

INVITATION TO ATTEND THE ANNUAL GENERAL ASSEMBLY MEETING OF MASHREQBANK P.S.C. (A PUBLIC SHAREHOLDING COMPANY)

The Board of Directors of Mashreqbank psc (“the Bank” has the honor to invite the shareholders to attend the annual general assembly meeting which shall be held electronically/remotely on Wednesday, 20th April, 2022 at 1.00 pm (“Meeting”) to consider the following agenda. The Meeting link will be sent by e-mail and by text messages to the shareholders contact details as available in the shareholders register/book received by the Bank from the Dubai Financial Market.

Meeting Agenda:

Ordinary Resolutions:

1. Hearing and approving the Board of Director’s report on Bank’s activities and its financial position of the fiscal year ending 31 December 2021;
2. Hearing and approving the Auditor's Report of the fiscal year ending 31 December 2021;
3. Discussing and approving the Bank’s Consolidated Balance Sheet and Profit and Loss Account for the fiscal year ending 31 December 2021;
4. Approval of the appointment of Internal Shari’ah Supervision Committee Member – Dr. Mohamed Karrat.
5. Noting of the Annual Shari’ah Report for the Islamic Window of the Bank by Internal Shari’ah Supervision Committee for the Year 2021;
6. Noting on the amount of Zakat for the Islamic Window of the Bank for the Year 2021
7. To consider the recommendation of Board of Directors concerning a cash dividend distribution of AED 1 per share (at 10% of the paid-up capital) aggregating to an amount of AED 200,609,830 for the fiscal year ended 31/12/2021
8. To approve the proposal of the remuneration of the Board of Directors.
9. To discharge the Board of Directors members from their responsibility for the financial year ending 31 December 2021;
10. To discharge the External Auditors from their responsibility for the financial year ending 31 December 2021;
11. To appoint the External Auditors for the year 2022 and determine their professional fees.
12. To appoint representatives of shareholders and determining their fees in accordance with the requirements of Item (4) of Article No. (40) of the Public Shareholding Company Governance issued by the Authority’s Board Chairman Decision No. (3 / R.M) of 2020 as amended by Authority’s Board Chairman Decision No. (6 / R.M) of 2022.

B- Special Resolutions:

Approval for issuance of conventional bonds up to an amount of U.S.\$ 1,000,000,000 for regulatory capital purposes for the purposes of strengthening the Group's capital adequacy ratio (the capital securities shall include the terms and conditions required by the UAE Central Bank, including, in relation to additional tier 1 capital instruments, the following features: subordination; coupon non-payment events; and non-viability and write-down provisions).

NOTES

1. According to the directives of the Securities and Commodities Authority, the shareholders of the Bank who will attend the meeting must register the attendance to be able to vote on the General Assembly agenda items electronically. Registration opens at 1.00 pm on 16/04/2022, 4 days before the General Assembly Meeting, and registration closes at 1.00 pm on Wednesday, 20/04/2022, the day of the Meeting. Hence, for online registration, please visit the following website: www.smartagm.ae.
2. Those who have the right to attend the General Assembly Meeting, may delegate their right to whosoever except to the members of the Board or the employees of the Bank, brokerage company or its staff under special written proxy. A proxy holder - for a number of shareholders - must not hold in this capacity over (5%) five percent of the Bank's capital and shareholder who legally incapacitated and deficient shall be represented by their legal representatives provided that the requirement set out in Clause 1 and 2 of Article No. (40) of the Decision of the Chairman of the Board of Directors of Securities and Commodities Authority No. (3 / R.M) of 2020 regarding Governance Manual for public shareholding companies must be taken into account, so that the signature of the shareholder in the proxy must be approved by the Notary Public, Chamber of Commerce or Economic Department in the UAE, a bank or a company licensed in the UAE provided that the principal has an account with any of them, or any other authorized entity to carry out the authentication works.
3. Any 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 to represent such corporate person in the General Assembly Meeting of the Bank. The delegated person shall have the powers as determined under the delegation resolution.
4. Shareholders can appoint any of the following names in accordance with paragraph (4) of Article (40) of the Corporate Governance Guide issued by Resolution of the Chairman of the SCA No. (3/R.M) of 2020 as amended by Authority's Board Chairman Decision No. (6/R.M) of 2022:
 - Lawyer/ Mr. Ali Awad
Mobile: 056-1745335
Email: a.awad@tamimi.com
 - Lawyer/ Mr. Dalmook Mohammed Dalmook
Mobile No. 050-6455800
Email: dmd@dalmook.ae

5. The owner of the shares registered as on Tuesday, 19th April 2022 (one day before the Meeting) is entitled to attend and vote in the General Assembly Meeting whereas the shareholders whose names appear in the share register on Saturday, 30/04/2022 (tenth day of the meeting) are entitled to cash dividends for the year ending 31/12/2021.
6. The special decision that is issued by a majority vote of the shareholders who own at least three quarters of the shares represented at the company's General Assembly Meeting.
7. The General Assembly Meeting is not valid unless attended by shareholders who own or represent at least 50% of the company's capital, and if this quorum is not achieved in the first meeting, the second meeting will be held on Tuesday, 26th April 2022 at the same time and place, the proxies issued shall stand valid for the second meeting, the second meeting is considered convened if attended by at least one shareholder.
8. Shareholders should update their contact information details with the Dubai Financial Market to ensure adequate communication with the Bank, to provide them with the meeting attending links, and receiving dividends, if any.
9. Shareholders can view the Consolidated Financial Statements of the Bank & Corporate Governance Report by visiting the website of Dubai Financial Market at www.dfm.ae.
10. Shareholders can view Guide to the Shareholder Rights on the Authority's official website_ <https://www.sca.gov.ae/en/services/minority-investor-protection.aspx>.

BY THE ORDER OF THE CHAIRMAN OF THE BOARD