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Disclosure and Compliance Section  
Market Operations and Surveillance  
Abu Dhabi Securities Exchange

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السادة قسم الإفصاح والإمتثال  
إدارة العمليات والرقابة  
سوق أبوظبي للأوراق المالية

**Subject: Abu Dhabi Ship Building PJSC –  
Invitation to Attend the 2025 Annual General  
Assembly Meeting**

**الموضوع: شركة أبوظبي لبناء السفن ش.م.ع – دعوة لحضور  
اجتماع الجمعية العمومية السنوية 2025**

Warm Greetings,

تحية طيبة وبعد،،

With reference to the above subject, we would like to inform you that the Securities and Commodities Authority has approved the date and agenda for the Annual General Meeting of Abu Dhabi Ship Building PJSC, **which will be held at 11:00 AM on Friday, April 25, 2025, at the Ritz-Carlton Hotel in Abu Dhabi, with the option for in-person or remote (electronic) attendance.**

بالإشارة إلى الموضوع أعلاه، نحيطكم علماً بموافقة هيئة الأوراق المالية والسلع على موعد وجدول أعمال اجتماع الجمعية العمومية لشركة أبوظبي لبناء السفن ش.م.ع، والذي سيعقد في **تمام الساعة 11 صباحاً من يوم الجمعة الموافق 25 أبريل 2025 في فندق ريتز كارلتون في مدينة أبوظبي، مع إمكانية الحضور شخصياً أو عن بُعد (إلكترونياً).**

The invitation to attend the AGM will also be published in two daily newspapers, in both Arabic and English.

كما سيتم نشر إعلان الدعوة لحضور الجمعية العمومية في صحيفتين يوميتين، باللغتين العربية والإنجليزية.

**Attached, you will find:**

**مرفق طيه:**

- A copy of the approved invitation and meeting agenda.
- Clarifying Disclosure Regarding the Approval of Proxies for the Upcoming General Assembly Meeting
- The announcement for the opening of nominations for membership of the Board of Directors

- نسخة من دعوة وجدول أعمال الاجتماع الموافق عليها
- والإفصاح التوضيحي بشأن اعتماد التوكيلات لحضور اجتماع الجمعية العمومية.
- إعلان فتح باب الترشيحات لعضوية مجلس الإدارة.

و تفضلوا بقبول وافر الاحترام والتقدير،،

Kind regards,

David Massey  
Chief Executive Officer

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دافيد ماسي  
الرئيس التنفيذي

## **Invitation to Attend the Annual General Meeting of Abu Dhabi Ship Building Public Joint Stock Company**

The Board of Directors of Abu Dhabi Ship Building Company PJSC (the Company) is pleased to invite shareholders to attend the annual general assembly meeting **in person** by **attending virtually through an electronic link** for the meeting which will be sent to the shareholders via SMS or email following registration of their attendance, to enable the shareholders to attend the meeting virtually and discuss the agenda and vote on the proposed resolutions in real time. **The meeting will take place at 11:00 AM on Friday, April 25, 2025, at the Ritz-Carlton Hotel** located in the Khor Al Maqta area in Abu Dhabi, to consider the following agenda:

- Discuss and approve the report of the Board of Directors on the Company's activity and its financial position for the financial year ending on 31<sup>st</sup> December 2024.
- Discuss and approve the external auditor's report for the financial year ending on 31st December 2024
- Discuss and approve the Company's balance sheet and profit and loss account for the financial year ending on 31st December 2024.
- Approve the Board of Directors' proposal for the distribution of cash dividends to shareholders, amounting to AED 38.662M (thirty-eight million six hundred sixty-two thousand dirhams) at a rate of 18.237 UAE fils per share for the year ending on 31st December 2024.
- Approve the Board of Directors proposal of the Board of Directors remuneration for the year 2024
- Discharge the members of the Board of Directors from liability for the financial year ending on 31st December 2024.
- Discharge the External Auditor from liability for the financial year ending on 31st December 2024.
- Appoint the External Auditors and determine their fees for the year 2025.
- Election of a new Board of Directors for a period of three years in accordance with the provisions of the Company's Articles of Association

### **Special Resolution:**

- Approve the company entering into a related-party transaction with EDGE Commercial Company, with a value exceeding 5% of the company's share capital (Refit Project for the Kuwait Navy)
- Approve the company entering into a related-party transaction with Emirates Advanced Research and Technology Holding LLC, with a value exceeding 5% of the company's share capital (Ship Building for Nigeria Project)

### **Notes:**

1. At the direction of the Securities and Commodities Authority, the Company's shareholders who will attend the general assembly virtually should register their attendance electronically to be able to vote on the items of the general assembly. Registration is open from 11:00am on Thursday 24 April 2025 and closes at 10:00am on Friday 25 April 2025

for electronic registration, please visit the following website: [www.smartagm.ae](http://www.smartagm.ae). Holders of proxies must send a copy of their proxies to the email address [corporateactions@adcb.com](mailto:corporateactions@adcb.com) with their names and mobile numbers to receive text messages for registration.

