KHALEEJI

Proxy

I _____ the undersigned as a Shareholder of Khaleeji Bank,
authorize Mr./Mrs./Ms. _____ with CPR / CR No. _____

The Board of Directors of Khaleeji Bank B.S.C. ("KHALEEJI") is pleased to invite its shareholders to attend the Annual Ordinary and Extraordinary General Meetings to be **held on Monday 17th Ramadan 1446 H, 17th March 2025 at 9:30 p.m.** at Harbour Row Tower, Building 1436, Road 4626, Block 346, Sea front Manama, Bahrain, to consider the following agenda:

Annual Ordinary General Meeting Agenda	Yes	No	Abstain
1) Approving the minute of the previous meeting of the annual General Meeting held on 25th March 2024.	○	○	○
2) Discussing the Board of Director's Report on the Bank's business activities for financial year ended 31st December 2024 and approving it.	○	○	○
3) Read and approve Shari'a Supervisory Board Report on the Bank's activities for the financial year ended 31st December 2024.	○	○	○
4) Read and approve the External Auditor's Report on the Bank's financial statements for the year ended 31st December 2024.	○	○	○
5) Discussing the Financial Statements for the year ended on 31st December 2024 andapproving it.	○	○	○
6) Approving the recommendation of the Board to allocate the profit of the year ended 31st December 2024 as follows:	○	○	○
6.1 Transfer of BD 1,050,288 to the statutory reserve.			
6.2 Transfer of BD 3,210,735 to the retained earnings.			
6.3 Allocation of BD 827,593 for Zakah Fund.			
6.4 To distribute cash dividends on all ordinary shares, excluding treasury shares, at a rate of %5 of the nominal value of the share, equivalent to 5 Fils per share, totaling BD 5,414,264 .			

	Date
Cum-Dividend Date (Last day of trading with entitlement to dividends)	18th March 2025
Ex-Dividend Date (First day of trading without entitlement to dividends)	19th March 2025
Record Date (The day on which all shareholders whose names are on the share register will be entitled to dividends)	20th March 2025
Payment Date (The Day on which the dividends will be paid to the entitled shareholders)	3rd April 2025

7) Approving the proposal of distributing of Board Remuneration of BD 114,050 for the financial year ended 31st December 2024, 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 31st December 2024 as detailed in Financial Statement disclosure number (30) of the Consolidated Financial Statements, pursuant of Article (189) of Bahrain Commercial Companies Law.	○	○	○
9) Discussing the Corporate Governance Report for the year ended 31st December 2024, 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 31st December 2024.	○	○	○
11) Approving the appointment or reappointment of external auditors for the year 2025 and authorizing the Board of Directors to fix their remuneration, subject to obtaining the approval of Central Bank of Bahrain.	○	○	○

	Yes	No	Abstain
12) Reference to the Central Bank of Bahrain's approval dated 11th December 2024, to approve the following	○	○	○
a.The appointment of Mr. Dawood Mohammed Al-Ghul as a member of the Bank's Board of Directors as per paragraph (a) of Article (179) of Bahrain Commercial Companies Law, with his term of membership complementing that of his predecessor.	○	○	○
b. The appointment of Mr. Salah Abdullah Sharif as a member of the Bank's Board of Directors according to Article (175) of Bahrain Commercial Companies Law, with his term of membership during the current session of the board.			
13) Approving the appointment of a liquidity provider at Bahrain Bourse after obtaining the approval of the regulatory authorities, and authorize the Board of Directors to determine the liquidity provider, the duration of its contract and other relevant details and take appropriate decisions.			
14) Discuss any other matter in accordance with Article 207 of the Commercial Companies Law.	○	○	○

Extraordinary General Meeting Agenda

	Yes	No	Abstain
1) Approving the minute of the previous Extraordinary General Meeting held on 4th March 2024.	○	○	○
2) To approve the issuance of Tier 1 Financial Instruments (including, but not limited to, the Mudaraba structure) and/or Sukuk (Additional Tier 1 Capital) with a total value not exceeding 100 million Bahraini Dinars or its equivalent in United States Dollars or other currencies, through one or multiple issues, for the purposes of improving capital ratios to meet the Bank's financial and strategic requirements, and authorizing the Bank's Board of Directors to take all the necessary formalities and decisions regarding the profit rate, the value and currency of the issue, the associated costs, the term & conditions of the issue, approval of the subscription and its conditions, and any other conditions, subject the approval of the Central Bank of Bahrain.	○	○	○
3) To authorize the Chairman of the Board of Directors and/or the CEO of the Bank, and/or their authorized representatives individually, to initiate the necessary formalities to implement Clause 2 above and to sign and submit any relevant documents.	○	○	○

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 24th Ramadan 1446 H, 24th March 2025, as well as in case the quorum was not completed at the second meeting, a third meeting will be held on Monday 2nd Shawwal 1446 H, 31st March 2025, 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.

9) By submitting the proxy form, the proxy confirms that as of the date of submission, the shareholder on whose behalf the proxy is attending is not deceased.

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

Date: D D M M Y Y

Shareholder Name: | Shareholder No:

Number of Shares: | CPR / CR No.:

Signature: | Contact No.: