

## Minutes of Extraordinary General Assembly Meeting of Shareholders of Masraf Al Rayan QPSC ("MAR" and/or "Company")

27 April 2022

The second meeting of the Extraordinary General Assembly ("EGM") of the shareholders of the Company, which is the first extraordinary meeting of shareholders of the Company after completion of merger with Al Khalij Commercial Bank (al khaliji) QPSC, was held on Wednesday, 27 April 2022, at 9:30pm Doha Time in the Ritz Carlton Hotel, Al Mukhtasar Ballroom, Doha – State of Qatar, and electronically via Zoom platform, in the presence of the members of the Board of Directors, the shareholders listed under Appendix (1) enclosed hereto, the External Auditors, the Sharia Supervisory Board members ("SSB"), the representatives of the Qatar Central Bank ("QCB") and the Ministry of Commerce and Industry ("MOCI") and members of the Company's Senior Management, as listed below:

Present	Name	Position
<b>Shareholders</b>	As per Appendix (1) enclosed hereto <sup>1&amp;2</sup>	
<b>Board Members</b>	H.E. Sheikh Mohamed Bin Hamad Bin Qassim Al Thani <sup>1</sup>	Chairman of the Board
	HE. Sheikh Hamad Bin Faisal Bin Thani Al Thani <sup>1</sup>	Vice Chairman
	Mr. Turki Al Khater <sup>1</sup>	Director
	Mr. Abdulla Al Malki <sup>1</sup>	Director
	Sheikh Nasser Nin Hamad Al Thani <sup>1</sup>	Director
	Mr. Tami Al Bin Ali <sup>1</sup>	Director/ Chair of Audit Committee
	Mr. Mohamed AL Abdulla <sup>1</sup>	Director
	Mr. Abdul Rahman Al Khayareen <sup>1</sup>	Director
<b>Sharia Supervisory Board</b>	His Eminence Dr. Walid Bin Hadi <sup>1</sup>	SSB Chair
	His Eminence Dr. Sultan Hashemi <sup>1</sup>	SSB Member
<b>MAR Senior Management</b>	Mr. Fahad Bin Abdulla Al Khalifa <sup>1</sup>	Group Chief Executive Officer
	Mr. Shabbir Barkat Ali <sup>1</sup>	Group Chief Finance Officer
	Mr. Mohamed AL Emadi <sup>1</sup>	Group Chief Business Officer
	Mr. Mutaz Al Dana <sup>2</sup>	Group Head of Compliance/AML
<b>MOCI Representatives</b>	Mr. Rashed Al Kaabi <sup>1</sup>	MOCI
<b>QCB Representatives</b>	Mr. Hamad Ali Al Marri <sup>2</sup>	QCB
	Mr. Abdul Qader Amir Qassim <sup>1</sup>	QCB
<b>External Auditors</b>	Mr. Walid Slim <sup>1</sup>	Partner, Deloitte and Touche
<b>Company Secretary</b>	Mr. Tony Merhej <sup>1</sup>	Secretary of the meeting

1= attended the meeting physically from Ritz Carlton Hotel Doha  
2= attended the meeting electronically through Zoom platform

## **Opening of Meeting:**

Company Secretary commenced with official deliberations reminding the audience that the Extraordinary General Meeting was announced to take place by publication in local newspapers, on MAR website and on Qatar Stock Exchange in accordance with the Commercial Companies Law No. (11) of 2015 as amended by law No (8) of 2021 and the Company's Articles of Association ("AoA"). Notice to EGM took place 21 days prior to the first meeting that was scheduled for 26 April 2022. The present second meeting is taking place within 15 days following the first meeting date and was announced in the same notice of the first meeting. In addition, the announcement was available on the Qatar Stock Exchange website and the Company's website.

Company Secretary further mentioned that the first meeting scheduled for 26 April failed to meet the required quorum. The first meeting was attended by shareholders representing 1,808,650,293 shares out of 9.3 billion share capital minutes being 19.45% of share capital. Therefore, the EGM was postponed to the second meeting today.

Company Secretary confirmed the presence of the representatives of the Ministry of Commerce and Industry and Qatar Central Bank together with the External Auditors to audit the meeting.

Company Secretary invited the external auditors to confirm presence of quorum.

