



Invitation to attend the Annual General Assembly Meeting
of Dubai National Insurance and Reinsurance Company (Public Joint-Stock Company)

The Board of Directors of Dubai National Insurance & Reinsurance Company (PJSC) has the honor to invite the shareholders to attend the Annual General Assembly meeting at 10 AM on Thursday, 31/03/2022 at Al Habtoor Group headquarter, Dubai, Al Wasl Road, Bldg. No. 727 and electronically / by remote, 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 31/12/2021.
2. Listen to and approve the Auditor's Report for the fiscal year ended on 31/12/2021.
3. Discuss and approve the Company's balance sheet and profit and loss account for the fiscal year ended on 31/12/2021.
4. Consider the Board of Directors' proposals concerning the distribution of cash dividends, in a sum equal 30% of capital equivalent to AED 34,650 million (Thirty-Four Million, Six Hundred and Fifty Thousand Dirhams)
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 31/12/2021, 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 31/12/2021, or remove them and file a liability action against them, as the case may be.
8. Appoint the auditors and determine their fees.
9. **Special Resolution:** To consider and approve the amendment of the Company's Articles of Association, to comply with the Federal Decree-Law No. 32 of 2021 of Commercial Company, after obtaining Authorities approval. Amended Articles will be available on the company and DFM websites before the General Assembly Meeting.

Notes:

1. A person who has the right to attend the general assembly may delegate someone from other than the board members or the staff of the company of securities brokerage company to attend on his behalf as per a written delegation and 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. (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.)
2. 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.
3. Shareholders registered in the Shareholders Register on Wednesday, 30/03/2022 shall be entitled to vote in the General Assembly meeting.
4. Shareholders registered in the shareholders register on Monday, 11/04/2022 shall be entitled to receive the dividends.
5. The shareholders can access and review the financial statements of the Company on the website of Dubai Financial Market www.dfm.com.
6. 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 12/04/2022 in the same place and time.
7. **Special Resolution:** The resolution issued by a majority vote of shareholders who own at least three quarters of the shares represented at the general assembly meeting of the public joint stock company.
8. 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>
9. SMS containing the registration and E-voting link with access code will be sent to investors one day prior to the AGM.
10. Once the link for the registration is received, Investor needs to finish registration (mark as present) before the AGM starts on Thursday 31/03/2022 at 10:00 AM.
11. E-voting will only be available for registered investors who have registered before the AGM starts Thursday 31/03/2022 at 10:00 AM and voting can be done until the meeting is over.

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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:
 - i. Notary Public.
 - ii. Commercial chamber of economic department in the state.
 - iii. Bank or company licensed in the state, provided that the agent shall have account with any of them.
 - iv. Any other entity licensed to perform attestation works.
3. The Proxy form shall include the name & contact number(s) of the shareholder and the brokerage firm who approved the proxy. This form / power of attorney / delegation / Proxy is a guiding form whereby the client has the power to issue the Proxy in accordance with the limits and powers he deems appropriate, all of this is with the obligation that the signature of the shareholder mentioned in the proxy be the signature approved by / with one of the above-mentioned authorities. For further inquiries or clarification please contact us at 045969211 or email us at investor@dnirc.com .

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