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INVITATION TO ATTEND ANNUAL GENERAL MEETING OF Takaful Emarat- Insurance (Public Joint Stock Company)

The Board of Directors of **Takaful Emarat Insurance Company** (PJSC) has the honor to invite the shareholders to attend the annual General Assembly meeting at 2:00 P.M on **Monday 25/03/2019** at **Conrad Hotel Dubai – Shaikh Zayed Road - Dubai UAE** to consider the following agenda:

1. Listen to and approve the Board of Directors' Report on the Company's activity and its financial position for the fiscal year ended on 31/12/2018.
2. Listen to and approve the Auditor's Report for the fiscal year ended on 31/12/2018.
3. Listen to and approve the Internal Shariah Supervisory Board's Report.
4. Discuss and approve the Company's balance sheet and profit and loss account for the fiscal year ended on 31/12/2018
5. Appoint the members of the Internal Shariah Supervisory Board.
6. Consider the Board of Directors' proposals concerning the distribution of cash dividends of 7 % of the paid-up capital representing an amount of AED 10,500,000.
7. Approve a proposal concerning the remuneration of the members of the Board of Directors and determine the amount thereof.
8. Discharge the members of the Board of Directors for the fiscal year ended on 31/12/2018 or remove them and file a liability action against them, as the case may be.
9. Discharge the auditors for the fiscal year ended on 31/12/2018 or remove them and file a liability action against them, as the case may be.
10. Appoint the auditors and determine their fees.
11. Endorse of the appointment of Mr. Fahim Mohamed Ahmed Alkouk Alshehhi as a Board Member for the vacated seat on the Board during 2019
12. Matters that require a special resolution:

Consider passing a special resolution to approve: The Board of Directors' recommendation to amend article 41 of the memorandum of association of the company related to Notification of the Invitation to the Meeting of the General Assembly to become as follows:

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(Article 41 after the amendments):

The shareholders shall be invited to attend the General Assembly meetings by an announcement in two local daily newspapers, one of them at least shall be issued in Arabic, and the SMS or electronic mails at least fifteen days prior to the scheduled date of the meeting, after obtaining the approval of the SCA. The notification of the invitation shall be accompanied by the report of the BOD and the Auditors' Report and it shall include the agenda as well. A copy of the papers of the invitation shall be sent to the SCA, the Competent Authority and the Insurance Authority.

Instead of (Article 41 before the amendments):

The shareholders shall be invited to attend the General Assembly meetings by an announcement in two local daily newspapers, one of them at least shall be issued in Arabic, and registered letters at least fifteen days prior to the scheduled date of the meeting, after obtaining the approval of the SCA. The notification of the invitation shall be accompanied by the report of the BOD and the Auditors' Report and it shall include the agenda as well. A copy of the papers of the invitation shall be sent to the SCA, the Competent Authority and the Insurance Authority.

Consider passing a special resolution to approve: The Board of Directors' recommendation to allocate an amount towards Corporate Social Responsibility and to authorize the board of directors to determine the beneficiary of the contributions, provided that the contributions shall not exceed 2% of the average net profit.

Notes:

1. Any shareholder who has the right to attend the General Assembly may delegate any person other than a member of the Board of Directors under a special written proxy. In such capacity, no proxy may represent more than 5% of the shares in the capital of the Company. Shareholders who lack capacity or competency shall 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 decision of its Board of Directors or its authorized deputy to represent such corporate person in the General Assembly of the Company. The delegated person shall have the powers as determined under the delegation decision.
3. Shareholders registered in the Shareholders Register on **Sunday 24/03/2019** shall be entitled to vote in the General Assembly meeting.
4. Shareholders registered in the shareholders register on **04/04/2019** shall be entitled to receive the dividends.

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5. Incase Profit Dividend has been approved by the AGM, below are the dates related to profit dividend:

	If the AGM meeting took place on 25/03/2019	If the AGM meeting took place on 01/04/2019
LED	Tuesday 02/04/2019	Tuesday 09/04/2019
EXD	Wednesday 03/04/2019	Wednesday 10/04/2019
RCD	Thursday 04/04/2019	Thursday 11/04/2019

6. The shareholders can access and review the financial statements of the Company on the website of the company https://takafulemarat.com/ and Dubai Financial Market.

7. The meeting of the General Assembly shall not be valid unless attended by shareholders who hold or represent by proxy at least (50%) of the Company's share capital. If this quorum for the meeting is not available in the first meeting, the second meeting shall be convened on **Monday, 01st of April 2019** in the same place and time. (The second meeting shall be held after a period of not less than five (5) days and not more than fifteen (15) days from the date of the first meeting. The postponed meeting shall be deemed valid irrespective of the number of the shareholders present.

8. Special Resolution: is a resolution passed by majority vote of the shareholders who hold at least 3/4 of the shares represented in the General Assembly meeting of a joint-stock company.