

**Invitation to attend the Annual General Assembly Meeting  
Of National Bank of Umm Al Qaiwain Psc,**

The Board of Directors of National Bank of Umm Al Qaiwain Psc, has the honor to invite the shareholders to attend the Annual General Assembly meeting in person at 11:00 AM on Monday, 10/03/2025 at bank's Head office in UAQ for physical attendance, and virtually (remotely/online) by mean of Virtual Meeting through an electronic link for the meeting that will be sent to shareholders 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 with visual communication and electronic voting to consider the following agenda:

1. Discuss and approve the Board of Directors' Report on the Bank's activity and its financial position for the financial year ended on 31/12/2024.
2. Discuss and approve the report of the external auditors of the Bank for the financial year ended 31/12/2024.
3. Discuss and approve the Annual Report of the Executive Member of the Shari'ah Supervision on the Islamic Banking Unit of the previous Islamic Banking Window, which the Bank closed with regard to the Bank's existing Islamic transactions for the financial year ended on 31/12/2024.
4. Discuss and approve the Bank audited Balance Sheet and Profit and Loss statement for the financial year ended 31/12/2024.
5. To Consider and approve the Board of Directors' recommendation concerning of cash dividends distribution to shareholders of 18% of the paid up capital, aggregating to an amount of AED 360,000,000/00 for the financial year ended 31/12/2024.
6. Approve a proposal concerning the remuneration of the members of the Board of Directors for the year 2024 and determine the amount thereof.
7. Discharge of the Board of Directors of the Bank from liability for their actions for the financial year ended on 31/12/2024 or remove them and file a liability action against them, as the case may be.
8. Discharge the external auditors of the Bank from liability for their actions for the financial year ended on 31/12/2024, or remove them and file a liability action against them, as the case may be.
9. Appointment of the external auditors of the Bank for the financial year 2025 and determine their fees.
10. To approve the renewal or appointment of member/members of the Internal Shari'ah Supervision Committee that were approved by the Higher Shari'ah Authority of the Central Bank of the UAE for the Bank's existing Islamic transactions.

**Notes:**

1. At the direction of the Securities and Commodities Authority, the Bank's shareholders who will attend must register to attend electronically to be able to vote on the Agenda Items of the Annual General Assembly electronically. Registration for voting on AGM decisions is open from 10:00AM on Sunday 09/03/2025 and closes at 10:00 AM on Monday 10/03/2025. Holders of authorized agencies according to the instructions of the Securities and Commodities Authority must register through (<https://www.smartagm.ae>), and fill out the proxy form and upload it with the supporting documents once the online registration is open and must attach them to the e-participation request and send a copy of the powers of attorney to the e-mail: **investor.relations@nbq.ae** with name and mobile number and email to receive text messages and emails for registration.
2. Based on the Securities and Commodities Authority Circular No. (2021/326) and in accordance with the requirements of Clause (4) of Article No. (40) of the corporate Governance for Public Shareholding Companies issued by the Authority's Chairman of the Board of Directors' Decision No. (3) for the year 2020, regarding the appointment of the representatives of the appointed shareholders in the annual general assemblies, M/s.Tamer Abdulmajeed Accounts and Taxes (Previously Messrs. Tamer Abd Al-Majid Auditing) was appointed , tel. 0558700130 and the e-mail : rawasiat2020@gmail.com, and M/s Khalid Kalandar Al Maazmi Advocates & Legal Consultants (Previously M/s International law advocate and legal consultant) , tel. 04-2942616 to represent the shareholders in the Annual general assembly meeting that will be held on 10/03/2025 To represent the shareholders, attend the meetings of the Annual General Assembly and vote on its resolutions on behalf of the shareholders. The shareholder authorizes the appointed representative at least five days before the date set for convening the Annual general assembly, provided that the proxy form clearly and explicitly includes the shareholder's instructions to vote on the items listed in the meeting.

**The mechanism of registration, attendance and voting electronically according to the following approach:**

- a) Shareholders who are registered in ADX must register to attend the Annual general assembly through the link: [www.smartagm.ae](http://www.smartagm.ae)
  - b) After verifying the validity of the data entered by the Shareholder upon registration, the login data will be sent via SMS text messages and the e-mail that he registered in the registration form, which contains the meeting link in addition to the user name and password.
  - c) Shareholders can vote on meeting agenda items and ask questions 24 hours before the start of the meeting using the login data received by SMS and e-mail. Live voting will also be available during the meeting.
  - d) For any queries related to the electronic registration, attendance and e-voting, please read the instructions available on SmartAGM portal (<https://www.smartagm.ae>) or via the support channels on SmartAGM portal or contact the Bank at [investor.relations@nbq.ae](mailto:investor.relations@nbq.ae)
3. According to clauses 1 & 2 of Article 40 of the Corporate Governance, each shareholder who has the right to attend the general assembly meeting, may delegate someone from other than the Board

members or the staff of the Bank, or securities brokerage company, or its employees, to attend on his behalf as per a written delegation stating expressly that the agent has the right to attend the General assembly and vote on its decision. 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 are incompetent must be represented by their legal representatives. The shareholders signature, on the power of attorney (proxy) shall be the signature approved by any of the following: (1) Notary Public, (2) A Chamber of Commerce or an Economic department in the country, (3) A Bank or company licensed in the country, provided that the principal has an account with either of them, (4) Financial markets licensed in the UAE (5) Any other entity licensed to carry out attestation and documentation works. For the shareholders having a bank account in their name with the Bank and the Bank holds their specimen signature, the Bank will verify and confirm their signatures based on its records.

