

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) (the "Bank") is pleased to invite the Bank's shareholders to attend the Annual General Assembly meeting scheduled on Tuesday, 18th March 2025, at 11:00 AM, to be held at the Bank's Head office in Ras Al Khaimah for in-person attendance, or virtually (remotely/online) by means of virtual meeting through an electronic link for the meeting which will be sent to the shareholders via SMS or email following attendance registration, to attend, discuss and vote on the proposed resolutions with visual communication and electronic voting, to consider the following agenda:

Ordinary Resolutions:

1. To authorize the Chairman of the Annual General Assembly Meeting 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 31st December 2024.
3. To consider and approve the External Auditors' Report on the Bank's balance sheet and financial position for the financial year ended 31st December 2024.
4. To consider and approve the Internal Sharia Supervision Committee Report in respect of the Bank's Islamic banking window for the year ended 31st December 2024.
5. To discuss and approve the Bank's balance sheet and profit and loss statements for the financial year ended 31st December 2024.
6. To approve the appointment of the Internal Sharia Supervision Committee (ISSC) members.
7. To discuss and approve the Board of Directors' proposal on the distribution of profit, for the financial year ending 31st December 2024, of a cash dividend of AED 1,006 million, equivalent to 50% of the share capital, AED 50 fils per share.
8. To approve the remuneration of the Board of Directors for the financial year ended 31st December 2024.
9. To discharge the Members of the Board of Directors from any liability for the financial year ended 31st December 2024, or to dismiss the Directors and to file the liability claim against them, as the case may be.
10. To discharge the External Auditors from liability for the financial year ended 31st December 2024, or to dismiss the External Auditors and to file the liability claim against them, as the case may be.
11. To appoint the External Auditors for the financial year 2025 and to determine their remuneration.

Special Resolutions:

