



Invitation

to the Shareholders

**to attend the
Ordinary and Extraordinary
General Meetings**





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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 Wednesday 26/02/2025 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 05/03/2025 at 9:30 pm.


Faisal Bin AbdulAziz Bin Jassim Al-Thani

Chairman of the Board



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 2024 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 2024 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 2024.
 - 6) Approving the Board recommendation for distribution of cash dividends for the year 2024 at the rate of 25% of the paid up capital.
 - 7) Hearing the Board report on the Bank's governance for the year 2024 and approving it, and hearing a report on 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 2024, and approving their remuneration.
 - 9) Approving the appointment of the external auditor of the Bank for the financial year 2025 and to approve its fees.
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Agenda of the Extraordinary General Meeting

- 1) Approving the Board of Directors proposal regarding amendment of Articles No. (35 & 69) of the Bank's Articles of Association as per the details in the attached Schedule I, in respect of (i) amending the notice period before Board meetings to be (10) days prior to the meeting date, and (ii) authorizing the Board of Directors to decide distribution of interim cash dividends (quarterly or semi-annually) during a financial year.
- 2) Approving continuation of the bond programme for the value of \$2 billion that includes issuance of different financial instruments including European Medium Term Bonds (EMTN) in US dollars or other currencies, and/or certificates of deposit and commercial papers in US dollars or other currencies, either directly from the bank or through a wholly owned subsidiary of the Bank ("Special Purpose Vehicle") to be guaranteed by the Bank, whether on one or several tranches, provided that issuances shall not exceed the total value of the programme subject to the ceiling determined by the applicable laws and to

authorise 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. And to authorize the Board of Directors with such authorities as may be necessary and required to update and launch the programme and to determine the appropriate time for issuance, and to deposit any financial instruments through domestic or foreign private placements, and to approve the details and conditions relating to the issuance, including the payment of all expenses and fees necessary for the issuance and to obtain all the necessary approvals from Qatar Central Bank and any other governmental or non-governmental bodies, and the Board shall have the right to enter into any agreement and to delegate any of its authorities as the Board deems appropriate to complete all such procedures.

3) To approve authorising the Board of Directors to redeem the outstanding Tier 1 capital notes in the amount of USD 300 Million and to reissue Tier 1 capital notes for an equal value based on the following:

- Structure of the instrument will be in line with market and regulatory requirements for Tier 1 issuance.
- May be listed on London Stock Exchange or the Irish Stock Exchange or may be unlisted.
- Callable after 5 years at the Bank's sole discretion.
- It will be junior to the Bank's existing unsubordinated obligations including existing subordinated debt and depositors, and senior to the ordinary shares issued by the Bank.
- It will be issued directly through the Bank or through wholly owned Special Purpose Vehicle
- Authorising the Board of Directors to take all the necessary and required actions for the offering and in determining the appropriate

time for offering and in determining the appropriate time for offering through private deposits, local or foreign, agreeing to the details and conditions related to the issuance and obtaining the necessary approvals for that from the central bank and any other governmental or non-governmental bodies, with the right to authorize the executive management to take appropriate measures to implement this Tier 1 Capital resolution

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 26/02/2025 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
35	Except otherwise agreed by all the Board members, all meetings of the Board of Directors shall convene by a notice sent by the Chairman or, in his absence, by the vice Chairman or, if it is held by a request from at least 2 members of the Board, by a notice to be sent by those members to all other members at their respective addresses registered in the Company's records, at least (15) days prior the proposed date of the meeting. Such notice shall contain a summary of the issues proposed to be discussed in that meeting. If possible, copies of any papers related to the issues to be discussed in the meeting shall be sent to members a reasonable period before the date of the meeting.	Except otherwise agreed by all the Board members, all meetings of the Board of Directors shall convene by a notice sent by the Chairman or, in his absence, by the vice Chairman or, if it is held by a request from at least 2 members of the Board, by a notice to be sent by those members to all other members either at their respective addresses registered in the Company's records, or via modern technological means at least (10) days prior the proposed date of the meeting, or less in case of emergency meeting(s) . If possible, copies of any papers related to the issues to be discussed in the meeting shall be sent to members a reasonable period before the date of the meeting.
69	Dividends shall be paid to shareholders at the time and place specified by the Board of Directors, provided not later than 30 days as of the date of the General Assembly's resolution for distribution.	The Board of Directors may decide a distribution of interim cash dividends (quarterly or semi-annually) during a financial year, subject to obtaining Qatar Central Bank approval. Dividend distribution shall comply with the provisions of the relevant laws and the rules and regulations issued by Qatar Financial Markets Authority, Qatar Central Bank, and any other regulatory authority.