

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

**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,

Samir Hanna  
Chairman - General Manager

# Bank Audi

## INFORMATION STATEMENT

### Table of Contents

	<b>Page</b>
<b>AVAILABLE INFORMATION</b> .....	3
<b>VOTING RIGHTS OF HOLDERS</b> .....	3
<b>SUMMARY BACKGROUND INFORMATION</b> .....	3
<b>VOTING INSTRUCTIONS</b> .....	8
<b>INFORMATION REGARDING BANK AUDI S.A.L.</b> .....	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 and 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-distributable Reserves appropriated to Capital increase" in US Dollars	165,414,107

- (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, 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:

<b>Loans to related parties</b>		<i>Amounts in billions of LL</i>
<i>(as per Article 152 of the Lebanese Code of Money and Credit)</i>		
<b>Total Gross Amount</b>	<b>12.5</b>	
Out of which	1.7	Covered by cash collateral in the same currency as the related loan
<b>Total Amount net of cash collateral</b>	<b>10.8</b>	
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.
<b>Total Amount net of cash collateral, housing loans and car loans</b>	<b>2.4</b>	
Out of which	1.5	Covered by real estate mortgages with a sufficient coverage in compliance with applicable regulation and market practice.
<b>Total Net Amount of loans to related parties</b>	<b>0.9</b>	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 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
<p><b>Mr. Samir N. Hanna</b> Age: 77 – Lebanon Director since August 1990</p>	<p><b>Samir Hanna</b> 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.</p> <p>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.</p> <p>As Group Chief Executive Officer, he heads all aspects of the Bank’s Executive Management.</p>
<p><b>Dr. Marwan M. Ghandour</b> Age: 78 – Lebanon Director since March 2000</p>	<p><b>Marwan Ghandour</b> 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.</p> <p>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.</p> <p>Marwan Ghandour holds a PhD in Economics (Econometrics) from the University of Illinois (Post-doctorate research at Stanford University).</p>
<p><b>Mr. Marc J. Audi</b> Age: 64 – Lebanon Director since March 1996</p>	<p><b>Marc Audi</b> 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.</p> <p>Marc Audi started his banking career in 1981. He 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).</p> <p>Marc Audi currently serves as member of the Board of Directors of Banque Audi (Suisse) SA and of several other affiliates of the Bank Audi Group.</p> <p>Marc Audi holds a Master’s of Business Administration from the University of Paris IX – Dauphine.</p>

<p><b>Dr. Imad I. Itani</b> Age: 60 – Lebanon Director since June 2002</p>	<p><b>Imad Itani</b> 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.</p> <p>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.</p> <p>Imad Itani headed the Retail business line and Islamic Banking of the Bank Audi Group from 2004 until 2020.</p> <p>He chaired and sat on the Board of Directors of several bank affiliates of the Bank Audi Group.</p> <p>Imad Itani holds a PhD in Economics from the University of Chicago.</p>
<p><b>Sheikha Mariam N. Al Sabbah</b> Age: 73 – Kuwait Director since March 2001</p>	<p><b>Sheikha Mariam Al Sabah</b> 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.</p> <p>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.</p>
<p><b>Mr. Abdullah I. Al Hobayb</b> Age: 79- Saudi Arabia Director since April 2010</p>	<p><b>Abdullah Al Hobayb</b> 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 &amp; 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.</p> <p>Abdullah Al Hobayb holds a Master’s degree in Electrical Engineering from Karlsruhe University in Germany.</p>
<p><b>Dr. Khalil M. Bitar</b> Age: 79 – Lebanon Director since April 2010</p>	<p><b>Khalil Bitar</b> 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.</p> <p>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.</p> <p>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.</p> <p>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.</p>
<p><b>Sherine R. Audi</b> Age: 61 - Lebanon Director since April 2017</p>	<p><b>Sherine Audi</b> is the General Manager of Bank Audi France sa (“BAF”), the French subsidiary of the Bank. She started her banking career in 1980 at BAF, now a fully owned subsidiary of Bank Audi sal.</p>

	<p>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.</p> <p>Sherine Audi holds a diploma of Certified Director (by Sciences Po. Paris, jointly with the French Institute of Directors).</p>
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(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 fees 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.

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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 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](http://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](mailto: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](mailto:Corporate.Secretary@bankaudi.com.lb)

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