Invitation to attend the Annual General Assembly Meeting (AGM) of Lulu Retail Holdings PLC

The Board of Directors (the "**Board**") of Lulu Retail Holdings PLC (the "**Company**") invites the shareholders to attend the annual general assembly meeting in person at Dusit Thani, Abu Dhabi, United Arab Emirates or by attending virtually through an electronic link for the meeting which will be sent to the shareholders via SMS or email following registration of their attendance, to enable the shareholders to attend the meeting virtually and discuss the agenda and vote on the proposed resolutions in real time, on Thursday, 24 April 2025 at 03:30 PM (UAE time) to consider the following agenda:

Firstly: Authorise the chairman of the general assembly to appoint a secretary to the meeting and a vote collector.

Secondly: Matters requiring Ordinary resolutions:

1. Consider and approve the Board of Directors' report on the Company's activities and its financial position for the financial year ended 31 December 2024.
2. Consider and approve the external auditor's report for the financial year ended 31 December 2024.
3. Consider and approve the standalone audited financial statements of the Company for the financial year ended 31 December 2024.
4. Consider and approve the consolidated audited financial statements of the Company and its subsidiaries for the financial year ended 31 December 2024.
5. Consider and approve the recommendation of the Board concerning a cash dividend distribution of USD 84,374,993 equating to c.0.82 cents per share (equivalent to approximately AED 309,867,160 amounting to 3 fils per share) for the second half of the financial year ended 31 December 2024.
6. Release the members of the Board of Directors from liability for the financial year ended 31 December 2024 or dismiss them and file a claim against them.
7. Release the external auditors from liability for the financial year ended 31 December 2024 or dismiss them and file a claim against them.
8. Appoint the external auditors of the Company for the financial year ending 31 December 2025 and determine their fees.

Notes:

1. As per the Securities and Commodities Authority's guidelines, the Company's shareholders who will attend the AGM virtually should register their attendance electronically to be able to vote on the items of the AGM. Registration will be opened on Wednesday, 23 April 2025 at 3:00 PM (UAE time) and will be closed on Thursday, 24 April 2025 at 3:00 PM (UAE time). For electronic registration, shareholders can register by visiting the following website: www.smartagm.ae. Proxy holders must send a copy of their proxies to the following email address CapitalMarketsTeam@adcb.com along with their names and mobile numbers to receive text messages for registration.

2. Any shareholder registered and entitled to attend the annual general assembly meeting may delegate any person other than a member of the Board of Directors, employees of the Company, a broker or employees of such broker under a special written proxy. In such capacity, no proxy may represent a number of shareholders who hold more than 5% of the shares in the capital of the

Company. Shareholders who lack capacity or competency shall be represented by their legal representatives. Provided that (the requirements set forth in Clauses 1 and 2 of Article (40) of Chairman of Authority's Board of Directors' Decision no. (3/R.M) of 2020 concerning the Approval of Public Joint Stock Companies Governance Guide, as amended, shall be taken into account). Shareholders may review the disclosure posted on the Company's page at ADX in respect of the requirements to be adopted to approve a proxy.

3. A corporate person may delegate one of its representative or those in charge of its management pursuant to a resolution of its board of directors or its equivalent to represent such corporate person in the AGM of the Company. The delegated person shall have the powers as determined in the delegating resolution.

4. Shareholders registered in the Company's shareholders register on Wednesday, 23 April 2025 shall be entitled to vote in the AGM.

5. The AGM shall not be valid unless attended by Shareholders who hold or represent by proxy at least (50%) of the Company's share capital. In case quorum is not reached in the first meeting, the second meeting shall be convened on Wednesday, 30 April 2025 at the same time and place, and the proxies issued for the First Meeting shall be valid. The second meeting shall be valid if attended by at least one shareholder.

