

Invitation to Attend the General Assembly Meeting of Abu Dhabi Commercial Bank PJSC



The Board of Directors ("Board" or "Board of Directors") of **Abu Dhabi Commercial Bank PJSC** (the "**Bank**") is pleased to invite its shareholders to the General Assembly ("**GA**" or "**General Assembly**") meeting of the Bank to be convened physically at 23rd Floor, ADCB Head Office Building (Intersection of Sheikh Zayed Street with Electra Street), Abu Dhabi, United Arab Emirates, and remotely on Monday, 13th October 2025 at 5:00 PM (UAE time), Online registration will be open from Friday, 10th October 2025 at 8:00 AM. In the event that a quorum is not achieved, the General Assembly meeting will be held physically and remotely at the same location on Monday, 20th October 2025 at 5:00 PM (UAE time) to review and, if deemed appropriate, approve the following agenda items:

AGENDA:

1. Review and approve the Board of Directors' report which indicates the Bank's plan concerning the capital increase as well as the use of proceeds of the capital increase.

MATTERS REQUIRING A SPECIAL RESOLUTION AS FOLLOWS:

Special Resolution (1):

Consider and approve the increase in the share capital of the Bank by up to AED 592,228,700 (five hundred and ninety-two million, two hundred and twenty-eight thousand, seven hundred Dirhams) by way of rights issue by issuing up to 592,228,700 (five hundred and ninety-two million, two hundred and twenty-eight thousand, seven hundred) new shares at an issue price of AED 10.3 (ten Dirhams and thirty fils), representing the nominal value of AED 1 (one) per share and a share premium of AED 9.3 (the "**Share Capital Increase**") so that the share capital of the Bank will be increased from AED 7,319,947,010 (seven billion three-hundred and nineteen million, nine-hundred and forty-seven thousand and ten Dirhams) to up to AED 7,912,175,710 (seven billion nine hundred and twelve million, one hundred and seventy five thousand, seven hundred and ten Dirhams), provided that the new shares will be offered to all existing shareholders of the Bank to be subscribed for on a pro-rata basis, and to approve granting the Board the full authority to take all actions required to implement and execute the Capital Increase pursuant to the provisions of the Federal Decree by Law Number 32 of 2021 Concerning Commercial Companies as amended ("**CCL**") and the regulations issued by the Securities and Commodities Authority ("SCA") and to approve granting the Board the full authority to accept the amount that will be subscribed for without offering the remaining shares (if any) for public subscription.

Special Resolution (2):

Approving the amendment of Article (6) of the Articles of Association of the Bank to reflect the Share Capital Increase*.

Article (6) (before and after the amendment)

Before the Share Capital Increase:

The Share Capital of the Bank

The issued share capital of the Bank has been set at AED 7,319,947,010 divided into 7,319,947,010 shares with a nominal value of AED 1 (one United Arab Emirates Dirham) per share all of which are fully paid up cash shares.

After the Share Capital Increase:

The Share Capital of the Bank*

The issued share capital of the Bank has been set at AED 7,912,175,710 (seven billion nine hundred and twelve million, one hundred and seventy-five thousand, seven hundred and ten Dirhams), divided into 7,912,175,710 (seven billion nine hundred and twelve million, one hundred and seventy-five thousand, seven hundred and ten) shares with a nominal value of AED 1 (one) per share all of which are fully paid up cash shares.

2. Authorising the Chairman of the Board or any person authorised by him to take all necessary procedures and actions to implement the abovementioned resolutions relating to the Share Capital Increase. This authorisation shall include, without limitation, the authority to sign all documents required to implement the rights issue and the Share Capital Increase, to contact and negotiate with any individual or entity (whether official or not) within the UAE or abroad, and undertake the necessary procedures to amend the Bank's Articles of Association; and to determine the terms of the rights issue, and subscription period of the rights issue and to accept the amount subscribed for in the Share Capital Increase shares by the rights holders without offering the remaining shares (if any) for public subscription, and to determine the final number of shares to be issued and the new share capital of the Bank. The authorised person shall have full discretion to take any action deemed necessary or appropriate to ensure the successful execution of the Share Capital Increase.

