

**Invitation to attend the Annual General Assembly Meeting of
Al Ramz Corporation Investment and Development (PJSC)
Dated: 28 March 2023**

Dear Shareholders,

The Board of Directors of Al Ramz Corporation Investment and Development PJSC (the “Company”) is pleased to invite all shareholders to attend the Annual General Assembly Meeting (AGM) to be held on Tuesday 28th March 2023 at 2:00 PM at the company premises at Al Reem Island, Sky Tower, Abu Dhabi or through the use of remote presence technology/virtual meetings to consider the following agenda:

Decisions

1. Approve the appointment of the meeting secretary and collectors of votes.
2. Review and approve of the Board of Directors’ report on the Company’s activity and its financial position for the fiscal year ended on 31 December 2022.
3. Review and approve the Auditor’s report for the fiscal year ended 31 December 2022.
4. Discuss and approve the Company’s balance sheet and profit and loss account for the fiscal year ended on 31 December 2022.
5. Consider the Board of Directors’ proposal to close negative reserve amounting to AED 283,966,320 against other reserves.
6. Consider the Board of Directors’ proposal to distribute cash dividends for the fiscal year ended 31 December 2022 of six (6) fils, which represents AED 32,994,960.
7. Review and approve the remuneration of the Company Board of Directors.
8. Discharge the members of the Board of Directors for the fiscal year ended on 31 December 2022 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 December 2022 or remove them and file a liability action against them, as the case may be.
10. Appoint/reappoint the External Auditors of the Company for the financial year 2023 and determine their remuneration.

Notes:

- a) The electronic registration to attend the meeting will be opened through the link www.smartagm.ae from 27th March 2023 at 2:00pm and will be closed on 28th March at 1:30pm, shareholders can vote on the resolution through (www.smartagm.ae) at the registrar. and the voting will be via **LUMI AGM Portal** and the login credentials (username, password, meeting link) will be shared to the approved shareholders and proxy holders via SMS and email.
- b) Each shareholder is entitled to attend physically or remotely or to delegate to a proxy, who is not a Board Member, employees of the Company, or brokerage company or its employees to attend the AGM on their behalf by virtue of a written special written authorization/proxy made pursuant to the delegation form attached with the invitation dispatched by mail. Proxy holder may not represent a number of shareholders in excess of 5% of the Company’s capital. Minors and those who have no legal capacity shall be represented by their legal representatives. In case the quorum was not achieved in the first meeting, the proxies issued for the first meeting shall be considered valid for any later AGM meeting unless

expressly cancelled by the shareholder through a notification to the Company at least two days prior to the second meeting. The requirements under Clauses No. 1 and 2 of Article 40 of Securities and Commodities Chairman Decision No. (3/Chairman) of 2020 on the Approval of Public Joint Stock Companies Governance Guide ("Governance Guide") on adopting proxies shall be met. For individual and corporate proxies, you can register through (www.smartagm.ae) and fill out the proxy form and uploaded with the supporting documents once the online registration is open.

- c) A corporate person may delegate one of its representatives or those in charge of its management under a resolution passed by its Board of Directors or any similar entity to represent such corporate person in any General Meeting of the Company. The delegated person shall have the powers as determined under the delegation resolution.
- d) The owner of the shares registered on Monday 27th March 2023 shall be deemed to be the holder of the right to attend and vote at the general meeting. In case of the second meeting, the registered holder of a share on 3rd April 2023 shall have the right to attend and vote at the second General Meeting.
- e) Shareholders registered in the shareholders register on 7th April 2023 shall be entitled to receive the dividends. In case of convening a second AGM meeting as a result of lack of quorum at the first AGM, then the shareholders register on 14th April 2023 shall be entitled to receive the dividends.
- f) The General Assembly Meeting will not be valid if not attended by the quorum (50% of the Company's capital), and if the quorum is not met in the first meeting, a second meeting shall take place on 4th April 2023 at the same time and the second meeting shall be valid irrespective of the shareholders attendance percentage.
- g) A Special Resolution is a resolution passed by majority vote of the shareholders who hold at least 75% of the shares represented in the General Assembly meeting of the Company.
- h) Pursuant to the Article (40/4) of the Securities and Commodities Chairman Decision no. (3/R.M.) of 2020 concerning the Joint Stock Companies Governance Guidelines, any shareholder who wishes to appoint a representative to attend and vote on his behalf should communicate with the following persons and the Company shall bear the fees:
 - **Al Tamimi & Co.**
 - Mr. Mohamed Al Marzouki: m.almarzouqi@tamimi.com – 028130444
 - **Matouk Bassiouny:**
 - Mr. Ahmed Ramadan ahmed.ramadan@matoukbassiouny.com - 042892159
- i) The shareholders may review the financial statements of the Company and the Company's corporate governance report on DFM website (www.dfm.ae) and the Company's website (www.alramz.ae).
- j) The shareholders may check the guide on investor rights in securities, which is available on the main page of the Securities and Commodities Authority official website, according to the following link:

<https://www.sca.gov.ae/ar/services/minority-investor-protection.aspx>

Sincerely yours,

Al Ramz Corporation Investment and Development PJSC.

Proxy

To/ Al Ramz Corporation for Investment and Development PJSC.
Dubai, United Arab Emirates.

Shareholder name:
Shareholder Mobile number.....
Number of Shares:

We / I a shareholder of Al Ramz Corporation for Investment and Development PJSC. ("The Company"), by virtue of this proxy appoint and authorize Mr..... to attend and vote in my name and on my behalf on all agenda items in the upcoming general assembly meeting that will be held on Tuesday 28th March 2023 at 2:00pm and any adjournment meeting thereof.

Signature:
Date:

Special conditions:

The shareholder signature on the proxy shall be the signature approved by any of the below parties and the Company will take the necessary measures to comply with Securities and Commodities Authority requirements:

- Notary Public.
- Commercial chamber of economic department in the state.
- Bank or company licensed in the state, provided that the agent shall have account with any of them.
- Any other entity licensed to perform attestation works.