



**BURJEEL**  
HOLDINGS

# NOTICE OF THE ANNUAL GENERAL MEETING OF BURJEEL HOLDINGS PLC

Incorporated in the Abu Dhabi Global Market with registered number 00003466

To be held on 14 April 2025 at 3:30pm (UAE Time) in person at the Auditorium, Burjeel Hospital, Najda Street, Abu Dhabi, United Arab Emirates and virtually by video conferencing

## THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

*If you are in any doubt as to the action(s) you should take, you are recommended to seek your own independent advice.*

*If you have recently sold or transferred all of your shares in Burjeel Holdings PLC, please send this notice and the accompanying documents as soon as possible to the purchaser or transferee or to the person who arranged the sale or transfer, so they can pass these documents to the person who now holds the shares*

Dear Shareholder,

### NOTICE OF ANNUAL GENERAL MEETING (the "Notice")

NOTICE IS HEREBY GIVEN that the 2025 Annual General Assembly Meeting (the "AGM") of Burjeel Holdings PLC (the "Company") will be held in person at the Auditorium, Burjeel Hospital, Najda Street, Abu Dhabi, United Arab Emirates and by video conferencing on Monday, 14 April 2025 at 3:30pm (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 7 (inclusive) will be proposed as ordinary resolutions, voting on all resolutions will be by way of a poll.

#### Secondly: Resolutions

Resolutions 1 to 7 (inclusive) will be proposed as ordinary resolutions, as follows:

- To review, approve and adopt the Company's audited annual financial statements, together with the directors' report and the auditors' report for the financial year ended 31 December 2024.
- Based on the recommendation by the Company's Board of Directors, to approve the distribution of a final cash dividend of AED170 million equivalent to AED0.03 per share representing 32.63% of the share capital of the Company for the financial year 01 January 2024 to 31 December 2024 as specified in the explanatory notes to this Notice.
- To consider, approve and ratify the Board of Directors' fees and remuneration for the financial year ended 31 December 2024 as specified in the explanatory notes to this Notice.
- To absolve the members of the Board of Directors of the Company from liability for the financial year ended 31 December 2024.
- To absolve the auditors from liability for the financial year ended 31 December 2024.
- To consider and approve the recommendation made by the Board of Directors to appoint the external auditors of the Company for the financial year ending 31 December 2025, and to determine their remuneration.
- To consider and approve the election of the Board of Directors as specified in the explanatory notes to this Notice.

By order of the Board of Directors

#### EXPLANATORY NOTES

Resolutions 1 to 7 (inclusive) are being proposed as ordinary resolutions. To pass an ordinary resolution, it must be approved by a simple majority (meaning more than 50%) of all the votes of eligible shareholders cast upon that resolution at the AGM. Should any shareholder be in doubt as to the way in which they can vote on the resolutions set out herein, they should seek advice from their financial advisor, legal advisor, or other professional advisor as soon as practicable.

#### Resolution 1 – Approval & Adoption of Financials & Accompanying Reports:

The Company will present its audited annual financial statements for the financial year ended 31 December 2024 and accompanying reports (including without limitation the auditors' report, and the directors' report) (the "Accompanying Reports") to the shareholders at its AGM for discussion, and if thought fit, for approval and adoption. This will provide the shareholders with the opportunity to discuss the performance of the Company during the upcoming year, its management and prospects for the future.

Copies of the audited annual financial statements and the Accompanying Reports, the Corporate Governance Report, the Sustainability Report and Integrated Report will also be available online via the Company's website: [www.burjeelholdings.com/investor-relations/](http://www.burjeelholdings.com/investor-relations/) and the website of the ADX at <https://www.adx.ae/English/Pages/default.aspx>

#### Resolution 2 – Final Cash Dividend:

Following a recommendation by the Board, the shareholders of the Company will consider and if thought fit, approve the distribution of a final cash dividend of AED170 million equivalent to AED 0.03 per share representing 32.63% of the share capital of the Company for the financial year 01 January 2024 to 31 December 2024 as recommended by the Audit Committee and the Board of Directors of the Company.

