

Notice and Invitation to Attend the Extra Ordinary General Meeting & Annual General Meeting

The Board of Directors of AHLI BANK SAOG (the "Company") has the pleasure to invite the shareholders to attend the Extra Ordinary General Meeting & Annual General Meeting , which will be held on Monday at 03:00 PM on 27/03/2023, via the electronic platform which can be accessed through the website of Muscat Clearing & Depository Company (www.mcd.gov.om) . If the quorum requirement for holding the Annual General Meeting is not fulfilled, a second Extra Ordinary General Meeting & Annual General Meeting shall be held on Thursday at 03:00 PM on 30/03/2023, via the electronic platform which can be accessed through the website of Muscat Clearing & Depository Company (www.mcd.gov.om) to discuss the following agenda:

Extra Ordinary General Meeting Agendas:

1. To consider and approve the amendments to the Articles of Association of Ahli Bank SAOG (as per the attached annexure)
2. To consider and approve the issue of a total number of up to 100 Million Perpetual Additional Tier 1 Capital Instruments in the form of perpetual bonds, by way of either a private or public issues at face value of One Rial per bond plus issues expense in one or multiple tranches to be determined by the Bank's Board of Directors after taking all the required procedures and obtaining the approval of the Central Bank of Oman and the Capital Market Authority (according to the attached annexure)
3. To authorize the Board of Directors to take all the necessary actions to execute item (2)

Annual Ordinary General Meeting Agendas :

1. To consider and approve the Board of Directors' Report on the Bank's activities and its financial position for the financial year ended on 31 December 2022 (as per the attached annexure)
2. To consider and approve the Board of Directors' Report on the organization and management of the Bank (Corporate Governance Report) for the financial year ended on 31 December 2022 (as per the attached annexure)
3. To consider and approve the auditor's report on the Bank's audited financial statements for the year ended on 31 December 2022 (as per the attached annexure)
4. To notify the general assembly on the Sharia Compliance Report of Ahli Islamic for the financial year ended on 31 December 2022 (as per the attached annexure)
5. To consider and approve the proposal to distribute cash dividends of an amount of 9 Baizas per share to the shareholders on the date of the Annual General Meeting
6. To ratify the sitting fees paid to the Board of Directors and Board Sub-Committees for the financial year ended on 31 December 2022 and determine their sitting fees for the financial year ending on 31 December 2023 (as per the attached annexure)
7. To consider and approve the proposal to distribute remunerations of an amount of RO 300,000 to the Board of Directors for the financial year ended on 31 December 2022
8. To ratify the remuneration and sitting fees of the Shari'a Supervisory Board for the financial

year ended on 31 December 2022 and determine their sitting fees for the financial year ending on 31 December 2023 (as per the attached annexure)

9. To notify the general assembly of the related party transactions entered into by the Bank during the financial year ended on 31 December 2022 (as per the attached annexure)
10. To notify the general assembly of the contributions made to support community services during the financial year ended on 31 December 2022 (as per the attached annexure)
11. To consider and approve the report on the performance of the Board of Directors for the financial year ended on 31 December 2022 (as per the attached annexure)
12. To elect a new Board of Directors of the Bank Anyone who wishes to stand as a candidate shall complete the form prepared for this purpose and submit it to the Bank at least five (5) days prior to the date of the Annual General Meeting latest by close of business on Wednesday, 22 March 2023. Nomination forms received after such date will not be accepted. Candidates must consider fulfilling the requirements prescribed for membership of the Bank's Board of Directors
13. To approve the criteria for the performance appraisal of the Board of Directors of the Bank (as per the attached annexure)
14. To appoint a third party for appraising the performance of the Board of Directors for the financial year ending on 31 December 2023 and determine their fees (as per the attached annexure)
15. To appoint auditors and external Shari'a auditors for the financial year ending on 31 December 2023 and determine their fees (as per the attached annexure)

According to the Company's Articles of Association and the controls for holding General Meetings using modern technology issued by the capital market authority , we would like to draw your attention to the following:

1. Legal person, exclusively, has the right to delegate a natural person to attend the General Meeting and vote on its behalf through technical means, provided that this natural person has an investor number in MCDC.
2. Voting on any of the agenda items begins no more than three days before the date of the General Meeting until the voting process ends on the day of the General Meeting. If the shareholder's shares are increased or decreased, the voting process will be canceled, and the shareholder will have to vote again on the day of the General Meeting.

For further information please contact on telephone No 98051039 or email: Habib.AlHamaid@ahlibank.om

Chairman

حمدان على ناصر الهنائي

Legal Advisor

Said Alshahri Legal
Consultations

External Auditor

Price Water House Coopers

