

## INVITATION TO ATTEND THE GENERAL ASSEMBLY MEETING OF MASHREQ BANK P.S.C.

The Board of Directors of Mashreq Bank P.S.C. (the **Bank**) invites the shareholders to attend the annual General Assembly meeting in **person** at the Bank's headquarters (6<sup>th</sup> Floor) in Dubai or **to attend virtually** through an electronic link, for the meeting that will be sent to the shareholders via SMS or email, following registration of their attendance to enable shareholders to attend the meeting virtually, discuss the agenda and vote on the proposed resolutions in real time, on Thursday, 27 February 2025 at 10:00 am (UAE time) to consider the following agenda:

**Firstly: Authorise the Chairman of the General Assembly to appoint a Secretary to the meeting and a Vote Collector.**

**Secondly: Ordinary resolutions agenda items:**

1. Consider and approve the Board of Directors' report, on the Bank's activity and its financial position for the financial year ended as of 31 December 2024.
2. Consider and approve the auditor's report for the financial year ended as of 31 December 2024.
3. Consider and approve the Bank's balance sheet and profit and loss account for the financial year ended as of 31 December 2024.
4. Consider and approve the Annual Shari'ah Report for the Islamic Window of the Bank by Internal Shari'ah Supervision Committee for the Year 2024.
5. To approve the appointment of Bank's Internal Shari'ah Supervisory Committee members.
6. Noting the amount of Zakat for the Islamic Window of the Bank for the Year 2024.
7. Consider and approve the Board of Directors' recommendation regarding the distribution of a cash dividend amounting to AED 21.1 per share (at 211% of the paid-up capital), aggregating to an amount of AED 4,232,867,413 for the financial year ended as of 31 December 2024.
8. Approve the Board of Directors remuneration for the financial year ended as of 31 December 2024.
9. Discharge the members of the Board of Directors from liability for the financial year ended as of 31 December 2024 or dismiss them and file claim(s) against them.
10. Discharge the auditors from the liability for the financial year ended as of 31 December 2024 or dismiss them and file claim(s) against them.
11. Appoint the auditors for the financial year of 2025 and determine their fees.

**Thirdly: Special resolutions agenda items:**

- (a) Undertake the following actions to issue non-convertible securities (the Actions):
  - (i) update the Bank's:
    - A. USD 5,000,000,000 Euro Medium Term Note programme (the EMTN Programme); and
    - B. USD 2,500,000,000 trust certificate issuance programme (the Sukuk Programme), together, the (Programmes); and
      - ii. issue new debt instruments not exceeding USD 4,000,000,000 under any of the Programmes from time to time;
      - iii. issue standalone debt and/or Shari'a-compliant instruments not exceeding USD 3,000,000,000, including a specific allocation of USD 1,500,000,000 for regulatory capital purposes (the capital instruments shall include the terms and conditions required by the UAE Central Bank, including, as applicable, in relation to additional tier 1 capital instruments and tier 2 capital instruments, the following features: subordination; coupon non-payment events; and non-viability and write-down provisions), (the Capital Markets Funding);
      - iv. undertake liability management exercises for instruments issued or to be issued under the Programmes or Capital Markets Funding, including consent solicitation, exchange offer, tender offer, buyback or any combination thereof (Liability Management); and
      - v. when undertaking Liability Management activities:
- A. prepare and enter into finance agreements and any other appropriate documents deemed necessary or appropriate for Liability Management; and
- B. establish special purpose vehicles in suitable jurisdictions to act as issuers of instruments issued under the Programmes or under Capital Markets Funding (as applicable);
- (b) Enter into and perform any document(s) and obligations, take any actions and undertake any activities, deemed appropriate or necessary in connection with the Actions; and
- (c) Approve authorising the Bank's Board of Directors (the Board) and any person authorised or delegated by the Board, to adopt any resolution or take any action or undertake any activities, deemed appropriate or necessary in connection with the Actions.