1. To approve and authorise the update of the Bank's U.S.\$2,000,000,000 Euro Medium Term Note Programme (the "Bond Programme") and the listing of the Bond Programme on the International Securities Market of the London Stock Exchange and/or any other local or international stock exchange as any of the Authorised Signatories (as such term is defined below) may consider appropriate, and to issue any notes thereunder (in each case, non-convertible into shares) on such terms as may be determined by the Authorised Signatory; That any two of the following signatories (each, an "Authorised Signatory") are hereby authorised to jointly execute any agreement, deed, certificate, letter, document or notice required to be executed or delivered in connection with the Bond Programme and the issuance of notes thereunder: a. Raheel Ahmed, Group Chief Executive Officer, a British national with Emirates ID no. 784-1970-3290539-6; b. Jean Pierre Le Roux, Managing Director - Wholesale Banking Group, a South African national with Emirates ID no. 784-1970-6943509-3; c. Suri Vikas, Managing Director - Wholesale Banking Group, a Singaporean national with Emirates ID no. 784-1967-2849365-9; and d. Mohammad Jaffer Nini Ahmed Nini, Group Chief Financial Officer, a Pakistan national with Emirates ID no. 784-1967-7052952-5. - In respect of instruments issued or to be issued in connection with the Bond Programme, to: -undertake any liability management exercise with respect thereto (including, without limitation, by way of consent solicitation, exchange offer, tender offer, buyback or any combination thereof); -prepare and enter into such finance agreements and related documents as may be necessary (including, without limitation, any offering documents / prospectus(es), relevant programme agreements / dealer agreements, subscription agreements, dealer manager agreements, guarantees, hedging arrangements and all related and Ancillary Documents (as such term is defined below) in respect of the foregoing; - establish one or more special purpose vehicles incorporated in jurisdictions anywhere in the world, with the specific purpose of acting as the issuers of any conventional securities; Any 2 of the Authorised Signatories acting jointly to approve any cost associated with the implementation and execution of the Bond Programme and the issuance of notes thereunder; Any 2 of the Authorised Signatories acting jointly to appoint third party service providers in connection with the Bond Programme and the issuance of notes thereunder, including, but not limited to, joint lead managers, dealer managers, consent solicitation agents, tabulation agents, registrars, paying agents, bond trustees/delegates, auditors, rating agencies, corporate services administrators, service process agents, listing agents and legal counsel; and Any two Authorised Signatories jointly to give, make, sign, execute (under hand, seal or as a deed) and deliver any other documents, notes, deeds, agreements, listing applications, letters, notices, certificates, acknowledgements, receipts, authorisations, instructions, releases, waivers, proxies, and other documents (whether of a like nature or not) relating to any of the foregoing (and including, for the avoidance of doubt, any supplemental offering documents and any auditors' arrangement letter and/or comfort letter) ("Ancillary Documents") as they may in their opinion and absolute discretion consider necessary or desirable for the purpose of compliance with any condition precedent or the coming into effect of or otherwise giving effect to, consummating or completing or procuring the performance and completion of all or any of the transactions contemplated by the Bond Programme and the issuance of notes thereunder and the liability management exercises mentioned above, and to do all other such acts and things as might in the opinion and absolute discretion of such Authorised Signatories be necessary or desirable for the purposes aforesaid.
2. To approve and authorise the establishment of a U.S.\$1,000,000,000 shari'a compliant sukuk issuance funding programme (the "Sukuk Programme") and the issuance of shari'a compliant instruments, through the Bank's Islamic window, under the Sukuk Programme from time to time (in each case, non-convertible into shares), which may be listed and/or admitted to trading on a stock exchange or any other trading platform and/or unlisted, with the terms of any such issuance to be determined by the Authorised Signatory (in all such cases, subject to the Bank having established an Islamic finance business of sufficient size). That any two of the following signatories (each, an "Authorised Signatory") are hereby authorised to jointly execute any agreement, deed, certificate, letter, document or notice required to be executed or delivered in connection with the Sukuk Programme and the issuance of sukuk instruments thereunder: a. Raheel Ahmed, Group Chief Executive Officer, a British national with Emirates ID no. 784-1970-3290539-6; b. Jean Pierre Le Roux, Managing Director - Wholesale Banking Group, a South African national with Emirates ID no. 784-1970-6943509-3; c. Suri Vikas, Managing Director - Wholesale Banking Group, a Singaporean national with Emirates ID no. 784-1967-2849365-9; and d. Mohammad Jaffer Nini Ahmed Nini, Group Chief Financial Officer, a Pakistan national with Emirates ID no. 784-1967-7052952-5. In respect of instruments issued or to be issued in connection with the Sukuk Programme, to: -undertake any liability management exercise with respect thereto (including, without limitation, by way of consent solicitation, exchange offer, tender offer, buyback or any combination thereof); - prepare and enter into such finance agreements and related documents as may be necessary (including, without limitation, any offering documents / prospectus(es), relevant programme agreements / dealer agreements, subscription agreements, dealer manager agreements, guarantees, hedging arrangements and all related and Ancillary Documents (as such term is defined below) in respect of the foregoing; -establish one or more special purpose vehicles incorporated in jurisdictions anywhere