- **Consolidated Financial Highlights**

Bank Audi sal's Annual Report for the year ended 31 December 2025 (the "2025 Annual Report") encompassing, among other things, the Financial Statements and notes, the External Auditors' report, and a Management Discussion & Analysis can now be downloaded from the Company's website at www.bankaudigroup.com or by clicking on the following link: **Link to 2025 Annual Report** The 2025 Annual Report is also available from the address below: The Group Corporate Secretary - Bank Audi sal - Audi Plaza - Bab Idriss - P.O. Box 11-2560 - Beirut – Lebanon

Daily Bulletin –09/06/2026

- **Consolidated Financial Highlights**

Bank Audi SAL publishes the **Unaudited Consolidated Financial Highlights for the period ended March 31, 2026**

Daily Bulletin –09/06/2026

NOTICE OF ANNUAL ORDINARY GENERAL ASSEMBLY MEETING

The Board of Directors of Bank Audi s.a.l. invites all holders of ordinary shares to attend the Annual Ordinary General Assembly Meeting to be held at 10:30 a.m. on Monday June 29, 2026 at the Bank's Head Office, Audi Plaza, Bab Idriss, Beirut Commercial Central District, in order to listen to the Board and External Auditors general and special reports concerning the Company's activity and accounts for the year ended December 31, 2025 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, 2025, and to discharge the Chairman and members of the Board of Directors of the Bank in respect of the management activities performed during the year ended December 31, 2025; 2. To approve the allocation of the 2025 annual results; 3. To take note of the balances of facilities previously approved by the General Assembly of shareholders, granted in accordance with Article 152 of the Code of Money and Credit, and grant the necessary authorizations for the year 2026 pursuant to the same Article; 4. To ratify transactions that are subject to the approval of the General Assembly of shareholders, including transactions entered into between the Bank and the persons designated in article 158 of the Code of Commerce during the year 2025, and grant the necessary authorizations to transact with said persons during the year 2026; 5. To determine the remuneration of Board members; 6. To authorize the participation of certain Board members and senior executives in the boards of other similar companies and to grant the necessary related authorizations pursuant to Article 159 of the Code of Commerce; and 7. To determine the External Auditors' fees for the year 2026.

D*aily Bulletin – 08/06/2026*

- **Consolidated Financial Highlights**

Bank Audi SAL publishes the **Audited Consolidated Financial Highlights for the year ended December 31, 2025**

Daily Bulletin –08/06/2026

INFORMATION STATEMENT

June 8, 2026

Dear Global Depositary Receipt Holder:

Reference is hereby made to the Amended and Restated Deposit Agreement dated February 25, 2019 (as may be amended from time to time, the "**Deposit Agreement**") between Bank Audi s.a.l. (the "**Bank**")) and Bank of New York Mellon, in its capacity as depositary (the "**Depositary**"), relating to Global Depositary Receipts issued in respect of common shares of the Bank (the **"GDRs"**), each GDR representing one common share, nominal value LL 1,670 per common share (the "**Common Shares**"). Capitalized terms used herein without otherwise being defined shall have the respective meanings assigned thereto in the Deposit Agreement.

The Depositary, as the shareholder of record of Common Shares evidenced by GDRs, has received notice of the Ordinary General Meeting of the Shareholders of the Bank to be held on June 29, 2026 (the "**General Meeting**"), at the Bank's head office in Beirut, which (among other things) sets forth the agenda for such General Meeting. References in this Information Statement (this "**Information Statement**") to the "**Holder**" of any GDR shall mean the person registered as the holder of such GDR on the books of the Depositary. In accordance with Section 5 of the Deposit Agreement, a copy of such notice and agenda is being sent hereby to each person who is a Holder on June 8, 2026, which is the record date (the "**Record Date**") established by the Depositary for this purpose (which is as near as practicable to June 24, 2026, being the corresponding record date set by the Bank in respect of the General Meeting).

As set forth in such notice, at the General Meeting, shareholders of the Bank, including the Depositary, will be asked to consider and vote upon 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, 2025, and to discharge the Chairman and members of the Board of Directors of the Bank in respect of the management activities performed during the year ended December 31, 2025;

2. To approve the allocation of the 2025 annual results;

3. To take note of the balances of facilities previously approved by the General Assembly of shareholders, granted in accordance with Article 152 of the Code of Money and Credit, and grant the necessary authorizations for the year 2026 pursuant to the same Article;

4. To ratify transactions that are subject to the approval of the General Assembly of shareholders, including transactions entered into between the Bank and the persons designated in article 158 of the Code of Commerce during the year 2025, and grant the necessary authorizations to transact with said persons during the year 2026;

5. To determine the remuneration of Board members;

6. To authorize the participation of certain Board members and senior executives in the boards of other similar companies and to grant the necessary related authorizations pursuant to Article 159 of the Code of Commerce; and

7. To determine the External Auditors' fees for the year 2026.

Each Holder is entitled to instruct the Depositary on how to vote its GDRs by completing and returning the Depositary voting instructions, as provided in this Information Statement, by which such Holder may give instructions to the Depositary to vote for or against each and any resolution specified in such agenda. After careful consideration, the Board of Directors recommends a vote in favor of each such resolution.

Yours very truly,

Sherine Audi
Chair of the Board of Directors

Bank Audi

INFORMATION STATEMENT

Table of Contents

Page

AVAILABLE INFORMATION **3**
VOTING RIGHTS OF HOLDERS **3**
SUMMARY BACKGROUND INFORMATION **3**
VOTING INSTRUCTIONS **5**
INFORMATION REGARDING BANK AUDI S.A.L. 6

AVAILABLE INFORMATION

No person has been authorized to give any information or to make any representation other than those contained in this Information Statement, and, if given or made, such information or representation must not be relied upon as having been authorized by the Bank. No delivery of this Information Statement nor any offer or distribution of any securities to which this Information Statement relates shall, under any circumstances, create any implication that there has been no change in the affairs of the Bank since the date of this Information Statement or that any information contained or referred to herein is correct as of any time subsequent to the date as of which it is given. This Information Statement does not constitute the solicitation of a proxy to or from any person in any jurisdiction to or from whom it is unlawful to make such offer or solicitation within such jurisdiction.

VOTING RIGHTS OF HOLDERS

In accordance with Section 5 of the GDRs, the Depositary is seeking voting instructions from the Holders in order to exercise or cause to be exercised the voting rights in respect of the Deposited Shares as directed by such voting instructions to the extent permitted by Lebanese Law.

Common Shares which have been withdrawn from the deposit facility under the Deposit Agreement and transferred on the Bank's register of members to a person other than the Depositary or its nominee may be voted by the registered owner thereof; however, Holders may not receive sufficient advance notice of the General Meeting to enable them to withdraw Deposited Shares and vote at the General Meeting.

SUMMARY BACKGROUND INFORMATION

In its meetings held on May 14, 2026 and June 3, 2026, the Board of Directors of the Bank (the "**Board of Directors**" or the "**Board**"),

i Having examined the draft External Auditors report to the General Meeting in connection with the financial statements as of and for the year ended December 31, 2025, encompassing the External Auditors adverse opinion;

Having, in consideration of the fact that the External Auditors adverse opinion has been prompted by the persisting impossibility to assess, reliably and accurately, the impact of the prevailing Lebanese crisis on the Bank's financial statements, within the excessive uncertainties characterizing the challenging environment, and the absence of an adopted and clear national fiscal and economic recovery plan (resulting in a hyper-inflation, in the multiplicity of LBP exchange rates, in the impossibility to produce a fair value for balances with the Central Bank of Lebanon and for the Lebanese Government Treasury Securities, in uncertainties regarding the valuation of equity instruments and provisions for risks and charges, and in events and conditions that would not qualify as normal course of business in a non-crisis environment, etc),

the notes to the Consolidated Financial Statements, notably Note 1 describing the macroeconomic and the regulatory environment and the particular situation of the Bank Audi Group (the "**Group**"), and

the other notes to the Consolidated Financial Statements;

resolved to endorse the financial statements;

i Having adopted the 2025 Annual Report encompassing the "Management Discussion and Analysis", which summarizes the Bank's activity during the year ended December 31, 2025 (and its major financial indicators), as well as the major developments in the local and regional economies and the Bank's market positioning and strategic choices;

ii Having adopted a proposal to transfer the standalone profit for the year 2025, amounting to LBP 7,430 billion, to retained earnings, and to release the non-distributable net reserve arising from unrealized profits from previous years, amounting to LBP 15 billion;

iii Having examined the draft special reports of the External Auditors in connection with outstanding loans to related parties subject to Article 152 of the Code of Money and Credit ("**Article 152 Loans**") as at December 31, 2025, pursuant to which, save for the effect of the adverse opinion on the adopted financial statements, outstanding Article 152 Loans are within applicable legal and regulatory ceilings;

And having, in consideration of the fact that such loans have been previously approved by the General Assembly of shareholders, adopted a proposal to take note of their balances (as shown in the following table), and grant the necessary authorizations for the year 2026 pursuant to the same Article;

Loans to related parties (as per Article 152 of the Lebanese Code of Money and Credit)		*Amounts in millions of LL*
Total Gross Amount	**270,629**	
Out of which		
	86,661	Covered by cash collateral in the same currency as the related loan.
	112,049	Housing loans covered by first degree mortgages on independently evaluated homes and bearing terms and conditions that are in line with the industry practice and compliant with applicable regulations.
	1,991	Car loans bearing terms and conditions that are in line with the industry practice and compliant with applicable regulations.
Total Amount of loans to related parties net of cash collateral and housing loans	**69,928**	Approved by the Board and granted to Directors or Senior managers.

(vi) Having resolved not to request an authorization to grant additional loans to related parties that are subject to Article 152 of the Code of Money and Credit during the year 2026, save for Monthly repayable Charge Cards (to the extent they abide by the provisions of Article 7 bis of BDL circular 132) as well as facilities against same currency Cash Collateral, and Facilities against same currency Bank Guarantees (to the extent they abide by the provision of Article 8 of BDL circular 132); and

Housing Loans and Car Loans (to the extent they abide by the provisions of Article 7 bis of BDL circular 132) in an aggregate amount not exceeding USD 1 Million;

(vii) Having examined the draft External Auditors special report in connection with Article 158 of the Code of Commerce, pursuant to which the External Auditors, save for the effect of the adverse opinion on the adopted financial statements and its basis, did not express any remarks in connection with transactions entered into between the Bank and related parties or affiliated companies, and having adopted a proposal to ratify such transactions entered into during 2025 (by virtue of the authorization granted by the general meeting of shareholders on 20 June 2025, and pursuant to Article 158 of the Code of Commerce) after having noted that save for ordinary business and dealings with controlled or consolidated subsidiaries (Banks, Financial institutions, and other Subsidiaries), such transactions are limited to (i) the granting of a donation to a cultural foundation bearing the Bank's name (the "Audi Foundation") whose managing board comprises a number of the Bank's Directors and executives, for LL 0.54 billion in 2025 (and a proposal to grant LL 0.5 billion in 2026 and to grant the foundation the right to occupy and manage the villa located on property No. 39 in Rmeil, as well as the garden located on property No. A/92/39 in Rmeil, entirely at its own responsibility and for its own account); and (ii) other miscellaneous transactions including the receipt of services for LL 1.29 billion;

(viii) Having adopted a proposal to authorize the Bank to enter into similar transactions during 2026;

(ix) Having resolved, as in the previous year, and taking into account the impossibility, or impracticality, of contracting comprehensive insurance policies at acceptable conditions, to hold its members, individuals, and companies harmless and to indemnify them, to the extent allowable by applicable laws, from any responsibilities or losses they may incur as a result of their roles as Directors, as it deemed this indemnification essential to enable it to recruit and retain high level Directors;

(x) Having, by virtue of the authorization previously granted by the general meeting of shareholders, approved and adopted a proposal to the General Meeting to note the payment in 2025 of a fixed remuneration (including salaries, attendance fees and representation allowances) (i) to the Chair and the non-executive Board members (in all 7 persons including the Chairman of the Board, who relinquished his position in January 2026) aggregating LL 167,067 millions and an additional remuneration aggregating LL 13,425 millions incurred and paid by the foreign subsidiaries of the Bank and (ii) to the General Manager and to the other senior Executives (in all 5 persons),

aggregating LL 166,963 millions and an additional remuneration aggregating LL 425,820 millions incurred and paid by the foreign subsidiaries of the Bank;

The aforementioned payments incurred by the foreign subsidiaries were made in consideration of the increasing importance of said subsidiaries within the Group and the need for the Board members and Executives of the parent company to exercise a consolidated oversight over them and to allocate the necessary time and efforts in order to maintain the coherence of the Group.

i Having adopted a proposal to the General Meeting to authorize the Board to (x) set the remuneration of the Executive Directors and that of the other key executives in consultation with the Remuneration Committee, with payments to be reported at the next General Assembly and (y) maintain the payment of an annual remuneration to the non-executive directors in line with the amounts paid in 2025, with said payments to be reported at the next General Assembly;

ii Having adopted a proposal to authorize the participation of certain Board members and senior executives in the boards of controlled subsidiaries of the Bank and the participation of one Board member in the board of a financial institution in the Kingdom of Saudi Arabia (Citigroup Saudi Arabia JSC);

iii Having, pursuant to the matters mentioned under points (v) to (xii) above, adopted the "Special Report of the Board of Directors" produced in accordance with Article 152 of the Code of Money and Credit and Article 158 of the Code of Commerce and summarizing (x) the transactions entered into by the Bank with related parties (including affiliated companies and members of the Board of Directors) during the year ended December 31, 2025 and (y) the remuneration of the members of the Board and of the key Executives; and

iv Having adopted a recommendation of the Audit Committee to set the audit fees of "BDO, Semaan, Gholam & Co." and "Ernst & Young" for the financial year ending December 31, 2026 at USD 525,000 to "BDO, Semaan, Gholam & Co." and USD 875,000 to "Ernst & Young" (unchanged with respect to 2025) plus VAT.

Resolved to recommend to the General Meeting to adopt the following resolutions:

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, 2025, and to discharge the Chairman and members of the Board of Directors of the Bank in respect of the management activities performed during the year ended December 31, 2025;

2. To approve the allocation of the 2025 annual results;

3. To take note of the balances of facilities previously approved by the General Assembly of shareholders, granted in accordance with Article 152 of the Code of Money and Credit, and grant the necessary authorizations for the year 2026 pursuant to the same Article;

4. To ratify transactions that are subject to the approval of the General Assembly of shareholders, including transactions entered into between the Bank and the persons designated in article 158 of the Code of Commerce during the year 2025, and grant the necessary authorizations to transact with said persons during the year 2026;

5. To determine the remuneration of Board members;

6. To authorize the participation of certain Board members and senior executives in the boards of other similar companies and to grant the necessary related authorizations pursuant to Article 159 of the Code of Commerce; and

7. To determine the External Auditors' fees for the year 2026.

All as per the aforementioned Board reports, proposals and recommendations.

VOTING INSTRUCTIONS

Each Holder is hereby requested to return to the Depositary voting instructions, in the form provided separately by the Depositary for this purpose, by which such Holder may give instructions to the Depositary to vote for or against each and any resolutions specified in the agenda for the General Meeting.

In order for a voting instruction to be valid, the above-mentioned form of voting instructions must be completed and duly signed by the respective Holder (or in the case of instructions received from the clearing systems should be received by authenticated SWIFT message or market standard authenticated message format) and returned to the Depositary by the date that the Depositary shall specify in such form of voting instructions.

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INFORMATION REGARDING BANK AUDI S.A.L.

For information regarding the Bank, Holders are advised to review the following documents:

The Bank's Annual Report for 2025 encompassing: The audited financial statements of the Bank as at and for the year ended December 31, 2025 and the accompanying notes and auditors' report; and

The "Management Discussion and Analysis" which summarizes the Bank's activity during the year ended December 31, 2025;

The above documents can be downloaded from Bank Audi's website: www.bankaudigroup.com or may be obtained free of charge from the Bank and the Depositary at the addresses set forth below:

The Depositary:

Bank of New York Mellon – Depositary Receipts
240 Greenwich Street, 22nd Floor
New York, NY 10286
Attn: Mr. Tony Tooma
Email: tony.tooma@bnymellon.com
Phone: 1 (212) 815 - 2136

The Bank:

Bank Audi s.a.l.
Bab Idriss Omar Daouk Street Bank
Audi Plaza, P.O. Box 11-2560
Beirut Lebanon

Attn: The Group Corporate Secretary
Email: Corporate.Secretary@bankaudi.com.lb

- **Resignation of Mr. Samir Hanna and election of Mrs. Sherine R. Audi as new Chair of the Board**

Bank Audi sal announced today the resignation of Mr. Samir Hanna as Chair and member of its Board of Directors. The Board of Directors has expressed its deep appreciation for Mr. Hanna's more than six decades of dedicated service that shaped the Bank's direction at pivotal junctures. The Board of Directors convened on 13 January 2026 and elected Mrs. Sherine Raymond Audi as the new Chair of the Board of Directors. Mrs. Sherine Audi has been a nonexecutive member of the Board since April 2017 and has chaired the Board of Bank Audi France since 2022, following nearly four decades of experience in senior executive roles at Bank Audi France. She brings with her a strong sense of sound governance and leadership.

D*aily Bulletin – 15/01/2026*

Unaudited Consolidated Financial Results September 30, 2025:

Bank Audi SAL publishes the **Unaudited Consolidated Financial Highlights** for the period ended September 30, 2025.

Daily Bulletin – 17/11/2025

- **Unaudited Consolidated Financial Results June 30, 2025:**

Bank Audi SAL publishes the **Unaudited Consolidated Financial Highlights for the period ended June 30, 2025.**

Daily Bulletin – 23/09/2025

- **Special Report of the Board of Directors & Auditors' Special Report:**

Bank Audi SAL publishes: the **Special Report of the Board of Directors** addressed to the Annual General Assembly of June 20, 2025; the Auditors' Special Reports drafted according to **article 158 of the Code of Commerce** and **article 152 of the Code of Money and Credit** for the year ended December 31, 2024.

. ***Daily Bulletin –17/05/2021***

INFORMATION STATEMENT

May 29, 2025

Dear Global Depositary Receipt Holder:

Reference is hereby made to the Amended and Restated Deposit Agreement dated February 25, 2019 (as may be amended from time to time, the "**Deposit Agreement**") between Bank Audi s.a.l. (the "**Bank**")) and Bank of New York Mellon, in its capacity as depositary (the "**Depositary**"), relating to Global Depositary Receipts issued in respect of common shares of the Bank (the **"GDRs"**), each GDR representing one common share, nominal value LL 1,670 per common share (the "**Common Shares**"). Capitalized terms used herein without otherwise being defined shall have the respective meanings assigned thereto in the Deposit Agreement.

The Depositary, as the shareholder of record of Common Shares evidenced by GDRs, has received notice of the Ordinary General Meeting of the Shareholders of the Bank to be held on June 20, 2025 (the "**General Meeting**"), at the Bank's head office in Beirut, which (among other things) sets forth the agenda for such General Meeting. References in this Information Statement (this "**Information Statement**") to the "**Holder**" of any GDR shall mean the person registered as the holder of such GDR on the books of the Depositary. In accordance with Section 5 of the Deposit Agreement, a copy of such notice and agenda is being sent hereby to each person who is a Holder on May 28, 2025, which is the record date (the "**Record Date**") established by the Depositary for this purpose (which is as near as practicable to June 17, 2025, being the corresponding record date set by the Bank in respect of the General Meeting).

As set forth in such notice, at the General Meeting, shareholders of the Bank, including the Depositary, will be asked to consider and vote upon 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, 2024, and to discharge the Chairman and members of the Board of Directors of the Bank in respect of the management activities performed during the year ended December 31, 2024;
2. To approve the allocation of the 2024 annual results;
3. To take note of the balances of facilities previously approved by the General Assembly of shareholders, granted in accordance with Article 152 of the Code of Money and Credit, and grant the necessary authorizations for the year 2025 pursuant to the same Article;
4. To ratify transactions that are subject to the approval of the General Assembly of shareholders, including transactions entered into between the Bank and the persons designated in article 158 of the Code of Commerce during the year 2024, and grant the necessary authorizations to transact with said persons during the year 2025;
5. To determine the remuneration of Board members;
6. To authorize the participation of certain Board members and senior executives in the boards of other similar companies and to grant the necessary related authorizations pursuant to Article 159 of the Code of Commerce; and
7. To appoint External Auditors for the coming 3 years and to determine their fees for the year 2025.

Each Holder is hereby requested to return to the Depositary voting instructions, as provided in this Information Statement, by which such Holder may give instructions to the Depositary to vote for or against each and any resolution specified in such agenda.

After careful consideration, the Board of Directors recommends a vote in favor of each such resolution.

Yours very truly,

Samir Hanna
Chairman of the Board of Directors

Bank Audi

INFORMATION STATEMENT

Table of Contents

Page

AVAILABLE INFORMATION **3**
VOTING RIGHTS OF HOLDERS **3**
SUMMARY BACKGROUND INFORMATION **3**
VOTING INSTRUCTIONS **5**
INFORMATION REGARDING BANK AUDI S.A.L. 6

AVAILABLE INFORMATION

No person has been authorized to give any information or to make any representation other than those contained in this Information Statement, and, if given or made, such information or representation must not be relied upon as having been authorized by the Bank. No delivery of this Information Statement nor any offer or distribution of any securities to which this Information Statement relates shall, under any circumstances, create any implication that there has been no change in the affairs of the Bank since the date of this Information Statement or that any information contained or referred to herein is correct as of any time subsequent to the date as of which it is given. This Information Statement does not constitute the solicitation of a proxy to or from any person in any jurisdiction to or from whom it is unlawful to make such offer or solicitation within such jurisdiction.

VOTING RIGHTS OF HOLDERS

In accordance with Section 5 of the GDRs, the Depositary is seeking voting instructions from the Holders in order to exercise or cause to be exercised the voting rights in respect of the Deposited Shares as directed by such voting instructions to the extent permitted by Lebanese Law.

Common Shares which have been withdrawn from the deposit facility under the Deposit Agreement and transferred on the Bank's register of members to a person other than the Depositary or its nominee may be voted by the registered owner thereof; however, Holders may not receive sufficient advance notice of the General Meeting to enable them to withdraw Deposited Shares and vote at the General Meeting.

SUMMARY BACKGROUND INFORMATION

In its meeting held on May 15, 2025, the Board of Directors of the Bank (the "**Board of Directors**" or the "**Board**"),

(i) Having examined the draft External Auditors report to the General Meeting in connection with the financial statements as of and for the year ended December 31, 2024, encompassing the External Auditors adverse opinion;

(ii) Having, in consideration of

- the fact that the External Auditors adverse opinion has been prompted by the persisting impossibility to assess, reliably and accurately, the impact of the prevailing Lebanese crisis on the Bank's financial statements, within the excessive uncertainties characterizing the challenging environment, and the absence of an adopted and clear national fiscal and economic recovery plan (resulting in a hyper-inflation, in the multiplicity of LBP exchange rates, in the impossibility to produce a fair value for balances with the Central Bank of Lebanon and for the Lebanese Government Treasury Securities, in uncertainties regarding the valuation of equity instruments and provisions for risks and charges, and in events and conditions that would not qualify as normal course of business in a non-crisis environment, etc) and by the late issuance by the Ministry of Finance (in March 2025) of application decisions regarding law 330 (of December 4, 2024) that may impact the financial statements as at December 31, 2024,

- the notes to the Consolidated Financial Statements, notably Note 1 describing the macroeconomic and the regulatory environment and the particular situation of the Bank Audi Group (the "**Group**"), and

- the other notes to the Consolidated Financial Statements;

resolved to endorse the financial statements;

(iii) Having adopted the 2024 Annual Report encompassing the "Management Discussion and Analysis", which summarizes the Bank's activity during the year ended December 31, 2024 (and its major financial indicators), as well as the major developments in the local and regional economies and the Bank's market positioning and strategic choices;

(iv) Having adopted a proposal to transfer the standalone results (profit, amounting to LL 212,557 millions) of the year 2024 to the Retained Earnings account;

(v) Having examined the draft special reports of the External Auditors in connection with outstanding loans to related parties subject to Article 152 of the Code of Money and Credit ("**Article 152 Loans**") as at December 31, 2024, pursuant to which, save for the effect of the adverse opinion on the adopted financial statements, outstanding Article 152 Loans are within applicable legal and regulatory ceilings;

And having, in consideration of the fact that such loans have been previously approved by the General Assembly of shareholders, adopted a proposal to take note of their balances (as shown in the following table), and grant the necessary authorizations for the year 2025 pursuant to the same Article;

Loans to related parties (as per Article 152 of the Lebanese Code of Money and Credit)		*Amounts in millions of LL*
Total Gross Amount	**289,799**	
Out of which		
	89,461	Covered by cash collateral in the same currency as the related loan.
	109,283	Housing loans covered by first degree mortgages on independently evaluated homes and bearing terms and conditions that are in line with the industry practice and compliant with applicable regulations.
Total Amount of loans to related parties net of cash	**91,055**	Approved by the Board and granted to Directors or Senior

(vi) Having resolved not to request an authorization to grant additional loans to related parties that are subject to Article 152 of the Code of Money and Credit during the year 2025, save for monthly repayable Charge Cards (to the extent they abide by the provisions of Article 7 bis of BDL circular 132) as well as facilities against same currency Cash Collateral, and Facilities against same currency Bank Guarantees (to the extent they abide by the provision of Article 8 of BDL circular 132);

(vii) Having examined the draft External Auditors special report in connection with Article 158 of the Code of Commerce, pursuant to which the External Auditors, save for the effect of the adverse opinion on the adopted financial statements and its basis, did not express any remarks in connection with transactions entered into between the Bank and related parties or affiliated companies, and having adopted a proposal to ratify such transactions entered into during 2024 (by virtue of the authorization granted by the general meeting of shareholders on 25 July 2024, and pursuant to Article 158 of the Code of Commerce) after having noted that save for ordinary business and dealings with controlled or consolidated subsidiaries (Banks, Financial institutions, and other Subsidiaries), such transactions are limited to (i) the granting of a donation to a cultural foundation bearing the Bank's name (the "Audi Foundation") whose managing board comprises a number of the Bank's Directors and executives, for LL 0.5 billion and USD 15,000 in 2024 (and a proposal to grant LL 0.5 billion in 2025); and (ii) other miscellaneous transactions including the receipt of services for LL 681 billion;

(viii) Having adopted a proposal to authorize the Bank to enter into similar transactions during 2025;

(ix) Having resolved, as in the previous year, and taking into account the impossibility, or impracticality, of contracting comprehensive insurance policies at acceptable conditions, to hold its members, individuals, and companies harmless and to indemnify them, to the extent allowable by applicable laws, from any responsibilities or losses they may incur as a result of their roles as Directors, as it deemed this indemnification essential to enable it to recruit and retain high level Directors;

(x) Having, by virtue of the authorization previously granted by the general meeting of shareholders, approved and adopted a proposal to the General Meeting to note the payment in 2024 of a fixed remuneration (including salaries, attendance fees and representation allowances) (i) to the Chair and the non-executive Board members (in all 9 persons including the Chairman of the Board, who relinquished his executive duties during the year 2024 and the 2 members whose term ended during the year 2024) aggregating LL 60,976 millions and an additional remuneration aggregating LL 40,275 millions incurred and paid by the foreign subsidiaries of the Bank and (ii) to the General Manager and to the other senior Executives (in all 6 persons including the former Deputy Chief Executive Officer who resigned during the year 2024), aggregating LL 110,498 millions and an additional remuneration aggregating LL 239,592 millions incurred and paid by the foreign subsidiaries of the Bank;

The aforementioned payments incurred by the foreign subsidiaries were made in consideration of the increasing importance of said subsidiaries within the Group and the need for the Board members and Executives of the parent company to exercise a consolidated oversight over them and to allocate the necessary time and efforts in order to maintain the coherence of the Group.

(xi) Having adopted a proposal to the General Meeting to authorize the Board to (x) set the remuneration of the Executive Directors and that of the other key executives in consultation with the Remuneration Committee, with payments to be reported at the next General Assembly and (y) maintain the payment of an annual remuneration to the non-executive directors in line with the amounts paid in 2024, with said payments to be reported at the next General Assembly;

(xii) Having adopted a proposal to authorize the participation of certain Board members and senior executives in the boards of controlled subsidiaries of the Bank and the participation of one Board member in the board of a financial institution in the Kingdom of Saudi Arabia (Citigroup Saudi Arabia JSC);

(xiii) Having, pursuant to the matters mentioned under points (v) to (xii) above, adopted the "Special Report of the Board of Directors" produced in accordance with Article 152 of the Code of Money and Credit and Article 158 of the Code of Commerce and summarizing (x) the transactions entered into by the Bank with related parties (including affiliated companies and members of the Board of Directors) during the year ended December 31, 2024 and (y) the remuneration of the members of the Board and of the key Executives; and

(xiv) Having adopted a recommendation of the Audit Committee to (x) re-appoint "BDO, Semaan, Gholam & Co." and "Ernst & Young" as joint External Auditors of the Company for the financial years 2025, 2026 and 2027 and (y) set their audit fees for the financial year ending December 31, 2025 at USD 525,000 to "BDO, Semaan, Gholam & Co." and USD 875,000 to "Ernst & Young" (unchanged with respect to 2024) plus VAT.

Resolved to recommend to the General Meeting to adopt the following resolutions:

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, 2024, and to discharge the Chairman and members of the Board of Directors of the Bank in respect of the management activities performed during the year ended December 31, 2024;
2. To approve the allocation of the 2024 annual results;
3. To take note of the balances of facilities previously approved by the General Assembly of shareholders, granted in accordance with Article 152 of the Code of Money and Credit, and grant the necessary authorizations for the year 2025 pursuant to the same Article;
4. To ratify transactions that are subject to the approval of the General Assembly of shareholders, including transactions entered into between the Bank and the persons designated in article 158 of the Code of Commerce during the year 2024, and grant the necessary authorizations to transact with said persons during the year 2025;
5. To determine the remuneration of Board members;
6. To authorize the participation of certain Board members and senior executives in the boards of other similar companies and to grant the necessary related authorizations pursuant to Article 159 of the Code of Commerce; and
7. To appoint External Auditors for the coming 3 years and to determine their fees for the year 2025.

All as per the aforementioned Board reports, proposals and recommendations.

VOTING INSTRUCTIONS

Each Holder is hereby requested to return to the Depositary voting instructions, in the form provided separately by the Depositary for this purpose, by which such Holder may give instructions to the Depositary to vote for or against each and any resolution specified in the agenda for the General Meeting.

In order for a voting instruction to be valid, the above-mentioned form of voting instructions must be completed and duly signed by the respective Holder (or in the case of instructions received from the clearing systems should be received by authenticated SWIFT message or market standard authenticated message format) and returned to the Depositary by the date that the Depositary shall specify in such form of voting instructions.

INFORMATION REGARDING BANK AUDI S.A.L.

For information regarding the Bank, Holders are advised to review the following documents:

- The Bank's Annual Report for 2024 encompassing:
  - o The audited financial statements of the Bank as at and for the year ended December 31, 2024 and the accompanying notes and auditors' report; and
  - o The "Management Discussion and Analysis" which summarizes the Bank's activity during the year ended December 31, 2024;

The above documents can be downloaded from Bank Audi's website: www.bankaudigroup.com or may be obtained free of charge from the Bank and the Depositary at the addresses set forth below:

The Depositary:

Bank of New York Mellon – Depositary Receipts
240 Greenwich Street, 22nd Floor
New York, NY 10286
Attn: Mr. Tony Tooma
Email: tony.tooma@bnymellon.com
Phone: 1 (212) 815 - 2136

The Bank:

Bank Audi s.a.l.
Bab Idriss Omar Daouk Street Bank
Audi Plaza, P.O. Box 11-2560
Beirut Lebanon

Attn: The Group Corporate Secretary
Email: Corporate.Secretary@bankaudi.com.lb

Daily Bulletin –30/05/2025

- **NOTICE OF ANNUAL ORDINARY GENERAL ASSEMBLY MEETING**

The Board of Directors of Bank Audi s.a.l. invites all holders of ordinary shares to attend the Annual Ordinary General Assembly Meeting to be held at 10:30 a.m. on Friday June 20, 2025 at the Bank's Head Office, Audi Plaza, Bab Idriss, Beirut Commercial Central District, in order to listen to the Board and External Auditors general and special reports concerning the Company's activity and accounts for the year ended December 31, 2024 and to examine the following agenda: - 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, 2024, and to discharge the Chairman and members of the Board of Directors of the Bank in respect of the management activities performed during the year ended December 31, 2024; - To approve the allocation of the 2024 annual results; - To take note of the balances of facilities previously approved by the General Assembly of shareholders, granted in accordance with Article 152 of the Code of Money and Credit, and grant the necessary authorizations for the year 2025 pursuant to the same Article; - To ratify transactions that are subject to the approval of the General Assembly of shareholders, including transactions entered into between the Bank and the persons designated in article 158 of the Code of Commerce during the year 2024, and grant the necessary authorizations to transact with said persons during the year 2025; - To determine the remuneration of Board members; - To authorize the participation of certain Board members and senior executives in the boards of other similar companies and to grant the necessary related authorizations pursuant to Article 159 of the Code of Commerce; and - To appoint External Auditors for the coming 3 years and to determine their fees for the year 2025.

Daily Bulletin –29/05/2025

- **Consolidated Financial Highlights**

Bank Audi SAL publishes the Unaudited Consolidated Financial Highlights for the period ended **March 31, 2025**

Daily Bulletin –29/05/2025

- **Consolidated Financial Highlights**

Bank Audi SAL publishes the Audited Consolidated Financial Highlights for the year ended **December 31, 2024**

Daily Bulletin –28/05/2025

- **Publication of the 2024 ANNUAL REPORT**

Bank Audi sal's Annual Report for the year ended 31 December 2024 (the "2024 Annual Report") encompassing, among other things, the Financial Statements and notes, the External Auditors' report, and a Management Discussion & Analysis can now be downloaded from the Company's website at www.bankaudigroup.com or by clicking on the following link: **Link to 2024 Annual Report** The 2024 Annual Report is also available from the address below: The Group Corporate Secretary - Bank Audi sal - Audi Plaza - Bab Idriss - P.O. Box 11-2560 - Beirut – Lebanon.

Daily Bulletin –28/06/2025

- **Bank Audi Completes the sale od its stake in Odeabank A.S.**

Bank Audi is pleased to announce the successful completion of the sale of its stake in Odeabank A.S., its subsidiary in Türkiye, to ADQ Financial Services LLC, an indirect subsidiary of ADQ. This follows the signing of the definitive agreement on October 14, 2024 and receipt of all necessary regulatory approvals, including from the Banking Regulatory and Supervisory Authority (BRSA) and Competition Authority in Türkiye.

Daily Bulletin –28/03/2025

- **Consolidated Financial Highlights**

Bank Audi SAL publishes the Unaudited Consolidated Financial Highlights for the period ended **September 30, 2024.**

Daily Bulletin –18/11/2024

- **FINANCIAL STATEMENTS OF ODEA BANK A.S. (TURKEY) AS AT** SEPTEMBER 30, 2024

Bank Audi sal announces that its subsidiary, Odea Bank A.S. (Turkey), has published its financial statements (in Turkish) as at and for the period ended September 30, 2024. A summary in English of the financial statements can be viewed at Bank Audi's website: https://www.bankaudigroup.com/group/investor-relations/financials-of-material-subsidiaries

For additional information, you may address your e-mails to corporate.secretary@bankaudi.com.lb

Daily Bulletin –11/11/2024

ADQ enters into definitive agreement with Bank Audi led consortium to acquire 96 percent of its share capital of Türkiye-based Odeabank

Under ADQ's ownership, Odeabank is expected to benefit from synergies and accelerate the execution of its growth plans

Investment in the bank with its strong commercial base and a scalable hybrid operating model supports ADQ's commitment to driving innovation in the financial services sector

The sale of Odeabank will aid in the continued development and success of Odeabank and permits Bank Audi to concentrate its efforts on its home market

Abu Dhabi, UAE, and Beirut, Lebanon – 15 October 2024: ADQ, an Abu Dhabi-based investment and holding company, and Bank Audi sal ("Bank Audi"), one of Lebanon's leading banks, announced today the signing of a definitive agreement for ADQ to acquire 96 percent of the share capital of Odea Bank A.Ş. ("Odeabank"), Bank Audi's subsidiary in Türkiye.

Pursuant to the agreement, Bank Audi and other investors, which include International Finance Corporation, IFC FIG Investment Company Sarl, and the European Bank for Reconstruction and Development (EBRD), have agreed to sell their respective interests in the share capital of Odeabank to ADQ.

Established in 2012, Odeabank is Türkiye's 13th largest private conventional bank by total gross loans and customer deposits, operating with 41 branches in 15 cities across the country and employing approximately 1,300 people as at the end of June 2024. Primarily providing commercial lending, Odeabank also has a growing retail and wealth management business. Odeabank has the stated ambition to become Türkiye's leading premier "phygital" bank by seamlessly integrating its physical presence with innovative digital banking services under the umbrella of its remote branch "Bank'O" which opened in 2019.

In addition to an attractive financial profile and a balanced loan book, Odeabank brings a strong brand and a scalable, hybrid operating model, all of which are prerequisites for future growth.

Mansour AlMulla, Deputy Group Chief Executive Officer at ADQ, said: "The acquisition of Odeabank reinforces our commitment to investing in assets that lay the foundation for the sustainable development of our portfolio companies as well as the wider economy. As part of ADQ, Odeabank will have access to fresh capital, which will allow the company to unlock synergies with our wider portfolio, underpinned by attractive market

dynamics in Türkiye. We are confident that this will accelerate the execution of Odeabank's growth plans, while driving technological innovation in the financial services sector."

Khalil El Debs, Chief Executive Officer of Bank Audi, said: "This transaction aligns well with Bank Audi Group's present strategic focus on its home market as well as its presence in Europe. We are pleased to have attracted the interest of a global institution like ADQ in acquiring Odea Bank A.Ş., our Turkish subsidiary."

In 2022, ADQ launched a USD 300 million fund together with Türkiye Wealth Fund, which invests in companies developing emerging technologies or improving existing technologies in key sectors. In the same year, ADQ acquired the leading Turkish pharmaceuticals company Birgi Mefar Group, which has since become part of ADQ's wholly owned global life sciences holding company Arcera. In 2023, ADQ signed two memoranda of understanding with the country to deepen bilateral relations and contribute to its economic development.

ADQ's expansive portfolio spans key sectors of Abu Dhabi's rapidly diversifying economy, including energy and utilities, food and agriculture, healthcare and life sciences, and transport and logistics, amongst others. Its Financial Services cluster also encompasses Abu Dhabi Securities Exchange (ADX) and Wio Bank.

The transaction is subject to customary regulatory approvals, including the approvals of the Banking Regulation and Supervision Authority and the Competition Authority in Türkiye.

J.P. Morgan acted as sole financial advisor to Bank Audi on the transaction and rendered a Fairness Opinion.

-END-

About ADQ

Established in 2018, ADQ is an Abu Dhabi-based investment and holding company with a broad portfolio of major enterprises. Its investments span key sectors of the UAE's diversified economy, including energy and utilities, food and agriculture, healthcare and life sciences, and transport and logistics, amongst others. As a strategic partner of the Government of Abu Dhabi, ADQ is committed to accelerating the transformation of the Emirate into a globally competitive and knowledge-based economy. For more information, visit adq.ae or write to media@adq.ae. You can also follow ADQ on Instagram, LinkedIn and X.

About Bank Audi

Bank Audi (ISIN LB0000010415) is a leading Lebanese banking group with a footprint in the MENA region and Europe. The Bank offers universal financial products and services, including Corporate & Commercial, Retail & Personal, and Private Banking services. Bank Audi's shares and GDRs are listed on the Beirut Stock Exchange. For more information, visit http://www.bankaudigroup.com. You can also follow Bank Audi on Ayrıca Facebook, Instagram, LinkedIn, YouTube and X.

Daily Bulletin –17/10/2024

Consolidated Financial Highlights

Bank Audi SAL publishes the Unaudited Consolidated Financial Highlights for the period ended **June 30, 2024.**

Daily Bulletin –6/9/2024

INFORMATION STATEMENT

June 29, 2024

Dear Global Depositary Receipt Holder:

Reference is hereby made to the Amended and Restated Deposit Agreement dated February 25, 2019 (as may be amended from time to time, the "**Deposit Agreement**") between Bank Audi s.a.l. (the "**Bank**")) and Bank of New York Mellon, in its capacity as depositary (the "**Depositary**"), relating to Global Depositary Receipts issued in respect of common shares of the Bank (the **"GDRs"**), each GDR representing one common share, nominal value LL 1,670 per common share (the "**Common Shares**"). Capitalized terms used herein without otherwise being defined shall have the respective meanings assigned thereto in the Deposit Agreement.

The Depositary, as the shareholder of record of Common Shares evidenced by GDRs, has received notice of the Ordinary General Meeting of the Shareholders of the Bank to be held on July 25, 2024 (the "**General Meeting**"), at the Bank's head office in Beirut, which (among other things) sets forth the agenda for such General Meeting. References in this Information Statement (this "**Information Statement**") to the "**Holder**" of any GDR shall mean the person registered as the holder of such GDR on the books of the Depositary. In accordance with Section 5 of the Deposit Agreement, a copy of such notice and agenda is being sent hereby to each person who is a Holder on July 1, 2024, which is the record date (the "**Record Date**") established by the Depositary for this purpose (which is as near as practicable to July 24, 2024, being the corresponding record date set by the Bank in respect of the General Meeting).

As set forth in such notice, at the General Meeting, shareholders of the Bank, including the Depositary, will be asked to consider and vote upon 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, 2023, and to discharge the Chairman and members of the Board of Directors of the Bank in respect of the management activities performed during the year ended December 31, 2023;

2. To approve the allocation of the 2023 annual results;

3. To take note of the balances of facilities previously approved by the General Assembly of shareholders, granted in accordance with Article 152 of the Code of Money and Credit, and grant the necessary authorizations for the year 2024 pursuant to the same Article;

4. To ratify transactions that are subject to the approval of the General Assembly of shareholders, including transactions entered into between the Bank and the persons designated in article 158 of the Code of Commerce during the year 2023, and grant the necessary authorizations to transact with said persons during the year 2024;

5. To elect a new Board of Directors;

6. To determine the remuneration of Board members;

7. To authorize the participation of certain Board members and senior executives in the boards of other similar companies and to grant the necessary related authorizations pursuant to Article 159 of the Code of Commerce; and

8. To determine the fees of the External Auditors for the year 2024.

Each Holder is hereby requested to return to the Depositary voting instructions, as provided in this Information Statement, by which such Holder may give instructions to the Depositary to vote for or against each and any resolution specified in such agenda. After careful consideration, the Board of Directors recommends a vote in favor of each such resolution.

Yours very truly,

Samir Hanna

Chairman of the Board of Directors

Bank Audi

INFORMATION STATEMENT

Table of Contents

Page

AVAILABLE INFORMATION **3**
VOTING RIGHTS OF HOLDERS **3**
SUMMARY BACKGROUND INFORMATION **3**
VOTING INSTRUCTIONS 9
INFORMATION REGARDING BANK AUDI S.A.L. 9

AVAILABLE INFORMATION

No person has been authorized to give any information or to make any representation other than those contained in this Information Statement, and, if given or made, such information or representation must not be relied upon as having been authorized by the Bank. No delivery of this Information Statement nor any offer or distribution of any securities to which this Information Statement relates shall, under any circumstances, create any implication that there has been no change in the affairs of the Bank since the date of this Information Statement or that any information contained or referred to herein is correct as of any time subsequent to the date as of which it is given. This Information Statement does not constitute the solicitation of a proxy to or from any person in any jurisdiction to or from whom it is unlawful to make such offer or solicitation within such jurisdiction.

VOTING RIGHTS OF HOLDERS

In accordance with Section 5 of the GDRs, the Depositary is seeking voting instructions from the Holders in order to exercise or cause to be exercised the voting rights in respect of the Deposited Shares as directed by such voting instructions to the extent permitted by Lebanese Law.

Common Shares which have been withdrawn from the deposit facility under the Deposit Agreement and transferred on the Bank's register of members to a person other than the Depositary or its nominee may be voted by the registered owner thereof; however, Holders may not receive sufficient advance notice of the General Meeting to enable them to withdraw Deposited Shares and vote at the General Meeting.

SUMMARY BACKGROUND INFORMATION

In its meeting held on June 27, 2024, the Board of Directors of the Bank (the "**Board of Directors**" or the "**Board**"),

(i) Having examined the draft External Auditors report to the General Meeting in connection with the financial statements as of and for the year ended December 31, 2023, encompassing the External Auditors adverse opinion;

(ii) Having, in consideration of

- the fact that the External Auditors adverse opinion has been prompted by the persisting impossibility to assess, reliably and accurately, the impact of the prevailing Lebanese crisis on the Bank's financial statements, within the excessive uncertainties characterizing the challenging environment, and the absence of an adopted and clear national fiscal and economic recovery plan (resulting in a hyper-inflation, in the multiplicity of LBP exchange rates, in the impossibility to produce a fair value for balances with the Central Bank of Lebanon, in uncertainties regarding the valuation of equity instruments and provisions for risks and charges, and in events and conditions that would not qualify as normal course of business in a non-crisis environment, etc);

- the notes to the Consolidated Financial Statements, notably Note 1 describing the macroeconomic and the regulatory environment and the particular situation of the Bank Audi Group (the "**Group**"), and

- the other notes to the Consolidated Financial Statements;

resolved to endorse the financial statements;

(iii) Having adopted the 2023 Annual Report encompassing the "Management Discussion and Analysis", which summarizes the Bank's activity during the year ended December 31, 2023 (and its major financial indicators), as well as the major developments in the local and regional economies and the Bank's market positioning and strategic choices;

(iv) Having adopted a proposal to transfer the results (loss, amounting to 233,232,133 thousands LL) of the year 2023 to the Retained Earnings account;

(v) Having examined the draft special reports of the External Auditors in connection with outstanding loans to related parties subject to Article 152 of the Code of Money and Credit ("**Article 152 Loans**") as at December 31, 2023, pursuant to which, save for the effect of the adverse opinion on the adopted financial statements, outstanding Article 152 Loans are within applicable legal and regulatory ceilings;

And having, in consideration of the fact that such loans have been previously approved by the General Assembly of shareholders, adopted a proposal to take note of their balances (as shown in the following table), and grant the necessary authorizations for the year 2024 pursuant to the same

Article;

Loans to related parties *Amounts in millions of LL*

(as per Article 152 of the Lebanese Code of Money and Credit)

Total Gross Amount	**49,073**	
Out of which		
15,127		Covered by cash collateral in the same currency as the related loan.
33,510		Housing loans covered by first degree mortgages on independently evaluated homes and bearing terms and conditions that are in line with the industry practice and compliant with applicable regulations.
Total Amount net of cash collateral and housing loans	**436**	
Out of which	202	Covered by real estate mortgages with a sufficient coverage in compliance with applicable regulation and market practice.
Total Net Amount of loans to related parties	**234**	Approved by the Board and granted to Senior managers or executive directors (none of whom is one of the non-executive members of the Board).

Consolidated Financial Highlights

Bank Audi SAL publishes the Audited Consolidated Financial Highlights for the year ended **December 31, 2023** and the Unaudited Consolidated Financial Highlights for the period ended **March 31, 2024.**

Daily Bulletin –02/07/2024

Publication of the 2023 ANNUAL REPORT

Bank Audi sal's Annual Report for the year ended 31 December 2023 (the "2023 Annual Report") encompassing, among other things, the Financial Statements and notes, the External Auditors' report, and a Management Discussion & Analysis can now be downloaded from the Company's website at www.bankaudigroup.com or by clicking on the following link: **Link to 2023 Annual Report** The 2023 Annual Report is also available from the address below: The Group Corporate Secretary - Bank Audi sal - Audi Plaza - Bab Idriss - P.O. Box 11-2560 - Beirut – Lebanon.

Daily Bulletin –01/07/2024

NOTICE OF ANNUAL ORDINARY GENERAL ASSEMBLY MEETING

The Board of Directors of Bank Audi s.a.l. invites all holders of ordinary shares to attend the Annual Ordinary General Assembly Meeting to be held at 10:30 a.m. on Thursday July 25, 2024 at the Bank's Head Office, Audi Plaza, Bab Idriss, Beirut Commercial Central District, in order to listen to the Board and External Auditors general and special reports concerning the Company's activity and accounts for the year ended December 31, 2023 and to examine the following agenda: - 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, 2023, and to discharge the Chairman and members of the Board of Directors of the Bank in respect of the management activities performed during the year ended December 31, 2023; - To approve the allocation of the 2023 annual results; - To take note of the balances of facilities previously approved by the General Assembly of shareholders, granted in accordance with Article 152 of the Code of Money and Credit, and grant the necessary authorizations for the year 2024 pursuant to the same Article; - To ratify transactions that are subject to the approval of the General Assembly of shareholders, including transactions entered into between the Bank and the persons designated in article 158 of the Code of Commerce during the year 2023, and grant the necessary authorizations to transact with said persons during the year 2024; - To elect a new Board of Directors; - To determine the remuneration of Board members; - To authorize the participation of certain Board members and senior executives in the boards of other similar companies and to grant the necessary related authorizations pursuant to Article 159 of the Code of Commerce; and - To determine the fees of the External Auditors for the year 2024.

Daily Bulletin –01/07/2024

INFORMATION STATEMENT

June 29, 2024

Dear Global Depositary Receipt Holder:

Reference is hereby made to the Amended and Restated Deposit Agreement dated February 25, 2019 (as may be amended from time to time, the "**Deposit Agreement**") between Bank Audi s.a.l. (the "**Bank**")) and Bank of New York Mellon, in its capacity as depositary (the "**Depositary**"), relating to Global Depositary Receipts issued in respect of common shares of the Bank (the **"GDRs"**), each GDR representing one common share, nominal value LL 1,670 per common share (the "**Common Shares**"). Capitalized terms used herein without otherwise being defined shall have the respective meanings assigned thereto in the Deposit Agreement.

The Depositary, as the shareholder of record of Common Shares evidenced by GDRs, has received notice of the Ordinary General Meeting of the Shareholders of the Bank to be held on July 25, 2024 (the "**General Meeting**"), at the Bank's head office in Beirut, which (among other things) sets forth the agenda for such General Meeting. References in this Information Statement (this "**Information Statement**") to the "**Holder**" of any GDR shall mean the person registered as the holder of such GDR on the books of the Depositary. In accordance with Section 5 of the Deposit Agreement, a copy of such notice and agenda is being sent hereby to each person who is a Holder on July 1, 2024, which is the record date (the "**Record Date**") established by the Depositary for this purpose (which is as near as practicable to July 24, 2024, being the corresponding record date set by the Bank in respect of the General Meeting).

As set forth in such notice, at the General Meeting, shareholders of the Bank, including the Depositary, will be asked to consider and vote upon 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, 2023, and to discharge the Chairman and members of the Board of Directors of the Bank in respect of the management activities performed during the year ended December 31, 2023;
2. To approve the allocation of the 2023 earned results;
3. To take note of the balances of facilities previously approved by the General Assembly of shareholders, granted in accordance with Article 152 of the Code of Money and Credit, and grant the necessary authorizations for the year 2024 pursuant to the same Article;
4. To ratify transactions that are subject to the approval of the General Assembly of shareholders, including transactions entered into between the Bank and the persons designated in article 158 of the Code of Commerce during the year 2023, and grant the necessary authorizations to transact with said persons during the year 2024;
5. To elect a new Board of Directors;
6. To determine the remuneration of Board members;
7. To authorize the participation of certain Board members and senior executives in the boards of other similar companies and to grant the necessary related authorizations pursuant to Article 159 of the Code of Commerce; and
8. To determine the fees of the External Auditors for the year 2024.

Each Holder is hereby requested to return to the Depositary voting instructions, as provided in this Information Statement, by which such Holder may give instructions to the Depositary to vote for or against each and any resolution specified in such agenda.

After careful consideration, the Board of Directors recommends a vote in favor of each such resolution.

Yours very truly,

Samir Hanna
Chairman of the Board of Directors

Bank Audi

INFORMATION STATEMENT

Table of Contents

Page

AVAILABLE INFORMATION **3**

VOTING RIGHTS OF HOLDERS **3**

SUMMARY BACKGROUND INFORMATION **3**

VOTING INSTRUCTIONS..... **9**

INFORMATION REGARDING BANK AUDI S.A.L. 9

AVAILABLE INFORMATION

No person has been authorized to give any information or to make any representation other than those contained in this Information Statement, and, if given or made, such information or representation must not be relied upon as having been authorized by the Bank. No delivery of this Information Statement nor any offer or distribution of any securities to which this Information Statement relates shall, under any circumstances, create any implication that there has been no change in the affairs of the Bank since the date of this Information Statement or that any information contained or referred to herein is correct as of any time subsequent to the date as of which it is given. This Information Statement does not constitute the solicitation of a proxy to or from any person in any jurisdiction to or from whom it is unlawful to make such offer or solicitation within such jurisdiction.

VOTING RIGHTS OF HOLDERS

In accordance with Section 5 of the GDRs, the Depositary is seeking voting instructions from the Holders in order to exercise or cause to be exercised the voting rights in respect of the Deposited Shares as directed by such voting instructions to the extent permitted by Lebanese Law.

Common Shares which have been withdrawn from the deposit facility under the Deposit Agreement and transferred on the Bank's register of members to a person other than the Depositary or its nominee may be voted by the registered owner thereof; however, Holders may not receive sufficient advance notice of the General Meeting to enable them to withdraw Deposited Shares and vote at the General Meeting.

SUMMARY BACKGROUND INFORMATION

In its meeting held on June 27, 2024, the Board of Directors of the Bank (the "**Board of Directors**" or the "**Board**"),

(i) Having examined the draft External Auditors report to the General Meeting in connection with the financial statements as of and for the year ended December 31, 2023, encompassing the External Auditors adverse opinion;

(ii) Having, in consideration of

- the fact that the External Auditors adverse opinion has been prompted by the persisting impossibility to assess, reliably and accurately, the impact of the prevailing Lebanese crisis on the Bank's financial statements, within the excessive uncertainties characterizing the challenging environment, and the absence of an adopted and clear national fiscal and economic recovery plan (resulting in a hyper-inflation, in the multiplicity of LBP exchange rates, in the impossibility to produce a fair value for balances with the Central Bank of Lebanon, in uncertainties regarding the valuation of equity instruments and provisions for risks and charges, and in events and conditions that would not qualify as normal course of business in a non-crisis environment, etc);

- the notes to the Consolidated Financial Statements, notably Note 1 describing the macroeconomic and the regulatory environment and the particular situation of the Bank Audi Group (the "**Group**"), and

- the other notes to the Consolidated Financial Statements;

resolved to endorse the financial statements;

(iii) Having adopted the 2023 Annual Report encompassing the "Management Discussion and Analysis", which summarizes the Bank's activity during the year ended December 31, 2023 (and its major financial indicators), as well as the major developments in the local and regional economies and the Bank's market positioning and strategic choices;

(iv) Having adopted a proposal to transfer the results (loss, amounting to 233,232,133 thousands LL) of the year 2023 to the Retained Earnings account;

(v) Having examined the draft special reports of the External Auditors in connection with outstanding loans to related parties subject to Article 152 of the Code of Money and Credit ("**Article 152 Loans**") as at December 31, 2023, pursuant to which, save for the effect of the adverse opinion on the adopted financial statements, outstanding Article 152 Loans are within applicable legal and regulatory ceilings;

And having, in consideration of the fact that such loans have been previously approved by the General Assembly of shareholders, adopted a proposal to take note of their balances (as shown in the following table), and grant the necessary authorizations for the year 2024 pursuant to the same

Article;

Loans to related parties (as per Article 152 of the Lebanese Code of Money and Credit)		*Amounts in millions of LL*
Total Gross Amount	**49,073**	
Out of which		
	15,127	Covered by cash collateral in the same currency as the related loan.
	33,510	Housing loans covered by first degree mortgages on independently evaluated homes and bearing terms and conditions that are in line with the industry practice and compliant with applicable regulations.
Total Amount net of cash collateral and housing loans	**436**	
Out of which	202	Covered by real estate mortgages with sufficient collaterals

(vi) Having resolved not to request an authorization to grant additional loans to related parties that are subject to Article 152 of the Code of Money and Credit during the year 2024, save for monthly renewable Change of Cards (to the extent they abide by the provisions of Article 7 bis of BDL circular 132) as well as facilities against same currency Cash Collateral, and Facilities against same currency Bank Guarantees (to the extent they abide by the provision of Article 8 of BDL circular 132);

(vii) Having examined the draft External Auditors special report in connection with Article 158 of the Code of Commerce, pursuant to which the External Auditors, save for the effect of the adverse opinion on the adopted financial statements and its basis, did not express any remarks in connection with transactions entered into between the Bank and related parties or affiliated companies, and having adopted a proposal to ratify such transactions entered into during 2023 (by virtue of the authorization granted by the general meeting of shareholders on 28 July 2023, and pursuant to Article 158 of the Code of Commerce) after having noted that save for ordinary business and dealings with controlled or consolidated subsidiaries (Banks, Financial institutions, and other Subsidiaries), such transactions are limited to (i) the granting of a donation to a cultural foundation bearing the Bank's name (the "Audi Foundation") whose managing board comprises a number of the Bank's Directors and executives, for LL 0.5 billion in 2023 (and a proposal to grant LL 0.5 billion and USD 15,000 in 2024); and (ii) other miscellaneous transactions including the receipt of services for LL 340 billion;

(viii) Having adopted a proposal to authorize the Bank to enter into similar transactions during 2024;

(ix) Having (in consideration of the fact that the term of the current Board of Directors will expire upon holding the General Meeting), adopted the nomination proposal of the Corporate Governance and Nomination Committee, encompassing the re-election of 3 currently serving Directors and 5 new Directors as follows, all for a term of three years expiring on the date of convening the Annual General Assembly of Shareholders that will examine the accounts of the year 2026:

Nomination Proposal:

Loans to related parties		*Amounts in millions of LL*
(as per Article 152 of the Lebanese Code of Money and Credit)		
Total Gross Amount	**49,073**	
Out of which		
	15,127	Covered by cash collateral in the same currency as the related loan.
	33,510	Housing loans covered by first degree mortgages on independently evaluated homes and bearing terms and conditions that are in line with the industry practice and compliant with applicable regulations.
Total Amount net of cash collateral and housing loans	**436**	
Out of which	202	Covered by real estate mortgages with a sufficient coverage in compliance with applicable regulation and market practice.
Total Net Amount of loans to related parties	**234**	Approved by the Board and granted to Senior managers or executive directors (none of whom is one of the non-executive members of the Board).

Candidate
Mr. Samir N. Hanna
Age: 79 – Lebanon
Director since August 1990

Brief Profile

Samir Hanna is the current Chairman of the Board of Directors and former Chief Executive Officer of the Bank Audi Group.
He joined Bank Audi in January 1963 and held several managerial and executive positions across various departments of the Bank. He was appointed General Manager of the Bank in 1986 and member of its Board of Directors in 1990. In the early 1990s, he initiated and managed the restructuring and expansion strategy of Bank Audi, transforming it into a strong banking group offering universal banking products and services including Corporate, Commercial, Retail, Investment, and Private Banking.
He was elected Chairman of the Board of Bank Audi sal, succeeding Mr. Raymond Audi, on 10 April 2017.
Samir Hanna has served as member or Chair of the Boards of a number of subsidiaries of the Bank Audi Group including (i) member of the Board of Directors of Odea Bank A.Ş., Bank Audi's subsidiary in Turkey from 2012 until 2021 (Chairman until November 2020), (ii) member of the Board of Directors of Banque Audi (Suisse) SA from 2011 until 2021, and (iii) member of the Board of Directors of Bank Audi sae (Egypt) from 2006

transformations (including technological and regulatory ones) as required by the current market rules and practices. She also acted as the representative of Bank Audi France sa towards the French banking authorities and professional organizations. In September 2022, she resolved to relinquish her executive duties and was elected non-executive Chairman of the Board of Directors of Bank Audi France with effect starting on January 1, 2023.
Since December 2021, she also serves as Vice-chairman of the Chamber de Commerce Franco- Libanaise after having served as its treasurer since 2015.
Sherine Audi holds a diploma of Certified Director by Sciences Po. Paris, jointly with the French Institute of Directors.

Janaudi Holding sal Lebanon

Janaudi Holding sal is a family holding company owned by the members of the family of late Jean Wadih Audi, one of the founders of the Bank. It holds Common Shares of the Bank representing 1.80% of the total number of Common Shares issued and outstanding, in addition to GDRs representing 0.2% of the Bank's Common Shares.
Janaudi Holding sal is chaired by Marc J. Audi, and is expected to be represented by him on the Board of Directors of the Bank.
Marc Audi (Age: 66 – Lebanon) has been a member of the Board of Directors of the Bank since March 1996. He served as General Manager from 2004 until February 2022, and as Lebanon Country Manager of the Bank Audi Group until June 2020.
He started his banking career in 1981 and held several executive positions within the Bank Audi Group, in a number of countries including France, the USA (California), Switzerland and Lebanon. Throughout his career, he held executive responsibilities at group level, in Commercial Lending, in Capital Markets and in Private Banking (notably serving as General Manager of Banque Audi (Suisse) SA, the Private Banking arm of the Group, until 2005).

Marc Audi currently serves as Chairman of the Board of Directors of Banque Audi (Suisse) SA and Board member of several other affiliates of the Bank Audi Group.
He holds a Master's of Business Administration from the University of Paris IX – Dauphine.

Mutlaq Hamad Al-Morished
Age: 67 – Kingdom of Saudi Arabia

Mutlaq Hamad Al-Morished served most recently (until March 2024) as the Chief Executive Officer and a Board Member at TASNEE, a major industrial corporation based in Saudi Arabia.
His career began in the USA with Shell, followed by significant roles at SADAF, where he advanced from Chief Engineer to Vice President of Engineering & Operations, and later President in 1998. He also led the Saudi Iron & Steel Co. (HADEED) as President from 1999 to 2000.
In 2000, Mr. Al-Morished joined Saudi Basic Industries Corporation (SABIC), a leading diversified chemical manufacturing companies based in Saudi Arabia, holding various senior positions including President of the Metals Group, Vice President of Shared Services, CFO, and EVP of Finance, until his transition to TASNEE in 2015.
His board memberships are extensive and include the Saudi General Authority for Military Industries, TRONOX (NYC), and the Chairmanship of the National Metal Manufacturing & Casting Co. (Maadaniyah). Previously, he served as Chairman of YANSAB, SABIC Capital in Holland, SAUDI KAYAN, SABIC Captive

FRH Investment Holding sal Lebanon	FRH Investment Holding sal, is a holding company fully owned (99.9%), and expected to be represented on the Board, by Mr. Fahd R. Hariri. It holds Common Shares of the Bank representing 12.25% of the total number of Common Shares issued and outstanding. In addition to the foregoing, Mr. Fahd Hariri owns GDRs representing 1.56% of the Bank's Common Shares. Fahed Hariri (Age: 44 – Lebanon) is an accomplished businessman involved in the development of residential properties and chairing a number of international investment firms. His investment portfolio extends internationally with real estate holdings in prominent cities such as New York, Paris, and Monte Carlo, as well as in leading corporations and Lebanese banks. He is the son of late Rafiq Hariri, former prime minister of Lebanon assassinated in 2005. Despite his family ties, he has never been politically active nor has he held any public mandate. Fahd Hariri pursued an education in architecture at the École Spéciale d'Architecture in Paris, graduating in 2004.
U Chain - Directors Ltd. Cyprus	U Chain - Directors Ltd ("**UCD**") is a newly incorporated company established under the laws of the Republic of Cyprus. Its purpose is to provide directorship services to the banking and other business sectors. UCD intends to nominate Mr. Maher Merehbi as its representative on the Board of the Bank. Mr. Merehbi has been the CEO, for more than 12 years, of a reputable group of companies engaged in the construction and development fields, with activities in Lebanon, the Gulf countries and Africa. The aim of the presence of UCD, represented by Mr. Merehbi, on the Board of the Bank is to reinforce the Board with experienced independent members having the necessary qualifications to bring value to the Board of the Bank.
Khalil I. El Debs Age: 53 - **Lebanon**	Khalil El Debs is the newly appointed General Manager and Group CEO of Bank Audi sal. He was appointed to said position in May 2024 after having served at the Bank for nearly 30 years, gradually climbing the corporate ladder. Since joining Bank Audi in 1995, Mr. El Debs has played an instrumental role in expanding the bank's corporate and commercial lending activities both in Lebanon and regionally, notably across the Middle East and North Africa. Most recently, and prior to his current role as General Manager and Group CEO, he served as the Deputy Group Chief Executive Officer, managing a diverse portfolio that included Corporate & Commercial Banking, SME, Retail Banking, Energy and Infrastructure Finance, Operations, Private Banking, Private Equity, and the International Division. Previously, from 2008 to 2020, Mr. El Debs also led the establishment of the Bank's syndication and project finance division, orchestrating key transactions throughout the MENA region. Until July 2020, he was the Group Head of Corporate Banking, a role in which he oversaw lending activities across the bank's international entities and served on their respective credit committees. In addition to his executive responsibilities at Group level, Mr. El Debs chairs the Board of Directors at Odeabank A.S. in Turkey, and of Bank Audi LLC in Qatar. He is also a member of the Board of Directors of Bank Audi France SA. He also chairs, or sits on the

(x) Having resolved, taking into account the impossibility, or impracticality, of contracting comprehensive insurance policies at acceptable conditions, to hold its members, individuals, and companies harmless and to indemnify them, to the extent allowable by applicable laws, from any responsibilities or losses they may incur as a result of their roles as Directors, as it deemed this indemnification essential to enable it to recruit and retain high level Directors;

(xi) Having, by virtue of the authorization previously granted by the general meeting of shareholders, approved and adopted a proposal to the General Meeting to note:

- The payment in 2023 of a remuneration to Key Executives, including the chair-CEO, and the executive members of the Bank's Board of Directors and the other non-Directors members of the Group Executive Committee (in all 8 persons), encompassing a fixed remuneration aggregating LL 30.2 billion and an additional remuneration aggregating USD 3.8 million incurred and paid by the foreign subsidiaries of the Bank;

- The payment of a compensation to the non-executive Board members aggregating USD 1.2 million incurred and paid by the foreign subsidiaries of the Bank;

The aforementioned payment incurred by the foreign subsidiaries were made in consideration of the increasing importance of said subsidiaries within the Group and the need for the Board members and Executives of the parent company to exercise a consolidated oversight over them and to allocate the necessary time and efforts in order to maintain the coherence of the Group.

No other compensation or attendance fees were paid during the year 2023 to the members of the Board.

(xii) Having adopted a proposal to the General Meeting to authorize the Board to (x) set the remuneration of the Executive Directors and that of the other key executives in consultation with the Remuneration Committee, with payments to be reported at the next General Assembly and (y) maintain the payment of an annual remuneration to the non-executive directors in line with the amounts paid in 2023, with said payments to be reported at the next General Assembly;

(xiii) Having adopted a proposal to authorize the participation of certain Board members and senior executives in the boards of controlled subsidiaries of the Bank;

(xiv) Having, pursuant to the matters mentioned under points (v) to (xii) above, adopted the "Special Report of the Board of Directors" produced in accordance with Article 152 of the Code of Money and Credit and Article 158 of the Code of Commerce and summarizing (x) the transactions entered into by the Bank with related parties (including affiliated companies and members of the Board of Directors) during the year ended December 31, 2023 and (y) the remuneration of the members of the Board and of the key Executives; and

(xv) Having, in consideration of the payment of audit fees to the External Auditors of the Company "BDO, Semaan, Gholam & Co." and "Ernst & Young" for the financial year ending December 31, 2023 amounting to USD 525,000 to each audit firm (plus VAT) adopted a proposal to set the audit fees for the financial year ending December 31, 2024 at an amount marginally higher than the previous year (to reflect inflation and increasing volume of audit work), with such amount expected to be determined based on a recommendation from the Audit Committee and agreed upon with the External Auditors before the General Meeting;

Resolved to recommend to the General Meeting to adopt the following resolutions:

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, 2023, and to discharge the Chairman and members of the Board of Directors of the Bank in respect of the management activities performed during the year ended December 31, 2023;
2. To approve the allocation of the 2023 annual results;
3. To take note of the balances of facilities previously approved by the General Assembly of shareholders, granted in accordance with Article 152 of the Code of Money and Credit, and grant the necessary authorizations for the year 2024 pursuant to the same Article;
4. To ratify transactions that are subject to the approval of the General Assembly of shareholders, including transactions entered into between the Bank and the persons designated in article 158 of the Code of Commerce during the year 2023, and grant the necessary authorizations to transact with said persons during the year 2024;

5. To elect a new Board of Directors;
6. To determine the remuneration of Board members;
7. To authorize the participation of certain Board members and senior executives in the boards of other similar companies and to grant the necessary related authorizations pursuant to Article 159 of the Code of Commerce; and
8. To determine the fees of the External Auditors for the year 2024.

All as per the aforementioned Board reports, proposals and recommendations.

VOTING INSTRUCTIONS

Each Holder is hereby requested to return to the Depositary voting instructions, in the form provided separately by the Depositary for this purpose, by which such Holder may give instructions to the Depositary to vote for or against each and any resolution specified in the agenda for the General Meeting.

In order for a voting instruction to be valid, the above-mentioned form of voting instructions must be completed and duly signed by the respective Holder (or in the case of instructions received from the clearing systems should be received by authenticated SWIFT message or market standard authenticated message format) and returned to the Depositary by the date that the Depositary shall specify in such form of voting instructions.

INFORMATION REGARDING BANK AUDI S.A.L.

For information regarding the Bank, Holders are advised to review the following documents:

- The Bank's Annual Report for 2023 encompassing:
  - The audited financial statements of the Bank as at and for the year ended December 31, 2023 and the accompanying notes and auditors' report; and
  - The "Management Discussion and Analysis" which summarizes the Bank's activity during the year ended December 31, 2023;
  - The interim financial report as at end March 2024.

The above documents can be downloaded from Bank Audi's website: www.bankaudigroup.com or may be obtained free of charge from the Bank and the Depositary at the addresses set forth below:

The Depositary:

Bank of New York Mellon – Depositary Receipts
240 Greenwich Street, 22nd Floor
New York, NY 10286
Attn: Mr. Tony Tooma
Email: tony.tooma@bnymellon.com
Phone: 1 (212) 815 - 2136

The Bank:

Bank Audi s.a.l.
Bab Idriss Omar Daouk Street Bank
Audi Plaza, P.O. Box 11-2560
Beirut Lebanon

Attn: The Group Corporate Secretary
Email: Corporate.Secretary@bankaudi.com.lb

- **FINANCIAL STATEMENTS OF ODEA BANK A.S. (TURKEY) AS AT December 31, 2023**

Bank Audi sal announces that its subsidiary, Odea Bank A.S. (Turkey), has published its financial statements (in Turkish) as at and for the period ended December 31, 2023. A summary in English of the financial statements can be viewed at Bank Audi's website: **http://www.bankaudigroup.com/group/financials-of-odeabank-as** For additional information, you may address your e-mails to: **corporate.secretary@bankaudi.com.lb.**

Daily Bulletin –27/02/2024

- **Unaudited Consolidated Financial Results September 30, 2023:**

Bank Audi sal published the Unaudited Consolidated Financial Results for the period ended September 30, 2023.

Daily Bulletin – 17/11/2023

SEPTEMBER 2023 INTERIM FINANCIAL REPORT

The unaudited Interim Financial Report of Bank Audi SAL as at, and for the period ended, September 30, 2023 encompassing, among other things, the Financial Statements and notes and a Management Discussion & Analysis can now be downloaded from the Company's website at www.bankaudigroup.com or by clicking on the following **link.** The September 2023 Interim Report is also available from the address below: The Group Corporate Secretary, Bank Audi sal, Audi Plaza - Bab Idriss, P.O. Box 11-2560, Beirut - Lebanon

Daily Bulletin – 17/11/2023

Financial Statements of ODEA Bank A.S. (Turkey) as at September 30, 2023.

Bank Audi sal announces that its subsidiary, Odea Bank A.S. (Turkey), has published its financial statements (in Turkish) as at and for the period ended September 30, 2023. A summary in English of the financial statements can be viewed at Bank Audi's website: http://www.bankaudigroup.com/group/financials-of-odeabank-as For additional information, you may address your e-mails to: corporate.secretary@bankaudi.com.lb.

Daily Bulletin – 14/11/2023

- **Unaudited Interim Financial Report June 30, 2023:**

Bank Audi sal's unaudited Interim Financial Report as at, and for the period ended June 30, 2023 encompassing, among other things, the Financial Statements and notes and a Management Discussion & Analysis can be downloaded from the Company's website at http://www.bankaudigroup.com or by clicking on the following link**: Link to June 2023 Interim Report** or from the address below: The Group Corporate Secretary - Bank Audi sal - Audi Plaza - Bab Idriss - P.O. Box 11-2560 - Beirut – Lebanon.

Daily Bulletin – 05/09/2023

- **Unaudited Consolidated Financial Results June 30, 2023:**

Bank Audi sal published the Unaudited Consolidated Financial Results for the period ended June 30, 2023.

Daily Bulletin – 05/09/2023

BANK AUDI SAL ANNOUNCES THE FINANCIAL STATEMENTS OF ODEA BANK A.S. (TURKEY) AS AT JUNE 30, 2023

Bank Audi sal announces that its subsidiary, Odea Bank A.S. (Turkey), has published its financial statements (in Turkish) as at and for the period ended June 30, 2023. A summary in English of the financial statements can be viewed at Bank Audi's website:

http://www.bankaudigroup.com/group/financials-of-odeabank-as . For additional information, you may address your e-mails to corporate.secretary@bankaudi.com.lb.

Daily Bulletin –16/08/2023

Draft By-laws to be presented to the EGA:

Bank Audi SAL publishes the amended **draft By-Laws** for the bank, which is prepared for presentation to the Extraordinary General Assembly of shareholders, which will be held on July 28, 2023

Daily Bulletin –25/07/2023

INFORMATION STATEMENT

July 06, 2023

Dear Global Depositary Receipt Holder:

Reference is hereby made to the Amended and Restated Deposit Agreement dated February 25, 2019 (as may be amended from time to time, the "**Deposit Agreement**") between Bank Audi s.a.l. (the "**Bank**")) and Bank of New York Mellon, in its capacity as depositary (the "**Depositary**"), relating to Global Depositary Receipts issued in respect of common shares of the Bank (the **"GDRs"**), each GDR representing one common share, nominal value LL 1,670 per common share (the "**Common Shares**"). Capitalized terms used herein without otherwise being defined shall have the respective meanings assigned thereto in the Deposit Agreement.

The Depositary, as the shareholder of record of Common Shares evidenced by GDRs, has received notice of the Ordinary General Meeting of the Shareholders of the Bank to be held on July 28, 2023 (the "**General Meeting**"), at the Bank's head office in Beirut, which (among other things) sets forth the agenda for such General Meeting. References in this Information Statement (this "**Information Statement**") to the "**Holder**" of any GDR shall mean the person registered as the holder of such GDR on the books of the Depositary. In accordance with Section 5 of the Deposit Agreement, a copy of such notice and agenda is being sent hereby to each person who is a Holder on July 06, 2023, which is the record date (the "**Record Date**") established by the Depositary for this purpose (which is as near as practicable to July 27, 2023, being the corresponding record date set by the Bank in respect of the General Meeting).

As set forth in such notice, at the General Meeting, shareholders of the Bank, including the Depositary, will be asked to consider and vote upon 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, 2022, and to discharge the Chairman and members of the Board of Directors of the Bank in respect of the management activities performed during the year ended December 31, 2022;
2. To approve the allocation of the 2022 annual results;
3. To take note of the balances of facilities previously approved by the General Assembly of shareholders, granted in accordance with Article 152 of the Code of Money and Credit, and grant the necessary authorizations for the year 2023 pursuant to the same Article;
4. To ratify transactions that are subject to the approval of the General Assembly of shareholders, including transactions entered into between the Bank and the persons designated in article 158 of the Code of Commerce during the year 2022, and grant the necessary authorizations to transact with said persons during the year 2023;
5. To elect a new Board of Directors;
6. To determine the remuneration of Board members;
7. To authorize the participation of certain Board members and senior executives in the boards of other similar companies and to grant the necessary related authorizations pursuant to Article 159 of the Code of Commerce; and
8. To determine the fees of the External Auditors for the year 2023.

Each Holder is hereby requested to return to the Depositary voting instructions, as provided in this Information Statement, by which such Holder may give instructions to the Depositary to vote for or against each and any resolution specified in such agenda.

After careful consideration, the Board of Directors recommends a vote in favor of each such resolution.

Yours very truly,

Chairman General Manager

Bank Audi

INFORMATION STATEMENT

Table of Contents

Page

AVAILABLE INFORMATION 3
VOTING RIGHTS OF HOLDERS 3
SUMMARY BACKGROUND INFORMATION 3
VOTING INSTRUCTIONS..... 8
INFORMATION REGARDING BANK AUDI S.A.L. 8

AVAILABLE INFORMATION

No person has been authorized to give any information or to make any representation other than those contained in this Information Statement, and, if given or made, such information or representation must not be relied upon as having been authorized by the Bank. No delivery of this Information Statement nor any offer or distribution of any securities to which this Information Statement relates shall, under any circumstances, create any implication that there has been no change in the affairs of the Bank since the date of this Information Statement or that any information contained or referred to herein is correct as of any time subsequent to the date as of which it is given. This Information Statement does not constitute the solicitation of a proxy to or from any person in any jurisdiction to or from whom it is unlawful to make such offer or solicitation within such jurisdiction.

VOTING RIGHTS OF HOLDERS

In accordance with Section 5 of the GDRs, the Depositary is seeking voting instructions from the Holders in order to exercise or cause to be exercised the voting rights in respect of the Deposited Shares as directed by such voting instructions to the extent permitted by Lebanese Law.

Common Shares which have been withdrawn from the deposit facility under the Deposit Agreement and transferred on the Bank's register of members to a person other than the Depositary or its nominee may be voted by the registered owner thereof; however, Holders may not receive sufficient advance notice of the General Meeting to enable them to withdraw Deposited Shares and vote at the General Meeting.

