

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 Annual General Assembly of the Company to be held on Tuesday, 25 April 2023 at 3:00 pm at the Company’s premises at Al Khatem Tower, 32 floor, Al-Maryah Island, Abu Dhabi. Shareholders can also attend remotely through electronic participation, to discuss the following agenda:

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 2022.
2. Consider and approve the Auditor’s report for the financial year ending 31 December 2022.
3. Discuss and approve the Company’s balance sheet and income statement for the financial year ending 31 December 2022.
4. Approve the recommendation of the Board of Directors regarding the non-distribution of cash dividends for the financial year ending 31 December 2022.
5. Ratify the appointment of both Mr. Jassim Mohamed Rafi Mohamed Sharif Al Seddiqi as a board member and managing director and Mr. Andrè George Sayegh as a board member for a period ending with the expiry of the term of the current Board.
6. Absolve the current and previous board members from any liability for the financial year ending 31 December 2022.
7. Approve the recommendation of the Board of Directors on the payment of the annual remunerations of the Board members for the financial year ending 31 December 2022 and its determination.
8. Absolve the Auditors from any liability for the financial year ending 31 December 2022.
9. Appoint External Auditors for the financial year ending 31 December 2023 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 Decree-Law no. (32) of 2021 concerning the commercial companies.

General Notes:

1. As per the Securities and Commodities Authority's guidelines, shareholders of the Company attending virtually have to register electronically to be able to vote on the items of the general assembly, considering the following:
 - SMSs containing a link for registration, attendance, e-voting, and access code will be sent to shareholders one day prior to the General Assembly meeting.

- Shareholders shall be able to register for attendance and vote upon receiving the link and until the commencement of the General Assembly at 03:00 pm on Tuesday 25 April 2023, and voting shall continue until end of the meeting. Shareholders shall be able to attend online live streaming of the General Assembly meeting through the link sent to them.
 - For any queries related to electronic registration, attendance and e-voting, please contact Dubai Financial Market, customer services on (00971 4 305 5555) or the following email address: FinancialServices@dfm.ae
2. The meetings of the General Assembly shall be held 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 can be through electronic participation.
 3. 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.
 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 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.
 5. Shareholders registered in the shareholders register on Monday 24 April 2023 shall be entitled to vote during the meeting of the General Assembly.
 6. Shareholders shall have access to the financial statements of the Company, corporate governance report and the Company's articles of association before and after the amendments and any documents related to the General Assembly on the Dubai Financial Market website: www.dfm.ae and the Company's website: www.shuaa.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 30 April 2023. 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/en/services/minority-investor-protection.aspx>