



## Minutes of the Annual General Assembly Meeting of Agthia Group PJSC

(the “Company”) Held in person at Rosewood Hotel – Al Maryah Island – Abu Dhabi  
at 1:00 p.m. on Wednesday, April 22, 2026

Pursuant to the invitation extended by the Board of Directors, the General Assembly Meeting of Agthia Group PJSC was convened in person at the Rosewood Hotel – Al Maryah Island – Emirate of Abu Dhabi, with the option to attend remotely, on **Wednesday, April 22, 2026**, at 1:00 p.m. The meeting was held with the attendance of shareholders representing (73.7867%) of the Company’s share capital, as detailed in the attached list, thereby meeting the quorum requirements. The meeting was convened to discuss the items on the agenda, duly announced in advance, and to adopt appropriate resolutions. The General Assembly Meeting was chaired by Salmeen Obaid Suwaid Alsembari Alameri.

In attendance were **Mr. Abdulla Ahmad Ketait**, representing the Capital Markets Authority; **Mr. Ahmed Mostafa Aldali**, representing the auditors, Ernst & Young Middle East; and **Mr. Syed Faizi**, representing the Registrar and Vote Collector, Abu Dhabi Commercial Bank. Upon confirmation of the legal quorum for the meeting, **Mr. Mohammad Rateb Amro** was appointed as the Secretary of the Meeting.

The meeting’s rapporteur explained that the agenda of the general assembly was discussed, and the following decisions were made:

### 1. Chairman’s Statement on Appointment of Meeting Secretary and Vote Collector

Based on the authority vested in the Chairman to appoint the Secretary and Vote Collector, the Chairman resolved to appoint Mr. Mohammad Rateb Amro as Secretary of the Meeting and Abu Dhabi Commercial Bank as the Vote Collector.

### 2. Review and Approval of the Board of Directors’ Report on the Company’s Activities and Financial Position for the Financial Year Ending December 31, 2025

The Chairman presented the Board of Directors’ report on the Company’s activities and financial position for the financial year ending December 31, 2025. The report was approved by the shareholders representing (95.4433%) of the share capital, present at the meeting.

### 3. Review and Approval of the Auditor’s Report for the Financial Year Ending December 31, 2025

A representative from Ernst & Young Middle East presented the auditors’ report for the financial



year ending 31 December 2025. The report was approved by shareholders representing (95.4409%) of the share capital, present at the meeting.

**4. Review and Approval of the Company's Financial Statements and Profit and Loss Account for the Financial Year Ending December 31, 2025**

The Company's financial statements as of December 31, 2025, and the profit and loss account for the financial year ending on the same date were reviewed and approved by shareholders representing (95.5036%) of the share capital, present at the meeting.

**5. Approval of the Board of Directors' Recommendation to Distribute Cash Dividends Amounting to AED 98 Ninety-eight million, representing 11.792 fils per share for the second half of 2025.**

The Board of Directors recommended the distribution of cash dividends totalling AED 98 million, equivalent to 11.792 fils per share for the second half of 2025.

This recommendation was approved by shareholders representing (95.5036%) of the share capital, present at the meeting.

**6. Discharge of the Members of the Board of Directors for the Financial Year Ending December 31, 2025**

The shareholders resolved to discharge the members of the Board of Directors from liability for the financial year ending December 31, 2025, with a majority of (95.5057%) of the share capital, present at the meeting.

**7. Discharge of the Auditors for the Financial Year Ending December 31, 2025**

The shareholders resolved to discharge the auditors from liability for the financial year ending December 31, 2025, with a majority of (94.6627%) of the share capital, present at the meeting.

**8. Approval of the Proposed Remuneration of the Board Members in the Amount of AED 5.94 million for the Financial Year Ending December 31, 2025**

Based on the recommendation of the Board of Directors, the shareholders approved the remuneration of the Board members in the amount of AED 5.94 million for the year 2025, with a majority of (95.5167%) of the share capital, present at the meeting.

**9. Appointment of the Auditors for the Financial Year Ending December 31, 2026, and Determination of their Fees**

The Board of Directors recommended the appointment of Ernst & Young Middle East as auditors for the Company and its subsidiaries for the year 2026, including annual and quarterly audit reviews, for a total fee of AED 3.0 million. The shareholders representing (94.4351%) of the share capital, present at the meeting, approved the appointment of Ernst & Young Middle East as the group's auditors for the year 2026 for a fee of AED 3.0 million.

**10. Election of the new members of the Board of Directors, who are:**

Khalifa Sultan Sultan Hazim Alsuwaidi  
Salmeen Obaid Suwaid Alsembari Alameri  
Dhafer Rashed Mohamed Rashed Alqasimi  
Hamad Saeed Ali Saeed Alshehhi  
Svetoslav Todorov Varadzhakov  
Reem Abdulaziz Ahmad Darwish Aldarwish  
Faisal Abdulla Sulaiman Mohamed Alhammad  
Louaye Abou Chanab  
Magdi Batato

These minutes were prepared on the date of the annual general assembly and duly signed as follows:

**Chairman of the Meeting**

Salmeen Obaid Suwaid

Alsembari Alameri



**Meeting Secretary**

Mohammad Rateb Amro



**Auditor**

Ernst & Young

Ahmed Mostafa Aldali



**Vote Collector**

Syed Faizi



AGTHIA AGM 22-04-2026

Wednesday, April 22, 2026

	Votes		Votes		Votes Total	% of ISC Voted		
	AGREE		DISAGREE	ABSTAIN				
Resolution2	585,337,309	95.4433%	0	0.0000%	27,945,365	4.5567%	613,282,674	73.7867%
Resolution3	585,322,352	95.4409%	138,147	0.0225%	27,822,175	4.5366%	613,282,674	73.7867%
Resolution4	585,707,143	95.5036%	0	0.0000%	27,575,531	4.4964%	613,282,674	73.7867%
Resolution5	585,707,143	95.5036%	0	0.0000%	27,575,531	4.4964%	613,282,674	73.7867%
Resolution6	585,719,630	95.5057%	18,005	0.0029%	27,545,039	4.4914%	613,282,674	73.7867%
Resolution7	580,550,056	94.6627%	5,010,574	0.8170%	27,722,044	4.5203%	613,282,674	73.7867%
Resolution8	585,787,115	95.5167%	2,000	0.0003%	27,493,559	4.4830%	613,282,674	73.7867%
Resolution9	579,154,407	94.4351%	5,933,920	0.9676%	28,194,347	4.5973%	613,282,674	73.7867%

Vote Collector




Signatures



Company Secretary

