

# Invitation

## Annual and Extraordinary General Meeting

for the financial year Ended 31 December 2024



**The Board of Directors of GFH Financial Group B.S.C. (Ticker Symbol: GFH - Commercial Registration no. 44136-1) is pleased to invite the esteemed shareholders to attend the Annual and Extraordinary General Meeting, to be held on Thursday 13th March 2025, corresponding to 13th Ramadan 1446H at 9:30 pm at GFH House, Bahrain Financial Harbour – Sea View, to review the following agenda. If the required legal quorum is not met, a second meeting will be held on Thursday 20th March 2025, corresponding to 20th Ramadan 1446H or a third meeting, if required, will be held on Thursday 27th March 2025, corresponding to 27th Ramadan 1446H at the same time and place.**

### Agenda of the Annual General Meeting:

1. To ratify the minutes of the previous Annual General meeting held on 9 October 2024.
2. To discuss and ratify the Board of Directors' report on the Group's business activities for the year ended 31 December 2024.
3. To read the Sharia Supervisory Board's report on the Group's business activities for the year ended 31 December 2024.
4. To read the external auditor's report on the financial year ended 31 December 2024.
5. To discuss and ratify the consolidated financial statements for the financial year ended 31 December 2024.
6. To approve the Board of Directors' recommendation to allocate the net profit for the year 2024 as follows:
  - To transfer an amount of US\$ 11,850,400 to the statutory reserve.
  - To allocate an amount of US\$ 1,500,000 to Zakat Fund.
  - To distribute cash dividends of 6.2% of the nominal value of all the ordinary shares, net of treasury shares, up to US\$ 61 million, equivalent to US\$ 0.0164, BD 0.0062, UAE dirhams 0.0602 per share;
  - To transfer the remaining amount of approximately US\$ 44,153,600 as retained earnings for next year.
7. To recommend an amount of US\$ 2,400,000 as remuneration for the Board of Directors.
8. To discuss and ratify the corporate governance report for the financial year ended 31 December 2024, and the Group's compliance with all the governance requirements issued by the Ministry of Industry and Commerce and Central Bank of Bahrain.
9. Disclosing and approving any transactions concluded during the ended year with any related parties or major shareholders of the Group, as indicated in Note 26 of the financial statements for the year 2024 and the Board of Directors' Report, pursuant to the provisions of Article (189) of Bahrain's Commercial Companies Law.
10. To approve to buy back Group shares (treasury shares) not exceeding 10% of the total shares issued for the following purposes, subject to obtaining the Central Bank of Bahrain's approval:
  - Attracting strategic shareholders in line with the criteria and benefits as set by the group for this category, and subject to Central Bank of Bahrain's approval on every sale transaction.
  - Support the share price.
  - Staff incentives.
11. To approve the appointment / reappointment of the external auditors of the Group for the year ended 31 December 2025 and authorize the Board of Directors to set their fees (subject to obtaining the Central Bank of Bahrain's approval).
12. To release the Board of Directors from liability in respect of their acts for the financial year ended 31 December 2024.
13. Any recent issues in accordance with Article (207) of the Commercial Companies Law.

### The Extraordinary General Meeting:

1. To ratify the minutes of the previous Extraordinary General meeting held on 3 April 2022.
2. Approve the issuance of Tier 1 Financial Instruments and/or Sukuk (Additional Tier 1 Capital) with a total value not exceeding BD 200 million (Two Hundred Million Bahraini Dinars), through one or multiple issues, for the purposes of improving capital ratios to meet the Group's financial and strategic requirements, and to authorize the Bank's Board of Directors to take all the necessary formalities and decisions regarding the structure, profit rate, the value and currency of the issue, the associated costs, the term & conditions of the issue, approval of the subscription and its conditions, and any other conditions, subject to the approval of the Central Bank of Bahrain.
3. Authorize the Chairman of the Board of Directors and / or the Chief Executive Officer of the Group and / or his sole authorized signatory, to initiate the necessary procedures for the implementation of item 2 above and to sign and submit any related documents.

**Abdulmohsen Rashed Al Alrashed**  
Chairman of the Board of Directors



# Proxy



I the undersigned [ ], holder of ID/Passport No. [ ],  
 ,as the [ ], of [ ], Commercial Registration No.  
 , [ ] a shareholder in GFH Financial Group BSC ("GFH"), appoint [ ],  
 holder of ID/Passport No. [ ]

**to represent me and vote on my behalf at the Annual and Extraordinary General Meeting to be held on Thursday 13th March 2025, corresponding to 13th Ramadan 1446H at 9:30 pm at GFH House, Bahrain Financial Harbour – Sea View. If the required legal quorum is not met, a second meeting will be held on Thursday 20th March 2025, corresponding to 20th Ramadan 1446H or a third meeting, if required, will be held on Thursday 27th March 2025, corresponding to 27th Ramadan 1446H at the same time and place.**

| Agenda of the Annual General Meeting: |  | Yes                      | No                       | Abstain                  |
|---------------------------------------|--|--------------------------|--------------------------|--------------------------|
| 1                                     | To ratify the minutes of the previous Annual General meeting held on 9 October 2024.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2                                     | To discuss and ratify the Board of Directors' report on the Group's business activities for the year ended 31 December 2024.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3                                     | To read the Sharia Supervisory Board's report on the Group's business activities for the year ended 31 December 2024.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4                                     | To read the external auditor's report on the financial year ended 31 December 2024.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5                                     | To discuss and ratify the consolidated financial statements for the financial year ended 31 December 2024.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6                                     | To approve the Board of Directors' recommendation to allocate the net profit for the year 2024 as follows: <ul style="list-style-type: none"> <li>To transfer an amount of US\$ 11,850,400 to the statutory reserve.</li> <li>To allocate an amount of US\$ 1,500,000 to Zakat Fund;</li> <li>To distribute cash dividends of 6.2% of the nominal value of all the ordinary shares, net of treasury shares, up to US\$ 61 million, equivalent to US\$ 0.0164, BD 0.0062, UAE dirhams 0.0602 per share;</li> <li>To transfer the remaining amount of approximately US\$ 44,153,600 as retained earnings for next year.</li> </ul> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7                                     | To recommend an amount of US\$ 2,400,000 as remuneration for the Board of Directors.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 8                                     | To discuss and ratify the corporate governance report for the financial year ended 31 December 2024, and the Group's compliance with all the governance requirements issued by the Ministry of Industry and Commerce and Central Bank of Bahrain.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 9                                     | Disclosing and approving any transactions concluded during the ended year with any related parties or major shareholders of the Group, as indicated in Note 26 of the financial statements for the year 2024 and the Board of Directors' Report, pursuant to the provisions of Article (189) of Bahrain's Commercial Companies Law.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |





|           |  |                          |                          |                          |
|-----------|--|--------------------------|--------------------------|--------------------------|
| <b>10</b> | To approve to buy back Group shares (treasury shares) not exceeding 10% of the total shares issued for the following purposes, subject to obtaining the Central Bank of Bahrain's approval: <ul style="list-style-type: none"><li>• Attracting strategic shareholders in line with the criteria and benefits as set by the group for this category, and subject to Central Bank of Bahrain's approval on every sale transaction</li><li>• Support the share price.</li><li>• Staff incentives.</li></ul> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| <b>11</b> | To approve the appointment / reappointment of the external auditors of the Group for the year ended 31 December 2025 and authorize the Board of Directors to set their fees (subject to obtaining the Central Bank of Bahrain's approval).   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| <b>12</b> | To release the Board of Directors from liability in respect of their acts for the financial year ended 31 December 2024.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| <b>13</b> | Any recent issues in accordance with Article (207) of the Commercial Companies Law.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

| <b>Agenda of the Extraordinary General Meeting:</b> |  | <b>Yes</b>               | <b>No</b>                | <b>Abstain</b>           |
|---|--|--------------------------|--------------------------|--------------------------|
| <b>1</b>  | To ratify the minutes of the previous Extraordinary General meeting held on 3 April 2022.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| <b>2</b>  | Approve the issuance of Tier 1 Financial Instruments and/or Sukuk (Additional Tier 1 Capital) with a total value not exceeding BD 200 million (Two Hundred Million Bahraini Dinars), through one or multiple issues, for the purposes of improving capital ratios to meet the Group's financial and strategic requirements, and to authorize the Bank's Board of Directors to take all the necessary formalities and decisions regarding the structure, profit rate, the value and currency of the issue, the associated costs, the term & conditions of the issue, approval of the subscription and its conditions, and any other conditions, subject to the approval of the Central Bank of Bahrain. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| <b>3</b>  | Authorize the Chairman of the Board of Directors and / or the Chief Executive Officer of the Group and / or his sole authorized signatory, to initiate the necessary procedures for the implementation of item 2 above and to sign and submit any related documents.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

By submitting the proxy form, the proxy confirms that as of the date of submission, the shareholder on whose behalf the proxy is attending is not deceased.

|                              |                                 |                          |
|------------------------------|---------------------------------|--------------------------|
| <b>Shareholder's Number:</b> | <b>Shareholder's Name:</b>      | <b>Number of Shares:</b> |
| <b>Shareholder's Email:</b>  | <b>Shareholder's Phone No.:</b> |                          |

Stamp:

Signature:

Date: / /2025



### **Important Notice to shareholders:**

**We would like to draw the attention of our esteemed shareholders to follow the below mentioned instructions in order to ensure their attendance at the meeting with complete ease:**

1. Send a request to attend the meeting with a copy of the CPR or a clear copy of the passport of the shareholder or his representative, in addition, to send the proxy form to the e-mail [agm@gfh.com](mailto:agm@gfh.com) to verify the identity of the attendee, at least 24 hours before the date of the meeting, taking into account sending the e-mail address and contact number to whoever wishes to attend.
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 to attend and vote in the meeting on the shareholders' behalf taking into account that this authorized person is not the chairman and members of the Board of Directors or employees of the Group and ensure the delivery of the power of attorney before 24 hours.
3. In case the shareholder is a company, the authorized person 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 and attach a copy of the authorized signatories.
4. 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 the proxy form that is submitted after the end of the specified date is considered invalid for the purposes of the meeting.
  - By hand at the Group mail or fax number +973 17911380 or e-mail [agm@gfh.com](mailto:agm@gfh.com)
  - For shareholders from the State of Kuwait: Kuwait Clearing Company P.O. Box 22077 - State of Kuwait - Fax No. +965 2469457.
  - For Shareholders from other countries: Messrs. KFIN Technologies (Bahrain) W.L.L. - P. O. Box. 514 - Manama - Kingdom of Bahrain Fax +973 17212055.
5. We at GFH pay close attention to the requirements of individuals with special needs. As such, should you wish to participate in the meeting, we kindly ask you to inform the bank 14 days before the date of the Extraordinary General Meeting to ensure your participation with ease.

**For any inquiries, please contact the Investor Relations Department at the following number: +973 17549559**

