



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

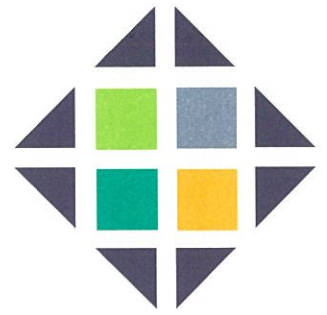
Abu Dhabi National Hotels Company PJSC (the “Company”) Board of Directors is pleased to invite the shareholders to attend the Annual General Meeting to be held on Sunday 3<sup>rd</sup> March 2019 at 5.00 pm in the Roma Ballroom at The Ritz Carlton Abu Dhabi Grand Canal, to consider the following items:

1. Review and approve the report of the Board of Directors on the Company's activities and its financial position for the year ended 31<sup>st</sup> December 2018
2. Review and approve the report of the Auditor on the financial position of the Company for the financial year ended 31<sup>st</sup> December 2018
3. Discuss and approve the Company's balance sheet and its profit and loss accounts for the financial year ended 31<sup>st</sup> December 2018
4. Consider and approve the proposal of the Board of Directors to distribute cash dividends of AED0.13 per share amounting to AED130 million which represents 13% of the Company's nominal capital for the financial year ended 31<sup>st</sup> December 2018.
5. To consider and approve the proposal of share buyback to the extent of 10% of the Subscribed Capital.
6. Determine and approve the remuneration of the Board of Directors for the year ended 31<sup>st</sup> December 2018.
7. Absolve the Board of Directors of liability for their activities for the financial year ended 31<sup>st</sup> December 2018.
8. Absolve the Auditors of liability for their activities for the financial year ended 31<sup>st</sup> December 2018
9. Appoint Auditors for the financial year 2019 and determine their remuneration.
10. Election or re-election of Board Members

### Notes:

1. Each shareholder registered on 28<sup>th</sup> February, 2019 is entitled to attend the Company's Annual General 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- 4<sup>th</sup> Floor (FGB Main branch before), Khalifa Business Park – Al Qurm District, P.O. Box 6316, 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 28<sup>th</sup> February, 2019 are entitled to vote and attend the Annual General Meeting.
4. Shareholders that are registered in the Company's share book on the 10<sup>th</sup> day after the General Assembly date (Wednesday 13<sup>th</sup> March 2019), shall be eligible to receive the dividends approved by the General Assembly.
5. Shareholders can review the Company's Financial Report for the year ended 31<sup>st</sup> December 2018 and Corporate Governance Report on ADX website [www.adx.ae](http://www.adx.ae) and at the Company's website [www.adnh.com](http://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 Sunday 10<sup>th</sup> March 2019 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.

