

WAHA CAPITAL

Management discussion and analysis for the
period ended 30 September 2025

Al Waha Capital PJSC ("the Company") and its subsidiaries (together referred to as "the Group") reported net profit attributable to Owners of the Company of AED 343.1 million for the nine-month period ended 30 September 2025 compared to AED 282.2 million for the corresponding period of 2024.

KEY ACTIVITIES DURING THE PERIOD

The following key activities occurred during the period:

- Public Markets (operated by Waha Investment PrJSC) total assets under management reached AED 10.9 billion (USD 3.0 billion) as of 30 September 2025 compared to AED 10.3 billion (USD 2.8 billion) as of 31 December 2024, an increase of 6.6 %. Within this figure, assets under management attributable to equity holders of the parent were AED 3.6 billion as of 30 September 2025 compared to AED 3.4 billion as of 31 December 2024.
- The period to date returns from funds managed by the Group were: Waha Emerging Markets Credit Fund SP 9.4% (net), Waha MENA Equity Fund SP 1.8% (net) and Waha Islamic Income Fund SP 5.1% (net).
- Private Investment assets under management (including Waha Land) stood at AED 1.1 billion as of 30 September 2025 compared to AED 1.5 billion as of 31 December 2024.

Summary income statement for the period ended 30 September (AED '000)

	YTD 2025	YTD 2024	Q3 2025	Q3 2024
Revenue from sale of goods and services	129,827	111,042	41,480	33,240
Income from investment property, net	113,700	39,670	4,104	13,078
Income from financial investments, net	714,445	788,702	298,176	340,578
Share of profit of associates and joint ventures	9,191	16,668	1,705	3,365
Finance income	78,329	61,707	24,482	27,342
Other income	9,748	24,662	3,246	4,349
Gain on disposal of investment in an associate	29,134	-	-	-
Total income	1,084,374	1,042,451	373,193	421,952
Expenditures - Company	(69,792)	(68,873)	(23,436)	(21,321)
Expenditures - Subsidiary	(236,080)	(199,710)	(73,451)	(67,366)
Finance cost	(165,586)	(251,837)	(36,872)	(82,871)
Total expenses	(471,458)	(520,420)	(133,759)	(171,558)
Profit before tax	612,916	522,031	239,434	250,394
Tax expense	(5,021)	(3,015)	635	(765)
Profit for the period	607,895	519,016	240,069	249,629
Total comprehensive income for the period attributable to:				
Equity holders of the parent	343,080	282,240	134,380	77,564
Non-controlling interests	264,815	236,776	105,689	172,065
Total comprehensive income for the period	607,895	519,016	240,069	249,629
Basic and diluted earnings per share (AED)	0.184	0.152	0.072	0.041

TOTAL INCOME ANALYSIS

Nine-month period ended 30 September 2025

Total income of AED 1,084.4 million for the nine-month period ended 30 September 2025, compared to AED 1,042.5 million for the corresponding period of 2024, was driven by the following:

- Public Markets income of AED 744.4 million compared to AED 797.9 million in 2024 showing strong performance driven by fee income and increase in assets under management despite challenging market conditions
- Private Investments gain of AED 223.9 million compared to AED 189.6 million in YTD 2024 mainly due to
 - Revenue from healthcare business of AED 129.8 million (YTD 2024: AED 114.0 million)
 - Share of profit from equity accounted investments of AED 9.2 million (YTD 2024: AED 16.7 million)
 - Gain on disposal of investment in an associate amounting to AED 29.1 million in 2025 (YTD 2024 : nil)
 - Gain from financial investments of AED 49.5 million (YTD 2024: AED 51.7 million)
 - Other income of AED 1.0 million (YTD 2024: AED 5.5 million)
- Waha Land income of AED 114.1 million compared to AED 40.3 million in YTD 2024, an increase of AED 73.8 million mainly from fair value gain of AED 61.4 million on the disposal of assets held for sale and fair value gain on investment property of AED 12.5 million
- Corporate income of AED 2.0 million against AED 14.7 million in 2024

Three-month period ended 30 September 2025

Total income of AED 373.2 million for the three-month period ended 30 September 2025, compared to AED 422.0 million for the corresponding period of 2024, was driven by the following:

