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

بنك أبوظبي التجاري
ADCB

Abu Dhabi Commercial Bank's Board of Directors is pleased to invite the shareholders to attend the Bank's 42nd 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 **Tuesday 3 March 2026**, at 11:00 AM. Online registration will open on Monday 2 March 2026 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 Tuesday, 10 March 2026 at 11:00 AM, for reviewing and, if appropriate, approving the following:

GENERAL ASSEMBLY MEETING NO. 42 AGENDA

1. To hear and approve the Board of Directors' report on the Bank's activities and financial statements for the year ended 31/12/2025.
2. To hear and approve the report of the External Auditors of the Bank for the year ended 31/12/2025.
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 31/12/2025.
4. 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 31/12/2025.
5. To discuss and approve the audited balance sheet and the profit and loss account of the Bank for the year ended 31/12/2025.
6. To consider and approve the Board of Director's proposal to distribute cash dividends of AED 0.63 per share to shareholders for the year ending 31/12/2025 amounting to a total of AED 4.985 billion.
7. To determine and approve the Board of Directors' compensation, including Board Committees' sitting fees, for the year 2025.
8. To absolve the members of the Board of Directors of the Bank from liability for their work during the year ended 31/12/2025 or to dismiss them and pursue them as the case may be.
9. To absolve the External Auditors of the Bank from liability for their work during the year ended 31/12/2025 or to dismiss them and pursue them as the case may be.
10. To appoint/reappoint External Auditors for the year 2026 and to determine their fees for the same year.

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.$3,000,000,000 (including, without limitation, the issuance of conventional notes/bonds, structured notes/bonds, covered notes/bonds (including for risk transfer purposes), 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.$3,000,000,000 for the purposes of strengthening the Bank's capital adequacy ratio. The capital instruments shall include the terms and conditions required by the UAE Central Bank, including, in relation to additional Tier 1 capital the following features: subordination; coupon non-payment events; and non-viability and write-down provisions and in relation to subordinated Tier 2 capital the following features: subordination and non-viability and write-down provisions;
- To authorize the Board of Directors of the Bank (and any committee or officer of the Bank so authorized by the Board and any other person authorized by such committee or officer, jointly or severally) to: issue any type of securities, debt tier capital instruments (including additional Tier 1 capital or subordinated Tier 2 capital), sukuk or other securities (in each case non-convertible into shares), including for the purposes of issuing such securities, sukuk or other securities under the Bank's sustainable finance framework; or establish or update any programs, or enter into any liability management exercise, for an amount not exceeding U.S.$ 8,000,000,000 and to determine the terms of issuing such securities, debt tier capital instruments (including additional Tier 1 capital or subordinated Tier 2 capital), 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 & 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 in order to allow us to send an SMS with username/password to complete registration. To inquire about registration and voting procedures, please contact the Bank's Capital Markets Department Tel. +971 2 8125582.
4. Every shareholder whose name is registered on the last business day preceding the Bank's Annual General Assembly Meeting (i.e. on **Monday 2 March 2026**) shall be entitled to vote at the General Assembly Meeting. In case the meeting is held on Tuesday, 10 March 2026 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 **Monday 9 March 2026**) shall be entitled to vote at the General Assembly Meeting.
5. If the first meeting is held, the shareholders who own shares on **Friday 13 March 2026** shall be entitled to the dividends. If the second meeting is held, the shareholders who own shares on **Friday 20 March 2026** 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 **Tuesday 10 March 2026** at 11:00 AM, 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.

www.adcb.com/about/corpgovernance/corporate-governance.aspx

ADCB BOARD OF DIRECTORS

بنك أبوظبي التجاري
ADCB

Abu Dhabi Commercial Bank General Assembly

اجتماع الجمعية العمومية لبنك أبوظبي التجاري

Proxy

توكيـــل

M/s Abu Dhabi Commercial Bank (PJSC)

السادة/ بنك أبوظبي التجاري (ش.م.ع.)

I hereby confirm to have authorized

بهذا أؤكد بأني قد خولت

Full Name: .....

الاسم الثلاثي: .....

To represent me before the General Assembly of Abu Dhabi Commercial Bank to be held on 3rd March 2026 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 إجتماع الجمعية العمومية لبنك أبوظبي التجاري الذي سيعقد بتاريخ ٣ مارس ٢٠٢٦ وله الحق في أن يقوم مقامي في جميع الأمور خلال الإجتماع المذكور أو أي تأجيل له.

Shareholder's Name: ..... **اســـم المساهـــم:** .....

Shareholder's Mobile No.: ..... **رقم تليفون المساهم:** .....

Authorized Person's Mobile No.: ..... **رقم تليفون المفوض :** .....

Investor No.: ..... **رقـــم المستثمـــر:** .....

No. of Shares: ..... **عـــدد الأسهـــم:** .....

Shareholder's Signature: **توقيـع المساهـم:**

Date: ☐☐ - ☐☐ - ☐☐☐☐ **التاريـــــخ:** ☐☐☐☐ - ☐☐ - ☐☐

Entity that Approved the Proxy

جهة إعتماد التوكيل

Entity Name that Approved the Proxy: ..... **اسم الجهه معتمدة التوكيل:** .....

Responsible Person Name: ..... **اسم المسؤول :** .....

Contact Number: ..... **رقم التليفون:** .....

Signature: ..... **التوقيع:** .....

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

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 (ADX or DFM).
5. Any other entity licensed to perform attestation works.

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.

بناءاً على متطلبات هيئة سوق المال، يتعين أن يكون توقيع المساهم هو التوقيع المعتمد من/لدى إحدى الجهات التالية:

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 (سوق أبوظبي للأوراق المالية/سوق دبي المالي).
٥- أي جهة أخرى مرخص لها للقيام بأعمال التوثيق.

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