



أرابتك القابضة (ش.م.ع.) Arabtec Holding PJSC

Notice of Annual General Assembly Meeting

The Board of Directors of Arabtec Holding PJSC (**Company**) is pleased to invite all the shareholders to attend the Annual General Assembly Meeting (**AGM**) of the Company to be held at 11.00 am on Monday 16 April 2018 at the IPIC Auditorium, IPIC Tower, IPIC Square, Muroor Road, Abu Dhabi, UAE to review and approve the following ordinary resolutions:

1. Review and approve the Board of Directors' report on the Company's activities and its financial position in relation to the financial year ended 31 December 2017.
2. Discuss and approve the External Auditors' report for the financial year ended 31 December 2017.
3. Discuss and approve the Company's balance sheet and profit and loss account for the financial year ended 31 December 2017.
4. Release the Board of Directors from liability for the financial year ended 31 December 2017.
5. Release the External Auditors from liability for the financial year ended 31 December 2017.
6. Appoint the External Auditors of the Company for the year 2018 and determine their fees.
7. Discuss and approve the Board of Directors' recommendation to distribute a cash dividend of AED 2.05 fils per share for the year ended 31 December 2017.
8. Review and approve the remuneration of the Board of Directors for the year ended 31 December 2017.
9. Elect a new Board of Directors in accordance with the law and regulations in force and the Articles of Association of the Company.

Notices:

1. Shareholders who are registered one day before the AGM (Sunday 15 April 2018) on the Share Register kept with the Dubai Financial Market only shall have the right to attend and vote at the AGM. Each shareholder has the right to authorise another person who is not a director of the Company to attend the AGM and vote on his or her behalf pursuant to a written proxy in the form prescribed in the invitation. The proxy form must be submitted and delivered to the Issuer Services Department, First Abu Dhabi Bank, FAB Building Khalifa Business Park, Al Qurm District, 4th floor, P.O. Box 6316, Abu Dhabi, UAE, not less than two days prior to the date of the meeting. Only original proxies will be accepted.
2. A proxy for a number of shareholders may not represent more than 5% of the Company's share capital.
3. Persons of incomplete capacity or incapable shall be represented by their legal representatives and minors shall be represented by their parent or guardian.
4. 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 AGM. The delegated person will have the powers as determined in the delegating resolution. A copy of the relevant resolution, power of attorney or other corporate authority must be submitted.
5. The AGM will only be valid if attended by shareholders (or their proxies) who represent at least 50% of the Company's capital. If this quorum is not achieved at the first meeting, a second meeting will be held on Monday 23 April 2018 at the same place and time. The second meeting will be considered valid regardless of the number of attendees. All duly completed proxy forms shall continue to be valid and in full force for any adjourned meeting unless revoked by the relevant shareholder by notice to the Issuer Services Department, First Abu Dhabi Bank, FAB Building Khalifa Business Park, Al Qurm District, 4th floor, P.O. Box 6316, Abu Dhabi, UAE, not less than two days prior to the date of the meeting.
6. Each shareholder who is registered in the Company's share book on Sunday 15 April 2018 is entitled to attend the first meeting on Monday 16 April 2018. In the event a quorum for the first meeting is not achieved, shareholders who are registered in the Company's share book on Sunday 22 April 2018 shall be entitled to attend the second meeting on Monday 23 April 2018. The second meeting shall be quorate if attended by any shareholder.
7. Shareholders who are registered in the Company's share book on Thursday 26 April 2018 shall be deemed to be entitled to receive the dividend if the AGM is convened on its first meeting date on Monday 16 April 2018. Shareholders who are registered on Thursday 3 May 2018 shall be deemed to be entitled to receive the dividend if the AGM is convened on its second meeting date on Monday 23 April 2018.
8. Shareholders are required to update their contact details at the Dubai Financial Market to ensure that dividends are delivered properly. Dividends will be distributed through the Dubai Financial Market.
9. The Company's consolidated financial statements for the year ended 31 December 2017 and the Company's corporate governance report are available via the Company's page on the Dubai Financial Market and the Company's website (www.arabtecholding.com). Hard copies will also be made available at the AGM venue upon registration on the day of the AGM.

Chairman of the Board of Directors