

INVITATION TO ATTEND THE GENERAL ASSEMBLY MEETING OF GULF PHARMACEUTICAL INDUSTRIES (JULPHAR) PJSC

The Board of Directors (the “Board”) of **Gulf Pharmaceutical Industries (Julphar) PJSC** (the “Company”) is pleased to invite you to attend the general assembly meeting of the Company to be convened **from distance/ electronically** on Thursday 09th of April 2020, at 11:00 a.m to consider or, as the case may be, approve the following agenda,

1. Consider and approve the Board report in respect of the Company’s activities and financial position for the fiscal year ending 31 December 2019;
2. Consider and approve the auditor’s report for the fiscal year ending 31 December 2019;
3. Consider and approve the balance sheet and the profit and loss account for the fiscal year ending 31 December 2019;
4. Discharging the Board of liability for the fiscal year ending 31 December 2019; or remove them and file a liability action against them, as the case may be.
5. Elect the members of the Board of Directors
6. Review the Board of Directors recommendation to not distribute dividends to the shareholders for the fiscal year ending 31 December 2019;
7. Consider the proposal in respect of the Board remuneration;
8. Discharging the auditors of liability for the fiscal year ending 31 December 2019 or remove them and file a liability action against them, as the case may be.
9. Appointing the auditor for the fiscal year 2020 and determining its remuneration;

Matters requiring a Special Resolution as follows:

10. Subject to adopting resolution (11) below, approve a capital reduction through the cancellation of a number of shares in the Company (the “Capital Reduction”) equivalent to the accumulated losses as at the financial year ended on 31 December 2019, and approve the granting to the Board of Directors of the Company of full authority to effectuate the procedure for the Capital Reduction pursuant to the provisions of the Commercial Companies Law and the executive regulations of the Securities and Commodities Authority (“SCA”).
11. Subject to adopting resolution (10) above, approve the proposal of the Board of Directors’ to increase the issued share capital of the Company up to an amount of AED 500 million (the “Capital Increase”) through the issuance of new shares with a nominal value of AED 1 (one dirham) and to approve granting to the Board of Directors of the Company full authority to effectuate the procedure for the Capital Increase and determine the final capital increase amount (“Increase Amount”), and the number of new shares to be issued pursuant to the provisions of Commercial Companies Law and the executive regulations of SCA, as well as, granting the Board of Directors full authority and authorizing it to accept the final amount subscribed for in the Capital Increase by the rights holders without offering the outstanding balance for public subscription.
12. Amending Article (6) of the Articles of Association of the Company to reflect the changes in the Company’s capital.
13. To authorize the Company’s Board and any person authorized by the Board of Directors to undertake all necessary procedures and steps to allow the Company to complete the Capital Reduction and Capital Increase, including making the required amendments to the Articles of Association of the Company.

Notes:

1. Shareholders can vote electronically on the resolutions using the electronic link <https://beta.adx.ae/English/Pages/login.aspx> of Abu Dhabi Securities Exchange.
2. The General Assembly Meetings shall take place at the Company's headquarters on the day and the hour specified in shareholders’ invitation in the presence of the Board of Directors, the Auditor, the Registrar, the Reporter of the meeting and the vote Counter, noting that the attendance of shareholders shall be through electronic participation and without physical presence.
3. Shareholders in Abu Dhabi Securities Exchange can register and vote electronically using the integrated digital platform of Abu Dhabi Securities Exchange “SAHMP”, to enquire about the registration and voting procedure please visit Abu Dhabi Securities Exchange website www.adx.ae or please contact the Company’s investor relations officer on the following phone number 0097172045273 and email address investors@julphar.net
4. Each shareholder may authorize a representative of their choice (other than a member of the Company’s Board of Directors) to attend the General Assembly Meeting on behalf of the shareholder by means of a written proxy in the prescribed form sent to the shareholders. The representative must not, in such capacity, hold more than 5% of the Company’s shares on behalf of several shareholders. Persons of incomplete legal capacity will be represented by their legal representatives and minors will be represented by their parent or guardian. A corporate person may delegate one of its representatives or those in charge of its management under a resolution passed by its Board of Directors or its equivalent to represent such corporate person in the General Assembly Meeting, and the delegated person will have the powers as determined in the delegated resolution. The proxy form must be submitted and delivered to ADX or the company not less than two days prior to the date of the meeting. Only original proxies will be accepted.
5. The owner of the shares registered on 8 April 2020 shall be deemed to be the holder of the right to vote at the general meeting.
6. Shareholders may access and review the company's financial statements through the website of Abu Dhabi Securities Exchange and the Company’s Website.
7. The general assembly meeting will not be valid unless shareholders representing at least (50%) of the Company’s capital have electronically registered for the meeting
If this quorum for the meeting is not available in the first meeting, the second meeting shall be convened on 16 April 2020 in the same place and time.
If the quorum of the meeting is not achieved, all issued proxy forms to attend the meeting is considered correct and valid for subsequent meeting, unless expressly revoked by the relevant shareholder through sending a notice to the company at least two days prior to the subsequent meeting.
8. A special resolution is a resolution issued by the majority vote of the shareholders that hold no less than three quarters of the shares attended or represented in the general assembly meeting of the Company.
9. Shareholders can view the Investors Rights guide by visiting the website of the Securities and Commodities Authority at: <https://www.sca.gov.ae/ar/services/minority-investor-protection.aspx>

