



Invitation to the Shareholders of HAYAH Insurance Company P.J.S.C to Attend the General Assembly Meeting of the Company

The Board of Directors of the HAYAH Insurance Company (P.J.S.C) (the “Company”) is pleased to invite the Company’s shareholders to attend the General Assembly Meeting (“GAM”) scheduled on Thursday 30/07/2026 at 11:00 AM (UAE time), to be held at the Company Head office in Abu Dhabi in person, or electronically, to consider the following:

1. To consider and approve amendments to the Company’s Memorandum of Association and Articles of Association to ensure alignment with applicable laws, regulations, and regulatory requirements, subject to obtaining the necessary regulatory approvals.
2. To discharge current and former members of the Board of Directors of the Company for the financial year ended 31 December 2023 and to approve the related period Board of Director report on the Company’s activities and financial position for the same period.

Notes:

1. Based on the directives of the Capital Market Authority, shareholders of the Company must register their attendance and vote on the agenda items of the General Assembly electronically. To register electronically, please visit the link: <https://www.smartagm.ae>.
2. For any queries related to the electronic registration, attendance and e-voting, please read the instruction available on the General Assembly Smart Portal <https://smartagm.ae/> use the support options provided on the Smart Portal, or contact via email at CapitalMarketsTeam@adcb.com
3. Any shareholder entitled to attend the AGM may appoint a proxy of their choice—other than a Board member, an employee of the Company, or an employee of a securities brokerage firm—under a duly approved special proxy. A proxy representing multiple shareholders may not, in that capacity, exercise voting rights exceeding five percent (5%) of the Company’s issued share capital. Shareholders lacking legal capacity or otherwise legally incapacitated shall be represented by their lawful representatives, in accordance with Article 40 (1) and (2) of the Authority’s Board Chairman’s Decision No. (3/Chairman) of 2020 approving the Governance Guide for Public Joint-Stock Companies. Shareholders may refer to the disclosure published on the Company’s page on the relevant market’s website regarding proxy approval procedures.
4. A shareholder that is a legal person may, pursuant to a resolution of its board or its duly authorized representative, appoint one of its representatives or officers to attend the GAM. The appointed representative shall exercise the powers specified in the relevant authorization.
5. The right to vote at the GAM shall be limited to shareholders registered in the Company’s share register as on Wednesday 29/07/2026.
6. Shareholders may access the Company’s Financial Statements and Corporate Governance Report for the financial year ended 31 December 2025 through the Abu Dhabi Securities Exchange website at www.adx.ae and the Company’s website at www.hayah.com.
7. The GAM shall be quorate if shareholders of the Company present in person or represented by proxy hold not less than fifty percent (50%) of the Company’s issued share capital. If quorum is not met, a second meeting shall be convened on Thursday 06/08/2026, at the same place and time, no earlier than five (5) days and no later than fifteen (15) days after the date of the first meeting. The adjourned meeting shall be deemed quorate regardless of the number of shareholders present.
8. Shareholders may review the Guide to Minority Investor Rights published on the CMA’s website at <https://www.sca.gov.ae/en/regulations/minority-investor-protection.aspx> and the applicable corporate governance and AGM procedures at [Corporate Governance/ General Assembly Procedures | Regulations |](#)



Clarifying disclosure regarding the approval of proxies

In accordance with Clauses (1) and (2) of Article (40) of the Corporate Governance Guide for Public Joint Stock Companies, the Company would like to inform the shareholders of 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:
 - Notary Public.
 - Commercial chamber of economic department in the state.
 - Bank or company licensed in the state, provided that the agent shall have account with any of them.
 - Any other entity licensed to perform attestation works.
3. The Proxy form shall include the name & contact number(s) of the shareholder and the brokerage firm who approved the proxy. This form / power of attorney / delegation / Proxy is a guiding form whereby the client has the power to issue the Proxy in accordance with the limits and powers he deems appropriate, all of this is with the obligation that the signature of the shareholder mentioned in the proxy be the signature approved by / with one of the above-mentioned authorities. For further information or clarification, please email us at: CapitalMarketsTeam@adcb.com
4. Proxy holders must register through the www.smartagm.com portal and complete the required information (NIN, Name, Mobile Number, and Email Address).
 - Proxy holders are required to attach the supporting necessary documentation on the portal.
 - Proxy holders must take a selfie via the portal and attach it to the application as part of the registration process.