

## Invitation to attend the Annual General Assembly Meeting of Dubai Financial Market Company (Public Joint-Stock Company) (the “Company”)



The Board of Directors of Dubai Financial Market Company (PJSC) is pleased to invite the shareholders to attend the annual General Assembly meeting at **02:00pm, on Wednesday 25<sup>th</sup> of March 2020, at the Dubai Financial Market Trading Floor, World Trade Centre, Dubai, UAE.**, to discuss the following agenda:

1. Review and approve the Board of Directors' Report on the Company's activity and its financial position for the fiscal year ended on 31/12/2019.
2. Review and approve the Auditor's Report for the fiscal year ended on 31/12/2019.
3. Review and approve the Fatwa and Shari'a Supervisory Board's Report.
4. Discuss and approve the Company's Balance Sheet and Profit & Loss Account for the fiscal year ended on 31/12/2019.
5. Appoint the members of the Shari'a and Fatwa Supervisory Board.
6. Consider the Board of Directors' proposal concerning the distribution of AED 200 million in cash dividends, equivalent to 2.5% of the Company's capital.
7. Approval of the proposal for the remuneration of members of the Board of Directors and determine the amount thereof.
8. Discharge the members of the Board of Directors from their liabilities for the fiscal year ended on 31/12/2019, or terminate their membership and consider any legal action, if necessary.
9. Discharge the Auditors from their liabilities for the fiscal year ended on 31/12/2019, or terminate their service and consider any legal action, if necessary.
10. Appoint external Auditors for the fiscal year 2020 and determine their professional fees.
11. Elect members of the Board of Directors.
12. Special Resolution:  
Approval to execute transactions with related parties (companies subject to government ownership/participation), provided that such transactions do not exceed 30% of the Company's capital, and should be presented to the annual General Assembly meeting in the future for approval.
13. Special Resolution:  
Approval to amend the Company's Articles of Association item numbers: (1), (2), (5), (18), (19), (21), (25), (28), (29), (30), (34), (36), (37), (39), (42), (46), and (47).

### Notes:

1. Shareholders who have the right to attend the annual General Assembly meeting may appoint any person, other than members of the Board of Directors, to attend the meeting on their behalf through a special written proxy. In such capacity, no proxy may represent more than five percent (5%) of the shares in the Company's capital. Shareholders who are minors or legally incapacitated shall be represented by their legal representatives.
2. A corporation may delegate one of its representatives or those in charge of its management accordant to a decision of its Board of Directors or its authorized deputy, to represent such corporation in the Company's annual General Assembly meeting. The delegated person shall have the voting powers as determined under the delegation decision.
3. Shareholder's registration for the annual General Assembly meeting will be open from 01:00pm on the same day.
4. Shareholders, who are registered in the 'Shareholders Registry' on Tuesday 24<sup>th</sup> March 2020, shall be entitled to vote in the annual General Assembly meeting.
5. Shareholders who are registered in the 'Shareholders Registry' on Sunday 5<sup>th</sup> April 2020, shall be entitled to receive dividends.
6. Shareholders can access and review the financial statements, Board of Directors' nomination conditions and proposed changes on the Articles of Association through the Company's website [www.dfm.ae](http://www.dfm.ae).
7. The annual General Assembly meeting will not be considered valid unless shareholders attending in person or by proxy are not less than fifty percent (50%) of the Company's capital. If the quorum is not met in the first meeting, a second meeting shall be convened on Tuesday 31<sup>st</sup> March 2020 at the same time and place. The postponed meeting shall be deemed valid irrespective of the number of shareholders present.
  - Shareholders registered in the 'Shareholders Register' on Monday 30<sup>th</sup> March 2020, shall be entitled to vote in this annual General Assembly meeting.
  - Shareholders registered in the 'Shareholders Register' on Sunday 12<sup>th</sup> April 2020, shall be entitled to receive the dividends.
8. Special Resolution: is a resolution passed by a majority vote of the shareholders who hold at least three quarters of the shares represented in the annual General Assembly meeting of a public joint-stock company.

### DFM Company's Board of Directors.

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