ARAM GROUP P.J.S.C.

مجموعة أرام ش.م.ع.

Disclosure and Compliance Section
Market Operations Surveillance Department
Abu Dhabi Securities Exchange
P.O. Box 54500, Abu Dhabi, UAE

السادة / قسم الإفصاح والامتثال المحترمين
إدارة العمليات والرقابة
سوق أبوظبي للأوراق المالية
ص.ب. 54500 أبوظبي، الإمارات العربية المتحدة

Date: March 05th , 2026

التاريخ: 05 مارس 2026

Subject: Justifications for Not Distributing Dividends to Shareholders for the Fiscal Year Ending December 31, 2025

الموضـوع: **مبـررات عـدم توزيـع أربـاح للمسـاهمين عـن السـنة الماليـة المنتهية في 31 ديسمبر 2025**

Greetings,

تحية طيبة وبعد،

Regarding the aforementioned matter, and in accordance with the Capital Market Authority's directives, we hereby attach the justifications for the decision not to distribute dividends to shareholders for the fiscal year ending December 31st, 2025 as outlined in the Board of Directors' report.

بالإشـارة إلى الموضـوع أعـلاه، وبنـاءً علـى توجيهـات السـادة/ هيئـة سـوق المـال، نرفـق لحضـراتكم مـبررات عـدم توزيـع أربـاح للمسـاهمين عـن السـنة الماليـة المنتهيـة فـي 31 ديسـمبر 2025 والمتضمـنة في تقريـر مجـلس الإدارة.

Sincerely,

وتفضلوا بقبول فائق الاحترام،،،

علي مسمار- الرئيس التنفيذي والعضو المنتدب

Ali Musmar – CEO & Managing Director

Copy to:

Capital Market Authority (CMA) – Abu Dhabi, UAE

نسخة إلى:

هيئة سوق المال – أبوظبي، الإمارات العربية المتحدة

Tel: +971 6 556 5570 Fax: +971 6 556 5572
Postal Code: 61109, P.O. Box 5440,
Sharjah, United Arab Emirates
Website: www.aramgroup.ae
هاتف: ٥٥٧٠ ٥٥٦ ٦ ٩٧١+ فاكس: ٥٥٧٢ ٥٥٦ ٦ ٩٧١+
الرمز البريدي: ٦١١٠٩ ، ص. ب.: ٥٤٤٠
الشارقة، الإمارات العربية المتحدة

ARAM GROUP P.J.S.C.
مجموعة أرام ش.م.ع.

Date: March 03rd, 2026

Subject: Justification for the Board of Directors' Recommendation Not to Distribute Dividends to Shareholders for the Financial Year Ended 31 December 2025

Dear Shareholders of Aram Group PJSC,

Dear Capital Market Authority,

Dear Abu Dhabi Securities Exchange

Greetings,

In accordance with the Company's Articles of Association and the applicable regulations governing public joint-stock companies, and pursuant to the fiduciary responsibilities of the Board of Directors in safeguarding the interests of the Company and its shareholders while ensuring sustainable operations, the Board has conducted a comprehensive review of the Company's financial position, operational results, and current and projected cash flows, in addition to assessing existing obligations and approved strategic plans.

Following a careful assessment, the Board's recommendation not to distribute dividends for the financial year ended 31 December 2025 is based on the following considerations:

1. Financial Considerations and Liquidity Management

- Maintaining adequate liquidity levels to support ongoing operations without financial pressure.
- Strengthening the capital base and improving financial solvency indicators.
- Managing current and potential financing obligations efficiently to ensure sufficient financial flexibility in the coming period.
- Supporting working capital in line with operational and expansion plans.

2. Strategic Considerations

- Evaluating and executing investment and acquisition opportunities under review to enhance the diversification of future revenue streams.
- Implementing plans for the sale and investment of assets in alignment with the Company's strategic objectives.
- Allocating financial resources to support approved growth initiatives aimed at delivering sustainable added value to shareholders.

3. Governance and Risk Management Considerations

In line with the principle of prudence and with the objective of balancing short-term cash returns with long-term value creation, the Board considers that retaining earnings within equity at this stage represents a sound financial decision aimed at:

- Enhancing financial stability.
- Reducing risks associated with market fluctuations.
- Enabling the Company to implement its strategic plans without excessive reliance on external financing.

The Board confirms that this recommendation **does not reflect weak performance** but rather represents a strategic direction intended to maximize accumulated shareholder value over the medium and long term.

Tel: +971 6 556 5570 Fax: +971 6 556 5572
Postal Code: 61109, P.O. Box 5440,
Sharjah, United Arab Emirates
Website: www.aramgroup.ae
هاتف: ٥٥٧٠ ٥٥٦ ٦ ٩٧١+ فاكس: ٥٥٧٢ ٥٥٦ ٦ ٩٧١+
الرمز البريدي: ٦١١٠٩ ، ص. ب.: ٥٤٤٠
الشارقة، الإمارات العربية المتحدة

4. Recommendation

Based on the foregoing, the Board of Directors recommends **not to distribute dividends** for the financial year ended 31 December 2025, in order to support the Company's strategy, strengthen its financial position, and in full compliance with governance and disclosure requirements.

The Board will continue to review the dividend policy periodically based on the Company's performance and market developments.

Yours faithfully,

H.H. Shaikh Mohammad Bin Sultan Bin Khalifa Al Nahyan

Chairman of the Board of Directors

Aram Group PJSC

شركة مجموعة ارام
P.O.BOX : 5440
SHARJAH
U. A. E.
ARAM GROUP COMPANY