**National Marine Dredging Co.**

**شركة الجرافات البحرية الوطنية**

## Invitation to Attend the Annual General Assembly Meeting Of National Marine Dredging Company PJSC

The Board of Directors of National Marine Dredging Company PJSC (the **Company**) is pleased to invite the shareholders to attend the Annual General Assembly Meeting to be held on Sunday 21 April 2019 at 4:00 pm at the Abu Dhabi Chamber of Commerce and Industry to consider the following items:

1. Review and approve the report of the Board of Directors on the Company's activities and its financial position for the financial year ended on 31 December 2018.
2. Review and approve the report of the auditor for the financial year ended on 31 December 2018.
3. Discuss and approve the Company's balance sheet and its profit and loss account for the financial year ended on 31 December 2018.
4. Consider and approve the Board of Directors' proposal to distribute 22% of the share capital as cash dividends which is equivalent to AED 55,000,000 for the financial year ended on 31 December 2018.
5. Consider the proposal regarding the remuneration of the Board Directors for the financial year ended on 31 December 2018 and to determine such remuneration.
6. Absolve the members of the Board of Directors of the Company from liability for their work during the financial year ended on 31 December 2018 or dismiss them and pursue them as the case may be.
7. Absolve the auditors from liability for their work during the financial year ended on 31 December 2018 or dismiss them and pursue them as the case may be.
8. Appoint the auditors for the financial year 2019 and determine their fees.
9. Elect six members of the Board of Directors other than government representatives in the Board of Directors.

Notes:

1. Each shareholder who is entitled to attend the general assembly meeting may delegate any person other than a member of the Board of Directors under a special written proxy. In such capacity, no proxy may represent a number of shareholders who hold more than 5% of the shares in the capital of the Company. Persons of incomplete capacity or incapable shall be represented by their legal representatives and minors shall be shall be represented by their parent or guardian.
2. A corporate person may delegate a representative or those in charge of its management pursuant to a resolution of its board of directors or its equivalent to represent such corporate person in the general assembly of the Company. The delegated person shall have the powers as determined in the delegating resolution.
3. Shareholders registered in the shareholders register on 18 April 2019 shall be entitled to vote in the general assembly meeting.
4. Shareholders registered in the shareholders register on Wednesday 1 May 2019 shall be entitled to receive the dividends if the quorum is achieved on 21 April 2019, and shareholders registered in the shareholders register on Wednesday 8 May 2019 shall be deemed to be entitled to receive the dividends if the general assembly is held on 28 April 2019.
5. The General Assembly shall only be valid if attended by shareholders own or represent by proxy not less than (50%) of the Company's share capital. If this quorum is not achieved at the first meeting, a second meeting will be held on 28 April 2019 at the same place and time. Shareholders registered in the shareholders register on 25 April 2019 shall be entitled to vote in the second meeting.
6. In the event of a failure to attain a quorum for the first general assembly meeting the proxies issued to attend the first meeting shall be considered valid and effective for any of the following meetings unless they are expressly cancelled by

the relevant shareholder via a notice issued to the management of the Company at least two days prior to the date of the meeting.

7. Shareholders must update their respective contact details, addresses and bank account details with Abu Dhabi Securities Exchange to ensure that they receive dividends in the most appropriate manner. Dividends will be distributed by the Abu Dhabi Securities Exchange.

8. The attendance record of the meeting shall be closed once the Chairman announces that the quorum has been achieved and start the meeting. The shares of those attending after the closure of the register shall not be counted in the quorum of the meeting or in the voting on its resolutions.

9. The shareholders can access and review the financial statements, profit and loss account and 2018 Governance Report of the Company on the website of the Abu Dhabi Securities Exchange. (https://www.adx.ae) and the Company's website (http://www.nmdc.com). Hard copies will be available at the place of the meeting.

10. Shareholders can review the investors' rights in securities guide on the homepage of the Securities and Commodities Authority's official website (https://www.sca.gov.ae/Arabic/Pages/Home.aspx).

The Board of Directors