GULF NAV

الـخـلـيـج لـلـمـلاحــة الـقـابـضة ش.م.ع

GULF NAVIGATION HOLDING PJSC

Invitation to attend the Annual General Assembly Meeting of Gulf Navigation Holding PJSC

The Board of Directors of Gulf Navigation Holding Company (PJSC) has the honor to invite the shareholders to attend the annual General Assembly meeting in person/ virtually on Sunday 30/04/2023 at 12:00 PM in GNH's offices number 3901 API Trion Tower, Al Barsha 1, Dubai to consider the following agenda:

1. Review and approve the Board of Directors' Report on the Company's activity and its financial position for the fiscal year ended on 31/12/2022.
2. Review and approve the Auditor's Report for the fiscal year ended on 31/12/2022.
3. Discuss and approve the Company's balance sheet and profit and loss account for the fiscal year ended on 31/12/2022.
4. Considering the Board of Directors recommendation not to distribute dividends for the year 2022.
5. To approve the proposal of the Board of Directors to proceed with the remuneration of the Directors for the fiscal year 2022.
6. Discharge the members of the Board of Directors for the fiscal year ended on 31/12/2022.
7. Discharge the auditors for the fiscal year ended on 31/12/2022.
8. Appoint auditors for year 2023 and determine their fees.

Special Resolution:

Voting on the continuity of the company in carrying out its activities or dissolving it before the deadline set for it in accordance with the requirements of Article No. (309) of Federal Law No. (32) of 2021 regarding commercial companies

Notes:

1. Shareholders can register to attend and vote electronically on the resolutions of the general assembly through the link (**https://www.smartagm.ae/**). Registration will be opened at 12:00 pm on Saturday 29/04/2023 and will be closed at 12:00pm on Sunday 30/04/2023.
2. General Assembly Meeting shall be held in person/ virtual at the date and time set in the shareholder's invitation. The board of directors, auditors, registrar, secretary of the meeting and the vote collector will participate electronically; and the shareholders will participate in person/ virtual.
3. 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. Provided that the requirements set in clause 1 and 2 of Article No. (40) of the Chairman of the Authority's Board of Director's decision No. (3.RM) of 2020 regarding the approval of the governance guide of public companies.
4. 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.
5. The shareholder representative must send the proxies and any supporting documents by e-mail to Abu Dhabi Commercial Bank (the organizer of the meeting) to the following e-mail (CapitalMarketsTeam@adcb.com) and must mention his/her mobile phone number so that the organizer can verify and send the user name and password by SMS to the representative to complete the registration.
6. Shareholders registered in the Shareholders Register on Friday, 28/04/2023 shall be entitled to vote in the General Assembly meeting.
7. The shareholder may view the Company's financial statements and any documents related to the General Assembly by visiting the DFM website at **www.dfm.ae** or by visiting the Company website at **www.gulfnav.com**.
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 07/05/2023 in the same manner and time. The postponed meeting shall be deemed valid irrespective of the number of the shareholders present.
9. Special Resolution: The decision issued by a majority vote of the shareholders who own at least three-quarters of the shared represented in the general assembly meeting of public joint-stock company
10. Pursuant to Article (40) of the SCA Decision No. (3/R.M) for the year 2020 in relation to the adoption of the Governance Guide for Public Shareholding Companies, any shareholder who wishes to appoint a representative to attend and vote on his behalf should contact the office of BHM Capital whose the Company shall bear the fees for their attendance and to vote only in accordance with the agreement concluded with them and the approval of the General Assembly on 29/04/2021. The Office can be contacted via phone: +971 4 5247403
11. 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**