- Public Markets income of AED 270.2 million compared to AED 439.9 million in Q3 2024
- Private Investments income of AED 98.5 million compared to a loss of AED 32.8 million in Q3 2024 mainly due to
 - Revenue from healthcare business of AED 41.5 million (Q3 2024: AED 33.2 million)
 - Share of profit from equity accounted investments of AED 1.7 million (Q3 2024: AED 3.4 million)
 - Gain from financial investments of AED 53.1 million (Q3 2024:loss of AED 76.1 million)
- Waha Land income of AED 4.2 million compared to AED 13.5 million in Q3 2024

TOTAL EXPENSE ANALYSIS

Nine-month period ended 30 September 2025

Total expenses for the nine-month period ended 30 September 2025 was AED 471.5 million compared to AED 520.4 million in 2024, mainly comprised of:

- Expenditures - company, amounting to AED 69.8 million compared to AED 68.9 million for the corresponding period of 2024, an increase of AED 0.9 million mainly due to higher performance linked staff costs offset by decrease in legal and professional fees;
- Expenditures - subsidiaries, amounting to AED 236.1 million compared with AED 199.7 million for the corresponding period of 2024, an increase of AED 36.4 million mainly due to higher staff costs by AED 14.5 million and investment-related costs of AED 13.6 million;
- Finance costs - company, amounting to AED 51.7 million, compared to AED 85.4 million in the corresponding period of 2024, a decrease of AED 33.7 million mainly due to lower interest rates and reduced margins; and
- Finance costs - subsidiaries, amounting to AED 113.9 million compared to AED 166.4 million in the corresponding period of 2024, a decrease of AED 52.5 million, mainly due to lower utilisation of repurchase liabilities for public market funds business.

Three-month period ended 30 September 2025

Total expenses for the three-month period ended 30 September 2025 was AED 133.8 million, compared to AED 171.6 million in 2024, mainly comprised of:

- Expenditures - company, amounting to AED 23.4 million compared to AED 21.3 million for the corresponding period of 2024, a increase of AED 2.1 million million mainly due to higher performance linked staff costs offset by lower legal and other professional fees;
- Expenditures – subsidiaries, amounting to AED 73.5 million compared to AED 67.4 million for the corresponding period of 2024, an increase of AED 6.1 million mainly due to higher investment-related costs;
- Finance costs - company, amounting to AED 12.6 million, compared to AED 25.1 million in the corresponding period of 2024, a decrease of AED 12.5 million mainly due to lower interest rates and reduced margins; and
- Finance costs - subsidiaries, amounting to AED 24.3 million, compared to AED 57.8 million in the corresponding period of 2024, a decrease of AED 33.5 million, mainly due to lower utilisation of repurchase liabilities for public markets business.

NET PROFIT ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT**Nine month period ended 30 September 2025**

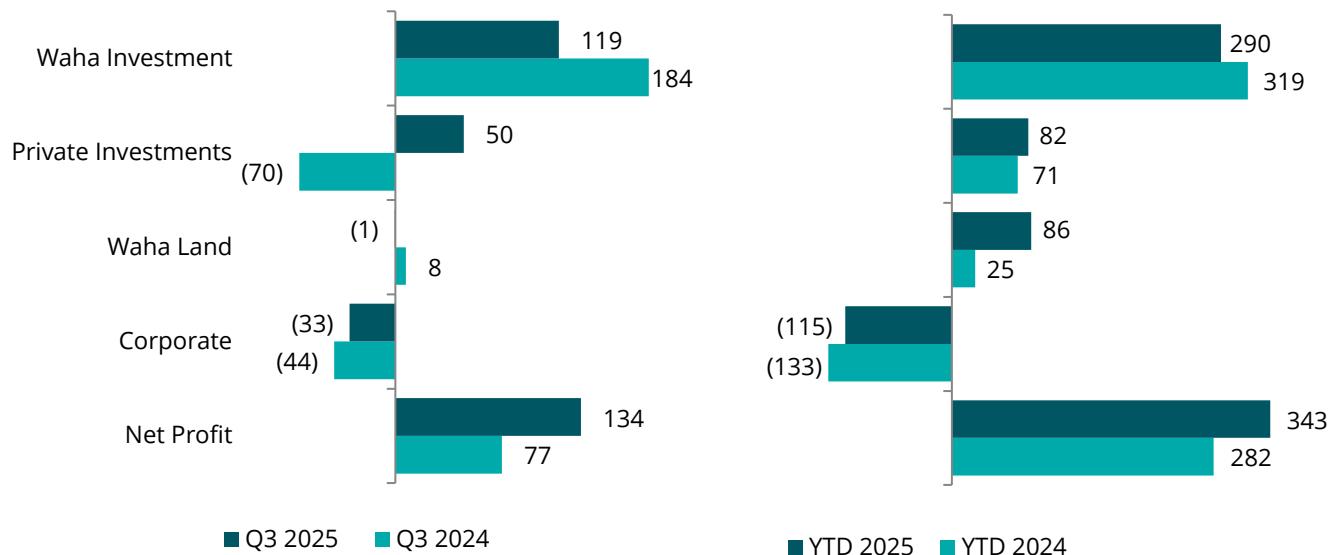
Net profit attributable to equity holders of the parent of AED 343.1 million for the nine-month period ended 30 September 2025, compared to AED 282.2 million for the corresponding period of 2024, was mainly driven by the following:

