

Invitation To attend General Assembly Meeting

The Board of Directors of First Abu Dhabi Bank P.J.S.C is pleased to invite the Shareholders to attend the annual general assembly meeting on Tuesday 28 February 2023 at 4pm - 4th floor, bank's headquarters, Al Qurm district – behind Khalifa Park - Abu Dhabi for physical attendance, and virtually through an electronic link for the meeting that will be sent to them via SMS or email following registration of their attendance to enable shareholders to attend the meeting virtually and discuss the agenda and vote on the proposed resolutions in real time. The following agenda will be considered:

1. Discuss and approve the report of the Board of Directors on the activity of the bank and its financial statements for the financial year ending 31/12/2022.
2. Discuss and approve the report of the external auditors for the financial year ending 31/12/2022.
3. Discuss and approve the bank's balance sheet and profit and loss statement for the financial year ending 31/12/2022.
4. Consider the proposal of the Board of Directors regarding the provisions and reserves, and the distribution of profits for the financial year ending on 31/12/2022 of 52% of the Bank's paid-up capital as cash dividend, which is 52 fils per share for a total amount of AED 5.74 Billion.
5. Discuss and approve the board of directors' remuneration.
6. Discharge of the board members for their actions during 2022.
7. Discharge of the external auditors for their actions during 2022.
8. Appointment of auditors for the financial year 2023 and determining their fees.
9. Elect the Board of Directors
10. Discuss and approve Internal Shari'ah Supervision Committee annual report.
11. Notification on payable Zakat in relation to the Bank's Islamic activities for the financial year ending 31/12/2022.

Special Resolutions:

12. Approving amendments to the following Articles in the Bank's Articles of Association: (Preamble), Articles: (1), (3), (5), (15), (17), (18), (19), (21), (23), (25), (26), (29), (32), (34), (37), (39), (41), (42), (46), (47), (49), (48), (49), (50), (52), (56), (64) and (65) to comply with the new commercial companies law No: (32) of 2021, we are also proposing to add few activities which the bank can undertake after getting the Central Bank of the UAE and the Securities and Commodities Authority approval on the changes to the Articles of Association. To view these Amendments/changes you can refer to the Market website and the Bank's website: www.bankfab.com

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13. Approve the following and authorize the Board of Directors to:

A- Issue any type of bonds or Islamic sukuk or other securities (in each case, non-convertible into shares), whether under a programme or on a stand-alone basis, or establish any new programmes or update existing programmes, or enter into any liability management exercise, in the case of any new issuances for an amount not exceeding USD 10 Billion (or its equivalent in any other currency) and whether listed and/or admitted to trading on a stock exchange or any other trading platform and/or unlisted, and authorise the Board of Directors to determine the terms of issuing such bonds, Islamic sukuk or other securities, and set their date of issue, subject to obtaining the approval of the relevant competent authorities as applicable, and in accordance with the provisions of the Bank's Articles of Association.

- B- Issue additional tier 1 bonds or Islamic sukuk for regulatory capital purposes, in the case of any new issuances for an amount not exceeding USD 1 billion (or its equivalent in any other currency), and authorise the Board of Directors to determine the terms of issuing such bonds or Islamic sukuk, subject to such bonds or Islamic sukuk containing the terms and conditions required by the Central Bank of the United Arab Emirates, including the following features: subordination, the discretion of the Bank to cancel or not make interest payments to investors as well as certain events resulting in a mandatory non-payment of interest to investors in certain circumstances, and write-down provisions that are triggered in the event of non-viability, as the same may be listed and/or admitted to trading on a stock exchange or any other trading platform and/or unlisted.
- C- Issue tier 2 bonds or Islamic sukuk for regulatory capital purposes, in the case of any new issuances for an amount not exceeding USD 1 billion (or its equivalent in any other currency), whether under a programme or on a stand-alone basis, and authorise the Board of Directors to determine the terms of issuing such bonds or Islamic sukuk, subject to such bonds or Islamic sukuk containing the terms and conditions required by the Central Bank of the United Arab Emirates, including the following features: subordination, certain events resulting in a mandatory non-payment of amounts to investors in certain circumstances, and write-down provisions that are triggered in the event of non-viability, as the same may be listed and/or admitted to trading on a stock exchange or any other trading platform and/or unlisted.