Announcement on the Opening of Nomination for Membership of the Board of Directors

The Company's Board of Directors has the honor to inform the shareholders of the opening of nomination for the Board of Directors membership during the period from **Monday** dated **23/03/2020** to **Wednesday 01/04/2020** , Any person/shareholder who meets the conditions of nomination for the Board membership may nominate himself for the membership by an electronic application to be submitted to the Management of the **by sending the application to the Email address: hessa@julphar.net** , The application shall enclose an introductory profile of the applicant and the capacity of membership for which he wishes to nominate himself (Executive Director/ Non-Executive Director/ Independent Director).

General Conditions:

1. The number of members to be elected to the Board of Directors is Nine members.
2. Nomination for membership of the Board of Directors shall be open for a period of (10) days from the date of announcement in accordance with the requirements of Article (40) of the Chairman of Authority's Board of Directors Decision. No (7/R.M) of 2016 concerning the Standards of Institutional Discipline and Governance of Public Joint-Stock Companies.
3. Those who nominate themselves for the membership of the Board must satisfy the conditions stipulated in the Federal Law No. (2) of 2015 concerning Commercial Companies and the Chairman of Authority's Board of Directors Decision No. (7/R.M) of 2016 concerning the Standards of Institutional Discipline and Governance of Public Joint-Stock Companies, as well as the Articles of Association of the Company.
4. The nomination application shall enclose the documents referred to in Article (41) of the Chairman of Authority's Board of Directors Decision No. (7/R.M) of 2016 concerning the Standards of Institutional Discipline and Governance of Public Joint-Stock Companies.
5. The candidate may not, after closing the nomination, relinquish his nomination to another person.
6. The Company will publish the list of names and nomination data of the candidates on the bulletin board at the Company's Head Office and on the Company's Website (**www.julphar.net**) on **06/04/2020**
7. The Securities and Commodities Authority shall be provided with a list of the candidates' names after closing the nomination.

User Guide to Remote E-Voting for General Meeting



Abu Dhabi Securities Exchange (ADX)

Clearing, Settlement & Depository

For more information

800239

www.adx.ae

For Any further Questions, Please contact

Email: **csd@adx.ae**

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Vision

Your Market of
Choice

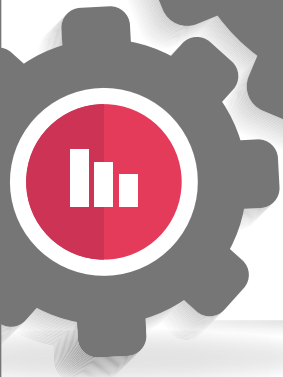
Mission

Be an innovative, attractive
& transparent marketplace
empowering UAE's
economy



Value

Transparency Integrity
Customer Centric
Efficiency





Chapter 1

“SAHMI Digital Platform”

Individual Investors (Emirates ID Holders)



1. Log into **SAHMI** digital platform through ADX website or the SAHMI smartphone application

Username, Mobile or Email

Password

Login

Forgot Password?

Don't Have an Account? Register

Or

Scan Using SmartPass Mobile App

Username and Password

Authentication Code

Emirates ID

2. Enter the username and password for the SmartPass account.

(Please register if not registered).

