

Invitation to Attend the General Assembly Meeting of Abu Dhabi Commercial Bank PJSC (the "Bank")

Abu Dhabi Commercial Bank's Board of Directors is pleased to invite you to attend the Bank's General Assembly, which will be held remotely/electronically on Wednesday 24th March 2021 at 10 am. (online registration will be open from Tuesday 23rd March 2021 at 10 am), In case the said meeting falls short of quorum, the Annual General Meeting will be held also remotely/electronically at the same time on Wednesday 31st March 2021 for reviewing and, if appropriate, approving the following:

GENERAL ASSEMBLY MEETING NO 36 AGENDA

1. To hear and approve the Board of Directors' report on the Bank's activities and financial statements for the year ended 31/12/2020.
2. To hear and approve the report of the external auditors of the Bank for the year ended 31/12/2020.
3. To hear and approve the Internal Sharia Supervisory Board's report in respect of the Bank's Islamic banking window for the year ended 31/12/2020.
4. To discuss and approve the audited balance sheet and the profit and loss account of the Bank for the year ended 31/12/2020.
5. To appoint the members of the Internal Sharia Supervisory Board for the Bank's Islamic banking window.
6. To consider and approve the Board of Director's proposal to distribute cash dividends to shareholders for the year 2020 in a sum equal to 27% of the Bank's capital amounting to AED 1,878,492,000
7. To determine and approve the Board of Directors' remuneration for 2020.
8. To absolve the members of the Board of Directors of the Bank from liability for their work during the year ended 31/12/2020 or to dismiss them and pursue them as the case may be.
9. To absolve the external auditors of the Bank from liability for their work during the year ended 31/12/2020 or to dismiss them and pursue them as the case may be.
10. To appoint external auditors for the year 2021 and to determine their fees for the same year.
11. To discuss and note the changes to the board of directors.
12. To approve the appointment of two representatives for shareholders who wish to be represented and vote on their behalf.

► Special resolution agenda items

1. Proposed amendments to the articles of association of the bank:

- Special Resolution to amend Article (1) of the Bank's Articles of Association:
Current Articles of Association: Executive Directors: Directors who are employed by the Bank on a "full-time" basis.
After Amendments: This definition shall be removed from Article (1). Furthermore, any reference to Executive Directors shall be removed from other sections of the Articles of Association.
- Special Resolution to amend Article (17) clause (9) of the Bank's Articles of Association:
Current Articles of Association: The Group Chief Executive Officer shall be appointed as a Director subject to the prior approval of the Central Bank and provided that such appointment is not contrary to the provisions of Article (149) of the Companies Law.
After Amendments: In Accordance with applicable Central Bank regulations, the Board shall consist of Non-Executive Directors only.

2. Special resolutions related to issuance of debt instruments subject to terms and conditions required by UAE Central Bank and to the terms of the UAE Commercial Companies Law:

- To issue debt tier capital instruments (including additional tier 1 capital or subordinated tier 2 capital) notes/bonds or trust certificates with an aggregate face amount of up to U.S.\$2,000,000,000 for the purposes of strengthening ADCB's capital adequacy ratio. The capital instruments shall include the terms and conditions required by the UAE Central Bank, including, in relation to additional tier 1 capital instruments the following features: subordination; coupon/profit non-payment events; and non-viability and write-down provisions and in relation to subordinated tier 2 capital the following features: subordination and non-viability and write-down provisions.
- To undertake the update of the Abu Dhabi Commercial Bank PJSC U.S.\$15,000,000,000 global medium term note programme (the "GMTN Programme") previously approved by a Special Resolution on 12 June 2005.
- To issue debt instruments (non-convertible into shares) up to an amount of U.S.\$15,000,000,000 under the GMTN Programme.
- To establish any debt funding programme (including structured note programmes), up to a maximum amount of U.S.\$2,500,000,000, in addition to the GMTN Programme (the "New Programmes").
- To issue debt instruments (including trust certificates) (non-convertible into shares) up to an amount of U.S.\$2,500,000,000 under the New Programmes or on a standalone basis.
- To authorise the Board of Directors of the Bank (and any committee or officer of the Bank so authorised by the Board and any other person authorised by such committee or officer, jointly or severally) for a period of one year from the date of this AGM to set the terms and conditions and issue the above mentioned debt instruments, bonds, trust certificates and programmes and any amendments thereto, and to negotiate, sign and deliver any document or instrument (and any amendment thereto) as may be required to effect any issuance under any of the above programmes, trust certificates or bonds listed above (including appointing advisors, lawyers, banks for the purpose of establishing and marketing any of the issues of bonds or trust certificates), and generally to take necessary action and decision to effect any of the above issues of bonds, trust certificates, debt instruments or programmes. This authorisation may be renewed by way of Special Resolution of the General Assembly of the Bank for further periods.

► Notes

1. Any shareholder that has the right to attend the General Assembly meeting may appoint a person, other than a Director, under a special proxy. A proxy shall not hold in this capacity over 5% of the share capital of the company. Shareholders who are minors or legally incapacitated shall be represented by their legal representatives, (subject to the requirements of sections 1 and 2 of Article (40) of the circular No. (3/R.M.) of the Chairman of the Securities and Commodities Authority on the adoption of the Public Shareholding Governance Manual).
2. Shareholders can register to attend the meeting and vote on the resolution through www.smartagm.ae at the registrar.
3. GAM Online Registration will be open 24 hours before the meetings start (Tuesday 23rd March 2021 at 10 am) through www.smartagm.ae.
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 of the Bank. The delegated person shall have the powers determined under the delegation decision. Accordingly, any agent owner must send by e-mail to CapitalMarketsTeam@adcb.com along with the supporting documents and mention the personal phone number for verification and send SMS with username/password to complete registration. To inquire about registration and voting procedures, please visit www.adcb.com or contact the Bank's Capital Markets Department Tel: 0097126962144
5. Every shareholder whose name is registered on the last business day preceding the Bank's Annual General Meeting (i.e. on Tuesday 23rd March 2021) shall be entitled to vote at the Annual General Meeting. In case the meeting is held on Wednesday 31st March 2021 at 10 am due to lack of quorum in the first meeting, every shareholder whose name is registered on the last business day preceding the Bank's Annual General Meeting (i.e. on Tuesday 30th March 2021) shall be entitled to vote at the Annual General Meeting.
6. 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 04/04/2021 (entitled shareholders to dividends).
7. The shareholders can access and review the financial statements of the Bank on the website of Abu Dhabi Securities Exchange www.adx.ae and on the Bank's website www.adcb.com.
8. The shareholders can access and review the guide to investors rights through the following link on the Securities and Commodities Authority website: www.sca.gov.ae/Arabic/Pages/Home.aspx
9. The General Assembly Meeting shall be valid only if attended by shareholders or their representatives by proxy holding not less than 50% of the Bank's issued share capital. In the event that the required quorum for the General Meeting is not met, the second meeting shall be held on Wednesday 31st March 2021 at the same time and place.
10. A Special Resolution is a resolution passed by majority vote of the shareholders who hold at least 75% of the shares represented in the General Assembly meeting of the Bank.
11. 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.

www.adcb.com/about/corp-governance/corporate-governance.aspx