



بنك الشارقة Bank of Sharjah

INVITATION TO ATTEND THE ANNUAL GENERAL ASSEMBLY MEETING NO. 48 OF BANK OF SHARJAH (PJSC)

The Board of Directors of Bank of Sharjah (PJSC) has the honor to invite the shareholders to attend the Annual General Assembly Meeting No. 48 through electronic participation only without physical attendance. Video conference and electronic voting will be made available simultaneously during the meeting at 11:00 A.M. on Thursday, 3 /06 /2021 to consider the following agenda:

1. Listen to and approve the Board of Directors' Report on the Company's activity and its financial position for the fiscal year ended on 31/12/2020.
2. Listen to and approve the Auditor's Report for the fiscal year ended on 31/12/2020.
3. Discuss and approve the Company's balance sheet and profit and loss account for the fiscal year ended on 31/12/2020.
4. Discharge the members of the Board of Directors for the fiscal year ended on 31/12/2020.
5. Discharge the auditors for the fiscal year ended on 31/12/2020.
6. Appoint the External Auditors for the year 2021 and determine their fees.
7. To approve appointing a representative from law or audit firms certified by the SCA to represent shareholders at general assembly meetings to attend and vote on their behalf.

Matters that require a special resolution:

8. To approve the renewal of the Bank's USD 2.5 Billion Euro Medium Term Note Programme (Non-convertible to shares) and the issuance of any bonds under the Programme, which should be completed within one year from the date of the Annual General Assembly Meeting, with delegation to the Board of Directors to decide on the modalities of such issuance and the amendment of any document related to the Programme (subject to obtaining the necessary approvals from the relevant regulatory Authorities).
9. To approve the special resolution proposed by the Board of Directors of the Bank to issue Tier 1 Capital Perpetual Securities (Non-convertible to shares) for an aggregate amount not exceeding US\$ 1,000,000,000 (or the equivalent thereof in other currencies), and delegating to the Board of Directors the authority to decide on the date of issuance, which should be completed within one year from the date of the approval of the Annual General Assembly Meeting, and delegation to the Board of Directors to decide on the modalities and conditions of such issuance and signing of all documents and agreements related to the issuance (subject to obtaining approvals from the relevant regulatory Authorities). The securities are intended to qualify as Additional Tier 1 Capital of the Bank in accordance with UAE Central Bank guidance on Basel III Capital Instruments.
10. To approve the Board of Director's proposal to increase the Foreign Ownership Limit in the Bank's share capital from 30% to 40% as per the proposed text (attached):

Article 7 before amendment:

"All shares are nominal and the contribution of UAE nationals and GCC nationals, natural persons or legal persons wholly owned by citizens of GCC countries at any time during the term of the company's stay must not be less than of (70) % of the capital, and the percentage of non-UAE nationals may not exceed (30%)".

Article 7 after amendment:

"All shares are nominal and the contribution of UAE nationals and GCC nationals, natural persons or legal persons wholly owned by citizens of GCC countries at any time during the term of the company's stay must not be less than of (60) % of the capital, and the percentage of non-UAE nationals may not exceed (40%)".

**Mohammed bin Saud Al Qasimi
Chairman**

Notes:

1. The Annual General Assembly meeting shall be held through electronic participation on the day and time specified in the invite to shareholders in the presence of the Board of Directors, the Auditors, the Registrar the Rapporteur to the meeting and the Vote Verifier. The attendance of the shareholders will be through electronic participation and without personal attendance.
2. The Shareholders can register and vote electronically using an electronic link on "Lumi" fully integrated platform to be provided by SMS/ Email. To inquire further about registration and voting procedures please contact the Bank's Investor Relations on the following email Investor-Relations@bankofsharjah.com or by phone on 06-5113317.
3. Shareholders can send their questions and also vote on the resolutions through an electronic link that will be provided to them individually upon registration.
4. Any shareholder who has the right to attend the General Assembly may delegate any person other than a member of the Board of Directors under a special written proxy. In such capacity, no proxy may represent more than 5% of the shares in the capital of the Company. Shareholders who lack capacity or competency shall be represented by their legal representatives. (The requirements of sections 1 and 2 of Article 40 of the Chairman's Decision (3/R.M.) for 2020 on the adoption of the Public Shareholding Governance Manual shall be taken into account).
5. A corporate person may delegate one of its representatives or those in charge of its management under a decision of its Board of Directors or its authorized deputy to represent such corporate person in the General Assembly of the Bank. The delegated person shall have the powers as determined under the delegation decision.
6. Shareholders registered in the Shareholders Register on Wednesday, 2/6/2021 shall be entitled to vote in the General Assembly meeting.
7. The shareholders can access and review the financial statements of the Company on the website of the Abu Dhabi Exchange Market www.adx.ae and the Bank's website www.bankofsharjah.com.
8. 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 Company's share capital. If this quorum for the meeting is not available in the first meeting, the second meeting shall be convened on 17/06/2021 in the same place and time. (The second meeting shall be held after a period of not less than five (5) days and not more than fifteen (15) days from the date of the first meeting. The postponed meeting shall be deemed valid irrespective of the number of the shareholders present).
9. Special Resolution: is a resolution passed by majority vote of the shareholders who hold at least 3/4 of the shares represented in the General Assembly meeting of a joint-stock company. (This item shall be added in case there are any matters that require a special resolution).
10. You can view the guide on investor rights in securities, which is available on the main page of the SCA official website, according to the following link:
<https://www.sca.gov.ae/en/services/minority-investor-protection.aspx>.