

Invitation

Annual General Meeting for the financial year ended 31st December 2023



The Board of Directors of GFH Financial Group B.S.C. is pleased to invite the esteemed shareholders to attend the Annual General Meeting of GFH Financial Group BSC, to be held on Sunday 17th March, 2024, corresponding to 6th Ramadan 1445H at 9:30 pm at GFH House, Bahrain Financial Harbour - Sea View, to review the following agenda. If the required legal quorum is not met, a second meeting will be held on Sunday 24th March 2024, corresponding to 13th Ramadan 1445H or a third meeting, if required, will be held on Sunday 31st March 2024, corresponding to 20th Ramadan 1445H at the same time and place.

Agenda of the Annual General Meeting:

1. To approve the minutes of the previous meeting held on 26 March, 2023.
 2. To discuss and approve the Board of Directors' report on the Group's business activities for the year ended 31 December 2023.
 3. To read the Sharia Supervisory Board's report on the Group's business activities for the year ended 31 December 2023.
 4. To read the external auditor's report on the financial year ended 31 December 2023.
 5. To discuss and approve the consolidated financial statements for the financial year ended 31 December 2023.
 6. To approve the Board of Directors' recommendation to allocate the net profit of the year 2023 as follows:
 - To transfer an amount of US\$ 10,522,700 to the statutory reserve.
 - To allocate an amount of US\$ 2,000,000 to charity activities and civil society organizations;
 - To distribute cash dividends of 6.2% of the nominal value of all the ordinary shares, net of treasury shares, of approximately US\$ 61 million, equivalent to US\$ 0.0164, BD 0.0062, UAE dirhams 0.0603 per share;
 - To transfer the remaining amount of approximately \$29,340,300 as retained earnings for next year.
- | Event | Date |
|---|-----------------------------------|
| Cum-Dividend Date
<i>(Last day of trading with entitlement to dividends)</i> | 25th March 2024 |
| Ex-Dividend Date
<i>(First day of trading without entitlement to dividends)</i> | 26th March 2024 |
| Record Date for shares listed on Bahrain Bourse, Dubai Financial Market, and Abu Dhabi Securities Exchange
<i>(The day on which all shareholders whose names are on the share register will be entitled to dividends)</i> | 27th March 2024 |
| Record Date for Boursa Kuwait listed shares
<i>(The Day on which all shareholders whose names are on the share register will be entitled to dividends)</i> | 28th March 2024 |
| Payment Date
<i>(The Day on which the dividends will be paid to the entitled shareholders)</i> | 9th April 2024 |
7. To approve the Board's recommendation to allocate an amount of US\$1.9 million as remuneration for members of the Board of Directors.
 8. To discuss and approve the corporate governance report for the financial year ended 31 December 2023, and the Group's compliance with all the governance requirements issued by the 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 2023 and the Board of Directors' Report, pursuant to the provisions of Article (189) of Bahrain's Commercial Companies Law.
 10. To release the members of the Board from liability in respect of their acts for the financial year ended 31 December 2023.
 11. To approve the appointment/reappointment of the external auditors of the Group for the year ended 31 December 2024 and authorize the Board of Directors to fix their fees, subject to obtaining the CBB's approval.
 12. 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 CBB's approval:
 - Attracting Strategic shareholders.
 - Maintaining the stability of the group's share price.
 - Staff incentives.
 13. To elect the Group's Board of Directors for the next three years (2024-2027), consisting of ten seats, subject to the approval of the Central Bank of Bahrain.
 14. Any recent issues in accordance with Article (207) of the Commercial Companies Law.

