

It is the honor of the Board of Directors of Ajman Bank (PJSC) to invite the shareholders to attend the Annual General Meeting **through electronic participation / remotely** at 1:00 pm on Monday corresponding to: 20/4/2020, to consider the following agenda items:

- 1- Approval of the directors' report on the Bank's activities and its financial position for the financial year ended 31/12/2019.
- 2- Approval of the report of the External Auditor on the financial year ended 31/12/2019.
- 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 31/12/2019.
- 5- To approve the proposal of transferring the profit of 2019 to Retained Earning.
- 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 31/12/2019.
- 9- Discharge of the External Auditors from liability for the financial year ended 31/12/2019.
- 10- Appointment of auditors for the financial year 2020 and to determine their fees.
- 11- Special Resolution:
 - a. Amendment of the Article of Association to be consistent with Central Bank Corporate Governance Regulation for Banks and the Corporate Governance Standards issued by Securities and Commodities Authority.
 - b. Issuance of Teir 1 Sukuk which are not convertible into Shares for an amount of US\$150 Million and to authorize the Board of Directors to determine and agree on the date of issuance provided that such date does not exceed one year from the date of the General Assembly meeting and after obtaining the approvals required from the relevant competent regulatory authorities.

Notes:

- 1- AGM meeting shall be held in the presence of BOD, External Auditors, Registrar, and AGM Rapporteur. **And the attendance of shareholders will be through electronic participation / remotely and without personal attendance.** Each Shareholder shall register his attendance through the below link within one working day prior to the AGM date and the attendance registration and voting process will be active till the time of the AGM meeting, and the shareholder has the right to send any queries related to the AGM agenda only after attendance registration and only within one working day prior to the meeting date.
- 2- Any shareholder that has the right to attend the General Meeting may delegate any person elected by such shareholder, other than a Director, 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.
- 3- 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 Meeting of the Company. The delegated person shall have the powers as determined under the delegation resolution.
- 4- The owners of shares registered as on 19/4/2020 are eligible to vote in the Annual General Meeting **through electronic participation.**
- 5- Whereas the shareholders whose names appear in the share register on Thursday 30/4/2020 are entitled to Dividends.
- 6- Shareholders can view the Consolidated Financial Statements of the Company and the proposed amendments to the AOA by visiting Dubai Financial Market Website and Ajman Bank Website.
- 7- If the Annual General Meeting fall short of a quorum of 50%, the next Meeting will be held at the same mechanism and time on 27/4/2020, the postponed meeting shall be deemed valid irrespective of the number of the shareholders present.
- 8- Special Resolution: is a resolution passed by majority vote of the shareholders who hold at least 3/4 of the shares represented in the General Assembly meeting of a joint-stock company.

for the investors rights please use the link

https://www.sca.gov.ae/_layouts/download.aspx?SourceUrl=/Arabic/awareness/Publications/SIR_AR.pdf

for electronic participation please use the link

<http://ajmanbank.dotssol.com/>