

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

The Board of Directors of SHUAA Capital psc (the "Company") is pleased to invite the shareholders to attend remotely / electronically the Annual General Assembly to be held on Wednesday, 15 April 2020 at 3:00 pm at level 33, Al Khatem Tower, Al- Maryah Island, Abu Dhabi Global Market, Abu-Dhabi, to discuss the following agenda:

FIRST - ORDINARY RESOLUTIONS

1. Consider and approve the Board of Directors' report in respect of the activity and financial position of the Company for the financial year ending 31 December 2019;
2. Consider and approve the Auditor's report for the financial year ending 31 December 2019;
3. Discuss and approve the Company's balance sheet and income statement for the financial year ending 31 December 2019;
4. Approve the recommendation of the Board of Directors regarding the non-distribution of dividends for the financial year ending 31 December 2019;
5. Ratify the appointment of Mr. Abubaker Seddiq Mohamed Hussain Alkhoori as a board member for a period ending with the expiry of the term of the current Board on March 2021.
6. Absolve current and previous board members from any liability for the financial year ending 31 December 2019;
7. Approve the recommendation of the Board of Directors on the payment of remuneration of the Board members for the financial year ending 31 December 2019;
8. Absolve the Auditors from any liability for the financial year ending 31 December 2019; and
9. Appoint External Auditors for the financial year ending 31 December 2020 and determine their fees;
10. Approve to granting a one-year permission to the Board of Directors to carry out activities competing with or related to the Company's activities under paragraph (3) of article (152) of the Federal Law No. (2) of 2015.

SECOND - SPECIAL RESOLUTIONS

11. Approval of the amendment of Article (37) of the Company's articles of association to read as follows:

Invitation shall, subject to the consent of the Authority, be sent to convene the General Assembly to all the shareholders by a notice in two daily local newspapers, one of them issued in Arabic and by notifying the shareholders via registered letters or modern technology means such as SMS, Email, Fax or according to the method of notification as determined by the Authority in this respect, at least 15 (fifteen) days prior to the scheduled date to hold the General Assembly. The notification of the invitation shall include the agenda. A copy of the invitation shall be sent to the Authority and the competent authority.

General Notes:

1. Shareholders can vote on decisions through an electronic link (www.smartagm.ae) at the registrar.
2. The meetings of the General Assembly shall be held at the mentioned address and on the day and hour mentioned in the shareholders' invitation, in the presence of the Board of Directors, the auditor, the registrar, the rapporteur and the votes collector. Attendance of the shareholders shall be through electronic participation **and without personal attendance.**
3. Any shareholder who has the right to attend the General Assembly, may delegate any person, other than a member of the Board of Directors of the Company or its employees or the member of the board of directors of a securities brokerage firm or its employees, by virtue of a special written proxy which explicitly stipulates that the delegate has the right to attend the meetings of the General Assembly and vote on its resolutions. In such capacity, no proxy holder may represent more than 5% of the shares in the issued share capital of the Company. Shareholders who are minors or interdicted shall be represented by their legal representatives 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.
4. 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 body 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.

5. Shareholders registered in the shareholders register on Tuesday 14 March 2020 shall be entitled to vote during the meeting of the General Assembly and the registration on the electronic system
6. Shareholders shall have access to the financial statements of the Company, corporate governance report and any documents related to the General Assembly on the Dubai Financial Market website: www.dfm.ae and the Company's website: www.shuuaa.com.
7. Quorum at a meeting of the General Assembly shall be met 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 met at the first meeting, the General Assembly shall be adjourned to 21 April 2020 remotely / electronically and in the same place and time. Noting that the second meeting is 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.
8. The Special Resolution: It is the decision taken by the votes of shareholders who own no less than three quarters of the shares present or represented at the General Assembly meeting of the Company.
9. You can view the guide on investor rights in securities, which is available on the main page of the authority's official website, according to the following link: <https://www.sca.gov.ae/ar/services/minority-investor-protection.aspx>