



## INVITATION TO ATTEND THE GENERAL ASSEMBLY OF THE SHAREHOLDERS OF UNITED ARAB BANK (PJSC)

The Board of Directors of **United Arab Bank (P.J.S.C.)** (“Bank”) is pleased to invite you to attend the General Assembly Meeting which will be held on Thursday 29 April 2021 at 1:00pm Virtually without physical attendance, to discuss and approve the below agenda.

**I- Items to be approved by an ordinary resolution** (*passed by 50% of the shares represented at the General Meeting - as per the Commercial Companies Law No. 2 of 2015*):

1. Consider and approve the Report of the Board of Directors on the Bank’s activities and financial position for the year ended 31 December 2020.
2. Consider and approve the Auditor’s Report on the Bank’s financial position for the year ended 31 December 2020.
3. Consider and approve the Bank's Balance Sheet and Profit and Loss Account for the year ended 31 December 2020.
4. Consider and approve the Board of Director’s recommendation to not distribute dividends, whether in cash or bonus shares, for the year 2020.
5. Consider and approve the Board of Director’s recommendation to not distribute any remuneration to the Board of Directors for 2020.
6. Discharge the members of the Board of Directors for the year ended 31 December 2020 or to dismiss them and file a liability lawsuit against them, as the case may be.
7. Discharge the Bank’s auditors for the year ended 31 December 2020 or dismiss them and file a liability lawsuit against them, as the case may be.
8. Appoint the Bank’s auditors for the year ending 31 December 2021 and determine their fees
9. Elect the Bank’s Board of Directors members for the coming term of three (3) years.
10. Authorize the Bank’s elected Board members to participate in business in competition with the Bank as per Article (152) of the Commercial Companies Law No. 2 of 2015.
11. Consider and approve the Annual Report of the Internal Sharia Supervisory Board.
12. Reviewing and approving the appointment of Dr. Shk Mousa Tariq Ahmad Khoory as a new member in the Internal Sharia Supervision Committee of the Arab Bank and the renewal of the membership of the current members (Dr. Ahmad Al-Haddad and Dr. Abdulaziz Al-Anzi).
13. Discussing the appointment of representatives on behalf of the shareholders to attend the General Assembly meetings and renewing their fees in accordance with the requirements of the Authority

**II- Items to be approved by an extraordinary resolution** (*passed by 75% of the shares represented at the General Meeting - as per the Commercial Companies Law No. 2 of 2015*):

1. To consider and approve any issuance of bonds or other non-convertible debt instruments in a private placement through secured arrangements, whether in the form of loans or bonds with a maximum amount of \$ 100,000,000 or equivalent in other currencies, in compliance with all applicable laws and the requirements of the Securities and Commodities Authority and the Central Bank of the United Arab Emirates . And authorizing the Board of Directors to take what is necessary for its issuance, not exceeding one year from the date of the General Assembly, and taking into account the legal controls regulated.

**Notes**

1. Shareholders can register and vote using ADX digital platform “SAHMI”. For more inquiries about electronic voting procedure, please visit this link <https://www.adx.ae/Arabic/pages/NewsDetails.aspx?viewid=20200322105420>
2. Any shareholder having the right to attend the General Assembly may delegate any person elected by such shareholder, other than a member of the Board, employees of the company or brokerage company or its employees, under a special written proxy. A proxy of a number of shareholders shall not hold in this capacity over 5% of the capital of the Bank. Shareholders who are minors or interdicted shall be represented by their legal representatives.
3. A corporate person may delegate one of its representatives or those in charge of its management under a decision passed by its Board of Directors or any similar entity to represent such corporate person in any General Assembly of the Bank. The delegated person shall have the powers as determined under the delegation decision.
4. The General Meeting shall not be validly held unless attended by shareholders (in person or via proxy) representing not less than 50% of the share capital of the Bank. In the event that such quorum is not present at the first General Meeting, a second meeting will take place on 10 May 2021 at the same venue and time and the second meeting shall be valid irrespective of the shareholders attendance percentage.
5. The owner of a share registered on the working day preceding the meeting of the general assembly on Wednesday 28 April 2021 shall be deemed to be the holder of the right to vote in the meeting.
6. The Shareholders may view the Bank’s financial statements and the proposed amendments to the Articles of Association on the Abu Dhabi Securities Exchange website.
7. The number of the Board members to be elected is (9) members.



8. The door for nominations for the board membership shall remain opened for ten (10) days from the date of this invitation.
9. A candidate for the board membership must satisfy the conditions set forth in Federal Law No 2 of 2015 concerning Commercial Companies and the Articles of Association of the Bank.
10. For more information about the required documentation for new Board nominations, please visit the website of the bank [www.uab.ae](http://www.uab.ae), or contact [investor.relations@uab.ae](mailto:investor.relations@uab.ae)
11. A candidate for the board membership may not waive his candidature in favor of another person after the nomination period has been closed.
12. The Bank shall post the names of candidates and their information related to the nomination on the bulletin board in its main office and on its internet website ([www.uab.ae](http://www.uab.ae)) 5 days before the meeting .
13. After the door for nomination is closed, the list of the names of candidates shall be provided to the UAE Central Bank, the Securities and Commodities Authority and the Market shall be provided with a list of candidates after the nomination is closed.
14. A Special Resolution is a resolution passed by a majority of shareholders holding at least 75% of the shares represented at the General Meeting of the Bank.
15. Investor relations guide is available on SCA main page at:  
<https://www.sca.gov.ae/ar/services/minority-investor-protection.aspx>