arabtec holding

أرابتك القابضة ش.م.ع
Arabtec Holding PJSC

Notice of Extraordinary General Assembly & Annual Ordinary General Assembly Meetings

The Board of Directors (the "**Board**") of Arabtec Holding PJSC (the "**Company**") is pleased to invite the shareholders to attend the Extraordinary General Assembly Meeting (the "**EGM**") and Annual Ordinary General Assembly meeting ("**AGM**") of the Company which will be held on Thursday 23 April 2015 consecutively at 9.00am at the Armed Forces Officers Club & Hotel in Abu Dhabi to discuss the following items:

Agenda of the Extraordinary General Assembly

1. Discuss the proposed amendments to articles 15, 24, 29-2, 30-b, 31-1, 31-3, 43 and 52-1 of the Articles of Association of the Company in relation to the payment of profits, Board meetings and decisions and voting, Board committees, internal control, the implementation of governance controls and corporate discipline standards issued by the Securities and Commodities Authority, and the external auditor, which promote good governance and effective and transparent implementation, in line with the laws and regulations in force.

Agenda of the Annual Ordinary General Assembly

1. Discuss and approve the Board of Directors' report concerning the Company's activities and financial status for the financial year ended 31 December 2014.
2. Discuss and approve the External Auditors' report for the financial year ended 31 December 2014.
3. Discuss and approve the Company's balance sheet and profit and loss account for the financial year ended 31 December 2014.
4. Consider the recommendations of the Board of Directors to distribute dividends to the shareholders for the financial year ended 31 December 2014 by way of 5% bonus shares (equivalent to 219.765.000 shares) of the Company's share capital.
5. Release the Board of Directors and External Auditors from liability for the financial year ended 31 December 2014.
6. Elect a new Board of Directors in accordance with the law and regulations in force and the Memorandum and Articles of Association of the Company.
7. Appoint the External Auditors of the Company for the year 2015 and determine their fees.
8. Consider granting approval for one year for members of the Board of Directors to carry out activities competing or relating to the activities of the Company pursuant to Article 108 of Federal Law No. 8 of 1984 as amended.

Notices:

1. *Each shareholder registered in the Company's register (the "**Company's Register**") with Dubai Financial Market one working day before the AGM and EGM meetings, i.e. on Wednesday 22 April 2015, has the right to attend and vote at the AGM and EGM of the Company and may authorize by way of special proxy (enclosed with the notice) a representative of his choice, other than Board members, to attend the AGM and EGM meetings. The proxy may not hold, in this capacity, more than (5%) five percent of the Company's share capital if he is representing more than one shareholder (persons of incomplete capacity or incapable shall be represented by their legal representatives and minors may be represented by their parent or guardian). The proxy must be submitted to the Securities & Funds Administration Services Department at National Bank of Abu Dhabi PO.Box 6865 Abu Dhabi, 9th floor, NBAD building, Khalidiya Branch Abu Dhabi. Proxies must be received at least two days before the set date of the meeting, in order to be documented in the relevant records. Proxies will only be accepted if they meet the conditions set out therein.*
2. *If a quorum of the first AGM meeting is not achieved, a second meeting will be held at the same venue and time on Thursday 30 April 2015. The second meeting shall be valid in all cases. Proxies issued to attend the first meeting shall be considered valid and effective for the second meeting, unless they are expressly cancelled by the relevant shareholder via notice issued to the National Bank of Abu Dhabi, to the attention of the Securities & Funds Administration Services Department, at least two days prior to the date of the second meeting.*
3. *If a quorum of the first EGM meeting is not achieved, a second meeting will be held at the same venue and time on Thursday 30 April 2015. The second meeting shall be valid in all cases. If a quorum of the second meeting is not achieved, a third meeting will be held at the same venue and time on Sunday 31 May 2015. The third meeting shall be valid in all cases. Proxies issued to attend the first meeting shall be considered valid and effective for the second and third meetings, unless they are expressly cancelled by the relevant shareholder via notice issued to the National Bank of Abu Dhabi, to the attention of the Securities & Funds Administration Services Department, at least two days prior to the date of the meeting.*
4. *Shareholders registered in the Company's Register on Sunday 3 May 2015 shall be entitled to dividends. In case the first meeting was not quorate, shareholders registered in the Company's Register on Sunday 10 May 2015 shall be entitled to dividends.*
5. *The Company's 2014 Corporate Governance Report shall be made available to the shareholders on the Company website. 2014 Financial Statements and proposed amendments to the Articles of Association of the Company shall be made available to the shareholders on the Company website and the Dubai Financial Market website.*

Chairman of the Board of Directors

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SPECIAL PROXY

Extraordinary General Assembly & Annual Ordinary General Assembly Meetings
Of Arabtec Holding PJSC

H.E. Chairman of the Board of Directors
Arabtec Holding PJSC

I/we .....

a shareholder of Arabtec Holding PJSC, by virtue of this proxy appoint and authorize Mr. ..... to attend and vote in my name and on my behalf on all Agenda items of the Extraordinary General Assembly and the Annual Ordinary General Assembly meetings of the Company to be held on Thursday 23 April 2015 and any adjournments thereof.

Special conditions:

For individuals	For Companies/ establishments
a. In case of personal attendance of the shareholder, personal identification card/ document (valid and current) must be presented. b. In case of proxy, the following documents must be presented: • Original proxy duly signed and notarized. • Valid copy of the identification card/ personal document of the shareholder. • Identification card/ personal document of the Proxy (valid).	The following documents must be presented: • Original proxy duly signed and notarized. • Commercial license of the company/ establishment. • Original and copy of the valid and notarized power of attorney or the authorization from the company/ establishment to the authorized signatory. • Valid copy of the authorized signatory's identification card/ personal document. • Notarized specimen signature of the authorized signatory. • In the event of authorizing another person (other than the authorized signatory on behalf of the company/ establishment) to attend, a valid original and copy of the identification card/ personal document of such person must be presented in addition to the above requirements.

Note: Arabtec Holding PJSC reserves the right to reject any proxy submitted that does not conform to the conditions above.

Issued on: / / 2015

Signature: .....

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