



Invitation to the General Assembly Meeting of Agility Global PLC

The Board of Directors (the “**Board**”) of Agility Global PLC (the “**Company**”) invites the Company’s shareholders (the “**Shareholders**”) to attend a general assembly meeting (the “**GAM**”) that will be held on Monday, 24 March 2025, at 3.00 pm (UAE time) virtually via an electronic link that will be shared with the Shareholders through SMS or email following registration of their attendance in the GAM. The purpose of the GAM is to discuss and, if deemed appropriate, approve the following agenda items:

1. Secretary and Vote Collector

- 1.1** Authorise the chairman of the GAM to appoint a secretary and a vote collector.

2. Ordinary Resolutions Agenda Items

- 2.1** 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.
- 2.2** Approve the purchase of a maximum of 1,041,772,440 shares in the Company to form the pool of shares to be used in the SOP through, subject to market conditions, (i) market purchases, (ii) off-market purchases, or (iii) a combination of both, and provide the Board of Directors with a general unconditional authority to execute such purchases at a purchase price not less than AED 0.5 per share and not exceeding AED 5 per share.

3. Notes

- 3.1** The Company’s nomination and remuneration committee (the “**NRC**”) prepared and recommended the SOP to the Board of Directors which approved it on 17 February 2025 and in turn raised it to the Shareholders for approval at the GAM.
- 3.2** The SOP will be presented to the Shareholders at the GAM. This will provide the Shareholders with the opportunity to discuss and seek clarifications on the SOP from the Board and the NRC. The details of the SOP are available on the company’s website www.agilityglobal.com.
- 3.3** Shareholders that are registered in the Company’s shareholders register on 21 March 2025 shall be entitled to attend and vote in the GAM. Changes to the identity of, or the number of shares held by any given shareholder after this point in time shall be disregarded in determining the rights of any person entitled to attend and vote at the GAM.
- 3.4** The Shareholders who wish to attend the GAM are required to register their attendance electronically. Registration for the GAM will be open from 8.00 am (UAE time) on Wednesday 19 March 2025 and closes at 3.00 pm on Monday 24 March 2025. For registration, please visit the following website: www.smartagm.ae. Holders of proxies must send a copy of their proxies, along with their names and mobile numbers, to the email address is@bankfab.com in order to receive notification regarding registration.
- 3.5** Voting on all resolutions will be conducted by way of a poll pursuant to the articles of association of the Company. On a vote by poll every shareholder has one vote for every ordinary share held. Ordinary resolutions shall be passed by simple majority of the votes cast by those



entitled to vote. Voting will be done via an electronic platform by visiting the website: **www.smartagm.ae**.

- 3.6** Any Shareholder that is entitled to attend the GAM may delegate another person to attend by proxy on their behalf, provided that such person is not (i) a member of the Board; (ii) an employee of the Company; (iii) a broker; or (iv) or an employee of a broker. For a proxy to be valid, it must:
- (a) be in writing;
 - (b) state the name and address of the Shareholder appointing the proxy;
 - (c) identify the person appointed to be such Shareholder's proxy and that the appointment relates to the GAM;
 - (d) expressly authorises the delegate to attend the GAM and vote on the agenda items on behalf of the appointing Shareholder;
 - (e) be signed by the Shareholder;
 - (f) a delegate for more than one Shareholder may not represent more than 5% of the Company's issued share capital in such capacity;
 - (g) be delivered to the Company at is@bankfab.com not less than forty-eight (48) hours before the GAM, or any adjournment thereof.
- 3.7** A legal person may delegate a representative or a person responsible for its management pursuant to a decision of its board of directors, or equivalent corporate body, to represent it in the GAM. Such representative shall have the authorities as set out in the decision of its appointment.
- 3.8** The GAM will be quorate if Shareholders holding at least a simple majority of the aggregate number of voting rights attaching to the entire issued share capital of the Company are present, whether in person or by proxy.
- 3.9** We will be offering our shareholders the opportunity to submit their questions in advance and during the GAM via an electronic platform by visiting the website **www.smartagm.ae**. Any shareholder joining the meeting virtually has the right to ask questions. If multiple questions on the same topic are received in advance, the representatives of the Company may choose to provide a single answer to address shareholder queries on the same topic.
- 3.10** If a quorum is not present within one (1) hour following the commencement time, the meeting will be adjourned and reconvened on Thursday April 3, 2025, at the same time and with the same meeting agenda. The adjourned meeting will be held virtually via the same electronic link shared with the Shareholders through SMS or email following registration of their attendance for the first meeting.
- 3.11** The virtual meeting will be recorded.

Please visit www.agilityglobal.com for further details.

Agility Global Board of Directors