

Invitation to attend the General Assembly of the National Bank of Abu Dhabi (P.J.S.C)

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 General Assembly to be held on Tuesday 28 February, 2017 at 5 pm at the Intercontinental Hotel - Abu Dhabi - Dar El Isteqbal Ballroom 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 2016;
2. To consider and approve the External Auditors' report for the fiscal year ended on 31 December 2016;
3. To consider and approve the Balance sheet and profit & loss statements for the fiscal year ended on 31 December 2016;
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 2016;
5. To consider and approve the Board of Directors' proposal concerning the distribution of 45 fils per share as cash dividend to the Shareholders;
6. To consider and approve the Board Members' remuneration for the fiscal year ended on 31 December 2016;
7. To discharge the Directors and the Auditors of the bank from their liability for the fiscal year ended 31 December 2016;
8. To consider the appointment of external auditors of the Bank for the fiscal year 2017 and determine their fees.

Special Decision:

9. Increase the size of the Existing Euro Medium Term Note Programme (EMTN) from USD 7.5 billion to USD 15 billion.

Remarks:

1. Each shareholder, who is registered in the Bank's sharebook on the 27th of February 2017, 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 National Bank of Abu Dhabi, to attend the Meeting and vote, 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 authorize 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 building, 9th floor. 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. Shareholders who are registered in the Bank's sharebook on the tenth day after the General Meeting date shall be eligible to receive the dividends approved by the General Assembly which is 12 March, 2017. In case the quorum was not achieved for the General Assembly, a second meeting shall be held on Tuesday 7 March 2017.
3. 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 the National Bank of Abu Dhabi - Securities & Funds Administration Services Department at least two days prior to the second meeting.
4. A copy of the Bank's financial report for the year ending 31 December 2016 shall be available on the Bank's website www.nbad.com and Abu Dhabi Securities Exchange website.
5. 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.
6. 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.