

## INVITATION TO ATTEND THE GENERAL ASSEMBLY MEETING OF MASHREQ BANK P.S.C

The Board of Directors of Mashreq Bank P.S.C (the **Bank**) invites the shareholders to attend the annual general assembly meeting **in person** at the Bank's headquarters (6th Floor) in Dubai or **by attending virtually** through an electronic link for the meeting that will be sent to the shareholders via SMS or email following registration of their attendance to enable shareholders to attend the meeting virtually, discuss the agenda and vote on the proposed resolutions in real time, on Thursday 7th March 2024 at 11:00 am (UAE time) to consider the following agenda:

**Firstly:** Authorise the chairman of the general assembly to appoint a secretary to the meeting and a vote collector.

**Secondly: Ordinary resolutions agenda items:**

1. Consider and approve the Board of Directors' report on the Bank's activity and its financial position for the financial year ended 31 December 2023.
2. Consider and approve the auditor's report for the financial year ended 31 December 2023.
3. Consider and approve the Bank's balance sheet and profit and loss account for the financial year ended 31 December 2023.
4. Consider and approve the Annual Shari'ah Report for the Islamic Window of the Bank by Internal Shari'ah Supervision Committee for the Year 2023.
5. To approve the appointment of Bank's Internal Shari'ah Supervisory Committee members.
6. Noting the amount of Zakat for the Islamic Window of the Bank for the Year 2023.
7. Consider and approve the Board of Directors' recommendation regarding the distribution of a cash dividend amounting to AED 18.5 per share (at 185% of the paid-up capital) aggregating to an amount of AED 3,711,281,855 for financial year ended 31 December 2023.
8. Approve the Board of Directors remuneration for the financial year ended 31 December 2023.
9. Discharge the members of the Board of Directors from liability for the financial year ended 31 December 2023 or dismiss them and file claim against them.
10. Discharge the auditors from the liability for the financial year ended 31 December 2023 or dismiss them and file claim against them.
11. Appoint the auditors for the financial year 2024 and determine their fees.
12. Election of the members of the Board of Directors for the next three-year term (2024-2027).

**Notes:**

1. On Thursday 1st February 2024 the Bank publicly announced (by way of newspaper advertisements) the period for nomination of candidates for election to the Bank's Board of Directors for 2024-2027. This period shall expire on Monday 12th February 2024. Shortlisted candidates shall be reviewed and assessed by the Board's Nomination Compensation Committee and that the Bank shall post the names & CVs of the candidates for Board elections on the Bank's website.
2. At the direction of the Securities and Commodities Authority, the Bank's shareholders who will attend the general assembly virtually should register their attendance electronically to be able to vote on the items of the general assembly. Registration is open from 10:00am on 6th March 2024 and closes at 11:00 am on 7th March 2024. For electronic registration, please visit the following website: [www.smartagm.ae](http://www.smartagm.ae). For individual and corporate proxies, can register through ([www.smartagm.ae](http://www.smartagm.ae)), fill out the proxy form and upload it with the supporting documents once the online registration is open.
3. Any shareholder registered entitled to attend the the general assembly meeting may delegate any person other than a member of the Board of Directors, employees of the Bank, a broker or employees of such broker under a special written proxy. In such capacity, no proxy may represent a number of shareholders who hold more than 5% of the shares in the capital of the Bank. Persons of incomplete capacity or incapable shall be represented by their legal representatives. (provided that the requirements set forth in items 1 and 2 of Article (40) of Chairman of Authority's Board of Directors' Decision no. (3/R.M) of 2020 concerning the Approval of Joint Stock Companies Governance Guide as amended by Authority's Board Chairman Decision No. (6/R.M) of 2022( are taken into account). Shareholders may review the disclosure posted on the Bank's page at Dubai Financial Market in respect of the requirements to be adopted to approve a proxy.
4. A corporate person may delegate a representative or those in charge of its management pursuant to a resolution of its board of directors or its equivalent to represent such corporate person in the general assembly of the Bank. The delegated person shall have the powers as determined in the delegating resolution.
5. Shareholders registered in the shareholders register on 6th March 2024 shall be entitled to vote in the general assembly meeting.
6. The meeting of the general assembly shall not be valid unless attended by shareholders who hold or represent by proxy at least (50%) of the Bank's share capital. In case quorum is not reached in the first meeting, the second meeting shall be convened on Tuesday, 12th March 2024 at the same time and the proxies issued shall be valid for the second meeting. The second meeting shall be valid regardless of the number of those attending.
7. Shareholders registered in the shareholders register on 18th March 2024 shall be entitled to receive the dividends if the quorum is achieved on 7th March 2024, and shareholders registered in the shareholders register on 22nd March 2024 shall be deemed to be entitled to receive the dividends if the general assembly is held on 12th March 2024.
8. Shareholders are required to update their contact details at the Dubai Financial Market to ensure that dividends are delivered properly. Dividends will be distributed through the Dubai Financial Market.
9. The virtual meeting will be recorded. Shareholders are entitled to discuss the items listed in the agenda and ask questions to the Board of the Directors and the auditors of the Bank.
10. The Bank's consolidated financial statements for the year ended 31 December 2023 and the Bank's corporate governance report are available via the Bank's page on the Dubai Financial Market website at [www.dfm.ae](http://www.dfm.ae)
11. The shareholders can view and download the Investors Rights Guidelines on the Securities and Commodities Authority's website through the following link <https://www.sca.gov.ae/en/services/minority-investor-protection.aspx>