Ghazi Al Hajeri

Chairman of the Board of Directors

Important Notice to shareholders:

1. To participate in the Meeting, we direct our esteemed shareholders to send a request with a clear copy of the ID or Passport of the Shareholder or his/her representative, as well as the Proxy form to agm@gfh.com to verify the identity of the participator at least 24 hours before the meeting's commencement. Kindly mention in the same your email address and phone number.
2. For the meeting documents and a copy of the proxy form, visit the bank's website: www.gfh.com.
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.
4. In case the shareholder is a company, the agent 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.
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 any form that is submitted after the end of the specified date is considered invalid for the purposes of the Meeting.
 - By hand at the bank, mail or fax number +973 17911380 or e-mail iservice@gfh.com
 - For shareholders from the State of Kuwait: Kuwait Clearing Company P.O. Box 220777 - 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. No member of the Board of Directors or employees of the Bank may be delegated, in accordance with the provisions of Article (203) of the Bahraini Commercial Companies Act No. (21) of 2001.
7. In the event that the quorum is not reached at the above-scheduled meeting, a second meeting will be held on Sunday, 24th March 2024 corresponding to 13th Ramadan 1445H as well as in case the quorum was not completed at the second meeting, a third meeting will be held on Sunday, 31st March 2024, corresponding to 20th Ramadan 1445H, at the same time and place.
8. 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 Extraordinary General Meeting to ensure your participation with ease.

For any inquiries, please contact the Investor Relations Department at the following number: +973 17538787

Invitation

Annual General Assembly Meetings

GFH Financial Group



The Board of Directors of GFH Financial Group B.S.C. is pleased to invite the esteemed shareholders to attend the Annual General Meeting of GFH Financial Group BSC, to be held on Sunday 17th March, 2024, corresponding to 6th Ramadan 1445H at 9:30 pm at GFH House, Bahrain Financial Harbour - Sea View, to review the following agenda. If the required legal quorum is not met, a second meeting will be held on Sunday 24th March 2024, corresponding to 13th Ramadan 1445H or a third meeting, if required, will be held on Sunday 31st March 2024, corresponding to 20th Ramadan 1445H at the same time and place.

Agenda of the Annual General Meeting:

1. To approve the minutes of the previous meeting held on 26 March, 2023.
2. To discuss and approve the Board of Directors' report on the Group's business activities for the year ended 31 December 2023.
3. To read the Sharia Supervisory Board's report on the Group's business activities for the year ended 31 December 2023.
4. To read the external auditor's report on the financial year ended 31 December 2023.
5. To discuss and approve the consolidated financial statements for the financial year ended 31 December 2023.
6. To approve the Board of Directors' recommendation to allocate the net profit of the year 2023 as follows:
 - To transfer an amount of US\$ 10,522,700 to the statutory reserve.
 - To allocate an amount of US\$ 2,000,000 to charity activities and civil society organizations;
 - To distribute cash dividends of 6.2% of the nominal value of all the ordinary shares, net of treasury shares, of approximately US\$ 61 million, equivalent to US\$ 0.0164, BD 0.0062, UAE dirhams 0.0603 per share;
 - To transfer the remaining amount of approximately \$29,340,300 as retained earnings for next year.
7. To approve the Board's recommendation to allocate an amount of US\$1.9 million as remuneration for members of the Board of Directors.
8. To discuss and approve the corporate governance report for the financial year ended 31 December 2023, and the Group's compliance with all the governance requirements issued by the 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 2023 and the Board of Directors' Report, pursuant to the provisions of Article (189) of Bahrain's Commercial Companies Law.
10. To release the members of the Board from liability in respect of their acts for the financial year ended 31 December 2023.
11. To approve the appointment/reappointment of the external auditors of the Group for the year ended 31 December 2024 and authorize the Board of Directors to fix their fees, subject to obtaining the CBB's approval.
12. 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 CBB's approval:
 - Attracting Strategic shareholders.
 - Maintaining the stability of the group's share price.
 - Staff incentives.
13. Electing the Group's Board of Directors for the next three years (2024-2027), consisting of ten seats, subject to the approval of the Central Bank of Bahrain.
14. Any recent issues in accordance with Article (207) of the Commercial Companies Law.

Ghazi Al Hajeri

Chairman of the Board of Directors



Proxy



I the undersigned , holder ID/Passport No. ,
as the , of , CR. No. ,
being a shareholder in GFH Financial Group BSC ("GFH"), appoint ,
holder ID/Passport No .

to attend and vote on my behalf at the Annual General Meeting to be held on Sunday 17th March, 2024, corresponding to 6th Ramadan 1445H at 9:30 pm at GFH House, Bahrain Financial Harbour - Sea front, to review the following agenda. If the required legal quorum is not met, a second meeting will be held on Sunday 24th March 2024, corresponding to 13th Ramadan 1445H or a third meeting, if required, will be held on Sunday 31st March 2024, corresponding to 20th Ramadan 1445H at the same time and place.