## **Quorum:**

Mr. Walid Slim, Partner, Deloitte and Touche, announced that the second meeting of the EGM is attended by a number of shareholders present in person and representing 5,404,706,379 shares in addition to a number of proxies representing 390,895,149 shares as detailed under Appendix (1) enclosed hereto which forms an integral part of these minutes. Therefore, the total number of shares represented in the meeting is 5,795,601,528 shares corresponding to 62.32% of the total share capital of the Company which is equal to 9,300,000,000 shares as currently registered in the commercial register of the Company. He stated that, in accordance with the law and the Company's AoA, the second meeting of the EGM shall be valid when attended by a number of shareholders representing 50% of the capital. As such, Mr. Slim confirmed that today's meeting is validly constituted and qualified to take resolutions.

### **Appointment of Secretary and Vote Counters:**

After declaration of quorum, Mr. Tony Merhej, Company Secretary, was nominated as Secretary of the Meeting and Alfa Omega Company, represented herein by Mr. Nader Al Sous was nominated as “Votes Counter”. It was noted that the quorum counting was audited by the external auditors under supervision of the representatives of the Ministry of Commerce and Industry. No objections were stated by the shareholders. The detailed register of attending shareholders was delivered by the Vote Counter to the Secretary and enclosed to the present minutes under Appendix (1).

### **Agenda of the EGM:**

The EGM agenda was presented on the screen in the following sequence:

1. To approve amendment of Articles (9), (12), (19), (20), (24), (25), (30), (31), (34), (35), (36), (43), (44) (50) and (55) of the Bank’s Articles of Association (“AOA”) authenticated under No. 12953/2021 dated 11/11/2021 as amended by the annex authenticated on 31/3/2022 mainly to comply with Law No. (8) of 2021 amending some provisions of Commercial Companies law No. (11) of 2015 and with corporate governance instructions of Qatar Central Bank (“QCB”) and Qatar Financial Markets Authority QFMA (“QFMA”) and authorize the Chairman of the Board and/or Vice Chairman 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; and
2. To authorize the Board of Directors or whomever the Board may delegate to dispose of the fractional shares resulting from the merger with Al Khalij Commercial Bank (al khaliji) PQSC as it may deem appropriate

No objection was recorded on the above EGM agenda. The Chairman started the deliberations as follows:

## **Presentation and Discussion of the items on the agenda:**

### **Item 1: To approve amendments to Articles of Association**

The Chairman read, on behalf of the Board, the report of the Board of Directors on the activities of the Company and its financial position for the period ended 31.12.2021 and future plans. The report read as follows:

The Chairman requested the EGM approval on proposed amendments to Articles (9), (12), (19), (20), (24), (25), (30), (31), (34), (35), (36), (43), (44) (50) and (55) of the Bank's Articles of Association ("AOA") authenticated under No. 12953/2021 dated 11/11/2021 as amended by the annex authenticated on 31/3/2022 mainly to comply with Law No. (8) of 2021 amending some provisions of Commercial Companies law No. (11) of 2015 and with corporate governance instructions of Qatar Central Bank ("QCB") and Qatar Financial Markets Authority QFMA ("QFMA").

The proposed amendments were displayed on the screen. The Chairman noted that the proposed amendments were published in the Bank's website on the date of the EGM notice (i.e. 21 days prior to the EGM) so shareholders had sufficient time to check the same. They were cleared by QCB but remain subject to other regulatory approvals in particular, MOCI and Authentication Department/Ministry of Justice.

The Chairman noted that the proposed changes are recommended by the Board for approval. He requested the EGM to authorize the Chairman of the Board and/or Vice Chairman and/or whomever the Board may delegate to sign the final version of the amended AOA and complete the formalities required by law;

*The Chairman opens the discussion. No one asked to take the floor.*

**Resolution No. EGM.1.1.2022: The shareholders attending the present Extraordinary General Meeting of the Company have unanimously resolved as follows:**

- 1. Subject to necessary approvals, Articles (9), (12), (19), (20), (24), (25), (30), (31), (34), (35), (36), (43), (44) (50) and (55) of the Bank's Articles of Association ("AOA") authenticated under No. 12953/2021 dated 11/11/2021 as amended by the annex authenticated on 31/3/2022 shall be amended as follows:**

#### **Article (9) before amendment**

"A share is indivisible but two or more persons may jointly own one share or several shares provided that only one person shall represent them in relation to the Bank. Joint owners of a share shall be jointly liable for the obligations arising in respect of such ownership within the limits of the value of the share"

#### **Article (9) after amendment**

"A share is indivisible but two or more persons may jointly own one share or several shares provided that only one person shall represent them in relation to the Bank. Joint owners of a share shall be jointly liable for the obligations arising in respect of such ownership within the limits of the value of the share. Owning shares by any subsidiary of Masraf is prohibited."

