

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 25 March 2017 at 4:00 pm to be held at Rosewood Ballroom, Rosewood Hotel Abu Dhabi, Al Maryah Island, 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 2017.
2. Review and approve the report of the auditors for the year ended 31 December 2017.
3. Discuss and approve the Company's balance sheet and its profit and loss statement for the financial year ended 31 December 2017.
4. Consider and approve the recommendation of the Board of Directors of the Company to distribute 15% fils per share as cash dividend for the year ended 31 December 2017.
5. Determine the remuneration of the Board of Directors for the year ended 31 December 2017.
6. Absolve the Board of Directors of liability for their activities for the year ended 31 December 2017 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 2017 or remove them or file a legal claim against them.
8. Appoint the Company's auditors for 2018 and determine their remuneration.
9. Election to the Board of Directors of the Company for a three year term.

Matters requiring a Special Resolution:

10. 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 (2016 and 2017) pursuant to Federal Law No. 2 of 2015 concerning Commercial Companies.

Notes:

1. 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.

2. 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.
3. Shareholders who are registered in the Company's share book on Wednesday 04 April 2018 shall be entitled to receive dividends if the Annual General Assembly Meeting convened on its first meeting on 25 March 2018. Shareholders who are registered on Wednesday 11 April 2018 shall be entitled to receive dividends if the Annual General Assembly Meeting convened on its second meeting on 1 April 2018.
4. Shareholders can review the Company's 2017 annual report and 2017 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.
5. 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 1 April 2018 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.
6. Each shareholder who is registered in the Company's share book on Thursday 22 March 2018 is entitled to attend the first meeting on 25 March 2018. In the event a quorum for the first meeting is not achieved, shareholders who are registered in the Company's share book on Thursday 29 March 2018 shall then be entitled to attend the second meeting on 01 April 2018.
7. 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.
8. **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

Invitation to The Election of Board of Directors' Membership

The Board of Directors of Waha Capital PJSC (the **Company**) are pleased to inform the shareholders that the door for nominations for the membership of the Company's Board of Directors will be opened from Thursday 01 March 2018 until Tuesday 13 March 2018. Each person fulfilling the conditions of nomination for Board of Directors' membership may nominate himself/herself by submitting an application (which is available on the Company's website www.wahacapital.ae) to the management of the Company at its head office located at Level 42, Tower 3, Etihad Towers, P.O. Box 28922, Abu Dhabi and must enclose a brief biography of the applicant and the category of directorship for which he/she desires to be a candidate (executive member – non-executive member – independent member).

General conditions:

1. The number of Board members to be elected is seven members.
2. The nomination period for Board membership shall remain open for at least 10 days from the date of announcement pursuant to the requirements of Article (40) of the Authority's Board of Directors' Resolution No. (7/R.M) of 2016 Concerning the Standards of Institutional Discipline and Governance of Public Shareholding Companies.
3. A candidate for the Board membership must satisfy the conditions set forth in Federal Law No 2 of 2015 concerning Commercial Companies, the Authority's Board of Directors' Resolution No. (7 R.M) of 2016 Concerning the Standards of Institutional Discipline and Governance of Public Shareholding Companies and the Company's Articles of Association.
4. The documents required pursuant to Article 41 of the Authority's Board of Directors' Resolution No. (7 R.M) of 2016 should be included in the nomination application.
5. Upon closure of the nomination, a nominee may not assign his nomination to another nominee.
6. Once the nomination period has closed, the Company shall post the names of candidates and their relevant information on the bulletin board in its head office and on its website (www.wahacapital.ae).
7. After the nomination period is closed, the list of the names of candidates shall be provided to the Securities and Commodities Authority and Abu Dhabi Securities Exchange.