SUMMARY BACKGROUND INFORMATION

In its meetings held on May 19, 2023, and June 23, 2023, the Board of Directors of the Bank (the "**Board of Directors**" or the "**Board**"),

(i) Having examined the draft External Auditors report to the General Meeting in connection with the financial statements as of and for the year ended December 31, 2022, encompassing the External Auditors adverse opinion;

(ii) Having, in consideration of

- the fact that the External Auditors adverse opinion has been prompted by the persisting impossibility to assess, reliably and accurately, the impact of the prevailing Lebanese crisis on the Bank's financial statements, within the excessive uncertainties characterizing the challenging environment, and the absence of an adopted and clear national fiscal and economic recovery plan (resulting in a hyper-inflation, in the multiplicity of LBP exchange rates, in the impossibility to produce a Fair value for balances with the Central Bank of Lebanon, in events and conditions that would not qualify as normal course of business in a non-crisis environment, etc);

- the notes to the Consolidated Financial Statements, notably Note 1 describing the Macroeconomic and the Regulatory environment and the particular situation of the Group, and

- the other notes to the Consolidated Financial Statements;

resolved to endorse the financial statements;

(iii) Having adopted the 2022 Annual Report encompassing the "Management Discussion and Analysis", which summarizes the Bank's activity during the year ended December 31, 2022 (and its major financial indicators), as well as the major developments in the local and regional economies and the Bank's market positioning and strategic choices;

(iv) Having adopted a proposal to transfer the results (loss, amounting to 636,309,799 thousands LL) of the year 2022 to the Retained Earnings account;

(v) Having examined the draft special reports of the External Auditors in connection with outstanding loans to related parties subject to Article 152 of the Code of Money and Credit ("**Article 152 Loans**") as at December 31, 2022, pursuant to which, save for the effect of the adverse opinion on the adopted financial statements, outstanding Article 152 Loans are within applicable legal and regulatory ceilings;

And having, in consideration of the fact that such loans have been previously approved by the General Assembly of shareholders, adopted a proposal to take note of their balances (as shown in the following table), and grant the necessary authorizations for the year 2023 pursuant to the same Article;

Loans to related parties (as per Article 152 of the Lebanese Code of Money and Credit)		*Amounts in billions of LL*
Total Gross Amount	**8.9**	
Out of which	1.7	Covered by cash collateral in the same currency as the related loan
Total Amount net of cash collateral	**7.2**	
Out of which	5.4	Housing loans covered by first degree mortgages on independently evaluated homes and bearing terms and conditions that are in line with the industry practice and compliant with applicable regulations.
	-	Car loans covered by liens on independently evaluated cars and bearing terms and conditions that are in line with the industry practice and compliant with applicable regulations.
Total Amount net of cash collateral, housing loans and car loans	**1.8**	
Out of which	1.5	Covered by real estate

(vi) Having resolved not to request an authorization to grant additional loans to related parties that are subject to Article 152 of the Code of Money and Credit during the year 2023, save for monthly repayable Charge Cards (to the extent they abide by the provisions of Article 7 bis of BDL circular 132) as well as facilities against same currency Cash Collateral, and Facilities against same currency Bank Guarantees (to the extent they abide by the provision of Article 8 of BDL circular 132);

(vii) Having examined the draft External Auditors special report in connection with Article 158 of the Code of Commerce, pursuant to which the External Auditors did not express any remarks in connection with transactions entered into between the Bank and related parties or affiliated companies, and having adopted a proposal to ratify such transactions entered into during 2022 (by virtue of the authorization granted by the general meeting of shareholders on 30 June 2022, and pursuant to Article 158 of the Code of Commerce) after having noted that save for dealings with controlled or consolidated subsidiaries (Banks, Financial institutions, and other Subsidiaries), such transactions are limited to (i) the granting of a donation to a cultural foundation bearing the Bank's name (the "Audi Foundation") whose managing board comprises a number of the Bank's Directors and executives, for LL 0.5 billion in 2022 (and a proposal to grant LL 0.5 billion in 2023); and (ii) other miscellaneous transactions including the receipt of services for LL 0.01 billion;

(viii) Having adopted a proposal to authorize the Bank to enter into similar transactions during 2023;

(ix) Having (in consideration of the fact that the term of the current Board of Directors will expire upon the meeting of the General Assembly), adopted the nomination proposal of the Corporate Governance and Nomination Committee, encompassing the re-election of 6 currently serving Directors (the remaining two having expressed their wish not to be considered for a new mandate) as follows:

Nomination Proposal encompassing the re-election of 6 Directors:

Candidate	Brief Profile
Mr. Samir N. Hanna Age: 78 – Lebanon Director since August 1990	**Samir Hanna** is the Chairman and Chief Executive Officer of the Bank Audi Group. He joined Bank Audi in January 1963 and held several managerial and executive positions across various departments of the Bank. He was appointed General Manager of Bank Audi in 1986 and member of its Board of Directors in 1990. In the early 1990s, he initiated and managed the restructuring and expansion strategy of Bank Audi, transforming it into a strong banking group offering universal banking products and services including Corporate, Commercial, Retail, Investment, and Private Banking. He was elected Chairman of the Board of Bank Audi sal, succeeding Mr. Raymond Audi, on 10 April 2017. Samir Hanna has served as member or Chair of the Boards of a number of subsidiaries of the Bank Audi Group including (i) member of the Board of Directors of Odea Bank A.Ş., Bank Audi's subsidiary in Turkey, from 2012 until 2021 (Chairman until November 2020), (ii) member of the Board of Directors of Banque Audi (Suisse) SA from 2011 until 2021, and (iii) member of the Board of Directors of Bank Audi sae (Egypt) from 2006 until 2020. As Group Chief Executive Officer, he heads all aspects of the Bank's Executive Management.
Dr. Marwan M. Ghandour Age: 79 – Lebanon Director since March 2000	**Marwan Ghandour** is an independent member of the Board of Directors since March 2000. Marwan Ghandour is a previous Vice-Governor of the Central Bank of Lebanon. He held this position between January 1990 and August 1993, with primary responsibilities in the area of monetary policy. During this period, he was also a member of the Higher Banking Commission and various other government committees involved in economic policy. In this capacity, he liaised with renowned international institutions such as the International Monetary Fund (IMF), the World Bank and the Bank for International Settlements (BIS). From 1995 until July 2011, Marwan Ghandour served as Chairman and General Manager of Lebanon Invest sal, a leading financial services group in the region whose holding company merged with Bank Audi in 2000. Since 2000, Marwan Ghandour has served as member or Chair of the Boards of a number of subsidiaries of the Bank Audi Group including (i) member of the Board of Directors of Odea Bank A.Ş., Bank Audi's subsidiary in Turkey, from 2012 until 2020 (Vice-Chairman until 31 December 2017), (ii) member of the Board of Directors of Bank Audi sae (Egypt) from 2006 until 2018, (iii) Chairman of the Board of Directors of Banque Audi (Suisse) SA from 2011 until 2015, and (iv) Chairman of the Board of Directors of Audi Investment Bank sal from 2005 until 2011. Marwan Ghandour holds a PhD in Economics (Econometrics) from the University of Illinois (post-doctorate research at Stanford University).
Mr. Marc J. Audi Age: 65 – Lebanon Director since March 1996	**Marc Audi** serves as member of the Board of Directors since 1996, and has served as General Manager from 2004 until 2021, and has served as Lebanon Country Manager of the Bank Audi Group until June 2020.

Mr. Abdullah I. Al Hobayb Age: 81- Saudi Arabia
Director since April 2010

Abdullah Al Hobayb is an independent member of the Board of Directors since 2010.

He is the Chairman of several leading companies in their respective fields in Saudi Arabia, comprising ABB Saudi Arabia, Ink Products Company Ltd, Philips Lighting Saudi Arabia, Manufacturers Trading Company Ltd, Arabian Co. For Electrical & Mechanical Works and Electrical Materials Center Co. Ltd. He is also the Chairman of Audi Capital (KSA) (an Investment Banking subsidiary of Bank Audi, incorporated in the Kingdom of Saudi Arabia) and was, until July 2014, a member of the Board of Directors of Bank Audi sae in Egypt and of Odea Bank A.Ş., Bank Audi's subsidiary in Turkey.

Abdullah Al Hobayb holds a Master's degree in Electrical Engineering from Karlsruhe University in Germany.

Dr. Khalil M. Bitar Age: 81 – Lebanon
Director since April 2010

Khalil Bitar is an independent member of the Board of Directors since 2010. He is a former Professor of Physics and a former Dean of the Faculty of Arts and Sciences of the American University of Beirut (AUB). He held this last position from 1997 until 2009, playing an instrumental role in advocating AUB's strengths and regional position as the premier centre for higher education, and in re-establishing its PhD programs.

Throughout his career, he held several academic and administrative positions, including Associate Director of the Supercomputer Computations Research Institute – Florida State University (between 1994 and 1997) and visiting professor at leading academic institutes in Europe and North America (including the European Organisation for Nuclear Research in Geneva, the International Centre for Theoretical Physics in Italy, The Institute for Advanced Study in New Jersey, the Fermi National Accelerator Laboratory (Fermilab) in Illinois, the University of Illinois, Brookhaven National Lab. in New York, the Max Planck Institute in Munich, and the Rockefeller University in New York). He also served two mandates as member of The Institute for Advanced Study in Princeton, New Jersey, between 1968 and 1972.

Khalil Bitar has also served as (i) member of the Board of Directors of Audi Private Bank sal and the Chairman of its Risk Committee, and (ii) member of the Board of Directors of Audi Investment Bank sal and Chairman of its Risk Committee from March 2012 until November 2013, and as advisor to its Board for Risk Committee matters until the merger of both entities with Bank Audi sal in December 2020.

Khalil Bitar holds a Bachelor of Science degree in Physics from the American University of Beirut, a Master's of Science degree in Physics, and a PhD in Theoretical Physics from Yale University in the United States.

Sherine R. Audi
Age: 62 - Lebanon
Director since April 2017

Sherine Audi is the non-executive Chairman of the Board of Directors of Bank Audi France sa, the French subsidiary of the Bank, and member of its Audit and Risk Committee.

She started her banking career in 1980 at Bank Audi France sa, now a fully owned subsidiary of Bank Audi sal. She held several positions there, including in credit, business development, operations and administration, while gradually climbing the corporate ladder. She was

(x) Having, by virtue of the authorization previously granted by the general meeting of shareholders, approved and adopted a proposal to the General Meeting to note:

- The payment in 2022 of a remuneration to Key Executives, including the chair-CEO, and the executive members of the Bank's Board of Directors and the other non-Directors members of the Group Executive Committee (in all 9 persons), encompassing a fixed remuneration aggregating LL 9.5 billion and an additional remuneration aggregating USD 2.6 million incurred and paid by the foreign subsidiaries of the Bank;

- The payment of a compensation to the non-executive Board members aggregating USD 1.2 million incurred and paid by the foreign subsidiaries of the Bank;

The aforementioned payment incurred by the foreign subsidiaries were made in consideration of the increasing importance of said subsidiaries within the Group and the need for the Board members and Executives of the parent company to exercise a consolidated oversight over them and to allocate the necessary time and efforts in order to maintain the coherence of the Group.

No other compensation or attendance fees were paid during the year 2022 to the members of the Board.

(xi) Having adopted a proposal to the General Meeting to authorize the Board to (x) set the remuneration of the Executive Directors and that of the other key executives in consultation with the Remuneration Committee, with payments to be reported at the next General Assembly and (y) maintain the payment of an annual remuneration to the non-executive directors in line with the amounts paid in 2022, with said payments to be reported at the next General Assembly;

(xii) Having adopted a proposal to authorize the participation of certain Board members and senior executives in the boards of controlled subsidiaries of the Bank;

(xiii) Having, pursuant to the matters mentioned under points (v) to (xii) above, adopted the "Special Report of the Board of Directors" produced in accordance with Article 152 of the Code of Money and Credit and Article 158 of the Code of Commerce and summarizing (x) the transactions entered into by the Bank with related parties (including affiliated companies and members of the Board of Directors) during the year ended December 31, 2022 and (y) the remuneration of the members of the Board and of the key Executives; and

(xiv) Having adopted a recommendation of the Audit Committee to set the audit fees of the External Auditors of the Company "BDO, Semaan, Gholam & Co." and "Ernst & Young" for the financial year ending December 31, 2022 at USD 525,000 to each audit firm (plus VAT) (unchanged with respect to 2022).

Resolved to recommend to the General Meeting to adopt the following resolutions:

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, 2022, and to discharge the Chairman and members of the Board of Directors of the Bank in respect of the management activities performed during the year ended December 31, 2022;
2. To approve the allocation of the 2022 annual results;
3. To take note of the balances of facilities previously approved by the General Assembly of shareholders, granted in accordance with Article 152 of the Code of Money and Credit, and grant the necessary authorizations for the year 2023 pursuant to the same Article;
4. To ratify transactions that are subject to the approval of the General Assembly of shareholders, including transactions entered into between the Bank and the persons designated in article 158 of the Code of Commerce during the year 2022, and grant the necessary authorizations to transact with said persons during the year 2023;
5. To elect a new Board of Directors;
6. To determine the remuneration of Board members;
7. To authorise the participation of certain Board members and senior executives in the boards of other similar companies and to grant the necessary related authorisations pursuant to Article 159 of the Code of Commerce; and
8. To determine the fees of the External Auditors for the year 2023.

All as per the aforementioned Board reports, proposals and recommendations.

VOTING INSTRUCTIONS

Each Holder is hereby requested to return to the Depositary voting instructions, in the form provided separately by the Depositary for this purpose, by which such Holder may give instructions to the Depositary to vote for or against each and any resolution specified in the agenda for the General Meeting.

In order for a voting instruction to be valid, the above-mentioned form of voting instructions must be completed and duly signed by the respective Holder (or in the case of instructions received from the clearing systems should be received by authenticated SWIFT message or market standard authenticated message format) and returned to the Depositary by the date that the Depositary shall specify in such form of voting instructions.

INFORMATION REGARDING BANK AUDI S.A.L.

For information regarding the Bank, Holders are advised to review the following documents:

- The Bank's Annual Report for 2022 encompassing:
  - The Audited financial statements of the Bank as at and for the year ended December 31, 2022 and the accompanying notes and auditors' report; and
  - The "Management Discussion and Analysis" which summarizes the Bank's activity during the year ended December 31, 2022;
  - The interim financial report as at end March 2023.

The above documents can be downloaded from Bank Audi's website: www.bankaudigroup.com or may be obtained free of charge from the Bank and the Depositary at the addresses set forth below:

The Depositary:

Bank of New York Mellon – Depositary Receipts
240 Greenwich Street, 22nd Floor
New York, NY 10286
Attn: Mr. Tony Tooma
Email: tony.tooma@bnymellon.com
Phone: 1 (212) 815 - 2136

The Bank:

Bank Audi s.a.l.
Bab Idriss Omar Daouk Street Bank
Audi Plaza, P.O. Box 11-2560
Beirut Lebanon

Attn: The Group Corporate Secretary
Email: Corporate.Secretary@bankaudi.com.lb

INFORMATION STATEMENT

July 06, 2023

Dear Global Depositary Receipt Holder:

Reference is hereby made to the Amended and Restated Deposit Agreement dated February 25, 2019 (as may be amended from time to time, the "**Deposit Agreement**") between Bank Audi s.a.l. (the "**Bank**")) and Bank of New York Mellon, in its capacity as depositary (the "**Depositary**"), relating to Global Depositary Receipts issued in respect of common shares of the Bank (the **"GDRs"**), each GDR representing one common share, nominal value LL 1,670 per common share (the "**Common Shares**"). Capitalized terms used herein without otherwise being defined shall have the respective meanings assigned thereto in the Deposit Agreement.

The Depositary, as the shareholder of record of Common Shares evidenced by GDRs, has received notice of the Extraordinary General Meeting of the Shareholders of the Bank to be held on July 28, 2023 (the "**General Meeting**"), at the Bank's head office in Beirut, which (among other things) sets forth the agenda for such General Meeting. References in this Information Statement (this "**Information Statement**") to the "**Holder**" of any GDR shall mean the person registered as the holder of such GDR on the books of the Depositary. In accordance with Section 5 of the Deposit Agreement, a copy of such notice and agenda is being sent hereby to each person who is a Holder on July 06, 2023, which is the record date (the "**Record Date**") established by the Depositary for this purpose (which is as near as practicable to July 27, 2023, being the corresponding record date set by the Bank in respect of the General Meeting).

As set forth in such notice, at the General Meeting, shareholders of the Bank, including the Depositary, will be asked to consider and vote upon the following agenda:

1. Amendment of the Bank's Articles of Association, especially in light of the amendment of the Lebanese Code of Commerce.

Each Holder is hereby requested to return to the Depositary voting instructions, as provided in this Information Statement, by which such Holder may give instructions to the Depositary to vote for or against the proposed resolution specified in such agenda.

After careful consideration, the Board of Directors recommends a vote in favor of the proposed resolution.

Yours very truly,

Samir Hanna
Chairman - General Manager

Bank Audi

INFORMATION STATEMENT

Table of Contents

Page

AVAILABLE INFORMATION 3
VOTING RIGHTS OF HOLDERS 3
SUMMARY BACKGROUND INFORMATION 3
VOTING INSTRUCTIONS 4
INFORMATION REGARDING BANK AUDI S.A.L. 5

AVAILABLE INFORMATION

No person has been authorized to give any information or to make any representation other than those contained in this Information Statement, and, if given or made, such information or representation must not be relied upon as having been authorized by the Bank. No delivery of this Information Statement nor any offer or distribution of any securities to which this Information Statement relates shall, under any circumstances, create any implication that there has been no change in the affairs of the Bank since the date of this Information Statement or that any information contained or referred to herein is correct as of any time subsequent to the date as of which it is given. This Information Statement does not constitute the solicitation of a proxy to or from any person in any jurisdiction to or from whom it is unlawful to make such offer or solicitation within such jurisdiction.

VOTING RIGHTS OF HOLDERS

In accordance with Section 5 of the GDRs, the Depositary is seeking voting instructions from the Holders in order to exercise or cause to be exercised the voting rights in respect of the Deposited Shares as directed by such voting instructions to the extent permitted by Lebanese Law.

Common Shares which have been withdrawn from the deposit facility under the Deposit Agreement and transferred on the Bank's register of members to a person other than the Depositary or its nominee may be voted by the registered owner thereof; however, Holders may not receive sufficient advance notice of the General Meeting to enable them to withdraw Deposited Shares and vote at the General Meeting.

SUMMARY BACKGROUND INFORMATION

On November 17, 2022, the Board of Directors of the Bank (the "**Board of Directors**" or the "**Board**"), having examined the proposed amendments to the Bank's Articles of Association (that aim to be consistent with the amendments to the Lebanese Code of Commerce) as summarized below:

1. Introducing the possibility of electing members of the Board of Directors who are not shareholders, unlike what was the case before the amendment;
2. Introducing the possibility of separating the positions of the Chairman of the Board of Directors and the position of the General Manager, and setting the powers of the Chairman of the Board in case of such a separation;
3. Amending the minimum required percentage of Lebanese Board members from a majority to a third;
4. Eliminating the Vice-Chairman position, as it is not recognized in the Lebanese Code of Commerce;
5. Including a provision detailing the responsibilities of the Chairman of the Board of Directors should the Chairman's and General Manager's roles be separated;
6. Introducing the option for board members to undertake executive responsibilities within the company;
7. Incorporating the option for Board of Directors' participation in meetings via audio-visual communication technology, outlining key guiding principles;
8. Allowing shareholders to participate in general assembly meetings using audio-visual communication technology, stipulating necessary principles to uphold;
9. Addressing the potential establishment of dual rights on shares: ownership and investment;
10. Instituting a clause concerning the mitigation of board members' conflicts of interest with the company (per Article 158 of the Lebanese Code of Commerce);
11. Setting a limit of companies a person may chair, now set at six Lebanese-based companies, up from the previous four;
12. Setting a limit of the number of companies where a person can serve on the board of directors, increased to eight Lebanese-based companies, from the previous six;
13. Addressing the determination of remuneration and compensation for the Board of Directors in accordance with amendments to the Lebanese Code of Commerce;
14. Stipulating that members of the General Assembly Bureau (the president, the secretary, and the scrutineers) must attend in person as per the new amendment;
15. Revising the obligations of the external auditors in line with the amended Code of Commerce;
16. Facilitating the option to distribute invitations for Board of Directors' meetings via email;
17. Implementing various other minor adjustments.

Resolved to recommend to the General Meeting to approve the aforementioned amendments and adopt the following resolutions:

1. Amendment of the Bank's Articles of Association, especially in light of the amendment of the Lebanese Code of Commerce.

All as per the aforementioned Board recommendation.

VOTING INSTRUCTIONS

Each Holder is hereby requested to return to the Depositary voting instructions, in the form provided separately by the Depositary for this purpose, by which such Holder may give instructions to the Depositary to vote for or against each and any resolution specified in the agenda for the General Meeting.

In order for a voting instruction to be valid, the above-mentioned form of voting instructions must be completed and duly signed by the respective Holder (or in the case of instructions received from the clearing systems should be received by authenticated SWIFT message or market standard authenticated message format) and returned to the Depositary by the date that the Depositary shall specify in such form of voting instructions.

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INFORMATION REGARDING BANK AUDI S.A.L.

For information regarding the Bank, Holders are advised to review the following documents:

- The Bank's Annual Report for 2022 encompassing:
  - The Audited financial statements of the Bank as of and for the year ended December 31, 2022 and the accompanying notes and auditors' report; and
  - The "Management Discussion and Analysis" which summarizes the Bank's activity during the year ended December 31, 2022;
  - The interim financial report as at end March 2023.

The above documents can be downloaded from Bank Audi's website: www.bankaudigroup.com or may be obtained free of charge from the Bank and the Depositary at the addresses set forth below:

The Depositary:

Bank of New York Mellon – Depositary Receipts
240 Greenwich Street, 22nd Floor
New York, NY 10286
Attn: Mr. Tony Tooma
Email: tony.tooma@bnymellon.com
Phone: 1 (212) 815 - 2136

The Bank:

Bank Audi s.a.l.
Bab Idriss Omar Daouk Street Bank
Audi Plaza, P.O. Box 11-2560
Beirut Lebanon

Attn: The Group Corporate Secretary
Email: Corporate.Secretary@bankaudi.com.lb

- **NOTICE OF ANNUAL ORDINARY GENERAL ASSEMBLY MEETING**

The Board of Directors of Bank Audi s.a.l. invites all holders of ordinary shares to attend the Annual Ordinary General Assembly Meeting to be held at 10:30 a.m. on Friday July 28, 2023 at the Bank's Head Office, Audi Plaza, Bab Idriss, Beirut Commercial Central District, in order to listen to the Board and External Auditors general and special reports concerning the Company's activity and accounts for the year ended December 31, 2022 and to examine the following agenda: - 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, 2022, and to discharge the Chairman and members of the Board of Directors of the Bank in respect of the management activities performed during the year ended December 31, 2022; - To approve the allocation of the 2022 annual results; - To take note of the balances of facilities previously approved by the General Assembly of shareholders, granted in accordance with Article 152 of the Code of Money and Credit, and grant the necessary authorizations for the year 2023 pursuant to the same Article; - To ratify transactions that are subject to the approval of the General Assembly of shareholders, including transactions entered into between the Bank and the persons designated in article 158 of the Code of Commerce during the year 2022, and grant the necessary authorizations to transact with said persons during the year 2023; - To elect a new Board of Directors; - To determine the remuneration of Board members; - To authorise the participation of certain Board members and senior executives in the boards of other similar companies and to grant the necessary related authorisations pursuant to Article 159 of the Code of Commerce; and - To determine the fees of the External Auditors for the year 2023. *Shareholders can download the Annual Report for the year 2022, 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

Daily Bulletin –3/07/2023

- **NOTICE OF EXTRAORDINARY GENERAL MEETING**

The Board of Directors of Bank Audi s.a.l. invites all holders of ordinary shares to attend an Extraordinary General Assembly Meeting to be held at 12:30 p.m. on Friday July 28, 2023 at the Bank's Head Office, Audi Plaza, Bab Idriss, Beirut Commercial Central District, in order to examine the following agenda: - Amendment of the Bank's Articles of Association, especially in light of the amendment of the Lebanese Code of Commerce.

Daily Bulletin –3/07/2023

- **MARCH 2023 INTERIM FINANCIAL REPORT**

Bank Audi sal's unaudited Interim Financial Report as atm and for the period ended March 31, 2023 (the " March 2023 Interim Report") encompassing, among other things, the Financial Statements and notes and a Management Discussion & Analysis can be downloaded from the Company's website at http://www.bankaudigroup.com or by clicking on the following link: Link to March 2023 Interim Report or from the address below: The Group Corporate Secretary - Bank Audi sal - Audi Plaza - Bab Idriss - P.O. Box 11-2560 - Beirut – Lebanon.

Daily Bulletin –1/06/2023

- **2022 ANNUAL REPORT**

Bank Audi sal's Annual Report for the year ended 31 December 2022 (the "2022 Annual Report") encompassing, among other things, the Financial Statements and notes, the External Auditors' report, and a Management Discussion & Analysis can be downloaded from the Company's website at http://www.bankaudigroup.com or by clicking on the following link: Link to the 2022 Annual Report or from the address below: The Group Corporate Secretary - Bank Audi sal - Audi Plaza - Bab Idriss - P.O. Box 11-2560 - Beirut – Lebanon.

Daily Bulletin –1/06/2023

- **FINANCIAL STATEMENTS OF ODEA BANK A.S. (TURKEY) AS AT March 31, 2023**

Bank Audi sal announces that its subsidiary, Odea Bank A.S. (Turkey), has published its financial statements (in Turkish) as at and for the period ended March 31, 2023. A summary in English of the financial statements can be viewed at Bank Audi's website: **http://www.bankaudigroup.com/group/financials-of-odeabank-as** For additional information, you may address your e-mails to **corporate.secretary@bankaudi.com**

Daily Bulletin –12/05/2023

- **FINANCIAL STATEMENTS OF ODEA BANK A.S. (TURKEY) AS AT December 31, 2022**

Bank Audi sal announces that its subsidiary, Odea Bank A.S. (Turkey), has published its financial statements (in Turkish) as at and for the period ended December 31, 2022. A summary in English of the financial statements can be viewed at Bank Audi's website: **http://www.bankaudigroup.com/group/financials-of-odeabank-as**

For additional information, you may address your e-mails to **corporate.secretary@bankaudi.com**

Daily Bulletin –16/02/2023

- **Clarification of trade**

Bank Audi SAL announces that the Bank has purchased on November 24, 2022 /1,864,968/ shares of Holcim (Liban) SAL, i.e. 9.56% of the company's capital

Daily Bulletin – 09/12/2022

- **Unaudited Interim Financial Report September 30, 2021:**

Bank Audi SAL announce that the unaudited Interim Financial Report as at, and for the period ended, September 30, 2022 encompassing, among other things, the Financial Statements and notes and a Management Discussion & Analysis can now be downloaded from the Company's website at www.bankaudigroup.com or by clicking on the following link:
The September 2022 Interim Report is also available from the address below:
The Group Corporate Secretary, Bank Audi sal, Audi Plaza - Bab Idriss, P.O. Box 11-2560
Beirut - Lebanon

Daily Bulletin – 18/11/2022

FINANCIAL STATEMENTS OF ODEA BANK A.S. (TURKEY) AS AT SEPTEMBER 30, 2022

Bank Audi sal announces that its subsidiary, Odea Bank A.S. (Turkey), has published its financial statements (in Turkish) as at and for the period ended September 30, 2022. A summary in English of the financial statements can be viewed at Bank Audi's website: http://www.bankaudigroup.com/group/financials-of-odeabank-as
For additional information, you may address your e-mails to corporate.secretary@bankaudi.com.lb

Daily Bulletin –11/08/2022

FINANCIAL STATEMENTS OF ODEA BANK A.S. (TURKEY) AS AT JUNE 30, 2022

Bank Audi sal announces that its subsidiary, Odea Bank A.S. (Turkey), has published its financial statements (in Turkish) as at and for the period ended June 30, 2022. A summary in English of the financial statements can be viewed at Bank Audi's website: http://www.bankaudigroup.com/group/financials-of-odeabank-as
For additional information, you may address your e-mails to corporate.secretary@bankaudi.com.lb.

Daily Bulletin –10/08/2022

NOTICE OF ANNUAL ORDINARY GENERAL ASSEMBLY MEETING

The Board of Directors of Bank Audi s.a.l. invites all holders of ordinary shares to attend the Annual Ordinary General Assembly Meeting to be held at 10:30 a.m. on Thursday June 30, 2022 at the Bank's Head Office, Audi Plaza, Bab Idriss, Beirut Commercial Central District, in order to listen to the Board and External Auditors general and special reports concerning the Company's activity and accounts for the year ended December 31, 2021 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, 2021, and to discharge the Chairman and members of the Board of Directors of the Bank in respect of the management activities performed during the year ended December 31, 2021; 2. To approve the allocation of the 2021 annual results and the transfer of the aggregate net amount resulting from (i) the sale of Group participations and businesses abroad, and (ii) dividends received in 2020 from the Bank's subsidiaries abroad, to "Non-distributable Reserves appropriated for Capital increase" in US Dollars; 3. To take note of the balances of facilities granted to related parties during the year 2021, in accordance with Article 152 of the Code of Money and Credit as previously approved by the General Assembly of shareholders and authorise their continuation during the year 2022; 4. 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 other related persons or affiliated companies during the year ended December 31, 2021 that are subject to Article 158 of the Code of Commerce and to authorise the Bank to enter into transactions with the persons designated in article 158 of the code of commerce during the year 2022; 5.To elect a new Board of Directors; 6. To determine the remuneration of Board members who have managerial responsibilities, and to determine the remuneration and attendance fees of the other members of the Board; 7. To authorise the participation of certain Board members and senior executives in the boards of other similar companies and to grant the necessary related authorisations pursuant to Article 159 of the Code of Commerce; and 8.To appoint External Auditors for the coming 3 years and to determine their fees for the year 2022.

Shareholders can download the Annual Report for the year 2021, 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.

Daily Bulletin –10/06/2022

INFORMATION STATEMENT

June 9, 2022

Dear Global Depositary Receipt Holder:

Reference is hereby made to the Amended and Restated Deposit Agreement dated February 25, 2019 (as may be amended from time to time, the "**Deposit Agreement**") between Bank Audi s.a.l. (the "**Bank**")) and Bank of New York Mellon, in its capacity as depositary (the "**Depositary**"), relating to Global Depositary Receipts issued in respect of common shares of the Bank (the **"GDRs"**), each GDR representing one common share, nominal value LL 1,670 per common share (the "**Common Shares**"). Capitalized terms used herein without otherwise being defined shall have the respective meanings assigned thereto in the Deposit Agreement.

The Depositary, as the shareholder of record of Common Shares evidenced by GDRs, has received notice of the Ordinary General Meeting of the Shareholders of the Bank to be held on June 30, 2022 (the "**General Meeting**"), at the Bank's head office in Beirut, which (among other things) sets forth the agenda for such General Meeting. References in this Information Statement (this "**Information Statement**") to the "**Holder**" of any GDR shall mean the person registered as the holder of such GDR on the books of the Depositary. In accordance with Section 5 of the Deposit Agreement, a copy of such notice and agenda is being sent hereby to each person who is a Holder on June 10, 2022, which is the record date (the "**Record Date**") established by the Depositary for this purpose (which is as near as practicable to June 29, 2022, being the corresponding record date set by the Bank in respect of the General Meeting).

As set forth in such notice, at the General Meeting, shareholders of the Bank, including the Depositary, will be asked to consider and vote upon 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, 2021, and to discharge the Chairman and members of the Board of Directors of the Bank in respect of the management activities performed during the year ended December 31, 2021;
2. To approve the allocation of the 2021 annual results and the transfer of the aggregate net amount resulting from (i) the sale of Group participations and businesses abroad, and (ii) dividends received in 2020 from the Bank's subsidiaries abroad, to "Non-distributable Reserves appropriated for Capital increase" in US Dollars;
3. To take note of the balances of facilities granted to related parties during the year 2021, in accordance with Article 152 of the Code of Money and Credit as previously approved by the General Assembly of shareholders and authorise their continuation during the year 2022;
4. 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 other related persons or affiliated companies during the year ended December 31, 2021 that are subject to Article 158 of the Code of Commerce and to authorise the Bank to enter into similar transactions, with the persons designated in article 158 of the code of commerce, during the year 2022;
5. To elect a new Board of Directors;
6. To determine the remuneration of Board members who have managerial responsibilities, and to determine the remuneration and attendance fees of the other members of the Board;
7. To authorise the participation of certain Board members and senior executives in the boards of other similar companies and to grant the necessary related authorisations pursuant to Article 159 of the Code of Commerce; and
8. To appoint External Auditors for the coming 3 years and to determine their fees for the year 2022.

Each Holder is hereby requested to return to the Depositary voting instructions, as provided in this Information Statement, by which such Holder may give instructions to the Depositary to vote for or against each and any resolution specified in such agenda.

After careful consideration, the Board of Directors recommends a vote in favour of each such resolution.

Yours very truly,

Chairman General Manager

Bank Audi

INFORMATION STATEMENT

Table of Contents

Page

AVAILABLE INFORMATION 3
VOTING RIGHTS OF HOLDERS 3
SUMMARY BACKGROUND INFORMATION 3
VOTING INSTRUCTIONS..... 8
INFORMATION REGARDING BANK AUDI S.A.L. 9

AVAILABLE INFORMATION

No person has been authorized to give any information or to make any representation other than those contained in this Information Statement, and, if given or made, such information or representation must not be relied upon as having been authorized by the Bank. No delivery of this Information Statement nor any offer or distribution of any securities to which this Information Statement relates shall, under any circumstances, create any implication that there has been no change in the affairs of the Bank since the date of this Information Statement or that any information contained or referred to herein is correct as of any time subsequent to the date as of which it is given. This Information Statement does not constitute the solicitation of a proxy to or from any person in any jurisdiction to or from whom it is unlawful to make such offer or solicitation within such jurisdiction.

VOTING RIGHTS OF HOLDERS

In accordance with Section 5 of the GDRs, the Depositary is seeking voting instructions from the Holders in order to exercise or cause to be exercised the voting rights in respect of the Deposited Shares as directed by such voting instructions to the extent permitted by Lebanese Law.

Common Shares which have been withdrawn from the deposit facility under the Deposit Agreement and transferred on the Bank's register of members to a person other than the Depositary or its nominee may be voted by the registered owner thereof; however, Holders may not receive sufficient advance notice of the General Meeting to enable them to withdraw Deposited Shares and vote at the General Meeting.

SUMMARY BACKGROUND INFORMATION

On June 2, 2022, the Board of Directors of the Bank (the "**Board of Directors**" or the "**Board**"),

(i) Having examined the draft External Auditors report to the General Meeting in connection with the financial statements as of and for the year ended December 31, 2021, encompassing the External Auditors adverse opinion;

(ii) Having, in consideration of

- the fact that the External Auditors adverse opinion has been prompted by the persisting impossibility to assess, reliably and accurately, the impact of the prevailing Lebanese crisis on the Bank's financial statements, within the excessive uncertainties characterizing the challenging environment, and the absence of an adopted and clear national fiscal and economic recovery plan;

- the notes to the Consolidated Financial Statements, notably Note 1 describing the Macroeconomic and the Regulatory environment and the particular situation of the Group, and

- the other notes to the Consolidated Financial Statements;

resolved to endorse the financial statements;

(iii) Having adopted the 2021 Annual Report encompassing the "Management Discussion and Analysis", which summarizes the Bank's activity during the year ended December 31, 2021 (and its major financial indicators), as well as the major developments in the local and regional economies and the Bank's market positioning and strategic choices;

(iv) Having adopted a proposal to transfer the results (loss) of the year 2021 to the Retained Earnings account, and to transfer certain other amounts to "Reserve appropriated to capital increase" as detailed below:

Amounts in 000s of LL	
Transfer the results for the current year (Loss of 2021) to "Retained earnings"	(230,861,674)
Transfer the aggregate net amount resulting from the sale of (i) Bank Audi sae (Egypt) (ii) the Bank's operations in Jordan an in Iraq, and (iii) the Bank's participation in Bank Audi Syria, to "Non-distributable Reserves appropriated to Capital increase" in US Dollars	479,263,269
Transfer the aggregate net amount resulting from dividends of the year 2020 paid by each of (i) Bank Audi sae (Egypt), (ii) Bank Audi Qatar, and (iii) BAPB Holding ltd, to "Non-	165,414,107

(v) Having examined the draft special reports of the External Auditors in connection with outstanding loans to

Loans") pursuant to which the External Auditors indicated that, save for the effect of their adverse opinion on the adopted financial statements, loans granted by the Company to related parties during the year ended December 31, 2021 are within applicable legal and regulatory ceilings, and having thus adopted a proposal to confirm its approval of the outstanding "Article 152 Loans" as shown in the following table, and as authorized by the previous annual general assembly:

Loans to related parties (as per Article 152 of the Lebanese Code of Money and Credit)		*Amounts in billions of LL*
Total Gross Amount	**12.5**	
Out of which	1.7	Covered by cash collateral in the same currency as the related loan
Total Amount net of cash collateral	**10.8**	
Out of which	8.4	Housing loans covered by first degree mortgages on independently evaluated homes and bearing terms and conditions that are in line with the industry practice and compliant with applicable regulations.
	-	Car loans covered by liens on independently evaluated cars and bearing terms and conditions that are in line with the industry practice and compliant with applicable regulations.
Out of which	1.5	Covered by real estate
Total Amount net of cash collateral, housing loans and car loans	**2.4**	

(vi) Having resolved not to request an authorization to grant additional loans to related parties that are subject to Article 152 of the Code of Money and Credit during the year 2022, save for monthly repayable Charge Cards (to the extent they abide by the provisions of Article 7 bis of BDL circular 132) as well as facilities against same currency Cash Collateral, and Facilities against same currency Bank Guarantees (to the extent they abide by the provision of Article 8 of BDL circular 132);

(vii) Having examined the draft External Auditors special report in connection with Article 158 of the Code of Commerce, pursuant to which the External Auditors did not express any remarks in connection with transactions entered into between the Bank and related parties or affiliated companies, and having adopted a proposal to ratify such transactions entered into during 2021 (by virtue of the authorization granted by the general meeting of shareholders on 3 June 2021, and pursuant to Article 158 of the Code of Commerce) after having noted that save for dealings with Consolidated Banks, Financial institutions, and Subsidiaries, such transactions encompass (i) the granting of a donation to a cultural foundation bearing the Bank's name (the "Audi Foundation") whose managing board comprises a number of the Bank's Directors and executives, for LL 0.3 billion in 2021 (and a proposal to grant LL 0.5 billion in 2022); and (ii) other miscellaneous transactions including the receipt of services for LL 0.92 billion, and the receipt of commission and fees for LL 1.04 billion;

(viii) Having adopted a proposal to authorize the Bank to enter into similar transactions during 2022;

(ix) Having (in consideration of the fact that the term of the current Board of Directors will expire upon the meeting of the General Assembly), nominated the below-listed candidates to the new Board of Directors, each for a one-year term of office, in line with the recommendation of the Corporate Governance and Nomination Committee (the Board having expressed its satisfaction that the nominated candidates benefit from, as a collective body, an adequate superior knowledge of the financial industry and an excellent understanding of the Company's client base and of the main geographic markets in which the Company is active and that all the candidates have a reputation and track record that demonstrate their ability to make the kind of important and sensitive judgments that the Board is called upon to make):

Nomination Proposal encompassing the re-election of 8 Directors:

Candidate	Brief Profile
Mr. Samir N. Hanna Age: 77 – Lebanon Director since August 1990	**Samir Hanna** is the Chairman and Chief Executive Officer of the Bank Audi Group. He joined Bank Audi in January 1963 and held several managerial and executive positions across various departments of the Bank. He was appointed General Manager of Bank Audi in 1986 and member of its Board of Directors in 1990. In the early 1990s, he initiated and managed the restructuring and expansion strategy of Bank Audi, transforming it into a strong banking group offering universal banking products and services including Corporate, Commercial, Retail, Investment, and Private Banking. He was elected Chairman of the Board of Bank Audi sal, succeeding Mr. Raymond Audi, on 10 April 2017. Samir Hanna has served as member or Chair of the Boards of a number of subsidiaries of the Bank Audi Group including (i) member of the Board of Directors of Odea Bank A.Ş., Bank Audi's subsidiary in Turkey from 2012 until 2021 (Chairman until November 2020), (ii) member of the Board of Directors of Banque Audi (Suisse) from 2011 until 2021, and (iii) member of the Board of Directors of Bank Audi sae (Egypt) from 2006 until 2020. As Group Chief Executive Officer, he heads all aspects of the Bank's Executive Management.
Dr. Marwan M. Ghandour Age: 78 – Lebanon Director since March 2000	**Marwan Ghandour** is a previous Vice-Governor of the Central Bank of Lebanon. He held this position between January 1990 and August 1993, with primary responsibilities in the area of monetary policy. During this period, he was also a member of the Higher Banking Commission and various other government committees involved in economic policy. In this capacity, he liaised with renowned international institutions such as the International Monetary Fund (IMF), the World Bank and the Bank for International Settlements (BIS). From 1995 until July 2011, Marwan Ghandour served as Chairman and General Manager of Lebanon Invest sal, a leading financial services group in the region whose holding company merged with Bank Audi in 2000. Since 2000, Marwan Ghandour has served as member or Chair of the Boards of a number of subsidiaries of the Bank Audi Group including (i) member of the Board of Directors of Odea Bank A.Ş., Bank Audi's subsidiary in Turkey from 2012 until 2020 (Vice-Chairman until 31 December 2017), (ii) member of the Board of Directors of Bank Audi sae (Egypt) from 2006 until 2018, (iii) Chairman of the Board of Directors of Banque Audi (Suisse) SA from 2011 until 2015, and (iv) Chairman of the Board of Directors of Audi Investment Bank sal from 2005 until 2011. Marwan Ghandour holds a PhD in Economics (Econometrics) from the University of Illinois (Post-doctorate research at Stanford University).
Mr. Marc J. Audi Age: 64 – Lebanon Director since March 1996	**Marc Audi** is the Vice-Chairman of the Board since July 2019. He serves as member of the Board of Directors since 1996, has been a General Manager from 2004 until 2022, and has served as Lebanon Country Manager of the Bank Audi Group until June 2020.

Dr. Imad I. Itani
Age: 60 – Lebanon
Director since June 2002

Imad Itani currently serves as a non-executive member of the Board of Directors of Bank Audi sal and Chairman of the Board of Directors of Odea Bank A.Ş., Bank Audi's subsidiary in Turkey.

Imad Itani has over 25 years of banking experience, and worked for a few years in Corporate Finance for major energy companies in Canada. He is a former lecturer in Economics and Finance to graduate students at the American University of Beirut.

Imad Itani headed the Retail business line and Islamic Banking of the Bank Audi Group from 2004 until 2020.

He chaired and sat on the Board of Directors of several bank affiliates of the Bank Audi Group.

Imad Itani holds a PhD in Economics from the University of Chicago.

Sheikha Mariam N. Al Sabbah
Age: 73 – Kuwait
Director since March 2001

Sheikha Mariam Al Sabah is the daughter of late Sheikh Nasser Sabah Al Nasser Al Sabah and the widow of late Sheikh Ali Sabah Al Salem Al Sabah, who was the son of the former Prince of Kuwait and who held several ministerial positions in Kuwait, notably the Ministry of Interior.

Sheikh Nasser Al Sabah was one of the founders of Bank Audi. Sheikha Mariam Al Sabah is a member of the Board of Directors of several Kuwaiti companies. She is a member of the Board of Directors of Bank Audi since March 2001.

Mr. Abdullah I. Al Hobayb Age: 79- Saudi Arabia
Director since April 2010

Abdullah Al Hobayb is an independent member of the Board of Directors since 2010. He is the Chairman of several leading companies in their respective fields in Saudi Arabia, comprising ABB Saudi Arabia, Ink Products Company Ltd, Philips Lighting Saudi Arabia, Manufacturers Trading Company Ltd, Arabian Co. For Electrical & Mechanical Works and Electrical Materials Center Co. Ltd. He is also the Chairman of Audi Capital (KSA) (an Investment Banking subsidiary of Bank Audi, incorporated in the Kingdom of Saudi Arabia) and was, until July 2014, a member of the Board of Directors of Bank Audi sae in Egypt and of Odea Bank A.Ş., Bank Audi's subsidiary in Turkey.

Abdullah Al Hobayb holds a Master's degree in Electrical Engineering from Karlsruhe University in Germany.

Dr. Khalil M. Bitar Age: 79 – Lebanon
Director since April 2010

Khalil Bitar is an independent member of the Board of Directors since 2010. He is a former Professor of Physics and a former Dean of the Faculty of Arts and Sciences of the American University of Beirut (AUB). He held this last position from 1997 until 2009, playing an instrumental role in advocating AUB's strengths and regional position as the premier centre for higher education, and in re-establishing its PhD programs.

Throughout his career, he held several academic and administrative positions, including Associate Director of the Supercomputer Computations Research Institute – Florida State University (between 1994 and 1997) and visiting professor at leading academic institutes in Europe and North America (including the European Organisation for Nuclear Research in Geneva, the International Centre for Theoretical Physics in Italy, The Institute for Advanced Study in New Jersey, the Fermi National Accelerator Laboratory (Fermilab) in Illinois, the University of Illinois, Brookhaven National Lab. in New York, the Max Planck Institute in Munich, and the Rockefeller University in New

She held several positions there, including in credit, business development, operations and administration, while gradually climbing the corporate ladder. She was appointed Assistant General Manager in 1995, then Executive Director in 2000, and Director – General Manager since 2010. In this capacity, she is now in charge of the development and implementation of the strategy of BAF, as approved by the Board. She heads all the executive aspects of BAF's activity and drives its strategic transformations (including technological and regulatory ones) as required by the current market rules and practices. She also acts as the representative of BAF towards the French banking authorities and professional organisations.

(x) Having, by virtue of the authorization previously granted by the general meeting of shareholders, approved and adopted a proposal to the General Meeting to note:

- The payment in 2021 of a remuneration to Key Executives, including the chair-CEO, and the executive members of the Bank's Board of Directors and the other non-Directors members of the Group Executive Committee (in all 10 persons), encompassing a fixed remuneration aggregating LL 6.8 billion and an additional remuneration aggregating USD 4.2 million incurred and paid by the foreign subsidiaries of the Bank;

- The payment of a compensation to the non-executive Board members aggregating USD 773,000 incurred and paid by the foreign subsidiaries of the Bank;

The aforementioned payment incurred by the foreign subsidiaries were made in consideration of the increasing importance of said subsidiaries within the Group and the need for the Board members and Executives of the parent company to exercise a consolidated oversight over them and to allocate the necessary time and efforts in order to maintain the coherence of the Group.

No other compensation or attendance fess were paid during the year 2021 to the members of the Board.

(xi) Having adopted a proposal to the General Meeting to authorize the Board to (x) set the remuneration of the Executive Directors and that of the other key executives in consultation with the Remuneration Committee, with payments to be reported at the next General Assembly and (y) maintain the payment of an annual remuneration to the non-executive directors in line with the amounts paid in 2021, with said payments to be reported at the next General Assembly;

(xii) Having adopted a proposal to authorize the participation of certain Board members and senior executives in the boards of controlled subsidiaries of the Bank (including, in the case of Bank Audi sae (Egypt), after its sale for a limited period of time);

(xiii) Having, pursuant to the matters mentioned under points (v) to (xii) above, adopted the "Special Report of the Board of Directors" produced in accordance with Article 152 of the Code of Money and Credit and Article 158 of the Code of Commerce and summarizing (x) the transactions entered into by the Bank with related parties (including affiliated companies and members of the Board of Directors) during the year ended December 31, 2021 and (y) the remuneration of the members of the Board and of the key Executives; and

(xiv) Having adopted a recommendation of the Audit Committee to (x) re-appoint "BDO, Semaan, Gholam & Co." and "Ernst & Young" as joint External Auditors of the Company for the financial years 2022, 2023 and 2024 and (y) set their audit fees for the financial year ending December 31, 2022 at USD 525,000 to each audit firm (plus VAT) (unchanged with respect to 2021).

Resolved to recommend to the General Meeting to adopt the following resolutions:

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, 2021, and to discharge the Chairman and members of the Board of Directors of the Bank in respect of the management activities performed during the year ended December 31, 2021;
2. To approve the allocation of the 2021 annual results as proposed by the Board of Directors, and to approve the transfer of the aggregate net amount resulting from (i) the sale of Group participations and businesses abroad, and (ii) dividends received for the year 2020 from the Bank's subsidiaries abroad, to "Non-distributable Reserves appropriated for Capital increase" in US Dollar;
3. To take note of the balances of facilities granted to related parties during the year 2021, in accordance with Article 152 of the Code of Money and Credit as previously approved by the General Assembly of shareholders and authorise their continuation during the year 2022;
4. 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 other related persons or affiliated companies during the year ended December 31, 2021 that are subject to Article 158 of the Code of Commerce and to authorise the Bank to enter into similar transactions, with the persons designated in article 158 of the code of commerce, during

the year 2022;
5. To elect a new Board of Directors;
6. To determine the remuneration of Board members who have managerial responsibilities, and to determine the remuneration and attendance fees of the other members of the Board;
7. To authorise the participation of certain Board members and senior executives in the boards of other similar companies and to grant the necessary related authorisations pursuant to Article 159 of the Code of Commerce; and
8. To appoint External Auditors for the coming 3 years and to determine their fees for the year 2022.

All as per the aforementioned Board reports, proposals and recommendations.

VOTING INSTRUCTIONS

Each Holder is hereby requested to return to the Depositary voting instructions, in the form provided separately by the Depositary for this purpose, by which such Holder may give instructions to the Depositary to vote for or against each and any resolution specified in the agenda for the General Meeting.

In order for a voting instruction to be valid, the above-mentioned form of voting instructions must be completed and duly signed by the respective Holder (or in the case of instructions received from the clearing systems should be received by authenticated SWIFT message or market standard authenticated message format) and returned to the Depositary by the date that the Depositary shall specify in such form of voting instructions.

INFORMATION REGARDING BANK AUDI S.A.L.

For information regarding the Bank, Holders are advised to review the following documents:

- The Bank's Annual Report for 2021 encompassing:
  - o The Audited financial statements of the Bank as of and for the year ended December 31, 2021 and the accompanying notes and auditors' report; and
  - o The "Management Discussion and Analysis" which summarizes the Bank's activity during the year ended December 31, 2021;
  - o The interim financial report as at end March 2022.

The above documents can be downloaded from Bank Audi's website: www.bankaudigroup.com or may be obtained free of charge from the Bank and the Depositary at the addresses set forth below:

The Depositary:

Bank of New York Mellon – Depositary Receipts
240 Greenwich Street, 22nd Floor
New York, NY 10286
Attn: Mr. Tony Tooma
Email: tony.tooma@bnymellon.com
Phone: 1 (212) 815 - 2136

The Bank:

Bank Audi s.a.l.
Bab Idriss Omar Daouk Street Bank
Audi Plaza, P.O. Box 11-2560
Beirut Lebanon

Attn: The Group Corporate Secretary
Email: Corporate.Secretary@bankaudi.com.lb

- **2021 Annual Report and Unaudited Consolidated Financial Results March 31, 2021:**

The following reports have bow been published and can be downloaded from the Company's website at www.bankaudigroup.com or by clicking on the links appearing below: Bank Audi sal's **Annual Report for the year ended 31 December 2021** (the "2021 Annual Report") encompassing, among other things, the Financial Statements and notes, the External Auditors' report, and a Management Discussion & Analysis; and The **unaudited Interim Financial Report as at, and for the period ended, March 31, 2022** (the "March 2022 Interim Report") encompassing, among other things, the Financial Statements and notes and a Management Discussion & Analysis; **Link to 2021 Annual Report . Link to March 2021 Interim Report**. The 2021 Annual Report and the March 2022 Interim Report are also available from the address below: The Group Corporate Secretary, Bank Audi sal, Audi Plaza - Bab Idriss, P.O. Box 11-2560. Beirut - Lebanon

Daily Bulletin – 06/06/2022

- **NOTICE OF ORDINARY 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 May 11, 2022 at the Bank's Head Office, Audi Plaza, Bab Idriss, Beirut Commercial Central District, in order to examine the following agenda: - To ratify the granting of a Put Option in favor of the holders of the 2022 Subordinated Notes issued pursuant to the resolution of the Ordinary General Assembly Meeting held on February 12, 2021.

Daily Bulletin – 21/04/2022

- **Unaudited Interim Financial Report September 30, 2021:**

Bank Audi SAL publishes the Consolidated Unaudited Financial Results for the period ended September 30, 2021.

Daily Bulletin – 19/11/2021

- **Unaudited Interim Financial Report September 30, 2021:**

Bank Audi SAL announces that the unaudited Interim Financial Report as at, and for the period ended, September 30, 2021 encompassing, among other things, the Financial Statements and notes and a Management Discussion & Analysis can now be downloaded from the Company's website at http://www.bankaudigroup.com or by clicking on the following link: **Link** The September 2021 Interim Report is also available from the address below: The Group Corporate Secretary, Bank Audi sal, Audi Plaza - Bab Idriss, P.O. Box 11-2560, Beirut – Lebanon.

Daily Bulletin – 19/11/2021

- **Unaudited Interim Financial Report June 30, 2021:**

Bank Audi SAL announces that the unaudited Interim Financial Report as at, and for the period ended, June 30, 2021 encompassing, among other things, the Financial Statements and notes and a Management Discussion & Analysis can now be downloaded from the Company's website at www.bankaudigroup.com or by clicking on the following link: Link The June 2021 Interim Report is also available from the address below: The Group Corporate Secretary, Bank Audi sal, Audi Plaza - Bab Idriss, P.O. Box 11-2560, Beirut – Lebanon.

Daily Bulletin – 17/09/2021

- **Unaudited Consolidated Financial Results June 30, 2021:**

Bank Audi SAL publishes the **Consolidated Unaudited Financial Results** for the period ended June 30, 2021.

Daily Bulletin – 17/09/2021

- **Unaudited Consolidated Financial Results March 31, 2021:**

Bank Audi SAL publishes the **Consolidated Unaudited Financial Results** for the period ended March 3 2021.

Daily Bulletin – 16/06/2021

- **Unaudited Interim Financial Report March 31, 2021:**

The unaudited Interim Financial Report as at, and for the period ended, March 31, 2021 encompassing, among other things, the Financial Statements and notes and a Management Discussion & Analysis can now be downloaded from the Company's website at www.bankaudigroup.com The March 2021 Interim Report is also available from the address below: The Group Corporate Secretary - Bank Audi sal - Audi Plaza - Bab Idriss - P.O. Box 11-2560 - Beirut - Lebanon

Daily Bulletin – 16/06/2021

BANK AUDI S.A.L.
Bab Idriss -Omar Daouk Street
Bank Audi Plaza, P.O. Box 11-2560
Beirut -Lebanon

INFORMATION STATEMENT

May 12, 2021

Dear Global Depositary Receipt Holder:

Reference is hereby made to the Amended and Restated Deposit Agreement dated February 25, 2019 (as may be amended from time to time, the "**Deposit Agreement**") between Bank Audi s.a.l. (the "**Bank**")) and Bank of New York Mellon, in its capacity as depositary (the "**Depositary**"), relating to Global Depositary Receipts issued in respect of common shares of the Bank (the **"GDRs"**), each GDR representing one common share, nominal value LL 1,670 per common share (the "**Common Shares**"). Capitalized terms used herein without otherwise being defined shall have the respective meanings assigned thereto in the Deposit Agreement.

The Depositary, as the shareholder of record of Common Shares evidenced by GDRs, has received notice of the Ordinary General Meeting of the Shareholders of the Bank to be held on June 3, 2021 (the "**General Meeting**"), at the Bank's head office in Beirut, which (among other things) sets forth the agenda for such General Meeting. References in this Information Statement (this "**Information Statement**") to the "**Holder**" of any GDR shall mean the person registered as the holder of such GDR on the books of the Depositary. In accordance with Section 5 of the Deposit Agreement, a copy of such notice and agenda is being sent hereby to each person who is a Holder on 12 May, 2021, which is the record date (the "**Record Date**") established by the Depositary for this purpose (which is as near as practicable to June 2, 2021, being the corresponding record date set by the Bank in respect of the General Meeting).

As set forth in such notice, at the General Meeting, shareholders of the Bank, including the Depositary, will be asked to consider and vote upon 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, 2020, 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, 2020;
2. To approve the allocation of the 2020 annual results as proposed by the Board of Directors, and to authorize the transfer of other amounts to retained earnings, or to other reserve accounts;
3. To ratify loans granted during the year 2020 to related parties as per Article 152 of the Code of Money and Credit;
4. To authorize the granting of loans to related parties during the year 2021, in accordance with Article 152 of the Code of Money and Credit;
5. 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 other related persons or affiliated companies during the year ended December 31, 2020 that are subject to Article 158 of the Code of Commerce and to authorise the Bank to enter into similar transactions during the year 2021;
6. To take note of changes in the Board of Directors;
7. To determine the remuneration of Board members who have managerial responsibilities, and to determine the remuneration and attendance fees of the other members of the Board;
8. To authorise the participation of certain Board members and senior executives in the boards of other similar companies and to grant the necessary related authorisations pursuant to Article 159 of the Code of Commerce; and
9. To determine the fees of the external auditors for the year 2021.

Each Holder is hereby requested to return to the Depositary voting instructions, as provided in this Information Statement, by which such Holder may give instructions to the Depositary to vote for or against each and any resolution specified in such agenda.

After careful consideration, the Board of Directors recommends a vote in favour of each such resolution.

Yours very truly,

Samir Hanna Chairman -
General Manager

Bank Audi

INFORMATION STATEMENT

Table of Contents

Page

AVAILABLE INFORMATION.....3
VOTING RIGHTS OF HOLDERS 3
SUMMARY BACKGROUND INFORMATION.....3
VOTING INSTRUCTIONS.....6
INFORMATION REGARDING BANK AUDI S.A.L. 7

AVAILABLE INFORMATION

No person has been authorized to give any information or to make any representation other than those contained in this Information Statement, and, if given or made, such information or representation must not be relied upon as having been authorized by the Bank. No delivery of this Information Statement nor any offer or distribution of any securities to which this Information Statement relates shall, under any circumstances, create any implication that there has been no change in the affairs of the Bank since the date of this Information Statement or that any information contained or referred to herein is correct as of any time subsequent to the date as of which it is given. This Information Statement does not constitute the solicitation of a proxy to or from any person in any jurisdiction to or from whom it is unlawful to make such offer or solicitation within such jurisdiction.

VOTING RIGHTS OF HOLDERS

In accordance with Section 5 of the GDRs, the Depositary is seeking voting instructions from the Holders in order to exercise or cause to be exercised the voting rights in respect of the Deposited Shares as directed by such voting instructions to the extent permitted by Lebanese Law.

Common Shares which have been withdrawn from the deposit facility under the Deposit Agreement and transferred on the Bank's register of members to a person other than the Depositary or its nominee may be voted by the registered owner thereof; however, Holders may not receive sufficient advance notice of the General Meeting to enable them to withdraw Deposited Shares and vote at the General Meeting.

SUMMARY BACKGROUND INFORMATION

On May 5, 2021, the Board of Directors of the Bank (the "**Board of Directors**" or the "**Board**"),

(i) Having examined the draft External Auditors report to the General Meeting in connection with the financial statements as of and for the year ended December 31, 2020, encompassing the External Auditors adverse opinion;

(ii) Having, in consideration of

-the fact that the External Auditors adverse opinion has been prompted by the persisting impossibility to assess, reliably and accurately, the impact of the prevailing Lebanese crisis on the Bank's financial statements, within the excessive uncertainties characterizing the challenging environment, and the absence of an adopted and clear national fiscal and economic recovery plan;

-the notes to the Consolidated Financial Statements, notably Note 1 describing the Macroeconomic and the Regulatory environment and the particular situation of the Group, and

-the other notes to the Consolidated Financial Statements;

resolved to approve the financial statements;

(iii) Having adopted the 2020 Annual Report encompassing the "Management Discussion and Analysis", which summarizes the Bank's activity during the year ended December 31, 2020 (and its major financial indicators), as well as the major developments in the local and regional economies and the Bank's market positioning and strategic choices;

(iv) Having adopted a proposal to transfer the results (loss) of the year 2020 to the Retained Earnings account, and to transfer certain other amounts to "Reserve appropriated to capital increase" pursuant to the relevant circulars or memos of the Lebanese Banking Control Commission ("BCC") as detailed below:

Amounts in 000s of LL

Transfer from "Reserve for foreclosed assets" to "Reserve appropriated to capital increase" pursuant to BCC circular number 267	25,028,887
Allocate the proceeds of the sale of foreclosed assets to the "Reserve appropriated to capital increase" account pursuant to BCC circular number 267	674,127
Transfer the results for the current year (Loss of 2020) to "Retained earnings"	378,406,961

(v) Having examined the draft special reports of the External Auditors in connection with outstanding loans to related parties subject to Article 152 of the Code of Money and Credit ("**Article 152 Loans**") pursuant to which the External Auditors indicated that, save for the effect of their adverse opinion on the adopted financial statements, loans granted by the Company to related parties during

the year ended December 31, 2020 are within applicable legal and regulatory ceilings, and having thus adopted a proposal to ratify the "Article 152 Loans" granted during 2020 as shown in the following table:

Loans to related parties *Amounts in billions of LL*
(as per Article 152 of the Lebanese Code of Money and Credit)

Total Gross Amount Out of which	**34.5**	Covered by cash collateral in the same currency as the related loan Housing loans covered by first degree mortgages on independently evaluated homes and bearing terms and conditions that are in line with the industry practice and compliant with applicable regulations. Car loans covered by liens on independently evaluated cars and bearing terms and conditions that are in line with the industry practice and compliant with applicable regulations. Covered by real estate mortgages with a sufficient coverage in compliance with applicable regulation and market practice.
Total Amount net of cash collateral Out of which **Total Amount net of cash collateral, housing loans and car loans** Out of which	9.5 **25.0** 11.1 0.1 **13.8** 6.0	
Total Net Amount of loans to related parties	**7.8**	Approved by the Board and granted to Senior managers or executive directors (none of whom is one of the non-executive members of the Board).

(vi) Having, in consideration of the concurrence of the Audit Committee, adopted a proposal to:

-approve the granting, within applicable regulatory ceilings, of loans to parties that are subject to Article 152 of the Code of Money and Credit during the year 2021, aggregating LL 10.8 billion to the following persons:

billions of LL

Beneficiary	Against Real Estate collateral	Without Real collateral	Total
Samir Hanna Chairman & Group Chief Executive Officer		6.0	
Michel Khoury Aramouni Chief Capital Markets Officer		1.4	0.2
Chahdan Jebeyli Group Head -Legal and Compliance		-0.2	
Other executives None exceeding 0.2 billion LL		-3.0	
	Total	**7.4**	**3.4** **10.8**

and

-delegate to the Board the necessary authority to grant such parties (persons that are subject to Article 152 of the Code of Money and Credit) Housing Loans, Car Loans, and Charge Cards (to the extent they abide by the provisions of Article 7 bis of BDL circular 132) as well as facilities against same currency Cash Collateral, and Facilities against same currency Bank Guarantees (to the extent they abide by the provision of Article 8 of BDL circular 132);

(vii) Having examined the draft External Auditors special report in connection with Article 158 of the Code of Commerce, pursuant to which the External Auditors did not express any remarks in connection with transactions entered into between the Bank and Large shareholders or members of the Board of Directors and other related parties or affiliated companies, and having adopted a proposal to ratify such transactions entered into during 2020 (by virtue of the authorization granted by the general meeting of shareholders on 4 September 2020, and pursuant to Article 158 of the Code of Commerce) after having noted that:

-As explained under note 7.0 to the financial statements ("Fee and Commission Expense") Ordinary transactions entered into with the Bank's customers during the year 2020 include the offering of a "multiplier factor" which entails inciting depositors of foreign currency international liquidity (cash deposited or incoming border transfers) to convert these funds into local foreign currency deposits after the application of multiplier factors. The mark-up commissions incurred on all such transactions during 2020 amounted to LL 951.8 billion, of which LL 28.7 billion incurred on such transactions entered into at arm's length with related parties.

-Transactions entered into during the year 2020 with consolidated subsidiaries included (i) the purchase of Lebanese Eurobonds from Odeabank, the Bank's subsidiary in Turkey, having an aggregate Nominal Value of USD 138 million and (ii) the maintenance of an account with Odeabank to finance the margin of the Interest Rate Swap entered into with said bank and the payment of a commission amounting to LL 7.4 billion in connection therewith.

-Transactions entered into with other related parties (after deduction of dealings with Consolidated Banks, Financial institutions, or Subsidiaries), encompass (i) the granting of a donation to a cultural foundation bearing the Bank's name (the "Audi Foundation") whose managing board comprises a number of the Bank's Directors and executives, for LL 0.2 billion; and (ii) other miscellaneous transactions including the receipt of services for LL 0.28 billion, and the receipt of commission and fees for LL 1.7 billion;

(viii) Having adopted a proposal to authorize the Bank to enter into similar transactions during 2021;

(ix) Having adopted a proposal for the General Meeting to note that the election of Me Chahdan Jebeyli as a member of the Board of Directors, as per its resolution of 04 September 2020, has not entered into effect (Me. Jebeyli having resolved to renounce his membership for personal reasons) and thus to consider said resolution as void;

(x) Having, by virtue of the authorization previously granted by the general meeting of shareholders, approved and adopted a proposal to the General Meeting to note:

-The payment in 2020 of a remuneration to Key Executives, including the chair-CEO, and the executive members of the Bank's Board of Directors and the other non-Directors members of the Group Executive Committee (in all 13 persons), encompassing a fixed remuneration aggregating LL 12.7 billion and an additional remuneration aggregating USD 3 million incurred and paid by the foreign subsidiaries of the Bank;

-The payment of a compensation to three non-executive Board members aggregating USD 600,000 incurred and paid by the foreign subsidiaries of the Bank;

The aforementioned payment incurred by the foreign subsidiaries were made in consideration of the increasing importance of said subsidiaries within the Group and the need for the Board members and Executives of the parent company to exercise a consolidated oversight over them and to allocate the necessary time and efforts in order to maintain the coherence of the Group.

No other compensation or attendance fess were paid during the year 2020 to the members of the Board.

(xi) Having adopted a proposal to the General Meeting to authorize the Board to (x) set the remuneration of the Executive Directors and that of the other key executives in consultation with the Remuneration Committee, with payments to be reported to the next General Assembly and (y) maintain the payment of an annual remuneration to the non-executive directors in line with the amounts paid in 2020, with said payments to be reported to the next General Assembly;

(xii) Having adopted a proposal to authorize the participation of certain Board members and senior executives in the boards of controlled subsidiaries of the Bank (including, when applicable, after the sale of such subsidiary but for a limited period of time), and in one instance, in the Board of a noncompeting Bank;

(xiii) Having, pursuant to the matters mentioned under points (v) to (xii) above, adopted the "Special Report of the Board of Directors" produced in accordance with Article 152 of the Code of Money and Credit and Article 158 of the Code of Commerce and summarizing (x) the transactions entered into by the Bank with related parties (including affiliated companies and members of the Board of Directors) during the year ended December 31, 2020 and (y) the remuneration of the members of the Board and of the key Executives; and

(xiv) Having adopted a recommendation of the Audit Committee to authorize the payment of audit fees to the external auditors, for the financial year ending December 31, 2021, amounting to USD 525,000 to each audit firm (plus VAT);

Resolved to recommend to the General Meeting to adopt the following resolutions:

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, 2020, 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, 2020;
2. To approve the allocation of the 2020 annual results as proposed by the Board of Directors, and to authorize the transfer of other amounts to retained earnings, or to other reserve accounts;
3. To ratify loans granted during the year 2020 to related parties as per Article 152 of the Code of Money and Credit;
4. To authorize the granting of loans to related parties during the year 2021, in accordance with Article 152 of the Code of Money and Credit;
5. 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 other related persons or affiliated companies during the year ended December 31, 2020 that are subject to Article 158 of the Code of Commerce and to authorise the Bank to enter into similar transactions during the year 2021;
6. To take note of changes in the Board of Directors;
7. To determine the remuneration of Board members who have managerial responsibilities, and to determine the remuneration and attendance fees of the other members of the Board;
8. To authorise the participation of certain Board members and senior executives in the boards of other similar companies and to grant the necessary related authorisations pursuant to Article 159 of the Code of Commerce; and
9. To determine the fees of the external auditors for the year 2021.

All as per the aforementioned Board reports, proposals and recommendations.

VOTING INSTRUCTIONS

Each Holder is hereby requested to return to the Depositary voting instructions, in the form provided separately by the Depositary for this purpose, by which such Holder may give instructions to the Depositary to vote for or against each and any resolution specified in the agenda for the General Meeting.

In order for a voting instruction to be valid, the above-mentioned form of voting instructions must be completed and duly signed by the respective Holder (or in the case of instructions received from the clearing systems should be received by authenticated SWIFT message or market standard authenticated message format) and returned to the Depositary by the date that the Depositary shall specify in such form of voting instructions.

INFORMATION REGARDING BANK AUDI S.A.L.

For information regarding the Bank, Holders are advised to review the following documents:

- The Bank's Annual Report for 2020 encompassing:
  - The Audited financial statements of the Bank as of and for the year ended December 31, 2020 and the accompanying notes and auditors' report; and
  - The "Management Discussion and Analysis" which summarizes the Bank's activity during the year ended December 31, 2020.

The above documents can be downloaded from Bank Audi's website: www.bankaudigroup.com or may be obtained free of charge from the Bank and the Depositary at the addresses set forth below:

The Depositary:

Bank of New York Mellon – Depositary Receipts 240 Greenwich Street, 22nd Floor New York, NY 10286 Attn: Mr. Tony Tooma Email: tony.tooma@bnymellon.com Phone: 1 (212) 815 -2136

The Bank:

Bank Audi s.a.l. Bab Idriss Omar Daouk Street Bank Audi Plaza, P.O. Box 11-2560 Beirut Lebanon Attn: The Group Corporate Secretary Email: Corporate.Secretary@bankaudi.com.lb

Daily Bulletin –17/05/2021

- **Auditors' Special Report:**

Bank Audi SAL publishes the **Auditors' Special Report** drafted according to article 158 of the Code of Commerce for the year ended December 31, 2020.

Daily Bulletin –17/05/2021

- **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 Thursday June 3, 2021 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, 2020 and to examine the following agenda: - 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, 2020, 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, 2020; - To approve the allocation of the 2020 annual results as proposed by the Board of Directors, and to authorize the transfer of other amounts to retained earnings, or to other reserve accounts; - To ratify loans granted during the year 2020 to related parties as per Article 152 of the Code of Money and Credit; - To authorize the granting of loans to related parties during the year 2021, in accordance with Article 152 of the Code of Money and Credit; - 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 other related persons or affiliated companies during the year ended December 31, 2020 that are subject to Article 158 of the Code of Commerce and to authorise the Bank to enter into similar transactions during the year 2021; - To take note of changes in the Board of Directors; - To determine the remuneration of Board members who have managerial responsibilities, and to determine the remuneration and attendance fees of the other members of the Board; - To authorise the participation of certain Board members and senior executives in the boards of other similar companies and to grant the necessary related authorisations pursuant to Article 159 of the Code of Commerce; and - To determine the fees of the external auditors for the year 2021. *Shareholders can download the Annual Report for the year 2020, 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

Daily Bulletin – 12/5/2021

- **BANK AUDI SAL ANNOUNCES THE FINANCIAL STATEMENTS OF ODEA BANK A.S. (TURKEY) AS AT MARCH 31, 2021**

Bank Audi sal announces that its subsidiary, Odea Bank A.S. (Turkey), has published its financial statements (in Turkish) as at and for the period ended March 31, 2021. A summary in English of the financial statements can be viewed at Bank Audi's website: http://www.bankaudigroup.com/group/financials-of-odeabank-as For additional information, you may address your e-mails to corporate.secretary@bankaudi.com.lb.

Daily Bulletin – 11/5/2021

- **Audited Consolidated Financial Results December 31, 2020:**

Bank Audi SAL publishes the **Consolidated Audited Financial Statements** for the year ended December 31, 2020.

Daily Bulletin – 10/5/2021.

- **2020 ANNUAL REPORT**

Bank Audi sal's Annual Report for the year ended 31 December 2020 (the "2020 Annual Report") encompassing, among other things, the Financial Statements and notes, the External Auditors' report, and a Management Discussion & Analysis can now be downloaded from the Company's website at http://www.bankaudigroup.com or by clicking on the following link: **Link** The 2020 Annual Report is also available from the address below: The Group Corporate Secretary - Bank Audi sal - Audi Plaza - Bab Idriss - P.O. Box 11-2560 - Beirut – Lebanon

Daily Bulletin – 10/5/2021

- Extract from the minutes of meeting of the General Assembly of Shareholders of **Bank Audi SAL** of February 12, 2021.

Bank Audi SAL publishes Extract from the Minutes of Meeting of the **Ordinary General Assembly** of February 12, 2021

Bank Audi sal and FAB Sign Definitive Agreement for the Sale and Purchase of 100% of Bank Audi sae (Egypt)'s Share Capital

- *Transaction expected to be completed within the next few months, subject to regulatory approvals.*
- *FAB's first international acquisition in line with targeted growth strategy in high potential markets in MENA.*
- *This is a strategic opportunity for Bank Audi sal (Lebanon) to reap the fruit of its successful investment in Egypt, with the sale proceeds contributing to the enhancement of Bank Audi's capitalisation and financial resilience.*
- *Post-acquisition, FAB Egypt to be one of the largest foreign banks in Egypt by total assets.*

Abu Dhabi, UAE and Beirut, Lebanon; January 20, 2021: Bank Audi sal (Bank Audi) and First Abu Dhabi Bank (FAB) have announced the signing today of a definitive agreement for the acquisition by FAB of 100% of the share capital of Bank Audi sae, Bank Audi's subsidiary in Egypt. This agreement follows the completion of an in-depth due diligence exercise conducted by FAB on Bank Audi sae (Egypt) after obtaining the preliminary approval of the Central Bank of Egypt. The transaction is expected to be completed within the next few months, following the satisfaction of customary conditions, including the receipt of regulatory approvals in the UAE and Egypt. Any further updates with regards to the completion of the transaction shall be provided in due course. **André Sayegh**

Group Chief Executive Officer, FAB, said: "FAB has a long history in Egypt, having opened its first branch in the country more than 45 years ago. FAB's first international acquisition accelerates the Group's expansion in a high potential market, with the addition of Bank Audi (Egypt)'s operations offering the scale, expertise and financial strength to support our growth journey and sustainable returns. FAB is committed to supporting customers in Egypt across a full range of retail and corporate banking needs, as well as serving as a bridge for trade and investment flows across the MENA region and beyond." **Samir Hanna, Chairman and Group CEO of Bank Audi,** stated: "This transaction represents the best outcome for all our constituencies, in particular our customers and our employees in Egypt based upon the challenges we have been facing in Lebanon for the past 16 months." He added: "This transaction also represents a strong vote of confidence in the effectiveness of the Group's governance and business model across the region." This acquisition will significantly increase the size and scale of FAB's operations in Egypt, making it one of the country's largest foreign banks by assets with pro-forma total assets of more than EGP 120 billion (USD 8.1 billion). The proceeds of the sale will contribute to the enhancement of Bank Audi Group's capitalisation and financial resilience. As at end-September 2020, Bank Audi sae (Egypt) had total assets of EGP 83.2 billion (USD 5.3 billion) and shareholders' equity of EGP 7.6 billion (USD 479 million). Its established Retail and Corporate Banking propositions, and network of 53 branches, complement FAB's well-established operations in Egypt of 17 branches and a presence dating back to 1975. First Abu Dhabi Bank and UBS AG (London Branch) acted as financial advisers, while Freshfields Bruckhaus Deringer LLP and Matouk Bassiouny & Hennawy acted as legal advisers to FAB on the transaction. EFG Hermes acted as sole financial adviser, while Dechert LLP and Zulficar and Partners acted as legal adviser to Bank Audi on the transaction. JPMorgan rendered a Fairness Opinion to Bank Audi, while Broadgate Advisors offered advisory services to Bank Audi in connection with the transaction.

-ENDS-

About First Abu Dhabi Bank (FAB)

FAB is the UAE's largest bank and one of the world's largest and safest financial institutions. FAB's vision is to create value for its employees, customers, shareholders and communities to grow stronger through differentiation, agility and innovation. Headquartered in Abu Dhabi, the Bank's international network spans five continents, providing global relationships, expertise and financial strength to support local, regional and international businesses seeking to do business at home and abroad. FAB is a trusted adviser and regional partner to major institutions, emerging companies and individuals seeking to do business in the UAE, the MENA region and beyond. As an engine of growth for the region, it helps customers to thrive and grow stronger by managing risk, providing access to capital and facilitating trade flows across developed and emerging markets. FAB continuously anticipates evolving requirements, develops innovative solutions and moves in tandem with customers to offer an extensive range of tailor-made products via its market-leading Corporate and Investment Banking (CIB) and Personal Banking Group (PBG) franchises. Aligned to the Abu Dhabi Economic Vision, inspired by global standards and guided by the expectations of stakeholders, FAB takes a leading role in fostering development and driving change towards a more sustainable future. FAB sees beyond traditional banking and embraces a challenger mindset. Its ambition is to contribute to social and human development which creates a dynamic, inclusive and tolerant society. With total assets of AED 955 billion (USD 260 billion) as of September-end 2020, FAB is rated Aa3/AA-/AA- by Moody's, S&P and Fitch, respectively, the strongest combined ratings of any bank in the MENA region. The Bank has been ranked by Global Finance as the Safest Bank in the UAE and the Middle East, and the 32nd Safest Bank globally. The Banker's Top 1000 World Banks 2020 list, measured by Tier 1 capital, ranked FAB as number one in the UAE, second in the Middle East and number 85 across the globe - in addition to ranking the bank number 109 by assets in the same list. FAB is also a regional sustainability leader, and a constituent of MSCI ESG Leaders and FTSE4 Good EM indices. For further information, visit: www.bankfab.com, or https://www.growstronger.com/ Grow Stronger or https://www.bankfab.com/en-ae/updates for COVID-19 related updates.

About Bank Audi

Bank Audi is a leading Lebanese banking group with a footprint in the MENAT region and Europe. The Bank offers universal financial products and services including Corporate Commercial, Retail and Personal, and Private Banking services, in addition to Capital Market activities and Factoring. At end-September 2020, Bank Audi's consolidated assets reached USD 35.2 billion, principally driven by private customers' deposits of USD 26.5 billion, with shareholders' equity reaching USD 3 billion. Bank Audi's shareholders' base encompasses more than 1,500 holders of common shares and/or holders of Global Depositary Receipts (GDRs) representing common shares. Bank Audi's shares and GDRs are listed on the Beirut Stock Exchange.

