

# Bank Audi

## NOTICE OF EXTRAORDINARY GENERAL MEETING

The Board of Directors of Bank Audi s.a.l. invites all holders of Common Shares to attend an Extraordinary General Meeting to be held at 10:00 a.m. on Friday July 21, 2017 at the Bank's Head Office located at Audi Plaza, Bab Idriss, Beirut Commercial Central District, in order to examine the following agenda:

1. The cancellation of the Series "F" Preferred Shares and increase of the Bank's capital in order to round the nominal value of each individual share up to LL 1,663;
2. The amendment of the Bank's By-Laws, including, in particular articles 6 and 8, in order to reflect the foregoing;
3. The increase of the Bank's capital through the issuance of a new series of preferred shares (pursuant to Lebanese Law No 308/2001);
4. The listing of such newly-issued preferred shares on the Beirut Stock Exchange;
5. The amendment of the Bank's By-Laws, including, in particular, articles 6 and 8 thereof, in order to reflect the actions described in items 3 and 4 above;
6. The submission of the actions described in items 1-5 inclusive for approval by the Central Bank of Lebanon acting through its Central Council; and
7. The granting to the Chairman of the Board of Directors (acting singly) or any 2 Directors – General Managers (acting jointly) of the necessary powers to seek required approvals, to set deadlines and to perform all other acts and procedures in furtherance of all of the foregoing resolutions.

**The Board of Directors**