

**Invitation to attend the General Assembly Meeting of United Fidelity Insurance Company  
(Public Joint-Stock Company)**

The Board of Directors of United Fidelity Insurance Company PSC (the “**Company**”) hereby cordially invites all the esteemed shareholders of the Company to attend the general assembly meeting of the Company which will be held on **Monday 25-10-2021 at 12:30 pm**, remotely/ Electronically to consider the following agenda:

- 1- Discuss and approve the remunerations of the members of the committees of the Board of Directors.

**Matters that require a Special Resolution**

1. Pass a Special Resolution in respect of the Company’s Board of Directors proposal to increase the Company’s share capital from AED 100,000,000 (one hundred million Dirhams) to AED 128,000,000 (one hundred twenty eight million Dirhams) with an increase of AED 28,000,000 (twenty eight million Dirhams) through issuance of shares for capital increase amounting to 28,000,000 (twenty eight million) with a nominal value of AED (1) (one Dirham) per share. All of the capital increase shares have to be paid in full and shall be offered to the existing shareholders of the Company and not in public offering.
2. Pass a Special Resolution in respect of the Company’s Board of Directors proposal to increase the Company’s share capital from AED 128,000,000 (one hundred twenty eight million Dirhams) to AED 160,000,000 (one hundred sixty million Dirhams) with an increase of AED 32,000,000 (thirty two million Dirhams) through issuance of shares for capital increase with a nominal value of AED (1) (one Dirham) per share to "Fidelity Insurance and Reinsurance Company SAL, Lebanon" to increase its shareholding in the Company as a strategic shareholder.
3. Pass a Special Resolution to amend Article (6) of the Company’s Articles of Association:

**Text before amendment:**

“The Company’s issued capital is fixed at AED (100,000,000) one hundred million UAE dirhams, divided into (100,000,000) one hundred million shares with a nominal value of AED (1) one dirham fully paid. All shares of the Company of the same class are equal to each other in respect of rights and obligations.”

**Text after amendment:**

“The Company’s issued capital is fixed at AED (160,000,000) one hundred sixty million UAE dirhams, divided into (160,000,000) one hundred sixty million shares with a nominal value of AED (1) one dirham fully paid. All shares of the Company of the same class are equal to each other in respect of rights and obligations.”

4. To authorize the Company’s Board of Directors to carry out all the required procedures with the Central Bank and Securities and Commodities Authority, take all relevant decisions including but not limited to decide the procedure and subscription period in line with the regulations and to secure the required approvals to increase the share capital and amend Article (6) of the Articles of Association upon completion of subscription in the shares of capital increase

**UNITED FIDELITY INSURANCE COMPANY**

In Conformity with the Federal Law No. 6/2007 Reg. No (8) dated 22/12/1984. Authorized paid-up Capital Dh. 100,000,000  
Ras Al Khaimah T: +971 7 2351584, F: +971 7 2353213, P.O. Box: 1010 - Sharjah T: +971 6 5682277, F: +971 6 5681586, P.O. Box: 5333  
Dubai T: +971 4 2502501, F: +971 4 2502504, P.O. Box: 1888 - Abu Dhabi T: +971 2 6263313, F: +971 2 6263526, P.O. Box: 721  
Fujairah T: +971 9 2222302, F: +971 9 2220294, P.O. Box: 4417  
info@fidelityunited.ae

provided that the capital increase resolution be implemented within one year from the date of its approval by the general assembly of the Company.

**Remark:**

1. Each shareholder may appoint another person to attend the General Assembly meeting in accordance with a special fixed power of attorney stated clearly that the agent has the right to attend the general assembly and vote on its decision, The shareholder signature on the power of attorney shall be the signature approved by any of the following entities: 1- Notary Public -2- Commercial chamber of economic department in the state – 3- Bank or company licensed in the state, provided that the agent shall have account with any of them 4- Any other entity licensed to perform attestation works, provided that the proxy holder should not be a member of the Board of Directors and provided the proxy holder does not represent shareholders holding more than 5% (five percent). of the total number of shares of the Company, Shareholders who lack capacity or competency shall be represented by their legal representatives. (The requirements of sections 1 and 2 of Article 40 of the Chairman's Decision (3/R.M.) for 2020 on the adoption of the Public Shareholding Governance Manual shall be taken into account.)
2. A legal person shall have the right to delegate his representatives or those in charge of his administration as per a decision issued from the Board or any similar body, to represent him at the meetings of the general assembly of the company, and the delegated person shall have the powers prescribed in the delegation decision.
3. Shareholders registered in the Shareholders register on **24-10-2021** have the right to attend and vote in the General Assembly of the Company.
4. The meeting of the 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 **01-11-2021** at the same time and with the same mechanism and shall be deemed valid irrespective of the number of the shareholders presence.
5. Shareholders have the right to discuss subjects listed on the General Assembly meeting's agenda and address their questions to the Board of Directors and the company's External Auditors.
6. Special Resolution: is a resolution passed by majority vote of the shareholders who hold at least 3/4 of the shares represented in the General Assembly meeting of a joint-stock company.
7. The Assembly Meeting shall be held on the day/time specified by the invitation to Shareholders.
8. Shareholders can attend and vote electronically on the resolutions of the General Assembly by completing the invitation form and send it to the following Email address (IS@bankfab.com). **Registration will be opened at 12:00 pm on 24-10-2021 and will be closed at 12:00 pm on 25-10-2021** and we will provide the link to shareholders for attendance and voting.

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9. The shareholder representative must send the proxies and any supporting documents by e-mail to First Abu Dhabi Bank (the organizer of the meeting) to the following e-mail (IS@bankfab.com) and must mention his/her mobile phone number so that the organizer can verify and register him then send him the link through (Teams) to attend the meeting by SMS or mail.
10. Noting that the Shareholders wishing to participate through electronic voting must sign an acknowledgment prior to the meeting with his written consent to follow the electronic voting mechanism and prove his attendance at the meeting as per the attached Form.
11. The guide for investors rights in securities is available on SCA's website main page:  
<https://www.sca.gov.ae/ar/services/minority-investor-protection.aspx>

### **Chairman of the Board Directors**

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