

Invitation of the General Meeting Eshraq Investments PJSC



دعوة اجتماع الجمعية العمومية لشركة إشراق للاستثمار ش.م.ع.

The Board of Directors of Eshraq Investments PJSC (the "Company") is pleased to invite its Shareholders to the General Meeting of the Company (the "General Meeting") which will be held in person at Royal M Hotel – Abu Dhabi or virtually - Registration on www.smartagm.ae at 11:00 am Wednesday 25 October 2023, to consider the following agenda:

Agenda:

Special Resolution:

Approve, by way of a Special Resolution to amend article 19 (a) of the articles of association of the Company, as follows:

Article 19 (a) before Amendment

The Company shall be managed by a Board of Directors consisting of seven (7) to be elected by the Shareholders' General Assembly by secret cumulative voting.

Article 19 (a) after Amendment

The Company shall be managed by a Board of Directors consisting of five (5) to be elected by the Shareholders' General Assembly by secret cumulative voting.

Ordinary Resolution:

1. Elections of the board of directors' members of the Company instead of the resigned board members.
2. Discharge the resigned members of the Board of Directors.

Notes:

Shareholders can attend in person or remotely through electronic participation. Shareholders of the Bank attending must register in order to vote for the agenda items of the general assembly. Registration will open on Tuesday 24 October 2023 at 11:00 am and will be closed on Wednesday 25 October 2023 at 11:00 am. Shareholders can register by visiting the site www.smartagm.ae within one working day prior to the GM date (i.e. 24 October 2023), and the attendance registration process will be active till the time of the GM meeting, voting and participation in the meeting is available only shareholders registered before the start of the meeting, and voting on agenda items continues until the end of deliberation on each item. Proxy holders must send a copy of the proxies to the following email address IS@bankfab.com, along with name/mobile number to receive a SMS for registration.

1. Each shareholder is entitled to attend remotely or to delegate to a proxy, who is not a Board Member, employees of the company or brokerage company or its employees to attend the AGM on their behalf by virtue of a written special written authorization/proxy made pursuant to the delegation form attached with the invitation dispatched by mail. Holders of proxies must send a copy of their proxies the IS@bankfab.com, with their names and mobile numbers to receive text messages for registration, latest by 24 October 2023. A Proxy holder may not represent a number of shareholders in excess of 5% of the Company's capital. However, if the proxy is representing one single shareholder, his/her proxy may exceed 5% of the Company's capital. Minors and those who have no legal capacity shall be represented by their legal representatives. In case the quorum was not achieved in the first meeting, the proxies issued for the first meeting shall be considered valid for any later meetings unless expressly cancelled by the shareholder through a notification to First Abu Dhabi Bank – Issuer Services Department - at least two days prior to the second meeting. The requirements under Clauses No. 1 and 2 of Article 40 of Securities and Commodities Chairman Decision No. (3/Chairman) of 2020 on the Approval of Public Joint Stock Companies Governance Guide ("Governance Guide") on adopting proxies shall be met. These requirements are set out in the explanatory disclosure on adopting proxies which is annexed to this invitation.
2. A corporate person may delegate one of its representatives or those in charge of its management under a resolution passed by its board of directors or managers to represent the corporate person in the General Meeting. The delegated person shall have the authority as determined by the authority resolution.
3. The General Meeting shall not be validly held unless attended by shareholders (in person or via proxy) representing not less than 50% of the share capital of the Company. In the event that such quorum is not present at the first General Meeting, a second meeting will take place on Tuesday 31 October 2023 at the same time and the second meeting shall be valid irrespective of the shareholders attendance percentage.
4. The registered holder of a share on Tuesday 24 October 2023, shall have the right to attend and vote at the General Meeting. In case of the second meeting, the registered holder of a share on Monday 30 October 2023 shall have the right to attend and vote at the second General Meeting. If any dividends are declared for distribution in the second meeting.
5. Special Resolution: is the resolution that shall be passed by the majority of 75% (seventy-five per cent.) of the shares attended or represented in the General Meeting.
6. The shareholders may review the financial statements of the Company and the Company's corporate governance report on ADX website (www.adx.ae) and the Company's website (www.Eshraquae.com) Please check the investor protection guide at the Securities and Commodities Authority's website: <https://www.sca.gov.ae/ar/services/minority-investor-protection.aspx>

Chairman of Eshraq Investments PJSC

On his behalf: Mohammad Al Bazaie

Board Secretary

Proxy

To Mr. Chairman of Eshraq Investments PJSC (the "Company")

Dear Sir,

I/We:

The shareholder(s) of Eshraq Investments PJSC (the Company) hereby appoint by virtue of this proxy

Mr. / Mrs.:

To represent me and vote on my behalf in the General Assembly Meeting to be held on Wednesday 25 October 2023 or any adjourned meeting therefore.

Date: / / 2023

Signature:

سعادة/ رئيس مجلس إدارة شركة إشراق للاستثمار ش.م.ع ("الشركة") المحترم
تحية طيبة وبعد،،،

أنا / نحن :

المساهم / المساهمين شركة إشراق للاستثمار ش.م.ع. (الشركة) ، أعين / نعين بموجب هذا التوكيل:
السيد / السيدة /

وكيلاً عني/ عنا وأفوضه/نفوضه بأن يصوت باسمي/باسمنا ونياية عني/عنا في اجتماع الجمعية العمومية المقرر انعقاده يوم الأربعاء الموافق ٢٥ أكتوبر ٢٠٢٣ وأي تأجيل له.

تحريراً في: / ٢٠٢٣ / التوقيع: