Invitation | Annual and Extraordinary General Meeting for the financial year ended 31st December 2024

gfh

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 Wednesday 25th March 2026, corresponding to 6th Shawaal 1447H at 11:30 am. The meeting will be held through physical attendance at GFH House, Bahrain Financial Harbour – Sea View, or via video conference (please find details below) to review the following agenda. If the required legal quorum is not met, a second meeting will be held on Wednesday 1st April 2026, corresponding to 13th Shawaal 1447H or a third meeting, if required, will be held on Wednesday 8th April 2026, corresponding to 20th Shawaal 1447H 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 20 March 2025.
2. To discuss and ratify the Board of Directors' report on the Group's business activities for the year ended 31 December 2025.
3. To read the Sharia Supervisory Board's report on the Group's business activities for the year ended 31 December 2025.
4. To read the external auditor's report on the financial year ended 31 December 2025.
5. To discuss and ratify the consolidated financial statements for the financial year ended 31 December 2025.
6. To approve the Board of Directors' recommendation to allocate the net profit for the year 2025 as follows:
   - To transfer an amount of US$ 14,011,000 to the statutory reserve.
   - To allocate an amount of US$ 7,000,000 for the benefit of GFH Foundation and payment of the zakat due on the Group's shares.
   - To distribute cash dividends of 10.11% of the nominal value of all the ordinary shares, net of treasury shares, up to US$ 100 million, equivalent to US$ 0.0268, BD 0.0101, UAE dirhams 0.0984 per share, this includes interim cash dividends of USD 0.0053 that were distributed to shareholders on 11 September, 2025.
   - To transfer the remaining amount of approximately US$ 19,099,000 as retained earnings for next year.

Event	Date
Cum-Dividend Date *(Last day of trading with entitlement to dividends)*	**30 March 2026**
Ex-Dividend Date *(First day of trading without entitlement to dividends)*	**31 March 2026**
Record Date for Bahrain Bourse, Dubai Financial Market, and Abu Dhabi Securities Exchange Listed Shares *(The day on which all shareholders whose names are on the share register will be entitled to dividends)*	**01 April 2026**
Record Date for Boursa Kuwait listed shares *(The Day on which all shareholders whose names are on the share register will be entitled to dividends)*	**02 April 2026**
Payment Date *(The Day on which the dividends will be paid to the entitled shareholders)*	**15 April 2026**

7. To recommend an amount of US$3,000,000 as remuneration for the Board of Directors.
8. To discuss and ratify the corporate governance report for the financial year ended 31 December 2025, 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 24 of the financial statements for the year 2025 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.
    - Provide market liquidity.
    - Staff Share Incentive Program.
11. To approve the appointment / reappointment of the external auditors of the Group for the year ended 31 December 2026 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 2025.
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 20 March 2025.
2. Approval of the change of the Group's name from "GFH Financial Group B.S.C." to "GFH Bank B.S.C."
3. Approval of the amendment to the Group's Memorandum of Association and Articles of Association, and all amendments thereto, with respect to the name clause.
4. Authorization of the Chairman of the Board of Directors and/or the Chief Executive Officer of the Bank and/or their designee, individually, to undertake the necessary procedures to implement item 2 above and to sign and submit any relevant documents, including signing the amendment Memorandum of Association and Articles of Association before the notary public.

Abdulmohsen Rashed Al Alrashed
Chairman of the Board of Directors

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 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. Upon receipt of all required documents and information, shareholders who wish to attend the AGM/EGM virtually will be provided with a link to the visual communication platform (ZOOM) prior to the meeting date, to enable them to install the application on either a mobile phone or a computer. Availability of both audio and video functionality is mandatory.
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 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.
4. 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.
5. 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, fax number +973 17911380, or e-mail 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.
6. 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 Annual & Extraordinary General Meeting to ensure your participation with ease.

For any inquiries, please contact the Investor Relations Department at the following number: +973 38788840