

البنك الأهلي
ahlibank



Invitation

to the Shareholders

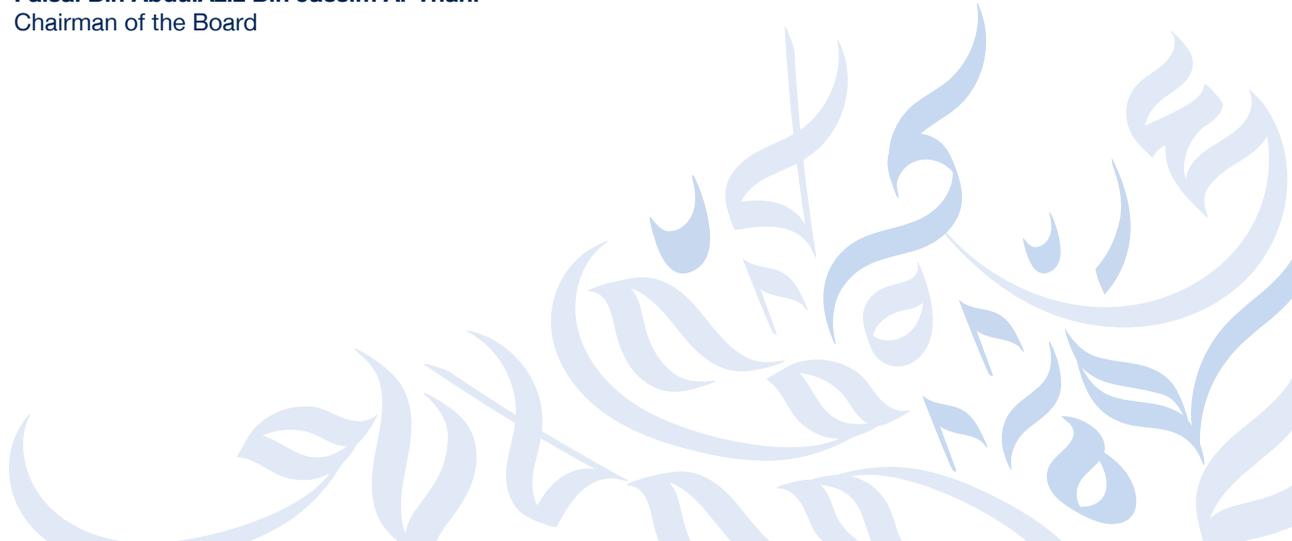
to attend the
Ordinary and Extraordinary
General Meetings



The Board of Directors of Ahli Bank QPSC (the “Bank”) is pleased to invite the valued shareholders to attend the Annual General Meeting to be held on Monday 30/03/2026 at 4:30 pm, at Al Wajba Ballroom, La Cigale Hotel, Doha, Qatar and/or through visual communication, to be immediately followed by an Extraordinary General Meeting, to discuss the below Agenda.

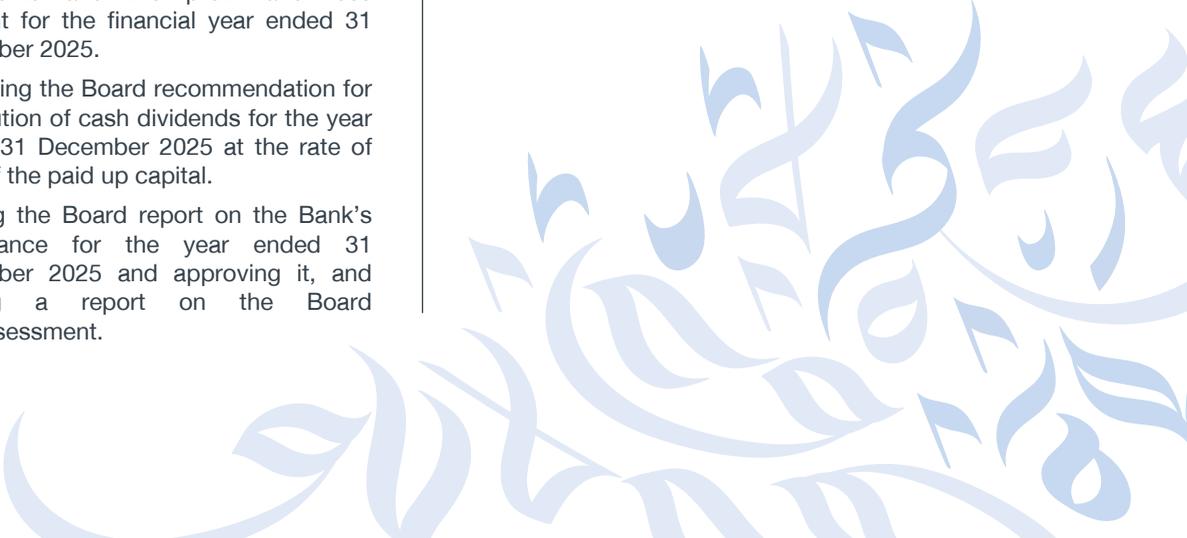
In case the quorum of either of the Annual General Meeting or the Extraordinary General Meeting is not met, the second adjourned meeting shall be held at the same venue on Monday 06/04/2026 at 4:30 pm.

