Invitation to Attend the General Assembly Meeting of Sharjah Group Company – Public Joint Stock Company

Based on the request of the Board of Directors and the request of Shareholders of 11.73% of the Company's shares, the Board of Directors of Sharjah Group Company (PJSC) has the honor to invite the shareholders to attend the annual General Assembly meeting to be convened from distance / electronically on Thursday 30.09.2021 at 12:00 pm:

1- Special decision:
   a- Change the company's trade name.
   b- Adding investment activities in agricultural projects, investment in industrial projects, their establishment and management, to the company's activities.

Amending Article 2 of the Article of Association to become:

[Article [2] before the amendment:

The name of this company is (Sharjah Group Company), which is a public joint stock company - hereinafter referred to as company.

[Article [2] after amendment will be as follows:

The name of this company is (ARAM Group), which is a public joint stock company - hereinafter referred to as company.

Amending Article 5 of the Article of Association to become:

[Article [5] before the amendment:

The purposes for which the company was established shall be in accordance with the provisions of the laws and resolutions in force within the country.

The purposes for which the company was established are:

Owning and managing investment and leasing real estate in all its residential, investment, commercial, medical, industrial, educational, administrative and governmental constructions, hotels, tourist resorts, recreational, sports and others inside and outside the country and construction and management work, development, reconstruction, management of maintenance of third parties' real estate, participation in any companies, authorities, projects or any other entity inside or outside the country, investing in stocks and bonds, borrowing, concluding contracts for construction, operation, management, maintenance, purchase and the sale or agreements related to the management of companies engaged in the establishment, development, operation or maintenance of any of the company's business activities or facilities, or in the field of any related services, or agreements related to the establishment, development, operation and maintenance of activities or the businesses or facilities owned by those companies and engaging in any activity or doing any work that would enhance the company's financial position, increase its value or the value of its assets, or support the interests of shareholders and be related to the company's activity or purpose. The company may have an interest, participate in, cooperate, buy or join in any way with other companies, institutions and authorities inside or outside the country as long as it carries out business similar to its business.

The company may not carry out any activity that requires the issuance of a license from the supervisory authority supervising the activity in the country or outside the country except after obtaining the license from that authority and submitting a copy of this license to the authority and the competent authority.

[Article [5] after amendment will be as follows:

The purposes for which the company was established shall be in accordance with the provisions of the laws and resolutions in force within the country.

The purposes for which the company was established are:

Owning and managing investment and leasing real estate in all its residential, investment, commercial, medical, industrial, educational, administrative and governmental constructions, hotels, tourist resorts, recreational, sports and others inside and outside the country investment in agricultural projects, investment in industrial projects, their establishment and management and construction and management work, development, reconstruction, management of maintenance of third parties' real estate, participation in any companies, authorities, projects or any other entity inside or outside the country, investing in stocks and bonds, borrowing, concluding contracts for construction, operation, management, maintenance, purchase and the sale or agreements related to the management of companies engaged in the establishment, development, operation or maintenance of any of the company's business activities or facilities, or in the field of any related services, or agreements related to the establishment, development, operation and maintenance of activities or the businesses or facilities owned by those companies and engaging in any activity or doing any work that would enhance the company's financial position, increase its value or the value of its assets, or support the interests of shareholders and be related to the company's activity or purpose.

The company may have an interest, participate in, cooperate, buy or join in any way with other companies, institutions and authorities inside or outside the country as long as it carries out business similar to its business.

The company may not carry out any activity that requires the issuance of a license from the supervisory authority supervising the activity in the country or outside the country except after obtaining the license from that authority and submitting a copy of this license to the authority and the competent authority.

Amending Article 19 of the Article of Association to become:

[Article [19] before the amendment:

a- The company is managed by a board of directors consisting of (7) members elected by the general assembly of shareholders by a cumulative secret vote.

b- The majority of the board members, including the chairman, must be citizens.

[Article [19] after amendment will be as follows:

The company is managed by a board of directors consisting of (5) members elected by the general assembly of shareholders by a cumulative secret vote.

2- **Ordinary decisions:**
   Election of board members by cumulative secret voting.

Notes:

1. The General Assembly Meetings shall take place at the Company's headquarter on the day and the hour specified in shareholder's invitation in the presence of the Board of Directors, the Auditor, the Registrar, the Reporter of the meeting and the Vote Counter, noting that the attendance of shareholders shall be through electronic participation and without physical attendance.
2. At the direction of the Securities and Commodities Authority (SCA), the company's shareholders and proxyholders who will attend the General Assembly by virtual meetings should register their attendance electronically to be able to vote on the items of the General Assembly Meeting. Registration will be opened from 11:00am on Wednesday 29 September 2021 and will be closed at 11:00 am on Thursday 30 September 2021. For electronic registration, please visit the following website www.smartagm.ae
   Proxy holders must send a copy of the proxies along with supporting documents to the following email address registration@smartagm.ae along with name / mobile number to receive a SMS for registration.

3. Each shareholder who has the right to attend the General Assembly may delegate someone 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 delegation stating expressly that the agent has the right to attend the general assembly and vote on its decision. A delegate 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.
4. The shareholder signature on the power of attorney referred above shall be approved by any of the following entities:
   a- Notary Public.
   b- Commercial Chamber of Economic Department in the state.
   c- Bank or company licensed in the state, provided that the agent shall have account with any of them.
   d- Any other entity licensed to perform attestation works.
5. A corporate person may delegate one of its representatives or those in charge of its management by 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.
6. Shareholders registered in the Shareholders Register on Wednesday, 29/09/2021 shall be entitled to vote in the General Assembly meeting.
7. The shareholders can access and review the Financial Statements and Corporate Governance and Sustainability Report for the year 2020 on Company's website www.sharjahgroup.ae and on the ADX website www.adx.ae
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 Thursday 07/10/2021 in the same time.
9. Special decision: it's the resolution issued by a majority vote of shareholders who own at least 75% (seventy five percent) of the shares represented in the general assembly meeting of the joint stock company.
10. You may refer to the Guidebook to Rights of Securities Investors in the United Arab Emirates via the following link: https://www.sca.gov.ae/ar/services/minority-investor-protection.aspx