



**INVITATION TO ATTEND THE ANNUAL GENERAL MEETING
AGTHIA GROUP P.J.S.C (THE "COMPANY")**

Notice is hereby given that the 9th 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 Monday April 28th, 2014 at 3.00 pm.

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, 2013.
2. To consider and approve the Auditors' Report on the financial position of the Company for the financial year ended December 31st, 2013.
3. To discuss and approve the Balance Sheet as at December 31st, 2013 and Profit & Loss Account for the year ended December 31st, 2013.
4. To consider and approve Board of Directors' proposal for a cash dividend of 10%.
5. To absolve the Directors and Auditors from liability for the year ended December 31st, 2013.
6. To consider and approve Directors' remuneration.
7. To appoint Auditor for the financial year ending December 31st, 2014 and fix their remuneration.
8. To elect the Board of Directors for a period of three years, in accordance with Company's Article of Association.

Note:

1. Each shareholder is entitled to attend the Meeting and may delegate any other shareholder or any other person who is not a board member to attend the Meeting under a Proxy Form to be collected from The Company's office, Sky Tower, 17th Floor, Al Reem Island, Abu Dhabi; or from Company website: www.agthia.com .
Proxy shall not hold more than 5% of the share capital of the Company. Only original proxies will be accepted.
2. Each shareholder registered on April 27th, 2014 is entitled to attend the general meeting.
3. Shareholders entitled for cash dividend are those recorded in the Share Register on May 8th, 2014.
4. The Company's audited financial statements and Directors' Report for the year 2013 will be available at the General Meeting venue, the Company's website www.agthia.com and at www.adx.ae .
5. If no quorum is achieved for the Annual General Meeting, a second meeting will be held on Monday May 5th, 2014 at the same place and time to consider and approve the same agenda.

By The Order of Board of Directors

