# 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 at Dubai- The H Dubai Hotel- Sheikh Zayed Road at 3:00 PM on Thursday, 2025/04/25 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 2024/12/31.
3. Consider and approve the Auditor's Report for the financial year ending on 2024/12/31.
4. Discuss and approve the Company's balance sheet and profit and loss account for the financial year ending on 2024/12/31.
5. Approve the Board of Directors' proposals concerning not distributing dividends, whether cash dividends or bonus shares.
6. Discuss and approve the Board of directors' recommendation concerning the board of directors' remuneration for the financial year ended 2024/12/31.
7. Absolve the members of the Board of Directors from any liability for the financial year ending 2024/12/31 or dismiss them and file a liability lawsuit against them as the case may be.
8. Absolve the auditors from any liability for the year ending on 2024/12/31 or dismiss them and file a liability lawsuit against them as the case may be.
9. Considering the Auditors' offers submitted to audit the Company's fiscal year ending 2023/12/31 and agreeing to appoint one of them, and to approve their fees.
10. Approval to reclassify the legal reserve amounting to AED 479 Million to the accumulated losses account in order to reduce the percentage of accumu lated losses from capital.
11. approve the Board of Directors' decision to grant a loan of EUR 7,080,438 to Passavant Energy and Environment GmbH a Subsidiary of Drake and Scull International PJSC–Secured by its shares in Passavant Energy and Environment -India
12. Special resolution :-
    Amending the company's articles of association to comply with the amended Commercial Companies Law No. 32 of 2021 and the Governance Guide for Public Joint Stock Companies.

**Notes:**

1. As directed by the Securities and Commodities Authority, the Company's Shareholders have to register electronically to be able to attend and vote on the items of the General Assembly. Registration will open on Wednesday, 23 April 2025 at 12:00 pm and close on Thursday, 24 April 2025 at 12:00 pm. For electronic registration, kindly visit the following link: https://www.smartagm.ae
2. The Annual General Assembly Meeting shall be held in person at the date and time set in the Shareholder's invitation. The Board of Directors, Auditors, Registrar, Meeting Secretary, and the Vote Collector will attend either in person or virtually, and the Shareholders will have the option to participate virtually or in person. (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. Individual and corporate proxies can register through (https://www.smartagm.ae), fill out the proxy form and upload it with the supporting documents once the online registration is open.
6. The Shareholder of the share registered on Wednesday 2025/4/23 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 2024 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 2025/4/30 in the same manner and timing 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