

INVITATION TO ATTEND THE GENERAL ASSEMBLY MEETING No. 46 OF BANK OF SHARJAH (PJSC)

The Board of Directors of Bank of Sharjah PJSC is pleased to invite the esteemed shareholders of the Bank to the General Assembly Meeting No. 46 that will be held on Saturday 6th July 2019 at 12:30 p.m. at the Sharjah Chamber of Commerce & Industry, to discuss the following agenda:

1. To read and approve the Board of Directors' report on the Bank's activities for the year ending 31/12/2018.
2. To read and approve the Auditors' Report for the year ending 31/12/2018
3. To read and approve the Balance Sheet and the Profit & Loss Statements as at 31/12/2018.
4. To discharge the liability of the Directors for their services during the period ending 31/12/2018.
5. To discharge the liability of the External Auditors for their services during the period ending 31/12/2018.
6. To Approve the Board of Directors remuneration for the year 2018.
7. To appoint the External Auditors for the financial year 2019 and fix their remunerations.

Subjects that need special decisions:

8. To approve the update of the Bank's Euro Medium Term Note Programme; the increase in the global size of the Programme from US\$1,000,000,000 to US\$1,500,000,000; the issuance of senior unsecured notes or subordinated notes thereunder and the issuance of other debt securities by the Bank; subject to Board approval and any approvals required by relevant authorities. The General Assembly to discuss and approve the following:
 - (i) The update of or supplement to the Bank's Euro Medium Term Note Programme, which was originally established on 27 January 2017, such update or supplement to take place at any time (and, if required, multiple times)
 - (ii) The increase in the size of the Bank's Euro Medium Term Note Programme from US\$1,000,000,000 to US\$1,500,000,000.
 - (iii) The issuance by the Bank, or by a special purpose vehicle established for such purpose, of any senior unsecured notes or subordinated notes under the Bank's Euro Medium Term Note Programme, either as it currently stands or as increased, updated or supplemented pursuant to items (i) and (ii) above; or of any other senior debt securities, whether secured or unsecured, on a stand-alone basis or under an issuance Programme, in a total amount of up to U.S.\$2,500,000,000 (or the equivalent thereof in other currencies) at any points in time.
9. The approval of the issuance of Additional Tier 1 Bonds for an aggregate amount not exceeding US\$ 500,000,000 (or the equivalent thereof in other currencies). The General Assembly to consider and approve the following matters:
 - (i) To authorize the Board to issue Additional Tier 1 Bonds for an aggregate face amount not exceeding US\$ 500,000,000 (or the equivalent thereof in other currencies) at any time, which may be listed and/or admitted to trading on a stock exchange or any other trading platform and/or unlisted.
 - (ii) To authorize the Board to determine and agree on the timing, amount, offering mechanism, transaction structure and other terms and conditions of any such Additional Tier 1 issuance(s), (provided that such issuance is subordinated, interest payments under the terms and conditions of such issuance are capable of being cancelled under certain circumstances, and the terms and conditions also contain a point of non-viability provision.
 - (iii) Subject in all cases to obtaining necessary approvals which may be required from the relevant competent regulatory authorities.

**Ahmed Abdalla Al Noman
Chairman**

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General Notes:

1. A person who has the right to attend the Assembly may appoint a non-member of the Board of Directors under a special power of attorney in writing. A proxy of a number of shareholders may not hold more than 5% of the company's capital. Incompetents shall be represented by their legal representatives.
2. A legal person may delegate one of his representatives or those who administer him by a decision of his board of directors or his representative to represent him in the general assembly of the company. The delegated person shall have the powers prescribed by the delegation decision.
3. The shareholder of the registered share on **Thursday, 4 July 2019** shall be the holder of the right to vote in the General Assembly.
4. Dividends shall be paid to Shareholders registered in the shareholders register of **Tuesday, 16 July 2019**.
5. Shareholders can view the Bank's financial statements and the Corporate Governance report for 2018 on the Bank's website www.bankofsharjah.com and the ADX website www.adx.ae
6. The General Meeting shall not be valid unless attended by shareholders who own or represent at least 50% of the company's capital. If this quorum is not available at the first meeting, the second meeting shall be held on **Saturday 13, July 2019** at the same place and time.
7. 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.
8. Shareholders can download and browse the Investor Rights Guide issued by the Securities & Commodities Authority (SCA) on the following website: <https://www.sca.gov.ae/Arabic/pages/Home.aspx>