

**INVITATION TO ATTEND  
THE ANNUAL GENERAL ASSEMBLY MEETING  
OF  
PHOENIX GROUP PLC**

The Board of Directors of **PHOENIX GROUP PLC (the "Company")** cordially invites shareholders to attend the Annual General Meeting (AGM) on Tuesday, 22nd April 2025, at 3:30 pm (UAE time). Shareholders may attend the meeting either in person at the Company's Dubai office (2901, Boulevard Plaza Tower 2, Burj Khalifa District, Downtown, Dubai) or virtually via an electronic link. The link for virtual attendance will be sent to shareholders via SMS or email upon registration of their attendance, allowing them to participate in real-time discussions and vote on the proposed resolutions.

**AGENDA:**

Firstly:

Authorise the Chairman of the General Assembly to appoint a secretary to the meeting and a vote collector.

Secondly:

Agenda Items for Ordinary Resolutions:

1. Consideration and Approval of the Board of Directors' Report.
2. Consideration and Approval of the External Auditor's Report.
3. Consideration and Approval of the Consolidated Audited Financial Statements, along with the Standalone Company Financials for Phoenix Group PLC, for the financial year ended 31st December 2024.
4. Consideration and Approval of Recommendation for No Dividend Payout.
5. Ratification and Approval of Remuneration for Services of the Board of Directors for 2024 and 2025.
6. Absolution of the Members of the Board of Directors of Liability.
7. Absolution of the External Auditors of Liability.
8. Appointment of Rai LLP as the External Auditor for the Year 2025.
9. Ratification of the existing Board of Directors Appointment for the Financial Year 2025.
10. Approval of the External Auditors Fee for the Financial Year 2025.

Notes:

1. Shareholders of the Company who wish to attend the General Assembly virtually must register their attendance electronically to be able to vote on the agenda items of the meeting. Registration will be open from Wednesday, 16th April 2025, at 3:30 pm UAE time and will close on Tuesday, 22nd April 2025, at 3:30 pm UAE time. To register electronically, please visit the following website: [www.smartagm.ae](http://www.smartagm.ae). Individual and corporate proxies can also register at <https://www.smartagm.ae>, complete the proxy form, and upload the required supporting documents once online registration opens.
2. Any shareholder entitled to attend the general assembly meeting may delegate any person other than a member of the Board of Directors, employees of the Company, a broker, or employees of such broker under a special written proxy.
3. A corporate person may delegate a representative or those in charge of its management pursuant to a resolution of its board of directors or its equivalent to represent such corporate person in the general assembly of the Company. The delegated person shall have the powers as determined in the delegating resolution.

4. Shareholders registered in the shareholders' register as of Monday, 21st April 2025 will be entitled to vote at the General Assembly Meeting.
5. The General Assembly meeting will only be valid if: (i) shareholders holding at least a simple majority of the total voting rights attached to the entire issued share capital of the Company are present (in person or by proxy), and (ii) each major shareholder (as defined in the Company's Articles of Association) is present (in person or by proxy). If the quorum is not reached in the first meeting, a second meeting will be convened on Friday, 2nd May 2025, at the same place and time. Proxies issued for the first meeting will remain valid, and the second meeting will be valid if at least one shareholder is present.
6. The meeting will be recorded. Shareholders are entitled to discuss the items listed in the agenda and ask questions to the Board of the Directors and the auditors of the Company.
7. The Company's Board of Directors' report, the external auditors' report, and the Company's audited annual financial statements for the year ending 31st December 2024 are available on the Company's website: <https://www.phoenixgroupuae.com/investor-relations>.
8. For any queries related to electronic registration, attendance, or eVoting, please refer to the instructions available on the SmartAGM Portal (<https://www.smartagm.ae>), the support channels on the SmartAGM Portal, or contact the Phoenix Group at [ir@phoenixgroupuae.com](mailto:ir@phoenixgroupuae.com).

On Behalf of the Board of Directors