

Invitation of the General Assembly Meeting Amanat Holdings PJSC

The Board of Directors (“**Board**”) of Amanat Holdings PJSC (“**Company**”) is pleased to invite its shareholders to the General Assembly meeting (“**General Meeting**” or “**GA**”) of the Company to be convened in Person at 108, Offices 5, One Central, Dubai World Trade Centre, Dubai, United Arab Emirates and through electronic participation at 3:00pm on Wednesday 18 September 2024 to consider the following agenda:

Agenda:

Ordinary Resolutions:

1. Approve the appointment of the meeting rapporteur, and Dubai Financial Market (“**DFM**”) as Collector of the votes; and
2. Consider and approve the proposal of the Board of Directors to distribute interim cash dividends for the financial period starting 1 January 2024 and ending 30 June 2024 of seventy-five million UAE Dirhams (AED 75m) equivalent to three per cent (3%) of the Company’s share capital [being three (3) fils per share].

Special Resolution(s):

1- Approving the amendment of Article 14(b) of the Articles of Association of the Company:

(Article 14(b) of the Articles of Association of the Company before amendments):

- b. The Company may distribute quarterly or semi-annual dividends to the Shareholders out of its operating profits or accumulated profits.

(Article 14(b) of the Articles of Association of the Company after amendments):

- b. The Company may distribute quarterly or semi-annual dividends to the Shareholders out of its operating profits or accumulated profits. The Board of Directors shall be authorised to adopt and implement the resolutions related to the distribution of interim dividends.

2- Approving the amendment of Article 27 of the Articles of Association of the Company:

(Article 27 of the Articles of Association of the Company before amendments):

[...]

Notwithstanding the above, and without prejudice to the minimum number of meetings set out under Article 26 above, the Board of Directors may Issue some of its resolutions by circulation, taking into consideration that: (a) the number of instances for issuing a Board resolution by circulation do not exceed 4 times every year," (b) the majority of the Board Directors approve that the instance requiring the issuance of a resolution by circulation is urgent and, (c) providing the Board Directors with the resolution in writing for their approval and attached with all its complementing documents.

[...]

(Article 27 of the Articles of Association of the Company after amendments):

[...]

Notwithstanding the above, and without prejudice to the minimum number of meetings set out under Article 26 above, the Board of Directors may Issue some of its resolutions by circulation, taking into consideration that: (a) the members of the Board Directors approve that the instance requiring the issuance of a resolution by circulation is urgent and, (b) providing the Board Directors with the resolution in writing for their approval and with the required supporting documentation attached.

[...]



NOTES:

1. Pursuant to paragraph (1) and (2) of article (40) of the Securities and Commodities Authority's Board of Directors resolution No. 3 R.M of 2020; shareholders who have the right to attend the GA may appoint any person, other than the Board of Directors, employees of the Company, any securities broker or its employees to attend the GA on their behalf, upon special written proxy stating expressly that the attorney has the right to attend the GA and vote on resolutions. In such capacity, no attorney may represent more than 5% of the Company's shares capital. Shareholders who are minors or legally incapacitated shall be represented through their authorized representatives.
2. Signature of the shareholder indicated in the proxy mentioned in the previous note must be approved by the Notary Public, a chamber of commerce, an economic department in the United Arab Emirates, A bank or a company licensed in the United Arab Emirates to perform attestation works provided that the shareholder has an account with, the licensed financial markets in the UAE, or any other entity licensed to perform attestation works.
3. A corporate person may delegate one of its representatives or those in charge of its management according to a decision of its Board of Directors or its authorized deputy, to represent such corporate person in the GA of the Company. The delegated person shall have the powers as determined under the delegation decision.
4. Electronic Registration, Attendance and eVoting:
 - SMS containing link of the Registration, Attendance, eVoting and access code will be sent to shareholders one day prior to the GA.
 - Upon receiving the link and until the commencement of the GA at 03:00 pm on Wednesday, 18 September 2024, shareholders are able to register for attendance. This vote shall continue until end of the GA.
 - Shareholders can attend online live streaming of the GA through the link sent.
 - For any queries related to Electronic Registration, Attendance and eVoting, please contact Dubai Financial Market, Customer Services on: +971 4 305 5555
5. The shareholder, who is registered at the 'Shareholders Register' on Tuesday 17 September 2024, shall have the right to vote at the GA.
6. Shareholders, who are registered at the 'Shareholders Register' on Monday 30 September 2024, shall be entitled to receive dividends.
7. Shareholders can access and review the financial statements and Annual Report and the Corporate Governance Report and the Sustainability Report (the Integrated Report) by visiting the website of Dubai Financial Market (www.DFM.ae) and the Company's website on the Company's website at (www.amanat.com).
8. The GA shall not be considered valid unless attended by shareholders holding or representing by proxy at least fifty percent (50%) of the Company's share capital.
9. In case the GA quorum is not met in the first meeting, a second GA shall be convened on Wednesday 25 September 2024 at the same time and virtual mechanism at 108, Offices 5, One Central, Dubai World Trade Centre, Dubai, United Arab Emirates. The postponed GA shall be deemed valid irrespective of the number of shareholders present. Shareholders registered at the 'Shareholders Register' on Tuesday 24 September 2024, shall be entitled to vote in this GA. Shareholders registered in the 'Shareholders Register' on Monday 7 October 2024, shall be entitled to receive the dividends.
10. Shareholders are requested to update their contact details and dividend payment method at the Dubai Financial Market to ensure seamless delivery of dividends.
11. A special resolution is a resolution issued by the majority vote of the shareholders holding no less than three quarters of the shares attended or represented in the General Meeting of the Company.
12. Shareholders can view the Investors' Rights Guide and the guide concerning the election and appointment of women on the Board of Directors by visiting the website of the Securities and Commodities Authority at: <https://www.sca.gov.ae/ar/services/minority-investor-protection.aspx>