in the world, with the specific purpose of acting as the issuers of any Islamic securities (as the case may be); - Any 2 of the Authorised Signatories acting jointly to approve any cost associated with the implementation and execution of the Sukuk Programme and the issuance of sukuk instruments thereunder; Any 2 of the Authorised Signatories acting jointly to appoint third party service providers in connection with the Sukuk Programme and the issuance of sukuk instruments thereunder, including, but not limited to, joint lead managers, dealer managers, consent solicitation agents, tabulation agents, registrars, paying agents, bond trustees/delegates, shari'a advisers, auditors, rating agencies, corporate services administrators, service process agents, listing agents and legal counsel; and Any two Authorised Signatories jointly to give, make, sign, execute (under hand, seal or as a deed) and deliver any other documents, notes, deeds, agreements, listing applications, letters, notices, certificates, acknowledgements, receipts, authorisations, instructions, releases, waivers, proxies, and other documents (whether of a like nature or not) relating to any of the foregoing (and including, for the avoidance of doubt, any supplemental offering documents and any auditors' arrangement letter and/or comfort letter) ("Ancillary Documents") as they may in their opinion and absolute discretion consider necessary or desirable for the purpose of compliance with any condition precedent or the coming into effect of or otherwise giving effect to, consummating or completing or procuring the performance and completion of all or any of the transactions contemplated by the Sukuk Programme and the issuance of sukuk instruments thereunder and the liability management exercises mentioned above, and to do all other such acts and things as might in the opinion and absolute discretion of such Authorised Signatories be necessary or desirable for the purposes aforesaid.
3. To approve and authorise the issuance of any debt instruments on a standalone basis (including, without limitation, through the issuance of sukuk, structured sukuk/trust certificates and/or other similar shari'a compliant instruments or, as the case may be, through collateralised arrangements in shari'a compliant format, subject to the Bank having established an Islamic finance business of sufficient size), in each case, non-convertible into shares, in an aggregate principal amount not exceeding U.S.\$1,000,000,000 (or equivalent in other currencies) and as the same may be listed and/or admitted to trading on a stock exchange or any other trading platform and/or unlisted (the "Standalone Debt Securities"), with the terms of any such issuance to be determined by the Authorised Signatory. That any two of the following signatories (each, an "Authorised Signatory") are hereby authorised to jointly execute any agreement, deed, certificate, letter, document or notice required to be executed or delivered in connection with any of the Standalone Debt Securities: a. Raheel Ahmed, Group Chief Executive Officer, a British national with Emirates ID no. 784-1970-3290539-6; b. Jean Pierre Le Roux, Managing Director - Wholesale Banking Group, a South African national with Emirates ID no. 784-1970-6943509-3; c. Suri Vikas, Managing Director - Wholesale Banking Group, a Singaporean national with Emirates ID no. 784-1967-2849365-9; and d. Mohammad Jaffer Nini Ahmed Nini, Group Chief Financial Officer, a Pakistan national with Emirates ID no. 784-1967-7052952-5. In connection with the issuance of the Standalone Debt Securities, to: - undertake any liability management exercise with respect thereto (including, without limitation, by way of consent solicitation, exchange offer, tender offer, buyback or any combination thereof); -prepare and enter into such finance agreements and related documents as may be necessary (including, without limitation, any offering documents / prospectus(es), relevant programme agreements / dealer agreements, subscription agreements, dealer manager agreements, guarantees, hedging arrangements and all related and Ancillary Documents (as such term is defined below) in respect of the foregoing; - establish one or more special purpose vehicles incorporated in jurisdictions anywhere in the world, with the specific purpose of acting as the issuers of any conventional or Islamic securities (as the case may be); Any 2 of the Authorised Signatories acting jointly to approve any cost associated with the implementation and execution of any of the Standalone Debt Securities; Any 2 of the Authorised Signatories acting jointly to appoint third party service providers in connection with any of the Standalone Debt Securities, including, but not limited to, joint lead managers, dealer managers, consent solicitation agents, tabulation agents, registrars, paying agents, bond trustees/delegates, shari'a advisers, auditors, rating agencies, corporate services administrators, service process agents, listing agents and legal counsel; and Any two Authorised Signatories jointly to give, make, sign, execute (under hand, seal or as a deed) and deliver any other documents, notes, deeds, agreements, listing applications, letters, notices, certificates, acknowledgements, receipts, authorisations, instructions, releases, waivers, proxies, and other documents (whether of a like nature or not) relating to any of the foregoing (and including, for the avoidance of doubt, any supplemental offering documents and any auditors' arrangement letter and/or comfort letter) ("Ancillary Documents") as they may in their opinion and absolute discretion consider necessary or desirable for the purpose of compliance with any condition precedent or the coming into effect of or otherwise giving effect to, consummating or completing or procuring the performance and completion of all or any of the transactions contemplated by any of the Standalone Debt Securities and the liability management exercises mentioned above, and to do all other such acts and things as might in the opinion and absolute discretion of such Authorised Signatories be necessary or desirable for the purposes aforesaid.

