

The Board of Directors of Khaleeji Bank B.S.C. ("KHALEEJI") is pleased to invite its shareholders to attend the Extraordinary General Meeting to be held on **Monday 23rd Shaban 1445 H, 4th March 2024 at 11:00 a.m.** at Harbour Row Tower, Building 1436, Road 4626, Block 346, Sea front - Manama, Bahrain, to consider the following agenda:

Extraordinary General Meeting Agenda:

- 1) Approving the minutes of the previous Extraordinary General Meeting held on 22nd March 2023.
- 2) Approving the proposal submitted by the Board of Directors to convert 47% of Additional Tier 1 Capital Sukuk which was approved to be issued in the meeting of the Extraordinary General Meeting held on 25 March 2020 ("Additional Tier 1 Capital Sukuk") having a par value of USD 74,962,912 into 282,610,178 ordinary shares representing 25% of the Bank's issued and paid capital (excluding treasury shares), after obtaining Central Bank of Bahrain's approval.
- 3) Approving the proposal submitted by the Board of Directors to redeem the remaining 53% of the Additional Tier 1 Capital Sukuk in cash before its maturity date after conducting the necessary amendments on the relevant documents and authorizing the Board to conclude all necessary decisions in relation thereof, subject to obtaining Central Bank of Bahrain's approval.
- 4) Approving the increase in the Bank's issued and paid up capital by an amount of up to BHD 28,261,018 distributed among up to 282,610,178 shares, whereby the Bank's capital shall be up to BHD 113,044,071 distributed among up to 1,130,440,712 shares with a nominal value of 100 Fils per share (excluding 47,588,090 treasury shares), subject to obtaining Central Bank of Bahrain's approval.
- 5) Approving the amendments to the Article (10) of the Memorandum of Association and Article (6) of the Deed of Association of the Bank as necessary to permit the Bank to increase the issued and paid up share capital of the Bank from BD84,783,053 to BD 113,044,071 subject to obtaining Central Bank of Bahrain's approval, and accordingly both Articles will read as follows "The Company's issued and paid up capital is set at BD 113,044,071 distributed over 1,130,440,712 shares with a nominal value of one hundred (100) fils per share".
- 6) Approving the waiver of pre-emptive rights in relation to the above-mentioned increase in issued and paid up capital of the Bank.
- 7) Approving to authorize the Bank's CEO, Mr. Sattam Sulaiman Algosaiibi, or his delegate to conduct and execute any action as may be necessary in connection with the above resolutions and sign on the Bank's amended constitutional documents on behalf of the shareholders before the notary office in the Kingdom of Bahrain and provide any documents as may be requested by official bodies in relation to the resolutions above, including but not limited to:
 - 7.1 Prepare, execute, deliver, notarize, publish, and distribute or cause to be prepared, executed, delivered, and filed any documents, applications, exhibits, notices, supplements, and/or amendments (and related documents) in connection with the above resolutions;
 - 7.2 Liaise, discuss, and agree with any regulatory authorities including but not limited to the Central Bank of Bahrain, the Bahrain Ministry of Industry & Commerce, Capital Markets Supervision Directorate, and Bahrain Bourse on any matters relating to the above resolutions;
 - 7.3 Make any announcements and issue publications in connection with the above resolutions; and
 - 7.4 to allot shares in the Bank.
- 8) Discuss any other matter in accordance with Article 207 of the Commercial Companies Law.

Important Notices to shareholders

- 1) To participate in the Meeting, we direct our esteemed shareholders to send a request with a clear copy of the ID or Passport of the Shareholder or his/her representative, as well as the Proxy Form to **compliance@khaleeji.bank** 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.
- 2) For the meeting documents and a copy of the proxy form, visit the bank's website: **www.khaleeji.bank**
- 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 person through written proxy to attend and vote in the meeting on the shareholders' 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 shareholding 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, Bahrain Financial Harbour District, GFH Tower, 6th Floor, Building 1411, Road 4626, Block 346, P.O. Box 60002, Sea Front - Manama, 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: 17215080, Fax: 17212055, 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 Monday 1st Ramadan 1445 H, 11th March 2024, as well as in case the quorum was not completed at the second meeting, a third meeting will be held on Monday 8th Ramadan 1445 H, 18th March 2024, at the same time and place.
- 8) We at Khaleeji pay close attention to the requirements of individuals with special needs. As such, should you wish to participate in the meeting, we kindly ask you to inform the bank 14 days before the date of the Extraordinary General Meeting to ensure your participation with ease.
- 9) Post successful completion of the increase of capital referred to in item 4, the combined shareholding of existing shareholders of the bank will dilute by 25%.

For inquiries, please contact the Compliance Department at **+973 17505541** or by Email **compliance@khaleeji.bank**

Hisham Al Rayes
Chairman