



شركة الخزنة للتأمين ش.م.ع.

AL KHAZNA INSURANCE COMPANY P.S.C

Invitation to attend Ordinary General Assembly Meeting of Shareholders of Al Khazna Insurance Company PSC

The Board of Directors of Al Khazna Insurance Company (PSC) is pleased to invite the shareholders to the annual general assembly meeting, with the option to attend and vote remotely / electronically or the option to attend in person at the company's headquarters at its address, Delma Street No. 13 Al Nahyan Camp, Villa No. 86 at 10:00 am on Monday 07/12/2020 to consider the following agenda:

1. To hear and approve the report of the Board of Directors on the company's activities and its financial position for the fiscal year ending on December 31, 2019.
2. To hear and approve the auditors' report for the fiscal year ending on December 31, 2019.
3. Discussing and approving the company's balance sheet and profit and loss account for the year ending on December 31, 2019.
4. Discharge or dismissal of the members of the Board of Directors for the fiscal year ending on 31/12/2019 and file a liability lawsuit against them, as the case may require
5. Discharging the auditors from liability for the fiscal year ending on 31/12/2019 or dismissing them and filing the liability lawsuit against them, as the case may require
6. Appointment and / or reappointment of auditors for the year 2020 and approving their fees.

Special Resolutions:

1. Considering the company's continuation in practicing its activity in implementation of the provisions of Article 302 of Federal Law No. 2 of 2015 regarding commercial companies.
2. Considering the reduction of the company's capital from 420,000,000 to 100,000,000 million dirhams, with a reduction value of 320 million dirhams, to extinguish part of the accumulated losses that amounted to 411,358,911 in the fiscal year ending on December 31, 2019, as well as considering the use of the legal reserve and the balance of the issuance premium in full to extinguish another part of the accumulated losses while adhering to the provisions of Articles 202 - 203 - 204 of Federal Law No. 2 of 2015 regarding commercial companies and authorizing the Board of Directors to take all necessary measures.
3. In line with the requirements of Insurance Authority Resolution No. 25 of 2014 regarding the financial instructions for insurance companies, to sell the investment lands and the portfolio of shares owned by the company in part or in whole and to authorize the Board of Directors to do so.
4. Reducing the number of members of the Board of Directors from 11 to 7 members and amending the Article of Association of the Company accordingly
5. Amending the Article of Association of the Company by allowing the meetings of the Board of Directors and its committees to be held by means of modern technology, in compliance with the regulations imposed by the Securities and Commodities Authority in this regard
6. Amending the Article of Association of the Company by allowing the invitation to be directed at the general assembly to notify the shareholders by registered letters or through text messages and e-mail "if any", in compliance by the regulations imposed by the Securities and Commodities Authority in this regard.



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7. Allowing foreign ownership of 49% of the shares of a company and amending the articles of association as appropriate

Notes:

1. Assembly meetings are held at the company's headquarters on the day and hour specified by the shareholders' invitation, in the presence of the board of directors, the auditor, the registrar, the meeting rapporteur and the vote collector, and the shareholders' attendance is through electronic participation or personal attendance.

2. The shareholders of the Abu Dhabi Securities Market can register and vote in person at the company's headquarters or electronically using the digital platform www.smartagm.ae. Any agent owner must send by e-mail to Abu Dhabi Commercial Bank (agents) and any supporting documents to the following e-mail (corporateactions@adcb.com) and mention his personal phone number so that the organizer can perform the verification and send by SMS with username / password to complete registration. To inquire about registration and voting procedures, please visit the Market's website www.adx.ae or contact the company's investor relations Tel: 02/6585511 - Email: shareholders@alkhazna.ae

3. A legal person may delegate one of its representatives or those in charge of its management according to a decision of its board of directors or a person acting on his behalf, to represent it in the general assembly of the company, and the delegated person shall have the authorities determined stipulated in the authority delegation letter.

4.. Whoever has the right to attend the AGM may delegate to him whoever he chooses from other than the members of the board of directors or the employees of the company or the brokerage company or its employees under a special fixed power of attorney in writing, and the proxy for a number of shareholders must not possess this capacity of more than (5%) five percent of The capital of the company, represented by the persons lacking legal capacity their representatives legally (provided that the requirements contained in Clauses 1 and 2 of Article No. (40) Of the Chairman of the Authority's Board of Directors Decision No. (3 / R.M) of 2020 regarding the approval of the Corporate Governance Manual are observed. General), and you can view the disclosure published on the company's page on the market's website regarding the procedures required for the approval of the power of attorney. "

5. The owner of the share registered on 12/06/2020 shall be the owner of the right to vote in the General Assembly and register on the online system.

6. "Shareholders can view the company's financial statements, the governance report and the proposed amendments to the articles of the company's articles of association, The Corrective Business Plan to address the accumulated losses, and any documents related to the general assembly through the Abu Dhabi Securities Exchange website www.adx.ae and the company's website <http://www.alkhazna.ae>."

7. The meeting of the General Assembly is not valid unless electronically or in person registered shareholders who own or represent by proxy at least 50% of the company's capital. If this quorum is not achieved at the first meeting, then the second meeting will be held on 12/14/2020 on the same time and place. (The second meeting will be held after a period of no less than (5) five days and no more than (15) fifteen days have passed from the date of the first meeting, and the postponed meeting is considered valid regardless of the number of registered shareholders who are present).

8. Special Resolution: It is the decision issued by a majority vote of the shareholders who own at least three quarters of the shares represented at the general assembly meeting of the joint stock company. (This item will be added if there are any topics that need a special decision).



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9. You can view the Investors' Rights in Securities Guide available on the main page of the Authority's official website, according to the following link:

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