

AGM Invitation
Al Buhaira National Insurance Company

The Board of Directors of Al Buhaira National Insurance Company (PJSC) has the honor to invite the shareholders to attend the annual General Assembly meeting on Monday 24/04/2023 at 11:00 am at Al Buhaira Insurance Tower, Al Majaz 1, Khalid Lagoon, personally or through www.smartagm.ae to consider the following agenda:

1. Listen to and approve the Board of Directors' Report on the Company's activity and its financial position for the fiscal year ended on 31/12/2022.
2. Listen to and approve the Auditor's Report for the fiscal year ended on 31/12/2022.
3. Discuss and approve the Company's balance sheet and profit and loss account for the fiscal year ended on 31/12/2022.
4. Consider the Board of Directors' proposals not to distribute cash dividends to shareholders.
5. Discharge the members of the Board of Directors for the fiscal year ended on 31/12/2022 or remove them and file a liability action against them, as the case may be.
6. Discharge the auditors for the fiscal year ended on 31/12/2022 or remove them and file a liability action against them, as the case may be.
7. Appoint the auditors of the company for the year 2023 and determine their fees.
8. Special Resolution: to consider and approve the amendment of article (38) of the Company's Articles of Association, to comply with the Federal Decree – Law No. 32 of 2021 of commercial companies, after obtaining Authorities approval. Amended Articles will be available on the Company and ADX website before the General Assembly Meeting.

Notes:

1. At the guidance 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 will be open from 11:00 am on Sunday 23/04/2023 and will close at 11:00 am on Monday 24/04/2023. For electronic registration, please visit the following website: www.smartagm.ae. Holders of proxies must send a copy of their proxies to the email address: shareholders@albhaira.com with their names and mobile numbers to receive text messages for registration.
2. Any shareholder who has the right to attend the General Assembly may delegate any person other than a member of the Board of Directors under a special written proxy. In such capacity, no proxy may represent more than 5% of the shares in the capital of the Company – for a number of shareholders-. Shareholders who lack capacity or competency shall be represented by their legal representatives. (The requirements of sections 1 and 2 of Article 40 of the Chairman's Decision

(3/R.M.) for 2020 on the adoption of the Public Shareholding Governance Manual shall be taken into account.)

3. 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.
4. Pursuant to the article (40/4) of the Securities and Commodities Chairman Decision no (3/R.M.) of 2020 concerning the joint stock companies Governance Guidelines , any shareholder who wishes to appoint a representative to attend and vote on his / her behalf can communicate with the following persons from , that the company shall bear the fees for their attendance and voting :

moniem@alowaislaw.com

Mr. Mohammad Abdul Moniem Mohammad

Tel. 050-9095612

04 - 8740333

Abdulla Al Owais Law Office

mg2000advocates@gmail.com

Mr. Hasan Al Marzouki

Tel 050-6271570

O6 - 7489661

Hasan Ali Al Marzouki Office

5. Shareholders registered in the Shareholders Register on **Sunday**, 23/04/2023 shall be entitled to vote in the General Assembly meeting.
6. Shareholders registered in the shareholders register on **Thursday**, 04/05/2023 shall be entitled to receive the dividends.
7. The shareholders can access and review the financial statements of the Company on the website of the **Abu Dhabi Securities Market** and Company website www.albuhaira.com
8. 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 **Saturday**, 29/04/2023 at the same time, location and mechanism.
9. Shareholders have the right to discuss subjects listed on the General Assembly meeting's agenda and address their questions to the Board of Directors and the company External Auditors.

10. Special Resolution: is a resolution passed by majority vote of the shareholders who hold at least 3/4 of the shares represented in the General Assembly meeting of a joint-stock company.
11. Shareholders can view the guide on investor rights in securities, which is available on the main page of the SCA official website, according to the following link:

<https://www.sca.gov.ae/ar/services/minority-investor-protection.aspx>