ADNH
CATERING

CORPORATE GOVERNANCE REPORT
FOR THE YEAR ENDED 31ST DECEMBER 2025

Introduction

ADNH Catering PLC (the "**Company**") was established on 21 June 2024 as a public limited liability company, registered in the Abu Dhabi Global Market. It is governed by the regulations applicable to public joint-stock companies, as outlined in the Chairman of the Board of Directors of the Securities and Commodities Authority (SCA)'s Resolution No. (3/RM) of 2020, which adopted the Governance Guide for Public Joint Stock Companies. The Company's shares were listed on the Abu Dhabi Securities Exchange on 23 October 2024 (the date on which trading of its shares commenced).

The Company is committed to adopting robust governance practices, principles of accountability, and ensuring the highest levels of transparency in its operations. The following outlines the requirements for implementing corporate governance controls and the Company's report on meeting those requirements.

1. **A statement describing the measures adopted during 2025 to complete the Company's corporate governance framework, and how such measures were implemented.**

a. The Company complies with the Corporate Governance Regulations ("**CGRs**") and applies best practices to reflect the compliance of its Board of Directors and Executive Management with the CGRs by applying its core values of transparency, accountability and responsibility, which enhances the relationship between the company's shareholders, Board of Directors and all stakeholders.

b. The Board of Directors elects from among its members a chairman and Vice Chairman. The Vice Chairman acts on behalf of the Chairman in the absence of the Chairman or for any other reasons that prevent the Chairman from attending.

c. The Audit and Risk Committee and Nomination, Compensation & HR and Supervision & Follow-Up Committee work according to the Corporate Governance system and consists of Members of the Board of Directors.

d. The Audit and Risk Committee applies the procedures within the framework of its functions according to the Corporate Governance system and directly reports to the BOD.

e. The Company complies with the highest levels of ethical and professional conduct and obliges its employees to comply therewith.

f. The BOD nominates an external auditor upon the recommendation of the Audit and Risk Committee and the appointment of the external auditor as well as the fees are approved by the Company's General Assembly.

g. In alignment with the UAE's leadership in spearheading the Net Zero Emissions by 2050 initiative in the Middle East and North Africa region, the Company is dedicated to adopting long-term strategies aimed at mitigating greenhouse gas (GHG) emissions. Our commitment extends to limiting the global temperature rise to 1.5°C (degrees Celsius) to pre-industrial levels. and in 2025 remained consistent with our Sustainability Program which includes inter alia:

- Environmental Key Achievements and Goals Tracker: details on energy conservation measures, water saving, and waste reduction initiatives.
- Social Impact: updates on employee well-being, diversity and inclusion efforts, training, and contributions to the communities in which we operate.
- Governance Practices: reinforcement of ethical business practices, risk management, and compliance.

2. A statement detailing the ownership of, and transactions in, the Company's securities during 2025 by Board members, their spouses, and their children, according to the following schedule:

S/N	Name	Position/ Relationship	Shares Held as at 31/12/2025	Total Sale Transactions	Total Purchase Transactions
1	Mr. Khalaf Sultan Rashed Saeed Al Dhaheri	Chairman	3,500,000	NIL	NIL
2	- Sheikh Ahmed Mohammed Sultan Suroor Aldhahiri - Sheikha Sheikha Suroor Al Dhaheri	- Vice Chairman - Vice Chairman's Wife	NIL 100,000	37,000,000 NIL	29,000,000 NIL
3	Mr. Mohamed Khalaf Ahmed Khalaf Alotaiba	Board Member	NIL	NIL	NIL
4	Mr. Darwish Ahmed Darwish Ahmed AlKetbi	Board Member	NIL	NIL	NIL
5	Ms. Rauda Abdulla Suroor Aldhaheri	Board Member	13,107	NIL	13.107
6	- Mr. Khalid Anib - Mrs. Fadila Zahzouhi Zaghloul	- Board Member - Mr. Khalid Anib's Wife	NIL 1,053,092	3,857,000 946,908	NIL NIL
7	- Mr. Clive William Cowley	Board Member	44.200	NIL	NIL

3. Board Composition:

- **A statement setting out the current composition of the Board, according to the following schedule:**

SN.	Name	Category (Executive, Non-Executive, and Independent)		Experience & Qualifications	Period as BM from date of first election	Membership & positions in other joint-stock companies	Positions in any other important regulatory, government or commercial entities.
1	Mr. Khalaf Sultan Rashed Saeed Al Dhaheri	Chairman	Independent /non-executive	Master's degree in finance & business administration	Since 27 August 2024	Abu Dhabi National Hotels Company PJSC	-----
2	Sheikh Ahmed Mohammed Sultan Suroor Aldhahiri	Vice Chairman	Non-Independent /Non-Executive	Bachelor's degree in civil engineering	21 June 2024	- BOD Member at Etisalat - BOD Member at FAB - BOD Member at Al Dhafra Insurance Co. - Vice Chairman at ADNH	------
4	Mr. Mohamed Khalaf Ahmed Khalaf Alotaiba	Board Member	Independent /non-executive	Bachelor's degree in business administration	Since 27 August 2024	BOD Member at ADNH	BOD Member: - Al Otaiba Investment Grp - Emirates General Contr.

