

The Board of Directors of Khaleeji Bank B.S.C. ("KHALEEJI") is pleased to invite its shareholders to attend the General Meeting to be held on **Monday 15th Ramadan 1445 H, 25th March 2024 at 9:30 p.m.** at Harbour House Row Towers, Building 1436, Road 4626, Block 346, Sea front Manama, Bahrain, to consider the following agenda:

General Meeting Agenda:

- 1) Approving the minutes of the previous meeting of the annual General Meeting held on 22 March 2023.
- 2) Discussing the Board of Director's Report on the Bank's business activities for financial year ended 31 December 2023 and approving it.
- 3) Read and approve the Shari'a Supervisory Board Report on the Bank's activities for the financial year ended 31 December 2023.
- 4) Read and approve the External Auditor's Report on the Bank's financial statements for the year ended 31 December 2023.
- 5) Discussing the Financial Statements for the year ended on 31 December 2023 and approving it.
- 6) Approving the recommendation of the Board to allocate the profit of the year ended 31 December 2023 as follows:
 - 6.1 Transfer of BD 900,316 to the statutory reserve.
 - 6.2 Transfer of BD 7,334,418 to the retained earnings.
 - 6.3 Allocation of BD 768,429 for Zakah Fund.
- 7) Approving the proposal of distributing of Board Remuneration of BD 143,000 for the financial year ended 31 December 2023, subject to obtaining the required regulatory approvals.
- 8) To authorize, ratify, and approve any related party transaction which was conducted during the financial year ended 31 December 2023 as detailed in Financial Statement disclosure number (29) of the Consolidated Financial Statements, pursuant of Article (189) of Bahrain Commercial Companies Law.
- 9) Discussing the Corporate Governance Report for the year ended 31 December 2023, and Bank's compliance with the requirements of Central Bank of Bahrain and approving it.
- 10) Discharging members of the Board of Directors of any liability in lieu of their actions for the year ended 31 December 2023.
- 11) Approving the appointment or reappointment of external auditors for the year 2024 and authorizing the Board of Directors to fix their remuneration, subject to obtaining the approval of Central Bank of Bahrain.
- 12) Appointing 7 Board members and electing 3 Board Members for the upcoming three years, subject to obtaining Central Bank of Bahrain's approval.
- 13) To approve of the proposed amendments to the remuneration framework of the bank (variable remuneration policy and share incentive scheme), and authorizing the Board of Directors to make the necessary amendments to it from time to time, as necessary, subject to the CBB's approval.
- 14) Approving the appointment or reappointment of Sharia Supervisory Board members for the upcoming three years.
- 15) 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 22nd Ramadan 1445 H, 1st April 2024, as well as in case the quorum was not completed at the second meeting, a third meeting will be held on Monday 29th Ramadan 1445 H, 8th April 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 Annual General Meeting to ensure your participation with ease.

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

Hisham Al Rayes
Chairman