



Invitation to attend Annual General Assembly Meeting of Finance House PJSC

The Board of Directors of Finance House PJSC (the "Company") are honored to invite the shareholders to attend the Annual General Assembly meeting at 01:00 PM on Wednesday 21 April 2021 virtually by Video Conference to consider the following agenda:

1. Listen to and approve the Board of Directors' Report on the Company's activity and its financial position for the fiscal year ended 31 December 2020.
2. Listen to and approve the Auditor's Report for the fiscal year ended 31 December 2020.
3. Discuss and approve the Company's balance sheet and profit and loss account for the fiscal year ended 31 December 2020.
4. Consider the Board of Directors' proposals concerning the distribution of cash dividends amounting to 1.04% per share being approximately (3.165 Million Dirhams).
5. Approve proposal concerning the remuneration of the members of the Board of Directors for the fiscal year ended 31 December 2020 and determine the same.
6. Discharge the members of the Board of Directors for the fiscal year ended on 31 December 2020.
7. Discharge the auditors for the fiscal year ended 31 December 2020.
8. Appoint the auditors for the fiscal year 2021 and determine their fees.
9. Appointment of representatives (2) to represent the shareholders in attending the general assembly meetings of the Company and to vote on its decisions on their behalf and determining their remuneration for the same. Such representatives to assume their representation in the next general assembly meeting of the Company.

Matters that require a special resolution:

10. Amendment of Article (6) of the Memorandum and Articles of Association of the Company related to the Company's capital as a result of writing off 7,212,191 treasury shares purchased according to the approval issued by Securities & Commodities Authority (Authority) on 17 March 2014, which resulted in reducing the Company's capital from 310,049,961 shares to 302,837,770 shares to implement Commercial Companies Law and the provisions of the Authority's Board of Directors Decision No. (40) of 2015 regarding the controls and procedures related to the company's shares buyback for the purpose of reselling them.
11. Amendment of some articles of the Memorandum and Articles of Association of the Company in line with the requirements of Federal Law Decree No. (26) of 2020 regarding the amendment of Federal Law no. (2) of 2015 regarding commercial companies, noting that those amendments are subject to approval by the competent authorities. The articles to be amended are: (Article 1 - Article 16 - Article 30 - Article 32 - Article 35 - Article 36 - Article 38 - Article 40 - Article 41 - Article 43 - Article 45 - Article 47).
12. Transactions with related parties: Buy Insurance House's share in the commercial building located in Defense Street, Abu Dhabi.





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Notes:

1. Shareholders can vote on decisions through the following online link:
www.fh.ae/AGM2020/Attendance.htm
2. The meetings of the General Assembly are to be held at the Company's headquarters on the day and hour specified in the Invitation to shareholders, in the presence of the Board of Directors, the Auditor, the Registrar, the secretary of the meeting and the collector of votes. The presence of the shareholders shall be through electronic participation and without personal presence.
3. To inquire about registration and voting procedures, please visit the Market's website at www.adx.ae or contact the Company's Investor Relations at 02-6194455 and/or email: registrar@fh.ae
4. Any shareholder who has the right to attend the General Assembly may delegate any person other than a member of the Board of Directors or the staff of the Company, or securities brokerage company, or its employees, to attend on his behalf as per a written proxy stating expressly that the proxy has the right to attend the General Assembly and vote on its decisions. In such capacity, no proxy may represent 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.
5. The shareholder signature on the proxy referred to hereinabove shall be the signature attested by any of the following entities in line with items 1 and 2 of article 40 of the Corporate Governance Guidelines:
 - A. Notary Public;
 - B. Chamber of Commerce or Department of Economic Development;
 - C. Bank or licensed company in the UAE, provided that the shareholder holds an account with any of them; or
 - D. Any other entity licensed to perform attestation works.
6. A corporate person may delegate one of its representatives or those in charge of its management under a decision of its Board of Directors or its authorized representative 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.
7. The shareholder shall grant proxy to the appointed representative by filling out the form of proxy attached to this Invitation and sending it to the Company at least 5 days before the scheduled General Assembly Meeting.



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8. 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 Wednesday 28/04/2021 in the same place and time. The second meeting shall be held after a period of not less than five (5) days and not more than fifteen (15) days from the date of the first meeting. The postponed meeting shall be deemed valid irrespective of the number of the shareholders present.
9. 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.
10. Shareholders registered in the Shareholders Register on Tuesday 20/04/2021 shall be entitled to vote in the General Assembly meeting and to register on the electronic system. In the event that the quorum is not achieved, the right to vote during the second General Assembly meeting shall be for registered shareholders as on Tuesday 27/04/2021.
11. Shareholders registered in the shareholders register on Sunday 02/05/2021 shall be entitled to receive the dividends in case the first General Assembly meeting was convened on the aforementioned date. In the event that no quorum was achieved, the shareholders registered in the shareholders register on Sunday 09/05/2021 shall be entitled to receive the dividends in case the second General Assembly meeting was convened on the aforementioned date.
12. The shareholders can access and review the financial statements of the Company on the Company's website at www.fh.ae and on the website of Abu Dhabi Securities Exchange at www.adx.ae
13. You can view the guide on investor rights in securities, which is available on the main page of the SCA official website, according to the following link:
<https://www.sca.gov.ae/ar/services/minority-investor-protection.aspx>
14. Shareholders should update their contact details and addresses at the financial market on which the Company's shares are listed to ensure that dividends are received in the most appropriate manner, since if dividends are distributed, the same will be done through the financial market.