

# Proxy

I, the undersigned: \_\_\_\_\_ As a shareholder in the Khaliji Commercial Bank, Assigned Mr.: \_\_\_\_\_  
By attending and voting on behalf of me at the ordinary and extra-ordinary meetings of the Assembly, to be held respectively at 10:00a.m. on  
1<sup>st</sup> Shaaban 1441 AH, 25<sup>th</sup> March 2020, at Business Center, Bahrain Bourse, or at any postponed meeting.

## Ordinary General Meeting Agenda

- |   | Yes                   | No                    |
|---|-----------------------|-----------------------|
| 1. To approve the minutes of the previous Ordinary Assembly held on 13 <sup>th</sup> March 2019.  | <input type="radio"/> | <input type="radio"/> |
| 2. To discuss and approve the Board of Directors' Report on the bank's business activities for the year ended 31 <sup>st</sup> December 2019.   | <input type="radio"/> | <input type="radio"/> |
| 3. To read Shari'a Supervisory Board's Report on the Bank's transactions for the year ended 31 <sup>st</sup> December 2019.   | <input type="radio"/> | <input type="radio"/> |
| 4. To read and approve the External Auditors' Report for the Accounts for the year ended 31 <sup>st</sup> December 2019.  | <input type="radio"/> | <input type="radio"/> |
| 5. To discuss and approve the Financial Statements for the year ended 31 <sup>st</sup> December 2019.   | <input type="radio"/> | <input type="radio"/> |
| 6. To authorize, ratify, and approve the operations and transactions carried out during the year ended 31 <sup>st</sup> December 2019, with any related parties or major shareholders of the Bank, as presented in the notes No. (27) of the consolidated audited financial statements, pursuant to Article 189 of the Bahrain Commercial Companies Law.  | <input type="radio"/> | <input type="radio"/> |
| 7. To discuss and approve the Corporate Governance Report for the year ended 31 <sup>st</sup> December 2019, and the bank's compliance with the CBB's requirements.   | <input type="radio"/> | <input type="radio"/> |
| 8. To release the Board of Directors from liability in respect of their management of the Bank for the year ended 31 <sup>st</sup> December 2019.   | <input type="radio"/> | <input type="radio"/> |
| 9. To appoint / re-appoint of the External Auditors to audit accounts for the Financial Year 2020 and delegate the Board of Directors to specify their remuneration, subject to the CBB's approval.   | <input type="radio"/> | <input type="radio"/> |
| 10. To appoint a market maker for the Bank to provide Market Making services and to utilize up to 3% of the Bank's total issued shares for market making, and to authorize the Board of Directors or their delegates to select the market maker and to specify their remuneration and to take all the necessary measures including sign all relevant documents and contracts in this regard, subject to the CBB's approval. | <input type="radio"/> | <input type="radio"/> |
| 11. To approve de-listing the bank's shares from Dubai Financial Market and authorize the board of directors to carry out the procedures and requirements, subject to the approval of the Regulatory authorities.   | <input type="radio"/> | <input type="radio"/> |
| 12. To elect /appoint 10 members for the board of directors for the coming three years, subject to CBB's approval.  | <input type="radio"/> | <input type="radio"/> |
| 13. Any matters arising in accordance with Article 207 of the Commercial Companies Law.   | <input type="radio"/> | <input type="radio"/> |

## Extra-Ordinary General Meeting Agenda

- |   |                       |                       |
|---|-----------------------|-----------------------|
| 1. To approve the minutes of the previous Extra-Ordinary Assembly held on 13 <sup>th</sup> March 2018.  | <input type="radio"/> | <input type="radio"/> |
| 2. To approve the reduction in the issued and paid up capital from BD 105,000,000 distributed into 1,050,000,000 shares with the value of 100 fils per each share, to BD 89,211,948 distributed into 892,119,480 shares with the value of 100 fils per each share, through writing-off accumulated losses amounted to BD 15,788,052, subject to CBB's approval. | <input type="radio"/> | <input type="radio"/> |
| 3. To approve the issuance of sukuk as Additional Tier 1 (AT1) Capital instrument up to US\$ 200 million, and authorize the board of directors to take the necessary decisions regarding the profit rate and issuance value, in addition to carrying out the procedures and requirements in this regard, subject to CBB's approval.                             | <input type="radio"/> | <input type="radio"/> |
| 4. To approve the authorization to Mr. Hisham Al Rayes, board member, and / or Mr. Sattam Algosaibi, the Chief Executive Officer, or whom is delegated to take the necessary actions related to the aforementioned, including the amendments and notarization in the Memorandum of Association and Article of Associations.                                     | <input type="radio"/> | <input type="radio"/> |
| 5. Any matters arising in accordance with Article 207 of the Commercial Companies Law.  | <input type="radio"/> | <input type="radio"/> |

Jassim Mohamed Alseddiq  
Chairman

## Important notes to shareholders

- For the final statements for the financial year ended 31<sup>st</sup> December 2019 and a copy of the proxy's card, visit the bank's website: [www.khcbonline.com](http://www.khcbonline.com)
- The proxys (authorization documents) must be deposited in the bank, the Eastern Harbor Tower, Bahrain Financial Harbor, P.O. Box 60002, Tel: 17505050, 24<sup>th</sup> floor, or in Carvie computer share. 7<sup>th</sup> floor office in Al Zamil Tower, Office 74, Government Street, P.O.Box 514, Manama, Kingdom of Bahrain, Tel: 17215080, Fax: 17212055, or by e-mail: [bahrain.helpdesk@karvy.com](mailto:bahrain.helpdesk@karvy.com), no later than 24 hours before the meeting.
- No member of the Board of Directors or employees of the Bank may be appointed, in accordance with the provisions of Article 203 of the Bahraini Commercial Companies Act No. 21 of 2001.
- In the event that the quorum is not reached at the above-scheduled meeting, a second ordinary and extraordinary meeting of the Assembly will be held on 8<sup>th</sup> Sha'aban 1441 AH, 1<sup>st</sup> April 2020, as well as in case the quorum was not completed at the second meeting, A third meeting will be held on 15<sup>th</sup> Sha'aban 1441 AH, 8<sup>th</sup> April 2020, at the same time and place.

Shareholder name: \_\_\_\_\_ shareholder number: \_\_\_\_\_ Number of shareholdings: \_\_\_\_\_

Sign: \_\_\_\_\_ Date: / /2020