Listing Summary Disclosure of DIP Holding PLC (Free Zone Company)

To provide clear and essential information about the company, its business operations, and financials, ensuring transparency for investors and compliance with regulatory requirements.

Name of the Company

DIP Holding PLC (Free Zone Company)

Commercial Register Details

CL7659

Company Background and History

The Company's wholly-owned operating subsidiary, DIPDC, was incorporated and established on 8 December 1997, pursuant to the provisions of UAE Federal Law No. (8) of 1984, initially as a wholly-owned subsidiary of the Selling Shareholder. The Selling Shareholder is a public company with shares listed on the DFM and is 11.54% owned by the Government through The Investment Corporation of Dubai as at the date of the Prospectus (see "*—Selling Shareholder*").

DIPDC occupies Dubai Investments Park under the 99-year Headlease between the Government and the Selling Shareholder (see "*Material Agreements—Headlease and Headlease Assignment Agreement*"), which expires on 1 February 2098, and which has been assigned by the Selling Shareholder to DIPDC (see "*Risk Factors—Risks Relating to the Group's Business and Industry—The Group is dependent on the revenues and cash flows generated from Dubai Investments Park, which it occupies pursuant to the Headlease, which has a duration of 99 years and contains early termination provisions.*").

Dubai Investments Park has undergone eight phases of development, with the last major phase completing in 2014 and has weathered multiple market cycles, including the global financial crisis in 2008 and the COVID-19 pandemic in 2020. The following timeline highlights key milestones in the development of Dubai Investments Park.

Year	Milestone
1999	• The Headlease for the land on which Dubai Investments Park is situated was granted and the master plan for the development approved.
2001	• Green Community, the first major complex developed in Dubai Investments Park, was completed.
2002	• DIPDC paid its first dividend.
2003 to 2013	• Construction of Dubai Investments Park across eight phases. • 959 plots leased by 2013

2014	• DIPDC issued a US Dollar denominated sukuk, which was met with strong investor interest. • Over 1,000 plots in Dubai Investments Park were leased. • The last major phase of development in Dubai Investments Park was completed.
2018	• The number of subtenants in Dubai Investments Park reached over 3,000.
2020	• The Group weathered the COVID-19 Pandemic with resilience and with no reduction in ground rents.
2021	• Dubai Investments Park metro station became operational.
2023	• DIPDC was upgraded to an investment grade credit rating.
2025	• 99.9% of Dubai Investments Park was occupied. • DIPDC generated revenues of AED 959.7 million. • An agreement was signed with Emirates Airline for a new cabin crew village to accommodate 12,000 cabin crew. • DIPDC sold 528,936 sqm of land area to third parties, which included properties constructed on those land plots, such as NMC Hospital and Falcon House, as the Group exited exposure to above ground structures.

Company Overview

DIP Holding PLC, a wholly-owned subsidiary of the Selling Shareholder, is the sole shareholder of Dubai Investments Park Development Company LLC ("**DIPDC**"), the operator of Dubai Investments Park, a leading infrastructure-like ground rent and services platform. Dubai Investments Park is an integrated and self-contained mixed-use "city-within-a-city", created by over 25 years of commitment, located in Dubai on Sheikh Mohammed Bin Zayed Road in close proximity to Al Maktoum International Airport and Jebel Ali Port.

The Group provides critical recurring services to the tenants of Dubai Investments Park across over 1,270 plots and four key zones: logistics, industrial, commercial, and residential. Dubai Investments Park is home to over approximately 1,000 tenants, approximately 5,700 subtenants, and over 150,000 residents as at the date of the Prospectus. Dubai Investments Park's strategic location, infrastructure, services, and facilities have resulted in high demand from tenants, with an average occupancy rate for ground leases of approximately 98.0% between 2020 and 2025.

Spread across an area of approximately 23.0 million sqm, Dubai Investments Park has a GLA, being the portion of Dubai Investments Park which is capable of being leased, of approximately 17.1 million sqm as at the date of the Prospectus, which is leased under operating and finance leases.

- **Operating leases:** as at the date of the Prospectus, approximately 12.5 million sqm of leased area over 1,180 plots, representing 73% of the GLA of Dubai Investments Park, was let under operating leases, approximately 99% of which were leased through lease contracts with a minimum term of at

least 30 years, and approximately 1% of which were leased through lease contracts with a term of less than 30 years.

