



## General Assembly Meeting Results

<b>Date</b>	12 October 2023
<b>Name of the Listed Company</b>	ADC Acquisition Corporation PJSC
<b>Date and day of the meeting</b>	Thursday, 12 October 2023
<b>The starting time of the meeting</b>	3:00pm
<b>The ending time of the meeting</b>	3:30pm
<b>Venue of the meeting</b>	Meeting held in person at <b>Royal Group's</b> headquarters in Abu Dhabi & virtually, with electronic participation of shareholders
<b>Chair of the General Assembly Meeting</b>	Saeed Mansoor Alawar, member of the Board of Directors
<b>Quorum of the total attendance (percentage of capital)</b>	53.6896%

### Special Resolutions of the General Assembly meeting

1. Approval of the Transaction (as described in the shareholders' letter posted on ADX portal and by the Company on its website on 20 September 2023) including <b>the PIPE Transaction (as defined in the shareholders' letter)</b> .	Approved
2. The approval of the issuance by the Company of 62,300,000 new Class A shares in the Company to ADQ Developmental Holding LLC ( <b>ADQ Holding</b> ) in consideration for the transfer by ADQ Holding of the entire issued share capital of United Printing & Publishing LLC ( <b>UPP</b> ) to the Company. The new shares will be issued at the price of AED10 per share with a nominal value of AED 2.5 for each new share, all fully paid up.	Approved
3. Approval of the following resolutions and the consequential amendments to the <b>Company's</b> Articles of Association upon completion of the Transaction and the PIPE Transaction: a) approve the conversion of all of the 9,175,000 Class B Shares in the capital of the Company into 27,525,000 Class A Shares in the capital of the Company in accordance with the articles of association of the Company; b) approve the PIPE Transaction (as described in the shareholders' letter posted on ADX portal and by the Company on its website on 20 September 2023) and the issuance by the Company of <b>73,400,000</b> Class A Shares at an issue price of AED 10 per Class A Share and a nominal value of AED 2.5 per share to the PIPE investors;	Approved

### **ADC Acquisition Corporation P.J.S.C**

Abu Dhabi, UAE

Tel: +971 2 885 6666/ +971 2 204 0000

E-mail: [contact@chimerainvestment.com](mailto:contact@chimerainvestment.com) / [media@adq.ae](mailto:media@adq.ae)

[www.adcpac.com](http://www.adcpac.com)

اي دي سي كورپوريشن للاستحواذ ش.م.ع

أبوظبي، الإمارات العربية المتحدة

هاتف: +97122040000 / +97128856666

[contact@chimerainvestment.com](mailto:contact@chimerainvestment.com) / [media@adq.ae](mailto:media@adq.ae) بريد إلكتروني

[www.adcpac.com](http://www.adcpac.com)



<p>c) approve the increase of the issued share capital of the Company from AED 114,687,500 to AED 499,812,500 subject to the terms and conditions of the Transaction and with effect from the Transaction becoming effective and subject to the terms of the PIPE Transaction;</p> <p>d) approve the amendment of Article 7 of the Company's Articles of Association to reflect the issue of the new shares to ADQ Holding as provided in resolution 2 above, the conversion of Class B Shares described in paragraph (a) above and the increase of share capital of the Company described in paragraph (b) above, Article 7 shall read as follows:</p> <p><b>“The Company's share capital is AED Four Hundred and Ninety Nine Million and Eight Hundred and Twelve Thousand and Five Hundred (499,812,500) UAE Dirhams divided into One Hundred and Ninety Nine Million and Nine Hundred Twenty Five Thousand (199,925,000) shares, having a nominal value of AED (2.5) each, fully paid as cash shares.”</b></p>	
<p>4. Approve the authorisation to the Board of Directors of the Company, or any person so authorised by the Board of Directors, jointly or severally, to adopt any resolution or take any action as may be necessary for a period of three years after the <b>completion of the Business Combination, to increase the Company's capital by a</b> maximum of AED 57,343,750 by issuing up to 22,937,500 new shares in the Company after the completion of the Business Combination in order to cover any conversion of the Warrants, issued by the Company, which occurs in accordance with the terms and conditions of issuing those Warrants, provided that the conversion price amounting to AED 1.1.50 per new share (or such lower price where the Company has elected to require holders of Warrants to exercise their <b>Warrants on a cashless basis, as described in the Company's public offering</b> prospectus dated 9 May 2022) has been received by the Company or its appointed representative on the date of the application to convert the Warrants.</p>	Approved
<p>5. Approve the authorisation of the Board of Directors of the Company, or any person so authorised by the Board of Directors jointly or severally, to adopt any resolution or take any action as may be necessary to implement any of the ordinary or special resolutions adopted at this general assembly including, without limitation, to: (a) apply for a certificate to be issued by the Securities and Commodities Authority to declare the increase in share capital of the Company in connection with the Transaction or conversion of the Warrants; (b) apply for the listing of the new shares of the Company on the Abu Dhabi Securities Exchange; (c) correspond and negotiate with any person, entity (official or otherwise) within and outside the United Arab Emirates, adopt such resolutions and take any such action as may be necessary to obtain the necessary approvals to effect the Transaction; and (d) negotiate and sign the documents related and/or ancillary to the issuance of the new shares and the acquisition of shares in UPP mentioned in (2) above. Additionally, to authorize the Board of Directors of the Company, or any person so authorised by the Board of Directors, jointly or severally, to agree any change to the proposed Articles of Association of the Company which the Securities and Commodities Authority, or any other regulatory authorities, may request or which may be required to prepare and certify a full set of the Articles incorporating all the amendments including the introductory part of the Articles and reference to the</p>	Approved