6. Shareholders registered in the shareholders register on Monday, 05 May 2025, shall be entitled to receive the dividends if the quorum is achieved on Thursday, 24 April 2025 and shareholders registered in the shareholders register on Monday, 12 May 2025 shall be entitled to receive the dividends if the adjourned AGM is held on Wednesday, 30 April 2025.

7. Shareholders are required to update their contact details at the Abu Dhabi Securities Exchange to ensure that dividends are delivered properly. Dividends will be distributed through the Abu Dhabi Securities Exchange.

8. The virtual meeting will be recorded. Shareholders are entitled to discuss the items listed on the agenda and ask questions to the Board of the Directors and the auditors of the Company.

9. The Company's consolidated financial statements for the year ended 31 December 2024, the integrated annual report, and the Company's corporate governance report will be available via the Company's page on the Abu Dhabi Securities Exchange and the Company's website at https://www.luluretail.com/investors/ before the AGM.

10. The Shareholders can view and download the Investors Rights Guidelines on the Securities and Commodities Authority website through the following link: https://www.sca.gov.ae/en/regulations/minority-investor-protection.aspx.

Board of Directors

Proxy Application:

To the Chairman of Lulu Retail Holdings PLC

Dear Sir,

I/We:

The shareholder(s) of Lulu Retail Holdings PLC hereby appoint by virtue of this proxy: Mr. / Mrs.: To represent me/us and vote on my behalf in the Annual General Assembly Meeting (AGM) to be held on Thursday, 24 April 2025, or any adjourned meeting, therefore.

1. Shareholder’s Number (NIN):
2. Shareholder’s mobile number:
3. Proxyholder’s mobile number:
4. Proxyholder’s Email ID:
5. Name and contact details of the entity that verified the Shareholder’s signature:

Date: / / 2025

Signature:

Clarifying disclosure regarding the approval of proxies for the upcoming Annual General Assembly Meeting

We would like to draw the attention of our shareholders to the following:

1. Each shareholder who have the right to attend the AGM may appoint someone of their choice as a proxy, provided that the proxy is not a Board member, an employee of the Company, or an employee of a securities brokerage firm. The appointment must be made through a written special power of attorney that explicitly grants the proxy the right to attend AGM and vote on its resolutions. The proxy cannot, on behalf of multiple shareholders, hold more than (5%) of the Company's issued capital. Minors and legally incapacitated individuals will be represented by their legal representatives.

2. The shareholder signature on the power of attorney mentioned in point (1) above, must be authenticated by one of the following entities, and the Company must take the necessary steps to verify this:

    i. Notary Public
    ii. Chamber of Commerce or Economic Department in the country.
    iii. Bank or licensed company in the country, provided that the agent has an account with any of them.
    iv. Any other entity licensed to perform attestation works.

3. The proxy form shall include the name and contact number(s) of the shareholder and the entity which endorsed the proxy. Once the form is complete and stamped, please send it along with the supporting documents to: CapitalMarketsTeam@adcb.com

إفصاح توضيحي بشأن
اعتماد التوكيلات

بناءاً على متطلبات البندين ١ و ٢ من المادة رقم ٤٠ من دليل حوكمة الشركات المساهمة العامة الصادر من هيئة الأوراق المالية والسلع، نود أن نلفت السادة المساهمين إلى ما يلي:

الوكلاء المفوضين عن المساهمين:

١. يجوز لمن له حق حضور الجمعية العمومية أن ينيب عنه من يختاره من غير أعضاء مجلس الإدارة أو العاملين بالشركة أو شركة وساطة في الأوراق المالية أو العاملين بها بمقتضى توكيل خاص ثابت بالكتابة ينص صراحة على حق الوكيل في حضور اجتماعات الجمعية العمومية والتصويت على قرارتها ويجب ألا يكون الوكيل - لعدد من المساهمين - حائزاً بهذه الصفة على أكثر من (٥%) من رأس مال الشركة المصدر. ويمثل ناقص الأهلية وفاقديها النائبون عنهم قانوناً.