- **Finance leases:** as at the date of the Prospectus, approximately 4.6 million sqm of leased area over 89 plots, representing 27% of the GLA in Dubai Investments Park, including Green Community, were let under finance leases. These plots have been leased through long-term lease contracts, with remaining terms in excess of 70 years, and in respect of which the ground rent for the entire term of the lease is payable upfront or within the first five years of the lease. As a result, the leases are accounted for as finance leases and the plots are treated as sold and are derecognised as investment properties in the Group's financial statements. In addition, there are two plots within Dubai Investments Park that have been designated for finance leases but that remain unleased as at the date of the Prospectus.

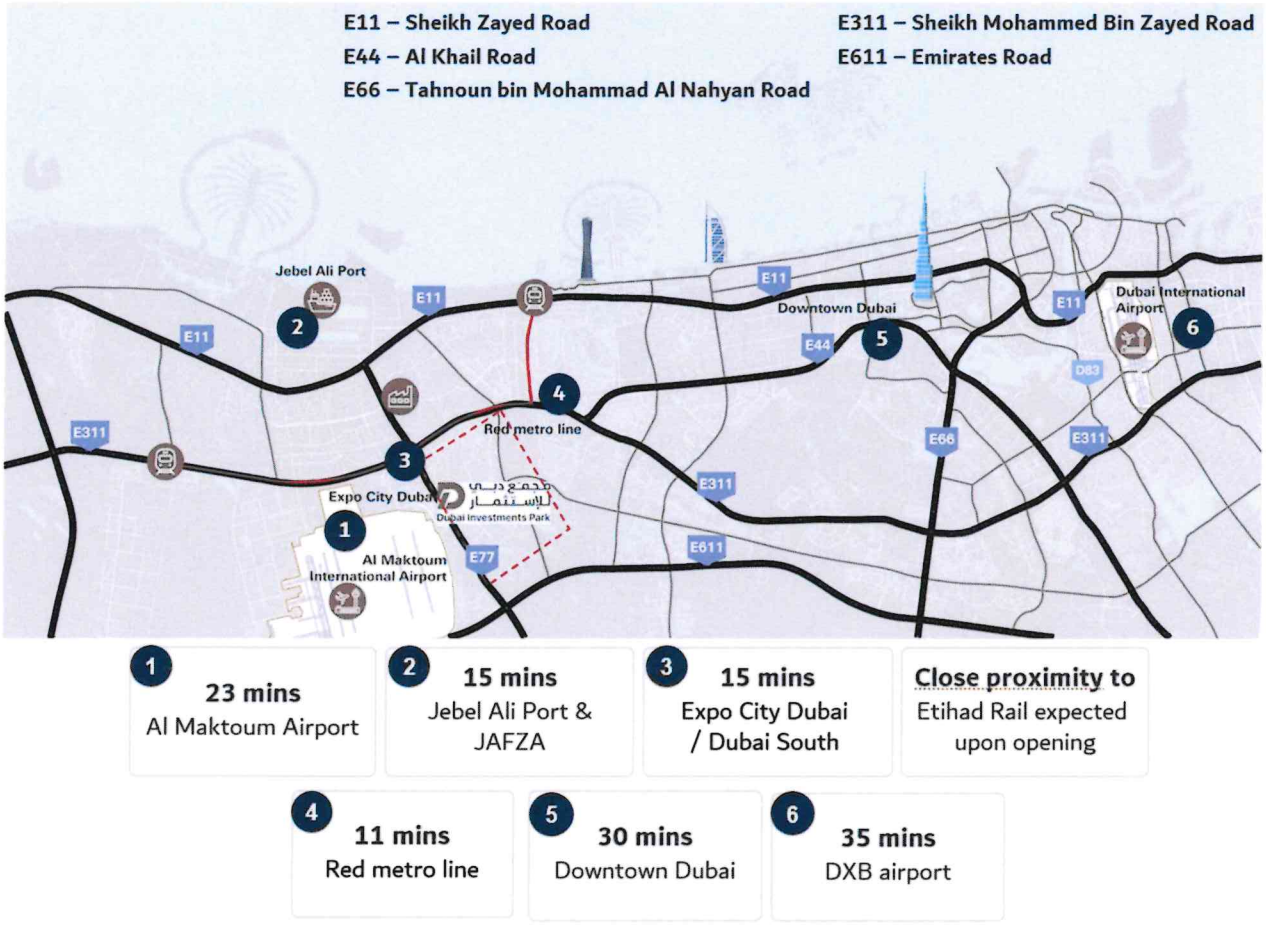
Approximately 5.9 million sqm of Dubai Investments Park is not classified as GLA and comprises infrastructure facilities, such as roads and sidewalks, and common facilities, including community parks and mosques.

