



AL DHAFRA INSURANCE COMPANY P.S.C.

National Company with a Paid - Up Capital of AED. 100,000,000 (AED. One Hundred Million) Established by Law No. 8 of 1979 and subject to Federal Commercial Companies Law No. 8 of 1984 and The U.A.E. Insurance Law (Federal Law No. 6 of 2007)
TAX REG. No: 100014650400003

Invitation to attend the Annual General Assembly Meeting of Al Dhafra Insurance Company (P.S.C)

The Board of Directors of Al Dhafra Insurance Company (P.S.C) has the honor to invite the shareholders to attend the annual General Assembly meeting at 11:00 a.m. on Wednesday 17/03/2021 in our head office, Al Dhafra Insurance Company (P.S.C) Zayed Second Street, Abu Dhabi, (Shareholders can also participate at the same time and date via the WEBEX application.) to consider the following agenda:

1. Appointing representatives of the shareholders who wish to represent them and vote on their behalf.
2. Listen to and approve the Board of Director's Report on the Company's activity and its financial position for the fiscal year ended 31/12/2020.
3. Listen to and approve the Auditor's Report for the fiscal year ended on 31/12/2020.
4. Discuss and approve the Company's balance sheet and profit and loss account for the fiscal year ended on 31/12/2020.
5. Consider the Board of Director's proposals concerning the distribution of profits by 40 % of the nominal value of the share as a cash dividend of AED 40 million. At 40 fils per share.
6. Approve a proposal concerning the remuneration of the members of the Board of Director's.
7. Discharge the members of the Board of Directors for the fiscal year ended on 31/12/2020, or remove them and file a liability action against them, as the case may be.
8. Discharge the auditors for the fiscal year ended 31/12/2020, or remove them and file a liability action against them, as the case may be.
9. Appoint the auditors for the year 2021 and determine their fees.

Notes:

- 1 Any shareholder who has the right to attend the General Assembly Meeting May delegate any person other than a member of the Board of Director's 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 lack capacity or competency shall be represented by their legal representatives. (Provided that the requirements set forth in Clauses 1 and 2 of Article (40) of the Authority's Board of Directors Decision No. [3 / RM] of 2020 regarding the approval of the Governance Manual for Public Joint Stock Companies shall be observed.)

Abu Dhabi (Head Office)

Company Bldg.
Zayed the 2nd Street
P. O. Box : 319
Tel. : 02-6949444
Fax : 02-6729833 - 6771813
United Arab Emirates

Dubai Branch

P. O. Box : 14006
Tel. : 04-2103777
Fax : 04-2974111
United Arab Emirates

Al Ain Branch

P. O. Box : 15159
Tel. : 03-7512000
Fax : 03-7644710
United Arab Emirates

Bida Zayed Branch

P. O. Box : 50094
Tel. : 02-8846048
Fax : 02-8847123
United Arab Emirates

Sharjah Branch

P. O. Box : 28892
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2. A corporate person may delegate one of its representative or those in charge if 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 decisions.
3. Shareholders registered in the shareholders Register on Tuesday 16/03/2021 shall be entitled to attend and vote in the General Assembly Meeting.
4. Shareholders registered in the shareholders register on Sunday 28/03/2021 shall be entitled to receive the dividends.
5. The shareholders can access and review the financial statements of the Company and the Governance Report on the website of the Abu Dhabi Securities Exchange (www.adx.ae) and the company's website (www.aldhafrainsurance.ae).
6. The Investor Rights Index, available on the home page, can be found on the official website of the Authority (<https://www.sca.gov.ae/Arabic/Pages/Home.aspx>).
7. The shareholders must update their contact details and addresses at Abu Dhabi Securities Exchange to ensure that the profits are received in the most appropriate manner. If the dividends are distributed, this will be done through the Abu Dhabi Securities Exchange.
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 Wednesday Date 24/03/2021 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 number of the shareholders present.

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Website : <http://www.aldhafrainsurance.ae> E-mail. info@aldhafrainsurance.ae



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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.



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