

INVITATION TO ATTEND THE ANNUAL GENERAL MEETING

AGTHIA GROUP P.J.S.C (THE "COMPANY")

Notice is hereby given that the 11th Annual General Meeting of **AGTHIA GROUP PJSC** will be held at the main hall of Abu Dhabi Chamber of Commerce and Industry Building, Abu Dhabi on Thursday, March 24th, 2016 at 1.00 pm, to consider the following Agenda:

1. To consider and approve the Board of Directors' Report on the Company's activities and financial position for the financial year ended December 31st, 2015.
2. To consider and approve the Auditors' Report on the financial position of the Company for the financial year ended December 31st, 2015.
3. To discuss and approve the Balance Sheet as at December 31st, 2015 and Profit & Loss Account for the year ended December 31st, 2015.
4. To consider Board of Directors' proposal for a cash dividend of 12.5%.
5. To discharge the Directors from liability for the year ended December 31st, 2015, or to dismiss the Directors and to file the liability claim against them, as the case may be.
6. To discharge the Auditors from liability for the year ended December 31st, 2015, or to dismiss the Auditors and to file the liability claim against them, as the case may be.
7. To consider Directors' remuneration for 2015 of AED 1.4 million.
8. To appoint Auditors for the financial year ending December 31st, 2016 and fix their remuneration.
9. To consider the appointment of HE Salem Sultan Obaid Al Dhaheri as Board Member to fill the casual vacancy arose during 2015.

Special Resolution:

1. To consider and approve amended Articles of Association pursuant to the provisions of Law no. 2 of 2015, after approved by the relevant Authorities.

Notes:

Any shareholder that has the right to attend the General Assembly may delegate any person elected by such shareholder, other than a Director, under a special written proxy. The proxy Form could be collected from Company's Office, Sky Tower, 17th Floor, Al Reem Island, Abu Dhabi; or from Company website: www.agthia.com. A proxy of a number of shareholders shall not hold in this capacity over 5% of the share capital of the Company. Shareholders who are minors or incompetent shall be represented by their legal representatives.

Each shareholder registered on Wednesday March 23, 2016 is entitled to attend the general meeting.

Shareholders entitled for cash dividend are those recorded in the Share Register on Sunday April 3, 2016.

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 to represent such corporate person in any General Assembly of the Company. The delegated person shall have the powers as determined under the delegation resolution.

The Company's audited Financial Statements, Directors' Report, Corporate Governance Report, and proposed amendments in the Articles of Association will be available at the Company's website www.agthia.com and at www.adx.ae.

Quorum at General Assembly shall be present if shareholders holding or representing by proxy at least 50% of the share capital of the Company are present at the meeting. If quorum is not present at the first meeting, the General Assembly shall be adjourned to another meeting to be held on Thursday, March 31st, 2016 at the same place and time to consider and approve the same agenda. Quorum at the adjourned meeting shall be present irrespective of the number of the present shareholders.

Investors have to update their contact details and addresses in ADX records to ensure receiving their dividends appropriately. If approved, dividends shall be distributed through ADX.

Special Resolution: such resolution issued by the majority votes of shareholders holding at least 75% of the shares represented at the General Assembly of the Company.

Board of Directors

