



Invitation

to the Shareholders to attend the Ordinary and Extraordinary General Meetings

The Board of Directors of Ahli Bank QSC (the “Bank”) is pleased to invite the valued shareholders to attend the Annual General Meeting to be held on Tuesday 20/02/2018 at 4:30 pm, at Le Crillon Ballroom, La Cigale Hotel, Doha, Qatar, to be immediately followed by an Extraordinary General Meeting, to discuss the following Agendas.

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 Sunday 25/02/2018 at 6:30 pm.

**Faisal Bin AbdulAziz
Bin Jassem Al-Thani**
Chairman & Managing Director

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 2017 and approving them, and to discuss the Bank's future plans.
2. Hearing the Auditor's Report for the audited financials and the final account for the year ended 31 December 2017 and approving it.
3. To discuss and approve the financial statements for the financial year ended 31 December 2017 and approving them.
4. To approve the Board's recommendation for distribution of cash dividends for the year 2017 to the registered shareholders as at the AGM at the rate of 10%, and in the form of free shares of 5%.
5. Hearing the Board report on the Bank's governance for the year 2017 and approving it.
6. To absolve the Chairman and members of the Board of Directors of any liability in the discharge of their duties and responsibilities for the financial year ended 31 December 2017 and to approve their fees.
7. To approve the appointment of the external auditor of the Bank for the financial year 2018 and to approve its fees.

Agenda of the Extraordinary Annual General Meeting

1. To approve the increase of the Bank's capital by the number of free shares approved by the AGM's resolution equal to 5% amounting to 10,017,164 shares, such that the Bank's capital becomes 210,360,435 shares.
2. To amend articles (6 and 7) of the Bank's memorandum of association and article (6) of the Bank's articles of association to reflect the capital increase.
3. Approval of the amendment of the Bank's Memorandum of Association and Articles of Association as follows:
 - i) Amend the Bank's Memorandum of Association and Articles of Association so as to replace Qatar Foundation for Education, Science and Community Development by Qatar Investment Authority wherever it appears in the Memorandum of Association and the Articles of Association and to amend articles (6 and 7) of the Memorandum of association and articles (6), (7), (26), (27), and (29) of the Articles of Association to reflect that.

- ii) Amend Articles (8), (27), (29), (31), (51) and (53) of the Bank's Articles of Association or any other amendment to its articles as maybe required by the regulatory authorities to comply with the corporate governance of companies and legal entities listed in the main market issued by the Qatar Financial Markets Authority board resolution No. (5) of 2016.
4. Approve the authorisation to the Chairman of the Board of Directors, or the Vice Chairman or the Executive Manager of the Legal Department, Mr. Mohamed Abdunabi Mahmoud Aof, to complete the necessary procedures for the amendment of the Articles of Association and the Memorandum of Association in accordance with the above, including attendance and signing before the authentication department at the Ministry of Justice and Ministry of Economy and Trade and other governmental entities.

Notes

- Every registered shareholder as at 20/02/2018 shall have the right to attend the Bank's General Assembly 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. The number of shares held by a shareholder as a proxy should not under any circumstances exceed 5% of the 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 meeting of the Bank and to represent such legal entity in this meeting along with a copy of a valid commercial register.
- A statement that includes the information stipulated by Article (122) of the Commercial Companies Law No. 11 of 2015 including amounts received by the Chairman and Directors of the Board as remuneration, fees, credit facilities, and benefits, will be available for the shareholder's review at least one week before the General Assembly, at the Compliance Department, Second Floor, Ahli Bank QSC Head Office – Al Sadd.
- Shareholders are requested to attend the meeting one hour before the specified time, in order to facilitate the registration procedures.