

Invitation to attend the Annual General Assembly Meeting Of Insurance House (PJSC)

The Board of Directors of Insurance House (PJSC) has the honor to invite the shareholders to attend the Annual General Assembly meeting at 10:00 AM on Tuesday, 12/04/2022 virtually by Video Conference to consider and take appropriate resolutions regarding the following agenda:

1. Board of Directors' Report on the Company's activity and its financial position for the fiscal year ended on 31/12/2021.
2. The Auditor's Report for the fiscal year ended on 31/12/2021.
3. Company's balance sheet and profit and loss account for the fiscal year ended on 31/12/2021.
4. The proposal concerning the remuneration of the members of the Board of Directors for the fiscal year ended on 31/12/2021 and determine the amount thereof.
5. Discharge the members of the Board of Directors for the fiscal year ended on 31/12/2021.
6. Discharge the auditors for the fiscal year ended on 31/12/2021.
7. Appoint the auditors for the fiscal year 2022 and determine their fees.

Matters that require a special resolution:

8. Board of Directors' recommendation to purchase a number of the Company's shares not exceeding 10% of the number of shares with the intention of disposing of them in accordance with the decision issued by the Authority in this regard and authorize the Board of Directors to do the following:
 - a. Execute the resolution of the General Assembly within the period approved by the Authority,
 - b. Reduce the Company's capital in the event that the deadline set by the Authority to dispose off the purchased shares expires by writing off those shares with the amendment of the Company's capital in the articles of association.
9. Amendment of some articles of the Articles of Association of the Company in line with the requirements of Federal Law Decree no. 32 of 2021 regarding Commercial Companies. Noting that, those amendments are subject to approval by the competent authorities. The articles to be amended are: (Article 1 – Article 21 – Article 41 – Article 47 – Article 54).

Notes:

1. Shareholders can vote on resolutions through the following online link:
www.insurancehouse.ae/AGM2022/Attendance.htm
2. The meetings of the General Assembly are to be held at the Company's headquarters on the day and hour specified in the Invitation to shareholders, in the presence of the Board of Directors, the Auditor, the Registrar, the secretary of the meeting and the collector of votes. The presence of the shareholders shall be through electronic participation and without personal presence.
3. To inquire about registration and voting procedures, please visit the Market's website at www.adx.ae or contact the Company's Investor Relations at 02-4934800 and/or email: amr.h@insurancehouse.ae
4. Any shareholder who has the right to attend the General Assembly may delegate any person other than a member of the Board of Directors, the staff of the Company, securities brokerage company, or its employees, to attend on his behalf as per a written proxy stating expressly that the proxy has the right to attend the General Assembly and vote on its decisions. 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.

Notes continued:

5. The shareholder signature on the proxy referred to hereinabove shall be the signature attested by any of the following entities in line with articles 1 and 2 of article 40 of the Corporate Governance Guidelines:
 - a. Notary Public;
 - b. Chamber of Commerce or Department of Economic Development;
 - c. Bank or licensed company in the UAE, provided that the shareholder holds an account with any of them; or
 - d. Any other entity licensed to perform attestation works.
6. 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 power as determined under the delegation decision.
7. The shareholder shall grant proxy to the appointed representative by filling out the form of proxy attached to this Invitation and sending it to the Company at least 5 days before the scheduled General Assembly Meeting.
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 Tuesday 19/04/2022 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 shareholders present.
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 registered in the Shareholders Register on Monday 11/04/2022 shall be entitled to vote in the General Assembly meeting and to register on the electronic system. In the event that the quorum is not achieved, the right to vote during the second General Assembly meeting shall be for registered shareholders as on Monday 18/04/2022.
11. Shareholders registered in the shareholders Register on Friday 22/04/2022 shall be entitled to receive the dividends. In the event that no quorum was achieved, the shareholders registered in the shareholders register on Friday 29/04/2022 shall be entitled to receive the dividends in case the second General Assembly meeting was convened on the aforementioned date.
12. The shareholders can access and review the financial statements of the Company and the Corporate Governance Report 2021 on the company's website at www.insurancehouse.ae or on the website of Abu Dhabi Securities Exchange at www.adx.ae
13. You 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>
14. Shareholders should update their contact details and addresses at the financial market on which the Company's shares are listed to ensure that dividends are received in the most appropriate manner, since if dividends are distributed, the same will be done through the financial market.