

INVITATION TO ATTEND THE ANNUAL GENERAL ASSEMBLY MEETING

The Board of Directors of Abu Dhabi National Insurance Company (PJSC) has the honor to invite the Shareholders to attend the Annual General Assembly Meeting on Sunday 15/3/2020 at 5:00pm in the Corniche Hotel – Khalifa Street - Abu Dhabi 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 on 31/12/2019.
2. Listen to and approve the Auditor's Report for the Fiscal Year ended on 31/12/2019.
3. Discuss and approve the Company's Balance Sheet and Profit & Loss Account for the Fiscal Year ended on 31/12/2019.
4. Discuss and approve the Board of Directors' proposal regarding the distribution of cash dividends by 30% of the Share Nominal Value (AED 0.30 per Share), amounting to AED 144.6 million for the Fiscal Year ended on 31/12/2019. Article (232) of the Commercial Companies Law in force should be implemented in relation to the method by which the profit of the shares resulted from the conversion of the Mandatory Convertible Bonds (ADNIC 2) should be calculated (from the conversion date of 15/6/2019 until 31/12/2019).
5. Discharge the Members of the Board of Directors from the responsibility for the Fiscal Year ended on 31/12/2019.
6. Discharge the Auditors from the responsibility for the Fiscal Year ended on 31/12/2019.
7. Approve the proposal regarding the remuneration of the Members of the Board of Directors and determine the amount thereof.
8. Appoint the Auditors for the Fiscal Year 2020 and determine their fees.
9. **Matters that require a Special Resolution:**

First: Discuss the Board of Directors' proposal to allow for the Company to buy up to 10% of its shares following the approval of the competent authorities (the Securities & Commodities Authority and the Insurance Authority) and authorize the Board of Directors to:

 1. Execute the General Assembly's Resolution during the period approved by the Securities & Commodities Authority to carry out the purchase.
 2. Reduce the capital of the Company in case the deadline set by the Securities & Commodities Authority for the sale of the shares purchased is expired through the cancellation of these shares and amending the capital of the Company in the Articles of Association.

Second: Discuss the Board of Directors' proposal to amend Article (7) of the Company's Articles of Association following the approval of the competent authorities (the Securities & Commodities Authority and the Insurance Authority) to read as follows:

ARTICLE (7) BEFORE AMENDMENT	ARTICLE (7) AFTER AMENDMENT
"All shares of the Company shall be nominal, indivisible and fully owned by citizens of the United Arab Emirates and by companies and establishments fully owned by them and which hold the nationality of the State, and by the governmental and official authorities therein."	"All shares of the Company shall be nominal, indivisible and owned in a percentage of not less than (75%) seventy-five percent by the citizens of the United Arab Emirates (UAE), the UAE governmental and official authorities, and the companies and establishments registered in the UAE and fully owned by any of the aforesaid, whereby foreigners are allowed to own the Company's shares in a percentage not exceeding (25%) twenty-five percent of the Company's Capital."

Notes:

1. Any Shareholder who has the right to attend the General Assembly may delegate any person other than a Member of the Board of Directors under a special written proxy. 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.
2. The 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. The proxy should be submitted to the Issuer Services Department - First Bank of Abu Dhabi - Khalifeh Business Park - Al Qurum District - 4th Floor – P.O. Box: 6316, Abu Dhabi, at least two (2) days prior to the date set for the Meeting in order to retain it in the special records, and will only accept the original proxy.
3. The Shareholder registered in the Shareholders Register on Thursday 12/3/2020 shall be entitled to vote in the General Assembly Meeting.
4. The Shareholder registered in the Shareholders Register on Wednesday 25/3/2020 shall be entitled to receive the dividends.
5. The Shareholders can access and review the Company's Financial Statements and the Corporate Governance Report for 2019 by visiting the website of Abu Dhabi Securities Exchange (ADX) and the Company's website www.adnic.ae.
6. The General Assembly Meeting 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 Monday 23/3/2020 in the same place and time.
7. 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 the Company.
8. The Shareholders can view the guide on investor rights in securities, which is available on the main page of the Security & Commodities Authority official website, according to the following link:
<https://www.sca.gov.ae/ar/services/minority-investor-protection.aspx>