



الشركة الوطنية للتأمينات العامة (ش.م.ع.)  
NATIONAL GENERAL INSURANCE CO. (PJSC)

## Invitation to attend the Annual General Assembly Meeting of National General Insurance Company (Public Joint-Stock Company)

The Board of Directors of National General Insurance Company (PJSC) has the honor to invite the shareholders to attend the Annual General Assembly meeting at 4:00 PM on Thursday, 31/03/2022 at the company's Head office and electronically / by remote, 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 31/12/2021.
2. Listen to and approve the Auditor's Report for the fiscal year ended on 31/12/2021.
3. Discuss and approve the Company's balance sheet and profit and loss account for the fiscal year ended on 31/12/2021.
4. Consider the Board of Directors' proposals concerning the distribution of cash dividends to shareholders of 30% (30 fills per share), equivalent to AED 44,986,234 for the fiscal year ended 31/12/2021.
5. Approve a proposal concerning the remuneration of the members of the Board of Directors and determine the amount thereof.
6. Discharge the members of the Board of Directors for the fiscal year ended on 31/12/2021 or not discharge them and remove them and file a liability action against them, as the case may be.
7. Discharge the auditors for the fiscal year ended on 31/12/2021 or not discharge them and remove them and file a liability action against them, as the case may be.
8. Appoint the auditors of the company for the year 2022 and determine their fees.
9. Approve for the Directors to participate in other business engaged in insurance and similar activities according to article 152/3 of Federal Law by Decree No. (32) of 2021 on commercial companies.
10. Approve the Reward Policy for the Chairman and Board of Directors Members in accordance with the Article (29) of the Corporate Governance guide for Public Joint Stock Companies attached to the Chairman of the Authority's Board of Directors Decision No. (3 / R.M) for the year 2020, provided that it is effective as of the policy been approved by the shareholders.
11. Elect member of Board of Directors.
12. **Special Resolution:** To consider and approve the amendment of the Company's Articles of Association, to comply with the Federal Decree-Law No. 32 of 2021 of Commercial Company, after obtaining Authorities approval. Amended Articles will be available on the company and DFM websites before the General Assembly Meeting.

### Notes:

1. Electronic Registration, Attendance and e-Voting:
  - SMS containing link of the Registration, Attendance, e-Voting and access code will be sent to shareholders on Wednesday 30/03/2022.
  - Shareholder is able to register (registration for attendance) and e-Voting upon receiving the link and registration shall end upon commencement of the AGM at 04:00 pm on Thursday 31/03/2022 and the vote will be continuing until end of the AGM.



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- E-voting will only be available for shareholders registered before the commencement of the AGM at 04:00 pm and until the end of the AGM.
  - Shareholders can attend online live streaming of the meeting, and express questions and inquiries through the link sent.
  - For any queries related to Electronic Registration, Attendance and e-Voting, please contact Dubai Financial Market, Customer Services at +971 4 305 5555
2. The General Assembly Meeting shall be held on the day and hour specified in the invitation to shareholders, in the presence of the Board of Directors, the Auditor, the Registrar, the meeting reporter and the teller of the votes, the shareholders may attend the meeting remotely by visiting the website in accordance with the instructions set forth in note (1) above.
  3. Each shareholder who has the right to attend the General Assembly may delegate someone from other than the Board members or the staff of the company, or securities Brokerage Company, or its employees, to attend on his behalf as per written delegation stating expressly that the agent has the right to attend the general assembly and vote on its decision. A delegated person for a number of shareholders shall not have more than (5%) of the company issued Capital after gaining that delegation. Person lacking legal capacity and are incompetent must be represented by their legal representatives, subject to point 1 & 2 of Article 40 of the Authority Chairman's decision No (3/R.M) for 2020 on the adoption of the Public Shareholding Governance Manual and its amendments. (Attached is a self-explanatory disclosure regarding the attestation of Proxy)
  4. 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.
  5. Shareholders can appoint any of the following names in accordance with paragraph (4) of Articles (40) of the Corporate Governance Guide:
    - Office Saad Al Hammadi Advocates. Phone: 042405222, Email: [d.taher@saadpartners.com](mailto:d.taher@saadpartners.com)
    - Office Laila Al Mahiri Advocates. Phone: 024464777, Email: [info@primelaw-firm.com](mailto:info@primelaw-firm.com)
  6. Shareholders registered in the Shareholders Register on Wednesday 30<sup>th</sup> March 2022 shall be entitled to vote in the Annual General Assembly Meeting, whereas the shareholders registered in the shareholders register on Monday 11<sup>th</sup> April 2022 shall be entitled to receive the dividends.
  7. The shareholders can access and review the Financial Statements and the Integrated Report of the Company on the website of DFM market.
  8. The meeting of the Annual 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 Thursday 07<sup>th</sup> April 2022 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.



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9. **Special Resolution:** The resolution issued by a majority vote of shareholders who own at least three quarters of the shares represented at the general assembly meeting of the public joint stock company.
10. You can review the guide on Investor Rights in securities, which is available through the following link: <https://www.sca.gov.ae/en/services/minority-investor-protection.aspx>



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**Clarifying disclosure regarding the approval of agencies**

According to clauses 1 & 2 of article 40 of the Corporate Governance Manual, we would like to inform the Shareholders with the following:

1. Each Shareholder who has the right to attend the General Assembly may delegate someone from other than the Board members or the staff of the company, or securities brokerage company, or its employees, to attend on his behalf as per a written delegation stating expressly that the agent has the right to attend the General Assembly and vote on its decision. A delegated person for a number of Shareholders shall not have more than (5%) of the Company issued capital after gaining that delegation. Persons lacking legal capacity and are incompetent must be represented by their legal representatives.
2. The Shareholder signature on the power of attorney referred in clause No. (1) shall be the signature approved by any of the following entities:
  - a. Notary Public.
  - b. Commercial chamber of economic department in the state.
  - c. Bank or company licensed in the state, provided that the agent shall have account with any of them.
  - d. Any other entity licensed to perform attestation works.
3. According to the Securities and Commodities Authority, the Proxy form shall include the name and the contact number(s) of the shareholder and the brokerage firm or the authority who approved the proxy.

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**Appointment of Proxy**

I/we.....Herby appoint Mr./ Mrs. ....  
Whose signature appears below, to be my/our proxy authorized on my/our behalf in representing us and attending the General Assembly Meeting of National General Insurance Company (PJSC) which be held on Thursday, 31/03/2022 or any adjournment thereof. Our proxy shall have the right to vote on the agenda item(s) or any other item(s) added to the agenda of the General Assembly Meeting and has the right to conduct all discussion at the General Assembly meeting, whether with the Board of Directors or others with regards to the above agenda items.

Shareholder Signature

Shareholder Name:  
Contact Number(s):

Stamp & Signature of the  
Brokerage Firm

Representative Name:  
Contact Number(s):

**This form / power of attorney / delegation / proxy is a guiding form whereby the client has the power to issue the Proxy in accordance with the limits he deems appropriate, all of this is with the obligation that the signature of the shareholder mentioned in the proxy approved by / with one of the above-mentioned authorities. For more information and clarification please contact: 042115890 / 0502750561 or email: [kamal@ngiuae.com](mailto:kamal@ngiuae.com)**