

# Invitation to Attend the General Assembly Meeting of Agthia Group P.J.S.C



The Board of Directors of Agthia Group PJSC (the "Company") invites the shareholders to attend the General Assembly meeting, being held on Thursday 12/09/2024 at 11:00 AM at the Company's headquarters in the Grand Meeting Hall – Sky Tower, 17th floor, Al Reem Island, Emirate of Abu Dhabi, by attending in person or participating through the use of remote presence/virtual meeting technology with visual communication and electronic voting option during the meeting, by logging onto the website: [www.smartagm.com](http://www.smartagm.com), where the link to the meeting will be sent by email and SMS to the shareholders and through the website of Abu Dhabi Securities Exchange, to consider the following agenda:

- To approve the recommendation of distributing interim (semiannual) dividends of 10.31 fils per share with a total amount of AED 85.7 million to the Company's shareholders for the period ending on 30 June 2024.

## 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 or 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 11:00 am on Wednesday, 11/09/2024 and closes at 11:00 am on Thursday, 12/09/2024. For electronic registration, please visit the following website: [www.smartagm.com](http://www.smartagm.com). Holders of proxies must send a copy of their proxies to the email address [CapitalMarketsTeam@adcb.com](mailto: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](mailto:CapitalMarketsTeam@adcb.com) or contact the Company's Investors Relations on mobile 00971509906569, email: [amr.amin@agthia.com](mailto:amr.amin@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 11 September 2024 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 19 September 2024 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 holder of the right to the dividends is the owner of the share registered on Monday 23/09/2024.
8. The virtual meeting will be recorded.
9. 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>
10. The shareholders can view the Company's financial statements and the Corporate Governance Report through ADX website ([www.adx.ae](http://www.adx.ae)) and the Company's website ([www.agthia.com](http://www.agthia.com)).

## Board of Directors



## إفصاح توضيحي بشأن اعتماد التوكيلات

بناءً على متطلبات البندين 1 و 2 من المادة رقم 40 من دليل الحوكمة، نود أن نلفت السادة المساهمين إلى ما يلي:

1. يجوز لمن له حق حضور الجمعية العمومية أن ينيب عنه من يختاره من غير أعضاء مجلس الإدارة أو العاملين بالشركة أو شركة وساطة في الأوراق المالية أو العاملين بها بمقتضى توكيل خاص ثابت بالكتابة ينص صراحة على حق الوكيل في حضور اجتماعات الجمعية العمومية والتصويت على قراراتها. ويجب ألا يكون الوكيل لعدد من المساهمين - حائزاً بهذه الصفة على أكثر من (5%) من رأس مال الشركة المصدر. ويمثل ناقصي الأهلية وفاقديها النائبون عنهم قانوناً.

2. يتعين أن يكون توقيع المساهم الوارد في الوكالة المشار إليها في البند (1) هو التوقيع المعتمد من/لدى أحد الجهات التالية، وعلى الشركة اتخاذ الإجراءات اللازمة للتحقق من ذلك.

- (أ) الكاتب العدل.
- (ب) غرفة تجارة أو دائرة اقتصادية بالدولة.
- (ج) بنك أو شركة مرخصة بالدولة شريطة أن يكون للموكل حساب لدى أي منهما.
- (د) أي جهة أخرى مرخص لها للقيام بأعمال التوثيق.

3. يتعين تضمين نموذج التوكيل أرقام التواصل بالمساهم واسم وأرقام التواصل الخاصة بممثل عن شركة الوساطة الذي اعتمد التوكيل. إن هذا النموذج / التوكيل / التفويض هو نموذج استرشادي حيث ويكون للموكل إصدار التوكيل وفقاً للحدود والصلاحيات الذي يراها مناسبة، وذلك جميعه مع ضرورة التزام بأن يكون توقيع المساهم الوارد في الوكالة هو التوقيع المعتمد من/لدى أحد الجهات المذكورة أعلاه. للمزيد من المعلومات أو الإيضاحات يرجى التواصل على الأرقام التالية [amr.amin@agthia.com](mailto:amr.amin@agthia.com) أو البريد الإلكتروني +971509906569/

## 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:
  - 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. The Proxy form shall include the name & contact number(s) of the shareholder and the brokerage firm who approved the proxy. This form / power of attorney / delegation / Proxy is a guiding form whereby the client has the power to issue the Proxy in accordance with the limits and powers he deems appropriate, all of this is with the obligation that the signature of the shareholder mentioned in the proxy be the signature approved by / with one of the above-mentioned authorities. For further inquiries or clarification please contact us at +971509906569 or email us at [amr.amin@agthia.com](mailto:amr.amin@agthia.com)