

Results of the General Assembly Meeting

Name of the Company	Abu Dhabi Commercial Bank PJSC
Date and day of the meeting	Thursday, 27th February 2025
Meeting time	from: 5 PM to: 6 PM
Location	The Meeting held physically as well as remotely/virtual, at ADCB Head Office Building - Abu Dhabi
Chair of the General Assembly Meeting	Mr. Saeed Mohamed Hamad Fares AlMazrouei – Board Member and Chairman of the Board Executive Committee.
Quorum of the total attendance (percentage of capital)	74.63%
Distributed as follows:	
Personal attendance rate (%)	
▪ Authenticity (%)	0.00%
▪ Proxy (%)	74.63%

Decisions and Resolutions of the General Assembly meeting

Items	Resolutions
1. To hear and approve the Board of Directors' report on the Bank's activities and financial statements for the year ended 31/12/2024.	Approved by (99.45%)
2. To hear and approve the report of the External Auditors of the Bank for the year ended 31/12/2024.	Approved by (99.58%)
3. To hear and approve the Annual Shari'ah Report approved and issued by the Internal Shari'ah Supervision Committee in respect of the Bank's Islamic window for the year ended	Approved by (99.60%)

31/12/2024.	
4. To appoint a member of the Internal Shari'ah Supervision Committee for the Bank's Islamic window for a period of three years.	Approved by (99.75%)
5. To approve and notify the Zakat per share calculated as per the guidance and approval of the Internal Shari'ah Supervision Committee of the Bank in relation to the Shari'ah compliant business activities of the Bank's Islamic Window for the year ended 31/12/2024.	Approved by (99.44%)
6. To discuss and approve the audited balance sheet and the profit and loss account of the Bank for the year ended 31/12/2024.	Approved by (99.61%)
7. To consider and approve the Board of Director's proposal to distribute cash dividends of 0.59 AED per share to shareholders for the year ending 31 December 2024 amounting to AED 4.319 billion.	Approved by (99.99%)
8. To determine and approve the Board of Directors' remuneration, including Board Committees' sitting fees, for the year 2024.	Approved by (99.97%)
9. To absolve the members of the Board of Directors of the Bank from liability for their work during the year ended 31/12/2024 or to dismiss them and pursue them as the case may be.	Approved by (99.55%)
10. To absolve the External Auditors of the Bank from liability for their work during the year ended 31/12/2024 or to dismiss them and pursue them as the case may be.	Approved by (98.86%)

<p>11. To appoint External Auditors for the year 2025 and to determine their fees for the same year.</p>	<p>Approved by (93.47%)</p>
<p>12. To endorse the appointment, election and/or re-election of members of the Board of Directors, in accordance with the Bank's Articles of Association.</p> <p>First: - The One Hundred and Fourteenth Investment Company – Sole Proprietorship L.L.C., in their capacity as the Controlling Shareholder and according to the Bank's articles of association, has appointed six board members for a term of three years. Their appointments have been approved by the Nomination, Compensation, Human Resources, and Governance Committee, as well as by the Central Bank No Objection. The appointed members are:</p> <ol style="list-style-type: none"> 1. H.E. Khaldoon Khalifa Al Mubarak 2. H.E. Dr. Ahmed Mubarak Rashed Almazrouei 3. Mr. Carlos Obeid 4. Mr. Saeed Mohamed Hamad Fares AlMazrouei 5. Mr. Khalid Deemas AlSuwaidi 6. Mrs. Fatima Abdulla Rashid Abdulla Alnuaimi <p>Second: Regarding the remaining board seats, the nomination process for the Board of Directors election was opened from December 17, 2024, to December 26, 2024. Several candidates submitted their applications, and five applications that met the required criteria were approved by the Nomination, Compensation, Human Resources, and Governance Committee, as well as by the Central Bank No Objection. The selected candidates are:</p> <ol style="list-style-type: none"> 1. Sheikh Zayed Bin Suroor Bin Mohammed Alnehyan 2. Sheikh Sultan Suroor Sultan Al Dhaheri 3. Mrs. Aysha Al Hallami 	

<p>4. H.E. Hussain Jasim Naser Mohamed Alnowais 5. Mr. Khaled Haji Khoury</p> <p>Since the number of candidates matches the number of available seats and the nomination period has officially closed, we are pleased to announce that the candidates have been elected by acclamation to fill the vacant seats for a term of three years.</p>	
<p>Special Decisions and Resolutions of the General Assembly meeting</p>	
<p><u>Renewal of Debt Issuance Programs:</u></p> <ul style="list-style-type: none"> To approve the renewal of the Bank's debt issuance programs and to approve the creation of new programs, in each case, for the purposes of issuing securities non-convertible into shares, for an amount not exceeding U.S.\$8,000,000,000; To approve the issue of debt on a standalone basis, up to a maximum amount of U.S.\$2,000,000,000 (including, without limitation, the issuance of conventional notes/bonds, structured notes/bonds, covered notes/bonds, sukuk or other similar instruments or, as the case may be, through collateralized arrangements whether in loan or note/bond format, as the same may be listed and/or admitted to trading on a stock exchange or any other trading platform and/or listed/unlisted); To approve the issue of debt tier capital instruments (including additional Tier 1 capital or subordinated Tier 2 capital) securities with an aggregate face amount of up to U.S.\$2,000,000,000 for the purposes of strengthening the Bank's capital adequacy ratio. The capital instruments shall include the terms and conditions required by the UAE Central Bank, including, in relation to additional Tier 1 capital the following features: subordination; coupon non-payment events; and non-viability and write-down provisions and in relation to subordinated Tier 2 capital the following features: subordination and non-viability and write-down provisions. 	<p>Approved by (99.99%)</p>

- To authorize the Board of Directors of the Bank (and any committee or officer of the Bank so authorized by the Board and any other person authorized by such committee or officer, jointly or severally) to: issue any type of securities, sukuk or other securities (in each case non-convertible into shares), including for the purposes of issuing such securities, sukuk or other securities under the Bank's sustainable finance framework; or establish or update any programs, or enter into any liability management exercise, for an amount not exceeding U.S.\$ 8,000,000,000 and to determine the terms of issuing such securities, sukuk or other securities, and set their date of issue, subject to obtaining the approval of the relevant competent authorities, as applicable, and in accordance with the provisions of the Bank's Articles of Association.

Cash Dividends

Percentage		Amount	
59% of the nominal value of the shares		4,318,768,736 درهم	
Payment Date	Last Entitlement date (LED)	Ex-Dividends date (EXD)	Registry closing date (RCD)
Within one month from the date of the General Assembly meeting	6 March 2025	7 March 2025	10 March 2025

Bashar Khairy Rapporteur