Faisal Bin AbdulAziz Bin Jassim Al-Thani
Chairman of the Board



Agenda of the Annual General Meeting



- 1) Hearing the statement of the Board about the Bank's operations and its financial position for the financial year ended 31 December 2025 and approving them, and to discuss the Bank's future plans.
 - 2) Hearing the Auditor's Report for the audited financials and the final accounts for the year ended 31 December 2025 and approving it.
 - 3) Hearing and discussing the Auditor's Report on the Governance of the Bank.
 - 4) Hearing and discussing the auditor's report on internal control in the Bank.
 - 5) Discussing and approving the financial statements and the profit and loss account for the financial year ended 31 December 2025.
 - 6) Approving the Board recommendation for distribution of cash dividends for the year ended 31 December 2025 at the rate of 25% of the paid up capital.
 - 7) Hearing the Board report on the Bank's governance for the year ended 31 December 2025 and approving it, and hearing a report on the Board self-assessment.
 - 8) Discharging the Chairman and members of the Board of Directors from any liability for the financial year ended 31 December 2025, and approving their remuneration.
 - 9) Approving the appointment of the external auditor of the Bank for the financial year 2026 and to approve its fees.
 - 10) Electing eight board members, for 3 years for the BOD period of (2026 - 2028), of the candidates who fulfilled the nomination requirements, and approved by Qatar Central Bank; (i) five non-independent members holding 1% of the Bank's shares, and (ii) three independent members.
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Agenda of the Extraordinary General Meeting



- 1) Approving the Board of Directors proposal regarding amendment of Articles No. (1, 28, 29, 47, 66 & 71) of the Bank's Articles of Association as per the details in the attached Schedule I.
- 2) Approving continuation of the bond programme for the value of \$2 billion that includes: (i) issuance of different financial instruments including European Medium Term Bonds (EMTN) in US dollars or other currencies, and /or (ii) certificates of deposit and commercial papers in US dollars or other currencies, either directly from the bank or through a wholly owned subsidiary of the Bank ("Special Purpose Vehicle") to be guaranteed by the Bank, and the issued instruments to be listed in international markets including Ireland Stock Market, London Stock Exchange, or Qatar Stock Exchange, whether on one or several tranches, provided that issuances shall not exceed the total value of the programme subject to the ceiling determined by the applicable laws and to authorise the Board of Directors to update the programme from time to time, and to pay any tranche on its maturity date and to re-issue in accordance with the terms and conditions of the programme, and to determine the size and manner as may be specified by the Board of Directors, in compliance with the instructions of the regulatory authorities. And to authorize the Board of Directors with such authorities as may be necessary and required to update and launch the programme and to determine the appropriate time for issuance, and to deposit any financial instruments through domestic or

foreign private placements, and to approve the details and conditions relating to the issuance, including the payment of all expenses and fees necessary for the issuance and to obtain all the necessary approvals from Qatar Central Bank and any other governmental or non-governmental bodies, and the Board shall have the right to enter into any agreement and to delegate any of its authorities as the Board deems appropriate to complete all such procedures.

