

البنك الأهلي
ahlibank



INVITATION

TO THE SHAREHOLDERS

TO ATTEND THE ORDINARY AND
EXTRAORDINARY GENERAL MEETINGS



ahlibank.com.qa

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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 Tuesday, 27/02/2024 at 5:30 pm, at Le Crillon 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 Wednesday, 06/03/2024 at 5:30 pm.

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

A blue-tinted photograph of a city skyline, featuring several tall buildings and construction cranes. The image is used as a background for the title page.

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 2023 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 2023 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 2023.
 - 6) Approving the Board recommendation for distribution of cash dividends for the year 2023 at the rate of 25% of the paid up capital.
 - 7) Hearing the Board report on the Bank's governance for the year 2023 and approving it, and presenting 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 2023, and approving their remuneration.
 - 9) Approving the appointment of the external auditor of the Bank for the financial year 2024 and to approve its fees.
 - 10) Discussing and approving the remuneration policy and authorizing the Board to review and amend it from time to time, and the shareholders may review such policy along with other applicable policies through the Bank's website (<https://www.ahlibank.com.qa>) or from the Board Secretary Office at Ahlibank's head office located at Suhaim Bin Hamad St., Al Sadd, 3rd Floor.
 - 11) Electing two board members (one member holding 1% of the Bank's shares and one independent member) of the candidates who fulfilled the nomination requirements and conditions to continue the current Board term (2023-2025).

AGENDA

OF THE EXTRAORDINARY GENERAL MEETING

- 1) Reconfirming the previous approval for establishment of a stock option programme and delegating the board of directors to establish the programme in accordance with the provisions of the applicable laws and to obtain the necessary approvals.
- 2) Approving the Board proposal regarding amendment of Article No. (7) of the Bank's Article of Association as per the details in the attached Schedule I, in respect of increasing the foreigners' ownership limit to be 100%, and after obtaining the necessary approvals.
- 3) Approving continuation of the \$2 billion medium-term bond programme (EMTN) and authorizing 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.

- 4) 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 27/02/2024 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 to 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
7.	Second Paragraph 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.	Second Paragraph Subject to the maximum permitted ownership limits per person under the first paragraph of this Article, foreigners may own up to <u>100%</u> of the total shares of the Company.