

البنك الأهلي  
ahlibank



# Invitation

to the Shareholders to attend the  
Ordinary and Extraordinary  
General Meetings

[ahlibank.com.qa](http://ahlibank.com.qa)

Ahli Bank QPSC, Al Sadd, P.O. Box 2309, Doha, Qatar

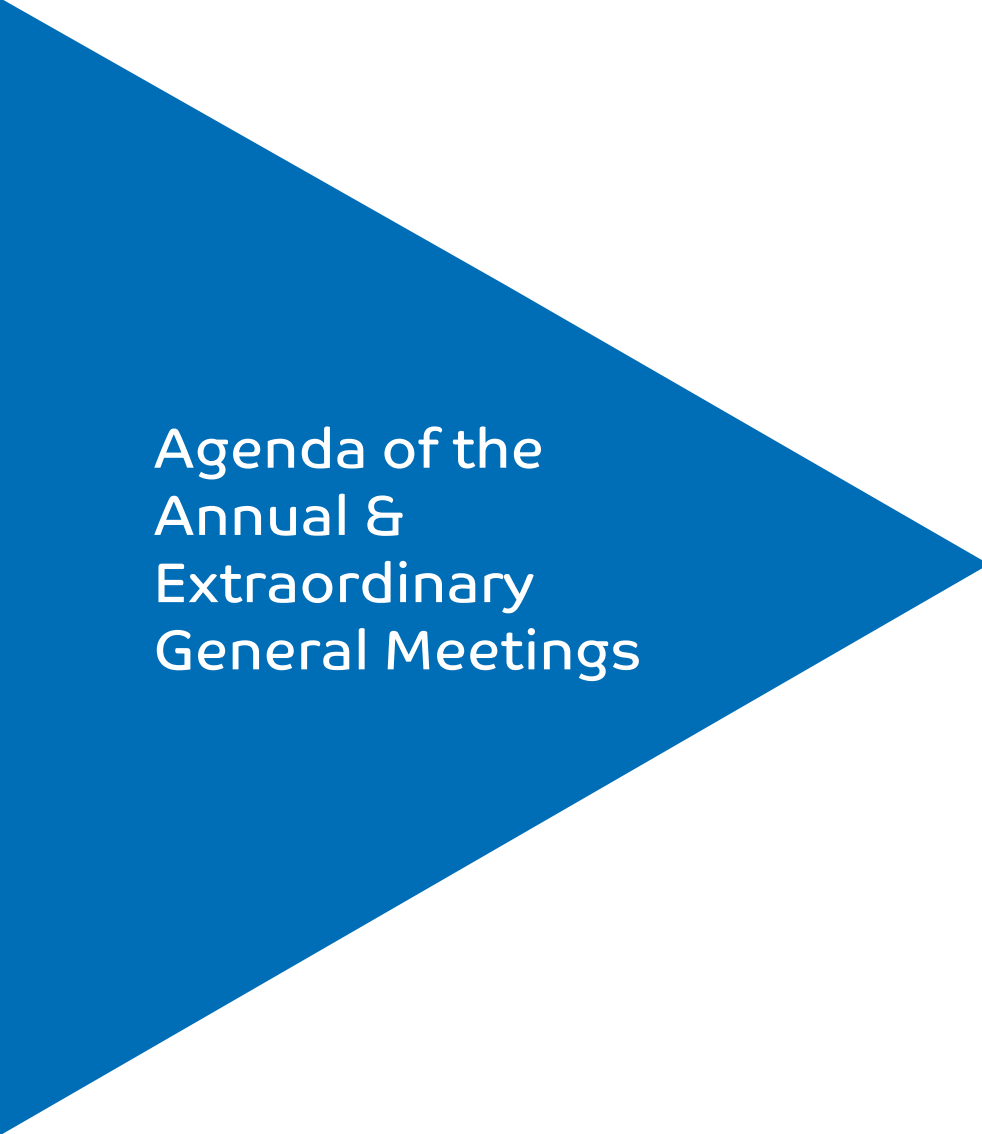
**Tel** +974 4423 2222 **Fax** +974 4444 4652

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, 24/02/2021 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 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 Sunday, 07/03/2021 at 6:30 pm.

[Faisal Bin AbdulAziz Bin Jassem Al-Thani](#)

Chairman & Managing Director

A large blue arrow graphic pointing to the right, starting from the left edge of the page and ending in a point on the right side. The text is centered within the arrow's body.

Agenda of the  
Annual &  
Extraordinary  
General Meetings

## 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 2020 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 2020 and approving it.
3. Hearing and discussing the auditor's report on internal control in accordance with the requirements of Article (24) of the Governance Code for Companies and Legal Entities Listed in the Main Market issued by QFMA Board Decision No. 05/2016.
4. To discuss and approve the financial statements and the profit and loss account for the financial year ended 31 December 2020.
5. To approve the Board recommendation for distribution of cash dividends for the year 2020 at the rate of 15%.
6. Hearing the Board report on the Bank's governance for the year 2020 and approving it.
7. To discharge the Chairman and members of the Board of Directors from any liability for the financial year ended 31 December 2020 and to approve their remuneration.
8. To approve the appointment of the external auditor of the Bank for the financial year 2021 and to approve its fees.

## Agenda of the Extraordinary General Meeting

1. To reconfirm the previous approval for the issuance of Tier one capital bonds (qualifying as additional tier one capital) at a value of \$300 million to strengthen the Bank's capital base pursuant to the approval of the Extraordinary General Meeting held on February 26, 2020, and to authorise the Board of Directors to take all the required and necessary actions to issue the bonds and to determine the appropriate time for the offering, through private local or foreign placements, and to agree on the terms and conditions related to the issuance and obtain the necessary approvals from Qatar Central Bank and any other governmental or non-governmental authorities, with the right to authorise the Bank's executive management to take appropriate measures to implement the decision in order to issue the tier one capital bonds.
2. Approving the continuation of the \$2 billion medium-term bond programme (EMTN) and authorising 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 after obtaining the necessary approvals.

## Agenda of the Extraordinary General Meeting (continued)

- Amendment of the first clause of Article (7) of the Bank's Article of Association by increasing the ownership percentage from 3% to 5% as follows:

---

### First Clause of 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.

---

### First Clause of Article (7) after amendment

---

Except for Qatar Investment Authority or Qatar Holding, no natural or juridical person may subscribe to more than Five percent (5%) 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.

---

- 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 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.

## Notes

- Every shareholder as at 24/02/2021 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 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.
- In accordance with the preventive measures relating to COVID-19 pandemic, anyone willing to attend the meeting must adhere to the preventive measures imposed and the rules of social distancing.