Dubai Investments Park has undergone eight phases of development, with the last major phase completing in 2014. Dubai Investments Park was developed in phases to maintain the quality of development and to meet demand. Development in phases also ensured the Group generated revenues in line with its operational costs, allowing it to part-fund capital expenditure for further phased development.

Within each phase, the GLA is categorised in four distinct zones: logistics, industrial, commercial, and residential, each representing approximately 38.0%, 22.0%, 6.0%, and 34.0% of GLA as at the date of the Prospectus, respectively (see "—*Zones*").

Dubai Investments Park's strategy focuses on offering:

- a strategic location in close proximity to Jebel Ali Port, Expo City, and Al Maktoum International Airport;
- excellent connectivity links, including a metro station, with access to the UAE's arterial highways, ports, and airports, connecting to local and international markets; and
- a self-contained "city-within-a-city" where logistics, industrial, commercial, and residential activities are all located in one common area.



The Group occupies Dubai Investments Park under the 99-year Headlease with the Government (see "*Material Agreements—Headlease and Headlease Assignment Agreement—Headlease*"), which is due to expire on 1 February 2098 (see "*Risk Factors—Risks Relating to the Group's Business and Industry—The Group is dependent on the revenues and cash flows generated from Dubai Investments Park, which it occupies pursuant to the Headlease, which has a duration of 99 years and contains early termination provisions.*").

Since its establishment, the Group has focused on realising the maximum commercial value from operational and commercial activities in Dubai Investments Park. The Group's business activities in Dubai Investments Park generate revenue as follows:

- **Rental income:** income from ground rent on land plots within Dubai Investments Park through operating leases;
- **Subleasing fees:** charged to tenants based on the value at which the facilities on plots under operating lease are sublet by tenants to their subtenants;
- **Sewerage and irrigation services revenue:** charges for sewage collection and supply of treated

sewage effluent ("**TSE**") via the sewerage network within Dubai Investments Park to plots under operating lease and finance lease, charged based on meter readings;

- **Service charges:** charges pertaining to the maintenance of the overall infrastructure of Dubai Investments Park, for which the Group levies service charges on tenants of plots under operating lease and finance lease; and

- **Transfer of lease income:** fees for processing ownership change requests, such as a transfer of an existing lease from a tenant to another party, which are levied as a percentage of the value of the property at the time of the change in ownership for plots under both operating lease and finance lease;

Dubai Investments Park Values

- **Corporate Social Responsibility:** the Group adheres to stringent ethical, moral, and legal standards, aiming to uphold the highest standards in interactions with individuals and businesses alike.

- **Environmentally Friendly:** Dubai Investments Park is engineered to stand as a leading environmentally conscious development in the region. Its emphasis on a green, clean environment is underscored by extensive landscaping and eco-friendly policies.

- **Integration:** Dubai Investments Park integrates seamlessly with the surrounding areas, as part of a wide-ranging and all-encompassing ecosystem.

- **Community Driven:** at the heart of Dubai Investments Park lies a vibrant community spirit. Its aim is to craft an exemplary, self-sufficient park that seamlessly integrates every facet of life, be it logistics, industrial, commercial, or residential. This convergence creates a distinctive and unparalleled experience for all who do business in, reside in, and work within Dubai Investments Park.

Primary Objects of the Company

The activities of the Company are:

- Holding Company; and

- Investment in Commercial Enterprises & Management.

Board of Directors

The Board consists of 6 (six) Directors, all of whom are non-executive Directors and 3 (three) of whom are independent Directors, as set out below:

Name	Year of Birth	Nationality	Capacity	Year of appointment
Khalid Jassim Mohd Bin Kalban	1956	United Arab Emirates	Non-executive Chairman	2026
Abdulaziz Bin Yagub Bin Yousef AlSerkal	1961	United Arab Emirates	Non-executive Vice-Chairman	2023
Obaid Mohamed Ahmed Salim AlSalami	1964	United Arab Emirates	Non-executive Director	2026
Rashid Ahmad Mohamed Binfahad*	1964	United Arab Emirates	Independent, Non-executive Director	2026
Humaid Tariq Humaid Matar AlTayer*	1991	United Arab Emirates	Independent, Non-executive Director	2026
Sheikha Saif Darwish Ahmed AlKetbi*	1984	United Arab Emirates	Independent, Non-executive Director	2026

Board Responsibilities and Committees

The key responsibilities of the Board include:

determining the Company's strategy, budget and structure;

approving the fundamental policies of the Company;

implementing and overseeing appropriate financial reporting procedures, risk management policies and other internal and financial controls;

proposing the issuance of new ordinary shares and any restructuring of the Company;

appointing executive management;

determining the remuneration policies of the Company and ensuring the independence of Directors and that

potential conflicts of interest are managed; and

calling Shareholder meetings and ensuring appropriate communication with Shareholders.