Stay connected:

http://www.bankaudigroup.com **http://www.facebook.com/BankAudiLebanon**

http://www.youtube.com/BankAudiGroup

About EFG Hermes

With a current footprint spanning thirteen countries across four continents, **EFG Hermes** started in Egypt and has grown over 35 years of success to become a leading financial services corporation with access to emerging and frontier markets. Drawing on our proven track record and a team of more than 5,500 talented employees, we provide a wide spectrum of financial services that include Investment Banking, asset management, securities brokerage, research, and private equity to the entire MENA region. In 2015, EFG Hermes launched the NBFI Platform, EFG Hermes Finance, which overlooks activities in the non-banking finance field through EFG Hermes Corp Solutions, Tanmeyah Microfinance, valU, as well as lines of business in the payment solutions, mortgage, and insurance spaces. This falls in line with the Firm's strategy to focus on two main pillars: product diversification and geographic expansion into non-MENA markets, which has seen the firm establish a physical presence in Pakistan, Kenya, Bangladesh, Nigeria, Vietnam, the United Kingdom and the United States.
Learn more about us at www.efghermes.com and stay connected with us:

UBS AG London Branch

UBS AG London Branch is authorised and regulated by the Financial Market Supervisory Authority in Switzerland. It is authorised by the Prudential Regulation Authority and subject to regulation by the Financial

NOTICE OF ORDINARY 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 February 12, 2021 at the Bank's Head Office, Audi Plaza, Bab Idriss, Beirut Commercial Central District, in order to examine the following agenda: - Granting the final approval for the sale, to Capital Bank, of the operations of the Bank's branches in Jordan and the assignment and assumption of their assets and liabilities, and for the sale to the National Bank of Iraq, a subsidiary of the Capital Bank Group, of the operations of the Bank's branches in Iraq and the assignment and assumption of their assets and liabilities; - Granting the final approval and ratifying the sale to First Abu Dhabi Bank of all the shares of Bank Audi sae (Egypt) and the assignment to it of the subordinated debt previously granted by the Bank to Bank Audi sae (Egypt); - Issuing new unsecured subordinated notes to be subscribed to, exclusively, through the exchange of the unsecured subordinated notes issued by the Bank in 2013; - Submitting the action described in item 3 above for approval by the Central Bank of Lebanon, acting through its Central Council; and - Granting the Chairman of the Board of Directors and the General Managers, acting severally, the necessary powers to implement the resolutions adopted by the Ordinary General Assembly

INFORMATION STATEMENT

January 25, 2021

Dear Global Depositary Receipt Holder:

Reference is hereby made to the Amended and Restated Deposit Agreement dated February 25, 2019 (as may be amended from time to time, the "**Deposit Agreement**") between Bank Audi s.a.l. (the "**Bank**")) and Bank of New York Mellon, in its capacity as depositary (the "**Depositary**"), relating to Global Depositary Receipts issued in respect of common shares of the Bank (the **"GDRs"**), each GDR representing one common share, nominal value L.L. 1,670 per common share (the "**Common Shares**"). Capitalized terms used herein without otherwise being defined shall have the respective meanings assigned thereto in the Deposit Agreement.

The Depositary, as the shareholder of record of Common Shares evidenced by GDRs, has received notice of the Ordinary General Meeting of the Shareholders of the Bank to be held on February 12, 20201 (the "**General Meeting**"), at the Bank's head office in Beirut, which (among other things) sets forth the agenda for such General Meeting. References in this Information Statement (this "**Information Statement**") to the "**Holder**" of any GDR shall mean the person registered as the holder of such GDR on the books of the Depositary. In accordance with Section 5 of the Deposit Agreement, a copy of such notice and agenda is being sent hereby to each person who is a Holder on January 25, 2021, which is the record date (the "**Record Date**") established by the Depositary for this purpose (which is as near as practicable to February 11, 2021, being the corresponding record date set by the Bank in respect of the General Meeting).

As set forth in such notice, at the General Meeting, shareholders of the Bank, including the Depositary, will be asked to consider and vote upon the following agenda**:**

1. Granting the final approval for the sale, to Capital Bank, of the operations of the Bank's branches in Jordan and the assignment and assumption of their assets and liabilities, and for the sale to the National Bank of Iraq, a subsidiary of the Capital Bank Group, of the operations of the Bank's branches in Iraq and the assignment and assumption of their assets and liabilities;
2. Granting the final approval and ratifying the sale to First Abu Dhabi Bank of all the shares of Bank Audi sae (Egypt) ("**BAEGY**") and the assignment to it of the subordinated debt previously granted by the Bank to BAEGY;
3. Issuing new unsecured subordinated notes (the **"2021 Subordinated Notes"**) to be subscribed to, exclusively, through the exchange of the unsecured subordinated notes issued by the Bank in 2013 (the **"2013 Subordinated Notes"**);
4. Submitting the action described in item 3 above for approval by the Central Bank of Lebanon, acting through its Central Council; and
5. Granting the Chairman of the Board of Directors and the General Managers, acting severally, the necessary powers to implement the resolutions adopted by the Ordinary General Assembly.

Each Holder is hereby requested to return to the Depositary voting instructions, as provided in this Information Statement, by which such Holder may give instructions to the Depositary to vote for or against each and any resolution specified in such agenda.

After careful consideration, the Board of Directors recommends a vote in favour of each such resolution.

Yours very truly,

Samir Hanna
Chairman - General Manager

Bank Audi

INFORMATION STATEMENT

Table of Contents

Page

AVAILABLE INFORMATION 3
VOTING RIGHTS OF HOLDERS 3
SUMMARY BACKGROUND INFORMATION 3
VOTING INSTRUCTIONS..... 6
INFORMATION REGARDING BANK AUDI S.A.L. 6

AVAILABLE INFORMATION

No person has been authorized to give any information or to make any representation other than those contained in this Information Statement, and, if given or made, such information or representation must not be relied upon as having been authorized by the Bank. No delivery of this Information Statement nor any offer or distribution of any securities to which this Information Statement relates shall, under any circumstances, create any implication that there has been no change in the affairs of the Bank since the date of this Information Statement or that any information contained or referred to herein is correct as of any time subsequent to the date as of which it is given. This Information Statement does not constitute the solicitation of a proxy to or from any person in any jurisdiction to or from whom it is unlawful to make such offer or solicitation within such jurisdiction.

VOTING RIGHTS OF HOLDERS

In accordance with Section 5 of the GDRs, the Depositary is seeking voting instructions from the Holders in order to exercise or cause to be exercised the voting rights in respect of the Deposited Shares as directed by such voting instructions to the extent permitted by Lebanese Law.

Common Shares which have been withdrawn from the deposit facility under the Deposit Agreement and transferred on the Bank's register of members to a person other than the Depositary or its nominee may be voted by the registered owner thereof; however, Holders may not receive sufficient advance notice of the General Meeting to enable them to withdraw Deposited Shares and vote at the General Meeting.

SUMMARY BACKGROUND INFORMATION

1. Granting the final approval for the sale, to Capital Bank, of the operations of the Bank's branches in Jordan and the assignment and assumption of their assets and liabilities, and for the sale to the National Bank of Iraq, a subsidiary of the Capital Bank Group, of the operations of the Bank's branches in Iraq and the assignment and assumption of their assets and liabilities;

On January 21, 2021, the Board of Directors of the Bank (the "**Board of Directors**" or the "**Board**"), having

(i) In consideration of the sustained uncertainties tied to Lebanon's economic and financial outlook, and of the resulting focus, by the Bank, on its domestic Lebanese franchise, and of its objective to reinforce its role in facing the considerable challenges Lebanon has been exposed to for over a year now;

(ii) In consideration of the advantages of the Capital Bank Group that make it a very suitable acquirer of Bank Audi's branches in Jordan and Iraq, and beneficial for the interests of its stakeholders, including, in particular, its employees and customers;

(iii) In consideration of the terms of the business transfer agreement executed on 29 December 2020 between the Bank and Capital Bank of Jordan in connection with the sale of the Jordan branch network, including its assets and liabilities (the "JBTA"), and the business transfer agreement executed on 29 December 2020 between the Bank and National Bank of Iraq in connection with the sale of the Iraq branch network, including its assets and liabilities (the "IBTA"), based on a combined valuation of the two businesses amounting to USD 169 Million and encompassing terms and conditions deemed acceptable by the Board (including, but not limited to, the conditions to closing (mainly the approval of the present General Meeting, and of the relevant regulatory authorities), general undertakings, indemnities, warranties, disclosures, limitations of liability, termination right, integration and migration Plan, and others); and

(iv) In consideration of the beneficial impact that the contemplated sale of the operations of the Bank's branches in Jordan and in Iraq will have on the Bank's resilience and financial standing;

Resolved to (x) ratify all the actions carried out by management in connection with the sale of the Jordan and Iraq branches, (y) ratify and approve the sale, to Capital Bank, of the operations of the Bank's branches in Jordan and the assignment and assumption of their assets and liabilities, and the sale to the National Bank of Iraq of the operations of the Bank's branches in Iraq and the assignment and assumption of their assets and liabilities, all as per the terms of the JBTA and the IBTA, and (z) submit the contemplated sale of the Jordan and Iraq branches (as described above) to the General Meeting with a recommendation to approve it.

2. Granting the final approval and ratify the sale to First Abu Dhabi Bank of all the shares of BAEGY and the assignment to it of the subordinated debt previously granted by the Bank to BAEGY;

On January 21, 2021, the Board of Directors, having

(i) In consideration of the sustained uncertainties tied to Lebanon's economic and financial outlook, and of the resulting focus, by the Bank, on its domestic Lebanese franchise, and of its objective to reinforce its role in facing the considerable challenges Lebanon has been exposed to for over a year now;

(ii) In consideration of the advantages of First Abu Dhabi Bank that make it a very suitable acquirer of Bank Audi s.a.e., and beneficial for the interests of its stakeholders, including, in particular, its employees and customers;

(iii) In consideration of the terms of the Share Purchase Agreement executed on 20 January 2021 between the Bank, represented by its Chairman of the Board - General Manager, as seller, and First Abu Dhabi Bank PJSC as buyer in connection with the sale of Bank Audi SAE (the "**SPA**"), encompassing an aggregate price consideration, for 100% of the share capital of BAEGY and the assignment of the subordinated debt previously provided by Bank Audi to BAEGY, of USD 660 Million (plus accrued interest on said subordinated debt), and encompassing the assignment to the buyer of the subordinated debt previously granted by the Bank to Bank Audi sae (Egypt), and other terms and conditions deemed acceptable by the Board (including, but not limited to, the transaction closing mechanism, the conditions to closing (mainly the approval of the present General Meeting, and of the relevant regulatory authorities), interim covenants, general undertakings, indemnities, warranties, disclosures, limitations of liability, termination right, non-compete undertakings, transitional services agreement, and others);

(iv) In consideration of the fairness opinion rendered by J.P. Morgan Securities PLC in connection with the captioned sale; and

(v) In consideration of the beneficial impact that the contemplated sale of 100% of the share capital of Bank Audi sae (Egypt) and the assignment of the subordinated debt will have on the Bank's resilience and financial standing;

Resolved to (x) ratify all the actions carried out by management in connection with the sale to First Abu Dhabi Bank of 100% of the share capital of BAEGY and the assignment of the subordinated debt to it (y) ratify and approve the SPA and the assignment of the subordinated debt, and (z) submit the contemplated sale of 100% of the share capital of BAEGY including the assignment of the subordinated debt (all as described above) to the General Meeting with a recommendation to approve it.

3. Issuing new unsecured subordinated notes (the "2021 Subordinated Notes") to be subscribed to, exclusively, through the exchange of the unsecured subordinated notes issued by the Bank in 2013 (the "2013 Subordinated Notes");

In its meeting held on January 21, 2021, the Board of Directors, pursuant to a recommendation of the Group Executive Committee, determined that it would be beneficial to proceed with the issuance of new unsecured subordinated notes, the 2021 Subordinated Notes, to be subscribed to, exclusively, through the exchange of the 2013 Subordinated Notes. The Board made such determination in consideration of the advantageous conditions for the Bank (notably the submission of the 2021 Subordinated Notes to Lebanese Laws; the local payment of principal and interest; and their extended maturity) and the offering of adequate incentive for the holders of the 2013 Subordinated Notes, (notably a commission equivalent to the missed interest on the 2013 Subordinated Notes, in addition to an up-front interest payment of circa 20% (payable upon the exchange of the 2013 Subordinated Notes for the 2021 Subordinated Notes), and an interest rate of circa 5% p.a., all payable locally).

Accordingly, the Board of Directors resolved to propose to the General Meeting to approve the issuance of Subordinated Notes on the indicative terms and conditions summarized below:

The Issuer:	Bank Audi s.a.l. (the "Issuer")
The Notes:	Subordinated Notes, being unsecured and ranking junior to all deposits and any senior debt of the Issuer.
Issue Size:	Up to USD 350,000,000.

	Subordinated Notes for the 2021 Subordinated Notes), and 5% per annum payable quarterly in arrears.
Additional Commission	Noteholders will earn a commission equivalent to the missed interest on the 2013 Subordinated notes until the date of exchange of the 2013 Subordinated Notes for the 2021 Subordinated Notes.
Ranking:	In the event of a bankruptcy, suspension of payments, reorganization, dissolution, winding-up, liquidation or composition or arrangement with creditors of the Issuer, the claims of the holders of the Notes in respect of the Notes will rank junior in right of payment to the claims of holders of unsecured and unsubordinated payment obligations of the Issuer, pari passu with the claims of holders of all other subordinated indebtedness of the Issuer and in priority to the claims of the shareholders of the Issuer, including in respect of cash contributions to capital. The Notes rank pari passu among themselves.
Taxation:	All payments of principal and interest will be made after deduction or withholding for any present or future Lebanese taxes.
Place of Payment	All payments due under the 2021 Subordinated Notes are payable in Lebanon.

4. **Submitting the actions described in item 3 above for approval by the Central Bank of Lebanon, acting through its Central Council;**

As, pursuant to applicable Lebanese regulations, the issuance of the 2021 Subordinated Notes is subject to the approval of the Central Bank of Lebanon, the Board has recommended to the General Meeting to submit the proposed issuance and exchange of notes described in item 3 above for approval by the Central Bank of Lebanon, acting through its Central Council.

5. Granting the Chairman of the Board of Directors and the General Managers, acting severally, the necessary powers to implement the resolutions adopted by the Ordinary General Assembly.

As the issuance and exchange of Notes described under item 3 above require the obtaining of certain authorizations and the completion of certain other acts, the Board of Directors resolved to propose to the General Assembly to approve, concurrent with its approval of the actions described in item 3 above, to empower the Chairman of the Board of Directors and the General Managers, acting severally, to seek all necessary authorizations (including, in particular, the approval of the Central Bank of Lebanon, acting through its Central Council) and to perform all acts and determinations as may be necessary or advisable in the completion of such matters as are approved.

Accordingly, the Board of Directors of the Bank has convened the General Assembly to consider and approve the following resolutions:

1. Granting the final approval for the sale, to Capital Bank, of the operations of the Bank's branches in Jordan and the assignment and assumption of their assets and liabilities, and for the sale to the National Bank of Iraq, a subsidiary of the Capital Bank Group, of the operations of the Bank's branches in Iraq and the assignment and assumption of their assets and liabilities;

2. Granting the final approval and ratifying the sale to First Abu Dhabi Bank of all the shares of Bank Audi sae (Egypt) and the assignment to it of the subordinated debt previously granted by the Bank to BAEGY;

3. Issuing new unsecured subordinated notes to be subscribed to, exclusively, through the exchange of the unsecured subordinated notes issued by the Bank in 2013;

4. Submitting the action described in item 3 above for approval by the Central Bank of Lebanon, acting through its Central Council; and

5. Granting the Chairman of the Board of Directors and the General Managers, acting severally, the necessary powers to implement the resolutions adopted by the Ordinary General Assembly.

All as per the aforementioned Board proposals and recommendations.

VOTING INSTRUCTIONS

Each Holder is hereby requested to return to the Depositary voting instructions, in the form provided separately by the Depositary for this purpose, by which such Holder may give instructions to the Depositary to vote for or against each and any resolution specified in the agenda for the General Meeting.

In order for a voting instruction to be valid, the above-mentioned form of voting instructions must be completed and duly signed by the respective Holder (or in the case of instructions received from the clearing systems should be received by authenticated SWIFT message or market standard authenticated message format) and returned to the Depositary by the date that the Depositary shall specify in such form of voting instructions.

INFORMATION REGARDING BANK AUDI S.A.L.

For information regarding the Bank, Holders are advised to review the following documents:

- The Bank's Annual Report for 2019 encompassing:
  - The Audited financial statements of the Bank as of and for the year ended December 31, 2019 and the accompanying notes and auditors' report; and
  - The "Management Discussion and Analysis" which summarizes the Bank's activity during the year ended December 31, 2019.

- The Bank's June 30, 2020 interim financial report encompassing:
  - The unaudited financial statements of the Bank as of and for the period ended June 30, 2020 and the accompanying notes; and
  - The "Management Discussion and Analysis" which summarizes the Bank's activity during the period ended june 30, 2020.

- The Bank's September 30, 2020 Interim financial statements.

- The financial statements of Bank Audi sae (Egypt) as at September 30, 2020.

The above documents can be downloaded from Bank Audi's website: www.bankaudigroup.com or may be obtained free of charge from the Bank and the Depositary at the addresses set forth below:

The Depositary:

Bank of New York Mellon – Depositary Receipts
240 Greenwich Street, 22nd Floor
New York, NY 10286
Attn: Mr. Tony Tooma
Email: tony.tooma@bnymellon.com
Phone: 1 (212) 815 - 2136

The Bank:

Bank Audi s.a.l.
Bab Idriss Omar Daouk Street Bank
Audi Plaza, P.O. Box 11-2560
Beirut Lebanon

Attn: The Group Corporate Secretary
Email: Corporate.Secretary@bankaudi.com.lb

بنك عوده للخدمات الخاصّة يدمج عمليّاته مع بنك عوده

أعلن بنك عوده ش.م.ل وبنك عوده للخدمات الخاصّة ش.م.ل دمج عمليّاتهما في لبنان وانتقال كافّة موجودات ومطلوبات وحقوق والتزامات بنك عوده للخدمات الخاصّة ش.م.ل إلى بنك عوده ش.م.ل، وذلك تبعاً لموافقة مصرف لبنان الرسميّة والنهائيّة رقم 871 م.م./3 الصادرة بناءً لقرار المجلس المركزي رقم 20/25/43 تاريخ 9/12/2020. وكانت الجمعيّة العموميّة لبنك عوده ش.م.ل قد وافقت بموجب محضرها المؤرّخ في 4 أيلول 2020 على شراء موجودات وحقوق بنك عوده للخدمات الخاصّة ش.م.ل. تؤمّن عمليّة الدمج هذه استمراريّة العمل اللازمة إلى كافّة عملاء بنك عوده للخدمات الخاصّة في ما يتعلّق بالخدمات المصرفيّة، ما يجعل هذه المرحلة الانتقاليّة سَلِسة قدر الإمكان للعملاء. كما ستحقّق العمليّة قيمة مضافة وتنسيق على الصعيد التشغيلي، مع مراعاة الوضع الاقتصادي الحالي الذي تركَ أثراً كبيراً على القطاع المصرفي ككلّ، لا سيما قطاع الخدمات المصرفيّة الخاصّة في لبنان، وفرضَ إعادة نظر للقطاع المذكور، وإجراء تغييرات استراتيجيّة. وتعزّز عمليّة الدمج الاستراتيجيّة هذه تمركُز بنك عوده التنافسي في المستقبل، إذ تسمح بتخفيف جَوهري لازدواجيّة المهام، وخفض نفقات التشغيل. ولهذه الغاية، تم ابتكار أدوات تنسيق جديدة، تجمع فيما بين أُسس الحَوكمة والرقابة التي يتّبعها بنك عوده للخدمات الخاصّة والأسس المتّبعة لدى بنك عوده.

النشرة اليومية – ٢٠٢١/١/٤

بنك عوده للأعمال يدمج عمليّاته مع بنك عوده

أعلن بنك عوده ش.م.ل وبنك عوده للأعمال ش.م.ل دمج عمليّاتهما في لبنان وانتقال كافّة موجودات ومطلوبات وحقوق والتزامات بنك عوده للأعمال ش.م.ل إلى بنك عوده ش.م.ل، وذلك تبعاً لموافقة مصرف لبنان الرسميّة والنهائيّة رقم/ 872 م.م. /3 الصادرة بناءً لقرار المجلس المركزي رقم 20/25/44 تاريخ ٢٠٢٠/١٢/٩. وكانت الجمعيّة العموميّة لبنك عوده ش.م.ل قد وافقت بموجب محضرها المؤرّخ في 4 أيلول 2020 على شراء موجودات وحقوق بنك عوده للأعمال ش.م.ل. تؤمّن عمليّة الدمج هذه استمراريّة العمل اللازمة إلى كافّة عملاء بنك عوده للأعمال. كما ستحقّق العمليّة قيمة مضافة وتنسيق على الصعيد التشغيلي. وتعزّز عمليّة الدمج الاستراتيجيّة هذه تمركُز بنك عوده التنافسي في المستقبل، إذ تسمح بتخفيف جَوهري لازدواجيّة المهام، وخفض نفقات التشغيل. ولهذه الغاية، تم ابتكار أدوات تنسيق جديدة، تجمع فيما بين أُسس الحَوكمة والرقابة التي يتّبعها بنك عوده للأعمال والأسس المتّبعة لدى بنك عوده.

النشرة اليومية – ٢٠٢١/١/٤

- ***Press Release***

Capital Bank and Bank Audi Sign Definitive Agreements for the Sale of the Assets and Liabilities of Bank Audi Branches in Jordan and Iraq

Amman - Beirut, December 29, 2020

Capital Bank Group and Bank Audi Group have announced the signing of the definitive agreements for the acquisition by Capital Bank of the operations of Bank Audi's Jordan Branch Network, and the acquisition by the National Bank of Iraq – a subsidiary of Capital Bank Group – of the operations of Bank Audi's Iraq Branch Network, including the purchase of the assets and liabilities of these branches. The completion of these transactions remains subject to the receipt of the final approval of the related supervisory and regulatory authorities.

The agreements were signed by H.E. Mr. Bassem Khalil Al-Salem, Chairman of Capital Bank Group, and Mr. Samir Hanna, Chairman and Group CEO of Bank Audi, who both confirmed that the acquisitions were achieved after an in-depth due diligence exercise conducted in accordance with the applicable legislations, and after obtaining the preliminary approvals of the Central Bank of Jordan and the Central Bank of Iraq.

Al-Salem stated on this occasion that "this agreement is in line with Capital Bank's expansion strategies regionally and locally, ultimately strengthening its competitive position. This acquisition is a first in the Iraqi banking sector, and will only serve to support the National Bank of Iraq even further. The move will also enhance the steadfastness of Capital Bank Group's financial indicators, allowing it to continue providing innovative and efficient banking services to corporate and individual customers, as well as the continued development of products and solutions supported by the Bank's bold digital transformation policy."

Commenting on the agreement, Hanna explained that "these transactions further reinforce our Bank's role in facing the considerable challenges Lebanon has been exposed to for over a year now." He added: "The selection of Capital Bank as exclusive bidder on this transaction was made taking into account the business continuity of Bank Audi's entities in Jordan and Iraq, and the interests of their stakeholders, employees and customers alike, in addition to the beneficial impact which the transaction is expected to have on their future business development."

In turn, Mr. Dawood Al Ghoul, Capital Bank's Chief Executive Officer, assured that all of Bank Audi client's accounts would be retained along with its staff. "We will honor all commitments towards clients that were contracted by Bank Audi's units in Iraq and Jordan as they are", he said.

Both Messrs. Al Salem and Hanna seized this opportunity to thank the Central Bank of Jordan represented by its Governor, H.E. Dr. Ziad Fariz Al Akram, the Central Bank of Iraq represented by its Governor, H.E. Mr. Mustafa Ghaleb, as well as the Central Bank of Lebanon represented by H.E.

Pursuant to these agreement, Capital Bank Group acquires the operations of Bank Audi – Jordan Branch Network and Bank Audi Iraq Branch Network encompassing14 branches in Jordan and 5 branches in Iraq, which brings the total number of Capital Bank's branches to 28 in Jordan and the total number of National Bank of Iraq's branches to 18.

At end-September 2020, Bank Audi's assets in Jordan reached JD 506 million, while those of its Iraq branches reached IQD 275 billion. Accordingly, these acquisitions will contribute to increasing the consolidated assets of Capital Bank to JD 3.6 billion, while its shareholders' equity will reach JD 400 million.

The acquisition of Bank Audi's operations in Jordan and Iraq falls within Capital Bank Group's development and expansion strategy, as well as within its plans to develop its digital performance and transformation, which guarantees the highest levels of speed, accuracy and customer satisfaction.

About Capital Bank Group

Ever since its founding in 1995, **Capital Bank Group** has expanded its activities to become one of today's main institutions specialising in Investment Banking in Jordan and Iraq. Capital Bank Group has indeed implemented a full-fledged plan to develop its products and services, and to keep up with the latest technological advances with a view to strengthening its position in both countries and offering a complete range of banking services to all sectors, including Private Banking, as well as Investment advisory and opportunities to all Group clients.

The latest financial statements published by Capital Bank in September 2020 show JD 365.5 million of shareholders' equity and total assets up by 28% to reach JD 2.8 billion.

Capital Bank is the only Jordanian financial institution to own a bank in Iraq, with a share of 61.85% of National Bank of Iraq's capital which totals USD 210 million.

About Bank Audi

Bank Audi is a Lebanese banking group with a footprint in the MENAT region and Europe. The Bank offers universal financial products and services including Corporate Commercial, Retail and Personal, and Private Banking services, in addition to capital market activities and factoring.

At end-September 2020, Bank Audi's consolidated assets reached USD 35.2 billion, principally driven by private customers' deposits of USD 26.5 billion, with shareholders' equity reaching USD 3 billion.

Bank Audi's shareholders' base encompasses 1500 holders of common shares and/or holders of Global Depositary Receipts (GDRs) representing common shares and listed on the Beirut Stock Exchange.

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Daily Bulletin – 29/12/2020

- **BANK AUDI SAL ANNOUNCES THE FINANCIAL STATEMENTS OF BANK AUDI SAE (EGYPT) AS AT SEPTEMBER 30, 2020**

Bank Audi sal announces that its wholly-owned subsidiary, Bank Audi sae (Egypt), has published its financial statements as at and for the period ended September 30, 2020. A summary in English of the financial statements can be viewed at Bank Audi's website: http://www.bankaudigroup.com/group/financials-of-bank-audi-sae-egypt

For additional information, you may address your e-mails to corporate.secretary@bankaudi.com.lb.

Daily Bulletin – 30/11/2020

- **Unaudited Consolidated Financial Results September 30, 2020:**

Bank Audi SAL publishes the **Consolidated Unaudited Financial Results** for the period ended September 30, 2020

Delisting from the London Stock Exchange

Bank Audi s.a.l. (the "**Bank**") refers to its previous announcements in relation to the proposed cancellation of the listing of its Global Depositary Receipts (the "**GDRs**") (ISINs: US0605721127 and US0605721044) from the Official List of the UK Financial Conduct Authority and the cancellation of the admission to trading of the GDRs from the London Stock Exchange. The Bank confirms that the cancellation took effect at 7:00 am today. The Bank has not terminated its Global Deposit Receipt Programme. Accordingly, following cancellation of the listing of the GDRs, the GDRs will remain outstanding. The Shares of the Bank represented by the GDRs, as well as the GDRs, will continue to be listed and traded on the Beirut Stock Exchange. **BEIRUT, 16 November 2020**

Daily Bulletin- 17/11/2020

Resumption of talks for the sale of Bank Audi sae (Egypt)

Bank Audi has agreed with First Abu Dhabi Bank (FAB) to resume their exclusive negotiations for the sale of Bank Audi sae, its fully-owned subsidiary in Egypt, to FAB. The two banks had envisaged the aforementioned transaction earlier this year, with significant progress made then, before stopping it due to the unprecedented circumstances created by the COVID-19 pandemic. The resumed talks aim at building on the earlier progress, noting that the transaction remains subject to a final agreement and to the completion of the confirmatory due diligence review, as well as the receipt of regulatory approvals, including, in particular, the approval of the Central Bank of Egypt. The proceeds of the sale will contribute to the enhancement of Bank Audi's liquidity and financial resilience.

Daily Bulletin- 30/10/2020

Intended Delisting from the London Stock Exchange

Bank Audi s.a.l. (the "**Bank**") announces that it expects the cancellation of the listing of its Global Depositary Receipts (the "**GDRs**") (ISINs: US0605721127 and US0605721044) from the Official List of the UK Financial Conduct Authority and the cancellation of the admission to trading of its GDRs from the London Stock Exchange to occur on 16 November 2020

For further information, contact Investor Relations: sana.sabra@bankaudi.com.lb

Daily Bulletin- 20/10/2020

Delisting from the London Stock Exchange

Bank Audi s.a.l. (the "Bank") announces that it has applied for the cancellation of the listing of its Global Depositary Receipts (the "GDRs") (ISIN: US0605721044) from the Official List of the UK Financial Conduct Authority and the cancellation of the admission to trading of its GDRs from the London Stock Exchange with effect from 6 November 2020.

1. Reason for the Delisting

The Bank applied for the cancellation for the listing and trading of its GDRs due to the low volume of GDRs traded on the London Stock Exchange. The Bank believes that, given the limited liquidity of the GDRs, the costs and administrative burden of maintaining the listing of the GDRs on the Official List and admission to trading on the London Stock Exchange are disproportionate to the benefits thereof.

2. Continuation of Listing on the Beirut Stock Exchange

Each GDR represents one common shares of the Bank (the "Shares"). The Shares of the Bank represented by the GDRs, as well as the GDRs, will continue to be listed and traded on the Beirut Stock Exchange.

3. Global Deposit Receipt Programme

The Bank is not terminating its Global Deposit Receipt Programme. Accordingly, following the delisting from the London Stock Exchange, all GDRs will remain outstanding.

For further information, contact Investor Relations: sana.sabra@bankaudi.com.lb

Daily Bulletin- 13/10/2020

BANK AUDI SAL ANNOUNCES THE FINANCIAL STATEMENTS OF BANK AUDI SAE (EGYPT) AS AT JUNE 30, 2020

Bank Audi sal announces that its wholly-owned subsidiary, Bank Audi sae (Egypt), has published its financial statements as at and for the period ended June 30, 2020. A summary in English of the financial statements can be viewed at Bank Audi's website: http://www.bankaudigroup.com/group/financials-of-bank-audi-sae-egypt. For additional information, you may address your e-mails to corporate.secretary@bankaudi.com.lb .

Daily Bulletin –08/09/2020

Auditors' Special Report:

Bank Audi SAL publishes the Auditors' Special Report drafted according to article 158 of the Code of Commerce for the year ended December 31, 2019

Daily Bulletin –25/08/2020

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 September 4, 2020 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, 2019 and to examine the following agenda: - 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, 2019, 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, 2019; - To approve the allocation of the 2019 annual results as proposed by the Board of Directors, and to authorize the transfer of other amounts to retained earnings, or to other reserve accounts; - To ratify loans granted during the year 2019 to related parties as per Article 152 of the Code of Money and Credit; - To authorize the granting of loans to related parties during the year 2020, in accordance with Article 152 of the Code of Money and Credit; - 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 other related persons or affiliated companies during the year ended December 31, 2019 that are subject to Article 158 of the Code of Commerce and to authorise the Bank to enter into similar transactions during the year 2020; -To approve the acquisition of all the assets and the assumption of all the liabilities of Audi Investment Bank sal pursuant to law 192/1993; - To approve the acquisition of all the assets and the assumption of all the liabilities of Audi Private Bank sal pursuant to law 192/1993; - To elect a new member of the Board of Directors; - To determine the remuneration of Board members who have managerial responsibilities, and to determine the remuneration and attendance fees of the other members of the Board; - To authorise the participation of certain Board members and senior executives in the boards of other similar companies and to grant the necessary related authorisations pursuant to Article 159 of the Code of Commerce; and - To determine the fees of the external auditors for the year 2020. *Shareholders can download the Annual Report for the year 2019, 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

Daily Bulletin –18/08/2020

BANK AUDI S.A.L.
Bab Idriss - Omar Daouk Street
Bank Audi Plaza, P.O. Box 11-2560
Beirut - Lebanon

INFORMATION STATEMENT

August 17, 2020

Dear Global Depositary Receipt Holder:

Reference is hereby made to the Amended and Restated Deposit Agreement dated February 25, 2019 (as may be amended from time to time, the "**Deposit Agreement**") between Bank Audi s.a.l. (the "**Bank**")) and Bank of New York Mellon, in its capacity as depositary (the "**Depositary**"), relating to Global Depositary Receipts issued in respect of common shares of the Bank (the **"GDRs"**), each GDR representing one common share, nominal value L.L. 1,670 per common share (the "**Common Shares**"). Capitalized terms used herein without otherwise being defined shall have the respective meanings assigned thereto in the Deposit Agreement.

The Depositary, as the shareholder of record of Common Shares evidenced by GDRs, has received notice of the Ordinary General Meeting of the Shareholders of the Bank to be held on September 04, 2020 (the "**General Meeting**"), at the Bank's head office in Beirut, which (among other things) sets forth the agenda for such General Meeting. References in this Information Statement (this "**Information Statement**") to the "**Holder**" of any GDR shall mean the person registered as the holder of such GDR on the books of the Depositary. In accordance with Section 5 of the Deposit Agreement, a copy of such notice and agenda is being sent hereby to each person who is a Holder on August 17, 2020, which is the record date (the "**Record Date**") established by the Depositary for this purpose (which is as near as practicable to September 3, 2020, being the corresponding record date set by the Bank in respect of the General Meeting).

As set forth in such notice, at the General Meeting, shareholders of the Bank, including the Depositary, will be asked to consider and vote upon 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, 2019, 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, 2019;

2. To approve the allocation of the 2019 annual results as proposed by the Board of Directors, and to authorize the transfer of other amounts to retained earnings, or to other reserve accounts;

3. To ratify loans granted during the year 2019 to related parties as per Article 152 of the Code of Money and Credit;

4. To authorize the granting of loans to related parties during the year 2020, in accordance with Article 152 of the Code of Money and Credit;

5. 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 other related persons or affiliated companies during the year ended December 31, 2019 that are subject to Article 158 of the Code of Commerce and to authorise the Bank to enter into similar transactions during the year 2020;

6. To approve the acquisition of all the assets and the assumption of all the liabilities of Audi Investment Bank sal pursuant to law 192/1993;

7. To approve the acquisition of all the assets and the assumption of all the liabilities of Audi Private Bank sal pursuant to law 192/1993;

8. To elect a new member of the Board of Directors;

9. To determine the 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 and senior executives in the boards of other similar companies and to grant the necessary related authorisations pursuant to Article 159 of the Code of Commerce; and

11. To determine the fees of the external auditors for the year 2020.

Each Holder is hereby requested to return to the Depositary voting instructions, as provided in this Information Statement, by which such Holder may give instructions to the Depositary to vote for or against each and any resolution specified in such agenda.

After careful consideration, the Board of Directors recommends a vote in favour of each such resolution.

Yours very truly,

Samir Hanna

Bank Audi

INFORMATION STATEMENT

Table of Contents

Page

AVAILABLE INFORMATION……3

VOTING RIGHTS OF HOLDERS……3

SUMMARY BACKGROUND INFORMATION……3

VOTING INSTRUCTIONS ……7

INFORMATION REGARDING BANK AUDI S.A.L………8

AVAILABLE INFORMATION

No person has been authorized to give any information or to make any representation other than those contained in this Information Statement, and, if given or made, such information or representation must not be relied upon as having been authorized by the Bank. No delivery of this Information Statement nor any offer or distribution of any securities to which this Information Statement relates shall, under any circumstances, create any implication that there has been no change in the affairs of the Bank since the date of this Information Statement or that any information contained or referred to herein is correct as of any time subsequent to the date as of which it is given. This Information Statement does not constitute the solicitation of a proxy to or from any person in any jurisdiction to or from whom it is unlawful to make such offer or solicitation within such jurisdiction.

VOTING RIGHTS OF HOLDERS

In accordance with Section 5 of the GDRs, the Depositary is seeking voting instructions from the Holders in order to exercise or cause to be exercised the voting rights in respect of the Deposited Shares as directed by such voting instructions to the extent permitted by Lebanese Law.

Common Shares which have been withdrawn from the deposit facility under the Deposit Agreement and transferred on the Bank's register of members to a person other than the Depositary or its nominee may be voted by the registered owner thereof; however, Holders may not receive sufficient advance notice of the General Meeting to enable them to withdraw Deposited Shares and vote at the General Meeting.

SUMMARY BACKGROUND INFORMATION

On July 29, 2020, the Board of Directors of the Bank (the "**Board of Directors**" or the "**Board**"),

(i) Having examined the draft External Auditors report to the General Meeting in connection with the financial statements as of and for the year ended December 31, 2019, encompassing the External Auditors adverse opinion;

(ii) Having, in consideration of

- the fact that the External Auditors adverse opinion has been prompted by the impossibility to assess, reliably and accurately, the impact of the prevailing Lebanese crisis on the Bank's financial statements, within the excessive uncertainties characterizing the challenging environment, and the absence of an adopted and clear national fiscal and economic recovery plan;

- the notes to the Consolidated Financial Statements, notably Note 1 describing the Macroeconomic and the Regulatory environment and the particular situation of the Group, and

- the other notes to the Consolidated Financial Statements;

resolved to approve the financial statements;

(iii) Having adopted the 2019 Annual Report encompassing the "Management Discussion and Analysis", which summarises the Bank's activity during the year ended December 31, 2019 (and its major financial indicators), as well as the major developments in the local and regional economies and the Bank's market positioning and strategic choices;

(iv) Having adopted a proposal to transfer the results (loss) of the year 2019 to the Retained Earnings account, and to transfer certain other amounts to retained earnings, to reserve appropriated to capital increase, or to reserve for foreclosed assets, as the case may be, all pursuant to the relevant circulars or memos of the Lebanese Banking Control Commission ("BCC") as detailed below:

Amounts in 000s of LBP	
Transfer from "Reserve for unrealized profit on financial assets held at Fair Value Through Profit and Loss" to "Retained Earnings" pursuant to BCC circular number 296	48,943,127
Transfer from "Reserve for foreclosed assets" to "Reserve appropriated to capital increase" pursuant to BCC circular number 267	1,768,885
Increase "Reserve appropriated to capital increase" following the sale of foreclosed assets pursuant to BCC circular number 267	9,648
Transfer from "General Reserve" to "Reserve for foreclosed assets" pursuant to BCC Memo number 10/2008	12,177,873
Transfer from "General reserve" and "other	97,946,736

Transfer the results for the current year (Loss of 2019) " to retained earnings"	1,554,380,861

(v) Having examined the draft External Auditors special reports in connection with outstanding loans to related parties subject to Article 152 of the Code of Money and Credit ("**Article 152 Loans**") pursuant to which the External Auditors confirmed that loans granted by the Company to related parties during the year ended December 31, 2019 are within applicable legal and regulatory ceilings, and having thus adopted a proposal to ratify the "Article 152 Loans" granted during 2019 as shown in the following table:

Loans to related parties (as per Article 152 of the Lebanese Code of Money and Credit)		*Amounts in billions of LL*
Total Gross Amount	**47.6**	
Out of which	10.8	Covered by cash collateral in the same currency as the related loan
Total Amount net of cash collateral	**36.8**	
Out of which	22.9	Housing loans covered by first degree mortgages on independently evaluated homes and bearing terms and conditions that are in line with the industry practice and compliant with applicable regulations.
Out of which	0.4	Car loans covered by liens on independently evaluated cars and bearing terms and conditions that are in line with the industry practice and compliant with applicable regulations.
Out of which	7.2	Covered by real estate
Total Amount net of cash collateral, housing loans and car loans	**13.5**	

(vi) Having, in consideration of the concurrence of the Audit Committee, adopted a proposal to:

- approve the granting, within applicable regulatory ceilings, of loans to parties that are subject to Article 152 of the Code of Money and Credit during the year 2020, aggregating LL 10.4 billion to the following persons:

Beneficiary	Against Real Estate collateral	Without Real Estate collateral	*billions of LL* Total
Samir Hanna Chairman & Group Chief Executive Officer	6.0	-	6.0
Chahdan Jebeyli Group Chief Legal and Compliance Officer	-	0.2	0.2
Marc Audi Executive Board Member	-	0.3	0.3
Jardin Agrodis A company affiliated to FRH Investment Holding	-	0.9	0.9

and

- delegate to the Board the necessary authority to grant such parties (persons that are subject to Article 152 of the Code of Money and Credit) Housing Loans, Car Loans, and Charge Cards (to the extent they abide by the provisions of Article 7 bis of BDL circular 132) as well as facilities against same currency Cash Collateral, and Facilities against same currency Bank Guarantees (to the extent they abide by the provision of Article 8 of BDL circular 132);

(vii) Having examined the draft External Auditors special reports in connection with Article 158 of the Code of Commerce, pursuant to which the External Auditors did not express any remarks in connection with transactions entered into between the Bank and members of the Board of Directors and other related parties or affiliated companies, and having adopted a proposal to ratify such transactions entered into during 2019 (by virtue of the authorization granted by the general meeting of shareholders on 12 April 2019, and pursuant to Article 158 of the Code of Commerce), such transactions encompassing, in essence (after deduction of dealings with Consolidated Banks, Financial institutions, or Subsidiaries), the following transactions, all of which entered into at arm's length and duly approved by the Board of Directors:

- Cash contributions to "PinPay s.a.l" (a provider of payment solutions to Bank Audi and to other Lebanese banks and that is 24.41% owned by Bank Audi) aggregating LL 1.4 billion and allocated to the capital increase of "PinPay s.a.l.";

- Donation to a cultural foundation bearing the Bank's name (the "Audi Foundation") whose managing board comprises a number of the Bank's Directors and executives, for LL 0.2 billion;

- And other miscellaneous transactions including the receipt of services for LL 0.15 billion, the receipt of commission and fees for LL 2.3 billion and the acquisition of fixed assets for LL 0.53 billion;

(viii) Having adopted a proposal to authorize the Bank to enter into similar transactions during 2020;

(ix) Having resolved to revisit the business model of certain subsidiaries as a result of the deterioration of the Lebanese macro environment, and having:

- In consideration of:

i. The significant reduction in the volume of activities of Audi Investment Bank sal ("AIB") a fully owned subsidiary of the Bank offering specialized services focused on investment banking and long term financing, with total Assets aggregating LL 445 Billion, total liabilities aggregating LL 4 Billion and total equity aggregating LL 441 Billion as at 31 December 2019;

ii. The changing Lebanese market environment, as a result of which the offering of investment banking services and of long term financing does not entail the existence of a separate legal entity;

iii. The savings that would be realized through the incorporation of the operations of Audi Investment Bank sal within those of the Bank (the "AIB Operational Merger"); and

iv. The absence of any impact of the proposed AIB Operational Merger on the consolidated equity or total consolidated Assets or total consolidated liabilities of the Bank;

resolved to incorporate the operations of Audi Investment Bank sal within those of the Bank and, to that end, adopted a proposal to transfer all the assets and rights of Audi Investment Bank as well as all its liabilities and obligations, to the Bank pursuant to law 192/1993, in anticipation of the relinquishing of its separate banking license;

- And, in consideration of:

i. The deteriorating status of the Lebanese Macro environment that have materially affected the Lebanese Banking sector, and more particularly its local private banking arm;

ii. The material reduction in the foreign off balance sheet business of Audi Private Bank sal ("APB"), a fully owned subsidiary offering private banking services, with total Assets aggregating LL 1,263 Billion, total liabilities aggregating LL 1,106 Billion and total equity aggregating LL 157 Billion as at 31 December 2019;

iii. The savings that would be realized through the incorporation of the operations of Audi Private Bank sal within those of the Bank (the "APB Operational Merger") and the synergies that can be created by integrating the governance and control frameworks of

Audi Private Bank sal into those of the Bank while maintaining the Group geared towards benefiting from a resumption of private banking activities on the medium term; and

iv. The absence of any impact of the proposed APB Operational Merger on the consolidated equity or total consolidated Assets or total consolidated liabilities of the Bank;

resolved to incorporate the operations of Audi Private Bank sal within those of the Bank and, to that end, adopted a proposal to transfer all the assets and rights of Audi Private Bank as well as all its liabilities and obligations to the Bank pursuant to law 192/1993, in anticipation of the relinquishing of its separate banking license;

(x) Having adopted a proposal to the General Assembly of Shareholders to elect an additional member of the Board of Directors and having, to that end and in consultation with the Governance and Nomination Committee, nominated Chahdan Jebeyli as candidate Director (see below the profile of the candidate Director) for the remainder of the term of office of the current Board of Directors, such nomination having been made in consideration of the significant experience of Mr. Jebeyli, notably in legal, compliance, and oversight matters, and of his personal and professional attributes that would bring a valuable addition to the collective knowledge and expertise of the Board:

Candidate	**Brief Profile**
Chahdan E. Jebeyli **Age: 64 - Lebanon** **Current position:** Group Chief Legal &Compliance Officer Member of the Group Executive Committee Chairman of the AML Management Committee.	In his current capacity as Group Chief Legal & Compliance Officer, Chahdan Jebeyli manages all Legal and Compliance affairs of the Group. He is a member of the Board of Directors and Chairman of the Audit Committee at Audi Capital, KSA (a subsidiary of the Bank incorporated in the Kingdom of Saudi Arabia), as well as Board Member at Audi Private Bank sal, and at BAPB Holding Ltd. (The holding company of the private banking division of the Bank). Mr. Jebeyli is also Chairman of the Compliance Officers Committee of the Association of Banks in Lebanon. He joined Bank Audi in 2007, moving from Citibank where he had acted as Managing Director for the legal and compliance affairs in the Middle East and North Africa (MENA) region. Before Citibank, he practiced in a law firm in the USA with a focus on commercial and banking matters. Chahdan Jebeyli is a former Lebanese Judge, he holds a LLM in International Banking Law Studies from the Boston University and is a member of the New York and American

(xi) Having, by virtue of the authorization previously granted by the General meeting of shareholders, approved and adopted a proposal to the General Assembly to note:

- The payment, on the account of the performance of the year 2018, of a performance-related remuneration to the Chair - Group CEO and to the Directors - members of the Group Executive Committee (5 persons), aggregating 1.56% of the consolidated profits from recurring operations before taxes, for the said year;

- The payment of fixed remuneration in 2019 to Key Executives, including (x) the chair-CEO, and the executive members of the Bank's Board of Directors and (y) the other non-directors members of the Group Executive Committee (in all 13 persons), aggregating LL 18.2 billion;

(xii) Having confirmed the managerial responsibilities of the Executive Directors and having resolved to limit their remuneration for the year 2020 and that of the other key executives, to fixed remunerations arrangements determined in consultation with the Remuneration Committee, with said payments to be reported to the next General Assembly;

(xiii) Having, pursuant to Article 158 of the Code of Commerce, adopted a proposal (i) to note the implementation of the annual remuneration arrangement to the independent directors (a total of 4 persons), as previously authorized by the General Assembly of shareholders, aggregating LL 2.25 billion per annum (x) for their chairmanship or membership of certain Board committees (the Audit Committee, the Risk Committee, the Governance and Nomination Committee, the Remuneration Committee and the Compliance/AML/CFT Board Committee), and/or (y) for their assistance to the Board and its committees (and to the boards of banking subsidiaries and their committees) including in control and governance oversight matters and in risk oversight matters (all implemented by virtue

of the authorization previously granted by the general meeting of shareholders); and

to authorize the payment, in 2020, of an annual remuneration to the independent Directors to be determined by the Board in consultation with the Remuneration Committee, with said payments to be reported to the next General Assembly;

(xiv) Having adopted a proposal to (i) note the payment in 2019 of attendance fees to the non-executive members of the Board (a total of 5 persons) amounting to LL 50 million for each Director (as authorized previously by the general meeting of shareholders); and (ii) authorize similar payments in 2020;

(xv) Having adopted a proposal to authorize the participation of certain Board members and senior executives in the boards of controlled subsidiaries of the Bank, and in one instance, in the Board of a non-competing Bank;

(xvi) Having, pursuant to the matters mentioned under points (v) to (xv) above, adopted the "Special Report of the Board of Directors" produced in accordance with Article 152 of the Code of Money and Credit and Article 158 of the Code of Commerce and summarizing (x) the transactions entered into by the Bank with related parties (including affiliated companies and members of the Board of Directors) during the year ended December 31, 2019 and (y) the remuneration of the members of the Board and of the key Executives; and

(xvii) Having adopted a recommendation of the Audit Committee to authorize the payment of audit fees to the external auditors, for the financial year ending December 31, 2020, not exceeding, in USD, the amount paid to them for the financial year 2019;

Resolved to recommend to the General Assembly to adopt the following resolutions:

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, 2019, 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, 2019;

2. To approve the allocation of the 2019 annual results as proposed by the Board of Directors, and to authorize the transfer of other amounts to retained earnings, or to other reserve accounts;

3. To ratify loans granted during the year 2019 to related parties as per Article 152 of the Code of Money and Credit;

4. To authorize the granting of loans to related parties during the year 2020, in accordance with Article 152 of the Code of Money and Credit;

5. 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 other related persons or affiliated companies during the year ended December 31, 2019 that are subject to Article 158 of the Code of Commerce and to authorise the Bank to enter into similar transactions during the year 2020;

6. To approve the acquisition of all the assets and the assumption of all the liabilities of Audi Investment Bank sal pursuant to law 192/1993;

7. To approve the acquisition of all the assets and the assumption of all the liabilities of Audi Private Bank sal pursuant to law 192/1993;

8. To elect a new member of the Board of Directors;

9. To determine the 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 and senior executives in the boards of other similar companies and to grant the necessary related authorisations pursuant to Article 159 of the Code of Commerce; and

11. To determine the fees of the external auditors for the year 2020.

All as per the aforementioned Board reports, proposals and recommendations.

VOTING INSTRUCTIONS

Each Holder is hereby requested to return to the Depositary voting instructions, in the form provided separately by the Depositary for this purpose, by which such Holder may give instructions to the Depositary to vote for or against each and any resolution specified in the agenda for the General Meeting.

In order for a voting instruction to be valid, the above-mentioned form of voting instructions must be completed and duly signed by the respective Holder (or in the case of instructions received from the clearing systems should be received by authenticated SWIFT message or market standard authenticated message format) and returned to the Depositary by the date that the Depositary shall specify in such form of voting instructions.

INFORMATION REGARDING BANK AUDI S.A.L.

For information regarding the Bank, Holders are advised to review the following documents:

- The Bank's Annual Report for 2019 encompassing:
  - The Audited financial statements of the Bank as of and for the year ended December 31, 2019 and the accompanying notes and auditors' report; and
  - The "Management Discussion and Analysis" which summarizes the Bank's activity during the year ended December 31, 2019.

- The June 30, 2020 Interim financial report encompassing:
  - The unaudited financial statements of the Bank as of and for the period ended June 30, 2020 and the accompanying notes; and
  - The "Management Discussion and Analysis" which summarizes the Bank's activity during the period ended June 30, 2020.

The above documents can be downloaded from Bank Audi's website: www.bankaudigroup.com or may be obtained free of charge from the Bank and the Depositary at the addresses set forth below:

The Depositary:

Bank of New York Mellon – Depositary Receipts
240 Greenwich Street, 22nd Floor
New York, NY 10286
Attn: Mr. Tony Tooma
Email: tony.tooma@bnymellon.com
Phone: 1 (212) 815 - 2136

The Bank:

Bank Audi s.a.l.
Bab Idriss Omar Daouk Street Bank
Audi Plaza, P.O. Box 11-2560
Beirut Lebanon

Attn: The Group Corporate Secretary
Email: Corporate.Secretary@bankaudi.com.lb

- **2019 ANNUAL REPORT AND JUNE 2020 INTERIM FINANCIAL REPORT**

Bank Audi sal's Annual Report for the year ended 31 December 2019 (the "2019 Annual Report") encompassing, among other things, the Financial Statements and notes, the External Auditors' report, and a Management Discussion & Analysis can now be downloaded from the Company's website at www.bankaudigroup.com
The unaudited Interim Financial Report as at and for the period ended June 30, 2020 ("the 2020 Interim Report") encompassing, among other things, the Financial Statements and notes and a Management Discussion & Analysis can also be downloaded now from the Company's website at www.bankaudigroup.com
The 2019 Annual Report and the 2020 Interim Report are also available from the address below:
The Group Corporate Secretary
Bank Audi sal Audi Plaza - Bab Idriss P.O. Box 11-2560 Beirut - Lebanon

Daily Bulletin –12/08/2020

- **BANK AUDI SAL ANNOUNCES THE FINANCIAL STATEMENTS OF ODEA BANK A.S. (TURKEY) AS AT JUNE 30, 2020**

Bank Audi sal announces that its subsidiary, Odea Bank A.S. (Turkey), has published its financial statements (in Turkish) as at and for the period ended June 30, 2020. A summary in English of the financial statements can be viewed at Bank Audi's website: http://www.bankaudigroup.com/group/financials-of-odeabank-as
For additional information, you may address your e-mails to corporate.secretary@bankaudi.com.lb.

Daily Bulletin –10/08/2020

- **BANK AUDI SAL ANNOUNCES THE FINANCIAL STATEMENTS OF BANK AUDI SAE (EGYPT) AS AT MARCH 31, 2020:**

Bank Audi sal announces that its wholly-owned subsidiary, Bank Audi sae (Egypt), has published its financial statements as at and for the period ended March 31, 2020.
A summary in English of the financial statements can be viewed at Bank Audi's website:
http://www.bankaudigroup.com/group/financials-of-bank-audi-sae-egypt
For additional information, you may address your e-mails to corporate.secretary@bankaudi.com.lb

Daily Bulletin –02/06/2020

- ***Subject: Talks for the Sale of Bank Audi sae (Egypt) Stopped***
- ***Beirut, May 18, 2020***

Bank Audi announced today that it has mutually agreed with First Abu Dhabi Bank (FAB) to stop the transaction process regarding the sale to FAB of its fully-owned subsidiary in Egypt (Bank Audi-Egypt), due to the unprecedented circumstances and uncertain outlook relating to the COVID-19 pandemic. The two banks have held productive discussions over the past few weeks, with significant progress made on many points. Bank Audi would like to thank the FAB team for their support and cooperation during the diligence and the broader transaction process. *Commenting on the termination of the negotiations, Bank Audi's Group CFO Tamer Ghazaleh stated "Despite the absence of a concluding transaction, that was made impossible by the Covid-19 pandemic, we are very happy with*

the outcome of the negotiations that have confirmed the outstanding qualities of Bank Audi Egypt, and are proud that it remains a flagship of our Group."

Daily Bulletin –19/05/2020

- **BANK AUDI SAL ANNOUNCES THE FINANCIAL STATEMENTS OF ODEA BANK A.S. (TURKEY) AS AT March 31, 2020**

Bank Audi sal announces that its subsidiary, Odea Bank A.S. (Turkey), has published its financial statements (in Turkish) as at and for the period ended March 31, 2020. A summary in English of the financial statements can be viewed at Bank Audi's website: **http://www.bankaudigroup.com/group/financials-of-odeabank-as**

For additional information, you may address your e-mails to **corporate.secretary@bankaudi.com.lb**

Daily Bulletin –12/05/2020

- **Additional listing of Common Shares:**

The Beirut Stock Exchange decided to list, as of March 23, 2020, additional 188,789,011 common shares issued by Bank Audi SAL. These shares will be added to the previously listed common shares of the Bank; therefore the total number of common listed shares of Bank Audi SAL becomes 588,538,215 common shares. **(Circular 492/2020)**

Daily Bulletin –18/03/2020

- **Resolutions adopted by the Extraordinary General Meeting of Shareholders of March 6, 2020:**

All the resolutions set out in the Information Statement dated February 17, 2020 were duly passed: **First resolution: Confirmation of the adequate completion of the procedures for the increase of the Bank's capital through the issuance of 188,789,011 common shares** he Extraordinary General Meeting of shareholders of Bank Audi sal, having reviewed all submitted documents, declares that: - 188,789,011 common shares with a nominal value of LL 1,670 each, have been issued, and their aggregate nominal value amounting to LL 315,277,648,370 has been fully paid; - The capital increase has been subscribed to and paid within the set period by the persons listed in the report, stamped by the Central Bank of Lebanon, and submitted to the assembly, showing the number of shares allocated to each. (Read More)

Daily Bulletin –09/03/2020

- **BANK AUDI SAL ANNOUNCES THE FINANCIAL STATEMENTS OF ODEA BANK A.S. (TURKEY) AS AT DECEMBER 31, 2019**

Bank Audi sal announces that its subsidiary, Odea Bank A.S. (Turkey), has published its financial statements (in Turkish) as at and for the period ended December 31, 2019. A summary in English of the financial statements can be viewed at Bank Audi's website: http://www.bankaudigroup.com/group/financials-of-odeabank-as
For additional information, you may address your e-mails to corporate.secretary@bankaudi.com.lb.

Daily Bulletin –28/02/2020

Bank Audi raises USD 210 Million in Common Equity

The Extraordinary General Assembly of Shareholders of Bank Audi sal convened earlier today and approved USD denominated cash contributions, from the Bank's shareholders, in an amount of USD 210 million. The General Assembly also resolved to convert said cash contributions into ordinary shares of the Bank. The aforementioned actions remain subject to the approval of the Central Bank of Lebanon and fall within the first phase of the increase of equity that was requested from all banks by the Central Bank of Lebanon. The Board of Directors wishes to express its gratitude to the shareholders. Their eagerness to

contribute, as evidenced by the sizable volume of cash contributions received, is a renewal of their valuable commitment to stand by the Bank in the prevailing circumstances that the country is going through.

Daily Bulletin – 21/2/2020

BANK AUDI S.A.L.
Bab Idriss - Omar Daouk Street
Bank Audi Plaza, P.O. Box 11-2560
Beirut - Lebanon

INFORMATION STATEMENT

February 17, 2020

Dear Global Depositary Receipt Holder:

Reference is hereby made to the Amended and Restated Deposit Agreement dated February 25, 2019 (as may be amended from time to time, the "**Deposit Agreement**") between Bank Audi s.a.l. (the "**Bank**")) and The Bank of New York Mellon, in its capacity as depositary (the "**Depositary**"), relating to the Global Depositary Receipts issued in respect of common shares of the Bank (the "**GDRs**"), each GDR representing one common share with a nominal value L.L. 1,670 (the "**Common Shares**"). Capitalized terms used herein without otherwise being defined shall have the respective meanings assigned thereto in the Deposit Agreement.

The Depositary, as the shareholder of record of the Common Shares evidenced by GDRs, has received notice of the Extraordinary General Meeting of the Shareholders of the Bank to be held on March 6, 2020 (the "**General Meeting**"), at the Bank's head office in Beirut, which (among other things) sets forth the agenda for such General Meeting. References in this Information Statement (this "**Information Statement**") to the "**Holder**" of any GDR shall mean the person registered as the holder of such GDR on the books of the Depositary. In accordance with Section 5 of the Deposit Agreement, a copy of such notice and agenda is being sent hereby to each person who is a Holder on February 18, 2020, which is the record date (the "**Record Date**") established by the Depositary for this purpose (which is as near as practicable to March 5, 2020, being the corresponding record date set by the Bank in respect of the General Meeting).

As set forth in such notice, at the General Meeting, shareholders of the Bank, including the Depositary, will be asked to consider and vote upon the following agenda**:**

1. Verification of the completion of the procedures for the increase in the Bank's capital through the conversion of the cash contributions into common shares in accordance with the resolution of the Extraordinary General Meeting held on February 20, 2020;
2. Listing of the newly-issued Common Shares on the Beirut Stock Exchange; and
3. Discharge of the Chairman and members of the Board of Directors in respect of activities related to the Capital Increase.

Each Holder is hereby requested to return to the Depositary voting instructions, as provided in this Information Statement, by which such Holder may give instructions to the Depositary to vote for or against each and any resolution specified in such agenda.

After careful consideration, the Board of Directors recommends a vote in favor of each such resolution.

Yours very truly,

Samir Hanna
Chairman - General Manager

Bank Audi

INFORMATION STATEMENT

Table of Contents

Page

AVAILABLE INFORMATION 3

VOTING RIGHTS OF HOLDERS 3

SUMMARY BACKGROUND INFORMATION..... 3

VOTING INSTRUCTIONS 4

INFORMATION REGARDING BANK AUDI S.A.L. 5

AVAILABLE INFORMATION

No person has been authorized to give any information or to make any representation other than those contained in this Information Statement, and, if given or made, such information or representation must not be relied upon as having been authorized by the Bank. No delivery of this Information Statement nor any offer or distribution of any securities to which this Information Statement relates shall, under any circumstances, create any implication that there has been no change in the affairs of the Bank since the date of this Information Statement or that any information contained or referred to herein is correct as of any time subsequent to the date as of which it is given. This Information Statement does not constitute the solicitation of a proxy to or from any person in any jurisdiction to or from whom it is unlawful to make such offer or solicitation within such jurisdiction.

VOTING RIGHTS OF HOLDERS

In accordance with Section 5 of the GDRs, the Depositary is seeking voting instructions from the Holders in order to exercise or cause to be exercised the voting rights in respect of the Deposited Shares, as directed by such voting instructions, to the extent permitted by Lebanese Law.

Common Shares, which have been withdrawn from the deposit facility under the Deposit Agreement and transferred on the Bank's register of members to a person other than the Depositary or its nominee, may be voted by the registered owner thereof; however, Holders may not receive sufficient advance notice of the General Meeting to enable them to withdraw Deposited Shares and vote at the General Meeting.

SUMMARY BACKGROUND INFORMATION

I. Verification of the completion of the issuance of new Common Shares

On December 26, 2019, the Board of Directors resolved to propose to the General Assembly of Shareholders to accept USD-denominated cash contributions convertible into Common Shares ("**Cash Contributions**") from holders of Common Shares, and further recommended that the General Assembly converts such Cash Contributions, immediately, into Common Shares at a conversion price of USD 1.11 per share.

On February 13, 2020, and in consideration of:

(i) The earlier receipt by the Bank of commitments by Shareholders holding the majority of the Bank's capital to make Cash Contributions in accordance with the terms proposed by the Board of Directors, and the anticipated receipt of further commitments;

(ii) The receipt by the Bank of the formal preliminary approval of the Central Bank of Lebanon (dated February 5, 2020) on the terms of the Cash Contributions as proposed by the Board of Directors;

(iii) The anticipated approval on February 20, 2020, by the Extraordinary General Meeting of Shareholders of the Bank (the "**February EGM**") of the Cash Contributions and their conversion into common shares, and accompanying increase of the Bank's capital pursuant to said conversion; and

(iv) The expected receipt of all remaining regulatory approvals and expected completion of all remaining formalities before the Extraordinary General Meeting of March 6, 2020;

the Board of Directors resolved to convene the Extraordinary General Meeting of Shareholders of the Bank to meet again on March 6, 2020 in order to verify the completion of the procedures for the increase in the Bank's capital through the conversion of the Cash Contributions into Common Shares in accordance with the resolution of the Extraordinary General Meeting held on February 20, 2020;

II. Listing of the newly-issued Common Shares on the Beirut Stock Exchange;

As all of the Bank's shares are listed on the Beirut Stock Exchange, the Board has also recommended to the Extraordinary General Meeting of Shareholders the listing of the newly-issued Common Shares on the Beirut Stock Exchange;

III. Summary of Matters Submitted to the General Meeting for Approval

Accordingly, the Board of Directors of the Bank has convened the General Meeting to consider and approve the following resolutions:

1. Verification of the completion of the procedures for the increase in the Bank's capital through the conversion of the Cash Contributions into Common Shares in accordance with the resolution of the Extraordinary General Meeting held on February 20, 2020;

2. Listing of the newly-issued Common Shares on the Beirut Stock Exchange; and

3. Discharge of the Chairman and members of the Board of Directors in respect of activities related to the Capital Increase.

VOTING INSTRUCTIONS

Each Holder is hereby requested to return to the Depositary voting instructions, in the form provided separately by the Depositary for this purpose, by which such Holder may give instructions to the Depositary to vote for or against each and any resolution specified in the agenda for the General Meeting.

In order for a voting instruction to be valid, the above-mentioned form of voting instructions must be completed and duly signed by the respective Holder (or in the case of instructions received from the clearing systems should be received by authenticated SWIFT message or market standard authenticated message format) and returned to the Depositary by the date that the Depositary shall specify in such form of voting instructions.

INFORMATION REGARDING BANK AUDI S.A.L.

For information regarding the Bank, Holders are advised to review the following documents:

- The Bank's Annual Report for 2018 encompassing:
  - o The Audited financial statements of the Bank as of and for the year ended December 31, 2018 and the accompanying notes and auditors' report;
  - o The "Management Discussion and Analysis" which summarizes the Bank's activity during the year ended December 31, 2018.

The above documents can be downloaded from Bank Audi's website: www.bankaudigroup.com or may be obtained free of charge from the Bank and the Depositary at the addresses set forth below:

The Depositary:

The Bank of New York Mellon – Depositary Receipts
240 Greenwich Street, 22nd Floor
New York, NY 10286
Attn: Mr. Tony Tooma
Email: tony.tooma@bnymellon.com
Phone: 1 (212) 815 - 2136

The Bank:

Bank Audi s.a.l.
Bab Idriss Omar Daouk Street Bank
Audi Plaza, P.O. Box 11-2560
Beirut Lebanon

Attn: The Group Corporate Secretary
Email: Corporate.Secretary@bankaudi.com.lb

Daily Bulletin – 18/2/2020

NOTICE OF EXTRAORDINARY GENERAL MEETING

The Board of Directors of Bank Audi sal invites all holders of Common Shares to attend an Extraordinary General Meeting to be held at 10:30 a.m. on Friday March 6, 2020 at the Bank's Head Office located at Audi Plaza, Bab Idriss, Beirut Commercial Central District, in order to examine the following agenda: - Verification of the completion of the procedures for the increase in the Bank's capital through the conversion of the Cash Contributions into common shares in accordance with the resolution of the Extraordinary General Meeting held on February 20, 2020; - Listing of the newly-issued Common Shares on the Beirut Stock Exchange; - and Discharge of the Chairman and members of the Board of Directors in respect of activities related to the Capital Increase.

Daily Bulletin – 18/2/2020

Bank Audi Reinforces Its Financial Positioning

Increase in core equity

Negotiations to sell Bank Audi Egypt

Beirut, January 23, 2020

Increase in Core Equity

Bank Audi has started accepting US Dollar denominated cash contributions to capital from its shareholders (holders of common shares), in application of the first stage of Banque du Liban's circular 532. Shareholders holding the majority of the Bank's capital have already indicated their willingness to contribute, a valuable token of their commitment to Bank Audi and to Lebanon, particularly in the exceptional circumstances the country is currently going through. The remaining shareholders are also invited to participate in the cash contributions in order to increase the Bank's Common Equity Tier One by 10%.

The terms of the cash contributions, proposed by the Board of Directors in its meeting dated 26 December 2019, include a conversion provision, pursuant to which cash contributions may be converted into common shares. The conversion is expected to happen upon the final acceptance by the extraordinary general assembly of shareholders which will be held on 20 February 2020.

Negotiations to sell Bank Audi sae (Egypt)

Bank Audi is currently conducting exclusive negotiations with First Abu Dhabi Bank to sell its subsidiary in Egypt, noting that any final agreement remains subject to the receipt of regulatory approvals, including, in particular, that of the Central Bank of Egypt, and to abidance with its directives and instructions, and with those of the Central Bank of Lebanon, all in accordance with laws and regulations that are applicable to Bank Audi in Egypt and in Lebanon.

The selection of First Abu Dhabi Bank as exclusive bidder on this transaction was made taking into account the business continuity of Bank Audi Egypt and the interests of its stakeholders, in addition to the beneficial impact which the transaction is expected to have on the Bank's future business development.

First Abu Dhabi Bank, with its strong regional profile and its proven resources to complete the transaction in a timely manner, is a very appropriate match for the customers, management and staff of Bank Audi Egypt.

Discussions are still at an early stage and no definitive agreement has been reached.

At end-September 2019, Bank Audi Egypt's assets reached USD 4.4 billion, with shareholders' equity totaling USD 427 million. The proceeds of the sale will contribute to the enhancement of the Group's liquidity and financial resilience. The Bank has no current intention to engage in negotiations to sell any other subsidiary abroad.

Reinforced Financial Positioning

Commenting on both operations, Bank Audi's Group CFO Tamer Ghazaleh stated "they represent a vote of confidence in Bank Audi's domestic and regional operations, and should consolidate the Group's role in facing the considerable challenges Lebanon is dealing with since the last quarter." He added: "Bank Audi remains keen on enhancing the financial position of its subsidiaries in Lebanon and abroad, and on maintaining a level of shareholders' equity which exceeds local and international regulatory requirements. Both operations lie within this context."

About Bank Audi

Bank Audi is a regional group with a universal banking profile. The Bank offers universal financial products and services including Corporate, Commercial, Retail and Personal, and Private Banking services, in addition to Capital Market activities and Factoring.

As at end-June 2019, Bank Audi's consolidated assets reached USD 47.5 billion, principally driven by private customers' deposits of USD 31.8 billion, with shareholders' equity reaching USD 3.8 billion. Bank Audi's group staff headcount exceeds 6,200 employees and its shareholders' base encompasses more than 1,500 holders of common shares and/or holders of Global Depositary Receipts (GDRs) representing common shares.

Bank Audi ranks first among Lebanese banking groups and is positioned in the inner circle of top regional banking groups. Its shares are listed on the Beirut Stock Exchange. Its GDRs are listed on both the Beirut Stock Exchange and the London Stock Exchange.

Stay connected http://www.bankaudigroup.com http://www.facebook.com/BankAudiLebanon http://www.youtube.com/BankAudiGroup

- **Information Statement:**

INFORMATION STATEMENT

January 23, 2020

Dear Global Depositary Receipt Holder:

Reference is hereby made to the Amended and Restated Deposit Agreement dated February 25, 2019 (as may be amended from time to time, the "**Deposit Agreement**") between Bank Audi s.a.l. (the "**Bank**")) and The Bank of New York Mellon, in its capacity as depositary (the "**Depositary**"), relating to the Global Depositary Receipts issued in respect of common shares of the Bank (the "**GDRs**"), each GDR representing one common share with a nominal value L.L. 1,670 (the "**Common Shares**"). Capitalized terms used herein without otherwise being defined shall have the respective meanings assigned thereto in the Deposit Agreement.

The Depositary, as the shareholder of record of the Common Shares evidenced by GDRs, has received notice of the Extraordinary General Meeting of the Shareholders of the Bank to be held on February 20, 2020 (the "**General Meeting**"), at the Bank's head office in Beirut, which (among other things) sets forth the agenda for such General Meeting. References in this Information Statement (this "**Information Statement**") to the "**Holder**" of any GDR shall mean the person registered as the holder of such GDR on the books of the Depositary. In accordance with Section 5 of the Deposit Agreement, a copy of such notice and agenda is being sent hereby to each person who is a Holder on January 23, 2020, which is the record date (the "**Record Date**") established by the Depositary for this purpose (which is as near as practicable to February 19, 2020, being the corresponding record date set by the Bank in respect of the General Meeting).

As set forth in such notice, at the General Meeting, shareholders of the Bank, including the Depositary, will be asked to consider and vote upon the following agenda**:**

1. Agree to the receipt of USD denominated cash contributions to capital convertible into common shares ("**Cash Contributions**"), and set their amount, terms and conditions;
2. Approve the conversion of the Cash Contributions into common shares;
3. Increase the Bank's capital following the conversion of the Cash Contributions into common shares;
4. Amend articles 6 and 8 of the Bank's By-Laws to reflect the above;
5. Submit the actions described in items 1, 2 and 3 for approval by *Banque du Liban*, the central bank of Lebanon; and
6. Grant the Chairman of the Board of Directors (acting singly) or any 2 Directors – General Managers (acting jointly) the necessary powers in order to implement the foregoing resolutions.

Each Holder is hereby requested to return to the Depositary voting instructions, as provided in this Information Statement, by which such Holder may give instructions to the Depositary to vote for or against each and any resolution specified in such agenda.

After careful consideration, the Board of Directors recommends a vote in favor of each such resolution.

Yours very truly,

Samir Hanna
Chairman - General Manager

Bank Audi

INFORMATION STATEMENT

Table of Contents

Page

AVAILABLE INFORMATION..... 3

VOTING RIGHTS OF HOLDERS 3

SUMMARY BACKGROUND INFORMATION..... 3

VOTING INSTRUCTIONS 4

INFORMATION REGARDING BANK AUDI S.A.L. 5

ANNEX I – TERM SHEET 6

AVAILABLE INFORMATION

No person has been authorized to give any information or to make any representation other than those contained in this Information Statement, and, if given or made, such information or representation must not be relied upon as having been authorized by the Bank. No delivery of this Information Statement nor any offer or distribution of any securities to which this Information Statement relates shall, under any circumstances, create any implication that there has been no change in the affairs of the Bank since the date of this Information Statement or that any information contained or referred to herein is correct as of any time subsequent to the date as of which it is given. This Information Statement does not constitute the solicitation of a proxy to or from any person in any jurisdiction to or from whom it is unlawful to make such offer or solicitation within such jurisdiction.

VOTING RIGHTS OF HOLDERS

In accordance with Section 5 of the GDRs, the Depositary is seeking voting instructions from the Holders in order to exercise or cause to be exercised the voting rights in respect of the Deposited Shares, as directed by such voting instructions, to the extent permitted by Lebanese Law.

Common Shares, which have been withdrawn from the deposit facility under the Deposit Agreement and transferred on the Bank's register of members to a person other than the Depositary or its nominee, may be voted by the registered owner thereof; however, Holders may not receive sufficient advance notice of the General Meeting to enable them to withdraw Deposited Shares and vote at the General Meeting.

SUMMARY BACKGROUND INFORMATION

I. Acceptance of USD denominated cash contributions to capital, their conversion into common shares and the resulting increase of the Bank's capital

On November 4, 2019, *Banque du Liban*, the central bank of Lebanon, issued Circular 532, pursuant to which it requested that Lebanese banks, among other things, increase their Common Equity Tier 1 Capital (by 20% with respect to their level as at December 31, 2018 prior to June 30, 2020) through USD denominated cash contributions to capital;

On December 26, 2019, the Board of Directors, acting on a recommendation by its Group Executive Committee, resolved, in application of the aforementioned circular, to propose to the General Assembly of Shareholders to accept USD denominated cash contributions from holders of common shares in an aggregate amount not exceeding USD 311 million (representing approximately 10% of the Bank's consolidated Common Equity Tier 1 as at December 31, 2018). In consideration of the current market conditions and expected shareholders appetite, the Board further recommended that the cash contributions be convertible into common shares at a conversion price of USD 1.11 per share (being equivalent to the nominal value of the share, *i.e.*, LBP 1,670) and recommended that the General Assembly resolves to proceed to such conversion immediately upon acceptance of the Cash Contributions.

Participation in the Cash Contributions is restricted to the holders of common shares and holders of common shares will be permitted to participate *pro rata* to their holdings of shares. Any Cash Contribution not subscribed for in the initial allocation may be re-allocated to holders of shares who participate in the offer on a *pro rata* basis to their holdings of shares, and thereafter, any Cash Contribution remaining may be allocated to holders of shares who participate in the offer, in the sole discretion of the Board of Directors.

The indicative term sheet of the Cash Contributions is attached to the present information statement.

In consideration of the above, the General Assembly is invited to (i) accept USD cash contributions to capital convertible into common shares as per the annexed terms, (ii) convert the Cash Contributions into common shares at a conversion price of USD 1.11 per share, and (iii) increase the Bank's capital to reflect the conversion of the cash contributions into common shares;

II. Amendments to the By-Laws

Pursuant to applicable regulations, the issuance of new shares (as a result of the conversion of the Cash Contributions) and the resulting increase of the Bank's capital described under section I above necessitates resulting amendments to the Bank's By-Laws.

Accordingly, in its meeting held on December 26, 2019, the Board of Directors resolved to propose to

the General Assembly to approve, upon its approval of the action described above, the amendment of Articles 6 and 8 of the By-Laws to reflect such matters as specified above.

III. Grant of Power

In its meeting held on December 26, 2019, the Board of Directors also noted that the actions described above require the obtaining of certain authorizations and the completion of certain other acts. Accordingly, the Board of Directors proposes to the General Meeting to (i) submit the actions described above for approval by the Central Bank of Lebanon, and (ii) empower the Chairman of the Board of Directors (acting singly) or any 2 Directors – General Managers (acting jointly) to seek all necessary authorizations and to perform all acts as may be necessary or advisable in the completion of such matters as are approved.

IV. Summary of Matters Submitted to the General Meeting for Approval

Accordingly, the Board of Directors of the Bank has convened the General Meeting to consider and approve the following resolutions:

1. Agree to the receipt of USD denominated cash contributions to capital convertible into common shares ("**Cash Contributions**"), and set their amount, terms and conditions;

2. Approve the conversion of the Cash Contributions into common shares;

3. Increase the Bank's capital following the conversion of the Cash Contributions into common shares;

4. Amend articles 6 and 8 of the Bank's By-Laws to reflect the above;

5. Submit the actions described in items 1, 2 and 3 for approval by *Banque du Liban*, the central bank of Lebanon; and

6. Grant the Chairman of the Board of Directors (acting singly) or any 2 Directors – General Managers (acting jointly) the necessary powers in order to implement the foregoing resolutions.

VOTING INSTRUCTIONS

Each Holder is hereby requested to return to the Depositary voting instructions, in the form provided separately by the Depositary for this purpose, by which such Holder may give instructions to the Depositary to vote for or against each and any resolution specified in the agenda for the General Meeting.

In order for a voting instruction to be valid, the above-mentioned form of voting instructions must be completed and duly signed by the respective Holder (or in the case of instructions received from the clearing systems should be received by authenticated SWIFT message or market standard authenticated message format) and returned to the Depositary by the date that the Depositary shall specify in such form of voting instructions.

INFORMATION REGARDING BANK AUDI S.A.L.

For information regarding the Bank, Holders are advised to review the following documents:

- The Bank's Annual Report for 2018 encompassing:
  - The Audited financial statements of the Bank as of and for the year ended December 31, 2018 and the accompanying notes and auditors' report;
  - The "Management Discussion and Analysis" which summarizes the Bank's activity during the year ended December 31, 2018.

