

**NATIONAL BANK OF RAS AL KHAIMAH (P.S.C)**  
**INVITATION TO ATTEND THE ANNUAL GENERAL ASSEMBLY MEETING**

The Board of Directors of the National Bank of Ras Al Khaimah (PSC) is pleased to invite the Bank's shareholders to attend the Annual General Assembly Meeting scheduled on Wednesday 20 March 2019 at 11:30 AM, RAKBANK Head Office, 9th floor, Sh. Mohamed Bin Zayed Road, Exit 129, Ras Al Khaimah to consider the following agenda:

1. To consider and approve the Board of Directors' Report on the Bank's activities and financial position for the financial year ended 31 December 2018.
2. To consider and approve the External Auditors' Report on the Bank's balance sheet and financial position for the financial year ended 31 December 2018.
3. To discuss and approve the Bank's balance sheet and profit and loss statements for the financial year ended 31 December 2018.
4. To discuss and approve the Board of Directors proposal regarding the distribution of a cash dividend of AED502,873,628, equivalent to 30% of the share capital, or AED30 fils per share for the financial year ended 31 December 2018.
5. To approve the remuneration of the Board of Directors for the financial year ended 31 December 2018.
6. To absolve the members of the Board of Directors from any liability for the financial year ended 31 December 2018 or to dismiss the Directors and to file the liability claim against them, as the case may be.
7. To absolve the External Auditors from any liability for the financial year ended 31 December 2018 or to dismiss the Auditors and to file the liability claim against them, as the case may be.
8. To appoint the Auditors for the financial year 2019 and determine their remuneration.
9. To ratify the appointment of H.H. Shaikha Amneh Alqassimi on the Board of Directors of RAKBANK replacing Mr. Ahmad Abdulkarim Julfar.

**Special Resolution:**

1. To renew the approval to issue bonds under the USD2 billion Bank's Medium Term Notes Programme.

**Notes:**

1. Any shareholder that has the right to attend the General Assembly may delegate any person elected by such shareholder, other than a Director, under a special written proxy. A proxy shall not hold in this capacity over 5% of the share capital of the Bank. Shareholders who are minors or incompetent shall be represented by their legal representatives.
2. 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 any similar entity to represent such corporate person in any General Assembly of the Bank. The delegated person shall have the powers as determined under the delegation resolution.
3. Each shareholder registered in the share register on Tuesday 19 March 2019 shall be entitled to vote in the General Assembly Meeting.
4. Shareholders entitled for cash dividend are those recorded in the share register on Sunday 31 March 2019 and the last day to participate is Wednesday 27 March 2019.
5. The Bank's audited Financial Statements and Directors' Report will be available at the Bank's website: [www.rakbank.ae](http://www.rakbank.ae) and ADX website: [www.adx.ae](http://www.adx.ae).
6. Quorum at the General Assembly shall be present if shareholders holding or representing by proxy at least 50% of the share capital of the Bank are present at the meeting. If the quorum is not present at the first meeting, the General Assembly shall be adjourned to another meeting to be held on Wednesday 27 March 2019 at the same venue and time. Quorum at the adjourned meeting shall be present irrespective of the number of the present shareholders.
7. Investors have to update their contact details and addresses in ADX records to ensure receiving their dividend appropriately. If approved, dividends shall be distributed through ADX.
8. Special Resolution: such resolution issued by the majority votes of shareholders holding at least 75% of the shares represented at the General Assembly Meeting of the Bank.
9. A written proxy form should be lodged with the Bank's Head Office, Sh. Mohamed Bin Zayed Road, Exit No. 129, Ras Al Khaimah, Tel: 072061416, before close of business day on Sunday 17 March 2019.
10. Link to the SCA Investors Rights Guide is accessible on:  
[https://www.sca.gov.ae/\\_layouts/download.aspx?SourceUrl=/Arabic/awareness/Publications/SIR\\_AR.pdf](https://www.sca.gov.ae/_layouts/download.aspx?SourceUrl=/Arabic/awareness/Publications/SIR_AR.pdf)