



**Invitation to the Shareholders of
HAYAH Insurance Company P.J.S.C
to Attend the Annual General Meeting of the Company**

The Board of Directors of HAYAH Insurance Company (P.J.S.C) is honoured to invite the shareholders of the Company to attend the Assembly General Meeting that will be held on Wednesday 27/04/2022 at 2:00 PM remotely/electronically. The agenda of the Assembly General Meeting is the following:

1. To hear and discuss the Board of Directors' report on the Company's activities and its financial position for the financial year ending 31/12/2021 and approve the same.
2. To hear and discuss the report of the external auditor on the Company's financial year ending 31/12/2021 and approve the same.
3. Discuss and approve the balance sheet and profit and loss account of the Company for the financial year ending 31/12/2021.
4. To discharge the members of the Board of Directors of the Company for the financial year ending 31/12/2021 or to isolate and sue them for their liability.
5. To discharge the external auditors of the Company for the financial year ending 31/12/2021 or to isolate and sue them for their liability.
6. To appoint the external auditors of the Company for the year 2022 and determine their remuneration.
7. Approving and determining the proposal regarding remuneration of members of the Board of Directors.
8. Consider the Board Directors proposal concerning no distribution of any cash dividends/ bonus share for the financial year ending 31/12/2021.
9. Ratification of Mr. Salman AlMadhi as board member for replacement of Mr. Paul Adamson and Mrs. Mrs. Reema Norooz as a board member for replacement of Mrs. Laura Patricia Gerstein Alvarez, for the remaining term of the predecessor.

Remarks:

1. Assembly meetings shall be held at the Company's headquarters on the day and time specified by shareholders' invitation, in the presence of the Board of Directors, the auditors, the registrar, the meeting secretary and the vote counter, and the attendance of the shareholders will be through electronic participation and without personal attendance.
2. Shareholders of the Abu Dhabi Stock Exchange can register and vote online using the integrated digital platform for the "smartagm.ae". To inquire about registration and voting procedures, please visit the market website at www.adx.ae or contact the Company's investor relations on a phone +971 56 995 3908 or through email investors@hayah.com
3. Whoever has the right to attend the General Assembly may delegate whomever he/she chooses from other than the members of the Board of Directors according to a special established power of attorney in writing. The proxy for a number of shareholders must not possess in this capacity more than (5%) of the company's capital and represents those who are incompetent and those who have lost their representatives legally. (Provided that the requirements set forth in Clauses 1 and 2 of Article No. (40) of the Chairman of the Authority's Board of Directors Decision No. (3 / R.M) of 2020 regarding the adoption of the Governance Manual for Public Joint Stock Companies are observed.
4. 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 meeting of the Company. The delegated person shall have the powers as determined under the delegation decision.
5. The owner of the share registered on Tuesday 26/04/2022 shall be deemed to be the holder of the right to vote in the General Assembly meeting.
6. Shareholders can find the Financial Statements and the Corporate Governance reports of the Company on the website of the Abu Dhabi Securities Exchange www.adx.ae, and on the Company website: www.hayah.com
7. 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. If this quorum for the meeting is not available in the first meeting, the second meeting shall be convened on 29/04/2022 in the same place and time. (The second meeting shall be held after a period of not less than five (5) days and not more than fifteen (15) days from the date of the first meeting. The postponed meeting shall be deemed valid irrespective of the number of the shareholders present.
8. The shareholders can access the Investors Rights Guide on the Securities and Commodities Authority's website <https://www.sca.gov.ae/ar/services/minority-investor-protection.aspx>



Clarifying disclosure regarding the approval of agencies

According to Clauses 1 & 2 of Article 40 of the Corporate Governance Manual, we would like to inform the shareholders with the following:

1. Each shareholder who has the right to attend the general assembly may delegate someone from other than the Board members or the staff of the company, or securities brokerage company, or its employees, to attend on his behalf as per a written delegation stating expressly that the agent has the right to attend the general assembly and vote on its decision. A delegated person for a number of shareholders shall not have more than (5%) of the Company issued capital after gaining that delegation. Persons lacking legal capacity and are incompetent must be represented by their legal representatives.
2. The shareholder signature on the power of attorney referred in clause No. (1) shall be the signature approved by any of the following entities:
 - Notary Public.
 - Commercial chamber of economic department in the state.
 - Bank or company licensed in the state, provided that the agent shall have account with any of them.
 - Any other entity licensed to perform attestation works.