

Invitation to Attend the Annual General Assembly Meeting of Commercial Bank International PJSC

The Board of Directors of Commercial Bank International (PJSC) is pleased to invite the shareholders to attend the Annual General Assembly meeting on **Tuesday 28th February 2023 at 11:00am at the Intercontinental Hotel Ras Al Khaimah with the availability of the electronic attendance feature** (the link to attend the meeting will be sent by e-mail and text messages to the shareholders, to the extent available) and through the ADX website, to consider the following items:

- 1) To review and approve the Directors' Report on the activities and financial position of the Bank for the fiscal year ended 31/12/2022.
- 2) To review and approve the Auditors' Report for the fiscal year ended 31 /12/ 2022.
- 3) To review and approve the Internal Shari'ah Supervision Committee Report for the fiscal year ended 31/12/2022.
- 4) To discuss and approve the Bank's Balance Sheet and profit & loss account for the fiscal year ended 31/12/2022.
- 5) To appoint the Internal Shari'ah Supervision Committee members in accordance with the provisions of the Decretal Federal Law No. (14) of 2018 regarding the Central Bank & Organization of Financial Institutions and Activities.
- 6) To appoint the auditors for the financial year 2023 and determine their remuneration.
- 7) To consider approving the Board of Directors' recommendation not to distribute dividends to shareholders based on the justifications presented by the Board in its report to shareholders.
- 8) To approve the Board of Directors' decision issued on 25th April 2022 regarding the appointment of Mr. Salahuddin Al Madani as a member of the Bank's Board of Directors following the resignation of Mrs. Farida Abu Alfath.
- 9) To absolve the Board of Directors from their responsibility for the fiscal year ended 31/12/2022.
- 10) To absolve the Auditors from their responsibility for the fiscal year ended 31/12/2022.
- 11) To approve the proposal of the remuneration of the Board of Directors for the fiscal year ended 31/12/2022.
- 12) To approve the recommendation of the bank's board of directors to distribute the annual bonus to the bank's employees for the fiscal year ended 31/12/2022.
- 13) To approve the proposal of the Board of Directors' to use the balance of the general reserve amounting to thirty-one million, four hundred and seventy-one thousand dirhams (31,471,000 dirhams) to cover the deficit in the retained earnings account.
- 14) To elect members of the Board of Directors for a period of three years, in accordance with the requirements of Federal Law No. 32 of 2021 regarding Commercial Companies, the laws and articles of association of the company, and the relevant applicable regulations and decisions.

Special Resolutions

- 15) Approval of amending the articles of association of the bank in compliance with the requirements of Federal Decree-Law No. (32) of 2021 regarding Commercial Companies.

Board of Directors

Notes:

- ❖ As per the Securities and Commodities Authority's guidelines, shareholders of the Company attending must register in order to vote for the agenda items of the general assembly. Registration will open on Monday 27th February 2023 at 11:00 am and will be closed on Tuesday 28th February 2023 at 11:00am. Shareholders can register by visiting the site <https://agm-sys.net/CBI/>. Proxy holders must send a copy of the proxies to the following email address investor.relations@cbi.ae along with name/mobile number to receive a SMS for registration.

- ❖ Any registered shareholder 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 can view the disclosure published on the Bank's page on the ADX's website regarding the procedures required for approving the power of attorney.
- ❖ Special resolutions require the approval of the shareholders representing three quarters of the shares represented at the meeting.
- ❖ Any shareholder who is a legal person may delegate one of its representatives or those responsible for its management, pursuant to a decision of its board of directors or a representative thereof, to be represented by the general assembly of the Bank. The delegated person shall have the powers prescribed by the delegation decision.
- ❖ The shareholder registered as of 27th February 2023 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 Tuesday 7th March 2023 at the same time, the power of attorney issued for the second meeting shall be valid. The second meeting is valid if attended by at least one shareholder.
- ❖ 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 the following persons according to their names for the approval of the General Assembly on March 22, 2021:

Al Tamimi & Co.

Name	Phone No.	Email
Mrs. Carla Saliba	050-7055658	C.Saliba@tamimi.com
Mr. Ali Awad	056-1745335	a.awad@tamimi.com

Mahmoud Hussein law firm

Name	Phone No.	Email
Dr. Mahmoud Hussein	055-5080908	mahmood@mahmoodhussain.net
Mr. Hafez Thani	050-5594419	hafidh@mahmoodhussain.net

- ❖ The Bank will record the virtual meeting and the shareholders shall have the right to discuss the topics on the agenda of the general assembly and direct questions to the board of directors.
- ❖ Shareholders can view and download the Investor Rights Guide of the Securities and Commodities Authority through the following link: <https://www.sca.gov.ae/ar/services/minority-investor-protection.aspx>
- ❖ Shareholders can view the bank's financial statements, governance report and sustainability report (integrated report) through the website of the Abu Dhabi Securities Market and the bank's website. <https://www.cbiuae.com/en/about-cbi/investor-relations/financial-information>