Board Committees

The Board has an Audit Committee and a Nomination and Remuneration Committee (each of which will be subject to the composition requirements of the Governance Rules). If the need should arise, and subject to the Articles of Association, the Board may set up additional committees as appropriate. In accordance with the Governance Rules, the chairman of the Board is not permitted to be a member of either the Audit Committee or the Nomination and Remuneration Committee.

Senior Management

The day-to-day management of the Group's operations is conducted by its senior management team. The current members of the Group's senior management team are as follows:

Name	Position
Omar AlMesmar	Chief Executive Officer
Rohan Pradhan	Chief Financial Officer
Ammar Al Duwaikh	Chief Commercial Officer
Saeed MS Bugaraah	Chief Operating Officer
Hany El Nekity	Legal Counsel

Company's Branches

None.

Company's Subsidiaries

Name	Country of Incorporation	Ownership percentage
Dubai Investments Park Development Co. (L.L.C.)	United Arab Emirates	100%

Statement of Major Shareholders of the Company or those holding 5% or more of the Company's Share Capital and the Number of Shares held

Before Offering

Name	Nationality / Country of Incorporation	Type of shares	Number of shares owned	Total value of shares owned*	Ownership proportion
Dubai Investments PJSC	United Arab Emirates	Ordinary	8,676,216,500	AED 1,735,243,300	100%

*Based on a nominal value of AED 0.20 (twenty fils) each.

After Offering

Name	Nationality / Country of Incorporation	Type of shares	Number of shares owned	Total value of shares owned*	Ownership proportion
Dubai Investments PJSC	United Arab Emirates	Ordinary	6,940,973,200	AED 1,388,194,640	80%
Successful subscribers	Variable	Ordinary	1,735,243,300	AED 347,048,660	20%

*Based on a nominal value of AED 0.20 (twenty fils) each.

Statement of Changes in the Company's Share Capital

Company's current share capital structure before the commencement of the Offering

The capital of the Company has been fixed at AED 1,735,243,300, divided into 8,676,216,500 (eight billion six hundred seventy-six million two hundred sixteen thousand five hundred) Shares with a nominal value of AED 0.20 each. All Shares are equal in respect of all rights.

The following table illustrates the Company's ownership structure before and after completion of the Offering:

As at the date of the Prospectus:

Before Offering

Name	Nationality / Country of Incorporation	Type of shares	Number of shares owned	Total value of shares owned*	Ownership proportion

Dubai Investments PJSC	United Arab Emirates	Ordinary	8,676,216,500	AED 1,735,243,300	100%

*Based on a nominal value of AED 0.20 (twenty fils) each.

After Offering

Name	Nationality / Country of Incorporation	Type of shares	Number of shares owned	Total value of shares owned*	Ownership proportion
Dubai Investments PJSC	United Arab Emirates	Ordinary	6,940,973,200	AED 1,388,194,640	80%
Successful subscribers	Variable	Ordinary	1,735,243,300	AED 347,048,660	20%

*Based on a nominal value of AED 0.20 (twenty fils) each.

Company's capital structure upon completion of the Offering

Upon the completion of the Offering, the Company's paid-up share capital shall be AED 1,735,243,300, divided into 8,676,216,500 (eight billion six hundred seventy-six million two hundred sixteen thousand five hundred) Shares with a nominal value of AED 0.20 per Share.

Assuming all of the Offer Shares are allocated and the Offer size is not increased, the Selling Shareholder will hold in aggregate 80% of the total share capital of the Company. The Company has presented its plan to the CMA for the Selling Shareholder to sell 20% of the total share capital of the Company. The Selling Shareholder reserves the right to amend the size of the Offering and size of any Tranche at any time prior to the end of the subscription period at its sole discretion, subject to the applicable laws of the UAE and after obtaining the approval of the CMA.

