

# Notice of Annual General Meeting and Extraordinary General Meeting

## Lesha Bank LLC (Public)

(Qatar Financial Centre license number 00091)  
(the "Bank")



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.

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 Sunday, 23 February 2025 at 4.30 p.m. Doha local time, to consider and approve the items set out in the EGM agenda below. In the event the EGM quorum is not met, a second meeting will be held in person at The NED Doha on Monday, 24 February 2025, at the same time mentioned above.

The Board of Directors has the pleasure of inviting the esteemed shareholders of the Bank to attend the Annual General Meeting ("AGM") which will be held in person at The NED Doha on Monday, 24 February 2025 at 4.45 p.m. Doha local time, to consider and approve the items set out in the AGM agenda below. In the event the AGM quorum is not met, a second meeting will be held virtually via Zoom on Tuesday, 25 February 2025 at the same time mentioned above.

Details of the Zoom meeting will be shared separately in due course. Please visit [www.leshabank.com/investor-relations/general-assembly/](http://www.leshabank.com/investor-relations/general-assembly/) for information on the registration process.

### Agenda of the Annual Ordinary General Meeting

#### 1- Financial Year

- Presentation of the Chairman's report for the financial year ended 31 December 2024 and the work plan for the financial year of 2025.
- Presentation of the report of the Shari'a Supervisory Board of the financial year ended 31 December 2024.

#### 2- Audited Financial Statement and External Auditor's report

- Presentation and approval of the report of the External Auditor for the financial year ended 31 December 2024 in relation to the:
  - o Auditors Report
  - o Corporate Governance Report in compliance with the Qatar Financial Markets Authority Governance Code for Companies and Legal Entities Listed on the Main Market; and
- Internal Control Over Financial Report (ICOFR).
- Approval of the audited accounts for the financial year ended 31 December 2024.

#### 3- Annual Report

- Presentation and approval of the Annual Report for the financial year ended 31 December 2024.

#### 4- Discussion of Appropriation and Dividend Distribution

- Discuss and approve the recommendations of the Board of Directors regarding retained earning appropriation and distribution of cash dividends for the financial year ended 31 December 2024 to the shareholders with the distribution of an amount of 0.05 QAR per share equaling 5 % of nominal value of the share.

#### 5- Discharging and releasing the members of the Board from liabilities

- Discharge Directors of any liability in relation to their duties and responsibilities for the financial year ended 31 December 2024 and discuss their remuneration.
- Discharge Directors of any liability in relation to their duties and responsibilities for the first two months of financial year 2025 ending at the date of this AGM given the constitution of a new board as of the date of this AGM.

#### 6- Corporate Governance Report

- Approval of the Corporate Governance Report for the financial year ended 31 December 2024.

#### 7- Major Transactions

- Approve the major transactions and related party transactions (if any) undertaken by the Bank during the financial year ended 31 December 2024.

#### 8- External Auditor Appointment

- Appoint the external auditor for the Bank for the financial year ending 31 December 2025 and determine their fees.

#### 9- Board Elections and formation of new Board

- Elect four (4) Independent Board Members to the Bank's Board of Directors for a term of three (3) years commencing on the date of the AGM.
- Elect three (3) Non-Independent Board Members to the Bank's Board of Directors for a term of three (3) years commencing on the date of the AGM.

- Ratification of the appointment, for a term of three (3) years commencing on the date of the AGM, of the two (2) Board Members made by the Bank's Strategic Shareholders in accordance with article 34.2 of the Bank's Articles of Association.

Note:

Please visit [www.leshabank.com/investor-relations/general-assembly/](http://www.leshabank.com/investor-relations/general-assembly/) to check the Approved list of Nominees for Independent and non-Independent Board Membership of Lesha Bank LLC (Public) and list of the Board Members appointed by the Bank's Strategic Shareholder.

### Agenda of the Extraordinary General Meeting

- 1- Approve (subject to obtaining all relevant regulatory approvals) the proposed changes to the Bank's Articles of Association ("AoA").

- 2- Authorise the Chairman of the Board to sign the approved amended Articles of Association and make any necessary amendments if requested by the regulators and perform all acts and things for the purpose of the registration of the amended AOA with the relevant authorities including but not limited to Qatar Financial Centre and the Qatar Financial Markets Authority.

Note:

Please visit [www.leshabank.com/investor-relations/general-assembly/](http://www.leshabank.com/investor-relations/general-assembly/) to check the details of the proposed amendments to the AoA and other supporting documents.

### Notes

1. Shareholders are requested to register two (2) hours prior to the start of the First Extraordinary General Meeting, together with submitting proxy forms (if applicable), along with their ID cards in order to complete registration
2. Shareholders are requested to register (90) ninety minutes prior to the start of the second EGM and first AGM (both to be held on February 24, 2025), together with submitting proxy forms (if applicable), along with their ID cards in order to complete registration.
3. Shareholders are requested to register (90) ninety minutes prior to the start of the second AGM (to be held on February 25, 2025 in the absence of quorum of the first AGM), together with submit submitting proxy forms (if applicable), along with their ID cards in order to complete registration.
4. 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 AGM and EGM, are eligible to attend and vote.
5. 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 AGM and EGM using the form of proxy which accompanies this notice and which can also be found on our website ([www.leshabank.com/investor-relations/general-assembly/](http://www.leshabank.com/investor-relations/general-assembly/)). To be valid, the form of proxy should be completed and submitted to Bank's official as soon as possible before commencement of the AGM and EGM but in any event so as to reach the Bank not later (90) ninety minutes prior to the start of the AGM and 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 AGM and EGM, should they so wish.
6. 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 AGM and EGM. This does not apply to representatives of corporate bodies.
7. Shares in possession of the nominated proxy should not in any way exceed 5% of the total share capital of the Bank.
8. 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 AGM and EGM.
9. This invitation has been posted on the Bank's website ([www.leshabank.com/investor-relations/general-assembly/](http://www.leshabank.com/investor-relations/general-assembly/)) 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:

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**HE Sheikh Faisal bin Thani Al Thani**  
Chairman of the Board of Director