#### Resolution 3 – Directors Remuneration:

It is proposed that the Company's shareholders consider, approve, and ratify the Board of Directors fees and remuneration for the financial year ended 31 December 2024, being a total amount equivalent to AED18,245,800 (AED Eighteen Million Two Hundred Forty-Five Thousand Eight Hundred only). The Board of Directors have accepted this recommendation and, in turn, have proposed it to the shareholders.

#### Resolutions 4 & 5 – Directors' and Auditors' Liability:

In line with the regulations governing companies listed on the Abu Dhabi Securities Exchange, these resolutions are proposed to be passed by the shareholders, to absolve the Board of Directors and the Company's auditors, respectively, in relation to their respective liability pertaining to the financial year ended 31 December 2024 as set out in the resolutions.

#### Resolution 6 – Auditors:

The auditors must be appointed at each AGM to hold office from the conclusion of the AGM until the conclusion of the next AGM. Amongst other things, the Company's audit committee reviews the independence and objectivity of the external auditors, and, after due consideration, the audit committee has recommended to the directors the appointment of the auditors for the financial year ending 31 December 2025 in consideration of a total amount of US\$341,250 equivalent to AED1,253,241 as their remuneration. The Board of Directors has accepted this recommendation and, in turn, proposed the same to the shareholders.

#### Resolution 7 – Election of the Company's Board of Directors:

It is proposed that the Company's shareholders consider and if thought fit approve the election of the Company's Board of Directors. Election of the Company's board of directors will be for a period of 3 years from the date of this AGM and voting will be made through secret cumulative voting in accordance with the AoA of the Company.

#### NOTES

As of 20<sup>th</sup> March 2025 (being the latest practicable date prior to the publication of this Notice), the Company's issued share capital consists of 5,205,134,175 ordinary shares of USD0.027 (being equivalent to AED0.10) 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 5,205,134,175.

#### 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 at 3:30pm (UAE Time) on 13 April 2025. Changes to the identity of, or number of shares held by shareholders after this point shall be disregarded in determining the rights of any person entitled to attend and vote at the AGM.

Further information regarding the AGM can be found at [www.burjeelholdings.com/investor-relations/](http://www.burjeelholdings.com/investor-relations/)

#### Attending the AGM:

Shareholders are invited to join and attend the AGM by visiting [www.smartagm.ae](http://www.smartagm.ae). The Company's shareholders who will virtually attend the AGM will receive an electronic invite for the meeting on SMS or email following registration of their attendance and should register their attendance electronically to be able to vote on the items of the AGM. Registration is open from 3:00 PM (UAE time) on 13 April 2025 and closes at 3:30pm (UAE time) on 14 April 2025. For electronic registration, please visit the following website: [www.smartagm.ae](http://www.smartagm.ae).

#### Legal Quorum:

The AGM shall not be validly held unless attended by shareholders (in person or via proxy) representing not less than 50% of the share capital of the Company.

#### Dividend Entitlement:

The shareholders that are entitled to receive the final cash dividend shall be the registered shareholder on 24 April 2025 (i.e. the registered shareholder on the tenth day starting from the day following the date of the meeting which such a dividend is decided to be distributed).

In the case of an adjourned meeting to be held on 21 April 2025, the shareholders that are entitled to receive the final cash dividend shall be the registered shareholder on 01 May 2025 (i.e. the registered shareholder on the tenth day starting from the day following the date of the meeting which such a dividend is decided to be distributed).

#### Appointment of proxies:

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.

The requirements under Clauses No. 1 and 2 of Article 40 of Securities and Commodities Chairman Decision No. (3/Chairman) of 2020 on the Approval of Public Joint Stock Companies Governance Guide as amended ("Governance Guide") on adopting proxies shall be met.

A proxy does not need to be a shareholder of the Company but must attend the meeting to represent you. You can only appoint a proxy using the procedures as set out in these notes. The shares may not be divided between more than one representative. No representative for part of the shareholder's shares shall be accepted.

A proxy must vote in accordance with any instructions given by the shareholder by whom the proxy is appointed. Appointing a proxy does not preclude the person who is entitled to attend, speak, or vote from so attending, speaking and voting at the AGM.

