to the approval of ADX.

7. What is the timeframe to put a "sell" order during the term of the program?

A disclosure will be made once the persons delegated by Board of Directors approve the Program. Each selling shareholder will need to arrange for the "sell" order to be placed during the trading session on the dates specified for the Program. In all cases, the shareholder has the right to sell at any time during the term of the program, whether to the Company or any other buyers in the market.

8. Are all shareholders eligible to participate in the share buyback program?

Yes, the program is open to all shareholders of the Company. Any shareholder may put in a "sell" order if he wishes to sell all or part of his shares. Shareholders who wish to sell may place normal sell orders through their brokers on ADX during trading hours. The order book is maintained by ADX, and trades execute according to price time priority. In all cases, the Company shall not purchase more shares than the Program approved by the persons delegated by the Board of Directors and disclosed on ADX.

9. Who is the broker in charge of the buyback program?

The Company engaged "International Securities LLC" to run and manage the share buyback program and they will manage the execution of share buyback transactions.

10. What will happen to the shares bought back by the Company?

The bought-back shares will be maintained by the Company as treasury shares and may be sold back in the market within two years from the date of the last purchase transaction. If not sold, the shares will be cancelled, and the Board of Directors will pass a resolution to reduce the Company's share capital to the extent of the shares cancelled. In all cases, the Company may not issue any new shares or debt instruments convertible into shares before the completion of the sale or cancellation of the bought-back shares.

The bought-back shares will not be counted in the quorum in any general assembly and will not have a vote either.