INVITATION TO SHAREHOLDERS FOR ATTENDING THE ORDINARY AND EXTRAORDINARY GENERAL ASSEMBLY MEETINGS

OF QATAR GENERAL INSURANCE AND REINSURANCE CO. QPSC

12/03/2018

The Board of Directors of Qatar General Insurance & Reinsurance Company QPSC is pleased to invite you to attend the Company’s Annual Ordinary and Extraordinary General Assembly Meetings to be held consequently on Monday, 12th March 2018 at Al-Rawaq Ballroom at Marriott Hotel (Doha) at 5:30PM. In case the required quorum was not met, a second meeting will be held on Wednesday, 14th March 2018 at 6:30PM at the abovementioned 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 31st December 2017 and the Company’s future plan.

2- Hearing and approving the External Auditor’s Report for the financial year ended 31st December 2017.

3- Discussing and approving the Company’s Balance Sheet, profit & loss accounts for the financial year ended 31st December 2017.

4- Approving the Board of Director’s proposal to distribute cash dividends to the shareholders for the financial year 2017 at the rate of (22%) of the nominal value of the share (equivalent to QAR 2.2 per share).

5- Discharging the Chairman and members of the Board from liability for the financial year ended 31st December 2017, and adopt their remuneration.

6- Discussing and approving the Company’s Corporate Governance Report for the year 2017.

7- Appointing the Company’s External Auditor for the financial year 2018 and approving his fees.

8- Approving and adopting the Charter of the Nomination and Remuneration Committee.

9- Approving the Policy of Transacting with Related Parties.

10- Granting a share percentage of (0.2%) of Qatar General Insurance and Reinsurance Company shares in the share capital of Trust Investment Company Algeria to the benefit of the Chief Executive Officer.

Agenda of the Extra-Ordinary General Assembly:

1- Amendment of the Company’s Articles of Association to comply with the Governance Code for Companies & Legal Entities Listed on the Main Market issued by decision of the Qatar Financial
Markets Authority Board of Directors No. (5) of the year (2016) by amending Article No (43) of the Company’s Articles of Association to be read after amendment:

“Subject to the provisions of Articles (124, 125) of the Commercial Companies Law no. (11) of the year (2015), the General Assembly shall be held by an invitation from the Board of Directors at least once a year, in the place and time fixed by the Board after obtaining the approval of the Companies Control Department, and the meeting shall be held within four months following the end of the Company’s fiscal year. The Board of Directors is entitled to invite the Assembly whenever it is needed. The shareholder(s) who own at least (10%) of the Company’s capital shall, for serious grounds, be entitled to request for a General Assembly to be convened. In this Case, such shareholders shall evidence, before sending any invitation, that they have deposited their shares at the Company’s Head Office or at any of the accredited banks in Qatar and they shall not have the right to withdraw these shares before the completion of the Ordinary General Assembly; such mechanism is applicable with the same abovementioned percentage (10%) of the Company’s capital in case the Company conducted Major Transactions that might harm the shareholders’ rights in general and minorities in particular or prejudice the ownership of the Company’s capital”.

2- 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.

[Signature]

Nasser Bin Ali Bin Saud Al Thani
Chairman of the Board

Notes:

1. Shareholders entitled to attend the meeting are the shareholders listed as per Qatar Central Securities Depository Registrar upon the closure of trading in Qatar Stock Exchange at the same day of the General Assembly Meetings.
2. The published invitation announcement in local newspapers, Qatar Stock Exchange website and the Company’s website shall be deemed as the official legal announcement to all shareholders, with no need to send special invitations by courier as per the terms of the commercial companies law no. (11) Of year (2015).
3. For Shareholders viewing, a list including all information stipulated in Article (122) of Commercial Companies law no. (11) Of year (2015) with respect to the in-kind and monetary benefits obtained by the chairman and each member of the board of directors, and remunerations, etc., shall be available at the Secretariat of the Board of Directors located at the Company’s Headquarter - Ninth floor, one week before the convention of the Annual General Assembly.
4. Shareholders are requested to 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.
5. Should the shareholder be not able to attend in person, he may authorize another Company Shareholder to attend via a proxy (which can be found in the Company premises at Asmakh Street), after evidencing his capacity as a shareholder.
6. It is not permitted to grant a proxy to a non-shareholder in the Company, or a member of the Board of Directors.
7. The number of shares held by proxy by a given shareholder may not exceed 5% of the Company’s share capital.
8. Should the delegating shareholder be a natural person residing outside the state of Qatar, the proxy is to be legalized by the Qatari Embassy in that country.
9. Should the shareholder be a legal corporate entity (Company, Authority, Organization), a written, signed and stamped proxy by the shareholder is required, attached with a copy of the Company’s Commercial Registration.
10. Should the delegating shareholder be a company established outside the state of Qatar, the proxy is to be executed by the Company’s representative, legalized by the Qatari Embassy in that country and attached with a copy of the Commercial Registration of the Company also legalized by the Qatari Embassy in that country.