



NATIONAL BANK OF RAS AL KHAIMAH (P.S.C.) INVITATION TO ATTEND A GENERAL ASSEMBLY MEETING

The Board of Directors of the National Bank of Ras Al Khaimah (P.S.C.) (the “Bank”) is pleased to invite the Bank’s shareholders to attend the General Assembly Meeting scheduled on Thursday, 13th June 2024 at 10:00am, to be held at the Bank’s Head Office in Ras Al Khaimah for in person attendance, or virtually (remotely/online) by means of virtual meeting through an electronic link for the meeting which will be sent to the shareholders via SMS or email following attendance registration, to attend, discuss and vote on the proposed resolutions with visual communication and electronic voting, to consider the following agenda:

Ordinary Resolution:

1. To authorize the Chairman of the General Assembly to appoint the meeting’s Secretary and Vote Collector.

Special Resolutions:

1. Issue new and additional regulatory capital securities, in the form of non-convertible conventional bonds, that qualify as: (i) additional Tier 1 capital for an amount of up to U.S.\$500,000,000; and/or (ii) Tier 2 capital for an amount of up to U.S.\$250,000,000, as the case may be, for the purposes of strengthening the Bank’s capital adequacy ratio (such regulatory capital securities shall include the terms and conditions required by the Central Bank of the UAE including, in relation to additional tier 1 capital securities, the following features: subordination; coupon non-payment events; and non-viability and write-down provisions and in relation to tier 2 capital securities, the following features: subordination; and non-viability and write-down provisions), as the same may be listed and/or admitted to trading on a stock exchange or any other trading platform, and such other terms in respect of such issuances to be decided by the Board of Directors (“Capital Funding Arrangements”).
2. In respect of regulatory capital securities issued or to be issued under any Capital Funding Arrangements:
 - undertake any liability management exercise with respect thereto (including, without limitation, by way of consent solicitation, exchange offer, tender offer, buyback or any combination thereof); and
 - prepare and enter into such finance agreements and related documents as may be necessary (including, without limitation, any offering documents / prospectus(es), relevant programme agreements / dealer agreements, subscription agreements, dealer manager agreements, guarantees, hedging arrangements and all related and ancillary documents) in respect of the foregoing.
3. Approve authorizing the Board of Directors of the Bank, and/or any person so authorized by the Board of Directors, to determine the timing of the above issuances and adopt any resolution or take any action as may be necessary to implement special resolutions to be adopted by the general assembly in this meeting.



Notes:

1. Any shareholder that has the right to attend the General Assembly Meeting may delegate someone from other than the Bank's Board Members or its staff or the staff of the securities brokerage company to attend on his/her behalf as per a written delegation stating expressly that the agent has the right to attend the General Assembly Meeting and vote on its decisions. A delegated person for a number of shareholders shall not have more than (5%) of the Bank issued capital after gaining that delegation. Persons lacking legal capacity and who are incompetent must be represented by their legal representatives. (Subject to the requirements of sections 1 and 2 of Article 40 of the Chairman's Decision (3/R.M.) for 2020 on the adoption of the Public Shareholding Governance Manual).
2. A corporate person 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 Assembly Meeting of the Bank. The delegated person shall have the powers as determined under the delegation resolution.
3. Shareholders can register to attend the meeting and vote on the items of the General Assembly Meeting through www.smartagm.ae.
4. 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/her behalf should communicate with IN'P-Ibrahim and Partners LTD on +97142505099 email info@inp.legal in line with approval of the General Assembly on 10 April 2021.
5. The General Assembly meeting's online registration will open from Thursday, 6th June 2024 at 12:00pm to Thursday, 13th June 2024 at 10:00am through www.smartagm.ae.
6. Each shareholder registered in the share register on Wednesday, 12th June 2024 shall be entitled to vote in the General Assembly meeting.
7. Quorum at the General Assembly meeting shall be present if shareholders holding or representing by proxy at least 50% of the share capital of the Bank are present at the meeting. If the quorum is not present at the first meeting, the General Assembly meeting shall be adjourned to another meeting to be held on Thursday, 20th June 2024 at the same place and time. Quorum at the adjourned meeting shall be present irrespective of the number of the present shareholders.
8. Special Resolution: a resolution issued by the majority votes of shareholders holding at least 75% of the shares represented at the General Assembly meeting of the Bank.
9. Proxy and any supporting documents will be sent to the following e-mail: rbagm@rakbank.ae, stating the name, email and mobile number to receive SMS for registration.
10. A written proxy form should be lodged with the Bank's Head Office, Sheikh Mohamed Bin Zayed Road, Exit No. 129, Ras Al Khaimah, to the attention of Corporate Secretariat and Governance Team, Tel: +971 42915542, before close of business day on Tuesday, 11th June 2024.
11. Link to the SCA Investors Rights Guide is accessible on:
<https://www.sca.gov.ae/ar/awareness/publications/guidelines.aspx>

Board of Directors

إفصاح توضيحي بشأن إعتدات التوكيلات

بناءً على متطلبات البندين 1 و 2 من المادة رقم 40 من دليل الحوكمة، نود أن نلفت السادة المساهمين إلى ما يلي:

1. يجوز لمن له حق حضور الجمعية العمومية أن ينيب عنه من يختاره من غير أعضاء مجلس الإدارة أو العاملين بالشركة أو شركة وساطة في الأوراق المالية أو العاملين بها بمقتضى توكيل خاص ثابت بالكتابة ينص صراحة على حق الوكيل في حضور اجتماعات الجمعية العمومية والتصويت على قراراتها. ويجب ألا يكون الوكيل -لعدد من المساهمين- حائزاً بهذه الصفة على أكثر من (5%) من رأس مال الشركة المصدر. ويمثل ناقصي الأهلية وفاقديها النائبون عنهم قانوناً.
2. يتعين أن يكون توقيع المساهم الوارد في الوكالة المشار إليها في البند (1) هو التوقيع المعتمد من/ لدى أحد الجهات التالية، وعلى الشركة اتخاذ الإجراءات اللازمة للتحقق من ذلك.
 - (أ) الكاتب العدل.
 - (ب) غرفة تجارة أو دائرة اقتصادية بالدولة.
 - (ج) بنك أو شركة مرخصة بالدولة شريطة أن يكون للموكل حساب لدى أي منهما.
 - (د) أي جهة أخرى مرخص لها للقيام بأعمال التوثيق.

CLARIFYING DISCLOSURE REGARDING THE ACCEPTANCE OF PROXIES

According to Clauses 1 & 2 of Article 40 of the Corporate Governance Manual, we would like to inform the shareholders with the following:

1. Each shareholder who has the right to attend the general assembly may delegate someone from other than the Board members or the staff of the company, or securities brokerage company, or its employees, to attend on his behalf as per a written delegation stating expressly that the agent has the right to attend the general assembly and vote on its decision. A delegated person for a number of shareholders shall not have more than (5%) of the Company's issued capital after gaining that delegation. Persons lacking legal capacity and are incompetent must be represented by their legal representatives
2. The shareholder signature on the **Proxy** referred in clause No. (1) shall be the signature approved by any of the following entities:
 - A. Notary Public.
 - B. Commercial chamber of economic department in the state.
 - C. Bank or company licensed in the state, provided that the **principle** shall have account with any of them.
 - D. Any other entity licensed to perform attestation works.