





التداول قررت الجمعية اعتماد عرض السادة جرانت ثورنتون، حيث قدم عرضاً بقيمة 275,000 (غير شامل لضريبة القيمة المضافة) يغطي الشركة و الشركات التابعة لها (مراجعة نصف سنوية و تدقيق سنوي)، وقد تمت الموافقة على ذلك بنسبة (100%)، في حالة عدم الاتفاق لأي سبب يحق للمجلس تعيين مراجع حسابات جديد وتحديد أتعابه عن السنة المالية المنتهية في 31 ديسمبر 2024.

#### القرار التاسع:

تمت مناقشة البند التاسع من جدول أعمال الاجتماع بعد أن اعتذر السيد رئيس مجلس الإدارة عن المواصلة وغادر الاجتماع لاعتباره طرفاً ذو علاقة و قد واصل السيد نائب رئيس مجلس الإدارة عرض البند المتعلق بمقترح بيع الحصص التي تحملها الشركة في الشركة الوطنية للتمويل ذ م م والتي تمثل قيمتها ( 10%) تقريباً من رأس مال الشركة لأطراف ذات علاقة. حيث أبلغ السيد نائب رئيس مجلس الإدارة أن مجلس إدارة الشركة قد تلقى عرضاً ملزماً من أطراف ذات علاقة للاستحواذ على حصة الشركة في المجموعة الوطنية للتمويل، وقد تضمن العرض تقييماً للمجموعة يعادل 250 مليون درهم إماراتي، أي ما يعادل نسبة خصم بـ 14% من القيمة الدفترية المدققة. لذلك يتم تقديم هذا العرض على السادة المساهمين لمناقشته و التصويت عليه خلال اجتماع الجمعية العمومية السنوي.

وبعد النظر في الموضوع قام المساهمون بالموافقة على المقترح من خلال المنصة بنسبة 86.72%. وعليه تم تفويض السيد/رامي يعقوب جمال حوريه، بريطاني الجنسية و يحمل هوية مقيم إماراتية رقم: 3-0625496-1978-784، بصفته المدير التنفيذي للشركة بإتمام كافة الاجراءات القانونية لتنفيذ هذا القرار، وتخويله بالتوقيع على أي مستندات مطلوبة بما في ذلك اتفاقية تحويل الحصص وتعديل النظام الأساسي أمام الكاتب العدل.

لم يتم التطرق لمواضيع أخرى للنقاش وعليه ونظراً لاستفاد جدول الأعمال رفعت الجلسة في الساعة 11:40 صباحاً.  
حرر هذا المحضر في مكان انعقاد الجمعية العمومية ووقع أصولاً كما يلي:

السيد/ سعيد محمد حسن المسعود- رئيس مجلس الإدارة  
هوية رقم: 0-0521958-1959-784

جامع الأصوات: دار التمويل ش م ع  
السيد/ ماجد بشار محمود قبلان  
هوية رقم: 0-0270482-1995-784

المدقق الخارجي: جرانت ثورنتون  
السيد/ سامر سمير حجازي  
هوية: : 6-4085169-1973-784

مقرر الاجتماع:  
السيدة/ بسمة بنت الصادق بوعزي  
هوية: 2-8304943-1971-784

**Minutes of the Annual General Assembly Meeting**  
**The National Investor Pr.J.S.C.**  
**Held on Friday, April 26, 2024**

Based on the invitation sent by The National Investor PrJSC (“the Company”), commercial license No. CN-1002081 (“the Company”), to the shareholders to attend the Annual General Assembly meeting scheduled to be held on Friday, April 26, 2024 at 11:00 am (“the Meeting”), the meeting was held, and a number of shareholders, representing (165,790,123) shares of the Company’s capital, registered their attendance in person and remotely. The matters included in the Meeting’s agenda were discussed - in accordance with the provisions of Companies Law No. (32) of 2021, and the Companies Memorandum of Association that was certified by the notary under the number 1603011257, amended on 11/26/2019 under the number 1956000158, and on 1/30/2020 under the number 2003000930, and on 6/14/2022 under the number: 2250014612, and on 06/12 /2023 under the number: 2350011358 - to take the appropriate decisions:

The meeting was presided by the Chairman of the Board of Directors, Mr. Saeed Mohamed Hasan AlMasoud, Emarati national, holding the UAE ID No: 784-1959-0521958-0, in his capacity as the Chairman of the Company pursuant to the Board of Directors Resolution No. 07/2019 ratified on 12/25/2019 under the notarization No. 1955018298.

The Meeting was attended by Mr. Samer Samir Hejazy, British national and holder of the UAE ID No. 784-1973-4085169-6, representing the Company’s external auditors, Messrs. Grant Thornton, by virtue of the POA authenticated by the Notary Public in Dubai on 27/11/2018 under the authentication No. 254354.

Mr. Yahya Zakaria has attended as the representative of the Ministry of Economy;

Mr. Majid Bashar Mahmoud Qublan, a Jordanian national holder of the UAE ID number: 784-1995-0270482-0, was appointed as vote collector.

Ms. Basma Bouazzi, a Tunisian national, holder of the UAE ID No. 784-1971-8304943-2, was appointed as the secretary of the Meeting.

At the invitation of the Chairman of the Meeting, the vote collectors announced that a quorum was reached by the presence of (58.17%) of the Company’s share capital, (165,790,123) shares out of (285,000,000) shares constituting the entire capital of the Company, and that the Meeting was therefore convened in a legal and duly manner.

