

Invitation to Attend the Annual 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 Friday, 28 June 2024 at 10:00 am 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 ended 31 December 2023.
2. Consider and approve the Auditor’s report for the financial year ended 31 December 2023.
3. Discuss and approve the Company’s balance sheet and income statement for the financial year ended 31 December 2023.
4. Approve the recommendation of the Board of Directors regarding the non-distribution of cash dividends for the financial year ended 31 December 2023.
5. Absolve the following named members of the Board of Directors from any liability for the financial year ended 31 December 2023 (or not to absolve any or all of them and file a liability lawsuit against any or all of them, as the case may be):
 - a. Fadhel Al Ali.
 - b. Andre Sayegh.
 - c. Murshed Alredaini.
 - d. Jassim Alseddiqi.
 - e. Maha AlQattan.
 - f. Badr Al-Olama.
 - g. Ahmed Alahmadi.
 - h. Hamda AlMheiri.
6. Approve the recommendation of the Board of Directors on the non-payment of annual remunerations of the Board members for the financial year ended 31 December 2023.
7. Consider and approve the recommendation of the Board of Directors whether to absolve the External Auditors from any liability for the financial year ended 31 December 2023 (or not to absolve them, and file a liability lawsuit against them, as the case may be).
8. Appoint External Auditors for the financial year ending 31 December 2024 and determine their fees.

Special Resolutions:

1. Discuss and ratify the resolution of the Company’s Board of Directors concerning amending the terms and conditions of the outstanding USD 150 million bonds, issued by a SHUAA-affiliated SPV.

General Notes:

1. Those entitled to attend the General Assembly may designate a proxy of their choice, excluding members of the Company’s Board of Directors, its employees, or employees of a brokerage firm, through a specific written power of attorney. The proxy must not hold, in this capacity, more than 5% of the Company’s share capital. Representatives shall legally represent shareholders who are minors or otherwise incapacitated, provided that the conditions set forth in paragraphs 1 and 2 of Article No. (40) of the Chairman of the Securities and Commodities Authority’s (“SCA”) Decision No. (3/R.M) of the year 2020 regarding the adoption of the governance guide for public joint stock companies are met. Information on the required procedures for proxy approval can be viewed on the Company’s page on the Dubai Financial Market website.
2. A corporate entity may appoint a representative or one of its management executives to attend the General Assembly on its behalf, as authorized by a resolution passed by its board of directors or equivalent governing body. The appointed delegate will possess the powers explicitly outlined in the delegation resolution.
3. The meeting of the General Assembly will take place at the time and location specified in the shareholders’ invitation. Additionally, shareholders have the option to participate electronically, allowing for remote attendance.
4. Shareholders of the Company who wish to attend the General Assembly virtually must complete electronic registration in order to be eligible to vote on agenda items. Please consider the following guidelines during the registration process:
 - 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 10:00 am on Friday 28 June 2024, 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
5. Shareholders recorded in the shareholders’ register as of Thursday, 27 June 2024, are entitled to vote at the General Assembly meeting, engage in discussions about the agenda items, and pose questions to the Board of Directors and the External Auditor.
6. Shareholders can access the financial statements, governance and sustainability reports (integrated report), and all related documents for the General Assembly on the Dubai Financial Market website: www.dfm.ae and the Company’s website: www.shuaa.com.
7. A quorum for the General Assembly meeting is established when shareholders present or represented by proxy hold at least 50% of the Company’s share capital. If the required quorum is not achieved at the initial meeting, the General Assembly will be adjourned to 4 July 2024, at the same time and location. Shareholders will have the option to attend this rescheduled meeting remotely through electronic participation. The postponed meeting shall be considered valid regardless of the number of attendees present.
8. The Special Resolution is a decision that is passed by the affirmative votes of shareholders owning at least three-quarters of the shares that are present or represented at the General Assembly meeting of the Company.
9. The guide on investor rights in securities, which is available on the main page of the SCA official website, can be viewed according to the following link: <https://www.sca.gov.ae/ar/services/minority-investor-protection.aspx>