

**THE COMMERCIAL BANK (P.S.Q.C.)**  
**INVITATION TO SHAREHOLDERS TO ATTEND THE COMMERCIAL BANK'S ORDINARY AND EXTRAORDINARY GENERAL ASSEMBLY MEETINGS**

The Board of Directors (the **“Board”**) of The Commercial Bank (P.S.Q.C.) (the **“Company”**) is pleased to invite its shareholders to attend the Company's Ordinary and Extraordinary General Assembly Meetings to be held on **Thursday, 20 March 2025 at 9:00 p.m.** at the **Commercial Bank Plaza, Al Markhiya Street, Al Dafna and virtually using the ZOOM application** to discuss the agenda of each meeting as below. In case the quorum of one or both meetings is not met on the above-mentioned date, a second meeting will be held on Monday, 24 March 2025 at the same time and location.

**AGENDA OF THE ORDINARY GENERAL MEETING**

1. To discuss and approve the report of the Board concerning the Company's activities and its financial position for the financial year ended 31 December 2024, and the future plans of the Company.
2. To discuss and approve the external auditors' report in accordance with Article 24 of the QFMA Governance Code for Companies and Legal Entities Listed on the Main Market issued pursuant to the QFMA's Board Decision number 5 of 2016, and the Report on the Company's financial statements presented by the Board for the financial year ended 31 December 2024.
3. To discuss and approve the Company's financial statements, balance sheet and the profit and loss accounts for the year ended 31 December 2024.
4. To consider and approve the dividend distribution policy presented by the Board and the Board's recommendation to distribute a cash dividend of 30% of the nominal value of the share to the Shareholders of QAR 0.30 for each share held.
5. To consider absolving the Board from liability for the financial year ended 31 December 2024, and determine their remuneration for the year ended 31 December 2024 subject to QCB approval.
6. To discuss and approve the remuneration policy.
7. To appoint the external auditors for the year 2025 and determine their remuneration.
8. To discuss and approve the Company's annual corporate governance report for 2024.
9. In the event that market conditions are favourable as determined by the Board, to approve the adoption of a new Global Medium Term Notes programme (the **“GMTN Programme”**) in compliance with Rule 144A of the US Securities Act of 1933 to allow for issuances in the US markets by the Company directly or through an SPV for up to USD2,000,000,000 or its equivalent in Qatari Riyals with a maximum maturity of 30 years provided that they are issued in the global markets or in the form of private placements subject always to obtaining all regulatory approvals and complying with any applicable

restrictions under the Qatar Commercial Companies Law 11 of 2015 (as amended) (the “**Companies Law**”) for any direct issuances by the Company itself and to authorise the Board to decide on the size and terms and conditions of such programme and any issuances thereunder (within the prescribed limit) and to negotiate and execute the GMTN Programme documents and any other agreement or arrangements relating to the GMTN Programme and any issuances thereunder on behalf of the Company in this regard and authorising the Board to delegate such authority to officers within the Company. This proposed GMTN programme was also approved in the general assembly meetings held each year from 2017 to 2023, respectively, but was not required for funding in these past years.

