



**INVITATION TO ATTEND THE ANNUAL GENERAL ASSEMBLY MEETING OF
ABU DHABI NATIONAL HOTELS. PJSC**

Abu Dhabi National Hotels Company PJSC (the “Company”) Board of Directors is pleased to invite the shareholders to attend the Annual General Assembly Meeting to be held on Tuesday 27th February 2018 at 5.00 pm in the Roma Ballroom at The Ritz Carlton Abu Dhabi Grand Canal, to consider the following items:

1. Review and approve the report of the Board of Directors on the Company's activities and its financial position for the year ended on 31st December 2017.
2. Review and approve the report of the Auditor on the financial position of the Company for the financial year ended on 31st December 2017.
3. Discuss and approve the Company's balance sheet and its profit and loss accounts for the financial year ended on 31st December 2017.
4. Consider and approve the proposal of the Board of Directors to distribute cash dividends of AED0.125 per share amounting to AED125 million which represents 12.5% of the Company's nominal capital for the financial year ended 31st December 2017.
5. Determine and approve the remuneration of the Board of Directors for the year ended on 31st December 2017.
6. Absolve the Board of Directors of liability for their activities for the financial year ended on 31st December 2017.
7. Absolve the Auditors of liability for their activities for the financial year ended on 31st December 2017.
8. Appoint Auditors for the financial year 2018 and determine their remuneration.
9. Endorse the appointment of Sheikh Saif Bin Mohammed Bin Butti Bin Hamed Al Hamed and Mr. Hareb Mubarak Abdulla Mohammed Almuhairei by the Board of Directors to fill vacant seats in the Board until the expiry of the current Board of Directors' term on 8 March 2019.

Notes:

1. Each shareholder registered on Monday 26th February 2018 is entitled to attend the Company's Annual General Assembly Meeting (according to the approved form sent to shareholders) and may authorize another person (other than a member of the Company's Board of Directors) to attend the above mentioned meeting on behalf of the shareholder pursuant to a proxy provided that the Representative does not hold in such capacity more than 5% of the Company's share capital (persons of incomplete capacity or incapable shall be represented by their Legal Representatives and minors shall be represented by their parent or guardian). A corporate person may delegate a Representative or those in charge of its management pursuant to a resolution of its board of directors or its equivalent to represent such corporate person in a general assembly. The delegated person shall have the powers as determined in the delegating resolution. The proxy form must be submitted and delivered to Issuer Services Department and its address FAB Building- 4th Floor (FGB Main branch before), Khalifa Business Park – Al Qurm District, PO, Al Khalidiya, Floor 22, P.O. Box 4, Abu Dhabi) not less than two working days prior to the date of the meeting. Only original proxies will be accepted.
2. A Legal person may authorize a Representative or any of his management, pursuant to a proxy from his Board of Directors or in like, to represent him at the General Assembly of the Company; the authorized person shall have the authorities granted to him in the proxy.





3. Shareholders that are registered in the Company's share book on Monday 26th February 2018 are entitled to vote and attend the Annual General Meeting.
4. Shareholders that are registered in the Company's share book on the 10th day after the General Assembly date, shall be eligible to receive the dividends approved by the General Assembly which is Sunday 11 March, 2018.
5. Shareholders can review the Company's Financial Report for the year ended 31st December 2017 and Corporate Governance Report on ADX website www.adx.ae and at the Company's website www.adnh.com
6. The General Assembly shall only be valid if attended by Shareholders owning or represented by proxy not less than 50% of the company's Capital. If this quorum is not achieved at the First Meeting, a Second Meeting will be held on Tuesday 6th March 2018 at the same place and time.
7. Shareholders are required to update their contact details at the Abu Dhabi Securities Exchange to ensure that dividends are delivered properly. Dividends will be distributed through the Abu Dhabi Securities Exchange.

