

# 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 (P.S.C) is pleased to invite the Bank's shareholders to attend the Annual General Assembly meeting scheduled on Sunday 11 April 2021 to be held remotely / electronically at 11:00 AM (online registration will be open from Saturday 10 April 2021 at 10:00 AM) to consider the following agenda:

1. To authorize the Chairman of the General Assembly to appoint the meeting's Secretary and Vote Collector.
2. To consider and approve the Board of Directors' Report on the Bank's activities and financial position for the financial year ended 31 December 2020.
3. To consider and approve the External Auditors' Report on the Bank's balance sheet and financial position for the financial year ended 31 December 2020.
4. To consider and approve the Internal Sharia Supervision Committee Report in respect of the Bank's Islamic banking window for the year ended 31 December 2020.
5. To discuss and approve the Bank's balance sheet and profit and loss statements for the financial year ended 31 December 2020.
6. To approve the appointment of the members of the Internal Sharia Supervision Committee.
7. To discuss and approve the Board of Directors proposal on the appropriation of net profits for the financial year ending 31 December 2020 including the distribution of a cash dividend of AED251,436,814, equivalent to 15% of the share capital, or AED 0.15 per share.
8. To approve the remuneration of the Board of Directors for the financial year ended 31 December 2020.
9. To absolve the Members of the Board of Directors from any liability for the financial year ended 31 December 2020 or to dismiss the Directors and to file the liability claim against them, as the case may be.
10. To absolve the External Auditors from any liability for the financial year ended 31 December 2020 or to dismiss the Auditors and to file the liability claim against them, as the case may be.
11. To appoint the Auditors for the financial year 2021 and determine their remuneration.
12. To approve the appointment of the shareholders' representatives to attend General Assembly meetings and determine their remuneration in accordance with the Securities and Commodities Authority requirements.
13. To elect Members of the Board of Directors.

## Special Resolutions:

1. To approve the amendments of the articles (4), (5), (6), (13), (17), (18), (19), (20), (21), (22), (23), (25), (26), (31), (32), (33), (34), (35), (37), (39), (41), (43), (44), (46), (48), (49), (57) and (61) of the Bank's Articles of Association subject to obtaining the necessary approvals from relevant regulatory authorities.
2. To approve the renewal to issue non-convertible bonds under the Bank's existing Medium Term Notes Programme or create new programmes to issue Islamic Sukuk or bonds or other securities non-convertible into shares for a total amount not exceeding USD 2 billion.
3. To authorize the Board of Directors to issue any type of bonds or Islamic Sukuk or other securities (in each case non-convertible into shares) or establish or update any programme for an amount not exceeding USD 2 billion as set out above, and to determine the terms of issuing such bonds, Islamic Sukuk or other securities, including the date of issuance which shall not exceed one year from the date of this authorization, subject to obtaining all relevant approvals from the relevant regulatory authorities.

## Notes:

1. Any shareholder that has the right to attend the General Assembly meeting may delegate someone from other than the Bank's Board Members or its staff or the staff of the securities brokerage company to attend on his behalf as per a written delegation stating expressly that the agent has the right to attend the General Assembly meeting and vote on its decisions. A delegated person for a number of shareholders shall not have more than (5%) of the Bank issued capital after gaining that delegation. Persons lacking legal capacity and who are incompetent must be represented by their legal representatives. (subject to the requirements of sections 1 and 2 of Article 40 of the Chairman's Decision (3/R.M.) for 2020 on the adoption of the Public Shareholding Governance Manual).
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 meeting of the Bank. The delegated person shall have the powers as determined under the delegation resolution.
3. Shareholders can register to attend the meeting and vote on the items of the General Assembly meeting through [www.smartgm.ae](http://www.smartgm.ae).
4. The General Assembly meeting's online registration will open from Saturday 10 April 2021 at 10:00 AM to Sunday 11 April 2021 at 10:00 AM through [www.smartgm.ae](http://www.smartgm.ae).
5. Each shareholder registered in the share register on Thursday 8 April 2021 shall be entitled to vote in the General Assembly meeting.
6. Shareholders entitled for cash dividend are those recorded in the share register on Wednesday 21 April 2021 and the last day to participate is Monday 19 April 2021.
7. The Bank's Audited Financial Statements and Directors' Report are available at the Bank's website: [www.rakbank.ae](http://www.rakbank.ae) and ADX website: [www.adx.ae](http://www.adx.ae).
8. Quorum at the General Assembly meeting 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 meeting shall be adjourned to another meeting to be held on Sunday 18 April 2021 at the same place and time. Quorum at the adjourned meeting shall be present irrespective of the number of the present shareholders.
9. Investors are requested to update their contact details and addresses in ADX records to ensure receiving their dividend appropriately. If approved, dividends shall be distributed through ADX.
10. 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.
11. Proxy and any supporting documents will be sent to the following e-mail: [IR@rakbank.ae](mailto:IR@rakbank.ae), stating the name, email and mobile number to receive SMS for registration.
12. A written proxy form should be lodged with the Bank's Head Office, Sheikh Mohamed Bin Zayed Road, Exit No. 129, Ras Al Khaimah, to the attention of the Investor Relations Team, Tel: +971 4 291 5545, before close of business day on Thursday 8 April 2021.
13. Link to the SCA Investors Rights Guide is accessible on: <https://www.sca.gov.ae/ar/services/minority-investor-protection.aspx>

Board of Directors