The above documents can be downloaded from Bank Audi's website: www.bankaudigroup.com or may be obtained free of charge from the Bank and the Depositary at the addresses set forth below:

The Depositary:

The Bank of New York Mellon – Depositary Receipts
240 Greenwich Street, 22nd Floor
New York, NY 10286
Attn: Mr. Tony Tooma
Email: tony.tooma@bnymellon.com
Phone: 1 (212) 815 - 2136

The Bank:

Bank Audi s.a.l.
Bab Idriss Omar Daouk Street Bank
Audi Plaza, P.O. Box 11-2560
Beirut Lebanon

Attn: The Group Corporate Secretary
Email: Corporate.Secretary@bankaudi.com.lb

ANNEX I – TERM SHEET

CASH CONTRIBUTIONS CONVERTIBLE INTO COMMON SHARES

*This indicative term sheet (this "**Term Sheet**") is subject to amendment, and the Bank may cancel the raising of Cash Contributions ("**CC**"), which are convertible into common shares of the Bank, at any time in its sole discretion. In order to participate in the transaction described in this Term Sheet, you must be a holder of Shares (as defined below) and you must not be in the United States or be a U.S. person, as such term is defined in Regulation S under the U.S. Securities Act of 1933, as amended. The offer of CC is subject to (i) the consent of Banque du Liban, (ii) confirmation by the Capital Markets Authority that the subscription to the CC does not require the issuance and distribution of a prospectus, and (iii) the approval of the Bank's shareholders, as required under applicable law.*

Issuer	Bank Audi SAL (the "**Bank**")
Eligible Participants	The offer of CC (the "**Offer**") will be made to all registered holders of common shares of Bank Audi SAL (the "**Shares**"), including The Bank of New York Mellon as depository of Shares represented by GDRs, in each case *pro rata* to their holdings of Shares, and to no other party. Any CC not subscribed in the initial offer may be allocated to holders of Shares who participate in the Offer on a pro rata basis to their holdings of Shares, and thereafter, any CC still not subscribed may be allocated to holders of Shares who participate in the Offer, in the sole discretion of the Bank's board.
CC Size	Up to USD 311,000,000; there is no minimum size.
CC Date	[•] February 2020, tentative.
Maturity Date	Subject to the conversion provisions set out below, the CC have no maturity date and are perpetual.
Currency	The CC are denominated in US Dollars.
Status and Subordination	The CC will: - not bear interest - not be secured or covered - constitute Common Equity Tier 1 Capital - rank pari passu among themselves - rank junior to the Bank's Preferred Shares in the right to receive payments out of the assets of the Bank upon any liquidation or winding up of the Bank - rank junior to any Tier 2 Capital instruments - rank senior to the Bank's common shares in the right to receive payments out of the assets of the Bank upon any liquidation or winding up of the Bank.
Subscription	Holders of Shares will be required to execute a commitment form in order to participate in the Offer, pursuant to which they will be required to

	the capital increase authorizing the issuance of new Shares. The subscription to common shares by a Bank director and/or by any shareholder who holds, or as a result of the conversion will hold, more than 5% of the Shares is also subject to approval by *Banque du Liban*, as required under applicable laws and regulations.
Conversion Ratio	Holders of CC will be entitled to receive a number of Shares, rounded down, equal to the nominal amount of CC divided by 1.11. By way of example, a holder of USD $1,000 of CC will be entitled to receive 900 Shares.
Effect of Conversion	Upon conversion of CC, the CC shall be cancelled.
General Provisions Applicable to Conversion	It shall be the responsibility of the holders of the CC to pay all applicable stamp, transfer, registration and similar taxes and duties, together with any value added or other tax thereon arising in connection with the funding of the CC and their conversion into Shares and comply with all applicable laws and regulations relating thereto, including, (x) if applicable, obtaining the consent of *Banque du Liban* to the ownership of Shares and (y) completing all formalities, documents and instruments, as may be required to effect the delivery and transfer of the Shares, including such documents and instruments, as may be required by *Midclear* and *Banque du Liban*. The issuance of Shares on conversion as provided above is subject to the verification of the completion of the formalities for the issuance of common shares by a legally convened and held extraordinary general assembly of shareholders of the Bank, as required under applicable law.
No Repayment	Subject to the conversion of the CC, holders of the CC will not have the benefit of any right to require the Bank to repay the CC except upon liquidation of the Bank and only to the extent that the CC have not been converted into Shares.
Use of Proceeds	The net proceeds of the CC will strengthen and enhance the Bank's Common Equity Tier 1 Capital. The Bank is expected to maintain the proceeds of the CC in USD, including upon conversion of CC into ordinary shares, subject to the approval of *Banque du Liban*, to the extent required.
Governing Law and Jurisdiction	The Laws of the Lebanese Republic.
Risk Factors	An investment in CC is speculative and subject to considerable risks, including (but not limited to) the following: - Since 17 October 2019, Lebanon has witnessed significant and widespread protests against corruption and requesting the resignation of the Government, which has taken place, and its replacement with a technocratic cabinet. There can be no assurance that such protests will not continue to cause disruptions, including disruptions that affect the Bank or its financial condition, or that a new cabinet will be appointed in a timely manner. - Lebanon is undergoing a fiscal, economic, monetary and political crisis, which is unprecedented in scope and scale, which has affected the Lebanese banking sector, including the Bank.

related to the overall political, social and economic situation in Lebanon, which, in turn, is tied to the political situation in the region.

- The Republic's credit ratings have been significantly and repeatedly downgraded; the Bank's credit ratings, in common with the credit ratings of other rated Lebanese banks, have been downgraded, including to RD by Fitch and ca by Moody's (in respect of the Bank's baseline credit rating). The Republic has non-investment long-term foreign currency credit ratings, as follows: (i) CCC (negative outlook) by S&P; (ii) Caa2 by Moody's (under review); and (iii) CC (negative outlook) by Fitch.

- In case of conversion of the CC to Shares, holders of Shares who do not participate in the Offer will see their holdings of Shares diluted, potentially significantly.

- The Shares to be issued upon conversion of the CC (if any) will not benefit from double voting rights

Daily Bulletin – 23/1/2020

- **NOTICE OF EXTRAORDINARY GENERAL MEETING**

The Board of Directors of Bank Audi sal invites all holders of Common Shares to attend an Extraordinary General Meeting to be held at 10:30 a.m. on Thursday February 20, 2020 at the Bank's Head Office located at Audi Plaza, Bab Idriss, Beirut Commercial Central District, in order to examine the following agenda: - Agree to the receipt of USD denominated cash contributions to capital convertible into common shares ("**Cash Contributions**"), and set their amount, terms and conditions; - Approve the conversion of the Cash Contributions into common shares; - Increase the Bank's capital following the conversion of the Cash Contributions into common shares; - Amend articles 6 and 8 of the Bank's By-Laws to reflect the above; - Submit the actions described in items 1, 2 and 3 for approval by *Banque du Liban*, the central bank of Lebanon; and - Grant the Chairman of the Board of Directors (acting singly) or any 2 Directors – General Managers (acting jointly) the necessary powers in order to implement the foregoing resolutions.

Daily Bulletin – 23/1/2020

- **ANNOUNCEMENT TO THE HOLDERS OF BANK AUDI SAL COMMON SHARES**

In its meeting held on December 26, 2019, the Board of Directors of Bank Audi sal resolved to propose to the Extraordinary General Assembly of Shareholders the acceptance of USD denominated cash contributions to capital convertible into common shares. Participation in the Cash Contributions is restricted to the holders of the Bank's common shares who are willing to participate. The Cash Contributions are accepted in application of the first stage of circular no. 532 issued by *Banque du Liban*, the central bank of Lebanon on November 4, 2019.

The Board of Directors also proposed to the Extraordinary General Assembly of Shareholders the conversion of the aforementioned Cash Contributions into common shares, subject to the approval of the central bank.
Holders of common shares are permitted to participate pro rata to their holdings of shares. Any Cash Contribution not subscribed for in the initial allocation may be re-allocated to holders of shares who participate in the offer on a pro rata basis to their holdings.
Holders of the Bank's common shares willing to participate in the cash contributions, pursuant to the requirements of the central bank circular, and as per the above, are invited to contact their branches or the Bank's Head Office located at Audi Plaza, Bab Idriss, Beirut Commercial Central District, on or before 17/02/2020 inclusive, in order to review the Term Sheet, sign the necessary documents and pay the amounts of their subscriptions.

Daily Bulletin – 23/1/2020

- **BANK AUDI SAL ANNOUNCES THE FINANCIAL STATEMENTS OF BANK AUDI SAE (EGYPT) AS AT SEPTEMBER 30, 2019:**

Bank Audi sal announces that its wholly-owned subsidiary, Bank Audi sae (Egypt), has published its financial statements as at and for the period ended September 30, 2019.
A summary in English of the financial statements can be viewed at Bank Audi's website:
http://www.bankaudigroup.com/group/financials-of-bank-audi-sae-egypt
For additional information, you may address your e-mails to corporate.secretary@bankaudi.com.lb

Daily Bulletin – 26/11/2019

- **Directorate Change**

Bank Audi announced that Mr. Aristidis Vourakis, a Greek national, has submitted his resignation as Member of the Board and Deputy Group CEO, a position he has held since April 2017. Mr. Vourakis has decided to resign for personal reasons.
Mr. Samir Hanna, Chairman and Group CEO, acknowledged the resignation of Mr. Vourakis and thanked him for his valuable contributions throughout his tenure at the Bank, wishing him every success in his new endeavors.
Mr. Vourakis declared: "In the context of the current crisis in Lebanon and the constrained appetite for investments, I preferred to pursue other opportunities outside the country. I would like to wish everyone in Lebanon a prompt return to normal conditions and economic growth. I would also like to thank all my Bank Audi colleagues for their cooperation, and firmly believe that they are well prepared to drive Bank Audi stronger."

Daily Bulletin –12/11/2019

- **BANK AUDI SAL ANNOUNCES THE FINANCIAL STATEMENTS OF ODEA BANK A.S. (TURKEY) AS AT September 30, 2019:**

Bank Audi sal announces that its subsidiary, Odea Bank A.S. (Turkey), has published its financial statements (in Turkish) as at and for the period ended September 30, 2019. A summary in English of the financial statements can be viewed at Bank Audi's website: http://www.bankaudigroup.com/group/financials-of-odeabank-as
For additional information, you may address your e-mails to corporate.secretary@bankaudi.com.lb.

Daily Bulletin –07/11/2019

- **Postponement of publication of Q3 Results:**

Since 17 October 2019, there have been large scale protests in Lebanon, which has been facing significant adverse developments in its monetary and fiscal positions. On 29 October 2019, the President of the Council of Ministers, Mr. Saad Hariri, tendered his resignation to the President of the Republic, which resulted in the resignation of the entire Government. Banks in Lebanon, including Bank Audi s.a.l., have been closed since

18 October 2019 and are set to reopen on 1 November 2019. In accordance with applicable Lebanese regulations, Lebanese banks with listed securities on the Beirut Stock Exchange, as is the case for Bank Audi s.a.l., are required to publish their results as at, and for the nine months ended, 30 September 2019 by 31 October 2019. In light of the above circumstances, the Bank expects the aforementioned local regulatory requirement to be temporarily waived and will thus be postponing the publication of its third quarter financial results beyond the aforementioned date.

Daily Bulletin – 01/11/2019

- **De-listing of 35,000 GDRs linked to the shares of Bank Audi SAL.:**

The Beirut Stock Exchange decided to de-list /35,000/ GDRs linked to the shares of Bank Audi SAL from the official market of the stock exchange. These GDRs will be deducted from the previously listed /119,924,761/ GDRs; therefore, the total number of listed GDRs linked to the shares of Bank Audi SAL becomes /119,889,761/ GDRs. (Circular 486/2019)

Daily Bulletin – 06/09/2019

- **BANK AUDI SAL ANNOUNCES THE FINANCIAL STATEMENTS OF ODEA BANK A.S. (TURKEY) AS AT JUNE 30, 2019:**

Bank Audi sal announces that its subsidiary, Odea Bank A.S. (Turkey), has published its financial statements (in Turkish) as at and for the period ended June 30, 2019.

A summary in English of the financial statements can be viewed at Bank Audi's website: **http://www.bankaudigroup.com/group/financials-of-odeabank-as**

For additional information, you may address your e-mails to **corporate.secretary@bankaudi.com.**lb

Daily Bulletin –09/08/2019

- **Unaudited Consolidated Financial Results June 30, 2019:**

Bank Audi SAL publishes its Consolidated Unaudited Financial Results for the period ended June 30, 2019. Report can be accessed by using the following URL

http://www.bse.com.lb/Portals/0/Audi%20FS%20June%202019%20Eng.pdf

Daily Bulletin – 31/07/2019

- **Directorate Change**

Bank Audi s.a.l. announces that Dr. Freddie C. Baz has decided to step down from his position as Member and Vice-Chairman of the Board of Directors. The Board acknowledged said resignation on 26 July 2019 and appointed Mr. Marc J. Audi as a new Vice-Chairman for the remainder of the current Board's term.
Freddie Baz said: "Having spent 28 years with the Bank Audi Group, out of my 49 years of professional life, I believe I have realized most of my wishes and ambitions for the Bank and am proud to see it leading the Lebanese banking sector. After careful reflection, and in consultation with the Board of Directors, I have decided to devote myself now to other activities that have always captured my interest, notably in art, culture and social volunteering. I am comforted in my decision by the presence of many talents in the Bank that we have formed throughout the years, and are now ready to drive the Group towards new horizons. Bank Audi remains a part of me, and I will stay very close to it."
Samir Hanna, Chairman and Group CEO said: "On behalf of the Board, I would like to thank Dr. Baz for his services to the Bank Audi Group over more than 28 years. His numerous contributions have been very valuable for the growth and expansion of the group. We will always remember, in particular, his conscientiousness and rigor, so nicely spiced up with his exceptional sense of humor. We thank him for his dedication and commitment and wish him well".

Daily Bulletin –29/07/2019

- **BANK AUDI SAL ANNOUNCES THE FINANCIAL STATEMENTS OF ODEA BANK A.S. (TURKEY) AS AT MARCH 31, 2019:**

Bank Audi sal announces that its subsidiary, Odea Bank A.S. (Turkey), has published its financial statements (in Turkish) as at and for the period ended March 31, 2019.

A summary in English of the financial statements can be viewed at Bank Audi's website:

http://www.bankaudigroup.com/group/financials-of-odeabank-as

For additional information, you may address your e-mails to **corporate.secretary@banqueaudi.com**

Daily Bulletin –10/05/2019

- **Unaudited Consolidated Financial Results March 31, 2019:**

Bank Audi sal publishes its Unaudited Consolidated Financial Results for the period ended March 31, 2019. Report can be accessed by using the following URL:

http://www.bse.com.lb/Portals/0/Audi%20FS%2020190331%20USD%20LBP%20Eng.pdf

Daily Bulletin – 30/04/2019

- **Board Election**

The Ordinary General Assembly of Shareholders of Bank Audi S.A.L. convened on April 12, 2019 and resolved, in consideration of the fact that the mandate of the Board of Directors has reached its term, to re-elect the current Directors for a new three years mandate (that will end upon holding the Annual General Assembly that will examine the accounts of the year 2021). The newly elected Board convened following the General Assembly and resolved, amongst other things, to re-elect (i) Mr. Samir N. Hanna as Chairman of the Board – General Manager, and (ii) Dr. Marwan M. Ghandour and Dr. Freddie C. Baz as Vice-Chairmen; pursuant to the above, the Board of Directors is composed as follows: Mr. Samir N. Hanna (Chairman and Group CEO); Dr. Marwan M. Ghandour (Vice-Chairman); Dr. Freddie C. Baz (Vice-Chairman); Sheikha Mariam N. Al Sabbah; Mr. Marc J. Audi; Dr. Imad I. Itani; Mr. Abdullah I. Al Hobayb; Dr. Khalil M. Bitar; Mrs. Sherine R. Audi; Mr. Carlos A. Obeid; Mr. Aristidis I. Vourakis.

Daily Bulletin – 15/04/2019

- **Dividend Declaration:**

The Ordinary General Assembly of Shareholders of Bank Audi sal convened on April 12, 2019 and resolved, among other things, to (i) approve the Bank's accounts for the year 2018 and (ii) declare a gross distribution of dividends as follows: - To Holders of Series "H" Preferred Shares a total of USD 4.875 Million on the basis of USD 6.5 per share. - To Holders of Series "I" Preferred Shares a total of USD 17.5 Million on the basis of USD 7 per share. - To Holders of Series "J" Preferred Shares a total of USD 19.25 Million on the basis of USD 7 per share. - To Holders of Common Shares: a total of LBP 331.4 Billion on the basis of LBP 829.125 per share. Dividends will be paid through Midclear S.A.L (after deduction of the withholding tax at the rate of 10% where applicable) starting April 18, 2019 for the holders of shares as at April 17, 2019 (Record Date), according to the records of Midclear S.A.L., with Monday April 15, 2019 being the Ex-dividend date

Daily Bulletin – 12/04/2019

- **BANK AUDI SAL ANNOUNCES THE FINANCIAL STATEMENTS OF BANK AUDI SAE (EGYPT) AS AT DECEMBER 31, 2018:**

Bank Audi sal announces that its wholly-owned subsidiary, Bank Audi sae (Egypt), has published its financial statements (in Arabic) as at, and for the period ended December 31, 2018. A summary in English of the financial statements can be viewed at Bank Audi's website: **http://www.bankaudigroup.com/group/financials-of-bank-audi-sae-egypt**
For additional information, you may address your e-mails to **corporate.secretary@bankaudi.com.lb**.

Daily Bulletin – 28/03/2019

- **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 in accordance with 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

Daily Bulletin – 26/03/2019

- **Information statement addressed to GDR holders**

BANK AUDI S.A.L.
Bab Idriss -Omar Daouk Street
Bank Audi Plaza, P.O. Box 11-2560
Beirut -Lebanon

INFORMATION STATEMENT

March 22, 2019

Dear Global Depositary Receipt Holder:

Reference is hereby made to the Amended and Restated Deposit Agreement dated February 25, 2019 (as may be amended from time to time, the "**Deposit Agreement**") between Bank Audi s.a.l. (the "**Bank**")) and Bank of New York Mellon, in its capacity as depositary (the "**Depositary**"), relating to Global Depositary Receipts issued in respect of common shares of the Bank (the **"GDRs"**), each GDR representing one common share, nominal value L.L. 1,670 per common share (the "**Common Shares**"). Capitalized terms used herein without otherwise being defined shall have the respective meanings assigned thereto in the Deposit Agreement.

The Depositary, as the shareholder of record of Common Shares evidenced by GDRs, has received notice of the Ordinary General Meeting of the Shareholders of the Bank to be held on April 12, 2019 (the "**General Meeting**"), at the Bank's head office in Beirut, which (among other things) sets forth the agenda for such General Meeting. References in this Information Statement (this "**Information Statement**") to the "**Holder**" of any GDR shall mean the person registered as the holder of such GDR on the books of the Depositary. In accordance with Section 5 of the Deposit Agreement, a copy of such notice and agenda is being sent hereby to each person who is a Holder on March 22, 2019, which is the record date (the "**Record Date**") established by the Depositary for this purpose (which is as near as practicable to April 11, 2019, being the corresponding record date set by the Bank in respect of the General Meeting).

As set forth in such notice, at the General Meeting, shareholders of the Bank, including the Depositary, will be asked to consider and vote upon 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.

Each Holder is hereby requested to return to the Depositary voting instructions, as provided in this Information Statement, by which such Holder may give instructions to the Depositary to vote for or against each and any resolution specified in such agenda.

After careful consideration, the Board of Directors recommends a vote in favour of each such resolution.

Yours very truly,

Samir Hanna Chairman -
General Manager

Bank Audi

INFORMATION STATEMENT Table of Contents Page

AVAILABLE INFORMATION..... 3

VOTING RIGHTS OF HOLDERS ..... 3 **SUMMARY**

BACKGROUND INFORMATION..... 3 **VOTING INSTRUCTIONS** **1**1

INFORMATION REGARDING BANK AUDI S.A.L..... 12

AVAILABLE INFORMATION

No person has been authorized to give any information or to make any representation other than those contained in this Information Statement, and, if given or made, such information or representation must not be relied upon as having been authorized by the Bank. No delivery of this Information Statement nor any offer or distribution of any securities to which this Information Statement relates shall, under any circumstances, create any implication that there has been no change in the affairs of the Bank since the date of this Information Statement or that any information contained or referred to herein is correct as of any time subsequent to the date as of which it is given. This Information Statement does not constitute the solicitation of a proxy to or from any person in any jurisdiction to or from whom it is unlawful to make such offer or solicitation within such jurisdiction.

VOTING RIGHTS OF HOLDERS

In accordance with Section 5 of the GDRs, the Depositary is seeking voting instructions from the Holders in order to exercise or cause to be exercised the voting rights in respect of the Deposited Shares as directed by such voting instructions to the extent permitted by Lebanese Law.

Common Shares which have been withdrawn from the deposit facility under the Deposit Agreement and transferred on the Bank's register of members to a person other than the Depositary or its nominee may be voted by the registered owner thereof; however, Holders may not receive sufficient advance notice of the General Meeting to enable them to withdraw Deposited Shares and vote at the General Meeting.

SUMMARY BACKGROUND INFORMATION

On March 20, 2018, the Board of Directors of the Bank (the "**Board of Directors**" or the "**Board**"),

(i) Having examined the draft External Auditors report to the General Meeting in connection with the financial statements as of and for the year ended December 31, 2018, encompassing the External Auditors qualified opinion;

(ii) Having, in consideration of the fact that the External Auditors qualification relates to the carrying, by the Bank, of excess impairment allowances, due to regulatory requirements enacted since 2016, that result in a departure from International Financial Reporting Standards (IFRS) (Holders are advised to review the Bank's Annual Report for 2018 encompassing the Audited financial statements of the Bank and the accompanying notes and auditors' report) resolved to approve the financial statements;

(iii) Having adopted the 2018 Annual Report encompassing the "Management Discussion and Analysis", which summarises the Bank's activity during the year ended December 31, 2018 (and its major financial indicators), as well as the major developments in the local and regional economies and the Bank's market positioning and strategic choices;

(iv) Having adopted a proposal for the appropriation of the profits realized by the Bank for the year ended December 31, 2018 to be submitted to the General Meeting, such proposal encompassing amongst other things the distribution to holders of Preferred Shares (in accordance with their terms) of :

-USD 6.5 per Series "H" Preferred Share (aggregating LL 7,349 million (USD 4.9 million)), - USD 7 per Series "I" Preferred Share (aggregating LL 26,381 million (USD 17.5 million)), - USD 7 per Series "J" Preferred Share (aggregating LL 29,019 million (USD 19.3 million))

and the distribution of dividends to holders of Common Shares (including the Depositary) of LL 829.125 per Common Share (aggregating LL 331,442 million (USD 219.9 million)), in each case, on April 18, 2019 to holders of record as at April 17, 2019;

(v) Having, in compliance with applicable regulations of Banque du Liban and of the Banking Control Commission of Lebanon, and in consideration of the sale by the Bank of certain assets previously acquired in settlement of debts, adopted a proposal for the transfer of an amount of LL 131.3 million (USD 87.1 million) from the account of "Reserves for foreclosed assets" to the account of "Reserves appropriated for Capital Increase";

(vi) Having examined the draft External Auditors special reports in connection with outstanding loans to related parties subject to Article 152 of the Code of Money and Credit ("**Article 152 Loans**") pursuant to which the External Auditors confirmed that loans granted by the Company to related parties during the year ended December 31, 2018 are within applicable legal and

regulatory ceilings, and having thus adopted a proposal to ratify the "Article 152 Loans" granted during 2018 as shown in the following table:

Loans to related parties *Amounts in billions of LL*
(as per Article 152 of the Lebanese Code of Money and Credit)

Total Gross Amount	**145.5**	
Out of which	113.0	Covered by cash collateral in the same currency as the related loan
Total Amount net of cash collateral	**32.5**	
Out of which	23.8	Housing loans covered by first degree mortgages on independently evaluated homes and bearing terms and conditions that are in line with the industry practice and compliant with applicable regulations.
	0.5	Car loans covered by liens on independently evaluated cars and bearing terms and conditions that are in line with the industry practice and compliant with applicable regulations.
Total Amount net of cash collateral, housing loans and car loans	**8.2**	
Out of which	4.9	Covered by real estate mortgages with a sufficient coverage in compliance with applicable regulation and market practice, and granted to the following persons:

Beneficiary	Amount

Total Gross Amount	**145.5**	
Out of which	113.0	Covered by cash collateral in the same currency as the related loan
Total Amount net of cash collateral	**32.5**	
Out of which	23.8	Housing loans covered by first degree mortgages on independently evaluated homes and bearing terms and conditions that are in line with the industry practice and compliant with applicable regulations.
	0.5	Car loans covered by liens on independently evaluated cars and bearing terms and conditions that are in line with the industry practice and compliant with applicable regulations.
Total Amount net of cash collateral, housing loans and car loans	**8.2**	
Out of which	4.9	Covered by real estate mortgages with a sufficient coverage in compliance with applicable regulation and market practice, and granted to the following persons:

Beneficiary	Amount

Total Gross Amount	**145.5**	
Out of which	113.0	Covered by cash collateral in the same currency as the related loan
Total Amount net of cash collateral	**32.5**	
Out of which	23.8	Housing loans covered by first degree mortgages on independently evaluated homes and bearing terms and conditions that are in line with the industry practice and compliant with applicable regulations.
	0.5	Car loans covered by liens on independently evaluated cars and bearing terms and conditions that are in line with the industry practice and compliant with applicable regulations.

(vii) Having, in consideration of the concurrence of the Audit Committee, adopted a proposal to:

-approve the granting, within applicable regulatory ceilings, of loans to parties that are subject to Article 152 of the Code of Money and Credit during the year 2019, aggregating LL 12.5 billion to the following persons:

billions of LL

Total Gross Amount		**145.5**
Out of which	113.0	Covered by cash collateral in the same currency as the related loan
Total Amount net of cash collateral	**32.5**	
Out of which	23.8	Housing loans covered by first degree mortgages on independently evaluated homes and bearing terms and conditions that are in line with the industry practice and compliant with applicable regulations.
	0.5	Car loans covered by liens on independently evaluated cars and bearing terms and conditions that are in line with the industry practice and compliant with applicable regulations.
Total Amount net of cash collateral, housing loans and car loans	**8.2**	
Out of which	4.9	Covered by real estate mortgages with a sufficient coverage in compliance with applicable regulation and market practice, and granted to the following persons:

Beneficiary	Amount
Samir Hanna Chairman & Group Chief Executive Officer	3.1

and

-delegate to the Board the necessary authority to grant such parties (persons that are subject to Article 152 of the Code of Money and Credit) Housing Loans, Car Loans, and Charge Cards (to the extent they abide by the provisions of Article 7 bis of BDL circular 132) as well as facilities against same currency Cash Collateral, and Facilities against same currency Bank Guarantees (to the extent they abide by the provision of Article 8 of BDL circular 132);

(viii) Having examined the draft External Auditors special reports in connection with Article 158 of the Code of Commerce, pursuant to which the External Auditors did not express any remarks in connection with transactions entered into between the Bank and members of the Board of Directors or affiliated companies, and having adopted a proposal to ratify such transactions entered into during 2018 (by virtue of the authorization granted by the general meeting of shareholders on 10 April 2018, and pursuant to Article 158 of the Code of Commerce), such transactions encompassing, in essence (after deduction of dealings with Consolidated Banks, Financial institutions, or Subsidiaries), the following 4 transactions, all of which entered into at arm's length and duly approved by the Board of Directors:

-Acquisition of insurance services and bancassurance (insurance products bundled with banking products sold to the bank's customers) from "LiA insurance", a company where Bank Audi has nominated one of its own executives on the Board (Total amount of premiums and fees paid in 2018 aggregate LL 7.8 billion (USD 5.2 million));

-Provision of loans and financial services to "PinPay s.a.l" (a provider of payment solutions to Bank Audi and to other Lebanese banks and that is 24.41% owned by Bank Audi) aggregating LL 0.68 billion (USD 0.45 million) and the charging of interest on said loans.
During 2018, Bank Audi has subscribed to the capital increase of "PinPay s.a.l." through the aforementioned loans;

-Donation to a cultural foundation bearing the Bank's name (the "Audi Foundation") whose managing board comprises a number of the Bank's Directors and executives, for LL 0.3 billion (USD 0.2 million);

-And other miscellaneous transactions aggregating LL 0.3 billion (USD 0.2 million);

(ix) Having adopted a proposal to authorize the Bank to enter into similar transactions during 2019 (until the next annual ordinary general meeting expected to be held in April 2020);

(x) Having (in consideration of the fact that the term of the current Board of Directors will expire upon the meeting of the General Assembly), nominated the below-listed candidates to the new Board of Directors, each for a three-year term of office, in line with the recommendation of the Corporate Governance and Nomination Committee (the Board having expressed its satisfaction that the nominated candidates benefit from, as a collective body, an adequate superior

knowledge of the financial industry and an excellent understanding of the Company's client base and of the main geographic markets in which the Company is active and that all the candidates have a reputation and track record that demonstrate their ability to make the kind of important and sensitive judgments that the Board is called upon to make):

Nomination Proposal encompassing the re-election of 11 Directors:

Total Gross Amount	**145.5**	
Out of which	113.0	Covered by cash collateral in the same currency as the related loan
Total Amount net of cash collateral	**32.5**	
Out of which	23.8	Housing loans covered by first degree mortgages on independently evaluated homes and bearing terms and conditions that are in line with the industry practice and compliant with applicable regulations.
	0.5	Car loans covered by liens on independently evaluated cars and bearing terms and conditions that are in line with the industry practice and compliant with applicable regulations.
Total Amount net of cash collateral, housing loans and car loans	**8.2**	
Out of which	4.9	Covered by real estate mortgages with a sufficient coverage in compliance with applicable regulation and market practice, and granted to the following persons:

Beneficiary	Amount
Samir Hanna Chairman & Group Chief Executive Officer	3.1
Khalil Geagea Group Head of Financial Institutions & Correspondent Banking	1.0
Hassan Saleh Chief Operating Officer	0.8
Total	**4.9**

Total Net Amount of loans to related parties	**3.3**	Approved by the Board and granted to Senior managers or executive directors (none of whom is one of the non-executive members of the Board), and granted to the following persons:

Beneficiary	Amount
Marc Audi Executive Board Member – Lebanon Country Manager	0.3
Michel Aramouni Deputy General Manager Group Capital Markets	0.4
64 other beneficiaries, non-exceeding 0.5 billion of LL	2.6
Total	3.3

	Against Real	Without Real	Total

Total Gross Amount	**145.5**	
Out of which	113.0	Covered by cash collateral in the same currency as the related loan
Total Amount net of cash collateral	**32.5**	
Out of which	23.8	Housing loans covered by first degree mortgages on independently evaluated homes and bearing terms and conditions that are in line with the industry practice and compliant with applicable regulations.
	0.5	Car loans covered by liens on independently evaluated cars and bearing terms and conditions that are in line with the industry practice and compliant with applicable regulations.
Total Amount net of cash collateral, housing loans and car loans	**8.2**	
Out of which	4.9	Covered by real estate mortgages with a sufficient coverage in compliance with applicable regulation and market practice, and granted to the following persons:

Beneficiary	Amount
Samir Hanna Chairman & Group Chief Executive Officer	3.1
Khalil Geagea Group Head of Financial Institutions & Correspondent Banking	1.0
Hassan Saleh Chief Operating Officer	0.8
Total	**4.9**

Total Net Amount of loans to related parties	**3.3**	Approved by the Board and granted to Senior managers or executive directors (none of whom is one of the non-executive members of the Board), and granted to the following persons:

Beneficiary	Amount
Marc Audi Executive Board Member – Lebanon Country Manager	0.3
Michel Aramouni Deputy General Manager Group Capital Markets	0.4
64 other beneficiaries, non-exceeding 0.5 billion of LL	2.6
Total	3.3

Beneficiary	Against Real Estate collateral	Without Real Estate collateral	Total
Samir Hanna Chairman & Group Chief Executive Officer	6.0	-	6.0
Khalil Geagea Group Head of Financial Institutions & Correspondent Banking	1.0	-	1.0
Hassan Saleh Chief Operating Officer	0.8	0.1	0.9
Chahdan Jebeyli Group Chief Legal and Compliance Officer **Marc Audi**			

Total Gross Amount	**145.5**	
Out of which	113.0	Covered by cash collateral in the same currency as the related loan
Total Amount net of cash collateral	**32.5**	
Out of which	23.8	Housing loans covered by first degree mortgages on independently evaluated homes and bearing terms and conditions that are in line with the industry practice and compliant with applicable regulations.
	0.5	Car loans covered by liens on independently evaluated cars and bearing terms and conditions that are in line with the industry practice and compliant with applicable regulations.
Total Amount net of cash collateral, housing loans and car loans	**8.2**	
Out of which	4.9	Covered by real estate mortgages with a sufficient coverage in compliance with applicable regulation and market practice, and granted to the following persons:

Beneficiary	Amount
Samir Hanna Chairman & Group Chief Executive Officer	3.1
Khalil Geagea Group Head of Financial Institutions & Correspondent Banking	1.0
Hassan Saleh Chief Operating Officer	0.8
Total	**4.9**

Total Net Amount of loans to related parties	**3.3**	Approved by the Board and granted to Senior managers or executive directors (none of whom is one of the non-executive members of the Board), and granted to the following persons:

Beneficiary	Amount
Marc Audi Executive Board Member – Lebanon Country Manager	0.3
Michel Aramouni Deputy General Manager Group Capital Markets	0.4
64 other beneficiaries, non-exceeding 0.5 billion of LL	2.6
Total	3.3

Beneficiary	Against Real Estate collateral	Without Real Estate collateral	Total
Samir Hanna Chairman & Group Chief Executive Officer	6.0	-	6.0
Khalil Geagea Group Head of Financial Institutions & Correspondent Banking	1.0	-	1.0
Hassan Saleh Chief Operating Officer	0.8	0.1	0.9
Chahdan Jebeyli Group Chief Legal and Compliance Officer **Marc Audi**			

Total Gross Amount		**145.5**
Out of which	113.0	Covered by cash collateral in the same currency as the related loan
Total Amount net of cash collateral	**32.5**	
Out of which	23.8	Housing loans covered by first degree mortgages on independently evaluated homes and bearing terms and conditions that are in line with the industry practice and compliant with applicable regulations.
	0.5	Car loans covered by liens on independently evaluated cars and bearing terms and conditions that are in line with the industry practice and compliant with applicable regulations.
Total Amount net of cash collateral, housing loans and car loans	**8.2**	
Out of which	4.9	Covered by real estate mortgages with a sufficient coverage in compliance with applicable regulation and market practice, and granted to the following persons:

Beneficiary	Amount
Samir Hanna Chairman & Group Chief Executive Officer	3.1
Khalil Geagea Group Head of Financial Institutions & Correspondent Banking	1.0
Hassan Saleh Chief Operating Officer	0.8
Total	**4.9**

Total Net Amount of loans to related parties	**3.3**	Approved by the Board and granted to Senior managers or executive directors (none of whom is one of the non-executive members of the Board), and granted to the following persons:

Beneficiary	Amount
Marc Audi Executive Board Member – Lebanon Country Manager	0.3

(xi) Having, by virtue of the authorization previously granted by the general meeting of shareholders, approved:

The payment of fixed remuneration in 2018 to Key Executives, including (x) the chair-CEO, and the executive members of the Bank's Board of Directors and (y) the other non-directors members of the Group Executive Committee (in all 14 persons), aggregating LL 18.2 billion (USD 12 million);

-The payment of a performance-related remuneration to the Chair -Group CEO and to the Directors -members of the Group Executive Committee (5 persons), on the account of the performance of the year 2017 aggregating LL 14.2 billion (USD 9.45 million);

-The constitution of a provision of LL 15.1 billion (USD 10 million) against the anticipated payment of a performance-related remuneration to the Chair -Group CEO and to the Directors -members of the Group Executive Committee (5 persons) on the account of the performance of the year 2018, representing 1.65% of the Bank's consolidated net profits before taxes (i.e. within the ceiling approved by the general meeting of shareholders on 10 April 2018 representing 2% of the Bank's consolidated net profits from continued operations before taxes);

(xii) Having confirmed the managerial responsibilities of the Executive Directors and having adopted a proposal to:

-Confirm the resolution of the Annual Ordinary General Assembly dated 10 April 2018 granting the Executive Directors an annual performance-related cash remuneration, to be determined by the Board of Directors, and not exceeding, in aggregate, 2% of the Bank's consolidated net profits from continued operations before taxes for the financial years 2017 to 2021 inclusive; and

-Maintain the fixed remuneration arrangements of the Executive Directors and the General Managers members of the Executive Committee who are not members of the Board of Directors unchanged from the previous year;

(xiii) Having, pursuant to Article 158 of the Code of Commerce, adopted a proposal (i) to note the implementation of the annual remuneration arrangement to the independent directors (a total of 4 persons), as previously authorized by the General Assembly of shareholders, aggregating LL 2.25 billion (USD 1.49 million) per annum (x) for their chairmanship or membership of certain Board committees (the Audit Committee, the Risk Committee, the Governance and Nomination Committee, the Remuneration Committee and the Compliance/AML/CFT Board Committee), and/or (y) for their assistance to the Board and its committees (and to the boards of banking subsidiaries and their committees) including in control and governance oversight matters and in risk oversight matters (all implemented by virtue of the authorization previously granted by the general meeting of shareholders); and

to authorize the payment, in 2019, of a similar annual remuneration to the independent Directors aggregating LL 2.25 billion (USD 1.49 million).

(xiv) Having adopted a proposal to (i) note the payment in 2018 of attendance fees to the non-executive members of the Board (a total of 5 persons) amounting to LL 50 million for each Director (as authorized previously by the general meeting of shareholders); and (ii) authorize similar payments in 2019;

(xv) Having adopted a proposal to authorize the participation of certain Board members in the boards of controlled subsidiaries of the Bank, and in one instance, in the Board of a non-competing Bank;

(xvi) Having, pursuant to the matters mentioned under points (vi) to (xv) above, adopted the "Special Report of the Board of Directors" produced in accordance with Article 152 of the Code of Money and Credit and Article 158 of the Code of Commerce and summarizing (x) the transactions entered into by the Bank with related parties (including affiliated companies and members of the Board of Directors) during the year ended December 31, 2018 and (y) the remuneration of the members of the Board and of the General Managers who are members of the Executive Committee; and

(xvii) Having adopted a recommendation of the Audit Committee (x) to re-appoint "BDO, Semaan, Gholam & Co." and "Ernst & Young" as joint External Auditors of the Company for the financial years 2019, 2020 and 2021 and (y) to set their audit fees for the financial year ending December 31, 2019 at USD 1,350,000 (USD 675,000 to each auditing firm) (unchanged with respect to 2018).

Resolved to recommend to the General Assembly to adopt the following resolutions:

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.

All as per the aforementioned Board reports, proposals and recommendations.

VOTING INSTRUCTIONS

Each Holder is hereby requested to return to the Depositary voting instructions, in the form provided separately by the Depositary for this purpose, by which such Holder may give instructions to the Depositary to vote for or against each and any resolution specified in the agenda for the General Meeting.

In order for a voting instruction to be valid, the above-mentioned form of voting instructions must be completed and duly signed by the respective Holder (or in the case of instructions received from the clearing systems should be received by authenticated SWIFT message or market standard authenticated message format) and returned to the Depositary by the date that the Depositary shall specify in such form of voting instructions.

INFORMATION REGARDING BANK AUDI S.A.L.

For information regarding the Bank, Holders are advised to review the following documents:

- The Bank's Annual Report for 2018 encompassing:
  - The Audited financial statements of the Bank as of and for the year ended December 31, 2018 and the accompanying notes and auditors' report;
  - The "Management Discussion and Analysis" which summarizes the Bank's activity during the year ended December 31, 2018.

The above documents can be downloaded from Bank Audi's website: www.bankaudigroup.com or may be obtained free of charge from the Bank and the Depositary at the addresses set forth below:

The Depositary:

Bank of New York Mellon – Depositary Receipts 240 Greenwich Street, 22nd Floor New York, NY 10286 Attn: Mr. Tony Tooma Email: tony.tooma@bnymellon.com Phone: 1 (212) 815 -2136

The Bank:

Bank Audi s.a.l. Bab Idriss Omar Daouk Street Bank Audi Plaza, P.O. Box 11-2560 Beirut Lebanon Attn: The Group Corporate Secretary Email: Corporate.Secretary@bankaudi.com.lb

Daily Bulletin – 26/03/2019

- **Auditors' Special Report:**

Bank Audi SAL publishes the **Auditors' Special Report** drafted according to article 158 of the Code of Commerce for the year ended December 31, 2017.

Daily Bulletin – 22/03/2019

- **2018 Annual Report:**

Bank Audi sal's Annual Report for the year ended 31 December 2018 (the "Annual Report") encompassing, among other things, the Financial Statements and notes, the External Auditors' report, and the Management Discussion & Analysis is available from the address below:

The Group Corporate Secretary

Bank Audi sal

Audi Plaza – Bab Idriss

PO. Box 11-2560

Beirut - Lebanon

The Annual Report can also be downloaded from the Company's website at www.bankaudigroup.com or by clicking on the following link: https://www.bankaudigroup.com/Library/Assets/AnnualReport2018.pdf

Daily Bulletin – 22/03/2019

- **Dividend Distribution Proposal:**

In its meeting held on March 20, 2019, the Board of Directors of Bank Audi S.A.L resolved to propose to the Annual Ordinary General Assembly the distribution of a dividend of LBP 829.125 per common share. Subject to the General Assembly's approval, such dividends will be paid, after deduction of applicable taxes, on or about April 18, 2019 to holders of common shares as at April 17, 2019 (Record Date), according to the records of Midclear S.A.L (The Central Depository).

Daily Bulletin – 22/03/2019

- **BANK AUDI SAL ANNOUNCES THE FINANCIAL STATEMENTS OF ODEA BANK A.S. (TURKEY) AS AT DECEMBER 31, 2018:**

Bank Audi sal announces that its subsidiary, Odea Bank A.S. (Turkey), has published its financial statements (in Turkish) as at and for the period ended December 31, 2017.
A summary in English of the financial statements can be viewed at Bank Audi's website:
http://www.bankaudigroup.com/group/financials-of-odeabank-as
For additional information, you may address your e-mails to corporate.secretary@banqueaudi.com .

Daily Bulletin – 28/02/2019

- **Bank Audi S.A.L. - Notice of Change of Depositary Bank**

Bank Audi S.A.L. (the "**Company**") announces that a new deposit agreement (amended and restated Regulation S and Rule 144A Deposit Agreement relating to a Deposit Agreement originally dated 23 October 1997, as amended and restated on 10 May 2010) (the "**Agreement**") for the issuance of global depositary receipts (the "**GDR Programme**") with The Bank of New York Mellon shall become effective from 25 February 2019 (with certain amendments to the existing Deposit Agreement taking effect on the date which is three months from 25 February 2019).
The Bank of New York Mellon replaces Deutsche Bank Trust Company Americas as Depositary under the Agreement effective from 25 February 2019. The custodian (the "**Custodian**") under the GDR Programme, Bank Audi S.A.L. shall also be replaced by Midclear S.A.L. with effect from 25 February 2019.
Information regarding the new depositary:
The Bank of New York Mellon is a state-chartered New York banking corporation and a member of the U.S. Federal Reserve System, subject to regulation and supervision principally by the U.S. Federal Reserve Board and the New York State Banking Department. The Bank of New York Mellon was constituted in 1784 in the State of New York. It is a wholly owned subsidiary of The Bank of New York Mellon Corporation, a New York bank holding company.
Established in 2007 from the merger of Mellon Financial Corporation and The Bank of New York Company Inc., The Bank of New York Mellon Corporation is a leading asset management and securities servicing company.
The Bank of New York Mellon Corporation's registered address is 225 Liberty Street, New York, New York 10286 and its principal administrative offices are located at 101 Barclay Street, 22 floor, New York, New York 10286.
GDR Holders do not need to take any action in connection with this notice.
Certified or conformed copies of the Agreement shall be filed with The Bank of New York Mellon and the Custodian and shall be available to Holders for inspection during normal business

hours on any business day at the specified offices of The Bank of New York Mellon and any Agent and at the Main Office of the Custodian.
For more information regarding The Bank of New York Mellon, please visit www.bnymellon.com.
Enquiries:
Bank Audi s.a.l.
Bab Idriss, Omar Daouk Street
Bank Audi Plaza, P.O. Box 11-2560
Beirut - Lebanon
Attn: The Group Corporate Secretary
corporate.secretary@bankaudi.com.lb

Daily Bulletin – 20/02/2019

- **Unaudited Consolidated Financial Results December 31, 2018:**

Bank Audi sal publishes its Unaudited Consolidated Financial Results for the year ended December 31, 2018. Report can be accessed by using the following URL:

http://www.bse.com.lb/Portals/0/Audi%20Financial%20Eng%20Dec%202018.pdf

Daily Bulletin – 31/01/2019

- **BANK AUDI SAL ANNOUNCES THE FINANCIAL STATEMENTS OF BANK AUDI SAE (EGYPT) AS AT SEPTEMBER 30, 2018:**

Bank Audi sal announces that its wholly-owned subsidiary, Bank Audi sae (Egypt), has published its financial statements as at and for the period ended September 30, 2018. A summary in English of the financial statements can be viewed at Bank Audi's website:
http://www.bankaudigroup.com/group/financials-of-bank-audi-sae-egypt
For additional information, you may address your e-mails to
corporate.secretary@bankaudi.com.lb

Daily Bulletin – 27/11/2018

- **BANK AUDI SAL ANNOUNCES THE FINANCIAL STATEMENTS OF ODEA BANK A.S. (TURKEY) AS AT SEPTEMBER 30, 2018:**

Bank Audi sal announces that its subsidiary, Odea Bank A.S. (Turkey), has published its financial statements (in Turkish) as at and for the period ended September 30, 2018.
A summary in English of the financial statements can be viewed at Bank Audi's website:
http://www.bankaudigroup.com/group/financials-of-odeabank-as
For additional information, you may address your e-mails to corporate.secretary@banqueaudi.com .

Daily Bulletin –8/11/2018

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- **Unaudited Consolidated Financial Results September 30, 2018:**

Bank Audi sal publishes its Unaudited Consolidated Financial Results for the period ended September 30, 2018. Report can be accessed by using the following URL:

http://www.bse.com.lb/Portals/0/Audi%20Financial%20Eng%20Sep%202018.pdf

Daily Bulletin – 31/10/2018

- **Cancellation of Preferred Shares series "G":**

The Beirut Stock Exchange decided to de-list the 1,500,000 Series G Preferred Shares issued by Bank Audi SAL from the official market of the stock exchange, as the Bank completed the processes for the cancelation of these shares; and took note of the Bank's capital increase that is now LBP 677,601,170,680 divided into 405,749,204 common and preferred shares having a nominal value of LBP 1670 per share. (Circular 472/2018)

Daily Bulletin –22/10/2018

- **Resolution adopted by the Extraordinary General Meeting of Shareholders of October 17, 2018:**

Resolution adopted by the Extraordinary General Meeting of Shareholders of October 17, 2018:
Sole resolution: Confirmation of the adequate implementation of the cancelation of the Series "G" Preferred Shares and the accompanying increase of the Bank's share capital in order to round the nominal value of each individual share up to L.L. 1,670; and granting discharge to the Chairman and members of the Board of Directors of the Bank in respect of activities related to the cancellation and capital increase.
Pursuant to its resolution dated July 27, 2018 to cancel all the Series "G" Preferred Shares and increase the Bank's capital from L.L. 677,255,426,252 to L.L. 677,601,170,680, i.e. by an amount of L.L. 345,744,428 through the increase of the nominal value of each share to become L.L. 1,670 instead of L.L. 1,663, and after examining the approval letter issued by the Central Bank on September 10, 2018 and the report of the External Auditors, the Extraordinary General Meeting of shareholders of Bank Audi resolves to: - Confirm and approve the adequate completion of all formalities and actions undertaken to execute the aforementioned resolution of cancellation of Series "G" Preferred Shares and capital increase; - Declare that Bank Audi's capital is now L.L. 677,601,170,680, fully paid and divided into 405,749,204 nominal shares having a par value of L.L. 1,670 each; - Declare, pursuant to the above, that the amendment of articles 6 and 8 of the Bank's By-laws as per the second resolution of the Extraordinary General Meeting held on July 27, 2018 is now effective; - Grant discharge to the Chairman and members of the Board of Directors in respect of all activities related to the cancellation of the Series "G" Preferred Shares and the capital increase through the increase of the nominal value of each share, and grant the Chairman of the Board of Directors – General Manager and Group CEO, Mr. Samir Hanna (acting singly) or any two Directors – General Managers (acting jointly) the necessary powers to carry out all legal formalities in connection with the publication, registration and execution of all related documents with the authority to further delegate all or part of the aforementioned powers hereby granted to them.

Daily Bulletin –18/10/2018

BANK AUDI S.A.L.
Bab Idriss - Omar Daouk Street Bank
Audi Plaza, P.O. Box 11-2560 Beirut
– Lebanon

INFORMATION STATEMENT

September 27, 2018

Dear Global Depositary Receipt Holder:

Reference is hereby made to the Amended and Restated Deposit Agreement dated May 10, 2010 (the "**Deposit Agreement**") between Bank Audi s.a.l. (the "**Bank**") and Deutsche Bank Trust Company Americas, as depositary (the "**Depositary**"), relating to Global Depositary Receipts issued in respect of common shares of the Bank (the **"GDRs"**), each GDR representing one common share of the Bank with a nominal value LBP 1,663 per common share (each a "**Common Share**"). Capitalized terms used herein without otherwise being defined shall have the respective meanings assigned thereto in the Deposit Agreement.

The Depositary, as the shareholder of record of Common Shares evidenced by GDRs, has received notice of an Extraordinary General Meeting of the Shareholders of the Bank to be held on October 17, 2018 (the "**General Meeting**"), at the Bank's head office in Beirut, which (among other things) sets forth the agenda for such General Meeting. References in this Information Statement (this "**Information Statement**") to the "**Holder**" of any GDR shall mean the person registered as the holder of such GDR on the books of the Depositary. In accordance with Clause 13 of the Deposit Agreement and Condition 23 of the GDRs, a copy of such notice and agenda is being sent hereby to each person who is a Holder on September 28, 2018, which is the record date (the "**Record Date**") established by the Depositary for this purpose (which is as near as practicable to October 16, 2018, being the corresponding record date set by the Bank in respect of the General Meeting).

As set forth in such notice, at the General Meeting, shareholders of the Bank, including the Depositary, will be asked to consider and vote upon the following agenda**:**

• The verification of the adequate implementation of the first resolution adopted by the Extraordinary General Meeting of shareholders held on July 27, 2018 in connection with the cancellation of the Series "G" Preferred Shares and the accompanying increase of the Bank's share capital in order to round the nominal value of each individual share up to L.L. 1,670; and the discharge of the Chairman and members of the Board of Directors of the Bank in respect of activities related to the Cancellation and Capital Increase.

Each Holder is hereby requested to return to the Depositary voting instructions, as provided in this Information Statement, by which such Holder may give instructions to the Depositary to vote for or against the resolution specified in such agenda.

After careful consideration, the Board of Directors recommends a vote in favour of the aforementioned resolution.

Yours very truly,

Samir Hanna
Chairman of the Board of Directors
Group Chief Executive Officer

Bank Audi

INFORMATION STATEMENT

Table of Contents

Page

AVAILABLE INFORMATION..... 3

VOTING RIGHTS OF HOLDERS 3

SUMMARY BACKGROUND INFORMATION 3

VOTING INSTRUCTIONS 4

INFORMATION REGARDING BANK AUDI S.A.L. 5

AVAILABLE INFORMATION

No person has been authorized to give any information or to make any representation other than those contained in this Information Statement, and, if given or made, such information or representation must not be relied upon as having been authorised by the Bank. No delivery of this Information Statement shall, under any circumstances, create any implication that there has been no change in the affairs of the Bank since the date of this Information Statement or that any information contained or referred to herein is correct as of any time subsequent to the date as of which it is given. This Information Statement does not constitute the solicitation of a proxy to or from any person in any jurisdiction to or from whom it is unlawful to make such offer or solicitation within such jurisdiction. This Information Statement is not an offer of any securities by any person in any jurisdiction.

VOTING RIGHTS OF HOLDERS

In accordance with Condition 12 of the GDRs, the Depositary is seeking voting instructions from the Holders in order to exercise or cause to be exercised the voting rights in respect of the Deposited Shares as directed by such voting instructions to the extent permitted by Lebanese law.

Common Shares which have been withdrawn from the deposit facility under the Deposit Agreement and transferred on the Bank's register of members to a person other than the Depositary or its nominee may be voted by the registered owner thereof; however, Holders may not receive sufficient advance notice of the General Meeting to enable them to withdraw Deposited Shares and vote at the General Meeting.

SUMMARY BACKGROUND INFORMATION

I. Verification of the cancelation of the Series "G" Preferred Shares and the increase of the nominal value of each individual share up to LBP 1,670

On July 27, 2018, the Extraordinary General Meeting of Shareholders of the Bank (the "**July EGM**") resolved, based on the Board of Directors' recommendation, to (i) approve the cancelation of the 1,500,000 then outstanding Series "G" Preferred Shares, and the concomitant increase of the nominal value of all remaining shares (including both Common Shares and Preferred Shares) comprising the share capital of the Bank by an amount equivalent to the aggregate nominal value of the cancelled Preferred Shares and (ii) increase the Bank's share capital by an amount of LBP 345,744,428 through the incorporation of general reserves in order to round the nominal value of each individual share up to LBP 1,670.

On September 5, 2018, the Central Bank of Lebanon acting through its Central Council approved the resolutions of the July EGM.

On September 24, 2018, the External Auditors issued their report stating that the aforementioned cancelation of shares and capital increase were duly implemented.

II. Summary of Matters Submitted to the General Meeting for Approval

Accordingly, the Board of Directors of the Bank has convened the General Assembly to consider and approve the following resolution:

• The verification of the adequate implementation of the first resolution adopted by the Extraordinary General Meeting of shareholders held on July 27, 2018 in connection with the cancellation of the Series "G" Preferred Shares and the accompanying increase of the Bank's share capital in order to round the nominal value of each individual share up to L.L. 1,670; and the discharge of the Chairman and members of the Board of Directors of the Bank in respect of activities related to the Cancellation and Capital Increase.

VOTING INSTRUCTIONS

Each Holder is hereby requested to return to the Depositary voting instructions, in the form provided separately by the Depositary for this purpose, by which such Holder may give instructions to the Depositary to vote for or against the resolution specified in the agenda for the General Meeting.

In order for a voting instruction to be valid, the above-mentioned form of voting instructions must be completed and duly signed by the respective Holder (or in the case of instructions received from the clearing systems should be received by authenticated SWIFT message or market standard authenticated message format) and returned to the Depositary by the date that the Depositary shall specify in such form of voting instructions.

INFORMATION REGARDING BANK AUDI S.A.L.

For information regarding the Bank, Holders are advised to review the following documents:

- The Bank's Annual Report for 2017 encompassing:
  - The audited financial statements of the Bank as of and for the year ended December 31, 2017 and the accompanying notes and auditors' report;
  - The "Management Discussion and Analysis" which summarizes the Bank's activity during the year ended December 31, 2017;
- The consolidated unaudited financial statements of the Bank as at June 30, 2018.

The above documents (in Arabic or English, or both, as the case may be) can be downloaded from Bank Audi's website: www.bankaudigroup.com or may be obtained free of charge from the Bank and the Depositary at the addresses set forth below:

The Depositary:

Deutsche Bank Trust Company Americas
Winchester House
1 Great Winchester Street
London EC2N 2DB
Attn: Ms. Katia Levy-Thevenon

The Bank:

Bank Audi s.a.l.
Bab Idriss Omar Daouk Street Bank
Audi Plaza, P.O. Box 11-2560
Beirut Lebanon

Attn: The Group Corporate Secretary

Daily Bulletin – 28/09/2018

- **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 10:30 a.m. on Wednesday October 17, 2018 at the Bank's Head Office located at Audi Plaza, Bab Idriss, Beirut Commercial Central District, in order to examine the following agenda:

The verification of the adequate implementation of the first resolution adopted by the Extraordinary General Meeting of shareholders held on July 27, 2018 in connection with the cancellation of the Series "G" Preferred Shares and the accompanying increase of the Bank's share capital in order to round the nominal value of each individual share up to L.L. 1,670; and the discharge of the Chairman and members of the Board of Directors of the Bank in respect of activities related to the Cancellation and Capital Increase.

Daily Bulletin – 28/09/2018

- **BANK AUDI SAL ANNOUNCES THE FINANCIAL STATEMENTS OF BANK AUDI SAE (EGYPT) AS AT JUNE 30, 2018:**

BANK AUDI SAL ANNOUNCES THE FINANCIAL STATEMENTS OF BANK AUDI SAE (EGYPT) AS AT JUNE 30, 2018

Bank Audi sal announces that its wholly-owned subsidiary, Bank Audi sae (Egypt), has published its financial statements as at and for the period ended June 30, 2018.
A summary in English of the financial statements can be viewed at Bank Audi's website:
http://www.bankaudigroup.com/group/financials-of-bank-audi-sae-egypt
For additional information, you may address your e-mails to corporate.secretary@bankaudi.com.lb.

Daily Bulletin –17/08/2018

- **BANK AUDI SAL ANNOUNCES THE FINANCIAL STATEMENTS OF ODEA BANK A.S. (TURKEY) AS AT JUNE 30, 2018:**

Bank Audi sal announces that its subsidiary, Odea Bank A.S. (Turkey), has published its financial statements (in Turkish) as at and for the period ended June 30, 2018.
A summary in English of the financial statements can be viewed at Bank Audi's website:
http://www.bankaudigroup.com/group/financials-of-odeabank-as
For additional information, you may address your e-mails to corporate.secretary@banqueaudi.com .

Daily Bulletin –10/08/2018

- **Unaudited Consolidated Financial Results June 30, 2018:**

Bank Audi sal publishes its Unaudited Consolidated Financial Results for the period ended June 30, 2018. Report can be accessed by using the following URL:

http://www.bse.com.lb/Portals/0/AUDI%20Financials%20Eng%20June%202018.pdf

Daily Bulletin – 31/07/2018

- **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 depositary 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.

Daily Bulletin – 30/07/2018

- **Information Statement:**

BANK AUDI S.A.L.
Bab Idriss - Omar Daouk Street
Bank Audi Plaza, P.O. Box 11-2560
Beirut - Lebanon
INFORMATION STATEMENT

July 10, 2018

Dear Global Depositary Receipt Holder:

Reference is hereby made to the Amended and Restated Deposit Agreement dated May 10, 2010 (the"**Deposit Agreement**") between Bank Audi s.a.l. (the "**Bank**") and Deutsche Bank Trust Company Americas, as depositary (the "**Depositary**"), relating to Global Depositary Receipts issued in respect of common shares of the Bank (the "**GDRs**"), each GDR representing one common share of the Bank with a nominal value LL 1,663 per common share (each, a "**Common Share**"). Capitalized terms used herein without otherwise being defined shall have the respective meanings assigned thereto in the Deposit Agreement.

The Depositary, as the shareholder of record of Common Shares evidenced by GDRs, has received notice of an Extraordinary General Meeting of the Shareholders of the Bank to be held on July 27, 2018 (the "**General Meeting**") at the Bank's head office in Beirut, which (among other things) sets forth the agenda for such General Meeting. References in this Information Statement (this "**Information Statement**") to the "**Holder**" of any GDR shall mean the person registered as the holder of such GDR on the books of the Depositary. In accordance with Clause 13 of the Deposit Agreement and Condition 23 of the GDRs, a copy of such notice and agenda is being sent hereby to each person who is a Holder on July 10, 2017, which is the record date (the "**Record Date**") established by the Depositary for this purpose (which is as near as practicable to July 26, 2018, being the corresponding record date set by the Bank in respect of the General Meeting).

As set forth in such notice, at the General Meeting shareholders of the Bank, including the Depositary, will be asked to consider and vote upon the following agenda:

1. The cancellation of 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;
2. The amendment of the Bank's By-Laws, including, in particular articles 6 and 8, in order to reflect the foregoing;
3. The submission of the actions described in items 1 and 2 for approval by the Central Bank of Lebanon; and
4. The granting to the Chairman of the Board of Directors (acting singly) or any 2 Directors – General Managers (acting jointly) of the necessary powers in order to implement the foregoing resolutions.

Each Holder is hereby requested to return to the Depositary voting instructions, as provided in this Information Statement, by which such Holder may give instructions to the Depositary to vote for or against each and any resolution specified in such agenda.

After careful consideration, the Board of Directors recommends a vote in favour of each such resolution.

Yours very truly,

Samir Hanna
Chairman of the Board of Directors
Group Chief Executive Officer

Bank Audi

INFORMATION STATEMENT

Table of Contents

Page

AVAILABLE INFORMATION..... 3
VOTING RIGHTS OF HOLDERS..... 3
SUMMARY BACKGROUND INFORMATION 3
VOTING INSTRUCTIONS 5
INFORMATION REGARDING BANK AUDI S.A.L. 6

AVAILABLE INFORMATION

No person has been authorized to give any information or to make any representation other than those contained in this Information Statement, and, if given or made, such information or representation must not be relied upon as having been authorised by the Bank. No delivery of this Information Statement shall, under any circumstances, create any implication that there has been no change in the affairs of the Bank since the date of this Information Statement or that any information contained or referred to herein is correct as of any time subsequent to the date as of which it is given. This Information Statement does not constitute the solicitation of a proxy to or from any person in any jurisdiction to or from whom it is unlawful to make such offer or solicitation within such jurisdiction. This Information Statement is not an offer of any securities by any person in any jurisdiction.

VOTING RIGHTS OF HOLDERS

In accordance with Condition 12 of the GDRs, the Depositary is seeking voting instructions from the Holders in order to exercise or cause to be exercised the voting rights in respect of the Deposited Shares as directed by such voting instructions to the extent permitted by Lebanese law.

Common Shares, which have been withdrawn from the deposit facility under the Deposit Agreement and transferred on the Bank's register of members to a person other than the Depositary or its nominee may be voted by the registered owner thereof; however, Holders may not receive sufficient advance notice of the General Meeting to enable them to withdraw Deposited Shares and vote at the General Meeting.

SUMMARY BACKGROUND INFORMATION

I. Redemption and Cancellation of the Series "G" Preferred Shares and Increase of the Bank's Capital

In 2013, Bank Audi issued 1,500,000 Redeemable Series "G" Preferred Shares at an issue price of U.S.$100.00 per Series "G" Preferred Share. Each Series "G" Preferred Share carries annual distribution rights of U.S.$6.00. The terms of the Series "G" Preferred Shares provide, among other things, that the Bank may, at its option and subject to certain conditions, redeem and cancel all of the Series "G" Preferred Shares within 60 days following the later of (a) the date of the Ordinary General Meeting at which the annual audited financial statements of the Bank for the year ended 31 December 2017 are approved (which was held in April 2018) or (b) within 60 days following the fifth anniversary of the date of the Confirmation EGM (i.e. within 60 days following June 21, 2018), in the Bank's sole discretion, at a redemption price of U.S.$100 per share plus any declared but unpaid Series "G" Distributions (as defined in the terms of the Series "G" Preferred Shares).

In its meeting held on March 20, 2018, the Board of Directors of the Bank resolved to redeem and cancel the Series "G" Preferred Shares. The Bank has confirmed that all conditions precedent to the redemption of the Series "G" Preferred Shares have been fulfilled, including that the Bank is in compliance with all relevant applicable ratios and regulations of the Central Bank of Lebanon, as well as the availability of

sufficient free reserves for the purpose of such redemption. Such redemption is expected to be completed on or around July 10, 2018.

Pursuant to the terms of the Series "G" Preferred Shares, upon the redemption of the Series "G" Preferred Shares, the shares shall be cancelled and the nominal value of each of the remaining shares constituting the outstanding share capital of the Bank shall be adjusted to reflect such cancellation. This adjustment of the nominal value of each remaining share would result in the increase of the nominal value of each of the remaining shares constituting the Bank's outstanding share capital from LL 1,663 to LL 1,669.14789. In order to round the nominal value of each individual share up to LL 1,670 for practical purposes, the Board of Directors has resolved, subject to the approval of the General Assembly and of the Central Bank of Lebanon, to increase the capital of the Bank by LL 345,744,428 through the incorporation of free reserves into the capital of the Bank.

II. Amendments to the By-Laws

Pursuant to applicable regulations, the approval of the actions described under section I above necessitates resulting amendments to the Bank's By-Laws.

Accordingly, in its meeting held on July 9, 2018, the Board of Directors resolved to propose to the General Assembly to approve, upon its approval of each or all of the actions described above, the amendment of Articles 6 and 8 of the Bank's By-Laws to reflect the matters specified under section I above.

III. Grant of Power

In its meeting held on July 9, 2018, the Board of Directors noted that the actions described under sections I and II above require the obtaining of certain authorizations and the completion of certain other acts. Accordingly, the Board of Directors resolved to propose to the General Assembly to, upon its approval of the actions described under sections I to II above, empower the Chairman of the Board of Directors (acting singly) or any two Directors – General Managers (acting jointly) to seek all necessary approvals (including, in particular, the approval of the Central Bank of Lebanon acting through its Central Council) and to perform all acts as may be necessary or advisable in the completion of such matters as are approved.

IV. Summary of Matters Submitted to the General Assembly for Approval

Accordingly, the Board of Directors of the Bank has convened the General Assembly to consider and approve the following resolutions:

1. The cancellation of 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;
2. The amendment of the Bank's By-Laws, including, in particular articles 6 and 8, in order to reflect the foregoing;
3. The submission of the actions described in items 1 and 2 for approval by the Central Bank of Lebanon; and
4. The granting to the Chairman of the Board of Directors (acting singly) or any 2 Directors – General Managers (acting jointly) of the necessary powers in order to implement the foregoing resolutions.

VOTING INSTRUCTIONS

Each Holder is hereby requested to return to the Depositary voting instructions, in the form provided separately by the Depositary for this purpose, by which such Holder may give instructions to the Depositary to vote for or against each and any resolution specified in the agenda for the General Meeting.

In order for a voting instruction to be valid, the above-mentioned form of voting instructions must be completed and duly signed by the respective Holder (or in the case of instructions received from the clearing systems should be received by authenticated SWIFT message or market standard authenticated message format) and returned to the Depositary by the date that the Depositary shall specify in such form of voting instructions.

INFORMATION REGARDING BANK AUDI S.A.L.

For information regarding the Bank, Holders are advised to review the following documents:

- The Bank's Annual Report for 2017 encompassing:
o The audited financial statements of the Bank as of and for the year ended December 31, 2017 and the accompanying notes and auditors' report;
o The "Management Discussion and Analysis" which summarizes the Bank's activity during the year ended December 31, 2017;
- The consolidated unaudited financial statements of the Bank as at March 31, 2018.

The above documents (in Arabic or English, or both, as the case may be) can be downloaded from Bank Audi's website: www.bankaudigroup.com or may be obtained free of charge from the Bank and the Depositary at the addresses set forth below:

The Depositary:

Deutsche Bank Trust Company Americas
Winchester House
1 Great Winchester Street
London EC2N 2DB
Attn: Ms. Katia Levy-Thevenon

The Bank:

Bank Audi s.a.l.
Bab Idriss
Omar Daouk Street
Bank Audi Plaza, P.O. Box 11-2560
Beirut
Lebanon
Attn: The Group Corporate Secretary

- **<u>Notice of Extraordinary General Meeting:</u>**

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 10:30 a.m. on Friday July 27, 2018 at the Bank's Head Office located at Audi Plaza, Bab Idriss, Beirut Commercial Central District, in order to examine the following agenda:

- The cancellation of 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 amendment of the Bank's By-Laws, including, in particular articles 6 and 8, in order to reflect the foregoing;
- The submission of the actions described in items 1and 2 for approval by the Central Bank of Lebanon; and
- The granting to the Chairman of the Board of Directors (acting singly) or any 2 Directors – General Managers (acting jointly) of the necessary powers in order to implement the foregoing resolutions.

Daily Bulletin – 10/07/2018

- **Cancellation of Preferred Shares Series "G":**

In reference to the decision of the Board of Directors of Bank Audi SAL relating to the redemption of all Series G preferred shares within a period of 60 days following June 21, 2018, and in reference to the approval of the Central Bank of Lebanon on the above stated decision and upon the request of the Bank to cease trading in Series G Preferred shares, the Beirut Stock Exchange decided to cease trading in Bank Audi Series G Preferred Shares as of the beginning of the trading session of Thursday July 05, 2018. (Circular 468/2018)

Daily Bulletin – 03/07/2018

- **Announcement:**

BANK AUDI ANNOUNCES ITS INTENTION TO REDEEM AND CANCEL THE SERIES G PREFERRED SHARES.

For immediate release -Bank Audi announces its intention to redeem and cancel all the 1,500,000 outstanding Non-Cumulative Redeemable Series G Preferred Shares of the Bank issued in June 2013.

The redemption is expected to take place on or around 10 July 2018.

This announcement is for information only.
For further information:
Corporate Secretariat

Farid Lahoud
Group Corporate Secretary
Corporate.secretary@bankaudi.com.lb

Daily Bulletin – 03/07/2018

- **BANK AUDI SAL ANNOUNCES THE FINANCIAL STATEMENTS OF BANK AUDI SAE (EGYPT) AS AT MARCH 31, 2018:**

Bank Audi sal announces that its wholly-owned subsidiary, Bank Audi SAE (Egypt), has published its financial statements (in Arabic) as at and for the period ended March 31, 2018.

A summary in English of the financial statements can be viewed at Bank Audi's website: http://www.bankaudigroup.com/group/financials-of-bank-audi-sae-egypt .

For additional information, you may address your e-mails to corporate.secretary@banqueaudi.com.

Daily Bulletin – 28/05/2018

- **BANK AUDI SAL ANNOUNCES THE FINANCIAL STATEMENTS OF ODEA BANK A.S. (TURKEY) AS AT MARCH 31, 2018:**

Bank Audi sal announces that its subsidiary, Odea Bank A.S. (Turkey), has published its financial statements (in Turkish) as at and for the period ended March 31, 2018.
A summary in English of the financial statements can be viewed at Bank Audi's website: http://www.bankaudigroup.com/group/financials-of-odeabank-as
For additional information, you may address your e-mails to corporate.secretary@banqueaudi.com .

Daily Bulletin –11/05/2018

- **Unaudited Consolidated Financial Results March 31, 2018:**

Bank Audi sal publishes its Unaudited Consolidated Financial Results for the period ended March 31, 2018. Report can be accessed by using the following URL:

http://www.bse.com.lb/Portals/0/Audi%20FS%20Q1%202018%20English.pdf

Daily Bulletin – 27/04/2018

- **Ex-Dividend Date:**

In reference to the announcement issued by Bank Audi SAL relating to the decision of the Annual Ordinary General Assembly of shareholders of April 10, 2018 to distribute dividends for the holders of shares on record as at April 13, 2018 (Record date), the Beirut Stock Exchange declares that the Ex-dividend date of the shares of Bank Audi SAL is Wednesday, April 11, 2018. **(Circular 464/2018)**

- **Dividend Declaration:**

The Ordinary General Assembly of Shareholders of Bank Audi sal convened on April 10, 2018 and resolved, among other things, to (i) approve the Bank's accounts for the year 2017 and (ii) declare a gross distribution of dividends as follows: - To Holders of Series "G" Preferred Shares a total of USD 9 Million on the basis of USD 6 per share. - To Holders of Series "H" Preferred Shares a total of USD 4.875 Million on the basis of USD 6.5 per share. - To Holders of Series "I" Preferred Shares a total of USD 17.5 Million on the basis of USD 7 per share. - To Holders of Series "J" Preferred Shares a total of USD 11 Million on the basis of USD 4 per share. - To Holders of Common Shares: a total of LBP 331.4 Billion on the basis of LBP 829.125 per share. Dividends will be paid through Midclear S.A.L (after deduction of the withholding tax where applicable) starting April 16, 2018 for the holders of shares as at April 13, 2018 (Record Date), according to the records of Midclear S.A.L.

Daily Bulletin – 11/04/2018

- **Auditors' Special Report:**

Bank Audi SAL publishes the **Auditors' Special Report** drafted according to article 158 of the Code of Commerce for the year ended December 31, 2017.

Daily Bulletin – 31/03/2018

- **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 Tuesday April 10, 2018 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, 2017 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, 2017, 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, 2017;

2. To appropriate the 2017 profits in accordance with 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 transfers from various reserve accounts to the general non-distributable reserves account;

5. To ratify loans granted during the year 2017 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 2018, 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, 2017 that are subject to Article 158 of the Code of Commerce and to authorise the Bank to enter into similar transactions during the year 2018;

8. 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;

9. 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

10. To determine the External Auditors' fees for the year 2018.

The Board of Directors
Shareholders can download the Annual Report for the year 2017, 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

Daily Bulletin – 23/03/2018

- **Dividend Distribution Proposal:**

In its meeting held on March 20, 2018, the Board of Directors of Bank Audi sal resolved to propose to the Annual Ordinary General Assembly the distribution of a dividend of **LBP 829.125** per common share.

Subject to the General Assembly's approval, such dividends will be paid, after deduction of applicable taxes, on or about April 16, 2018 to holders of common

shares as at April 13, 2018 (Record Date), according to the records of Midclear S.A.L (The Central Depository).

Daily Bulletin – 23/03/2018

- **2017 Annual Report:**

Bank Audi sal's Annual Report for the year ended 31 December 2017 (the "Annual Report") encompassing, among other things, the Financial Statements and notes, the External Auditors' report, and the Management Discussion & Analysis is available from the address below:

The Group Corporate Secretary
Bank Audi sal
Audi Plaza - Bab Idriss
P.O. Box 11-2560
Beirut - Lebanon

The Annual Report can also be downloaded from the Company's website at www.bankaudigroup.com or by clicking on the following link:

http://www.bankaudigroup.com/GroupWebsite/openAudiFile.aspx?id=3732

Daily Bulletin – 23/03/2018

- **INFORMATION STATEMENT:**

March 22, 2018

Dear Global Depositary Receipt Holder:

Reference is hereby made to the Amended and Restated Deposit Agreement dated May 10, 2010 (as may be amended from time to time, the "**Deposit Agreement**") between Bank Audi s.a.l. (the "**Bank**")) and Deutsche Bank Trust Company Americas, in its capacity as depositary (the "**Depositary**"), relating to Global Depositary Receipts issued in respect of common shares of the Bank (the **"GDRs"**), each GDR representing one common share, nominal value L.L. 1,663 per common share (the "**Common Shares**"). Capitalized terms used herein without otherwise being defined shall have the respective meanings assigned thereto in the Deposit Agreement.

The Depositary, as the shareholder of record of Common Shares evidenced by GDRs, has received notice of the Ordinary General Meeting of the Shareholders of the Bank to be held on April 10, 2018 (the "**General**

Meeting"), at the Bank's head office in Beirut, which (among other things) sets forth the agenda for such General Meeting. References in this Information Statement (this "**Information Statement**") to the "**Holder**" of any GDR shall mean the person registered as the holder of such GDR on the books of the Depositary. In accordance with Clause 13 of the Deposit Agreement and Condition 23 of the GDRs, a copy of such notice and agenda is being sent hereby to each person who is a Holder on March 23, 2018, which is the record date (the "**Record Date**") established by the Depositary for this purpose (which is as near as practicable to April 5, 2018, being the corresponding record date set by the Bank in respect of the General Meeting).

As set forth in such notice, at the General Meeting, shareholders of the Bank, including the Depositary, will be asked to consider and vote upon 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, 2017, 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, 2017;
2. To appropriate the 2017 profits in accordance with 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 transfers from various reserve accounts to the general non-distributable reserves account;
5. To ratify loans granted during the year 2017 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 2018, 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, 2017 that are subject to Article 158 of the Code of Commerce and to authorise the Bank to enter into similar transactions during the year 2018;
8. 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;
9. 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
10. To determine the External Auditors' fees for the year 2018.

Each Holder is hereby requested to return to the Depositary voting instructions, as provided in this Information Statement, by which such Holder may give instructions to the Depositary to vote for or against each and any resolution specified in such agenda.

After careful consideration, the Board of Directors recommends a vote in favour of each such resolution.
Yours very truly,

Samir Hanna
Chairman - General Manager

Bank Audi

INFORMATION STATEMENT

Table of Contents

Page

AVAILABLE INFORMATION..... 3
VOTING RIGHTS OF HOLDERS..... 3
SUMMARY BACKGROUND INFORMATION..... 3
VOTING INSTRUCTIONS 6
INFORMATION REGARDING BANK AUDI S.A.L. 7

AVAILABLE INFORMATION

No person has been authorized to give any information or to make any representation other than those contained in this Information Statement, and, if given or made, such information or representation must not be relied upon as having been authorised by the Bank. No delivery of this Information Statement nor any offer or distribution of any securities to which this Information Statement relates shall, under any circumstances, create any implication that there has been no change in the affairs of the Bank since the date of this Information Statement or that any information contained or referred to herein is correct as of any time subsequent to the date as of which it is given. This Information Statement does not constitute the solicitation of a proxy to or from any person in any jurisdiction to or from whom it is unlawful to make such offer or solicitation within such jurisdiction.

VOTING RIGHTS OF HOLDERS

In accordance with Condition 12 of the GDRs, the Depositary is seeking voting instructions from the Holders in order to exercise or cause to be exercised the voting rights in respect of the Deposited Shares as directed by such voting instructions to the extent permitted by Lebanese Law.

Common Shares which have been withdrawn from the deposit facility under the Deposit Agreement and transferred on the Bank's register of members to a person other than the Depositary or its nominee may be voted by the registered owner thereof; however, Holders may not receive sufficient advance notice of the General Meeting to enable them to withdraw Deposited Shares and vote at the General Meeting.

SUMMARY BACKGROUND INFORMATION

On March 20, 2018, the Board of Directors of the Bank (the "**Board of Directors**" or the "**Board**"),

(i) Having examined the draft External Auditors report to the General Meeting in connection with the financial statements as of and for the year ended December 31, 2017, encompassing the External Auditors qualified opinion;

(ii) Having, in consideration of the fact that the External Auditors qualification relates to the accounting, by the Bank, of certain gains, as directed by applicable Lebanese regulation (notably Central Bank of Lebanon's Intermediate Circulars No. 439 dated 8 November 2016), which departs from the requirements of International Financial Reporting Standards (Holders are advised to review the Bank's Annual Report for 2017 encompassing the Audited financial statements of the Bank and the accompanying notes and auditors' report) resolved to approve the financial statements;

(iii) Having adopted the 2017 Annual Report encompassing the "Management Discussion and Analysis", which summarises the Bank's activity during the year ended December 31, 2017 (and its major financial indicators), as well as the major developments in the local and regional economies and the Bank's market positioning and strategic choices;

(iv) Having adopted a proposal for the appropriation of the profits realized by the Bank for the year ended December 31, 2017 to be submitted to the General Meeting, such proposal encompassing amongst other things the distribution to holders of Preferred Shares (in accordance with their terms) of :
- USD 6 per Series "G" Preferred Share (aggregating LL 13,568 million (USD 9 million)),
- USD 6.5 per Series "H" Preferred Share (aggregating LL 7,349 million (USD 4.9 million)),
- USD 7 per Series "I" Preferred Share (aggregating LL 26,381 million (USD 17.5 million)),
- USD 4 per Series "J" Preferred Share (aggregating LL 16,583 million (USD 11 million))

and the distribution of dividends to holders of Common Shares (including the Depositary) of LL 829.125 per Common Share (aggregating LL 331,442 million (USD 219.9 million)), in each case, on April 16, 2018 to holders of record as at April 13, 2018;

(v) Having, in consideration of the requirements of Basic Central Bank Circular 143 of November 2017 pertaining to the application of International Financial Reporting Standard 9 that contains guidance related to the discontinuing of certain equity reserves and the transfer of their corresponding balances, at end-December 2017,

to the general non-distributable reserves, adopted a proposal for the transfer of an aggregate amount of LL 843.7 billion (USD 559.8 million) from various reserve accounts to the general non-distributable reserves;

(vi) Having examined the draft External Auditors special reports in connection with outstanding loans to related parties subject to Article 152 of the Code of Money and Credit ("**Article 152 Loans**") pursuant to which the External Auditors confirmed that loans granted by the Company to related parties during the year ended December 31, 2017 are within applicable legal and regulatory ceilings, and having thus adopted a proposal to ratify the "Article 152 Loans" granted during 2017 as shown in the following table:

Loans to related parties (as per Article 152 of the Lebanese Code of Money and Credit)			*Amounts in billions of LL*
Total Gross Amount		**147.3**	
Out of which	107.3		Covered by cash collateral in the same currency as the related loan
Total Amount net of cash collateral		**40**	
Out of which	25.4		Housing loans covered by first degree mortgages on independently evaluated homes and bearing terms and conditions that are in line with the industry practice and compliant with applicable regulations.
	0.4		Car loans covered by liens on independently evaluated cars and bearing terms and conditions that are in line with the industry practice and compliant with applicable regulations.
Total Amount net of cash collateral, housing loans and car loans		**14.2**	
Out of which	5.1		Covered by real estate mortgages with a sufficient coverage in compliance with applicable regulation and market practice.
Total Net Amount of loans to related parties	**9.1**		Approved by the Board and granted to Senior managers or executive directors (none of whom is one of the non-executive members of the Board).

