



Invitation to attend the Annual General Assembly Meeting Of Agthia Group PJSC

The Board of Agthia Group PJSC is honored to invite the Shareholders to attend the 15th annual General Assembly meeting remotely (electronically) at 01:00 PM on Thursday 16/04/2020 to discuss the following Agenda:

- 1- To consider the issuance of a Special Resolution to approve the following amendments on the Company's Articles of Association:
 - Amendment to (Article 5-2) Objectives of the Company
 - Amendment to (Article 18-1) Company's Board of Directors
 - Amendment to (Article 18-2) Company's Board of Directors
 - Amendment to (Article 19-2) Company's Board of Directors
 - Amendment to the first Paragraph of Article (19-4) Company's Board of Directors
 - Deletion of (Article 26-2-(g)) Company's Board of Directors
 - Deletion of (Article 26-3) Company's Board of Directors
 - Amendment to (Article 26-4) Company's Board of Directors
 - Addition of (Article 55-4) on Final Provisions.

Providing that such amendments shall be effective as soon as they are approved.

- 2- To receive and approve the Board's Report about the Company's activities and financial position for the financial year ending on 31/12/2019.
- 3- To receive and approve the Auditor's Report on the financial year ending on 31/12/2019.
- 4- To discuss the Company's balance sheet and Profit/Loss Accounts for the financial year ending on 31/12/2019.
- 5- To consider the Board's proposal to distribute cash dividends of 15% of the Company's capital of AED 90 million.
- 6- To approve a proposal on the Board Members remunerations for 2019 with the sum of AED 1.4 million.
- 7- To clear the Board members for the financial year ending on 31/12/2019 or to dismiss them and file a liability case against them as necessary.



- 8- To clear the Auditors for the financial year ending on 31/12/2019 or to dismiss them and file a liability case against them as necessary.
- 9- To appoint auditors for the financial year ending on 31/12/2020 and set their fees.
- 10- To elect the Board members.

Notes:

- 1- Shareholders can vote on resolutions through the link: <https://www.smartagm.ae/> with the Registrar.
- 2- Meetings are to be held through electronic participation without physical attendance.
- 3- Shareholders in Abu Dhabi Securities Exchange can electronically register and vote by using ADX's Integrated Digital Platform (Sahmi). For inquiries on registration and voting procedures, please visit ADX website (www.adx.ae) or contact the Company's Investors Relations on mobile 00971566804872, email: sahar.srou@agthia.com
- 4- Corporate persons can delegate a representative or a management member pursuant to a resolution from their Boards or its equivalent, to represent them in the Company's General Assembly. The authorized person shall have the powers set out in the delegation resolution.
- 5- The share owner registered on Wednesday, 15/04/2020, will have the right to vote in the General Assembly and register in the electronic system.
- 6- The rights to profits go to the shareowner registered on Sunday, 26/04/2020.
- 7- Shareholders can review the Company's Financial Statements, Corporate Governance Report and the proposed amendments to the Articles of Association through the ADX website (www.adx.ae) and the Company's website (www.agthia.com).
- 8- The General Assembly meeting shall not be considered valid unless shareholder and/or representatives of shareholders representing no less than (50%) of the Company's capital were registered electronically. If such a quorum was not reached in the first meeting, the second meeting shall be held on 23/04/2020 at the same time.
- 9- The Special Resolution: is the resolution taken by a shareholders' majority representing no less than 75% of the shares attending the Company's General Assembly meeting.
- 10- You can check the rights of securities investors on the main page of ADX official website through the following link: <https://www.sca.gov.ae/ar/services/minority-investor-protection.aspx>

Board of Directors





Proposed Amendments to the Articles of Association of Agthia Group PJSC

Article	Current Text	Text Post Amendment
5.2	To engage in the ownership, management operational investment of any assets, rights, businesses, interests, companies, enterprises and projects within or outside United Arab Emirates including but not limited to some or all of the assets and rights which may be transferred to it by General Holding Company for consideration which may be Shares in the Company or any other consideration or without any consideration;	To engage in the ownership, management operational investment of any assets, rights, businesses, interests, companies, enterprises and projects within or outside United Arab;
18.1	The management of the Company shall be vested in a Board comprised of (7) seven members out of whom (5) five members shall be elected by the General Assembly by Secret Cumulative Voting, and to (2) two members shall be appointed by General Holding Company. In all cases, a majority of members of the Board including the Chairman of the Board shall be UAE Nationals.	The management of the Company shall be vested in a Board comprised of (7) seven members all of whom shall be elected by the General Assembly by Secret Cumulative Voting. The majority of members of the Board including the Chairman of the Board shall be UAE Nationals.
18.2	Candidates for election to the Board (except the two members to be appointed by General Holding Company under Clause 18.1 of these Articles) shall require nomination by any Shareholder or Shareholders holding 5% or more of the share capital of the Company. The form of nomination shall be as determined by the Board.	Candidates for election to the Board shall require nomination by any Shareholder or Shareholders holding 5% or more of the share capital of the Company. The form of nomination shall be as determined by the Board.
19.2	Without prejudice to the right of General Holding Company pursuant to Clauses 18.1 and 26.3 of these Articles, the Board may appoint members to positions which become vacant during the year, provided that such	The Board may appoint members to positions which become vacant during the year, provided that such appointment is presented to the General Assembly at the first meeting thereof to confirm their appointment or to appoint others.



appointment is it is presented to the General Assembly at the first meeting thereof to confirm their appointment or to appoint others. Except for the two members appointed by General Holding Company if the number of positions becoming vacant during the term of the Board reaches one quarter of the number of members of the Board or more, the board must call General Assembly to convene within 30 days from the date of the last position becoming vacant to elect persons to fill the vacant positions. The new member shall complete the tenure of his predecessor and such new member shall be eligible for re-election or re-appointment as the case may be.

If the number of positions becoming vacant during the term of the Board reaches one quarter of the number of members of the Board or more, the board must call General Assembly to convene within 30 days from the date of the last position becoming vacant to elect persons to fill the vacant positions. The new member shall complete the tenure of his predecessor and such new member shall be eligible for re-election.

First paragraph of Article 19.4

Except for the two members appointed by General Holding Company, the candidates for Board membership must submit to the company the following

The candidates for Board membership must submit to the company the following:

26.2 (g)

the removal by General Holding Company of one or more of its nominees.

[text deleted]

26.3

In case of the post of either or both of the members of the Board appointed by General Holding Company being deemed vacant, General Holding Company shall solely have the right to appoint a replacement or replacements as appropriate.

[text deleted]

26.4

The General Assembly shall have the right to remove the Board members except for the two members appointed by General Holding Company.

The General Assembly shall have the right to remove any of the Board members.

55-5

New provision

For the purposes of these Articles, the term "General Holding Company" shall be interpreted to include any Parent Company of General Holding Company.