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PROXY

I / we:

The undersigned shareholder of the National Bank of Ras Al Khaimah (P.S.C) hereby appoint by virtue of this proxy

Mr. / Mrs.:

To represent me and vote on my behalf in the Annual General Assembly meeting which will be held on Tuesday, 18th March 2025 at 11:00 am, at the Bank's Head office in Ras Al Khaimah or virtually (remotely/online) or any adjourned meeting, therefore.

Shareholder Investor Number:

Shareholder Mobile Number:

Proxyholder Mobile Number:

Proxyholder e-mail :

Date: / /2025

Signature:

4. To approve and authorise the issuance of regulatory capital securities (whether conventional or, subject to the Bank having established an Islamic finance business of sufficient size, Islamic) that qualify as Additional Tier 1 capital for an aggregate amount of up to U.S.\$500,000,000 (or equivalent in other currencies) (or otherwise as limited by the Central Bank of the UAE) for the purposes of strengthening the Bank's Tier 1 and total capital adequacy ratios (the issuance of such capital instruments will be subject to the prior approval of the Central Bank of the UAE and shall include the terms and conditions required by the Central Bank of the UAE, including the following features: subordination; coupon (or profit) non-payment events; solvency conditions; and non-viability and write-down provisions), as the same may be listed and/or admitted to trading on a stock exchange or any other trading platform, with the precise terms of such issuance to be determined by the Authorised Signatory (the "AT1 Capital Funding Arrangements"). That any two of the following signatories (each, an "Authorised Signatory") are hereby authorised to jointly execute any agreement, deed, certificate, letter, document or notice required to be executed or delivered in connection with any of the AT1 Capital Funding Arrangements: a. Raheel Ahmed, Group Chief Executive Officer, a British national with Emirates ID no. 784-1970-3290539-6; b. Jean Pierre Le Roux, Managing Director – Wholesale Banking Group, a South African national with Emirates ID no. 784-1970-6943509-3; c. Suri Vikas, Managing Director – Wholesale Banking Group, a Singaporean national with Emirates ID no. 784-1967-2849365-9; and d. Mohammad Jaffer Nini Ahmed Nini, Group Chief Financial Officer, a Pakistan national with Emirates ID no. 784-1967-7052952-5. In respect of instruments issued or to be issued in connection with the AT1 Capital Funding Arrangements, to: -undertake any liability management exercise with respect thereto (including, without limitation, by way of consent solicitation, exchange offer, tender offer, buyback or any combination thereof); - prepare and enter into such finance agreements and related documents as may be necessary (including, without limitation, any offering documents/prospectus(es), relevant programme agreements/dealer agreements, subscription agreements, dealer manager agreements, guarantees, hedging arrangements and all related and Ancillary Documents (as such term is defined below) in respect of the foregoing; - establish one or more special purpose vehicles incorporated in jurisdictions anywhere in the world, with the specific purpose of acting as the issuers of any conventional or Islamic securities (as the case may be); Any 2 of the Authorised Signatories acting jointly to approve any cost associated with the implementation and execution of any of the AT1 Capital Funding Arrangements; Any 2 of the Authorised Signatories acting jointly to appoint third party service providers in connection with any of the AT1 Capital Funding Arrangements, including, but not limited to, joint lead managers, dealer managers, consent solicitation agents, tabulation agents, registrars, paying agents, bond trustees/delegates, shari'a advisers, auditors, rating agencies, corporate services administrators, service process agents, listing agents and legal counsel; and Any two Authorised Signatories jointly to give, make, sign, execute (under hand, seal or as a deed) and deliver any other documents, notes, deeds, agreements, listing applications, letters, notices, certificates, acknowledgements, receipts, authorisations, instructions, releases, waivers, proxies, and other documents (whether of a like nature or not) relating to any of the foregoing (and including, for the avoidance of doubt, any supplemental offering documents and any auditors' arrangement letter and/or comfort letter) ("Ancillary Documents") as they may in their opinion and absolute discretion consider necessary or desirable for the purpose of compliance with any condition precedent or the coming into effect of or otherwise giving effect to, consummating or completing or procuring the performance and completion of all or any of the transactions contemplated by any of the AT1 Capital Funding Arrangements and the liability management exercises mentioned above, and to do all other such acts and things as might in the opinion and absolute discretion of such Authorised Signatories be necessary or desirable for the purposes aforesaid.
5. To approve and authorise the issuance of regulatory capital securities (whether conventional or, subject to the Bank having established an Islamic finance business of sufficient size, Islamic) that qualify as Tier 2 capital for an aggregate amount of up to U.S.\$300,000,000 (or equivalent in other currencies) (or otherwise as limited by the Central Bank of the UAE) for the purposes of strengthening the Bank's Tier 2 and total capital adequacy ratios (the issuance of such capital instruments will be subject to the prior approval of the Central Bank of the UAE and shall include the terms and conditions required by the Central Bank of the UAE, including the following features: subordination; solvency conditions and non-viability and write-down provisions), as the same may be listed and/or admitted to trading on a stock exchange or any other trading platform, with the precise terms of such issuance to be determined by the Authorised Signatory (the "Tier 2 Capital Funding Arrangements"). That any two of the following signatories (each, an "Authorised Signatory") are hereby authorised to jointly execute any agreement, deed, certificate, letter, document or notice required to be executed or delivered in connection with any of the Tier 2 Capital Funding Arrangements: a. Raheel Ahmed, Group Chief Executive Officer, a British national with Emirates ID no. 784-1970-3290539-6; b. Jean Pierre Le Roux, Managing Director – Wholesale Banking Group, a South African national with Emirates ID no. 784-1970-6943509-3; c. Suri Vikas, Managing Director – Wholesale Banking Group, a Singaporean national with Emirates ID no. 784-1967-2849365-9; and d. Mohammad Jaffer Nini Ahmed Nini, Group Chief Financial Officer, a Pakistan national with Emirates ID no. 784-1967-7052952-5. In respect