-
- My Profile
 - My Portfolio
 - My Services
 - My Payments
 - My Service Requests

3. After successfully linking between SmartPass account and the investor number, you will be redirected to SAHMI main page, kindly choose "My Services" from the menu below.



Annual General Meeting

This service to participate in AGM meetings may be by ADX remotely

4. Kindly select “Annual General Meeting” from the services list.

My AGM Meetings

Symbol Name

All

Status

Active

AGM Meeting Title	Meeting 3
Symbol Name	Manazel PJSC
Meeting Start	16-03-2020 10:30 AM
Meeting End	16-03-2020 12:00 PM
Voting Start	16-03-2020 10:15 AM
Voting End	16-03-2020 11:30 AM

Active

« Previous 1 Next »

5. All available AGMs for the investor can be viewed here (kindly note that undematerialized certificates will not be reflected here), Kindly click on the meeting that you would like to participate in.

My AGM Meetings

Symbol Name

All

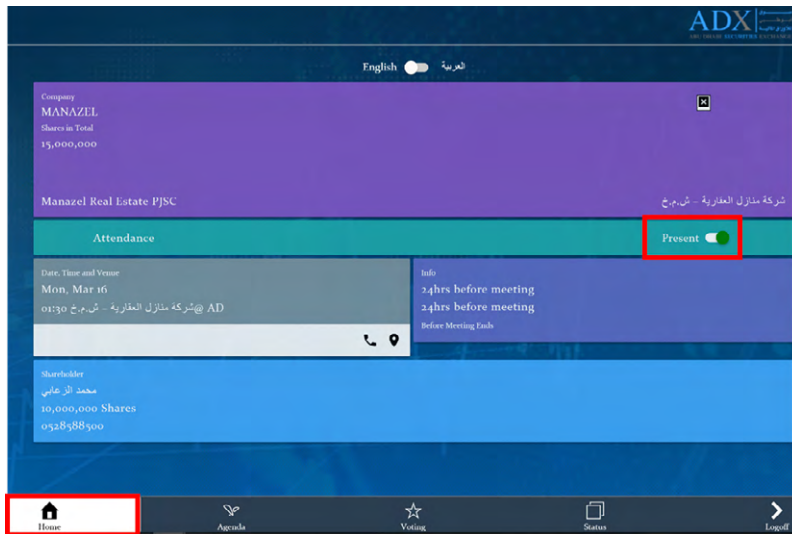
Status

Active

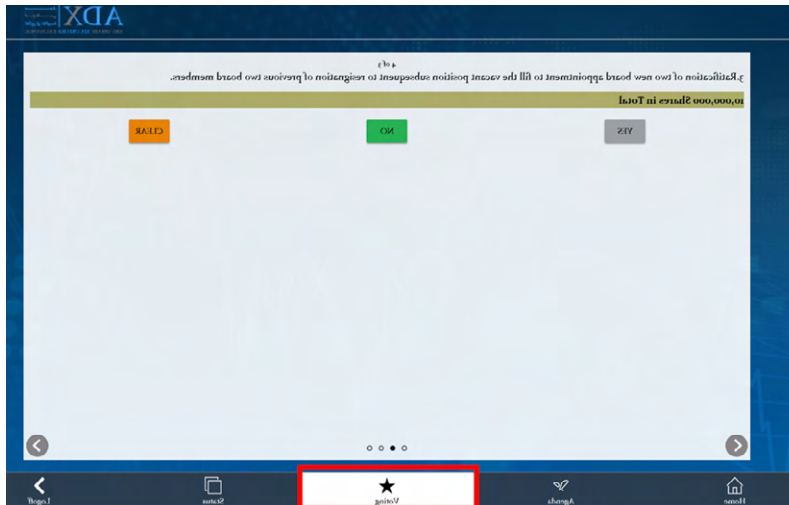
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Voting End	16-03-2020 11:30 AM

Active

6. After clicking on the selected meeting, you can view all information about that meeting.



7. After clicking the above, you will be redirected to the remote E-voting page. Accessing the page will mark you as “present” automatically; meaning that you are participating in the meeting and counted in the quorum, this status can be adjusted as you see fit.



8. Kindly click on the voting tab as shown to start Remote E-voting.

Vote Summary
RECALL ALL VOTES

2. 2. Approval of the remuneration of the members of the Board of Directors' for the financial year 2019.

Yes

4. 3. Ratification of two new board appointment to fill the vacant position subsequent to resignation of previous two board members.

