

**Invitation to attend the General Assembly Meeting
Of National Bank of Umm Al Qaiwain Psc,**

The Board of Directors of National Bank of Umm Al Qaiwain Psc, has the honor to invite the shareholders to attend the General Assembly Meeting remotely/online by mean of Virtual Meeting with visual communication and electronic registration and voting during the GAM at 11:00 AM on Monday 20/06/2022 to consider the following agenda:

1- Approval to increase the bank's capital from AED 1,848,000,015 to AED 2,000,000,000, through the issuance of 151,999,985 bonus shares at a rate of 8.225% of the bank's capital distributed to the bank's shareholders in proportion to the shares owned by each of them, bringing the bank's capital after issuing the bonus shares to Two billion Dirhams in line with UAE Central Bank Circular No. 12 of 2021 issued on April 25, 2021, which stipulates a minimum capital for national banks of no less than Two billion dirhams.

Special Decisions:

2- After approving the Board of Directors proposal in clause (1) above, approving the amendment of Article (6) of the Bank's Articles of Association relating to the "Bank's Capital" in order to increase the capital from AED 1,848,000,015 to AED 2,000,000,000 (Two billion dirhams) through the issuance of 151,999,985 bonus shares at a rate of 8.225% of the bank's capital distributed to the bank's shareholders in proportion to the shares owned by each of them, provided that the necessary approvals are obtained from the relevant regulatory authorities. The amended articles will be available on the bank's website and the Abu Dhabi Financial Market website before the general assembly meeting

<u>Part II -Capital of the Bank-Article (6)-Issued Capital</u>	<u>Part II-Capital of the Bank-Article (6)-Issued Capital</u>
Article before Amendment	Article after Amendment
The issued share capital of the Bank is fixed at AED 1,848,000,017 (UAE Dirhams One Billion Eight Hundred Forty Eight Million and Seventeen), divided into 1,848,000,017 (One Billion Eight Hundred Forty Eight Million and Seventeen) shares with a par value of AED 1 (UAE Dirhams One) each, being fully paid-up. All shares shall be of the same class and be equal in all rights and obligations.	The issued share capital of the Bank is fixed at AED 2,000,000,000 (UAE Two Billion dirhams), divided into 2,000,000,000 (Two Billion) shares with a par value of AED 1 (UAE Dirhams One) each, being fully paid-up. All shares shall be of the same class and be equal in all rights and obligations.

Notes:

- At the direction of the Securities and Commodities Authority, the Bank's shareholders who will attend remotely must register to attend electronically to be able to vote on the Agenda Items of the General Assembly electronically. Registration for voting on GAM decisions is open from 10:00AM on Sunday 19/06/2022 and closes at 10:00 AM on Monday 20/06/2022. Holders of authorized agencies according to the instructions of the Securities and Commodities Authority must attach them to the e-participation request and send a copy of the powers of attorney to the e-mail: investor.relations@nbq.ae .with name and mobile number and email to receive text messages and emails for registration.

2. Based on the Securities and Commodities Authority Circular No. (2021/326/) and in accordance with the requirements of Clause (4) of Article No. (40) of the corporate Governance for Public Shareholding Companies issued by the Authority's Chairman of the Board of Directors' Decision No. (3) for the year 2020, regarding the appointment of the representatives of the appointed shareholders in the general assemblies, Messrs. Tamer Abd Al-Majid Auditing was appointed , tel. 0558700130 and the e-mail : rawasiat2020@gmail.com, and M/s International law advocate and legal consultant , tel. 04-2942616 to represent the shareholders in the general assembly meeting that will be held on 20/06/2022 To represent the shareholders, attend the meetings of the General Assembly and vote on its resolutions on behalf of the shareholders. The shareholder authorizes the appointed representative at least five days before the date set for convening the general assembly, provided that the proxy form clearly and explicitly includes the shareholder's instructions to vote on the items listed in the meeting.

The mechanism of registration, attendance and voting electronically according to the following approach:

- a) Shareholders who are registered in ADX must register to attend the general assembly through the link: www.smartagm.ae
 - b) After verifying the validity of the data entered by the Shareholder upon registration, the login data will be sent via SMS text messages and the e-mail that he registered in the registration form, which contains the meeting link in addition to the user name and password.
 - c) Shareholders can vote on meeting agenda items and ask questions 24 hours before the start of the meeting using the login data received by SMS and e-mail. Live voting will also be available during the meeting.
3. According to clauses 1 & 2 of Article 40 of the Corporate Governance, each shareholder who has the right to attend the general assembly meeting, may delegate someone from other than the Board members or the staff of the Bank, or securities brokerage company, or its employees, to attend on his behalf as per a written delegation stating expressly that the agent has the right to attend the General assembly and vote on its decision. A delegated person for a number of shareholders shall not have more than (5%) of the company issued capital after gaining that delegation. Persons lacking legal capacity and are incompetent must be represented by their legal representatives. The shareholders signature, on the power of attorney (proxy) shall be the signature approved by any of the following: (1) Notary Public, (2) commercial chamber or economic department in the state, (3) A Bank or company licensed in the state, provided that the agent shall have account with any of them, (4) Any other entity licensed to perform attestation works.
4. A corporate person may delegate one of its representatives or those in charge of its management under a decision of its Board of Directors or its authorized deputy to represent such corporate person in the General Assembly of the Company. The delegated person shall have the powers as determined under the delegation decision.
5. Shareholders registered in the Shareholders Register on Friday, 17/06/2022 shall be entitled to vote in the General Assembly meeting and register electronically.

6. Shareholders registered in the shareholders register on Thursday, 30/06/2022 shall be entitled to receive bonus shares in case the General Assembly is conducted on Monday, 20/06/2022, or otherwise, on Thursday, 07/07/2022 in case the General Assembly is conducted on Monday, 27/06/2022. (The owner of the share registered on Friday 24/06/2022 shall be the holder of the right to vote and register on the electronic system at the postponed meeting of the general assembly).
7. The shareholders can access and review the integrated report that consist of the financial statements, the corporate governance report and the sustainability report of the bank on Abu Dhabi stock market website and NBQ website (www.nbq.ae).
8. 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. If this quorum for the meeting is not available in the first meeting, the second meeting will be held electronically on 27/06/2022 at the same place and time, provided that the registration and voting procedures will be repeated in the same steps described previously (the postponed meeting is considered valid regardless of the number of shareholders registered in the meeting).
9. The Bank will record the minutes of the meeting remotely, and the shareholders have the right to discuss the topics on the agenda of the general assembly and direct questions to the Board of Directors.
10. Special Resolution: The resolution issued by the majority of vote of shareholders who own at least 75% of the shares represented in the general assembly meeting of the Bank.
11. Shareholders can view the guide on investor rights in securities, which is available on the main page of the SCA official website, according to the following link:
<https://www.sca.gov.ae/ar/services/minority-investor-protection.aspx>
12. All shareholders are kindly requested to update their data and addresses with Abu Dhabi stock market to ensure receipt of dividend as appropriate, as cash dividends will be distributed through Abu Dhabi stock market.

Board of Directors

