



**Minutes of the General Assembly Meeting of
Agility Global PLC
Held on 24 March 2025**

Pursuant to the invitation of the Board of Directors of Agility Global PLC, a public company limited by shares, organised and existing under the laws of Abu Dhabi Global Market, with its registered address at B-055, 1st Floor, Reem Mall, Najmat Abu Dhabi, Al Reem Island, Abu Dhabi, United Arab Emirates and registered under number 000009397 (the “**Company**”), a general assembly of the shareholders was held virtually on 24 March 2025 at 03.00pm (the “**General Assembly**”).

Shareholders representing 69.67% of the aggregate number of voting rights attaching to the entire issued share capital of the Company registered and attended the General Assembly.

The General Assembly was chaired by the chairman of the Company’s board of directors (the “**Board**”), Mr. Tarek Abdulaziz Sultan AlEssa (the “**Chairman**”) and was also attended by:

- (a) Mrs. Hanadi Al Saleh, in her capacity as a member of the Board and the Company’s CEO;
- (b) Mr. Faisal J S AlEssa, in his capacity as a member of the Board and a member of the nomination and remuneration committee (the “**NRC**”); and
- (c) Mr. Ihab Fekry Aziz Bassilios in his capacity as the Company’s CFO .

The Chairman declared the General Assembly to be quorate by the attendance of shareholders representing 69.67% of the Company's capital and appointed Mrs. Soriana Borjas as secretary (the “**Secretary**”) and First Abu Dhabi Bank (PJSC) as vote collector.

The Secretary then presented the agenda of the General Assembly to the attendees as follows:

- (i) Approve the recommendation of the Board of Directors relating to the adoption of a Share Option Plan (“**SOP**”) to be offered to certain bona fide employees of the Company;
- (ii) Approve the purchase of a maximum of 1,041,772,440 shares in the Company to form part of the pool of shares to be used in the SOP through (i) market purchases, (ii) off-market purchases, or (iii) a combination of both, and provide the Board with a general unconditional authority to execute such purchases, subject to market conditions and the approval of Abu Dhabi Securities Exchange, at a purchase price not less than AED 0.5 per share and not exceeding AED 5 per share.

This was followed by opening the discussion on the contemplated SOP and the associated purchase of the Company’s shares to form part of the pool of shares of the SOP, the details of which were presented by Mr. Tarek Abdulaziz Sultan AlEssa who noted that:

- the SOP is a stock options plan granted to the employees, officers and executive directors to have the right to acquire ordinary shares of the Company for the purpose of aligning the incentives of the employees with the performance of the Company;
- The shares needed to fulfil the SOP obligations may be sourced from new issued shares (capital increase), shares purchased in the market, shares purchased off-market or a combination of the above, subject to market conditions and the approval of Abu Dhabi Securities Exchange;

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- The SOP also foresees alternative ways of settlement including a cash settlement or other forms of consideration (e.g. a settlement in shares corresponding only to the gains on the options);
- In case of market or off-market purchases of shares, the Company may purchase a maximum of 1,041,772,440 shares (10% of the share capital) over a period of time as approved by the market to be used in the context of the SOP and to clarify, this is a maximum number of shares and does not mean that such number will eventually be purchased. The size of the SOP and the allocation have not been decided yet and will be assessed by the NRC later;
- The purchase price will not be less than AED 0.5 per share and will not exceed AED 5 per share.

After deliberation and due consideration of the agenda items, the General Assembly proceed to voting on such items where it was:

1. **RESOLVED**, by 96.7% of the votes in attendance, the SOP is hereby approved.
2. **FURTHER RESOLVED**, by 98.4% of the votes in attendance, that the share buyback by the Company forming part of the pool of shares for the purpose of the SOP is hereby approved and that the Board be provided with a general and unconditional authority to implement the SOP and to purchase, subject to market conditions and the approval of Abu Dhabi Securities Exchange, a maximum of 1,041,772,440 shares, either through (i) market purchases; (ii) off-market purchases; or (iii) a combination of both, at a minimum purchase price of AED 0.5 and a maximum purchase price of AED 5, in each case, per share.

Following the adoption of the above resolutions, the Chairman declared the meeting closed at 03.30 pm UAE time.

A blue ink signature of Tarek Abdulaziz Sultan AlEssa, consisting of a stylized cursive script.

Tarek Abdulaziz Sultan AlEssa
Chairman

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