of instruments issued or to be issued in connection with the Tier 2 Capital Funding Arrangements, to: - undertake any liability management exercise with respect thereto (including, without limitation, by way of consent solicitation, exchange offer, tender offer, buyback or any combination thereof); prepare and enter into such finance agreements and related documents as may be necessary (including, without limitation, any offering documents / prospectus(es), relevant programme agreements / dealer agreements, subscription agreements, dealer manager agreements, guarantees, hedging arrangements and all related and Ancillary Documents (as such term is defined below) in respect of the foregoing; - establish one or more special purpose vehicles incorporated in jurisdictions anywhere in the world, with the specific purpose of acting as the issuers of any conventional or Islamic securities (as the case may be); Any 2 of the Authorised Signatories acting jointly to approve any cost associated with the implementation and execution of any of the Tier 2 Capital Funding Arrangements; Any 2 of the Authorised Signatories acting jointly to appoint third party service providers in connection with any of the Tier 2 Capital Funding Arrangements, including, but not limited to, joint lead managers, dealer managers, consent solicitation agents, tabulation agents, registrars, paying agents, bond trustees/delegates, shari'a advisers, auditors, rating agencies, corporate services administrators, service process agents, listing agents and legal counsel; and Any two Authorised Signatories jointly to give, make, sign, execute (under hand, seal or as a deed) and deliver any other documents, notes, deeds, agreements, listing applications, letters, notices, certificates, acknowledgements, receipts, authorisations, instructions, releases, waivers, proxies, and other documents (whether of a like nature or not) relating to any of the foregoing (and including, for the avoidance of doubt, any supplemental offering documents and any auditors' arrangement letter and/or comfort letter) ("Ancillary Documents") as they may in their opinion and absolute discretion consider necessary or desirable for the purpose of compliance with any condition precedent or the coming into effect of or otherwise giving effect to, consummating or completing or procuring the performance and completion of all or any of the transactions contemplated by any of the Tier 2 Capital Funding Arrangements and the liability management exercises mentioned above, and to do all other such acts and things as might in the opinion and absolute discretion of such Authorised Signatories be necessary or desirable for the purposes aforesaid.
6. To approve and authorise the issuance of any securities (in each case, non-convertible into shares) collateralised or backed by assets offering investors exposure, to and a share of the cash flows generated by, such assets, including (without limitation) loans, mortgages and credit card receivables, in an aggregate principal amount not exceeding U.S.\$1,000,000,000 (or equivalent in other currencies) (the "Securitisation Transactions"). That any two of the following signatories (each, an "Authorised Signatory") are hereby authorised to jointly execute any agreement, deed, certificate, letter, document or notice required to be executed or delivered in connection with any of the Securitisation Transactions: a. Raheel Ahmed, Group Chief Executive Officer, a British national with Emirates ID no. 784-1970-3290539-6; b. Jean Pierre Le Roux, Managing Director – Wholesale Banking Group, a South African national with Emirates ID no. 784-1970-6943509-3; c. Suri Vikas, Managing Director – Wholesale Banking Group, a Singaporean national with Emirates ID no. 784-1967-2849365-9; and d. Mohammad Jaffer Nini Ahmed Nini, Group Chief Financial Officer, a Pakistan national with Emirates ID no. 784-1967-7052952-5. In respect of instruments issued or to be issued in connection with the Securitisation Transactions, to: -undertake any liability management exercise with respect thereto (including, without limitation, by way of consent solicitation, exchange offer, tender offer, buyback or any combination thereof); -prepare and enter into such finance agreements and related documents as may be necessary (including, without limitation, any offering documents / prospectus(es), relevant programme agreements / dealer agreements, subscription agreements, dealer manager agreements, guarantees, hedging arrangements and all related and Ancillary Documents (as such term is defined below) in respect of the foregoing; -establish one or more special purpose vehicles incorporated in jurisdictions anywhere in the world, with the specific purpose of acting as the issuers of any conventional or Islamic securities (as the case may be); Any 2 of the Authorised Signatories acting jointly to approve any cost associated with the implementation and execution of any of the Securitisation Transactions; Any 2 of the Authorised Signatories acting jointly to appoint third party service providers in connection with any of the Securitisation Transactions, including, but not limited to, joint lead managers, dealer managers, consent solicitation agents, tabulation agents, registrars, paying agents, bond trustees/delegates, shari'a advisers, servicers, account banks, auditors, rating agencies, corporate services administrators, service process agents, listing agents and legal counsel; and Any two Authorised Signatories jointly to give, make, sign, execute (under hand, seal or as a deed) and deliver any other documents, notes, deeds, agreements, listing applications, letters, notices, certificates, acknowledgements, receipts, authorisations, instructions, releases, waivers, proxies, and other documents (whether of a like nature or not) relating to any of the foregoing (and including, for the avoidance of doubt, any supplemental offering documents and any auditors' arrangement letter and/or comfort letter) ("Ancillary Documents") as they may in their opinion and absolute discretion consider necessary or desirable for the purpose of compliance with any condition precedent or the coming into effect of or otherwise giving effect to, consummating or completing or procuring the performance and completion of all or any of the transactions contemplated by any of the Securitisation Transactions and the liability management exercises mentioned above, and to do all other such acts and things as might in the opinion and absolute discretion of such Authorised Signatories be necessary or desirable for the purposes aforesaid.
7. To approve cessation of additional statutory reserve contributions for the financial year ending 31st December 2024 and authorize Group Chief Executive Officer and Group Chief Financial Officer hereby singly to take all necessary actions to effect the resolution.

