

## Invitation to the Annual Ordinary General Meeting and Extraordinary General Meeting

The Board of Directors of Bank ABC (Arab Banking Corporation B.S.C.) is pleased to invite the esteemed shareholders to attend the Bank's annual ordinary general meeting (the "AGM") and extraordinary general meeting (the "EGM") to be held at 1:00 PM on **Thursday, 26 March 2026** at Bank ABC Tower 1, Diplomatic Area, Manama, Kingdom of Bahrain to discuss and approve the agenda items listed below. The alternate date for the meetings in the absence of a quorum will be Thursday, 2 April 2026, at the same time and location. The alternate date for the meetings in the absence again of a quorum will be Thursday, 9 April 2026, at the same time and location.

### Agenda of the Ordinary General Meeting

1. To approve the minutes of the past ordinary general meeting of the Bank dated 16 March 2025.
2. To consider and acknowledge the Report of the Auditors concerning the Consolidated Financial Statements for the financial year ended 31 December 2025.
3. To discuss and approve the Report of the Board of Directors about the activities of the Bank for the financial year ended 31 December 2025.
4. To discuss and approve the Consolidated Financial Statements for the financial year ended 31 December 2025.
5. To approve the recommendation of the Board of Directors for appropriation of profits for the financial year ended 31 December 2025 as follows:
  - 5.1 The transfer of US\$ 25.7 million to the legal reserve.
  - 5.2 Cash payment of 2.75% dividend or 2.75 cents for each outstanding share (net of treasury shares) for approximately a total of US\$ 85.1 million. The Cum-Dividend Date is 29 March 2026, Ex-Dividend Date is 30 March 2026, Record Date is 31 March 2026, Payment Date is 14 April 2026; and
  - 5.3 Transfer of the remaining balance of US\$ 146.24 million to the retained earnings.
6. To discuss and approve the Corporate Governance Report for the year 2025 as per the requirements of the Central Bank of Bahrain.
7. To ratify a remuneration of US\$ 1,500,000 to the Members of the Board of Directors for the year 2025, subject to approval of the Ministry of Industry and Commerce.
8. To absolve the Directors from liability for the financial year ended 31 December 2025.
9. Subject to approval of the Central Bank of Bahrain, to re-appoint Messrs Ernst & Young as auditors of the Bank for the financial year ending 31 December 2026, and to authorise the Board of Directors to fix their remuneration.
10. Update on related party transactions pursuant to Article 189 (c) of the Commercial Companies Law and as set out in note 29 of the Consolidated Financial Statements for the financial year ended 31 December 2025.
11. Any other business under article 207 of the Commercial Companies Law.

## Agenda of the Extraordinary General Meeting

1. To approve the minutes of the past EGM of the Bank dated 24 March 2024.
2. To ratify and approve the issuances of perpetual Additional Tier 1 Capital Securities:

The shareholders of the Company considered that the Extraordinary General Meeting held on 24 March 2024 approved the issuance of up to U.S. \$ 400,000,000 of convertible perpetual tier 1 capital securities and delegated to the Board of Directors of the Company the authority to determine the profit/interest/coupon rate, issuance value and other terms and conditions as set out in the EGM resolutions of that date ("**2024 EGM**").

The shareholders of the Company further noted that the Board of Directors of the Company, at its meeting held on 21 July 2025, approved the issuance of perpetual additional tier 1 capital securities in an aggregate amount of up to U.S.\$ 400,000,000 to be structured as a private placement and issued in up to two tranches, and delegated to the Group Chief Executive Officer authority to determine and approve the terms and documentation of such issuance within the parameters of the 2024 EGM approval, as evidenced by the Board of Directors' resolutions ("**Directors 2025 Resolutions**"). An issuance of U.S.\$200,000,000 Perpetual Additional Tier 1 Capital Securities took place on 9 October 2025 ("**2025 Issuance**").

The shareholders also noted that, Bank ABC intends to undertake a second issuance of perpetual additional tier 1 capital securities in an aggregate principal amount of up to two hundred million United States Dollars (U.S.\$ 200,000,000) in 2026 and that such issuance shall be undertaken pursuant to the authorities previously granted to the Board of Directors of the Company and management pursuant to the 2024 EGM ("**2026 Issuance**") and the Board of Directors of the Company shall have the authority to determine the terms and conditions of such issuance in line with the 2024 EGM.

