

Invitation to Attend the Annual General Assembly Meeting of Abu Dhabi Commercial Bank PJSC (the "Bank")

Abu Dhabi Commercial Bank's Board of Directors is pleased to invite the shareholders to attend the Bank's 41st Annual General Assembly Meeting which will be held physically as well as remotely, at 23rd Floor, ADCB Head Office Building (Intersection of Sheikh Zayed Street with Electra Street), Abu Dhabi on **Thursday, 27th February 2025**, at 5:00 PM. Online registration will be open from Wednesday, 26th February 2025 at 8:00 AM. In case the said meeting falls short of a quorum, the Annual General Assembly Meeting will also be held physically and remotely at the same place on Thursday, 6th March 2025 at 9:00 PM for reviewing and, if appropriate, approving the following:

GENERAL ASSEMBLY MEETING NO. 41 AGENDA

1. To hear and approve the Board of Directors' report on the Bank's activities and financial statements for the year ended 31/12/2024.
2. To hear and approve the report of the External Auditors of the Bank for the year ended 31/12/2024.
3. To hear and approve the Annual Shari'ah Report approved and issued by the Internal Shari'ah Supervision Committee in respect of the Bank's Islamic window for the year ended 31/12/2024.
4. To appoint a member of the Internal Shari'ah Supervision Committee for the Bank's Islamic window for a period of three years.
5. To approve and notify the Zakat per share calculated as per the guidance and approval of the Internal Shari'ah Supervision Committee of the Bank in relation to the Shari'ah compliant business activities of the Bank's Islamic Window for the year ended 31/12/2024.
6. To discuss and approve the audited balance sheet and the profit and loss account of the Bank for the year ended 31/12/2024.
7. To consider and approve the Board of Director's proposal to distribute cash dividends of 0.59 AED per share to shareholders for the year ending 31st December 2024 amounting to AED 4.319 billion.
8. To determine and approve the Board of Directors' remuneration, including Board Committees' sitting fees, for the year 2024.
9. To absolve the members of the Board of Directors of the Bank from liability for their work during the year ended 31/12/2024 or to dismiss them and pursue them as the case may be.
10. To absolve the External Auditors of the Bank from liability for their work during the year ended 31/12/2024 or to dismiss them and pursue them as the case may be.
11. To appoint External Auditors for the year 2025 and to determine their fees for the same year.
12. To endorse the appointment, election and/or re-election of members of the Board of Directors, in accordance with the Bank's Articles of Association.

MATTERS THAT NECESSITATE SPECIAL RESOLUTIONS

Renewal of Debt Issuance Programs:

- To approve the renewal of the Bank's debt issuance programs and to approve the creation of new programs, in each case, for the purposes of issuing securities non-convertible into shares, for an amount not exceeding U.S.\$8,000,000,000;
- To approve the issue of debt on a standalone basis, up to a maximum amount of U.S.\$2,000,000,000 (including, without limitation, the issuance of conventional notes/bonds, structured notes/bonds, covered notes/bonds, sukuk or other similar instruments or, as the case may be, through collateralized arrangements whether in loan or note/bond format, as the same may be listed and/or admitted to trading on a stock exchange or any other trading platform and/or listed/unlisted);
- To approve the issue of debt tier capital instruments (including additional Tier 1 capital or subordinated Tier 2 capital) securities with an aggregate face amount of up to U.S.\$2,000,000,000 for the purposes of strengthening the Bank's capital adequacy ratio. The capital instruments shall include the terms and conditions required by the UAE Central Bank, including, in relation to additional Tier 1 capital the following features: subordination; coupon non-payment events; and non-viability and write-down provisions and in relation to subordinated Tier 2 capital the following features: subordination and non-viability and write-down provisions;
- To authorize the Board of Directors of the Bank (and any committee or officer of the Bank so authorized by the Board and any other person authorized by such committee or officer, jointly or severally) to: issue any type of securities, sukuk or other securities (in each case non-convertible into shares), including for the purposes of issuing such securities, sukuk or other securities under the Bank's sustainable finance framework; or establish or update any programs, or enter into any liability management exercise, for an amount not exceeding U.S.\$ 8,000,000,000 and to determine the terms of issuing such securities, sukuk or other securities, and set their date of issue, subject to obtaining the approval of the relevant competent authorities, as applicable, and in accordance with the provisions of the Bank's Articles of Association.

Notes:

1. Any shareholder that has the right to attend the General Assembly meeting may appoint a person, other than a Director or employee of the Bank or any brokerage firms or employees thereof, under a special proxy. A proxy shall not hold in this capacity over 5% of the share capital of the company. Shareholders who are minors or legally incapacitated shall be represented by their legal representatives, (subject to the governance requirements of the Securities and Commodities Authority).
2. Shareholders can register to attend the meeting and vote on the resolution through <https://smartagm.ae/en> at the registrar.
3. A corporate person shall be entitled to delegate one of its representatives or officers by a Board resolution to represent it in the General Assembly Meeting of the Bank. The delegated person shall have the powers determined under the delegation decision. Accordingly, any agent owner must send by e-mail to CapitalMarketsTeam@adcb.com along with the supporting documents and mention the personal phone number for verification and send an SMS with username/password to complete registration. To inquire about registration and voting procedures, please visit <https://www.adcb.com/en/about-us/annual-general-assembly> or contact the Bank's Capital Markets Department Tel.: 00971 2 6962144.
4. Every shareholder whose name is registered on the last business day preceding the Bank's Annual General Assembly Meeting (i.e. on **Wednesday, 26th February 2025**) shall be entitled to vote at the General Assembly Meeting. In case the meeting is held on Thursday, 6th March 2025 at 9:00 PM due to lack of quorum in the first meeting, every shareholder whose name is registered on the last business day preceding the Bank's Annual General Assembly Meeting (i.e. on **Wednesday, 5th March 2025**) shall be entitled to vote at the General Assembly Meeting.
5. If the first meeting is held, the shareholders who own shares on **Monday, 10th March 2025** shall be entitled to the dividends. If the second meeting is held, the shareholders who own shares on **Monday, 17th March 2025** shall be entitled to the dividends.
6. The shareholders can access all attachments, including the Board of Directors' report, the financial statements and the bank's integrated report through ADX's website on <https://www.adx.ae/main-market/company-profile/overview?symbols=ADCB&secCode=ADCB> or at the Bank's website on <https://www.adcb.com/en/about-us/annual-general-assembly>.
7. The shareholders can access and review the guide to investors rights through the following link on the Securities & Commodities Authority website <https://www.sca.gov.ae/en/regulations/minority-investor-protection.aspx>.
8. The General Assembly Meeting shall be valid only if attended by shareholders or their representatives by proxy holding not less than 50% of the Bank's issued share capital. In the event that the required quorum for the General Meeting is not met, the second meeting shall be held on **Thursday, 6th March 2025** at 9:00 PM, The second meeting is considered valid regardless of the number of attendees.
9. A Special Resolution is a resolution passed by majority vote of the shareholders who hold at least 75% of the shares represented in the General Assembly meeting of the Bank.

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