BANK AUDI S.A.L.

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

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 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,

Sherine Audi
Chair of the Board of Directors

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

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;

(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),
- 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 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;

(iv) 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;

(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, 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 *Amounts in millions of LL*
(as per Article 152 of the Lebanese Code of Money and Credit)

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.

(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 2025, 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, 2025 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 "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 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 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:

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