

**THE OFFER OF THE CERTIFICATES IN THE UNITED KINGDOM IS MADE PURSUANT TO AN EXCEPTION TO THE PROHIBITION ON A PUBLIC OFFER UNDER THE PUBLIC OFFERS AND ADMISSIONS TO TRADING REGULATIONS 2024 (THE “POATRS”). ACCORDINGLY, UK FINANCIAL CONDUCT AUTHORITY HAS NEITHER APPROVED NOR REVIEWED ANY INFORMATION CONTAINED HEREIN.**

**UK MIFIR PRODUCT GOVERNANCE/PROFESSIONAL INVESTORS AND ECPS ONLY TARGET MARKET** – Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Trust Certificates has led to the conclusion that: (i) the target market for the Trust Certificates is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook ("**COBS**{ XE "COBS" }"), and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law of the United Kingdom by virtue of the European Union (Withdrawal) Act 2018 ("**EUWA**{ XE "EUWA" }") ("**UK MiFIR**{ XE "UK MiFIR" }"); and (ii) all channels for distribution of the Trust Certificates to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Trust Certificates (a "**distributor**") should take into consideration the manufacturers' target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the "**UK MiFIR Product Governance Rules**{ XE "UK MiFIR Product Governance Rules" }) is responsible for undertaking its own target market assessment in respect of the Trust Certificates (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels

**Pricing Supplement dated 2 March 2026**

**Omniyat Sukuk 1 Limited**  
**Legal Entity Identifier (LEI): 254900RFKE3XFTFFLM58**  
**Issue of U.S.\$600,000,000 Trust Certificates due 2031**  
**under the U.S.\$2,000,000,000 Trust Certificate Issuance Programme**

**PART A – CONTRACTUAL TERMS**

Terms used herein shall be deemed to be defined as such for the purposes of the terms and conditions of the Trust Certificates (the "**Conditions**{ XE "Conditions" }") set forth in the base offering circular dated 3 September 2025 and the supplement thereto dated 16 February 2026 which together constitutes a base offering circular (the "**Base Offering Circular**{ XE "Base Offering Circular" }"). This document constitutes the Pricing Supplement of the Trust Certificates described herein and must be read in conjunction with the Base Offering Circular. Full information on the Trustee, Omniyat Holdings Ltd and the offer of the Trust Certificates is only available on the basis of the combination of this Pricing Supplement and the Base Offering Circular. The Base Offering Circular is available for viewing at the registered office of Omniyat Holdings Ltd at Building SZ-21 by Omniyat, Office Level 1 Sheikh Zayed Road, Dubai, United Arab Emirates and copies may be obtained from the specified office of the Principal Paying Agent, in each case during usual business hours.

1. (a) Trustee and Lessor: Omniyat Sukuk 1 Limited
- (b) Obligor, Lessee and Servicing Agent: Omniyat Holdings Ltd ("**Omniyat**")
2. (a) Series Number: 3
- (b) Tranche Number: 1
- (c) Date on which the Trust Certificates become fungible: Not Applicable
3. Specified Currency: U.S. Dollars ("**U.S.\$**")
4. Aggregate Face Amount:
  - (a) Series: U.S.\$600,000,000

- |     |   |  |
|-----|---|--|
|     | (b) Tranche   | U.S.\$600,000,000  |
| 5.  | Issue Price:  | 100.00 per cent. of the Aggregate Face Amount  |
| 6.  | (a) Specified Denominations:  | U.S.\$200,000 and integral multiples of U.S.\$1,000 in excess thereof  |
|     | (b) Calculation Amount:   | U.S.\$1,000  |
| 7.  | (a) Issue Date:   | 4 March 2026   |
|     | (b) Return Accumulation Commencement Date   | Issue Date   |
| 8.  | Scheduled Dissolution Date:   | 4 March 2031   |
| 9.  | Periodic Distribution Amount Basis:   | Fixed Rate Trust Certificates (further particulars specified below in paragraph 14)                          |
| 10. | Dissolution Basis:  | The Trust Certificates will be redeemed at 100 per cent. of the Aggregate Face Amount                        |
| 11. | Put/Call Rights:  | Clean Up Call Right<br>Change of Control Put Right   |
| 12. | Status  | The Trust Certificates are direct, unsecured, unsubordinated and limited recourse obligations of the Trustee |
| 13. | Date of Trustee's approval and date of Omniyat's approval for issuance of Trust Certificates: | 2 March 2026   |

