

## Invitation to Attend the General Assembly Meeting of "BHM Capital Financial Services P.S.C"

Dear Shareholders of "BHM Capital Financial Services P.S.C"

The Board of Directors of "BHM Capital Financial Services P.S.C" (the "Company") is pleased to invite the company's shareholders to attend the General Assembly Meeting which will be held remotely / online (without the physical presence of the Company's shareholders) on Monday 04 March 2024 at 11:00 AM and in case of quorum is not met at this meeting, the General Assembly shall be held on 11 March 2024 in the same place and time to review and discuss the following Agenda:

1. Authorize the Chairman of the General Assembly to appoint the rapporteur and the vote collector.
2. Review and ratify of the Board of Directors' report in relation to the financial year ended 31/12/2023.
3. Review and ratify of the Auditor's report for the financial year ended 31/12/2023.
4. Discuss and approve the Consolidated Financial Statements of the Company for the financial year ended 31/12/2023.
5. Discuss and approve of the Board of Directors' proposal regarding the distribution of bonus shares to shareholders at a rate of 28.83% of the capital, amounting to AED 50,000,000.
6. Discuss and approve of the Board of Directors' proposal regarding the distribution of cash dividends to shareholders at the rate of 7.75% of the capital, amounting to AED 13,440,907.
7. Discharge, not to discharge or dismiss the members of the Board of Directors from liabilities for the financial year ended 31/12/2023.
8. Consider and Approve the Directors' Remuneration with no more than 10% of the net profit.
9. Discharge, not to discharge or dismiss the auditors from liabilities for the financial year ended 31/12/2023.
10. Appointing a new auditor for the company for 2024 and determining their fees.
11. Approval of the previous Board of Directors' decisions to appoint Board Members to replace the resigned Board Members as follows:
  - Approve of the appointment of Mr. Zaid Farid Abdo Nassif as a member of the Board of Directors in place of the resigned Board Member, Mr. Ziad Omar Kanaan.
  - Approve of the appointment of Mr. Mohamed Abdulrahman Amiri as a member of the Board of Directors in place of the resigned Board Member, Mr. Yazan Abugulal.
12. **Special Regulations:**  
Approve to amend Article No. (6), Section (1) in the Memorandum of Association so that the list of the company's activities is amended by adding the practice of Crowdfunding, Market Making activities in securities and Fixed Income Trading.

### General Notes:

- Shareholders can register and vote on the resolutions online through [www.smartagm.ae](http://www.smartagm.ae) with the share registrar and organizer within 24 hours prior to the meeting.
- The General Assembly Meeting will be held in BHM Capital Financial Services P.S. C's Head Quarter in Dubai – Business Bay – Vision Tower - 4901. In the presence of the board of directors, the auditors, share registrar, vote collector and meeting rapporteur while the attendance of the shareholder will be online without personal attendance.
- 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. Shareholders who are minors or interdicted shall be represented by their legal representatives. Copy of the POA attached to the invitation.
- Every shareholder whose name is registered on the last business day preceding the Company's General Meeting (Friday 01 March 2024) shall be entitled to vote at the General Meeting. In case the meeting is held on 11 March 2024 due to lack of quorum in the first meeting, every shareholder whose name registered on the last business day preceding the Company's General Meeting (Friday 08 March 2024) shall be entitled to vote at General Meeting.
- The meeting of the General Assembly shall not be valid unless shareholders who hold or represent by proxy at least (50%) of the Company's share capital were registered online. If this quorum for the meeting is not available in the first meeting, the second meeting shall be convened on 11 March 2024 at the same time. The postponed meeting shall be deemed valid irrespective of the number of the shareholders present.
- Special Resolution: is a resolution passed by majority vote of the shareholders who hold at least 3/4 of the shares attended or represented in the General Assembly Meeting the Company.
- For more information you can contact us by email [IR@bhmuae.ae](mailto:IR@bhmuae.ae) or phone 00971 45247463

Chairman of The Board  
BHM Capital Financial Services P.S.C

### Proxy

I / we: .....  
The undersigned shareholder of "BHM Capital Financial Services P.S.C" hereby appoint by virtue of this proxy  
Mr. / Mrs.: .....

