

**Invitation to attend the Annual General Assembly Meeting of  
Al Ramz Corporation Investment and Development (PJSC)  
Dated: 22 April 2024**

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 **Monday 22 April 2024 at 2:00 PM** at the company premises at Abu Dhabi, Al Reem Island, Sky tower, 35<sup>th</sup> floor 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 2023.
3. Review and approve the Auditor’s report for the fiscal year ended 31 December 2023.
4. Discuss and approve the Company’s balance sheet and profit and loss account for the fiscal year ended on 31 December 2023.
5. Consider the Board of Directors’ proposal to distribute cash dividends for the fiscal year ended 31 December 2023 of six (6) fils, which represents AED 33mn.
6. Review and approve the remuneration of the Company Board of Directors.
7. Discharge the members of the Board of Directors for the fiscal year ended on 31 December 2023 or remove them and file a liability action against them, as the case may be.
8. Discharge the auditors for the fiscal year ended on 31 December 2023 or remove them and file a liability action against them, as the case may be.
9. Reappoint the External Auditors of the Company for the financial year 2024 and determine their remuneration.
10. Voting for nominated Board of Directors for the new cycle ending 2027.
11. Delegate the Board of Directors the authority to allocate up to 1% of net profits to corporate social responsibility.

**Notes:**

- a) Each shareholder is entitled to attend in person 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.

Registration can be done through the link ([www.smartagm.ae](http://www.smartagm.ae)) by filling out the proxy form and uploading it along with the supporting documents once online registration is opened.

- b) 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.
- c) An invitation will be sent to shareholders via registered SMS and email addresses which contains the registration link on Monday, 01/04/2024, at 2:00pm.
- d) The owner of the shares registered on Friday 19<sup>th</sup> April 2024 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 Friday 26<sup>th</sup> April 2024 shall have the right to attend and vote at the second General Meeting.
- e) Shareholders registered in the shareholders register on 2<sup>nd</sup> May 2024 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 9<sup>th</sup> May 2024 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 29<sup>th</sup> April 2024 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. Alex Ghazi: [alex.ghazi@tamimi.com](mailto:alex.ghazi@tamimi.com) – +971555007046
  - **Matouk Bassiouny:**
    - Mr. Ahmed Ramadan [ahmed.ramadan@matoukbassiouny.com](mailto: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](http://www.dfm.ae)) and the Company's website ([www.alramz.ae](http://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.**

## Electronic registration, attendance, and e-voting:

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 Monday 15<sup>th</sup> April 2024 at 2:00 PM and close on Monday 22<sup>nd</sup> April 2024 at 2:00 PM. For electronic registration, kindly visit the following link: <https://www.smartagm.ae>
2. 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.
3. An invitation will be sent to shareholders via registered SMS and Email addresses which contains the registration link on Monday 1<sup>st</sup> April 2024.
4. After verifying the registration details, the login credentials including the meeting link, username, and password will be sent to the approved shareholders/proxyholders via SMS and Email provided in the registration form a day before the AGM.
5. For any queries related to the electronic registration, attendance and eVoting, please read the instructions available on SmartAGM Portal (<https://www.smartagm.ae>) or via the support channels on SmartAGM Portal or contact the company at [anas.s@alramz.ae](mailto:anas.s@alramz.ae)



# إفصاح توضيحي بشأن اعتماد التوكيلات



بناءً على متطلبات البندين ١ و ٢ من المادة رقم ٤٠ من دليل حوكمة الشركات المساهمة العامة الصادر من هيئة الأوراق المالية والسلع، نود أن نلفت السادة المساهمين إلى ما يلي:

## الوكلاء المفوضين عن المساهمين:

١. يجوز لمن له حق حضور الجمعية العمومية أن نييب عنه من يختاره من غير أعضاء مجلس الإدارة أو العاملين بالشركة أو شركة وساطة في الأوراق المالية أو العاملين بها بمقتضى توكيل خاص ثابت بالكتابة ينص صراحة على حق الوكيل في حضور اجتماعات الجمعية العمومية والتصويت على قراراتها ويجب ألا يكون الوكيل - لعدد من المساهمين - حائزاً لهذه الصفة على أكثر من (٥%) من رأس مال الشركة المصدر. ويمثل ناقص الأهلية وفاقديها النائبون عنهم قانوناً.
٢. يتعين أن يكون توقيع المساهم الوارد في الوكالة المشار إليها في البند (١) هو التوقيع المعتمد من/لدى أحد الجهات التالية، وعلى الشركة اتخاذ الإجراءات اللازمة للتحقق من ذلك.
  - أ . الكاتب العدل
  - ب . غرفة تجارة أو دائرة اقتصادية بالدولة
  - ج . بنك أو شركة مرخصة بالدولة شريطة أن يكون للموكل حساب لدى أي منهما
  - د . أي جهة أخرى مرخص لها القيام بأعمال التوثيق
٣. بالإضافة إلى ذلك يرجى إرفاق ما يلي:
  - نسخة سارية الصلاحية من بطاقة الهوية الإماراتية (من الأمام والخلف) أو نسخة جواز السفر للمساهم.
  - نسخة سارية الصلاحية من بطاقة الهوية الإماراتية (من الأمام والخلف) أو نسخة جواز السفر لصاحب التوكيل
٤. يتعين تضمين نموذج التوكيل أرقام التواصل بالمساهم واسم و أرقام التواصل الخاصة بممثل عن شركة الوساطة الذي اعتمد التوكيل.

## الوكلاء المفوضين عن الشخص الاعتباري

١. يجوز للشخص الاعتباري تفويض أحد ممثليه أو المسؤولين عن إدارته بموجب قرار صادر عن مجلس إدارته أو أي كيان مماثل.
٢. يجب أن يتم توقيع خطاب التفويض أو النموذج من قبل المفوض بالتوقيع عن الشخص الاعتباري وتقديم المستند الداعم مثل التوكيل الرسمي والرخصة التجارية وما إلى ذلك.
٣. بالإضافة إلى ذلك يرجى إرفاق ما يلي:
  - نسخة سارية الصلاحية من بطاقة الهوية الإماراتية (من الأمام والخلف) أو نسخة جواز السفر لصاحب التوكيل
٤. يتعين تضمين نموذج التوكيل أرقام التواصل بالمساهم واسم و أرقام التواصل الخاصة بممثل عن شركة الوساطة الذي اعتمد التوكيل.

## CLARIFYING DISCLOSURE REGARDING THE APPROVAL OF AGENCIES

According to Clauses (1) & (2) of Article (40) of the Governance Guide for Public Shareholding Companies issued by the Securities and Commodities Authority, we would like to inform the shareholders of the following:

### Individual Proxyholder:

1. Any 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 or economic department in the state
  - c - Bank or company licensed in the state, provided that the agent shall have an account with any of them.
  - d - Any other entity licensed to perform attestation works.
3. In addition to the above please, provide the following:
  - Valid Emirates ID copy (Front and Back) or Passport Copy of the shareholder
  - Valid Emirates ID copy (Front and Back) or Passport Copy of the Proxyholder.
4. The proxy form shall include the name and contact number(s) of the shareholder and the brokerage firm who approved the proxy.

### Corporate Proxyholder

1. 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.
2. The delegation letter or form should be signed by an authorized signatory and provide the supporting document such as POA, Trade License etc.
3. In addition to the above please, provide the following:
  - Valid Emirates ID copy (Front and Back) or Passport Copy of the Proxyholder.
4. The proxy form shall include the name and contact number(s) of the shareholder and the brokerage firm who approved the proxy.