

Proxy



I _____ the undersigned as a Shareholder of Khaleeji Commercial Bank, authorize Mr./Mrs./ Ms. _____ to attend and vote on my behalf at the bank's Ordinary General Assembly to be held respectively on **Wednesday, 6th Safar 1442 AH, 23rd September 2020 at 1:00 p.m.** at Al Areen Palace and SPA,

Ordinary General Meeting Agenda:

- | | Yes | No |
|--|-----------------------|-----------------------|
| 1) To approve the minutes of the previous Ordinary Assembly held on 25th March 2020. | <input type="radio"/> | <input type="radio"/> |
| 2) To ratify and authorize the agreements with GFH Financial Group BSC ("GFH"), in accordance with Article (189) of the Commercial Companies Law, as follows: <ul style="list-style-type: none">•KHCB signed Swap Agreement with GFH for financial and investment assets worth BD 46.4 million;•KHCB signed agreement with GFH for the issuance of BD 60 million Additional Tier 1 at a premium of BD 12 million to be fully subscribed by GFH, as well as underwriting fees of BD 12.1 million | <input type="radio"/> | <input type="radio"/> |
| 3) 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"/> |
| 4) Any matters arising in accordance with Article 207 of the Commercial Companies Law. | <input type="radio"/> | <input type="radio"/> |

Important Notice to shareholders:

- 1) For the meeting documents and a copy of the proxy card, visit the bank's **website: www.khcbonline.com**
- 2) The shareholder, whose name is registered in the Bank's shareholders' register at the date of the meeting, is entitled to attend in person or to authorize another person through written proxy (authorization document) to attend and vote in the meeting on the shareholders' behalf.
- 3) In case, the shareholder is a company, the agent who attends the meeting must present a proxy (authorization document) from the shareholder, proofing the authorization. The proxy must be in writing, issued by an authorized person in the shareholding company, stamped with the company's stamp and presented before the deadline to submit the proxy.
- 4) The proxy (authorization documents) must be deposited in the bank, the East Tower, Bahrain Financial Harbor, P.O. Box 60002, Tel: 17505050, 24th floor, or in Karvy Computershare WLL. 7th 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**. It is worth noting that the proxy, presented after the deadline, is considered invalid for the purpose of the meeting. The deadline must be no later than 24 hours before the meeting.
- 5) No member of the Board of Directors or employees of the Bank may be delegated, in accordance with the provisions of Article 203 of the Bahraini Commercial Companies Act No. 21 of 2001.
- 6) In the event that the quorum is not reached at the above-scheduled meeting, a second orof the Assembly will be held on 13th Safar 1s442 AH 30th September 2020, as well as in case the quorum was not completed at the second meeting, a third meeting will be held on 20th Safar 1442 AH, 7th October 2020, at the same time and place.dinary and extraordinary meeting.

Shareholder Name: _____ Shareholder No.: _____ Number of Shares: _____

Signature: _____ Date: / / 2020