

Date: 8 March 2024

Disclosures and Compliance Section
Market Operations Surveillance Department
Abu Dhabi Securities Exchange
P.O. Box: 54500 - Abu Dhabi
United Arab Emirates

40th Annual General Assembly Results
Abu Dhabi Commercial Bank PJSC

We write to formally notify you that Abu Dhabi Commercial Bank's Annual General Assembly took place on the 7th of March 2024. The meeting commenced at 5 PM and ended at 6 PM and was chaired by H.E. Khaldoon Khalifa Al Mubarak, in the bank's head office and electronically, where physical and electronic attendance accounted for 74.567 % of which 0.004 % by the shareholder and 74.563 % by virtue of proxies.

We are further providing below the results of the meeting against each of the proposed resolutions that was presented to the shareholders.

Items	Approved	Not Approved
To hear and approve the Board of Directors' report on the Bank's activities and financial statements for the year ended 31/12/2023.	✓	
To hear and approve the report of the external auditors of the Bank for the year ended 31/12/2023.	✓	
To hear and approve the Internal Sharia Supervisory report in respect of the Bank's Islamic window for the year ended 31/12/2023.	✓	
To re-appoint the members of the Internal Sharia Supervisory Committee for the Bank's Islamic window for a period of three years.	✓	
To discuss and approve the audited balance sheet and the profit and loss account of the Bank for the year ended 31/12/2023.	✓	
To consider and approve the Board of Director's proposal to distribute cash dividends of 0.56 AED per share to shareholders for the year ending 31 December 2023 amounting to AED 4,099,170,325.60.	✓	
To determine and approve the Board of Directors' remuneration, including Board Committees' sitting fees, for the year 2023.	✓	
To absolve the members of the Board of Directors of the Bank from liability for their work during the year ended 31/12/2023 or to dismiss them and pursue them as the case may be.	✓	
To absolve the external auditors of the Bank from liability for their work during the year ended 31/12/2023 or to dismiss them and pursue them as the case may be.	✓	

<p>To appoint external auditors for the year 2024 and to determine their fees for the same year.</p>	<p>✓</p>	
<p><u>Special resolution</u></p> <p><u>First: Amendments to the Articles of Association:</u></p> <p>To approve amending the first paragraph of Article 28.1 of the Articles of Association in relation to the Board Remuneration as follows:</p> <p>Without prejudice to the Companies Law, Central Bank Law and any other laws, rules and regulations as applicable to the Bank, the remuneration of the Directors shall be a fixed annual amount approved by the Bank's shareholders at the General Assembly and which shall include a part relating to their service on the Board and another on the Board committees, with greater weighting applied to chairing Board committees. Where applicable, the payment may also include the value of other non-monetary benefits, such as insurance and healthcare. Bonus or any incentive-based mechanisms based on the performance of the Bank are excluded.</p>	<p>✓</p>	
<p><u>Second: Renewal of Debt Issuance Programs:</u></p> <p>To approve the renewal of the Bank's debt issuance programs and to approve the creation of new programs, in each case, for the purposes of issuing securities non-convertible into shares, for an amount not exceeding U.S.\$8,000,000,000;</p> <p>To approve the issue of debt on a standalone basis, up to a maximum amount of U.S.\$2,000,000,000 (including, without limitation, the issuance of conventional notes/bonds, structured notes/bonds, covered notes/bonds, sukuk or other similar instruments or, as the case may be, through collateralized arrangements whether in loan or note/bond format, as the same may be listed and/or admitted to trading on a stock exchange or any other trading platform and/or listed/unlisted);</p> <p>To approve the issue of debt tier capital instruments (including additional Tier 1 capital or subordinated Tier 2 capital) securities with an aggregate face amount of up to U.S.\$2,000,000,000 for the purposes of strengthening the Bank'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 the following features: subordination; coupon 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.</p> <p>To authorize the Board of Directors of the Bank (and any committee or officer of the Bank so authorized by the Board and any other person authorized by such committee or officer, jointly or severally) to: issue any type of securities, sukuk or other securities (in each case non-convertible into shares), including</p>	<p>✓</p>	

for the purposes of issuing such securities, sukuk or other securities under the Bank's sustainable finance framework; or establish or update any programs, or enter into any liability management exercise, for an amount not exceeding U.S.\$ 8,000,000,000 and to determine the terms of issuing such securities, sukuk or other securities, and set their date of issue, subject to obtaining the approval of the relevant competent authorities, as applicable, and in accordance with the provisions of the Bank's Articles of Association.

Cash Dividends

Percentage of net profit		Total Value	
50%		AED 4,099,170,325.60	
Payment Date	Last Entitlement Date (LED)	Ex- Dividends Date (EXD)	Registry Closing Date (RCD)
Within one month from AGA date	14 th of March 2024	15 th of March 2024	18 th of March 2024

On behalf of
Abu Dhabi Commercial Bank PJSC


Mohammed Rami Raslan
Rapporteur

