

Invitation to Attend the Annual General Assembly Meeting of Waha Capital PJSC

The Board of Directors of Waha Capital PJSC (the **Company**) are pleased to invite shareholders to attend the Company's Annual General Assembly Meeting on Sunday 24 March 2019 at 4:00 pm to be held at the Grand Hyatt Abu Dhabi, Corniche, Al Bateen Ballroom, Section 2, Abu Dhabi, UAE. The meeting will consider the following:

1. Review and approve the report of the Board of Directors on the Company's activities and its financial position for the year ended 31 December 2018.
2. Review and approve the report of the auditors for the year ended 31 December 2018.
3. Discuss and approve the Company's balance sheet and its profit and loss statement for the financial year ended 31 December 2018.
4. Consider and approve the recommendation of the Board of Directors of the Company to distribute 7.5 % which equals AED 137,888,153 as cash dividend for the year ended 31 December 2018.
5. Determine the remuneration of the Board of Directors for the year ended 31 December 2018.
6. Absolve the Board of Directors of liability for their activities for the year ended 31 December 2018 or remove them or file a legal claim against them.
7. Absolve the auditors of liability for their activities for the year ended 31 December 2018 or remove them or file a legal claim against them.
8. Appoint the Company's auditors for 2019 and determine their remuneration.

Matters requiring a Special Resolution:

9. Discuss and approve the Board of Directors' proposal to give social contributions and authorize the Board of Directors to determine the beneficiaries, such contributions not to exceed 2% of the average net profits of the Company during the two prior fiscal years (2017 and 2018) pursuant to Federal Law No. 2 of 2015 concerning Commercial Companies.

Notes:

- Each shareholder may authorize a representative of their choice (other than a member of the Company's Board of Directors) to attend the Annual General Assembly Meeting on behalf of the shareholder by means of a written proxy. The representative must not, in such capacity, hold more than 5% of the Company's shares. Persons of incomplete legal capacity will be represented by their legal representatives and minors will be represented by their parent or guardian. The proxy form must be submitted and delivered to Issuer Services Department, First Abu Dhabi Bank, FAB Building Khalifa Business Park, Al Qurm District, 4th floor, POBOX: 6316, Abu Dhabi, UAE, not less than two days prior to the date of the meeting. Only original proxies will be accepted.

- A corporate person may delegate a representative or those in charge of its management pursuant to a resolution of its board of directors or its equivalent to represent such corporate person in the Annual General Assembly Meeting, and the delegated person will have the powers as determined in the delegating resolution.
- Shareholders who are registered in the Company's share book on Wednesday 3 April 2019 shall be entitled to receive dividends if the Annual General Assembly Meeting convened on its first meeting on 24 March 2019. Shareholders who are registered on Wednesday 10 April 2019 shall be entitled to receive dividends if the Annual General Assembly Meeting convened on its second meeting on 31 March 2019.
- Shareholders can review the Company's 2018 annual report and 2018 corporate governance report on the Company's website www.wahacapital.ae. Hard copies will also be made available at the meeting venue upon registration on the day of the Annual General Assembly Meeting.
- The Annual General Assembly Meeting will only be valid if attended by shareholders (or their proxies) who represent at least 50% of the Company's capital. If this quorum is not achieved at the first meeting, a second meeting will be held on Sunday 31 March 2019 at the same place and time. The second meeting will be considered valid regardless of the number of attendees. All duly completed proxy forms shall continue to be valid and in full force for any adjourned meeting unless revoked by the relevant shareholder by notice to the Issuer Services Department, First Abu Dhabi Bank, FAB Building, Khalifa Business Park, Al Qurm District, 4th Floor, PO Box 6316, Abu Dhabi, not less than two business days prior to the date of the meeting.
- Each shareholder who is registered in the Company's share book on Thursday 21 March 2019 is entitled to attend the first meeting on 24 March 2019. In the event a quorum for the first meeting is not achieved, shareholders who are registered in the Company's share book on Thursday 28 March 2019 shall then be entitled to attend the second meeting on 31 March 2019.
- Shareholders are required to update their contact details at the Abu Dhabi Securities Exchange to ensure that dividends are delivered properly. Dividends will be distributed through the Abu Dhabi Securities Exchange.
- **Special Resolution:** is a decision made by the majority of votes of shareholders who own at least three-quarters of the shares represented at the Annual General Assembly Meeting of the Company.

Chairman of the Board