



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.) is pleased to invite you to attend the Annual General Assembly ("AGA") of the Bank's shareholders to be convened at 17h00 on Monday, 10 April 2017 at the Coral Beach Resort in Sharjah, to consider the following agenda items:

I- Ordinary Items (Quorum: 50% of the share capital; Vote: by absolute majority of the shares represented as per the Commercial Companies Law No. 2 of 2015):

1. To consider and approve the Board of Directors' Report on the Bank's activities and Financial Position for the year ended 31 December 2016.
2. To consider and approve the external auditor's report on the Bank's Balance Sheet and Financial Position for the year ended 31 December 2016.
3. To discuss and approve the Bank's Balance Sheet and Income Statement for the year ended 31 December 2016.
4. To consider and approve the proposal of the Board of Directors regarding the distribution of 0 (zero) dividend, whether in cash or script, for the year ended 31 December 2016.
5. To consider and approve the proposal of the distribution of 0 (zero) remuneration for the Board of Directors for 2016.
6. To consider and approve the proposed revised "Board of Directors Remuneration Policy" in line with the new SCA regulation 7 R.M /2016.
7. To approve or abstain from granting a discharge or absolution of the Board Members from their obligation or liability during the financial year ended 31 December 2016.
8. To approve or abstain from granting a discharge or absolution of the External Auditors from their obligation or liability during the financial year ended 31 December 2016.
9. To appoint the external auditors for the financial year 2017 and determine their fees.
10. To approve or abstain the appointment of Mr. Fahad Badar and Mr. Joseph Abraham as Members of the Board of Directors to complete the term of their predecessors representing the Commercial Bank.

II- Extraordinary Items (Vote: 75% of the shares represented as per the Commercial Companies Law No. 2 of 2015):

1. To consider and approve the establishment of one or more debt programmes for the issuance of bonds (medium term notes, commercial paper and certificates of deposit), provided that the amount of any issuance thereunder complies with all applicable laws and requirements of the Securities and Commodities Authority and the Central Bank of the UAE.
2. To consider and approve any issue of bonds on a standalone basis (conventional bonds, structured bonds, trust certificates or other similar debt instruments) or, as the case may be, through collateralized arrangements whether in loan or bond format, in compliance with all applicable laws and requirements of the Securities and Commodities Authority and the Central Bank of the UAE.
3. To consider and approve the inability of such debt instruments, in all cases mentioned above to be convertible into shares of the Bank and that such Approved Activities shall be achieved at a time and in a manner to be determined by the Board of Directors, subject to the approval of the Securities and Commodities Authority and the Central Bank of the UAE.

Qualifications and Procedures for attendance of AGA and EGA

- Each shareholder registered in the share register on Sunday 04.09.2017, shall be entitled to vote in the General Assembly Meeting.
- Qualified shareholders who cannot attend the AGA in person may appoint by written proxy a representative to act for them at the AGA, provided that the representative is not a board member and does not hold a total number of share that exceeds 5% of the share capital. Shareholders who are minor or not qualified may be represented by their legal guardian or curator.
- Corporate entities may delegate a legal representative or one of their management members, by virtue of a Board resolution or a proxy signed by an authorized signatory, to represent them at the AGA.
- The financial statements of the Bank can be viewed on Abu Dhabi Securities Exchange website or the Bank's website (www.uab.ae)
- The AGA shall not be valid unless attended by a number of shareholders representing in person or by proxy 50% of the share capital. If the quorum is not satisfied on the above cited date, the meeting shall be deferred to 17 April 2017 at the same time and in the same place. The deferred meeting shall be valid with those present.
- All shareholders are requested to contact ADX and make sure that their payment and address details are up to date to ensure they receive payment of their eligible dividend, if any.

Important Notes:

Shareholders are kindly requested to attend the meeting half an hour before the specified time, carrying the proxy forms if applicable, along with their ID cards in order to facilitate the registration procedures.

For more information, feel free to contact the UAB company secretariat at 065075917, email: investor.relations@uab.ae