

## Invitation to attend the Annual General Assembly Meeting of Dubai Refreshment (Public Joint-Stock Company)

The Board of Directors of Dubai Refreshment (PJSC) has the honor to invite the shareholders to attend the annual General Assembly meeting at 12:00 PM on 27/03/2024 to be held electronically and at the Company's premises in Dubai Investment Park 2 to consider the following agenda:

1. **Matters that require a special resolution:**

- a. Amending the company's articles of association to comply with the requirements of Chairman of the Securities and Commodities Authority's Decision (02/R.M.) for 2024 after the approval of the competent authority (add para. 9, definitions: 2-3-13-21-24-25, Article 14, Article 21, Article 23, Article 39, Article 44, Article 50, Article 61) and any other articles as requested by the competent authority.
  - b. Approval for authorizing the Board of Directors to endorse voluntary contributions for the year 2024, provided that such voluntary contributions do not exceed (2%) of the average net profits of the company over the preceding two fiscal years.
2. Listen to and approve the Board of Directors' Report on the Company's activity and its financial position for the fiscal year ended on 31/12/2023.
  3. Listen to and approve the Auditor's Report for the fiscal year ended on 31/12/2023.
  4. Discuss and approve the Company's balance sheet and profit and loss account for the fiscal year ended on 31/12/2023.
  5. Approve a proposal concerning the remuneration of the members of the Board of Directors.
  6. Discharge the members of the Board of Directors for the fiscal year ended on 31/12/2023.
  7. Discharge the auditors for the fiscal year ended on 31/12/2023.
  8. Appoint the auditors for the year 2024 and determine their fees.
  9. Consider the Board of Directors' proposals concerning the distribution of dividends, at AED 72 Million, 80% of the paid up capital, 0.80 AED/share.
  10. Consider the Board of Directors' proposal regarding the distribution of a one-time special cash dividend resulting from the sale of the Al Quoz property in 2023, amounting to AED 216 Million. This translates to 2.4 AED/share, with AED 108 Million set to be distributed to eligible shareholders in April, in accordance with SCA guidelines, and AED 108 Million is scheduled to be distributed in October 2024 through Board of Directors resolution, contingent on the General Assembly's approval of the amendment to Article (14) of the Company's Articles of Association.

Notes:

1. Any shareholder who has the right to attend the General Assembly may delegate any person other than a member of the Board of Directors Or employees of the company or brokerage company or its employees under a special written proxy. In such capacity, no proxy may represent more than 5% of the shares in the capital of the Company. Shareholders who lack capacity or competency shall be represented by their legal representatives. (Provided that the requirements set forth in Clauses 1 and 2 of Article No. (40) of the Authority's Board Chairman Decision No. (3 / R.M) of 2020 regarding the approval of the Governance Manual for Public Joint Stock Companies are taken into consideration.) You can view the disclosure published on the company's page and on the market's website regarding the procedures required to approve the power of attorney.
2. A corporate person may delegate one of its representatives or those in charge of its management under a decision of its Board of Directors or its authorized deputy to represent such corporate person in the General Assembly of the Company. The delegated person shall have the powers as determined under the delegation decision.
3. Procedures related to electronic registration, attendance and e-voting:
  - SMS containing link of the Registration, Attendance, eVoting and access code will be sent to shareholders one day prior to the AGM.
  - Shareholder can register (registration for attendance) and vote upon receiving the link and until the commencement of the AGM at 12:00 pm on Wednesday 27/03/2024 and voting will continue until end of the AGM.
  - Shareholders can attend online live streaming of the AGM through the link sent one day prior to the AGM.
  - For any queries related to Electronic Registration, Attendance and eVoting, please contact Dubai Financial Market, Customer Services on: +971 4 305 5555
4. Shareholders registered in the Shareholders Register on Tuesday, 26/03/2024 shall be entitled to vote in the General Assembly meeting.
5. Shareholders registered in the shareholders register on 08/04/2024 shall be entitled to receive the dividends.
6. Shareholders can view the integrated report (financial statements - governance report - sustainability report) through the Dubai Financial Market website [www.dfm.ae](http://www.dfm.ae) and the company's website [www.pepsidrc.com](http://www.pepsidrc.com).
7. The meeting of the General Assembly shall not be valid unless attended by shareholders who hold or represent by proxy at least (50%) of the Company's share capital. If this quorum for the meeting is not available in the first meeting, the second meeting shall be convened on 03/04/2024 in the same place and time. (The second meeting shall be held after a period of not less than five (5) days and not more than fifteen (15) days from the date of the first meeting. The postponed meeting shall be deemed valid irrespective of the number of the shareholders present.
8. Shareholders should update their contact information and addresses at the financial market in which the company's shares are listed, to ensure that profits are received in the most appropriate manner, since in the event that profits are distributed, this will be done through the financial market.