Yes

5. 1. Election of three directors to fill in the vacancies in the Board of Directors

الحدود الجديدة (حدود)	50.00 %	5,000,000
الحدود الحالية (حدود)	50.00 %	5,000,000

Home Agenda Voting Status Logout

9. After finishing the voting process, make sure to save your votes.



Vote Summary
SAVE ALL VOTES

2. 2. Approval of the remuneration of the members of the Board of Directors' for the financial year 2019.

Yes

4. 3. Ratification of two new board appointment to fill the vacant position subsequent to resignation of previous two board members.

No

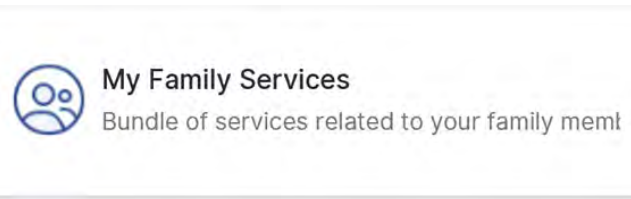
5. 1. Election of three directors to fill in the vacancies in the Board of Directors

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الحدود الحالية (حدود)	50.00 %	5,000,000

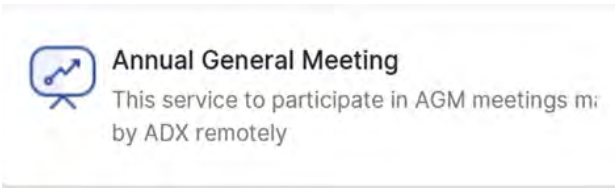
Home Agenda Voting Status Logout

10. In case you would like to change your casted votes, kindly go to voting summary page and click on "Recall All Votes".

Investors can also attend and submit E-votes remotely on behalf of their minors – below 21 years. Follow the steps below:



11. Kindly choose “My Family Services” From the services list.



12. Kindly choose “Annual General Meeting” from family services list.

My Beneficiary AGM Meetings

You can only view AGM Meetings for Minor Beneficiaries (under 21 years old)

Beneficiary Name
عمر محمد الزعابي

Symbol Name
All

Status
Active

AGM Meeting Title
Meeting 3

Symbol Name	Manazel PJSC
Meeting Start	16-03-2020 10:30 AM
Meeting End	16-03-2020 12:00 PM
Voting Start	16-03-2020 10:15 AM
Voting End	16-03-2020 12:30 PM

Active

« Previous 1 Next »

13. Kindly choose Beneficiary’s name, and the general meeting you wish to participate in (Beneficiaries can be added within the “My Family Services”), and then follow the same process mentioned above for the investor.



Chapter 2

Remote E-Voting Platform

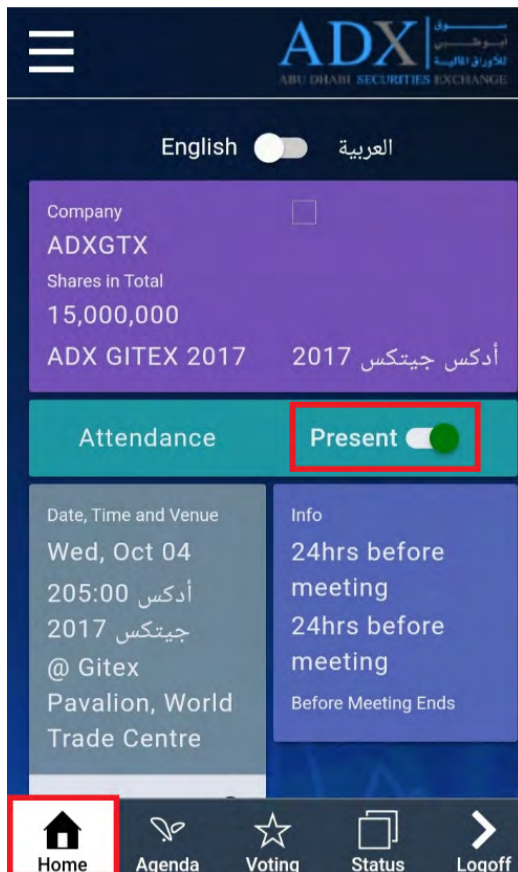
Welcome to AGM [REDACTED] of [REDACTED]. Access TTS eVote application using URL [http://evoting.adx.ae//MeetingAttendances/LoginView/?token=\[REDACTED\]](http://evoting.adx.ae//MeetingAttendances/LoginView/?token=[REDACTED]) with security code [REDACTED]

