



Notice of General Assembly Meeting

The Board of Directors of National Bank of Abu Dhabi PJSC (the Company) is pleased to invite the shareholders of the Company (the Shareholders) to attend the General Assembly Meeting (GAM) to be held on 7 December 2016 at 4.00 pm at The St. Regis Abu Dhabi, Nation Tower, Corniche, Abu Dhabi, United Arab Emirates in Abu Dhabi, to consider:

1. The approval of the proposed merger (the Merger) of the Company and First Gulf Bank PJSC (FGB) to be effected by way of a merger pursuant to Article 283(1) of UAE Federal Law No. 2 of 2015 Concerning Commercial Companies (the Law), through the issuance of 1.254 new NBAD shares for every 1 share in FGB subject to the terms and conditions of the Merger.
2. The approval of the merger agreement entered into between National Bank of Abu Dhabi and FGB in connection with the Merger.
3. The approval of the following resolutions and the consequential amendments to the Company's Articles of Association upon the Merger becoming effective:
 - a. the increase of share capital of the Company from AED 5,254,545,318 to AED 10,897,545,318, subject to the terms and conditions of the Merger and with effect from the Merger becoming effective;
 - b. the amendment of Article 1 of the Company's Articles of Association to include the following definitions:

"Transaction": means dealings, contracts, or agreements entered into by the Bank, and which do not fall within the main activity of the Bank or that includes preferential conditions which the Bank does not usually grant to parties dealing with its clients, or any other transactions specified by the Authority from time to time by resolutions, instructions, or circulars it issues.

"Related Party": means Chairman and members of the Board of Directors of the Bank, members of the senior executive management of the Bank, employees of the Bank, and companies in which any of these including at hold 30% or more of its capital, as well as subsidiaries or sister companies or affiliate companies;

- c. the amendment of Article 6 of the Company's Articles of Association to increase the share capital of the Company by AED 5,643,000,000 from AED 5,254,545,318 to AED 10,897,545,318, subject to the terms and conditions of the Merger and with effect from the Merger becoming effective;
- d. the amendment of Article 17 of the Company's Articles of Association in respect of the number of members of the Board of Directors of the Company, subject to the terms and conditions of the Merger and with effect from the Merger becoming effective such that Article 17 will read as follows:

1. The management of the Bank shall vest in a board of directors comprising nine (9) board members who, subject to Article (148) of the Companies Law, shall be elected by secret ballot using Cumulative Voting. In all cases the majority of the board members, including the Chairman, shall be nationals of the United Arab Emirates.

2. The Board of Directors may allocate a number of seats to be filled by independent board members to be selected pursuant to criteria to be specified by a resolution of the Board. Such independent board members are to be elected by secret ballot using Cumulative Voting";

- e. the amendment of Article 18 of the Company's Articles of Association such that Article 18 will read as follows:

"The Board may at its absolute discretion and without prejudice to the relevant applicable legislation, issue any such resolution to regulate the corporate governance at the Bank.";

- f. the amendment of Article 58 of the Company's Articles of Association such that Article 58 will read as follows:

"The Bank must not enter into Transactions with Related Parties without the consent of the Board of Directors in cases where the value does not exceed (5%) of the Bank's capital, and with the approval of the general assembly where such percentage threshold is exceeded. The Bank is not allowed to conclude Transactions that exceed (5%) of the issued share capital unless it has obtained an evaluation of the Transaction by an assessor certified by the Authority. A party who has an interest in the Transaction may not participate in voting in terms of the decision taken by the Board of Directors or the general assembly in respect of this Transaction."