							- United Emirates General Construction Est.
5	Mr. Darwish Ahmed Darwish Ahmed Alketbi	Board Member	Independent /non-executive	Master's degree in international business	Since 27 August 2024	BOD Member at ADNH	-----
6	Ms. Rauda Abdulla Suroor Aldhaheri	Board Member	Independent /non-executive	Bachelor's Degree - Engineering	Since 27 August 2024	- Board Member Al Dhafra Insurance - BOD Member at ADNH	-----
7	Mr. Khalid Anib	Board Member	Non-Independent /non-executive	- Bachelor's degree in business administration - International Accor Vivier Certificate - Marketing and Export Business Diploma	21 June 2024	-----	------
8	Mr. Clive William Cowley	Board Member	non-Independent / executive	- Postgraduate Diploma, Environmental Health - Postgraduate Diploma, Air Pollution Control	Since 27 August 2024	-----	------

- **Statement indicating the percentage of female representation on the Board during 2025**
  Female representation on the Board of Directors for the year ended 31 December 2025 is 14.28%.

- **Statement of reasons for the absence of any female candidate for the Board membership.**
  N/A

- **A statement of bonuses, allowances and fees received by the members of the Board of Directors:**

  1. **Total remuneration Paid to Members of the Board of Directors for the financial period ended 31 December 2024:**

     The total remuneration for the Board members, as approved by the General Assembly of Shareholders for the financial period ended 31 December 2024 and paid by the Company in 2025, amounted to AED 4,250,000 (Dirhams Four Million Two Hundred and Fifty Thousand Only).

  2. **Total remuneration proposed to be paid to Members of the Board of Directors for the financial period ended 31 December 2025, which shall be presented in the Annual General Assembly for approval:**

     The total remuneration proposed to be paid to members of the Board of Directors in respect of the period ending on 31 December 2025 is AED 4,250,000 (Dirhams Four Million Two Hundred and Fifty

Thousand Only). This proposal will be presented for consideration and approval during the forthcoming Annual General Assembly Meeting.

3. **Details of allowances for attending sessions of Committees derived from the BOD, which were paid to the BOD Members for the year 2025:**

a. **Audit and Risk Committee Meetings/Attendance:**

Name	Allowances for attending meetings of the committees			
	Committee Name	Allowance Per Meeting	Number of Meetings	Total Paid
Mr. Mohamed Khalaf Ahmed Khalaf Alotaiba	Audit and Risk Committee	AED. 10,000	4	AED. 40,000
Mr. Darwish Ahmed Darwish Ahmed Elketbi		AED. 5,000	4	AED. 20,000
Ms. Rauda Abdulla Sorour Aldhaheri		AED. 5,000	4	AED. 20,000
Mr. Rami Naim Al Mohtaseb		AED. 5,000	4	AED. 20,000

b. **Supervision and Follow Up Committee Meeting Attendance:**

Name	Allowances for attending meetings of the committees			
	Committee Name	Allowance Per Meeting	Number of Meetings	Total Paid
Mr. Mohamed Khalaf Ahmed Khalaf Alotaiba	Supervision and Follow Up Committee	There are no Allowances paid to the Supervision and Follow Up Committee	----	None
Mr. Darwish Ahmed Darwish Ahmed Elketbi			----	None
Ms. Rauda Abdulla Sorour Aldhaheri			----	None
Mr. Rami Naim Al Mohtaseb			-----	None

c. **Nomination Compensation & HR Committee Meeting/Attendance:**

Name	Allowances for attending meetings of the committees			
	Committee Name	Allowance Per Meeting	Number of Meetings	Total Paid
Mr. Darwish Ahmed Darwish Ahmed Elketbi	Nomination Compensation & HR Committee	**Not applicable** **Meeting by circulation**	**3**	**Not applicable** **Meeting by circulation**
Sheikh Ahmed Mohammed Sultan Suroor Aldhahiri				
Mr. Mohamed Khalaf Ahmed Khalaf Alotaiba				
Mr. Khalid Anib				

d. Board Executive Committee (BEC) Meetings/Attendance:

Name	Allowances for attending meetings of the committees			
	Committee Name	**Allowance Per Meeting**	**Number of Meetings**	**Total Paid**
Sheikh Ahmed Mohammed Sultan Suroor Aldhahiri	Board Executive Committee	AED. 10,000	6	AED. 60,000
Mr. Darwish Ahmed Darwish Ahmed Elketbi		AED. 5,000	6	AED. 30,000
Mr. Khalid Anib		AED. 5,000	6	AED. 30,000

4. <u>Details of additional allowances, salaries or fees received by a Board Member other than allowances for attending Committee meetings and their reasons for the financial year ending on 31 December 2025</u>.

None

No additional allowances, salaries, or fees were paid to any member of the Company's Board of Directors for the year ending on 31 December 2025, other than allowances for attendance of the meetings of the committees formed by the Board.

c. <u>The Number and dates of BOD meetings held during the financial year ended 31 December 2025 include in-person attendance and attendance by proxy</u>.