(vii) Having, in consideration of the concurrence of the Audit Committee, adopted a proposal to (x) approve the granting, within applicable regulatory ceilings, of loans to parties that are subject to Article 152 of the Code of Money and Credit during the year 2018, aggregating LL 11.7 billion and (y) delegate to the Board the necessary authority to grant such parties (persons that are subject to Article 152 of the Code of Money and Credit) Housing Loans, Car Loans, and Charge Cards (to the extent they abide by the provisions of Article 7 bis of BDL circular 132) as well as facilities against same currency Cash Collateral, and Facilities against same currency Bank Guarantees (to the extent they abide by the provision of Article 8 of BDL circular 132);

(viii) Having examined the draft External Auditors special reports in connection with Article 158 of the Code of Commerce, pursuant to which the External Auditors did not express any remarks in connection with transactions entered into between the Bank and members of the Board of Directors or affiliated companies, and having adopted a proposal to ratify such transactions entered into during 2017 (by virtue of the authorization granted by the general meeting of shareholders on 10 April 2017, and pursuant to Article 158 of the Code of Commerce), such transactions encompassing, in essence (after deduction of dealings with Consolidated Banks, Financial institutions, or Subsidiaries), the following 6 transactions, all of which entered into at arm's length and duly approved by the Board of Directors:

- Acquisition of insurance services and bancassurance (insurance products bundled with banking products sold to the bank's customers) from "LiA insurance", a company where Bank Audi has nominated one of its own executives on the Board (Total amount of premiums and fees paid in 2017 aggregate LL 11.7 billion (USD 7.7 million) and total claims compensated aggregate LL 9.8 billion (USD 6.5 million);

- Provision of loans and financial services to "PinPay s.a.l" (a provider of payment solutions to Bank Audi and to other Lebanese banks and that is 25% owned by Bank Audi) aggregating LL 0.68 billion (USD 0.45 million) and the charging of interest on said loans;

- The acquisition of fixed assets, for 0.05 billion LL (0.03 million USD), and of services for 0.2 billion LL (0.1 million USD) from Capital Outsourcing s.a.l. a company related to a member of the family of the Chairman Group CEO;

- The rent of a branch from a person related to one of the members of the Board of Directors, for LL 0.1 billion annually (0.07 million USD);

- Donation to a cultural foundation bearing the Bank's name (the "Audi Foundation") whose managing board comprises a number of the Bank's Directors and executives, for LL 0.3 billion (USD 0.2 million);

- And other miscellaneous transactions aggregating LL 0.45 billion (USD 0.3 million);

(ix) Having adopted a proposal to authorize the Bank to enter into similar transactions during 2018 (until the next annual ordinary general meeting expected to be held in April 2019)

(x) Having approved (by virtue of the authorization granted by the general meeting of shareholders on 10 April 2017, including the authorization to grant the Executive Directors an annual performance-related cash remuneration not exceeding 2.4% of the Bank's consolidated net profits before taxes) (i) the payment of fixed remuneration in 2017 to Key Executives, including (x) the chair-CEO, and the executive members of the Bank's Board of Directors and (y) the other non-directors members of the Group Executive Committee (in all 17 persons), aggregating LL 28.7 billion (USD 19 million); and (ii) the payment of a performance-related remuneration to the Directors members of the Group Executive Committee (5 persons) representing 1.57% of the Bank's consolidated net profits from continued operations before taxes aggregating LL 14.2 billion (USD 9.45 million);

(xi) Having confirmed the managerial responsibilities of the Executive Directors and having, in consideration of the fact that the resolution of the Annual Ordinary General Assembly dated 14 April 2014, granting the Executive Directors an annual performance-related cash remuneration not exceeding 2.4% of the Bank's consolidated net profits before taxes for the financial years 2014 to 2017 inclusive, has ended, adopted a proposal to grant the Executive Directors, in addition to their fixed remuneration arrangement, an annual performance-related cash remuneration as a percentage (to be determined by the Board, but not exceeding 2.0%) of the Bank's consolidated net profits from continued operations before taxes for the financial years 2018 to 2021, inclusive; and

(xii) Having, pursuant to Article 158 of the Code of Commerce, adopted a proposal (i) to note the implementation of the annual remuneration arrangement to the independent directors (a total of 4 persons), aggregating LL 3.17 billion (USD 2.1 million) per annum (x) for their chairmanship or membership of certain Board committees (the Audit Committee, the Risk Committee, the Governance and Nomination Committee, the Remuneration Committee and the Compliance/AML/CFT Board Committee), and/or (y) for their assistance to the Board and its committees (and to the boards of banking subsidiaries and their committees) including in control and governance oversight matters and in risk oversight matters; and
to authorize the payment, in 2018, of annual remuneration to the independent Directors aggregating LL 2.25 billion (USD 1.49 million).

(xiii) Having adopted a proposal (i) to note the payment in 2017 of attendance fees to the non-executive members of the Board (a total of 5 persons) amounting to LL 50 million for each Director; and (ii) to authorize similar payments in 2018;

(xiv) Having adopted a proposal to authorize the participation of certain Board members in the boards of controlled subsidiaries of the Bank, and in one instance, in the Board of a non-competing financial institution;

(xv) Having, pursuant to the matters mentioned under points (vi) to (xiv) above, adopted the "Special Report of the Board of Directors" produced in accordance with Article 152 of the Code of Money and Credit and Article 158 of the Code of Commerce and summarizing (x) the transactions entered into by the Bank with related parties (including affiliated companies and members of the Board of Directors) during the year ended December 31, 2017 and (y) the remuneration of the members of the Board and of the General Managers who are members of the Executive Committee; and

(xvi) Having adopted the recommendation of the Audit Committee to set audit fees for "BDO, Semaan, Gholam & Co." and "Ernst & Young" being joint External Auditors of the Company for the financial year ending December 31, 2018 at USD 1,350,000 (USD 675,000 to each auditing firm) (unchanged with respect to 2017), and to pay an exceptional amount of USD 280,000 to "Ernst and Young" for the special mission assigned to them in relation with the implementation of the IFRS9).

Resolved to recommend to the General Assembly to adopt the following resolutions:

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, 2017, 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, 2017;
2. To appropriate the 2017 profits in accordance with 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 transfers from various reserve accounts to the general non-distributable reserves account;
5. To ratify loans granted during the year 2017 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 2018, 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, 2017 that are subject to Article 158 of the Code of Commerce and to authorise the Bank to enter into similar transactions during the year 2018;
8. 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;
9. 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
10. To determine the External Auditors' fees for the year 2018.

All as per the aforementioned Board reports, proposals and recommendations.

VOTING INSTRUCTIONS

Each Holder is hereby requested to return to the Depositary voting instructions, in the form provided separately by the Depositary for this purpose, by which such Holder may give instructions to the Depositary to vote for or against each and any resolution specified in the agenda for the General Meeting.

In order for a voting instruction to be valid, the above-mentioned form of voting instructions must be completed and duly signed by the respective Holder (or in the case of instructions received from the clearing systems should be received by authenticated SWIFT message or market standard authenticated message format) and returned to the Depositary by the date that the Depositary shall specify in such form of voting instructions.

INFORMATION REGARDING BANK AUDI S.A.L.

For information regarding the Bank, Holders are advised to review the following documents:

- The Bank's Annual Report for 2017 encompassing:
  - The Audited financial statements of the Bank as of and for the year ended December 31, 2017 and the accompanying notes and auditors' report;
  - The "Management Discussion and Analysis" which summarizes the Bank's activity during the year ended December 31, 2017.

The above documents (in Arabic or English, or both, as the case may be) can be downloaded from Bank Audi's website: www.bankaudigroup.com or may be obtained free of charge from the Bank and the Depositary at the addresses set forth below:

The Depositary:

Deutsche Bank Trust Company Americas
Winchester House
1 Great Winchester Street
London EC2N 2DB
Attn: Ms. Katia Levy-Thevenon

The Bank:

Bank Audi s.a.l.
Bab Idriss Omar Daouk Street Bank Audi Plaza, P.O. Box 11-2560 Beirut Lebanon
Attn: The Group Corporate Secretary

Daily Bulletin – 23/03/2018

- **BANK AUDI SAL ANNOUNCES THE FINANCIAL STATEMENTS OF BANK AUDI SAE (EGYPT) AS AT DECEMBER 31, 2017:**

Bank Audi sal announces that its wholly-owned subsidiary, Bank Audi SAE (Egypt), has published its financial statements (in Arabic) as at and for the period ended December 31, 2017.

A summary in English of the financial statements can be viewed at Bank Audi's website: http://www.bankaudigroup.com/group/financials-of-bank-audi-sae-egypt .

For additional information, you may address your e-mails to corporate.secretary@banqueaudi.com.

Daily Bulletin – 22/03/2018

- **EBRD invests in Bank Audi SAL launching its first Project in Lebanon:**

For immediate release – Beirut, Lebanon, 15 March 2018.

The European Bank for Reconstruction and Development (EBRD) completed an equity investment today in Bank Audi sal, the largest banking group in Lebanon, which ranks among the leading regional banking institutions in the Middle East and North Africa (MENA). This marks the EBRD's first-ever investment in Lebanon, and its first equity investment in a banking institution in the southern and eastern Mediterranean (SEMED) region.

The EBRD will acquire common ordinary shares of Bank Audi listed on the Beirut Stock Exchange, representing approximately 2.51 per cent of Bank Audi's total common shares outstanding.

In making this investment, the EBRD is seeking to support the Lebanese financial markets and act as a catalyst to influence the broader economy in Lebanon, potentially playing a pivotal role in expanding and strengthening the financial sector.

Bank Audi is looking to consolidate and reinforce its leadership in Lebanon and market positioning across its core countries of operations, in particular in Egypt and Turkey.

Sir Suma Chakrabarti, President of the EBRD, said: "We are delighted to launch our activities in Lebanon, signing the first EBRD investment with a key regional player such as Bank Audi. The Lebanese financial sector is the backbone of the country's economic stability and international reputation. Supporting Bank Audi's operations and corporate governance is crucial in maintaining its resilience in the challenging environment in the region."

Mr. Samir Hanna, Chairman and Group CEO of Bank Audi, said: "We are very pleased to deepen our strategic partnership with the EBRD, which has already been a key partner for us in recent years in our operations in Egypt and Turkey. This investment in Bank Audi helps send a positive signal on the growth potential of the local economy and represents a strong vote of confidence in the resilience of the Lebanese banking sector amid an unsettled regional environment. We believe there is a strong role to play for the EBRD in Lebanon and we look forward to working closely with the Bank as its activities develop in the country."

Bank Audi is a longstanding partner of the EBRD, with investment supporting small and medium-sized enterprises, as well as trade in Bank Audi sae (Egypt) and in Odea Bank in Turkey, in which the EBRD has also invested in equity.

Lebanon became an EBRD economy of operations in September 2017, joining the Bank's southern and eastern Mediterranean (SEMED) region, with Egypt, Jordan, Morocco and Tunisia, where the EBRD has been investing and engaged in policy reforms since 2012, as well as the West Bank and Gaza, since May 2017. To date, the Bank has invested over €6.5 billion in 170 projects across the SEMED region.

About the EBRD
The EBRD is a multilateral bank committed to the development of market-oriented economies and the promotion of private and entrepreneurial initiative in more than 38 economies, from Morocco to Mongolia and from Estonia to Egypt. The Bank is owned by 68 shareholders, including the EU and the EIB.

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About Bank Audi sal
Bank Audi is a regional group with a universal banking profile. The Bank offers universal financial products and services including Corporate, Commercial, Individual and Retail, and Private Banking services, in addition to Capital Market activities and Factoring. As at end-December 2017, Bank Audi's consolidated assets reached USD 43.8 billion, principally driven by private customers' deposits of USD 33.5 billion, with shareholders' equity reaching USD 4.2 billion. Bank Audi's group staff headcount exceeds 6,500 employees and its shareholder base encompasses more than 1,500 holders of common shares and/or holders of Global Depositary Receipts (GDRs) representing common shares.

Bank Audi ranks first among Lebanese banking groups and is positioned in the inner circle of top regional banking groups. Its shares are listed on the Beirut Stock Exchange. Its GDRs are listed on both the Beirut Stock Exchange and the London Stock Exchange.

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Freddie.baz@bankaudi.com.lb zgheibn@ebrd.com

Daily Bulletin – 16/03/2018

- **BANK AUDI SAL ANNOUNCES THE FINANCIAL STATEMENTS OF ODEA BANK A.S. (TURKEY) AS AT DECEMBER 31, 2017:**

Bank Audi sal announces that its subsidiary, Odea Bank A.S. (Turkey), has published its financial statements (in Turkish) as at and for the period ended December 31, 2017.
A summary in English of the financial statements can be viewed at Bank Audi's website: http://www.bankaudigroup.com/group/financials-of-odeabank-as
For additional information, you may address your e-mails to corporate.secretary@banqueaudi.com .

Daily Bulletin – 28/02/2018

- **Unaudited Consolidated Financial Results December 31, 2017:**

Bank Audi sal publishes its Unaudited Consolidated Financial Results for the year ended December 31, 2017. Report can be accessed by using the following URL:

http://www.bse.com.lb/Portals/0/Audi%20FS%2031122017%20EN.pdf

Daily Bulletin – 31/01/2018

- **Listing, trading and pricing of Series (J) Preferred Shares issued by Bank Audi SAL:**

The Beirut Stock Exchange decided to accept the listing, trading and pricing of the /2,750,000/ Non-Cumulative, Perpetual, Redeemable, Convertible Series (J) Preferred Shares, issued by Bank Audi SAL in the official market of the stock exchange. Holders of Series (J) Preferred Shares will receive annual distribution of USD 4 for the year 2017 and USD 7 for the following years. Trading is scheduled to start on Thursday, December 07, 2017.
(Circular# 458/2017)

Daily Bulletin- 06/12/2017

- **Notice of the General Assembly Meeting of Holders of Preferred Shares Series H:**

The Board of Directors of Bank Audi s.a.l. invites all holders of **Preferred Shares Series H** to attend a General Meeting to be held at 10:30 a.m. on Monday, December 11, 2017 at the Bank's Head Office located at Audi Plaza, Bab Idriss, Beirut Commercial Central District, in order to examine the following agenda:

- Appoint a new representative of the holders of Preferred Shares Series H.

Daily Bulletin – 24/11/2017

- **BANK AUDI SAL ANNOUNCES THE FINANCIAL STATEMENTS OF BANK AUDI SAE (EGYPT) AS AT SEPTEMBER 30, 2017:**

Bank Audi sal announces that its wholly-owned subsidiary, Bank Audi SAE (Egypt), has published its financial statements (in Arabic) as at and for the period ended September 30, 2017.

A summary in English of the financial statements can be viewed at Bank Audi's website: http://www.bankaudigroup.com/group/financials-of-bank-audi-sae-egypt .

For additional information, you may address your e-mails to corporate.secretary@banqueaudi.com.

Daily Bulletin – 24/11/2017

- **BANK AUDI SAL ANNOUNCES THE FINANCIAL STATEMENTS OF ODEA BANK A.S. (TURKEY) AS AT SEPTEMBER 30, 2017:**

Bank Audi sal announces that its subsidiary, Odea Bank A.S. (Turkey), has published its financial statements (in Turkish) as at and for the period ended September 30, 2017.
A summary in English of the financial statements can be viewed at Bank Audi's website:
http://www.bankaudigroup.com/group/financials-of-odeabank-as
For additional information, you may address your e-mails to corporate.secretary@banqueaudi.com .

Daily Bulletin –08/11/2017

- **Resolutions adopted by the Extraordinary General Meeting of Shareholders of October 27, 2017:**

First resolution: Take note of the completion of the processes for the cancelation of the Series "F" Preferred Shares and of the increase of the Bank's share capital in order to round the nominal value of each individual share up to LBP 1,663

The Extraordinary General Meeting of shareholders of Bank Audi sal, having reviewed the resolution of the Board of Directors' meeting held on October 2, 2017, and encompassing:
- The verification of the completion of the procedures for the cancelation of the Series "F" Preferred Shares and the increase of the Bank's share capital up to LBP 672,682,176,252, i.e. by an amount of LBP 347,494,428, through the incorporation of available reserves, in order to round the nominal value of each individual share up to LBP 1,663;
- The declaration, pursuant to the above, that the amendment of articles 6 and 8 of the Bank's By-laws as per the second resolution of the Extraordinary General Meeting held on July 21, 2017 is now effective;

declares that it has taken note of and confirms the implementation of the first resolution adopted by the Extraordinary General Meeting of Shareholders held on July 21, 2017, relating to the cancelation of the Series "F" Preferred Shares and the increase of the Bank's share capital in order to round the nominal value of each individual share up to LBP 1,663.

Second resolution: Confirmation of the completion of the procedures for the increase in the Bank's capital through the issuance of the Series "J" Preferred Shares

The Extraordinary General Meeting of shareholders of Bank Audi sal, having reviewed all submitted documents, declares that:
- 2,750,000 Series "J" Preferred Shares with a nominal value of LL 1,663 each, have been issued, their aggregate nominal value amounting to LL 4,573,250,000 has been deposited in

the Bank's capital increase account opened at the Central Bank of Lebanon and the aggregate issue premium amounting to USD 271,966,335 has been paid at Bank Audi sal;
- The persons listed on the Annexes of the present minutes of meeting (stamped by the Central Bank of Lebanon, showing their names and number of shares subscribed to, and constituting an integral part of the minutes) have subscribed to, and paid the capital increase within the set subscription period.

Pursuant to the above, the Extraordinary General Meeting of shareholders of Bank Audi resolves to:
- Confirm and approve the adequate completion of all formalities and actions undertaken to execute the increase of the Bank's capital from LBP 672,682,176,252 to LBP 677,255,426,252, including (i) the transfer of the aggregate nominal value of the subscriptions to the special account opened at the Central Bank of Lebanon on October 5, 2017, and (ii) the transfer of the aggregate issue premium to Bank Audi sal;
- Declare that Bank Audi's capital is now LL 677,255,426,252, fully paid and divided into 407,249,204 nominal shares having a nominal value of LL 1,663 per share;

- Declare, pursuant to the above, that the amendment of articles 6 and 8 of the Bank's By-laws as per the fifth resolution of the Extraordinary General Meeting held on July 21, 2017 is now effective.

Third resolution: discharge of the Chairman and members of the Board of Directors in respect of activities relating to the Capital Increase

The Extraordinary General Meeting of shareholders of Bank Audi resolves to grant discharge to the Chairman and members of the Board of Directors in respect of:
(i) all activities relating to the capital increase carried out in order to round the nominal value of each individual share up to LBP 1,663, and
(ii) all activities relating to the capital increase through the issuance of the Series "J" Preferred Shares, including the subscription procedures and the payment of the nominal value of the issued shares and of their issue premium.
Furthermore, the Extraordinary General Meeting of shareholders grants each of the Chairman of the Board – General Manager and Group CEO Mr. Samir Hanna (acting singly) or any two Directors – General Managers (acting jointly) the power to carry out all legal formalities including the transfer of the capital increase and issue premium amounts to the Bank's ordinary accounts and to carry out the publication, registration and execution of all related documents with the authority to further delegate all or part of the aforementioned powers hereby granted to them.

Daily Bulletin – 30/10/2017

- **Unaudited Consolidated Financial Statements September 30, 2017:**

Bank Audi sal publishes its Unaudited Consolidated Financial Statements for the period ended September 30, 2017. Report can be accessed by using the following URL:

http://www.bse.com.lb/Portals/0/Audi%20FS%2031092017%20EN.pdf

- **Information Statement:**

October 9, 2017
Dear Global Depositary Receipt Holder:
Reference is hereby made to the Amended and Restated Deposit Agreement dated May 10, 2010 (the "**Deposit Agreement**") between Bank Audi s.a.l. (the "**Bank**") and Deutsche Bank Trust Company Americas, as depositary (the "**Depositary**"), relating to Global Depositary Receipts issued in respect of common shares of the Bank (the **"GDRs"**), each GDR representing one common share of the Bank with a nominal value LBP 1,663 per common share (each a "**Common Share**"). Capitalized terms used herein without otherwise being defined shall have the respective meanings assigned thereto in the Deposit Agreement.
The Depositary, as the shareholder of record of Common Shares evidenced by GDRs, has received notice of an Extraordinary General Meeting of the Shareholders of the Bank to be held on October 27, 2017 (the "**General Meeting**"), at the Bank's head office in Beirut, which (among other things) sets forth the agenda for such General Meeting. References in this Information Statement (this "**Information Statement**") to the "**Holder**" of any GDR shall mean the person registered as the holder of such GDR on the books of the Depositary. In accordance with Clause 13 of the Deposit Agreement and Condition 23 of the GDRs, a copy of such notice and agenda is being sent hereby to each person who is a Holder on October 10, 2017, which is the record date (the "**Record Date**") established by the Depositary for this purpose (which is as near as practicable to October 26, 2017, being the corresponding record date set by the Bank in respect of the General Meeting).
As set forth in such notice, at the General Meeting, shareholders of the Bank, including the Depositary, will be asked to consider and vote upon the following agenda**:**
1. Take note of the implementation of Resolution No. 1 adopted by the Extraordinary General Meeting of Shareholders held on July 21, 2017, relating to the cancelation of the Series "F" Preferred Shares and the increase of the Bank's share capital in order to round the nominal value of each individual share up to LBP 1,663;
2. Verification of the completion of the procedures for the increase in the Bank's capital through the issuance of 2,750,000 Series "J" Preferred Shares in accordance with Resolution No. 3 of the Extraordinary General Meeting held on July 21, 2017; and
3. The discharge of the Chairman and members of the Board of Directors in respect of activities related to the Capital Increase.

Each Holder is hereby requested to return to the Depositary voting instructions, as provided in this Information Statement, by which such Holder may give instructions to the Depositary to vote for or against each and any resolution specified in such agenda.
After careful consideration, the Board of Directors recommends a vote in favour of each such resolution.
Yours very truly,
Freddie Baz
Vice-Chairman of the Board of Directors - General Manager
Group Strategy Director

Bank Audi

INFORMATION STATEMENT

Table of Contents

Page

AVAILABLE INFORMATION..... 3

VOTING RIGHTS OF HOLDERS **3**

SUMMARY BACKGROUND INFORMATION **3**

VOTING INSTRUCTIONS **4**

INFORMATION REGARDING BANK AUDI S.A.L. **5**

AVAILABLE INFORMATION

No person has been authorized to give any information or to make any representation other than those contained in this Information Statement, and, if given or made, such information or representation must not be relied upon as having been authorised by the Bank. No delivery of this Information Statement shall, under any circumstances, create any implication that there has been no change in the affairs of the Bank since the date of this Information Statement or that any information contained or referred to herein is correct as of any time subsequent to the date as of which it is given. This Information Statement does not constitute the solicitation of a proxy to or from any person in any jurisdiction to or from whom it is unlawful to make such offer or solicitation within such jurisdiction. This Information Statement is not an offer of any securities by any person in any jurisdiction.

VOTING RIGHTS OF HOLDERS

In accordance with Condition 12 of the GDRs, the Depositary is seeking voting instructions from the Holders in order to exercise or cause to be exercised the voting rights in respect of the Deposited Shares as directed by such voting instructions to the extent permitted by Lebanese law.

Common Shares which have been withdrawn from the deposit facility under the Deposit Agreement and transferred on the Bank's register of members to a person other than the Depositary or its nominee may be voted by the registered owner thereof; however, Holders may not receive sufficient advance notice of the General Meeting to enable them to withdraw Deposited Shares and vote at the General Meeting.

SUMMARY BACKGROUND INFORMATION

I. Taking note of the entry into effect of the cancelation of the Series "F" Preferred Shares and the increase of the nominal value of each individual share up to LBP 1,663

On July 21, 2017, the Extraordinary General Meeting of Shareholders of the Bank (the "**July EGM**") resolved, based on the Board of Directors' recommendation, to (i) approve the cancelation of the 1,500,000 then outstanding Series "F" Preferred Shares, and the concomitant increase of the nominal value of all remaining shares (including both Common Shares and Preferred Shares) comprising the share capital of the Bank by an amount equivalent to the aggregate nominal value of the cancelled Preferred Shares and (ii) increase the Bank's share capital by an amount of LBP 347,494,428 through the incorporation of general reserves in order to round the nominal value of each individual share up to LBP 1,663. The July EGM also granted the Board of Directors the necessary powers to verify the adequate implementation of the aforementioned resolutions.

On September 13, 2017, the Central Bank of Lebanon acting through its Central Council approved the resolutions of the July EGM.

On September 29, 2017, the External Auditors issued their report stating that the aforementioned cancelation of shares and capital increase were duly implemented.

In consideration of the above, the Board of Directors resolved, on October 2, 2017 that it had verified the adequate implementation of the aforementioned EGM resolutions.

II. Completion of the issuance of 2,750,000 Series "J" Preferred Shares

On July 21, 2017, the July EGM also resolved to increase the Bank's capital by an amount of LBP 4,573,250,000 through the issuance of 2,750,000 Series "J" Preferred Shares with a nominal value of LBP 1,663 each, and an issue premium for each Series "J" Preferred Share to be determined in US Dollars as the difference between USD 100.00 and the USD equivalent of LBP 1,663, computed at the exchange rate prevailing on the first day of the subscription period, which began on September 29, 2017.

On September 13, 2017, the Central Bank of Lebanon acting through its Central Council approved the resolutions of the July EGM.

On October 6, 2017, the Board of Directors, having taken into consideration:
1- the completion of the purchase applications and of the full payment of the issue price, and
2- the receipt of all remaining regulatory approvals and expected completion of all remaining formalities,

resolved, in accordance with applicable Lebanese Law, to convene the Extraordinary General Meeting of Shareholders of the Bank to meet again on October 27, 2017 in order to verify the completion of the procedures for the increase in the Bank's capital through the issuance of 2,750,000 Series "J" Preferred Shares and to discharge the Chairman and members of the Board of Directors in respect of activities related to the Capital Increase.
The external auditors of the Bank are expected to deliver a report stating that all the procedures relating to the aforementioned capital increase were correctly achieved on the date of the General Meeting.

III. Summary of Matters Submitted to the General Meeting for Approval

Accordingly, the Board of Directors of the Bank has convened the General Assembly to consider and approve the following resolutions:
1. Take note of the implementation of Resolution No. 1 adopted by the Extraordinary General Meeting of Shareholders held on July 21, 2017, relating to the cancelation of the Series "F" Preferred Shares and the increase of the Bank's share capital in order to round the nominal value of each individual share up to LBP 1,663;
2. Verification of the completion of the procedures for the increase in the Bank's capital through the issuance of 2,750,000 Series "J" Preferred Shares in accordance with Resolution No. 3 of the Extraordinary General Meeting held on July 21, 2017; and
3. The discharge of the Chairman and members of the Board of Directors in respect of activities related to the Capital Increase.

VOTING INSTRUCTIONS

Each Holder is hereby requested to return to the Depositary voting instructions, in the form provided separately by the Depositary for this purpose, by which such Holder may give instructions to the Depositary to vote for or against each and any resolution specified in the agenda for the General Meeting. In order for a voting instruction to be valid, the above-mentioned form of voting instructions must be completed and duly signed by the respective Holder (or in the case of instructions received from the clearing systems should be received by authenticated SWIFT message or market standard authenticated message format) and returned to the Depositary by the date that the Depositary shall specify in such form of voting instructions.

INFORMATION REGARDING BANK AUDI S.A.L.

For information regarding the Bank, Holders are advised to review the following documents:

- The Bank's Annual Report for 2016 encompassing:
  - The audited financial statements of the Bank as of and for the year ended December 31, 2016 and the accompanying notes and auditors' report;
  - The "Management Discussion and Analysis" which summarizes the Bank's activity during the year ended December 31, 2016;
- The consolidated unaudited financial statements of the Bank as at June 30, 2017.

The above documents (in Arabic or English, or both, as the case may be) can be downloaded from Bank Audi's website: www.bankaudigroup.com or may be obtained free of charge from the Bank and the Depositary at the addresses set forth below:

The Depositary:
Deutsche Bank Trust Company Americas
Winchester House
1 Great Winchester Street
London EC2N 2DB
Attn: Ms. Katia Levy-Thevenon

The Bank:
Bank Audi s.a.l.
Bab Idriss Omar Daouk Street Bank Audi Plaza, P.O. Box 11-2560 Beirut Lebanon
Attn: The Group Corporate Secretary

Daily Bulletin – 10/10/2017

- **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 10:30 a.m. on Friday October 27, 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. Take note of the implementation of Resolution No. 1 adopted by the Extraordinary General Meeting of Shareholders held on July 21, 2017, relating to the cancelation of the Series "F" Preferred Shares and the increase of the Bank's share capital in order to round the nominal value of each individual share up to LBP 1,663;

2. Verification of the completion of the procedures for the increase in the Bank's capital through the issuance of 2,750,000 Series "J" Preferred Shares in accordance with Resolution No. 3 of the Extraordinary General Meeting held on July 21, 2017; and

3. The discharge of the Chairman and members of the Board of Directors in respect of activities related to the Capital Increase.

Daily Bulletin – 10/10/2017

- **Redemption and cancellation of Preferred Shares series "F":**

In reference to the circular number 446/2017 dated 30/06/2017, the Beirut Stock Exchange decided to de-list the /1,500,000/ Preferred Shares series "F" from the official market of the stock exchange, and took note of the Bank's Capital increase that becomes LBP /672,682,176,252/ divided into /404,499,204/ common and Preferred shares with a nominal value of LBP /1,663/ per share. This circular becomes effective upon publication. (Circular: 454/2017)

Daily Bulletin – 09/10/2017

- **Notice for subscription in Series "J" preferred shares:**

Bank Audi announces that the subscription in the new preferred shares series "J" will start on September 29, 2017 and end on October 03, 2017. (Subscription Notice –Arabic)

Daily Bulletin – 28/09/2017

- **BANK AUDI SAL ANNOUNCES THE FINANCIAL STATEMENTS OF BANK AUDI SAE (EGYPT) AS AT JUNE 30, 2017:**

Bank Audi sal announces that its wholly-owned subsidiary, Bank Audi SAE (Egypt), has published its financial statements (in Arabic) as at and for the period ended June 30, 2017.

A summary in English of the financial statements can be viewed at Bank Audi's website: http://www.bankaudigroup.com/group/financials-of-bank-audi-sae-egypt .

For additional information, you may address your e-mails to corporate.secretary@banqueaudi.com.

Daily Bulletin – 31/08/2017

- **BANK AUDI SAL ANNOUNCES THE FINANCIAL STATEMENTS OF ODEA BANK A.S. (TURKEY) AS AT JUNE 30, 2017:**

Bank Audi sal announces that its subsidiary, Odea Bank A.S. (Turkey), has published its financial statements (in Turkish) as at and for the period ended June 30, 2017.
A summary in English of the financial statements can be viewed at Bank Audi's website: http://www.bankaudigroup.com/group/financials-of-odeabank-as
For additional information, you may address your e-mails to corporate.secretary@banqueaudi.com .

Daily Bulletin – 10/08/2017

- **Death of a Director:**

It is with great sadness that we announce the passing of Sheikha Suad Hamad Saleh Al Homaizi co-founder and Board Member of Bank Audi sal. Sheikha Suad has been a non-executive member of the Board of Directors since 1962, date of the founding of the Bank. Samir Hanna, Chairman of the Board and Group Chief Executive Officer, declared: "We are saddened by the loss of a very dear founding member of the Bank Audi family who has closely accompanied and supported every step of the Bank's growth. She was also a known philanthropist who generously supported many noble causes and charitable institutions. Our thoughts go to her family and loved ones."

Daily Bulletin – 09/08/2017

- **Unaudited Consolidated Financial Statements June 30, 2017:**

Bank Audi sal publishes its Unaudited Consolidated Financial Statements for the period ended June 30, 2017. Report can be accessed by using the following URL:

http://www.bse.com.lb/Portals/0/Audi%20FS%20June%202017%20Eng.pdf

Daily Bulletin – 28/07/2017

- **Resolutions adopted by the Extraordinary General Meeting of Shareholders of July 21, 2017:**

Bank Audi SAL publishes the Resolutions adopted by the Extraordinary General Assembly of shareholders of July 21, 2017.

http://www.bse.com.lb/Portals/0/Audi%20EGM%20Results_21.07.2017.pdf

Daily Bulletin – 24/07/2017

- **Information Statement:**

July 3, 2017
Dear Global Depositary Receipt Holder:
Reference is hereby made to the Amended and Restated Deposit Agreement dated May 10, 2010 (the "Deposit Agreement") between Bank Audi s.a.l. (the "Bank") and Deutsche Bank Trust Company Americas, as depositary (the "Depositary"), relating to Global Depositary Receipts issued in respect of common shares of the Bank (the "GDRs"), each GDR representing one common share of the Bank with a nominal value LL 1,656 per common share (each, a "Common Share"). Capitalized terms used herein without otherwise being defined shall have the respective meanings assigned thereto in the Deposit Agreement.

The Depositary, as the shareholder of record of Common Shares evidenced by GDRs, has received notice of an Extraordinary General Meeting of the Shareholders of the Bank to be held on July 21, 2017 (the "General Meeting") at the Bank's head office in Beirut, which (among other things) sets forth the agenda for such General Meeting. References in this Information Statement (this "Information Statement") to the "Holder" of any GDR shall mean the person registered as the holder of such GDR on the books of the Depositary. In accordance with Clause 13 of the Deposit Agreement and Condition 23 of the GDRs, a copy of such notice and agenda is being sent hereby to each person who is a Holder on July 5, 2017, which is the record date (the "Record Date") established by the Depositary for this purpose (which is as near as practicable to July 20, 2017, being the corresponding record date set by the Bank in respect of the General Meeting).
As set forth in such notice, at the General Meeting shareholders of the Bank, including the Depositary, will be asked to consider and vote upon 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.

Each Holder is hereby requested to return to the Depositary voting instructions, as provided in this Information Statement, by which such Holder may give instructions to the Depositary to vote for or against each and any resolution specified in such agenda.

After careful consideration, the Board of Directors recommends a vote in favour of each such resolution.

Yours very truly,

Samir Hanna
Chairman of the Board of Directors
Group Chief Executive Officer

Bank Audi

INFORMATION STATEMENT
Table of Contents
Page

AVAILABLE INFORMATION..... 3
VOTING RIGHTS OF HOLDERS 3
SUMMARY BACKGROUND INFORMATION 3
VOTING INSTRUCTIONS 12
INFORMATION REGARDING BANK AUDI S.A.L. 13

AVAILABLE INFORMATION

No person has been authorized to give any information or to make any representation other than those contained in this Information Statement, and, if given or made, such information or representation must not be relied upon as having been authorised by the Bank. No delivery of this Information Statement shall, under any circumstances, create any implication that there has been no change in the affairs of the Bank since the date of this Information Statement or that any information contained or referred to herein is correct as of any time subsequent to the date as of which it is given. This Information Statement does not constitute the solicitation of a proxy to or from any person in any jurisdiction to or from whom it is unlawful to make such offer or solicitation within such jurisdiction. This Information Statement is not an offer of any securities by any person in any jurisdiction.

VOTING RIGHTS OF HOLDERS

In accordance with Condition 12 of the GDRs, the Depositary is seeking voting instructions from the Holders in order to exercise or cause to be exercised the voting rights in respect of the Deposited Shares as directed by such voting instructions to the extent permitted by Lebanese law.

Common Shares, which have been withdrawn from the deposit facility under the Deposit Agreement and transferred on the Bank's register of members to a person other than the Depositary or its nominee may be voted by the registered owner thereof; however, Holders

may not receive sufficient advance notice of the General Meeting to enable them to withdraw Deposited Shares and vote at the General Meeting.

SUMMARY BACKGROUND INFORMATION

I. Redemption and Cancellation of the Series “F” Preferred Shares and Increase of the Bank’s Capital

In 2012, Bank Audi issued 1,500,000 Redeemable Series “F” Preferred Shares at an issue price of U.S.$100.00 per Series "F" Preferred Share. Each Series “F” Preferred Share carries annual distribution rights of U.S.$6.00. The terms of the Series “F” Preferred Shares provide, among other things, that the Bank may, at its option and subject to certain conditions, redeem and cancel all of the Series “F” Preferred Shares within 60 days following the later of (a) the date of the Ordinary General Meeting at which the annual audited financial statements of the Bank for the year ended 31 December 2016 are approved (which was held in April 2017) or (b) within 60 days following the fifth anniversary of the date of the Confirmation EGM (i.e. within 60 days following June 22, 2017), in the Bank’s sole discretion, at a redemption price of U.S.$100 per share plus any declared but unpaid Series “F” Distributions (as defined in the terms of the Series “F” Preferred Shares).

In its meeting held on March 20, 2017, the Board of Directors of the Bank resolved to redeem and cancel the Series “F” Preferred Shares. The Bank has confirmed that all conditions precedent to the redemption of the Series F Preferred Shares have been fulfilled, including that the Bank is in compliance with all relevant applicable ratios and regulations of the Central Bank of Lebanon, as well as the availability of sufficient free reserves for the purpose of such redemption. Such redemption is expected to be completed on July 7, 2017. Pursuant to the terms of the Series “F” Preferred Shares, upon the redemption of the Series “F” Preferred Shares, the shares shall be cancelled and the nominal value of each of the remaining shares constituting the outstanding share capital of the Bank shall be adjusted to reflect such cancellation. This adjustment of the nominal value of each remaining share would result in the increase of the nominal value of each of the remaining shares constituting the Bank’s outstanding share capital from LL 1,656 to LL 1,662.14093. In order to round the nominal value of each individual share up to LL 1,663 for practical purposes, the Board of Directors has resolved, subject to the approval of the General Assembly and of the Central Bank of Lebanon, to increase the capital of the Bank by LL 347,494,428 through the incorporation of free reserves into the capital of the Bank.

II. Issuance of Series “J” Preferred Shares

In its meeting of March 20, 2017, the Board of Directors, pursuant to a recommendation of its Group Executive Committee, determined that it would be beneficial to proceed with the issue of a new series of preferred
shares to increase the Bank’s share capital. In making such determination, the Board of Directors considered the structure of the Bank’s current share capital, the Bank’s expected growth and the current advantageous market conditions for issuances of new series of preferred shares. The Board of Directors noted that, if the issuance of a new series of preferred shares is approved, the net proceeds thereof will be used for general funding purposes (including, but not limited to, strengthening the Bank’s capital structure and funding

external growth). Accordingly, the Board of Directors resolved to propose to the General Meeting to approve the issuance of a new series of preferred shares, to be titled the Series "J" Preferred Shares (the "Series J Preferred Shares") on the indicative terms and conditions summarized below:
Indicative terms and conditions applicable to the Series J Preferred Shares:
The Series J Preferred Shares .....
Non-Cumulative Redeemable Perpetual Convertible Series J Preferred Shares, which are expected to constitute Additional Tier 1 Capital.

Issue Size .....
[U.S.$150,000,000 – U.S.$200,000,000] Indicative subject to increase.

Issue Price .....
U.S.$100.00 per share, of which LL 1,656 shall represent the nominal value of each share, with the balance, which the Bank intends to maintain in U.S. Dollars, consisting of the issue premium.

It is expected that the Issue Price, consisting of the nominal value and the premium in excess thereof, will constitute Additional Tier 1 Capital.

Maturity; Tenor .....
Perpetual, subject to the terms of the Call Option. The Series J Preferred Shares have no fixed redemption date, and the Bank shall only have the right to redeem in the limited circumstances set out below.
See "—Call Option" below.

Indicative Annual Distribution Rate .....
It is expected that distributions, if any, in an amount equivalent to 7.00% of the Issue Price will be paid annually to holders of the Series J Preferred Shares (subject as set out below). There is no step-up in the distribution rate.
However, the Issuer may, in its sole discretion, elect to cancel any distribution in respect of the Series J Preferred Shares.
See "—Optional Distribution Cancellation"

Annual Distributions .....
Distributions shall be payable to holders of Series J Preferred Shares solely out of Distributable Net Income for the Year, in U.S. Dollars, on account of fiscal year 2016, at a rate to be determined per Series J Preferred Share (representing a dividend yield of 7.00% per annum pro rated to approximately reflect the remaining period from the Issue Date to year-end 2017 and to compensate for the fact that Distributions will not be paid in respect of the year in which the Call Option is exercised (if and when the Call Option is exercised)) and, on account of each fiscal year thereafter, in an aggregate amount to be determined on or before the issue date at the rate of U.S.$7.00 per Series J Preferred Share (representing a dividend yield of 7.00% per annum), subject to adjustment in the event of any stock split or combination affecting the share capital of the Bank (but not upon any other event, including the issuance of any new shares below market value, stock dividends or a recapitalisation of the Bank's share capital). Distributions will be made in U.S. Dollars.

Condition to Payments of Distributions .....
All payments of Distributions are conditional upon:

(w) no Trigger Event has occurred;
(x) the Bank being in full compliance with then applicable regulations and financial ratios of the Central Bank and the Banking Control Commission in respect of the payment of dividends or other distributions and to verification of such compliance by the Banking Control Commission;

(y) such Distributions having been recommended by the Board of Directors and approved by the shareholders of the Bank pursuant to a resolution adopted at the Ordinary General Meeting (or any other shareholders' meeting) at which the most recent annual audited financial statements of the Bank are approved and the Central Bank and/or the Banking Control Commission not having required the Issuer to cancel such Distributions; and

(z) the availability of Distributable Net Income for the Year in an amount sufficient to cover such Distributions and distributions in respect of any Outstanding Preferred Shares at the time ranking pari passu with the Series J Preferred Shares in respect of distributions.

In any case, the actual amount distributable in respect of the Series J Preferred Shares for any year shall be determined by, and otherwise be subject to the approval of, the Bank's Shareholders at the General Meeting of Shareholders (or any other shareholders' meeting) at which the relevant annual audited financial statements of the Bank are approved.

In the event that the Bank exercises the Call Option, as provided below, no Distributions shall be payable in respect of any Series J Preferred Shares for the year in which such Series J Preferred Shares are redeemed and canceled.

Distributions Not Cumulative .....
The right to Series J Preferred Share Distributions shall not be cumulative. If Series J Preferred Share Distributions for any year are not declared and paid for any reason, holders of Series J Preferred Shares will not be entitled to receive such Distributions whether or not funds are or subsequently become available.

Optional Distribution Cancellation .....
The Bank may, at its sole discretion, taking into account its specific financial and solvency condition, elect to cancel any Distribution, in whole or in part, on a non-cumulative basis at any time, including upon a Mandatory Conversion. Any Distribution that has been duly cancelled is no longer due and payable at any time by the Bank, whether in a liquidation or otherwise. Cancellation of a Distribution payment does not constitute an event of default and does not entitle holders to petition for the insolvency or winding up of the Bank.

Dates of Payment .....

Distributions, when declared and not cancelled, shall be paid on the date determined at the General Meeting of Shareholders at which the relevant annual audited financial statements of the Bank and the amount and payment of such Distributions are approved. It is expected that the first annual Distribution will be paid following the General Meeting of Shareholders at which the annual audited financial statements of the Bank for the year ended December 31, 2017 are approved (expected to be in April/May 2018).

The actual date on which a Distribution shall be made shall be determined by a resolution of the Ordinary General Meeting of Shareholders (or such other Shareholders' meeting).

Distributable Net Income for the Year .....

"Distributable Net Income for the Year" is, for any year, the Bank's net income for such year, calculated after deduction of legal and regulatory reserves, set out in the Bank's audited unconsolidated financial statements as at the end of such year, as approved by the shareholders of the Bank at the annual Ordinary General Meeting of Shareholders (or any other shareholders' meeting); provided that if the Bank reasonably determines that the Distributable Net Income for the Year as at any distribution determination date is lower than the Distributable Net Income for the Year as at the date of the Bank's latest audited statement of financial position and is insufficient to pay the Distributions and any payments on instruments that rank pari passu with the Series J Preferred Shares in respect of distributions on the relevant payment date, then on certification by two Directors and the auditors of the Bank of such revised amount, the Distributable Items shall for the purposes of Distributions mean the Distributable Net Income for the Year as set forth in such certificate.

Distributions Subject to Tax .....

Payments of Series J Preferred Share Distributions are subject to withholding tax in Lebanon, currently at the rate of 5%. The Bank will not pay any additional amounts to gross up in respect of such withholding tax.

Adjustment Events .....

The amount of Series J Preferred Share Distributions payable in respect of each Series J Preferred Share shall be subject to adjustment to reflect the occurrence of an Adjustment Event. Such amount will not be adjusted, however, to reflect any other event, including the issuance of any new shares below market value, stock dividends or a recapitalisation of the Bank's share capital.

Restrictions on Payment of Dividends upon Common Shares .....

So long as any Series J Preferred Shares shall be outstanding, the Bank shall not declare or pay any Distribution or other distribution upon its Common Shares during any fiscal year until full annual Distributions in respect of the Series J Preferred Shares (and any other Outstanding Preferred Shares of the Bank ranking pari passu with the Series J Preferred Shares in respect of distributions) shall have been paid or declared and set apart in respect of such fiscal year.

Voting Rights .....

Except in the limited circumstances described below and reflecting applicable Lebanese law (including Law 308 relating (among other things) to the issuance of shares by banks and dealings therein), the holders of Series J Preferred Shares shall not have voting rights.

Holders of Series J Preferred Shares shall have the right to participate in discussions regarding and to vote (on a pro rata basis with all holders of any other outstanding shares of the Bank, irrespective of the class thereof, including, the Outstanding Preferred Shares and the Common Shares of the Bank, determined on the basis of the nominal values of the respective classes of shares (provided that, in compliance with Article 117 of the Lebanese Code of Commerce, holders shall have the right to two votes per share in respect of any Common Shares owned by them for two years or longer)) in respect of the following:

(x) amendments to the object or legal form of the Bank;

(y) a capital increase by way of a contribution in kind of assets; and

(z) dissolution, liquidation or winding-up of the Bank or a merger scheme in which the Bank is a party.

Pursuant to Lebanese law, in the event that (i) the General Meeting of Shareholders of the Bank approves Distributions but the Bank fails to make such Distributions for three years or (ii) the Bank shall be in default in the provision of any of the rights or benefits attached to the Series J Preferred Shares, holders of Series J Preferred Shares shall have the right to participate in discussions regarding, and to vote (on the same pro rata basis as described above), on all matters that come before the Shareholders of the Bank, and such voting rights shall continue in effect until (i) payment of the Distributions is made on account of the prior year and the then-current year or (ii) such default is cured, as the case may be.

Law 308 further provides for the automatic establishment of an association of holders of Series J Preferred Shares to protect the interests of such holders, which may designate a representative that may attend shareholder meetings and participate in discussions regarding, but may not vote in respect of, matters presented therein, except under the limited circumstances described above.

Liquidation Preference .....

Subject as set out below in "—Mandatory Conversion" and to relevant provisions of Law 308, in the event of any voluntary or involuntary liquidation or winding-up of the Bank, the holders of the Series J Preferred Shares shall be entitled (on a pro rata basis with all holders of any other outstanding preferred shares of the Bank ranking pari passu with the Series J Preferred Shares in respect of distributions, including, the Outstanding Preferred Shares, determined on the basis of the respective issue price for such shares) to be paid out of the assets of the Bank available for distribution to its Shareholders, before any payment shall be made on the Common Shares of the Bank, an amount per Series J Preferred Share equal to

the sum of (x) the Lebanese Pound equivalent of U.S.$94.00 per share, subject to adjustment to reflect any stock split or combination affecting the share capital of the Bank (but not upon any other event, including the issuance of any new shares below market value, stock dividends or a recapitalisation of the Bank's share capital), and (y) all declared but unpaid Distributions on the Series J Preferred Shares.

Subject as set out below in "—Mandatory Conversion", following payment of the above liquidation preference, holders of the Series J Preferred Shares will, upon liquidation of the Issuer, be entitled to participate in any remaining distributable assets of the Issuer on a pro rata basis with the Common Shares and any other preferred shares with a similar participation provision, based on the respective par values of the Series J Preferred Shares, the Common Shares and any such other preferred shares. Accordingly, if the Issuer is liquidated (and subject as set below in "—Mandatory Conversion"), the surplus, if any, remaining after payment of the Bank's debts, liquidation expenses, liquidation preferences in respect of any series of unconverted preferred shares of the Bank at the time outstanding and any other obligations of the Bank will be distributed pro rata among all holders of Common Shares, Series J Preferred Shares and any other preferred shares with a similar participation provision.

Mandatory Conversion .....

If a Trigger Event occurs, the Series J Preferred Shares shall, upon the provision of a Conversion Notice, be mandatorily and irrevocably converted into Common Shares of the Bank (without the need for the consent of the holders of the Series J Preferred Shares) at a ratio of 15 Common Shares per Series J Preferred Share, subject to adjustment to reflect any stock split or combination affecting the share capital of the Bank (but not upon any other event, including the issuance of any new shares below market value, stock dividends or a recapitalisation of the Bank's share capital).

Once the Series J Preferred Shares have been converted, they will not be restored in any circumstances, including where the relevant Trigger Event ceases to continue.

A conversion of the Series J Preferred Shares following a Trigger Event does not constitute an event of default and does not entitle holders to petition for the insolvency or winding up of the Bank.

The Series J Preferred Shares are not otherwise convertible into Common Shares of the Bank.

A "Conversion Notice" is a notice that shall be given by the Bank not more than two Beirut business days after the occurrence of a Trigger Event to the holders of the Series J Preferred Shares stating, with reasonable detail, the nature of the relevant Trigger Event.

Trigger Event .....

A "Trigger Event" shall occur if (i) a Capital Adequacy Event occurs or (ii) a Non-Viability Event occurs and is continuing.

A "Calculation Date" is the last Beirut business day of any calendar quarter

A “Capital Adequacy Event” shall occur if, as of any Calculation Date, the ratio of the Bank’s Common Equity Tier 1 Capital to its risk weighted assets as of such date falls below 66.25% of the minimum required from time-to-time under Central Bank of Lebanon regulations, including Decision 6939.
A “Non-Viability Event” shall occur if the Central Bank notifies the Bank in writing that it is of the opinion that a write-off or conversion is necessary, without which the Bank would become non-viable.

Availability of Common Shares Following Mandatory Conversion .....
Following a Mandatory Conversion, the Bank will be fully discharged from all of its obligations vis-à-vis the holders of the Series J Preferred Shares in respect of the Series J Preferred Shares upon making the Common Shares of the Bank available at Midclear for delivery to such holders for a period of 90days.

It shall be the responsibility of the holders of the Series J Preferred Shares to pay all applicable stamp, transfer, registration and similar taxes and duties, together with any value added or other tax thereon arising in connection with the transfer of the Common Shares and comply with all applicable laws and regulations relating thereto, including (x) if applicable, obtaining the consent of the Central Bank to the transfer of the Common Shares and (y) complete all formalities, documents and instruments as may be required to effect the delivery and transfer of the Common Shares, including such documents and instruments as may be required by Midclear and the Central Bank.

If a holder of Series J Preferred Shares requires the approval of the Central Bank in order to become the owner of Common Shares but fails to obtain such approval for any reason, then (i) it shall be such holder’s responsibility to arrange for a transfer of its entitlement to the relevant Common Shares to a person who does not require the approval of the Central Bank and (ii) any failure to obtain approval of the Central Bank or to transfer the Common Shares in accordance with (i) shall not otherwise affect the rights of other holders of Series J Preferred Shares to receive Common Shares.

Ranking .....
The Series J Preferred Shares shall rank pari passu among themselves, with the Outstanding Preferred Shares (including any future series of preferred shares that may be issued by the Bank) in respect of:

(x) the right to receive distributions of assets payable in respect of the net profits of the Bank (other than as to the amounts thereof);

(y) the right to receive payments out of the assets of the Bank upon any voluntary or involuntary liquidation or winding up of the Bank (other than as to the amounts thereof); and

(z) the right to subscribe to newly-issued preferred shares of the Bank, if any (other than as to the number of newly-issued shares).

The Series J Preferred Shares shall rank senior to the Common Shares in respect of the right to receive distributions of assets payable in respect of the net profits of the Bank and the right to receive payments out of the assets of the Bank upon any voluntary or involuntary liquidation or winding up of the Bank.

The Series J Preferred Shares, however, will rank junior to any instruments that qualify as Tier 2 Capital, debt, liabilities (including, inter alia, all deposits and other liabilities of the Bank to general creditors and liabilities of all offices and branches of the Bank, wherever located) and other similar obligations of the Bank such that, in the event of the liquidation, dissolution or winding up of the Bank, the holders of debt instruments and other similar obligations of the Bank would be entitled to be repaid prior to the payment of any amounts to holders of Series J Preferred Shares.

The Series J Preferred Shares are not secured or covered by any guarantee from the Bank, any of the Bank's subsidiaries or members of its corporate group or any related party and do not benefit from any other arrangement that legally or economically enhances the preference or seniority of their claims.

Priority Subscription Rights .....

Each holder of Outstanding Preferred Shares will have the right to subscribe, on a priority basis, to the issue of Series J Preferred Shares, pro rata to their nominal holdings of Outstanding Preferred Shares, as applicable, at a rate of one Series J Preferred Share per Outstanding Preferred Share held by such holder. Any Series J Preferred Shares not subscribed by holders of Outstanding Preferred Shares will be allocated in the sole discretion of the Bank.

In order to exercise priority subscription rights, a holder of Outstanding Preferred Shares must submit a duly completed Purchase Application to the Bank, together with an indication that such holder is exercising its priority subscription rights and confirmation of the number of Outstanding Preferred Shares held by it, no later than the expiration of the subscription period that will be set by the Bank.

Holders of Outstanding Preferred Shares who fail to notify the Bank on a timely basis of their intention to exercise their priority subscription rights to purchase Series J Preferred Shares will be deemed to have waived such rights.

Holders of Series J Preferred Shares will have priority subscription rights to subscribe, pro rata with holders of other preferred shares of the Bank, including the Oustanding Preferred Shares, to newly-issued preferred shares of the Bank but not Common Shares. Newly-issued preferred shares purchased pursuant to an exercise of such priority subscription rights will be allocated on the basis of the nominal values of all shares carrying such rights, regardless of the respective issue prices for such shares.

Call Option .....

Subject to (i) compliance with any and all then applicable regulations and financial ratios of the Central Bank and the Banking Control Commission, including the availability of sufficient free reserves for the purpose, (ii) verification of such compliance by the Banking Control Commission and (iii) the approval of the Central Bank in accordance with the provisions of paragraph 5(A) of Article 5 of Decision 6939, the Issuer may, at its option, redeem and cancel the Series J Preferred Shares then outstanding, in whole or in part (but not less than 20% of the aggregate issue size):

(x) at any time after the Issue Date, upon the occurrence of a Regulatory Event (i.e., a change in any applicable law or domestic or international regulation or standard or in the official interpretation or application thereof, which would be reasonably likely to result in the aggregate Issue Price in respect of all Series J Preferred Shares not being included as Additional Tier 1 Capital of the Bank or otherwise in the event that the Bank would not be permitted to maintain the issue premium in respect of the Series J Preferred Shares in U.S. Dollars or any other foreign currency as may be acceptable to the Bank); or

(y) following notification to the Central Bank and the Banking Control Commission, within 60 days following the General Meeting of Shareholders of the Bank at which the annual audited financial statements of the Bank for the year ended December 31, 2022 are approved (which is expected to be in April 2023) and annually within 60 days following each such subsequent General Meeting of Shareholders of the Bank thereafter (or any other shareholders' meeting) at which the annual audited financial statements of the Bank for the immediately preceding fiscal year are approved, in its sole discretion,

in each case, at a redemption price equal to U.S.$100.00 per Series J Preferred Share (subject to, in the event of any stock split or combination affecting the share capital of the Bank (but not upon any other event, including the issuance of any new shares below market value, stock dividends or a recapitalisation of the Bank's share capital)), plus any declared and uncancelled but unpaid Distributions; provided that no Distributions shall be payable in respect of any Series J Preferred Shares for the year in which such Series J Preferred Shares are redeemed and canceled. The Series J Preferred Shares may not be redeemed and cancelled under this sub-clause (y) prior to the fifth anniversary of the Issue Date.

In the case of redemption and cancellation of a part only of the Series J Preferred Shares at the time outstanding, such redemption and cancellation will be on a pro rata basis.

Effect of Redemption .....

Upon any redemption of Series J Preferred Shares, such Series J Preferred Shares shall be canceled and the nominal value of each of the remaining shares then constituting the outstanding share capital of the Bank, irrespective of the class thereof, shall be adjusted to reflect such cancellation, with the Bank's total capital remaining unchanged.

No Put Option .....

Holders of Series J Preferred Shares do not have the benefit of any put option or other right to require the Bank to repurchase Series J Preferred Shares and, although the Bank has the

right to redeem and cancel the Series J Preferred Shares as described herein, it has no obligation to do so and its ability to do so may be restricted by applicable regulations and financial ratios of the Central Bank and the Banking Control Commission.

Conditions Precedent .....

The issue of the Series J Preferred Shares is subject to the following conditions precedent:

(x) the Extraordinary General Meeting of the Bank's Shareholders approving the issue of the Series J Preferred Shares;

(y) the Bank having received the approval of Banque du Liban to issue the Series J Preferred Shares; and

(z) the Extraordinary General Meeting of the Bank's Shareholders confirming and verifying the due issuance of the Series J Preferred Shares.

Form; Settlement & Clearing .....

The Series J Preferred Shares will be issued in registered form, registered in the respective names of the purchasers thereof in the share registry maintained by Midclear in respect of the Bank's share capital.

The Series J Preferred Shares will initially be delivered, upon issuance, to Eligible Investors by deposit to the Midclear account of the Bank on or after the Issue Date. At any time after the Issue Date, a holder of Series J Preferred Shares may request that the Bank arrange for the transfer of the custody of all or a portion of the Series J Preferred Shares owned by it to another sub-custodian in Midclear.

Interests in the Series J Preferred Shares will be shown only on, and transfers thereof may be effected (subject as provided herein) only through, the book-entry system maintained by Midclear and its participants, including the Bank. Series J Preferred Shares in definitive form will not be issued.

Use of Proceeds .....

The net proceeds of the issue of the Series J Preferred Shares will be used for general funding purposes, including, but not limited to, strengthening the Bank's capital structure.

Listing .....

The Bank intends to list the Series J Preferred Shares on the BSE.

Governing Law .....

The issuance of the Series J Preferred Shares shall be governed by Lebanese Law.

Restrictions on Transfer .....

There are no restrictions imposed by the Central Bank on the transfer of Series J Preferred Shares and, accordingly, the Series J Preferred Shares shall be freely transferable, subject to applicable securities laws.

Eligible Investors .....

Series J Preferred Shares will be offered and sold, directly and indirectly, only to "Eligible Investors" (i.e., any person that is a Professional Client (as defined under CMA regulations) and, if located in the EEA, a Qualified Investor, and who is not a U.S. person, the President of the Bank, the Chairman of the Board of Directors of the Bank, any other member of the

Board of Directors of the Bank or any person who is a General Manager of the Bank; any spouse or minor child of any such person, any subsidiary or affiliate of the Issuer, or any other person acting on behalf of any such person) in offshore transactions outside the United States. Neither the Issuer nor any of its subsidiaries or affiliates may directly or indirectly finance the purchase of Series 1 Preferred Shares.

The disclosure above is an indicative summary of certain terms and conditions proposed to be applicable to the contemplated Series J Preferred Shares. Nothing contained in this Information Statement shall constitute an offer of, or an invitation to subscribe for or purchase, any Series J Preferred Shares.

The issuance of the Series J Preferred Shares remains subject to the approval of the Central Bank of Lebanon and the Bank's shareholders.

III. Amendments to the By-Laws

Pursuant to applicable regulations, the approval of the actions described under sections I and II above necessitates resulting amendments to the Bank's By-Laws.

Accordingly, in its meeting held on May 18, 2017, the Board of Directors resolved to propose to the General Assembly to approve, upon its approval of each or all of the actions described above, the amendment of Articles 6 and 8 of the Bank's By-Laws to reflect the matters specified under sections I and II above.

IV. Grant of Power

In its meeting held on May 18, 2017, the Board of Directors noted that the actions described under sections I and II above require the obtaining of certain authorizations and the completion of certain other acts. Accordingly, the Board of Directors resolved to propose to the General Assembly to approve, upon its approval of the actions described under sections I to III above, including its approval of related amendments to the Bank's By-Laws, to empower the Chairman of the Board of Directors (acting singly) or any two Directors – General Managers (acting jointly) to seek all necessary authorizations (including, in particular, the approval of the Central Bank of Lebanon acting through its Central Council) and to perform all acts as may be necessary or advisable in the completion of such matters as are approved.

V. Summary of Matters Submitted to the General Assembly for Approval

Accordingly, the Board of Directors of the Bank has convened the General Assembly to consider and approve the following resolutions:

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 LL1,663;

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 pursuit of all of the foregoing resolutions.

The proposed resolutions are subject to approval by the Central Bank of Lebanon, acting through its Central Council.

VOTING INSTRUCTIONS

Each Holder is hereby requested to return to the Depositary voting instructions, in the form provided separately by the Depositary for this purpose, by which such Holder may give instructions to the Depositary to vote for or against each and any resolution specified in the agenda for the General Meeting.

In order for a voting instruction to be valid, the above-mentioned form of voting instructions must be completed and duly signed by the respective Holder (or in the case of instructions received from the clearing systems should be received by authenticated SWIFT message or market standard authenticated message format) and returned to the Depositary by the date that the Depositary shall specify in such form of voting instructions.

INFORMATION REGARDING BANK AUDI S.A.L.

For information regarding the Bank, Holders are advised to review the following documents:

- The Bank's Annual Report for 2016 encompassing:

o The audited financial statements of the Bank as of and for the year ended December 31, 2016 and the accompanying notes and auditors' report;

o The "Management Discussion and Analysis" which summarizes the Bank's activity during the year ended December 31, 2016;

- The consolidated unaudited financial statements of the Bank as at March 31, 2017.

The above documents (in Arabic or English, or both, as the case may be) can be downloaded from Bank Audi's website: www.bankaudigroup.com or may be obtained free of charge from the Bank and the Depositary at the addresses set forth below:
The Depositary:

Deutsche Bank Trust Company Americas
Winchester House
1 Great Winchester Street
London EC2N 2DB
Attn: Ms. Katia Levy-Thevenon

The Bank:

Bank Audi s.a.l.
Bab Idriss Omar Daouk Street Bank Audi Plaza, P.O. Box 11-2560 Beirut Lebanon
Attn: The Group Corporate Secretary

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Daily Bulletin – 04/07/2017

- **Announcement:**

BANK AUDI ANNOUNCES ITS INTENTION TO REDEEM AND CANCEL THE SERIES F PREFERRED SHARES.

For immediate release -Bank Audi announces its intention to redeem and cancel all the 1,500,000 outstanding Non-Cumulative Redeemable Series F Preferred Shares of the Bank issued in May 2012.

The redemption is expected to take place on or around 7 July 2017.
This announcement is for information only.

For further information:
Corporate Secretariat
Farid Lahoud
Group Corporate Secretary
Corporate.secretary@banqueaudi.com

Daily Bulletin – 04/07/2017

- **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.

Daily Bulletin – 04/07/2017

- **Cancellation of Preferred Shares Series "F":**

Based on the decision of the Board of Directors of Bank Audi SAL related to the cancellation of all Series "F" preferred shares within a period of 60 days following June 22, 2017, and based on the approval of the Central Bank of Lebanon on the above stated decision and upon the request of the Bank to cease trading in Series F Preferred shares, the Beirut Stock Exchange decided to cease trading in Bank Audi Series "F" Preferred Shares starting the beginning of the trading session of Tuesday July 04, 2017. (Circular 446/2017)

Circular 446/2017, Date: 30/06/2017

- **BANK AUDI SAL ANNOUNCES THE FINANCIAL STATEMENTS OF BANK AUDI SAE (EGYPT) AS AT MARCH 31, 2017:**

Bank Audi sal announces that its wholly-owned subsidiary, Bank Audi SAE (Egypt), has published its financial statements (in Arabic) as at and for the period ended March 31, 2017.

A summary in English of the financial statements can be viewed at Bank Audi's website: http://www.bankaudigroup.com/group/financials-of-bank-audi-sae-egypt .

For additional information, you may address your e-mails to corporate.secretary@banqueaudi.com.

Daily Bulletin – 26/05/2017

- **BANK AUDI SAL ANNOUNCES THE FINANCIAL STATEMENTS OF ODEA BANK A.S. (TURKEY) AS AT MARCH 31, 2017:**

Bank Audi sal announces that its subsidiary, Odea Bank A.S. (Turkey), has published its financial statements (in Turkish) as at and for the period ended March 31, 2017.
A summary in English of the financial statements can be viewed at Bank Audi's website: http://www.bankaudigroup.com/group/financials-of-odeabank-as
For additional information, you may address your e-mails to corporate.secretary@banqueaudi.com .

Daily Bulletin – 10/05/2017

- **Unaudited Consolidated Financial Statements March 31, 2017:**

Bank Audi sal publishes its Unaudited Consolidated Financial Statements for the period ended March 31, 2017. Report can be accessed by using the following URL:

http://www.bse.com.lb/Portals/0/Audi%20FS%20March%202017%20En.pdf

Daily Bulletin – 28/04/2017

- **Announcement:**

Mr. Samir N. Hanna to succeed Mr. Raymond W. Audi as Chairman of the Board of Directors and Election of additional Directors:

The Ordinary General Assembly of Shareholders of Bank Audi S.A.L. convened on April 10, 2017 and resolved, amongst other things, to:

(i) take note of the resignation of the Chairman of the Board of Directors, Mr. Raymond Audi, 84, who decided to stand down from the Board of Directors, after having served as Director of the Company since its incorporation in 1962 in order to devote more time to his personal life; and
expressed its gratitude to Mr. Raymond W. Audi for his leadership and dedication throughout his 55 years of service.

(ii) elect Mrs. Sherine R. Audi, Mr. Carlos A. Obeid and Mr. Aristidis I. Vourakis as Directors for the remainder of the current Board's mandate (i.e. until the Annual

General Assembly expected to be held in April 2019 that will examine the activity and accounts of the year 2018).

The Board convened following the General Assembly and resolved, amongst other things, to elect Mr. Samir N. Hanna as Chairman of the Board – General Manager. Mr. Samir Hanna will henceforth serve as Chairman of the Board and Group CEO.

The Board of Directors is now composed as follows:

Mr. Samir N. Hanna (Chairman and Group CEO);
Dr. Marwan M. Ghandour (vice-chairman);
Dr. Freddie C. Baz (vice-chairman);
Sheikha Suad H. Al Homaizi;
Sheikha Mariam N. Al Sabbah;
Mr. Marc J. Audi;
Dr. Imad I. Itani;
Mr. Abdullah I. Al Hobayb;
Dr. Khalil M. Bitar;
Mrs. Sherine R. Audi;
Mr. Carlos A. Obeid;
Mr. Aristidis I. Vourakis.

Profiles of the new Directors:

Sherine R. Audi
Age: 57 - Lebanon
General Manager and Board Member of Bank Audi France

Sherine Audi is the General Manager of Bank Audi France s.a. ("BAF"), the French subsidiary of the Bank.
She started her Banking career in 1980 at BAF, now a fully owned subsidiary of Bank Audi s.a.l. . She held several positions there, including in credit, business development, operations and administration, while gradually climbbing the corporate ladder. She was appointed assistant General Manager in 1995, then executive director in 2000, and Director – General Manager since 2010. In this capacity, she is now in charge of the development and implementation of the bank's strategy, as approved by the Board. She heads all the executive aspects of BAF's activity and drives its strategic transformations (including technological and regulatory ones) as required by the current market rules and practices.
She also acts as the bank's representative towards the French banking authorities and professional organizations.
Sherine Audi is a Certified Professional Banker (BP de Banque) and a Certified Director (by Sciences Po. Paris., jointly with the French Institute of Directors).

Carlos A. Obeid
Age: 52 - Lebanon
Group Chief Financial Officer of Mubadala Investment Company

Carlos Obeid is the Group Chief Financial Officer of Mubadala Investment Company. In this position, he is responsible for the provision of specialist advisory and transactional services across the organization and its related companies (Project & Corporate Finance, Treasury, Financial Planning & Business Performance, Mergers and Acquisitions).
He has an extensive experience including in (i) strategic planning and valuation assessment (ii) automation of finance systems (iii) credit rating processes and reviews (having raised over 5 billion USD in corporate bonds, over 2.5 billion USD in project bonds, and over 12 billion USD in project finance). He has also played a leading role in capital deployments totaling over 35 billion USD.
He has also been responsible for the strategic steering and guidance, for senior leadership recruitment and assessment, and where applicable establishment, restructuring or realignment of Listed companies (including ALDAR and Waha Capital) Joint Ventures (including Mubadala-GE Capital, Capitala, Viceroy Hotel Group) and wholly owned entities (Cleveland Clinic Abu Dhabi, Yahsat, Global Foundries, Masdar).
Carlos Obeid holds an MBA degree from INSEAD (1991), and a Bachelor of Electrical Engineering from AUB (1986).

Aristidis I. Vourakis
Age: 41 - Greece
General Manager - Group Deputy Chief Executive Officer – Bank Audi sal

Aristidis Vourakis has recently joined the Bank as Group Deputy Chief Executive Officer. He joined Bank Audi after 19 years with J.P. Morgan, where he was Managing Director leading J.P. Morgan team focusing on Financial Institutions in Central Eastern Europe, Middle East, and Africa. He was also JPMorgan's Senior Country Officer for Greece and Cyprus. Based out of London, Aristidis Vourakis has led a large number of capital raising, funding and IPO transactions for credit institutions across Europe, and managed the development and implementation of regional expansion strategies and group reorganizations. He has also supported a number of Greek companies and the sovereign itself, in accessing international capital markets following the sovereign debt restructuring in 2012.
Aristidis Vourakis holds an M.Sc. In Accounting and Finance with distinction from the London School of Economics and Political Science.

- **Ex-Dividend Date:**

In reference to the announcement issued by Bank Audi SAL dated April 10, 2017 related to the decision of the Annual Ordinary General Assembly of shareholders of April 10, 2017 to distribute dividends for the holders of shares on record as at April 13, 2017 (Record date),

the Beirut Stock Exchange declares that the Ex-dividend date of the shares and GDRs of Bank Audi SAL is Tuesday, April 11, 2017.

Daily Bulletin- 11/04/2017

- **Dividend Declaration:**

The Ordinary General Assembly of Shareholders of Bank Audi sal convened on April 10, 2017 and resolved, among other things, to (i) approve the Bank's accounts for the year 2016 and (ii) declare a gross distribution of dividends as follows:

- To Holders of Series "F" Preferred Shares a total of USD 9 Million on the basis of USD 6 per share.
- To Holders of Series "G" Preferred Shares a total of USD 9 Million on the basis of USD 6 per share.
- To Holders of Series "H" Preferred Shares a total of USD 4.875 Million on the basis of USD 6.5 per share.
- To Holders of Series "I" Preferred Shares a total of USD 7.5 Million on the basis of USD 3 per share
- To Holders of Common Shares: a total of LBP 301.3 Billion on the basis of LBP 753.75 per share.

As a result of the above, the net payable amounts (after deduction of the applicable withholding tax at the rate of 5%) are as follows:

- To Holders of Series "F" Preferred Shares a total of USD 8.550 Million on the basis of USD 5.7 per share.
- To Holders of Series "G" Preferred Shares a total of USD 8.550 Million on the basis of USD 5.7 per share.
- To Holders of Series "H" Preferred Shares a total of USD 4.631 Million on the basis of USD 6.175 per share.
- To Holders of Series "I" Preferred Shares a total of USD 7.125 Million on the basis of USD 2.85 per share.
- To Holders of Common Shares: a total of LBP 286.25 Billion on the basis of LBP 716.06 per share.

Dividends will be paid through Midclear S.A.L. starting April 18, 2017 for the holders of Shares as at April 13, 2017 (Record Date), according to the records of Midclear S.A.L.

Daily Bulletin- 11/04/2017

- **Announcement by Bank Audi s.a.l.:**

BANK AUDI AGREES TO SELL ITS ELECTRONIC PAYMENT AND CARD SERVICES BUSINESS TO M1 GROUP

For immediate release - Bank Audi s.a.l. (**Bank Audi**) announces that it has entered into an agreement with M1 Financial Technologies (Holding) SAL (**M1 Financial Technologies**), a subsidiary of M1 Group, to sell its **electronic payment and card services business** for a price of U.S.$185 million, subject to adjustment, plus contingent deferred consideration of up to U.S.$ 35 million.
The transaction was structured as a purchase by M1 Financial Technologies of all of the shares of Areeba s.a.l. (**Areeba**), to which Bank Audi transferred its **electronic payment and card services business** (the **carve out**), and with which it has entered into a service level agreement for the provision of these services. The completion of the sale is subject to the final approval of the Central Bank of Lebanon and consent to the change of control of Areeba from the relevant scheme providers, including MasterCard and Visa.
Following completion, Bank Audi will continue to perform all customer-facing functions. The carve out and sale are expected to enhance the products and services offered to Bank Audi cardholders, who will benefit from Areeba's focused approach in the rapidly developing card and electronic payment services sector.
Commenting on the transaction, member of Bank Audi's Board and Country Manager for Lebanon, Marc Audi, said:

"Bank Audi has a 40% market leading share in the Lebanese card market. This transaction will enable Bank Audi to further improve its offerings to cardholders and streamline retail and card products and services."
Maher Mikati, Deputy CEO of M1 Group, stated:

"M1 Group's extensive know-how and investments in technologically advanced sectors, and our solid financial profile, will enable Areeba to develop innovative products, thus increasing the competitiveness and range of products and services it offers."

Daily Bulletin- 03/04/2017

- **Report of the Board of Directors addressed to the Ordinary General Assembly of April 10, 2017 and the Auditors' special report:**

Bank Audi SAL publishes: the Report of the Board of Directors addressed to the Ordinary General Assembly of April 10, 2017 and the Auditors special report as per article 158 of the code of Commerce for the year ended December 31, 2016.

Daily Bulletin- 29/03/2017

- **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 Monday April 10,

2017 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, 2016 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, 2016, 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, 2016;

2. To appropriate the 2016 profits in accordance with 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 ratify loans granted during the year 2016 to related parties as per Article 152 of the Code of Money and Credit;

5. To authorize the granting of loans to related parties during the year 2017, in accordance with Article 152 of the Code of Money and Credit;

6. 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, 2016 that are subject to Article 158 of the Code of Commerce and to authorize the Bank to enter into similar transactions during the year 2017;

7. To note the changes in the Board of Directors and to elect new members;

8. To confirm the managerial responsibilities of certain Board members and to determine their fixed and performance-related remuneration in respect of such responsibilities; and to determine the remuneration of the other members of the Board;

9. To authorize the participation of certain Board members in the boards of other companies and to grant the necessary related authorizations pursuant to Article 159 of the Code of Commerce; and

10. To determine the External Auditors' fee for the year 2017.

Shareholders can download the Annual Report for the year 2016, 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.

- **2016 Annual Report:**

Bank Audi sal's Annual Report for the year ended 31 December 2016 (the "Annual Report") encompassing, among other things, the Financial Statements and notes, the External Auditors' report, and the Management Discussion & Analysis is available from the address below:

The Group Corporate Secretary
Bank Audi sal
Audi Plaza – Bab Idriss
PO. Box 11-2560
Beirut - Lebanon

The Annual Report can also be downloaded from the Company's website at www.bankaudigroup.com or by clicking on the following link:

http://www.bankaudigroup.com/Library/Assets/AnnualReport_2016.pdf

Daily Bulletin- 24/03/2017

- **Dividend Distribution Proposal:**

In its meeting held on March 20, 2017, the Board of Directors of Bank Audi S.A.L resolved to propose to the Annual Ordinary General Assembly the distribution of a dividend of LBP 753.75 per common share.

Subject to the General Assembly's approval, such dividends will be paid, after deduction of applicable taxes, on or about April 18, 2017 to holders of common shares as at April 13, 2017 (Record Date), according to the records of Midclear S.A.L (The Central Depository).

Daily Bulletin- 24/03/2017

- **BANK AUDI SAL ANNOUNCES THE FINANCIAL STATEMENTS OF BANK AUDI SAE (EGYPT) AS AT DECEMBER 31, 2016:**

Bank Audi sal announces that its wholly-owned subsidiary, Bank Audi SAE (Egypt), has published its financial statements (in Arabic) as at and for the period ended December 31, 2016.

A summary in English of the financial statements can be viewed at Bank Audi's website:

http://www.bankaudigroup.com/group/financials-of-bank-audi-sae-egypt .

For additional information, you may address your e-mails to corporate.secretary@banqueaudi.com .

Daily Bulletin – 14/03/2017

- **BANK AUDI SAL ANNOUNCES THE FINANCIAL STATEMENTS OF ODEA BANK A.S. (TURKEY) AS AT DECEMBER 31, 2016:**

Bank Audi sal announces that its subsidiary, Odea Bank A.S. (Turkey), has published its financial statements (in Turkish) as at and for the period ended December 31, 2016.
A summary in English of the financial statements can be viewed at Bank Audi's website:
http://www.bankaudigroup.com/group/financials-of-odeabank-as
For additional information, you may address your e-mails to corporate.secretary@banqueaudi.com .

