

# Invitation to Attend the General Assembly Meeting of Abu Dhabi Commercial Bank PJSC

The Board of Directors ("Board" or "Board of Directors") of Abu Dhabi Commercial Bank PJSC (the "Bank") is pleased to invite its shareholders to the General Assembly ("GA" or "General Assembly") meeting of the Bank to be convened physically at 23<sup>rd</sup> Floor, ADCB Head Office Building (Intersection of Sheikh Zayed Street with Electra Street), Abu Dhabi, United Arab Emirates, and remotely on Monday, 13<sup>th</sup> October 2025 at 5:00 PM (UAE time), Online registration will be open from Friday, 10<sup>th</sup> October 2025 at 8:00 AM. In the event that a quorum is not achieved, the General Assembly meeting will be held physically and remotely at the same location on Monday, 20<sup>th</sup> October 2025 at 5:00 PM (UAE time) to review and, if deemed appropriate, approve the following agenda items:

## AGENDA:

1. Review and approve the Board of Directors' report which indicates the Bank's plan concerning the capital increase as well as the use of proceeds of the capital increase.

## MATTERS REQUIRING A SPECIAL RESOLUTION AS FOLLOWS:

### Special Resolution (1):

Consider and approve the increase in the share capital of the Bank by up to AED 592,228,700 (five hundred and ninety-two million, two hundred and twenty-eight thousand, seven hundred Dirhams) by way of rights issue by issuing up to 592,228,700 (five hundred and ninety-two million, two hundred and twenty-eight thousand, seven hundred) new shares at an issue price of AED 10.3 (ten Dirhams and thirty fils), representing the nominal value of AED 1 (one) per share and a share premium of AED 9.3 (the "Share Capital Increase") so that the share capital of the Bank will be increased from AED 7,319,947,010 (seven billion three-hundred and nineteen million, nine-hundred and forty-seven thousand and ten Dirhams) to up to AED 7,912,175,710 (seven billion nine hundred and twelve million, one hundred and seventy five thousand, seven hundred and ten Dirhams), provided that the new shares will be offered to all existing shareholders of the Bank to be subscribed for on a pro-rata basis, and to approve granting the Board the full authority to take all actions required to implement and execute the Capital Increase pursuant to the provisions of the Federal Decree by Law Number 32 of 2021 Concerning Commercial Companies as amended ("CCL") and the regulations issued by the Securities and Commodities Authority ("SCA") and to approve granting the Board the full authority to accept the amount that will be subscribed for without offering the remaining shares (if any) for public subscription.

### Special Resolution (2):

Approving the amendment of Article (6) of the Articles of Association of the Bank to reflect the Share Capital Increase\*.

### Article (6) (before and after the amendment)

#### Before the Share Capital Increase:

##### The Share Capital of the Bank

The issued share capital of the Bank has been set at AED 7,319,947,010 divided into 7,319,947,010 shares with a nominal value of AED 1 (one United Arab Emirates Dirham) per share all of which are fully paid up cash shares.

#### After the Share Capital Increase:

##### The Share Capital of the Bank\*

The issued share capital of the Bank has been set at AED 7,912,175,710 (seven billion nine hundred and twelve million, one hundred and seventy-five thousand, seven hundred and ten Dirhams), divided into 7,912,175,710 (seven billion nine hundred and twelve million, one hundred and seventy-five thousand, seven hundred and ten) shares with a nominal value of AED 1 (one) per share all of which are fully paid up cash shares.

2. Authorising the Chairman of the Board or any person authorised by him to take all necessary procedures and actions to implement the abovementioned resolutions relating to the Share Capital Increase. This authorisation shall include, without limitation, the authority to sign all documents required to implement the rights issue and the Share Capital Increase, to contact and negotiate with any individual or entity (whether official or not) within the UAE or abroad, and undertake the necessary procedures to amend the Bank's Articles of Association; and to determine the terms of the rights issue, and subscription period of the rights issue and to accept the amount subscribed for in the Share Capital Increase shares by the rights holders without offering the remaining shares (if any) for public subscription, and to determine the final number of shares to be issued and the new share capital of the Bank. The authorised person shall have full discretion to take any action deemed necessary or appropriate to ensure the successful execution of the Share Capital Increase.

