

## To all shareholders of National Bank of Fujairah PJSC (“the Bank”) Notice to attend the General Assembly Meeting (“GAM”)

The Board of Directors of NBF is pleased to invite all shareholders to attend the General Assembly Meeting (at 11:00 morning) of the Bank which will be held remotely through WEBEX application on Monday, 27 September 2021 to conduct the following business:

### General Assembly Meeting Agenda

1. To appoint the Internal Shari'a Supervision Committee member for NBF Islamic, the Islamic Banking Window of National Bank of Fujairah PJSC upon recommendation by the Board of Directors for a period of 3 years and fix his remuneration.

### Matters requiring special resolutions:

1. To authorize the Board of Directors of the Bank to finalize and execute the increase in paid up capital of the Bank by way of issuing 85,238,116 bonus shares from retained earnings to reach AED 2 billion, subject to regulatory approvals.
2. To amend Article (5) of the Bank's Articles of Association to allow to conduct commercial banking operations in general in the UAE and abroad as permitted by the laws of the UAE or normally recognised by custom and practice to be banking operations including Islamic Banking business to provide banking products and services in compliance with Islamic Shari'a in accordance with applicable laws.

Accordingly, Article (5) of the Bank's Articles of Association will be modified as follows:

### Existing:

"To conduct commercial banking operations in general in the UAE and abroad as permitted by the laws of the UAE or normally recognised by custom and practice to be banking operations and, without limitation to the generality of the foregoing, the Bank shall have the power to conduct, inter alia, the following activities:"

### Proposed:

"To conduct commercial banking operations in general in the UAE and abroad as permitted by the laws of the UAE or normally recognised by custom and practice to be banking operations including Islamic Banking business to provide banking products and services in compliance with Islamic Shari'a in accordance with applicable laws and, without limitation to the generality of the foregoing, the Bank shall have the power to conduct, inter alia, the following activities:"

Add item 38 to be read as follows:

"To provide banking products and services in compliance with Islamic Shari'a in accordance with applicable laws".

3. To amend part (c) in Article (31) of the Bank's Articles of Association:

### Existing:

"The Board's resolution shall be issued by the majority of votes of the attending members and representatives. If the votes are equal, the Chairman or his representative side is more likely".

### Proposed:

"The Board's resolution shall be issued by the majority of votes of the attending members and representatives. If the votes are equal, the Chairman or his representative shall have a casting vote".

### Notes

- Any shareholder that has the right to attend the General Assembly may delegate any person elected by such shareholder, other than a member of the Board, or the employees of the company or the brokerage company or its employees under a special written proxy. A proxy of a number of shareholders shall not hold in this capacity over 5% of the capital of the Bank. Shareholders who are minors or interdicted shall be represented by their legal representatives. (Provided that the requirements stipulated in items 1 and 2 of Article No. (40) of the Authority's Chairman Decision No. (3 / R.M) of 2020 regarding the approval of the Governance Manual for Public Joint Stock Companies). You can view the disclosure published on the Bank's and Market's website regarding the required procedures to validate the proxy.
- Any shareholder that has the right to attend the General Assembly may delegate any of the two representatives from Al Tamimi Company or Horizons and Company - law firm which have been appointed to represent and vote on their behalf. The details are available on NBF website on the following link: <https://nbf.ae/en/about-us/investor-relations/shareholder-services/contact-us>
- A corporate person may delegate one of its representatives or those in charge of its management under a decision passed by its Board of Directors or any similar entity to represent such corporate person in any General Assembly of the Bank. The delegated person shall have the powers as determined under the delegation decision.
- Remote registration and voting procedures:  
The shareholder or his representative can attend remotely. Shareholders of the bank should register and vote through the WEBEX platform. The link for the invitation and participation in the General Assembly Meeting shall be shared. Therefore we request the shareholders to contact the bank's Investor Relations Team to complete the registration process for attending the General Assembly Meeting remotely on telephone number: 09-2029210 or by email: NBF-investorrelations@nbf.ae
- Shareholders entitled to vote in the General Assembly Meeting are shareholders recorded in the Shareholders' Register on Sunday, 26 September 2021.
- Bonus shares shall be paid to shareholders recorded in the Shareholders' Register on Thursday, 7 October 2021.
- Shareholders can view the guide on investor rights in securities, which is available on the main page of SCA official website, on the following link: <https://www.sca.gov.ae/ar/services/minority-investor-protection.aspx>  
The same is available on NBF website on the following link:  
<https://nbf.ae/en/about-us/investor-relations/shareholder-services/contact-us>
- Quorum at a meeting of the General Assembly shall be present, if shareholders holding or representing by proxy at least 50% of the capital of the Bank are present at the meeting. In the event the quorum for the first meeting of the General Assembly is not met, the next meeting will be held with the same manner on 4 October 2021 at the same time and the second meeting will be valid in all cases.

For more information, please contact Finance Department:

Telephone: **09-2029210** Facsimile: **09-2029403**