

البنك الأهلي
ahlibank



Invitation

to the Shareholders
to attend the Ordinary
and Extraordinary
General Meetings

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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 Wednesday 26/02/2020 at 4:00 pm, at Le Crillon Ballroom, La Cigale Hotel, Doha, Qatar, to be immediately followed by an Extraordinary General Meeting, to discuss the following 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 Wednesday 04/03/2020 at 6:30 pm.

Faisal Bin AbdulAziz Bin Jassim 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 2019 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 2019 and approving it.
3. To discuss and approve the financial statements and the profit and loss account for the financial year ended 31 December 2019.
4. To approve the Board's recommendation for distribution of cash dividends for the year 2019 to the registered shareholders as at the AGM at the rate of 15%, and in the form of free shares of 5%.
5. Hearing the Board report on the Bank's governance for the year 2019 and approving it.
6. To discharge the Chairman and members of the Board of Directors of any liability for the financial year ended 31 December 2019 and to approve their fees.
7. To approve the appointment of the external auditor of the Bank for the financial year 2020 and to approve its fees.
8. To elect six members of the Board of Directors from the qualified candidates, for a period of three years from 2020 to 2022.

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 115,698,239 shares, such that the Bank's capital becomes 2,429,663,019 shares, and to amend Article (6) of the Bank's Articles of Association to reflect the capital increase.
2. To approve 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 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 Commerce and Industry and other governmental entities.
3. To approve authorising the Board of Directors to arrange the issuance of Tier 1 capital notes in the amount of USD 300 Million to reinforce the Bank's capital 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.

Agenda of the Extraordinary Annual General Meeting (continued)

- 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 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 authorise the Executive Management to take appropriate measures to implement this Tier 1 Capital resolution.
4. To approve the establishment of a stock option programme and to delegate the Board of Directors to establish the programme in accordance with the provisions of the applicable laws and to obtain the necessary approvals.

Proposed Amendments to the Articles of Association

Article (6) before amendment	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.	The share capital of the Company is QAR 2,429,663,019 (Two billion four hundred twenty nine million six hundred sixty three thousand and nineteen) Qatari Riyals divided into 2,429,663,019 (Two billion four hundred twenty nine million six hundred sixty three thousand and nineteen) shares having a par value of one Qatari Riyals per each share.

Notes

- Every shareholder as at 26/02/2020 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, and which shall be submitted to the authorised personnel for approval and provided that only original proxies will be accepted. 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 QPSC Head Office – Al Sadd.
- Shareholders are requested to attend the meeting one hour before the specified time, in order to facilitate the registration procedures.