



Notice of Annual General Meeting (the "Notice")

NOTICE IS HEREBY GIVEN that the annual general meeting (the "AGM") of Burjeel Holdings PLC (the "Company") will be held in person at Burjeel Hospital, Najda Street, 2nd Floor Conference Room, Abu Dhabi, United Arab Emirates and virtually on 19 April 2023 at 2:30pm (UAE Time) in accordance with the information provided in this Notice. The purpose of the AGM is for the transaction of the following business:

Firstly: Resolutions 1 to 8 (inclusive) will be proposed as ordinary resolutions. Voting on all resolutions will be by way of a poll in which each ordinary share carries the right to one vote at the AGM, as prescribed in the Company's articles of association.

Secondly: Resolutions

1. To receive and adopt the Company's directors' report for the financial year ended 31 December 2022.
2. To receive and adopt the Company's audited annual financial statements, together with the auditors' report for the financial year ended 31 December 2022.
3. That, based on the recommendation by the Company's board of directors (the "Board"), to approve the non-payment of dividend for the financial year ended 31 December 2022.
4. To consider and approve the Board's remuneration for the financial year ended 31 December 2022.
5. To consider and approve the directors' and managements' remuneration and compensation policy as recommended by the nomination and remuneration committee and reviewed by the board of directors of the Company (the "Board").
6. To absolve the members of the Board of liability for the financial year ended 31 December 2022.
7. To absolve the auditors of liability for the financial year ended 31 December 2022.
8. To consider and approve the recommendation made by the Board to appoint the external auditors of the Company for the financial year 2023, and to determine their fees.

By order of the Board

Dr. Shamsheer Vayalil Parambath

Chairman
Burjeel Holdings PLC
Date: 29 March 2023

Registered address:

402DO15, 2th Floor, Al Sarab Tower,
Abu Dhabi Global Market Square, Al Maryah Island,
Abu Dhabi, United Arab Emirates.

NOTES

As at 28 March 2023 (being the latest practicable date prior to the publication of this Notice), the Company's issued share capital consists of 5,004,736,510 ordinary shares of USD 0.027 (being equivalent to AED 0.10) each. Each ordinary share carries the right to one vote at the AGM, and therefore, the total number of voting rights in the Company at such time and date is 5,004,736,510.

Entitlement to attend and vote at the AGM:

To be entitled to attend and vote at the AGM, members must be registered as shareholders of the Company on 18 April 2023. Further information regarding the AGM can be found at www.burjeelholdings.com/investor-relations/

Attending the AGM:

Shareholders are invited to join and attend the AGM by visiting www.smartagm.ae. Shareholders attending virtually will receive an electronic invite for the meeting on SMS or email following registration of their attendance.

The Company's shareholders who will attend the AGM should register their attendance electronically to be able to vote on the items of the AGM.

Registration is open from 2:30pm (UAE time) on 18 April 2023 and closes at 2:30pm (UAE time) on 19 April 2023. For electronic registration, please visit the following website: www.smartagm.ae.

A shareholder of the Company is entitled to appoint another person as its proxy to exercise all or any of its rights to attend and to speak and vote at the AGM, provided that the proxy is not a Board member nor an employee of the Company or a brokerage company or its employees.

Holders of proxies must send a copy of their proxies at the following email address: is@bankfab.com. This must be accompanied by details of their names and mobile numbers to receive text messages for registration.

Legal Quorum:

The AGM shall not be validly held unless attended by 2 qualifying shareholders (in person or via proxy). If the quorum is not present in the first meeting, the second meeting will be held on 26 April, 2023 at the same time.

Voting by corporate representative:

If a corporation is a member of the Company, it may by a resolution of its director or other governing body authorize a person or persons to act as its representative or representatives at the AGM. The authorized person(s) is entitled to exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member of the Company. The authorized person shall have the authority as determined by the authority resolution.

Voting:

Voting on all resolutions from 1 to 8 will be conducted by way of a poll. On a vote by poll every shareholder has one vote for every ordinary share held. Ordinary resolutions shall be passed by simple majority of the votes cast by those entitled to vote. Voting will be done via an electronic platform by visiting the website www.smartagm.ae.

Results:

The results of voting on the resolutions will be announced following the conclusion of the AGM as required by applicable laws and regulations and will also be posted on the Company's website.

Communication and questions at the AGM:

We will be offering our shareholders the opportunity to submit their questions in advance and during the AGM via an electronic platform by visiting the website www.smartagm.ae.

Any shareholder electronically joining the meeting has the right to ask questions. If multiple questions on the same topic are received in advance, the Chairperson may choose to provide a single answer to address shareholder queries on the same topic.

Notice of adjourned meeting:

In the event that the required legal quorum for the AGM is not met, the AGM will be adjourned to 2:30pm (UAE Time) on 26 April 2023. This Notice shall continue to apply with the new adjourned meeting.

If the AGM is adjourned, only those shareholders registered in the Company's register of members on 25 April 2023 shall be entitled to attend and vote at the reconvened AGM. Changes to the register of members after the deadline stated shall be disregarded in determining the rights of any person entitled to attend and vote at the AGM.

Communications:

Please note that you may not use any electronic address provided either in this notice or in any related documents (including the annual report for the year ended 2022) to communicate with the Company for any purposes other than those expressly stated.

The Company may process personal data of attendees at the meeting. This may include webcasts, photos, recordings and audio and video links, as well as other forms of personal data, including your name, contact details and the votes you cast. The Company shall process such personal data in accordance with its privacy policy, a copy of which may be requested from Chetan Sehgal on Chetan.sehgal@burjeelholdings.com.

Assistance:

If you require any further assistance or face any technical difficulties with respect to the registration for the AGM online facility, please contact Chetan.sehgal@burjeelholdings.com, and we will be pleased to provide the appropriate help. Please check the investor protection guide at the Securities and Commodities Authority's website: <https://www.sca.gov.ae/ar/services/minority-investor-protection.aspx>

Copies of the audited financial statements, the accompanying reports and the corporate governance report will also be available online via the website of Abu Dhabi Securities Exchange Company's website: www.burjeelholdings.com/investor-relations/