

## Invitation to attend the Annual General Assembly of the National Bank of Abu Dhabi

The Board of Directors of the National Bank of Abu Dhabi P.J.S.C has the honour to invite his shareholders to attend the Annual General Assembly to be held on Tuesday 15 March 2016 at 5pm at the St. Regis Resort - Regal Ballroom "B" – Abu Dhabi - Saadiyat Island to discuss the issues set out in the following agenda:

1. To consider and approve the report of the Board of Directors on the Bank's activities and its financial position for the fiscal year ended on 31 December 2015;
2. To consider and approve the External Auditors' report for the fiscal year ended on 31 December 2015;
3. To consider and approve the Balance sheet and profit & loss statements for the fiscal year ended on 31 December 2015;
4. To consider and approve the Board of Directors' proposal concerning appropriations to Statutory, Special and General Reserves for the fiscal year ended 31 December 2015;
5. To consider and approve the Board of Director's proposal concerning the distribution of dividends to the shareholders being 40% in cash and for an amount of AED 2,083,889,067;
6. To consider and approve the Board Members' remuneration for the fiscal year ended on 31 December 2015;
7. To discharge the Directors of the Bank from their liability for the fiscal year ended 31 December 2015;
8. To discharge the Auditors of the Bank from their liability for the fiscal year ended 31 December 2015;
9. To consider the appointment of external Auditors of the Bank for the fiscal year 2016 and determine their fees.
10. Ratify the appointment of three members on the Board of Directors of the National Bank of Abu Dhabi replacing three of the six members representing Abu Dhabi Investment Council.

### The new Board members are:

- H.E Sultan Nasser Al Suwaidi
- H.E Hareb Masood Al Darmaki
- Ms. Mariam Saeed Ghobash

### The departing Board members are:

- H.E Dr. Altaher Musabah Al Kindi Al Marar
- H.E Mohammed Omar Abdullah
- Mr. Michael H. Tomalin

### Special Decisions:

11. Approving the amendments to the Bank's Articles of Association to comply with the new Federal Commercial Companies Law No. (2) of 2015 after getting the necessary authorities approval;
12. Approving the establishment of a Medium Term Notes Program for a size of US\$ 2,000,000,000 after getting the necessary authorities approval.

### Remarks:

1. Each shareholder, who is registered in the Bank's sharebook on the 14th of March, 2016, has the right to attend the Bank's Annual General Assembly and may authorise a representative of his choice, other than a member of the Board of Directors of the National Bank of Abu Dhabi, to attend the Assembly, by means of a written proxy (according to the format that was sent to the shareholders). The representative must not, in such capacity, hold more than 5% shares of the Bank's capital (persons of incomplete capacity or incapable shall be represented by their legal representatives and minors to be represented by their guardians or fathers). Legal person may authorise a representative or any of his management, pursuant to a proxy from his Board of Directors or in like, to represent him at the General Assembly. The representative person's authorities shall be limited to those vested in the proxy. The proxy must be delivered to Securities and Funds Administration Services Department, National Bank of Abu Dhabi, P.O. Box 6865 Abu Dhabi, NBAD Khalidiya Branch building, 9th floor. Proxies must be received at least two days prior to the date of the Assembly in order to be documented in the relevant records, and only original proxies will be accepted.
2. Shareholders who are registered in the Bank's sharebook on the tenth day after the General Assembly date shall be eligible to receive the dividends approved by the General Assembly which is 27 March, 2016.
3. In case the quorum was not achieved for the General Assembly, a second Assembly shall be held on Tuesday 22 March 2016.
4. In case the quorum was not achieved in the first Assembly, the proxies issued for the first Assembly shall be considered valid for any later assemblies unless expressly cancelled by the shareholder through a notification to the National Bank of Abu Dhabi - Securities & Funds Administration Services Department at least two days prior to the second Assembly.
5. A copy of the Bank's Balance sheet and profit and loss statements for the financial year ending 2015 are attached to the invitations issued to the shareholders. A copy of the Bank's financial report for the year ending 31 December 2015 shall be available at the Assembly and shall be also available on Abu Dhabi Securities Exchange website.
6. The shareholders have the right to access the amendments of the Bank's Articles of Association through the Abu Dhabi Securities Exchange website and the Bank's website. A brief will be presented to the shareholders during the General Assembly on the reasons for establishing the Medium Term Notes Program.
7. The shareholders should amend their personal contact details and addresses at Abu Dhabi Securities Exchange to assure receiving their dividends properly as the dividend distribution will be done through Abu Dhabi Securities Exchange.
8. Special resolution is a decision made by the majority votes of shareholders who owns at least three quarters of the shares represented at the General Assembly.