

Invitation to attend Annual General Meeting & Extraordinary General Meeting

For the Year Ending 31st December, 2017



The Board of Directors of GFH Financial Group B.S.C. is pleased to invite the shareholders of the Group to attend its Annual General Meeting and Extraordinary General Meeting to be held on Tuesday 20 March 2018 at 10:00 a.m. at the Group's headquarters, located at Bahrain Financial Harbour, East Tower - 28th Floor to discuss and approve the following agenda. In the absence of the quorum, a second meeting will be held on Tuesday 27 March 2018, or a third meeting, if required, will be held on Tuesday 3 April 2018 at the same time and place.

Annual General Meeting Agenda

- 1- To approve the minutes of the previous meeting held on 1 March, 2017.
- 2- To discuss and approve the Board of Directors' report on GFH's business activities for the year ended 31 December 2017.
- 3- To read the Sharia Supervisory Board's report on GFH's business activities for the year ended 31 December 2017.
- 4- To read the external auditor's report on the financial year ended 31 December 2017.
- 5- To discuss and approve the consolidated financial statements of the financial year ended 31 December 2017.
- 6- To approve the Board of Directors' recommendation to allocate the net profit of the year 2017 as follows:
 - a) To transfer an amount of US\$10,418,200 to the statutory reserve;
 - b) To allocate an amount of US\$1,000,000 to charity activities and civil society organisations, in addition to US\$784,432 for Zakat Fund;
 - c) To distribute cash dividends of 8.72% to the shareholders registered on the date of the AGM of the nominal value of the ordinary shares as equal to (US\$0.0231 per share) excluding the treasury shares, at a total amount not exceeding US\$85,000,000. Dividend distribution will commence within ten days from the AGM date.
 - d) To transfer an amount of US\$6,979,368 as retained earnings for the next year.
- 7- To approve the Board's recommendation to allocate an amount of US\$4,450,000 as remuneration for members of the Board of Directors, subject to the Ministry of Industry, Trade and Tourism's approval in accordance with Article 188 of the Commercial Companies Law.
- 8- To discuss and approve the corporate governance report for the financial year ended 31 December 2017, and GFH's compliance with all the Central Bank of Bahrain (CBB) requirements in this regard.
- 9- To authorize the Board of Directors to take all the resolutions, approvals and authorization of all transactions concluded during the ended year with any related parties or major shareholders of GFH, as indicated in the Board of Directors' Report and note 25 in the financial statements, pursuant to the provisions of Article (189) of Bahrain's Commercial Companies Law.
- 10- To review the remuneration paid to one Director during the period from 2015 to 2016 against his services, in line with Article 188 of the Bahrain Commercial Companies Law.
- 11- To release the members of the Board of Directors from liability in respect of the Group for the financial year ended 31 December 2017.
- 12- To approve the appointment/reappointment of the external auditors of GFH for the year 2018 and authorize the Board of Directors to fix their fees, subject to obtaining the CBB's approval.
- 13- To approve the appointment/reappointment of the Shari'a Supervisory Board for the next five years (2018-2022) and to fix their remuneration and allowances.
- 14- To elect a new Board Member to fill the vacant position, for the remaining term of the existing Board (2017 - 2019), subject to the CBB's approval.
- 15- To discuss any other matters in accordance with Article 207 of the Commercial Companies Law.

Extraordinary General Meeting Agenda

- 1- To approve the minutes of the previous meeting held on 1 March 2017.
- 2- To discuss and approve the amendments to the Memorandum and Articles of Association of GFH to be in line with the requirements of Law (1) of 2018, with respect to amending some Articles of the Bahrain's Commercial Companies Law, issued by Legislative Decree No. 21 of 2001, as well as the rules and regulations of the CBB. Such amendments will be subject to the CBB's approval.
- 3- To authorize the Chairman/CEO or the person acting on his behalf to sign the above amendment to the Memorandum and Articles of Association of GFH on behalf of the shareholders before the Notary Public in the Kingdom of Bahrain.

Chairman



Proxy



I the undersigned
being a shareholder in GFH Financial Group BSC ("GFH")
appoint

to represent me and vote on my behalf at the Annual General Meeting and Extraordinary General Meeting to be held on Tuesday 20 March 2018 at 10:00 a.m. at the Group's headquarters, located at Bahrain Financial Harbour, East Tower - 28th Floor to discuss and approve the following agenda. In the absence of the quorum, a second meeting will be held on Tuesday 27 March 2018, or a third meeting, if required, will be held on Tuesday 3 April 2018 at the same time and place.

