



## 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 the General Assembly to be held on Wednesday 14 October 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. Ratify the appointment of Mr. Christopher Ward as a board member for a period ending with the expiry of the term of the current Board on March 2021.

### **SECOND - SPECIAL RESOLUTIONS**

1. Approval of the issuance of non-convertible bonds in an amount of up to USD 150 million (or an equivalent amount in AED), whether under a program or otherwise, in one or more tranches, as a private placement through a special purpose vehicle, to be listed on a market outside the UAE, (the "Issuance"), and to authorize the Board, within one year from the date of the General Assembly resolution, to undertake all actions required to implement the Issuance, including but not limited to, finalizing and agreeing the timing, terms and pricing details for the Issuance and executing all documents (including any amendments or supplements thereto) and undertaking all other steps and procedures that are deemed by the Board to be necessary or appropriate in connection with the Issuance, provided that this is undertaken in compliance with the provisions of Federal Law No. 2 of 2015 concerning commercial companies in UAE.
2. Approval of the amendment and restatement of articles number (1,5,15,16,19,20,26,31,34,35,36,43,49,50,57) of the Company's Articles of Association, to comply with the provisions of Federal Law No. 2 of 2015 concerning commercial companies in UAE and the chairman of the Securities and Commodities Authority's board of directors' decision no. (3/ R.M) of 2020 concerning approval of joint stock companies governance guide, and any other applicable regulations in that regards, provided that the shareholders will vote on each item separately during the Company's General Assembly.

### General Notes:

1. Each 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, its employees, a securities brokerage company or its employees under a special written proxy. In such capacity, no proxy may represent more than 5% of the share capital of the Company. Shareholders who are minors or interdicted shall be represented by their legal representatives (provided that the requirements set forth in paragraph 1 and 2 of Article No. (40) of the Securities and Commodities Authority's Board Chairman Decision No. (3 / R.M) of the year 2020 concerning approval of joint stock companies governance guide are complied with). Procedures for approving a proxy can be viewed through the disclosure published on the Company's page at Dubai Financial Market website.
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 Tuesday 13 October 2020 shall be entitled to vote during the meeting of the General Assembly.
4. Shareholders shall have access to the Company's articles of association before and after the amendments on the Dubai Financial Market website: [www.dfm.ae](http://www.dfm.ae) and the Company's website: [www.shuua.com](http://www.shuua.com).
5. 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 20 October 2020 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.
6. 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.
7. 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>