



Notice of Annual General Assembly Meeting

The Board of Directors of Dubai Investments PJSC ("the Company") is pleased to invite the shareholders to attend the **Twenty Third** Annual General Assembly Meeting which will be held at **Dubai Investments House, Park Hall, Dubai Investments Park, Jebel Ali, Dubai** on **Wednesday, 17th April 2019 at 4:30 pm** to transact the following business:

- To review and approve the Directors' Report concerning the activities and financial status of the Company for the year ended 31st December 2018.
- To review and approve the Auditors' Report for the year ended 31st December 2018.
- To consider and approve the Consolidated Financial Statements of the Company for the year ended 31st December 2018.
- To consider the recommendation of the Board of Directors concerning cash dividend distribution of 10% (10 fils per share) aggregating to an amount of AED 425,201,958 for the year ended 31st December 2018.
- To consider and approve the Board of Directors' remuneration.
- To absolve the Board of Directors from liability for the year ended 31st December 2018.
- To absolve the Auditors from liability for the year ended 31st December 2018.
- To grant approval in terms of Article 152(3) of the UAE Federal Law No.2 of 2015 to allow the Chairman of the Board of Directors and the Directors to participate in businesses which might be in competition with the Company's business.
- To appoint Auditors for the year 2019 and to determine their remuneration.

Special Resolutions:

- Amendment of Articles (1) and (41) of the Articles of Association of the Company as follows, noting that such amendments are subject to approvals of the competent authorities:
- Article (1) Definition:** to amend the definition of "Related Parties" in the Company's Article of Association as per the UAE Federal Commercial Companies Law No. 2 of 2015 and the Chairman of Authority's Board of Directors Resolution No. (7.R.M) of 2016 as follows:
"Related Parties: The Chairman and members of the Board of Directors of the Company, members of the Senior Executive Management of the Company, employees of the Company, and the companies in which any of such persons holds 30% or more of its capital, as well as its subsidiaries or sister companies or affiliate companies".
- Article (41) Announcement of the Invitation to the General Meeting:** to amend the Company's Article of Association as follows:
"The invitation to the shareholders to attend a General Meeting shall be made by publishing an announcement in two daily newspapers issued in the Arabic language, by registered mail or by SMS and e-mail if any, at least fifteen days prior to the date of the meeting after obtaining SCA approval. The invitation shall include the agenda of the meeting and a copy of the invitation shall be sent to SCA and the authority concerned".
- For Shareholders approval as per Article 67 of the Company's Article of Association:**
To note that the voluntary contributions made by the Company in the context of Corporate Social Responsibility for the years 2018, 2017, 2016 as set out in the financial statements for those years were AED 1.57 Mn, 1.84 Mn and 1.29 Mn respectively. Further to authorize the Board of Directors to approve voluntary contributions for the year 2019 not exceeding 0.5% of the average net profits of the Company during the two previous financial years, at the Board's discretion.

Notes:

- Any shareholder that has the right to attend the General Assembly Meeting may delegate any person elected by such shareholder, other than a Director, under a special written proxy. A proxy of a number of shareholders shall not hold in this capacity over 5% of the share capital of the Company. Shareholders who are minors or legally incapacitated shall be represented by their legal representative.
- A corporate person may delegate one of its representative or those in charge of its management under a resolution passed by its Board of Directors or any similar body to represent such corporate person in any General Assembly Meeting of the Company. The delegated person shall have the powers as determined under such resolution.
- The registered owner of shares as on Tuesday, 16th April 2019 would only be entitled to attend and vote at the General Assembly Meeting.
- Only the registered owner of shares as on Sunday, 28th April 2019 would be entitled for the cash dividend distribution.
- Shareholders can view the Consolidated Financial Statements and the Corporate Governance Report of the Company by logging on to the Dubai Financial Market website www.dfm.ae and the Company's website www.dubaiinvestments.com. Copies of the Annual Report and Corporate Governance Report of the Company will be available at the Meeting.
- In case the Meeting is not quorate (attendance of shareholders holding not less than 50% of the share capital), the reconvened Meeting will be deferred to Wednesday, 24th April 2019 at the same time and venue.
- Special Resolution is a decision made by the majority of votes of shareholders who own at least three-quarters of the shares represented at the General Assembly Meeting of the Company.
- Shareholders are requested to update their payment details at the Dubai Financial Market to ensure that the dividend is delivered properly either by Bank transfer or iVestor card, since the dividend will be distributed by the Dubai Financial Market as per Securities and Commodities Authority (SCA) instruction in Resolution No. 2 of 2015.
- Shareholders can view the Investors Rights by visiting the website of Securities and Commodities Authority at: <https://www.sca.gov.ae/Arabic/Pages/Home.aspx>.
- Shareholders/ Proxyholders are requested to present their valid Emirates ID for registration purpose.
- Interpretation service in both Arabic and English will be provided during the General Assembly Meeting of the Company.
- For any further enquires please contact Shares Department, Dubai Investments PJSC, P.O. Box 28171, Dubai, Tel. No. +971 4 8122305/+971 4 8122400, Fax No. +971 4 8122304, Email: eman@dubaiinvestments.com.

By order of the Board

Proxy

I / We (block letters please)

of.....

being shareholder of.....shares of the Company ,

hereby appoint.....

of

whose signature (placed before me) appears below, to be my / our proxy to vote on my / our behalf upon any matter proposed at the Twenty Third Annual General Assembly Meeting of Dubai Investments PJSC to be held on 17th April 2019 or at any adjournment therefore, in such manner as such proxy shall think fit.

Dated this day of 2019

Signature of shareholderSignature of Proxy

Fax No. : +971 4 8122304