**Provisions relating to profit payable (if any)**

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|-----|--|--|
| 14. | Fixed Periodic Distribution Provisions:  |  |
|     | (a) Rate:  | 7.250 per cent. per annum payable semi-annually in arrear on each Periodic Distribution Date                             |
|     | (b) Return Accumulation Period:  | Not Applicable   |
|     | (c) Periodic Distribution Date(s):   | 4 March and 4 September in each year, commencing on 4 September 2026, up to and including the Scheduled Dissolution Date |
|     | (d) Fixed Amount(s) for Trust Certificates in definitive form (and in relation to Trust Certificates in global form, see Condition 8): | U.S.\$36.25 per Calculation Amount   |
|     | (e) Broken Amount(s):  | Not Applicable   |
|     | (f) Day Count Fraction:  | 30/360   |
|     | (g) Determination Date(s):   | Not Applicable   |

### **Provisions relating to dissolution**

- |     |   |                                    |
|-----|---|------------------------------------|
| 15. | Optional Dissolution Call Right:            | Not Applicable                     |
| 16. | Certificateholder Put Right:                | Applicable                         |
|     | (a) Optional Dissolution Amount (Put):      | As per Condition 11.5              |
|     | (b) Certificateholder Put Right Date(s):    | As per Condition 11.5              |
|     | (c) Notice period:                          | As per Condition 11.5              |
| 17. | Clean Up Call Right:                        | Applicable                         |
|     | (a) Clean Up Call Right Dissolution Amount: | As per Condition 11.8              |
|     | (b) Notice period:                          | As per Condition 11.8              |
| 18. | Change of Control Dissolution Amount:       | U.S.\$1,000 per Calculation Amount |
| 19. | Tangibility Event Dissolution Amount:       | U.S.\$1,000 per Calculation Amount |
| 20. | Dissolution Event Amount:                   | U.S.\$1,000 per Calculation Amount |
| 21. | Final Dissolution Amount:                   | U.S.\$1,000 per Calculation Amount |
| 22. | Other Dissolution Amount:                   | Not Applicable                     |

### **General provisions applicable to the Trust Certificates**

- |     |                                 |   |
|-----|---------------------------------|---|
| 23. | Form of Trust Certificates:     | Trust Certificates in registered form:<br><br>Global Trust Certificate registered in the name of a common depository for Euroclear and Clearstream, Luxembourg and exchangeable for Trust Certificates in definitive registered form in the limited circumstances specified in the Global Trust Certificate.<br><br>Reg S Compliance Category 2 |
| 24. | Additional Business Centre(s):  | London and New York   |
| 25. | Additional Financial Centre(s): | London and New York   |

### **Provisions in respect of the Trust Assets**

- |     |                          |                       |
|-----|--------------------------|-----------------------|
| 26. | Trust Assets:            | Condition 6.1 applies |
| 27. | On the Issue Date:       |                       |
|     | (a) Ijara Percentage:    | 55 per cent.          |
|     | (b) Murabaha Percentage: | 45 per cent.          |

28. (a) Details of Transaction Account (to be held in London): Omniyat Sukuk 1 Limited Transaction Account No: 9064000002 with The Bank of New York Mellon, London Branch for Series No.:3
- (b) Supplemental Declaration of Trust: Supplemental Declaration of Trust dated 4 March 2026 between the Trustee, Omniyat and the Delegate
- (c) Supplemental Purchase Agreement: Supplemental Purchase Agreement dated 4 March 2026 between the Trustee and the relevant Omniyat Seller
- (d) Supplemental Lease Agreement: Supplemental Lease Agreement dated 4 March 2026 between the Trustee (as the Lessor), the Lessee and the Delegate
- (e) Purchase Order and Letter of Offer and Acceptance: Purchase Order dated 4 March 2026 from the Obligor (as "**Buyer**{ XE "Buyer" }") to the Trustee (as "**Seller**{ XE "Seller" }") and Letter of Offer and Acceptance dated 4 March 2026 from the Seller to the Buyer
- (f) Declaration of Commingling of Assets: Not Applicable

Signed on behalf of **OMNIYAT SUKUK 1 LIMITED**

Signed on behalf of **OMNIYAT HOLDINGS LTD**

By:  .....

By: .....

*Duly authorised*  
Name: Jordan Hebert

*Duly authorised*

Signed on behalf of **OMNIYAT SUKUK 1 LIMITED**

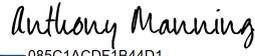
By:.....