- Public Markets profit of AED 290.0 million compared to AED 319.2 million in 2024;
- Private Investments profit of AED 82.3 million compared to profit of AED 70.9 million in 2024;
- Waha Land profit of AED 85.6 million compared to AED 24.9 million in 2024; and
- Finance and other corporate costs of AED 114.8 million compared to AED 132.7 million in 2024.

Three month period ended 30 September 2025

Net profit attributable to equity holders of the parent of AED 134.4 million for the three-month period ended 30 September 2025, compared to AED 77.6 million for the corresponding period of 2024, was mainly driven by the following

- Public markets profit of AED 118.5 million compared to AED 183.9 million in 2024;
- Private Investments profit of AED 49.6 million compared to a loss of AED 69.8 million in 2024;
- Waha Land loss of AED 0.6 million compared to a profit of AED 7.5 million in 2024; and
- Finance and other corporate costs of AED 33.1 million compared to AED 44.1 million in 2024.

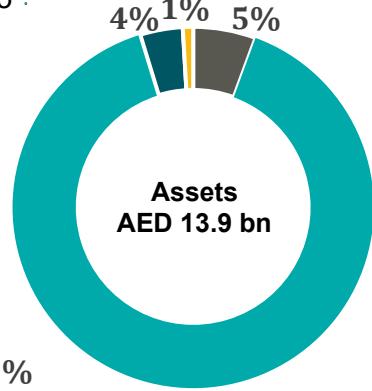
Net profit by segment attributable to equity holders of the parent (AED million)

Summary Balance Sheet (AED '000)

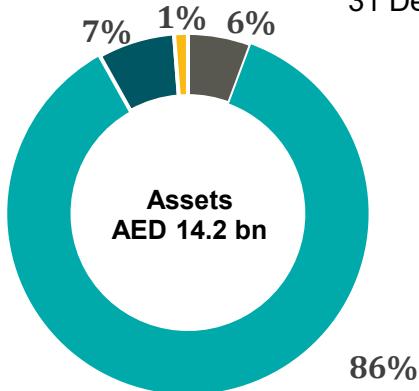
	As at 30-Sep-25	As at 31-Dec-24
Investment properties	447,600	434,200
Right-of-use assets	66,165	42,743
Investments in associates and joint ventures	82,066	95,246
Loan investment	57,957	52,699
Financial investments	10,584,165	10,272,592
Other assets	1,825,284	1,949,462
Cash and cash equivalents	904,328	901,393
<u>Assets held for sale</u>	-	468,515
Total assets	13,967,565	14,216,850
Borrowings	4,431,832	5,373,263
Financial liabilities	341,801	229,698
Deferred tax liability	3,286	3,286
Lease liabilities	69,986	41,085
Trade and other liabilities	354,433	307,600
Total liabilities	5,201,338	5,954,932
Total equity	8,766,227	8,261,918
Total liabilities and equity	13,967,565	14,216,850

Total assets composition (AED million)

30 Sep 2025



31 Dec 2024



■ Private Investments ■ Waha Investment ■ Waha Land ■ Corporate

The Group's total assets of AED 13,967.6 million as at 30 September 2025, compared to AED 14,216.9 million as at 31 December 2024, a decrease of 1.8 % and mainly comprised of:

- Financial investments of AED 10,584.2 million compared to AED 10,272.6 million in 2024, an increase of AED 311.6 million, mainly due to net increase of AED 254.1 million in public market and a net increase of AED 56.6 million from private investments.
- Other assets of AED 1,825.3 million as at 30 September 2025 compared to AED 1,949.5 million as at 31 December 2024, a decrease of AED 124.2 million mainly due to decrease in receivables of public market funds due from brokers on settlement of trades.
- Assets Held for Sale, valued at AED 468.5 million as of 31 December 2024, were disposed off in H1 2025 resulting in a fair value gain on disposal of AED 61.4 million
- Cash and bank balances of AED 904.3 million compared to AED 901.4 million in 2024, an increase of AED 2.9 million mainly due to:
 - Contributions from non-controlling interest holders of AED 81.2 million from Public Market funds, net proceeds from disposal of asset held for sale of AED 520.3 million, net increase in working capital of AED 195.8 million and proceeds from financial assets of AED 506.4 million; offset by
 - Payment of dividends AED 188.4 million, finance costs paid of AED 150.2 million, net RCF repayment of AED 419.3 million and settlement of repurchase liabilities within the public market funds AED 515.2 million.

The Group's total liabilities of AED 5,201.3 million as at 30 September 2025 compared to AED 5,954.9 million as at 31 December 2024, a decrease of AED 753.6 million, comprised of:

- a) **Borrowings** of AED 4,431.8 million compared to AED 5,373.3 million as at 31 December 2024, a decrease of AED 941.5 million:
 - Corporate: RCF outstanding stood at AED 726.3 million as of 30 September 2025 compared to AED 1,144.3 million as at 31 December 2024, the decrease was mainly due to repayment of facility of AED 419.3 million
 - Subsidiaries: Outstanding borrowings of AED 3,705.5 million as of 30 September 2025 compared to AED 4,229.0 million mainly represents decrease in repurchase liabilities related to public market funds of AED 515.2 million
- b) **Trade and other liabilities** of AED 354.4 million compared to AED 307.6 million as at 31 December 2024, an increase of AED 46.8 million mainly represents increase in payables of public market funds due to brokers on settlement of trades.

BUSINESS AND PORTFOLIO COMPANIES ANALYSIS

The Group's business comprises three primary divisions: Public Markets, Private Investments and Waha Land.

Public Markets

The Public Markets business (operated by Waha Investment PrJSC, a wholly owned subsidiary) focuses on applying rigorous analysis to emerging markets to deliver solid returns over a market cycle on behalf of the Group and external investors. All the funds under Waha Investment's management continue to perform well, despite the challenging macro-economic conditions impacting markets around the world.

Since inception of Waha Investment's business in 2012, two flagship funds were established: the Waha Emerging Markets Credit Fund SP and the Waha MENA Equity Fund SP. Time, and initial seed capital of AED 368m (US\$100m) in each, has been invested to build the team, infrastructure, and track record before looking to raise third party capital.

The Waha Islamic Income Fund SP with seed capital of AED 92 million (US\$ 25 million) was launched in Q3 2020 to invest in Sharia compliant assets across the Sukuk and equity markets.

Total Waha Investment AUM as at 30 September 2025 stands at AED 10.9 billion (US\$ 3.0 billion).

The key strategic focus of Waha Investment is to continue to actively manage client assets, while generating market leading performance and attracting third party institutional and high net worth investors.

Waha Investment's managed funds' period to date returns on invested capital were:

- Waha Emerging Markets Credit Fund SP of 9.4% (net) on a fund size of AED 4.69 billion (US\$ 1.27 billion)
- Waha MENA Equity Fund SP of 1.8% (net) on a fund size of AED 3.29 billion (US\$ 895 million)
- Waha Islamic Income Fund SP of 5.1% (net) on a fund size of AED 0.23 billion (US\$ 64.8 million)

Private Investments

The Private Investments business commenced a multi-asset investment strategy in the last quarter of 2021. This included the launch of two new investment portfolios – Global Opportunities and Core.

The Global Opportunities portfolio has a broad and flexible investment mandate enabling Waha Capital to invest across geographies, industries, capital structures and asset classes, in an opportunistic manner. This diversified portfolio, which was launched in November 2021, targets investments in asset classes with high risk-adjusted returns. The net carrying value of the Global opportunities portfolio as at 30 September 2025 was AED 411.2 million.

The Core portfolio seeks to take controlling or significant minority stakes in businesses in the MENA region with established track records, strong management teams and robust governance frameworks. Such companies would typically demonstrate stable capital growth prospects, whilst providing recurrent and reliable cash yields.

