

WAHA CAPITAL

Management discussion and analysis for the
year ended 31 December 2025

Al Waha Capital PJSC reported net profit attributable to Owners of the Company of AED 1,012.5 million for the year ended 31 December 2025 compared to AED 381.3 million for the corresponding period of 2024.

Effective 1st October 2025, Waha Capital revised its financial reporting to better reflect its investment-focused model, with investments now shown at fair value rather than on a line-by-line basis. This revision has resulted in deconsolidation of certain subsidiaries that are instead measured at FVTPL on a non-consolidated, fair value basis. Subsidiaries that provide investment management services continue to be consolidated.

The balance sheet reflects this change through a decrease of total assets to AED 5.6 billion as 31 December 2025 from AED 14.2 billion as of 31 December 2024, mainly due to the deconsolidation of assets relating to the Public Market Funds.

The change to investment entity accounting is prospective and the income statement remains consolidated for the first nine months while Q4 2025 reflects the fair value measurement.

KEY ACTIVITIES DURING THE YEAR

The following key activities occurred during the year:

- Public Markets (operated by Waha Investment PrJSC) total assets under management reached AED 10.8 billion (USD 2.9 billion) as of 31 December 2025 compared to AED 10.3 billion (USD 2.8 billion) as of 31 December 2024, an increase of 4.8%. Within this figure, assets under management attributable to equity holders of the parent were AED 3.7 billion as of 31 December 2025 compared to AED 3.4 billion as of 31 December 2024.
- The year to date returns from funds managed by the Group were: Waha Emerging Markets Credit Fund SP 13.0% (net), Waha MENA Equity Fund SP 6.4% (net) and Waha Islamic Income Fund SP 8.2% (net).
- Private Investment assets under management stood at AED 717 million as of 31 December 2025 compared to AED 656 million as of 31 December 2024.

Summary income statement for the year ended 31 December 2025 (AED '000)

| | 2025 | 2024 |
|--|------------------|------------------|
| Revenue from sale of goods and services | 129,827 | 150,111 |
| Income from investment property, net | 113,700 | 69,339 |
| Income from financial investments, net | 1,164,946 | 940,960 |
| Fee income | 114,531 | - |
| Share of profit of associates and joint ventures, net | 9,191 | 21,357 |
| Finance income | 83,421 | 76,611 |
| Other income, net | 1,415 | 39,207 |
| Gain on the deconsolidation of subsidiaries, due to change in status to investment entity | 259,354 | - |
| Impairment of investment in a joint venture | (8,246) | - |
| Gain on disposal of investment in associates and joint ventures | 29,134 | 68,018 |
| Total income | 1,897,273 | 1,365,603 |
| Expenditures | (437,910) | (376,872) |
| Finance cost | (176,864) | (308,981) |
| Total expenses | (614,774) | (685,853) |
| Profit before tax | 1,282,499 | 679,750 |
| Tax expense | (5,197) | (313) |
| Profit for the year | 1,277,302 | 679,437 |
| Profit for the year attributable to: | | |
| Equity holders of the parent | 1,012,487 | 381,277 |
| Non-controlling interests | 264,815 | 298,160 |
| Profit for the year | 1,277,302 | 679,437 |
| Basic and diluted earnings per share attributable to the equity holders of the parent (AED) | 0.542 | 0.206 |

TOTAL INCOME ANALYSIS

Year ended 31 December 2025

Total income of AED 1,897.3 million for the year ended 31 December 2025, compared to AED 1,365.6 million for the corresponding period of 2024, was driven by the following:

- Public Markets income of AED 991.2 million compared to AED 1,001.1 million in 2024 mainly due to
 - Income from consolidating Public Market funds AED 744.4 million during YTD Sep 2025 (FY 2024: AED 1,001.1 million)
 - Q4 2025 Net Mark to Market gains on Public Market fund investments AED 132.3 million and
 - Q4 2025 Fee income of AED 114.5 million (FY 2024: nil as fee income was eliminated on consolidation)
- Private Investments gain of AED 702.1 million compared to AED 277.3 million in FY 2024 mainly due to
 - Revenue from healthcare business of AED 129.8 million during YTD Sep 2025 (FY 2024: AED 150.1 million)
 - Share of profit from equity accounted investments of AED 9.2 million during YTD Sep 2025 (FY 2024: AED 21.4 million)
 - Gain on disposal of equity accounted associate amounting to AED 29.1 million during YTD Sep 2025 (FY 2024: AED 68.0 million)
 - Income from financial investments of AED 280.8 million (FY 2024: AED 24.8 million) mainly representing net income of AED 194.3 million from disposal of underlying investments and AED 61.7 million increase in mark to market gains
 - Gain due to change in status to investment entity on the 1st October 2025 of AED 253.3 million, of which AED 191.9 million has been realised during Q4 2025.
- Waha Land income of AED 200.5 million compared to AED 68.2 million in FY 2024 mainly due to
 - Income from Investment property AED 39.7 million during YTD Sep 2025 (FY 2024: AED 55.8 million)
 - Fair value gain of AED 61.4 million on the disposal of assets held for sale (FY 2024: nil)
 - Fair value gain on Investment property AED 12.5 million during YTD Sep 2025 (FY 2024: AED 13.6 million)
 - Fair value gain on investment in subsidiary AED 80.3 million and gain due to change in status to investment entity of AED 6.1 million
- Corporate income of AED 3.5 million against AED 18.9 million in FY 2024

TOTAL EXPENSE ANALYSIS

Year ended 31 December 2025

Total expenses for the year ended 31 December 2025 was AED 614.8 million compared to AED 685.9 million in 2024, mainly comprised of:

- Expenditures - company, amounting to AED 153.0 million compared to AED 88.7 million during FY 2024, an increase of AED 64.3 million mainly due to higher performance linked staff costs and other provisions offset by lower legal and professional fees
- Expenditures - subsidiaries, amounting to AED 284.9 million during YTD Sep 2025 compared with AED 288.2 million during FY 2024. Expenses of Subsidiaries measured at FVTPL during Q4 2025 have been deconsolidated on adoption of investment entity accounting
- Finance costs - company, amounting to AED 63.0 million, compared to AED 104.4 million during FY 2024, a decrease of AED 41.4 million mainly due to lower utilisation, lower interest rates and reduced margin; and
- Finance costs - subsidiaries, amounting to AED 113.9 million during YTD Sep 2025 compared to AED 204.6 million during FY 2024. Finance costs of Subsidiaries measured at FVTPL during Q4 2025 have been deconsolidated on adoption of investment entity accounting.

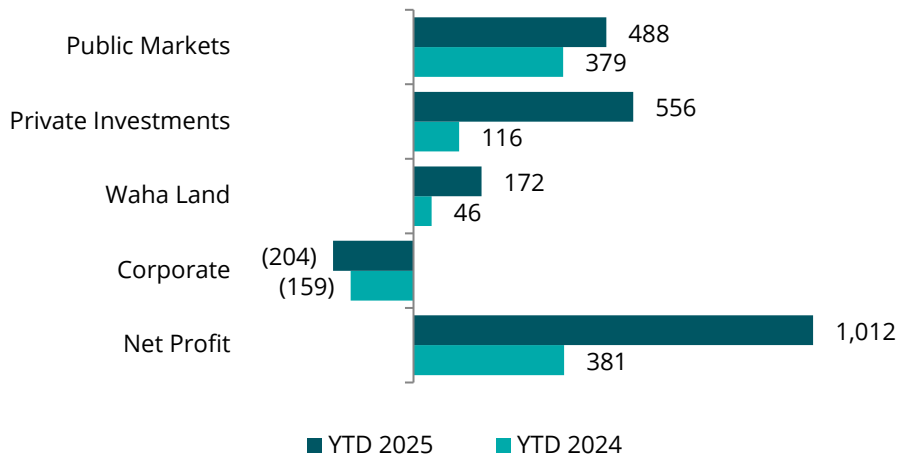
NET PROFIT ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT

Year ended 31 December 2025

Net profit attributable to equity holders of the parent of AED 1,012.5 million for the year ended 31 December 2025, compared to AED 381.3 million for the corresponding period of 2024, was mainly driven by the following:

- Public Markets profit of AED 488.0 million compared to AED 378.8 million in 2024
- Private Investments profit of AED 556.0 million compared to profit of AED 115.7 million in 2024
- Waha Land profit of AED 172.0 million compared to AED 46.2 million in 2024; and
- Finance and other corporate costs of AED 203.5 million compared to AED 159.4 million in 2024.