In light of the foregoing, and for the purposes of clarity and good order, the shareholders of the Company hereby resolve as follows:

- 2.1 Ratification of the 2025 Issuance. To ratify, confirm and approve in all respects the issuance by the Company of the 2025 Issuance as part of the authority previously granted pursuant to the 2024 EGM, acknowledging that such perpetual additional tier 1 securities were issued on non-convertible terms with a contractual write-down loss-absorption feature and as otherwise set out in the applicable issuance documentation approved pursuant to the delegated authorities of the Board of Directors and the Group Chief Executive Officer and the Directors 2025 Resolutions.
- 2.2 Approval of the 2026 Issuance: To approve the issuance of perpetual tier 1 capital securities in accordance with CA-2.1 (regulatory capital) of the Capital Adequacy Module of Volume 1 of the CBB Rulebook ("**Capital Securities**") of up to two hundred million United States Dollars (U.S.\$ 200,000,000) and authorise the Board of Directors of the Company to take the necessary decisions regarding the profit/interest/coupon rate and issuance value and other terms and conditions. The Board of Directors of the Company do not require any further approval from the shareholders of the Company for any additional actions not specifically covered by this EGM or any other matter in connection with the issuance of the Capital Securities and the Board of Directors of the Company are hereby authorised to undertake any such actions and enter into any such documents as required.
- 2.3 Consistency with prior shareholder authority. To acknowledge that the issuance of the perpetual additional tier 1 capital securities under the 2025 Issuance and the 2026 Issuance falls within the overall shareholder authority granted at the 2024 EGM for the issuance of up to U.S.\$ 400,000,000 perpetual additional tier 1 capital securities and

- within the board's delegated authority thereunder, and to the extent necessary, to approve any variation from convertibility to non-convertibility by expressly authorising and ratifying the issuance of perpetual additional tier 1 capital securities that provide for regulatory loss-absorption via contractual write-down rather than conversion.
- 2.4 Ratification of actions taken. To ratify and approve all actions, determinations and discretions taken by the board of directors, the Group Chief Executive Officer, their delegates and any authorised officers in connection with the structuring, approval, execution and issuance of the perpetual additional tier 1 capital securities pursuant to the 2025 Issuance and all related documentation and regulatory submissions, including actions taken under the authorities conferred by the 2024 EGM and the Directors 2025 Resolutions, which remain in full force and effect.

### Important notice to shareholders

- Shareholders whose names are registered in the Bank's share register on the date of the meetings are entitled to attend the ordinary general meeting and extraordinary general meeting or to appoint a proxy to attend and vote on the Shareholder's behalf, provided that such proxy is not the chairman, a director, or an employee of the Bank.
- If a shareholder is an institutional shareholder, the representative attending the meeting must submit a letter of authorisation from the institutional shareholder, signed by an authorised signatory of the company. The proxy must be sealed by the institutional shareholder's stamp.
- Proxy forms can be obtained from the Bank's website [www.bank-abc.com](http://www.bank-abc.com), Bahrain Bourse's website: [www.bahrainbourse.com](http://www.bahrainbourse.com), or from Bank ABC Head Office in Diplomatic Area in Manama.
- Proxy forms should be submitted **at least 24 hours prior to the meeting** to Bank ABC's registrar, Kfin Technologies W.L.L. PO Box 514, Manama, Bahrain, Fax No. +973 17212055, or by email to [ShareholderRelations@bank-abc.com](mailto:ShareholderRelations@bank-abc.com). Proxy forms submitted after the deadline will be considered void and will not be accepted.
- The documents relating to the meeting can be obtained from the Bank's website: [www.bank-abc.com](http://www.bank-abc.com) and Bahrain Bourse's website: [www.bahrainbourse.com](http://www.bahrainbourse.com).
- For any inquiries, you may contact the Shareholders Relations on +973 17543222 or email [ShareholderRelations@bank-abc.com](mailto:ShareholderRelations@bank-abc.com).



**Naji Belgasem**

Chairman

**Kingdom of Bahrain**

08 February 2026