

Drake and Scull International PJSC Results of the Annual General Assembly Meeting

With reference to the aforementioned subject matter, please note that the Annual General Assembly Meeting of Drake and Scull International PJSC was held on Thursday 4th of May 2017 at 4:00 pm at the Westin Hotel, Jumeriah, Dubai and the Securities and Commodities Authorities amended part of the Agenda items of the meeting as follows :

- 1. Review and approve the Board of Directors' report regarding the Company's activities and the financial position for the year ended 31 December 2016.**
Resolution: The Board of Director's report regarding the Company's activities and its financial position for the year ending 31 December 2016 has been reviewed and unanimously ratified.
- 2. Review and approve the report of the External Auditors with respect with the Company's financial year ended 31 December 2016.**
Resolution: The report of the external auditors in respect with the Company's financial year ending 31 December 2016 has been reviewed and unanimously ratified.
- 3. Discuss and approve the balance sheet and the profit and loss account of the Company for the financial year ended 31 December 2016.**
Resolution: The balance sheet and the profit and loss account of the Company for the financial year ending 31 December 2016 has been unanimously ratified.
- 4. Absolve the members of the Board of Directors of their liability with respect to their work for the period ended 31 December 2016.**
Resolution: The majority attendees approved to absolve the members of the Board of Directors of their liability in respect of their work for the period ending 31 December 2016.
- 5. Absolve the External Auditors of their liability with respect to their work for the period ending 31 December 2016.**
Resolution: Absolved unanimously the External Auditors from liability for the financial year ended 31 December 2016.
- 6. Appoint the External Auditors of the Company for the year 2017 and determine their remuneration.**
Resolution: Approved unanimously the reappointment of PWC (Price Waterhouse Coopers) as the external auditors of the Company for the year 2017 and approved their annual fees.
- 7. Special resolution: Review the External Auditors report with regards to the accumulated losses of the Company and approve the reduction of the paid-up share capital by the equivalent amount of the Company's accumulates losses (AED 991,553,000) through the cancelation of the corresponding number of shares after obtaining the approval of the Securities and Commodities Authority and authorize the Company's Board of Directors thereafter to undertake all necessary procedures and steps to duly complete the share capital reduction in accordance with the UAE Commercial Companies law and undertake the required amendments to the Articles of Association of the Company to reflect the share capital reduction.**
Note: the shareholders of the Company requested an enclosure to the special resolution to approve a subsequent share capital reduction by an amount that does not exceed AED 722 million pertinent to potentially unrecoverable receivables specified in the qualification note of the external auditors report in the consolidated financial report for the year ended 31 December 2016 which will be converted to losses for the Company.
Resolution: Approved unanimously the reduction of the paid-up share capital by the equivalent amount of the Company's accumulates losses (AED 991,553,000) through the cancelation of the corresponding number of shares and approved a subsequent share capital reduction of an amount which does not exceed AED 722 million after obtaining the approval of the Securities and Commodities Authority through the cancelation of the corresponding number of shares by an amount that does not exceed AED 722 million pertinent to potentially unrecoverable receivables specified in the qualification note of the external auditors report in the consolidated financial report for the year ended in 31st December 2016 which will be converted to losses for the Company and authorized the Company's Board of Directors thereafter to undertake all necessary procedures and steps to duly complete the share capital reduction in accordance with the UAE Commercial Companies law and undertake the required amendments to the Articles Association of the Company to reflect the share capital reduction.
- 8. Special resolution: Review the Board of Directors' report on the financial position of the Company in light of the proposed share capital increase and approve the share capital increase by AED 500 million through the issuance of 500 million new shares to be subscribed at par value AED 1 per share and to be offered to all the shareholders of the Company; and to be fully offered to Tabarak Investment LLC under the same terms should the shareholders of the Company express no interest in subscribing for the newly issued shares after reviewing the Board of Directors report with respect to the benefits of the entry of the strategic partner as a shareholder of the Company and authorize the Board of Directors to obtain all the required approvals from the concerned authorities where the capital increase will be executed after the completion of the share capital reduction and the increase of the share price of the Company as a result of the cancelation of (991,553,000) shares and the reduction of the share capital respectively.**
Resolution: Offered the shareholders the proposed share capital increase by AED 500 million through the issuance of 500 million new shares to be subscribed at par value AED 1 per share, whereas the shareholders of the Company expressed unanimously no interest in subscribing to the newly offered shares and conceded to offer the new shares to the strategic partner Tabarak Investment LLC , whereas Tabarak Investment LLC agreed to buy 500 million shares for an amount of AED 500 million subsequent to the approval of the Securities and Commodities Authorities on the proposed capital reduction which will not exceed AED 722 million , Tabarak Investment LLC will withdraw the offer to buy 500 million shares for AED 500 million in the event of the disapproval of the proposed capital reduction.
- 9. Approve the reduction of the number of the Board of Directors from nine members to seven members and undertake the required amendments to the Articles of Association of the Company.**
Resolution: Approved unanimously the reduction of the Board of Directors from nine (9) members to seven (7) members and undertake the required amendments to the Articles of Association of the Company accordingly.
- 10. Delay the resignation approval of the remaining members of the current Board of Directors.**
Resolution: Approved unanimously to delay the resignation approval of the remaining members of the Board of Directors.
- 11. Approve the commencement of the election period for the Board of Directors membership by the remaining members of the Board of Directors and invite the shareholders for a new General Assembly meeting after the completion of the capital increase to the shareholders in coordination with the Securities and Commodities Authorities.**
Resolution: Approved unanimously the commencement of the election period for the Board of Directors membership by the remaining members of the Board of Directors and invite the shareholders for a new General Assembly meeting to elect the new Board of Directors after the completion of the capital increase to Tabarak Investment LLC in coordination with the Securities and Commodities Authority.
- 12. Authorize the remaining Board members of the current Board of Directors to undertake all the necessary requirements to complete the proposed capital increase and capital decrease of the share capital of the Company.**
Resolution: Approved unanimously to authorize the remaining members of the current Board of Directors to undertake all the necessary requirements to complete the proposed capital increase and capital decrease of the share capital of the Company.