

## Invitation to attend The Virtual 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 Annual General Assembly virtually without physical presence through an electronic link for the meeting that will be sent to the shareholders via SMS, email (as available) and through ADX portal to enable the shareholders to attend the meeting virtually and discuss the agenda and vote on the proposed resolutions in real time, on Monday 22nd March 2021 at 11:00am to consider the following agenda items:

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 31/12/2020.
2. To review and approve the auditor's report regarding the financial year ended on 31/12/2020.
3. To review the report by Internal Shari'ah Supervision Committee for the year ended on 31/12/2020.
4. To appoint the Internal Shari'ah 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 31/12/2020.
6. To ratify the Board of Directors decision issued on 26th July 2020 to appoint Mr. Saif Ali Al Shehhi as a Board member following the resignation of Mr. Abdullah Gaith Al Suwaidi and to ratify the Board of Directors decision issued on 2nd March 2021 to appoint Mr. Mohamed Ali Mussabeh Al Nuaimi as a Board member following the resignation of Mr. Abdul Rahim Mohammed Al Awadhi or the appointment of others as required.
7. To approve a proposal to determine and pay remuneration to the members of the Board of Directors.
8. To discharge the members of the Board of Directors from their liabilities for the period ended 31/12/2020 or remove them and file liability claim against them as it may require.
9. To discharge the auditors from their liabilities for the period ended 31/12/2020 or remove them and file liability claim against them as it may require.
10. To appoint the auditors for the financial year 2021 and determine their remuneration.
11. To approve the recommendation of the Board on distributing the Annual Bonus to the Company's employees for the year 2020.
12. To approve the Board of Directors' proposal to appoint two representatives of the shareholders from the listed law firms in the UAE to attend the General Assembly meetings and vote on its decisions on behalf of the shareholders, as stipulated in Clause (4) of Article 40 of the Authority's Governance Guide for Public Joint Stock Companies.

### Special Resolution:

13. For the purpose of complying with Article 76(1) of the Federal Decree Law number 14 of 2018 in relation to the Central Bank and Organization of the Financial Institutions and Activities, which requires UAE shareholding to be not less than 60%, to approve a recommendation by the Board of Directors to increase the capital of the Bank by way of issuing four hundred and thirty million (430,000,000) new shares for the price of Dirham one (AED 1) per share and to authorize the Board of Directors to determine the terms and the date of issuance with the objective to comply with the mentioned legal requirements, subject to obtaining approvals of the Central Bank of the UAE and the Securities and Commodities Authority.
14. 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."

### Chairman of the Board

#### Notes:

- As per the Securities and Commodities Authority's guidelines, shareholders of the Company attending virtually have to register electronically to be able to register and vote on the items of the general assembly. Registration will be opened Sunday 21st March 2021 at 10:00 am and will be closed on Monday 22nd March 2021. Shareholders can register by visiting the site [www.smartagm.ae](http://www.smartagm.ae). Proxy holders must send a copy of the proxies to the following email address [registration@smartagm.ae](mailto:registration@smartagm.ae) along with name/mobile number to receive a SMS for registration
- Any Shareholder registered entitled to attend the General Assembly Meeting may delegate any person other than a Member of the Board of Directors, employees of the Company, a broker or employees of such broker under a special written proxy. In such capacity, no proxy representing a number of shareholders may represent more than 5% of the capital of the Company. Shareholders who lack capacity or competency 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 shall be taken into account). Shareholders may review the disclosure posted on the Company's page at ADX in respect of the requirements to be adopted to approve a proxy
- 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 21st 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 Bank. If this quorum is not met on this day, the meeting will be postponed till Sunday 28th March 2021 at 11:00 AM and will be held virtually. The postponed meeting will be valid irrespective of the number of attendees.
- The virtual meeting will be recorded.
- 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 Bank'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>