

**Invitation to attend the Annual 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 Annual General Assembly meeting at 10:00 AM on Thursday 09/03/2023 at bank's Head office in UAQ for physical attendance, and virtually (remotely/online) by mean of Virtual Meeting through an electronic link for the meeting that will be sent to shareholders via SMS or email following registration of their attendance to enable shareholders to attend the meeting virtually and discuss the agenda and vote on the proposed resolutions with visual communication and electronic voting to consider the following agenda:

1. Discuss and approve the Board of Directors' Report on the Bank's activity and its financial position for the financial year ended on 31/12/2022.
2. Discuss and approve the report of the external auditors of the Bank for the financial year ended 31/12/2022.
3. Discuss and approve the annual report of the Internal Shari'ah Supervisory committee of the previous Islamic Banking Window, which the Bank closed with regard to the Bank's existing Islamic transactions for the financial year ended on 31/12/2022.
4. Discuss and approve the Bank audited Balance Sheet and Profit and Loss statement for the financial year ended 31/12/2022.
5. To Consider and approve the Board of Directors' recommendation concerning of cash dividends distribution to shareholders of 10% of the paid up capital, aggregating to an amount of AED 200,000,000/00 for the financial year ended 31/12/2022.
6. Approve a proposal concerning the remuneration of the members of the Board of Directors for the year 2022 and determine the amount thereof.
7. Discharge of the Board of Directors of the Bank from liability for their actions for the financial year ended on 31/12/2022 or remove them and file a liability action against them, as the case may be.
8. Discharge the external auditors of the Bank from liability for their actions for the financial year ended on 31/12/2022, or remove them and file a liability action against them, as the case may be.
9. Appointment of the external auditors of the Bank for the financial year 2023 and determine their fees.
10. To approve the renewal or appointment of member/members of the Internal Shari'a Supervisory Committee that were approved by the Higher Shari'ah Authority of the Central Bank of the UAE for the Bank's existing Islamic transactions.
11. To approve bonus policy of the Board of Directors of NBQ and its committees, the executive management and the employees.
12. Elect the Board of Directors for the term of 2023-2026.

**Notes:**

1. 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 AGM decisions is open from 09:00AM on Wednesday 08/03/2023 and closes at 09:00 AM on Thursday 09/03/2023. 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 annual 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 09/03/2023 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 annual general assembly through the link: [www.smartagm.ae](http://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 Wednesday, 08/03/2023 shall be entitled to vote in the annual General Assembly meeting and register on the electronic system.
6. Shareholders registered in the shareholders register on Sunday, 19/03/2023 shall be entitled to receive the dividends in case the Annual General Assembly is conducted on Thursday, 09/03/2023, or otherwise, on Sunday, 26/03/2023 in case the General Assembly is conducted on Thursday, 16/03/2023. (The owner of the share registered on Wednesday 15/03/2023 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 financial statements, the corporate governance report and the sustainability report (integrated report) of the bank on Abu Dhabi stock market website and NBQ website ( [www.nbq.ae](http://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 March 16, 2023 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. 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>
11. 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