No. of Selling Shareholder's Shares:	6,940,973,200 (six billion nine hundred forty million nine hundred seventy three thousand two hundred) Shares
No. of total Subscribers' Shares (assuming all Offer Shares are allocated including all tranches mentioned under the Prospectus and the Offer Size is not increased)	1,735,243,300 (one billion seven hundred thirty five million two hundred forty three thousand three hundred) Shares
Total:	8,676,216,500 (eight billion six hundred seventy six million two hundred sixteen

	thousand five hundred) Shares

Financial Statements of the Company

Please refer to the Company's financial statements published on the website of the Dubai Financial Market.

Summary of the Company's General Assembly Resolutions for the Two Year Preceding the Listing

On 8 October 2026, the Company passed a shareholders resolution approving the re-registration of the Company as a public company limited by shares, the Offering and the Listing of the Company's shares and other related matters concerning the public offering.

Summary of the Significant Contracts Entered into by the Company

Headlease and Headlease Assignment Agreement

Headlease

The Selling Shareholder entered into a lease agreement with the Government, represented by the Dubai Municipality, dated 1 February 1999, as last amended on 1 March 2003 (the "**Headlease**"), granting the Selling Shareholder a lease over the two plots of land comprising Dubai Investments Park for the purposes of establishing an industrial, commercial, and residential park project. The lease was initially granted for a term of 30 years and was later extended to a term of 99 years expiring in 2098.

Following the expiry of the initial 10-year rent free period on 1 February 2009, the Group is required to pay the Government 20% of the Group's net-realised profits on an annual basis, being the Group's profit before gain on fair valuation of investment properties.

Pursuant to the Headlease, DIPDC has undertaken to: (i) develop and maintain the land comprising Dubai Investments Park in good condition and to construct all public services at its own expense; (ii) to pay all Governmental fees and expenses, including utility costs; (iii) to ensure that tenants obtain all necessary Governmental licenses and to prohibit any unlawful use by tenants; (iv) to use plots only for the purposes agreed under the Headlease; and (v) to ensure appropriate waste treatment and to prohibit polluting activities on the land comprising Dubai Investments Park. Under the Headlease, the Government is not responsible for any claims or losses sustained by DIPDC or any third party arising from DIPDC's occupation and utilisation of the land comprising Dubai Investments Park, or from any accidents or force majeure events.

The Headlease may only be renewed or extended with the mutual agreement of the parties thereto. The Headlease may be terminated prior to the expiry of its current term in the event the Group: (i) fails to pay all or part of the rental fees for a period of more than three months from the due date; (ii) fails to meet any of its obligations under the Headlease and it fails to remedy any failure within two months of receipt of written notice of the failure; or (iii) DIPDC or the Selling Shareholder is dissolved (see "*Risk Factors—Risks Relating to the Group's Business and Industry—The Group is dependent on the revenues and cash flows generated from Dubai Investments Park, which it occupies pursuant to the Headlease, which has a duration of 99 years and contains early termination provisions*"). In the event of termination or non-renewal of the

Headlease, the two plots of land comprising Dubai Investments Park, including all installations thereon, will revert to the Government without any compensation being due to DIPDC or any of the tenants or sub-tenants of Dubai Investments Park.

Headlease Assignment Agreement

DIPDC entered into an assignment agreement with the Selling Shareholder dated 8 October 2003 in respect of the Headlease (the "**Headlease Assignment Agreement**"). Pursuant to the Headlease Assignment Agreement, the Selling Shareholder assigned its rights and obligations under the Headlease to DIPDC for the remaining term of the Headlease as if DIPDC were the original lessee thereunder. On 6 November 2013, the Dubai Land Department issued a new title deed in respect of the plots of land comprising Dubai Investments Park in the name of DIPDC.

Metito Concession Agreement

DIPDC entered into a concession agreement with Metito (Overseas) Limited ("**Metito**") dated 29 December 1999, as last amended in November 2019, which was assigned on 27 December 2007 by Metito to Park Water Limited, an assignment that was confirmed by DIPDC on 9 December 2008 (the "**Metito Concession Agreement**"), granting Metito an exclusive right to develop, finance, design, construct, commission, complete, operate, and maintain a sewage treatment plant (the "**STP**") in Dubai Investments Park. The Metito Concession Agreement was granted for an initial period of 30 years, expiring on 29 December 2029, which was subsequently extended by mutual agreement of DIPDC and Metito to 30 June 2037.

