

## **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 in person at 11:00 AM on Monday, 11/03/2024 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 the 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 31/12/2023.
2. Discuss and approve the report of the external auditors of the Bank for the financial year ended 31/12/2023.
3. Discuss and approve the Annual Report of the Executive Member of the Shariah Supervision on the Islamic Banking Unit 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 31/12/2023.
4. Discuss and approve the Bank audited Balance Sheet and Profit and Loss statement for the financial year ended 31/12/2023.
5. To Consider and approve the Board of Directors' recommendation concerning of cash dividends distribution to shareholders of 15% of the paid up capital, aggregating to an amount of AED 300,000,000/00 for the financial year ended 31/12/2023.
6. Approve a proposal concerning the remuneration of the members of the Board of Directors for the year 2023 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 31/12/2023 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 31/12/2023, 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 2024 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.

**Notes:**

1. At the direction of the Securities and Commodities Authority, the Bank's shareholders who will attend 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 10:00AM on Sunday 10/03/2024 and closes at 10:00 AM on Monday 11/03/2024. Holders of authorized agencies according to the instructions of the Securities and Commodities Authority must register through (<https://www.smartagm.ae>), and fill out the proxy form and upload it with the supporting documents once the online registration is open and 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, M/s.Tamer Abdulmajeed Accounts and Taxes (Previously Messrs. Tamer Abd Al-Majid Auditing) was appointed , tel. 0558700130 and the e-mail : rawasiat2020@gmail.com, and M/s Khalid Kalandar Al Maazmi Advocates & Legal Consultants (Previously 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 11/ 03/2024 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](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.
  - d) For any queries related to the electronic registration, attendance and e-voting, please read the instructions available on SmartAGM portal (<https://www.smartagm.ae>) or via the support channels on SmartAGM portal or contact the Bank at [investor.relations@nbq.ae](mailto:investor.relations@nbq.ae)
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) Financial markets licensed in the UAE (5) Any other entity licensed to perform attestation works. For the shareholders having a bank account in their name with the Bank and the Bank holds their specimen signature, the Bank will verify and confirm their signatures based on its records.

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, 08/03/2024 shall be entitled to vote in the General Assembly meeting and register on the electronic system.
6. Shareholders registered in the shareholders register on Thursday, 21/03/2024 shall be entitled to receive the dividends in case the Annual General Assembly is conducted on Monday, 11/03/2024, or otherwise , on Thursday, 28/03/2024 in case the General Assembly is conducted on Monday, 18/03/2024.( The owner of the share registered on Friday, 15/03/2024 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 18, 2024 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.