

Invitation to attend the Extraordinary General Meeting & Ordinary Annual General Meeting

The Board of Directors of National Gas Co. SAOG (the “Company”) are pleased to invite the shareholders for the Company’s Extraordinary General Meeting and the Annual General Meeting to be held at 5.00 p.m. on Sunday, 7 June 2020, via the electronic platform for holding General Meetings, which can be accessed through Muscat Clearing and Depository Company (“MCDC”) website (www.mcd.gov.om). In the event that the quorum for the first Extraordinary General Meeting or the first Annual General Meeting is not met, Tuesday the 9th June 2020, at 5.00 p.m will be the date of the second meeting, through the aforesaid electronic platform, to consider the following agenda:

First: The Extraordinary General Meeting:

1. To consider and approve the proposal to amend the Company's Articles of Association to comply with the provisions of the new Commercial Companies Law issued by Sultani Decree No. 18 of 2019 as per (Annexure ‘1’).

Second: The Annual Ordinary General Meeting:

1. To consider and approve the report of the Board of Directors’ on Company’s activity and its financial position for the financial year ended 31st December 2019.
2. To consider and approve the report of the Board of Directors’ on corporate governance for the financial year ended 31st December 2019.
3. To consider the statutory auditors’ report and to approve the audited financial statements for the financial year ended 31st December 2019.
4. To notify the shareholders of the cash dividend paid to the shareholders on 7/4/2020, being 12.5 baizas per share.
5. To notify the shareholders of the bonus shares distributed to the shareholders on 7/4/2020, at 0.0625% equivalent to 1 shares for each 16 shares. The distribution of such will consequently increase the number of shares of the Company’s share capital from 80,000,000 shares to 85,000,000 shares.
6. To approve the sitting fees paid to Directors’ for attending meetings of the Board and sub committees for the previous financial year and to determine the Directors’ sitting fees for the upcoming financial year, as per (Annexure ‘2’).
7. To consider and approve the proposed Directors Remuneration of RO 6,000 for the financial year ended on 31st December 2019 (Annexure ‘3’).

8. To consider the transactions carried out with related parties during the financial year ended 31st December 2019 (Annexure '4').
9. Consider and approve the transactions that the company proposes to carry out with related parties during the financial year ending 31st December 2020 (Annexure 5)
10. To consider the allocation of an amount of RO 20,000 for Corporate Social Responsibility for the financial year ending 31st December 2020 and to authorize the Board to pay such amount as deemed appropriate.
11. To appoint statutory auditors for the financial year ending 31st December 2020 and determine their fees.
12. To elect the Board of Directors for a new term of office. Any person wishing to be elected to the Board of Directors may fill out the nomination form that can be obtained from the company's head office. The completed form should be delivered to the company at least 5 days prior to the Annual Ordinary General Meeting, not later than Monday, 1st June 2020. The nomination form will not be accepted after this date.

Pursuant to the Company's articles of association and General Meeting regulations, by means of modern technology issued by the Capital Market Authority, we would like to draw your attention to the following:

- (a) A juristic person, exclusively, has the right to authorize a natural person to attend the General Meeting and vote on its behalf through technical means, provided that this natural person has an investor number in MCDC.
- (b) Voting on any of the items on the agenda begins no more than three days before the date set for the Meeting until the end of the voting process on the day of the Meeting, and in the event that the shareholder's balance is increased or decreased, the voting process will be invalid, and he must re-vote again on the day of the Meeting.

Any questions relating to this Notice should be addressed to Ms. Shima Salim Al Ruheili (Telephone No. +968 95470157 or email @ shima.alruheili@nationalgasco.net)

Chairman

Auditors

Legal Advisors

