

To all shareholders of National Bank of Fujairah PJSC (“the Bank”)

Notice to attend the General Assembly Meeting (“GAM”)

The Board of Directors of NBF is pleased to invite all shareholders to attend the General Assembly Meeting (at 12:00 noon) of the Bank which will be held at Novotel Hotel, Fujairah, United Arab Emirates on Wednesday, 26 June 2024 with the option of remote attendance through WEBEX application to conduct the following business:

General Assembly Agenda

1. Ratification of a new Board member on the vacant seat to comply with the Bank's Articles of Association and regulatory requirements.
2. To appoint the Internal Shari'a Supervision Committee members and Trainee members for NBF Islamic, the Islamic Banking Window of National Bank of Fujairah PJSC upon recommendation by the Board of Directors for a period of 3 years and fix their remuneration.

Special Resolution:

3. To consider passing a Special Resolution:
 - a. To obtain approval of the shareholders for the issuance of an amount up to USD (\$) 275 million (AED 1.01 billion) Additional Tier 1 capital securities (“AT1 capital”) for the purpose of supporting the Bank's capital adequacy ratio, scheduled for 16 September 2024. The issuance will be privately placed with the Government of Fujairah and the capital instruments shall include the terms and conditions required by the Central Bank of the UAE, including conversion into ordinary shares, at a conversion ratio of AED 2.85, within two years of the issuance being mandatory, subject to relevant competent regulatory approvals.
 - b. To authorize the Board of Directors to take all necessary actions to determine the timing, amount, offering mechanism, transaction structure and other terms and conditions and after obtaining approval required from the relevant competent regulatory authorities.

Notes

- Any shareholder that has the right to attend the General Assembly may delegate any person elected by such shareholder, other than a member of the Board, or the employees of the Bank under a special written proxy. A proxy of a number of shareholders shall not hold in this capacity over 5% of the capital of the Bank. Shareholders who are minors or interdicted shall be represented by their legal representatives. (Provided that the requirements stipulated in items 1 and 2 of Article No. (40) of the Securities & Commodities Authority's Chairman Decision No. (3/R.M) of 2020 regarding the approval of the Governance Manual for Public Joint Stock Companies). You can view the disclosure published on the Bank's and Abu Dhabi Securities Exchange website regarding the required procedures to validate the proxy.
- A corporate person may delegate one of its representatives or those in charge of its management under a decision passed by its Board of Directors or any similar entity to represent such corporate person in any General Assembly of the Bank. The delegated person shall have the powers as determined under the delegation decision.
- Remote registration and voting procedures:
 - The shareholder or his representative can attend remotely. Shareholders of the Bank can attend, register and vote through the WEBEX application. The link for the invitation and participation in the General Assembly Meeting shall be shared. Therefore, we request the shareholders to contact the Bank's Investor Relations Team to complete the registration process for attending the General Assembly Meeting remotely on telephone number: 09-2029210 or by email: NBF-investorrelations@nbf.ae.
- Shareholders entitled to vote in the General Assembly Meeting are shareholders recorded in the Shareholders' Register on Tuesday, 25 June 2024.
- Shareholders can view the guide on investor rights in securities, which is available on the main page of SCA official website, on the following link: <https://www.sca.gov.ae/ar/services/minority-investor-protection.aspx>. The same is available on NBF website on the following link: <https://nbf.ae/en/about-us/investor-relations/shareholder-services/contact-us>
- Quorum at a meeting of the General Assembly shall be present, if shareholders holding or representing by proxy at least 50% of the capital of the Bank are present at the meeting. In the event the quorum for the first meeting of the General Assembly is not met, the next meeting will be held at the same venue on 3 July 2024 at the same time and manner and the second meeting will be valid in all cases.

For more information, please contact Finance Department:

Telephone: 09-2029210

Facsimile: 09-2029403

Clarifying disclosure regarding the approval of proxies

According to Clauses 1 & 2 of Article (40) of the Corporate Governance Manual, we would like to inform the shareholders with the following:

1. Each shareholder who has the right to attend the General Assembly may delegate someone from other than the Board members or the staff of the Bank, 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 decisions. A delegated person for a number of shareholders shall not have more than (5%) of the Bank's issued capital after gaining that delegation. Persons lacking legal capacity and are incompetent must be represented by their legal representatives.
2. The shareholder signature on the power of attorney referred in clause No. (1) shall be the signature approved by any of the following entities, and the Bank must take the necessary procedures to verify so:
 - A. Notary Public.
 - B. Commercial chamber of economic department in the UAE.
 - C. Bank or company licensed in the UAE, provided that the agent shall have account with any of them.
 - D. Any other entity licensed to perform attestation works.
3. The Proxy form shall include the name and the contact number(s) of the shareholder and the brokerage firm or the authority who approved the proxy.