Shareholders can appoint proxies electronically. For an electronic proxy appointment to be valid, your appointment must be received by no later than five (5) days prior to the AGM with their names and mobile numbers to be provided in order to receive text messages for registration to attend. Shareholders may also request a hard copy proxy form by contacting Mr. Sergei Levitskii (Head of Investor Relations) on [ir@burjeelholdings.com](mailto:ir@burjeelholdings.com) (and the same deadline for returning any such hard copy proxy form will apply).

Holders of proxies must send a copy of their proxies to the registrar at the following email address: [ir@burjeelholdings.com](mailto:ir@burjeelholdings.com). This must be accompanied by details of their names and mobile numbers to receive text messages for registration.

A proxy holder may not represent a number of shareholders in excess of 5% of the Company's share capital. However, if the proxy represents one single shareholder, his/her proxy may exceed 5% of the Company's share capital. Minors and those who have no legal capacity shall be represented by their legal representatives. In case the quorum was not achieved in the first meeting, the proxies issued for the first meeting shall be considered valid for any later meetings unless expressly cancelled by the shareholder through a notification to [ir@burjeelholdings.com](mailto:ir@burjeelholdings.com) - at least two days prior to the second meeting.

In accordance with the AoA, a proxy may only be validly appointed by a notice in writing which:

- states the name and address of the member appointing the proxy;
- identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
- specifies the mandate for the member's proxy and the term for which the proxy notice may be used;
- is signed by or on behalf of the shareholder appointing the proxy or otherwise authenticated in such a manner as required by the Board of Directors; and
- is delivered to the Company in accordance with the AoA and the instructions in this Notice.

In relation to the delivery of the proxy notice, shareholders should consider the following:

- a proxy notice must be delivered to the Company in accordance with the instructions in this Notice not less than five days before the AGM;
- an appointment under a proxy notice may be revoked subject to certain requirements as set out in the AoA. The notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or an adjourned meeting to which it relates (note that different requirements apply to polls taken after the meeting);
- if a proxy notice is not signed by the person appointing the proxy it must be accompanied by written evidence of the authority of the person who executed it; and
- the proxy notice should be accompanied by any document(s) necessary to show validity of, or otherwise relating to the appointment of the proxy (for example, a power of attorney).

Please note that proxy notices may specify how the proxy appointed under them is to vote (or if the proxy is to abstain from voting) on one or more resolutions. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy may vote or abstain from voting at their discretion. Your proxy may vote (or abstain from voting) as they think fit in relation to any other matter which is put before the meeting.

Shareholders may change proxy instructions by submitting a new proxy appointment. Note that the cut-off time for receipt of proxy appointments also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Mr. Sergei Levitskii on [ir@burjeelholdings.com](mailto:ir@burjeelholdings.com).

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

#### Voting by a corporate representative:

If a corporation is a shareholder of the Company, it may by a resolution of its directors 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 shareholder of the Company with the same voting rights provided that the representative does not do so in relation to the same shares. The authorized person shall have the authority as determined by the authority resolution.

#### Voting:

Voting on all resolutions from 1 to 7 will be conducted by way of a poll. Resolution 7, will be conducted by way of secret cumulative voting. 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](http://www.smartagm.ae).

Information about the electronic voting mechanism (SCA Governance Guide Article 40(6A))

#### Results:

The results of voting on the resolutions will be announced during the AGM; and 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](http://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.

#### Adjourned meeting:

In the event that the required legal quorum for the AGM is not met, the AGM will be adjourned to 3:30pm (UAE Time) on 21 April 2025 irrespective of the shareholders attendance percentage. This Notice (including the explanatory notes section) 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 at 3:30pm (UAE Time) on 20 April 2025 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 31 December 2024) to communicate with the Company for any purposes other than those expressly stated in this Notice.

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 Mr. Sergei Levitskii on [ir@burjeelholdings.com](mailto:ir@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 [ir@burjeelholdings.com](mailto:ir@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/en/regulations/minority-investor-protection.aspx>

#### Proxy

To the Chairman of Burjeel Holdings PLC (the "Company").

Dear Sir,

I/We: \_\_\_\_\_

The shareholder(s) of Burjeel Holdings PLC hereby appoint by virtue of this proxy

Mr. / Mrs.:

Address of Shareholder:

to represent me, attend, and vote on my behalf in the Annual General Meeting of the Company to be held on Monday, 14 April 2025 or any adjourned meeting therefore.