NOTES

1. A shareholder who is entitled to attend the General Meeting may delegate any person, who is not a Board Member, employees of the Bank or brokerage company or its employees to attend the General Meeting on their behalf by virtue of a written special written authorization/proxy made. A Proxy holder may not represent a number of shareholders in excess of 5% of the Bank's capital. However, if the proxy is representing one single shareholder, his/her proxy may exceed 5% of the Bank's capital. Minors and those who have no legal capacity shall be represented by their legal representatives. 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 CapitalMarketsTeam@adcb.com at least two days prior to the second meeting. The requirements under Clauses No. 1 and 2 of Article 40 of Securities and Commodities Chairman Decision No. (3/Chairman) of 2020 on the Approval of Public Joint Stock Companies Governance Guide ("**Governance Guide**") on adopting proxies shall be met. These requirements are set out in the explanatory disclosure on adopting proxies which is annexed to this invitation. The shareholders may review the disclosure in relation to the procedure for the adoption of a proxy published on the Bank's website and the Abu Dhabi Securities Exchange ("ADX") website.
2. A legal entity may delegate one of its representatives or officers, by a resolution from its Board of Directors, to represent it at the Bank's General Assembly. The delegated person shall have the powers specified in the delegation resolution. The delegated person must send the proxy form via email to CapitalMarketsTeam@adcb.com, along with all required documents for identity verification, and must provide their name and mobile number to receive SMS messages for registration. For inquiries about registration and voting procedures, please visit the website adcb.com/en/about-us/annual-general-assembly, or contact the Capital Markets Department at +971 2 8125582.
3. **Electronic Registration, Attendance and eVoting:**
 - a) Shareholders can register to attend the meeting & vote on the resolutions through smartagm.ae/en at the registrar.
 - b) An invitation will be sent to shareholders via registered SMS and Email addresses which contains the registration link on Friday 19 September 2025.
 - c) After verifying the registration details, the login credentials including the meeting link, username, and password will be sent to the approved shareholders/proxyholders via SMS and Email provided in the registration form a day before the GA.
 - d) For any queries related to the electronic registration, attendance and eVoting, please read the instructions available on SmartAGM Portal smartagm.ae or via the support channels on SmartAGM Portal or contact the Bank at CapitalMarketsTeam@adcb.com.
4. The registered shareholder on the business day preceding the Bank's GA meeting i.e. on Friday 10th October 2025, shall have the right to attend and vote at the General Meeting. In case of the second meeting on Monday 20th October 2025 due to lack of quorum in the first meeting, the registered shareholder on the business day preceding the Bank's GA meeting i.e. on Friday 17th October 2025 shall have the right to attend and vote at the second General Meeting.
5. The General Meeting is valid only if attended by shareholders holding or representing by proxy at least 50% of the Bank's share capital. In the event that such quorum is not achieved at the first General Meeting, a second meeting will take place on Monday 20th October 2025 at the same place and time and the second meeting shall be valid irrespective of the shareholders attendance percentage.
6. A special resolution is a resolution issued by the majority vote of the shareholders holding no less than three quarters of the shares attended or represented in the General Meeting of the Bank.
7. The shareholders can access all attachments, including the Board of Directors' report through the Bank's website on adcb.com/en/about-us/annual-general-assembly.
8. The shareholders can view and download the investor protection guide at the Securities and Commodities Authority's website sca.gov.ae/en/regulations/minority-investor-protection.aspx.

*The final amount of the Bank's share capital increase will be determined upon the closing of the subscription period for the capital increase and after obtaining the approval of the Securities and Commodities Authority.

Abu Dhabi Commercial Bank General Assembly

اجتماع الجمعية العمومية لبنك أبوظبي التجاري

Proxy

توكيل

M/s Abu Dhabi Commercial Bank

السادة/ بنك أبوظبي التجاري

I hereby confirm to have authorized

بهذا أؤكد بأنني قد خولت

Mr. / السيد /

To represent me before the General Assembly of Abu Dhabi Commercial Bank to be held on 13th October 2025 and to act in my place and stead on all matters during the said meeting or at any adjournment of this meeting.

أن يمثلني في اجتماع الجمعية العمومية لبنك أبوظبي التجاري الذي سيعقد بتاريخ ١٣ أكتوبر ٢٠٢٥ وله الحق في أن يقوم مقامني في جميع الأمور خلال الاجتماع المذكور أو أي تأجيل له.

Shareholder's Name:	اسم المساهم:
Shareholder's Mobile No.:	رقم تليفون المساهم:
Authorized Person's Mobile No.:	رقم تليفون المفوض:
Investor No.:	رقم المستثمر:
No. of Shares:	عدد الأسهم:
Shareholder's Signature:	توقيع المساهم:
Date:	التاريخ:

Entity that Approved the Proxy

جهة اعتماد التوكيل

Entity Name that Approved the Proxy: اسم الجهة معتمدة التوكيل:

Person in Charge Name: اسم المسؤول:

Contact Number: رقم التليفون:

Signature: التوقيع:

According to Securities and Commodities Authority requirements, the signature on the written delegation shall be the signature approved by/from any of the following entities:

بناءً على متطلبات هيئة الأوراق المالية والسلع، يتعين أن يكون توقيع المساهم هو التوقيع المعتمد من/لدى إحدى الجهات التالية:

1. Notary Public.
2. Chamber of Commerce or Economic Department in the State.
3. Bank or company licensed in the State, provided that the agent shall have account with any of them.
4. Financial markets licensed in UAE.
5. Any other entity licensed to perform attestation works.

- ١- الكاتب العدل.
- ٢- غرفة تجارة أو دائرة اقتصادية بالدولة.
- ٣- بنك أو شركة مرخصة بالدولة شريطة أن يكون للموكل حساب لدى أي منهما.
- ٤- الأسواق المالية المرخصة في دولة الإمارات العربية المتحدة.
- ٥- أي جهة أخرى مرخص لها للقيام بأعمال التوثيق.

A corporate person may delegate one of its representatives or those in charge of its management under a resolution passed by its Board of Directors or any similar entity to represent such corporate person in any General Assembly Meeting of the Bank. The delegated person shall have the powers as determined under the delegation resolution.

للشخص الاعتباري أن يفوض أحد ممثليه أو القائمين على إدارته بموجب قرار من مجلس إدارته أو من يقوم مقامه، ليمثله في اجتماع الجمعية العمومية للبنك، ويكون للشخص المفوض الصلاحيات المقررة بموجب قرار التفويض.