	Meeting Date	Attendees	By Proxy	Absent
BOD Meeting No. 1	11 February 2025 (in-person)	Mr. Khalaf Sultan Rashed Saeed Al Dhaheri Sheikh Ahmed Mohammed Sultan Suroor Aldhahiri Mr. Mohamed Khalaf Ahmed Khalaf Alotaiba Mr. Darwish Ahmed Darwish Ahmed Elketbi Ms. Rauda Abdulla Sorour Aldhaheri Mr. Khalid Anib Mr. Clive William Cowley	Nil	NIL
BOD Meeting No. 2	1 May 2025 (in-person)	Mr. Khalaf Sultan Rashed Saeed Al Dhaheri Sheikh Ahmed Mohammed Sultan Suroor Aldhahiri Mr. Mohamed Khalaf Ahmed Khalaf Alotaiba Mr. Darwish Ahmed Darwish Ahmed Elketbi Ms. Rauda Abdulla Sorour Aldhaheri Mr. Khalid Anib Mr. Clive William Cowley	Nil	Nil

BOD Meeting No. 3	12 September 2025	Mr. Khalaf Sultan Rashed Saeed Al Dhaheri Sheikh Ahmed Mohammed Sultan Suroor Aldhahiri Mr. Mohamed Khalaf Ahmed Khalaf Alotaiba Mr. Darwish Ahmed Darwish Ahmed Elketbi Ms. Rauda Abdulla Sorour Aldhaheri Mr. Khalid Anib Mr. Clive William Cowley	Nil	Nil
BOD Meeting No. 4	5 November 2025 <u>(in-person)</u>	Mr. Khalaf Sultan Rashed Saeed Al Dhaheri Sheikh Ahmed Mohammed Sultan Suroor Aldhahiri Mr. Mohamed Khalaf Ahmed Khalaf Alotaiba Mr. Darwish Ahmed Darwish Ahmed Elketbi Ms. Rauda Abdulla Sorour Aldhaheri Mr. Khalid Anib Mr. Clive William Cowley	Nil	Nil

d. Number of resolutions taken by circulation during the financial year ended 31 December 2025 and meeting dates:

Number	Date
1	27 January 2025
2	1 July 2025
3	12 September 2025

5. Board Committees:

Audit & Risk Committee

a. The Audit & Risk Committee Chairman's acknowledgement of his responsibility for the Committee's operating framework, reviews its procedures, and ensures its effectiveness:

"Mr. Mohamed Khalaf Ahmed Khalaf Alotaiba, Chairman of the Audit & Risk Committee, acknowledges his responsibility for the Committee system in the Company, review of its work mechanism and ensuring its effectiveness".

b. The Audit & Risk Committee consists of the following members, their competencies, and assigned responsibilities:

	Name	Capacity
The Audit & Risk Committee Members	Mr. Mohamed Khalaf Ahmed Khalaf Alotaiba	Chairman
	Mr. Darwish Ahmed Darwish Ahmed Elketbi	Member
	Ms. Rauda Abdulla Sorour Aldhaheri	Member
	Mr. Rami Naim Al Mohtaseb	Member

c. **<u>The number and dates of meetings held by the Audit and Risk Committee during the financial year ended 31 December 2025, to discuss the financial statements and other matters, and the meetings attended in person</u>:**

	Meeting Number	Meeting Date	Attendees	Absent
Audit and Risk Committee	1	23 January 2025	Mr. Mohamed Khalaf Ahmed Khalaf Alotaiba Mr. Darwish Ahmed Darwish Ahmed Elketbi Ms. Rauda Abdulla Sorour Aldhaheri Mr. Rami Naim Al Mohtaseb	NIL
	2	10 February 2025	Mr. Mohamed Khalaf Ahmed Khalaf Alotaiba Mr. Darwish Ahmed Darwish Ahmed Elketbi Ms. Rauda Abdulla Sorour Aldhaheri Mr. Rami Naim Al Mohtaseb	NIL
	3	28 April 2025	Mr. Mohamed Khalaf Ahmed Khalaf Alotaiba Mr. Darwish Ahmed Darwish Ahmed Elketbi Ms. Rauda Abdulla Sorour Aldhaheri Mr. Rami Naim Al Mohtaseb	NIL
	4	5 November 2025	Mr. Mohamed Khalaf Ahmed Khalaf Alotaiba Mr. Darwish Ahmed Darwish Ahmed Elketbi Ms. Rauda Abdulla Sorour Aldhaheri Mr. Rami Naim Al Mohtaseb	NIL

d. **<u>The Audit and Risk Committee Annual Report for the financial year ending on 31 December 2025:</u>**

1. **Significant matters relating to the financial statements and how they were addressed:**
   The integrity of the Company's financial statements and annual and interim reports were monitored and reviewed as part of the Committee's regular work during the year, with particular focus on the following:

   - Any changes in accounting policies and practices.
   - Highlighting the areas subject to the discretion of the Company's Board of Directors.
   - Substantial amendments resulting from the audit.
   - Assuming the Company's continuity of operation.
   - Compliance with the accounting standards determined by the Authority.
   - Compliance with listing and disclosure rules and other legal requirements related to the preparation of financial reports.