To represent me and vote on my behalf in the General Assembly meeting which will be held via e-participation" on Monday 04/03/2024 at 11:00 am or any adjourned meeting, therefore.

Shareholder Investor Number: .....

Shareholder Mobile Number: .....

Proxyholder e-mail Address: .....

Proxyholder Mobile Number: .....

Date: / /2024

Signature: .....



# إفصاح توضيحي بشأن اعتماد التوكيلات



بناءً على متطلبات البندين ١ و ٢ من المادة رقم ٤٠ من دليل حوكمة الشركات المساهمة العامة الصادر من هيئة الأوراق المالية والسلع، نود أن نلفت السادة المساهمين إلى ما يلي:

## الوكلاء المفوضين عن المساهمين:

١. يجوز لمن له حق حضور الجمعية العمومية أن نييب 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 (٥%) من رأس مال الشركة المصدر. ويمثل ناقص الأهلية وفاقديها النائبون عنهم قانوناً.
٢. يتعين أن يكون توقيع المساهم الوارد في الوكالة المشار إليها في البند (١) 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 القيام بأعمال التوثيق
٣. بالإضافة إلى ذلك يرجى إرفاق ما يلي:
  - نسخة سارية الصلاحية من بطاقة الهوية الإماراتية (من الأمام والخلف) أو نسخة جواز السفر للمساهم.
  - نسخة سارية الصلاحية من بطاقة الهوية الإماراتية (من الأمام والخلف) أو نسخة جواز السفر لصاحب التوكيل
٤. يتعين تضمين نموذج التوكيل أرقام التواصل بالمساهم واسم و أرقام التواصل الخاصة بممثل عن شركة الوساطة الذي اعتمد التوكيل.

## الوكلاء المفوضين عن الشخص الاعتباري

١. يجوز للشخص الاعتباري تفويض أحد ممثليه أو المسؤولين عن إدارته بموجب قرار صادر عن مجلس إدارته أو أي كيان مماثل.
٢. يجب أن يتم توقيع خطاب التفويض أو النموذج من قبل المفوض بالتوقيع عن الشخص الاعتباري وتقديم المستند الداعم مثل التوكيل الرسمي والرخصة التجارية وما إلى ذلك.
٣. بالإضافة إلى ذلك يرجى إرفاق ما يلي:
  - نسخة سارية الصلاحية من بطاقة الهوية الإماراتية (من الأمام والخلف) أو نسخة جواز السفر لصاحب التوكيل
٤. يتعين تضمين نموذج التوكيل أرقام التواصل بالمساهم واسم و أرقام التواصل الخاصة بممثل عن شركة الوساطة الذي اعتمد التوكيل.

## CLARIFYING DISCLOSURE REGARDING THE APPROVAL OF AGENCIES

According to Clauses (1) & (2) of Article (40) of the Governance Guide for Public Shareholding Companies issued by the Securities and Commodities Authority, we would like to inform the shareholders of the following:

### Individual Proxyholder:

1. Any 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 or economic department in the state
  - c - Bank or company licensed in the state, provided that the agent shall have an account with any of them.
  - d - Any other entity licensed to perform attestation works.
3. In addition to the above please, provide the following:
  - Valid Emirates ID copy (Front and Back) or Passport Copy of the shareholder
  - Valid Emirates ID copy (Front and Back) or Passport Copy of the Proxyholder.
4. The proxy form shall include the name and contact number(s) of the shareholder and the brokerage firm who approved the proxy.

### Corporate Proxyholder

1. 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 any similar entity.
2. The delegation letter or form should be signed by an authorized signatory and provide the supporting document such as POA, Trade License etc.
3. In addition to the above please, provide the following:
  - Valid Emirates ID copy (Front and Back) or Passport Copy of the Proxyholder.
4. The proxy form shall include the name and contact number(s) of the shareholder and the brokerage firm who approved the proxy.