

## INVITATION TO ATTEND THE GENERAL ASSEMBLY

Abu Dhabi Commercial Bank's Board of Directors is pleased to invite you to attend the Bank's General Assembly which will be held at 23<sup>rd</sup> Floor, ADCB Head Office Building (Intersection of Sheikh Zayed Street with Electra Street), Abu Dhabi on Tuesday 13<sup>th</sup> March 2018 at 5:00 p.m. (registration will be open from 3 p.m.) for reviewing and, if appropriate, approving the following:

► **Annual General Assembly No. 33 Agenda:**

1. To hear and approve the Board of Directors' report on the bank's activities and financial statements for the year ended 31/12/2017.
2. To hear and approve the External Auditors' report for the year ended 31/12/2017.
3. To discuss and approve the audited Balance Sheet and the Profit and Loss Account for the year ended 31/12/2017.
4. To consider and approve the Board of Director's proposal to distribute cash dividends to shareholders for the year 2017 in a sum equal to 42% of the Bank's capital.
5. To absolve the Board members from liability for their work during the year ended 31/12/2017.
6. To absolve the External Auditors from liability for their work during the year ended 31/12/2017.
7. To determine the Board members' remuneration for 2017.
8. To appoint external auditors for the year 2018 and to determine their fees for the same year.
9. Election or re-election of four members of the Board of Directors.

► **Notes:**

1. Subject to the General Assembly Meeting approving the Board's dividend proposals, dividends shall be paid or distributed to the shareholders registered with ADX on 25/03/2018 and the last day to participate is 21/03/2018.
2. The registered owners of shares as of close of trading on 12/03/2018 shall be deemed to be the holders of the right to vote at the Company's general assembly.
3. A person entitled to attend the Assembly may delegate any other person other than the members of the Board by a written proxy. The proxy holder should not hold in this capacity more than 5% of the Bank's share capital. Any minor or incapacitated person shall be represented by their legal guardian or representative. The proxy form can be collected from 21<sup>st</sup> Floor, ADCB Head Office, Sheikh Zayed Street, or downloaded from the Bank's website, provided that completed forms must be submitted for registration to the Bank's Strategic Relations Dept. at least three days before the Meeting.
4. A corporate person shall be entitled to delegate one of its representatives or officers by a Board resolution to represent it in the General Assembly Meeting. The delegated person shall have the powers determined under the delegation decision.
5. Pursuant to the Bank's Articles of Association, and the Commercial Companies Law, resolutions to be considered at the Assembly will be adopted by an absolute majority of shares represented at the Assembly except for agenda item 9 in which shareholders will cast their votes for candidates by means of cumulative voting through a secret ballot.
6. Copies of the following documents shall be sent to shareholders' respective addresses registered with ADX, and/or will be available for inspection by shareholders at the meeting and made available on the Bank's website (details below): (1) AGA invitation, (2) the proxy, (3) the Balance Sheet and Profit and Loss Account, (4) CVs of the individuals to be considered for election as Directors, once available, (5) details of non audit fees charged by the auditors to the Bank in 2017, (6) proposed audit fees for 2018.
7. The General Assembly Meeting shall be valid only if attended by shareholders or their representatives by proxy holding not less than 50% of the company's capital. In the event that the required quorum for the General Meeting is not met, the second meeting shall be held on 20/03/2018 at the same time and place.
8. Shareholders must update their respective contact details and addresses with ADX in order to ensure that they receive dividends in the most appropriate manner, as dividends if any, shall be distributed by ADX.