DRAKE AND SCULL INTERNATIONAL (PJSC) (the “Company”)

Invitation to the attend the General Assembly Meeting of the Company

The Board of Directors of Drake and Scull International (PJSC) is pleased to invite you to attend the General Assembly meeting of the Company which will be held on Monday, 4 September 2017 at 4pm, at The Westin Hotel, Jumeirah, to consider the following agenda:

The agenda of the General Assembly

1. To amend the resolution No. 11 issued by the Annual General Assembly meeting of the Company held on 4 May 2017 which states:

   “**To approve the opening of the nomination period of the Board of Directors’ membership by the remaining members of the Board of Directors and invite the general assembly to elect a new Board of Directors following the completion of the capital increase in favor of the shareholders in coordination with the Securities and Commodities Authority.”**

   To become:

   “To approve the opening of the nomination period of the Board of Directors membership by the remaining members of the Board of Directors and invite the general assembly to elect a new Board of Directors as needed and in accordance with the law.”

2. To approve the appointment of Mr. Khamis Buamim in lieu of Mr. Talal Al Bahar, and Mr. Mohammed Atatreh in lieu of Mr. Khalaf Al Dhahiri in the board of directors of the Company;

3. To elect four (4) members of the board to fill in the vacant positions as a result of the resignation of:
   - Mr. Khaldoun Al Tabari - Vice Chairman
   - Mr. Yousef Al Nowais - Member
   - Mr. Khalifa Khouri - Member
   - Mr. Ivor Goldsmith - Member

4. To approve the undertaking of the Company’s activities in accordance with the provisions of the Islamic Shariah, and authorize the Board of Directors to appoint a consultant to ensure the compliance thereof.

5. To review the report of the auditors with respect to the reduction of the capital of the Company in accordance with Article (202) of the Commercial Companies Law no. (2) of 2015.

6. To review the Board of Directors’ report with respect to the reduction of 75% of the paid-up share capital (AED 2,285,046,667) by the equivalent amount of the Company’s accumulated

losses (AED 1,714,058,920) (as of 31 March 2017), and amend the Articles of Association of the Company accordingly.

Notes:

1. Any shareholder that has the right to attend the General Assembly may delegate any person elected by such shareholder, other than a director of the board, under a special written proxy. A proxy of a number of shareholders may not hold in this capacity over 5% of the share capital of the Company. Minor and/or incapacitated shareholders will be represented by their legal representatives.
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 managers to represent the corporate person in the general assembly. The delegated person shall have the authority as determined by the authority resolution.
3. The registered shareholder on Sunday, 3 September 2017, shall have the right to attend and vote at the general assembly.
4. The General Assembly meeting shall not be validly held unless attended by shareholders (in person or via proxy) representing not less than 50% of the share capital of the Company. In the event that such quorum is not present at the first General Assembly meeting, a second meeting will take place on Saturday 9th September 2017 at the same venue and time.
5. **A special resolution**: is a resolution passed by a majority of shareholders holding at least 75% of the shares represented at the General Assembly Meeting of the Company.