

Hily HOLDING (PJSC)
Invitation to The Election of Board of Directors' Membership

The Board of Directors are pleased to inform the shareholders that the door for nomination for membership of the Board of Directors will be opened from Thursday 04/04/2024 to Saturday 13/04/2024.

Each person / shareholder fulfilling the conditions of Nomination for the Board of Directors membership may nominate himself by submitting an application (which is available on the company's website (www.hilyholding.com) to the management of the company at its head office located in Abu Dhabi Mina Zayed, warehouse area, behind Toys R Us, , enclosed with a brief biography of the applicant and the category of directorship for which he desires to be a candidate (executive member - non- executive member – Independent member).

General Terms:

1. The number of members to be elected is (7) SEVEN members. in the event the General Assembly resolves to amend Article (19). Otherwise, the number of members to be elected is (5) FIVE.
2. Nomination period for Board membership shall remain open for at least 10 days from the date of the announcement in accordance with the requirements of Article (40) of the SCA Board of Directors Resolution No. (3 / RM) of 2020 concerning the standards of institutional discipline and corporate governance of the shareholding Companies.
3. Those who nominate themselves for membership of the Board of Directors must comply with the conditions stipulated in Federal Law No. (2) for the year 2015 regarding commercial companies and the SCA Board of Directors Resolution No. (7/RM) of 2016 concerning the standards of institutional discipline and corporate governance of the shareholding Companies, and the Company's Articles of Association.
4. The documents referred to in Article (41) of the Board of Directors Resolution No. (3/RM) for the year 2020 shall be included in nomination application. **Noting that the nomination application will be deemed cancelled in the case of failure to submit all the required documents during the opening period for the Board membership nomination.**
5. Upon closer of the nomination, a nominee may not assign his nomination to another nominee.
6. Once the nomination period is closed, the Company will publish the names of candidates and their relevant information on the bulletin board in its head office and on its web site (www.Hilyholding.com) on April 17, 2024
7. The SCA and the ADX will be provided with a list of candidates after the nomination period is closed.

Board of Director Nomination Form

This application shall be filled out, signed by the candidate and shall be submitted enclosed with the required documents to the company's Head Office in Abu Dhabi, Mina Zayed warehouse area, from 04/04/2024 to 13/04/2024.

1. Personal Details of the Candidate

Name : _____

Address : _____

Current Job : _____

Mobile No : _____

No. of Investor at ADX : _____

2. Type of Membership for Nomination

(Executive Member- Non-Executive Member- Independent Member)

3. Current Memberships of the Candidate in the Board of UAE Private OR Public Joint Stocks Companies (whether or not listed) including committees of those Boards.

	Company	Main Activity	Type of Membership (Executive, Non- Executive, Committees Independent)	Membership of Committees
1				
2				
3				
4				
5				

4. Is the candidate involved in any business directly or indirectly which competes or may compete with the Company? If yes, please provide full details:

5. Character Confirmations (✓ Tick applicable)

- I hereby satisfy the requirements specified in Article 10 of the Chairman of Authority's Board of Directors' Decision no. (3/R.M) of 2020 concerning Approval of Joint Stock Companies Governance Guide, as amended.
- I confirm that I have not been previously sentenced to a criminal penalty or for an offense that involves a breach of honor or integrity.
- My civil record issued by the Securities and Commodities Authority is clear of administrative penalties.
- I confirm that I have not been subject to a court judgment of discharge or dismissal from the board of directors of any listed company in the 1 year period prior to the date of this application.
- I am not subject to any lawsuits, reports or police investigations concerning any offense that involves a breach of honesty or integrity.
- I accept the nomination and undertake to comply with the provisions of the **UAE Companies Law (Federal Law by Decree No. (32) of 2021 concerning Commercial Companies)**, its implementing resolutions, the Chairman of Authority's Board of Directors' Decision no. (3/R.M) of 2020 concerning Approval of Joint Stock Companies Governance Guide (as amended from time to time) and the Company's articles of association.
- I undertake to exercise my duties as expected by a prudent person.

6. Enclosures

The following documents are enclosed:

- Copy of passport and identity card.
- Copy of the candidate's curriculum vitae.
- Criminal clearance certificate issued/certified by the official authorities in the UAE (for non-UAE residents, certificates issued by any foreign/non-UAE authorities should be duly legalized/attested in accordance with the applicable procedures in the UAE).

7. Ratification of the information and signature

I confirm the accuracy of the information contained in this application and undertake to complete any information that may be requested by the Company,

Name : _____

Signature : _____

Date : _____