

## Invitation of Annual General Meeting of Ajman Bank

It is the honor of the Board of Directors of Ajman Bank (PJSC) to invite the shareholders to attend the Annual General Meeting at the Bank's HQ in Ajman, shareholders can attend in person or remotely/ electronically at 10:00 AM on Wednesday corresponding to: 19/4/2023, to consider the following agenda items:

- 1- Approval of the Board of Directors' report on the Bank's activities and its financial position for the financial year ended 31/12/2022.
- 2- Approval of the report of the External Auditor on the financial year ended 31/12/2022.
- 3- Approval of the report of the Sharia Supervisory Board.
- 4- Approval of the Bank's Financial Statement and the profit and loss account for the financial year ended 31/12/2022.
- 5- To approve the proposal of the BOD regarding the distribution of profits in the form of bonus shares at a rate of 3.5% of the bank's current paid-up capital, by issuing 73,500,000 (seventy-three million five hundred thousand) bonus shares.
- 6- To approve the proposal of the Board of Directors remuneration.
- 7- Appointment of Sharia Supervisory Board members.
- 8- Discharge of the members of the Board of Directors from liability for the financial year ended 31/12/2022.
- 9- Discharge of the External Auditors from liability for the financial year ended 31/12/2022.
- 10- Appointment of auditors for the financial year 2023 and to determine their fees.

### **Notes:**

- 1- Shareholders can attend in person or remotely through electronic participation. Each Shareholder wishing to participate remotely shall register his attendance through the below link within one working day prior to the AGM date and the attendance registration process will be active till the time of the AGM meeting, voting and participation in the meeting is available only to shareholders registered before the start of the meeting, and voting on agenda items continues until the end of deliberation on each item.
- 2- Any shareholder that has the right to attend the General Meeting may delegate any person elected by such shareholder, other than a Board member, Staff, and Brokerage Company or one of its staff, under a special written proxy. A proxy of a number of shareholders shall not hold in this capacity over 5% of the share capital of the company. Shareholders who are minors or legally incapacitated shall be represented by their legal representatives. (Provided that the requirements contained in Clauses 1 and 2 of Article No. (40) of SCA Decision No. (3) r.m of 2020 regarding the adoption of the Corporate Governance Manual for Public Shareholding Companies are taken into account.) You can view the disclosure published on the bank's page on the website of Dubai Financial Market regarding the necessary procedures for approving the power of attorney, and in the event that the quorum is not reached in the first meeting, the powers of attorney issued to attend the first meeting are considered valid and enforceable for any subsequent meetings unless they are expressly canceled by the concerned shareholder with a notice addressed to "[support@qtes.com](mailto:support@qtes.com)" at least two days before the date of the next meeting.
- 3- The shareholder signature on the power of attorney mentioned in the previous clause shall be verified by one of the following: (notary public/ chamber of commerce or economic department in country, Bank or any licensed company provided that the shareholder shall have account with any of them/ any other entity licensed to perform attestation works). "The Bank will follow the required verification process".
- 4- A corporate 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 General Meeting of the Company. The delegated person shall have the powers as determined under the delegation resolution.
- 5- The owners of shares registered as on 18/4/2023 are eligible to vote in the AGM and in the event of the second meeting, the owner of the share registered on 25/04/2023 is the one who has the right to attend and vote in the second meeting of the General Assembly.
- 6- The right in the profits shall be for the holder of the share registered on Monday corresponding to: 1/5/2023. The right in the profits at the second meeting of the General Assembly will be for the holder of the share registered on Monday, corresponding to 8/5/2023.
- 7- Shareholders can view the Consolidated Financial Statements of the Bank and the Integrated Report by visiting Dubai Financial Market Website and Ajman Bank Website.
- 8- If the Annual General Meeting fall short of a quorum of 50%, the next Meeting will be held by the same mechanism and time on 26/4/2023, the postponed meeting shall be deemed valid irrespective of the number of the shareholders present.
- 9- Special Resolution: is a resolution passed by majority vote of the shareholders who hold at least 75% of the shares represented in the General Assembly meeting of a joint-stock company.

You can view the guide to the rights of investors in securities, which is available on the main page of the official website of SCA, on to the following link

<https://www.sca.gov.ae/ar/services/minority-investor-protection.aspx>

for electronic participation please use the link

<https://agm-sys.net/ajmanbank/>