4. A corporate person may delegate one of its representatives or those in charge of its management under a decision of its Board of Directors or its authorized deputy to represent such corporate person in the General Assembly of the Bank. The delegated person shall have the powers as determined under the delegation decision.
5. Shareholders registered in the Shareholders Register on Friday, 07/03/2025 shall be entitled to vote in the General Assembly meeting and register on the electronic system.
6. Shareholders registered in the shareholders register on Thursday, 20/03/2025 shall be entitled to receive the dividends in case the Annual General Assembly is conducted on Monday, 10/03/2025, or otherwise , on Thursday, 27/03/2025 in case the General Assembly is conducted on Monday, 17/03/2025. (The owner of the share registered on Friday, 14/03/2025 shall be the holder of the right to vote and register on the electronic system at the postponed meeting of the general assembly).
7. The shareholders can access and review the financial statements, the corporate governance report and the sustainability report (Integrated report) of the Bank on Abu Dhabi Securities Exchange market website and NBQ website ([www.nbq.ae](http://www.nbq.ae)).
8. 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. If this quorum for the meeting is not available in the first meeting, the second meeting will be held electronically on March 17, 2025 at the same place and time, provided that the registration and voting procedures will be repeated in the same steps described previously (the postponed meeting is considered valid regardless of the number of shareholders registered in the meeting).
9. The Bank will record the minutes of the meeting remotely, and the shareholders have the right to discuss the topics on the agenda of the general assembly and direct questions to the Board of Directors.
10. Shareholders can view the guide on investors rights in securities, which is available on the main page of the SCA official website, according to the following link:  
<https://www.sca.gov.ae/ar/regulations/minority-investor-protection.aspx>
11. All shareholders are kindly requested to update their data and addresses with Abu Dhabi securities Exchange market to ensure receipt of dividends as appropriate, as cash dividends will be distributed through Abu Dhabi Securities Exchange market.

إفصاح توضيحي بشأن اعتماد التوكيلات

- بناءً على متطلبات البندين 1 و 2 من المادة رقم 40 من دليل الحوكمة، نود أن نلفت السادة المساهمين إلى ما يلي:
1. يجوز لمن له حق حضور الجمعية العمومية أن ينيب عنه من يختاره من غير أعضاء مجلس الإدارة أو العاملين بالشركة أو شركة وساطة في الأوراق المالية أو العاملين بها بمقتضى توكيل خاص ثابت بالكتابة ينص صراحة على حق الوكيل في حضور اجتماعات الجمعية العمومية والتصويت على قراراتها. ويجب ألا يكون الوكيل لعدد من المساهمين -حائزاً بهذه الصفة على أكثر من (5%) من رأس مال الشركة المصدر. ويمثل ناقصي الأهلية وفاقيها النايبون عنهم قانوناً.
  2. يتعين أن يكون توقيع المساهم الوارد في الوكالة المشار إليها في البند (1) هو التوقيع المعتمد من/لدى أحد الجهات التالية، وعلى الشركة اتخاذ الإجراءات اللازمة للتحقق من ذلك.

- (أ) الكاتب العدل.
- (ب) غرفة تجارة أو دائرة اقتصادية بالدولة.
- (ج) بنك أو شركة مرخصة بالدولة شريطة أن يكون للموكل حساب لدى أي منهما.
- (د) الأسواق المالية المرخصة بالدولة.
- (هـ) أي جهة أخرى مرخص لها للقيام بأعمال التوثيق.

3. يتعين تضمين نموذج التوكيل أرقام التواصل بالمساهم واسم وأرقام التواصل الخاصة بممثل عن شركة الوساطة الذي اعتمد التوكيل. إن هذا النموذج /التوكيل/التفويض هو نموذج استرشادي حيث يكون للموكل إصدار التوكيل وفقاً للحدود والصلاحيات الذي يراها مناسبة، وذلك جميعه مع ضرورة التزام بأن يكون توقيع المساهم الوارد في الوكالة هو التوقيع المعتمد من/لدى أحد الجهات المذكورة أعلاه. للمزيد من المعلومات أو الأيضاحات يرجى التواصل على الأرقام التالية: 06-7066858 أو البريد الإلكتروني: investor.relations@nbq.ae

Clarifying disclosure regarding the approval of agencies

According to Clauses 1 & 2 of Article 40 of the Corporate Governance Manual, we would like to inform the shareholders with the following:

1. each shareholder who has the right to attend the general assembly may delegate someone from other than the Board members or the staff of the company, or securities brokerage company, or its employees, to attend on his behalf as per a written delegation stating expressly that the agent has the right to attend the general assembly and vote on its decision. A delegated person for a number of shareholders shall not have more than (5%) of the Company issued capital after gaining that delegation. Persons lacking legal capacity and are incompetent must be represented by their legal representatives.
2. The shareholder signature on the power of attorney referred in clause No. (1) shall be the signature approved by any of the following entities:
  - A. Notary Public.
  - B. Chamber of Commercial or Economic department in the country.
  - C. Bank or company licensed in the country, provided that the principal has an account with either of them.
  - D. Financial markets licensed in the UAE.
  - E. Any other entity licensed to perform attestation works.
3. The Proxy form shall include the name and contact number(s) of the shareholder and the brokerage firm who approved the proxy. This form/power of attorney/delegation /proxy is a guiding form whereby the shareholder has the power to issue the proxy in accordance with the limits and powers he deems appropriate, all of this is with the obligation that the signature of the shareholder mentioned in the proxy be the signature approved by/with one of the above-mentioned authorities. For further inquiries or clarifications, please contact us at 06-7066858 or email us at: investor.relations@nbq.ae