

Invitation to the Annual Ordinary and Extraordinary General Meetings

The Board of Directors of Khaleeji Commercial Bank BSC ("KHCBC") CR No.(55133-1) is pleased to invite its shareholders to attend the Annual Ordinary and Extraordinary General Meetings to be held on **Wednesday 30th Shaban 1444 AH, 22nd March 2023 at 10:00 a.m.** via Video Conference Platform, to consider the following agendas:

Annual Ordinary General Meeting Agenda:

- 1) To approve the minutes of the previous Annual Ordinary General Meeting held on 24th March 2022.
- 2) To discuss and approve the Board of Directors' Report on the bank's business activities for the year ended 31st December 2022.
- 3) To read the Shari'a Supervisory Board's Report on the bank's transactions for the year ended 31st December 2022.
- 4) To read and approve the External Auditors' Report for the Accounts for the year ended 31st December 2022.
- 5) To discuss and approve the Financial Statements for the year ended 31st December 2022.
- 6) Approving the recommendation of the Board of Directors to allocate the net profit for the year ended 31st December 2022 as follows:
 - a. Transfer of BD 1,400,689 to the Statutory Reserve.
 - b. Allocation of BD 554,691 for Zakah Fund.
 - c. Transfer of BD 12,051,507 to the Retained Earnings.
- 7) To approve Board of Directors remuneration on the aggregate amount of BD 191,250 for the year ended 31st December 2022, subject to regulatory approvals.
- 8) To authorize, ratify, and approve the transactions carried out during the year ended 31st December 2022, with any related parties or major shareholders of the Bank, as presented in the notes No. (29) of the consolidated audited financial statements, pursuant to Article 189 of the Bahrain Commercial Companies Law.
- 9) To discuss and approve the Corporate Governance Report for the year ended 31st December 2022, and the bank's compliance with CBB requirements.
- 10) To release the Board of Directors from liability in respect of their management of the Bank for the year ended 31st December 2022.
- 11) To appoint / re-appoint the External Auditors to audit accounts for the Financial Year 2023 and delegate the Board of Directors to specify their remuneration, subject to CBB approval.
- 12) Any matters arising in accordance with Article 207 of the Commercial Companies Law.

Extraordinary General Meeting Agenda :

- 1) To approve the minutes of the previous Extraordinary General Meeting held on 24th March 2022.
- 2) To approve amending the Bank's corporate name in the English Language from ("Khaleeji Commercial Bank B.S.C") to ("Khaleeji Bank B.S.C.") and in the Arabic Language from (البنك التجاري الخليجي ش.م.ب) to (البنك الخليجي ب.س.ج.م.ب), subject to CBB approval.
- 3) To approve amendments to reflect item (2) mentioned above in the Memorandum and Articles of Association, subject to obtaining the required regulatory approvals.

- 4) To approve the authorization to Mr. Sattam Alqasbi, the Chief Executive Officer, or whom he delegates to take the necessary actions related to the aforementioned, including the amendments and notarization in the Memorandum and Articles of Association on behalf of the shareholders on the Notary Public in the Kingdom of Bahrain, and to present any documents related to item (2) and (3) mentioned above to the authorities.

Important Notices to shareholders

- 1) To participate in the Meeting, we direct our esteemed shareholders to the below instructions:
 - A) Please send your request to participate in the meeting with a clear copy of the ID or Passport of the Shareholder or his/her representative, as well as the Proxy Form to AGM@khcbonline.com to verify the identity of the participator at least 24 hours before the meeting's commencement. Kindly mention in the same your email address and phone number.
 - B) After receiving all the required documents and information, applicants wishing to attend will receive a link for a Video Conference Platform prior to the above mentioned meeting's date, in order to enable him/her to install the platform on either a smart phone or computer. Activation of Audio and Video Features is also required.
- 2) For the meeting documents and a copy of the proxy form, visit the bank's website: www.khcbonline.com
- 3) The shareholder, whose name is registered in the Bank's shareholders' register at the date of the meeting, is entitled to attend in person or to authorize another through written proxy to attend and vote in the meeting on the shareholder's behalf.
- 4) In case the shareholder is a company, the agent who attends the meeting must present a proxy from the shareholder, proving the authorization. The proxy must be in writing, issued by an authorized person in the shareholdering company, stamped with the company's stamp, and presented before the deadline to submit the proxy.
- 5) The proxy must be deposited in the bank, East Tower, Bahrain Financial Harbor, P.O. Box 60002, Tel: 17 50 50 50, 24th floor, or in **KFin Technologies (Bahrain) WLL**, 7th floor office in Al Zamil Tower, Office 74, Government Street, P.O.Box 514, Manama, Kingdom of Bahrain, Tel: 17 21 50 80, Fax: 17 21 20 55, or by E-mail: bahrain.helpdesk@kfintech.com. The deadline must be no later than 24 hours before the meeting.
- 6) No member of the Board of Directors or employees of the Bank may be delegated, in accordance with the provisions of Article (203) of the Bahraini Commercial Companies Act No. (21) of 2001.
- 7) In the event that the quorum is not reached at the above-scheduled meeting, a second meeting will be held on Wednesday, 7th Ramadan 1444 AH, 29th March 2023, as well as in case the quorum was not completed at the second meeting, a third meeting will be held on Wednesday, 14th Ramadan 1444 AH, 5th April 2023, at the same time and place.

For inquiries, please contact the Compliance Department at **+973 17 50 55 41** or by Email compliance@khcbonline.com


Hisham Ahmed Al Rayes
Chairman