



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 Monday 25/02/2019 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 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 04/03/2019 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 2018 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 2018 and approving it.
3. To discuss and approve the financial statements for the financial year ended 31 December 2018 and approving them.
4. To approve the Board’s recommendation for distribution of cash dividends for the year 2018 to the registered shareholders as at the AGM at the rate of 10%, and in the form of free shares of 10%.
5. Hearing the Board report on the Bank’s governance for the year 2018 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 2018 and to approve their fees.
7. To approve the appointment of the external auditor of the Bank for the financial year 2019 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 10% amounting to 21,036,043 shares, such that the Bank’s capital becomes 231,396,478 shares, and to amend Article (6) of the Bank’s Articles of Association to reflect the capital increase.
2. To approve the change of nominal value per share to become one Riyal per share instead of ten Riyals per share pursuant to the instructions of Qatar Financial Markets Authority in their letter No. (2019100169) dated 6/1/2019 and amending Article (6) of the Articles of Association to reflect that.
3. To approve allowing foreigners to own up to a maximum of 49% of the Bank’s capital, and adding a paragraph in Article (7) of the Bank’s Articles of Association to reflect that.
4. To approve the amendment of Article (27) of the Articles of Association to exclude Qatar Investment Authority from depositing guarantee shares to guarantee the membership of the two directors who represent it in the Board of Directors.
5. To approve the amendment of Article (52) of the Articles of Association such that in case a resolution which relates to the

dissolution, liquidation, transformation, merger or acquisition of the Company or sale of the project for which the Company was created or its disposal in any manner, such resolution shall only be valid if approved by shareholders representing 75% of the Company’s capital.

6. To approve the amendment of Article (54) of the Articles of Association such that its contents are compatible with the amendment to Article (52).
7. To approve the authorisation of the Chairman of the Board of Directors, or the Vice Chairman of the Board of Directors or the Executive Director of the Legal Department, Mr. Mohamed Abdunnabi 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 shareholder as at 25/02/2019 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.

Proposed Amendments to the Articles of Association

Article (6) before amendment

The share capital of the Company is QAR 2,103,604,350 (Two billion one hundred three million six hundred and four thousand and three hundred fifty) Qatari Riyals divided into 210,360,435 (two hundred ten million three hundred sixty thousand and four hundred thirty five) shares with the par value of ten Qatari Riyals per each as follows:

Name	Number of Shares	Par Value of Shares
Qatari Individuals, Institutions and Others	111,360,673	1,113,606,730
Qatar Investment Authority	61,877,335	618,773,350
Qatar Holding	37,122,427	371,224,270
Total	210,360,435	2,103,604,350

Article (7) before amendment

Except for Qatar Investment Authority or Qatar Holding, no natural or juridical person may subscribe to more than three percent (3%) of the share capital of the Company or own, at any time, in excess of such percentage other than by way of inheritance or will.

Article (27) before amendment

The Directors of the Board appointed by Qatar Investment Authority, and the Independent Director appointed in accordance with Article (26) hereof shall be excluded from Clause (3) above. Qatar Investment Authority shall deposit not less than 20% of its share in the share capital of the Company as guarantee for its representative directors, and such deposited guarantee shares shall not be subject to trading, pledge or attachment until the termination of membership term and approval of the financial statements for the last financial year in which the Director discharged his duties.

Article (6) after amendment

The share capital of the Company is QAR 2,313,964,780 (Two billion three hundred thirteen million nine hundred sixty four thousand and seven hundred eighty) Qatari Riyals divided into 2,313,964,780 (Two billion three hundred thirteen million nine hundred sixty four thousand and seven hundred eighty) shares having a par value of one Qatari Riyals per each share.

Article (7) after amendment

Except for Qatar Investment Authority or Qatar Holding, no natural or juridical person may subscribe to more than three percent (3%) of the share capital of the Company or own, at any time, in excess of such percentage other than by way of inheritance or will.

Subject to the maximum permitted ownership limits per person under the first paragraph of this Article, foreigners may own up to 49% of the total shares of the Company.

Article (27) after amendment

The Independent Director appointed in accordance with Article (26) hereof and Qatar Investment Authority for the two members of the Board appointed by it shall be excluded from Clause (3) above. The guarantee shares shall not be subject to trading, pledge or attachment until the termination of membership term and approval of the financial statements for the last financial year during which the Director discharged his duties.

Article (52) before amendment

An Extraordinary General Assembly meeting shall only be valid if attended by shareholders representing at least three quarters of the capital of the Company. If this quorum is not present, the General Assembly shall be called to another meeting to be held within 30 days following the date of the first meeting. The second meeting shall be valid if attended by shareholders representing half the capital of the Company. If the quorum is not present in the second meeting, an invitation shall be sent for a third meeting to be held after 30 days of the date of the second meeting. The third meeting shall be valid regardless of the number of present shareholders. If the matter is related to the dissolution, liquidation, transformation or merger of the Company, or if the project for which the Company is founded is sold or otherwise disposed of, a meeting shall be valid only if attended by a number of shareholders representing at least three quarters of the capital.

The Board of Directors shall publish the resolutions of the Extraordinary General Assembly if they included amendment to the Articles of Association.

Article (54) before amendment

The Ordinary and Extraordinary General Assemblies' resolutions shall be taken by the absolute majority of the votes represented in the meeting.

Article (52) after amendment

1. An Extraordinary General Assembly meeting shall only be valid if attended by shareholders representing at least three quarters of the capital of the Company. If this quorum is not present, the General Assembly shall be called to another meeting to be held within 30 days following the date of the first meeting. And save for the exclusion in Clause (2) of this Article (52), the second meeting shall be valid if attended by shareholders representing half the capital of the Company. If the quorum is not present in the second meeting, an invitation shall be sent for a third meeting to be held after 30 days of the date of the second meeting. The third meeting shall be valid regardless of the number of present shareholders.
2. If the matter is related to the dissolution, liquidation, transformation, merger, or acquisition of the Company, or if the project for which is Company is founded is sold or otherwise disposed of, a meeting shall be valid only if attended by a number of shareholders representing at least three quarters of the capital and the resolutions in any of the cases referred to in this Clause 2 shall not be valid unless it is approved by shareholders representing 75% of the Company's capital. The Board of Directors shall publish the resolutions of the Extraordinary General Assembly if they included amendment to the Articles of Association.

Article (54) after amendment

Save as stated in Clause (2) of Article (52), the Ordinary and Extraordinary General Assemblies' resolutions shall be taken by the absolute majority of the votes represented in the meeting.