

INVITATION TO ATTEND THE GENERAL ASSEMBLY MEETING OF MASHREQ BANK P.S.C.

The Board of Directors of Mashreq Bank P.S.C. (the **Bank**) invites the shareholders to attend the annual General Assembly meeting **in person** at the Bank's headquarters (6th Floor) in Dubai or **to attend virtually** through an electronic link, for the meeting that will be sent to the shareholders via SMS or email, following registration of their attendance to enable shareholders to attend the meeting virtually, discuss the agenda and vote on the proposed resolutions in real time, on Thursday, 27 February 2025 at 10:00 am (UAE time) to consider the following agenda:

Firstly: Authorise the Chairman of the General Assembly to appoint a Secretary to the meeting and a Vote Collector.

Secondly: Ordinary resolutions agenda items:

1. Consider and approve the Board of Directors' report, on the Bank's activity and its financial position for the financial year ended as of 31 December 2024.
2. Consider and approve the auditor's report for the financial year ended as of 31 December 2024.
3. Consider and approve the Bank's balance sheet and profit and loss account for the financial year ended as of 31 December 2024.
4. Consider and approve the Annual Shari'ah Report for the Islamic Window of the Bank by Internal Shari'ah Supervision Committee for the Year 2024.
5. To approve the appointment of Bank's Internal Shari'ah Supervisory Committee members.
6. Noting the amount of Zakat for the Islamic Window of the Bank for the Year 2024.
7. Consider and approve the Board of Directors' recommendation regarding the distribution of a cash dividend amounting to AED 21.1 per share (at 211% of the paid-up capital), aggregating to an amount of AED 4,232,867,413 for the financial year ended as of 31 December 2024.
8. Approve the Board of Directors remuneration for the financial year ended as of 31 December 2024.
9. Discharge the members of the Board of Directors from liability for the financial year ended as of 31 December 2024 or dismiss them and file claim(s) against them.
10. Discharge the auditors from the liability for the financial year ended as of 31 December 2024 or dismiss them and file claim(s) against them.
11. Appoint the auditors for the financial year of 2025 and determine their fees.

Thirdly: Special resolutions agenda items:

- (a) Undertake the following actions to issue non-convertible securities (the Actions):
 - (i) update the Bank's:
 - A. USD 5,000,000,000 Euro Medium Term Note programme (the EMTN Programme); and
 - B. USD 2,500,000,000 trust certificate issuance programme (the Sukuk Programme), together, the (Programmes); and
 - ii. issue new debt instruments not exceeding USD 4,000,000,000 under any of the Programmes from time to time;
 - iii. issue standalone debt and/or Shari'a-compliant instruments not exceeding USD 3,000,000,000, including a specific allocation of USD 1,500,000,000 for regulatory capital purposes (the capital instruments shall include the terms and conditions required by the UAE Central Bank, including, as applicable, in relation to additional tier 1 capital instruments and tier 2 capital instruments, the following features: subordination; coupon non-payment events; and non-viability and write-down provisions), (the Capital Markets Funding);
 - iv. undertake liability management exercises for instruments issued or to be issued under the Programmes or Capital Markets Funding, including consent solicitation, exchange offer, tender offer, buyback or any combination thereof (Liability Management); and
 - v. when undertaking Liability Management activities:
 - A. prepare and enter into finance agreements and any other appropriate documents deemed necessary or appropriate for Liability Management; and
 - B. establish special purpose vehicles in suitable jurisdictions to act as issuers of instruments issued under the Programmes or under Capital Markets Funding (as applicable);
- (b) Enter into and perform any document(s) and obligations, take any actions and undertake any activities, deemed appropriate or necessary in connection with the Actions; and
- (c) Approve authorising the Bank's Board of Directors (the Board) and any person authorised or delegated by the Board, to adopt any resolution or take any action or undertake any activities, deemed appropriate or necessary in connection with the Actions.

Notes:

1. At the direction of the Securities and Commodities Authority, the Bank's shareholders who will attend the General Assembly should register their attendance electronically to be able to vote on the items of the General Assembly. Registration is open from 10:00 am on 19 February 2025 and closes at 10:00 am on 27 February 2025. For electronic registration, please visit the following website: www.smartagm.ae. Individual and corporate proxies can register through (www.smartagm.ae), fill out the proxy form and upload it with the supporting documents once the online registration is open.
2. Any shareholder registered, entitled to attend the the General Assembly meeting, may delegate any person other than a member of the Board of Directors, employees of the Bank, a broker or employees of such broker under a special written proxy. In such capacity, no proxy may represent a number of shareholders who hold more than 5% of the shares in the capital of the Bank. Persons of incomplete capacity or incapability shall be represented by their legal representatives. [Provided that the requirements set forth in Items 1 and 2 of Article (40) of Chairman of Authority's Board of Directors' Decision no. (3/R.M) of 2020 concerning the Approval of Joint Stock Companies Governance Guide as amended by Authority's Board Chairman Decision No. (6/R.M) of 2022 (are taken into account)]. Shareholders may review the disclosure posted on the Bank's page at Dubai Financial Market in respect of the requirements to be adopted to approve a proxy.
3. A corporate person may delegate a representative or those in charge of its management pursuant to a resolution of its Board of Directors or its equivalent to represent such corporate person in the General Assembly of the Bank. The delegated person shall have the powers as determined in the delegating resolution.
4. Shareholders registered in the shareholder's register on 26 February 2025 shall be entitled to vote in the General Assembly meeting.
5. The meeting of the General Assembly shall not be valid unless attended by shareholders who hold or represent by proxy at least (50%) of the Bank's share capital. In case quorum is not reached in the first meeting, the second meeting shall be convened on Tuesday, 4 March 2025 at the same time and the proxies issued shall be valid for the second meeting. The second meeting shall be valid regardless of the number of those attending.
6. Shareholders registered in the shareholder's register on 10 March 2025 shall be entitled to receive the dividends if the quorum is achieved on 27 February 2025, and shareholders registered in the shareholder's register on 14 March 2024 shall be deemed to be entitled to receive the dividends if the General Assembly is held on 4 March 2025.
7. Shareholders are required to update their contact details at the Dubai Financial Market to ensure that dividends are delivered properly. Dividends will be distributed through the Dubai Financial Market.
8. The virtual meeting will be recorded. Shareholders are entitled to discuss the items listed in the agenda and ask questions to the Board of Directors and the auditors of the Bank.
9. The Bank's consolidated financial statements for the year ended as of 31 December 2024 and the Bank's corporate governance report are available via the Bank's page on the Dubai Financial Market website at www.dfm.ae
10. The shareholders can view and download the Investors' Rights Guidelines on the Securities and Commodities Authority's website through the following link <https://www.sca.gov.ae/en/services/minority-investor-protection.aspx>