

Invitation to Attend the Annual General Meeting AGTHIA GROUP P.J.S.C (the "Company")



The Board of Directors of Agthia Group PJSC (the **Company**) invites Shareholders to attend the General Assembly Meeting through an electronic link which will be sent to them via SMS, email (as available) and through the ADX portal. This will enable the Shareholders to attend the meeting virtually and discuss the agenda and vote on the proposed resolutions in real time, on Thursday 8/4/2021 at 1 pm to consider the following agenda:

1. To authorize the chairperson of the meeting to appoint the secretary of the meeting and vote collector.
2. To consider and approve the Board of Directors' Report on the Company's activities and financial position for the financial year ended December 31st, 2020.
3. To consider and approve the Auditors' Report on the financial position of the Company for the financial year ended December 31st, 2020.
4. To discuss and approve the Balance Sheet and Profit & Loss Account for the year ended December 31st, 2020.
5. To consider and approve Board of Directors' proposal for a cash dividend of 16.5% which is equal to (0.165) Dirham per share for total amount of AED 118.8 million.
6. To discharge the Directors from liability for the year ended December 31st, 2020, or to dismiss the Directors and to file the liability claim against them, as the case may be.
7. To discharge the Auditors from liability for the year ended December 31st, 2020, or to dismiss the Auditors and to file the liability claim against them, as the case may be.
8. To consider and approve Directors' remuneration for the financial year ending 31 December 2020 of AED 2,340,000.
9. To appoint Auditors for the financial year that will end December 31st, 2021 and fix their remuneration.
10. To consider the appointment of the representative of shareholders at the general assembly meetings.

Notes:

1. Each shareholder who is eligible to attend the General Assembly may delegate someone other than the Board members or the staff of the Company, or securities brokerage company, or its employees, to attend on their behalf as per a written proxy stating expressly that the proxy has the right to attend the General Assembly and vote on its decision. A proxy for a number of shareholders shall not have more than (5%) of the Company issued capital after receiving that delegation. Persons lacking legal capacity and incapacitated must be represented by their legal representatives.
2. The shareholder's signature on the proxy referred to in Clause No. (1) above shall be the signature approved by any of the following entities:
 - a) Notary Public.
 - b) Commercial Chamber of Economic Department in the state.
 - c) Bank or Company licensed in the state, provided that the agent shall have account with any of them.
 - d) Any other entity licensed to perform attestation works.
3. At the direction of the Securities and Commodities Authority, the company's shareholders who will attend the General Assembly by virtual meetings should register their attendance electronically to be able to vote on the items of the General Assembly. Registration is open from 1 pm on Wednesday, 7/4/2021 and closes at 12 pm. on Thursday, 8/4/2021. For electronic registration, please visit the following website: www.smartagm.com. Holders of proxies must send a copy of their proxies to the email address CapitalMarketsTeam@adcb.com with their names and mobile numbers to receive text messages for registration. In all cases, a copy of the proxies must be sent by e-mail to Abu Dhabi Commercial Bank (the meeting organizer) and any supporting documents to the following e-mail: CapitalMarketsTeam@adcb.com or contact the Company's Investors Relations on mobile 00971566804872, email: sahar.srou@agthia.com and mention your mobile number so that the organizer can verify and send the username and password to complete registration via SMS.
4. Any Shareholder who is a corporate person may delegate one of its representatives or those in charge of its management under a decision of its Board of Directors or its authorized deputy to represent such corporate person in the General Assembly of the Company. The delegated person shall have the powers as determined under the delegation decision.
5. The Shareholder who is registered in the company register on 7th April 2021 has the right to vote in the meeting.
6. The Meeting of the General Assembly shall not be valid unless attended by Shareholders who hold or represent, by proxy, at least (50%) of the Company's Share Capital. In case quorum is not reached in the first Meeting, the second Meeting shall be convened on Thursday 15th April 2021 at the same time and place and the proxies issued for the Second Meeting shall be valid. The second meeting shall be valid by whoever attends.
7. The virtual meeting will be recorded.
8. 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-investorprotection.aspx>
9. You can view the Company's financial statements and the Corporate Governance Report for the year 2020 through ADX website (www.adx.ae) and the Company's website www.agthia.com.

Board of Directors

**A valid Covid-19 negative
test report is mandatory.
Validity of the test is 48 hours.**