Pursuant to the Metito Concession Agreement, Metito is responsible for all aspects of the STP's development and operation, including securing financing, obtaining all necessary Government authorisations, constructing the facility, ensuring compliance with technical, operational, and environmental standards, and maintaining insurance policies in accordance with industry practice. DIPDC is responsible for providing reasonable assistance to Metito in obtaining all relevant Government Authorisations, including visas and work permits, and taking and pay for TSE supplied by Metito.

The Metito Concession Agreement provides for termination in three principal scenarios: (i) breach of the Metito Concession Agreement by Metito, including bankruptcy, breach of representations or warranties, and failure to perform material obligations; (ii) breach of the Metito Concession Agreement by DIPDC, including bankruptcy, non-payment within 90 days, and failure to perform non-payment obligations; and (iii) general termination events, including loss of Government authorisations, force majeure causing suspension for over 180 days, or impossibility/illegality of performance. In the event of termination under these scenarios, the terminating party will be required to make a termination payment, calculated in accordance with the Metito Concession Agreement ranging from AED 111.0 million to AED 32.5 million, within 30 days.

Upon expiry or termination of the Metito Concession Agreement, the STP and related assets, including intellectual property required for the operation of the STP, transfer to DIPDC free of charge and encumbrances.

Selling Shareholder SLA

DIPDC entered into an intercompany services agreement with the Selling Shareholder dated 20 May 2025 (the "**Selling Shareholder SLA**"), pursuant to which the Selling Shareholder agreed to provide certain support services to the Group, either itself or via third-parties it may appoint, including other of its subsidiaries, in return for annual fees calculated as the direct and indirect costs incurred by the Selling Shareholder for the provision of the support services.

The services provided to the Group by the Selling Shareholder pursuant to the Selling Shareholder SLA comprise human resources support, including talent acquisition, recruitment, and organisational health initiatives; public relations support, including liaising with government departments, managing visas and licences, and addressing regulatory impacts; legal support, including assistance with reviewing, drafting, and negotiating agreements, dispute resolution, and coordination with external legal firms; corporate affairs support, including support with statutory requirements and board meetings; marketing and communications support, including support with communications and public messaging, and safeguarding information presented in the media; compliance support, particularly with the implementation of anti-money laundering procedures and processes; and administrative support, including office security, access control, and office equipment maintenance.

The Selling Shareholder SLA has an initial term of twelve months with automatic renewal on a rolling basis for successive twelve-month periods, on such terms and conditions as may mutually be agreed between the Selling Shareholder and DIPDC. The Selling Shareholder SLA may be terminated by either party without cause, with thirty days' prior written notice to the other party.

Trademark Licence Agreement

The Company and the Selling Shareholder entered into a trademark licence agreement on 4 September 2026 (the "**Trademark Licence Agreement**") whereby the Selling Shareholder provided the Group with a non-exclusive, royalty-free, non-transferable, and non-sublicensable licence to use the DIP trademark and logo (the "**Trademarks**") in Dubai, in connection with the Group's business. The Selling Shareholder retains the unrestricted right to use the Trademarks in Dubai and elsewhere. The Company agrees to use the Trademarks strictly in accordance with the terms of the Trademark Licence Agreement and any guidelines issued by the Selling Shareholder, from time-to-time.

The licence granted pursuant to the Trademark Licence Agreement is valid for a period of 10 years and may be renewed at the option of the Company. The Trademark Licence Agreement is terminable by the Selling Shareholder in the event of a material breach by the Group that is not remedied within 30 days. In the event the Trademark Licence Agreement is terminated, either at the end of the current 10-year term or during a subsequent term, the Group will be prevented from using the Trademarks (see "*Risk Factors—Risks Relating to the Group's Business and Industry—The Group's brand is dependent upon intellectual*

property rights and the termination of the Group's intellectual property rights or the Group's inability to protect its intellectual property rights could have an adverse effect on its results of operations").

Roads and Transport Authority ("RTA") Agreements

RTA Cost Sharing Agreement

DIPDC and the RTA signed agreements dated 5 April 2010 relating to DIPDC's contribution to road and transportation projects (the "**Supplementary Agreements**"), under which DIPDC paid an amount of AED 22 million to the RTA. DIPDC subsequently entered into a cost sharing agreement with the RTA dated 23 October 2016 (the "**RTA Cost Sharing Agreement**"), pursuant to which DIPDC agreed to contribute to the costs of the ongoing and future infrastructure and development works of the adjoining areas to Dubai Investments Park to the extent of AED 400 million, and the RTA agreed to bear all costs of external roads serving Dubai Investments Park.