- 3) Approving continuation of the bond programme for the value of QR 1 billion that includes issuance of different financial instruments, either short term, medium term, or long term bonds, and/or certificates of deposit and commercial papers in Qatari Riyals, either directly from the bank or through a wholly owned subsidiary of the Bank ("Special Purpose Vehicle") to be guaranteed by the Bank, and the issued instruments to be listed in Qatar Stock Exchange, or to be dually listed in Qatar Stock Exchange and London Stock Exchange (as may be permitted by the regulators), whether on one or several tranches, provided that issuances shall not exceed the total value of the programme subject to the ceiling determined by the applicable laws and to authorise the Board of Directors to update the programme from time to time, and to pay any tranche on its maturity date and to re-issue in accordance with the terms and conditions of the programme, and to determine the size and manner as may be

specified by the Board of Directors, in compliance with the instructions of the regulatory authorities. And to authorize the Board of Directors with such authorities as may be necessary and required to update and launch the programme and to determine the appropriate time for issuance, and to deposit any financial instruments through domestic or foreign private placements, and to approve the details and conditions relating to the issuance, including the payment of all expenses and fees necessary for the issuance and to obtain all the necessary approvals from Qatar Central Bank and any other governmental or non-governmental bodies, and the Board shall have the right to enter into any agreement and to delegate any of its authorities as the Board deems appropriate to complete all such procedures.

- 4) To approve authorising the Board of Directors to redeem the outstanding Tier 1 capital notes in the amount of USD 300 Million and to reissue Tier 1 capital notes for an equal value based on the following:
- Structure of the instrument will be in line with market and regulatory requirements for Tier 1 issuance.
 - May be listed on London Stock Exchange or the Irish Stock Exchange or may be unlisted.
 - Callable after 5 years at the Bank's sole discretion.

- It will be junior to the Bank's existing unsubordinated obligations including existing subordinated debt and depositors, and senior to the ordinary shares issued by the Bank.
 - It will be issued directly through the Bank or through wholly owned Special Purpose Vehicle
 - Authorising the Board of Directors to take all the necessary and required actions for the offering and in determining the appropriate time for offering and in determining the appropriate time for offering through private deposits, local or foreign, agreeing to the details and conditions related to the issuance and obtaining the necessary approvals for that from the central bank and any other governmental or non-governmental bodies, with the right to authorize the executive management to take appropriate measures to implement this Tier 1 Capital resolution.
- 5) Approving the authorisation of the Chairman of the Board of Directors, or the Vice Chairman of the Board of Directors, to complete the necessary procedures for the amendment of the Articles of Association in accordance with the above, including attendance and signing before the authentication department at the Ministry of Justice and Ministry of Commerce and Industry and other governmental entities, and to apply any amendment to the Articles of Association as required by the aforementioned authorities even if not presented to the General Assembly.

Notes



- Each shareholder as at 30/03/2026 shall have the right to attend the Bank's General meetings. A shareholder who cannot attend in person is kindly requested to appoint another shareholder (other than a board member) in writing to represent him, and which shall be submitted to the authorised personnel for approval and provided that only original proxies/power of attorney will be accepted. The number of shares held by a shareholder as a proxy should not under any circumstances exceed 5% of the Bank's total shares. Legally incompetent and incapacitated persons shall be represented by their legal representative and the minors shall be represented by the father or the guardian. Representatives of legal entities shall present authorisation letters duly signed and sealed, authorising them to attend the General Assembly meetings of the Bank and to represent such legal entity in this meeting along with a copy of a valid commercial register.
- A detailed statement which includes the information stipulated by Article (122) of the Commercial Companies Law No. 11 of 2015 (as amended), will be made available for shareholders' review at least one week before the General Assembly, at the Compliance Department, Third Floor, Ahli Bank QPSC Head Office – Al Sadd.
- Shareholders wishing to attend through visual communication are requested the contact the Shareholders Affairs Department on numbers 44232393 – 44232612 or via e-mail Shareholder.Relations@ahlibank.com.qa, at least one week before the date of the general assembly to provide them with the requirements to attend.
- Shareholders are requested to attend to the meeting venue, or to log in to the visual communication, one hour before the specified time, in order to facilitate the registration procedures.
- This invitation is legally announced to all shareholders in accordance with Article (121) of the Companies Law No. (11) of 2015 and its amendments, without the need to send individual invitations by mail.

