

To all shareholders of National Bank of Fujairah PJSC (“the Bank”)

Notice to attend the General Assembly Meeting (“AGAM”)

The Board of Directors of NBF is pleased to invite all shareholders to attend the General Assembly Meeting of the Bank which will be held at Novotel Hotel, Fujairah, United Arab Emirates at 11:00 am on Monday, 30 November 2020, in person with the option to attend remotely by means of audio-visual communication, according to the procedures described in the notes, to conduct the following business:

General Assembly Agenda

1. To appoint the Internal Shari’a Supervision Committee members for NBF Islamic, the Islamic Banking Window of National Bank of Fujairah PJSC upon recommendation by the Board of Directors.

Matters requiring special resolutions:

1. To amend Article (37) of the Bank’s Articles of Association to allow convening of general assembly meetings remotely through electronic channels and technologies. Accordingly, Article (37) of the Bank’s Articles of Association will be modified as follows:

Existing

“A duly convened General Meeting shall represent all the shareholders and be held in the Emirate of Fujairah.”

Proposed

“A duly convened General Meeting shall represent all the shareholders and be held in the Emirate of Fujairah and can be held remotely through the use of modern electronic channels and technologies after obtaining Authority approval. The bank is committed to enable all shareholders to exercise all their rights granted to them by law on a timely basis, discuss all the agenda and vote on each decision directly, hence there will be an actual attendance during the meeting in compliance with the provisions of the Commercial Companies Law and its amendments, and the regulations issued by the Authority in this regard.”

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.
- 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 —shall have the powers as determined under the delegation decision.
- Remote registration and voting procedures:
 - The shareholder or his representative can attend in person with the option of remote attendance. Shareholders of the bank who desire to attend remotely can 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, 29 November 2020.
- 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 at the same venue on 7 December 2020 at the same time and the second meeting will be valid in all cases.