

Invitation to attend the Annual General Assembly Meeting of Al Buhaira National Insurance Company (Public Joint-Stock 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 29 /03/2021 at 11 AM, 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 31/12/2020.
2. Listen to and approve the Auditor's Report for the fiscal year ended on 31/12/2020.
3. Discuss and approve the Company's balance sheet and profit and loss account for the fiscal year ended on 31/12/2020
4. Consider the Board of Directors' proposals concerning the distribution of cash of 10% of the capital and the value is 25 million Emirati Dirham.
5. Approve a proposal concerning the remuneration of the members of the Board of Directors and determine the amount thereof.
6. 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.
7. Discharge the auditors 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. Appoint the auditors and determine their fees.
9. Approve the appointment Mr. Mohamed Abdel Moneim Mohamed from Abdalla Alowais Advocates & Legal Consultants and Mr. Tamer Abdellatif Ahmed Mohamed Elgrawany from Hasan Ali AlMarzooqi Advocates & Legal Consultants as the shareholders representatives who wish to represent and vote on their behalf.
10. Special Resolution: amendment of some articles of the Memorandum of Association. For Example(Article 7- Article 13- Article 16 - Article 19- Article 20- Article 22- Article 23- Article 25- Article 30- Article 32- Article 45- Article 46 - Article 50-

Article 54- Article 55- Article 58- Article 65- Article 66- Article 68- Article 69- Article 70) the amendment of subject to the approval of the Competent Authority.

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 Thursday 25/03/2021 and will close at 11:00 AM on Monday 29/03/2021. 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@albhuhaira.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. Shareholders registered in the Shareholders Register on **Sunday**, 28/03/2021 shall be entitled to vote in the General Assembly meeting.
5. Shareholders registered in the shareholders register on **Thursday**, 08/04/2021 shall be entitled to receive the dividends.
6. 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.albhuhaira.com.
7. 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 **Monday**, 05/04/2021 at the same time and mechanism.
8. 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.
9. 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.
10. 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>
11. Shareholders can attend the Meeting www.smartagm.ae by visiting the Company's Website-Investor Relation-AGM Live streaming on Monday 29/03/2021 at 11 AM.