**Article (12) before amendment**

1. "Each share entitles its owner to a share equal to that of other shares without discrimination in the ownership of the assets of the Bank and the profits divided in the manner provided in these Regulations.
2. The last shareholder whose name is entered in the Market Registers has the right to receive amounts accruing to the share whether as profits or a share of the asset."

**Article (12) after amendment**

1. Each share entitles its owner to a share equal to that of other shares without discrimination in the ownership of the assets of the Bank and the profits divided in the manner provided in these Regulations.
2. The last shareholder whose name is entered in the Market Registers has the right to receive amounts accruing to the share whether as profits or a share of the asset.
3. Shareholders are equal in rights related to a share in accordance with the provisions of the law and relevant regulations and decisions. A shareholder shall have the right to dispose of his/her share without any restrictions unless such disposal is in breach to applicable laws or regulations
4. Each share shall entitle its holder to attend the general meeting, participate in its deliberations and vote on its decisions in accordance with the applicable laws and regulations
5. Each share shall entitle its holder to access information that enables him/her to exercises his/her full rights without prejudice to the rights of other shareholders or to the extent such access is not harmful to the Bank's interests. To this end, the Bank shall publish the information that are of interest to the shareholders and enable them to exercise their rights fully on the website of the Bank, if any, or through any other informative medium. The shareholder may submit a request in writing to receive the information that he has right to it by law to the Company Secretariat or Investor Relations departments in the Bank."

**Article (19)-second paragraph before amendment**

"Third of the Board members shall be independent members with suitable experience from the non-shareholders. The independent members and representatives of Qatar Investment Authority, Qatari General Retirement and Social Insurance Authority and Barzan Holding shall be exempted from having the number of shares indicated in Article (20-3) of the Articles."

**Article (19) – second paragraph after amendment**

"Third of the Board members must be independent members with suitable experience from the non-shareholders. Majority of Board members must be non-full time employees or non-salaried in the Bank. A Board seat may be dedicated to represent minority shareholders and another seat to represent the Bank's personnel. The independent members, representatives of Bank's personnel, if any, and representatives of Qatar Investment Authority, Qatari General Retirement and Social Insurance Authority and Barzan Holding shall be exempted from having the number of shares indicated in Article (20-3) of the Articles."

**Article (20) – paragraph 3 before amendment**

"A member of the Board shall [...]:

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 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 relating to the Board membership, duties and responsibilities ...etc. Any candidate for the Board's election shall submit a written statement where he undertakes that he is not assigned or appointed to any post which prohibits him legally to assume the role of a Board member in addition to his aforementioned post."

**Article (20)- paragraph 3 after amendment**

"A member of the Board shall [...]:

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. Any candidate for the Board's election shall submit a written statement where he undertakes that he is not assigned or appointed to any post which prohibits him legally to assume the role of a Board member in addition to his aforementioned post."

**Article (24) before amendment**

"The Chairman of the Board is the head of the Bank and represents it in its relations with third parties and before the courts. He shall implement the Board resolutions and abide by its recommendations. The Chairman may delegate some of his powers to other members of the Board. The Vice Chairman shall replace the Chairman in his absence."

**Article (24) after amendment**

"The Chairman of the Board is the head of the Bank and represents it in its relations with third parties and before the courts. He shall implement the Board resolutions and abide by its recommendations. The Chairman may delegate some of his powers to other members of the Board or the senior management. Such delegation must be specific and time limited. Combining the role of the Chairman of the Board with any other executive role in the Company is prohibited. The Chairman cannot be member of or chair any Board committee. The Vice Chairman shall replace the Chairman in his absence."

