taaleem
inspiring young minds

Invitation to Attend the Annual General Assembly Meeting of Taaleem Holdings PJSC

The Board of Directors (the "Board") of Taaleem Holdings PJSC (the "Company" or "Taaleem") is pleased to invite its shareholders to the annual general assembly meeting ("Annual General Meeting" or "General Assembly" or "AGM") of the Company to be convened physically at Dubai British School (DBS) Jumeira 30 B St - Al Wasl , Jumeira Dubai, United Arab Emirates, and electronically / from distance on Wednesday, 26 November 2025 at 4 PM, to consider or, as the case may be, approve the following agenda

Agenda:

1. **Consider and approve the Board of Directors' report in respect of the Company's activities and financial position for the fiscal year ending 31 August 2025;**
2. **Consider and approve the auditor's report for the fiscal year ending 31 August 2025;**
3. **Discuss and approve the balance sheet and profit and loss statements of the Company for the fiscal year ending 31 August 2025;**
4. **Consider and approve the Board of Directors' recommendation to distribute a cash dividend amounting to AED 150,000,000 (being AED 0.15 per share representing 15 % of the Company's paid-up share capital);**
5. **Consider and approve the proposal concerning the Board of Directors' remuneration for the period from 1 September 2024 to end of the fiscal year ended 31 August 2025, amounting to a total of AED 5,250,000.**
6. **Consider discharging the members of the Board of Directors from any liability for the fiscal year ended 31 August 2025;**
7. **Consider discharging the external auditors of the Company from any liability for the fiscal year ended 31 August 2025;**
8. **Appoint the external auditors of the Company for the fiscal year ending on 31 August 2026 and determine their remuneration; and**
9. **Election of Nine Board members for the three upcoming years.**

Notes:

1. A shareholder who is entitled to attend the Annual General Meeting may delegate any person, who is not a Board Member, employees of the Company or brokerage company or its employees to attend the Annual General Meeting on their behalf by virtue of a written special written authorization/proxy made. A Proxy holder may not represent a number of shareholders in excess of 5% of the Company's capital. However, if the proxy is representing one single shareholder, his/her proxy may exceed 5% of the Company's capital. Minors and those who have no legal capacity shall be represented by their legal representatives. In case the quorum was not achieved in the first meeting, the proxies issued for the first meeting shall be considered valid for any later meetings unless expressly cancelled by the shareholder through a notification to registration@smartagm.ae - at least two days prior to the second meeting. The requirements under Clauses No. 1 and 2 of Article 40 of Securities and Commodities Chairman Decision No. (3/Chairman) of 2020 on the Approval of Public Joint Stock Companies Governance Guide ("Governance Guide") on adopting proxies shall be met. These requirements are set out in the explanatory disclosure on adopting proxies which is annexed to this invitation. The shareholders may review the disclosure in relation to the procedure for the adoption of a proxy published on the Company's website and the DFM website.
2. If a shareholder is a corporate person, it may delegate one of its representatives or those in charge of its management by way of a resolution passed by its board of directors or any authorized person to represent the corporate person in the Annual General Meeting. The delegated person shall have the authority as determined by the delegation resolution.
3. Electronic Registration, Attendance and eVoting:
   (a) An invitation will be sent to shareholders via registered SMS and Email addresses which contains the registration link on Tuesday 4 November 202, at 10 am.
   (b) After verifying the registration details, the login credentials including the meeting link, username, and password will be sent to the approved shareholders/proxyholders via SMS and Email provided in the registration form a day before the AGM.
   (c) For any queries related to the electronic registration, attendance and eVoting, please read the instructions available on SmartAGM Portal (https://www.smartagm.ae) or via the support channels on SmartAGM Portal or contact the Company at IR@taaleem.ae.
   (d) As directed by the Securities and Commodities Authority, the Company's Shareholders have to register electronically to be able to attend and vote on the items of the General Assembly. Registration will open on Monday 17 November 2025 at 5pm and close on Wednesday 26 November 2025. For electronic registration, kindly visit the following link: https://www.smartagm.ae
   (e) Individual and corporate proxies can register through (https://www.smartagm.ae), fill out the proxy form and upload it with the supporting documents once the online registration is open.
   (f) The shareholders may review the disclosure in relation to the procedure for the adoption of a proxy published on the Company's website and the DFM.s
4. The registered shareholder on Tuesday 25 November 2025, shall have the right to attend and vote at the Annual General Meeting. In case of the second meeting on Friday 5 December 2025 due to lack of quorum in the first meeting, the registered shareholder on Thursday 4 December 2025 shall have the right to attend and vote at the second Annual General Meeting.
5. A shareholder entitled to receive dividends shall be the registered holder of a share on the tenth day starting from the day following the date of the General Meeting, i.e. holder of a share on Monday 8 December 2025. In case the meeting is held on Friday 5 December 2025, due to lack of quorum in the first meeting, the registered shareholder on Monday 15 December 2025 shall have the right to the dividends.
6. The shareholders can review the consolidated financial statements and the corporate governance report and the sustainability report (the integrated report) by visiting the DFM website (www.DFM.ae) and the Company's website: https://www.taaleem.ae/investor-relations/results-reports/
7. The General Meeting is valid only if attended by shareholders holding or representing by proxy at least 50% of the Company's share capital. In the event that such quorum is not achieved at the first General Meeting, a second meeting will take place on Friday 5 December 2025 at the same place and time and the second meeting shall be valid irrespective of the shareholders attendance percentage.
8. The shareholders can view and download the investor protection guide at the Securities and Commodities Authority's website:
   Protecting Minority Investors | Legislation | Securities and Commodities Authority
9. Shareholders are requested to update their contact details with the Dubai Financial Market to ensure dividends are properly received.