



بنك الشارقة
Bank of Sharjah

INVITATION TO ATTEND THE ANNUAL GENERAL ASSEMBLY MEETING NO. 51 OF BANK OF SHARJAH (PJSC)

The Board of Directors of Bank of Sharjah (P.J.S.C.) is pleased to invite the shareholders to attend the Annual General Assembly Meeting No. 51 in person at the Sharjah Chamber of Commerce & Industry- Sharjah and electronically/remotely through "Lumi" electronic platform on Tuesday 30/04/2024 at 11:00 a.m. The following agenda will be considered:

General Assembly Agenda:

1. Review and approve the report of the Board of Directors on the Bank's activities and financial position for the fiscal year ending 31/12/2023.
2. Review and approve the report of the external auditors for the fiscal year ending 31/12/2023.
3. Discuss and approve the Bank's balance sheet and profit and loss statement for the fiscal year ending 31/12/2023.
4. Consider the Board of Directors recommendation on the non-distribution of dividends, whether in the form of cash or bonus shares for the year ending 31/12/2023.
5. Discharge of the Board members for the fiscal year ending 31/12/2023, or non-discharge of them, removing them, and filing a liability lawsuit against them, as the case may be.
6. Discharge of the external auditors for the fiscal year ending 31/12/2023, or non-discharge of them, removing them, and filing a liability lawsuit against them, as the case may be.
7. Appointment of auditors and determining their fees.

Special Resolutions:

8. Approve the following and authorize the Board of Directors to:
 - A- Renew the Bank's USD 2,500,000,000 Euro Medium Term Note Programme (Non-convertible to shares) and issue 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.
 - B- 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 delegate 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 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.

Mohammed bin Saud Al Qasimi
Chairman

Notes:

1. The Annual General Assembly meeting shall be held 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 with the possibility of personal attendance to the Sharjah Chamber of Commerce & Industry - Sharjah where the meeting will take place.
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 GA@bankofsharjah.com or by phone on 06-5113317.
3. The 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 Bank. Shareholders who lack capacity or competency shall be represented by their legal representatives.
5. The conditions set in the paragraphs (1) & (2) of Article (40) of the Decision of the Chairman's Decision (3/R.M.) for 2020 on the adoption of the Public Shareholding Governance Manual shall be considered such that the signature of the shareholders indicated in the proxy mentioned in the previous note must be approved by the Notary Public, the Chamber of Commerce, the Economic Department in the UAE, a Bank or Company licensed in the UAE provided that the proxy shall have an account with any of them, or any other entity licensed to perform attestation work.
6. 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.
7. Shareholders registered in the Shareholders Register on Friday, 26/04/2024 shall be entitled to vote in the General Assembly meeting.
8. The shareholders may access and review the Bank's financial statements and integrated report enclosing Corporate Governance and Sustainability Reports on the website of the Abu Dhabi Exchange Market www.adx.ae and the Bank's website www.bankofsharjah.com.
9. 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 Monday, 6/05/2024 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.
10. 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).
11. 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/ar/services/minority-investor-protection.aspx>