Orient UNB Takaful

Invitation to attend the Annual General Assembly Meeting of Orient UNB Takaful (PJSC)

The Board of Directors of Orient UNB Takaful Company (PJSC) is pleased to invite shareholders to attend the Annual General Meeting of the Company at 11 AM on Wednesday 13/04/2022 through Video Conference to consider the following agenda:

Annual General Assembly:

1. **Review and Approve the report of Directors on the company's activity and its financial position for the financial year ended 31 December 2021.**
2. **Review and Approve the audit report for the financial year ended 31 December 2021.**
3. **Discuss and Approve the company's Balance Sheet and Profit and Loss account for the financial year ended 31 December 2021.**
4. **Review and Approve the report of the internal Sharia'ah Supervisory Committee.**
5. **Re-appointment of the internal Sharia'ah Supervisory Committee for the Year 2022.**
6. **Review and Approve the Corporate Governance Report of 2021.**
7. **Discharge the members of the Board of Directors from their liabilities of 2021.**
8. **Discharge the members of the External Auditors from their liabilities of 2021.**
9. **Appoint the auditor for the company for the FY 2022 and determine their fees.**
10. **Approve the transactions with the related parties during the financial year ended 31 December 2021, and to approve the carrying on of the transactions for 2022.**
11. **Elect the board of directors for a new period**
12. Special Resolution:

    Review the valuation submitted by the Independent Consultant regarding the acquisition offer received from Orient Insurance Co PJSC and-:

    - Present to the Shareholders the results and recommendations of the Legal Counsel and Financial Advisor regarding the acquisition offer submitted by Orient Insurance (PJSC.) on non-owned shares in Orient UNB Takaful (PJSC.).
    - Present to the shareholders, the Board's recommendation regarding the acquisition offer submitted by Orient Insurance Co (PJSC.) for non-owned shares in Orient UNB Takaful (PJSC.), with explanation of the impact of the acquisition offer against the company, accompanied by the recommendation of the appointed evaluator.

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. (The requirements of sections 1 and 2 of Article 40 of Chairman of Authority's Board of Directors' Decision no. (3/R. M) of 2020 concerning Approval of Joint Stock Companies Governance Guide shall be applicable)
2. 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.
3. Shareholders or their representatives may attend the General Assembly meeting in person, and attendance will be available to all shareholders through the MS Teams program to discuss all items, submit their inquiries, respond to them and vote on each decision directly.
4. The shareholders shall send attendance confirmation message along with supporting documents to Email : sundaram.rajaraman@orientunbtakaful.ae. The meeting link shall be shared to the same email address contained in the confirmation letter. For initial contact and more enquiries, the shareholders may contact 058-2162212.
5. Shareholders registered in the shareholders register on 12/04/2022 shall be entitled to vote in the General Assembly Meeting.
6. Shareholders may access and review the Company's financial statements and corporate governance report on the Dubai Financial Market website www.dfm.ae and the Company's website www.orientunbtakaful.ae

7. The meeting of the General Assembly is valid only if attended by shareholders who own or represent the proxy no less than 50% of the company's capital. In the event that the required quorum for the meeting was not met, the second meeting shall be held on 19/04/2022 at the same time and place.
8. Investor Rights Guide in Securities, is available on the main page of the Authority's official website, according to the following link https://www.sca.gov.ae/ar/services/minority-investor-protection.aspx

Board of Directors