## NOTES

1. A shareholder who is entitled to attend the General Meeting may delegate any person, who is not a Board Member, employees of the Bank or brokerage company or its employees to attend the General Meeting on their behalf by virtue of a written special written authorization/proxy made. A Proxy holder may not represent a number of shareholders in excess of 5% of the Bank's capital. However, if the proxy is representing one single shareholder, his/her proxy may exceed 5% of the Bank's capital. Minors and those who have no legal capacity shall be represented by their legal representatives. In case the quorum was not achieved in the first meeting, the proxies issued for the first meeting shall be considered valid for any later meetings unless expressly cancelled by the shareholder through a notification to [CapitalMarketsTeam@adcb.com](mailto:CapitalMarketsTeam@adcb.com) at least two days prior to the second meeting. The requirements under Clauses No. 1 and 2 of Article 40 of Securities and Commodities Chairman Decision No. (3/Chairman) of 2020 on the Approval of Public Joint Stock Companies Governance Guide ("Governance Guide") on adopting proxies shall be met. These requirements are set out in the explanatory disclosure on adopting proxies which is annexed to this invitation. The shareholders may review the disclosure in relation to the procedure for the adoption of a proxy published on the Bank's website and the Abu Dhabi Securities Exchange ("ADX") website.
2. A legal entity may delegate one of its representatives or officers, by a resolution from its Board of Directors, to represent it at the Bank's General Assembly. The delegated person shall have the powers specified in the delegation resolution. The delegated person must send the proxy form via email to [CapitalMarketsTeam@adcb.com](mailto:CapitalMarketsTeam@adcb.com), along with all required documents for identity verification, and must provide their name and mobile number to receive SMS messages for registration. For inquiries about registration and voting procedures, please visit the website [adcb.com/en/about-us/annual-general-assembly](http://adcb.com/en/about-us/annual-general-assembly), or contact the Capital Markets Department at +971 2 8125582.
3. **Electronic Registration, Attendance and eVoting:**
  - a) Shareholders can register to attend the meeting & vote on the resolutions through [smartagm.ae/en](http://smartagm.ae/en) at the registrar.
  - b) An invitation will be sent to shareholders via registered SMS and Email addresses which contains the registration link on Friday 19 September 2025.
  - c) After verifying the registration details, the login credentials including the meeting link, username, and password will be sent to the approved shareholders/proxyholders via SMS and Email provided in the registration form a day before the GA.
  - d) For any queries related to the electronic registration, attendance and eVoting, please read the instructions available on SmartAGM Portal [smartagm.ae](http://smartagm.ae) or via the support channels on SmartAGM Portal or contact the Bank at [CapitalMarketsTeam@adcb.com](mailto:CapitalMarketsTeam@adcb.com).
4. The registered shareholder on the business day preceding the Bank's GA meeting i.e. on Friday 10<sup>th</sup> October 2025, shall have the right to attend and vote at the General Meeting. In case of the second meeting on Monday 20<sup>th</sup> October 2025 due to lack of quorum in the first meeting, the registered shareholder on the business day preceding the Bank's GA meeting i.e. on Friday 17<sup>th</sup> October 2025 shall have the right to attend and vote at the second General Meeting.
5. The General Meeting is valid only if attended by shareholders holding or representing by proxy at least 50% of the Bank's share capital. In the event that such quorum is not achieved at the first General Meeting, a second meeting will take place on Monday 20<sup>th</sup> October 2025 at the same place and time and the second meeting shall be valid irrespective of the shareholders attendance percentage.
6. A special resolution is a resolution issued by the majority vote of the shareholders holding no less than three quarters of the shares attended or represented in the General Meeting of the Bank.
7. The shareholders can access all attachments, including the Board of Directors' report through the Bank's website on [adcb.com/en/about-us/annual-general-assembly](http://adcb.com/en/about-us/annual-general-assembly).
8. The shareholders can view and download the investor protection guide at the Securities and Commodities Authority's website [sca.gov.ae/en/regulations/minority-investor-protection.aspx](http://sca.gov.ae/en/regulations/minority-investor-protection.aspx).

\*The final amount of the Bank's share capital increase will be determined upon the closing of the subscription period for the capital increase and after obtaining the approval of the Securities and Commodities Authority.