Daily Bulletin – 27/02/2017

- **Unaudited Financial Statements December 31,2016:**

Bank Audi sal publishes its Unaudited Consolidated Financial Statements for the year ended December 31, 2016. Full report can be accessed by using the following URL:

http://www.bse.com.lb/Portals/0/Audi%20FS%202016%20English.pdf

Daily Bulletin – 31/01/2017

- **Listing, trading and pricing of Series (I) Preferred Shares issued by Bank Audi SAL:**

The Beirut Stock Exchange decided to accept the listing, trading and pricing of the /2,500,000/ Non-Cumulative, Perpetual, Redeemable, Convertible Series (I) Preferred Shares, issued by Bank Audi SAL in the official market of the stock exchange. Holders of Series (I) Preferred Shares will receive annual distribution of USD 3 for the year 2016 and USD 7 for the following years. Trading is scheduled to start on Wednesday, January 25, 2017. (Circular# 438/2017)

Daily Bulletin- 19/01/2017

- **Resolutions adopted by the Extraordinary General Meeting of Shareholders of December 21,2016:**

Bank Audi SAL publishes the Resolutions adopted by the Extraordinary General Assembly of shareholders of December 21, 2016

http://www.bse.com.lb/Portals/0/Audi%20EGM%20Results_21%2012%202016.pdf

Daily Bulletin – 22/12/2016

- **Offer to subscribe to Bank Audi Preferred Shares Series "I":**

Bank Audi SAL declares that the subscription period for Series "I" Preferred Shares starts on December 09, 2016 and ends on December 13, 2016.

Daily Bulletin – 08/12/2016

- **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 10:30 a.m. on Wednesday December 21, 2016 at the Bank's Head Office located at Audi Plaza, Bab Idriss, Beirut Commercial Central District, in order to examine the following agenda:

1. Verification of the completion of the procedures for the increase in the Bank's capital through the issuance of 2,500,000 Series "I" Preferred Shares in accordance with Resolution No. 1 of the Extraordinary General Meeting held on November 29, 2016; and

2. The discharge of the Chairman and members of the Board of Directors in respect of activities related to the Capital Increase.

Daily Bulletin – 05/12/2016

- **Extraordinary General Assembly Meeting of November 29,2016:**

Bank Audi sal publishes the Resolutions adopted by the Extraordinary General Assembly of shareholders of November 29, 2016.

http://www.bse.com.lb/Portals/0/Audi%20EGM%20Results_29%2011%202016%20-%20BSE.pdf

Daily Bulletin – 30/11/2016

- **BANK AUDI SAL ANNOUNCES THE FINANCIAL STATEMENTS OF BANK AUDI SAE (EGYPT) AS AT SEPTEMBER 30, 2016:**

Bank Audi sal announces that its wholly-owned subsidiary, Bank Audi SAE (Egypt), has published its financial statements (in Arabic) as at and for the period ended September 30, 2016.

A summary in English of the financial statements can be viewed at Bank Audi's website: http://www.bankaudigroup.com/group/financials-of-bank-audi-sae-egypt .

For additional information, you may address your e-mails to corporate.secretary@banqueaudi.com .

Daily Bulletin – 25/11/2016

- **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 10:30 a.m. on Tuesday November 29, 2016 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 increase of the Bank's capital through the issuance of a number of Preferred Shares (pursuant to Lebanese Law No 308/2001) and the determination of their amount, terms and conditions;

2. The listing of such newly-issued Preferred Shares on the Beirut Stock Exchange;

3. 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 1 and 2 above;

4. The submission of the actions described in items 1-3 inclusive for approval by the Central Bank of Lebanon acting through its Central Council; and

5. The granting to the Chairman of the Board of Directors and to the Group Chief Executive Officer (acting severally) of the necessary powers to seek required approvals, to set deadlines and to perform all other acts and procedures in pursuit of all of the foregoing resolutions.

Daily Bulletin – 11/11/2016

- **BANK AUDI SAL ANNOUNCES THE FINANCIAL STATEMENTS OF ODEA BANK A.S. (TURKEY) AS AT SEPTEMBER 30, 2016:**

Bank Audi sal announces that its subsidiary, Odea Bank A.S. (Turkey), has published its financial statements (in Turkish) as at and for the period ended September 30, 2016.
A summary in English of the financial statements can be viewed at Bank Audi's website: http://www.bankaudigroup.com/group/financials-of-odeabank-as
For additional information, you may address your e-mails to corporate.secretary@banqueaudi.com .

Daily Bulletin – 09/11/2016

- **Additional GDRs listing linked to the shares of Bank Audi SAL**:

The Beirut Stock Exchange decided to list, as of November 10, 2016, an additional /4,936,644/ GDRs linked to the shares of Bank Audi SAL in the official market of the Stock Exchange. These GDRs will be added to the previously listed /114,988,117/ GDRs, therefore, the total number of listed GDRs linked to the shares of Bank Audi SAL becomes /119,924,761/. The details related to the pricing, trading, settlement and clearance of the newly listed GDRs are the same as those of the previously listed ones.

Circular 434/2016 Date:07/11/2016

- **Unaudited Consolidated Financial Statements September 30, 2016:**

Bank Audi sal publishes its Unaudited Consolidated Financial Statements for the period ended September 30, 2016. Report can be accessed by using the following URL:

http://www.bse.com.lb/Portals/0/Audi%20FS%20Q3%202016%20English.pdf

Daily Bulletin – 28/10/2016

- **Announcement:**

The following announcement is made pursuant to Article 45 of Lebanese Law No. 161 dated August 17, 2011:

- Deutsche Bank Trust Company Americas in its capacity as Depositary within Bank Audi's GDR Program, has purchased 4,936,644 Ordinary Shares constituting 1.23% of the Bank's outstanding Ordinary Shares. The transaction was executed on the Beirut Stock Exchange pursuant to a preliminary approval granted by the Central Bank of Lebanon, acting through its Central Council, on the 2nd of December 2015;
- The transaction was executed on September 20, 2016 for value date September 23, 2016.
- Deutsche Bank Trust Company Americas will issue GDRs against the purchased Shares for the benefit of the seller, hence no change in the ultimate economic ownership will result from the aforementioned transaction;
- After giving effect to the aforementioned transaction, the number of shares held by Deutsche Bank Trust Company Americas and represented by GDRs, becomes 119,924,761 shares representing 30% of Bank Audi's issued and outstanding Ordinary Shares.
- Shares and GDRs held by the seller at the time of the transaction represent less than 5% of the Bank's issued and outstanding Ordinary Shares.

Daily Bulletin – 26/09/2016

- **BANK AUDI SAL ANNOUNCES THE FINANCIAL STATEMENTS OF BANK AUDI SAE (EGYPT) AS AT JUNE 30, 2016:**

Bank Audi sal announces that its wholly-owned subsidiary, Bank Audi SAE (Egypt), has published its financial statements (in Arabic) as at and for the period ended June 30, 2016.
A summary in English of the financial statements can be viewed at Bank Audi's website:
http://www.bankaudigroup.com/group/financials-of-bank-audi-sae-egypt
For additional information, you may address your e-mails to corporate.secretary@banqueaudi.com .

Daily Bulletin – 30/08/2016

- **Excerpt of the Ordinary General Assembly of April 8,2016:**

Bank Audi sal publishes Excerpt of the Ordinary General Assembly of shareholders of April 8, 2016. (Arabic)

Daily Bulletin – 17/08/2016

- **Odea Bank Successfully Completes TL 1.0 Billion Capital Increase:**

Key Contacts
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Odea Bank: Asli Aliveren (Tel: +90 212 304 8640, e-mail: asli.aliveren@odeabank.com.tr)
IFC: Başak Pamir Ülgen (Tel: +90 532 314 1636, e-mail: bulgen@ifc.org)
EBRD: Olga Rosca (Tel: +44 207 338 8163, e-mail: olga.rosca@ebrd.com)

Not for distribution in any jurisdiction where the distribution or release would be unlawful.

For immediate release - Istanbul, Turkey, August 11, 2016. Odea Bank successfully completed the capital increase of TL 1.0 billion, after obtaining necessary corporate and regulatory approvals, including that of the Banking Regulation and Supervision Agency (BRSA).

International Finance Corporation (IFC), a subsidiary of IFC Financial Institutions Growth Fund (FIG Fund) and the European Bank for Reconstruction and Development (EBRD) participated in the capital increase which was announced on June 27, 2016, along with other private investors.

Bank Audi Group remains a majority shareholder of Odea Bank following the capital increase, with a stake of more than 75 per cent. The transaction demonstrates strong investor confidence in Odea Bank, as well as the resilience of the Turkish economy.

Odea Bank is expected to use the proceeds from the equity investment to expand its financing in the real sector in Turkey, fund large scale infrastructure projects, increase access to finance for medium and small sized companies, and to make investments in its branch network, digital banking channels and technology.

Bank Audi was advised by J.P. Morgan as its exclusive financial advisor and by Dechert as its legal counsel for English law and by Bilgiç Attorney Partnership as its legal counsel for Turkish law, and IFC and the EBRD were jointly advised by Clifford Chance as legal counsel for English law and by Yegin Çiftçi Attorney Partnership as their legal counsel for Turkish law.

About Bank Audi

Founded in 1830, Bank Audi (ISIN: LB0000010415) was incorporated in its present form in 1962 as a private joint stock company with limited liability ("société anonyme libanaise"). Since 1983, the shareholder base has expanded and is currently comprised of more than 1,500 holders of common shares and global depositary receipts (representing common shares). Bank Audi's common shares are listed on the Beirut Stock Exchange and its GDRs are listed on both the Beirut Stock Exchange and the London Stock Exchange.

Bank Audi is a universal bank with presence in 13 countries. It operates principally in Lebanon, the MENA region and, since November 1, 2012, in Turkey, offering a full range of products and services that principally cover commercial and corporate banking, retail and individual banking, and private banking, as well as ancillary activities such as investment banking and on-line brokerage.

Bank Audi has two principal subsidiaries in Lebanon, two subsidiaries in Europe, as well as an asset management company in Monaco, six subsidiaries in the MENA region outside Lebanon, and a subsidiary in Turkey. As at end- June 2016, Bank Audi and its consolidated subsidiaries had 7,209 employees, including 3,261 persons employed in Lebanon, 1,576 persons employed at Odea Bank in Turkey, and 1,387 persons employed at Bank Audi Egypt. For more information, please visit www.bankaudigroup.com or Bank Audi's Investor Relations App (App Store & Google Play).

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About Odea Bank

Odea Bank, the majority-owned subsidiary of Bank Audi, is a joint stock company established on March 15, 2012. Since its establishment, Odea Bank became a mid-tier bank in less than two and a half years, now ranking 8th in the Turkish banking sector by customer deposits. Serving around 620,000 retail customers, Odea Bank operates a 56-branch network. For more information, please visit www.odeabank.com.tr

About IFC

IFC, a member of the World Bank Group, is the largest global development institution focused on the private sector in emerging markets. Working with more than 2,000 businesses worldwide, we use our capital, expertise and influence to create opportunity where it's needed most. In FY15, our long-term investments in developing countries rose to nearly US$ 18 billion, helping the private sector play an essential role in the global effort to end extreme poverty and boost shared prosperity. For more information, please visit www.ifc.org

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About IFC Asset Management Company

IFC Asset Management Company LLC (AMC), a wholly-owned subsidiary of IFC, invests third party capital, enabling investors to benefit from IFC's expertise in achieving strong equity returns, as well as positive development impact in the countries in which it invests. AMC has raised US$ 8.7 billion of capital across 11 investment funds. For more information, visit www.ifcamc.org

About EBRD

The EBRD is a multilateral bank committed to the development of market-oriented economies and the promotion of private and entrepreneurial initiative in more than 30 countries from Morocco to Mongolia and from Estonia to Egypt. The Bank is owned by 65 countries, the EU and the EIB. For more information, please follow the EBRD on the www.ebrd.com/home

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Daily Bulletin – 12/08/2016

- **BANK AUDI SAL ANNOUNCES THE FINANCIAL STATEMENTS OF ODEA BANK A.S. (TURKEY) AS AT JUNE 30, 2016:**

Bank Audi sal announces that its subsidiary, Odea Bank A.S. (Turkey), has published its financial statements (in Turkish) as at and for the period ended June 30, 2016.
A summary in English of the financial statements can be viewed at Bank Audi's website:
http://www.bankaudigroup.com/group/financials-of-odeabank-as
For additional information, you may address your e-mails to corporate.secretary@banqueaudi.com .

Daily Bulletin – 10/08/2016

- **Unaudited Consolidated Financial Statements June 30, 2016:**

Bank Audi sal publishes its Unaudited Consolidated Financial Statements for the period ended June 30, 2016. Report can be accessed by using the following URL:

http://www.bse.com.lb/Portals/0/Audi%20F.S.%20English%20160630.pdf

Daily Bulletin – 29/07/2016

• IFC and EBRD to Become Shareholders of Odea Bank as They Participate in TL 1.0 billion Capital Increase

Key Contacts
Bank Audi: Carole Aoun (Tel: +961 1 977 358, e-mail: carole.aoun@banqueaudi.com)
Odea Bank: Asli Aliveren (Tel: +90 212 304 8640, e-mail: asli.aliveren@odeabank.com.tr)
IFC: Başak Pamir Ülgen (Tel: +90 532 314 1636, e-mail: bulgen@ifc.org)
EBRD: Olga Rosca (Tel: +44 207 338 8163, e-mail: olga.rosca@ebrd.com)

. Odea Bank, Turkey's leading challenger bank, is being boosted by support from international financial institutions in a move that will take it to the next stage of growth.

IFC, a member of the World Bank Group, the IFC Financial Institutions Growth Fund (FIG Fund), a private equity fund managed by IFC Asset Management Company (AMC), and EBRD will become shareholders of Odea Bank, a subsidiary of Lebanon's Bank Audi Group through a subscription to a TL 1.0 billion capital increase of the lender.

This capital increase will provide Odea Bank with additional financial flexibility which will allow it to expand its financing in the real sector in Turkey, fund large scale infrastructure projects and increase access to finance for medium and small sized companies (SMEs).

Odea Bank is also planning to invest in new technologies to strengthen its digital banking network and reach one million unbanked people in Turkey.

As part of the TL 1.0 billion capital increase, the IFC and EBRD are investing the Turkish Lira equivalent of US$ 110 million and US$ 90 million, respectively. US$ 38.5 million of IFC financing is provided by the FIG Fund. The remaining balance will be covered by Middle Eastern investors and Bank Audi itself. Following the capital increase, Bank Audi Group will remain a majority shareholder of Odea Bank with a stake of more than 75 per cent.

Completion of the transaction is subject to regulatory approvals including approval by the BRSA and other customary closing conditions.

Odea Bank started its operations in late 2012 as a subsidiary of Bank Audi Group, the largest Lebanese lender and one of the leading international financial institutions with presence in the MENA region and also in Europe. Within only three and a half years of operations, Odea Bank has already established itself as one of the key players in the attractive Turkish banking sector reaching 8th position by customer deposits and 9th position by loans as of March 2016, excluding state-owned banks and based on BRSA unconsolidated financial statements of Turkish banks. Odea Bank operates 56 branches in 16 cities and employs over 1,500 staff as of June 2016.

Samir Hanna, Group Chief Executive Officer of Bank Audi Group and Chairman of Odea Bank, stated: “We welcome EBRD and IFC, as well as other investors as our new partners in Odea Bank. We are looking forward to a new phase of growth for Odea Bank in the highly promising Turkish banking market. This capital increase represents the largest capital increase in the Turkish banking sector over recent years and is a testimony to Bank Audi’s successful greenfield investment in Turkey. Odea Bank is a key pillar of Bank Audi’s future growth and we continue to be committed to its future development.”

Huseyin Ozkaya, General Manager and Board Member of Odea Bank, said: “It is vital and extremely encouraging that two reputable and prestigious institutions such as IFC and EBRD, alongside other investors, demonstrate their confidence in Odea Bank. With this capital increase, we will be able to expand our lending support to infrastructure investments and projects contributing to the development of the Turkish economy. The equity investment will also allow us to support SMEs which account for 70 per cent of Turkey’s employment, but receive less than 30 per cent of loans. We expect to make investments in our branch network, digital banking channels and technology in order to continue providing our corporate, commercial, SME and retail customers with the best quality service as the youngest top 10 bank in the competitive Turkish banking market.”

Both IFC and EBRD have previously provided Odea Bank with credit lines for SME finance and trade facilities. Manuel Reyes-Retana, IFC Regional Head of Financial Institutions Group in Europe, Middle East, and North Africa, said: “Giving smaller businesses access to capital allows them to unlock their potential and create much-needed jobs. SMEs form the backbone of the Turkish economy but often struggle to reach their potential. We are further deepening our partnership with Odea Bank to support the bank’s efforts in expanding banking services across Turkey with innovative and technological solutions.”

Nick Tesseyman, EBRD Managing Director for Financial Institutions, added: “The EBRD is proud to take its cooperation with Odea Bank to the next level and acquire a stake in this young and dynamic Turkish bank. As a shareholder the EBRD will assist Odea Bank in expanding lending where financing is needed most – to SMEs and women-led businesses, in particular outside the large metropolitan areas. The acquisition of stake in Odea Bank is the second joint investment we have made with IFC in the Turkish banking

sector following the acquisition of a minority shareholding in Fibabanka."

Bank Audi is advised by J.P. Morgan as its exclusive financial advisor and by Dechert as its legal counsel for English Law and by Bilgiç Attorney Partnership as its legal counsel for Turkish Law, while IFC and the EBRD are jointly advised by Clifford Chance as legal counsel for English Law and by Yegin Çiftçi Attorney Partnership as their legal counsel for Turkish Law.

About Bank Audi
Founded in 1830, Bank Audi (ISIN: LB0000010415) was incorporated in its present form in 1962 as a private joint stock company with limited liability ("société anonyme libanaise"). Since 1983, the shareholder base has expanded and is currently comprised of more than 1,500 holders of common shares and global depositary receipts (representing common shares). Bank Audi's common shares are listed on the Beirut Stock Exchange and its GDRs are listed on both the Beirut Stock Exchange and the London Stock Exchange.

Bank Audi is a universal bank with a presence in 12 countries. It operates principally in Lebanon, the MENA region and, since November 1, 2012, in Turkey, offering a full range of products and services that principally cover commercial and corporate banking, retail and individual banking and private banking, as well as ancillary activities such as investment banking and on-line brokerage.

Bank Audi has two principal subsidiaries in Lebanon, two subsidiaries in Europe, as well as an asset management company in Monaco, six subsidiaries in the MENA region outside Lebanon, and a subsidiary in Turkey. As at end-March 2016, Bank Audi and its consolidated subsidiaries had 6,989 employees, including 3,173 persons employed in Lebanon, 1,563 persons employed at Odea Bank in Turkey, and 1,335 persons employed at Bank Audi Egypt. For more information, please visit www.bankaudigroup.com or Bank Audi's Investor Relations App (App Store & Google Play).

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About Odea Bank
Odea Bank, the majority-owned subsidiary of Bank Audi, is a joint stock company established on March 15, 2012. Since its establishment, Odea Bank became a mid-tier bank in less than two and a half years, now ranking 8th in the Turkish banking sector by customer deposits. Serving around 620,000 retail customers, Odea Bank operates a 56-branch network. For more information, please visit www.odeabank.com.tr

About IFC
IFC, a member of the World Bank Group, is the largest global development institution focused on the private sector in emerging markets. Working with more than 2,000 businesses worldwide, we use our capital, expertise and influence to create opportunity where it's needed most. In FY15, our long-term investments in developing countries rose to nearly US$ 18 billion, helping the private sector play an essential role in the global effort to end extreme poverty and boost shared prosperity. For more information, please visit www.ifc.org

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About IFC Asset Management Company
IFC Asset Management Company LLC (AMC), a wholly-owned subsidiary of IFC, invests third party capital, enabling investors to benefit from IFC's expertise in achieving strong equity returns, as well as positive development impact in the countries in which it invests. AMC has raised US$ 8.7 billion of capital across 11 investment funds. For more information, visit www.ifcamc.org

About EBRD
The EBRD is a multilateral bank committed to the development of market-oriented economies and the promotion of private and entrepreneurial initiative in more than 30 countries from Morocco to Mongolia and from Estonia to Egypt. The Bank is owned by 65 countries, the EU and the EIB. For more information, please follow the EBRD on the www.ebrd.com/home

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Daily Bulletin – 28/06/2016

BANK AUDI SAL ANNOUNCES THE FINANCIAL STATEMENTS OF BANK AUDI SAE (EGYPT) AS AT MARCH 31, 2016

Bank Audi sal announces that its wholly-owned subsidiary, Bank Audi SAE (Egypt), has published its financial statements as at and for the period ended March 31, 2016.
A summary in English of the financial statements can be viewed at Bank Audi's website:
http://www.bankaudigroup.com/group/financials-of-bank-audi-sae-egypt
For additional information, you may address your e-mails to corporate.secretary@banqueaudi.com .

Daily Bulletin – 27/05/2016

BANK AUDI SAL ANNOUNCES THE FINANCIAL STATEMENTS OF ODEA BANK A.S. (TURKEY) AS AT MARCH 31, 2016

Bank Audi sal announces that its wholly-owned subsidiary, Odea Bank A.S. (Turkey), has published its financial statements (in Turkish) as at and for the period ended March 31, 2016.
A summary in English of the financial statements can be viewed at Bank Audi's website:
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For additional information, you may address your e-mails to corporate.secretary@banqueaudi.com .

Daily Bulletin – 11/05/2016

News about the Potential Relocation of Audi Group's Headquarters

There have been some press reports regarding the potential relocation of the Group's headquarters outside Lebanon. Bank Audi wishes to clarify the following: - No decision has been made by Bank Audi regarding such matter. - If and when a decision is made, in keeping with its disclosure policy and applicable legal requirements, Bank Audi will make an announcement. Until that time, any discussion is pure speculation. - Bank Audi regularly considers strategic options to enhance shareholders' value and benefit its other constituencies, especially its clients. - As the largest banking group in Lebanon, bank Audi is keen to continuously strengthen its leadership in Lebanon which is at the core of its franchise and success. Lebanon is the main development pillar of the Group under the sound regulation and efficient supervision of the Central Bank of Lebanon.

Daily Bulletin – 11/05/2016

- **Unaudited Consolidated Financial Statements March 31, 2016:**

Bank Audi sal publishes its Unaudited Consolidated Financial Statements for the period ended March 31, 2016. Report can be accessed by using the following URL:

http://www.bse.com.lb/Portals/0/March_2016_LBP_Financial_Statements.pdf

Daily Bulletin – 22/04/2016

- **Ex-dividend Date:**

In reference to the announcement issued by Bank Audi SAL dated April 08, 2016 related to the decision of the Annual Ordinary General Assembly of shareholders of April 08, 2016 to distribute dividends for the holders of shares on record as at April 13, 2016 (Record date), the Beirut Stock Exchange declares that the Ex-dividend date of the shares and GDRs of Bank Audi SAL is Monday, April 11, 2016.

Daily Bulletin- 11/04/2016

- **Dividend Declaration:**

The Ordinary General Assembly of Shareholders of Bank Audi SAL convened on April 8, 2016 and resolved, among other things, to (i) approve the Bank's accounts for the year 2015 and (ii) declare a gross distribution of dividends as follows:

- To Holders of Series "F" Preferred Shares a total of USD 9 Million on the basis of USD 6 per share.

- To Holders of Series "G" Preferred Shares a total of USD 9 Million on the basis of USD 6 per share.

- To Holders of Series "H" Preferred Shares a total of USD 4.875 Million on the basis of USD 6.5 per share.

- To Holders of Common Shares: a total of LBP 241 Billion on the basis of LBP 603 per share.

As a result of the above, the net payable amounts (after deduction of the applicable withholding tax at the rate of 5%) are as follows:

- To Holders of Series "F" Preferred Shares a total of USD 8.550 Million on the basis of USD 5.7 per share.

- To Holders of Series "G" Preferred Shares a total of USD 8.550 Million on the basis of USD 5.7 per share.

- To Holders of Series "H" Preferred Shares a total of USD 4.631 Million on the basis of USD 6.175 per share.

- To Holders of Common Shares: a total of LBP 229 Billion on the basis of LBP 572.85 per share. Dividends will be paid through Midclear SAL starting April 14, 2016 for the holders of shares as at April 13, 2016 (Record Date), according to the records of Midclear SAL

Daily Bulletin- 08/04/2016

- **Board Election:**

The Ordinary General Assembly of Shareholders of Bank Audi S.A.L. convened on April 8, 2016 and resolved, in consideration of the fact that the mandate of the Board of Directors has reached its term, to re-elect the current Directors for a new 3 year mandate (that will end upon holding the Annual General Assembly that will examine the accounts of the year 2018).

The Board of Directors is composed as follows:
H.E. Mr. Raymond W. Audi; Dr. Marwan M. Ghandour; Dr. Freddie C. Baz; Mr. Samir N. Hanna; Sheikha Suad H. Al Homaizi; Sheikha Mariam N. Al Sabbah; Mr. Marc J. Audi; Dr. Imad I. Itani; Mr. Abdullah I. Al Hobayb; Dr. Khalil M. Bitar.

The newly elected Board convened following the General Assembly and resolved, amongst other things, to:

(i) re-elect:
- H.E. Mr. Raymond W. Audi as Chairman of the Board – General Manager;
- Dr. Marwan M. Ghandour as Vice-Chairman;
- Dr. Freddie C. Baz as Vice-Chairman;

(ii) confirm the re-appointment of the General Managers including the re-appointment of Mr. Samir N. Hanna (Group CEO – General Manager).

Daily Bulletin- 08/04/2016

- **2015 Annual Report:**

Bank Audi sal's Annual Report for the year ended 31 December 2015 (the "Annual Report") encompassing, among other things, the Financial Statements and notes, the External Auditors' report, and the Management Discussion & Analysis is available from the address below:

The Group Corporate Secretary
Bank Audi sal
Audi Plaza – Bab Idriss
Beirut 2021 8102 - Lebanon

The Annual Report can also be downloaded from the Company's website at www.bankaudigroup.com or by clicking on the following link:

http://www.bankaudi.com.lb/Library/Assets/BA15AnnualReport.pdf

Daily Bulletin- 22/03/2016

- **Dividend Distribution Proposal:**

In its meeting held on March 21, 2016, the Board of Directors of Bank Audi S.A.L resolved to propose to the Annual Ordinary General Assembly the distribution of a dividend of LBP 603 per common share. The net amount proposed to be paid (after deduction of the applicable withholding tax at the rate of 5%) is thus LBP 572.85 per common share.

Subject to the General Assembly's approval, such dividends will be paid on or about April 14, 2016 to holders of common shares as at April 13, 2016 (Record Date), according to the records of Midclear S.A.L (The Central Depository).

Daily Bulletin- 22/03/2016

- **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 8, 2016 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, 2015 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, 2015, 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, 2015;

2. To appropriate the 2015 profits in accordance with 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 ratify loans granted during the year 2015 to related parties as per Article 152 of the Code of Money and Credit;

5. To authorise the granting of loans to related parties during the year 2016, in accordance with Article 152 of the Code of Money and Credit;

6. 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, 2015 that are subject to Article 158 of the Code of Commerce and to authorise the Bank to enter into similar transactions during the year 2016;

7. To elect a new Board of Directors and to determine the remuneration of its members;

8. To confirm the managerial responsibilities of certain Board members and to determine their fixed and performance-related remuneration in respect of such responsibilities;

9. 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

10. To appoint the External Auditors for the coming 3 years and to determine their fees for the year 2016.

Shareholders can download the Annual Report for the year 2015, 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.

Daily Bulletin- 22/03/2016

- **Financial Statements of Odeabank A.S. (Turkey) as at December 31, 2015:**

Bank Audi sal announces that its wholly-owned subsidiary, Odea Bank A.S. (Turkey), has published its financial statements (in Turkish) as at and for the period ended December 31, 2015.

A summary in English of the financial statements can be viewed at Bank Audi's website: http://www.bankaudigroup.com/group/financials-of-odeabank-as

For additional information, you may address your e-mails to corporate.secretary@banqueaudi.com .

Daily Bulletin- 18/03/2016

- **Financial Statements of Bank Audi sae (Egypt) as at December 31, 2015:**

Bank Audi sal announces that its wholly-owned subsidiary, Bank Audi sae (Egypt), has published its financial statements (in Arabic) as at and for the period ended December 31, 2015.

A summary in English of the financial statements can be viewed at Bank Audi's website: http://www.bankaudigroup.com/group/financials-of-bank-audi-sae-egypt.

For additional information, you may address your e-mails to corporate.secretary@banqueaudi.com.

Daily Bulletin- 01/03/2016

● **Cancellation of /1,250,000/ GDRs linked to the shares of Bank Audi SAL:**

The Beirut Stock Exchange decided to de-list, as of the end of the trading session of February 08, 2016 /1,250,000/ GDRs linked to the shares of Bank Audi SAL. These GDRs will be deducted from the previously listed /116,238,117/ GDRs; therefore, the total number of listed GDRs linked to the shares of Bank Audi SAL becomes /114,988,117/ GDRs.

● **Unaudited Financial Statements December 31, 2015:**

Bank Audi sal publishes its Unaudited Financial Statements for the year ended December 31, 2015. Full report can be accessed by using the following URL:

http://www.bse.com.lb/Portals/0/Audi%20Unaudited_31-12-2015_English.pdf

Daily Bulletin – 29/01/2016

- **Financial Statements of Bank Audi sae (Egypt) as at September 30, 2015:**

Bank Audi sal announces that its wholly-owned subsidiary, Bank Audi sae (Egypt), has published its financial statements (in Arabic) as at and for the period ended September 30, 2015.

A summary in English of the financial statements can be viewed at Bank Audi's website: http://www.bankaudigroup.com/group/financials-of-bank-audi-sae-egypt.

For additional information, you may address your e-mails to corporate.secretary@banqueaudi.com.

Daily Bulletin- 25/11/2015

- **Financial Statements of Odeabank A.S. (Turkey) as at September 30, 2015:**

Bank Audi sal announces that its wholly-owned subsidiary, Odea Bank A.S. (Turkey), has published its financial statements (in Turkish) as at and for the period ended September 30, 2015.

A summary in English of the financial statements can be viewed at Bank Audi's website: http://www.bankaudigroup.com/group/financials-of-odeabank-as

For additional information, you may address your e-mails to corporate.secretary@banqueaudi.com .

Daily Bulletin- 12/11/2015

- **Cancellation of all the Series "E" Preferred Shares and increase of the Bank's Capital:**

The Beirut Stock Exchange decided to **De-list the /1,500,000/ Preferred Shares Class "E" of Bank Audi SAL** from the official market of the stock exchange, and to take note of the **Bank's capital increase** from LBP/667,836,186,600/ **to LBP/668,194,681,824/**; thus the distribution of the Bank's capital becomes as follows: - **Common shares /399,749,204/** with a nominal value of LBP/1656/ per share – **Preferred shares Class F /1,500,000/** with a nominal value of LBP/1656/ per share – **Preferred shares Class G /1,500,000/** with a nominal value of LBP/1656/ per share – **Preferred shares Class H /750,000/** with a nominal value of LBP/1656/ per share.

Daily Bulletin- 23/09/2015

- **Resolution adopted by the Extraordinary General Meeting of Shareholders of September 8, 2015:**

Sole resolution: Confirmation of the adequate implementation of the cancellation of the Series "E" Preferred Shares and the accompanying increase of the Bank's share capital in order to round the nominal value of each individual share up to L.L. 1,656; and granting discharge to the Chairman and members of the Board of Directors of the Bank in respect of activities related to the Cancellation and Capital Increase.

Pursuant to its resolution dated June 9, 2015 to cancel all the Series "E" Preferred Shares and increase the Bank's capital from L.L. 667,836,186,600 to L.L. 668,194,681,824, i.e. by an amount of L.L. 358,495,224 through the increase of the nominal value of each share to become L.L. 1,656 instead of L.L. 1,650, and after examining the approval letter issued by the Central Bank on August 11, 2015, the Extraordinary General Meeting of shareholders of Bank Audi resolves to:

- Confirm and approve the adequate completion of all formalities and actions undertaken to execute the above mentioned resolution of cancellation of Series "E" Preferred Shares and capital increase;

- Declare that Bank Audi's capital is now L.L. 668,194,681,824, fully paid and divided into 403,499,204 nominal shares having a par value of L.L. 1,656 each;

- Declare, pursuant to the above, that the amendment of articles 6 and 8 of the Bank's By-laws as per the second resolution of the Extraordinary General Meeting held on June 9, 2015 is now effective;

- Grant discharge to the Chairman and members of the Board of Directors in respect of all activities related to the cancellation of the Series "E" Preferred Shares and the capital increase through the increase of the nominal value of each share and grant each of the Chairman of the Board – General Manager, Mr. Raymond Audi, and the member of the Board - General Manager, Mr. Samir Hanna, acting jointly or severally, and/or any other person empowered by any of them, the power to carry out all legal formalities and the publication, registration and execution of all related documents in application of this resolution with the authority to further delegate all or part of the aforementioned powers hereby granted to them.

Daily Bulletin- 10/09/2015

- **Financial Statements of Bank Audi sae (Egypt) as at June 30, 2015:**

Bank Audi sal announces that its wholly-owned subsidiary, Bank Audi sae (Egypt), has published its financial statements (in Arabic) as at and for the period ended June 30, 2015.

A summary in English of the financial statements can be viewed at Bank Audi's website: http://www.bankaudigroup.com/group/financials-of-bank-audi-sae-egypt.

For additional information, you may address your e-mails to corporate.secretary@banqueaudi.com.

Daily Bulletin- 28/08/2015

• **Notice of Extraordinary General Meeting:**

The Board of Directors of Bank Audi sal invites all holders of common shares to attend an Extraordinary General Meeting to be held at 10:30 a.m. on Tuesday September 8, 2015 at the Bank's Head Office, Audi Plaza, Bab Idriss, Beirut Commercial Central District, in order to examine the following agenda:

1. The verification of the adequate implementation of the first resolution adopted by the Extraordinary General Meeting of shareholders held on June 9, 2015 in connection with the cancellation of the Series "E" Preferred Shares and the accompanying increase of the Bank's share capital in order to round the nominal value of each individual share up to L.L. 1,656; and the discharge of the Chairman and members of the Board of Directors of the Bank in respect of activities related to the Cancellation and Capital Increase.

Daily Bulletin- 21/08/2015

• **Financial Statements of Odeabank A.S. (Turkey) as at June 30, 2015:**

Bank Audi sal announces that its wholly-owned subsidiary, Odea Bank A.S. (Turkey), has published its financial statements (in Turkish) as at and for the period ended June 30, 2015.

A summary in English of the financial statements can be viewed at Bank Audi's website: http://www.bankaudigroup.com/group/financials-of-odeabank-as

For additional information, you may address your e-mails to corporate.secretary@banqueaudi.com .

Daily Bulletin- 13/08/2015

- **Resolutions adopted by the Extraordinary General Assembly meeting of shareholders of June 9, 2015:**

On June 9, 2015, the Extraordinary General Assembly of Shareholders of Bank Audi sal held a meeting at the Bank's Head Office in Beirut, Lebanon and adopted the following 4 resolutions:

First resolution: Cancellation of all the Series "E" Preferred Shares and increase of the Bank's Capital in order to round the nominal value of each individual Share up to LL 1,656:
The Extraordinary General Assembly resolves to **(i)** cancel all of the 1,250,000 outstanding Series "E" Preferred Shares, and substitute their nominal value (aggregating LL 2,062,500,000) 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 "E" Preferred Shares, increase the Bank's Capital to become LL668,194,681,824 hence an increase of LL358,495,224 through the incorporation of an aggregate amount of LL2,420,995,224 from the free reserves (representing the nominal value of the cancelled shares and the capital increase), all resulting in a nominal value of each individual Share of L.L. 1,656.

Second resolution: Amendment of Articles 6 and 8 of the By Laws to reflect the cancellation of the Series "E" Preferred Shares:
The Extraordinary General Assembly 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 /668,194,681,824/ (six hundred sixty eight billion one hundred ninety four million six hundred eighty one thousand eight hundred twenty four Lebanese Pounds) divided into /403,499,204/ (four hundred and three million four hundred ninety nine thousand two hundred and four) nominal Shares, with a value of LL /1,656/ (one thousand six hundred and fifty six 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 /3,750,000/ Preferred Shares. The second category consists of three series: /1,500,000/ Series "F" Preferred Shares, /1,500,000/ Series "G" Preferred Shares and /750,000/ Series "H" Preferred Shares.

2- All the company's Shares are nominal Shares and shall be kept with the central depositary MIDCLEAR s.a.l.; Ownership, trading, pledges and other rights affecting the Shares shall be established by the records of MIDCLEAR s.a.l..

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.

Entry into effect of the modification of the By Laws is subject to the approval of the Central Bank of Lebanon as shown below and to the verification by the EGM of the completion of all formalities related to the capital increase.

Third resolution: Submission of the above resolutions for approval by the Central Bank of Lebanon:
The Extraordinary General Assembly of shareholders resolves to submit the 2 above resolutions to the approval of the Central Bank of Lebanon;

Fourth resolution: Granting to the Chairman of the Board of Directors (Mr. Raymond Audi) and to the Group Chief Executive Officer (Mr. Samir Hanna), acting severally, of the necessary powers to perform all acts and procedures in pursuit of the foregoing resolutions:
The Extraordinary General Assembly of shareholders resolves to grant each of (i) the Chairman of the Board of Directors, Mr. Raymond Audi and (ii) Board member and Group CEO, Mr. Samir Hanna, severally, the necessary powers 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.

Daily Bulletin- 11/06/2015

- **Financial Statements of Bank Audi sae (Egypt) as at March 31, 2015:**

Bank Audi sal announces that its wholly-owned subsidiary, Bank Audi sae (Egypt), has published its financial statements (in Arabic) as at and for the period ended March 31, 2015.

A summary in English of the financial statements can be viewed at Bank Audi's website: http://www.bankaudigroup.com/group/financials-of-bank-audi-sae-egypt.

For additional information, you may address your e-mails to corporate.secretary@banqueaudi.com.

Daily Bulletin- 29/05/2015

• **Notice of Extraordinary General Meeting:**

The Board of Directors of Bank Audi sal invites all holders of common shares to attend an Extraordinary General Meeting to be held at 10:30 a.m. on Tuesday June 9, 2015 at the Bank's Head Office, Audi Plaza, Bab Idriss, Beirut Commercial Central District, in order to examine the following agenda:

1. The Cancellation of the series "E" Preferred Shares and increase of the Bank's capital in order to round the nominal value of each individual share up to LL1,656;

2. Amendment of the Bank's By-Laws, including, in particular articles 6 and 8, in order to reflect the foregoing;

3. Submission of the actions described in items 1 and 2 for approval by the Central Bank of Lebanon acting through its Central Council; and

4. Granting to the Chairman of the Board of Directors and to the Group Chief Executive Officer (acting severally) of the necessary powers to perform all acts and procedures in pursuit of all of the foregoing resolutions.

Daily Bulletin- 22/05/2015

• **Cancellation of Preferred Shares Series "E":**

Based on the decision of the Board of Directors of Bank Audi SAL related to the Cancellation of the Series "E" Preferred Shares and to the increase of the Bank's Capital in order to round the nominal value of each share to become LBP 1,656; The Beirut Stock Exchange decided to cease trading in Bank Audi Preferred Shares Series "E" as of the end of the trading session of Friday May 22, 2015.

Circular 407/2015 Date: 22/05/2015

• **Financial Statements of Odeabank A.S. (Turkey) as at March 31, 2015:**

Bank Audi sal announces that its wholly-owned subsidiary, Odea Bank A.S. (Turkey), has published its financial statements (in Turkish) as at and for the period ended March 31, 2015.

A summary in English of the financial statements can be viewed at Bank Audi's website: http://www.bankaudigroup.com/group/financials-of-odeabank-as

For additional information, you may address your e-mails to corporate.secretary@banqueaudi.com .

Daily Bulletin- 12/05/2015

• **2014 Annual Report:**

Bank Audi sal's Annual Report for the year ended 31 December 2014 (the "Annual Report") is available from the address below:

The Corporate Secretary
Bank Audi sal
Audi Plaza – Bab Idriss
Beirut 2021 8102 - Lebanon

The Annual Report can also be downloaded from the Company's website at www.bankaudigroup.com or by clicking on the following link:
http://www.bankaudigroup.com/group/annual-reports

Daily Bulletin- 05/05/2015

• **Ex-dividend date:**

Reference to the announcement issued by *Bank Audi SAL* related to the distribution of dividends for the holders of shares on record as at April 14, 2015, the Beirut Stock Exchange declares that the **Ex-dividend date** of the mentioned shares is **April 8, 2015**.

Daily Bulletin- 08/04/2015

• **Dividend Distribution by Bank Audi s.a.l.:**

The Ordinary General Assembly of Shareholders of Bank Audi s.a.l. convened on April 7, 2015 and resolved to (i) approve the Bank's accounts for the year 2014 and (ii) declare a gross distribution of dividends as follows:
- To Holders of Series "E" Preferred Shares: USD 6 per share
- To Holders of Series "F" Preferred Shares: USD 6 per share
- To Holders of Series "G" Preferred Shares: USD 6 per share
- To Holders of Series "H" Preferred Shares: USD 6.5 per share
- To Holders of Common Shares: LBP 603 per share

As a result of the above, the net payable amounts (after deduction of the applicable withholding tax at the rate of 5%) are as follows:
- To Holders of Series "E" Preferred Shares: USD 5.7 per share
- To Holders of Series "F" Preferred Shares: USD 5.7 per share
- To Holders of Series "G" Preferred Shares: USD 5.7 per share

- To Holders of Series "H" Preferred Shares: USD 6.175 per share
- To Holders of Common Shares: LBP 572.85 per share

Dividends will be paid through Midclear S.A.L. starting April 15, 2015 for the holders of shares as at April 14, 2015 (Record Date), according to the records of Midclear S.A.L.

Daily Bulletin- 08/04/2015

õ **2014 Consolidated Annual Financial Statements and Auditors' Report:**

Bank Audi s.a.l's Audited Consolidated Annual Financial Statements for the year ended 31 December 2014 (including the Auditors' report and accompanying notes) can be downloaded from the Company's website at www.banqueaudigroup.com.

Daily Bulletin- 23/03/2015

- **Dividend Distribution Proposal:**

In its meeting held on March 19, 2015, the Board of Directors of Bank Audi S.A.L resolved to propose to the Annual Ordinary General Assembly the distribution of a dividend of LBP 603 (currently equivalent to around USD 0.4) per common share. The net amount proposed to be paid (after deduction of the applicable withholding tax at the rate of 5%) is thus LBP 572.85 (currently equivalent to around USD 0.38) per common share.
Subject to the General Assembly's approval, such dividends will be paid on or about April 15, 2015 to holders of common shares as at April 14, 2015 (Record Date), according to the records of Midclear S.A.L (The Central Depository).

Daily Bulletin- 20/03/2015

- **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 Monday April 7, 2015 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, 2014 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, 2014, 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, 2014;

2. To appropriate the 2014 profits;

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 ratify loans granted during the year 2014 to related parties as per Article 152 of the Code of Money and Credit;

5. To authorise the granting of loans to related parties during the year 2015, in accordance with Article 152 of the Code of Money and Credit;

6. To ratify transactions entered into between the Bank and members of the Board of Directors or affiliated companies during the year ended December 31, 2014 pursuant to Article 158 of the Code of Commerce and to authorise the Bank to enter into similar transactions during the year 2015;

7. To confirm the managerial responsibilities of certain Board members and to determine their fixed and performance-related remuneration in respect of such responsibilities;

8. 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

9. To determine the External Auditors' fees for the year 2015.

Daily Bulletin- 20/03/2015

- **Financial Statements of Odeabank A.S. (Turkey) as at December 31, 2014:**

Bank Audi s.a.l. announces that its wholly-owned subsidiary, Odeabank A.S. (Turkey), has published its financial statements (in Turkish) as at and for the period ended December 31, 2014. A summary in English of the financial statements can be viewed at Bank Audi's website: http://www.bankaudigroup.com/group/financials-of-odeabank-as.

For additional information, you may address your e-mails to corporate.secretary@banqueaudi.com.

Daily Bulletin- 16/03/2015

- **Financial Statements of Bank Audi sae (Egypt) as at December 31, 2014:**

Bank Audi sal announces that its wholly-owned subsidiary, Bank Audi sae (Egypt), has published its financial statements (in Arabic) as at and for the period ended December 31, 2014.

A summary in English of the financial statements can be viewed at Bank Audi's website: http://www.bankaudigroup.com/group/financials-of-bank-audi-sae-egypt.

For additional information, you may address your e-mails to corporate.secretary@banqueaudi.com.

Daily Bulletin- 06/03/2015

- **Additional GDRs listing linked to the shares of Bank Audi SAL**:

Beirut Stock Exchange decided to list, as of February 11, 2015, an additional /722,264/ GDRs linked to the shares of Bank Audi SAL in the official market of the Stock Exchange. These GDRs will be added to the previously listed /115,515,853/ GDRs, therefore, the total number of listed GDRs linked to the shares of Bank Audi SAL becomes /116,238,117/. The details related to the conditions of pricing, trading, settlement and clearance of the newly listed GDRs are the same as those of the previously listed ones.

Circular 406/2015 Date:06/02/2015

- **Resolution adopted by the Extraordinary General Meeting of Shareholders of December 4, 2014:**

Sole resolution: confirmation of the adequate completion of the procedures for the increase of the Bank's capital through the increase of the nominal value of each share to become L.L. 1,650 and discharge of the Chairman and members of the Board of Directors in respect of actions relating to the Capital Increase.

The Extraordinary General Meeting of shareholders of Bank Audi resolves, pursuant to its resolution dated September 23, 2014 to increase the Bank's capital from LBP 525,769,215,996 to LBP 667,836,186,600, i.e. by an amount of LBP 142,066,970,604 through the increase of the nominal value of each share to become LBP 1,650 instead of LBP 1,299, to:

- Confirm and approve the adequate completion of all formalities and actions undertaken to execute the above mentioned increase;
- Declare that Bank Audi's capital is now LBP 667,836,186,600, fully paid and divided into 404,749,204 nominal shares having a par value of LBP 1,650 per share;
- Declare, pursuant to the above, that the amendment of article 6 of the Bank's By-laws as per the third resolution of the Extraordinary General Meeting held on September 23, 2014 is now effective;
- Grant discharge to the Chairman and members of the Board of Directors in respect of all actions relating to the capital increase through the increase of the nominal value of each share and grant each of the Chairman of the Board – General Manager, Mr. Raymond Audi, and the member of the Board - General Manager, Mr. Samir Hanna, acting jointly or severally, and any other person empowered by any of them, the power to carry out all legal formalities and to carry out the publication, registration and execution of all related documents (with the authority to further delegate all or part of the aforementioned powers hereby granted to them).

Daily Bulletin- 05/12/2014

- **Additional GDRs listing linked to the shares of Bank Audi SAL**:

The Beirut Stock Exchange decided to list, as of December 1, 2014, an additional /13,021,942/ GDRs linked to the shares of Bank Audi SAL in the official market of the Stock Exchange. These GDRs will be added to the previously listed /102,493,911/ GDRs, therefore, the total number of listed GDRs linked to the shares of Bank Audi SAL becomes /115,515,853/. The details related to the conditions of pricing, trading, settlement and clearance of the newly listed GDRs are the same as those of the previously listed ones.

Circular 401/2014 Date:27/11/2014

- **Financial Statements of Bank Audi sae (Egypt) as at September 30, 2014:**

Bank Audi sal announces that its wholly-owned subsidiary, Bank Audi sae (Egypt), has published its financial statements (in Arabic) as at and for the period ended September 30, 2014.

A summary in English of the financial statements can be viewed at Bank Audi's website: http://www.bankaudigroup.com/group/financials-of-bank-audi-sae-egypt.

For additional information, you may address your e-mails to corporate.secretary@banqueaudi.com.

Daily Bulletin- 24/11/2014

- **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 10:30 a.m. on Thursday December 4, 2014 at the Bank's Head Office, Audi Plaza, Bab Idriss, Beirut Commercial Central District, in order to examine the following agenda:

- The verification of the completion of the procedures for the increase of the Bank's capital that was resolved by the Extraordinary General Meeting held on September 23, 2014 and the discharge of the Chairman and members of the Board of Directors of the Bank in respect of activities related to the Capital Increase;

Daily Bulletin- 17/11/2014

- **Financial Statements of Odeabank A.S. (Turkey) as at September 30, 2014:**

Bank Audi s.a.l. announces that its wholly-owned subsidiary, Odeabank A.S. (Turkey), has published its financial statements (in Turkish) as at and for the period ended September 30, 2014. A summary in English of the financial statements can be viewed at Bank Audi's website: http://www.banqueaudi.com/Financials/Pages/FinancialsODEA.aspx

For additional information, you may address your e-mails to corporate.secretary@banqueaudi.com.

Daily Bulletin- 07/11/2014

- **Circular Nb. 398/2014 dated September 29, 2014:**

The Beirut Stock Exchange decided to approve, as of September 30, 2014 the listing, trading and pricing of an additional /50,000,000/ common shares issued by Bank Audi SAL on the official market of the Stock Exchange. Thus the Bank's total number of common and preferred shares becomes listed on the official market of the BSE.

Daily Bulletin- 29/09/2014

- **Press Release**

Not for distribution in or into the United States of America or any other jurisdiction where the distribution or release would be unlawful

BANK AUDI'S CAPITAL INCREASE COMPLETED
Beirut, September 23, 2014

***FOR IMMEDIATE RELEASE*:** Bank Audi (ISIN: **LB**0000010415) has completed a US$ 300 million capital increase by way of (i) a US$ 240 million rights offering of common shares initially to existing shareholders (including GDR holders) of the Bank and (ii) a US$ 60 million subscription of common shares by International Finance Corporation ("IFC"), a member of the World Bank Group. The subscription price per common share was US$ 6.00, and eligible subscribers were allocated three warrants per common share subscribed entitling to purchase one common share of the bank's Turkish subsidiary, Odea Bank for each warrant. Fifty million common shares of Bank Audi were issued in the capital increase, as well as 149,528,847 Warrants, representing approximately 10.0% of Odea Bank's common shares.

There was an initial take up of 87.1% of the rights issue by existing shareholders (including a take-up of 94% by holders of the Bank's Global Depositary Receipts (GDRs), with the balance taken up in full through residual subscriptions by existing shareholders).

The proceeds of the capital increase will be used to extend the Bank's financial flexibility, strengthen its regulatory capital and support its business development within and mostly outside Lebanon.

Samir Hanna, Group CEO of Bank Audi, commented: "We are very satisfied with the success of this transaction, which was conducted in difficult regional conditions and showed the confidence of existing and new shareholders, including IFC, in the Bank's performance and direction. The partnership with IFC will further assist the Bank in expanding our access to underserved segments, such as small and medium enterprises and support our planned expansion to new jurisdictions, in particular where IFC has significant in-country knowledge and experience."

About Bank Audi

Bank Audi is a fully fledged regional bank with a presence in 13 countries. It offers universal banking products and services, including corporate, commercial, retail, individual, investment and private banking services. As of 30 June 2014, Bank Audi's consolidated assets were US$ 39.3 billion, private customers' deposits were

US$ 34 billion and shareholders' equity was US$ 2.7 billion (pre-capital increase). Bank Audi has approximately 6,150 employees, and its shareholder base encompasses more than 1,500 holders of common shares and GDRs. The common shares and the GDRs are listed on the Beirut Stock Exchange and the GDRs are also listed on the London Stock Exchange.

Bank Audi ranks first among Lebanese banks by consolidated total assets, deposits, loans and shareholders' equity and among the top Arab banking groups in the Middle East and North Africa region. For more information, visit www.banqueaudi.com.

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For more information:
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Daily Bulletin- 24/09/2014

- **Resolutions adopted by the Extraordinary General Meeting of Shareholders of September 23, 2014:**

First resolution: confirmation of the adequate completion of the procedures for the increase of the Bank's capital through the issuance of 50,000,000 common shares and discharge of the Chairman and members of the Board of Directors in respect of actions relating to the Capital Increase.

The Extraordinary General Meeting of shareholders of Bank Audi sal, having reviewed all submitted documents, declares that:

- 50,000,000 common shares with a nominal value of LL 1,299 each, have been issued, their aggregate nominal value amounting to LL 64,950,000,000 has been deposited in the Bank's capital increase account opened at the Central Bank of Lebanon and the aggregate issue premium amounting to USD 256,915,422.89 has been paid at Bank Audi sal.;
- The persons listed on the Annexes of the minutes of meeting (stamped by the Central Bank of Lebanon, showing their names and number of shares subscribed to, and constituting an integral part of the minutes) have subscribed to, and paid the capital increase within the set subscription period.

Pursuant to the above, the Extraordinary General Meeting of shareholders of Bank Audi resolves to:

- Confirm and approve the adequate completion of all formalities and actions undertaken to execute the increase of the Bank's capital from LL 460,819,215,996 to LL 525,769,215,996, including (i) the transfer of the aggregate nominal value of the subscriptions to the special account opened at the Central Bank of Lebanon on 13/9/2014, and (ii) the transfer of the aggregate issue premium to Bank Audi sal;
- Declare that Bank Audi's capital is now LL 525,769,215,996, fully paid and divided into 404,749,204 nominal shares having a par value of LL 1,299 per share;
- Declare, pursuant to the above, that the amendment of articles 6 and 8 of the Bank's By-laws as per the fifth resolution of the Extraordinary General Meeting held on August 26, 2014 is now effective.
- Grant discharge to the Chairman and members of the Board of Directors in respect of all actions relating to the capital increase through the issuance of the common shares, including the subscription procedures and the payment of the nominal value of the issued shares and of their issuance premium. Furthermore, grant each of the Chairman of the Board – General Manager, Mr. Raymond Audi, and the member of the Board - General Manager, Mr. Samir Hanna, acting jointly or severally, and any other person empowered by any of them, the power to carry out all legal formalities, including without limitation (i) the transfer of the capital increase and issue premium amounts to the Bank's ordinary accounts, and (ii) the publication, registration and execution of all related documents with the authority to further delegate all or part of the aforementioned powers hereby granted to them.

Second Resolution: increase the Nominal Value of all the shares to become LL 1,650 per share

The Extraordinary General Meeting of Shareholders resolves to increase the Bank's capital from LL 525,769,215,996 to LL 667,836,186,600, i.e. by an amount of LL 142,066,970,604. Such increase will be accomplished by incorporating an equivalent portion of the issue premium resulting from the Capital Increase (the completion of which has been verified pursuant to the first resolution of the present meeting) through the increase of the nominal value of each share to become LL 1,650 instead of LL 1,299.

Furthermore, the Extraordinary General Meeting of Shareholders resolves to, concomitantly with the aforementioned transfer, transfer an amount equivalent to the portion of the Preferred Shares from such increase, i.e. an amount of LL 1,755,000,000, from the Preferred Shares issue premium account, to the Common Shares issue premium account.

Third Resolution: the amendment of article 6 of the Bank's By-Laws, to reflect the increase of the Nominal Value of each share

The Extraordinary General Meeting of Shareholders of Bank Audi sal, pursuant to its preceding resolution, resolves to modify article 6 of the Bank's by-laws, to become as follows:

Modified text:

Article 6 - Capital

The Capital of the Company shall be set at LL /667,836,186,600/ (six hundred sixty seven billion eight hundred thirty six million one hundred eighty six thousand six hundred Lebanese Pounds) divided into /404,749,204/ (four hundred four million seven hundred forty nine thousand two hundred and four) nominal Shares, with a value of LL /1,650/ (one thousand six hundred and fifty Lebanese Pounds) each, fully paid up.

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

Fourth Resolution: the submission of the actions described above for approval by the Central Bank of Lebanon

The Extraordinary General Meeting declares that entry into effect of the foregoing resolutions 2 and 3 is subject to the approval of the Central Bank of Lebanon.

Fifth Resolution: the granting to the Chairman of the Board of Directors and/or the CEO of the Bank of the necessary powers to seek required approvals and to perform all other procedures and acts in pursuit of resolutions 2, 3 and 4 mentioned above

The Extraordinary General Meeting of Shareholders resolves to grant each of (i) the Chairman of the Board of Directors, Mr. Raymond Audi and (ii) Board member and Group CEO, Mr. Samir Hanna, severally, the necessary powers to carry out all necessary actions in connection with the increase of the nominal value of each share, including seeking the required approvals, and generally to carry out all necessary actions to implement resolutions 2, 3 and 4 mentioned above with the authority to further delegate all or part of the aforementioned powers hereby granted to them.

- **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 10:30 a.m. on Tuesday September 23, 2014 at the Bank's Head Office, Audi Plaza, Bab Idriss, Beirut Commercial Central District, in order to examine the following agenda:

1. the verification of the completion of the procedures for the increase of the Bank's capital that was resolved by the Extraordinary General Meeting held on August 26, 2014 and the discharge of the Chairman of the Board of Directors of the Bank and the members of the Board of Directors in respect of activities related to the Capital Increase;

2. as a result of the aforementioned verification, increase the nominal value of all the shares comprising the share capital of the Bank to become LL 1,650 per share, through the incorporation of an equivalent portion of the issue premium resulting from the Capital Increase;

3. the amendment of the Bank's By-Laws, in particular article 6, to reflect the actions described in item 2 above;

4. the submission of the actions described in items 2 and 3 for approval by the Central Bank of Lebanon, acting through its Central Council; and

5. the granting to the Chairman of the Board of Directors and/or the CEO of the Bank of the necessary powers to seek required approvals and to perform all other procedures and acts in pursuit of all of the foregoing resolutions.

Daily Bulletin- 08/09/2014

- **Invitation to subscribe with nominal shares that will be released by Bank Audi S.A.L.:**

The Extraordinary General Meeting of Shareholders of Bank Audi SAL held on August 26, 2014 has resolved to increase the Bank's capital through the issuance of 50 million new common shares (the "New Shares").

Holders of common shares as of the Record Date which is September 1, 2014 according to the records of Midclear S.A.L. will have pre-emptive rights in respect of the initial allocation of 40 million New Shares.

The subscription period will be from Monday, September 01, 2014 till Friday, September 12, 2014.

Daily Bulletin- 29/08/2014

- **Announcement by Bank Audi S.A.L.:**

THIS ANNOUNCEMENT IS NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN OR INTO THE UNITED STATES, CANADA, JAPAN AND AUSTRALIA

The Extraordinary General Assembly of Shareholders of Bank Audi s.a.l. (the "Bank") convened on August 26, 2014 and resolved to approve the Bank's proposed capital increase (the "Capital Increase") through the issuance of Common Shares in the Bank (the "New Shares") and the issuance of warrants for

shares in its wholly-owned subsidiary Odea Bank A.Ş. ("Warrants"), as further described in the Information Statement posted by the Bank on August 8, 2014. The minutes of the meeting can be viewed at:
http://www.banqueaudi.com/CorporateGovernance/Documents/2014/EGM%20Results_26%208%202014_Ed%200.1.pdf
Following the decision of the Extraordinary General Assembly, the Bank is pleased to provide further details to holders of its global depositary receipts ("GDRs") regarding the Capital Increase as it affects GDR holders.

The Capital Increase is expected to be comprised of the First Capital Increase and the Second Capital Increase. 50,000,000 New Shares are expected to be issued in the Capital Increase, together with three Warrants per New Share. The "First Capital Increase" is initially reserved to existing shareholders (including GDR Holders) by way of an issue of rights (the "Rights") to subscribe for common shares, together with three Warrants per New Share. Each existing shareholder shall be allocated Rights pro rata to the number of shares held by such shareholder. The "Second Capital Increase" is expected to be comprised of the issuance of 10,000,000 New Shares, together with three Warrants per New Share, reserved to new investors. Each Warrant will entitle the holder, during the warrant exercise period, to purchase a share in the Bank's subsidiary, Odea Bank S.A. The subscription period for the GDR Holders who wish to participate in the Capital Increase is expected to begin on September 1, 2014 and to end on September 10, 2014, subject to extension.

Common Shares to be issued in the First Capital Increase and to be subscribed on behalf of GDR Holders will be represented by new GDRs (the "New GDRs"), each representing one New Share. Subscriptions for New GDRs may only be made by Eligible Holders (as defined below) of GDRs in proportion to their respective holdings of GDRs on the GDR Record Date. The record date for GDR holders is September 1, 2014 (the "GDR Record Date"). The Capital Increase is not being underwritten. Reference is made to the Amended and Restated Deposit Agreement dated May 10, 2010 between the Bank and the Depositary named therein.

Notices containing further information with respect to the Capital Increase and instructions as to certifying eligibility will be circulated to GDR holders via Euroclear and Clearstream. GDR holders that certify that they are eligible to participate in the Capital Increase will receive additional information, including details and procedures for subscription. Subscriptions for Warrants and residual securities will not take place through the Depositary and will take place through the Bank directly, as more fully-described in the Bank's notices relating to the Capital Increase.

The offer to participate in the First Capital Increase is not being extended to U.S. persons or into the United States, and no subscriptions will be accepted from holders in the United States. The offer and sale of shares and GDRs pursuant to the Capital Increase are also subject to restrictions in other jurisdictions.
Investors should make their own assessment of the merits and risks involved in acquiring, holding or disposing of common shares or GDRs in the Bank, including investment, tax, legal or accounting matters.
GDR holders should note that the clearing systems will establish their own cut-off dates and times for. Eligible Holders are responsible for determining the cut-off time that applies to them and acting, or instructing their financial intermediaries to act, before that time.

For the purposes of the First Capital Increase, an "Eligible Holder" is: (i) a GDR Holder who is not a "U.S. person" (as defined in Regulation S under the U.S. Securities Act of 1933, as amended), or are broker-dealers acting as agents on behalf of their customer which is not a U.S. person (as defined in Regulation S under the Securities Act) and such customer has confirmed to them in writing that it is the beneficial owner of the Shares deposited with the Depositary; and (ii) a GDR Holder who (a) is resident outside the EEA; or (b) is resident in 20744943 the EEA and is a "Qualified Investor" for the purposes of the Prospectus Directive; or (c) is resident in the EEA and is not a "Qualified Investor", provided, however, that the Capital Increase will only be available to no more than 100 (or 150, as the case may be) natural or legal persons, other than Qualified Investors, in each member state of EEA and that in the event that Subscription Forms with Exercise Instructions with respect to the Capital Increase are submitted by 100 (or 150, as the case may be) or more GDR Holders resident in one member state of the EEA that are not Qualified

Investors, all Exercising Holders (as defined below) from that member state will be excluded from the Capital Increase.

-END-

DISCLAIMER:

This announcement does not constitute or form part of any offer or invitation to sell, or any solicitation of any offer to purchase nor shall it (or any part of it) or the fact of its distribution, form the basis of, or be relied on in connection with, any contract therefore. The potential Capital Increase and distribution of this document and other information in connection with the potential capital increase in certain jurisdictions may be restricted by law and persons into whose possession any document or other information referred to herein comes should inform themselves about and observe any such restriction. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

This announcement does not constitute an offer of securities for sale in the United States. Neither the Rights, nor the GDRs and the shares represented by them, nor the Warrants have been or will be registered under the Securities Act, or with any securities regulatory authority of any state or other jurisdiction of the United States, and may not be offered, sold, pledged or otherwise transferred except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with any applicable state securities laws. The Bank does not intend to register any securities or conduct any public offering in the United States, and no offering of the securities described herein will be made by the Bank or any other person in the United States. Neither the U.S. Securities and Exchange Commission, any state securities commission nor any other regulatory authority has approved or disapproved the securities nor have any of the foregoing authorities passed upon or endorsed the merits of this rights issue or the accuracy or adequacy of this Notice. Any representation to the contrary is a criminal offence in the United States.

To the extent that distribution of this announcement is deemed to constitute an offer of Rights, GDRs, shares or Warrants in any Member State of EEA that has implemented Directive 2003/71/EC, as amended (together with any implementing measures, the "Prospectus Directive"), such offer will only be addressed to and this document is intended for distribution only to Qualified Investors and/or will only be available to fewer than 100 or, if the relevant Member State has implemented the relevant provisions of Directive 2010/73/EU, 150 natural or legal persons (other than Qualified Investors as defined in the Prospectus Directive), as permitted under the Prospectus Directive, or will otherwise be made in circumstances that do not require the Bank to publish a prospectus pursuant to the Prospectus Directive.

In the United Kingdom, this announcement may be only distributed to and may be directed only at persons who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended. The Bank has not authorized any offer of the GDRs to the public in the United Kingdom under the Financial Services and Markets Act 2000 ("FSMA"). The GDRs may not lawfully be offered or sold to persons in the United Kingdom except in circumstances which do not result in an offer to the public in the United Kingdom within the meaning of FSMA or otherwise in compliance with the applicable provisions of FSMA.

Daily Bulletin- 28/08/2014

- **<u>Annoucement of the Record Date:</u>**

The Extraordinary General Meeting of Shareholders of Bank Audi SAL held on August 26, 2014 has resolved, subject to the Central Bank's approval, to increase the Bank's capital through the issuance of 50 million new common shares (the "New Shares").
Holders of common shares as of the Record Date which is September 1, 2014 according to the records of Midclear S.A.L. will have pre-emptive rights in respect of the initial allocation of 40 million New Shares. The subscription period will be announced in due course.

Daily Bulletin- 27/08/2014

- **Resolutions adopted by the Extraordinary General Meeting of Shareholders of August 26, 2014:**

I- Increase of the Bank's capital through the issuance of 50,000,000 Common Shares together with warrants and their partial allocation:

First resolution:
The Extraordinary General Meeting of Shareholders announces that it has reviewed the External Auditors' certificate and the "Expert Report" dated 06/08/2014 that has been submitted by the two experts appointed by the commercial court in Beirut in application of Article 113 of the Lebanese Commercial Law,
And that it has reviewed the proposal to increase Bank Audi's capital from L.L. 460,819,215,996 to L.L. 525,769,215,996 i.e. by L.L. 64,950,000,000 (sixty four billion nine hundred and fifty million) through the issuance of fifty million new Common Shares (the "**New Shares**"), with a nominal value of L.L. 1,299 per Common Share to be listed on regulated stock exchanges and subscribed for in cash as per the following terms:
1. The issuance of 50 million Common Shares at a nominal value of L.L. 1,299 per Common Share in addition to an issue premium. The nominal value is to be paid in a special account opened for this purpose at the Central Bank of Lebanon and the issue premium, is to be paid at the Central Bank of Lebanon or at Bank Audi sal as determined by the Chairman of the Board Mr. Raymond Audi, and/or by Board member and Group CEO Mr. Samir Hanna;
2. Upon issue, the New Shares shall rank *pari passu* with all other issued and outstanding Common Shares of the Bank;
3. The issue premium per New Share is the difference between US$ 6.00 and the US$ counter-value of the nominal value of such New Share at the exchange rate prevailing on the first date of the Subscription Period;
4. Beneficial rights attached to the New Shares take effect starting with the results of the financial year 2014 inclusive, and benefit from any distribution following their issuance;
5. Each subscriber shall be entitled to receive 3 Warrants per New Share. Each Warrant will entitle the holder, during the Warrant Exercise Period, to purchase a share in the Bank's subsidiary in Turkey, Odeabank (provided that a 10:1 reverse stock split of the shares of Odeabank has occurred) at a price of USD 0.95. This Warrant Exercise Price will be subject to adjustment in the event of changes to the par or nominal value of Odeabank Shares (*i.e.,* as a result of any additional stock splits, reverse stock splits or similar events) and can be exercised in a 30-day period during the first half of 2019.

The Capital Increase shall be comprised of two increases:
The "First Capital Increase" comprises the issuance of forty million Common Shares:
1. Subscription in the First Capital Increase will be initially reserved to existing holders of Common Shares by way of an issue of rights (the "**Rights**");
2. Existing shareholders will have pre-emptive rights in respect of the initial allocation of New Shares from the First Capital Increase pro rata to the number of Common Shares held by each such shareholders;
3. Subscription rights can be transferred by their beneficiaries to third parties (whether such third parties are shareholders of the Bank or not), subject, when applicable, to the prior approval of the Central Bank of Lebanon;

The "Second Capital Increase" comprises the issuance of ten million Common Shares:
1. Subscription right shall be reserved to new investors or to shareholders of the Bank as determined by the Board of Directors, subject, when applicable, to the prior approval of the Central Bank of Lebanon.

Pursuant to the above, the Extraordinary General Meeting of Shareholders resolves to increase the capital of Bank Audi sal from L.L. 460,819,215,996 to L.L. 525,769,215,996 i.e. by L.L. 64,950,000,000 (sixty four billion nine hundred and fifty million) through the issuance of fifty million new Common Shares, with a nominal value of L.L. 1,299 per Common Share to be subscribed for in cash as per the terms and conditions mentioned above, and as per the additional terms that will appear in resolutions 2 and 3 below. Existing shareholders will have pre-emptive rights in respect of the initial allocation of New Shares from the First Capital Increase pro rata to the number of Common Shares held by each such shareholders, and the right to subscribe for the Second Capital Increase of 10 million Common Shares will be allocated to existing shareholders or to new investors at the discretion of the Board of Directors. The Extraordinary General Meeting of Shareholders further resolves to empower the Chairman of the Board of Directors Mr. Raymond Audi, and/or Board member and Group CEO Mr. Samir Hanna, severally, to set the subscription period for the newly issued shares, call for the said subscription, publish the subscription notice in two local newspapers, set the subscription period for the existing shareholders to exercise their pre-emptive rights or for new investors to subscribe for the residual shares that haven't been subscribed for in the First Capital Increase, transfer the total value of the newly issued shares and perform all acts as may be necessary to implement the content of the decisions referred to above.

Second resolution:
The Extraordinary General Meeting of Shareholders resolves to:
- Uphold the pre-emptive right of the existing shareholders to subscribe for the First Capital Increase amounting to 40 million shares, pro rata to the number of Common Shares held by each shareholder;
- Waive shareholders' pre-emptive rights in respect of the allocation of residual Shares of the First Capital Increase that have not been subscribed to;
- Waive pre-emptive rights in respect of the shares that constitute the Second Capital Increase and its allocation to existing shareholders or new investors at the discretion of the Board of Directors;
- Empower the Board of Directors to:

- Determine the list of subscribers for the First Capital Increase, the number of shares allocated to it, and distribute the portion of shares where applicable;
- Allocate the residual shares of the First Capital Increase for which pre-emptive rights have not been exercised to existing shareholders or to new investors, and determine all conditions where applicable;
- Set the procedures for the transfer of pre-emptive rights;
- Allocate the New Shares of the Second Capital Increase to existing shareholders or new investors;
- Set all details related to the above and take necessary applicable steps in order to implement the EGM resolutions;

Authorize the Board of Directors to delegate to each of, its Chairman Mr. Raymond Audi, and/or the Group CEO Mr. Samir Hanna, severally, all or part of the powers granted to it, but without affecting the aforementioned powers granted to the Chairman and to Board member and Group CEO Mr. Samir Hanna concerning the determination of the subscription period; Authorize, where applicable, transactions falling under article 158 of the Lebanese Code of Commerce in order to enable the Board of Directors to allocate the shares as mentioned above.

Third resolution:

The Extraordinary General Meeting of Shareholders resolves to:

- Grant three Warrants per New Share; Each Warrant entitles its owner, during the Warrant Exercise Period, to purchase a share in the Bank's subsidiary in Turkey, Odeabank A.S., for USD 0.95 per share of Odeabank (provided that a 10:1 reverse stock split of the shares of Odeabank has occurred). The Warrant Exercise Price will be subject to adjustment in the event of changes to the par or nominal value of Odeabank Shares (*i.e.*, as a result of any additional stock splits, reverse stock splits or similar events). The Warrants can be exercised in a 30-day period during the first half of 2019;
- Authorize the Board of Directors to set all details relating to the above including the determination of all the conditions relating to the Warrants, the mechanism of exercising them, with the right to delegate all or part of the aforementioned powers;
- Grant, in advance, the necessary authorizations in order to enable the beneficiaries of the Warrants to exercise their rights within the Exercise period, especially, when applicable, the necessary authorizations in accordance with Article 158 of the Code of Commerce.

II- Listing of such newly-issued Common Shares on the Beirut Stock Exchange, amendment of the Bank's By-laws and other matters related to the above:

Fourth resolution:

The Extraordinary General Meeting of Shareholders resolves the listing of the 50,000,000 New Shares on the Beirut Stock Exchange.

Fifth resolution:

The Extraordinary General Meeting of Shareholders, pursuant to its preceding resolutions, 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 /525,769,215,996/ LL (five hundred twenty five billion seven hundred sixty nine million two hundred fifteen thousand nine hundred and ninety six Lebanese pounds) divided into /404,749,204/ (four hundred four million seven hundred forty nine thousand two hundred and four) nominal Shares, with a value of /1,299/ LL (one thousand two hundred and ninety nine 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 5,000,000 Preferred Shares. The second category consists of four series: /1,250,000/ Series "E" Preferred Shares, /1,500,000/ Series "F" Preferred Shares, /1,500,000/ Series "G" Preferred Shares and /750,000/ Series "H" Preferred Shares.

2- All the company's Shares are nominal Shares and shall be kept with the central depositary 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.

Entry into effect of the modification of the By Laws is subject to the approval of the Central Bank of Lebanon as shown below and to the verification by the EGM of the completion of all formalities related to the capital increase.

Sixth resolution:

The Extraordinary General Meeting declares that entry into effect of the foregoing resolutions is subject to the approval of the Central Bank of Lebanon and, where applicable, the Capital Market Authority in Lebanon;

Seventh resolution:

The Extraordinary General Meeting of Shareholders of Bank Audi sal resolves to grant each of (i) the Chairman of the Board of Directors, Mr. Raymond Audi and (ii) Board member and Group CEO, Mr. Samir Hanna, severally, the necessary powers to carry out all necessary actions in connection with the issuance of the New Shares and the determination of the subscription period relating to the First Capital Increase, the release of the total value of the capital increase, the payment of the premium, the opening of accounts for this purpose, the application for listing such New Shares on regulated stock markets, and generally to carry out all necessary actions to implement the above resolutions including, in particular, the application for the approval of the Central Bank of Lebanon acting through its Central Council, with the authority to further delegate all or part of the aforementioned powers hereby granted to them.

- **Financial Statements of Bank Audi sae (Egypt) as at June 30, 2014:**

Bank Audi sal - Audi Saradar Group announces that its wholly-owned subsidiary, Bank Audi sae (Egypt), has published its financial statements (in Arabic) as at and for the period ended June 30, 2014. A summary in English of the financial statements can be viewed at Bank Audi's website: http://www.banqueaudi.com/Financials/Pages/FinancialsBAEGY.aspx

For additional information, you may address your e-mails to corporate.secretary@banqueaudi.com.

Daily Bulletin- 25/08/2014

- **Financial Statements of Odeabank A.S. (Turkey) as at June 30, 2014:**

Bank Audi s.a.l. announces that its wholly-owned subsidiary, Odeabank A.S. (Turkey), has published its financial statements (in Turkish) as at and for the period ended June 30, 2014. A summary in English of the financial statements can be viewed at Bank Audi's website: http://www.banqueaudi.com/Financials/Pages/FinancialsODEA.aspx

For additional information, you may address your e-mails to corporate.secretary@banqueaudi.com.

Daily Bulletin- 13/08/2014

- **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 10:30 a.m. on Tuesday August 26, 2014 at the Bank's Head Office, Audi Plaza, Bab Idriss, Beirut Commercial Central District, in order to examine the following agenda:

1. the increase of the Bank's capital through the issuance of 50,000,000 Common Shares (the "New Shares") and the determination of the amount, terms and conditions of said increase and its full, or partial, allocation;

2. the waiver of shareholders' pre-emptive rights in respect of (i) up to 10,000,000 New Shares to be allocated to new shareholders and (ii) unexercised Rights, provided that, under this sub-clause (ii), shareholders will have pre-emptive rights in respect of the initial allocation of remaining New Shares pro rata to the number of Common Shares held by each shareholder;

3. the issuance of three warrants per New Share to purchase a share in the Bank's subsidiary Odea Bank A.Ş.;

4. the listing of such newly-issued Common Shares on the Beirut Stock Exchange;

5. the amendment of the Bank's By-Laws, including, in particular, Article 6 and Article 8 thereof, in order to reflect the actions described in items 1 and 4 above;

6. the submission of the actions described above for approval by the Lebanese regulatory authorities; and

7. the granting to the Board of Directors and to each of its Chairman and/or the CEO of the necessary powers to seek required approvals, to set deadlines and to perform all other procedures and acts in pursuit of all of the foregoing resolutions.

Daily Bulletin- 08/08/2014

- **Financial Statements of Bank Audi sae (Egypt) as at March 31, 2014:**

Bank Audi sal - Audi Saradar Group announces that its wholly-owned subsidiary, Bank Audi sae (Egypt), has published its financial statements (in Arabic) as at and for the period ended March 31, 2014. A summary in English of the financial statements can be viewed at Bank Audi's website: http://www.banqueaudi.com/Financials/Pages/FinancialsBAEGY.aspx

For additional information, you may address your e-mails to corporate.secretary@banqueaudi.com.

Daily Bulletin- 29/05/2014

- **2013 Annual Report:**

Bank Audi sal's Annual Report for the year ended 31 December 2013 (the "Annual Report") is available from the address below:

The Corporate Secretary
Bank Audi sal
Audi Plaza – Bab Idriss
Beirut 2021 8102 – Lebanon

The Annual Report can also be downloaded from the Company's website at www.banqueaudi.com or by clicking on the following link:

http://www.banqueaudi.com/Publications/Documents/AnnualReports/BankAudiAnnualReport2013.pdf

Daily Bulletin- 28/05/2014

- **Financial Statements of Odeabank A.S. (Turkey) as at March 31, 2014:**

Bank Audi s.a.l. announces that its wholly-owned subsidiary, Odeabank A.S. (Turkey), has published its financial statements (in Turkish) as at and for the period ended March 31, 2014. A summary in English of the financial statements can be viewed at Bank Audi's website: http://www.banqueaudi.com/Financials/Pages/FinancialsODEA.aspx

For additional information, you may address your e-mails to corporate.secretary@banqueaudi.com.

Daily Bulletin- 16/05/2014

- **Press Release: Bank Audi Consolidated Activity Highlights as at End-March 2014:**

US$ 37.8 billion in total assets as at 31/03/2014

- **US$ 32.3 billion of customers' deposits**
- **US$ 15.3 billion of loans to customers**

- **US$ 9.9 billion of assets under management**

õ **US$ 2.8 billion of shareholders' equity**

õ **US$ 85.8 million of net profits in the first quarter of 2014**

The Lebanese economy has witnessed a slight improvement in the first quarter of 2014, but growth remains relatively low when compared to the potential growth of the domestic economy. The main real sector indicators still reported a relative amelioration in the first quarter of 2014 relative to the 2013 corresponding period, as a reflection of a slight improvement in macro conditions in the aftermath of the cabinet formation in Lebanon. At the banking level, although banking sector growth was weak in the first couple of months of this year as a result of technical factors that followed the significant increase in banks balance sheets in the last month of 2013, the annual growth in deposits and loans has maintained sound rates of 7.4% and 7.8% respectively at the end of February 2014. This was realised within the context of a surplus in the balance of payments of US$ 162 million in the first two months of 2014, resulting from a growth in financial inflows of 11.2% relative to the same period of last year.