*Duly authorised*

Signed on behalf of **OMNIYAT HOLDINGS LTD**

By:.....

*Duly authorised*

Signed by:  
  
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## PART B – OTHER INFORMATION

### 1. Listing and Admission to Trading

- (a) Listing and Admission to trading: Application has been made by the Trustee (or on its behalf) for the Trust Certificates to be admitted to trading on the London Stock Exchange's International Securities Market with effect from the Issue Date.

Application has been made by the Trustee (or on its behalf) for the Trust Certificates to be listed on the Official List of the DFSA and admitted to trading on Nasdaq Dubai with effect from the Issue Date.

- (b) Estimate of total expenses related to admission to trading: GBP 5,850 in relation to the listing and trading of the Trust Certificates on the London Stock Exchange's International Securities Market.

U.S.\$2,100 in relation to the listing and trading of the Trust Certificates on Nasdaq Dubai

### 2. Ratings

- Ratings: The Trust Certificates to be issued are expected to be rated.

Fitch: BB-

S&P: BB-

Fitch is established in the UK and is registered under Regulation (EC) No. 1060/2009 as it forms part of domestic law by virtue of the EUWA (the "**UK CRA Regulation**"). Fitch is not established in the European Union ("**EU**") and has not applied for registration under Regulation (EC) No. 1060/2009 (as amended) (the "**EU CRA Regulation**"). The ratings issued by Fitch have been endorsed by Fitch Ratings Ireland Limited. Fitch Ratings Ireland Limited is established in the EU and registered under the EU CRA Regulation. As such, Fitch Ratings Ireland Limited is included in the list of credit rating agencies published by the European Securities and Markets Authority ("**ESMA**") on its website (at <https://www.esma.europa.eu/supervision/credit-rating-agencies/risk>) in accordance with the EU CRA Regulation.

S&P is established in the EU and is registered under the EU CRA Regulation. As such, S&P is included in the list of credit rating agencies published by the ESMA on its website (at <https://www.esma.europa.eu/supervision/credit-rating-agencies/risk>) in accordance with the EU CRA Regulation. S&P is not established in the UK and has not applied for registration under the UK CRA Regulation. The ratings issued by S&P have

been endorsed by S&P Global Ratings UK Limited. S&P Global Ratings UK Limited is established in the UK and is registered under the UK CRA Regulation.

3. **Interests of Natural and Legal Persons involved in the Issue**

Save for any fees payable to the Joint Lead Managers, so far as each of the Trustee and Omniyat is aware, no person involved in the issue of the Trust Certificates has an interest material to the offer. The Joint Lead Managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform services for, Omniyat and/or the Trustee (and each of their affiliates) in the ordinary course of business for which they may receive fees.

4. **Yield:** 7.250 per cent. per annum. The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

5. **Operational Information**

- (a) ISIN: XS3282968372
- (b) Common Code: 328296837
- (c) FISN: As set out on the website of the Association of Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN
- (d) CFI Code: As set out on the website of the Association of Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN
- (e) Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking S.A. and the relevant identification number(s): Not Applicable
- (f) Delivery: Delivery against payment
- (g) Names and addresses of additional Paying Agent(s) (if any): Not Applicable
- (h) Stabilisation Manager(s): Standard Chartered Bank

6. **Use of Proceeds**

- (a) Green Financing Instruments: Not Applicable
- (b) Reasons for the offer: See "*Use of Proceeds*" in the Base Offering Circular.
- (c) Estimated Net Proceeds: U.S.\$600,000,000

7. **Distribution**

- (a) Method of distribution: Syndicated
- (i) If syndicated, names of Managers: Abu Dhabi Commercial Bank PJSC  
Ajman Bank PJSC  
Arab African International Bank  
Arab Banking Corporation (B.S.C.)

Arab Bank plc, UAE Branch  
Arqaam Capital Limited  
Bank of Sharjah PJSC  
Citigroup Global Markets Limited  
Dubai Islamic Bank PJSC  
Emirates NBD Bank PJSC  
First Abu Dhabi Bank PJSC  
J.P. Morgan Securities plc  
Mashreqbank psc (acting through its Islamic  
Banking Division)  
The National Bank of Ras Al-Khaimah (P.S.C.)  
Sharjah Islamic Bank PJSC  
Standard Chartered Bank

(ii) Stabilisation Manager(s) (if any): Standard Chartered Bank

(b) If non-syndicated, name of relevant Dealer: Not Applicable

8. **Third Party Information**

Not Applicable