Agenda of the Annual General Meeting:		Yes	No	Abstain
1	To approve the minutes of the previous meeting held on 26 March, 2023.	☐	☐	☐
2	To discuss and approve the Board of Directors' report on the Group's business activities for the year ended 31 December 2023.	☐	☐	☐
3	To read the Sharia Supervisory Board's report on the Group's business activities for the year ended 31 December 2023.	☐	☐	☐
4	To read the external auditor's report on the financial year ended 31 December 2023.	☐	☐	☐
5	To discuss and approve the consolidated financial statements for the financial year ended 31 December 2023.	☐	☐	☐
6	To approve the Board of Directors' recommendation to allocate the net profit of the year 2023 as follows: - To transfer an amount of US\$ 10,522,700 to the statutory reserve. - To allocate an amount of US\$ 2,000,000 to charity activities and civil society organizations; - To distribute cash dividends of 6.2% of the nominal value of all the ordinary shares, net of treasury shares, of approximately US\$ 61 million, equivalent to US\$ 0.0164, BD 0.0062, UAE dirhams 0.0603 per share; - To transfer the remaining amount of approximately \$29,340,300 as retained earnings for next year.	☐	☐	☐
7	To approve the Board's recommendation to allocate an amount of US\$1.9 million as remuneration for members of the Board of Directors.	☐	☐	☐
8	To discuss and approve the corporate governance report for the financial year ended 31 December 2023, and the Group's compliance with all the governance requirements issued by the 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 2023 and the Board of Directors' Report, pursuant to the provisions of Article (189) of Bahrain's Commercial Companies Law.	☐	☐	☐





10	To release the members of the Board from liability in respect of their acts for the financial year ended 31 December 2023.	☐	☐	☐
11	To approve the appointment/reappointment of the external auditors of the Group for the year ended 31 December 2024 and authorize the Board of Directors to fix their fees, subject to obtaining the CBB's approval.	☐	☐	☐
12	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 CBB's approval: • Attracting Strategic shareholders. • Maintaining the stability of the group's share price. • Staff incentives.	☐	☐	☐
13	Electing the Group's Board of Directors for the next three years (2024-2027), consisting of ten seats, subject to the approval of the Central Bank of Bahrain.	☐	☐	☐
14	Any recent issues in accordance with Article (207) of the Commercial Companies Law	☐	☐	☐

Shareholder's Number:	Shareholder's Name:	Number of Shares:
-----------------------	---------------------	-------------------

Stamp:

Signature:

Date: / /2024

Important Notice to shareholders:

1. To participate in the Meeting, we direct our esteemed shareholders to send a request with a clear copy of the ID or Passport of the Shareholder or his/her representative, as well as the Proxy Form to agm@gfh.com to verify the identity of the participator at least 24 hours before the meeting's commencement. Kindly mention in the same your email address and phone number.
2. For the meeting documents and a copy of the proxy form, visit the bank's website: www.gfh.com.
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.
4. In case the shareholder is a company, the agent 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.
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 any form that is submitted after the end of the specified date is considered invalid for the purposes of the meeting.
 - By hand at the bank, mail or fax number +973 17911380 or e-mail iservice@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. No member of the Board of Directors or employees of the Bank may be delegated, in accordance with the provisions of Article (203) of the Bahraini Commercial Companies Act No. (21) of 2001.
7. In the event that the quorum is not reached at the above-scheduled meeting, a second meeting will be held on Sunday, 24th March 2024 corresponding to 13th Ramadan 1445H as well as in case the quorum was not completed at the second meeting, a third meeting will be held on Sunday, 31st March 2024, corresponding to 20th Ramadan 1445H, at the same time and place.
8. 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 Extraordinary General Meeting to ensure your participation with ease.

For any inquiries, please contact the Investor Relations Department at the following number: +973 17538787