

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

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

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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.

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:
 - o 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
 - o The "Management Discussion and Analysis" which summarizes the Bank's activity during the year ended December 31, 2022;
 - o 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
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