Schedule (I)

THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION



Article No.	Current	Amended
1	<p>The Company has been incorporated in accordance with the Commercial Companies Law no. 5/2002, and its status has been adjusted in accordance with the Commercial Companies Law no. 11/2015 as amended, as well as the provisions of the memorandum of association and articles of association, a Qatari public joint stock company is incorporated by and between the shareholders in accordance with the provisions hereunder.</p>	<p>The Company has been incorporated in accordance with the Commercial Companies Law no. 5/2002, and its status has been adjusted pursuant to the provisions of the Commercial Companies Law No. (11) of 2015 as amended, as well as the provisions of the memorandum of association and articles of association, a Qatari public joint stock company is incorporated by and between the shareholders in accordance with the provisions hereunder.</p> <p>The amendments stated in the addendum authenticated under No. (31338/2025) dated 24/04/2025 have been incorporated herein, and consequently, the addendum has been entirely revoked.</p>
28	<p>Last Paragraph</p> <p>A shareholder who appoints a representative on the Board of Directors shall have the right to remove or replace such representative. Any Board's member may be appointed or removed by the appointing shareholder upon a notice to the Board of Directors, which shall come into force as of the date of serving such notice.</p>	<p>Last paragraph</p> <p>A shareholder who appoints a representative to the Board of Directors shall have the right to remove or replace such representative. Any Board's member may be appointed or dismissed by the appointing shareholder upon a notice to the Board of Directors. The dismissal shall take effect as of the date the Company is notified thereof, whereas the appointment shall take effect after the Company is notified and the necessary approvals are obtained from the Qatar Central Bank and other regulatory authorities, and after the name of the appointed member is recorded in the Commercial Register.</p>

SCHEDULE (I) (continued)

The proposed amendments to the Articles of Association

Article No.	Current	Amended
29	<p>First Paragraph</p> <p>Qatar Investment Authority may appoint in writing a substitute director out of its allocated percentage and whose appointment shall come into effect as of the date of notification to the Company and after obtain the necessary approvals from Qatar Central Bank and other regulatory authorities on the substitute's appointment, and may thereafter withdraw such appointment at any time by a written notice to the Company, and which shall come into effect as of the date of service to the Company. Attendance of the substitute director shall count for quorum. Such substitute shall have the right to vote. In case a director fails to attend a board meeting, he may authorize another director for the purpose of such meeting.</p>	<p>First Paragraph</p> <p>Qatar Investment Authority may appoint in writing a substitute director out of its allocated percentage and whose appointment shall come into effect as of the date of notification to the Company and after obtain the necessary approvals from Qatar Central Bank and other regulatory authorities on the substitute's appointment, and may thereafter withdraw such appointment at any time by a written notice to the Company, which shall become effective as of the date the Company is notified thereof and upon obtaining the necessary approvals from the Qatar Central Bank and other regulatory authorities and the registration of the member's name in the Commercial Register. Attendance of the substitute director shall count for quorum. Such substitute shall have the right to vote. In case a director fails to attend a board meeting, he may authorize another director for the purpose of such meeting.</p>
47	<p>Second Paragraph</p> <p>All resolutions taken by the Extraordinary General Assembly as regards the matters referred above shall be recorded in the commercial register.</p>	<p>Second Paragraph</p> <p>In the event a resolution is adopted approving any of the matters referred to in Article (137) of the Commercial Companies Law as amended, such resolution shall be reflected in the Commercial Register.</p>

SCHEDULE (I) (continued)

The proposed amendments to the Articles of Association

Article No.	Current	Amended
66	Subject to the approval of the Companies Control Department, the Company shall publish bi-annual financial reports in the daily local Arabic newspapers and on the website to inform shareholders, provided that such reports shall be audited by the auditor and may not be published except after the approval of the Companies Control Department.	The Company shall publish periodic financial reports in daily local newspapers issued in Arabic and on its website for the information of shareholders. The frequency of publication shall be determined in accordance with regulatory instructions, and such reports shall be audited by the external auditor.
71	Paragraph no. (6) A consensus of all shareholders to early dissolution of the Company, except where the Memorandum of Association provides for a certain majority.	Paragraph no. (6) Approval by shareholders representing at least seventy-five percent (75%) of the Company's share capital to dissolve the Company prior to the expiry of its term.

