Mashreqbank PSC
Head Office
Post Box 1250, Dubai, U.A.E
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Website: www.mashreqbank.com

INVITATION TO THE GENERAL ASSEMBLY MEETING OF MASHREQBANK P.S.C. (A PUBLIC SHAREHOLDING COMPANY)

The Board of Directors of Mashreqbank P.S.C. (the “Bank”) is pleased to invite Bank’s shareholders to the General Assembly Meeting on Monday April 19th 2021 at 11:00 am (“ the Meeting”) to transact and resolve the agenda listed below. The Meeting shall be conducted remotely through virtual attendance technology with the feature of real-time visual communication and electronic voting and shareholders can submit their inquiries, discuss all items and voting on decisions. The Meeting link will be sent by e-mail and by text messages to the shareholders contact details as available in the shareholders register/book received by the Bank from the Dubai Financial Market

- Meeting Agenda:

A- **Ordinary Resolutions**:

1. Hearing and approving the Board of Director’s report on Bank’s activities and its financial position of the fiscal year ending 31 December 2020;
2. Hearing and approving the Auditor's Report of the fiscal year ending 31 December 2020;
3. Hearing and approving the Shari’ah Audit Report of the Bank’s Internal Shari'ah Supervisory Committee on the Islamic window activities of the bank’s business for the year 2020;
4. Discussing and approving the Bank’s Consolidated Balance Sheet and Profit and Loss Account for the fiscal year ending 31 December 2020;
5. To approve the appointment of Bank’s Internal Shari'ah Supervisory Committee members;
6. To approve non distribution of dividends for the fiscal year ending 31 December 2020;
7. Approval of the amount of zakat and its calculation mechanism for the activities of the Bank's Islamic window of the year 2020;
8. To discharge the Board of Directors members from their responsibility for the financial year ending 31 December 2020;
9. To discharge the External Auditors from their responsibility for the financial year ending 31 December 2020;
10. To appoint the External Auditors or the year 2021 and determine their professional fees
11. Appointing representatives of shareholders and determining their fees in accordance with the requirements of Item (4) of Article No. (40) of the Public Shareholding Company Governance issued by the Authority’s Board Chairman Decision No. (3 / R.M) of 2020 and Commercial Companies Law 2015;
12. Election of the members of the Board of Directors for the next three-year term (2021-2024);

B- Special Resolutions:

- Approval of renewing of the annual authorization of The Management Board regarding the powers of The Management Board to issue a non-convertible bonds, with a maximum limit of five billion US dollars, not later than one year from the date of the General Assembly’s decision; In accordance with the unregulated issued by the Authority or the Central Bank, subject to the provisions of the bank’s articles of association.

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- **NOTES**

1. According to the directives of the Securities and Commodities Authority, the shareholders of the Bank who will attend the meeting must register the attendance to be able to vote on the General Assembly agenda items electronically. As per the Securities and Commodities Authority, all the listed entities are required to hold the General Assembly Meeting virtually. Hence, for online registration, please visit the following website: www.smartagm.ae. Power of Attorney holders must send a copy of the Power of Attorney to the e-mail address registration@smartagm.ae indicating the Name of the Attorney, Mobile No. and the e-mail of receiving the text messages for registration.

2. Those who have the right to attend the Assembly, may delegate their right to whosoever except to the members of the Board or the employees of the Bank, . The number of shareholders of attorney capacity must not be more than (5%) five percent of the Bank's capital, and the legally deficient and incompetent persons representing them are their representatives. Provided that the requirements in Clauses 1 and 2 of Article No. (40) of the Chairman of the Authority's Board of Directors Decision No. (3 / R.M) of 2020 regarding the adoption of a governance guide Public shareholder companies so that the signature of the shareholder mentioned in the attorney must be the signature approved by / with the notary public, a chamber of commerce or an economic department in the state, a bank or a company licensed in the state, provided that the Attorney has an account with any of them, or any other authorized entity to carry out documentation work.

3. The special decision that is issued by a majority vote of the shareholders who own at least three quarters of the shares represented at the company's General Assembly Meeting.

4. Any legal person may delegate one of its representatives or those in charge of its management according to a decision of its Board of Directors or whoever takes its place, to represent him in The General Assembly of the Bank, and the delegated person shall have the powers determined according to the delegation decision.

5. The registered owner of the share on the Sunday 18th April 2021 (one day before the assembly) is the entitled to attend and vote in the General Assembly Meeting.

6. The General Assembly Meeting is not valid unless attended by shareholders who own or represent at least 50% of the company's capital, and if this quorum is not achieved in the first meeting, the second meeting will be held on (five days after the first meeting date) At the same time and place, the proxies issued shall stand valid for the second meeting, the second meeting is considered convened if attended by at least one shareholder.

7. Shareholders should update their contact information details with the Dubai Financial Market to ensure adequate communication with the Bank, to provide them with the meeting attending links, and receiving dividends if any.

8. The Company will record the minutes of the meeting remotely. The shareholders have the right to discuss the topics on the agenda of the General Assembly and direct questions to the Board of Directors and the External Auditors.

9. The financial statements of the Bank for the fiscal year ending on 31 December 2020 and its Annual Report are disclosed on the Bank's page on the Dubai Financial Market's website and also published on the Bank's website www.mashreq.com.

10. Shareholders can view Guide to the Shareholder Rights on the Authority's official website https://www.sca.gov.ae/en/services/minority-investor-protection.aspx.

BY THE ORDER OF THE CHAIRMAN OF THE BOARD

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