

## **Invitation to Attend the General Assembly Meeting SHUAA Capital (Public Shareholding Company)**

The Board of Directors of SHUAA Capital psc (the “Company”) is pleased to invite the shareholders to attend the General Assembly Meeting which will be held on Thursday 13th September 2018 at 3:00 PM at Meeting Suite No. 2, Jumeirah Emirates Towers Hotel, Level 8 Platinum, Sheikh Zayed Road, Dubai to consider the Special Resolutions in regard to the following agenda:

First Item: Approval of the General Assembly for the Company’s Shares Buyback with a view to resale, and to authorize the Company’s Board of Directors to implement the resolution of the General Assembly within the period approved by the Securities and Commodities Authority to execute the buyback transaction, to mandate the Company’s Board of Directors to reduce the company’s capital in case of expiry of the period set by the Authority for the bought-back shares to be resold. The reduction shall be made by cancelling those bought-back shares and amending the capital of the Company in the Articles of Association,

Second Item: Approval of the General Assembly of the Company to amend Article 57 of the Articles of Association of the Company to allow for the distribution of interim dividends by adding the following paragraph to Article 57 of the Articles of Association of the Company: “Subject to the provisions of this paragraph, and upon the recommendation of the Board of Directors, the General Assembly of the Company may decide the distribution of interim dividends. The General Assembly of the Company will be invited to decide on such interim dividends distribution after the first half of the fiscal year or whenever necessary”, such amendment is subject to the approval of the competent authorities,

Third Item: Approval of the Board of Directors recommendations to adopt and distribute interim dividends as issued on 6 August 2018 of 2 fils per share for a period of 6 months ending on 30 June 2018; subject to the approval of the competent authorities,

Fourth Item: Approval of the General Assembly of the Company to amend Article 35 of the Articles of Association of the Company to allow the General Assembly to convene not only in Dubai but also in any Emirate within the State, so that Article 35 of the Articles of Association of the Company be read as follow:” A General Meeting validly convened shall represent all shareholders and may be held in any Emirate within the State”, such amendment is subject to the approvals of the competent authorities; and

Fifth Item: Approval of the General Assembly of the Company to amend Article 5 (k) of the Articles of Association of the Company to add the Investment Management, Promotions and Managing Initial Public Offerings activities, so that Article 5 (k) of the Articles of Association of the Company be read as follow: ”Engage in Financial Consultation and Financial Analysis , Investment Management, Promotion and Introduction and Managing Initial Public Offerings businesses after being licensed from the Securities and Commodities Authority”, such amendment is subject to the approvals of the competent authorities.

### **General Notes:**

- 1) Any shareholder who has the right to attend the General Assembly, may delegate any person other than a member of the Board of Directors under a special written proxy. In such capacity, no proxy may represent more than 5% of the shares in the capital of the Company. Shareholders who are minors or interdicted shall be represented by their legal representatives.
- 2) A corporate person may delegate one of its representatives or those in charge of its management under a resolution passed by its board of directors or any similar entity to represent such corporate person in the General Assembly of the Company. The delegated person shall have the powers as determined under the delegation resolution.
- 3) Shareholders registered in the shareholders register on 12th September 2018 shall be entitled to vote during the meeting of the General Assembly.
- 4) The shareholders registered in the shareholders register on 23rd September 2018 is entitled for the dividends related to these shares.
- 5) The shareholders can view the Company’s Financial Statements via the Dubai Financial Market website.
- 6) Quorum at a meeting of the General Assembly shall be present if shareholders holding or representing by proxy at least (50%) of the share capital of the Company are present at the meeting. If quorum is not present at the first meeting, the Second General Assembly Meeting shall be adjourned to 18 September 2018 in the same place and time (the second meeting to be held after at least five (5) days, but not in excess of fifteen (15) days from the date of the first meeting. Quorum at the adjourned meeting shall be present irrespective of the number of the present shareholders).
- 7) Special Resolution: A decision issued by a majority vote of shareholder who own at least 75% of the shares represented at the General Assembly Meeting of the Public Shareholding Company.