

# 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 Monday 30 March 2020 at 11:00 AM, RAKBANK Head Office, 9th floor, Sheikh 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 2019.
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 2019.
3. To consider and approve the Annual Report of the Internal Sharia Supervisory Board in respect of the Bank's Islamic banking window for the year ended 31 December 2019.
4. To discuss and approve the Bank's balance sheet and profit and loss statements for the financial year ended 31 December 2019.
5. To approve the appointment of the members of the Internal Sharia Supervisory Board.
6. To discuss and approve the Board of Directors proposal regarding the distribution of a cash dividend of AED 502,873,628, equivalent to 30% of the share capital, or AED 30 fils per share for the financial year ended 31 December 2019.
7. To approve the remuneration of the Board of Directors for the financial year ended 31 December 2019.
8. To absolve the members of the Board of Directors from any liability for the financial year ended 31 December 2019 or to dismiss the Directors and to file the liability claim against them, as the case may be.
9. To absolve the External Auditors from any liability for the financial year ended 31 December 2019 or to dismiss the Auditors and to file the liability claim against them, as the case may be.
10. To appoint the Auditors for the financial year 2020 and determine their remuneration.

### Special Resolution:

1. To renew the approval to issue non-convertible bonds, under the USD2 billion Bank's Medium Term Notes Programme.
2. To authorize the Board of Directors to issue the above bonds (being non-convertible into shares) and determine the terms applicable to such issuance, 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 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 Sunday 29 March 2020 shall be entitled to vote in the General Assembly Meeting.
4. Shareholders entitled for cash dividend are those recorded in the share register on Thursday 9 April 2020 and the last day to participate is Tuesday 7 April 2020.
5. 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).
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 Monday 6 April 2020 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, Sheikh Mohamed Bin Zayed Road, Exit No. 129, Ras Al Khaimah, Tel: 072061416, before close of business day on Thursday 26 March 2020.
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)

**Board of Directors**