9. Special Resolution: is a resolution passed by majority vote of the shareholders who hold at least 3/4 of the shares represented in the General Assembly meeting of a joint-stock company. (This item shall be added in case there are any matters that require a special resolution).
10. You can view the guide on investor rights in securities, which is available on the main page of the SCA official website, according to the following link:

<https://www.sca.gov.ae/ar/services/minority-investor-protection.aspx>

**DUBAI REFRESHMENT (P.J.S.C.)**  
**(The Company)**

**ANNUAL GENERAL MEETING**  
**APPOINTMENT OF PROXY**

**دبي للمطربات (شركة مساهمة عامة)**  
**(الشركة)**

**اجتماع الجمعية العمومية السنوية**  
**تعيين الوكيل**

I/We \_\_\_\_\_

Address \_\_\_\_\_

P.O.Box \_\_\_\_\_

Being a holder/s of \_\_\_\_\_  
shares of the above named company, hereby appoint

\_\_\_\_\_  
(Name of proxy)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(Mobile number)

Who has placed his/her signature below in my presence, to be my/our proxy to vote on my/our behalf upon any matter proposed at the Annual General Assembly of Dubai Refreshment (P.J.S.C.) to be held on **Wednesday 27 March 2024** or at any adjournment thereof, in such manner as such proxy shall think fit. This Proxy includes the right to vote on any Special Resolution in the General Meeting, in addition to the casting of votes for appointment of nominated Board Members in a manner deemed appropriate, in accordance with in the New Commercial Companies' Law of (32/2021) and any amendments in the way he/she deems fit.  
We also authorize the proxy under this document to take all necessary measures in order to fulfill the requirements of electronic attendance and voting at the aforementioned meeting and to receive all correspondence or electronic messages sent from the financial market on the phone number:

Dated this \_\_\_\_\_ 2024.

Signature of Shareholder: \_\_\_\_\_

Signature of Proxy: \_\_\_\_\_

**This proxy form should be deposited with Dubai Refreshment (P.J.S.C.) during the working hours and on or before 27 March 2024 at 12:00 PM.**

\_\_\_\_\_ أنا / نحن

\_\_\_\_\_ العنوان

\_\_\_\_\_ ص.ب

\_\_\_\_\_ بصفتي / بصفتنا حاملاً / حاملين عدد  
من أسهم الشركة المشار إليها أعلاه، بموجب هذا أعين / نعين

\_\_\_\_\_  
(اسم الوكيل)

\_\_\_\_\_  
(العنوان)

\_\_\_\_\_  
(رقم الهاتف المتحرك)

الذي يظهر توقيعه أدناه ليكون وكيلي / وكيلنا المفوض بالتصويت باسمي / بأسمائنا ونياية عني / عنا على أي موضوع يتم اقتراحه في اجتماع الجمعية العمومية السنوية لشركة دبي للمطربات (ش.م.ع) المزمع عقده يوم **الاربعاء الموافق في 27 مارس 2024** أو في أي تاريخ مؤجل وذلك حسب الطريقة التي يراها الوكيل مناسبة ويشمل التوكيل حق التصويت بالنيابة عنا على أي قرار خاص في الجمعية العمومية المذكورة بالإضافة الى التصويت لانتخاب أعضاء مجلس الإدارة بالطريقة التي يرونها مناسبة حسب متطلبات قانون الشركات التجارية (2021/32) وتعديلاته بالطريقة التي يراها الوكيل مناسبة.