Notes:

1. Any shareholder that has the right to attend the Annual General Assembly meeting may delegate someone from other than the Bank's Board Members or Bank's staff or the staff of the securities brokerage company to attend on his/her behalf as per a written delegation stating expressly that the agent has the right to attend the Annual 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 Annual 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 Annual General Assembly meeting through www.smartagm.ae.
4. Pursuant to Article No. (40) of the Authority's Chairman of the Board of Directors' Decision No. (3/R.M) for the year 2020 regarding the adoption of the Governance Guide for Public Shareholding Companies, any shareholder who wishes to appoint a representative to attend and vote on his behalf should communicate with IN'P-Ibrahim and Partners LTD on +97142505099 email info@inp.legal in line with approval of the General Assembly on 10th April 2021.
5. The Annual General Assembly meeting's on-line registration will open from Monday, 17th March 2025 at 11:00 AM to Tuesday, 18th March 2025, at 11:00 AM through www.smartagm.ae.
6. Each shareholder registered in the share register on Monday, 17th March 2025, shall be entitled to vote in the General Assembly meeting.
7. Shareholders entitled for cash dividend are those recorded in the share register on Friday, 28th March 2025, and the last day to participate is Wednesday, 26th March 2025.
8. The Bank's Audited Financial Statements and Directors' Report are available at the Bank's website: www.rakbank.ae and ADX website: www.adx.ae.
9. Quorum at the Annual 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 Annual General Assembly meeting shall be adjourned to another meeting to be held on Tuesday, 25th March 2025, at the same place and time. Quorum at the adjourned meeting shall be present irrespective of the number of the present shareholders.
10. 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.
11. Special Resolution: a resolution issued by the majority votes of shareholders holding at least 75% of the shares represented at the Annual General Assembly meeting of the Bank.
12. Proxy and any supporting documents will be sent to the following e-mail: rbagm@rakbank.ae, stating the name, email and mobile number to receive SMS for registration.
13. 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 corporate secretariat and governance Team, Tel: +971 4291 3263, before close of business day on Friday, 14th March 2025.
14. Link to the SCA Investors Rights Guide is accessible on: <https://www.sca.gov.ae/ar/awareness/publications/guidelines.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.