

## **Resolutions adopted by the Extraordinary General Meeting of Shareholders of February 20, 2020:**

All the resolutions set out in the Information Statement dated 23 January 2020 were duly passed:

### **First resolution: Agree to the receipt of USD denominated cash contributions to capital convertible into common shares, and set their amount, terms and conditions:**

**Description:** The Extraordinary General Meeting of Shareholders agreed to the receipt of USD denominated cash contributions to capital for up to USD 209,556,181,35 convertible into common shares, in accordance with terms and conditions listed in their Term Sheet. Cash Contributions are accepted from the holders of Common Shares as listed in the report of the Chairman of the Board.

Conversion, if resolved, is made through the issuance by the Bank of a new common share for every USD 1.11 of Cash Contributions and the nominal value of each new common share is paid through the transfer (from the free LL reserve account to the capital account) of an amount in Lebanese pounds equivalent to the nominal value of such new share. The aggregate USD amount so transferred to the reserve account is not distributable without the approval of the Central Bank of Lebanon.

Associated taxes and fees are payable by the Bank.

### **Second resolution: Conversion of the Cash Contributions into common shares**

**Description:** The Extraordinary General Meeting of Shareholders resolved to convert the cash contributions into common shares, in line with and subject to, abidance by applicable laws and regulations, in particular, the Code of Commerce and the relevant circulars issued by the Central Bank of Lebanon, notably circulars addressing foreign currency positions. Conversion is made through the issuance by the Bank, to the contributing shareholders (as listed in the report of the Chairman of the Board to the General Assembly), of a new common share for every USD 1.11 of Cash Contributions and the nominal value of each new common share is paid through the transfer of said amount, in LL, from the free LL reserve account to the capital account. The USD amount of the Cash Contributions is transferred to a USD denominated reserve account and cannot be distributed or used except with the approval of the Central Bank of Lebanon.

### **Third resolution: Increase the Bank's capital**

**Description:** The Extraordinary General Meeting of Shareholders resolved to increase the Bank's capital following the conversion of the Cash Contributions into common shares (pursuant to its preceding resolution) by LL/315,277,648,370/ through the issuance of /188,789,011/ ordinary shares with a nominal value of LL /1670/ each share.

### **Fourth resolution: Amendment of Articles 6 and 8 of the Bank's By-Laws:**

**Description:** The Extraordinary General Meeting of Shareholders resolved to modify articles 6 and 8 of the Bank's by-laws to reflect the new capital amount and number of shares (pursuant to its preceding resolutions) as follows.

#### **Article 6– Capital (modified):**

The Capital of the Company shall be set at LL /992,878,819,050/ divided into /594,538,215/ nominal shares, with a value of LL /1,670/ each, fully paid up.

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

#### **Article 8 – Type of shares (modified):**

- 1- Shares representing the Company's capital are divided into two categories: Common shares consisting of 588,538,215 shares, and Preferred shares consisting of 6,000,000 shares. These Preferred shares are divided into three categories: 750,000 shares of category H and 2,500,000 shares of category I and 2,750,000 shares of category J.
- 2- All the company's shares are nominal shares and shall be kept with the central depository MIDCLEAR SAL; Ownership, trading, pledges and other rights affecting the shares shall be established by the records of MIDCLEAR SAL.
- 3- All the company's shares may be subscribed to publicly and are tradable on the regulated financial markets. All shares are listed for trading on such markets.

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

**Description:** The Extraordinary General Meeting of Shareholders of Bank Audi sal resolves that entry into effect of all the foregoing resolutions is subject to the approval of the Central Bank of Lebanon, on them all, collectively and concomitantly. The Board of Directors will verify that said approval has been obtained.

**Sixth resolution: 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:**

**Description:** The Extraordinary General Meeting of Shareholders resolves to grant the Chairman of the Board of Directors and General Manager Mr. Samir Hanna (acting singly) or any two Directors – General Managers (acting jointly) the necessary powers to carry out all necessary actions to implement the foregoing resolutions.

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