

Disclosure of the results of the General Meeting held on November 29, 2020

Date	November 29, 2020
Name of the Listed Company	Agthia Group PJSC
Date and day of the meeting	Sunday; November 29, 2020
The starting time of the meeting	4:00 pm
The ending time of the meeting	4:30 pm
Venue of the meeting	Agthia Group PJSC Head Office through electronic virtual attendance.
Chair of the General Assembly Meeting	HE Khalifa Sultan Al Suwaidi – Chairman of the Board of Directors
Quorum of the total attendance (percentage of capital)	68.50%
Distributed as follows:	
1- Personal attendance rate (%)	X
• Authenticity (%)	X
• Proxy (%)	100%
2- Attendance through electronic voting (%)	100%
Special Decisions and Resolutions of the General Assembly meeting	<p>1) Approval of the acquisition of Al Foah Company LLC, by Agthia Group PJSC (as described in the shareholders' letter posted on ADX portal and by the Company on its website dated 9 November, 2020, which includes the issuance by the Company of mandatory convertible bonds with a nominal value of AED1 each in an aggregate principal amount of AED 450,000,000 to General Holding Company PJSC (SENAAT) as the acquisition price to be paid by the Company to acquire Al Foah Company LLC (the Acquisition). Such mandatory convertible bond shall be converted into 120,000,000 shares with a nominal value of AED1 each new share in the Company and the issued share capital of the Company shall be increased to AED720,000,000 on conversion of such mandatory convertible bond.</p>



Each share in the Company issued on conversion shall be treated as fully paid.

2) Approval of the issuance by the Company of mandatory convertible bonds with a nominal value of AED1 each in an aggregate principal amount of AED 450,000,000 (at a conversion price of AED 3.75 per each new share in the Company) to General Holding Company PJSC SENAAT as the acquisition price to be paid by the Company to acquire Al Foah Company LLC.

3) Approval of the following resolutions and the consequential amendments to the Company's Articles of Association:

A. the increase of the issued share capital of the Company from AED600,000,000 to AED720,000,000 subject to the terms and conditions of the Acquisition and with effect from the Acquisition becoming effective;

B. the amendment of Article 6.1 of the Company's Articles of Association to reflect the increase of share capital of the Company described in (a) above, Article 6.1 shall read as follows:

The issued share capital of the Company is seven hundred and twenty million United Arab Emirates Dirhams (AED 720,000,000) divided into seven hundred and twenty million shares (720,000,000) with a nominal value of One United Arab Emirates Dirham (AED 1) for each share, all of which are cash shares and fully paid up.

[The current text of Article 6 is: "The Company's issued share capital is AED(600,000,000) six hundred million Dirhams divided into (600,000,000) six hundred million shares, having a nominal value of Dhs (1) One Dirhams each, all of which are cash shares."]



Decisions and Resolutions of the General Assembly meeting	<p>4) The authorisation of the Board of Directors of the Company, or any person so authorised by the Board of Directors, to adopt any resolution or take any action as may be necessary to implement any of the above resolutions including, without limitation, to:</p> <p>(a) approve the increase in share capital of the Company, resulting from the conversion of the bonds to shares, in connection with the Acquisition and the Acquisition; (b) apply for the listing of new ordinary shares of the Company on the Abu Dhabi Securities Exchange; and (c) correspond and negotiate with any person, entity (official or otherwise) within and outside the United Arab Emirates, adopt such resolutions and take any such action as may be necessary to obtain the necessary approvals to effect the Acquisition.</p>
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Name	Mohammad Rateb Amro
Designation	Company Secretary
Signature	