An upfront payment of AED 22 million was made pursuant to the Supplementary Agreements, and the remaining amount is payable by semi-annual instalments due in June and December of each year, with the final instalment due by June 2029. Accordingly, the outstanding balance due under the RTA Cost Sharing Agreement as of the date of the Prospectus is approximately AED 87.2 million.

RTA Sewerage Agreement

DIPDC entered into a sewerage and treated sewage effluent ("**TSE**") services agreement dated 16 December 2021 for an initial term of three years and was renewed by the parties for a further term of five years and is renewed automatically (the "**RTA Sewerage Agreement**"), whereby DIPDC agrees to receive and treat sewage discharged from RTA's infrastructure into the sewage treatment plant in Dubai Investments Park operated by Metito, and to provide RTA with TSE for use in RTA's network, in return for tariffs calculated by flow rate.

Financing Agreements

ENBD Facility Agreement

DIPDC entered into a facility agreement with Emirates NBD Bank P.J.S.C dated 23 January 2019, as last amended on 27 January 2026 (the "**ENBD Facility Agreement**"), in respect of two term loan facilities (the "**ENBD Loan Facilities**") and a revolving loan facility (the "**ENBD Revolving Facility**" together with the ENBD Loan Facilities, the "**ENBD Facilities**") with a total limit across the ENBD Facilities of AED 1,640 million, for the purposes of settling an existing loan and for general corporate purposes.

The ENBD Loan Facilities have a tenor of three years and six years, maturing on 30 June 2028 and 30 June 2032, respectively. The applicable interest rates are three-month EIBOR plus a margin of 1% per annum in respect of the three-year facility and a margin of 0.9% in respect of the six-year facility, with quarterly interest periods.

The ENBD Revolving Facility is available on demand, with each tranche having a maturity date of one-year. The applicable interest rate is three-month EIBOR plus a margin of 1% per annum, with quarterly interest periods.

The ENBD Facilities contain undertakings, covenants, restrictions, and events of default customary for facilities of this nature. The financial covenants include the aggregate value of all of DIPDC's assets that are capable of being categorised as investment properties being not less than AED 4.5 billion, a maximum ratio of borrowings to EBITDA of 4:1, a ratio of EBITDA to: (i) finance charges for the period; and (ii) all scheduled and mandatory repayments and voluntary prepayments during the period, being not less than 1.25:1. For the purposes of the covenant calculations, EBITDA excludes gain on revaluation of investment properties.

The financial covenants are to be tested on an annual basis.

DIB Facility Agreement

DIPDC entered into a facility agreement with Dubai Islamic Bank PJSC dated 12 June 2019, as last amended on 9 December 2025 (the "**DIB Facility Agreement**"), in respect of a revolving mudaraba facility (the "**DIB Revolving Mudaraba Facility**"), a non-revolving mudaraba facility (the "**DIB Non-revolving Mudaraba Facility**"), and two non-revolving musharaka facilities (the "**DIB Musharaka Facilities**", together with the DIB Revolving Mudaraba Facility and the DIB Non-revolving Mudaraba Facility, the "**DIB Facilities**") with a total limit across the DIB Facilities of AED 1,484 million, for general corporate purposes.

The DIB Revolving Mudaraba Facility has a tenor of 180 days. The profit rate payable on the DIB Revolving Mudaraba Facility is three-month EIBOR plus a margin of 0.9% per annum.

The DIB Non-revolving Mudaraba Facility has a tenor of six years, maturing on 9 December 2031. The profit rate payable on the DIB Non-revolving Mudaraba Facility is EIBOR for the relevant period plus a margin of 0.9% for utilisation in AED or SOFR for the relevant period plus a margin of 0.9% for utilisation in USD.

The DIB Musharaka Facilities each have a tenor of seven years and six years, maturing on 30 June 2029 and on 20 December 2030, respectively. The profit rate payable on the DIB Musharaka Facilities is EIBOR for the relevant period plus a margin of 0.9% for utilisation in AED or SOFR for the relevant period plus a margin of 0.9% for utilisation in USD.

The DIB Facilities contain undertakings, covenants, restrictions, and events of default customary for facilities of this nature. The financial covenants include the aggregate value of all of DIPDC's investment properties being not less than AED 4.5 billion, a maximum ratio of net debt (net debt to exclude cash balances) to EBITDA of 4x or less, a ratio of EBITDA (EBITDA to be calculated net of valuation gain) to profit of not less than 2.5x.