2. **<u>The assessment methodology applied in evaluating the effectiveness of the external audit process and the independence of the external auditor, the approach to the appointment or reappointment of the external auditor, and the tenure of the current audit firm:</u>**

Name of Auditing Firm	PWC (PricewaterhouseCoopers LP)
Name of Partner Auditor	Imran Massey
Number of years served as an external auditor for the Company	Two years
Number of years the partner auditor has been auditing the company's accounts	Two years
Total fees for auditing the financial statements for the year 2025.	AED 1,100,000
Details and the nature of other services provided.	None
Fees and costs for other special services other than auditing the financial statements for the year 2025.	None

The external auditor was appointed in compliance with legal rules and procedures. His performance and effectiveness were assessed and monitored by the committee in collaboration with the company's CFO and the Manager of the Internal Audit Department.

3. **Recommendations on the appointment, reappointment, or dismissal of the external auditor, and reasons for any Board rejection of such recommendations:**
The committee recommended to the company's Board of Directors the reappointment of PricewaterhouseCoopers as the external auditor for the financial year 2026, due to their efficiency and effectiveness in auditing the company's accounts during the financial year 2025. The Board of Directors approved such proposal and subject to present it to the General Assembly for final approval.

4. **Measures taken to safeguard auditor independence when providing non-audit services:**
The external auditor did not provide any other services to the company.

5. **The actions taken or will be taken by the committee to address any deficiencies or weaknesses in the event of any failures in internal control or risk management:**
The committee works to ensure that the work of the internal audit and risk management department is followed up so that any shortcomings or weaknesses in the event of internal control or risk management are avoided. In this regard, the Committee approved the governance framework submitted by the Internal Audit Department, including the Audit and Risk Committee Charter, the Internal Audit Charter, the Internal Audit Manual, the Internal Audit Strategy, and other key documents. In addition, the Internal Audit Department prepared an internal audit plan to assess the effectiveness of control measures in the identified areas. The internal audit plan was approved by the Committee.

6. **Evidence that the Committee reviewed all reports with medium and high risks issued by the Internal Audit to determine whether they resulted from major failures or weaknesses in internal control:**
No significant deficiencies were identified by the Internal Audit Department. The Internal Audit Department is following up on the actions taken by the management to improve and develop the control and internal audit systems in the company's various departments.

7. **Comprehensive information on the corrective action plan in the event of significant deficiencies in the areas of risk management and internal control systems:**
No significant deficiencies were identified in the areas of risk management and internal control systems by the Internal Audit Department.
8. **The committee's review of all transactions conducted with related parties, the resulting observations or findings, and the extent of compliance with applicable laws in this regard:**

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During 2025, no transactions were concluded with related parties amounting to 5% of the company's capital, which requires disclosure.

Nomination and Remuneration Committee:

a. **The Nomination and Remuneration Committee Chairman's acknowledgement of his responsibility for the Committee's charter, operating framework, reviews its procedures, and ensures its effectiveness:**

"Mr. Darwish Ahmed Darwish Ahmed Elketbi, Nomination and Remuneration Committee's Chairman acknowledges his responsibility for the Committee's charter, operating framework and ensuring its effectiveness".

b. **NC&HR Committee consists of the following Members:**

	Name	Capacity
NC & HR Committee	Mr. Darwish Ahmed Darwish Ahmed Elketbi	Chairman
	Sheikh Ahmed Mohammed Sultan Suroor AlDhahiri	Member
	Mr. Mohamed Khalaf Ahmed Khalaf Alotaiba	Member
	Mr. Khalid Anib	Member

- **Statement of NC&HR Committee functions and the duties assigned thereto:**
  1. Ensuring independence of independent members on a regular basis.
  2. Preparing the remuneration, benefit, incentives and salary policies for the BOD members and the Company's employees and reviewing the same on an annual basis; consistently verifying that the remuneration and benefits given to the senior executive management are reasonable and consistent with the Company's performance.
  3. Defining the Company's need for talent at the level of the senior executive management and employees and the criteria for selecting them.
  4. Preparing, controlling the implementation of and, on an annual basis, reviewing the Company's HR and Training policy.
  5. Organizing and following up the process of nominations for BOD membership according to the applicable laws and regulations of the corporate governance.
  6. Developing a policy for nominations of the BOD membership that aims to ensure gender diversity and encourage women to run for the BOD membership.

c. **The number and dates of meetings held by the Nominations and Remuneration Committee during the year 2025, and the meetings attended in person:**

	Meeting No.	Date of the Meeting	Attendees	Absent
NC&HR Committee	1 By circulation	26 February 2025	Mr. Darwish Ahmed Darwish Ahmed Elketbi Sheikh Ahmed Mohammed Sultan Suroor AlDhahiri Mr. Mohamed Khalaf Ahmed Khalaf Alotaiba Mr. Khalid Anib	NIL

	2 By circulation	**7 July 2025**	Mr. Darwish Ahmed Darwish Ahmed Elketbi Sheikh Ahmed Mohammed Sultan Suroor AlDhahiri Mr. Mohamed Khalaf Ahmed Khalaf Alotaiba Mr. Khalid Anib	**NIL**
	3 By circulation	**31 July 2025**	Mr. Darwish Ahmed Darwish Ahmed Elketbi Sheikh Ahmed Mohammed Sultan Suroor AlDhahiri Mr. Mohamed Khalaf Ahmed Khalaf Alotaiba Mr. Khalid Anib	**NIL**

Supervision and Follow-up Committee of Insiders' Transactions.

