

**NOTICE OF ANNUAL GENERAL ASSEMBLY MEETING OF
INVICTUS INVESTMENT CO. PLC (Public Joint Stock Company)**

The Board of Directors of Invictus Investment Co. PLC (the “Company” or “Invictus”) is pleased to invite the shareholders to attend the Company’s Annual General Assembly Meeting (“Meeting” or “AGM”) which shall be via remote/electronic attendance on Friday, 19 April 2024 at 3.00 PM. The agenda for the meeting is as follows:

ORDINARY RESOLUTIONS

1. Authorising the Chairman of the Meeting to appoint the Meeting Secretary and Vote Collector.
2. To consider and approve the report of the Board of Directors on the Company’s activities and financial position for the financial year ended 31 December 2023.
3. To consider and approve the external auditors’ report on the Company’s financial position for the financial year ended 31 December 2023.
4. To discuss and approve the Company’s balance sheet and the profit and loss account for the financial year ended 31 December 2023.
5. To consider and approve the Board of Directors’ recommendation to distribute cash dividend for the year ended 31 December 2023 amounting to AED 45 million (being approx. 4.02 fils per share).
6. To discharge the members of the Board of Directors from any liability for the financial year ended 31 December 2023 or dismiss them and file a liability claim against them, as the case may be.
7. To discharge the Company’s external auditors from any liability for the financial year ended 31 December 2023 or dismiss them and file a liability claim against them, as the case may be.
8. To appoint the Company’s external auditor for the financial year ended 31 December 2024, and for the Board of Directors to be authorised to approve auditor’s fee.

SPECIAL RESOLUTIONS

1. Not applicable

NOTES:

1. As directed by the Securities and Commodities Authority, the Company’s shareholders have to register electronically to be able to attend and vote on the items of the General Assembly Meeting. Registration will open on Friday, 12 April 2024 at 3:00 PM and close on Friday, 19 April 2024 at 2:00 PM. For electronic registration, kindly visit the following link: <https://www.smartagm.ae>
2. Individual and corporate proxies can register through <https://www.smartagm.ae>, fill out the proxy form and upload it with the supporting documents once the online registration is open.
3. Any shareholder entitled to attend the Meeting may delegate any person, other than a member of the Board of Directors or employees of the Company or a broker or employees of such broker, under a special written proxy. A proxy may not represent a number of shareholders who hold more than (5%) of the shares in the capital of the Company. Individuals legally incompetent or incapable shall be represented by their legal representatives (provided that the requirements set forth in items (1), (2) and (4C) of Article (40) of the Governance Guide are met). Shareholders may review the disclosure in relation to the procedure for adoption of a proxy published on ADX.
4. The Meeting is valid only if attended by shareholders holding or representing by proxy at least 50% of the Company's capital. If this quorum is not achieved in the first meeting, the second meeting will be held on Friday, 26 April 2024 at the same place and time. The proxies issued shall stand valid for the second meeting. The quorum for the second meeting shall be fulfilled irrespective of the number of shareholders in attendance.
5. **Special Resolution:** is a resolution issued by the majority vote of the shareholders holding no less than three quarters (75%) of the shares represented in the General Assembly Meeting of the Company.
6. If a shareholder is a corporate person, it may delegate a representative or individuals in charge of its management pursuant to a resolution of its board of directors or its equivalent to represent such corporate person in the Meeting. The delegated individual shall have the powers as indicated in the delegating resolution.
7. Shareholders registered in the shareholders register with ADX shall be entitled to vote in the Meeting.
8. Shareholders are requested to update their contact details with the ADX to ensure dividends are properly received.
9. Shareholders can view the Company’s consolidated financial statements and the Governance Report by visiting the website of ADX at www.adx.ae or the Company’s website.
10. The shareholders can view and download the Investors Rights Guidelines on the Securities and Commodities Authority’s website at: <https://www.sca.gov.ae/en/services/minority-investor-protection.aspx>

11. Shareholders registered in the shareholders register on Monday, 29 April 2024, shall be entitled to the dividends. In case the meeting is held on Friday, 26 April 2024 due to lack of quorum in the first meeting, the person entitled to dividends shall be the shareholder whose name is registered on Monday, 06 May 2024.

Electronic registration, attendance, and e-voting:

1. An invitation will be sent to shareholders via registered SMS and email addresses which contains the registration link on Friday, 29 March 2024, at 3.00 PM.
2. Subject to satisfactory verification of the registration details, the login credentials including the meeting link, username and password will be sent to the approved shareholders/proxyholders via SMS and email provided in the registration form on Thursday, 18 April 2024.
3. To vote on all the resolutions, the voting will be available using SmartAGM Portal, starting from Thursday, 18 April 2024 at 5:00 PM, and will be available live during the AGM until such time when each of the relevant resolution is presented in the Meeting.
4. For any queries related to the electronic registration, attendance and e-voting, please read the instructions available on SmartAGM Portal (<https://www.smartagm.ae>) or via the support channels on SmartAGM Portal.