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Invitation to attend the Annual General Assembly Meeting

of The National Corporation for Tourism & Hotels (Public Joint-Stock Company)

The Board of Directors of The National Corporation for Tourism and Hotels (PJSC) has the honor to invite the shareholders to attend the annual General Assembly meeting remotely /electronically without personal attendance, at 4.30 Pm on Tuesday, 26/04/2022 to consider the following agenda:

1. To consider and approve the Board of Directors' Report on the Company's activity and its financial position for the fiscal year ended on 31/12/2021
2. To consider and approve the Auditor's Report for the fiscal year ended on 31/12/2021
3. To consider and approve the Company's balance sheet and profit and loss account for the fiscal year ended on 31/12/2021
4. To consider and approve the proposals of the Board of Directors to distribute of cash dividends for the financial year ended 31/12/2021 (13%) as amounting AED 102,162,060 (13 Fils for 1 Share) & 4% Bonus Share
5. Approve a proposal concerning the remuneration of the members of the Board of Directors and determine the amount thereof.
6. Discharge the members of the Board of Directors for the fiscal year ended on 31/12/2021 or remove them and file a liability action against them, as the case may be.
7. Discharge the auditors for the fiscal year ended on 31/12/2021 or remove them and file a liability action against them, as the case may be.
8. Appoint the auditors and determine their fees.

المؤسسة الوطنية للسياحة والفنادق ★ National Corporation For Tourism & Hotels ★ Management

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National Corporation for Tourism and Hotels

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9. **The Special Resolution**

- **Foreign Ownership**

- Approval of the proposal of the Board of Directors regarding the amendment of Article No. (7) of the Articles of Associations of the National Corporation for Tourism and Hotels, which is related to the ownership of Non-UAE nationals in the corporation's shares, to allow Non-UAE nationals ownership of the corporation's shares at a rate not exceeding 49%, so that Article 7 of the statute is amended as follows:

Article (7) before the change	Article (7) after the change
All company's shares are nominal. ownership of the Company's shares shall be restricted to UAE Nationals and GCC Nationals only.	All the Company's shares are nominal. The Company's shares may be owned by any natural or legal person, whether or not such person is a UAE National. In all cases, those who are not UAE Nationals may not own more than 49% of the Company's capital.

- Approving the increase of the existing bank facility for the construction of the InterContinental Grand Marina Residences to AED 320.0 million, provided by Abu Dhabi Commercial Bank which will be repaid in 36 quarterly installments.

Notes:

1. Any shareholder who has the right to attend the General Assembly may delegate any person other than a member of the Board of Directors, employees of the Company, a broker or employees of such broker under a special written proxy. In such capacity, no proxy may represent more than 5% of the shares in the capital of the Company. Shareholders who lack capacity or competency shall be represented by their legal representatives. Subject to point 1 & 2 of Article 40 of the Authority Chairman's decision no (3/R.M) 2020 Concerning Corporate Governance Guide.

2. A corporate person may delegate one of its representatives or those in charge of its management under a decision of its Board of Directors or its authorized deputy to represent such corporate person in the General Assembly of the Company. The delegated person shall have the powers as determined under the delegation decision.

3. Shareholders registered in the Shareholders Register on Monday, 25/04/2022 shall be entitled to vote in the General Assembly meeting.

4. Shareholders registered in the shareholders register on Friday, 06/05/2022 shall be entitled to receive the dividends.

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5. The shareholders can access and review the financial statements of the Company & The Corporate Governance Report on the website of the Abu Dhabi Securities Market.

6. The meeting of the General Assembly shall not be valid unless attended by shareholders who hold or represent by proxy at least (50%) of the Company's share capital. If this quorum for the meeting is not available in the first meeting, the second meeting shall be convened on 03/05/2022 in the same place and time. (The second meeting shall be held after a period of not less than five (5) days and not more than fifteen (15) days from the date of the first meeting. The postponed meeting shall be deemed valid irrespective of the number of the shareholders present.

7. Special Resolution: is a resolution passed by majority vote of the shareholders who hold at least 3/4 of the shares represented in the General Assembly meeting of a joint-stock company.

8. You can view the guide on investor rights in securities, which is available on the main page of the SCA official website, according to the following link:

   https://www.sca.gov.ae/ar/services/minority-investor-protection.aspx

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Clarifying disclosure regarding the approval of agencies	إفصاح توضيحي بشأن إعتماد التوكيلات
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. 2. 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.	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- حائزًا بهذه الصفة على أكثر من (5%) من رأس مال الشركة المصدر. ويمثل ناقصي الأهلية وفاقديها النائبون عنهم قانونًا. 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. ت. بنك أو شركة مرخصة بالدولة شريطة أن يكون للموكل حساب لدى أي منهما. ث. أي جهة أخرى مرخص لها للقيام بأعمال التوثيق.

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