a. **The Chairman's acknowledgement of his responsibility for the Committee's charter, operating framework, reviews its procedures, and ensures its effectiveness**:

"Mr. Mohamed Khalaf Ahmed Khalaf Alotaiba, Supervision and Follow-up Committee's Chairman, acknowledges his responsibility for the Committee's charter, operating framework and ensuring its effectiveness".

b. **Supervision and Follow-up Committee of insiders' transactions consisted of the following Members:**

	Name	Capacity
Supervision and Follow Up Committee	Mr. Mohamed Khalaf Ahmed Khalaf Alotaiba	Chairman
	Mr. Darwish Ahmed Darwish Ahmed Elketbi	Member
	Ms. Rauda Abdulla Sorour Aldhaheri	Member
	Mr. Rami Naim Al Mohtaseb	Member

- **Statement of Insiders' Trading Supervision and Follow-Up Committee functions and the duties assigned thereto:**

The Insiders' Trading Supervision and Follow Up Committee is responsible for managing, following up and supervising transactions and ownership of the insiders, maintaining their records and submitting periodic statements and reports to the market.

c. **A summary of the Committee's work report during the financial year ending on 31 December 2025:**

- Insiders' names were uploaded on ADX website.
- The Committee followed up with the BOD`s Secretary on notifying the insiders of the transaction prohibition periods and made sure that the Chairman, BOD members and all the employees were informed of the prohibition imposed on trading in the Company's securities until the disclosure of the financial statements.

- **Other Committees approved by the Board of Directors:**
Committee Name:
Board of Executive Committee:

- **The Chairman's acknowledgement of his responsibility for the Committee's charter, operating framework, reviews its procedures, and ensures its effectiveness:**

"Sheikh Ahmed Mohammed Sultan Suroor Al Dhahiri, Chairman of the Board Executive Committee acknowledges his responsibility for the Committee's charter, operating framework and ensuring its effectiveness".

- **Names of Members of Board Executive Committee, and statement of its functions and duties assigned thereto:**

	Name	Capacity
Board Executive Committee	Sheikh Ahmed Mohammed Sultan Suroor Al Dhahiri	Chairman
	Mr. Darwish Ahmed Darwish Ahmed Elketbi	Member
	Mr. Khalid Anib	Member

The Board Executive Committee meets regularly to follow up on the directives issued by the Board of Directors and to guide the Executive Management of the company in line with the strategic objectives and policies established by the Board of Directors, the provisions of the Law and Legislation related to the company's work and activities.

Responsibilities of the Committee include the following:

- Recommending the Group's Strategic Plans and Long-Term Business Objectives for the Board's approval.
- Reviewing the annual financial plan/budget and monitoring its performance at least on a quarterly basis.
- Recommending to the Board the establishment by the Company of new legal entities and recommending to the Board the liquidation, sale and any other action with regard to disposing of any legal entities/businesses owned by the Group.
- Approving contractual commitments in line with the Company's Delegation of Authority (DoA).
- Approving capital expenditures in line with the Company's DoA.
- Approving business transactions as per the DoA of the Company.
- Monitoring implementation of strategic projects and significant transformation initiatives.
- Overseeing financial and operational performance of the Company and referring/submitting reports to the Board in such regard.
- Overseeing the operations of the Company's business and providing directions and guidance to the Executive Management.
- Carrying out any other work assigned to the Committee by the Company's Board.
- Addressing areas or topics specifically referred to by the Committee by the Board from time to time.
- The Committee may seek advice and assistance from any of the Company's departments (finance department, legal department, engineering/projects department, etc.) and external advisors in order to perform its duties.
- The Committee may recommend to the Board referring certain matters for investigation by the Audit, Compliance & Corporate Governance Committee.
- The Committee may appoint sub-committees and delegate certain authorities to the said sub-committees as it deems appropriate and necessary.
- The Committee recommends to the Board the annual KPIs to be met by the Chief Executive Officer of the Company subject to the Board's approval to the same.

- **The number and dates of meetings held by the Board Executive Committee of the Board of Directors held by the Committee during the financial year ending on 31 December 2025, and the meetings attended in person:**

	Meeting No.	Date of the meeting	Attendees	Absent
Board Executive Committee	1	15 January 2025	Sheikh Ahmed Mohammed Sultan Suroor Al Dhahiri Mr. Darwish Ahmed Darwish Ahmed Elketbi Mr. Khalid Anib	NIL
	2	19 February 2025	Sheikh Ahmed Mohammed Sultan Suroor Al Dhahiri Mr. Darwish Ahmed Darwish Ahmed Elketbi Mr. Khalid Anib	NIL
	3	16 April 2025	Sheikh Ahmed Mohammed Sultan Suroor Al Dhahiri Mr. Darwish Ahmed Darwish Ahmed Elketbi Mr. Khalid Anib	NIL
	4	17 September 2025	Sheikh Ahmed Mohammed Sultan Suroor Al Dhahiri Mr. Darwish Ahmed Darwish Ahmed Elketbi Mr. Khalid Anib	NIL
	5	24 November 2025	Sheikh Ahmed Mohammed Sultan Suroor Al Dhahiri Mr. Darwish Ahmed Darwish Ahmed Elketbi Mr. Khalid Anib	NIL
	6	17 December 2025	Sheikh Ahmed Mohammed Sultan Suroor Al Dhahiri Mr. Darwish Ahmed Darwish Ahmed Elketbi Mr. Khalid Anib	NIL

