

# NOTICE TO THE GENERAL ASSEMBLY MEETINGS

The Board of Directors of **AIRayan Bank Q.P.S.C.** (“**ARB**” and/or “**Bank**”) Doha – Qatar is pleased to invite its esteemed shareholders to attend the Annual General Assembly Meeting (“**AGM**”) which will be held on Sunday, 15 March 2026 at 10:00 p.m., Doha Time (“**First Meeting**”). If the quorum is not met, the AGM will be deferred to Tuesday 24 March 2026 at 6:00 p.m., Doha Time (“**Second Meeting**”). Both the First Meeting and the Second Meeting, if occurred, will take place in the Ritz Carlton Hotel Doha, Al Mukhtasar Ballroom, State of Qatar.

The AGM will consider the following agenda:

## AGM Agenda

1. To review and endorse the Board of Directors report on ARB activities, its financial position for the fiscal year ended 31 December 2025 and its future plan for the year 2026;
2. To hear the Sharia Supervisory Board report on ARB compliance with Sharia rules for fiscal year ended 31 December 2025;
3. To review and endorse the External Auditors report on ARB Financial Statements as presented by the Board of Directors for the fiscal year ended 31 December 2025;
4. To discuss and approve ARB Financial Statements for the fiscal year ended 31 December 2025;
5. To discuss and approve the proposals of the Board of Directors regarding appropriation and cash dividend for the fiscal year 2025 and acknowledgement of profits appropriation policy;
6. To hear and discuss the External Auditor’s report on ARB corporate governance and requirements of the Corporate Governance Code of Companies and Legal Entities listed on Primary Market issued by Qatar Financial Markets Authority (“QFMA”) Board of Directors Resolution No. (5) of 2025;
7. To discuss and approve ARB’s Annual Corporate Governance Report for the year 2025;
8. To absolve the Chairman and Board Members from all responsibilities for the fiscal year ended 31 December 2025, fix their remuneration for 2025 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 ARB’s External Auditors for fiscal year 2026 and approve their fees
10. To approve Board recommendations regarding appointment of members of Sharia Supervisory Board (“SSB”) for the next three years term (2026-2027-2028) and delegate the Board of Directors to add one or more new member(s) or to fill any vacancy that may occur for any reason whatsoever, fix their remunerations and assume any other matter related to SSB during the new term, subject to QCB approval
11. To take note of the replacement of Mr. Nasser Jaralla Jaralla by Mr. Khamis Mubarak Al Kuwari as representative of Qatar’s Armed Forces Investment Portfolio/Ministry of Defense on ARB Board during fiscal year 2025 for the rest of the current Board term 2023-2024-2025
12. Elect the Bank’s Board of Directors for the new three-year term 2026-2027-2028

Please visit ARB’s website [www.alrayan.com](http://www.alrayan.com) to check the full details and supporting documents for the items above including full audited financials and notes, external auditor’s reports, the Annual Corporate Governance report, and all information about the Board candidates approved by relevant regulators.

## Clarification on Participation and voting procedures for the meeting

**For the first meeting scheduled for 15 March 2026**, shareholders or their delegates must be at the meeting location in the Ritz Carlton Hotel starting from 6:00pm Doha Time carrying the proxy form, if applicable, along with their ID cards in order to facilitate the registration procedures. Registration process will start at 6:00 pm Doha Time and close at 10:00 pm Doha Time.

**For the second meeting scheduled for 24 March 2026, if occurred**, shareholders or their delegates must be at the meeting location in the Ritz Carlton Hotel starting from 3:00pm Doha Time carrying the proxy form, if applicable, along with their ID cards in order to facilitate the registration procedures. Registration process will start at 3:00 pm Doha Time and close at 6:00 pm Doha Time.

## 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/ in the Corporate Secretariat office on the 23<sup>rd</sup> 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 shall have the right to attend and vote
4. Every shareholder shall have the right to attend the AGM. 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 meeting 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 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 ARB available on our website [www.alrayan.com](http://www.alrayan.com). In case shareholders are natural persons, a copy of the ID or passport of both the proxy and the principal must be enclosed with the proxy document. In case shareholders are legal person, the shareholder may appoint a representative to attend the AGM 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 alternatively by completing, signing and stamping the proxy form proposed by ARB available on our website [www.alrayan.com](http://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 distrainer nor the pledger shall have the right to attend the AGM 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 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. As for the voting on the meeting’s agenda items, a shareholder who has an objection on an item must raise his/her hand 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 approval on the agenda item.
9. When voting for the election of the members of the Board of Directors, each share shall have one vote given by the shareholder to whomever he chooses from the candidates. A share may not vote for more than one candidate

For any queries, please contact us at the following numbers +974 44940478, +974 44940401 or +97444940673 or email us at [AGA@alrayan.com](mailto:AGA@alrayan.com) or visit the Corporate Secretariat office on the 23<sup>rd</sup> 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