**Article (25) before amendment**

"Neither the Chairman of the Board or any Board member may in his personal capacity participate in any activity that would be competitive with the Bank or to trade for his own account or of others in any of the activities undertaken by the Bank. Otherwise, the Bank shall have the right to claim damages from him and to deem the transactions undertaken were made for the Bank's account."

**Article (25) after amendment**

"Neither the Chairman of the Board or any Board member or any member of the senior executive management may in his personal capacity participate in any activity that would be competitive with the Bank or to trade for his own account or of others in any of the activities undertaken by the Bank, unless an approval is obtained in this respect from the general assembly of shareholders. Otherwise, the Bank shall have the right to claim damages from him and to deem the transactions undertaken were made for the Bank's account."

**Article (30) below paragraph only before amendment**

"In case of emergency or necessity, the Board may issue some of its resolutions by circulation provided that all Board Members shall in writing approve such resolutions and provided further that these resolutions are submitted for the next Board meeting in order to be incorporated in the minutes of the meeting."

**Article (30) below paragraph after amendment**

In case of emergency or necessity, the Board may issue some of its resolutions by circulation in accordance with Article (35) herein".

**Article (31) before amendment**

"A Board meeting may be summoned by written notice given by the Chairman, Deputy Chairman or a member authorized to do so. The notice shall be sent to each member at the address recorded in the files of the Bank for this purpose at least seven days before the date of such meeting. The notice should indicate the date and place of the meeting and shall include the agenda for the meeting and the subjects that will be placed at it and whether there will be a proposed resolution for adoption or voting on it."

**Article (31) after amendment**

"A Board meeting may be summoned by written notice given by the Chairman, Vice Chairman, Board Secretary or a member authorized to do so. The notice shall be sent to each member at the address or email recorded in the files of the Bank for this purpose at least seven days before the date of such meeting. The notice should indicate the date and place of the meeting and shall include the agenda for the meeting and the subjects that will be placed at it and whether there will be a proposed resolution for adoption or voting on it."

**Article (34) before amendment**

"While observing the provisions of Article (106) of the Companies Law, minutes of the Board meeting shall be entered in a special record signed by the Chairman, Managing Director and Secretary (if any)."

**Article (34) after amendment**

"While observing the provisions of Article (106) of the Companies Law, minutes of the Board meeting shall be entered in a special record signed by the Chairman, Managing Director (if any) and Board Secretary. The minutes of the meeting will be recorded in the register in a regular manner after each meeting and in consecutive pages. Extracts of Board minutes and copies of Board resolutions shall be deemed valid if signed by the Chairman, the Vice Chairman or the Board Secretary."

**Article (35) before amendment**

"Any written resolution and signed whether in acceptance or refusal - by all members of the Board shall be deemed to be valid as if it had been taken at a meeting of the Board duly held. Written resolutions may be signed by circulation of one copy to all members of the Board or by recording the resolution in and circulating more than one copy so that all of the signatures of the members of the Board are collected on all or some of these copies which are compiled together and deemed to be one copy signed by all the members of the Board. Where a written resolution does not embody a statement as to its effective date, the resolution shall be effective as of the date of the signature by the last member unless the written resolution provides otherwise."

**Article (35) after amendment**

"In case of emergency or necessity, the Board may issue some of its resolutions by circulation. Resolutions by circulation shall be passed by any mechanism decided by the Board either in the form of written resolutions or by any other common modern technology means that permit to a Board member to pass his/her resolution in any written format provided this is

unanimously approved by all the Board members and provided this is presented to the Board of Directors at the next meeting to be included in its minutes. A resolution by circulation whether in acceptance or refusal - by all members of the Board shall be deemed to be valid as if it had been taken at a meeting of the Board duly held; In case a resolution by circulation is passed in the form of a written resolution, may be signed by circulation of one copy to all members of the Board or by recording the resolution in and circulating more than one copy so that all of the signatures of the members of the Board are collected on all or some of these copies which are compiled together and deemed to be one copy signed by all the members of the Board. Where a written resolution does not embody a statement as to its effective date, the resolution shall be effective as of the date of the signature by the last member unless the written resolution provides otherwise; In case a resolution by circulation is passed by any other common modern technology means that permit to a Board member to pass his/her resolution in any written format, the Board Secretary or his/her designee, shall issue and sign minutes of resolution to document the resolutions of all members- whether in acceptance or refusal- and provided this is presented to the Board of Directors at the next meeting to be included in its minutes. The date on which the last resolution is received from a Board member by such common modern technology medium shall be the effective date of the resolution by circulation.”