Annual General Meeting		Yes	No
1	To approve the minutes of the previous meeting held on 1 March, 2017.	<input type="checkbox"/>	<input type="checkbox"/>
2	To discuss and approve the Board of Directors' report on GFH's business activities for the year ended 31 December 2017.	<input type="checkbox"/>	<input type="checkbox"/>
3	To read the Sharia Supervisory Board's report on GFH's business activities for the year ended 31 December 2017.	<input type="checkbox"/>	<input type="checkbox"/>
4	To read the external auditor's report on the financial year ended 31 December 2017.	<input type="checkbox"/>	<input type="checkbox"/>
5	To discuss and approve the consolidated financial statements of the financial year ended 31 December 2017.	<input type="checkbox"/>	<input type="checkbox"/>
6	To approve the Board of Directors' recommendation to allocate the net profit of the year 2017 as follows: a) To transfer an amount of US\$ 10,418,200 to the statutory reserve; b) To allocate an amount of US\$ 1,000,000 to charity activities and civil society organisations, in addition to US\$ 784,432 for Zakat Fund; c) To distribute cash dividends of 8.72% to the shareholders registered on the date of the AGM of the nominal value of the ordinary shares as equal to (US\$ 0.0231 per share) excluding the treasury shares, at a total amount not exceeding US\$ 85,000,000. Dividend distribution will commence within ten days from the AGM date. d) To transfer an amount of US\$ 6,979,368 as retained earnings for the next year.	<input type="checkbox"/>	<input type="checkbox"/>
7	To approve the Board's recommendation to allocate an amount of US\$ 4,450,000 as remuneration for members of the Board of Directors, subject to the Ministry of Industry, Trade and Tourism's approval in accordance with Article 188 of the Commercial Companies Law.	<input type="checkbox"/>	<input type="checkbox"/>
8	To discuss and approve the corporate governance report for the financial year ended 31 December 2017, and GFH's compliance with all the Central Bank of Bahrain (CBB) requirements in this regard.	<input type="checkbox"/>	<input type="checkbox"/>
9	To authorize the Board of Directors to take all the resolutions, approvals and authorization of all transactions concluded during the ended year with any related parties or major shareholders of GFH, as indicated in the Board of Directors' Report and note 25 in the financial statements, pursuant to the provisions of Article (189) of Bahrain's Commercial Companies Law.	<input type="checkbox"/>	<input type="checkbox"/>
10	To review the remuneration paid to one Director during the period from 2015 to 2016 against his services, in line with Article 188 of the Bahrain Commercial Companies Law.	<input type="checkbox"/>	<input type="checkbox"/>



11	To release the members of the Board of Directors from liability in respect of the Group for the financial year ended 31 December 2017.	<input type="checkbox"/>	<input type="checkbox"/>
12	To approve the appointment/reappointment of the external auditors of GFH for the year 2018 and authorize the Board of Directors to fix their fees, subject to obtaining the CBB's approval.	<input type="checkbox"/>	<input type="checkbox"/>
13	To approve the appointment/reappointment of the Shari'a Supervisory Board for the next five years (2018 - 2022) and to fix their remuneration and allowances.	<input type="checkbox"/>	<input type="checkbox"/>
14	To elect a new Board Member to fill the vacant position, for the remaining term of the existing Board (2017 - 2019), subject to the CBB's approval.	<input type="checkbox"/>	<input type="checkbox"/>
15	To discuss any other matters in accordance with Article 207 of the Commercial Companies Law.	<input type="checkbox"/>	<input type="checkbox"/>

Extraordinary General Meeting		Yes	No
1	To approve the minutes of the previous meeting held on 1 March 2017.	<input type="checkbox"/>	<input type="checkbox"/>
2	To discuss and approve the amendments to the Memorandum and Articles of Association of GFH to be in line with the requirements of Law (1) of 2018, with respect to amending some Articles of the Bahrain's Commercial Companies Law, issued by Legislative Decree No. 21 of 2001, as well as the rules and regulations of the CBB. Such amendments will be subject to the CBB's approval.	<input type="checkbox"/>	<input type="checkbox"/>
3	To authorize the Chairman/CEO or the person acting on his behalf to sign the above amendment to the Memorandum and Articles of Association of GFH on behalf of the shareholders before the Notary Public in the Kingdom of Bahrain.	<input type="checkbox"/>	<input type="checkbox"/>

Shareholder's Number:	Shareholder's Name:	Number of Shares:
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Stamp:

Signature:

Date: / /2018



Important Notice to shareholders:

- The financial statements for the year ended 31st December 2017 and Proxy Forms are available on GFH's website at www.gfh.com, or they can alternatively be requested directly from the Group or the Share Registrar.
- Each shareholder whose name is recorded in the company's shareholders register on the date of the meeting may attend the meeting in person or may appoint another person in writing to attend the meeting and vote on his behalf, noting that such person shall not be the Chairman, a Board member or an employee of the Group.
- If the shareholder is a company, the representative who will attend the meeting shall present the authorization letter issued by the authorized person in the company and sealed by the company's seal. The authorization letter shall be submitted prior to the deadline for depositing proxies.
- Proxy Forms shall be deposited at least 24 hours prior to the fixed time of the meeting, as indicated below, ensuring that they will be received on time. Proxy Forms received after the fixed time will be considered invalid for the purpose of the meeting.
 - Delivery by hand at the Bank's premises, by fax at +973 17911380, or e-mail at iservices@gfh.com.
 - For shareholders in Kuwait: Kuwait Clearing Company, P.O. Box 22077, Kuwait. Fax No. +965 2469457.
 - For shareholders in other countries: Karvy Computershare W.L.L., P.O. Box 514, Manama, Kingdom of Bahrain. Fax No. +973 17212055

For any enquiries, please contact Investors Relation Department on +973 17538787

