

"GB AUTO S.A.E"

**Subject to the provisions of Law No. 159 of year 1981
Authorized Capital of 5 Billion Egyptian Pounds
Issued and Paid-up Capital 1,094,009,733 Egyptian Pounds**

Invitation to Attend the Extra-Ordinary General Assembly Meeting

Dr. Raouf Ghabbour, Chairman of the Board & CEO is honored to invite you to attend the **Extra-Ordinary General Assembly Meeting** of the company which will be held on **Tuesday the 3th of September, 2019 at exactly 09:00 am** at the Main Conference Room – **GB Academy Building – KM 28, Cairo-Alexandria Desert Road – Abo Rawash** to discuss the following agenda:

1. Final Approval of Merging RG Investment S.A.E into GB Auto S.A.E at book value based on the financial position as of 31st December, 2018 and what follows decisions and procedures.
2. Ratifying the report issued by the General Authority for investment and free zone "GAFI" concerning their approval on valuation of assests and liabilities of both companies.
3. Approving the transfer of all rights and obligations of RG Investment S.A.E to GB Auto S.A.E.
4. Approving the proposed merger contract in light of the GAFI report.

We would like to draw your attention to the following:

1. Every shareholder has the right to attend the General Assembly Meetings or delegates another shareholder who is not a member of the Board of Directors by a written proxy.
2. The shareholders wishing to attend the General Assembly Meeting have to present a Statement from the Central Custodian to the company dated at least three days prior to the General Assembly Meeting.
3. Any queries related to the Agenda should be presented in written to the Company's Financial Department by hand during working hours at least three days prior to the GA Meeting. Discussion is limited to the subjects mentioned in the Agenda.
4. It is not allowed to arrange any transaction on shares starting the announcement of invitation till meeting's end.
5. The Extra-Ordinary General Assembly Meeting is valid if the attendees represent half of the capital and the decisions will be taken according to absolute acceptance of 2/3 of the votes represented at the meeting.

Best Regards

**Dr. Raouf Ghabbour
Chairman & CEO**

