Drake & Scull

Date 5th April 2022

التاريخ: 5 نيسان 2022

Mr. Hamed Ahmed Ali

CEO

Dubai Financial Market

Dubai- United Arab Emirates

السيد/ حامد أحمد علي

الرئيس تنفيذي

سوق دبي المالي

دبي- الامارات العربية المتحدة

Dear Sirs,

تحية طيبة وبعد،

<u>Subject: invitation to attend the Annual General Assembly Meeting of Drake & Scull International PJSC (the "Company")</u>

<u>الموضوع: دعوة لحضور اجتماع الجمعية العمومية السنوي لشركة دريك اند سكل انترناشيونال ش.م.ع ("الشركة")</u>

Please be informed that the Board Director of the Company has decided to invite the Shareholders to attend the Annual General Assembly Meeting of the Company, which will be conducted virtually at 1:00 PM on Thursday, 28/4/2022 through Zoom Application, and If this quorum for the meeting is not available in the first meeting, the second meeting shall be convened on 12/5/2022 in the same manner and time at 1.00 pm. to consider the following agenda:

1. Authorizing the Chairman of the Annual General Assembly Meeting to appoint the meeting's Secretary and the vote collector.

يرجى العلم بأن مجلس الإدارة قد قرر دعوة الجمعية العمومية للإنعقاد في تمام الساعة الواحدة من يوم الخميس الموافق 2022/04/28 وذلك من خلال وسيلة التواصل المرئي والمسموع "زووم" ,وفي حال عدم إكتمال النصاب القانوني للإجتماع الأول فسيصار الى عقد الإجتماع الثاني في تمام الساعة الواحدة من يوم الخميس الموافق 2022/5/12 وذلك للنظر في جدول الأعمال التالي :-

1. تفويض رئيس اجتماع الجمعية العمومية بتعيين مقرر الاجتماع وجامع الأصوات.

2. Consider and approve the Board of Director's Report in respect of the activity and financial position of the Company for the financial year ending on 31/12/2021.
3. Consider and approve the Auditor's Report for the financial year ending on 31/12/2021.
4. Discuss and approve the Company's balance sheet and profit and loss account for the financial year ending on 31/12/2021.
5. Absolve the members of the Board of Directors from any liability for the financial year ending 31/12/2021 or dismiss them and file a liability lawsuit against them as the case may be.
6. Absolve the auditors from any liability for the year ending on 31/12/2021 or dismiss them and file a liability lawsuit against them as the case may be.
7. Approval of the appointment of Dr. Tariq Al-Hujairi as a new member of the Board of Directors, in place of the resigning member and for the same remaining period of the resigning member's term of office.
8. Considering the Shareholders' representatives offers submitted to the Company, agreeing to appoint one of the shareholders' representatives to represent the shareholders in the next General Assembly Meeting, and approving their fees.
9. Considering the Auditors' offers submitted to audit the Company's

2. سماع تقرير مجلس الإدارة عن نشاط الشركة وعن مركزها المالي عن السنة المالية المنتهية في 2021/12/31 والتصديق عليه.
3. سماع تقرير مدقق الحسابات عن السنة المالية المنتهية في 2021/12/31 والتصديق عليه.
4. مناقشة ميزانية الشركة وحساب الأرباح والخسائر عن السنة المالية المنتهية في 2021/12/31 والتصديق عليها.
5. إبراء ذمة أعضاء مجلس الإدارة عن السنة المالية المنتهية في 2021/12/31 أو عزلهم ورفع دعوى المسؤولية عليهم حسب الأحوال.
6. إبراء ذمة مدققي الحسابات عن السنة المالية المنتهية في 2021/12/31 أو عزلهم ورفع دعوى المسؤولية عليهم حسب الأحوال.
7. المصادقة على تعيين د. طارق الحجيري كعضو جديد في مجلس الإدارة، مكان العضو المستقيل وللمدة المتبقية ذاتها من مدة ولاية العضو المستقيل.
8. النظر في عروض ممثلي المساهين المقدمة للشركة، والموافقة على تعيين أحدهم لتمثيل المساهمين في اجتماع الجمعية العمومية القادم، والموافقة على عرض الأتعاب المقدم من قبلهم.
9. النظر في عروض مدققي الحسابات المقدمة لتدقيق حسابات الشركة للسنة المالية المنتهية في

fiscal year ending 31/12/2022 and agreeing to appoint one of them, and to approve their fees.

10. Brief the Shareholders on the updates related to the Company's restructuring.

11. **Special Resolutions:**
On the recommendation of the Board of Directors, approval of the continuity of the company's activity, in order to complete the progress of the restructuring plan and the application submitted to the competent court

2022/12/31، والموافقة على تعيين أحدهم والموافقة على عرض الأتعاب المقدم من قبلهم.

10. إعلام السادة المساهمين بآخر التطورات المتعلقة بإعادة هيكلة الشركة.