Related Party Transactions

The Group is and has been a party to various agreements and other arrangements with related parties comprising the Selling Shareholder and entities controlled, jointly controlled, or significantly influenced by

the Selling Shareholder. The most significant of these transactions are described below. For details of the impact of related party transactions on the Group's financial position and financial results as at and for the years ended 31 December 2023, 2024, and 2025 please refer to note 7 of the 2024 Annual Financial Statements and note 10 of the 2025 Annual Financial Statements, included elsewhere in the Prospectus and as at 30 June 2026 and for the periods ended 30 June 2025 and 2026, please refer to note 8 of the Interim Financial Statements.

Transactions with Related Parties

The following table presents the breakdown of the Group's transactions with related parties for the years ended 31 December 2023, 2024, 2025, and the six month period ended 30 June 2026.

	For the year ended 31 December			For the six-month period ended 30 June
	2023	2024	2025	2026
		(AED'000)		*(AED'000)*
Remuneration of key management personnel				
Short term employee benefits (including Directors' remuneration)	5,375	5,911	6,021	N/A*
Long term employee benefits	4,780	5,473	6,044	N/A*
Significant transactions with the Selling Shareholder				
Re-imbursement of expenses incurred on behalf of the Parent Company	-	-	-	210
Dividends declared	500,000	600,000	1,965,000	200,000
Revenue from services provided to the Selling Shareholder	87	88	99	82
Re-imbursement of expenses incurred on behalf of the Selling Shareholder	-	-	164	1
Support services charges by the Selling Shareholder	-	(1,088)	(3,833)	(1,468)
Rent charged by the Selling Shareholder	(3,604)	(2,691)	(944)	(472)
Re-imbursement of income tax expense to the Selling Shareholder	-	-	(41,179)	N/A*
Significant transactions with other related parties during the year are as follows				
Rental income on lease of investment properties from fellow affiliates	6,825	8,715	11,062	3,751
Sewerage and irrigation services	15,297	6,303	6,969	4,132
Interest on receivables from affiliates	-	6,228	8,499	2,109
Service charge to affiliates	8,553	2,198	1,959	2,186
Other recharges to affiliates	-	-	2,109	4,387
Other income from affiliates	-	-	7,434	-
IT support expense	(4,377)	(4,281)	(3,806)	(2,373)
Insurance expense	-	(3,378)	(2,515)	(21)
Other recharges from fellow subsidiaries	(4,589)	(3,419)	(849)	-
Payments made to fellow subsidiaries	(5,387)	-	-	(1,485)
Utilities expenses		(3,611)	(3,910)	-
Sale of investment properties to affiliates	-	-	477,275	-

* The above items are only included in the Annual Financial Statements and are not included in the Interim Financial Statements.

Related Party Transactions with the Selling Shareholder and its Group

DIPDC has entered into a number of agreements with the Selling Shareholder that are material to its business, including the Selling Shareholder SLA (see "*Material Agreements—Selling Shareholder SLA*"), the Headlease Assignment Agreement (see "*Material Agreements—Headlease and Headlease Assignment Agreement— Headlease Assignment Agreement*"), and the Trademark Licence Agreement (see "*Material Agreements—Trademark Licence Agreement*").

DIPDC transacts with entities controlled, jointly controlled, or significantly influenced by the Selling Shareholder within the scope of its ordinary business activities. For example, DIPDC has entered into agreements with Dubai Investments International Angola LDA, Techsource LLC, Dubai Investments Real Estate Company LLC, and Emirates District Cooling (Emicool) LLC, each a subsidiary of the Selling Shareholder.

Description of the Company's Loans and Banking Facilities

Please see "**Financing Agreements**" above.

Actual or Potential Legal Actions, Claims, or Disputes Against the Company over the past three years

From time to time, entities within the Group are a party to disputes that arise in the ordinary course of its business, none of which are expected to have a material adverse impact on the Group's financial position or profitability, even in the event there is an adverse finding against the relevant Group entity.

The Group has not been involved in any material governmental, legal, or arbitration proceedings (including any such proceedings which are pending or threatened of which the Group is aware) during the last three years preceding the date of the Prospectus which may have, or have had, a material effect on its financial position or profitability.

Description of any insolvency or inability to repay debts during the two years prior to submitting the Listing Application.

Not applicable.

Note: The information contained in this announcement has been extracted from the Prospectus.

All defined terms in this announcement have the same meaning as set out in the Prospectus published **19 October 2026** unless otherwise indicated.

DIPHOLDING
DUBAI • UAE