

I _____ the undersigned as a Shareholder of Khaleeji Commercial Bank, authorize Mr./Mrs./ Ms. _____ to attend and vote on my behalf at the Annual General Meeting to be held on **Wednesday 11th Sha'ban1442 AH, 24th March 2021 at 10:00 am** via Video Conference Platform, to consider the following agenda:

Annual General Meeting Agenda

- 1) To approve the minutes of the previous Annual General Meeting held on 23rd September 2020.
- 2) To discuss and ratify the Board of Directors' Report on the bank's business activities for the year ended 31st December 2020.
- 3) To read Shari'a Supervisory Board's Report on the Bank's transactions for the year ended 31st December 2020.
- 4) To read the External Auditors' Report for the Accounts on the year ended 31st December 2020.
- 5) To discuss and ratify the Financial Statements for the year ended 31st December 2020.
- 6) Approving the recommendation of the Board of Directors to allocate the net profit for the year ended 31st December 2020 as follows:
 - a. Transfer of BD 798,630 to the Statutory Reserve.
 - b. Allocate BD 229,779 for Zakah Fund.
 - c. Transfer of BD 6,957,892 to the Retained Earnings.
- 7) To approve The Board of Directors remuneration on the aggregate amount of BD100 thousand for the year ended 31st December 2020, subject to regulatory approvals.
- 8) To authorize, ratify, and approve the operations and transactions carried out during the year ended 31st December 2020 with any related parties or major shareholders of the Bank, as presented in the notes No. (27) of the consolidated audited financial statements.
- 9) To discuss and ratify the Corporate Governance Report for the year ended 31st December 2020, and the bank's compliance with the CBB requirements.
- 10) To release the Board of Directors from liability in respect of their management of the Bank for the year ended 31st December 2020.
- 11) To appoint / re-appoint the External Auditors to audit accounts for the Financial Year 2021 and delegate the Board of Directors to specify their remuneration, subject to the CBB's approval.
- 12) To appoint / re-appoint members of the Shari'a Supervisory Board for the coming 3 years, and delegate the Board of Directors to specify their remuneration.
- 13) To approve the proposed amendments to the remuneration framework of the bank (**variable remuneration policy and employee incentive scheme through stock ownership**) which is prepared according to the requirements of the CBB, and authorizing the Board of Directors to make the necessary amendments to it from time to time, as necessary, subject to the CBB's approval.
- 14) To discuss any matters arising in accordance with Article (207) of the Commercial Companies Law.

Yes	No
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Important Notices to shareholders

- 1) To participate in the Meeting, we direct our esteemed shareholders to the below instructions:
 - a. Please send your request to participate in the meeting with a clear copy of the ID or Passport of the Shareholder or his/her representative, as well as the Proxy Form to AGM@khcbonline.com to verify the identity of the participator at least 24 hours before the meeting's commencement. Kindly mention in the same your email address and phone number.
 - b. After receiving all the required documents and information, applicants wishing to attend will receive a link for a Video Conference Platform prior to the above mentioned meeting's date, in order to enable him/her to install the platform on either a mobile phone or computer. Activation of Audio and Video Features is also required.
- 2) For the meeting documents and a copy of the proxy form, visit the bank's website: www.khcbonline.com
- 3) 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 to attend and vote in the meeting on the shareholders' behalf.
- 4) In case the shareholder is a company, the agent who attends the meeting must present a proxy from the shareholder, proving 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.
- 5) The proxy must be deposited in the bank, the East Tower, Bahrain Financial Harbor, P.O. Box 60002, Tel: 17505050, 24th floor, or in KFin Technologies (Bahrain) 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 Email: bahrain.helpdesk@kfinetech.com. The deadline must be no later than 24 hours before the meeting.
- 6) 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.
- 7) In the event that the quorum is not reached at the above-scheduled meeting, a second meeting will be held on Wednesday 18th Sha'ban1442 AH, 31st March 2021, as well as in case the quorum was not completed at the second meeting, a third meeting will be held on Wednesday 25th Sha'ban1442 AH, 7th April 2021, at the same time and place.

For inquiries, please contact the Compliance Department at **+973 17505541** or by Email compliance@khcbonline.com

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

Signature: _____ Date: / / 2021