#### **Article (36) before amendment**

“Disclosure of Direct and Indirect Interests of Board Member:

1. Neither the Chairman of the Board, nor a Board member or a director shall be allowed to conduct any business similar to the Bank activity. Each of the Chairman of the Board, the Board member and the Executive directors shall disclose any interest direct or indirect in contracts, projects or commitments that are performed for the Bank’s account in accordance with Article (109) of the Companies Commercial Law.
2. The Bank shall not offer any cash loan in any kind whatsoever for any Board member or shall guarantee any loan to be concluded with any third party. As an exception to the foregoing, the Bank may offer a loan to any Board member and may open a credit to him or may guarantee a loan concluded with a third party provided this is done in accordance with the situations, conditions and the terms that are decided by Qatar Central Bank. In such situation, the person who is having an interest on the same shall not attend any of the Board or General Assembly Meetings where the topic concerning him is being discussed. Any act to the contrary of these provisions shall be considered null and void and without prejudice to the Bank’s right to claim for an indemnity from the violator in question.”

#### **Article (36) after amendment**

“Disclosure of Direct and Indirect Interests of Board Member and Conflict of Interest Management:

1. Neither the Chairman of the Board, nor a Board member or a director shall be allowed to conduct any business similar to the Bank activity. Each of the Chairman of the Board, the Board member and the Executive directors shall disclose any interest direct or indirect in contracts, projects or commitments that are performed for the Bank’s account in accordance with Article (109) of the Companies Commercial Law and shall regularly disclose to the general assembly of shareholders other positions they held in their personal capacity or in their capacity as representative of a corporate body.
2. The Bank shall not offer any cash loan in any kind whatsoever for any Board member or shall guarantee any loan to be concluded with any third party. As an exception to the foregoing, the Bank may offer a loan to any Board member and may open a credit to him or may guarantee a loan concluded with a third party provided this is done in accordance with the situations, conditions and the terms that are decided by Qatar Central Bank. In such situation, the person who is having an interest on the same shall not attend any of the Board or General Assembly Meetings where the topic concerning him is being discussed. Any act to the contrary of these provisions shall be



considered null and void and without prejudice to the Bank's right to claim for an indemnity from the violator in question.

3. Subject to Article (109) of Companies Law, if a conflict of interest is evidenced involving a Major Shareholder, Board member or any other related party, with respect to a matter that requires a Board resolution, and the Board resolves that it is a material matter, the Board must pass its resolution in the presence of all its members. The member concerned may not take part in the voting process related to such item. Any dealings or transactions that the Company concludes with related parties must be disclosed pursuant to the relevant laws and regulations of the Qatar Central Bank or the Qatar Financial Markets Authority."

**Article (43) before amendment**

"With observance of Articles (124) and (125) of the Companies Law, the General Assembly shall be convened by an invitation from the Board at least once a year at the venue and the time determined by the Board after the approval of the Directorate. The meeting shall be held within the four months following the end of the Bank's financial year. The Board may call for the General Assembly to convene as deemed necessary."

**Article (43) after amendment**

"With observance of Articles (124) and (125) of the Companies Law, and sub-clause (7) of Article (47) herein, the General Assembly shall be convened by an invitation from the Board at least once a year at the venue and the time determined by the Board after the approval of the Directorate. The meeting shall be held within the four months following the end of the Bank's financial year. The Board may call for the General Assembly to convene as deemed necessary. The General Assembly may be held using the modern technology means in accordance with the controls set by the Ministry. The Board shall convene the General Assembly electronically by publishing the invitation to all shareholders on the website of the stock exchange, Bank's website, if any, in a local Arabic newspaper or by any other informative means. The invitation to the General Assembly shall be published at least 21 days prior to the date of the meeting and shall include the provisions of Article (128) of Companies Law, a sufficient summary of the agenda and all information and papers set forth under Article (120) of Companies Law and Article (38) of this AOA, together with the external Auditor's report. A copy of the invitation shall be sent to the Directorate at the same time it is dispatched to newspapers."

