

Estithmar Holding Announces Exchange Offer and Consent Solicitation in Relation to its QAR 900,000,000 Trust Certificates due September 2027

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Doha, 2 September 2026

Estithmar Holding Q.P.S.C. ("**Estithmar**") announces that Estithmar Sukuk Limited LLC (the "**Trustee**"), a special purpose company established for the purposes of the Programme (as defined below) as issuer and trustee for the Certificateholders, has today launched an invitation to Certificateholders in respect of the Existing Certificates (as defined below), comprising:

- (i) Eligible Certificateholders to offer their Existing Certificates for exchange for new Qatari Riyal denominated Certificates due 2029 (the "**New Certificates**") to be issued by the Trustee under its QAR 3,400,000,000 Trust Certificate Issuance Programme (the "**Programme**"), as updated, subject to the satisfaction or waiver of the conditions described in the Exchange Offer and Consent Solicitation Memorandum dated 2 September 2026 (the "**Offer Memorandum**") (the "**Exchange Offer**"); and
- (ii) all Certificateholders to consent to certain modifications to the terms of the QAR 900,000,000 Trust Certificates due September 2027 (ISIN: XS2884005047), issued under the Programme and listed on the International Securities Market of the London Stock Exchange (the "**Existing Certificates**"), to be approved by Extraordinary Resolution, permitting Estithmar to redeem any Existing Certificates that remain outstanding following completion of the Exchange Offer (the "**Consent Solicitation**" and, together with the Exchange Offer, the "**Invitation**").

The Consent Solicitation does not constitute a notice of redemption of the Existing Certificates, and no redemption of any Existing Certificates is being announced by Estithmar pursuant to this announcement.

The New Certificates will be issued under the Programme, as updated, in an aggregate face amount of up to QAR 1,000,000,000, will bear a profit rate of 9.00 per cent. per annum, payable semi-annually in arrear, and will have a scheduled dissolution date falling three years from the Issue Date.

No exchange, issuance of New Certificates or redemption of Existing Certificates has occurred as at the date of this announcement. Completion of the Exchange Offer and implementation of the proposed modifications remain subject to the applicable conditions and procedures described in the Offer Memorandum, including the requisite Certificateholder approvals.

Estithmar will announce the results of the Invitation and any other material developments in accordance with applicable disclosure requirements.

Capitalised terms used but not otherwise defined in this announcement shall have the meanings given to them in the Offer Memorandum.

Key Terms and Conditions of the Invitation

The Invitation commences on the date of this announcement. The deadline for receipt by the Exchange and Tabulation Agent of Exchange Instructions and Voting Instructions from Certificateholders wishing to participate in the Electronic Consent process is 4:00 p.m. (London time) on 14 September 2026, being the Electronic Consent Deadline. If the Extraordinary Resolution is not passed by way of Electronic Consent by the Electronic Consent Deadline, Exchange Instructions and Voting Instructions may continue to be submitted until 4:00 p.m. (London time) on 21 September 2026, being the Final Deadline, in which case Estithmar intends to convene the Meeting at 12:00 p.m. (London time) on 24 September 2026 at the offices of Simmons & Simmons LLP, CityPoint, One Ropemaker Street, London EC2Y 9SS, United Kingdom.

The Notice of Electronic Consent and Meeting convening the Meeting and circulating the Extraordinary Resolution by way of Electronic Consent has been given to Certificateholders (in accordance with the Master Trust Deed) on the date of this announcement.

Full details of the Exchange Offer and Consent Solicitation, including the applicable conditions and procedures for participation, are set out in the Offer Memorandum published today, which is available to eligible holders at <https://deals.is.kroll.com/estithmar> and has also been announced via the Regulatory News Service of the London Stock Exchange.

Further details about the Exchange Offer, the Consent Solicitation and the Proposal can be obtained from:

The Exchange and Tabulation Agent

Kroll Issuer Services Limited

The News Building 3 London Bridge Street London SE1 9SG United Kingdom

Invitation Website: <https://deals.is.kroll.com/estithmar>

Email: estithmar@is.kroll.com

Attention: Scott Boswell

The Joint Dealer Managers and Solicitation Agents

Al Rayan Investment L.L.C.

AlRayan Tower, Alad Al Sharqi Street, Lusail P.O. Box 28888, Qatar

Telephone: +974 4423 4989 / +974 5535 5639

Email: ariadvisory@alrayan.com

Attention: ARI Advisory

Lesha Bank LLC (Public)

West Bay, Tornado Tower, 4th Floor PO Box 28028, Doha, Qatar

Telephone: +974 4448 3441

Email: advisory@leshabank.com

Attention: Toufic Fawaz

The First Investor

Lusail Marina - Dukhan Bank Tower, 16th Floor P.O. Box 16034, Doha, Qatar

Telephone: + 974 4448 8872

Email: TFIadvisory@tfi.com.qa

Attention: TFI Advisory

Offer and Distribution Restrictions

This announcement and the Offer Memorandum do not constitute an offer or an invitation to participate in the Invitation in any jurisdiction in or from which, or to or from any person to or from whom, it is unlawful to make such offer or invitation under applicable securities laws. The distribution of the Offer Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession the Offer Memorandum comes are required by each of the Trustee, Estithmar, the Delegate, the Joint Dealer Managers, the Agents and the Exchange and Tabulation Agent to inform themselves about, and to observe, any such restrictions.

This announcement has been authorised for release by Mr. Ramez MHD Ruslan Alkhayyat, Vice Chairman of Estithmar Holding Q.P.S.C.