



**Invitation to attend
The Annual General Assembly Meeting
Commercial Bank International PSC**

The Board of Directors of Commercial Bank International (Public Shareholding Company) is pleased to invite the shareholders to attend the meeting of its Annual General Assembly scheduled on **Monday 30 March 2020 at 10:00AM** at the Convention Center, Hilton Al Hamra Beach & Golf Resort, Al Hamra Island, Ras Al Khaimah, United Arab Emirates, to discuss the following agenda:

1. To review and approve the report of the Board of Directors on the Company's activities and its financial position for the period ended 31/12/2019.
2. To review and approve the auditor's report regarding the financial year ended on 31/12/2019.
3. To review the report by Internal Sharia' Supervision Committee for the year ended on 31/12/2019.
4. To appoint the Internal Sharia' Supervision Committee in accordance with the provisions of the Decretal Federal Law No. (14) of 2018 regarding the Central Bank & Organization of Financial Institutions and Activities.
5. To discuss and approve the Company's financial statements and profit and loss account for the financial year ended 31/12/2019.
6. To approve a proposal to determine and pay remuneration to the members of the Board of Directors.
7. To discharge the members of the Board of Directors from their liabilities for the period ended 31/12/2019 or remove them and file liability claim against them as it may require.
8. To discharge the auditors from their liabilities for the period ended 31/12/2019 or remove them and file liability claim against them as it may require.
9. To appoint the auditors for the financial year 2020 and determine their remuneration.
10. To approve a proposal by the Board of Directors to transfer the balance of the General Reserve of Dirham eleven million and one hundred and four thousand (AED11,104,000) to cover the negative retained earnings.
11. To approve the recommendation of the Board of Directors on distributing the Annual Bonus to the Company's employees for the year 2019.
12. To elect new Board of Directors for three years term, pursuant to the provisions of Federal Law No (2) of 2015 concerning Commercial Companies, the Company's articles of association and other related regulation and decrees in force. (Subject to Central Bank's approval).
13. To approve to pay an amount of UAE dirham two million fifty-five thousand and seventy (AED 2,055,070.00) for the Zakat resulted from the Islamic banking transactions. (Subject to the directives of the Central Bank)

Matters Require Special Resolution:

14. To approve a recommendation by the Board of Directors to increase the capital of the Company by way of issuing four hundred and thirty million (430,000,000) new shares for the price of Dirham one (AED 1) per share in accordance with the requirements of the Central Bank of UAE, and subject to obtaining approvals of the Central Bank of the UAE and the Securities and Commodities Authority.
15. For purposes of increasing the Company's capital, to approve amendment of clause (5) of the Articles of Association to read as follow:
"The Company's capital is Dirham (2,167,383,050) two billion, one hundred sixty-seven million, three hundred eighty-three thousand, and fifty dirham, distributed at two billions, one hundred sixty seven million, three hundred eighty three thousand, and fifty shares, at a value of one Dirham per each share, all are cash shares paid in full."
16. To approve to authorize the Board of Directors to provide voluntary contributions in relation to the social responsibility of the Company for an amount not exceeding UAE Dirham one million.



Important Notes:

- A shareholder is entitled to delegate another shareholder (other than members of the Company's Board of Directors) to attend the General Assembly Meeting by written proxy, or any person other than shareholders by a notarized power of attorney provided that the proxy holder may not represent in such capacity more than 5% of the Company Share Capital. A proxy may not be accepted unless accompanied with a copy of the identity card or passport of the shareholder (trade license and supporting documents for legal entities), alternatively a duly notarized proxy shall be presented.
- Persons with no legal capacity shall be represented by the legal guardians after submitting the supportive legal documents in this regard.
- A legal entity may delegate any of its representatives or senior managers to represent it at the General Assembly Meeting pursuant to a resolution of its board of directors or any of his person authorized to represent the entity at the General Assembly. The authorized person shall have the powers stated in the resolution after submitting the supportive legal documents in this regard.
- The owner of the shares registered as of **Sunday 29th of March 2020** shall be deemed the holder of the right to vote at the General Assembly Meeting.
- The General Assembly shall not be valid unless attended by shareholders or by proxy holders holding not less than 50% of the capital of the Company. If this quorum is not met on this **Sunday 5th April 2020 at 10:00 AM in the Convention Center in Hilton Al Hamra Beach & Golf Resort, Ras Al Khaimah**. The postponed meeting will be valid irrespective of the number of attendees.
- **Special Resolution**: is the resolution adopted by the majority shareholders representing three quarters of the shares represented at the General Assembly.
- Shareholders may review the Company's financial statements posted on the Abu Dhabi Security Exchange website and on the website of the Bank.
- Shareholders may review the Guide for Investors' Rights, available on the main page of the website of the Securities and Commodities Authority, using the following link:
<https://www.sca.gov.ae/Arabic/Pages/Home.aspx>