

**Invitation to attend the  
Annual General Assembly Meeting  
Foodco National Foodstuff PJSC**



**دعوة لحضور اجتماع الجمعية العمومية لشركة  
فودكو الوطنية للمواد الغذائية (ش.م.خ)**

The Board of Directors of Foodco National Foodstuff PJSC is pleased to invite shareholders to the Annual General Assembly Meeting at 12PM on Friday 26/04/2024 electronically or personal attendance at the company office Abu Dhabi, Mina Zayed. The meeting will consider the following:

1. Consider and approve the Board of Directors Report on the company's activities and its financial position during the year ended 31 December 2023.
2. Review the Auditors' report for the year ended 31 December 2023.
3. Discuss and approve the company's balance sheet and its profit and loss statement for the financial year ended 31 December 2023.
4. Consider and approve the Board of Directors' recommendation not to distribute any dividends for the year ended December 31, 2023, since no profit achieved during the year ended 31/12/2023
5. Consider and approve the non-remuneration of the Board of Directors for the year ended 31 December 2023.
6. Absolve the Board of Directors of liability for their activities for the year ended 31 December 2023
7. Absolve the External Auditors of liability for their activities for the year ended 31 December 2023.
8. Appoint the Company's Auditors for the year 2024 and determine their fees.

**Notes:**

1. The meeting will be held at date and time specified above in the invitation, remotely, in the attendance of the Board of Directors, Auditors, the registrar, the company secretary, vote collector, and the Shareholders.
2. Each Shareholder will receive an SMS with the meeting link for attendance and the voting will be directly during the meeting.
3. Each shareholder may authorize a representative of their choice (other than a board member of the company, employees of the company, brokerage company or its employees) to attend the AGM on behalf of the shareholder by means of written proxy. The representative must not, in such capacity, hold more than 5% of the company's shares. Persons of incomplete legal capacity will be represented by their legal representatives and minors will 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 and the delegated person will have the powers as determined in the delegation resolution.
5. Proxies shall be sent at least one day prior to the meeting date to [tayseer@hilyholding.com](mailto:tayseer@hilyholding.com). Shareholder should attend before half an hour for the purpose of registration and preparation of the voting sheet.
6. Shareholders who are registered in the Company's share book on Thursday 25/04/2024 shall be entitled to register for the meeting and vote for its agenda.
8. The General Assembly shall not be valid unless the shareholders who own or represent at least 50% of the company's capital registered electronically. If this quorum is not available at the first meeting, the second meeting shall be held at the same time on 30/04/2024. The postponed meeting is considered valid regardless of the number of attendees.
9. Special resolution is the decision issued by a majority vote of shareholders who own at least three-quarters of the shares represented at the General Assembly meeting of the company.
10. Shareholders can view the Company's financial statements and corporate governance report on the Company's website [www.foodco-uae.com](http://www.foodco-uae.com) and the Abu Dhabi Securities Market website [www.adx.ae](http://www.adx.ae). They can also explore and download the Investor Rights Guide through this link [https://www.sca.gov.ae/Arabic/awareness/Publications/SIR\\_AR.pdf](https://www.sca.gov.ae/Arabic/awareness/Publications/SIR_AR.pdf)

**Proxy**

To the Chairman of Foodco National Foodstuff PJSC  
Dear Sir,  
I/:

The Shareholder of Foodco National Foodstuff PJSC hereby appoint by virtue of this proxy

Mr./Mrs: \_\_\_\_\_  
To represent me and vote on my behalf in the AGM meeting to be held on Friday 26 April 2024 or any adjourned meeting therefore

Signature \_\_\_\_\_ Date : \_\_\_\_\_  
E-mail: \_\_\_\_\_

**توكيل**

السيد/ رئيس مجلس إدارة شركة فودكو الوطنية للمواد الغذائية (ش.م.خ)، الموقر  
تحية طيبة وبعد،،

أنا: \_\_\_\_\_  
المساهم في شركة فودكو الوطنية للمواد الغذائية (ش.م.خ)، أعين بموجب هذا التوكيل

السيد/ \_\_\_\_\_  
وكيلاً عني وأفوضه بأن يصوت باسمي ونيابة عني في اجتماع الجمعية العمومية السنوي المقرر انعقاده يوم الجمعة الموافق 26 إبريل 2024 أو أي تأجيل له.

التوقيع : \_\_\_\_\_ التاريخ : \_\_\_\_\_  
البريد الإلكتروني: \_\_\_\_\_



## Clarifying disclosure

### regarding the approval of proxies

According to Clauses 1 & 2 of Article 40 of the Corporate Governance Manual, we would like to inform the shareholders with the following:

1. Each shareholder who has the right to attend the general assembly may delegate someone from other than the Board members or the staff of the company, or securities brokerage company, or its employees, to attend on his behalf as per a written delegation stating expressly that the agent has the right to attend the general assembly and vote on its decision. A delegated person for a number of shareholders shall not have more than (5%) of the Company issued capital after gaining that delegation. Persons lacking legal capacity and are incompetent must be represented by their legal representatives.
1. The shareholder signature on the power of attorney referred in clause No. (1) shall be the signature approved by any of the following entities:
  - A. Notary Public.
  - B. Commercial chamber of economic department in the state.
  - C. Bank or company licensed in the state, provided that the agent shall have account with any of them.
  - D. Any other entity licensed to perform attestation works.

## إفصاح توضيحي

### بشأن اعتماد التوكيلات

بناءً على متطلبات البندين 1 و 2 من المادة رقم 40 من دليل الحوكمة، نود أن نلفت السادة المساهمين إلى ما يلي

1. يجوز لمن له حق حضور الجمعية العمومية أن ينيب عنه من يختاره من غير أعضاء مجلس الإدارة أو العاملين بالشركة أو شركة وساطة في الأوراق المالية أو العاملين بها بمقتضى توكيل خاص ثابت بالكتابة ينص صراحة على حق الوكيل في حضور اجتماعات الجمعية العمومية والتصويت على قراراتها. ويجب ألا يكون الوكيل -لعدد من المساهمين- حائزاً بهذه الصفة على أكثر من (5%) من رأس مال الشركة المصدر. ويمثل ناقصي الأهلية وفاقديها النائبون عنهم قانوناً.

2. يتعين أن يكون توقيع المساهم الوارد في الوكالة المشار إليها في البند (1) هو التوقيع المعتمد من/لدى أحد الجهات التالية، وعلى الشركة اتخاذ الإجراءات اللازمة للتحقق من ذلك.

(أ) الكاتب العدل.

(ب) غرفة تجارة أو دائرة اقتصادية بالدولة.

(ج) بنك أو شركة مرخصة بالدولة شريطة أن يكون للموكل حساب لدى أي منهما.

(د) أي جهة أخرى مرخص لها للقيام بأعمال التوثيق.