As to the Middle East and North Africa region, where Bank Audi has a wide presence, it is still witnessing a divergence in performance between oil importing countries and oil exporting countries. Oil importers are suffering from a lengthy political transition while lagging to register sound growth in their respective economies with what it could entail in terms of improved real sector performance, increase in investment and decrease in unemployment rates. On the other hand, oil exporters continue to benefit from expansionary monetary and fiscal policies aimed at supporting real economic conditions, notwithstanding the rise in private sector contribution in the overall economies. It is worth mentioning that the regional growth in deposits and loans over the first couple of months was close to the one witnessed in the same period of last year, registering 7% and 6% on an annual basis. As to Turkey, the other market of presence of Bank Audi, it witnessed a considerable improvement in the period that followed the municipal elections at end-March 2014, after a period of domestic political tensions. Such an improvement was accompanied with an appreciation in the Turkish Lira relative to the US$ by 7% and a corollary relief in financial markets at large.

Within this context, consolidated assets of Bank Audi sustained its growth trend, rising from US$ 36.2 billion at end-December 2013 to US$ 37.8 billion at end-March 2014, corresponding to an increase by US$ 1.6 billion sourced principally from Turkey, Egypt and Lebanon. The evolution of the Group's balance sheet reflects primarily the strong fundamentals of the transformation strategy adopted by Management, as well as the existing business opportunities allowing the Group to weather the persisting prevailing challenging environment in a number of countries of presence. In parallel, Bank Audi achieved in the first quarter of 2014 net consolidated profits of US$ 85.8 million, a level almost equivalent to the net profits of the corresponding period of 2013, driven by a 12.2% growth in total income and after the allocation of US$ 20.1 million of net loan loss provisions to sustain a good loan quality level.

In details:

- The Bank's consolidated assets reached US$ 37.8 billion at end-March 2014, registering an increase by US$ 1.6 billion relative to end-December 2013. In parallel, assets of entities abroad reached US$ 16.9 billion, corresponding to a share of 45% in consolidated assets. Adjusting to assets under management (fiduciary deposits, security accounts and assets under management), the total of assets and assets under management reaches US$ 47.7 billion at end-March 2014, of which 35% is booked in investment grade countries, a level unparalleled among the Lebanese banking groups at large.

- Consolidated customers' deposits rose from US$ 31.1 billion at end-December 2013 to US$ 32.3 billion at end-March 2014, increasing by US$ 1.2 billion, mainly driven by the Turkish subsidiary which registered a deposits growth of US$ 1178 million, and by a deposits increase of US$ 262 million in Bank Audi Egypt. In parallel, consolidated net loans reported a similar growth to reach US$ 15.3 billion at end-March 2014.

- Consolidated shareholders' equity reached US$ 2.8 billion at end-March 2014. When adding to the equity the US$ 500 million of subordinated debt issued in September 2013 and March 2014 and accounted as Tier 2 capital as per Basel III, the Bank's gross regulatory capital would reach US$ 3.3 billion. Accordingly, the Bank's Basel III capital adequacy ratio would reach 12.4% at end-March 2014, as compared to a 9.5% regulatory requirement excluding the capital conservation buffer.

- At the loan quality level, gross doubtful loans accounted for only 2.9% of gross loans, with the coverage of those loans by specific and collective loan loss provisions reaching 94% at end-March 2014, within the context of an allocation by Management of US$ 20.1 million of additional loan loss provision charges in the first quarter of 2014. Adjusting to real guarantees, the doubtful loan coverage ratio would exceed the 100% threshold reaching 107%.

- The growth in assets was not realised at the detriment of the Group's financial standing, as 68.2% of the total growth in assets during the first quarter of 2014 was used to increase primary liquidity, which reached US$ 13.7 billion and represented 42.3% of customers' deposits, an elevated level when compared to regional and global averages.

- In the first quarter of 2014, Bank Audi's net earnings reached US$ 85.8 million, a level almost equivalent to the net profits of the corresponding period of 2013, within the context of almost balanced net profits from operations at Odeabank before the allocation of provisions. This performance was mainly driven by a 12.2% growth in total income stemming from all entities, reflecting the Group's mastery of its operating conditions in the various countries of presence.

- Based on such results, the Bank's return on average assets reported 1% and the return on average common equity reached 14.3%. In parallel, the Bank's earnings per common share amounted to US$ 0.9 on an annualised basis, while the common book value per share stood at US$ 6.6. Subsequently, and based on a common share price of US$ 6.1 at the closing of 22/04/2014, the Bank's common shares were trading at 6.8x the QI-14 common earnings and 0.9x Mar-14 book value, reflecting a very low multiple relative to regional peer banks multiples that reported 12.1x common earnings and 1.8x book value according to the Deutsche Bank's MENA report published on 2/4/2014.

In conclusion, the results of the first quarter of 2014 confirm once again the Group's ability to maintain favourable growth in activity and net earnings and to further reinforce its financial standing despite the persisting challenging regional environment. Those results ensured

sufficient financial flexibility to the Group allowing to cover all costs related to activity growth and the development of the Bank's infrastructure and IT systems in a way to support expected forthcoming growth. Such performances also allowed to further reinforce the Group's leading position in the domestic market and to strengthen its positioning among large regional banking groups. As such, the competitive advantage of Bank Audi lies in its diversified business model and in its distinctive regional footprint enabling it to take advantage of growth opportunities arising on the one hand from the increasing cross border trade flows in the Middle East, North Africa and Turkey, and on the other hand from the growing wealth, particularly in the Middle East region.

Universal Banking Services through 12 Banks and 3 Financial Companies in 13 Countries

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For more information:
Dr. Freddie Baz **Tel: +961 1 977 477**
General Manager - Group CFO & Strategy Director

Daily Bulletin- 28/04/2014

• **Dividend Distribution by Bank Audi s.a.l.:**

The Ordinary General Assembly of Shareholders of Bank Audi s.a.l. convened on April 14, 2014 and resolved to (i) approve the Bank's accounts for the year 2013 and (ii) declare a gross distribution of dividends as follows:
- To Holders of Series "E" Preferred Shares: USD 6 per share
- To Holders of Series "F" Preferred Shares: USD 6 per share
- To Holders of Series "G" Preferred Shares: USD 4 per share
- To Holders of Series "H" Preferred Shares: USD 4.5 per share
- To Holders of Common Shares: LBP 603 per share

As a result of the above, the net payable amounts (after deduction of the applicable withholding tax at the rate of 5%) are as follows:
- To Holders of Series "E" Preferred Shares: USD 5.7 per share
- To Holders of Series "F" Preferred Shares: USD 5.7 per share
- To Holders of Series "G" Preferred Shares: USD 3.8 per share
- To Holders of Series "H" Preferred Shares: USD 4.275 per share
- To Holders of Common Shares: LBP 572.85 per share

Dividends will be paid through Midclear S.A.L. starting April 16, 2014 for the holders of shares as at April 11, 2014 (Record Date), according to the records of Midclear S.A.L.

Daily Bulletin- 15/04/2014

õ **2013 Consolidated Annual Financial Statements and Auditors' Report**:
Bank Audi s.a.l's Audited Consolidated Annual Financial Statements for the year ended 31 December 2013 (including the Auditors' report and accompanying notes) can be downloaded from the Company's website at www.banqueaudi.com.

Daily Bulletin- 07/04/2014

• **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 Monday April 14, 2014 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, 2013 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, 2013, 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, 2013;

2. To appropriate the 2013 profits;

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 ratify loans granted during the year 2013 to related parties as per Article 152 of the Code of Money and Credit;

5. To authorise the granting of loans to related parties during the year 2014, in accordance with Article 152 of the Code of Money and Credit;

6. To ratify transactions entered into between the Bank and members of the Board of Directors or affiliated companies during the year ended December 31, 2013 pursuant to Article 158 of the Code of Commerce and to authorise the Bank to enter into similar transactions during the year 2014;

7. To confirm the managerial responsibilities of certain Board members and to determine their fixed and performance-related remuneration in respect of such responsibilities;

8. 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

9. To determine the External Auditors' fees for the year 2014.

Daily Bulletin- 28/03/2014

- **Dividend Distribution Proposal:**

In its meeting held on March 20, 2014, the Board of Directors of Bank Audi S.A.L resolved to propose to the Annual Ordinary General Assembly the distribution of a dividend of LBP 603 (currently equivalent to around USD 0.4) per common share. The net amount proposed to be paid (after deduction of the applicable withholding tax at the rate of 5%) is thus LBP 572.85 (currently equivalent to around USD 0.38) per common share.
Subject to the General Assembly's approval, such dividends will be paid on or about April 16, 2014 to holders of common shares as at April 11, 2014 (Record Date), according to the records of Midclear S.A.L (The Central Depository).

Daily Bulletin- 21/03/2014

- **Financial Statements of Odeabank A.S. (Turkey) as at December 31, 2013**

Bank Audi s.a.l. announces that its wholly-owned subsidiary, Odeabank A.S. (Turkey), has published its financial statements (in Turkish) as at and for the period ended December 31, 2013. A summary in English of the financial statements can be viewed at Bank Audi's website: http://www.banqueaudi.com/Financials/Pages/FinancialsODEA.aspx

For additional information, you may address your e-mails to corporate.secretary@banqueaudi.com.

Daily Bulletin- 14/03/2014

- **Amend the designation of "Audi Investment Bank sal"**:

In reference to the decision of the Extraordinary General Assembly of shareholders of Audi Saradar Investment Bank dated December 20, 2013 and the decision of H.E. the Governor of the Central Bank of Lebanon number 11692 dated February 21, 2014 that was published in the Official Gazette number 10 on March 06, 2014 the name of the broker has been amended to become: Audi Investment Bank sal.

Daily Bulletin- 12/03/2014

- **Amend the designation of "Bank Audi sal – Audi Saradar Group"**:

In reference to the decision of the Extraordinary General Assembly of shareholders of Bank Audi sal – Audi Saradar Group dated December 27, 2013 and the decision of H.E. the Governor of the Central Bank of Lebanon number 11691 dated February 21, 2014 that was published in the Official Gazette number 10 on March 06, 2014 the name of the bank has been amended to become: Bank Audi SAL.

Daily Bulletin- 12/03/2014

- **Financial Statements of Bank Audi sae (Egypt) as at December 31, 2013**

Bank Audi sal announces that its wholly-owned subsidiary, Bank Audi sae (Egypt), has published its financial statements (in Arabic) as at and for the period ended December 31, 2013.

The financial statements, together with the Notes and Auditos' Report can be viewed on the page of Bank Audi sae (Egypt) on Bank Audi's website (Link), and a summary in English of the financial statements can be viewed on the same website (Link).

For additional information, you may address your e-mails to corporate.secretary@banqueaudi.com.

Daily Bulletin- 10/03/2014

- **Press Release: IFC Invests in Bank Audi to Expand Trade and Investment across MENA**

Beirut, March 7, 2014
IFC, a member of the World Bank Group, and the IFC Capitalization Fund, managed by the IFC Asset Management Company, have signed agreements to provide subordinated loans of $150 million for 10 years to Bank Audi sal, the largest bank in Lebanon. The loans will expand Bank Audi's capital base and support its regional growth plans, strengthening economic integration between developing economies and creating jobs.

A cornerstone of IFC's strategy in the MENA region is to support the growth of South-South investments in order to stimulate economic development. Bank Audi is seeking to solidify its position as the leading bank in Lebanon while scaling up its lending operations in neighboring economies, such as Turkey and Egypt, thereby stimulating cross-border investment and trade activity across the region.

"Bank Audi is very pleased to strengthen its partnership with IFC and the IFC Capitalization Fund. This investment in Lebanon is a positive sign for the country's resilience and the region's growth potential, and highlights the opportunities for sustainable investments, even in these difficult times", said Samir Hanna, Group CEO of Bank Audi. "This partnership with IFC will also help us strengthen our regional banking platform, in particular with regard to expanding financial access to underserved segments, such as small and medium enterprises".

In December 2013, IFC provided a $75 million financing package to Odeabank in Turkey, a fully owned subsidiary of Bank Audi.

"This new investment will support Bank Audi in its expansion plans both inside and outside Lebanon, thereby increasing critical trade flows and investment within the region", said Mouayed Makhlouf, IFC Director for the Middle East and North Africa. "Following the investment in Odeabank, the transaction confirms our support of Bank Audi, a strategic partner for IFC in MENA".

Marcos Brujis, Head of the IFC Capitalization Fund, said: "This is our first investment in Lebanon and we are very pleased to provide capital to Bank Audi as it expands its footprint across the MENA region and Turkey".

About Bank Audi sal
Bank Audi is a fully fledged regional bank with a presence in 13 countries. It offers universal banking products and services including Corporate, Commercial, Retail, Individual, Investment, and Private Banking services. As of December 2013, Bank Audi's consolidated assets were $36.1 billion, (including private customers' deposits of $31.1 billion), and shareholders' equity was $2.7 billion. Bank Audi's headcount exceeds 5,800 employees and its shareholder base

encompasses more than 2,500 holders of common shares and/or holders of Global Depositary Receipts (GDRs) representing common shares. The common shares and the GDRs are listed on the Beirut Stock Exchange and the GDRs are also listed on the London Stock Exchange.
Bank Audi ranks first among Lebanese banks by consolidated total assets, deposits, loans and shareholders' equity and is among the top Arab banking groups in the Middle East and North Africa region, with respect to the same criteria.
For more information, visit www.banqueaudi.com
Stay connected:
www.facebook.com/BankAudiLebanon
www.youtube.com/BankAudiGroup

About IFC
IFC, a member of the World Bank Group, is the largest global development institution focused exclusively on the private sector. Working with private enterprises in more than 100 countries, we use our capital, expertise, and influence to help eliminate extreme poverty and promote shared prosperity. In FY13, our investments climbed to an all-time high of nearly $25 billion, leveraging the power of the private sector to create jobs and tackle the world's most pressing development challenges.
For more information, visit www.ifc.org
Stay connected:
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www.youtube.com/IFCvideocasts
www.ifc.org/SocialMediaIndex

About IFC Asset Management Company
IFC Asset Management Company LLC, a wholly-owned subsidiary of IFC, invests third-party capital, enabling outside investors to benefit from IFC's expertise in achieving strong equity returns, as well as positive development impact in the countries in which it invests. It manages over $6 billion of capital across six investment funds.

About the IFC Capitalization Fund
IFC Capitalization Fund is a global equity and subordinated debt fund supported by commitments from IFC and the Japan Bank for International Cooperation. It aims to strengthen banks considered vital to the financial system of emerging markets.

About JBIC
Japan Bank for International Cooperation (JBIC) is a policy-based financial institution wholly owned by the Japanese government, which has the objective of contributing to the sound development of Japan and the international economy and society by conducting financial operations in the following four fields: Promoting overseas development and securement of resources which are important for Japan; Maintaining and improving the international competitiveness of Japanese industries; Promoting overseas business that preserves the global environment, such as preventing global warming; Preventing disruptions to international financial order or taking appropriate measures with respect to damages caused by such disruption.
For more information, visit www.jbic.go.jp/en

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Daily Bulletin- 10/03/2014

- **Circular Nb. 388/2014 dated January 22, 2014:**

The Beirut Stock Exchange decided to list, as of January 24, 2014 an additional /476,260/ GDRs linked to the shares of Bank Audi SAL – Audi Saradar Group in the official market of the Stock Exchange. These GDRs will be added to the previously listed /102,017,651/ GDRs, therefore, the total number of GDRs linked to the shares of Bank Audi SAL – Audi Saradar Group becomes /102,493,911/. The details related to the conditions of pricing, trading, settlement and clearance of the newly listed GDRs are the same as those of the previously listed ones.

Daily Bulletin- 22/01/2014

- **Resolution adopted by the Extraordinary General Meeting of Shareholders of December 27, 2013:**

Resolution adopted by the Extraordinary General Meeting of Shareholders of December 27, 2013: Sole resolution: The change of name of the company to become "Bank Audi S.A.L." and the amendment of Article 3 ("Name") of the company's By-Laws.

The Extraordinary General Assembly of shareholders resolves to (i) **change the name of the company to become "Bank Audi S.A.L." (instead of "Bank Audi S.A.L. – Audi Saradar Group")** and (ii) amend article 3 of its By-Laws, accordingly, to read:

New text:

Article 3 – Name

The name of the Company is "Bank Audi S.A.L."

The Extraordinary General Assembly of shareholders further declares that its present resolution is **subject to the approval of the Central Bank of Lebanon**, and resolves to grant each of (i) the Chairman of the Board of Directors, Mr. Raymond Audi and (ii) Board member and Group CEO, Mr. Samir Hanna, severally, the powers to carry out all necessary actions related to the change of name and, generally, to carry out all actions that may be necessary

Daily Bulletin- 30/12/2013

- **Notice of Extraordinary General Meeting**

The Board of Directors of Bank Audi sal – Audi Saradar Group invites all holders of Common

Shares to attend an Extraordinary General Meeting to be held at 10:30 a.m. on Friday December 27, 2013 at the Bank's Head Office located at Audi Plaza, Bab Idriss, Beirut Commercial Central District, in order to examine the following agenda: (1) To introduce a change in the name of the Company and amend the By-Laws accordingly.

Daily Bulletin- 10/12/2013

- **Financial Statements of Bank Audi sae (Egypt) as at September 30, 2013**

Bank Audi sal - Audi Saradar Group announces that its wholly-owned subsidiary, Bank Audi sae (Egypt), has published its financial statements (in Arabic) as at and for the period ended September 30, 2013. A summary in English of the financial statements can be viewed at Bank Audi's website: http://www.banqueaudi.com/Financials/Pages/FinancialsBAEGY.aspx

For additional information, you may address your e-mails to corporate.secretary@banqueaudi.com.

Daily Bulletin- 4/12/2013

- **Financial Statements of Odeabank A.S. (Turkey) as at September 30, 2013**

Bank Audi s.a.l. - Audi Saradar Group announces that its wholly-owned subsidiary, Odeabank A.S. (Turkey), has published its financial statements (in Turkish) as at and for the period ended September 30, 2013. A summary in English of the financial statements can be viewed at Bank Audi's website: www.banqueaudi.com.

For additional information, you may address your e-mails to corporate.secretary@banqueaudi.com.

Daily Bulletin- 4/12/2013

- **Resolutions adopted by the Ordinary General Meeting of Shareholders of August 30, 2013:**

First resolution: The issuance of unsecured Subordinated Notes for an aggregate amount of USD 350 million, which shall constitute Tier II capital

The Ordinary General Assembly of shareholders of Bank Audi S.A.L. – Audi Saradar Group, resolves to issue USD 350 million of subordinated unsecured notes that are subject to Banque du Liban circular number 35, and in particular articles 4 and 5 of said circular, as per the following terms:

I- Terms of the subordinated notes:

1. Nature of the notes: Subordinated and unsecured;
2. Maturity: 10 years from the issue date (with an additional margin of up to three months), subject to the earlier redemption of the notes, at the Bank's discretion, as provided in item 4 below;
3. Interest: at a rate of 6.75% p.a., payable quarterly in arrears, on a 30/360 basis. Payment of interest will be made after deduction of applicable taxes. The Bank shall immediately reimburse all holders of notes for amounts so deducted provided that a Noteholder who is a Lebanese bank or financial institution will not be entitled to such reimbursement. In accordance with

Central Bank Basic Circular No. 35, payment of interest is subject to the availability of sufficient profit before tax.
4. Early redemption: The notes are redeemable, in whole but not in part, at the option of the Bank:
4.1 On any interest payment date falling on or after the fifth anniversary of the Issue Date;
4.2
- At any time after the first anniversary of the issue date upon the occurrence of a change in any applicable law, or domestic or international regulation or standard, which would result in the proceeds of the issue of the notes not being included in the Tier II capital of the Bank;
- At any time after the first anniversary of the issue date for reasons relating to changes in applicable Lebanese taxes;

The decision to exercise the Bank's option to early redeem the notes shall be taken by the Board of Directors and is subject to the approval of the Central Bank of Lebanon. 2/2

5. Liquidation rights: In the event of a suspension of payments or voluntary or involuntary liquidation, the claims of the Noteholders will rank junior in right of payment to the claims of holders of unsecured and unsubordinated payment obligations of the Bank, pari passu with the claims of holders of all other subordinated debts and in priority to the claims of the Bank's shareholders (ordinary or preferred shares).
6. Governing law: The Notes are governed by, and will be construed in accordance with, the laws of England and Wales, subject to compliance with mandatory provisions of Lebanese law.
7. Subscription period: The subscription period will be set by the Chairman of the Board of Directors or by the Group CEO.

II- Empowerment:

The Ordinary General Assembly empowers the Board of Directors to make all necessary determinations (or to set additional conditions not mentioned above) regarding the aforementioned issuance, including the completion of all procedures as necessary for the implementation of the resolutions of the present assembly. The Board of Directors is also empowered to further delegate all or any of the authorities granted to it by virtue of this resolution. The present delegation does not affect the aforementioned powers granted to the Chairman Mr. Raymond Audi and to the Group CEO Mr. Samir Hanna concerning the determination of the subscription period.

<u>Second resolution: The submission of the action described above for approval by the Central Bank of Lebanon</u>
The Ordinary General Assembly of shareholders resolves that its aforementioned first resolution is subject to the approval of the Central Bank of Lebanon.

<u>Third resolution: The granting to the Chairman of the Board of Directors and to the Group CEO (acting severally) of the necessary powers to perform all acts and procedures in pursuit of the foregoing resolutions</u>
The Ordinary General Assembly of shareholders of Bank Audi s.a.l. – Audi Saradar Group, resolves to grant each of (i) the Chairman of the Board of Directors, Mr. Raymond Audi and (ii) Board member and Group CEO, Mr. Samir Hanna, severally, the necessary powers to carry out all necessary actions to complete the issuance of the notes, including setting deadlines, opening accounts, and making all determinations and perform all other acts and procedures in pursuit of all of the foregoing resolutions, with the authority to further delegate all or part of the aforementioned powers granted to them.

Daily Bulletin- 02/09/2013

õ **BANK AUDI S.A.L. ANNOUNCES THE FINANCIAL STATEMENTS OF BANK AUDI SAE (EGYPT) AS AT JUNE 30, 2013:**

Bank Audi sal - Audi Saradar Group announces that its wholly-owned subsidiary, Bank Audi sae (Egypt), has published its financial statements (in Arabic) as at and for the period ended June 30, 2013. A summary in English of the financial statements can be viewed at Bank Audi's website: http://www.banqueaudi.com/Financials/Pages/FinancialsBAEGY.aspx
For additional information, you may address your e-mails to corporate.secretary@banqueaudi.com.

Daily Bulletin- 27/08/2013

• **Bank Audi S.A.L. Announces The Financial Statements Of ODEABANK A.S. (TURKEY) As At June 30, 2013:**

Bank Audi s.a.l. - Audi Saradar Group announces that its wholly-owned subsidiary, Odeabank A.S. (Turkey), has published its financial statements (in Turkish) as at and for the period ended June 30, 2013. A summary in English of the financial statements can be viewed at Bank Audi's website: www.banqueaudi.com.
For additional information, you may address your e-mails to corporate.secretary@banqueaudi.com.

Daily Bulletin- 22/08/2013

• **Notice Of Ordinary General Assembly Meeting:**

The Board of Directors of Bank Audi s.a.l. - Audi Saradar Group invites all holders of ordinary shares to attend an Ordinary General Assembly Meeting to be held at 10:30 a.m. on Friday August 30, 2013 at the Bank's Head Office, Audi Plaza, Bab Idriss, Beirut Commercial Central District, in order to examine the following agenda:

1. The issuance of unsecured Subordinated Notes, which are expected to constitute Tier II capital;

2. The submission of the action described in item 1 for approval by the Central Bank of Lebanon, acting through its Central Council; and

3. The granting to the Chairman of the Board of Directors and to the Group Chief Executive Officer (acting severally) of the necessary powers to seek required approvals, to set deadlines and to make all determinations and perform all other acts and procedures in pursuit of all of the foregoing resolutions.

Daily Bulletin- 13/08/2013

• **Resignation of a Director:**

Pursuant to the Beirut Stock Exchange (BSE) rule that requires issuers to inform the BSE of any change to their General Management or Board of Directors. The company announces that Mario Saradar has resigned as a Director, effective 11 July 2013. In line with applicable governance principles and Lebanese Law, Mr. Saradar decided to resign concomitantly with his acceptance of a Board Chairmanship position at an external financial institution, where he acquired a controlling stake.

Daily Bulletin- 25/07/2013

- **Listing of all Preferred Shares Class (G) and Class (H) in the official market of the BSE:**

The Beirut Stock Exchange Committee decided to accept the listing, trading and pricing of the /1,500,000/ Preferred Shares Class (G) and the /750,000/ Preferred Shares Class (H), issued by Bank Audi S.A.L. - Audi Saradar Group in the official market of the Stock Exchange.
Trading with the mentioned Preferred Shares is scheduled to start on Friday 05/07/2013.

Daily Bulletin- 02/07/2013

õ **Resolutions adopted by the Extraordinary General Meeting of Shareholders of June 21, 2013:**

First resolution: Confirmation of the cancelation of the Series "D" Preferred Shares and of the increase of the Bank's share capital in order to round the nominal value of each individual share up to LBP 1,299

The Extraordinary General Meeting of shareholders of Bank Audi sal - Audi Saradar Group, having reviewed the resolution of the Board of Directors' meeting held on May 23, 2013, and including:

- The verification of the completion of the procedures for the cancelation of the Series "D" Preferred Shares and the increase of the Bank's share capital up to LBP 460,819,215,996, i.e. by an amount of LBP 187,464,180, through the incorporation of general reserves, in order to round the nominal value of each individual share up to LBP 1,299;
- The declaration, pursuant to the above, that the amendment of articles 6 and 8 of the Bank's By-laws as per the second resolution of the Extraordinary General Meeting held on April 15, 2013 is now effective;

declares that it has taken note of and confirms the implementation of the first resolution adopted by the Extraordinary General Meeting of Shareholders held on April 15, 2013, relating to the cancelation of the Series "D" Preferred Shares and the increase of the Bank's share capital in order to round the nominal value of each individual share up to LBP 1,299.

Second resolution: Confirmation of the completion of the procedures for the increase in the Bank's capital through the issuance of the Series "G" and Series "H" Preferred Shares

The Extraordinary General Meeting of shareholders of Bank Audi sal - Audi Saradar Group, having reviewed all submitted documents, declares that:
- It has verified that (i) 1,500,000 Series "G" Preferred Shares and 750,000 Series "H" Preferred Shares, with a par value of LBP 1,299 each, have been issued, (ii) their aggregate par value amounting to LBP 2,922,750,000 has been deposited in the Bank's capital increase account opened at the Central Bank of Lebanon and (iii) the aggregate issue premium amounting to USD 223,061,194 has been paid at Bank Audi sal – Audi Saradar Group;
- The persons listed on the Annexes of the minutes of meeting (showing their names and number of shares subscribed to, and constituting an integral part of the minutes) have subscribed to, and paid the capital increase within the set subscription period.

Pursuant to the above, the Extraordinary General Meeting of shareholders of Bank Audi s.a.l. - Audi Saradar Group resolves to:
- Confirm and approve the adequate completion of all formalities and actions undertaken to execute the increase of the Bank's capital from LBP 457,896,465,996 to LBP 460,819,215,996, i.e. by an amount of LBP 2,922,750,000, including (i) the transfer of the aggregate nominal value of the subscriptions on June 8, 2013 to the special account opened at the Central Bank of Lebanon and reserved for the capital increase and (ii) the transfer of the aggregate issue premium to Bank Audi sal – Audi Saradar Group;
- Declare that Bank Audi's capital is now LBP 460,819,215,996, fully paid and divided into 354,749,204 nominal shares having a par value of LBP 1,299 per share;
- Declare, pursuant to the above, that the amendment of articles 6 and 8 of the Bank's By-laws as per the fifth resolution of the Extraordinary General Meeting held on April 15, 2013 is now effective.

Third resolution: Discharge of the Chairman and members of the Board of Directors in respect of all actions relating to the Capital Increase
The Extraordinary General Meeting of shareholders of Bank Audi sal - Audi Saradar Group grants discharge to the Chairman and members of the Board of Directors in respect of all actions relating to (i) the capital increase in order to round the nominal value of each individual share up to LBP 1,299 and (ii) the issuance of the Series "G" and the Series "H" Preferred Shares, including the subscription procedures and the payment of the nominal value of the issued shares and of their issuance premium. Furthermore, the Extraordinary General Meeting of shareholders grants each of the Chairman of the Board – General Manager, Mr. Raymond Audi, and the member of the Board - General Manager, Mr. Samir Hanna, acting jointly or severally, and any other person empowered by any of them, the power to carry out all legal formalities, including without limitation (i) the transfer of the capital increase and issue premium amounts to the Bank's ordinary accounts, and (ii) the publication, registration and execution of all related documents.

Daily Bulletin- 24/06/2013

õ **BANK AUDI S.A.L. ANNOUNCES THE FINANCIAL STATEMENTS OF BANK AUDI SAE (EGYPT) AS AT MARCH 31, 2013:**
Bank Audi s.a.l. - Audi Saradar Group announces that its wholly-owned subsidiary, Bank Audi sae (Egypt), has published its financial statements (in Arabic) as at and for the period ended

March 31, 2013. A summary in English of the financial statements can be viewed at Bank Audi's website: www.banqueaudi.com.
For additional information, you may address your e-mails to corporate.secretary@banqueaudi.com.

Daily Bulletin- 19/06/2013

õ **BANK AUDI S.A.L. ANNOUNCES THE FINANCIAL STATEMENTS OF ODEABANK A.S. (TURKEY) AS AT MARCH 31, 2013:**

Bank Audi s.a.l. - Audi Saradar Group announces that its wholly-owned subsidiary, Odeabank A.S. (Turkey), has published its financial statements (in Turkish) as at and for the period ended March 31, 2013. A summary in English of the financial statements can be viewed at Bank Audi's website: www.banqueaudi.com.
For additional information, you may address your e-mails to corporate.secretary@banqueaudi.com.

Daily Bulletin- 19/06/2013

• **Cancellation of Bank Audi Preferred Shares Class "D", Bank Capital increase and increase of the nominal value per share for the remaining bank's shares:**

Further to the decision of the Extraordinary General Assembly dated 15/04/2013 that decided to cancel the /12,500,000/ Preferred Shares Class "D" and to increase the Bank's Capital to LBP /457,896,465,996/. The Beirut Stock Exchange decided to:

1- Take note of the Bank's Capital increase from LBP /457,709,001,816/ to LBP /457,896,465,996/ , that is an increase of LBP /187,464,180/; thus the distribution of the Bank's Capital becomes as follows:
   - Common Shares: /439,749,204/shares with a nominal value of LBP /1,299/ per share
   - Preferred Shares Class "E": /1,250,000/ shares with a nominal value of LBP /1,299/ per share
   - Preferred Shares Class "F": /1,500,000/ shares with a nominal value of LBP /1,299/ per share
2- De-list the /12,500,000/ Preferred Shares Class "D" from the official market of the BSE.
3- This circular will take effect when published.

Circular 380/2013 Date: 07/06/2013

• **2012 Annual Report:**

Bank Audi SAL – Audi Saradar Group's Annual Report for the year ended 31 December 2012 (the "Annual Report") is available from the address below:

The Corporate Secretary
Bank Audi SAL – Audi Saradar Group

Audi Plaza – Bab Idriss
Beirut 2021 8102 – Lebanon

The Annual Report can also be downloaded from the Company's website at www.banqueaudi.com or by clicking on the following link:

http://www.banqueaudi.com/Publications/Documents/AnnualReports/BankAudiAnnualReport2012.pdf

Daily Bulletin- 05/06/2013

• **Notice of Extraordinary General Assembly on Friday June 21, 2013:**

The Board of Directors of Bank Audi s.a.l. – Audi Saradar Group invites all holders of Common Shares to attend an Extraordinary General Meeting to be held at 10:30 a.m. on Friday June 21, 2013 at the Bank's Head Office located at Audi Plaza, Bab Idriss, Beirut Commercial Central District, in order to examine the following agenda:

1. Taking note of the implementation of Resolution No. 1 adopted by the Extraordinary General Meeting of Shareholders held on April 15, 2013, relating to the cancelation of the Series "D" Preferred Shares and the increase of the Bank's share capital in order to round the nominal value of each individual share up to LBP 1,299;

2. Verification of the completion of the procedures for the increase in the Bank's capital through the issuance of 1,500,000 Series "G" Preferred Shares and of 750,000 Series "H" Preferred Shares in accordance with Resolution No. 3 of the Extraordinary General Meeting held on April 15, 2013; and

3. The discharge of the Chairman and members of the Board of Directors in respect of activities related to the Capital Increase.

Daily Bulletin- 04/06/2013

• **Resolutions adopted by the Extraordinary General Assembly meeting of shareholders of April 15, 2013:**

On April 15, 2013, the Extraordinary General Assembly of Shareholders of Bank Audi SAL - Audi Saradar group held a meeting at the Bank's Head Office in Beirut, Lebanon and adopted the following 7 resolutions:

First resolution: Cancellation of all the Series "D" Preferred Shares and increase of the Bank's Capital to round up the individual nominal value of the Bank's Shares to LL 1,299:

The Extraordinary General Assembly resolves to approve the cancellation of all the Series "D" Preferred Shares and the corresponding distribution of the nominal value of

the cancelled Shares on the remaining ordinary and Preferred Shares of the Bank and the resulting reduction of the total number of issued Shares of the Bank by 12,500,000 Shares.

For the avoidance of residual amounts in the nominal value of the Share pursuant to the cancellation of the Series "D" Preferred Shares and to the distribution of their aggregate nominal value on the nominal value of each of the remaining outstanding Shares of the Bank as described above, the Extraordinary General Assembly resolves to approve the increase of the Capital from L.L. 457,709,001,816 to L.L. 457,896,465,996 hence an increase of L.L. 187,464,180 through the incorporation of free reserves, resulting in a nominal value of each individual Share (after the Share cancellation and the capital increase mentioned above) of L.L. 1,299 (One Thousand Two hundred and ninety nine Lebanese Pounds).

The Extraordinary General Assembly of shareholders of Bank Audi s.a.l. – Audi Saradar Group empowers the Board of Directors to verify the adequate completion of all the procedures relating to the cancellation of the Series "D" Preferred Shares and to the increase of the Bank's share capital in order to round the nominal value of each individual share, in accordance with the present resolution.

Second resolution: Amendment of Articles 6 and 8 of the By Laws to reflect the cancellation of the Series "D" Preferred Shares:

The Extraordinary General Assembly of shareholders of Bank Audi SAL - Audi Saradar Group, 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 /457,896,465,996/ LL four hundred fifty seven billion eight hundred ninety six million four hundred sixty five thousand nine hundred and ninety six Lebanese pounds divided into /352,499,204/ three hundred fifty two million four hundred ninety nine thousand two hundred and four nominal Shares, with a value of /1,299/ LL one thousand two hundred and ninety nine 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 349,749,204 Shares, and the second category being the Preferred Shares consisting of 2,750,000 Preferred Shares. The second category consists of two series: /1,250,000/ Series "E" Preferred Shares and /1,500,000/ Series "F" Preferred Shares. 2- All the company's Shares are nominal Shares and shall be kept with the central depositary 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: Increase of the Bank's Capital through the issuance of two new series of Preferred Shares aggregating 2,250,000 Preferred Shares, subject to law 308/2001:

The Extraordinary General Meeting of shareholders of Bank Audi s.a.l. – resolves to increase the share capital of the Bank's from L.L 457,896,465,996 to L.L. 460,819,215,996 (i.e. by an amount of L.L. 2,922,750,000) through the issuance of 2,250,000 (two million two hundred and fifty thousand) newly issued nominal Preferred Shares, subject to law 308/2001, and divided over two series: 1,500,000 series "G" Preferred Shares and 750,000 series "H" Preferred Shares. The newly issued Preferred Shares shall have a nominal value of L.L. 1,299 and shall be listed on the regulated stock markets. They shall be subscribed to in cash under the following terms:

I- Terms and conditions applicable to the Series G Preferred Shares and to the Series H Preferred Shares:

1- The Series "G" and Series "H" Preferred Shares will be issued at their nominal value (LL 1,299 per share) plus an issue premium;

2- The issue premium for each new Preferred Share is determined in US Dollars as the difference between U.S. $100.00 per Share and the U.S. $ equivalent of LL 1,299, computed at the exchange rate prevailing on the first day of the subscription period;

3- Each holder of Series E Preferred Shares and Series F Preferred Shares will have the right to subscribe, on a priority basis, to the issue of Series G Preferred Shares and Series H Preferred Shares, pro rata to their nominal holdings of Series E Preferred Shares and Series F Preferred Shares. Any Series G Preferred Share and Series H Preferred Share not subscribed to by holders of Series E Preferred Shares and Series F Preferred Shares will be allocated to other subscribers subject to the provisions of paragraph 3 of article 2 of Lebanese Law No 308/2001; In case of oversubscriptions in Series G Preferred Shares or in Series H Preferred Shares, allocation shall be given by priority to the holders of outstanding Preferred Shares pro rata to their holdings of such Preferred Shares and then to other subscribers in accordance with paragraph 3 of article 2 of Lebanese Law No 308/2001;

4- The subscription period will be set by the Chairman of the Board of Directors or by the Group CEO;

5- Series G and Series H Preferred Shares are perpetual. Their nominal value and issue premium should be paid by the subscriber fully in readily available funds upon subscription. Their nominal value should be deposited with the Central Bank of Lebanon;

6- Holders of Series G Preferred Shares and Series H Preferred Shares have the right (ranking pari-passu with the rights of the holders of the outstanding Series E Preferred Shares and Series F Preferred Shares, pro rata to the amounts due to each) to receive a non cumulative annual distribution amount as described below, to be paid only out of the Bank's distributable net income for the relevant year, following the determination by the Ordinary General Assembly of the net income of said year. In the event that the amount of net income proposed to be distributed for any given year is insufficient to pay the annual distributions of the Series E, Series F, Series G and Series H Preferred Shares, then said annual distributions shall be reduced, for each series of Preferred Shares, by an

amount prorated to the shortage of the net income proposed to be distributed versus the aggregate amount of annual distributions otherwise due.

If, in any given year, the Board of Directors recommends (and the General Assembly approves) that no amounts of profits be distributed on the account of said year then no distribution will be paid on the account of said year and the annual distribution in respect of said year will be canceled and will not be cumulated with the annual distribution of the following year. No payment of dividends to the holders of Common Shares on the account of any given year can be made unless the Preferred Shares annual distributions for said year have been paid, noting that the General Assembly is under the obligation to resolve the distribution of amounts sufficient to cover the Preferred Shares annual distributions when the Bank has sufficient distributable net income for the year unless there exists a legal or regulatory obstacle that prohibits such resolution.

7-

7.1- The Bank may, at its option, redeem and cancel the Series G Preferred Shares and/or the Series H Preferred Shares. Upon any such redemption and cancellation of Series G Preferred Shares or of Series H Preferred Shares, the nominal value of each of the remaining Shares (Common and Preferred) then constituting the outstanding share capital of the Bank, shall be adjusted to reflect such cancellation, with the Bank's total capital remaining unchanged; The authority to exercise the option to redeem and cancel the Series G Preferred Shares and the Series H Preferred Shares lies with the Board of Directors. Upon exercising the option, said Board determines the increase of the nominal value of the remaining Shares (Common and Preferred) pursuant to the cancellation of series G Preferred Shares and/or of Series H Preferred Shares (whether fully or partially) and submits the matter to the Extraordinary General Assembly of shareholders to verify the adequate completion of the increase of nominal value and to modify the Bank's By Laws accordingly.

7.2- In the event of a liquidation of the Bank, the holders of the Series G Preferred Shares and of the Series H Preferred Shares shall be entitled (on a pro rata basis with all holders of any other, then outstanding, preference Shares of the Bank ranking pari-passu with the Series G Preferred Shares and the Series H Preferred Shares) to be paid out of the assets available for distribution to its shareholders, before any payment shall be made on the Common Shares, an amount per Series G Preferred Share and Series H Preferred Share equal to the sum of (x) the Lebanese Pound equivalent of U.S. $100.00 per share, and (y) all declared but unpaid distributions relating to the Series G Preferred Shares or the Series H Preferred Shares;

7.3- Subject to applicable Lebanese law and regulation and consistent with the Basel Committee requirements to ensure loss absorbency at the point of non-viability (as per the reforms to raise the quality of regulatory capital issued on 13/1/2011), the Series G Preferred Shares and the Series H Preferred Shares shall constitute loss absorbency instruments, and, accordingly, similar to other Shares constituting the Capital of the Bank, the Series G Preferred Shares and Series H Preferred Shares shall, participate pro rata in absorbing any Capital losses of the Bank.

7.4- Redemption and cancellation of the Shares

The Bank may, at its option, redeem and cancel the Series G Preferred Shares and/or the Series H Preferred Shares in whole or in part subject to:
– compliance with any and all then applicable regulations and financial ratios of the Central Bank of Lebanon and the Banking Control Commission, in connection with the adequacy of shareholders equity;
– availability of sufficient free reserves for the purpose;
The Banking Control Commission verifies compliance with the above.

Redemption and cancellation of the Shares is subject to the following:
a. The Bank may redeem the Series G Preferred Shares and/or the Series H Preferred Shares in whole or in part (but, in each case, not less than the lesser of (i) 20 per cent of the aggregate issue size for the specific series or (ii) all the then outstanding Series G Preferred Shares or Series H Preferred Shares;
b. Redemption of Series G Preferred Shares or series H Preferred Shares will be at a redemption price equal to U.S. $100.00 per Series G Share or Series H Share plus any declared but unpaid distributions as described below; provided that no distributions shall be payable in respect of any Series G Preferred Shares or series H Preferred Shares for the year in which such Series G Preferred Shares or series H Preferred Shares are redeemed and canceled;
c. In the case of redemption and cancellation of a part only of the Series G Preferred Shares or of the Series H Preferred Shares at the time outstanding, the redemption and cancellation will be on a pro rata basis among all holders of Series G Preferred Shares or of Series H Preferred Shares.
d. If the Bank elects to exercise its option to redeem the Preferred Shares, then the holders of such Preferred Shares will be under the obligation to conform;
e. All amounts and conditions mentioned herein (including the Series G and series H annual distribution amounts) are subject to adjustment in the event of any subsequent stock split or combination affecting the share capital of the Bank;
f. Notwithstanding points II-2 and III-2 below, but subject to compliance with the other applicable conditions for the redemption and cancellation as described above, the Bank will have the option, at the discretion of its Board of Directors, to redeem and cancel the Series G Preferred Shares or the Series H Preferred Shares in whole or in part, before the dates mentioned under points II-2 and III-2 respectively and stated below, upon the occurrence of a change in any applicable law or regulation or standard, which would result in the aggregate issue price in respect of all Series G Preferred Shares or Series H Preferred Shares not being included in Tier 1 capital of the Bank or otherwise in the event that the Bank would not be permitted to maintain the issue premium in respect of the Series G Preferred Shares or series H Preferred Shares in U.S. Dollars or any other foreign currency as may be acceptable to it;

8- Series G and Series H distributions are payable once during every calendar year. The first annual distribution will be paid following the General Assembly meeting of shareholders at which the annual audited financial statements of the Bank for the year ended December 31, 2013 are approved, subject to compliance with any and all then applicable regulations and financial ratios of the Central Bank of Lebanon and the

Banking Control Commission, and subject to conformity with the conditions mentioned under point 6. above;
In the event that the conditions for payment are not met in any given year and no distributions are paid on the account of said year then the annual distribution in respect of said year will be canceled and will not be cumulated with the annual distribution of the following year.

9- Except in the limited circumstances determined pursuant to Article 2.5 of Lebanese law number 308 dated 03 April 2001, the holders of Series G Preferred Shares and Series H Preferred Shares shall not have voting rights in the shareholders General Assembly meetings.

10- Holders of Series G Preferred Shares and of Series H Preferred Shares will have priority subscription rights to subscribe, pro rata with holders of other, then outstanding, preference Shares, to newly issued preference Shares of the Bank, but not to newly issued Common Shares.

II- Additional terms and conditions applicable to the Series "G" Preferred Shares
1. The Series G Preferred Shares are granted the following preferential rights: The right to receive distributions amounting to U.S. $4.00 per Series G Preferred Share on account of fiscal year 2013, and amounting to U.S. $ 6.00 per Series G Preferred Share on account of each fiscal year thereafter. The Bank will deduct applicable withholding taxes from said amounts;
2. The Bank may exercise its option to redeem and cancel Series G Preferred Shares for the first time within the 60 days following the later of (x) the fifth anniversary of the Extraordinary General Assembly meeting that will have confirmed the adequate completion of all the procedures of the issuance of the Series "G" Preferred Shares or (y) the date of the Ordinary General Assembly meeting of shareholders of the Bank at which the annual audited financial statements for the year ended December 31, 2017 are approved. The Bank may thereafter exercise its option to redeem and cancel Series G Preferred Shares within 60 days following each subsequent General Assembly meeting of shareholders of the Bank at which the annual audited financial statements are approved;

III- Additional terms and conditions applicable to the Series "H" Preferred Shares
1. The Series H Preferred Shares are granted the following preferential rights: The right to receive distributions amounting to U.S. $4.50 per Series H Preferred Share on account of fiscal year 2013, and amounting to U.S. $ 6.50 per Series H Preferred Share on account of each fiscal year thereafter. The Bank will deduct applicable withholding taxes from said amounts;
2. The Bank may exercise its option to redeem and cancel Series H Preferred Shares for the first time within the 60 days following the date of the Ordinary General Assembly meeting of shareholders of the Bank at which the annual audited financial statements for the year ended December 31, 2019 are
approved. The Bank may thereafter exercise its option to redeem and cancel Series H Preferred Shares within 60 days following each subsequent General Assembly meeting of shareholders of the Bank at which the annual audited financial statements are approved;

IV- Delegation of Powers The Extraordinary General Assembly resolves to empower the Board of Directors to make all necessary determinations regarding the above including the completion of all procedures as necessary for the implementation of the resolutions of the present assembly, and including the allocation of Shares to subscribers subject to preferential rights to the holders of Series E and Series F Preferred Shares and the rounding of the numbers of allocated Shares. The Board of Directors is also empowered to further delegate all or any of the authorities granted to it by virtue of this resolution. The present delegation doesn't affect the aforementioned powers granted to the Chairman Mr. Raymond Audi and to the Group CEO Mr. Samir Hanna concerning the determination of the subscription period.

Fourth resolution: Listing of the 2,250,000 issued Preferred Shares on the Beirut Stock Exchange:

The Extraordinary General Assembly of shareholders of Bank Audi s.a.l. – Audi Saradar Group resolves to list the 2,250,000 newly issued Preferred Shares, being 1,500,000 Series "G" Preferred Shares and 750,000 Series "H" Preferred Shares, on the Beirut Stock Exchange.

Fifth resolution: Amendment of the Bank's By Laws to reflect the issuance of the Series "G" and the Series "H" Preferred Shares:

The Extraordinary General Assembly of shareholders of Bank Audi SAL - Audi Saradar Group, pursuant to its preceding resolutions 3 and 4, 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 /460,819,215,996/ LL four hundred sixty billion eight hundred nineteen million two hundred fifteen thousand nine hundred and ninety six Lebanese pounds divided into /354,749,204/ three hundred fifty four million seven hundred forty nine thousand two hundred and four nominal Shares, with a value of /1,299/ LL one thousand two hundred and ninety nine 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 349,749,204 Shares, and the second category being the Preferred Shares consisting of 5,000,000 Preferred Shares. The second category consists of four series: /1,250,000/ Series "E" Preferred Shares, /1,500,000/ Series "F" Preferred Shares, /1,500,000/ Series "G" Preferred Shares and /750,000/ Series "H" Preferred Shares.

2- All the company's Shares are nominal Shares and shall be kept with the central depositary 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.

Sixth resolution: Submission of the actions described above for approval by the Central Bank of Lebanon:

The Extraordinary General Assembly of shareholders of Bank Audi s.a.l. resolves to submit all its above resolutions to the approval of the Central Bank of Lebanon; It further resolves that entry into effect of resolutions 3, 4 and 5 is conditioned upon prior full implementation of resolutions 1 and 2.

Seventh resolution: Granting to the Chairman of the Board of Directors and to the Group Chief Executive Officer (acting severally) of the necessary powers to perform all acts and procedures in pursuit of the foregoing resolutions:

The Extraordinary General Assembly resolves to grant each of (i) the Chairman of the Board of Directors, Mr. Raymond Audi and (ii) Board member and Group CEO, Mr. Samir Hanna, severally, the necessary powers to carry out all necessary actions in connection with the issuance of the Preferred Shares, the determination of the subscription period, the payment of the nominal value and of the premium, the opening of accounts for this purpose, the application for listing such Preferred Shares on regulated stock markets, 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.

Daily Bulletin- 16/04/2013

• **Board Election by Bank Audi s.a.l. – Audi Saradar Group:**

The Ordinary General Assembly of Shareholders of Bank Audi S.A.L. – Audi Saradar Group convened on April 8, 2013 and resolved, in consideration of the fact that the mandate of the Board of Directors has reached its term, to re-elect the current Directors for a new 3 years mandate (that will end upon holding the Annual General Assembly that will examine the accounts of the year 2015).

The Board of Directors is composed as follows: H.E. Mr. Raymond W. Audi; Dr. Marwan M. Ghandour; Mr. Samir N. Hanna; Sheikha Suad H. Al Homaizi; Sheikha Mariam N. Al Sabbah; Mr. Marc J. Audi; Dr. Freddie C. Baz; Dr. Imad I. Itani; Mr. Mario J. Saradar; Mr. Abdullah I. Al Hobayb; Dr. Khalil M. Bitar.

The newly elected Board convened following the General Assembly and resolved, amongst other things, to:

(iii) re-elect: - H.E. Mr. Raymond W. Audi as Chairman of the Board – General Manager; - Dr. Marwan M. Ghandour as Vice-Chairman;

(iv) confirm the re-appointment of the General Managers including the re-appointment of Mr. Samir N. Hanna (Group CEO – General Manager).

Daily Bulletin- 10/04/2013

• **Dividend Distribution by Bank Audi s.a.l. – Audi Saradar Group:**

The Ordinary General Assembly of Shareholders of Bank Audi s.a.l. – Audi Saradar Group convened on April 8, 2013 and resolved to (i) approve the Bank's accounts for the year 2012 and (ii) declare a gross distribution of dividends as follows:
- To Holders of Series "D" Preferred Shares: USD 0.775 per share
- To Holders of Series "E" Preferred Shares: USD 6 per share
- To Holders of Series "F" Preferred Shares: USD 4 per share
- To Holders of Common Shares: LBP 603 per share

As a result of the above, the net payable amounts (after deduction of the applicable withholding tax at the rate of 5%) are as follows:
- To Holders of Series "D" Preferred Shares: USD 0.73625 per share
- To Holders of Series "E" Preferred Shares: USD 5.7 per share
- To Holders of Series "F" Preferred Shares: USD 3.8 per share
- To Holders of Common Shares: LBP 572.85 per share

Dividends will be paid through Midclear S.A.L. starting April 10, 2013 for the holders of shares as at April 05, 2013 (Record Date), according to the records of Midclear S.A.L.

Daily Bulletin- 09/04/2013

• Cease Trading in Bank "Audi" Preferred shares Class "D":

Based on the decision of the Board of Directors of Bank Audi SAL – Audi Sardar Group held on 14/11/2012, the Beirut Stock Exchange decided to cease trading in Bank "Audi" Preferred shares Class "D" as of the end of the trading session of Thursday 04/04/2013.

Circular: 377/2013- Date: 03/04/2013

• 2012 Consolidated Annual Financial Statements and Auditors' Report:

Bank Audi SAL – Audi Saradar Group' s Audited Consolidated Annual Financial Statements for the year ended 31 December 2012 (including the Auditors report and accompanying notes) can be downloaded from the Company's website at www.banqueaudi.com

Daily Bulletin- 02/04/2013

õ **Notice of Extraordinary General Meeting on Monday April 15, 2013:**

The Board of Directors of Bank Audi s.a.l. – Audi Saradar Group invites all holders of Common Shares to attend an Extraordinary General Meeting to be held at 10:30 a.m. on Monday April 15, 2013 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 "D" Preferred Shares and increase of the Bank's capital in order to round the nominal value of each individual share up to LL1,299;

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 two 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 and to the Group Chief Executive Officer (acting severally) of the necessary powers to seek required approvals, to set deadlines and to perform all other acts and procedures in pursuit of all of the foregoing resolutions.

Daily Bulletin- 28/03/2013

• **Dividend Distribution Proposal:**

In its meeting held on March 21, 2013,the Board of Directors of Bank Audi S.A.L.- Audi Saradar Group resolved to propose to the Annual Ordinary General Assembly the distribution of a dividend of LBP 603 (currently equivalent to around USD 0.4) per common share. The net amount proposed to be paid (after deduction of the applicable withholding tax at the rate of 5%) is thus LBP 572.85 (currently equivalent to around USD 0.38) per common share.
Subject to the General Assembly's approval, such dividends will be paid on or about April 10, 2013 to holders of common shares as at April 05, 2013 (Record Date), according to the records of Midclear S.A.L (The Central Depository).

Daily Bulletin- 27/03/2013

õ **Notice of Annual General Assembly Meeting:**

The Board of Directors of Bank Audi s.a.l. - Audi Saradar Group invites all holders of ordinary shares to attend an Ordinary General Assembly Meeting to be held at 10:30 a.m. on Monday April 8, 2013 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, 2012.

Daily Bulletin- 22/03/2013

• **Bank Audi S.A.L. Announces Preliminary Results Of Its Newly Formed Turkish Subsidiary, Odeabank A.S.**

On 28 September 2012, Odeabank a.s. ("Odeabank"), a wholly-owned subsidiary of Bank Audi s.a.l. - Audi Saradar Group, obtained a banking license from the Turkish Banking Regulation and Supervision Agency. Odeabank commenced operations on 1 November 2012.
Odeabank is a universal bank, providing a full range of banking services, including corporate banking, commercial banking, retail banking, alternative distribution channels and cash and process management, project and structured finance and investment banking, financial institutions and correspondent banking and treasury and capital markets.
At the end of its first two months of operations, as at 31 December 2012*, Odeabank had:

- TL 3.6 billion of assets
- TL 2.5 billion of customers' deposits
- TL 1.7 billion of loans to customers
- TL 0.5 billion of shareholders' equity
- 398 staff
- 6 branches

* Preliminary unaudited stand-alone figures for Odeabank a.s.

Daily Bulletin- 10/01/2013

• **Resignation of a Director:**

Pursuant to the Beirut Stock Exchange (BSE) rule that requires issuers to inform the BSE of any change to their General Management or Board of Directors, the Bank announces that Youssef Nasr has resigned as a Director, effective 21 November 2012.

Daily Bulletin- 02/01/2013

• **Additional listing of GDRs:**

The Beirut Stock Exchange decided to list, as of December 04, 2012 an additional /500,000/ GDRs linked to the shares of Bank Audi SAL – Audi Saradar Group in the official market of the Stock Exchange. These GDRs will be added to the previously listed /101,517,651/ GDRs, therefore, the total number of GDRs linked to the shares of Bank Audi SAL – Audi Saradar Group becomes /102,017,651/. The details related to the conditions of pricing, trading, settlement and clearance of the newly listed GDRs are the same as those of the previously listed ones.

For more details please refer to Circular Nb. 368/2012 dated 30/11/2012

• **Additional listing of Common Shares:**

The Beirut Stock Exchange decided to accept the listing, trading and pricing, on the official market of the stock exchange, of the /309,260/ additional common shares issued by Bank Audi SAL – Audi Saradar Group that have been fully subscribed to and paid up by the beneficiaries of stock options who have exercised their rights. Trading in the mentioned shares is scheduled to start on Monday, October 29, 2012.

For more details please refer to Circular Nb 366/2012 dated 24/10/2012

õ **Resolutions adopted at the Extraordinary General Meeting of Shareholders of October 15, 2012:**

Sole Resolution

The Extraordinary General Meeting of shareholders of Bank Audi s.a.l. - Audi Saradar Group, having reviewed all submitted documents, declares that it has verified the implementation of the increase of the Bank's share Capital by an amount of L.L. 387,812,040 through the issuance of 309,260 Common Shares fully subscribed to and paid up by the beneficiaries of Stock options who have exercised their option rights.

Pursuant thereto, the Extraordinary General Meeting of Shareholders of Bank Audi s.a.l. - Audi Saradar Group resolves to:

- Confirm the adequate completion of all formalities relating to the increase of Capital of Bank Audi SAL - Audi Saradar Group from L.L. 457,321,189,776 to L.L.457,709,001,816, i.e. by an amount of L.L. 387,812,040;
- Declare that the capital of Bank Audi s.a.l. – Audi Saradar Group is now L.L. 457,709,001,816 fully paid up and divided into 364,999,204 nominal shares (1) having a nominal value of L.L. 1,254 each;
- Declare, pursuant to the above, that the modification of articles 6 and 8 of the by-laws of Bank Audi s.a.l. – Audi Saradar Group, as per the fifth resolution of the Extraordinary General Meeting of Shareholders held on June 22, 2012, is now effective;
- Grant discharge to the Chairman and members of the Board of Directors in respect of all actions relating to the capital increase through the issuance of the 309,260 Common Shares fully subscribed to and paid up by the beneficiaries of Stock options who have exercised their option rights, including the subscription procedures and the payment of the nominal value of the issued shares and of their issuance premium. Furthermore, the Extraordinary General Meeting of shareholders grants each of the Chairman of the Board of Directors – General Manager, Mr. Raymond Audi, and the member of the Board of Directors - General Manager, Mr. Samir Hanna, acting jointly or severally, and any other person empowered by any of them, the power to carry out all legal formalities, including without limitation (i) the transfer of the capital increase and issue premium amounts to the Bank's ordinary accounts, and (ii) the publication, registration and execution of all related documents.

(1) Including Common Shares and preferred shares

Daily Bulletin- 16/10/2012

õ **Notice of Extraordinary General Meeting:**

The Board of Directors of Bank Audi s.a.l. – Audi Saradar Group invites all holders of Common Shares to attend an Extraordinary General Meeting to be held at 10:30 a.m., on Monday October 15, 2012, at the Bank's Head Office located at Audi Plaza, Bab Idriss, Beirut Commercial Central District, in order to examine the following agenda:

1. Verification of the completion of the procedures for the increase in the Bank's capital in accordance with Resolution No. 3 adopted by the Extraordinary General Meeting of Shareholders held on June 22, 2012.

Daily Bulletin- 28/09/2012

• **Additional listing of GDRs:**

The Beirut Stock Exchange decided to list, as of August 01, 2012 an additional /1,436,221/ GDRs related to the shares of Bank Audi SAL – Audi Saradar Group in the official market of the Stock Exchange. These GDRs will be added to the previously listed /100,081,430/ GDRs, therefore, the total number of GDRs related to the shares of Bank Audi SAL – Audi Saradar Group becomes /101,517,651/. The details related to the conditions of pricing, trading, settlement and clearance of the newly listed GDRs are the same as those of the previously listed ones.

For more details please refer to Circular Nb. 363/2012 dated 27/07/2012

- **Meeting of Holders of Series F Preferred Shares:**

The Board of Directors of Bank Audi SAL – Audi Saradar Group invites all holders of Series F Preferred Shares, issued by virtue of EGM held on April 10, 2012 to attend a meeting to be held at 10:30 a.m. on Monday July 23, 2012 at the Bank's Head Office, Audi Plaza, Bab Idriss, Beirut Commercial Central District.
The agenda is as follows:

1. Approve the By-laws of the Association of Holders of Series F Preferred Shares.
2. Appoint the representative of the Association.
3. Empower one person or more to execute on behalf of the Holders of Series F Preferred Shares all formalities in connection with any exercise by the Bank of its option to redeem and cancel the Series F Preferred Shares, in due course and to the extent needed.
4. Other matters.

Daily Bulletin- 06/07/2012

- **Listing and pricing of all Preferred Shares Class (F) in the official market of the BSE:**

The Beirut Stock Exchange Committee decided to accept the listing, trading and pricing of the /1,500,000/ Preferred Shares Class (F), issued by Bank Audi S.A.L. - Audi Saradar Group in the official market of the Stock Exchange.
Trading with the Preferred Shares Class (F) is scheduled to start on Friday 06/07/2012.

Daily Bulletin- 03/07/2012

õ **Press Release :Sale by Bank Audi sal - Audi Saradar Group of 81% of LIA insurance sal to Saham Finances sa:**

Further to their joint announcement on May 15, 2012, Bank Audi sal - Audi Saradar Group and Saham Finances sa jointly announce that they completed the sale by Bank Audi and certain individual sellers of 81% of the share capital of LIA insurance sal on June 27, 2012, within the expected timeframe after receipt of the required regulatory approvals. The parties have agreed to maintain and develop the existing cooperation between Bank Audi sal - Audi Saradar Group and LIA insurance sal in the field of bancassurance in Lebanon.

Saham Finances sa, which intends to use Lebanon as its main hub to support its expansion strategy in the Middle East, will rely on the skills of the Management team of LIA insurance sal which will remain in place.

About Bank Audi sal - Audi Saradar Group

Bank Audi is a regional group with a universal banking profile. The Bank offers universal financial products and services including Corporate, Commercial, Individual, Investment, and Private Banking services. As at end-March 2012, Bank Audi's consolidated assets reached US$ 28.7 billion, principally driven by private customers' deposits of US$ 24.4 billion, with shareholders' equity reaching US$ 2.5 billion. Bank Audi's group staff headcount exceeds 4,800 employees and its shareholders' base encompasses more than 2,000 holders of common shares and/or holders of Global Depositary Receipts (GDRs) representing common shares.

Bank Audi ranks first among Lebanese banks and is positioned in the inner circle of top regional banking groups. Its shares are listed on the Beirut Stock Exchange. Its GDRs are listed on both the Beirut Stock Exchange and the London Stock Exchange.

About Saham Finances sa

Saham Finances sa is currently present in 15 African countries (including Morocco) through its ownership of 20 insurance companies, 1 reinsurance company and 2 support companies. Among those, we mention:

• CNIA SAADA, owned to the extent of 51.8% by Saham Finances sa, is listed on the Casablanca stock exchange. CNIA SAADA ranks fourth among insurance companies in Morocco is the leader in the automobile and health insurance sector.

• Colina Group, fully owned by Saham Finances sa, operates 15 companies in 13 African countries and is one of the leading insurance groups in ICIM area.

• Isaaf Assistance, owned to the extent of 67 % by Saham Finances sa, is a premier assistance insurance provider in Morocco with a 46% market share.

Saham Finances is effectively present in 5 geographic areas, with subsidiaries operating in similar environments North Africa, West Africa, Central Africa, Southern Africa and the Middle East.

The IFC and the ALAC Fund on the one hand, and Abraaj Capital on the other hand, recently took stakes in Saham Finances's capital with a view to support its expansion in Africa and the Middle East.

Daily Bulletin- 28/06/2012

õ **Resolutions adopted by the Extraordinary General Meeting of shareholders of June 22, 2012:**

First resolution:

The Extraordinary General Meeting of shareholders of Bank Audi s.a.l. - Audi Saradar Group, having reviewed all submitted documents, declares that:

- it has verified that 1,500,000 Series "F" preferred shares, with a par value of LL 1,254 each, have been issued, and their aggregate par value amounting to LL 1,881,000,000 has been deposited in the Bank's share capital account opened at the Central Bank of Lebanon;
- The persons listed on the Annex of the minutes of meeting (showing their names and number of shares subscribed to, and constituting an integral part of the minutes) have subscribed to, and paid the capital increase.

Pursuant to the above, the Extraordinary General Meeting of shareholders of Bank Audi s.a.l. - Audi Saradar Group resolves to:

- Confirm and approve the adequate completion of all formalities and actions undertaken to execute the increase of the Bank's capital from LL 455,440,189,776 to LL 457,321,189,776, i.e. by an amount of LL 1,881,000,000, including (i) the execution by Mr. Marc Audi (member of the

Board of Directors and General Manager) on May 30, 2012 of a request to the Central Bank of Lebanon for the opening of a special account reserved for the capital increase, as well as (ii) the transfer to the aforementioned account of the aggregate nominal value of the subscriptions on may 31, 2012, noting that the subscription period ended on May 23, 2012;
- Declare that Bank Audi's capital is now LL 457,321,189,776, fully paid and divided into 364,689,944 nominal shares having a par value of LL 1,254 per share;
- Declare, pursuant to the above, that the amendment of articles 6 and 8 of the Bank's By-laws as per the third resolution of the extraordinary general meeting held on April 10, 2012 is now effective;

Second resolution:
The Extraordinary General Meeting of shareholders of Bank Audi s.a.l. - Audi Saradar Group grants discharge to the Chairman and members of the Board of Directors in respect of all actions relating to the capital increase through the issuance of the Series "F" preferred shares, including the subscription procedures and the payment of the nominal value of the issued shares and of their issuance premium. Furthermore, the Extraordinary General Meeting of shareholders grants each of the Chairman of the Board – General Manager, Mr. Raymond Audi, and the member of the Board - General Manager, Mr. Samir Hanna, acting jointly or severally, and any other person empowered by any of them, the power to carry out all legal formalities, including without limitation (i) the transfer of the capital increase and issue premium amounts to the Bank's ordinary accounts, and (ii) the publication, registration and execution of all related documents.

Third resolution:
The Extraordinary General Assembly of shareholders, (i) pursuant to its resolution dated 2/2/2006 approving the issuance of free option rights, and (ii) after examination of the Board of Directors' resolution dated 23/3/2006 (resolution number 2) that defined the conditions and amounts payable for issuance of shares upon exercise of option rights, and (iii) after examination of the list of optionees who have exercised their rights and the number of shares reserved for each optionee as a result of such exercise, resolves to increase the Bank's Capital from L.L. 457,321,189,776 to L.L.457,709,001,816 , i.e. by an amount of L.L.387,812,040 through the issuance of 309,260 common shares reserved for the optionees who have exercised their rights, at the aggregate value of L.L. 1,254 per share, plus an issue premium, as per the following terms:
1. The new shares are reserved for the optionees who have exercised their rights (listed on the Annex of the minutes of meeting) and are issued at the aggregate of the nominal value and an issue premium both payable upon subscription;
2. In addition to the nominal value of the shares, subscribers to 309,260 shares whose names are listed in the Annex of the minutes of meeting are requested to pay, for each share, the difference between USD 2.719 and the nominal value of the share at the exchange rate prevailing on the first day of the subscription period. Amounts paid in addition to the nominal value will be accounted for as issue premium;
3. Beneficial rights attached to the newly issued shares take effect starting with the results of the financial year 2012.
4. The aggregate nominal value of total issued shares is to be paid in a special account opened at the Central Bank of Lebanon, and the aggregate issue premium of total issued shares is to be paid in a special account opened at Bank Audi exclusively for that purpose.

Fourth resolution:
The Extraordinary General Assembly of shareholders of Bank Audi s.a.l. – Audi Saradar Group resolves to list the newly issued 309,260 Common Shares on the Beirut Stock Exchange.

Fifth resolution:

Pursuant to its third and fourth resolutions above, the Extraordinary General Assembly of shareholders of Bank Audi s.a.l. – Audi Saradar Group resolves to modify articles 6 and 8 of the Bank's by-laws to become as follows:

Modified text:

Article 6 - Capital

The Capital of the Company shall be set at L.L. 457,709,001,816 (four hundred and fifty-seven billion seven hundred and nine million one thousand eight hundred and sixteen Lebanese Pounds) divided into 364,999,204 (three hundred and sixty-four million nine hundred and ninety-nine thousand two hundred and four) nominal shares, with a value of L.L.1,254 (one thousand two hundred and fifty-four Lebanese Pounds) each, fully paid up.

The Company may issue bonds pursuant to a resolution of the General Assembly 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 349,749,204 shares, and the second category being the preferred shares consisting of 15,250,000 preferred shares. The second category consists of three series: 12,500,000 Series "D" preferred shares, 1,250,000 Series "E" preferred shares and 1,500,000 Series "F" preferred shares.

2- All the Company's shares are nominal shares and shall be kept with the central depositary 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.

Sixth resolution:

The Extraordinary General Assembly of shareholders of Bank Audi s.a.l. resolves that entry into effect of resolutions 3, 4 and 5 is conditioned upon the approval of the Central Bank of Lebanon;

Seventh resolution:

The Extraordinary General Assembly of shareholders of Bank Audi s.a.l. – Audi Saradar Group grants each of the Chairman of the Board – General Manager, Mr. Raymond Audi, and the member of the Board -General Manager, Mr. Samir Hanna, acting individually, and any other person empowered by any of them, the power to carry out any needed action for (i) the issuance of new shares and the setting of the subscription periods for the payment of their price and related issue premium, (ii) the application to list the newly issued shares on the Beirut Stock Exchange, and (iii) generally any other action as may be needed for the implementation of the above resolutions approved by the General Assembly.

Eighth resolution:

The Extraordinary General Assembly of shareholders of Bank Audi s.a.l. – Audi Saradar Group, pursuant to article 152 of the Code of Money and Credit, resolves to approve the granting of two loans aggregating LBP 15 billion, against real estate mortgages aggregating LBP 21 billion (replacing existing previously approved loans to the same borrowers) subject to:

- Compliance with the ceilings established by virtue of applicable laws, notably article 152 of the Code of Money and Credit and BDL intermediate circular No 8554 dated 13 November 2003 as amended, and addressing the ratio of such loans to the bank's shareholders' equity. Noting that the ratio of (i) the aggregate amount of all loans that are subject to article 152 of the Code of Money and Credit to (ii) the Bank's Shareholders' equity (as at end 2011) must not exceed 5% and hence the aggregate amount of such loans must be reduced in case of breach of the aforementioned ceiling;

- Annual interest to be charged on the approved facilities at the rate applied by the Bank to its prime customers;
- Approved facilities shall be covered by real estate mortgages.

Ninth resolution:

The Extraordinary General Assembly of shareholders of Bank Audi s.a.l. – Audi Saradar Group, pursuant to article 158 of the Code of Commerce, resolves to approve the acquisition by the Bank of 29,500 shares representing 98.33% of the capital of Fonciere Dora sal, from its current owner, LiA Insurance sal, for a total consideration of USD 3 million, and subject to the approval of the Central Bank of Lebanon.

Daily Bulletin- 26/06/2012

• **Notice of Extraordinary General Assembly Meeting to be held on June 22, 2012:**

The Board of Directors of Bank Audi s.a.l. – Audi Saradar Group invites all holders of Common Shares to attend an Extraordinary General Meeting to be held at 11:00 a.m, on Friday June 22, 2012 at the Bank's Head Office located at Audi Plaza, Bab Idriss, Beirut Commercial Central District, in order to examine the following agenda:

- Further to the decision of the Extraordinary General Meeting of April 10, 2012, verification of the completion of the procedures for the increase in the Bank's capital through the issuance of 1,500,000 Series "F" Preferred Shares, and of the subscription for, and full payment of, such Series "F" Preferred Shares;
- The discharge of the Chairman and members of the Board of Directors in respect of activities related to the Preferred Share Capital Increase;
- The increase of the Bank's share capital through the issuance of up to 356,610 Common Shares reserved to the owners of Stock Options who have exercised their Stock Options in 2012 and the determination of the issuance terms for such Common Shares;
- The listing of such newly-issued Common Shares on the Beirut Stock Exchange;
- The amendment of the Bank's By-Laws, in particular, Article 6 and Article 8 thereof, in order to reflect the actions described in items 3 and 4 above;
- The submission of the actions described in items 3, 4 and 5 above for approval by the Central Bank of Lebanon, acting through its Central Council;
- The granting of the necessary powers for the implementation of the actions approved by the Extraordinary General Meeting;
- The granting of two loans to a related party in accordance with article 152 of the Code of Money and Credit; and
- The approval of the acquisition of shares from a subsidiary.

Daily Bulletin- 05/06/2012

• **2011 Annual Report:**

Bank Audi SAL – Audi Saradar Group's Annual Report for the year ended 31 December 2011 (the "Annual Report") is available from the address below:

The Corporate Secretary
Bank Audi SAL – Audi Saradar Group
Audi Plaza – Bab Idriss
Beirut 2021 8102 – Lebanon

The Annual Report can also be downloaded from the Company's website at www.banqueaudi.com or by clicking on the following link:

http://www.banqueaudi.com/Publications/Documents/AnnualReports/BankAudiAnnualReport2011.pdf

Daily Bulletin- 23/05/2012

õ **Subscription in preferred shares class "F" that will be issued by Bank Audi SAL – Audi Saradar Group.**

Subscription period: From May 18, 2012 till May 23, 20112. **Number of Preferred shares Class "F":** /1,500,000/ shares. **Place of Subscription:** Head Office of the Bank located in Bank Audi Plaza, Bab Idriss, Beirut Central District. **Price of Subscription:** USD /100/ per share divided into: LBP/1,254/ as nominal value and the balance as issue premium. **Priority right in subscription:** The holders of preferred shares class D and E will have a priority right to subscribe in the preferred shares class "F".

Daily Bulletin- 17/05/2012

õ **Agreement for the sale of a majority interest in LIA Insurance SAL**:

Bank Audi SAL – Audi Saradar Group and Saham Finances S.A., a subsidiary of Saham S.A., jointly announce that they have entered into a share purchase agreement for the sale by Bank Audi and certain individual sellers of 81% of the share capital of LIA Insurance SAL. Completion of the sale is subject to obtaining the required regulatory approvals, and is
expected to take place by end of June 2012.
The parties have also agreed to enter into co-operation agreements for the conduct of future insurance business in Lebanon.
Lebanon will serve as Saham Finances S.A.'s hub for its development in the Middle East. Saham Finances S.A. owns insurance and reinsurance companies which are present in 15 African countries.

Daily Bulletin- 15/05/2012

õ **Resolutions adopted by the Extraordinary General Assembly meeting of shareholders of April 10, 2012:**

On April 10, 2012, the Extraordinary General Assembly of shareholders of Bank Audi SAL - Audi Saradar Group held a meeting at the Bank's Head Office in Beirut, Lebanon and adopted the following five resolutions:

First resolution

The Extraordinary General Assembly, after hearing the Chairman's report resolves to approve it and to increase the Bank's capital from /455,440,189,776/ LL to /457,321,189,776/ LL through the issuance of 1,500,000 (One million five hundred thousand) new nominal preferred shares (pursuant to Lebanese Law No 308/2001) to be captioned Series "F" preferred shares having a nominal value of 1,254 LL each, to be listed on the regulated financial markets and to be issued as per the following terms and conditions:

1 The Series "F" preferred shares will be issued at their nominal value (LL 1,254 per share) plus an issue premium;

2 The issue premium for each new share is determined in US Dollars as the difference between U.S. $100.00 per share and the U.S. $ equivalent of LL 1,254 computed at the exchange rate prevailing on the first day of the subscription period;

3 Each holder of Series D preferred shares and Series E preferred shares will have the right to subscribe, on a priority basis, to the issue of Series F preferred shares, pro rata to their nominal holdings of Series D preferred shares and Series E preferred shares. Any Series F preferred shares not subscribed by holders of Series D preferred shares and Series E preferred shares will be allocated to other subscribers in the sole discretion of the Board of Directors and its Chairman, subject to the provisions of paragraph 3 of article 2 of Lebanese Law No 308/2001;

4 The beginning and the end of the subscription period will be set by the Chairman of the Board of Directors or by the Group CEO, Mr. Samir Hanna;

5 Series F preferred shares are perpetual. Their nominal value and issue premium should be paid by the subscriber fully in readily available funds upon subscription. Their nominal value should be deposited with the Central Bank of Lebanon;

6 Holders of Series F preferred shares have the right (ranking pari passu with the rights of the holders of the outstanding Series D preferred shares and Series E preferred shares, pro rata to the amounts due to each) to receive a non cumulative annual distribution amount as described below, to be paid only out of the Bank's distributable net income for the relevant year, following the determination by the Ordinary General Assembly of the net income of said year. In the event that the amount of net income proposed to be distributed for any given year is insufficient to pay the annual Series F distributions and the annual Series D and Series E distributions, then said annual distributions shall be reduced, for each series of preferred shares, pro rata to the shortage of the net income proposed to be distributed versus the aggregate amount of annual distributions otherwise due.

If, in any given year, the Board of Directors recommends (and the General Assembly approves) that no amounts of profits be distributed on the account of said year then no distribution will be paid on the account of said year and the annual distribution in respect of said year will be canceled and will not be cumulated with the annual distribution of the following year. No payment of dividends to the holders of common shares on the account of any given year can be made unless the preferred shares annual distributions for said year have been paid, noting that the General Assembly is under the obligation to resolve the distribution of amounts sufficient to cover the preferred shares annual distributions when the Bank has sufficient distributable net income for the year unless there exists a legal or regulatory obstacle that prohibits such resolution.

7

7.1 The Bank may, at its option, redeem and cancel the Series F preferred shares. Upon any such redemption and cancellation of Series F preferred shares, the nominal value of each of the remaining shares (common and preferred) then constituting the outstanding share capital of the Bank, shall be adjusted to reflect such cancellation, with the Bank's total capital remaining unchanged;

The authority to exercise the option to redeem and cancel the Series F preferred shares lies with the Board of Directors. Upon exercising the option, said Board determines the increase of the nominal value of the remaining shares (common and preferred) pursuant to the cancellation of series F preferred shares (whether fully or partially) and submits the matter to the Extraordinary General Assembly of shareholders to verify the adequate completion of the increase of nominal value and to modify the Bank's By Laws accordingly.

7.2 Preferential rights:

The Series F preferred shares are granted the following preferential rights:

a. The right to receive distributions amounting to U.S. $4.00 per Series F preferred Share on account of fiscal year 2012, and amounting to U.S. $ 6.00 per Series F preferred Share on account of each fiscal year thereafter. The Bank will deduct applicable withholding taxes from said amounts;

b. In the event of a liquidation of the Bank, the holders of the Series F preferred shares shall be entitled (on a pro rata basis with all holders of any other then outstanding preference shares of the Bank ranking pari passu with the Series F preferred shares in respect of distributions, determined on the basis of the respective issue price for such shares) to be paid out of the assets available for distribution to its shareholders, before any payment shall be made on the common shares, an amount per Series F preferred Share equal to the sum of (x) the Lebanese Pound equivalent of U.S. $100.00 per share, and (y) all declared but unpaid distributions on the Series F preferred shares;

7.3 Loss Absorbency:

Subject to applicable Lebanese law and regulation and consistent with the Basel Committee requirements to ensure loss absorbency at the point of non-viability (as per the reforms to raise the quality of regulatory capital issued on 13/1/2011), the Series F Preferred Shares shall constitute loss absorbency instruments, and, accordingly, similar to other shares constituting the Capital of the Bank, the Series F Preferred Shares shall, participate pro rata in absorbing any Capital losses of the Bank.

7.4 Redemption and cancellation of the shares

The Bank may, at its option, redeem and cancel the Series F preferred shares in whole or in part subject to:

compliance with any and all then applicable regulations and financial ratios of the Central Bank of Lebanon and the Banking Control Commission, in connection with the adequacy of shareholders equity;

availability of sufficient free reserves for the purpose;

The Banking Control Commission verifies compliance with the above.