The Mature portfolio consists of the Company's existing mature investments with the goal of assessing potential monetisation options. In 2023, the business commenced the implementation of the multi-year strategy to maximize shareholder value across this portfolio. During the period, the company partially exited one of its investments under this portfolio. The net carrying value of the mature portfolio as at 30 September 2025 was AED 228.0 million.

Waha Land

Waha Land is the developer and manager of Light Industrial and Logistics facilities at ALMARKAZ Industrial Park in Abu Dhabi's Al Dhafra region. The Industrial park, leverages on UAE's expanding industrial and logistics infrastructure, to grow its institutional-grade assets and contributing to portfolio diversification and long-term value creation.

The ALMARKAZ development is envisioned to be completed in four phases with multiple stages in each phase. Phase 1, which comprises of 25% of the total land area (1.5 km²), will be completed in three Stages. In Stage 1 and Stage 2A, circa 180,000 m² of multi-use industrial/logistics units were completed along with the associated infrastructure like roads, utilities, and telecom. The existing assets are fully leased out, home to more than 115 tenants, both local and international entities, from diverse industry segments such as Oil & Gas, Manufacturing, Defence, Logistics, IT, Contracting and F&B.

In Q2 2025, Waha Land successfully completed the sale of the fully stabilized Stage 1 and Stage 2A assets generating cash flows of AED 528 million and a fair value gain on disposal of AED 61 million. This transaction represents a significant milestone in the business's growth trajectory, unlocking capital to accelerate development of future stages at ALMARKAZ and reinforcing its strategy of active capital recycling through appropriate partnerships and instruments for monetization.

Stage 2B expansion, which added circa 75,500 m² of premium industrial/logistics leasable footprint to the asset portfolio. Leasing commenced in Q1 2024 and reached 100% occupancy during the period. In the coming quarters, Waha Land expects to embark on an expansion path, launching Stage 3 of ALMARKAZ, adding modern Industrial and Logistics assets to the portfolio. This expansion is envisioned to double the existing leasable footprint.

Waha Land continues to focus on growing its leasable portfolio, expanding its service offering in the UAE's industrial and logistics sector, and creating long-term value through disciplined development, leasing, and monetization, progressing through various phases of asset lifecycle strategies.

During the period ended 30 September 2025, Waha Land reported total income of AED 114.1 million (YTD 2024: AED 40.3 million), including operating income of AED 39.7 million. A fair value gain of AED 61.4 million was recorded on the disposal of assets held for sale, in addition to a fair value gain on investment property of AED 12.5 million in H1 2025

The carrying value of investment property was AED 447.6 million as of 30 September 2025 compared to AED 902.7 million as of 31 December 2024. The reduction mainly represents the disposal of assets held for sale valued at AED 468.5 million.

OUTLOOK

Waha Capital delivered one of its strongest nine-month performances in recent years, achieving three consecutive profitable quarters and a 22% year-on-year increase in net profit to AED 343 million. This reflects the continued strength of our diversified business model, disciplined execution, and focus on sustainable value creation across all pillars of the Group.

Our first business pillar, Waha Investment, continues to serve as a key growth engine. Total assets under management increased by 6.6% year-on-year to AED 10.9 billion, supported by robust recurring fee income and strong fund performance across credit, equity, and Islamic income strategies. We remain focused on scaling the platform, attracting new institutional investors, and deepening our position as one of the region's most trusted emerging-market asset managers.

Our second business pillar, Private Investments, continued to deliver solid results through selective portfolio divestments and mark-to-market gains. The business remains focused on optimizing value from existing assets while advancing Waha Health as a high-growth strategic pillar. We are actively expanding our specialized healthcare portfolio to capture long-term opportunities in fertility, advanced medical services, and other high-impact segments.

Our third business pillar, Waha Land, remained a strong contributor with the successful sale of Stages 1 and 2A, and the full leasing of Stage 2B. The business continues to generate stable rental income from its remaining real estate assets while exploring new opportunities to unlock further value and enhance returns.

Looking ahead, Waha Capital is well-positioned to sustain its momentum through the remainder of the year. With a strong balance sheet, growing fee-based income, and clear strategic focus on high-growth sectors such as asset management, healthcare, and real estate, the Group remains confident in its ability to deliver long-term, sustainable value to shareholders and partners


Mohamed Al Nowais
 Managing Director, Al Waha Capital PJSC
 5 November 2025