

INVITATION TO ATTEND THE EXTRAORDINARY GENERAL MEETING OF QATAR FIRST BANK LLC (PUBLIC)



The board of directors of the Bank (the “Board of Directors”) has the pleasure of inviting the esteemed shareholders of the Bank to attend the Extraordinary General Meeting (“EGM”) of the Bank, which will be held virtually via Zoom on Tuesday, 21 September 2021 at 4.30 p.m. Doha local time, to consider and approve the special resolutions set out in the agenda below. In the event a quorum is not met, a second meeting will be held virtually via Zoom on Wednesday, 22 September 2021, at the same time mentioned above. Details of the Zoom meeting will be shared separately in due course.

Please visit www.qfb.com.qa/InvestorRelations for information on the registration process.

Agenda

To approve, by virtue of adopting special resolutions, and subject to obtaining all relevant regulatory approvals from the Qatar Financial Markets Authority (the “QFMA”), the Qatar Stock Exchange (“QSE”), the Qatar Financial Center Regulatory Authority (the “QFCRA”), the Qatar Financial Centre Authority (the “QFCA”) and any other related competent authority, as well as in accordance with the Bank’s articles of association, the rules of the QFMA and the QSE, the Qatar Financial Centre Companies Regulations 2005, the QFCA Companies Rules and, in particular, Article 195 of the Commercial Companies Law No 11 of 2015 (as may be applicable to the Bank as a company established in QFC), Article 5.2 of the QFMA Offering and Listing Rulebook, articles 6 to 10 of the QFMA’s Selling Rights Issue Rules, the following:

1. An increase in the Bank’s nominal share capital from QAR 700,000,000 (seven hundred million Qatari Riyals) up to QAR 1,120,000,000 (one billion one hundred and twenty million Qatari Riyals) (representing an increase of 60% from the current paid-up nominal share capital of the Bank) within a period of one (1) year from the date of the decision of the EGM hereby convened by way of offering 420,000,000 (four hundred and twenty million) new ordinary shares for subscription by means of rights issue (the “Rights Issue”) at par value of QAR 1 (one Qatari Riyal) with an additional premium per share to be determined by the Chairman of the Board of Directors, (or such person authorised by him for such purpose), to the eligible shareholders of the Bank who are registered in the shareholders’ register with the Qatar Central Securities Depository (the “QCSD”) on such day as the Chairman of the Board of Directors (or such person authorised by him for such purpose) may elect and to the holders of subscription rights;
2. The authorisation of the Chairman of the Board of Directors and/or the Bank’s Chief Executive Officer (and whomever they may authorise) individually to execute and do all such things required to execute the above mentioned increase or any additional increase in the paid up share capital as may be approved at the EGM hereby convened and to determine the price per share (including the premium), time, terms and conditions (including preparing and adopting any prospectus or information memorandum) of the above mentioned increase(s) in authorised share capital, deal with unsubscribed shares and determine the price per share (including the premium) at which those shares may be sold in the market, deal with fractional shares that would arise from subscription and any other issue that may arise during the share subscription process or after its completion;

3. Waiving priority rights of eligible shareholders in favour of third parties by virtue of an EGM resolution issued by shareholders representing 75% of the share capital of the Bank (at all time);
4. The disapplication of priority rights of eligible shareholders who do not subscribe during the specified subscription period, taking into consideration the above mentioned regulations;
5. Having considered the interests of the Bank’s shareholders, the public offering through QSE of the unsubscribed new shares by eligible shareholders and the holders of subscription rights for public subscription within a month of the listing of such new shares and, if the Bank is unable to sell all such unsubscribed new shares within such period of time, the Bank’s Board, may cover (in the form to be determined by the Board) the remaining unsubscribed shares considering the Bank’s interest or otherwise take such action as may be necessary to reduce its share capital accordingly;
6. The listing of the Rights Issue and/or the increased shares at the QSE (including registration with QCSD), in relation to the Bank’s capital increase(s);
7. The amendment of Article No. 2 of the articles of association of the Bank to reflect the impact of the aforementioned share capital increase (or any other increases as may be approved and determined by the Board of Directors in line with the authorisation provided to it); and
8. Any other items in relation to the aforementioned share capital increase as the EGM hereby convened may deem necessary in relation to the aforementioned share capital increase.

Notes

1. Shareholders are requested to register two (2) hours prior to the start of the EGM, together with submit submitting proxy forms (if applicable), along with their ID cards in order to complete registration.
2. Only shareholders, whose names have been registered in the Bank’s shareholder register with the Qatar Central Securities Depository and who appear on the shareholder register issued on the day of the EGM, are eligible to attend and vote.
3. If unable to attend personally, a shareholder may nominate another shareholder as their proxy (other than members of the Board of Directors) to attend the EGM using the form of proxy which accompanies this notice and which can also be found on our website (www.qfb.com.qa). To be valid, the form of proxy should be

completed and submitted to Bank’s official as soon as possible before commencement of the EGM but in any event so as to reach the Bank not later two (2) hours prior to the start of the EGM in order to prove the capacity to attend. Completion and return of the form of proxy will not preclude eligible shareholders of the Bank from attending and voting in person at the EGM, should they so wish.

4. A shareholder who is a natural person may not, in their own capacity and/or as proxy, hold more than 25% of the number of the deciding votes presented at the EGM. This does not apply to representatives of corporate bodies.
5. Shares in possession of the nominated proxy should not in any way exceed 5% of the total share capital of the Bank.
6. In case the shareholder is a corporate body (company, establishment etc.), the representative attending on their behalf should submit a written authorisation duly signed and stamped by the relevant juridical person appointing them as representatives of the relevant corporate body at the Extraordinary General Meeting.
7. This invitation has been posted on the Bank’s website (www.qfb.com.qa) and constitutes a legal announcement to all shareholders without a need to send special invitations by post, in accordance with the articles of association of the Bank.

For more information please contact us on:

+974 4448 3596, +974 4448 3496 or email: registration@qfb.com.qa

Sheikh Faisal bin Thani Al Thani

Chairman of the Board of Directors

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or the action you should take, you should consult your stockbroker, bank manager, legal adviser, accountant or other authorised independent financial adviser immediately.

If you sell or have sold or otherwise transferred all of your shares you should send this document and the accompanying form of proxy as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you sell or have sold or otherwise transferred only part of your holding, you should retain these documents.