

Invitation to attend Ordinary General Meeting

GFH Financial Group



The Board of Directors of GFH Financial Group BSC (“Group”) is pleased to invite the esteemed shareholders of the Group to attend the Ordinary General Meeting (“OGM”) to be held on Wednesday, 23 September 2020, at 11:00 A.M. at Al Areen Palace and SPA to discuss and approve the following meeting agenda items, and if the required legal quorum is not achieved, the second meeting will be held on Wednesday, 30 September 2020, or a third meeting, if required, will be held on Wednesday, 7 October 2020 at the same time and place.

Agenda of the Ordinary General Meeting:

- 1- To approve the minutes of the previous Annual General Meeting held on 6 April 2020.
- 2- To ratify and authorize the agreements with Khaleeji Commercial Bank (the “Bank”) in accordance with Article (189) of the Bahraini Companies Law, and as follows:
 - The Group signed a swap agreement with Khaleeji Commercial Bank for financial and investment assets worth of BD 46.4 million.
 - The Group signed an agreement with Khaleeji Commercial Bank to underwrite the issuance of BD 60mn AT1 Sukuk at a premium of BD 12mn and receiving subscription fee of BD 12.1 million.
- 3- To approve netting-off the accumulated losses by transferring an amount of USD 110,273,000 from the statutory reserve, subject to any regulatory approvals.
- 4- To ratify the corporate governance report for the financial year ending December 31, 2019 after adding a section related to the remuneration strategy.
- 5- To ratify the appointment of Mr. Ali Murad and Mr. Ahmed Al-Ahmadi as appointed members of the Group’s board of directors.
- 6- Electing the bank’s Board of Directors for the next three years, consisting of ten seats, subject to the approval of the Central Bank of Bahrain.
- 7- To discuss any other matters in accordance with Article 207 of the Commercial Companies Law.

Jassim Alseddiqi
Chairman





I the undersigned

being a shareholder in GFH Financial Group BSC ("GFH")

appoint

to represent me and vote on my behalf at the Ordinary General Meeting to be held on Wednesday, 23 September 2020, at 11:00 A.M. at Al Areen Palace and SPA to discuss and approve the following meeting agenda items. In the absence of the quorum, a second meeting will be held on Wednesday, 30 September 2020, or a third meeting, if required, will be held on Wednesday, 7 October 2020 at the same time and place.

Agenda of the Ordinary General Meeting:		Yes	No
1	To approve the minutes of the previous Annual General Meeting held on 6 April 2020.	<input type="checkbox"/>	<input type="checkbox"/>
2	To ratify and authorize the agreements with Khaleeji Commercial Bank (the "Bank") in accordance with Article (189) of the Bahraini Companies Law, and as follows: <ul style="list-style-type: none"> The Group signed a swap agreement with Khaleeji Commercial Bank for financial and investment assets worth of BD 46.4 million. The Group signed an agreement with Khaleeji Commercial Bank to underwrite the issuance of BD 60mn AT1 Sukuk at a premium of BD 12mn and receiving subscription fee of BD 12.1 million. 	<input type="checkbox"/>	<input type="checkbox"/>
3	To approve netting-off the accumulated losses by transferring an amount of USD 110,273,000 from the statutory reserve, subject to any regulatory approvals.	<input type="checkbox"/>	<input type="checkbox"/>
4	To ratify the corporate governance report for the financial year ending December 31, 2019 after adding a section related to the remuneration strategy.	<input type="checkbox"/>	<input type="checkbox"/>
5	To ratify the appointment of Mr. Ali Murad and Mr. Ahmed Al-Ahmadi as appointed members of the Group's board of directors.	<input type="checkbox"/>	<input type="checkbox"/>
6	Electing the bank's Board of Directors for the next three years, consisting of ten seats, subject to the approval of the Central Bank of Bahrain.	<input type="checkbox"/>	<input type="checkbox"/>
7	To discuss any other matters in accordance with Article (207) of the Commercial Companies Law.	<input type="checkbox"/>	<input type="checkbox"/>

Shareholder's Number:

Shareholder's Name:

Number of Shares:

Stamp:

Signature:

Date: / / 2020



Important notice to shareholders:

- Proxy Forms are available on GFH's website at **www.gfh.com**, or Bahrain Bourse's website **www.bahrainbourse.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 **agm@gfh.com**.
- 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



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