

# Bank Audi

## NOTICE OF ANNUAL GENERAL ASSEMBLY MEETING

The Board of Directors of Bank Audi s.a.l. invites all holders of ordinary shares to attend an Ordinary General Assembly Meeting to be held at 10:30 a.m. on Friday April 12, 2019 at the Bank's Head Office, Audi Plaza, Bab Idriss, Beirut Commercial Central District, in order to listen to the Board and External Auditors reports concerning the Company's activity and accounts for the year ended December 31, 2018 and to examine the following agenda:

1. To approve the Bank's accounts, in particular, the balance sheet and the profit and loss statement, as of and for the year ended December 31, 2018, and to discharge the Chairman and members of the Board of Directors of the Bank in respect of activities performed during the year ended December 31, 2018;
2. To appropriate the 2018 profits pursuant to the proposal of the Board of Directors;
3. To declare distributions to the holders of the Bank's preferred shares and dividends to the holders of Common Shares and determine the related record and payment dates;
4. To approve a transfer from the account of reserves for foreclosed assets to the account of reserves appropriated for capital;
5. To ratify loans granted during the year 2018 to related parties as per Article 152 of the Code of Money and Credit;
6. To authorise the granting of loans to related parties during the year 2019, in accordance with Article 152 of the Code of Money and Credit;
7. To ratify transactions that are subject to the approval of the General Meeting including transactions entered into between the Bank and members of the Board of Directors or affiliated companies during the year ended December 31, 2018 that are subject to Article 158 of the Code of Commerce and to authorise the Bank to enter into similar transactions during the year 2019;
8. To elect a new Board of Directors;
9. To determine the fixed and performance-related remuneration of Board members who have managerial responsibilities, and to determine the remuneration and attendance fees of the other members of the Board;
10. To authorise the participation of certain Board members in the boards of other companies and to grant the necessary related authorisations pursuant to Article 159 of the Code of Commerce; and
11. To appoint External Auditors for the coming 3 years and to determine their fees for the year 2019.

The Board of Directors

*Shareholders can download the Annual Report for the year 2018, encompassing, among other things, the Financial Statements and notes, the External Auditors' report, and the Management Discussion & Analysis from Bank Audi's Website: [www.bankaudigroup.com](http://www.bankaudigroup.com)*