



بنك الشارقة
Bank of Sharjah

INVITATION TO ATTEND THE ANNUAL GENERAL ASSEMBLY MEETING NO. 53 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. 53 in person at the Sharjah Chamber of Commerce & Industry- Sharjah and electronically/remotely through “Lumi” electronic platform on Thursday 30/04/2026 at 11:00 a.m. The following agenda will be considered:

Ordinary Resolutions:

1. To approve the Board of Directors report on the Bank's activities and the financial statements for the year ended 31 December 2025.
2. To approve the external auditor's report for the year ended 31 December 2025.
3. To approve the Bank's audited balance sheet and profit and loss account for the year ended 31 December 2025.
4. To approve the Board's proposal to distribute cash dividends to the shareholders for the year ended 31 December 2025 of 6.5% of share capital, amounting to AED 195 million.
5. To approve and determine the remuneration of the Board for the year ended 31 December 2025.
6. To absolve the members of the Board from liability for their work during the year ended 31 December 2025.
7. To absolve the external auditor from liability for work conducted during the year ended 31 December 2025.
8. To approve the appointment of the external auditor for 2026 and to determine its fees.
9. To elect Board members.

Special Resolutions:

10. To approve the Board's proposals relating to the following:
 - A- To 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- 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 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 Company. 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 Wednesday 29/04/2026 shall be entitled to vote in the General Assembly meeting.
8. Shareholders registered in the Shareholders Register on Monday 11/05/2026 are entitled to dividends for the year ended 31 December 2025.
9. 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.
10. 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 Thursday 07/05/2026 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.
11. 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).
12. 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>

CLARIFYING DISCLOSURE REGARDING THE APPROVAL OF AGENCIES

According to Clauses 1 & 2 of Article 40 of the Corporate Governance Manual, we would like to inform the shareholders with the following:

1. each shareholder who has the right to attend the general assembly may delegate someone from other than the Board members or the staff of the company, or securities brokerage company, or its employees, to attend on his behalf as per a written delegation stating expressly that the agent has the right to attend the general assembly and vote on its decision. A delegated person for a number of shareholders shall not have more than (5%) of the Company issued capital after gaining that delegation. Persons lacking legal capacity and are incompetent must be represented by their legal representatives.
2. The shareholder signature on the power of attorney referred in clause No. (1) shall be the signature approved by any of the following entities:
 - A. Notary Public.
 - B. Commercial chamber of economic department in the state.
 - C. Bank or company licensed in the state, provided that the agent shall have account with any of them.
 - D. Any other entity licensed to perform attestation works.
3. The Proxy form shall include the name & contact number(s) of the shareholder and the brokerage firm who approved the proxy. This form / power of attorney / delegation / Proxy is a guiding form whereby the client has the power to issue the Proxy in accordance with the limits and powers he deems appropriate, all of this is with the obligation that the signature of the shareholder mentioned in the proxy be the signature approved by / with one of the above-mentioned authorities. For further inquiries or clarification please contact us at **+971 6 511 3317** or email us at **investor-relations@bankofsharjah.com**