Redemption and cancellation of the shares is subject to the following:

a. The Bank may exercise its option to redeem and cancel Series F preferred shares for the first time within the 60 days following the later of (x) the fifth anniversary of the Extraordinary General Assembly meeting that will have confirmed the adequate completion of all the procedures of the issuance of the Series "F" preferred shares or (y) the date of the Ordinary General Assembly meeting of shareholders of the Bank at which the annual audited financial statements for the year ended December 31, 2016 are approved. The Bank may thereafter exercise its option to redeem and cancel Series E preferred shares within 60 days following each subsequent General Assembly meeting of shareholders of the Bank at which the annual audited financial statements are approved;

b. The Bank may redeem the Series F preferred shares in whole or in part (but, in each case, not less than the lesser of (i) 20 per cent. of the aggregate issue size or (ii) all the then outstanding Series F preferred shares);

c. Redemption of Series F preferred shares will be at a redemption price equal to U.S. $100.00 per Series F Share plus any declared but unpaid distributions as described below; provided that no

distributions shall be payable in respect of any Series F preferred shares for the year in which such Series F preferred shares are redeemed and canceled;
d. In the case of redemption and cancellation of a part only of the Series F preferred shares at the time outstanding, the redemption and cancellation will be on a pro rata basis among all holders of Series F preferred shares.
e. In the case of a decision by the Bank to exercise its option to redeem and cancel Series F preferred shares, then the holders of such Series F preferred shares will be under the obligation to conform;
f. All amounts and conditions mentioned above (including the Series F annual distribution amounts) are subject to adjustment in the event of any subsequent stock split or combination affecting the share capital of the Bank;
g. Notwithstanding point a. above, but subject to compliance with the other applicable conditions for the redemption and cancellation as described above, the Bank will have the option, at the discretion of its Board of Directors, to redeem and cancel the Series F preferred shares in whole or in part, before the dates mentioned under point a. above, upon the occurrence of a change in any applicable law or regulation or standard, which would result in the aggregate issue price in respect of all Series F preferred shares not being included in Tier 1 capital of the Bank or otherwise in the event that the Bank would not be permitted to maintain the issue premium in respect of the Series F preferred shares in U.S. Dollars or any other foreign currency as may be acceptable to it;

8 Series F distributions are payable once during every calendar year. The first annual distribution will be paid following the General Assembly meeting of shareholders at which the annual audited financial statements of the Bank for the year ended December 31, 2012 are approved, subject to compliance with any and all then applicable regulations and financial ratios of the Central Bank of Lebanon and the Banking Control Commission, and subject to conformity with the conditions mentioned under point 6. above;
In the event that the conditions for payment are not met in any given year and no distributions are paid on the account of said year then the annual distribution in respect of said year will be canceled and will not be cumulated with the annual distribution of the following year.
9 Except in the limited circumstances determined pursuant to Article 2.5 of Lebanese law number 308 dated 03 April 2001, the holders of Series F preferred shares shall not have voting rights in the shareholders General Assembly meetings.
10 Holders of Series F preferred shares will have priority subscription rights to subscribe, pro rata with holders of the Series D and Series E preferred shares, to newly issued preference shares of the Bank, but not to newly issued common shares.
11 The Extraordinary General Assembly resolves to empower the Board of Directors to make all necessary determinations regarding the above including the completion of all procedures as necessary for the implementation of the resolutions of the present assembly, and including the rounding of the numbers of allocated shares, but without affecting the aforementioned powers granted to the Chairman and to the Group CEO Mr. Samir Hanna concerning the determination of the subscription period.

Second resolution
The Extraordinary General Assembly resolves the listing of the newly issued /1,500,000/ Preferred Shares on Beirut Stock Exchange.

Third resolution
The Extraordinary General Assembly, pursuant to resolutions one and two above, resolves to modify articles 6 and 8 of the Bank's by-laws. The modified text of said articles, is as follows:
Modified text:
Article 6 - Capital
The Capital of the Company shall be set at /457,321,189,776/ LL four hundred and fifty-seven billion three hundred and twenty-one million one hundred and eighty-nine thousand seven hundred

and seventy six Lebanese pounds divided into /364,689,944/ three hundred and sixty-four million six hundred and eighty-nine thousand nine hundred and forty four nominal shares, with a value of /1,254/ LL one thousand two hundred and fifty-four Lebanese Pounds each, fully paid up.
The Company may issue bonds pursuant to a resolution of the General Assembly 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 /349,439,944/ shares, and the second category being the preferred shares consisting of /15,250,000/ preferred shares. The second category consists of three series: /12,500,000/ Series "D" preferred shares, /1,250,000/ Series "E" preferred shares and /1,500,000/ Series "F" preferred shares.
2- All the Company's shares are nominal shares and shall be kept with the central depositary 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.

Fourth resolution

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

Fifth resolution

The Extraordinary General Assembly resolves to grant the Chairman of the Board of Directors, Mr. Raymond Audi and Board member and Group CEO, Mr. Samir Hanna, severally, necessary powers to take executive actions in connection with the issuance of the preferred shares and time frame set for the subscription and payment of nominal value and premium, the opening of accounts for this purpose, the necessary actions for the listing of such Preferred shares on regulated stock markets, and generally to take all actions required to implement the content of the decisions referred to above with the authority to delegate all or part of the aforementioned powers granted to them.

Daily Bulletin- 20/04/2012

- **Election of a new Member of the Board of Directors:**

The Ordinary General Assembly of Shareholders of Bank Audi s.a.l. – Audi Saradar Group convened on April 10, 2012 and resolved, pursuant to the resignation of Dr. Georges A. Gedeon Achi from the Board of Directors, to elect Mr. Youssef A. Nasr as a new member of the Board for the remainder of its current mandate (that will end upon holding the Annual General Assembly that will examine the accounts of the year 2012).

Daily Bulletin- 11/04/2012

- **Dividend Distribution by Bank Audi s.a.l. – Audi Saradar Group:**

The Ordinary General Assembly of Shareholders of Bank Audi s.a.l. – Audi Saradar Group convened on April 10, 2012 and resolved to (i) approve the Bank's accounts for the year 2011 and (ii) declare a gross distribution of dividends as follows:

- To Holders of Series "D" Preferred Shares: USD 0.775 per share
- To Holders of Series "E" Preferred Shares: USD 6 per share
- To Holders of Common Shares: LBP 603 per share

As a result of the above, the net payable amounts (after deduction of the applicable withholding tax at the rate of 5%) are as follows:

- To Holders of Series "D" Preferred Shares: USD 0.73625 per share
- To Holders of Series "E" Preferred Shares: USD 5.7 per share
- To Holders of Common Shares: LBP 572.85 per share

Dividends will be paid through Midclear S.A.L. starting April 12, 2012 for the holders of shares as at April 05, 2012 (Record Date), according to the records of Midclear S.A.L.

Daily Bulletin- 11/04/2012

• **2011 Consolidated Annual Financial Statements and Auditors' Report:**

Bank Audi SAL – Audi Saradar Group' s Audited Consolidated Annual Financial Statements for the year ended 31 December 2011 (including the Auditors report and accompanying notes) can be downloaded from the Company's website at www.banqueaudi.com

Daily Bulletin- 04/04/2012

• **Notice of Extraordinary General Assembly Meeting to be held on April 10, 2012:**

The Board of Directors of Bank Audi S.A.L. – Audi Saradar Group invites all holders of Common Shares to attend an Extraordinary General Meeting to be held at 12:00 noon, on Tuesday April 10, 2012, 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 increase of the Bank's capital through the issuance of a number of Preferred Shares (pursuant to Lebanese Law No 308/2001) and the determination of their amount, terms and conditions;
2- The listing of such newly-issued Preferred Shares on the Beirut Stock Exchange;
3- The amendment of the Bank's By-Laws, including, in particular, Article 6 and Article 8 thereof, in order to reflect the actions described in items 1 and 2 above;
4- The submission of the actions described in items 1-3 inclusive for approval by the Central Bank of Lebanon, acting through its Central Council; and
5- The granting of the Chairman of the necessary powers to seek required approvals, to set deadlines and to perform all other procedures and acts in pursuit of all the foregoing resolutions.

Daily Bulletin- 23/03/2012

• **Notice of Annual General Assembly Meeting to be held on April 10, 2012:**

The Board of Directors of Bank Audi SAL – Audi Saradar Group invites all holders of Ordinary Shares to attend an Ordinary General Assembly Meeting to be held at 10:30 a.m., on Tuesday April 10, 2012, at the Bank's Head Office, Audi Plaza, Bab Idriss, Beirut Commercial Central District.

Daily Bulletin- 23/03/2012

• **Dividend Distribution Proposal:**

In its meeting held on March 15, 2012,the Board of Directors of Bank Audi S.A.L.- Audi Saradar Group resolved to propose to the Annual Ordinary General Assembly the distribution of a dividend of LBP 603 (currently equivalent to around USD 0.4) per common share. The net amount proposed to be paid (after deduction of the applicable withholding tax at the rate of 5%) is thus LBP 572.85 (currently equivalent to around USD 0.38) per common share.

Subject to the General Assembly's approval, such dividends will be paid on or about April 12, 2012 to holders of common shares as at April 05, 2012 (Record Date), according to the records of Midclear S.A.L (The Central Depository).

Daily Bulletin- 22/03/2012

• **Additional listing of GDRs:**

The Beirut Stock Exchange decided to list, as of **December 30, 2011** an additional **/500,000/** GDRs related to the shares of **Bank Audi SAL – Audi Saradar Group** in the official market of the Stock Exchange. These GDRs will be added to the previously listed /99,581,430/ GDRs, therefore, the total number of GDRs related to the shares of Bank Audi SAL – Audi Saradar Group becomes **/100,081,430/**.

For more details please refer to Circular Nb 351/2011 dated 28/12/2011

• Additional listing of Common Shares:

The Beirut Stock Exchange decided to accept the listing, trading and pricing of the /962,830/ common shares issued by Bank Audi sal – Audi Saradar Group, that have been fully subscribed to an paid up by the beneficiaries of stock options who have exercised their rights. Trading in the mentioned shares is scheduled to start on Friday, November 11, 2011.

For more details please refer to Circular Nb 347/2011 dated 04/11/2011

õ **Banking License in Turkey awarded to Bank Audi:**

Beirut, October 28, 2011

Bank Audi sal- Audi Saradar Group has announced today that it has been granted permission to establish a deposit bank in Turkey with a starting share capital equivalent to USD 300 million. The permission was granted by the Board of the Banking Regulation and Supervision Agency of Turkey on October 27, 2011 and promulgated in

a strong potential. Bank Audi's interest to expand its banking operations there is based on the strong historical ties between Turkey and the Arab World, supported by an increasing yearly trade turnover (reaching US$ 33 billion in 2010), of which an important share is with the countries of presence of Bank Audi, offering enticing opportunities for cross-border transactions between the two geographic areas.

Mr. Raymond Audi, Chairman of the Board of Directors of Bank Audi, joined by **Mr. Samir Hanna**, Group CEO, declared:

"It is the first time that such a license is granted in more than 10 years. The fact that we were privileged is yet another acknowledgment of our good financial standing and of our eligibility. Our new subsidiary will particularly target the Turkish fast growing middle corporate segment, which offers a large potential for financial services. Furthermore, our group, which enjoys a high liquidity level, will also benefit from the high quality financing opportunities that large creditworthy Turkish corporations provide, allowing us to build a captive market share. In parallel, we will explore the possibility to develop retail products, which would build a new value added franchise."

About Bank Audi sal – Audi Saradar Group

Bank Audi is a full fledged regional bank with presence in 10 different countries. It offers universal banking products and services including Corporate, Commercial, Individual, Investment, and Private Banking services. As at end-September 2011, Bank Audi's consolidated assets reached US$ 28.7 billion, principally driven by private customers' deposits of US$ 24.9 billion, with shareholders' equity reaching US$ 2.3 billion. Bank Audi's group staff headcount exceeds 5,000 employees and its shareholders base encompasses more than 1,500 holders of Common Shares and/or holders of Global Depositary Receipts (GDRs) representing Common Shares.

Bank Audi ranks first among Lebanese banks and is positioned in the inner circle of top Arab banking groups in the Middle East and North Africa region. Its shares are listed on the Beirut Stock Exchange. Its GDRs are listed on both, the Beirut Stock Exchange and the London Stock Exchange.

For more information:
Dr. Freddie C. Baz Tel: +961 1 977 477
Group CFO & Strategy Director

Daily Bulletin- 31/10/2011

õ **Resolutions adopted at the Extraordinary General Meeting of Shareholders of October 24, 2011:**

The Extraordinary General Meeting of shareholders of Bank Audi s.a.l. - Audi Saradar Group, having reviewed all submitted documents, declares that it has verified the implementation of the increase of the Bank's share Capital by an amount of L.L. 1,207,388,820 through the issuance of 962,830 Common Shares fully subscribed to and paid up by the beneficiaries of Stock options who have exercised their option rights.

Pursuant thereto, the Extraordinary General Meeting of Shareholders of Bank Audi s.a.l. - Audi Saradar Group resolves to:

- Confirm the adequate completion of all formalities relating to the increase of Capital of Bank Audi SAL - Audi Saradar Group from L.L. 454,232,800,956 to L.L.455,440,189,776, i.e. by an amount of L.L. 1,207,388,820;
- Declare that the capital of Bank Audi s.a.l. – Audi Saradar Group is now L.L. 455,440,189,776 fully paid up and divided into 363,189,944 nominal shares (1) having a nominal value of L.L. 1,254 each;
- Declare, pursuant to the above, that the modification of articles 6 and 8 of the by-laws of Bank Audi s.a.l. – Audi Saradar Group, as per the third resolution of the Extraordinary General Meeting of Shareholders held on July 25, 2011, is now effective.

(1) Including Common Shares and preferred shares

Daily Bulletin- 25/10/2011

• Additional listing of GDRs:

The Beirut Stock Exchange decided to list, as of October 14, 2011 an additional /1,000,000/ GDRs related to the shares of Bank Audi SAL – Audi Saradar Group in the official market of the Stock Exchange. These GDRs will be added to the previously listed /98,581,430/ GDRs, therefore, the total number of GDRs related to the shares of Bank Audi SAL – Audi Saradar Group becomes /99,581,430/. The details related to the conditions of pricing, trading, settlement and clearance of the newly listed GDRs are the same as those of the previously listed ones.

For more details please refer to Circular Nb. 345/2011

Daily Bulletin- 12/10/2011

• Notice of Extraordinary General Assembly Meeting:

The Board of Directors of Bank Audi S.A.L. – Audi Saradar Group invites all holders of Common Shares to attend an Extraordinary General Meeting to be held at 10:30 a.m., on Monday October 24, 2011, at the Bank's Head Office located at Audi Plaza, Bab Idriss, Beirut Commercial Central District, in order to examine the following agenda:

6- Verification of the completion of the procedures for the increase in the Bank's capital through the exercise of Stock Options in accordance with Resolution No. 1 adopted by the Extraordinary General Meeting of Shareholders held on July 25, 2011.

Daily Bulletin- 07/10/2011

• Notice of Extraordinary General Assembly Meeting:

The Board of Directors of Bank Audi SAL – Audi Saradar Group invites all holders of Common Shares to attend an Extraordinary General Meeting to be held at 10:30 a.m., on Monday July 25, 2011, 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 increase of the Bank's share capital though the issuance of up to 1,326,490 Common Shares reserved to the owners of stock Options who have exercised their Stock Options in 2011 and the determination of their issuance terms;
2. The listing of such newly-issued Common Shares on the Beirut Stock Exchange;
3. The amendment of the Bank's By-Laws, in particular Articles 6 & 8, to reflect the actions described in items 1 and 2 above;

4. The submission of the actions described in items 1-3 inclusive for approval by the Central Bank of Lebanon, acting though its Central Council; and
5. The granting of the necessary powers for the implementation of the actions approved by the General Meeting.

Daily Bulletin- 08/07/2011

- **2010 Annual Report:**

Bank Audi SAL – Audi Saradar Group's Annual Report for the year ended 31 December 2010 (the "Annual Report") is available from the address below:

The Corporate Secretary
Bank Audi SAL – Audi Saradar Group
Audi Plaza – Bab Idriss
Beirut 2021 8102 – Lebanon

The Annual Report can also be downloaded from the Company's website at www.banqueaudi.com

Daily Bulletin- 24/05/2011

- **2010 Consolidated Annual Financial Statements and Auditors' Report:**

Bank Audi SAL – Audi Saradar Group' s Audited Consolidated Annual Financial Statements for the year ended 31 December 2010 (including the Auditors report and accompanying notes) are available from the address below:

The Corporate Secretary
Bank Audi SAL – Audi Saradar Group
Audi Plaza – Bab Idriss
Beirut 2021 8102 – Lebanon

And can be downloaded from the Company's website at www.banqueaudi.com

Daily Bulletin- 19/05/2011

- **Additional listing of GDRs:**

The Beirut Stock Exchange decided to list, as of May 19, 2011 an additional /4,893,576/ GDRs related to the shares of Bank Audi SAL – Audi Saradar Group in the official market of the Stock Exchange. These GDRs will be added to the previously listed /93,687,854/ GDRs, therefore, the total number of GDRs related to the shares of Bank Audi SAL – Audi Saradar Group becomes

/98,581,430/. The details related to the conditions of pricing, trading, settlement and clearance of the newly listed GDRs are the same as those of the previously listed ones.

For more details please refer to Circular Nb. 336/2011 dated 17/05/2011

- **Dividend Distribution:**

The Ordinary General Assembly of Shareholders of Bank Audi s.a.l. – Audi Saradar Group convened on April 04, 2011 and resolved to (i) approve the Bank's accounts for the year 2010 and (ii) declare a gross distribution of dividends as follows:
- To Holders of Series "D" Preferred Shares: USD 0.775 per share
- To Holders of Series "E" Preferred Shares: USD 4 per share
- To Holders of Common Shares: LBP 603 per share

As a result of the above, the net payable amounts (after deduction of the applicable withholding tax at the rate of 5%) are as follows:
- To Holders of Series "D" Preferred Shares: USD 0.73625 per share
- To Holders of Series "E" Preferred Shares: USD 3.8 per share
- To Holders of Common Shares: LBP 572.85 per share

Dividends will be paid through Midclear S.A.L. starting April 06, 2011 for the holders of shares as at April 01, 2011 (Record Date), according to the records of Midclear S.A.L.

Daily Bulletin- 05/04/2011

- **Notice of Annual General Assembly Meeting:**

The Board of Directors of Bank Audi SAL – Audi Saradar Group invites all holders of Ordinary Shares to attend an Ordinary General Assembly Meeting to be held at 10:30 a.m., on Monday April 04, 2011, at the Bank's Head Office, Audi Plaza, Bab Idriss, Beirut Commercial Central District.

Daily Bulletin- 18/03/2011

- **Dividend Distribution Proposal:**

In its meeting held on March 12, 2011,the Board of Directors of Bank Audi S.A.L.- Audi Saradar Group resolved to propose to the Annual Ordinary General Assembly the distribution of a dividend of LBP 603 (currently equivalent to around USD 0.4) per common share. The rounded net amount proposed to be paid (after deduction of the applicable withholding tax at the rate of 5%) is thus LBP 572.85 (currently equivalent to around USD 0.38) per common share.
Subject to the General Assembly's approval, such dividends will be paid on or about April 06, 2011 to holders of common shares as at April 01, 2011 (record date), according to the records of Midclear S.A.L (The Central Depository).

• Circular 325/2011, Date: 05/01/2011:

Based on the decision of the Extraordinary General Assembly of Bank Audi SAL – Audi Sardar Group that decided to decrease the number of shares of the bank by cancelling /8,029,756/ common shares linked to the GDRs issued by Deutsche Bank Trust Company Americas, and based on the BSE Circular Nb. 321/2010 dated 22/12/2010 that took note of the cancellation of the mentioned shares, and based on the decrease in the number of GDRs issued by Deutsche Bank Trust Company Americas by /8,029,756/ GDRs due to the decrease in the common shares stipulated above. The Beirut Stock Exchange decided to take note of the decrease in the number of GDRs linked to the shares of Bank Audi SAL – Audi Saradar Group; thus the number of the mentioned GDRs becomes /93,687,854/.

• Circular 321/2010, Date: 22/12/2010:

The Beirut Stock Exchange decided to:

1 - Take note of the cancellation of /8,029,756/ common shares of Bank Audi SAL – Audi Saradar Group and in the increase of the nominal value of each share to LBP1,254.

2 – Accept the listing, trading and pricing of /12,317,460/ additional common shares that were fully subscribed to and paid up by the beneficiaries of stock options who have exercised their option rights. These shares will be added to the previously listed shares; thus the total number of common shares listed on the Beirut Stock Exchange after the cancellation stipulated above becomes /348,477,114/ common shares.

Trading with the additional mentioned shares will start on Thursday, December 23, 2010.

• Resolutions adopted at the Extraordinary General Meeting of Shareholders of December 13, 2010 :

First Resolution

The Extraordinary General Meeting of shareholders of Bank Audi s.a.l. – Audi Saradar Group, having reviewed the Board of Directors' resolution dated November 11, 2010, by virtue of which the Board of Directors:

- Confirmed (i) the cancellation of 8,029,756 Common Shares, (ii) the increase of the nominal value of all remaining shares (1) comprising the share capital of the Bank by an amount equivalent to the aggregate nominal value of the cancelled Common Shares, and (iii) the increase of the Bank's share capital from L.L. 438,475,777,250 to L.L. 438,786,706,116, through the incorporation of general reserves for L.L. 310,928,866, all resulting in the increase of the nominal value of each individual share up to L.L. 1,254 (after giving effect to the cancellation of shares, to the increase of the nominal value of all remaining shares , and to the capital increase); and

- Determined that the second resolution adopted at the Extraordinary General Meeting of October 01, 2010 and relating to the amendment of the Bank's By-laws as per the above has entered into effect;

resolves that it has taken note of the contents of the aforementioned Board of Directors' resolution and confirms the adequate implementation of the first resolution of the Extraordinary General Meeting held on October 01, 2010 (encompassing the cancellation of the aforementioned Common Shares, the increase of the nominal value of all remaining shares comprising the share Capital, and the capital increase intended to round up the nominal value of each individual share).

Second Resolution

The Extraordinary General Meeting of shareholders of Bank Audi s.a.l. - Audi Saradar Group, having reviewed all submitted documents, declares that it has verified the implementation of the increase of the Bank's share Capital by an amount of L.L. 15,446,094,840 through the issuance of 12,317,460 Common Shares fully subscribed to and paid up by the beneficiaries of Stock options who have exercised their option rights.

Pursuant thereto, the Extraordinary General Meeting of Shareholders of Bank Audi s.a.l. - Audi Saradar Group resolves to:

- Confirm the adequate completion of all formalities relating to the increase of Capital of Bank Audi SAL - Audi Saradar Group from L.L. 438,786,706,116 to L.L.454,232,800,956, i.e. by an amount of L.L.15,446,094,840;
- Declare that the capital of Bank Audi s.a.l. – Audi Saradar Group is now L.L. 454,232,800,956 fully paid up and divided into 362,227,114 nominal shares (1) having a nominal value of L.L. 1,254 each;
- Declare, pursuant to the above, that the modification of articles 6 and 8 of the by-laws of Bank Audi s.a.l. – Audi Saradar Group, as per the fifth resolution of the Extraordinary General Meeting of Shareholders held on October 01, 2010, is now effective.

(1) Including Common Shares and preferred shares

Daily Bulletin-15/12/2010

• Notice of Extraordinary General Assembly Meeting:

The Board of Directors of Bank Audi SAL – Audi Saradar Group invites all holders of Common Shares to attend an Extraordinary General Meeting to be held at 10:30 a.m., on Monday December 13, 2010, at the Bank's Head Office located at Audi Plaza, Bab Idriss, Beirut Commercial Central District, in order to examine the following agenda:

1. Confirmation of the completion of the implementation of Resolution No. 1 of the Extraordinary General Meeting held on October 1, 2010; and

2. Verification of the completion of the increase in the Bank's share capital through the exercise of Stock Options in accordance with Resolution No. 3 of the Extraordinary General Meeting held on October 1, 2010.

Daily Bulletin- 25/11/2010

- **Notice of Extraordinary General Assembly Meeting:**

The Board of Directors of Bank Audi SAL – Audi Saradar Group invites all holders of Common Shares to attend an Extraordinary General Meeting, in order to examine the Board's proposals to (i) issue Common shares reserved to the owners of Stock Options who have exercised their Stock Options, and, (ii) cancel Common Shares comprising Deposited Property attributable to GDRs held by the Bank in treasury. Upon completion of all actions described above, subject to required approvals, the Bank's share capital will increase to L.L. 454.2 billion (from L.L. 438.5 billion at the date hereof) and comprise 348,477,114 Common Shares (increased from 344,189,410 Common Shares at the date hereof) and 13,750,000 preferred shares, while the Bank's consolidated shareholders' equity, excluding variations and profits realized since 30 June 2010, will increase from L.L. 3,396 billion (USD 2.25 billion), at the date hereof, to L.L. 3,448 billion (USD 2.29 billion).

At the General Meeting, shareholders of the Bank will be asked to consider and vote upon the following agenda

1. The cancellation of 8,029,756 Common Shares comprising Deposited Property attributable to GDRs held by the Bank in treasury (once such Common Shares have been withdrawn from the Deposit Facility) and the increase of the nominal value of all remaining shares (including both Common Shares and preferred shares) comprising the share capital of the Bank by an amount equivalent to the aggregate nominal value of the cancelled Common Shares, as well as an increase of the Bank's share capital through the incorporation of general reserves in order to round the nominal value of each individual share;
2. The amendment of the Bank's By-Laws, in particular articles 6 and 8, to reflect the actions described in item 1 above;
3. The increase of the Bank's share capital through the issuance of up to 13,497,110 Common Shares reserved to the owners of Stock Options who have exercised their Stock Options and the determination of their issuance terms;
4. The listing of such newly-issued Common Shares on the Beirut Stock Exchange;
5. The amendment of the Bank's By-Laws, in particular articles 6 and 8, 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 of the necessary powers for the implementation of the actions approved by the General Meeting.

The General Meeting will be held at 12:30 p.m., on Friday October 1st, 2010, at the Bank's Head Office located at Audi Plaza, Bab Idriss, Beirut Commercial Central District.

• **Circular Nb:309/2010, Date:09/07/2010: Listing and pricing of all the Preferred Shares Class (E) issued by Bank Audi S.A.L. - Audi Saradar Group. in the official market of the BSE:**

The Beirut Stock Exchange Committee decided to accept the listing, trading and pricing of the /1,250,000/ Preferred Shares Class (E), issued by Bank Audi S.A.L. - Audi Saradar Group in the official market of the stock exchange.
Trading with the Preferred Shares Class (E) is scheduled to start on Wednesday 14/07/2010.

• **Effectiveness of the Stock Split:**

The Bank hereby announces the effectiveness of the split of the Bank's outstanding share capital, including the Bank's Common Shares and Series D Preferred Shares, as well as the GDRs representing Common Shares, in each case, at a ratio of 10 to 1 (the "Split").
The Split will become effective as of 24 May 2010, as determined by the Chairman of the Board of Directors of the Bank pursuant to a delegation duly granted to him by the Board of Directors of the Bank. The Bank's Common Shares, Series D Preferred Shares and GDRs representing the Bank's Common Shares will trade on a post-Split basis (as to both price and volume) from and after 25 May 2010.

On 5 March 2010, the Bank previously announced the approval of the Split by the Extraordinary General Assembly of Shareholders of the Bank pursuant to resolutions duly adopted at its meeting held on 2 March 2010. The Split was also approved by the Central Bank of Lebanon on 21 April 2010.

Daily Bulletin- 17/05/2010

• **Notice of Extraordinary General Assembly Meeting to be held on May 31, 2010:**

The Board of Directors of Bank Audi S.A.L. - Audi Saradar Group invites all holders of Common Shares to attend an Extraordinary General Meeting to be held at 10:30 a.m., on Monday May 31, 2010 at the Bank's Head Office located at Audi Plaza, Bab Idriss, Beirut Commercial Central District in order to examine the following agenda:

1- Further to the decision of the Extraordinary General Meeting of March 2, 2010, verification of the completion of the increase in the Bank's capital through the issuance of 1,250,000 Series "E" Preferred Shares, and of the subscription to, and full payment of, such Series "E" Preferred Shares.

2- Further to the decision of the Extraordinary General Meeting of March 2, 2010, confirmation of the effectiveness of the split of the Bank's outstanding share capital, and of the adjustment of all rights (as applicable) attached to the share capital as a result of such split.

Daily Bulletin- 14/05/2010

• **Circular Nb:306/2010, Date:06/05/2010: Correction of an error that occurred in Circular 305/2010, Date: 28/04/2010:**

The Beirut Stock Exchange adjusts the material error stated in its previous circular Nb. 305/2010, so that the total number of GDRs related to Bank Audi SAL – Audi Saradar Group that are listed on the official market of the stock exchange becomes /10,171,761/GDRs.
This circular becomes effective upon its publication in the Daily Bulletin.

Daily Bulletin- 06/05/2010

• **Circular Nb:305/2010, Date:28/04/2010: Additional listing of GDR related to the shares of Bank Audi S.A.L. – Audi Saradar Group:**

The Beirut Stock Exchange decided to approve the listing of an additional /15,000/ GDRs related to Bank Audi – Audi Saradar Group on the official market of the Stock Exchange. Thus the Bank's total number of GDRs listed on the official market of the BSE became /10,171,671/ shares.
This circular becomes effective after its publication in the Daily Bulletin.

Daily Bulletin- 28/04/2010

• **Board Election:**

April 13, 2010
The Ordinary General Assembly of Shareholders of Bank Audi S.A.L. – Audi Saradar Group convened on April 12, 2010 and resolved, in consideration of the fact that the mandate of the Board of Directors has reached its term, to elect a new Board of Directors for a 3 years mandate (that will end upon holding the Annual General Assembly that will examine the accounts of the year 2012) composed as follows:

Mr. Raymond W. Audi (Reelected);
Dr. Marwan M. Ghandour (Reelected);
Dr. Georges A. Gedeon Achi (Reelected);
Mr. Samir N. Hanna (Reelected);
Dr. Freddie C. Baz (Reelected);
Sheikha Suad H. Al Homaizi (Reelected);
Sheikha Mariam N. Al Sabbah (Reelected);
Mr. Marc J. Audi (Reelected);
Dr. Imad I. Itani (Reelected);
Mr. Mario J. Saradar (Reelected);
Mr. Abdullah I. Al Hobayb (New);
Dr. Khalil M. Bitar (New).

The newly elected Board convened following the General Assembly and resolved, amongst other things, to:
(i) re-elect:
- Mr. Raymond W. Audi as Chairman of the Board – General Manager;
- Dr. Marwan M. Ghandour as Vice-Chairman;
And
(ii) confirm the re-appointment of the General Managers including the reappointment of Mr. Samir Hanna (Group CEO – General Manager).

Profiles of the new Directors:

Mr. Abdullah I. Al Hobayb
Age: 67- Saudi Arabia
Non Executive

Abdullah Al-Hobayb is the Chairman of Audi Capital (an Investment Banking Subsidiary of Bank Audi, incorporated in the Kingdom of Saudi Arabia), a member of the Board of Directors of Bank Audi s.a.e. in Egypt and was an Advisor to the outgoing Bank Audi's Board of Directors.
He is also Chairman of several leading companies in Saudi Arabia comprising ABB Saudi Arabia (a leader in power and automation technologies), General Lighting Company Ltd (one of the largest manufacturers of lighting luminaires in the Middle East), Ink Products Company Ltd (manufacturer of industrial ink) and United Industrial Investments Company Ltd (a leading Paint manufacturing company).

Abdullah Al-Hobayb holds a Master's Degree in Electrical Engineering from Karlsruhe University in Germany.

Dr. Khalil M. Bitar
Age: 67 – Lebanon
Non Executive

Khalil Bitar is a current Professor of Physics and a former Dean of the Faculty of Arts and Sciences of the American University of Beirut (AUB). He held this last position from 1997 until 2009 playing an instrumental role in advocating AUB's strengths and regional position as the premier center for higher education, and in re-establishing its PhD programs.
Throughout his career, he held several academic and administrative positions, including Associate Director of the Supercomputer Computations Research Institute - Florida State University – (between the years 1994 and 1997) and visiting professor at leading Academic Institutes in Europe and North America (including the European Organization for Nuclear Research in Geneva, the International Centre for Theoretical Physics in Italy, The Institute for Advanced Study in New Jersey, the Fermi National Accelerator Laboratory (Fermilab) in Illinois, the University of Illinois, Brookhaven National Lab. in New York, the Max Planck Institute in Munich and the Rockefeller University in New York).
He also served two mandates as member of The Institute for Advanced Study in Princeton, New Jersey between 1968 and 1972.
Dr. Bitar holds a Bachelor of Science degree in Physics from the American University of Beirut and a Master's of Science degree in Physics and a Ph.D. in Theoretical Physics from Yale University in the United States.

Daily Bulletin- 15/04/2010

• Announcement by Bank Audi S.A.L. – Audi Saradar Group:

The Ordinary General Assembly of Shareholders of Bank Audi S.A.L. – Audi Saradar Group convened on April 12, 2010 and resolved to (i) approve the Bank's accounts for the year 2009 and (ii) declare a gross distribution of dividends as follows:

- To Holders of Series "D" Preferred Shares : USD 7.75 per share
- To Holders of Common Shares: LBP 5,276.25 per share

As a result of the above, the net payable amounts (after deduction of the applicable withholding tax at the rate of 5%) are as follows:

- To Holders of Series "D" Preferred Shares : USD 7.3625 per share
- To Holders of Common Shares(after rounding): LBP 5,012.44 per share

Dividends will be paid through Midclear S.A.L. starting April 15, 2010 for the holders of shares as at April 09, 2010 (Record Date), according to the records of Midclear S.A.L.

Daily Bulletin- 13/04/2010

• Dividend Distribution Proposal:

In its meeting held on March 23, 2010, the Board of Directors of Bank Audi S.A.L. - Audi Saradar Group resolved to propose to the Ordinary General Assembly convened to meet on April 12, 2010 the distribution of a dividend of LBP 5,276.25 (currently equivalent to around USD 3.5) per common share. The rounded net amount proposed to be paid (after deduction of the applicable withholding tax at the rate of 5%) is thus 5,012.44 (currently equivalent to around USD 3.33) per common share.
Subject to the General Assembly's approval, such dividends will be paid on or about April 15, 2010 to holders of common shares as at April 09, 2010 (record date), according to the records of Midclear S.A.L. (The Central Depository).

Daily Bulletin- 29/03/2010

• Notice of Annual General Assembly Meeting to be held on April 12, 2010:

The Board of Directors of Bank Audi S.A.L. - Audi Saradar Group invites all holders of ordinary shares to attend an Ordinary General Assembly Meeting to be held at 10:30 a.m., on Monday April 12, 2010 at the Bank's Head Office, Audi Plaza, Bab Idriss, Beirut Commercial Central District.

Daily Bulletin- 26/03/2010

• Resolutions adopted by the Extraordinary General Assembly meeting of shareholders of March 02, 2010:

On March 02, 2010, the Extraordinary General Assembly of shareholders of Bank Audi SAL - Audi Saradar Group held a meeting at the Bank's Head Office in Beirut, Lebanon and adopted the following five resolutions:

First resolution

The Extraordinary General Assembly resolves to approve the 10-for-1 split of all the Bank's shares (common and preferred). The resulting total number of outstanding shares of the Bank is 356,689,410, including 344,189,410 common shares and 12,500,000 series "D" preferred shares. The new nominal value of each share is 1,225 (one thousand two hundred and twenty-five) LL. The Extraordinary General Assembly further approves all financial and legal consequences and procedures including the listing of the resulting shares on the financial markets.
The Extraordinary General Assembly also empowers the Board of Directors to take all actions as necessary to implement the present resolution, including the determination of the record date for the entry into effect of the 10-for-1 split and its entry in the records of MIDCLEAR SAL, within a period of 45 days from the date of the Central Bank of Lebanon's approval, and to make all other necessary determinations, with the authority to delegate all or part of the powers granted to it.

Second resolution

The Extraordinary General Assembly of shareholders of Bank Audi SAL - Audi Saradar Group, pursuant to its preceding resolution, resolves to modify articles 6 and 8 of the Bank's by-laws to reflect the 10-for-1 share split. The modified text of said articles is as follows:

Modified text:

Article 6 - Capital

The Capital of the Company shall be set at /436,944,527,250/ LL four hundred and thirty-six billion nine hundred and forty-four million five hundred and twenty-seven thousand two hundred and fifty Lebanese pounds divided into /356,689,410/ three hundred and fifty-six million six hundred and eighty-nine thousand four hundred and ten nominal shares, with a value of /1,225/ LL one thousand two hundred and twenty-five Lebanese Pounds each, fully paid up.
The Company may issue bonds pursuant to a resolution of the General Assembly 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 344,189,410 shares, and the second category being the Series "D" preferred shares consisting of 12,500,000 Series "D" preferred shares.
2- All the Company's shares are nominal shares and shall be kept with the central depositary 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

The Extraordinary General Assembly resolves to increase the Bank's capital from /436,944,527,250/ LL to /438,475,777,250/ LL through the issuance of 1,250,000 (One million two hundred and fifty thousand) new nominal preferred shares (pursuant to Lebanese Law No 308/2001) to be captioned Series "E" preferred shares having a nominal value of 1,225 LL each (following the aforementioned share split), to be listed on the regulated financial markets and to be issued as per the following terms and conditions:

1 The Series "E" preferred shares will be issued at their nominal value (LL 1,225 per share following the aforementioned share split) plus an issue premium

2 The issue premium for each new share is determined in US Dollars as the difference between U.S. $100.00 per share and the U.S. $ equivalent of LL 1,225 computed at the exchange rate prevailing on the first day of the subscription period;

3 Each holder of Series D preferred shares will have the right to subscribe, on a priority basis, to the issue of Series E preferred shares, pro rata to their nominal

holdings of Series D preferred shares. Any Series E preferred shares not subscribed by holders of Series D preferred shares will be allocated to other subscribers in the sole discretion of the Bank, subject to the provisions of article 3.2 of Lebanese Law No 308/2001;

4 The beginning and the end of the subscription period will be set by the Chairman of the Board of Directors or by the Group CEO;

5 Series E preferred shares are perpetual. Their nominal value and issue premium should be paid by the subscriber fully in readily available funds upon subscription. Their nominal value should be deposited with the Central Bank of Lebanon;

6 Holders of Series E preferred shares have the right (ranking pari passu with the rights of the holders of the outstanding Series D preferred shares, pro rata to the amounts due to each) to receive a non cumulative annual distribution amount as described below, to be paid only out of the Bank's distributable net income for the relevant year, following the determination by the Ordinary General Assembly of the net income of said year. In the event that the amount of net income proposed to be distributed for any given year is insufficient to pay the annual Series E distributions and the annual Series D distributions, then said annual distributions shall be reduced, for each series of preferred shares, pro rata to the shortage of the net income proposed to be distributed versus the aggregate amount of annual distributions otherwise due.

If, in any given year, the Board of Directors recommends (and the General Assembly approves) that no amounts of profits be distributed on the account of said year then no distribution will be paid on the account of said year and the annual distribution in respect of said year will be canceled and will not be cumulated with the annual distribution of the following year. No payment of dividends to the holders of common shares on the account of any given year can be made unless the preferred shares annual distributions for said year have been paid, noting that the General Assembly is under the obligation to resolve the distribution of amounts sufficient to cover the preferred shares annual distributions when the Bank has sufficient distributable net income for the year unless there exists a legal or regulatory obstacle that prohibits such resolution.

7

7.1 The Bank may, at its option, redeem and cancel the Series E preferred shares. Upon any such redemption and cancellation of Series E preferred shares, the nominal value of each of the remaining shares (common and preferred) then constituting the outstanding share capital of the Bank, shall be adjusted to reflect such cancellation, with the Bank's total capital remaining unchanged;

The authority to exercise the option to redeem and cancel the Series E preferred shares lies with the Board of Directors. Upon exercising the option, said Board determines the increase of the nominal value of the remaining shares (common and preferred) pursuant to the cancellation of series E preferred shares (whether fully or partially) and submits the matter to the Extraordinary General Assembly of shareholders to verify the adequate completion of the increase of nominal value and to modify the Bank's By Laws accordingly.

7.2 Preferential rights:

The Series E preferred shares are granted the following preferential rights:

a. The right to receive distributions amounting to U.S. $4.00 per Series E preferred Share on account of fiscal year 2010, and amounting to U.S. $ 6.00 per Series E preferred Share on account of each fiscal year thereafter. The Bank will deduct applicable withholding taxes from said amounts;

b. In the event of a liquidation of the Bank, the holders of the Series E preferred shares shall be entitled (on a pro rata basis with all holders of any other then outstanding preference shares of the Bank ranking pari passu with the Series E preferred shares in respect of distributions, determined on the basis of the respective issue price for such shares) to be paid out of the assets available for distribution to its shareholders, before any payment shall be made on the common shares, an amount per Series E preferred Share equal to the sum of (x) the Lebanese Pound equivalent of U.S. $100.00 per share, and (y) all declared but unpaid distributions on the Series E preferred shares;

7.3 Redemption and cancellation of the shares

The Bank may, at its option, redeem and cancel the Series E preferred shares in whole or in part subject to:

- compliance with any and all then applicable regulations and financial ratios of the Central Bank of Lebanon and the Banking Control Commission, in connection with the adequacy of shareholders equity;
- Availability of sufficient free reserves for the purpose;

The Banking Control Commission verifies compliance with the above.

Redemption and cancellation of the shares is subject to the following:

a. The Bank may exercise its option to redeem and cancel Series E preferred shares for the first time within the 60 days following the later of (x) the fifth anniversary of the Extraordinary General Assembly meeting that will have confirmed the adequate completion of all the procedures of the issuance of the Series “E” preferred shares or (y) the date of the Ordinary General Assembly meeting of shareholders of the Bank at which the annual audited financial statements for the year ended December 31, 2014 are approved. The Bank may thereafter exercise its option to redeem and cancel Series E preferred shares within 60 days following each subsequent General Assembly meeting of shareholders of the Bank at which the annual audited financial statements are approved;

b. The Bank may redeem the Series E preferred shares in whole or in part (but, in each case, not less than the lesser of (i) 20 per cent. of the aggregate issue size or (ii) all the then outstanding Series E preferred shares);

c. Redemption of Series E preferred shares will be at a redemption price equal to U.S. $100.00 per Series E Share plus any declared but unpaid distributions as described below; provided that no distributions shall be payable in respect of any Series E preferred shares for the year in which such Series E preferred shares are redeemed and canceled;

d. In the case of redemption and cancellation of a part only of the Series E preferred shares at the time outstanding, the redemption and cancellation will be on a pro rata basis among all holders of Series E preferred shares.
e. In the case of a decision by the Bank to exercise its option to redeem and cancel Series E preferred shares, then the holder of such Series E preferred shares will be under the obligation to conform;
f. All amounts and conditions mentioned above (including the Series E annual distribution amounts) are subject to adjustment in the event of any subsequent stock split or combination affecting the share capital of the Bank;
g. Notwithstanding point a. above, but subject to compliance with the other applicable conditions for the redemption and cancellation as described above, the Bank will have the option, at the discretion of its Board of Directors, to redeem and cancel the Series E preferred shares in whole or in part, before the dates mentioned under point a. above, upon the occurrence of a change in any applicable law or regulation or standard, which would result in the aggregate issue price in respect of all Series E preferred shares not being included in Tier 1 capital of the Bank or otherwise in the event that the Bank would not be permitted to maintain the issue premium in respect of the Series E preferred shares in U.S. Dollars or any other foreign currency as may be acceptable to it;

8 Series E distributions are payable once during every calendar year. The first annual distribution will be paid following the General Assembly meeting of shareholders at which the annual audited financial statements of the Bank for the year ended December 31, 2010 are approved, subject to compliance with any and all then applicable regulations and financial ratios of the Central Bank of Lebanon and the Banking Control Commission, and subject to conformity with the conditions mentioned under point 6. above;
In the event that the conditions for payment are not met in any given year and no distributions are paid on the account of said year then the annual distribution in respect of said year will be canceled and will not be cumulated with the annual distribution of the following year.

9 Except in the limited circumstances determined pursuant to Article 2.5 of Lebanese law number 308 dated 03 April 2001, the holders of Series E preferred shares shall not have voting rights in the shareholders General Assembly meetings.

10 Holders of Series E preferred shares will have priority subscription rights to subscribe, pro rata with holders of the Series D preferred shares, to newly issued preference shares of the Bank, but not to newly issued common shares.

11 The Extraordinary General Assembly resolves to empower the Board of Directors to make all necessary determinations regarding the above including the completion of all procedures as necessary for the implementation of the resolutions of the present assembly, and including the rounding of the numbers of allocated shares, but without affecting the aforementioned powers granted to the Chairman and to the Group CEO concerning the determination of the subscription period.

Fourth resolution

The Extraordinary General Assembly of shareholders, pursuant to its third resolution above, resolves to further modify articles 6 and 8 of the Bank's by-laws to reflect the issuance of the new series of preferred shares. The modified text of said articles, pursuant to the foregoing first and third resolutions, is as follows:

Modified text:

Article 6 - Capital

The Capital of the Company shall be set at /438,475,777,250/ LL four hundred and thirty-eight billion four hundred and seventy-five million seven hundred and seventy-seven thousand two hundred and fifty Lebanese pounds divided into /357,939,410/ three hundred and fifty-seven million nine hundred and thirty-nine thousand four hundred and ten nominal shares, with a value of /1,225/ LL one thousand two hundred and twenty-five Lebanese Pounds each, fully paid up.

The Company may issue bonds pursuant to a resolution of the General Assembly 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 /344,189,410/ shares, and the second category being the preferred shares consisting of /13,750,000/ preferred shares. The second category consists of two series: /12,500,000/ Series "D" preferred shares and /1,250,000/ Series "E" preferred shares.

2- All the Company's shares are nominal shares and shall be kept with the central depositary 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.

Fifth resolution

The Extraordinary General Assembly declares that entry into effect of the foregoing resolutions is subject to the approval of the Central Bank of Lebanon and resolves to grant the Chairman of the Board of Directors all powers necessary to seek such approvals and to carry out all actions as needed in application of the foregoing resolutions with the authority to delegate all or part of the aforementioned powers granted to him.

Daily Bulletin- 08/03/2010

• **Circular No: 302/2010, Date: 19/02/2010: Addiotnal listing of GDR issued by Bank Audi – Audi Saradar Group S.A.L. :**

The Beirut Stock Exchange decided to approve the listing of an additional /326,859/ GDRs related to Bank Audi – Audi Saradar Group on the official market of the Stock Exchange. Thus the Bank's total number of GDRs listed on the official market of the BSE became /10,156,761/.
This circular becomes effective after its publication in the Daily Bulletin.

• Notice of Extraordinary General Assembly Meeting to be held on March 02, 2010:

The Board of Directors of Bank Audi S.A.L. - Audi Saradar Group invites all holders of ordinary shares to attend an Extraordinary General Assembly Meeting to be held at 10:30 a.m., on Tuesday March 2, 2010 at the Bank's Head Office located at Audi Plaza, Bab Idriss, Beirut Commercial Central District in order to examine the following agenda:

3- A 10 for 1 split of all the Shares constituting the Bank's Capital;
4- The Increase of the Bank's Capital through the issuance of up to 1,250,000 Preferred Shares (pursuant to Lebanese Law No 308/2001) and the determination of their terms and conditions;
5- The amendment of the Bank's by-laws, including, in particular Article 6 and Article 8 thereof, in order to reflect the actions described in items 1 and 2 above;
6- The granting to the Chairman of the necessary powers to seek required approvals, to set deadlines and to perform all other procedures and acts in pursuit of all the foregoing resolutions.

Daily Bulletin- 12/02/2010

• Resignation of Directors:

Bank Audi SAL – Audi Saradar Group (The Bank) hereby announces, in connection with EFG-Hermes Holding SAE's and EFG-Hermes Advisory Inc's (The Sellers) sale of their entire stakes in the capital of the Bank, which was announced on 18 January 2010, that the Sellers have resigned their positions on the Board of the Bank effective 21 January 2010.

Daily Bulletin- 25/01/2010

• Transaction on Shares and GDRs :

Bank Audi sal – Audi Saradar Group announces that a group of its existing shareholders, as well as a number of other high net worth individuals and entities investing directly or

through investment vehicles, purchased today the 7,554,148 common shares and 2,483,034 GDRs of Bank Audi, previously owned by EFG-Hermes Holding SAE and its subsidiaries at a price of US$ 91 per share and GDR, for a total purchase price of US$ 913,383,562. The transaction took place today on the Beirut Stock Exchange.
Following the transaction, none of the purchasers individually own 5% or more of the common shares of the Bank.
Dr Marwan Ghandour, Vice-Chairman of the Bank stated: "Bank Audi is grateful for the support provided by EFG-Hermes as a shareholder of the Bank. Bank Audi welcomes the participation of the purchasers in its capital".

Daily Bulletin- 18/01/2010

• Appointment of a New Chairman of the Board:

Bank Audi s.a.l. – Audi Saradar Group is pleased to announce the appointment of Mr. Raymond W. Audi as its new Chairman of the Board of Directors succeeding Dr. Georges Achi who had submitted his resignation from the Chairmanship of the Board.
The appointment of Mr. Audi took effect on December 22, 2009.
Dr. Georges Achi remains an independent member of the current Board of Directors of the Company and chairman of its Audit Committee.

Daily Bulletin- 28/12/2009

• Appointment of a Vice-Chairman of the Board:

Bank Audi s.a.l. – Audi Saradar Group is pleased to announce the appointment of Dr. Marwan M. Ghandour as Vice-Chairman of its Board of Directors.
The appointment of Dr. Ghandour took effect on December 22, 2009.

Daily Bulletin- 28/12/2009

• Circular No: 293/2009, Date: 17/11/2009:

The Beirut Stock Exchange decided to approve, as of November 20, 2009 the listing, trading and pricing of an additional /229,552/ common shares issued by Bank Audi – Audi Saradar Group on the official market of the Stock Exchange. Thus the Bank's total number of common and preferred shares is listed on the official market of the BSE.

• **Notice of Extraordinary General Assembly Meeting to be held on October 14, 2009:**

The Board of Directors of Bank Audi S.A.L. - Audi Saradar Group invites all holders of ordinary shares to attend an Extraordinary General Assembly Meeting to be held at 10:30 a.m. on Wednesday October 14, 2009 at the Bank's Head Office located at Audi Plaza, Bab Idriss, Beirut Commercial Central District in order to examine the following agenda:

7- Verification of the adequate completion of the procedures of the Bank's capital increase by L.L. 2,812,012,000 pursuant to the resolution of the Extraordinary General Assembly held on July 27, 2009.
8- Other matters relating to items 1 above.

Daily Bulletin- 25/09/2009

• **Notice of the Extraordinary General Assembly Meeting that was held on July 27, 2009:**

The shareholders of Bank Audi SAL – Audi Saradar Group attended an Extraordinary General Assembly at the Bank's Head Office and ratified: the adequate completion of the cancellation procedures of the preferred shares class C, the reduction of the Bank's total number of shares by 4 million shares and the distribution of the nominal value of the cancelled shares on the other shares. The Extraordinary General Assembly also ratified the adequate completion of the procedures of the capital increase by an amount of LBP /299,236,250/ by appropriating this amount from the free reserve; thus the nominal value of each share becomes LBP 12,250. In addition the meeting approved the capital increase of the bank by an amount of LBP /2,812,012,000/ by issuing /229,552/ common shares reserved to the owners of stock options who have exercised their options.

Daily Bulletin- 08/09/2009

• **Notice of Extraordinary General Assembly Meeting to be held on 27/07/2009:**

The Board of Directors of Bank Audi S.A.L. - Audi Saradar Group invites all holders of ordinary shares to attend an Extraordinary General Assembly Meeting to be held at 10:30 a.m. on Monday 27/07/2009 at the Bank's Head Office at Audi Plaza, Bab Idriss, Beirut Commercial Central District, in order to examine the following agenda:

1- Verification of the increase of the nominal value of each remaining share then constituting the Bank's capital (irrespective of the class thereof) as a result of

the cancellation of the Series "C" Preferred Shares, and verification of the adequate completion of the procedures of the capital increase that resulted from the rounding of the nominal value of each share up to LL 12,250.

2- Increase of the Bank's capital by up to LL 10,379,951,750 through the issuance of up to 847,343 ordinary shares reserved to the owners of stock options who have exercised their options.
3- Amendment of the Bank's By-Laws, in particular articles 6 and 8, to reflect the foregoing.
4- Other matters relating to the above-mentioned subjects

Daily Bulletin- 10/07/2009

• 2008 Consolidated Annual Financial Statements and Auditors' Report:

Bank Audi S.A.L. – Audi Saradar Group's Audited Consolidated Annual Financial Statements for the year ended 31 December 2008 (including the Auditors report and accompanying notes) are available from the address below:

The Corporate Secretary
Bank Audi S.A.L. – Audi Saradar Group
Audi Plaza – Bab Idriss
Beirut 2021 8102- Lebanon

And can be downloaded from the Company's website at www.banqueaudi.com

Daily Bulletin- 19/06/2009

• Decisions taken during the Extraordinary General Assembly Meeting that was held on May 07, 2009:

The shareholders of Bank Audi S.A.L. - Audi Saradar Group attended an Extraordinary General Assembly Meeting in the Bank's Head Office in Beirut – Lebanon on May 07, 2009 and took the following decisions:

- Approve the redemption of all Preferred shares Class "C", as a result distribute the nominal value of the cancelled shares on the Bank's remaining common and preferred shares and decrease the total number of shares of the bank by 4 million shares.
- Increase the Bank's Capital; thus the par value per share becomes LBP /12,250/.
- Amend Articles 6 & 8 of the Bank's By-Laws, so that the bank's capital is defined by an amount of LBP /434,132,515,250/ divided into /34,189,389/ nominal common shares and /1,250,000/ nominal preferred shares class "D".

The execution of the above decisions depends on the approval of the Central Bank.

Daily Bulletin- 11/05/2009

• Announcement by Bank Audi S.A.L. – Audi Saradar Group:

The Ordinary General Assembly of Shareholders of Bank Audi S.A.L. – Audi Saradar Group convened on April 12, 2009 and resolved to (i) approve the Bank's accounts for the year 2008 and (ii) declare a gross distribution of dividends as follows:

- To Holders of Series "C" Preferred Shares : USD 2.1875 per share
- To Holders of Series "D" Preferred Shares : USD 7.75 per share
- To Holders of Common Shares: LBP 3,400 per share

As a result of the above, the net payable amounts (after deduction of the applicable withholding tax at the rate of 5%) are as follows:

- To Holders of Series "C" Preferred Shares : USD 2.078125 per share
- To Holders of Series "D" Preferred Shares : USD 7.3625 per share
- To Holders of Common Shares: LBP 3,230 per share

Dividends will be paid through Midclear S.A.L. starting April 22, 2009 for the holders of shares as at April 16, 2009 (Record Date), according to the records of Midclear S.A.L.

Daily Bulletin- 22/04/2009

• Circular No: 279/2009, Date: 21/04/2009: Stop trading with Bank Audi Preferred Shares Class "C":

Based on the decision of the Board of directors' of Bank Audi S.A.L. – Audi Saradar group that was held on 18/11/2008 related to the redemption & cancellation of the Preferred Shares Class "C" within 5 business days following the date of the Ordinary General Assembly that will approve the accounts of the fiscal year 2008, the BSE decided the following:

1- Stop trading with Audi Preferred Shares Class "C" in the BSE by the end of the trading session of 21/04/2009.
2- Consider Tuesday 21/04/2009 as the last trading day with the shares mentioned above.
3- Cancel the mentioned shares from the listing table starting Wednesday morning, 22/04/2009 and keep on the other bank's listings.

Daily Bulletin- 21/04/2009

• Extract of the Meeting of the Board of Directors that was held on 18/11/2008:

Decision#5: State the repurchase of the Preferred shares class "C" on its due date according to its issuance conditions:

After discussion, the Board of Directors' decided:

1- Redeem and cancel the Preferred Shares Class "C" within 5 business days following the date of the Ordinary General Assembly that will approve the accounts of the fiscal year 2008.
2- Specify the amount that will be added to the par value of the remaining of the bank's shares after canceling the Preferred Shares Class "C" by LBP 1,241.56 per share, thus the par value per share will become LBP 12,241.56.
3- Suspend the execution of articles (1) & (2) till receiving the approval of the concerned monetary authorities.
4- Mandate Dr. Georges Gedeon Achi and Mr. Samir Hanna solely to take all the necessary actions to execute the content of this decision, including the specification of the repurchasing date (Within the indicated 5 days period), and mandate them solely, in general of all the required authorizations to execute this decision, with the right to delegate others with part or total of their mandate.

Daily Bulletin- 16/04/2009

• Notice of Extraordinary General Assembly Meeting to be held on 07/05/2009:

The Board of Directors of Bank Audi S.A.L. - Audi Saradar Group invites the shareholders to attend an Extraordinary General Assembly Meeting to be held at 10:30 a.m. on Thursday 07/05/2009 at the Bank's Head Office, Audi Plaza, Bab Idriss, Beirut Commercial Central District, to discuss the following agenda:

1- Cancel the Preferred shares class "C" and decrease the bank's shares by 4 million shares as a result of the cancellation operation, and consequently increase the par value of the remaining shares.
2- Acknowledge the bank's Capital increase by a value of LBP 229,236,250 to be deducted from the Free Reserve to round the par value of the share, and thus by increasing this value to LBP 12,250.
3- Amend the By-Laws of the bank, and specifically article 6 & 8 to reflect the changes stated above;
4- Divers matters related to the subjects mentioned above.

Daily Bulletin- 16/04/2009

• Dividend Distribution Proposal:

In its meeting held on April 2, 2009, the Board of Directors of Bank Audi S.A.L. - Audi Saradar Group resolved to propose to the Ordinary General Assembly convened to meet on April 21, 2009 the distribution of a dividend of LBP 3400 per common share. Subject to the General Assembly's approval, such dividends will be paid (after deduction of the applicable withholding tax) on or about April 22, 2009 to holders of common shares as at April 16, 2009 (record date), according to the records of Midclear S.A.L. (The Central Depository).

Daily Bulletin- 08/04/2009

• **Notice of an Annual General Assembly Meeting to be held on April 21, 2009:**

The Board of Directors of Bank Audi S.A.L. - Audi Saradar Group invites all holders of ordinary shares to attend an Ordinary General Assembly Meeting to be held at 10:30 a.m. on Tuesday April 21, 2009 at the Bank's Head Office, Audi Plaza, Bab Idriss, Beirut Commercial Central District.

Daily Bulletin- 03/04/2009

• **Press Release:**

Bank Audi sal – Audi Saradar Group and EFG-Hermes Holding Company sae jointly announce that, in light of current financial market conditions, they have discontinued their discussions regarding a possible combination of the two institutions.

The parties confirm that they will continue their collaboration on a number of projects and activities which add value to their respective customers and shareholders base.

Bank Audi sal – Audi Saradar Group **EFG- Hermes Holding Co, sae**

Beirut **Cairo**

Daily Bulletin- 03/11/2008

• **Circular No. 268/2008 dated 22/9/2008:**

The BSE decided to accept the listing, trading and pricing of additional /1,287,080/ common shares issued by Bank Audi S.A.L. – Audi Saradar group-

and that in the official market of the BSE. These shares will be added to the common shares listed previously in the BSE and amounting to /32,902,309/ common shares, thus the total number of common shares (34,189,389) of the bank is now listed in the mentioned market. The details of the listing, trading and pricing are as follow:

Type of shares subject of the additional listing	Number	Category	Par value per one additional common share	Subscription value for every single share issued (including par value and issuance premium)
Nominal common shares	/1,230,442/	Common	LBP /11,000/	USD /27.19/
Nominal common shares	/56,638/	Common	LBP /11,000/	USD /40.33/
Total	1,287,080			

Trading with the additional mentioned shares is scheduled to start on Thursday Morning 25/9/2008.

Daily Bulletin- 22/09/2008

• **Extract of the Meeting of the Board of Directors that was held on 21/8/2008:**

The Board of directors decided in his meeting that was held on 18/07/08, to elect Dr. Georges Gedeon Achi president of the board of directors and chairman of the company.

Daily Bulletin- 11/09/2008

• **The Ordinary General Assembly Meeting that was held on August 11, 2008:**

The Ordinary General Assembly decided to elect Dr. Georges Antoine Gedeon Achi member of the Board of Directors and that for the remaining period of the current Board that will terminate when the Ordinary General Assembly will discuss the accounts of the year 2009.

Daily Bulletin- 08/09/2008

• <u>Notice of Extraordinary General Assembly Meeting to be held on August 28, 2008:</u>

The Board of Directors of Bank Audi S.A.L. - Audi Saradar Group invites the shareholders to attend an Extraordinary General Assembly Meeting to be held at 10:00 a.m. on Thursday August 28, 2008 at the Bank's Head Office, Audi Plaza, Bab Idriss, Beirut Commercial Central District, to discuss the following agenda:

9- Check the accuracy of the transactions of the Capital increase decided by the General Assembly held in 08/07/2008
10- Other matters in connection with the above number 1.

Daily Bulletin- 12/08/2008

• <u>Notice of Ordinary General Assembly Meeting to be held on August 11, 2008:</u>

The Board of Directors of Bank Audi S.A.L. - Audi Saradar Group invites all holders of ordinary shares to attend a General Assembly Meeting to be held at 10:30 a.m. on Monday August 11, 2008 at the Bank's Head Office, Audi Plaza, Bab Idriss, Beirut Commercial Central District.

The agenda is as follows:

11- Election of a new Board member
12- Other matters in connection with the above number 1.

Daily Bulletin- 25/07/2008

• <u>From the Ordinary General Assembly minutes of Shareholders of Bank Audi S.A.L. - Audi Saradar Group that was held on 23 April 2008:</u>

The Ordinary General Assembly of shareholders that was held at the Bank's head office located at Audi Plaza, Bab Idriss, Beirut Commercial Central District decided to:

• Approve the Accounts of the year 2007 as well as the profit and loss account for the year then ended in 31/12/2007, and granted the required clearance to the Board of Directors for their management of the Bank in 2007.

• Appropriate the profits of the Bank, amounted LBP 209,124,153,000 for the year 2007, as follows:

Net Profits of Bank Audi S.A.L. – Audi Saradar Group for the year 2007	209,124,153	
Less: Appropriation of 10% to the Legal	20,912,415	

Reserve		188,211,738
Less: Appropriation for General Banking Risks: - *Lebanon branches* - *Jordan branches*	39,806,144 *38,500,000* *1,306,144*	148,405,594
Less: - Appropriation of reserve to increase the Capital resulting from the liquidation of Fixed Assets taken to recover debts - Appropriation of reserve for fixed assets under liquidation taken to recover debts	2,469,579 2,325,198	
Net Profits available for distribution		143,610,817
Less: Dividends for Preferred Shares Class "C" & "D": *- Distribution to the 4,000,000 series "C" Preferred shares of USD 2.1875 per share at the exchange rate of LBP 1507.5 per dollar* *- Distribution to the 1,250,000 series "D" Preferred shares of USD 7.75 per share at the exchange rate of LBP 1507.5 per dollar*	27,794,531 *13,190,625* *14,603,906*	
Net Profits available for distribution to holders of Common shares		115,816,286
Less: Dividend of LBP 3,015 per common share to holders of the 32,902,309 common shares	99,200,462	16,615,824
Appropriation to General Reserves		11,000,000
Profits brought forward to the year 2008		5,615,824

• Appropriate the profits of the year 2007:

- The amount that will be paid as dividends for Preferred shares Class "C" is USD 2,1875 per share.
- The amount that will be paid as dividends for Preferred shares Class "D" is USD 7,75 per share.
- The amount that will be paid as dividends for Common shares is LBP 3,015 per share.

The dividends will be paid through Midclear starting 06/05/2008 for the bank's shareholders as per their names' appearance in Midclear records on 05/05/2008 (Record Date).

• Approve the operations stated in Article 152 in the Cash and Credit Law.

• Approve the operations stated in Article 158 in the Commercial Law.

• Authorize to give credits according to Article 152 of the Cash and Credit Law.

• Approve that some members of the Board of Directors work in Administrative jobs and specify their fees.

• Specify the fees of the Board of Directors.

• Approve the participation of some members of the Board of Directors in the board of directors of other banks and companies.

Daily Bulletin- 03/07/2008

• <u>Notice of Extraordinary General Assembly Meeting to be held on July 08, 2008:</u>

The Board of Directors of Bank Audi S.A.L. - Audi Saradar Group invites all holders of ordinary shares to attend an Extraordinary General Assembly Meeting to be held at 10:00 a.m. on Tuesday July 08, 2008 at the Bank's Head Office located at Audi Plaza, Bab Idriss, Beirut Commercial Central District in order to examine the following agenda:

13- To approve the increase of the Bank's capital by up to LL 15,331,239,000 through the issuance of up to 1,393,749, ordinary shares reserved to the owners of stock options who have exercised their options;
14- To amend the Bank's By-Laws, in particular articles 6 and 8, and other articles of said By-Laws in connection with item 1 above;
15- Other matters relating to items 1 and 2 above

Daily Bulletin- 20/06/2008

• <u>Announcement from Bank Audi S.A.L. – Audi Saradar Group:</u>

On April 23, 2008, the General Assembly of Bank Audi S.A.L. – Audi Saradar Group convened in the company's Head Office and approved the accounts of the bank for the year 2007. It also approved dividend distribution as follows:

- For holders of Preferred shares "C": USD 2.1875 per share
- For holders of Preferred shares "D": USD 7.75 per share
- For holders of Common Shares : LBP 3015 per share

After deducting the distribution tax 5% the following amounts will be paid:

- For holders of Preferred shares "C": USD 2.078125 per share
- For holders of Preferred shares "D": USD 7.3625 per share
- For holders of Common Shares : LBP 2,864.25 per share

The dividends will be paid through Midclear starting 06/05/2008 for the shareholders on records as at 05/05/2008 (Record Date).

Daily Bulletin- 24/04/2008

• **Notice of Annual General Assembly Meeting of Bank Audi S.A.L. - Audi Saradar Group to be held on April 23, 2008:**

The Board of Directors of Bank Audi S.A.L. - Audi Saradar Group invites all holders of ordinary shares to attend a General Assembly Meeting to be held at 10:30 a.m. on Wednesday April 23, 2008 at the Bank's Head Office, Audi Plaza, Bab Idriss, Beirut Commercial Central District.

Daily Bulletin- 04/04/2008

• **Combination discussions between Bank Audi S.A.L. and EFG-Hermes Holdings sae:**

Bank Audi S.A.L. – Audi Saradar Group announces that it is holding exploratory discussions with EFG-Hermes Holdings sae regarding a possible combination of the two institutions which, if it takes place, may generate significant commercial and financial synergies.

Bank Audi S.A.L. emphasizes that discussions are at a very preliminary stage, that no agreement has been reached, that such agreement would be conditional upon obtaining necessary shareholder and regulatory approvals, including the consent of the Central Bank of Lebanon.

A further announcement will be made in due course.

Daily Bulletin- 18/03/2008

• **Circular No. 254/2007 dated 29/11/ 2007:**

The Beirut Stock Exchange committee decided to approve, as of December 03, 2007, the listing, trading and pricing of the /4,000,000/ preferred shares (class C) issued by Bank Audi SAL – Audi Saradar Group on the official market of the stock exchange.

• **Circular No. 255/2007 dated 29/11/ 2007:**

The Beirut Stock Exchange committee decided to approve, as of December 03, 2007, the listing, trading and pricing of the /1,250,000/ preferred shares (class D) issued by Bank Audi SAL – Audi Saradar Group on the official market of the stock exchange

• **Circular No. 256/2007 dated 29/11/ 2007:**

The Beirut Stock Exchange decided to approve the listing, trading and pricing of an additional /136,069/ common shares related to Bank Audi SAL – Audi Saradar Group, on the official market of the Stock Exchange. Thus the bank's total number of common shares amounted to /32,902,309/ listed on the official market of the BSE.

• **From the Extraordinary General Assembly minutes of Shareholders of Bank Audi S.A.L. - Audi Saradar Group that was held on September 3, 2007**

The Extraordinary General Assembly of shareholders of Bank Audi SAL – Audi Saradar Group that was held on September 3, 2007 made sure that:

- Class "A" preferred shares have been cancelled, the number of the bank's shares has been reduced by 2,400,000 shares, and that the par value of the cancelled shares has been distributed on the rest of the shares.
- The Capital has been increased by an amount of LBP /14,016,240,000/ by transferring this amount from the Free Reserve. Thus the par value per share after the cancellation and capital increase operations become LBP /11,000/.

According to the above, the Extraordinary General Assembly of Shareholders of Bank Audi S.A.L. - Audi Saradar Group:

- Decided to approve the validity of the cancellation transactions of the class "A" Preferred Shares, the reduction of the number of the Bank's shares by 2,400,000 shares as a result of the cancellation operation and the distribution of the nominal value of the cancelled shares on the rest of the shares.
- Decided to approve the validity of the Capital increase transactions of the Bank by an amount of LBP /14,016,240,000/ by transferring this amount from the Free Reserve. Thus the nominal value per share after the cancellation and capital increase operations become LBP /11,000/.
- Announced that the Capital of Bank Audi S.A.L. - Audi Saradar Group become LBP /418,178,640,000/ fully paid and divided to /38,016,240/ nominal share, the value per share is LBP /11,000/.
- Declared that the amendment of Articles 6 & 8 of the Bank's By-Laws according to the second decision of the Extraordinary General Assembly dated 13/07/2007 became final.

- Approve the increase of capital by an amount LBP /1,496,759,000/ through the issuance of /136,069/ common shares, specified for the beneficiaries of stock options who practiced their rights. These shares will be issued according to the following conditions:
    - These shares will be issued at a par value of LBP /11,000/ per share, an additional paid-in capital will be added. The par value and the additional paid in capital should be paid at the subscription date.
    - In addition to the par value of the shares the subscribers pay for each share they subscribe for, the difference between the amount of USD /27.19/ and the par value of the share on the basis of the exchange rate as per the first day of the subscription deadline.

The amounts paid in excess of the par value will be recorded in the additional paid in capital account.

Daily Bulletin- 31/10/2007

• **From the Extraordinary General Assembly minutes of Shareholders of Bank Audi S.A.L. - Audi Saradar Group that was held on October 19, 2007.**

The Extraordinary General Assembly of shareholders of Bank Audi SAL- Audi Saradar Group held on October 19, 2007 has made sure that the Capital of the bank has been increased by an amount of LBP /1,496,759,000/ through the issue of /136,069/ common shares; these shares have been subscribed and liberated by the beneficiaries of stock options who practiced their rights. Based on the above, the Extraordinary General Assembly of the shareholders of Bank Audi SAL- Audi Saradar Group decided to:

- Approve the validity of the Capital increase transactions by an amount of LBP /1,496,759,000/.
- Declare that the Capital of the Bank became LBP /419,675,399,000/ fully paid and divided into /38,152,309/ nominal share, with a par value of LBP /11,000/ per share.
- Declare that the amendment of both articles 6 & 8 of the Bank's By-Laws, according to the third decision of the Extraordinary General Assembly of the shareholders dated 3/9/2007 became final.

Daily Bulletin- 31/10/2007

• **Notice of Extraordinary General Assembly Meeting to be held on October 19, 2007:**

The Board of directors of Bank Audi SAL- Audi Saradar Group invites all holders of ordinary shares to attend an Extraordinary General Assembly Meeting to be held at 12:00 noon on Friday October 19, 2007, at the Bank's Head Office located at Audi Plaza, Bab Idriss, Beirut Commercial Central District in order to examine the following agenda:

1- Verification of the adequate completion of the procedures of the Bank's capital increase by LBP1,496,759,000 through the issuance of 136,069 ordinary shares reserved to the owners of stock options who have exercised their rights;
2- Other matters.

Daily Bulletin- 02/10/2007

• **Notice of Extraordinary General Assembly Meeting to be held on September 3, 2007:**

The Board of directors of Bank Audi SAL- Audi Saradar Group invites all holders of ordinary shares to attend an Extraordinary General Assembly Meeting to be held at 10:00 A.M. on Monday September 3, 2007, at the Bank's Head Office located at Audi Plaza, Bab Idriss, Beirut Commercial Central District, in order to examine the following agenda:

1- Verification of the increase of the share's nominal value as a result of the cancellation of the series "A" preferred shares, and verification of the adequate completion of the procedures of the capital increase that resulted from the rounding of the nominal value of each share up to LBP 11,000.
2- Increase of the Bank's capital by LL 1,496,759,000 through the issuance of 136,069 ordinary shares reserved to the owners of stock options who have exercised their rights
3- Amendment of the Bank's By-Laws, in particular articles 6 and 8 and other articles of said By-Laws.
4- Other matters.

Daily Bulletin- 17/08/2007

• **Notice of Extraordinary General Assembly Meeting to be held on July 13, 2007:**

The Board of directors of Bank Audi SAL- Audi Saradar Group invites all holders of ordinary shares to attend an Extraordinary General Assembly Meeting to be held at 10:00 A.M. on Friday July 13, 2007, at the Bank's Head Office located at Audi Plaza, Bab Idriss, Beirut Commercial Central District, in order to examine the following agenda:

1- Cancellation of the Preferred Shares series "A" and decrease the number of the Bank's shares by two million & four hundred thousand share as a result to the cancellation operation, in consequence increase the nominal value of the rest of the shares relatively to the cancellation operation
2- Ratification of the Capital increase by a value of LBP 14,016,240,000 to be cut off from the Free Reserve to round the nominal value of the share and thus increase this value to LBP 11,000.
3- Amendment of the Bank's By-Laws, in particular articles 6 and 8 and other articles of said By-Laws
4- Other matters

Daily Bulletin- 26/06/2007

• **From the Ordinary General Assembly minutes of Shareholders of Bank Audi S.A.L. - Audi Saradar Group that was held on 18 April 2007**

The Ordinary General Assembly of shareholders that was held at the Bank's head office located at Audi Plaza, Bab Idriss, Beirut Commercial Central District decided to:

• Approve the Accounts of the year 2006 as well as the profit and loss account for the year then ended, and granted the required clearance to the Board of Directors for their management of the Bank in 2006.

• Appropriate the profits of the Bank, amounted LBP 194,662,211,000 for the year 2006, as follows:

Net Profits of Bank Audi S.A.L. – Audi Saradar Group for the year 2006	194,662,211	
Less: Appropriation of 10% to the Legal Reserve	19,466,221	175,195,990
Less: Appropriation for General Banking Risks: - Lebanon branches - Jordan branches	 16,000,000 1,500,000	 17,500,000
Net Profits available for distribution		157,695,990
Less: Distribution to the 2,400,000 series "A" Preferred shares of USD 3 per share at the exchange rate of LBP 1507.5 per dollar	10,854,000	
Less: Distribution to the 4,000,000 series "C" Preferred shares of USD 2.1875 per share at the exchange rate of LBP 1507.5 per dollar	13,190,625	
Less: Distribution to the 1,250,000 series "D" Preferred shares of USD 7.75 per share at the exchange rate of LBP 1507.5 per dollar	14,603,906	38,648,531
Net Profits available for distribution to holders of Common shares		119,047,459
Less: Dividend of LBP 2638,1250 per common share to holders of 32,766,240 common shares		86,441,437
Transfer to General Reserves		22,000,000
Profits brought forward to the year 2007		10,606,022

• Distribute to series "A" preferred shares USD 3 per share, to series "C" preferred shares USD 2,1875 per share; to series "D" preferred shares USD 7,75 per share and to common shares LBP 2.638,125 per share. The mentioned dividends will be paid by Midclear starting April 25, 2007 to every shareholder on record on April 18, 2007 (last trading date to receive dividends). Note that these dividends are subject to 5% distribution tax.

• Elect the following members to the Board of Directors for a period of three years:

- Raymond W. Audi
- Samir N. Hanna
- Marc J. Audi
- Dr. Freddie C. Baz
- Sheikha Suad H. Al-Homaizi
- Sheikha Mariam N. Al-Sabbah
- Mario J. Saradar
- Dr. Marwan M. Ghandour
- Dr. Imad I. Itani
- The Financial group Hermes Holding Co.
- The Financial group Hermes Advisory Inc
- Maurice H. Sayde

The termination date of the board will be on the approval of the final accounts for the year 2009.

• Appropriate an amount of LBP 325,000,000 for the year 2007 as attendance fees to the Board of Directors.

• Approve the participation of some members of the Board of Directors in the board of directors of other banks and companies.

• Nominate Ernest & Young, and Semaan, Gholam & Co. as auditors for a period of three years and fix their audit fees to USD 275,000 yearly for each company.

Daily Bulletin- 26/06/2007

• **Notice of Redemption of the U.S. $ 60,000,000 Series "A" Preferred Shares of Bank Audi S.A.L. - Audi Saradar Group**

On June 18, 2007 pursuant to the terms of the Series "A" Preferred Shares, Bank Audi S.A.L. - Audi Saradar Group will redeem all of its Series "A" Preferred Shares at U.S. $ 25.00 per Series "A" Preferred Share.
The board of directors approved this decision on March 29, 2007

Daily Bulletin- 07/06/2007

• **Bank Audi S.A.L. - Audi Saradar Group dividends' distribution**

The Annual General Meeting of Shareholders held on April 18, 2007 decided to distribute dividends, net of 5% distribution tax, as follows:

- USD 2.85 per share for shareholders carrying Preferred Shares class "A"
- USD 2.078125 per share for shareholders carrying Preferred Shares class "C"
- USD 7.3625 per share for shareholders carrying Preferred Shares class "D"
- LBP 2506.21875 per share for shareholders carrying Common Shares

Payment will be executed by MidClear starting April 25, 2007 for shareholders of record on 18/04/2007 (Last Trading Date), as stipulated by the register of the mentioned company.

Daily Bulletin- 19/04/2007

• **Ordinary General Assembly Meeting dated April 18, 2007:**

The Board of directors of Bank Audi SAL- Audi Saradar Group invites the Ordinary General Assembly of Shareholders to meet at 11:30 A.M. on Wednesday April 18, 2007, at the Bank's Head Office located at Audi Plaza, Bab Idriss, Beirut Commercial Central District.

• **Extraordinary General Assembly Meeting dated April 18th, 2007:**

The Board of directors of Bank Audi SAL- Audi Saradar Group invites the Extraordinary General Assembly of Shareholders to meet at 10:00 A.M. on Wednesday April 18, 2007, at the Bank's Head Office located at Audi Plaza, Bab Idriss, Beirut Commercial Central District:

1- Amendment of the Bank's By-Laws concerning the listing of the Preferred Shares in the Official Financial Market.
2- Other Matters

Daily Bulletin-05/04/2007

• **Circular Nb.241/2007 dated 18/01/2007:**

The Beirut Stock Exchange decided to approve the listing of an additional /142,370/ GDRs related to Bank Audi SAL- Audi Saradar Group, on the official market of the Stock Exchange. Thus the Bank's total number of listed GDRs on the BSE amounted to /9,829,902/ GDRs.