

NOTICE TO THE ORDINARY AND EXTRAORDINARY GENERAL ASSEMBLY MEETINGS

The Board of Directors of **Masraf Al Rayan Q.P.S.C.**, Doha – Qatar (the “Company” and/or “MAR”) is pleased to invite MAR’s shareholders to attend the Ordinary General Assembly Meeting (“**OGM**”) and the Extraordinary General Assembly Meeting (“**EGM**”) which will be held electronically using Zoom application platform on Wednesday, 9 November 2022 at 4:30 p.m., Doha Time, to consider and approve the items on the following agenda.

If the quorum is not met, both meetings shall be deferred to Wednesday 16 November 2022 at 4:30 p.m., Doha Time and will be held electronically as well using Zoom application platform.

Agenda of the Extraordinary General Assembly Meeting

1. Approve amendment of Articles (1), (19), (20), (21), (23), (25), (26), (29), (30), (34), (40), (41), (43), (45), (52), (59) and (75) of the Bank’s Articles of Association (“AOA”) authenticated under No. 115476/2022 dated 30/6/2022 to comply with QCB Circular No. (25) of 2022 on governance of banks
2. Authorize the Chairman of the Board and/or Vice Chairman and/or whomever the Board may delegate to sign the final version of the amended AOA and complete the required formalities subject to necessary regulatory approvals; and

Note: please visit the Company’s website www.alrayan.com to check the details of the proposed amendments to the Articles of Association.

Agenda of the Ordinary General Assembly Meeting

1. To review and approve the Board Nomination and Election Policy amended in accordance with the requirements of QCB Circular No. (25) of 2022 on governance of banks

Note: please visit the Company’s website www.alrayan.com to check the full-amended Board Nomination and Election Policy.

Clarification on participation and voting procedures for the meeting

Shareholders intending to attend the meeting are kindly requested to provide the following information and documents by no later than 8 November 2022 (for the first meeting) or by no later than 15 November 2022 (for the second meeting, if occurred) to the following email address: IR@alrayan.com

1. Copy of Identification document (ID or passport)
2. Mobile number
3. NIN number
4. A copy of proxy and supporting documents for representatives of individuals and corporate entities

and a Zoom link will be sent to those shareholders whose contact details are received. Based on the link, the shareholders will be required to register for the meeting on time (starting from 3:00pm Doha Time on the day of the meeting). Based on the completion of the registration process, the shareholder will be sent another link which will direct him/her to the virtual meeting room based on Zoom application platform.

Registration process for first or second meeting will start at 3:00 pm Doha Time and close at 4:30 pm sharp on the date of the meeting. Shareholders attending virtually through Zoom will be able to discuss the agenda items, address their questions, if any, virtually by sending their questions or comments in the chat box, available within the Zoom application, during the course of the meeting. As for the voting on the meeting’s agenda items, a shareholder who has an objection on an item must raise their hand, using Zoom application’s in built optionality, at the time of voting on the agenda item to express his/her objection. In the event that the shareholder does not raise his/her hand, this will be considered as an endorsement for the agenda item.

Notes

1. This invitation shall be deemed as a legal announcement to all shareholders without the need to send a special invitation by post according to Qatar’s Commercial Companies Law No. (11) of 2015 as amended by Law No (8) of 2021.
2. Only shareholders listed on the Qatar Exchange/Qatar Central Securities Depository’s shares register issued upon the close of trading on the date of the OGM/EGM shall have the right to attend and vote.
3. Every shareholder shall have the right to attend the OGM/EGM. He/she shall have a number of votes that shall be equal to the number of his/her shares. The decisions shall be issued by the absolute majority of the shares represented in the OGM meeting and by two third of shares represented in the EGM meeting. The minors and persons placed under guardianship shall be represented by their legal guardians.
4. The attendance of the OGM/EGM meetings may be assigned by delegation provided that the representative is a shareholder and the delegation is special and made in writing. The shareholder may not delegate any of the members of the Board to attend the meetings of the OGM/EGM on his/her behalf. In all events, the number of shares acquired by the delegate in this capacity shall not exceed (5%) of the company’s capital.
5. Neither the distrainer nor the pledger shall have the right to attend the OGM/EGM nor shall either one vote on its resolutions, in accordance with Article (10) of the Company’s Articles of Association and Article (164) of Qatar’s Commercial Companies Law No (11) of 2015 as amended by Law No (8) of 2021.
6. In the event of a failure to attain a quorum for the first OGM/EGM meeting, the proxies issued to attend the first meeting shall be considered valid and effective for any following meeting, unless they are expressly cancelled by the concerned Shareholder via a notice issued to the Company Secretary of MAR at least two days prior to the date of the meeting.

For more information and to obtain a copy of the proxy, please visit the Company’s website www.alrayan.com or call the following contact persons:

- Company Secretariat:
Tel: +974 44940478, email: tony.merhej@alrayan.com
- Investor Relations:
Tel: +974 44940673, email: IR@alrayan.com



Mohammed Bin Hamad Bin Qassim Al Thani
Chairman of the Board