2. Any shareholder entitled to attend the general assembly meeting may delegate any person other than a member of the Board of Directors, employees of the Company, a broker or employees of such broker under a special written proxy. In such capacity, no proxy may represent a number of shareholders who hold more than 5% of the shares in the capital of the Company. Persons of incomplete capacity or incapable shall be represented by their legal representatives. Shareholders may review the disclosure posted on the Company's page at ADX in respect of the requirements to be adopted to approve a proxy.
3. 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 the general assembly of the Company. The delegated person shall have the powers as determined in the delegating resolution.
4. Shareholders registered in the shareholders register on Thursday, 24 April 2025 shall be entitled to vote in the general assembly meeting.
5. The meeting of the general assembly shall not be valid unless attended by Shareholders who hold or represent by proxy at least (50%) of the Company's share capital. In case quorum is not reached in the first meeting, the second meeting shall be convened on Thursday, 01 May 2025 at the same time and place, and the proxies issued for the First Meeting shall be valid. Quorum for the second meeting will be determined in accordance with the Company's articles of association.
6. Shareholders registered in the shareholders register on 05 May 2025 shall be entitled to receive the dividends if the quorum is achieved on 25 April 2025, and shareholders registered in the shareholders register on 09 May 2025 shall be entitled to receive the dividends if the general assembly is held on 01 May 2025.
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.
8. The virtual meeting will be recorded. Shareholders are entitled to discuss the items listed on the agenda and ask questions to the Board of the Directors and the auditors of the Company.
9. The names of the candidates for the Board of Directors will be published on the Company's website.
10. The consolidated financial statements of the Company for the financial year ending 31 December 2024, its annual report and the corporate governance report will be disclosed on the Company's page on the Abu Dhabi Securities Exchange website as well as published on the company's website [www.adsb.ae](http://www.adsb.ae)
11. The shareholders can view and download the Investors Rights Guidelines on the Securities and Commodities Authority's website through the following link: <https://www.sca.gov.ae/ar/services/minor-ity-investor-protection.aspx>

### **Clarifying Disclosure Regarding the Approval of Proxies for the Upcoming General Assembly Meeting**

We would like to draw the attention of our shareholders to the following:

1. Those who have the right to attend the General Assembly may appoint someone of their choice as a proxy, provided that the proxy is not a Board member, an employee of the company, or an employee of a securities brokerage firm. The appointment must be made through a written special power of attorney that explicitly grants the proxy the right to attend General Assembly meetings and vote on its resolutions. The proxy cannot, on behalf of multiple shareholders, hold more than 5% of the company's issued capital. Minors and legally incapacitated individuals will be represented by their legal representatives.
2. The signature of the shareholder on the power of attorney mentioned in item (1) must be authenticated by one of the following entities, and the company must take the necessary steps to verify this:
  - Notary Public.
  - Commercial chamber or economic department in the state.
  - Bank or company licensed in the state, provided that the agent shall have an account with any of them.
  - Any other entity licensed to perform attestation works.
3. The proxy form shall include the name and contact number(s) of the shareholder and the entity which endorsed the proxy.

Abu Dhabi Ship Building Company PJSC  
(a public joint stock company)

## Announcement on the Opening of Nominations for Membership of the Board of Directors

The Board of Directors of **Abu Dhabi Ship Building Company PJSC** (the "Company") is pleased to inform shareholders of the opening of nominations for Board membership. The nomination period will commence on **Monday, 07 April 2025**, and will remain open until **Tuesday, 17 April 2025**.

Shareholders who meet the eligibility criteria for Board membership may submit their applications to the Company's Management via an electronic request sent to [corporategovernance.legal@adsb.ae](mailto:corporategovernance.legal@adsb.ae).

Each application must include the applicant's profile, supporting documents, and the desired membership category (Executive Member, Non-Executive Member, or Independent Member).

### General Terms

- The number of vacant seats for election to the Board of Directors is three (3) members.
- Nominations for membership of the Board of Directors shall remain open for a period of 10 days from the date of announcement in accordance with the requirements of Article (9) of the Chairman of Authority's Board of Directors Resolution No. (3/R.M) for the year 2020 concerning approval of Public Joint Stock Companies Governance Guide as amended from time to time.