The Chairman welcomed the attendees on behalf of the Board of Directors. The agenda of the General Assembly was read out as follows:

**Agenda Items:**

1. Listening to and approving the Board of Directors’ report on the Company’s activity and its financial position for the fiscal year ended on 31/12/2023.
2. Listening to and approving the auditors' report for the fiscal year ended on 31/12/2023 .
3. Discussing and approving the Company's budget and profit and loss statement for the fiscal year ended on 31/12/2023.
4. Considering and approving the proposal of the Board of Directors regarding the non-distribution of dividend for the fiscal year ended on 31/12/2023.
5. Considering and approving a proposal not to pay remuneration to the Company’s members of the Board for the fiscal year ended on 31/12/2023.

6. Discharging the members of the Board of Directors from liability for the fiscal year ended on 31/12/2023.
7. Discharge the auditors from liability for the fiscal year ended on 31/12/2023.
8. Appointing the Company's auditors and determining their fees for the fiscal year ending on 31/12/2024.
9. Discussing a proposal to dispose of the shares held by the Company in the share capital of the National Catering Company LLC which value is equal to (10%) of the Company's share capital to related parties .

The Chairman then proceeded to present the Board of Directors 'annual report on the Company's financial performance during the fiscal year ended on 31December, 2023 and its strategic situation.

This was followed by a speech by the representative of Messrs. Grant Thornton, who presented the external auditors' report on the financial period ended on 31December, 2023.

The Chairman then reviewed and discussed the rest of the agenda items, which were voted on successively. This was followed by a response to the inquiries from some of the shareholders, as one of the shareholders submitted an inquiry about any offers that the Company may have received to acquire the Mafraq Hotel, especially since the hospitality sector is now witnessing a turnaround. The Chairman of the Meeting responded that the offers that were received were very low and not in favor of the Shareholders. The Board of Directors believes that changing the hotel's management and improving its performance will ultimately improve the Hotel's valuation and prepare it for an attractive exit. The Chairman of the meeting affirmed that any other inquiries can be submitted directly or by contacting the Company's management through any available means of communication.

After presenting all of the agenda items for discussion and answering all the shareholders' inquiries, the General Assembly took the following resolutions:

**First Resolution:**

The Board of Directors' report on the company's activity and financial position for the fiscal year ended on 31December 2023 was approved and ratified.

**Second Resolution:**

The Company's auditors' report for the financial year ended on 31December, 2023 was approved.

**Third Resolution:**

The Company's budget and profit and loss account for the financial year ended 31 December 2023 were approved.

**Fourth Resolution:**

The Board of Directors' proposal viewing not to distribute dividends for the financial year ended on 31 December 2023 was approved.

**Fifth Resolution:**

The proposal not to pay remuneration to the members of the Board of Directors for the fiscal year ended on 31 December 2023 was approved.

**Sixth Resolution:**

The members of the Board of Directors were approved to be discharged from liability for the financial year ended 31 December, 2023.

**Seventh Resolution:**

It was approved to absolve the Company's auditors from liability for their actions for the financial year ended 31 December, 2023.

**Eighth Resolution:**

The Chairman of the Meeting has asked the external auditors to leave the Meeting while discussing the eighth item related to appointing the Company's external auditors and determining their fees for the financial year ended on 31 December 2024. He presented to the shareholders the offers obtained from several external audit firms, and after deliberating, the assembly decided to adopt the offer of Messrs. Grant Thornton, which submitted an offer of AED 275,000 (not including value-added tax) covering the Company and its subsidiaries' (semi-annual review and annual audit), and this was approved by (100%). In the event of disagreement for any reason, the Board has the right to appoint another auditor, and to determine their fees for the financial year ending on 31 December, 2024.

**Ninth Resolution:**

The ninth item on the Meeting agenda was discussed after the Chairman of the Board of Directors has excused himself from the Meeting because he is considered a related party in this agenda item. The Vice Chairman of the Board of Directors continued by presenting the item related to a proposal to sell the entire shares held by the Company in National Catering Company LLC (an associate company of The National Investor), the value of this investment is approximately 10% of the Company's paid-up capital. The Vice Chairman of the Board of Directors informed the shareholders that the company's Board of Directors had received a binding offer from related parties to acquire the Company's share in the National Catering Group. The offer included a valuation of the group equivalent to AED 250 million, which is equivalent to a discount rate of 14% from the book value. Therefore, this offer is presented to the shareholders for discussion and voting during the Annual General Assembly.

After considering and discussing this specific agenda item, the shareholders approved the proposal through the voting platform by 86.72%. Accordingly, Mr. Rami Hurieh, a British national holder of the UAE ID No.784-1978-0625496-3, has been authorized, in his capacity as the Executive Director of the Company, to complete all legal procedures to implement this Resolution, and to authorize him to sign any required documents, including the Share Transfer Agreement, and the amendment of the Memorandum of Association before the Notary Public.

No other matters of discussion were addressed. Therefore, due to the exhaustion of the agenda, the session was adjourned at 11:40 am.

These minutes were prepared at the location of the General Assembly and duly signed as follows:

Signed by Mr. Saeed Mohamed Hasan AlMasoud - Chairman of the Board of Directors



المستثمر الوطني  
The National Investor

Signed by the Meeting Rapporteur :Mrs. Basma Bouazzi

Signed by Mr. Samer Samir Hejazy the External Auditor/ Grant Thornton

Signed by Mr. Majed Bashar Mahmoud Qublan, the Vote Collector/ Finance House PJSC

