

## Invitation To attend General Assembly Meeting

The Board of Directors of First Abu Dhabi Bank P.J.S.C is pleased to invite the shareholders to attend the General Assembly to be held on Monday 24<sup>th</sup> February, 2020 – at 4:00 pm, 4th floor, bank's head office, Al Qurm area – behind Khalifa Park - Abu Dhabi, If there is no quorum, the second meeting will be held at the same time and place on Monday 02/03/2020, to consider the following agenda:

1. Discuss and approve the report of the Board of Directors on the activity of the bank and its financial statements for the financial year ending 31/12/2019.
2. Discuss and approve the report of the external auditors for the financial year ending 31/12/2019.
3. Discuss and approve the bank balance sheet and profit and loss statement for the financial year ending 31/12/2019.
4. Consider the proposal of the Board of Directors on the appropriation of net profits for the financial year ending 31/12/2019. This includes; reserves, provisions and distribution of 74% of the capital as cash dividend of 74 fils per share with a total amount of AED 8.07 billion.
5. Discuss and approve the board of directors' remuneration.
6. Discharge of the board members for their actions during 2019.
7. Discharge of the external auditors for their actions during 2019.
8. Appointment of auditors for the financial year 2020 and determine their fees.
9. Election of Board of Directors.
10. Discuss and approve Internal Shari'ah Supervision Committee annual report, and the Internal Shari'ah Supervision Committee Members that were approved by the Higher Shari'ah Authority of the Central Bank of the UAE.

### Special Resolutions:

11. Approve the amendment of Articles numbers:
  - Article (3), Article (5) Clause "1", "11" and "19", Article (15), Article (47), Article (56) Clause "2", and Article (65) to the Bank's Articles of Association, all such changes made to reflect the new banking law Decretal Federal Law No. (14) of 2018, subject to the approval of the Securities and Commodities Authority and other competent authorities.
  - Article (5) Clause "9" in relation to trade in foreign currencies and precious metals in the Bank's name and for its account and in the name and for the account of others, by adding to our objects clause the power to allow the bank to trade in all types of derivatives, repurchase transactions, structured financial instruments, subject to the approval of the Securities and Commodities Authority and other competent authorities.
  - Article (26) in relation to the number of meetings held by the Board of Directors to comply with the provisions of the Central Bank UAE Corporate Governance Regulations and Standards for Banks, subject to the approval of the Securities and Commodities Authority and other competent authorities.
12. Approve the renewal of the issuing programs or Islamic sukuk or bonds non-convertible into shares, or create new programs, up to a maximum of USD 10 billion.

13. Authorize the Board of Directors:-

- A. to issue any type of bonds or Islamic sukuk (in each case, non-convertible into shares) for an amount not exceeding USD 10 billion, or establish or update any financing programmes, or enter into any liability management exercise, and to determine the terms of issuing such bonds, Islamic sukuk or other securities, and set their date of issue, not to exceed one year from the date of this approval, subject to obtaining the approval of the relevant competent authorities; and
- B. to issue additional tier 1 bonds for regulatory capital purposes up to an amount of USD 1 billion (or its equivalent in any other currency) and such bonds shall include the terms and conditions required by the UAE Central Bank of the United Arab Emirates, including, the following features: subordination, the discretion of the Bank to cancel or not pay interest payments to investors in certain circumstances and write-down provisions that are triggered in the event of non-viability, as the same may be listed and/or admitted to trading on a stock exchange or any other trading platform and/or unlisted.

**Remarks:**

1. Each shareholder registered in the Bank's share register on the 23<sup>rd</sup> of February 2020 has the right to attend the Bank's General Assembly and may authorize a representative of his choice, other than a member of the Board of Directors of the First Abu Dhabi Bank, to attend the Meeting and vote, by means of a written proxy (according to the below format). 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 persons may authorize a representative or any of its management, pursuant to a proxy from its board of directors or other management body, to represent it at the General Assembly. The representative's authorities shall be limited to those vested in the proxy. The proxy must be delivered to the Issuer Services Department, First Abu Dhabi Bank, FAB Building Khalifa Business Park – Al Qurm District, 4<sup>th</sup> floor, Abu Dhabi. Proxies must be received at least two days prior to the date of the meeting in order to be documented in the relevant records, and only original proxies will be accepted.

2. 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 First Abu Dhabi Bank – Issuer Services Department at least two days prior to the second meeting.

3. A Special resolution is a decision made by the majority votes of shareholders who own at least three quarters of the shares represented at the General Assembly.

The owners of shares registered on Sunday 23/02/2020 are eligible to vote in the General Assembly meetings, whereas the owners of shares registered on Thursday, 05/03/2020 (i.e. buyers on 03/03/2020) are the ones entitled for Cash Dividends for the financial year ending 31/12/2019.

Shareholders can view Bank's financial statements on the Bank's website. [www.bankfab.com](http://www.bankfab.com) and Abu Dhabi Stock Exchange website [www.adx.ae](http://www.adx.ae), and investor's rights guidelines on Securities & Commodities authority home page under the following link: <https://www.sca.gov.ae/ar/services/minority-investor-protection.aspx>

All shareholders are kindly requested to update their data and addresses with Abu Dhabi Stock Exchange to ensure receipt of dividend, as cash dividends will be distributed through Abu Dhabi Stock Exchange.

**Board of Directors**