شركة أبوظبي لبناء السفن ش.م.ع

شركة مساهمة عامة

## الإعلان عن فتح باب الترشيح لعضوية مجلس الإدارة

يتشرف مجلس إدارة شركة أبوظبي لبناء السفن ش.م.ع شركة مساهمة عامة ("الشركة") بإعلام السادة المساهمين عن فتح باب الترشيح لعضوية مجلس الإدارة، وذلك خلال الفترة الممتدة من يوم الإثنين الموافق 7 أبريل 2025 إلى يوم الثلاثاء الموافق 17 أبريل 2025، ولكل شخص / مساهم توفرت فيه شروط الترشيح لعضوية مجلس الإدارة أن يرشح نفسه لعضوية المجلس بموجب طلب إلكتروني يقدم إلى إدارة الشركة من خلال البريد الإلكتروني [corporategovernance.legal@adsb.ae](mailto:corporategovernance.legal@adsb.ae). على أن يرفق بالطلب نبذة تعريفية عن مقدمه مع المستندات المطلوبة وصفة العضوية التي يرغب في ترشيح نفسه على أساسها (عضو تنفيذي، عضو غير تنفيذي، عضو مستقل).

### شروط عامة:

- عدد الأعضاء المطلوب انتخابهم لعضوية مجلس الإدارة: ثلاثة (3) أعضاء.
- سيظل باب الترشيح لعضوية مجلس الإدارة مفتوحاً لمدة (10) عشرة أيام من تاريخ الإعلان، وذلك وفقاً لمتطلبات المادة (9) من قرار رئيس مجلس إدارة هيئة الأوراق المالية والسلع رقم (3 ر.م) لسنة 2020 بشأن اعتماد دليل حوكمة الشركات المساهمة العامة وتعديلاته من وقت لآخر.

- Candidates who nominate themselves for membership to the Board shall satisfy the Conditions stipulated in Federal Law No. (32) for the year 2021 regarding Commercial Companies and Chairman of Authority's Board of Directors Resolution No. (3/R.M) for the year 2020 concerning Approval of Public Joint Stock Companies Governance Guide, as well as the Article of Association of the Company as amended from time to time.

▪ يشترط فيمن يرشح نفسه لعضوية مجلس الإدارة أن تتطبق عليه الشروط المنصوص عليها في المرسوم بقانون اتحادي رقم (32) لسنة 2021 بشأن الشركات التجارية، وقرار رئيس مجلس إدارة هيئة الأوراق المالية والسلع رقم (3 ر.م) لسنة 2020 بشأن اعتماد دليل حوكمة الشركات المساهمة العامة والنظام الأساسي للشركة وتعديلاته من وقت لآخر.
- Candidates should attach to the application all relevant documents referred to in Article (10) of the Resolution of Chairman of Authority's Board of Directors No. (3/R.M) for the year 2020 concerning Approval of Public Joint Stock Companies Governance Guide as amended from time to time

▪ على المرشحين إرفاق طلب الترشيح المستندات المشار إليها في المادة (10) من قرار رئيس مجلس إدارة هيئة الأوراق المالية والسلع رقم (3 ر.م) لسنة 2020 بشأن اعتماد دليل حوكمة الشركات المساهمة العامة وتعديلاته من وقت لآخر.
- The Nomination Application form will be available on the Company's website (<https://adsb.ae.ae/>).

▪ سيكون نموذج طلب الترشيح متاحاً على الموقع الإلكتروني للشركة ( <https://adsb.ae.ae/> )
- Candidates may not, after closing of nomination, relinquish his candidacy to another person.

▪ لا يجوز للمرشح بعد غلق باب الترشيح التنازل عن ترشحه لشخص آخر.
- No application shall be accepted after closing the nomination period.

▪ لن يتم قبول أي طلبات للترشح بعد انتهاء فترة الترشيح.
- The Company will publish the names of candidates and their profiles on ADX website ([www.adx.ae](http://www.adx.ae)) and the Company's website (<https://adsb.ae.ae/>) on April 18, 2025.

▪ ستقوم الشركة بنشر أسماء المرشحين وبياناتهم الخاصة بالترشيح بتاريخ 18 أبريل 2025 على الموقع الإلكتروني لسوق أبوظبي للأوراق المالية [www.adx.ae](http://www.adx.ae) وعلى الموقع الإلكتروني للشركة ( <https://adsb.ae.ae/> )
- The Securities and Commodities Authority and the Abu Dhabi Securities Exchange will be provided with the names of the candidates after the nomination period closes.

▪ سيتم موافاة هيئة الأوراق المالية والسلع وسوق أبوظبي للأوراق المالية بأسماء المرشحين بعد غلق باب الترشيح.

- The Nomination Applications together with all supporting documents should be sent to ([corporategovernance.legal@adsb.ae](mailto:corporategovernance.legal@adsb.ae)).

▪ يرجى إرسال طلبات الترشيح مع جميع المستندات المطلوبة إلى البريد الإلكتروني

[corporategovernance.legal@adsb.ae](mailto:corporategovernance.legal@adsb.ae)

