

INVITATION TO ATTEND THE ANNUAL GENERAL MEETING

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

Notice is hereby given that the 13th 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, April 26th, 2018 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, 2017.
2. To consider and approve the Auditors' Report on the financial position of the Company for the financial year ended December 31st, 2017.
3. To discuss and approve the Balance Sheet as at December 31st, 2017 and Profit & Loss Account for the year ended December 31st, 2017.
4. To consider and approve Board of Directors' proposal for a cash dividend of 12.5% for an amount of AED 75 million.
5. To discharge the Directors from liability for the year ended December 31st, 2017, 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, 2017, or to dismiss the Auditors and to file the liability claim against them, as the case may be.
7. To consider and approve Directors' remuneration for 2017 of AED 1.4 million.
8. To appoint Auditors for the financial year ending December 31st, 2018 and fix their remuneration.

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, April 25th, 2018 is entitled to attend the general meeting.

Shareholders entitled for cash dividend are those recorded in the Share Register on Sunday, May 06, 2018.

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, and Corporate Governance Report 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, May 03, 2018 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.

Board of Directors