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

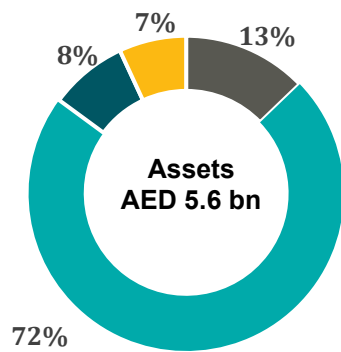


Summary Balance Sheet

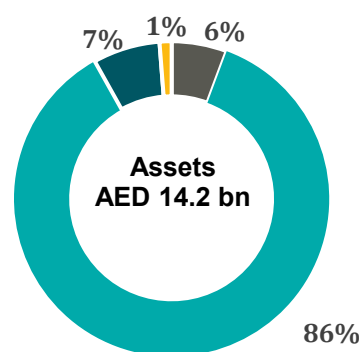
| | 2025 AED '000 | 2024 AED '000 |
|--|------------------|-------------------|
| ASSETS | | |
| Property and equipment, net | 8,525 | 14,423 |
| Investment properties | - | 434,200 |
| Goodwill and intangible assets | 397 | 37,440 |
| Investment in subsidiaries measured at FVTPL | 4,760,150 | - |
| Financial investments | 45,563 | 10,272,592 |
| Investments in associates and joint ventures | - | 95,246 |
| Right-of-use assets | 30,822 | 42,743 |
| Loan investments | 59,840 | 52,699 |
| Loan to a related party | 12,500 | - |
| Due from related parties | 146,115 | - |
| Inventories | - | 2,167 |
| Trade and other receivables | 75,429 | 1,895,432 |
| Cash and bank balances | 456,171 | 901,393 |
| | 5,595,512 | 13,748,335 |
| Assets held for sale | - | 468,515 |
| Total assets | 5,595,512 | 14,216,850 |
| EQUITY AND LIABILITIES | | |
| Liabilities | | |
| Borrowings | 543,027 | 5,373,263 |
| Financial liabilities | 82 | 229,698 |
| Deferred tax liability | - | 3,286 |
| Lease liabilities | 34,195 | 41,085 |
| Trade and other liabilities | 218,484 | 307,600 |
| Total liabilities | 795,788 | 5,954,932 |
| Total equity | 4,799,724 | 3,954,152 |
| Total equity and liabilities | 5,595,512 | 14,216,850 |

Total assets composition (AED million)

31 Dec 2025



31 Dec 2024



■ Private Investments ■ Public Markets ■ Waha Land ■ Corporate

The Group's total assets of AED 5,595.5 million as at 31 December 2025, compared to AED 14,216.9 million as of 31 December 2024 mainly due to

- a) **Financial investments** amounted to AED 45.6 million compared to AED 10,272.6 million in 2024, reflecting a decrease of AED 10,227.0 million primarily due to deconsolidation of listed income and equity securities amounting to AED 9,509.6 million as well as unquoted funds AED 297.9 million held through subsidiaries measured at FVTPL.
- b) **Investments in subsidiaries** measured at FVTPL amounted to AED 4,760.2 million (2024: nil) due to adoption of investment entity accounting in the current year. These comprise net investments in unquoted funds, Healthcare and Real estate investments
- c) **Assets Held for Sale** was disposed of in H1 2025 (2024: AED 468.5 million) resulting in a fair value gain on disposal of AED 61.4 million
- d) **Cash and bank balances** of AED 456.2 million compared to AED 901.4 million in 2024, a decrease of AED 445.2 million mainly due to:
 - Net proceeds from disposal of asset held for sale of AED 520.5 million, net increase in working capital of AED 221.0 million, proceeds from disposal of financial investments (net of repurchase liability settlements and finance costs) of AED 368.4 million and equity accounted associates; offset by
 - Payment of dividends AED 188.4 million, finance costs paid of AED 76.2 million, net RCF repayment of AED 603.2 million and deconsolidation of cash balance in Subsidiaries measured at FVTPL on change to investment entity accounting AED 733.7 million
- e) **Trade and other receivables** of AED 75.4 million compared to AED 1,895.4 million in 2024, a decrease of AED 1,820.0 million mainly due to deconsolidation of margin accounts and due from brokers on settlement of trades due to adoption of investment entity accounting.

