



Invitation to attend the General Assembly Meeting  
Of  
UNION INSURANCE COMPANY (Public Joint-stock Company)

The Board of Directors of the Union Insurance Company PJSC has the honor to invite the Shareholders to attend the Annual General Assembly Meeting at 10:00 am on Monday, 21/04/2025 at the Company's Main Office located in the Emirate of Dubai – Sheikh Zayed Road – Single Business Tower – 13th Floor or by using the remote/electronic attendance technology through a link to attend the Meeting, which will be sent to the Shareholders via SMS or email after registering their attendance, in order to enable the Shareholders to attend the Meeting virtually, discuss the Agenda and vote electronically on each resolution directly during the Meeting, to consider the following Agenda:

1. To hear and approve the Report of the Board of Directors on the Company's activity and its financial position for the Fiscal Year ending on 31/12/2024.
2. To hear and approve the Auditor's Report for the Fiscal Year ending on 31/12/2024.
3. To discuss and approve the Company's Balance Sheet, Profit and Loss account for the Fiscal Year ending on 31/12/2024.
4. To consider the Board's proposal regarding not distributing dividends to shareholders (based on the justifications presented to the shareholders in the Board of Directors' report).
5. To approve a proposal regarding the remuneration of the Board Members and determination of the same.
6. To discharge the Board Members for the Fiscal Year ending on 31/12/2024, or dismiss them and file a liability claim against them, as the case may be.
7. To discharge the Auditors for the Fiscal Year ending on 31/12/2024, or dismiss them and file a liability claim against them, as the case may be.
8. To appoint Auditors and determine their fees.
9. Determine the Board Nominations policy for Union Insurance Company PJSC.
10. Topics that need a Special Resolution (subject to obtaining the approval from regulatory bodies)
  1. Approval of the amendment to the Company's Articles of Association - Articles No. (6-63-64) in accordance with the amended version available on the Company's website and Abu Dhabi Securities Exchange, subject to the approval of the competent authorities.
  2. Approval of the reduction of the capital from **AED 330,939,000** to **AED 230,000,000**, by writing off the accumulated losses amounting to **AED 142,746,000**, according to the following mechanism:
    - a. Releasing an amount of **AED 41,807,000** from reserves to write off accumulated losses according to the below:
      - a. Releasing an amount of **AED 21,851,000** from the special reserve
      - b. Releasing an amount of **AED 19,956,000** from the legal reserve
    3. Writing off the remaining accumulated losses amounting to AED 100,939,000 through a reduction in the company's capital by cancelling shares.
    4. Amending the capital to AED 230,000,000 and transferring the difference of AED 1,895,000 to the legal reserve account.

This will entail the writing off a percentage of 30.50%, equivalent to 100,939,000 shares, of the company's 330,939,000 shares. The new capital after the deletion will be 230,000,000 shares.

**Remarks:**

1. Any person who has the right to attend the Assembly may delegate whomever he chooses, other than the Board Members, by virtue of a Special Power of Attorney in writing. The proxy for a number of shareholders shall not hold in such capacity more than (5%) five percent of the Company's Capital, while the incompetent and incapacitated shall be legally represented by their representatives. (Provided

- that the requirements set out in Clauses 1 and 2 of Article No. (40) of Resolution No. (3/RM) of 2020 issued by the SCA Chairman regarding the Approval of the Governance Guide for Public Joint-stock Companies shall be observed.). You can view the disclosure published on the company's page on the electronic market website regarding the procedures required to approve the power of attorney.
2. A legal person may authorize one of its representatives or those in charge of its management by virtue of a resolution of its board of directors or a representative thereof, to represent the legal person in the Company's General Assembly, the authorized person shall have the powers determined by the authorization resolution.
  3. Based on the directives of the Securities and Commodities Authority, the Company's Shareholders, who will attend the Meeting remotely, shall register attendance to be able to vote on the items of the General Assembly electronically. Registration opens at 10:00 am on Sunday, 20 April 2025, and closes at 9:00 am on Monday, 19 April 2025. For electronic registration, please visit [www.smartagm.ae](http://www.smartagm.ae). Power of Attorney holders must send a copy of the POA to the email address: [registration@smartagm.ae](mailto:registration@smartagm.ae) with the name and mobile number to receive registration text messages.
  4. Owner of a share registered on Friday, 18/04/2025 shall hold the right to vote in the General Assembly.
  5. Holder of the right to the profits shall be the owner of the share registered on Wednesday, 30/04/2025.
  6. Signature of Shareholder on the Power of Attorney referred to in Clause No. (1) shall be the signature approved by/with one of the following authorities, the Company may take the necessary actions to verify the same:
    - a. Notary Public
    - b. Chamber of Commerce or an Economic Department in the UAE.
    - c. A bank or a company licensed in the UAE, the principal shall have an account with either of them.
    - d. Any entity that is authorized to authenticate documents
  7. In the event of a lack of a quorum at the first meeting, the powers of attorney issued by the first meeting shall be considered valid and enforceable for any subsequent meetings, unless expressly revoked by the concerned shareholder by serving a notice to the email address: [registration@smartagm.ae](mailto:registration@smartagm.ae), at least two (2) days prior to the date of the next meeting.
  8. Shareholders can view the Company's Financial Statements and the Comprehensive Report through the Company Website: <https://www.unioninsurance.ae> and the Abu Dhabi Securities Exchange Website: <https://www.adx.ae>.
  9. General Assembly Meeting shall not be valid unless attended by Shareholders who own, or represent by proxy, at least (50%) of the Company's Capital. If such quorum is not met in the first meeting, the second meeting will be held on 28/04/2025 at the same place and time. (The second meeting shall be held after the lapse of a period of not less than (5) five days and not exceeding (15) fifteen days from the date of the first meeting, the postponed meeting shall be considered valid regardless of the number of attendees).
  10. The shareholder has the right to discuss the topics included in the agenda of the General Assembly and to direct questions to the members of the Board of Directors and the auditor.
  11. Special Resolution: It is the resolution issued by the majority vote of the Shareholders who own at least three quarters of the shares represented in the General Assembly Meeting of the joint-stock company.
  12. You can view the Guide to Investors' Rights in Securities, which is available on the main page on the SCA Official Website, according to the following link:<https://www.sca.gov.ae/ar/services/minority-investor-protection.aspx>