4. The approval of the appointment of nine members to the Board of Directors of the Company, subject to the terms and conditions of the Merger for a term of three years and with effect from the Merger becoming effective, such nine members being:

- H.H. Sh Tahnoon Bin Zayed Al Nahyan
- H.E. Nasser Ahmed Alsowaidi
- H.E. Sh Mohammed Bin Saif Bin Mohammed Al Nahyan
- H.E. Khaldoon Khalifa Al Mubarak
- H.E. Sh Ahmed Mohammed Sultan Al Dhaheri
- H.E. Mohammed Thani Al Romaihi
- Mr. Khalifa Sultan Al Suwaidi
- Mr. Jassim Mohammed Al Siddiqi
- Mr. Mohamed Saif Al Suwaidi

5. The authorisation of the Board of Directors of the Company, or any person so authorised by the Board of Directors, to adopt any resolution or take any action as may be necessary to implement any of the above resolutions including, without limitation, to apply for: (a) a certificate to be issued by the Securities and Commodities Authority to declare the merger of the Company and FGB, the increase in share capital and the amendments to the Company's Articles of Association; (b) the listing of new shares of the Company on the Abu Dhabi Securities Exchange; and (c) correspond and negotiate with any person, entity (official and/or otherwise) within and outside the United Arab Emirates, adopt such resolutions and take any such action as may be necessary to obtain the necessary approvals to effect the Merger.

Board of Directors

Notes:

1. The shareholder circular (Shareholder Circular), which sets out a description of the Merger and the combined businesses of the Company and FGB following completion of the Merger, can be viewed at the Company's website at www.nbad.com or, alternatively, hard copies of the Shareholder Circular can be obtained (without charge) from the office of the Company at One NBAD Tower, Sheikh Khalifa Street, Legal and Compliance Division, 16th floor, Mrs. Grace Abou Mrad - Abu Dhabi, P.O. Box 4, Abu Dhabi.
2. If a quorum for the first GAM is not present (being Shareholders representing at least 50 per cent. of the Company's capital), the GAM shall be adjourned to 14 December 2016 at the same place and time. The second GAM shall be valid irrespective of the number of present shareholders.
3. Each Shareholder who is registered in the Company's share book on 6 December 2016 has the right to attend the GAM.
4. A Shareholder may appoint a proxy in writing (as per the attached form to the invitation) provided that the said proxy is not a member of the Board of Directors and not holding, in his capacity as a proxy on behalf of more than one Shareholder, more than 5 per cent. of the Company's share capital, unless the Shareholder is a body corporate. Persons lacking capacity shall be represented by their legal representatives.
5. In the event of a failure to attain a quorum for any of the GAMs, the proxies issued to attend the first meeting shall be considered valid and effective for any following meeting, unless they are expressly cancelled by the concerned Shareholder via a notice issued to the National Bank of Abu Dhabi - Securities & Funds Administration Services Department at NBAD Khalidiya Branch building, 9th Floor, P.O. Box 6865, Abu Dhabi at least two days prior to the date of the meeting.
6. The resolutions of the GAM shall be adopted by a special resolution entailing the consent of Shareholders representing three quarters of the shares represented in the meeting, except for the resolution with respect to the appointment of directors to the Board of Directors of the Company, which requires the consent of the majority of the shares represented at the meeting.
7. Any Shareholder or Shareholders holding no less than 20% of the share capital of the Company may appeal the Merger at the competent court within 30 days from the date of passing the resolutions above.
8. On 3 July 2016, the Company and FGB entered into a merger agreement. The merger agreement sets out the terms and conditions of the Merger (including, without limitation, the conditions to the Merger becoming effective (including receipt of relevant regulatory approvals) and the composition of the board of directors of the Company following the implementation of the Merger) and the Company and FGB's obligations regarding implementation of the Merger. The merger agreement contains limited warranties given by the Company and FGB on a reciprocal basis, restrictions on the conduct of business and restrictions in relation to seeking competing proposals from third parties, which are customary for agreements of this nature. The merger agreement may be terminated (and the rights and obligations of the parties under the merger agreement will cease) if: (i) notice to terminate is given by one party to the other party following breach by the other party of the merger agreement where such breach has a material adverse effect on the other party, the Merger or its implementation; (ii) the effective date of the Merger does not occur on or before 30 June 2017 (or such later date as the Company and FGB may agree in writing); or (iii) the Company and FGB agree to do so in writing.