

Invitation

Annual General Assembly Meetings

GFH Financial Group



The Board of Directors of GFH Financial Group B.S.C. (Trading Code: GFH - Commercial Registration No. 44136) is pleased to invite the esteemed shareholders to attend the Annual General Assembly Meeting of GFH Financial Group BSC, to be held on Sunday 19th March, 2023, at 11:00am via video conferencing to review the following agenda. If the required legal quorum is not available, a second meeting will be held on Sunday 26th March 2023, or a third meeting, if required, will be held on Sunday 2nd April 2023, at the same time.

Agenda of the Annual General Meeting:

- 1- To approve the minutes of the previous meeting held on 3rd April, 2022.
- 2- To discuss and approve the Board of Directors' report on the Group's business activities for the year ended 31 December 2022.
- 3- To read the Sharia Supervisory Board's report on the Group's business activities for the year ended 31 December 2022.
- 4- To read the external auditor's report on the financial year ended 31 December 2022.
- 5- To discuss and approve the consolidated financial statements for the financial year ended 31 December 2022.
- 6- To approve the Board of Directors' recommendation to allocate the net profit of the year 2022 as follows:
 - To transfer an amount of US\$ 9,025,300 to the statutory reserve.
 - To allocate an amount of US\$ 1,000,000 to charity activities, civil society organizations;
 - To distribute cash dividends of 6% of the nominal value of all the ordinary shares, save for treasury shares, equivalent to US\$ 0.0159, BD 0.0060, UAE dirhams 0.05840 per share;
 - To transfer the remaining amount of approximately \$23,966,615 as retained earnings for next year.
- 7- To approve the Board's recommendation to allocate an amount of US\$1.2 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 2022, 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 2022 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 2022.
- 11- To approve the appointment/reappointment of the external auditors of the Group for the year ended 31 December 2023 and authorize the Board of Directors to fix their fees, subject to obtaining the CBB's approval.
- 12- To approve the appointment of Mr. Yousef Abdullah Taqi as a complementary independent director of the Group's Board of Directors in its current term.
- 13- To approve the appointment of Market Maker(s) in any or all markets in which the Group's shares are listed subject to the approval of the regulatory authorities, and authorize the Group's Board of Directors to determine the market maker(s), the duration of the contract and other relevant details to take appropriate decisions.
- 14- Any recent issues in accordance with Article (207) of the Commercial Companies Law.

Ghazi Al Hajeri

Chairman of the Board of Directors



GFH Financial Group B.S.C.

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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 represent me and vote on my behalf at the Annual General Meeting to be held on Sunday 19th March, 2023, at 11:00am via video conferencing to review the following agenda. If the required legal quorum is not available, a second meeting will be held on Sunday 26th March 2023, or a third meeting, if required, will be held on Sunday 2nd April 2023, at the same time.

Agenda of the Annual General Meeting:		Yes	No	Abstain
1	To approve the minutes of the previous meeting held on 3rd April, 2022.	☐	☐	☐
2	To discuss and approve the Board of Directors' report on the Group's business activities for the year ended 31 December 2022.	☐	☐	☐
3	To read the Sharia Supervisory Board's report on the Group's business activities for the year ended 31 December 2022.	☐	☐	☐
4	To read the external auditor's report on the financial year ended 31 December 2022..	☐	☐	☐
5	To discuss and approve the consolidated financial statements for the financial year ended 31 December 2022.	☐	☐	☐
6	To approve the Board of Directors' recommendation to allocate the net profit of the year 2022 as follows: - To transfer an amount of US\$ 9,025,300 to the statutory reserve.. - To allocate an amount of US\$ 1,000,000 to charity activities, civil society organizations; - To distribute cash dividends of 6% of the nominal value of all the ordinary shares, save for treasury shares, equivalent to US\$ 0.0159, BD 0.0060, UAE dirhams 0.05840 per share;. - To transfer the remaining amount of approximately \$23,966,615 as retained earnings for next year.	☐	☐	☐
7	To approve the Board's recommendation to allocate an amount of US\$1.2 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 2022, 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 2022 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 2022.	☐	☐	☐
11	To approve the appointment/reappointment of the external auditors of the Group for the year ended 31 December 2023 and authorize the Board of Directors to fix their fees, subject to obtaining the CBB's approval.	☐	☐	☐
12	To approve the appointment of Mr. Yousef Abdullah Taqi as a complementary independent director of the Group's Board of Directors in its current term.	☐	☐	☐
13	To approve the appointment of Market Maker(s) in any or all markets in which the Group's shares are listed subject to the approval of the regulatory authorities, and authorize the Group's Board of Directors to determine the market maker(s), the duration of the contract and other relevant details to take appropriate decisions.	☐	☐	☐
14	Any recent issues in accordance with Article (207) of the Commercial Companies Law.	☐	☐	☐

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

Signature:

Date: / /2023

Important Notice to shareholders:

We hereby draw the attention of the honorable shareholders to the necessity of the following instructions in order to ensure smooth access to the meeting through the modern video communication means with ease:-

- Submitting the request to attend the general meeting with a clear copy of the identity card or a copy of the passport of the shareholder or their authorized representative, in addition to the proxy form to the e-mail: agm@gfh.com in order to verify the identity and capacity of the attendee, no later than 24 hours before the date of the general meeting including the e-mail address and contact number for those who wish to attend.
- After receiving all the required documents and information, those who wish to attend will be provided with a link to the visual communication system prior to the date of the general meeting in order to be able to install the application, whether on a mobile phone or a computer (audio and video features are a must).
- Any shareholder whose name is registered in the company's shareholders register on the date of the meeting has the right to attend in person or to delegate in writing any person to attend the meeting and vote on his behalf, taking into consideration that this proxy is not given to the chairman and members of the Board of Directors or the employees of the Group.
- In the event that the shareholder is a legal entity (a company), the person who attends the meeting must submit a proxy form from the shareholder authorizing him to attend and vote on behalf of the legal entity. The proxy form must be in writing, issued by the authorized person in the company, stamped with the company's seal, and submitted before the deadline for depositing it.
- 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 agm@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.

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