

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 25th February, 2019 – 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 04/03/2019, 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 31/12/2018.
- 2) Discuss and approve the report of the external auditors for the financial year ending 31/12/2018.
- 3) Discuss and approve the bank balance sheet and profit and loss statement for the financial year ending 31/12/2018.
- 4) Consider the proposal of the Board of Directors on the appropriation of net profits for the financial year ending 31/12/2018. This includes; reserves, provisions and distribution of 74% of the capital as cash dividend of 74 fils per share with total amount of AED 8.06 billion.
- 5) Discuss and approve the board of directors' remuneration.
- 6) Discharge of the board members for their actions during 2018.
- 7) Discharge of the external auditors for their actions during 2018.
- 8) Appointment of auditors for the financial year 2019 and determine their fees.

Special Resolutions:

- 9) Approve the amendment to the bank's Articles of Association "6" in relation to share capital , to increase capital from AED 10,897,545,318 to AED 10,920,000,000 , by increasing existing staff share option scheme , subject to Securities & Commodities authority and competent authorities' approval .
- 10) Approve the amendment to the bank's Articles of Association "7" in relation to foreign ownership limit, to increase it from 25% to 40%, subject to Securities & Commodities authority and competent authorities' approval.
- 11) Authorize the Board of Directors to issue any type of bonds, Islamic Sukuk, non-convertible into shares under the existing programmes for an amount not exceeding USD 7.5 billion, update any existing financing programme or establish other financing programmes, or enter into any liability management, and to determine the terms of issuing such bonds, Islamic Sukuk, and set their issuance date, not to exceed one year from the date of approval, subject to obtaining the approval of the competent authorities.

Remarks:

1. Each shareholder registered in the Bank's share register on the 24st of February 2019 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, 4th 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, 24/02/2019 are eligible to vote in the General Assembly meetings, whereas the owners of shares registered on Thursday, 07/03/2019 (i.e. buyers on 05/03/2019) are the ones entitled for Cash Dividends for the financial year ending 31/12/2018.

Shareholders can view Bank's financial statements on the bank and Abu Dhabi Stock Exchange website, and investors rights guidelines on Securities & Commodities authority home page under the following link: <https://www.sca.gov.ae/Arabic/Pages/Home.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

General Assembly Meeting Agenda

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