٢. يتعين أن يكون توقيع المساهم الوارد في الوكالة المشار إليها في البند (١) هو التوقيع المعتمد من/لدى أحد الجهات التالية، وعلى الشركة اتخاذ الإجراءات اللازمة للتحقق من ذلك.
- أ . الكاتب العدل
- ب . غرفة تجارة أو دائرة اقتصادية بالدولة
- ج . بنك أو شركة مرخصة بالدولة شريطة أن يكون للموكل حساب لدى أي منهما
- د . أي جهة أخرى مرخص لها القيام بأعمال التوثيق

٣. بالإضافة إلى ذلك يرجى إرفاق ما يلي:
- نسخة سارية الصلاحية من بطاقة الهوية الإماراتية (من الأمام والخلف) أو نسخة جواز السفر للمساهم.
- نسخة سارية الصلاحية من بطاقة الهوية الإماراتية (من الأمام والخلف) أو نسخة جواز السفر لصاحب التوكيل

٤. يتعين تضمين نموذج التوكيل أرقام التواصل بالمساهم واسم و أرقام التواصل الخاصة بممثل عن شركة الوساطة الذي اعتمد التوكيل.

الوكلاء المفوضين عن الشخص الإعتباري

١. يجوز للشخص الاعتباري تفويض أحد ممثليه أو المسؤولين عن إدارته بموجب قرار صادر عن مجلس إدارته أو أي كيان مماثل.

٢. يجب أن يتم توقيع خطاب التفويض أو النموذج من قبل المفوض بالتوقيع عن الشحص الاعتباري وتقديم المستند الداعم مثل التوكيل الرسمي والرخصة التجارية وما إلى ذلك.

٣. بالإضافة إلى ذلك يرجى إرفاق ما يلي:
- نسخة سارية الصلاحية من بطاقة الهوية الإماراتية (من الأمام والخلف) أو نسخة جواز السفر لصاحب التوكيل

٤. يتعين تضمين نموذج التوكيل أرقام التواصل بالمساهم واسم و أرقام التواصل الخاصة بممثل عن شركة الوساطة الذي اعتمد التوكيل.

CLARIFYING DISCLOSURE REGARDING
THE APPROVAL OF AGENCIES

According to Clauses (1) & (2) of Article (40) of the Governance Guide for Public Shareholding Companies issued by the Securities and Commodities Authority, we would like to inform the shareholders of the following:

Individual Proxyholder:

1. Any shareholder who has the right to attend the General Assembly may delegate someone from other than the Board members or the staff of the company, or securities brokerage company, or its employees, to attend on his behalf as per a written delegation stating expressly that the agent has the right to attend the General Assembly and vote on its decision. A delegated person for a number of shareholders shall not have more than (5%) of the company issued capital after gaining that delegation. Persons lacking legal capacity and are incompetent must be represented by their legal representatives.

2. The shareholder signature on the power of attorney referred in Clause No. (1) shall be the signature approved by any of the following entities:
   - a - Notary Public
   - b - Commercial chamber or economic department in the state
   - c - Bank or company licensed in the state, provided that the agent shall have an account with any of them.
   - d - Any other entity licensed to perform attestation works.

3. In addition to the above please, provide the following:
- Valid Emirates ID copy (Front and Back) or Passport Copy of the shareholder
- Valid Emirates ID copy (Front and Back) or Passport Copy of the Proxyholder.

4. The proxy form shall include the name and contact number(s) of the shareholder and the brokerage firm who approved the proxy.

Corporate Proxyholder

1. A corporate person may delegate one of its representatives or those in charge of its management under a resolution passed by its Board of Directors or any similar entity.

2. The delegation letter or form should be signed by an authorized signatory and provide the supporting document such as POA, Trade License etc.

3. In addition to the above please, provide the following:
- Valid Emirates ID copy (Front and Back) or Passport Copy of the Proxyholder.

4. The proxy form shall include the name and contact number(s) of the shareholder and the brokerage firm who approved the proxy.