

**INVITATION TO SHAREHOLDERS FOR ATTENDING ORDINARY &
EXTRAORDINARY GENERAL ASSEMBLY MEETING**

OF QATAR GENERAL INSURANCE & REINSURANCE Co. PJSC

The Board of Directors of Qatar General Insurance & Reinsurance Company PJSC is pleased to invite you to attend the Company's Annual Ordinary & Extraordinary General Assembly Meeting to be held on Tuesday, 21st March 2017 at Al-Ruwaq Ballroom at Marriott Hotel at 6:30PM. In case the required quorum was not met, a second meeting will be held on Monday, 27th March 2017 at the same time and venue.

Agenda of the Ordinary General Assembly:

- 1- Discussing and approving the Board of Director's Report on the Company's activities and its financial position for the financial year ended December 31st, 2016 and the Company's future plans.
- 2- Hearing and approving the External Auditor's Report on the Company's balance sheet and the accounts for the financial year ended December 31st, 2016.
- 3- Discussing and approving the financial statements and profit & loss accounts for the financial year December 31st, 2016.
- 4- Approving the Board of Director's proposal to distribute to the shareholders cash dividends at the rate of (15%) of the nominal value of the share (equivalent to QAR 1.5 per share).
- 5- Discharging the members of the Board of Directors from liability for the financial year ended December 31st, 2016 and fix their remuneration.
- 6- Discussing and approving the Company's Corporate Governance Report for the year 2016.
- 7- Appointing the External Auditors for the financial year 2017 and determining their fees.
- 8- Election of the members of the Board of Directors for the period (2017-2019).

Agenda of the Extraordinary General Assembly:

- 1- Approving the amendment of Article (7) of the Articles of Association of the Company relating to the shares and bonds to comply with the decision of Qatar Central Bank No. (1) for the year 2016, after obtaining the approval of the concerned authorities to read before and after amendment as follows:

Article (7) – Before Amendment:

The shares shall be indivisible, however if the share is owned by more than one person, they shall appoint one person to represent them towards the rights

related to the share. The partners in the share shall be jointly responsible for the obligations resulting from the ownership of the share.

It shall not be permitted to issue a share for less than its nominal value. However, the share may be issued at a higher price than its nominal value if so stipulated by the Articles of Association of the Company or approved by an Extraordinary General Meeting of the Company. In such a case, the difference shall be added to the legal reserve.

Non-Qatari investors are allowed to own not more than 49% of the shares of the Company as stipulated by Law no. (9) of the year 2014, amending some provisions of Law no. (13) for the year 2000, to organize the non-Qatari capital investment in the economic activity.

Article (7) – After Amendment:

The shares shall be indivisible, however if the share is owned by more than one person, they shall appoint one person to represent them towards the rights related to the share. The partners in the share shall be jointly responsible for the obligations resulting from the ownership of the share.

It shall not be permitted to issue a share for less than its nominal value. However, the share may be issued at a higher price than its nominal value if so stipulated by the Articles of Association of the Company or approved by an Extraordinary General Meeting of the Company. In such a case, the difference shall be added to the legal reserve.

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Pursuant to Decision no. (1) for the year 2016 issued by the Board of Directors of QCB, total shares directly or indirectly owned by a single shareholder whether such shareholder is a natural or legal person, must not exceed 5% of the Company's total capital shares. Nevertheless, a single shareholder, whether natural or legal person, may hold up to 10% of the Company's total capital shares provided that a prior approval is obtained from QCB.

State owned or controlled entities are exempted from the stipulations of decision no. (1) of the year 2016 (i.e. Ministries, Public organizations & other governmental entities or organizations whose budget is attached to that of the state, and state shareholder companies of no less than 51% of its capital), Qatar Foundation for Education, Science & Community Development, General Retirement & Social Insurance Authority, Qatar Investment Authority and Qatar Holding Company, with the necessity of revealing the same to QCB.

2. Approving the amendment of the Company's Articles of Association to comply with QCB and Regulations For Financial Institutions issued under law no. (13) of the year 2012, and Commercial Companies law no. (11) for the year 2015, by adding the following paragraph to the "Preamble" in the Company's Articles of Association: *"Subject to the Commercial Companies law no. (11) for the year 2015, the QCB and Regulations of Financial Institutions issued by virtue of law no. (13) of the year 2012, shall apply on the financial services provided by the Company, and as well in case of merging or liquidation."*
3. Authorizing the Chairman of the Board of Directors or Vice Chairman to solely sign all required documents necessary to amend the Company's Articles of Associations, as above mentioned.

Nasser Bin Ali Bin Saud Al-Thani
Board Chairman & Managing Director

Notes:

- This published invitation announcement in local newspapers, Qatar Stock Exchange website and the Company's website shall be deemed a legal invitation for all shareholders.
- Shareholders must bring their ID cards and proxies (or Delegation letter in case of Companies' Representatives), one hour before the starting time of the meeting to ensure timely registration.
- Should the shareholder be not able to attend in person, he can authorize another company shareholder to attend via a proxy (which can be found in the Company premises), after proving his capacity as a shareholder.
- It is not permitted to nominate a non-shareholder in the Company, or members of the Board of Directors.
- The number of shares possessed in accordance to the proxy may not exceed 5% of the Company shares.
- Should the delegating shareholder be a natural person residing abroad the state of Qatar, the proxy is to be attested by the Qatari Embassy in that country.
- Should the shareholder be a legal corporate entity (Company, Authority, Organization), a written proxy signed and stamped by the shareholder is required, attached with a copy of the Company's Commercial Registration.
- Should the delegating shareholder be a corporation abroad the state of Qatar, the proxy is to be approved by the Company's representative, attested by the Qatari Embassy in that country and attached with a copy of the Commercial Registration of the Company.