**Article (44) before amendment**

"The Chairman of the Board shall publish the Financial Position, Income Statement and an adequate summary of the Board's report and the full text of the auditor's report in two local newspapers, one at least is to be in Arabic and on the Bank's website. This shall be made at least fifteen days prior to the General Assembly Meeting. A copy of these documents shall be presented to the Directorate prior to publishing in order to determine the mechanism and the method of publication."

**Article (44) after amendment**

"Subject to Article (43) of this AOA, the Chairman of the Board shall publish the Financial Position, Income Statement and an adequate summary of the Board's report and the full text of the auditor's report in two local newspapers, one at least is to be in Arabic and on the Bank's website."

**Article (50) before amendment**

"Every shareholder shall be entitled to discuss matters that are listed in the agenda of the General Assembly Meeting and to raise questions to the members of the Board who are obliged to answer these questions to the extent that does not determinately affect the Bank's interests. A Shareholder who is not satisfied with reply to his question may refer the matter to the General Assembly Meeting. The decision of the General Assembly Meeting shall be enforceable. Any provision in the Bank's Articles of Association to the contrary shall be null and void."

**Article (50) after amendment**

“Every shareholder shall be entitled to discuss matters that are listed in the agenda of the General Assembly Meeting and to raise questions to the members of the Board who are obliged to answer these questions to the extent that does not determinately affect the Bank’s interests. A Shareholder who is not satisfied with reply to his question may refer the matter to the General Assembly Meeting. The decision of the General Assembly Meeting shall be enforceable. Any provision in the Bank’s Articles of Association to the contrary shall be null and void. A shareholder shall have the right to object and document in the minutes his/her objection to any decision he/she may deem is issued to benefit or to damage a specific category of shareholders, to achieve a special interest to the Board members or third parties without taking the Bank’s interest into consideration or where the Bank concludes major transactions that he/she may deem against his/her own interests or violate the Bank’s capital ownership. A shareholder shall have the right to revoke the decisions to which he/she objected in accordance with the relevant applicable laws.”

**Article (55) below paragraph only before amendment**

“The Extraordinary General Assembly Meetings shall not introduce any amendments to the Articles of Association if the amendments in question shall increase the burdens of the shareholders or shall amend the main objective or change the Bank’s nationality or move the head office of the Bank to any other state. Any resolution stating otherwise, shall be null and void.”

**Article (55) below paragraph only after amendment**

“The Extraordinary General Assembly Meetings shall not introduce any amendments to the Articles of Association if the amendments in question shall increase the burdens of the shareholders or shall change the Bank’s nationality or move the head office of the Bank to any other state. Any resolution stating otherwise, shall be null and void.”

**2. The Chairman of the Board and/or Vice Chairman and/or whomever the Board may delegate shall sign the final version of the amended AOA and complete the required formalities.**

**Item 2: To authorize the Board of Directors or whomever the Board may delegate to dispose of the fractional shares resulting from the merger with Al Khalij Commercial Bank (al khaliji) PQSC as it may deem appropriate**

The Chairman stated that the merger with Al Khalij Commercial Bank (al khaliji) PQSC resulted in 142 fractional shares that are maintained in a special account at QCSD. He requested the shareholders to authorize the Board to dispose of these fractional shares as it may deem appropriate.

***The Chairman opens the discussion. No one asked to take the floor.***

**Resolution No. EGM.2.1.2022: The shareholders attending the present Extraordinary General Meeting of the Company have unanimously authorized the Board of Directors to dispose of the fractional shares resulting from the merger with Al Khalij Commercial Bank (al khaliji) PQSC as it may deem appropriate.**

The Chairman concluded that all items on the agenda have been discussed and resolved upon noting that this EGM has reached the end.

The Chairman thanked the audience for their attention and attendance at this EGM and officially closed the meeting at 10:00 pm Doha Time.

In witness thereof, these minutes were executed by:

(Signed Original)

Mohamed Bin Hamad Bin Qassim Al Thani  
Chairman of the Board

(Signed Original)

Tony Merhej  
Company Secretary

(Signed Original)

Walid Slim  
For External Auditor  
Deloitte and Touche  
Qatar Branch

(Signed Original)

Nader S. Al Sous  
For Vote Counter  
Alpha Omega

Enclosures:

- Appendix (1): List of detailed names of shareholders present or represented