Notes:

1. At the direction of the Securities and Commodities Authority, the Bank's shareholders who will attend the general assembly virtually should register their attendance electronically to be able to vote on the items of the general assembly. Registration is open from 3pm on Monday 27 February 2023 and closes at 4pm on Tuesday 28 February 2023. For electronic registration, please visit the following website: www.smartagm.ae. Holders of proxies must send a copy of their proxies to the email address is@bankfab.com with their names and mobile numbers to receive text messages for registration.
2. Any Shareholder registered and is entitled to attend the general assembly meeting may delegate any person other than a member of the Board of Directors, employees of the Bank, a broker or employees of such broker under a special written proxy. In such capacity, no proxy may represent a number of shareholders who hold more than 5% of the shares in the capital of the Bank. Persons of incomplete capacity or incapable shall be represented by their legal representatives (provided that the requirements set forth in items 1 and 2 of Article (40) of Chairman of Authority's Board of Directors' Decision no. (3/R.M) of 2020 concerning the Approval of Joint Stock Companies Governance Guide are considered). Shareholders may review the disclosure posted on the Bank's page at ADX in respect of the requirements to be adopted to approve a proxy.
3. The passing of a special resolution requires the consent of shareholders representing three quarters of the shares represented at the meeting.
4. A corporate person may delegate a representative or those in charge of its management pursuant to a resolution of its board of directors or its equivalent to represent such corporate person in the general assembly of the Bank. The delegated person shall have the powers as determined in the delegating resolution.
5. Shareholders registered in the shareholders register on Monday 27 February 2023 shall be entitled to vote in the general assembly meeting.
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 Bank's share capital. In case quorum is not reached in the

first meeting, the second meeting shall be convened on Tuesday 7 March 2023 at the same time and place and the proxies issued for the first meeting shall be valid. The second meeting shall be valid if attended by at least one shareholder.

7. Shareholders registered in the shareholders register on Friday 10 March 2023 (i.e. buyers on 08 March 2023) shall be entitled to receive the dividends if the quorum is achieved on 28 February 2023, and shareholders registered in the shareholders register on Friday 17 March 2023 (i.e. buyers on 15 March 2023) shall be deemed to be entitled to receive the dividends if the general assembly is held on 07/03/2023.
8. Shareholders are required to update their contact details at the Abu Dhabi Securities Exchange to ensure that dividends are delivered properly. Dividends will be distributed through the Abu Dhabi Securities Exchange.
9. The virtual meeting will be recorded. Shareholders are entitled to discuss the items listed in the agenda and ask questions to the Board of the Directors and the auditors of the Bank.
10. The meeting will be treated to have been held at the Bank's headquarters in Abu Dhabi.
11. Shareholders can view Bank's financial statements on the Bank's website. www.bankfab.com and Abu Dhabi Stock Exchange website www.adx.ae, investor's rights guidelines on Securities & Commodities authority home page under the following link:

<https://www.sca.gov.ae/ar/services/minority-investor-protection.aspx>

Board of Directors

Special Proxy

HH the Chairman of First Abu Dhabi Bank P.J.S.C.

After greetings:

I/We:

Shareholder(s) of First Abu Dhabi Bank P.J.S.C., do hereby appoint and authorize by virtue of this proxy:

Mr. /s

Attorney on my behalf and authorize him to vote of my/our behalf at the General Assembly meeting scheduled to be held on Tuesday 28 February 2023:

Shareholder (s) No:

Dated:

Signature: