



بنك الريان ALRAYAN BANK

NOTICE TO THE GENERAL ASSEMBLY MEETINGS

The Board of Directors of Masraf Al Rayan Q.P.S.C. (“AlRayan Bank” and/or “Bank”) Doha – Qatar is pleased to invite its esteemed shareholders to attend the Annual General Assembly Meeting (“AGM”) and the Extraordinary General Assembly Meeting (“EGM”) which will be held on Sunday, 23 March 2025 at 9:30 p.m., Doha Time (“First Meeting”). If the quorum is not met, both the AGM and EGM shall be deferred to Wednesday 26 March 2025 at 9:30 p.m., Doha Time (“Second Meeting”). The First Meeting will be held electronically via Zoom platform. The Second Meeting, if occurred, will take place in the Ritz Carlton Hotel Doha, Al Mukhtasar Ballroom, State of Qatar. The AGM and EGM will consider the following agenda:

Agenda of the Extraordinary General Assembly Meeting

1. To review and endorse the Board of Directors report on AlRayan Bank activities, its financial position for the fiscal year ended 31 December 2024 and its future plan for the year 2025;
2. To hear the Shari’ah Supervisory Board report on AlRayan Bank compliance with Shari’ah rules for fiscal year ended 31 December 2024;
3. To review and endorse the External Auditors report on AlRayan Bank Financial Statements as presented by the Board of Directors for the fiscal year ended 31 December 2024;
4. To discuss and approve AlRayan Bank Financial Statements for the fiscal year ended 31 December 2024;
5. To discuss and approve the proposals of the Board of Directors regarding appropriation and cash dividend of QAR 0.10 per share, representing 10% of the nominal value of the share for the fiscal year 2024 and acknowledgement of profits appropriation policy;
6. To hear and discuss the External Auditor’s report on the requirements of Article (24) of the Corporate Governance Code of Companies and Legal Entities listed on Primary Market issued pursuant to Resolution No. (5) of 2016 of the Board of Directors of Qatar Financial Markets Authority (“QFMA”);
7. To discuss and approve of AlRayan Bank’s Annual Corporate Governance Report for the year 2024
8. To absolve the Chairman and Board Members from all responsibilities for the fiscal year ended 31 December 2024, fix their remuneration for 2024 and approve the policy of remuneration and incentives of the Board and Senior Management and major transactions with related parties, if any;
9. To appoint AlRayan Bank’s External Auditors for fiscal year 2025 and approve their fees

Agenda of the Ordinary General Assembly Meeting

1. To amend Articles (1), (3), (20) and (67) of AlRayan Bank’s amended Articles of Association (“AOA”) authenticated under No. 149652/2022 dated 14/12/2022 as amended by the Appendix authenticated under No. 107618 dated 01/05/2024 as proposed in the table below mainly to comply with the Circular No (7) of 2023 issued by the Board of Qatar Financial Markets Authority on Iterm Dividends, to amend the legal name of the Bank from “Masraf Al Rayan” to “AlRayan Bank”, and to amend the conditions of qualification shares to match the Bank’s capital size and risk profile provided that such proposed change to Article (20) enters into effect starting from the next Board elections:

Before

Article (1)
The Bank: means Masraf Al Rayan (Q.P.S.C) (Qatari Public Shareholding Company).
Article (3)
The name of the Bank shall be “Masraf Al Rayan” (Q.P.S.C.) (Qatari Public Shareholding Company).
Article (20)- clause (3)
A member of the Board shall [...]
3. Be a shareholder and an owner to a number of one million (1,000,000) Bank shares, the amounts of which are to be deposited in one of the approved banks or at the Depository (QCSD) within sixty days from the date the membership starts and remains deposited without the shares being subject to any trade, mortgage, pledge or seizure until the end of the membership and the approval of the balance sheet of the last financial year in which he carries on his activity. The shares mentioned above shall be allocated to guarantee the right of the Bank, the shareholders, the creditors and third parties for the liability of the Board members. If the member fails to provide the said guarantee, his membership shall be invalid. The Board shall undertake to abide and comply with all the instructions issued by the Qatar Central Bank and QFMA relating to the Board membership, duties and responsibilities ...etc.

Article (67)- clause (7)
Not applicable

After

Article (1)
The Bank: means AlRayan Bank (Q.P.S.C) (Qatari Public Shareholding Company) provided that the terms “Masraf Al Rayan” or “Masraf” is replaced with the new terms “AlRayan Bank” or the “Bank” wherever mentioned in these Articles of Associations.
Article (3)
The name of the Bank shall be “AlRayan Bank” (Q.P.S.C.) (Qatari Public Shareholding Company).
Article (20)- clause (3)
A member of the Board shall [...]
3. Be a shareholder and an owner to a number of one million (9,000,000) nine million Bank shares, the amounts of which are to be deposited in one of the approved banks or at the Depository (QCSD) within sixty days from the date the membership starts and remains deposited without the shares being subject to any trade, mortgage, pledge or seizure until the end of the membership and the approval of the balance sheet of the last financial year in which he carries on his activity. The shares mentioned above shall be allocated to guarantee the right of the Bank, the shareholders, the creditors and third parties for the liability of the Board members. If the member fails to provide the said guarantee, his membership shall be invalid. The Board shall undertake to abide and comply with all the instructions issued by the Qatar Central Bank and QFMA relating to the Board membership, duties and responsibilities ...etc.
Article (67)- new addition of a clause (7)
7. the Board of Directors may, at its own and absolute discretion, announce, approve and distribute item dividends (on quarterly or semi annually basis) during a fiscal year subject to Qatar Central Bank’s approval and in accordance with the terms and conditions set forth under the applicable rules and regulations issued by Qatar Financial Markets Authority and the Market in which the Bank is listed and in accordance the relevant laws

2. To authorize the Chairman and/or Vice Chairman of the Board and/or whomever the Board may delegate to sign the final version of the amended AOA and complete the required formalities subject to necessary regulatory approvals;
Please visit the AlRayan Bank’s website www.alrayan.com to check the full details and supporting documents for the items above including the proxy form, full audited financials and notes, external auditor’s reports, the Annual Corporate Governance report, and the full draft of the amended Articles of Association.

Clarification on Participation and voting procedures for the meeting

For first meeting scheduled for 23 March 2025, shareholders intending to attend the meeting virtually are kindly requested to provide the following information and documents by no later than 20 March 2025 to the following email address: AGA@alrayan.com

1. Copy of Identification document (ID or passport)
2. Mobile number
3. NIN number
4. A copy of proxy and supporting documents for representatives of individuals and corporate entities

and a Zoom link will be sent to those shareholders whose contact details are received. Based on the link, the shareholders will be required to register for the meeting on time (starting from 7:00pm Doha Time on the day of the meeting). Based on the completion of the registration process, the shareholder will be sent another link which will direct him/her to the virtual meeting room based on Zoom application platform.

For the second meeting scheduled for 26 March 2025, if occurred, shareholders or their delegates must be at the meeting location in the Ritz Carlton Hotel starting from 7:00pm carrying the proxy form, if applicable, along with their ID cards in order to facilitate the registration procedures.

Registration process for First or Second meeting will start at 7:00 pm Doha Time and close at 9:30pm sharp on the date of the meeting. Shareholders attending virtually through Zoom on 23 March 2025 will be able to discuss the agenda items, address their questions, if any, to the Board of Directors or the External Auditor, virtually by sending their questions or comments in the chat box, available within the Zoom application, during the course of the meeting. As for the voting on the meeting’s agenda items, a shareholder who has an objection on an item must raise their hand, using Zoom application’s in built optionality, at the time of voting on the agenda item to express his/her objection. In the event that the shareholder does not raise his/her hand, this will be considered as an endorsement for the agenda item.

Notes:

1. This invitation shall be deemed as a legal announcement to all shareholders without the need to send a special invitation by post according to Qatar’s Commercial Companies Law No. (11) of 2015 as amended by Law No (8) of 2021
2. A statement that includes the information stipulated under Qatar’s Commercial Companies Law including the amounts received by the Chairman, Directors of the Board and members of Senior Management as remuneration, fees, salaries, credit facilities, and benefits in kind, will be available for the shareholders review one week before the AGM/EGM in the Corporate Secretariat office on the 23rd floor of the Head Office located in 69 Al Add Al Sharqi Street, Marina 40, AlRayan Bank Tower, Lusail City, Doha, State of Qatar
3. Only shareholders listed on the Qatar Exchange/Qatar Central Securities Depository’s shares register issued upon the close of trading on the date of the AGM/EGM shall have the right to attend and vote
4. Every shareholder shall have the right to attend the AGM/EGM. He/she shall have a number of votes that shall be equal to the number of his/her shares. The decisions shall be issued by the absolute majority of the shares represented in the AGM meeting and by two third of shares represented in an EGM meeting. The minors and persons placed under guardianship shall be represented by their legal guardians.
5. The attendance of the AGM/EGM meetings may be assigned by proxy provided that the representative is a shareholder and the delegation is special and made in writing. The shareholder may not delegate any of the members of the Board to attend the meetings of the AGM/EGM on his/her behalf. In all events, the number of shares acquired by the delegate in this capacity shall not exceed (5%) of the company’s capital. Shareholders may use the proxy form proposed by the Company which is available on the Bank’s website www.alrayan.com. In case of natural shareholders, a copy of the ID or passport of both the proxy and the principal must be enclosed with the proxy document. In case of corporate shareholders, the corporate shareholder may appoint a representative to attend the AGM/EGM by either issuing an authorization letter on its letterhead, signed by one of its authorized signatory appearing on its Commercial Register and stamped by its official stamp or by simply completing, signing and stamping the proxy form proposed by the Bank which is available on the Bank’s website www.alrayan.com. In all events, an up-to-date copy of CR, Establishment Card and ID/passport of the representative must be enclosed to the authorization letter or the proxy form.
6. Neither the disstrainer nor the pledger shall have the right to attend the AGM/EGM nor shall either one vote on its resolutions, in accordance with Article (10) of the Bank’s Articles of Association and Article (164) of Qatar’s Commercial Companies Law No (11) of 2015 as amended by Law No (8) of 2021
7. In the event of a failure to attain a quorum for the first AGM/EGM meeting, the proxies issued to attend the first meeting shall be considered valid and effective for any following meeting, unless they are expressly cancelled by the concerned shareholder via a notice issued to the Company Secretary of AlRayan Bank at least two days prior to the date of the meeting
8. For any queries, please contact us at the following numbers +974 44940478, +974 44940401 or +97444940673 or email us at AGA@alrayan.com or visit the Corporate Secretariat office on the 23rd floor of the Head Office located in 69 Al Add Al Sharqi Street, Marina 40, AlRayan Bank Tower, Lusail City, Doha, State of Qatar.

Best Regards,
Board of Directors


Mohamed Bin Hamad Bin Qassim Al Thani
Chairman of the Board