Notice of Annual General Assembly Meeting

The Board of Directors of Arabtec Holding PJSC (**Company**) is pleased to invite all the shareholders to attend the Annual General Assembly Meeting (**AGM**) of the Company to be held at 11.00 am on Tuesday 23 April 2019 in the auditorium, Ground Floor, IPIC Tower, IPIC Square, Muroor Road, Abu Dhabi, UAE to review and approve the following ordinary resolutions:

1. Review and approve the Board of Directors' report on the Company's activities and its financial position in relation to the financial year ended 31 December 2018.
2. Discuss and approve the External Auditors' report for the financial year ended 31 December 2018.
3. Discuss and approve the Company's balance sheet and profit and loss account for the financial year ended 31 December 2018.
4. Consider and approve the Board of Directors' recommendation to distribute a cash dividend of 5.0 fils per share for the year ended 31 December 2018.
5. Review and approve the remuneration of the Board of Directors for the year ended 31 December 2018
6. Release the Board of Directors from liability for the financial year ended 31 December 2018.
7. Release the External Auditors from liability for the financial year ended 31 December 2018.
8. Appoint the External Auditors of the Company for the year 2019 and determine their fees.

Matters Requiring Special Resolutions:

1. Amend Article 34-1 of the Articles of Association of the Company to read as follows:

   "An invitation to Shareholders to attend the General Assembly by publishing the same in two (2) daily local newspapers one of which is published in the Arabic language, and by registered letters or by SMS and email (where available), at least fifteen (15) days prior to the determined date for convening the meeting, after obtaining the SCA's approval. The invitation shall include the agenda of that General Assembly and a copy of the invitation papers shall be sent to the Competent Authority."

2. Amend Article 35-2 of the Articles of Association of the Company to read as follows:

   "Registration for attending the General Assembly will be closed at such time the chairman of the meeting announces whether the meeting is quorate or not. Any registration of a Shareholder or a proxy will not be acceptable thereafter and the vote and opinion of such Shareholder on the matters discussed during the meeting will not be taken into account."

Notices:

1. *Registration opens at 10.30 am on Tuesday 23 April 2019 at IPIC Tower reception area on the Ground Floor, IPIC Tower, IPIC Square, Muroor Road, Abu Dhabi, UAE. Shareholders who are registered one day before the AGM (Monday 22 April 2019) on the Share Register kept with the Dubai Financial Market only shall have the right to attend and vote at the AGM. Each shareholder has the right to authorise another person who is not a director of the Company to attend the AGM and vote on his or her behalf pursuant to a written proxy in the form prescribed in the invitation. The proxy form must be submitted and delivered to the Issuer Services Department, First Abu Dhabi Bank, FAB Building Khalifa Business Park, Al Qurm District, 4th floor, P.O. Box 6316, Abu Dhabi, UAE, not less than two days prior to the date of the meeting. Only original proxies will be accepted.*
2. *A proxy for a number of shareholders may not represent more than 5% of the Company's share capital.*
3. *Persons of incomplete capacity or incapable shall be represented by their legal representatives and minors shall be represented by their parent or guardian.*
4. *A corporate person may delegate a representative or those in charge of its management pursuant to a resolution of its board of directors or its equivalent to represent such corporate person in the AGM. The delegated person will have the powers as determined in the delegating resolution. A copy of the relevant resolution, power of attorney or other corporate authority must be submitted.*
5. *The AGM will only be valid if attended by shareholders (or their proxies) who represent at least 50% of the Company's capital. If this quorum is not achieved at the first meeting, a second meeting will be held on Tuesday 30 April 2019 at the same place and time. The second meeting will be considered valid regardless of the number of attendees. All duly completed proxy forms shall continue to be valid and in full force for any adjourned meeting unless revoked by the relevant shareholder by notice to the Issuer Services Department, First Abu Dhabi Bank, FAB Building Khalifa Business Park, Al Qurm District, 4th floor, P.O. Box 6316, Abu Dhabi, UAE, not less than two days prior to the date of the meeting.*
6. *Each shareholder who is registered in the Company's share book on Monday 22 April 2019 is entitled to attend the first meeting on Tuesday 23 April 2019. In the event a quorum for the first meeting is not achieved, shareholders who are registered in the Company's share book on Monday 29 April 2019 shall be entitled to attend the second meeting on Tuesday 30 April 2019. The second meeting shall be quorate if attended by any shareholder.*

7. *Shareholders who are registered in the Company's share book on Sunday 5 May 2019 shall be deemed to be entitled to receive the dividend if the AGM is convened on its first meeting date on Tuesday 23 April 2019. Shareholders who are registered on Sunday 12 May 2019 shall be deemed to be entitled to receive the dividend if the AGM is convened on its second meeting date on Tuesday 30 April 2019.*
8. *Shareholders are required to update their contact details at the Dubai Financial Market to ensure that dividends are delivered properly. Dividends will be distributed through the Dubai Financial Market.*
9. *The Company's consolidated financial statements for the year ended 31 December 2018 and the Company's corporate governance report are available via the Company's page on the Dubai Financial Market and the Company's website (www.arabtecholding.com). Hard copies will also be made available at the AGM venue upon registration on the day of the AGM.*
10. *A special resolution is a resolution adopted by shareholders representing 75% of the shares present at the AGM.*
11. *The following link is to the Investors Rights in Securities Guidelines Book which is available on the SCA's official website:* https://www.sca.gov.ae/Arabic/Pages/Home.aspx

Chairman of the Board of Directors