



دار التمويل  
FINANCE HOUSE  
ش.م.ع - P.J.S.C

Date: 24/02/2023  
Ref: AGM/Dis/ADX/01/2023

M/s. Listed Companies Affairs  
Abu Dhabi Securities Exchange  
P.O.Box 54500 - Abu Dhabi  
United Arab Emirates

التاريخ: 2023/02/24  
الإشارة: إ ج ع / إف / س أ أ م / 2023/01

السادة / إدارة شؤون الشركات المدرجة  
سوق أبوظبي للأوراق المالية  
ص.ب. 54500، أبوظبي  
دولة الإمارات العربية المتحدة

Dear Sir,

**Subject: Annual General Assembly Meeting of Finance House PJSC**

Reference to above subject and Securities & Commodities Authority approval, please be advised that Annual General Assembly Meeting (AGM) of Finance House PJSC is scheduled to be held at 09:00 am on Friday 24 March 2023 at the meeting hall of the Emirates Institute for Banking and Financial Studies at Sultan Bin Zayed the First St., Abu Dhabi, to discuss enclosed Agenda.

In case of lack of quorum for the AGM, the second meeting will be held on Friday 31 March 2023 at the same time and premises.

Also, please note that the attendance of the AGM will be through the personal attendance or electronic participation of shareholders.

Sincerely,

Fatima Ayad Jamaluddin  
Secretary to the Board

فاطمة اياد جمال الدين  
أمين سر مجلس الإدارة

دار التمويل ش.م.ع؛ ص.ب. 7878، أبوظبي، ا.ع.م؛ هاتف: ٦٢١٩ ٩٩٩ (٢) ٩٧١+  
Finance House P.J.S.C.; P.O. Box 7878, Abu Dhabi, U.A.E; Tel: +971 (2) 6219 999

شركة مساهمة عامة برأس مال وقدره ٣٠٢,٨٣٧,٧٧٠ درهم إماراتي 302,837,770 AED Public Joint Stock Company and the share capital is



## **Invitation to attend the General Assembly Meeting of Finance House PJSC**

The Board of Directors of Finance House PJSC (the "Company") has the honor to invite the shareholders to attend the General Assembly Meeting of the Company at the meeting hall of the Emirates Institute for Banking & Financial Studies, located at Sultan Bin Zayed the First St., Abu Dhabi, or virtually by Video Conference at 09:00 AM on Friday, 24/03/2023 to consider and take appropriate resolution regarding the following agenda:

1. Board of Directors' Report on the Company's activity and its financial position for the fiscal year ended on 31/12/2022.
2. The Auditor's Report for the fiscal year ended on 31/12/2022.
3. Company's balance sheet and profit and loss account for the fiscal year ended on 31/12/2022.
4. The proposal concerning the remuneration of the members of the Board of Directors for the fiscal year ended on 31/12/2022 and determine the amount thereof.
5. Discharge the members of the Board of Directors for the fiscal year ended on 31/12/2022.
6. Discharge the auditors for the fiscal year ended on 31/12/2022.
7. Board Election.
8. Appoint the auditors for the fiscal year 2023 and determine their fees.
9. Board's recommendation on non-distribution of dividends to shareholders, based on the justifications presented by the Board in its report to shareholders.





## Notes:

1. Shareholders can vote on decisions through the following online link:  
[www.fh.ae/AGM2023/attendance.htm](http://www.fh.ae/AGM2023/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 or personal participation.
3. To inquire about registration and voting procedures, please visit the Market's website at [www.adx.ae](http://www.adx.ae) or contact the Company's Investor Relations at 02-6194455 and/or email: [registrar@fh.ae](mailto: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 articles 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 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.
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.
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 Friday 31/03/2023 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 Thursday 23/03/2023 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 Thursday 30/03/2023.
11. Shareholders registered in the shareholders Register on Monday 03/04/2023 shall be entitled to receive the dividends. In the event that no quorum was achieved, the shareholders registered in the shareholders register on Monday 10/04/2023 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 and the Corporate Governance Report 2022 on the Company's website at [www.fh.ae](http://www.fh.ae) or on the website of Abu Dhabi Securities Exchange at [www.adx.ae](http://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.



دار التـمـويل  
FINANCE HOUSE  
PJ.S.C - ٥٠٢١٤

## Special Power of Attorney

To: Chairman of Finance House PJSC

After greetings,

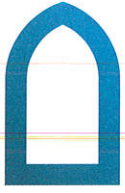
I/We \_\_\_\_\_, In my/our capacity as shareholder/(s) of Finance House PJSC, do hereby declare that I/we have appointed and nominated:

Mr./Mrs.: \_\_\_\_\_, Emirates ID No. \_\_\_\_\_, as my/our attorney to attend and vote on my/our behalf in Finance House's shareholders' General Meeting intended to be held at 9:00 AM on Friday 24/03/2023 or any other date to which such meeting is postponed and vote on my behalf/on behalf of me/on behalf of us on all items on the Agenda of the General Assembly and a vote on any new item that may be on its agenda during the meeting in line with article (182/2) of Decree No. (32) of 2021 on Commercial Companies.

Investor Number: \_\_\_\_\_ Signature: \_\_\_\_\_

Attestation: \_\_\_\_\_ Date: \_\_\_\_\_





### Announcement on the Opening of Nomination for Membership of the Board of Directors

The Company's Board of Directors has the honor to inform the shareholders of the opening of nomination for the Board of Directors membership during the period from Monday, dated 27/02/2023 to Wednesday, dated 08/03/2023.

Any person/shareholder who meets the conditions of nomination for the Board membership may nominate himself for the membership by an application to be submitted to the Management of the Company at its Head Office located in Zayed the 1<sup>st</sup> St. Hamad Mohamed Al Badi Al Dhaheri Building, Emirate of Abu Dhabi.

The application shall enclose an introductory profile of the applicant and the capacity of membership for which he wishes to nominate himself (Executive Director/ Non-Executive Director/ Independent Director).

#### General Conditions:

1. The number of members to be elected to the Board of Directors is seven members.
2. Nominations for Board membership shall remain open for a period of (10) days from the date of the announcement, in accordance with the requirements of Article (9) of the Chairman of Authority's Board of Directors' Decision no. (3/Chairman) of 2020 concerning Joint Stock Companies Governance Guide and as amended from time to time.
3. Whoever nominates him/herself for membership to the Board shall satisfy the conditions set forth in the Federal Law No. (2) of 2015 regarding Commercial Companies and the Chairman of Authority's Board of Directors' Decision no. (3/Chairman) of 2020 concerning Joint Stock Companies Governance Guide and as amended from time to time.
4. The nomination application shall contain the documents referred to in Article (10) of the Chairman of Authority's Board of Directors' Decision no. (3/Chairman) of 2020 concerning Joint Stock Companies Governance Guide and as amended from time to time.
5. The candidate may not, after closing the nomination, relinquish his nomination to another person.
6. The Company will publish the list of names and nomination data of the candidates on the bulletin board at the Company's Head Office and on the Company's Website ([www.financehouse.ae](http://www.financehouse.ae)) on 22/03/2023.
7. The Securities and Commodities Authority shall be provided with a list of the candidates' names after closing the nomination.