Shareholder's number:

Date: \_\_\_\_\_ 2025.

Signature:

Please refer to the explanatory notes below related to the appointment of proxies

#### Explanatory Notes:

##### Clarifying disclosure regarding the approval of authorizations

a. According to Clauses 1 & 2 of Article 40 of the Corporate Governance Manual, we would like to inform the shareholders of the following:

- Each shareholder who has the right to attend the general assembly may delegate someone other than the Board members or the employees of the company, or securities brokerage company, or its employees, to attend on his behalf as per a written delegation stating expressly that the agent has the right to attend the general assembly and vote on its decision. A delegated person for a number of shareholders shall not have more than (5%) of the Company issued capital after gaining that delegation. Persons lacking legal capacity and are incompetent must be represented by their legal representatives.
- The shareholder signature on the power of attorney referred in clause No. (1) shall be the signature approved by any of the following entities:
  - Notary Public.
  - Commercial chamber of economic department in the state.
  - Bank or company licensed in the state, provided that the agent shall have account with any of them.
  - Financial markets licensed in the UAE.
  - Any other entity licensed to perform attestation works.

##### Appointment of proxies:

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. The shareholder may appoint more than one proxy in relation to the AGM, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by the shareholder by virtue of a written special authorization/ proxy made pursuant to proxy form attached with the notice. To appoint more than one proxy, please contact us on [is@bankfab.com](mailto:is@bankfab.com)

The requirements under Clauses No. 1 and 2 of Article 40 of Securities and Commodities Chairman Decision No. (3/Chairman) of 2020 on the Approval of Public Joint Stock Companies Governance Guide ("Governance Guide") on adopting proxies shall be met.

A proxy does not need to be a shareholder of the Company but must attend the meeting to represent you. You can only appoint a proxy using the procedures set out in these notes.

A proxy must vote in accordance with any instructions given by the shareholder by whom the proxy is appointed. Appointing a proxy does not preclude the person who is entitled to attend, speak, or vote from so attending, speaking and voting at the AGM.

- Holders of proxies must send a copy of their proxies at the following email address: [is@bankfab.com](mailto:is@bankfab.com) not less than 5 days before the AGM;
- This must be accompanied by details of their names and mobile numbers to receive text messages for registration.

A proxy holder may not represent a number of shareholders in excess of 5% of the Company's share capital. However, if the proxy is representing one single shareholder, his/her proxy may exceed 5% of the Company's share capital. Minors and those who have no legal capacity shall be represented by their legal representatives. In case the quorum was not achieved in the first meeting, the proxies issued for the first meeting shall be considered valid for any later meetings unless expressly cancelled by the shareholder through a notification to [is@bankfab.com](mailto:is@bankfab.com) - prior to the second meeting.

In accordance with the AoA, a proxy may only be validly appointed by a notice in writing which:

- states the name and address of the member appointing the proxy;
- identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
- specifies the mandate for the member's proxy and the term for which the proxy notice may be used;
- is signed by or on behalf of the member appointing the proxy or otherwise authenticated in such manner as required by the Board of Directors; and
- is delivered to the Company in accordance with the AoA and the instructions in this explanatory notes.

In relation to the delivery of the proxy notice, shareholders should take into account the following:

- a proxy notice must be delivered to the Company in accordance with the instructions in this explanatory notes not less than 5 days before the AGM;
- an appointment under a proxy notice may be revoked subject to certain requirements as set out in the AoA. The notice revoking a proxy appointment only takes effect if it delivered before the start of the meeting or adjourned meeting to which it relates (note that different requirements apply to polls taken after the meeting);
- if a proxy notice is not signed by the person appointing the proxy it must be accompanied by written evidence of the authority of the person who executed it; and
- the proxy notice should be accompanied by any document(s) necessary to show validity of, or otherwise relating to the appointment of the proxy (for example, a power of attorney).

Please note that proxy notices may specify how the proxy appointed under them is to vote (or if the proxy is to abstain from voting) on one or more resolutions. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy may vote or abstain from voting at their discretion. Your proxy may vote (or abstain from voting) as they think fit in relation to any other matter which is put before the meeting.

Shareholders may change proxy instructions by submitting a new proxy appointment. Note that the cut-off time for receipt of proxy appointments also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.