كما نخول الوكيل بموجب هذه الوكالة اتخاذ كافة الإجراءات اللازمة من أجل إنجاز متطلبات الحضور والتصويت الإلكترونيين في الاجتماع المذكور واستلام كافة المراسلات أو الرسائل الإلكترونية المرسلة من السوق المالي على هاتف رقم:

\_\_\_\_\_ حرر في يوم \_\_\_\_\_ مارس 2024.

\_\_\_\_\_ توقيع المساهم:

\_\_\_\_\_ توقيع الوكيل:

**يجب أن تودع هذه الوكالة لدى الإدارة المالية بشركة دبي للمطربات (ش م ع) خلال ساعات الدوام الرسمي وذلك يوم أو قبل موعد 27 مارس 2024 قبل الساعة 12:00 ظهراً**

## **Clarifying disclosure regarding the approval of agencies**

According to Clauses 1 & 2 of Article 40 of the Corporate Governance Manual, we would like to inform the shareholders with 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:

A. Notary Public.

## **إفصاح توضيحي بشأن اعتماد التوكيلات**

بناءً على متطلبات البندين 1 و 2 من المادة رقم 40 من دليل الحوكمة، نود أن نلفت السادة المساهمين إلى ما يلي:

1. يجوز لمن له حق حضور الجمعية العمومية أن ينيب عنه من يختاره من غير أعضاء مجلس الإدارة أو العاملين بالشركة أو شركة وساطة في الأوراق المالية أو العاملين بها بمقتضى توكيل خاص ثابت بالكتابة ينص صراحة على حق الوكيل في حضور اجتماعات الجمعية العمومية والتصويت على قراراتها. ويجب ألا يكون الوكيل -لعدد من المساهمين- حائزاً بهذه الصفة على أكثر من (5%) من رأس مال الشركة المصدر. ويمثل ناقصي الأهلية وفاقديها النائبون عنهم قانوناً.

2. يتعين أن يكون توقيع المساهم الوارد في الوكالة المشار إليها في البند (1) هو التوقيع المعتمد من/لدى أحد الجهات التالية، وعلى الشركة اتخاذ الإجراءات اللازمة للتحقق من ذلك.  
(أ) الكاتب العدل.

B. Chamber of Commercial or Economic Department in the country.

C. Bank or company licensed in the country, provided that the agent shall has an account with any of them.

D. Financial Markets licensed in the country.

E. 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 inquiries or clarification please contact us at ..... or email us at .....

(ب) غرفة تجارة أو دائرة اقتصادية بالدولة.

(ج) بنك أو شركة مرخصة بالدولة شريطة أن

يكون للموكل حساب لدى أي منهما.

(د) الأسواق المالية المرخصة بالدولة.

(هـ) أي جهة أخرى مرخص لها للقيام بأعمال التوثيق.

3. يتعين تضمين نموذج التوكيل أرقام التواصل بالمساهم

واسم وأرقام التواصل الخاصة بممثل عن شركة

الوساطة الذي اعتمد التوكيل. إن هذا النموذج /

التوكيل / التفويض هو نموذج استرشادي حيث ويكون

للموكل إصدار التوكيل وفقاً للحدود والصلاحيات الذي

يراهما مناسبة، وذلك جميعه مع ضرورة التزام بأن يكون

توقيع المساهم الوارد في الوكالة هو التوقيع المعتمد

من/لدى أحد الجهات المذكورة أعلاه. للمزيد من

المعلومات أو الإيضاحات يرجى التواصل على الأرقام

التالية ..... أو البريد الإلكتروني

.....