The Group's total liabilities of AED 795.8 million as at 31 December 2025 compared to AED 5,954.9 million as of 31 December 2024, a decrease of AED 5,159.1 million, comprised of:

- a) **Borrowings** of AED 543.0 million compared to AED 5,373.3 million as of 31 December 2024, a decrease of AED 4,830.3 million:
 - Corporate: RCF outstanding stood at AED 551.7 million as of 31 December 2025 compared to AED 1,144.3 million as of 31 December 2024, the decrease was mainly due to repayment of facility of AED 603.2 million
 - Deconsolidated of borrowings in subsidiaries due to change in status to an investment entity amounting to AED 3,705.5 million and repayments of AED 523.8 million.
- b) **Trade and other liabilities** of AED 218.5 million compared to AED 307.6 million as of 31 December 2024, a decrease of AED 89.1 million mainly represents deconsolidation of public market funds due to brokers on settlement of trades on adoption of investment entity accounting

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 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 of 31 December 2025, Waha Investment manages AED 10.8 billion (US\$ 2.9 billion) in assets under management (AUM).

Despite ongoing global macroeconomic challenges, all Waha Investment-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 Investment managed funds' year to date returns on invested capital were:

- Waha Emerging Markets Credit Fund SP of 13.0% (net) on a fund size of AED 4.47 billion (US\$ 1.22 billion)
- Waha MENA Equity Fund SP of 6.4% (net) on a fund size of AED 3.41 billion (US\$ 928 million)
- Waha Islamic Income Fund SP of 8.2% (net) on a fund size of AED 0.24 billion (US\$ 66.4 million)

Private Investments

Private Investments, currently managing AED 717 million 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 year, specialised healthcare continued to be developed as a core strategic platform through Waha Health (wholly owned subsidiary), alongside selective monetisation of mature assets to recycle capital into priority sectors with strong long-term growth prospects.

During 2025, strategic monetisation of mature investments resulted in significant gains and strong cash flows, thereby positioning the business for capital redeployment and expansion. Private Investments business produced net profit of AED 556 million, bolstered by the monetization of mature portfolio assets and one-off fair value 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, Defence, 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.

During the year ended 31 December 2025, Waha Land reported total income of AED 200.5 million (FY 2024: AED 68.2 million) comprising:

- Operating income: AED 32.0 million
- Fair value gain on disposal of assets held for sale: AED 61.4 million
- Fair value gain on investment in subsidiary: AED 86.4 million

Waha Capital's investment in Waha Land was valued at AED 448 million as of 31 December 2025, compared to AED 801 million in 2024. The reduction primarily reflects the disposal of assets held for sale, partially offset by fair value gains.

OUTLOOK

FY 2025 was a landmark year for Waha Capital, delivering one of the strongest profit performances in the Group's history and reflecting disciplined execution across all three business pillars. Strong earnings, successful value realisation and growing recurring income demonstrate the consistent implementation of the Group's long-term investment strategy and disciplined capital allocation.

Waha Investment continued to be a key growth engine, maintaining its track record of outperformance while scaling third-party mandates. Assets under management reached approximately AED 10.8 billion by year end, supported strong performance across credit and equity strategies. The Group remains focused on deepening institutional relationships and expanding its investor base.

Private Investments delivered a defining milestone with the divestment of a significant portion of the Group's investment in Optasia, crystallising substantial value for shareholders and reinforcing Waha Capital's disciplined investment lifecycle approach. The business continued to advance its specialised healthcare platform, positioning it as a priority area for future growth.

Waha Land progressed the monetisation of completed assets during the year, unlocking capital to support further development. The launch of Stage 3 in the fourth quarter marked the next phase of growth, with construction underway and an additional 225,000 m² of leasable industrial and logistics space expected to be added to the portfolio to support long-term recurring income.

During the fourth quarter, the Group enhanced its financial reporting framework by adopting investment entity accounting. This change better reflects Waha's investment-led business model, providing clearer visibility on core investment performance and fee-based income. This presentational update has no impact on the Group's underlying economics, liquidity position, cash flows or balance sheet strength.

Looking ahead, Waha Capital enters its next phase of growth with strong liquidity, a robust balance sheet and capacity to deploy capital into priority sectors, including asset management, specialised healthcare, and real estate and logistics. The Group remains focused on disciplined investment, timely value realisation and sustainable, long-term value creation for shareholders



Mohamed Al Nowais

Managing Director, Al Waha Capital PJSC
13 February 2026