

## **Agenda of the Annual General Meeting of Ras Al Khaimah National Insurance Company (P.S.C.)**

The Board of Directors of Ras Al Khaimah National Insurance Company (P.S.C.) is pleased to invite you to attend the Annual General Meeting of the Company to be held on Wednesday 12<sup>th</sup> April 2023 at 11:00 am, at the Company's Headquarter, located in RAK Bank's ROC - Al Refaa - Sheikh Mohammed Bin Zaid road, Emirate of Ras Al Khaimah, or virtually through the use of remote technology with visual communication, video participation and electronic voting on each decision directly during the meeting (the link to the AGM shall be sent by email and text messages), to consider the following Agenda:

1. Authorize the Chairman of the General Meeting to appoint the meeting Secretary and Vote Collector.
2. Review and approve the report of the Board of Directors on the Company's activities and its financial position for the fiscal year ended 31<sup>st</sup> December 2022.
3. Review and approve the Company's Auditor report for the fiscal year ended 31<sup>st</sup> December 2022.
4. Discuss and approve the balance sheet and profit and loss statements for the fiscal year ended 31<sup>st</sup> December 2022.
5. Determine and approve the recommendation of the Company's Board of Directors not to distribute dividends for the fiscal year ended 31 December 2022 based on the justifications presented to the shareholders.
6. Determine and approve not to distribute remuneration to the Board of Directors for the fiscal year ended 31 December 2022.
7. Discharge the Company's Board Members from their liability for the fiscal year ended 31<sup>st</sup> December 2022.
8. Discharge the Auditors from their liability for the fiscal year ended 31<sup>st</sup> December 2022.
9. Appoint the External Auditors for the fiscal year 2023 and determine their fees.
10. Ratify the Board of Directors Remuneration Policy.
11. Approve, by virtue of a special resolution, amending Article (19) of the Company's Article of Association so that the company is managed by a Board of Directors composed by seven (7) members elected by the General Assembly through secret ballot instead of five (5) members.
12. Election of the Board members for the period 2023 to 2026.
13. Approve, by virtue of a special resolution, amending the Company's Article of Association to comply with the provisions of the CBUAE Corporate Governance Regulations for Insurance Companies and any other regulations issued in this respect, subject to obtain the necessary approvals from the relevant regulatory authorities.

### **Notes:**

1. As per the Securities and Commodities Authority instructions, the Company's shareholders who will attend the Annual General Meeting by virtual meetings should register their attendance electronically to be able to vote on the items of the Annual General Meeting by visiting the following website: [www.smartagm.com](http://www.smartagm.com). Registration will open from 10:00am on Monday 10/04/2023 and close at 10:00am on Wednesday 12/04/2023. Holders of proxies must send a copy of their proxies to the following email address [investorrelations@rakinsurance.com](mailto:investorrelations@rakinsurance.com) along with their names and mobile numbers in order to receive text messages for the registration.
2. The Shareholder who is entitled to attend the Annual General Meeting may authorize another person (other than members of the Company's Board of Directors or any employee from the Company's or the brokerage

company) to attend the above-mentioned Annual General Meeting provided that the proxy may not hold in such capacity more than 5% of the Company's share capital. The persons of incomplete capacity or incapable shall be represented by their legal representatives. (Provided to take in consideration the requirements set forth in clauses 1 and 2 of Article No. (40) of the Chairman of Authority's Board of Directors Decision No. (3/R.M) of 2020 concerning the approval of the Joint Stock Companies Governance Guide. Please refer to the disclosure published on the company's website and on ADX website or to item (No.4) of this agenda regarding the required procedures to approve the Power of Attorney.

3. The corporate person may delegate one of its representatives or these in charge of its management under a decision passed by its Board of Directors or any similar entity to represent such corporate person in any Annual General Meeting of the company. The delegated person shall have the powers as determined under the delegation decision.
4. The Shareholder's signature on the Power of Attorney referred to in item (No.1) above shall be attested 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 principle shall have an account with any of them.
  - d) Any other entity licensed to perform attestation works.
5. Proxy and the supporting documents to be sent to the following e-mail address: [Investorrelations@rainsurance.com](mailto:Investorrelations@rainsurance.com), stating the name, email and mobile number to receive SMS for registration.
6. Pursuant to Article No. (40) of the Authority's Chairman of the Board of Directors' Decision No. (3/R.M) for the year 2020 regarding the adoption of the Governance Guide for Public Shareholding Companies, any shareholder who wishes to appoint a representative to attend and vote on his behalf should communicate with Ibrahim & Partners LTD on +97142505099 email [info@inp.legal](mailto:info@inp.legal) in line with approval of the Annual General Meeting on 12<sup>th</sup> April 2021.
7. The Shareholders that are registered on Tuesday 11<sup>th</sup> April 2023 are entitled to vote and attend the Company's Annual General Meeting.
8. The Shareholders that are registered on Monday 24<sup>th</sup> April 2023 are entitled to receive dividends.
9. The Annual General Meeting shall only be valid if attended by shareholders owning or represented by proxy not less than 50% of the capital of the company. If this quorum is not achieved at the first meeting, a second meeting shall be convened on Wednesday 19<sup>st</sup> April 2023 at the same time and venue.
10. Special Resolution: such resolution issued by the majority votes of shareholders holding at least 75% of the shares represented at the Annual General meeting of the Company.
11. The shareholders shall update their personal contact details and addresses at Abu Dhabi Securities Exchange to assure receiving their dividends properly as the dividend distribution will be done through Abu Dhabi Securities Exchange.
12. Shareholders may access and review the Company's Financial Statements for the fiscal year ended on 31<sup>st</sup> December 2022 and the Company's Governance Report on the website of the Abu Dhabi Securities Exchange [www.adx.ae](http://www.adx.ae) and on the website of the Company [www.rakinsurance.com](http://www.rakinsurance.com), and by visiting the following website: [www.smartagm.com](http://www.smartagm.com).
13. Shareholders may review and download the Guide on Investors Rights in securities issued by SCA through the official website of SCA according to the following link <https://www.sca.gov.ae/ar/services/minority-investor-protection.aspx>, and by visiting the website of the Company - Investor Relations Page, <https://www.rakinsurance.com/investor-relations/>