## ADC Acquisition Corporation P.J.S.C

Abu Dhabi, UAE

Tel: +971 2 885 6666/ +971 2 204 0000

E-mail: [contact@chimerainvestment.com](mailto:contact@chimerainvestment.com) / [media@adq.ae](mailto:media@adq.ae)

[www.adcpac.com](http://www.adcpac.com)

اي دي سي كورپوريشن للاستحواذ ش.م.ع

أبوظبي، الإمارات العربية المتحدة

هاتف: +97122040000 / +97128856666

بريد إلكتروني: [contact@chimerainvestment.com](mailto:contact@chimerainvestment.com) / [media@adq.ae](mailto:media@adq.ae)

[www.adcpac.com](http://www.adcpac.com)



resolutions of the general assemblies of the Company amending the Articles. Furthermore, to authorize the Board of Directors of the Company, or any person so authorised by the Board of Directors, jointly or severally, to negotiate and agree the terms of any PIPE transaction and sign all agreements relating to the PIPE Shares.

**ADC Acquisition Corporation P.J.S.C**

Abu Dhabi, UAE

Tel: +971 2 885 6666 / +971 2 204 0000

E-mail: [contact@chimerainvestment.com](mailto:contact@chimerainvestment.com) / [media@adq.ae](mailto:media@adq.ae)

[www.adcspac.com](http://www.adcspac.com)

اي دي سي كوربوريشن للاستحواذ ش.م.ع

أبوظبي، الإمارات العربية المتحدة

هاتف: +97122040000 / +97128856666

بريد إلكتروني: [contact@chimerainvestment.com](mailto:contact@chimerainvestment.com) / [media@adq.ae](mailto:media@adq.ae)

[www.adcspac.com](http://www.adcspac.com)



**General assembly Resolution concerning dividends (cash / bonus):**

Cash Dividends				
Percentage		Amount (AED)		
N/A		N/A		
Amount (AED)	Last Entitlement date	Ex-dividend Date	Shareholders' registry closing date	Payment Date
N/A	N/A	N/A	N/A	N/A

Bonus Shares		
Percentage	Amount	
N/A	N/A	
The total number of shares after the increase	The number of shares to be issued	The number of current shares
N/A	N/A	N/A
Shareholders' registry closing date	Last Entitlement date	
N/A	N/A	



**Seif Fikry**

**Executive Director and Chief Executive Officer**

**12 October 2023**

**ADC Acquisition Corporation P.J.S.C**

Abu Dhabi, UAE

Tel: +971 2 885 6666/ +971 2 204 0000

E-mail: [contact@chimerainvestment.com](mailto:contact@chimerainvestment.com) / [media@adq.ae](mailto:media@adq.ae)

[www.adcspac.com](http://www.adcspac.com)

**اي دي سي كورپوريشن للاستحواذ ش.م.ع.**

أبوظبي، الإمارات العربية المتحدة

هاتف: +97122040000 / +97128856666

بريد إلكتروني: [contact@chimerainvestment.com](mailto:contact@chimerainvestment.com) / [media@adq.ae](mailto:media@adq.ae)

[www.adcspac.com](http://www.adcspac.com)