



## Invitation To Attend The Ordinary And Extraordinary General Assembly of Investment Holding Group Q.P.S.C.

Doha – 17th March 2022

Greetings,

Investment Holding Group Q.P.S.C. is pleased to announce that its Ordinary General Assembly meeting and Extraordinary General Assembly meeting will be held virtually through a conference call on Monday, April 11 2022 at 9:00 PM with the invitation of the shareholders wishing to attend it in person to attend at Sheraton Hotel – Al Rayyan Ballroom.

In the event a quorum is not met, a second meeting will be held, virtually through a conference call and in person at Sheraton Hotel Al Rayyan Ballroom – on Monday, April 18 2022 at 9:00 PM

### Agenda of the Ordinary General Assembly meeting:

Elect new Board of Directors consisting of four independent members and seven non-independent members for a term of three (3) years (2022-2025).

### Agenda of the Extraordinary General Assembly meeting:

- (i) The acquisition of Elegancia Group W.L.L. ("Elegancia") by way of share swap (the "Transaction") to be effected pursuant to Article 45 of the Offering & Listing of Securities on the Financial Markets Rulebook of the QFMA, Article 195 of the Companies Law, and Article 2 of the QFMA M&A Rules;
- (ii) Summary of the acquisition agreement entered into between IHG and Elegancia dated 10 March 2022 (including as the agreement between IHG and Elegancia (the "Elegancia Owners") dated 9 November 2021) (the "Acquisition Agreement");
- (iii) Presentation of the valuation and the different valuation methodologies used by the two evaluators and the process that resulted in the agreed Share Swap Ratio;
- (iv) The increase of the issued and paid up share capital of IHG by QAR 2,574,037,500 (from QAR 830,000,000 to QAR 3,404,037,500);
- (v) The Issuance of new shares in IHG to the Elegancia Owners in consideration for their shares in Elegancia on the basis of the following: for every 1 IHG share currently in issue, the Elegancia Owners will receive 3.10125 New IHG Shares, whereby IHG represents 24% of the combined business, and Elegancia 76%. While the respective proportions of the business owned by each party post completion was the predominant driver, taking a value of QAR 860,000,000 for IHG at the agreed ratio implies that the value of Elegancia is QAR 2,667,000,000, subject to obtaining all regulatory approvals and satisfying all the conditions set out in the Acquisition Agreement;
- (vi) Waiver of any applicable subscription rights pertaining to the capital increase of IHG;
- (vii) Approval of the exemption of Elegancia from submitting a compulsory offer to purchase the shares of IHG Shareholders in accordance with the QFMA M&A Rules, and to approve the subsequent sale by the Elegancia Owners of at least 6% of the New IHG Shares over a period of 3 months following completion;
- (viii) Amending articles 5, 6, 7, 8, 27, 29, 32, 36, 41,43,44, 45, 48, 49,51, 53,57 and 81 of the articles of association of IHG based on the Companies Law as amended;
- (ix) Amending article 1 of the articles of association to change the company's name to be "Elegancia Holding Qatari Public Shareholding Company (Q.P.S.C.)";
- (x) Designate the Chairman of IHG or any person he designates to:
  - a. adopt any resolution or take any action as may be necessary to implement any and all of the above resolutions including, without limitation, to apply for a resolution of the MOCI and the QFMA to increase the share capital of IHG, to amend its articles of association, and to attend before the Ministry of Justice, the MOCI and any other competent authority in the State of Qatar and submit and/or sign any necessary documents to effect such amendments;
  - b. appoint an exchange agent to facilitate the issuance of the New IHG Shares in accordance with the Share Swap;
  - c. submit all required documents and applications to the Qatar Stock Exchange ("QSE") for the listing of the New IHG Shares on the QSE;
  - d. sign any documents, agreements and applications in relation to any of the above.

Shareholders wishing to attend the meeting in person are kindly requested to be present at least two hours before the appointed time to organize the list of the attendees and the number of shares held by each of them. To express interest in attending the meeting, the respective shareholders are requested to provide the following information and documents through an email message to the email address: [alphaqatar2020@gmail.com](mailto:alphaqatar2020@gmail.com)

1. Copy of Identification Document
2. Mobile number
3. NIN number
4. Copy of proxy and supporting documents for representatives of individuals and corporate entities
5. Refer to IHG's Ordinary and Extraordinary General Assembly meeting

A link to participate in the meeting virtually through the conference call will be sent electronically to those who expressed their interest in attending the meeting. Attendees are able to discuss the agenda, address questions to the Board of Directors or the External Auditor by sending their questions or comments in the chat box, during the meeting. As for the voting on items on the meeting's agenda, a shareholder who has an objection on an item must raise their hand, at the time of voting on the subject item, to express his/her objection. In the event that the shareholder does not raise his/her hand, this will be considered as an endorsement for the subject item.

### Notes:

1. It is not permissible to appoint any person other than the shareholders in the company.
2. Members of the Board of Directors may not be appointed as a proxy in accordance with Article 128 of the Companies Law.
3. The total number of shares owned by proxy must not exceed 5% of the company's capital.
4. Representatives of legal entities shall submit a letter authorizing their appointment as representatives of those legal entities at the meeting.

In case of any inquiries, please contact our Investor Relations Officer at: [investor.relations@ihgqatar.com](mailto:investor.relations@ihgqatar.com)

**Investment Holding Group Q.P.S.C.**