



بنك الشارقة Bank of Sharjah

INVITATION TO ATTEND THE ANNUAL GENERAL ASSEMBLY MEETING No. 47 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 on Wednesday 5 August, 2020 at 12:00 p.m. at Bank of Sharjah Head Office- Sharjah 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 31/12/2019.
2. Listen to and approve the Auditor's Report for the fiscal year ended on 31/12/2019.
3. Discuss and approve the Company's balance sheet and profit and loss account for the fiscal year ended on 31/12/2019.
4. Discharge the members of the Board of Directors for the fiscal year ended on 31/12/2019
5. Discharge the auditors for the fiscal year ended on 31/12/2019.
6. Appoint the auditors for the year 2020 and determine their fees.
7. To elect members of the Board of Directors.

Subjects that need special decisions:

8. To consider and approve the update of the Bank's Euro Medium Term Note Programme (Non-convertible to shares) and increase its current global size from US\$1,500,000,000 to US\$2,500,000,000 (or the equivalent thereof in any other currency) 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 consider and 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\$ 500,000,000 (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.

**Mohammed bin Saud Al Qasimi
Chairman**

Notes:

1. Each shareholder may authorize a representative of their choice (other than a member of the Company's Board of Directors or the bank staff or a brokerage firm staff) to attend the General Assembly Meeting on behalf of the shareholder by means of a written proxy. The representative must not, in such capacity, hold more than 5% of the Company's shares on behalf of several shareholders.
2. Persons of incomplete legal capacity will be represented by their legal representatives and minors will be represented by their parent or guardian. A corporate person may delegate one of its representatives or those in charge of its management under a resolution passed by its Board of Directors or its equivalent to represent such corporate person in the General Assembly Meeting, and the delegated person will have the powers as determined in the delegated resolution. The proxy form must be submitted and delivered to the Bank not less than two days prior to the date of the meeting.
3. Shareholders registered in the Shareholders Register on Tuesday 4 August, 2020 shall be entitled to vote in the General Assembly meeting.
4. Shareholders registered in the Shareholders Register on Sunday 16 August, 2020 shall be entitled to receive the dividends.
5. Shareholders can view the Bank's financial statements on the Bank's website www.bankofsharjah.com and the ADX website www.adx.ae.
6. 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 **Wednesday 12 August, 2020** 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.
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. (This item shall be added in case there are any matters that require a special resolution).
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>