

Invitation

Ordinary and Extraordinary General Meetings

GFH Financial Group



The Board of Directors of GFH Financial Group BSC is pleased to invite the esteemed shareholders of the Group to attend the Ordinary General Meeting ("OGM") and Extraordinary General Meeting ("EOM") to be held on Thursday, 7 October 2021, at 11:00 A.M. via video conferencing (please find details below) 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 Thursday, 14 October 2021, or a third meeting, if required, will be held on Thursday, 21 October 2021 at the same time.

Agenda of the Ordinary General Meeting:

- 1- To approve the minutes of the previous Ordinary General Meeting held on 6 April 2021.
- 2- To approve the continuation of listing GFH Shares on Bursa Kuwait.
- 3- To approve the repurchase of the Group's shares (treasury shares), up to a maximum of 10% of the total issued shares of the Group for the following purposes, subject to the approval of the Central Bank of Bahrain:
 - Acquisition of the shares of Khaleeji Commercial Bank B.S.C. pursuant to an acquisition offer, using treasury shares not exceeding 171,416,377 ordinary shares equivalent to 4.5% of the Group's shares.
 - Strategic expansion in financial and investment institutions
 - Employee incentive programs
- 4- To authorize the Board of Directors or whomever it authorizes, to take all the necessary actions to implement the above, including but not limited to representing the Group in the final negotiations of the acquisition process and taking all necessary measures with any related parties, regulatory authorities, markets and signing all the final papers, contracts and any other documents.
- 5- To discuss any other matters in accordance with Article 207 of the Commercial Companies Law.

Agenda of the Extraordinary General Meeting:

- 1- To approve the minutes of the previous Extraordinary General Meeting held on 6 April 2021.
- 2- To approve the Board of Directors' recommendation to issue sukuk in the amount of USD 300 million in the form of Additional Perpetual Tier 1 Capital and authorize the Board of Directors to decide the profit rates, other details and amendments, subject to the final approval of the Central Bank of Bahrain.
- 3- To authorize the Board of Directors or whomever it authorizes, to take all necessary actions to implement the above, including but not limited to representing the Group in connection with the issuance of the above-mentioned sukuk and taking all the necessary measures with any related parties, regulatory authorities, markets and signing all the final papers, contracts and any other documents and accordingly, amend the Memorandum of Association and Articles of Association of the Group on behalf of the shareholders before the notary public in the Kingdom of Bahrain.

Jassim Mohamed Alseddiqi
Chairman of the Board of Directors



Proxy



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 ("OGM") and Extraordinary General Meeting ("EOM") to be held on Thursday, 7 October 2021, at 11:00 A.M. via video conferencing (please find details below) 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 Thursday, 14 October 2021, or a third meeting, if required, will be held on Thursday, 21 October 2021 at the same time.

| Agenda of the Ordinary General Meeting: | | Yes | No | Abstain |
|---|---|--------------------------|--------------------------|--------------------------|
| 1 | To approve the minutes of the previous Ordinary General Meeting held on 6 April 2021. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2 | To approve the continuation of listing GFH Shares on Boursa Kuwait. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3 | To approve the repurchase of the Group's shares (treasury shares), up to a maximum of 10% of the total issued shares of the Group for the following purposes, subject to the approval of the Central Bank of Bahrain: <ul style="list-style-type: none">Acquisition of the shares of Khaleeji Commercial Bank B.S.C. pursuant to an acquisition offer, using treasury shares not exceeding 171,416,377 ordinary shares equivalent to 4.5% of the Group's shares.Strategic expansion in financial and investment institutionsEmployee incentive programs | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4 | To authorize the Board of Directors or whomever it authorizes, to take all the necessary actions to implement the above, including but not limited to representing the Group in the final negotiations of the acquisition process and taking all necessary measures with any related parties, regulatory authorities, markets and signing all the final papers, contracts and any other documents. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5 | To discuss any other matters in accordance with Article 207 of the Commercial Companies Law. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |



| Agenda of the Extraordinary General Meeting: | | Yes | No | Abstain |
|--|---|--------------------------|--------------------------|--------------------------|
| 1 | To approve the minutes of the previous Extraordinary General Meeting held on 6 April 2021. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2 | To approve the Board of Directors' recommendation to issue sukuk in the amount of USD 300 million in the form of Additional Perpetual Tier 1 Capital and authorize the Board of Directors to decide the profit rates, other details and amendments, subject to the final approval of the Central Bank of Bahrain. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3 | To authorize the Board of Directors or whomever it authorizes, to take all necessary actions to implement the above, including but not limited to representing the Group in connection with the issuance of the above-mentioned sukuk and taking all the necessary measures with any related parties, regulatory authorities, markets and signing all the final papers, contracts and any other documents and accordingly, amend the Memorandum of Association and Articles of Association of the Group on behalf of the shareholders before the notary public in the Kingdom of Bahrain. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

| | | |
|-----------------------|---------------------|-------------------|
| Shareholder's Number: | Shareholder's Name: | Number of Shares: |
|-----------------------|---------------------|-------------------|

Stamp:

Signature:

Date: / /2021

Important Notice to shareholders:

- We hereby draw the attention of the honorable shareholders to the necessity of the following instructions in order to ensure smooth access to the meeting through the modern video communication means with ease and ease: -
- Submitting the request to attend the OGM/EGM with a clear copy of the identity card or a copy of the passport of the shareholder or his authorized representative, in addition to the proxy form to the e-mail: agm@gfh.com in order to verify the identity and capacity of the attendee, no later than 24 hours before the date of the OGM/EGM including the e-mail address and contact number for those who wish to attend.
- After receiving all the required documents and information, those who wish to attend will be provided with a link to the visual communication system (ZOOM) prior to the date of the OGM/EGM in order to be able to install the application, whether on a mobile phone or a computer (audio and video features are a must).
- Any shareholder whose name is registered in the company's shareholders register on the date of the meeting has the right to attend in person or to delegate in writing any person to attend the meeting and vote on his behalf, taking into consideration that this proxy is not given to the chairman and members of the Board of Directors or the employees of the Group.
- In the event that the shareholder is a legal entity (a company), the person who attends the meeting must submit a proxy form from the shareholder authorizing him to attend and vote on behalf of the legal entity. The proxy form must be in writing, issued by the authorized person in the company, stamped with the company's seal, and submitted before the deadline for depositing it.
- The proxy form must be deposited at least 24 hours before the date of the meeting as indicated below, making sure that it is delivered before the end of the specified date. We hereby notify that any form that is submitted after the end of the specified date is considered invalid for the purposes of the meeting.
 - By hand at the bank, mail or fax number +973 17911380 or e-mail iservice@gfh.com
 - For Shareholders from other countries:** Messrs. KFIN Technologies (Bahrain) W.L.L. - P.O.Box. 514 - Manama - Kingdom of Bahrain Fax +973 17212055.

For any inquiries, please contact the Investor Relations Department at the following number: +973 17538787