**Notes:**

1. At the direction of the Securities and Commodities Authority, the Bank's shareholders who will attend the General Assembly should register their attendance electronically to be able to vote on the items of the General Assembly. Registration is open from 10:00 am on 19 February 2025 and closes at 10:00 am on 27 February 2025. For electronic registration, please visit the following website: [www.smartagm.ae](http://www.smartagm.ae). Individual and corporate proxies can register through ([www.smartagm.ae](http://www.smartagm.ae)), fill out the proxy form and upload it with the supporting documents once the online registration is open.
2. Any shareholder registered, entitled to attend the 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 incapability 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 as amended by Authority's Board Chairman Decision No. (6/R.M) of 2022 (are taken into account)]. Shareholders may review the disclosure posted on the Bank's page at Dubai Financial Market in respect of the requirements to be adopted to approve a proxy.
3. 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.
4. Shareholders registered in the shareholder's register on 26 February 2025 shall be entitled to vote in the General Assembly meeting.
5. 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, 4 March 2025 at the same time and the proxies issued shall be valid for the second meeting. The second meeting shall be valid regardless of the number of those attending.
6. Shareholders registered in the shareholder's register on 10 March 2025 shall be entitled to receive the dividends if the quorum is achieved on 27 February 2025, and shareholders registered in the shareholder's register on 14 March 2024 shall be deemed to be entitled to receive the dividends if the General Assembly is held on 4 March 2025.
7. Shareholders are required to update their contact details at the Dubai Financial Market to ensure that dividends are delivered properly. Dividends will be distributed through the Dubai Financial Market.
8. The virtual meeting will be recorded. Shareholders are entitled to discuss the items listed in the agenda and ask questions to the Board of Directors and the auditors of the Bank.
9. The Bank's consolidated financial statements for the year ended as of 31 December 2024 and the Bank's corporate governance report are available via the Bank's page on the Dubai Financial Market website at [www.dfm.ae](http://www.dfm.ae)
10. The shareholders can view and download the Investors' Rights Guidelines on the Securities and Commodities Authority's website through the following link <https://www.sca.gov.ae/en/services/minority-investor-protection.aspx>



# إفصاح توضيحي بشأن اعتماد التوكيلات



بناءً على متطلبات البندين ١ و ٢ من المادة رقم ٤٠ من دليل حوكمة الشركات المساهمة العامة الصادر من هيئة الأوراق المالية والسلع، نود أن نلفت السادة المساهمين إلى ما يلي:

## الوكلاء المفوضين عن المساهمين:

١. 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 (٥%) من رأس مال الشركة المصدر. ويمثل ناقص الأهلية وفاقديها النائبون عنهم قانوناً.
٢. يتعين أن يكون توقيع المساهم الوارد في الوكالة المشار إليها في البند (١) 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 . أي جهة أخرى مرخص لها القيام بأعمال التوثيق
٣. بالإضافة إلى ذلك يرجى إرفاق ما يلي:
  - نسخة سارية الصلاحية من بطاقة الهوية الإماراتية (من الأمام والخلف) أو نسخة جواز السفر للمساهم.
  - نسخة سارية الصلاحية من بطاقة الهوية الإماراتية (من الأمام والخلف) أو نسخة جواز السفر لصاحب التوكيل
٤. يتعين تضمين نموذج التوكيل أرقام التواصل بالمساهم واسم و أرقام التواصل الخاصة بممثل عن شركة الوساطة الذي اعتمد التوكيل.

## الوكلاء المفوضين عن الشخص الاعتباري

١. يجوز للشخص الاعتباري تفويض أحد ممثليه أو المسؤولين عن إدارته بموجب قرار صادر عن مجلس إدارته أو أي كيان مماثل.
٢. يجب أن يتم توقيع خطاب التفويض أو النموذج من قبل المفوض بالتوقيع عن الشخص الاعتباري وتقديم المستند الداعم مثل التوكيل الرسمي والرخصة التجارية وما إلى ذلك.
٣. بالإضافة إلى ذلك يرجى إرفاق ما يلي:
  - نسخة سارية الصلاحية من بطاقة الهوية الإماراتية (من الأمام والخلف) أو نسخة جواز السفر لصاحب التوكيل
٤. يتعين تضمين نموذج التوكيل أرقام التواصل بالمساهم واسم و أرقام التواصل الخاصة بممثل عن شركة الوساطة الذي اعتمد التوكيل.

## CLARIFYING DISCLOSURE REGARDING THE APPROVAL OF AGENCIES

According to Clauses (1) & (2) of Article (40) of the Governance Guide for Public Shareholding Companies issued by the Securities and Commodities Authority, we would like to inform the shareholders of the following:

### Individual Proxyholder:

1. Any 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 - Commercial chamber or economic department in the state
  - c - Bank or company licensed in the state, provided that the agent shall have an account with any of them.
  - d - Any other entity licensed to perform attestation works.
3. In addition to the above please, provide the following:
  - Valid Emirates ID copy (Front and Back) or Passport Copy of the shareholder
  - Valid Emirates ID copy (Front and Back) or Passport Copy of the Proxyholder.
4. The proxy form shall include the name and contact number(s) of the shareholder and the brokerage firm who approved the proxy.

### Corporate Proxyholder

1. 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.
2. The delegation letter or form should be signed by an authorized signatory and provide the supporting document such as POA, Trade License etc.
3. In addition to the above please, provide the following:
  - Valid Emirates ID copy (Front and Back) or Passport Copy of the Proxyholder.
4. The proxy form shall include the name and contact number(s) of the shareholder and the brokerage firm who approved the proxy.