

Commercial Bank International PSC Notice to attend General Assembly Meeting

CBI Board hereby invites the shareholders to attend General Assembly Meeting scheduled on **Thursday 30th March 2017 at 10:00 am in Waldorf Astoria Hotel - Ras Al Khaimah – United Arab Emirates** - to discuss the following agenda items:

1. Consider and approve the report of the Board of Directors on the Company's activities and its financial position for the period ended 31/12/2016.
2. Consider and approve the auditor's report on the company's financial position for the period ended 31/12/2016.
3. Consider and approve the company's financial statements and profit and loss account for the period ended 31/12/2016
4. Discharge the members of the Board of Directors from their liabilities for the period ended 31/12/2016
5. Discharge the auditors from their liabilities for the period ended 31/12/2016
6. Appoint the company's auditors for the fiscal year 2017 and determine their remuneration.
7. Approve to pay Staff's Annual Bonus
8. Approve to apply the General Reserve to cover the Negative Retained Earnings
9. Elect the Company's new Board of Directors (in line with the Provisions of Federal Law No (2) of 2015 concerning Commercial Companies and any laws and decisions in force related).
10. **Matter needs a Special Resolution:** Considering on the Board's Proposal to add the activity of Establishment and Management of the Investment Funds to the objectives of the Company and accordingly amend the Article No. 5 of the Bank's Article of Association (Purposes of the Bank) to include the activity of (Establishment and Management of the Investment) after obtaining the License from the SCA to practice the said activity and subject to approval by the Central Bank in this regard.
11. **Matter needs a Special Resolution:** Amendment the Article No (18) of the Article of Association of the Bank – Board of Directors (The Management of the Bank shall be vested in a Board of Directors comprised of (9) members)
12. **Matter needs a Special Resolution:** Revoke and Remove Paragraph (3) from Article (53) from the Bank's Article of Association.
13. **Matter needs a Special Resolution:** Approve the amendment of the Article of Association in accordance with the Provisions of Federal Law No (2) of 2015 concerning Commercial Companies and any laws and decisions in relation thereto, as per the amended version which is published on Abu Dhabi Securities Exchange website www.adx.ae (subject to the Competent Authority's Approval)

Notes:

1. A shareholder is entitled to authorize another person (other than members of the Company's Board of Directors) to attend the above mentioned General Assembly Meeting provide that the proxy may not hold in such a capacity more than %5 of the Company Share Capital.
2. The incompetents shall be represented by their legal representatives after submission the supported legal documents in this regard.
3. Legal entities may delegate any of its representatives or senior managers to represent it at the General Assembly Meeting via a resolution of its Board of Authorized. The authorized person shall have the powers as stated in the resolution after submission the supported legal documents in this regard.
4. The owner of the shares registered on 29th March 2017 shall be deemed to be the holder of the right to vote at the Company's General Assembly Meeting
5. Shareholders may access and review the Company's Financial Statement through the website of <http://www.cbuae.com> and website of Abu Dhabi Securities Exchange
6. Shareholder may access and review the company's Amended Article of Association through the website of <http://www.cbuae.com> and website of Abu Dhabi Securities Exchange
7. The general assembly shall not be valid unless attended by shareholders own or representing by proxy not less than %50 of the bank's capital. If this quorum is not met at the first meeting, the second meeting will be held on 6th April 2017 at 10:00 am in Waldorf Astoria Hotel and the postponed meeting will be valid irrespective of the number of attendees.
8. **Special Resolution:** is the resolution approved by majority of three quarters of the share represented at the General Assembly of the Company