Notice of General Assembly Meeting (Virtual Meeting)

Arabtec Holding (PJSC)

The Board of Directors of Arabtec Holding PJSC (Company) is pleased to invite all the shareholders to attend the General Assembly Meeting (GAM) of the Company to be held **at 13.00 p.m. on Monday 30/11/2020** at the IPIC Auditorium, IPIC Tower, IPIC Square, Muroor Road, Abu Dhabi, UAE via virtual attendance technologies. An electronic link for the meeting will be sent to the shareholders via SMS, email (as available) and through DFM portal to discuss and adopt appropriate resolutions in respect of the following agenda:

1. Consider all the steps undertaken so far by the Board of Directors of the Company to implement the special resolution adopted by the shareholders on 30 September 2020.
2. Approve, if necessary, via a Special Resolution to authorize the Board of Directors of the Company to amend the timetable specified in the Special Resolution issued at the General Assembly Meeting referred to in item 1 above.

Notes:

1. Each shareholder who is entitled to attend the general assembly meeting 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 a number of shareholders who hold more than five percent (5%) of the shares in the capital of the Company. Persons of incomplete capacity or incapable shall be represented by their legal representatives. Provided that (the requirements set forth in items 1 and 2 of Article (40) of Chairman of Authority's Board of Directors' Decision no. (3/R.M) of 2020 concerning the Approval of Joint Stock Companies Governance Guide shall be taken into account).

2. 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 general assembly of the Company. The delegated person shall have the powers as determined in the delegating resolution. According to Clauses 1 & 2 of Article 40 of the Corporate Governance Manual, we would like to inform the shareholders with the following:
   Each shareholder who is entitled to attend the general assembly meeting may delegate any person, other than board members, employees of the company, a securities brokerage company, or its employees, by virtue of a special written proxy, which expressly provides the right of an attorney to attend the meetings of the general assembly and to vote on its decisions. In such capacity, no proxy may represent a number of shareholders who hold more than 5% of the Company issued share capital. The shareholder's signature on the proxy shall be the signature approved by one of the following parties, and the company shall take the necessary measures to verify that.
   (A) The Notary Public.
   (B) Chamber of Commerce or economic department in the country.
   (C) A bank or company licensed in the country provided that the shareholder has an account with either of them.
   (D) Any other entity to perform notarization.

3. Shareholders registered in the shareholders register on Sunday 29 Nov 2020 shall be entitled to vote in the general assembly meeting.

4. The shareholders can review the financial statements of the Company on the website of DFM www.dfm.ae.

5. The General Assembly shall only be valid if attended, by shareholders own or represent by proxy not less than (50%) of the Company's share capital. If this quorum is not achieved at the first meeting, a second meeting will be held on 07/12/2020 at the same place and time. (The second meeting shall be held after a period of not less than five (5) days and not exceeding fifteen (15) days from the date of the first meeting. The postponed meeting shall be considered valid, regardless of the number of attendees.)

6. Special Resolution: a resolution issued by a majority of shareholders who hold at least three quarters of the shares represented in the general assembly meeting of the shareholding company. (This item is added if there are any issues that require a special resolution).

7. Shareholders can review the investors' rights in securities guide on the homepage of the Securities and Commodities Authority's official website on the following website: https://www.sca.gov.ae/ar/services/minority-investors-protection.aspx