6. **Statement of the tasks and responsibilities of the Board of Directors carried out by a member of the Board or the Executive Management during the financial year ending on 31 December 2025, based on a mandate from the Board, specifying the duration and scope of such mandate: None**

Authorized Person	Authorization validity	Authorization period
None	None	None

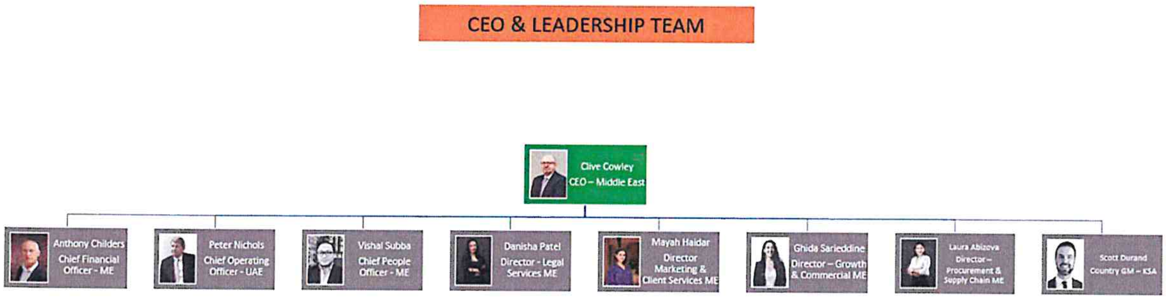
7. **A statement detailing the transactions conducted with related parties (stakeholders) during the year 2025, which shall include the following:**

Statement of the Related Party	Clarification of the Nature of the Relationship	Type of the Transaction	Volume of the Transaction
NIL	NIL	NIL	NIL

8. **Board of Directors Evaluation**
Evaluation of the Board of Directors, its Committees and Executive Management:
   a. With the assistance of the Secretary to the Board of Directors', the Chairman submits on an annual basis an evaluation of each member of the Board of Directors. These are kept in the custody of the Board Secretary.

b. Evaluation of the company's board of directors, its members and committees by an independent professional body that has no interest or relationship with the company or any of its board of directors or executive management members:
Not Applicable.

9. The Company Organizational Structure and Executive Management:



- **A statement detailing first- and second-level executives in accordance with the Company's organizational structure, indicating job titles, appointment dates, and total annual salaries and remuneration paid to each of them separately, using the table below:**

S/N	Position	Appointment Date	Total Salaries and Allowances Paid in 2025 (AED)	Total Bonuses Paid For the year 2024 in 2025 (AED)	Other cash or in-kind benefits paid in 2025 or payable in the future
1	Chief Executive Officer	1 October 2020	1,714,044	NIL	**NIL**
2	Chief Operating Officer	18 October 2020	1,255,704	NIL	**NIL**
3	Chief Financial Officer	14 July 2024	1,152,996	NIL	**NIL**
4	Chief People Officer	15 May 2010	944,496	NIL	**NIL**
5	Director Brand, Marketing & Comms	8 January 2017	1,100,196	NIL	**NIL**
6	Director - Growth & Commercial	22 October 2017	977,352	NIL	**NIL**
7	Director Legal Services	17 January 2022	605,000	NIL	**NIL**
8	Director Procurement & Supply Chain	30 April 2023	627,000	NIL	**NIL**
9	Director – Marketing & Client Services	17 March 2025	521,613	NIL	**NIL**
10	Country GM – Kingdom of Saudi Arabia (KSA)	21 January 2024	382,028	NIL	**NIL**

10. External Auditor:

a. Brief about the External Auditor of the Company to the Shareholders:

- For the year 2025, PricewaterhouseCoopers, with Imran Massey as a partner, was appointed as the external auditors of the Company. The primary task of PricewaterhouseCoopers was to provide assurance services for reviewing and auditing quarterly and annual financial statements according to the International Standards on Auditing (ISA).
- The external auditors verified the consolidated financial statements of the Company and its subsidiaries, ensuring that all financial transactions are originated, recorded, and prepared appropriately and correctly in conformity with the accounting standards, and ensure compliance with the accounting principles in addressing all the business of the Company and its subsidiaries.
- The Audit and Risk Committee meets with the external auditors to review and discuss the nature, quality, and conclusions of their findings. The external auditors present their opinion on quarterly reviews and annual audits of the financial statements to the Audit and Risk Committee Committee and attend the General Assembly Meeting to answer and explain all questions and inquiries that may be asked by the stakeholders regarding transparency, credibility, and neutrality, as well as whether there were any obstacles or interventions from the Company's BOD during their work.
- PricewaterhouseCoopers offices have been operating in the UAE for more than 30 years and are one of the major professional service providers in the UAE. It offers services to several public and private sectors, including financial services, insurance, energy, building and contracting, real estate, utilities, consumer products and sales, communications, and entertainment all over the world.

b. Statement of audit fees and any non-audit fees related to the audit or services provided by the external auditor for the financial year ending on 31 December 2025, according to the following table:

