

Invitation to attend Ordinary General Meeting



The Board of Directors of GFH Financial Group BSC is pleased to invite the esteemed shareholders of GFH to attend the Ordinary General Meeting of the group, to be held on Sunday 22nd December, 2019, at 11.00am at Bahrain Financial Harbour, East Tower - 28th Floor, to discuss and approve the following agenda. If the required legal quorum is not available, a second meeting will be held on Sunday 29th December, 2019, or a third meeting, if required, will be held on Sunday 5th January, 2020 at the same time and place.

Agenda of the Ordinary General Meeting:

- 1- To approve the minutes of the previous Annual General Assembly Meeting held on 28th March 2019.
- 2- To approve the recommendation of the Board to issue Sukuk amounting up to [USD 500 million] ("Sukuk") in one or more issuances through an Issuer SPV (the "Issuance"), subject to any regulatory approvals.
- 3- To authorize the Board or its delegates to decide the terms and details of item two (2) above including undertaking all procedures required to implement the Issuance, including but not limited to, obtaining the required regulatory approvals from the concerned regulatory bodies with respect to the Issuance, finalizing and agreeing terms and pricing details for the Issuance, determination of the Sukuk assets and entering into agreements (including any amendments or supplements thereto) and undertaking all steps and procedures that are deemed by the Board to be necessary in accordance with the said agreements.
- 4- To approve the authorization of the Chief Executive Officer of the Bank pursuant to the Board of Directors Resolution dated 16th October 2019 in regard to item three (3) above.
- 5- Pursuant to the recent regulatory updates with regards to Market Making, approve the appointment of SICO as the Bank's market maker and to utilize up to 3% of GFH's total issued shares for market making, for the financial year 2019 and until the upcoming AGM for the year ending 31st December 2022 and authorize the board of directors or their delegates to take all the necessary measures and sign all relevant documents and contracts in this regard.
- 6- With reference to GFH's treasury shares held under the market making arrangement, approve and authorize the board of directors to utilize 140,000,000 shares, representing 3.8% of total issued shares of GFH, for the purpose of a strategic share acquisition in financial institutions, subject to CBB approval. Furthermore, authorize the board of directors or their delegates to take all the necessary measures to implement the above and sign all relevant documents and contracts in this regard.
- 7- To discuss any other matters in accordance with Article 207 of the Commercial Companies Law.

Jassim Mohamed Alseddiqi
Chairman

Proxy

I the undersigned

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

appoint

to represent me and vote on my behalf at the Annual General Meeting and Extraordinary General Meeting to be held on Sunday 22 December 2019 at 11:00 a.m. at the Group's headquarters, located at Bahrain Financial Harbour, East Tower - 28th Floor to discuss and approve the following agenda. In the absence of the quorum, a second meeting will be held on Sunday 29 December 2019, or a third meeting, if required, will be held on Sunday 5th January 2020 at the same time and place.



GFH Financial Group B.S.C.

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(F) +973 17540006, info@gfh.com, www.gfh.com



Agenda of the Ordinary General Meeting:		Yes	No
1	To approve the minutes of the previous Annual General Assembly Meeting held on 28th March 2019.	<input type="checkbox"/>	<input type="checkbox"/>
2	To approve the recommendation of the Board to issue Sukuk amounting up to [USD 500 million] ("Sukuk") in one or more issuances through an Issuer SPV (the "Issuance"), subject to any regulatory approvals.	<input type="checkbox"/>	<input type="checkbox"/>
3	To authorize the Board or its delegates to decide the terms and details of item two (2) above including undertaking all procedures required to implement the Issuance, including but not limited to, obtaining the required regulatory approvals from the concerned regulatory bodies with respect to the Issuance, finalizing and agreeing terms and pricing details for the Issuance, determination of the Sukuk assets and entering into agreements (including any amendments or supplements thereto) and undertaking all steps and procedures that are deemed by the Board to be necessary in accordance with the said agreements.	<input type="checkbox"/>	<input type="checkbox"/>
4	To approve the authorization of the Chief Executive Officer of the Bank pursuant to the Board of Directors Resolution dated 16th October 2019 in regard to item three (3) above.	<input type="checkbox"/>	<input type="checkbox"/>
5	Pursuant to the recent regulatory updates with regards to Market Making, approve the appointment of SICO as the Bank's market maker and to utilize up to 3% of GFH's total issued shares for market making, for the financial year 2019 and until the upcoming AGM for the year ending 31st December 2022 and authorize the board of directors or their delegates to take all the necessary measures and sign all relevant documents and contracts in this regard.	<input type="checkbox"/>	<input type="checkbox"/>
6	With reference to GFH's treasury shares held under the market making arrangement, approve and authorize the board of directors to utilize 140,000,000 shares, representing 3.8% of total issued shares of GFH, for the purpose of a strategic share acquisition in financial institutions, subject to CBB approval. Furthermore, authorize the board of directors or their delegates to take all the necessary measures to implement the above and sign all relevant documents and contracts in this regard.	<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:
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Stamp:

Signature:

Date: / /2019

Important Notice to shareholders:

- The Proxy Forms are available on GFH's website at www.gfh.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 iservices@gfh.com.
 - For shareholders in the Kingdom of Bahrain and United Arab Emirates: Karvy Fintech (Bahrain) W.L.L., P.O. Box 514, Manama, Kingdom of Bahrain. Fax No. +973 17212055
 - For shareholders in Kuwait: Kuwait Clearing Company, P.O. Box 22077, Kuwait. Fax No. +965 2469457.

For any enquiries, please contact Investors Relation Department on +973 17538787



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