قرار خاص

11. بناء على توصية من مجلس الإدارة، الموافقة على استمرارية نشاط الشركة، وذلك لاستكمال السير في خطة إعادة الهيكلة والطلب المقدم الى المحكمة المختصة.

Sincerely Yours,

Dana Abualghanam

Board Secretary

وتفضلوا بقبول فائق الاحترام والتقدير،

دانا أبو الغنم
أمين السر

ابو الغنم

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دريك أند سكل انترناشيونال ش.م.ع
Drake & Scull International PJSC
P.O. Box: 65794 , DUBAI, U.A.E.

Invitation to attend the Annual General Assembly Meeting of Drake & Scull International PJSC (Public Joint-stock Company)

The Board of Directors of Drake & Scull International (PJSC) is honored to invite the Shareholders to attend the Annual General Assembly Meeting of the Company, which will be conducted virtually at 1:00 PM on Thursday, 28/04/2022 to consider the following agenda:

1. Authorizing the Chairman of the Annual General Assembly Meeting to appoint the meeting's Secretary and the vote collector.
2. Consider and approve the Board of Director's Report in respect of the activity and financial position of the Company for the financial year ending on 31/12/2021.
3. Consider and approve the Auditor's Report for the financial year ending on 31/12/2021.
4. Discuss and approve the Company's balance sheet and profit and loss account for the financial year ending on 31/12/2021.
5. Absolve the members of the Board of Directors from any liability for the financial year ending 31/12/2021 or dismiss them and file a liability lawsuit against them as the case may be.
6. Absolve the auditors from any liability for the year ending on 31/12/2021 or dismiss them and file a liability lawsuit against them as the case may be.
7. Approval of the appointment of Dr. Tariq Al-Hujairi as a new member of the Board of Directors, in place of the resigning member and for the same remaining period of the resigning member's term of office.
8. Considering the Shareholders' representatives offers submitted to the Company, agreeing to appoint one of the shareholders' representatives to represent the shareholders in the next General Assembly Meeting, and approving their fees.
9. Considering the Auditors' offers submitted to audit the Company's fiscal year ending 31/12/2022 and agreeing to appoint one of them, and to approve their fees.
10. Brief the Shareholders on the updates related to the Company's restructuring.
11. **Special Resolutions:**
    On the recommendation of the Board of Directors, approval of the continuity of the company's activity, in order to complete the progress of the restructuring plan and the application submitted to the competent court

Notes:

1. Shareholders can register to attend and vote electronically on the resolutions of the Annual General Assembly through the link: **(https://www.smartagm.ae/)**. Registration opens at 12:00 PM on Wednesday 27/04/2022 and registration will be closed at 12:00 PM on Thursday 28/04/2022.
2. The Annual General Assembly Meeting shall be held virtually at the date and time set in the Shareholder's invitation. The Board of Directors, Auditors, Registrar, Meeting Secretary, and the Vote Collector will participate virtually, and the Shareholders will participate virtually without physical attendance. (SMS messages will be sent to each registered Shareholder containing the username and a password to complete logging into the meeting).
3. Any Shareholder who has the right to attend the Annual General Assembly Meeting may delegate any person other than a member of the Board of Directors under the proxy. In such capacity, no proxy may present 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. "Provided that the requirements set in Clauses 1 and 2 of Article No. (40) of the Chairman of the Authority's Board of Directors Decision No. (3 / RM) of 2020 regarding the approval of the Governance Guide for Public Joint Stock Companies are complied with. " (Shareholders can view explanatory disclosures regarding the approved proxy through the Company's official website).
4. A corporate person may delegate one of his representatives or those in charge of his management under a decision from his Board of Directors or his 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.
5. Any representative of a Shareholder must send the proxy and any supporting documents to B.H Mubasher (the meeting organizer) to the following e-mail: (Registration@smartagm.ae) along with his mobile number so that the organizer can verify and send the Username and password by text message (SMS) to the agent to complete the registration process.
6. The Shareholder of the share registered on Tuesday 15/11/2018 shall be entitled to vote at the Annual General Assembly Meeting.
7. Shareholders can access and view the Company's financial statements and the Corporate Governance Report for the year 2021 on the company's website **(www.drakescull.com)** and the Dubai Financial Market website **(www.dfm.ae)**.
8. The Meeting of the Annual General Assembly shall not be valid unless attended by Shareholders who hold or represent by proxy no less than (50%) of the Company's capital. If this quorum for the meeting is not available in the first meeting, **the second meeting shall be convened on 12/5/2022 in the same manner and time at 1.00 pm.** The postponed meeting shall be deemed valid irrespective of the number of Shareholders present.
9. You can view the Investors' Rights Guide available on the main page in the Securities & commodities official website, as per the following link:
   https://www.sca.gov.ae/ar/services/minority-investor-protection.aspx