

Invitation to attend the Extraordinary General Meeting of National Life & General Insurance Company SAOG

The Board of Directors of National Life & General Insurance Company SAOG (the “**Company**”) are pleased to invite the shareholders for the Company’s Extraordinary General Meeting (“**EGM**”) to be held **at 3 p.m. on Sunday, 26th June, 2022**, at Crowne Plaza, Muscat and through the electronic platform for holding General Meetings, which can be accessed through Muscat Clearing and Depository Company (“**MCDC**”) website (www.mcd.gov.om).

In the event, that the quorum for the first EGM is not met, **Sunday, 3rd July 2022, 3 p.m.** will be the date of the second EGM, at the same meeting venue and the electronic platform mentioned above, to consider the following agenda:

- 1- To consider and approve the Company’s proposal to acquire 49.99998% share capital of Royal & Sun Alliance Insurance (Middle East) B.S.C (c), Bahrain shares (“**Target Company**”) in return for the issuance of upto a maximum of 133,374,343 new shares through private placement in the Company in exchange for the shares acquired in the Target Company, which will result in an increase in the issued share capital of the Company from RO 26,500,000 up to a maximum of RO 39,837,435, in accordance with the terms and conditions set out in the Explanatory Note in Annexure No. (1). The issuance of new shares will be subject to regulatory approvals and authorization of the Board of Directors to undertake all actions necessary to conclude the private placement
- 2- To consider and approve the increase in the authorized share capital of the Company from RO 50,000,000/- to RO 100,000,000/- and amend the Company’s Articles of Association in accordance with the form set out in Annexure - (2).
- 3- To consider and approve to increase the number of seats in the Board of Directors of the Company from 7 to 11 seats and amend the Company’s Articles of Association in accordance to the form set out in Annexure - (2).
- 4- To consider and approve the authorization to the Board of Directors of the Company to do all such acts, deeds and matters, and carry out actions/decisions which may, in the Board’s sole discretion be necessary, proper and expedient with regard to the acquisition of the Target Company, including pricing and number of new shares to be issued and that any two directors, signing jointly, shall be authorized to sign all documents, file and register any documents with any relevant authority which may, in the sole discretion of the Board, be deemed appropriate or necessary in connection with the acquisition.

Important Notes:

Pursuant to the Company's articles of association and general meeting regulations, through modern technology means issued by the Capital Market Authority, we would like to draw your attention to the following

(a) A juristic person, exclusively, has the right to authorize a natural person to attend the general meeting and vote on its behalf through technical means, provided that this natural person has an investor number in MCDC.

(b) Voting on any of the items on the agenda begins no more than three days before the date set for the Meeting until the end of the voting process on the day of the meeting, and in the event that the shareholder's balance is increased or decreased, the voting process will be invalid, and he must re-vote again on the day of the Meeting.

Any questions relating to this Notice should be addressed to Mr. Badar Salim Al Marzouqi (Telephone No. +968 24730930).