1. You will receive a SMS/E-mail with a URL to the company's AGM.

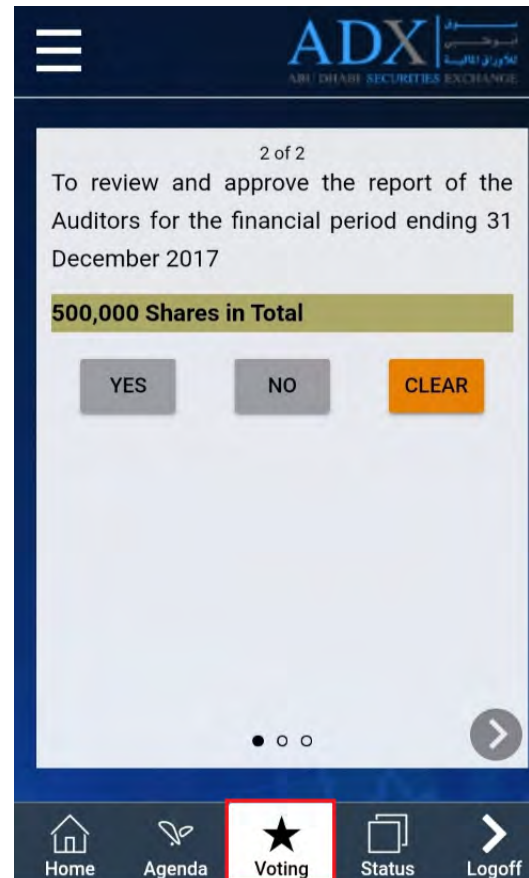


2. Kindly click on the URL, and input the security code provided with the SMS/E-mail as well as the symbols for authentication.

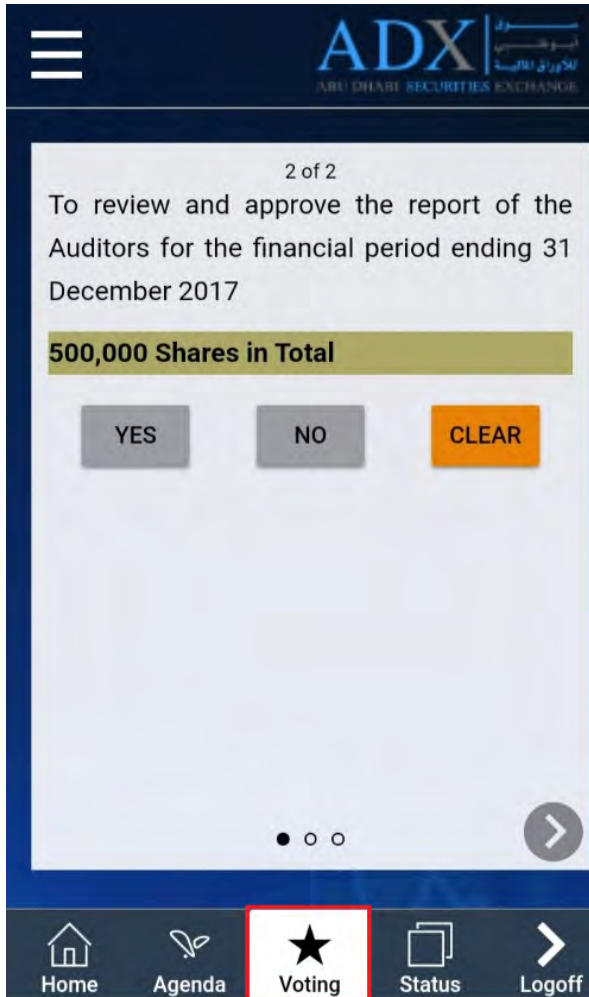
3. After clicking the above, you will be redirected to the remote E-voting page. Accessing the page will mark you as “present” automatically meaning that you are participating in the meeting and counted in the quorum, this status can be adjusted as you see fit.



4. Kindly click on the voting tab as shown to start Remote E-voting.



5. After finishing the voting process, make sure to save your votes.



6. In case you would like to change your casted votes, kindly go to voting summary page and click on **“Recall All Votes”**.

