

Bank Audi

July 27, 2018

Resolutions adopted by the Extraordinary General Meeting of Shareholders of July 27, 2018:

First resolution: Cancellation of all the Series “G” Preferred Shares and increase of the Bank’s Capital in order to round the nominal value of each individual Share up to LL 1,670:

The Extraordinary General Meeting of Shareholders resolves to (i) cancel all of the 1,500,000 outstanding Series “G” Preferred Shares and substitute their nominal value (aggregating LL 2,494,500,000) in the Capital of the Bank through a simultaneous incorporation of an equivalent amount from the free reserves, concomitantly with the cancellation, and (ii) for the avoidance of residual amounts in the nominal value of the Share pursuant to the aforementioned cancellation of the Series “G” Preferred Shares, increase the Bank’s Capital to become L.L. 677,601,170,680 hence an increase of L.L. 345,744,428 through the incorporation of an aggregate amount of L.L. 2,840,244,428 from the free reserves (representing the nominal value of the cancelled Series “G” Preferred Shares and the capital increase), all resulting in a nominal value of each individual Share of L.L. 1,670.

Second resolution: Amendment of Articles 6 and 8 of the By-Laws to reflect the cancellation of the Series “G” Preferred Shares:

The Extraordinary General Meeting of Shareholders of Bank Audi sal, pursuant to its preceding resolution, resolves to modify articles 6 and 8 of the Bank’s by-laws. Modified text of said articles is as follows:

Modified text:

Article 6 - Capital

The Capital of the Company shall be set at LL /677,601,170,680/ six hundred seventy seven billion six hundred one million one hundred seventy thousand six hundred and eighty Lebanese pounds divided into /405,749,204/ four hundred five million seven hundred forty nine thousand two hundred and four nominal shares, with a value of LL /1,670/ one thousand six hundred and seventy Lebanese pounds each, fully paid up.

The company may issue bonds pursuant to a resolution of the General Meeting of Shareholders.

Article 8 – Type of Shares

- 1- Shares constituting the Company’s capital are divided into two categories, the first category being the Common shares consisting of /399,749,204/ shares, and the second category being the Preferred shares consisting of /6,000,000/ Preferred shares. The second category consists of three series: /750,000/ Series “H” Preferred shares, /2,500,000/ Series “I” Preferred shares and /2,750,000/ Series “J” Preferred shares.
- 2- All the company's shares are nominal shares and shall be kept with the central depository MIDCLEAR SAL; Ownership, trading, pledges and other rights affecting the shares shall be established by the records of MIDCLEAR SAL.
- 3- All the company’s shares may be subscribed to publicly and are tradable on the regulated financial markets. All shares are traded on such markets.

Third resolution: Submission of the foregoing resolutions for approval by the Central Bank of Lebanon:

The Extraordinary General Meeting of Shareholders of Bank Audi sal declares that entry into effect of the foregoing resolutions is subject to the approval of the Central Bank of Lebanon.

Fourth resolution: Granting to the Chairman of the Board of Directors (acting singly) or any two Directors – General Managers (acting jointly) the necessary powers to perform all acts and procedures in pursuit of the foregoing resolutions:

The Extraordinary General Meeting of Shareholders resolves to grant the Chairman of the Board of Directors Mr. Samir Hanna (acting singly) or any two Directors – General Managers (acting jointly) the necessary powers to carry out all necessary actions in connection with the cancellation of the shares and the concomitant capital increase, and generally to carry out all necessary actions to implement the above resolutions, with the authority to further delegate all or part of the aforementioned powers granted to them hereby.