Name of Auditing Firm & Audit Partner	**Audit firm: PWC (PricewaterhouseCoopers LP)**
Name Partner Auditor	**Imran Massey**
Number of years served as an external auditor for the Company	Two years
Number of years the partner auditor has been auditing the company's accounts	Two years
Total fees for auditing the financial statements for the year 2025.	AED 1,100,000/-
Details and the nature of other services provided.	None
Fees and costs for other special services other than auditing the financial statements for the year 2025.	None
A statement of the other services performed by an external auditor other than the Company's auditor in 2025.	- Corporate tax services were provided by Deloitte. - Financial due diligence for the acquisition was provided by Grant Thornton. - In-Country Value (ICV) verification was performed by Crow Mack. - Internal control of financial reporting was performed by KPMG. - Compliance and risk assessment were conducted by Moore MKM Chartered Accountants.

c. **A statement of any reservations expressed in the interim and annual financial statements for the financial year ending on 31 December 2025.**

The external auditor has expressed an unqualified opinion on all audits for the period ending on 31 December 2025.

11. **Internal Control System:**

a. **A declaration by the Board confirming its responsibility for the internal control system, review of its operating framework, and ensuring its effectiveness:**
The Board of Directors of the Company acknowledges its responsibility for the Company's internal control system and for its review and effectiveness. The Board of Directors of the Company has established a specialized internal control department that reports to it through the Audit and Risk Committee, which is responsible for implementing the internal control system. This committee has defined the objectives, tasks and powers of the Internal Control Department.

b. **Name of Department Manager, his Qualifications and Date of Appointment:**

The Internal Audit Department is headed by Ms. Maha Abdul Rahim Mustafa Saffarini, a Certified Internal Auditor (CPA) licensed in the United States, with over 14 years of experience in external, governmental, and internal auditing. She was hired and joined the firm on 24 November 2025.

c. **The name, qualifications and date of appointment of the Compliance Officer.**
To ensure that an appropriate degree of independence is maintained in the performance of the functions of the internal control system, Mr. Wasif Javed Dar was appointed as Compliance Manager in ADNH Catering PLC on 1 December 2024.

The Internal Control Department has free access to the Audit and Risk Committee, to which it is functionally affiliated.

d. **How the internal control department handles any significant issues problems in the Company:**
The Internal Audit Department raises any internal audit points before the Audit and Risk Committee, which takes the necessary decisions to address such points. It is worth mentioning that the Company did not encounter any major issues for the financial year ending on 31 December 2025.

e. **Number of reports issued by the company's internal control department for the year 2025:**
During the financial year ending on 31 December 2025, a report was issued by the internal audit department.

12. **Details of the violations committed during the year 2025, and a statement of their reasons, how to address them and avoid their recurrence in the future:**
The company did not commit any violations during the year 2025.

13. **Statement of cash and in-kind contributions made by the Company during the financial year ending on 31 December 2025 towards the local community development and environmental conservation:**

The company has maintained its commitment to providing a safe working environment for its employees and all its labor. To ensure compliance with the highest standards, the company's Executive Management and its subordinates conduct an active program of internal audit and inspection program to ensure that there are no violations. The Executive Management is also keen to work with all stakeholders and competent authorities to protect and preserve the environment, and the company made the following cash contributions for the financial year ending on 31 December 2025:

Beneficiary Entity	Cash Contributions (AED)
Abu Dhabi Prisons	25,000.00
Al Ain Prison	25,000.00
Corporate - Operations	60,000.00
Abu Dhabi Prisons	25,000.00
Al Ain Prison	25,000.00
Northern Emirates Prison	50,000.00
Npcc Zirku Island	10,000.00
The amount paid to food workers in the prison	36.700
Total	**256,700**

14. General Information:

a. **Statement of the Company share price in the Market during the financial year ending on 31 December 2025:**

ADNH Catering Share price - 2025			
Date	**Closing price**	**Highest Price**	**Lowest Price**
31 January 2025	0.906	0.918	0.88
28 February 2025	0.932	0.933	0.895
31 March 2025	0.899	0.932	0.884
30 April 2025	0.897	0.914	0.852
31 May 2025	0.885	0.896	0.877
30 June 2025	0.859	0.885	0.848
31 July 2025	0.88	0.887	0.82
31 August 2025	0.865	0.88	0.85
30 September 2025	0.862	0.89	0.853
31 October 2025	0.845	0.892	0.845
30 November 2025	0.812	0.855	0.785
31 December 2025	0.762	0.82	0.73

b. **Statement of the Company's comparative performance with the general market index and sector index to which the company belongs for the year 2025:**

Comparison with General and Sector Index - 2025			
Date	**Closing price**	**General Index**	**Sector Index**
31 January 2025	0.906	9,586.12	5,263.53
28 February 2025	0.932	9,564.62	5,403.14
31 March 2025	0.899	9,368.81	4,957.90
30 April 2025	0.897	9,534.33	4,896.91

31 May 2025	0.885	9,685.10	4,777.70
30 June 2025	0.859	9,957.52	4,899.80
31 July 2025	0.88	10,370.66	4,891.14
31 August 2025	0.865	10,094.67	4,599.52
30 September 2025	0.862	10,014.60	4,545.54
31 October 2025	0.845	10,099.90	4,632.01
30 November 2025	0.812	9,747.17	4,291.70
31 December 2025	**0.762**	**9,992.72**	**4,218.39**

c. Statement of shareholders' ownership distribution as of 31 December 2025 (individuals, companies, governments) classified as follows:

S/N	Shareholder Category	Percentage of Shares Held				%
		Individual	Companies	Government	Total	
1	Local	269,002,917	1,726,349,330	95,000,000	2,090,352,247	92.9%
2	Arab	25,536,115	20,630,971	---	46,167,086	2.1%
3	Foreign	31,834,869	81,645,798	---	113,480,667	5.0%
	Total	**326,373,901**	**1,828,626,099**	**95,000,000**	**2,250,000,000**	**100.0%**

d. Statement of shareholders who hold 5% or more of the Company's share capital as of 31 December 2025:

S/N	Name	Number of Shares Held	% of the Shares Held of the Company's Capital
1.	Abu Dhabi National Hotels Company PJSC	1,350,000,000	60%

e. Statement of shareholders' distribution by the size of equity as of 31 December 2025:

S/N	Share(s) Owned	Number of Shareholders	Number of Shares Held	% of the Shares Held of the Share Capital
1.	Less than 50,000	10,806	33,561,336	1.5%
2.	From 50,000 to less than 500,000	223	32,498,167	1.4%
3.	From 500,000 to less than 5,000,000	102	197,901,065	8.8%
4.	More than 5,000,000	35	1,986,039,432	88.3%
	Total	**11,166**	**2,250,000,000**	**100.0%**

f. Statement of measures taken regarding controls of investor relationships and an indication of the following:

a. An Investor Application form is made available on the Company's website to facilitate the process of submitting applications from shareholders for transactions related to their shares.

b. Communication between the competent departments of the company (Legal and Finance departments) is activated regarding facilitating and accelerating the transactions and requests of shareholders and considering any complaints received from them.

Name and contact information of the Investors' Relations Manager

Name	Contact Details
Mrs. Mayes Mhd Ali Hafez Ali	- Office Tel: +971 2 4087427 - Mob.: +971 5 65376313 - Email: maes.mohamed@adnh.com - P.O. Box: 46806

The page relating to Investor Relations includes:

- The Company's Annual Financial Statement
- Management Discussion Reports
- Corporate Governance Reports
- Minutes of the Annual General Assembly Meetings
- Contact Details of the Investor Relations Section
- Daily share price
- Announcements on Unclaimed dividends
- The link of the Investor Relations webpage on the website of the Company is: https://investors.adnhc.me

g. **Statement of Special Resolutions presented to the General Assembly held in 2025 and the procedures taken with respect thereto:**

Not applicable.

h. **Name of Rapporteur of the Board Meetings.**

The Rapporteur is Mr. Nadim Elias El Haj and was formally appointed as Board Secretary on 21 June 2024.

i. **Statement of significant events that took place in the Company as of 31 December 2025.**

On 12 December 2024, the company announced that it has entered into a sale and purchase agreement to increase its stake in its joint venture in Saudi Arabia to a controlling 50% stake.

- ADNH Catering acquired all shares of Food Nation Catering, a leading catering company in the education sector in the United Arab Emirates.

- The Company also acquired an additional 20% stake in Compass Arabia Limited, bringing its total shareholding to 50% while taking over the management of the said company, and the financial accounts of Compass Arabia were consolidated with the financial statements of the Company.

j. In November 2025, the Company distributed an interim cash dividend of 40% of the company's share capital, equivalent to 4 fils per share, totaling AED 90 million, for the first six months of the 2025 fiscal year. **Statement of related party transactions that may have taken Place the Company equivalent to 5% or more than the Company's Capital during the financial year ending on 31 December 2025.**
None.

k. **Statement of the Emiratization percentage in the Company in 2023, 2024, and 2025**

Year	Count of Employees	UAE Nationals	%
2023	188	16	8.60%
2024	193	12	6.13%
2025	192	21	10.94%

During 2023 and 2024, the company experienced a decline in the number of Emirati employees, as many opted for the government sector, which became their preferred employer of choice. However, in 2025, the percentage of Emirati nationals within the workforce has increased, demonstrating the company's continued commitment to increasing the employment of UAE nationals. The company remains committed to strengthening the national workforce, with a clear focus on increasing the representation of Emiratis and expanding the proportion of Emirati talent within the company in the years ahead.

l. **Statement of innovative projects & initiatives implemented by the Company, or which were under development as of 31 December 2025:**

During the financial year ending on 31 December 2025, the company announced that it had completed the acquisition of an additional 20% of the shares of Compass Arabia Limited, bringing its stake in the company to a controlling share of 50%. This acquisition is part of the company's strategy to expand in the Saudi market and leverage the company's expertise in the catering and support services sector to increase business growth in Saudi Arabia, which will positively impact the company's future financial performance and create added value for the company's shareholders.

Signature of Chairman of the Board of Directors	Signature of Chairman of the Audit and Risk Committee	Signature of Chairman of the Nomination & Remuneration & Human Resources Committee	Signature of the Manager of the Internal Audit Department
Date:	Date:	Date:	Date:

Abu Dhabi-U.A.E.
ADNH CATERING PLC