10. Further to the USD5,000,000,000 Euro Medium Term Note Programme established in 2011 (the “**EMTN Programme**”) approved by the Shareholders in the general assembly meetings held on 21 February 2011, and again each year from 2016 to 2023, respectively, to affirm the approval for the issuance of debt notes under the EMTN Programme with a maximum maturity of 30 years. These notes may be issued in various currencies (including but not limited to US Dollars, Japanese Yen, Australian Dollars, Swiss Francs, Thai Baht, Chinese Renminbi, Canadian Dollars, Taiwanese Dollar and Qatari Riyals and / or other Gulf Cooperation Council currencies) and may be listed on global markets. These notes may be issued through global markets or in the form of private placements subject always to obtaining all regulatory approvals and complying with any applicable restrictions under the Companies Law for any direct issuance by the Company itself and to authorise the Board to decide on the size and terms and conditions of any such issuances (within the prescribed limit) and to negotiate and execute the EMTN Programme documents and any other agreement or arrangements relating to the EMTN Programme and any issuances thereunder on behalf of the Company in this regard and authorising the Board to delegate such authority to officers within the Company. The Company intends to make drawdowns under the EMTN Programme throughout the year. Under the EMTN Programme, one private and two public issuances were made in 2024; a Chinese Yuan issuance of CHY 710,000,000, a US Dollar issuance of USD 750,000,000 and a Swiss Franc issuance of CHF 225,000,000.
11. To authorise the Board to establish any other debt programmes or complete a standalone issuance in any currency which may be suitable depending on market conditions up to an aggregate limit of USD1,000,000,000 billion (with issuances being made either directly by the Company or through an existing SPV or a new SPV established for this purpose) subject always to obtaining all regulatory approvals and complying with any applicable restrictions under the Companies Law for any direct issuance by the Company itself and to authorise the Board to decide on the size and terms and conditions of such programmes and any issuances thereunder (within the prescribed limit) or such standalone issuances and to negotiate and execute the transaction documents and any other agreement or arrangements relating to the programme and any issuances thereunder or any standalone issuances on behalf of the Company in this regard and authorising the Board to delegate such authority to officers within the Company. Following the approval of the general assembly for the establishment of debt programmes in the general assembly meetings held each year from 2021 to 2023, respectively, no other debt programmes were established.
12. Further to the AUD debt issuance programme (the “**AUD Programme**”) established in 2018 for USD1,000,000,000 following the approval of the Shareholders in the general assembly meetings held on each year from 2018 to 2023, respectively, to authorise the issuance of notes for up to USD1,000,000,000 under the AUD Programme with a maximum maturity of 30 years. These notes may be issued in various currencies (including, but not limited to US Dollars and Australian Dollars) and may be listed on global markets. These notes are to be issued through a regular issuance through global markets or in the form of private placements subject always to obtaining all regulatory approvals and complying with any applicable restrictions under the Companies Law for any direct issuance by the Company itself and to authorise the Board to decide on the size and terms and conditions of such issuances

(within the prescribed limit) and to negotiate and execute the AUD Programme documents and any other agreement or arrangements relating to the AUD Programme and any issuances thereunder on behalf of the Company in this regard and authorising the Board to delegate such authority to officers within the Company. At the date hereof, no issuances have yet been made under the AUD Programme.

13. To approve the further direct issuance by the Company of listed or unlisted instruments that shall be eligible as Additional Tier 1 Capital in accordance with Basel 3, up to a maximum amount of USD1,000,000,000 (QAR3.6 billion) and in compliance with the instructions of the Qatar Central Bank (the “QCB”) and the terms of the Companies Law, to be issued by the Company directly and to authorise the Board to either privately place or list any such local or global issuances and approve the final amount, the currency and the detailed terms of such Additional Tier 1 Capital issuance and obtain the required approvals from the QCB and other governmental authorities.

#### AGENDA OF THE EXTRAORDINARY GENERAL MEETING

1. To approve the establishment of a Private Institution for Public Benefit in the State of Qatar (CB Foundation) in accordance with the recommendation of the Board subject to obtaining all required regulatory approvals from the competent authorities.
2. To approve the amendment of the Articles of Association of the Company subject to obtaining all required regulatory approvals from the competent authorities and Qatar Central Bank as follows:
  - **To add the following clause to Article (2): “7: to establish private institutions for public benefit, foundations, endowments, funds and any other similar legal entities for philanthropic or other purposes”.**
  - **To amend the first sentence of Article (64): “A portion of the net profits shall be distributed to shareholders amounting to at least 5% of the paid-up capital after deducting the legal and optional reserves”. The rest of the article remains unchanged.**
3. To authorise the Chairman of the Board, the Vice Chairman, the Managing Director and/or any board member mandated by the Chairman, the Company’s Group Chief Executive Officer (and/or whomever they may delegate to) individually to complete the required formalities in relation to the aforementioned amendments to the articles of association, including signing the amended and restated articles of association, and to establish the “CB Foundation” and sign the incorporation documents, subject to obtaining all the necessary regulatory approvals.

## NOTES

- A Shareholder who cannot attend the meetings may appoint another Shareholder in writing to represent him. The Shareholder may not appoint a Board member as a proxy, and the number of shares held by a Shareholder as a proxy should not under any circumstances exceed 5% of the total shares of the Company (i.e. 202,362,688 shares), except in the case of a proxy given on behalf of a custodian bank or depositary bank which is holding shares in respect of an offering of Global Depositary Receipts approved by the Extraordinary General Assembly of the Company.

Shareholders who wish to attend the virtual meetings must send the following information and documents to the email address: AGM2025@cbq.qa at least one day before the meetings date.

For individuals:

- A valid copy of the identification document (Qatari ID or passport).
- Mobile phone number.
- The shareholder's number issued by the Qatar Stock Exchange.
- In the case of a proxy, please attach a copy of the proxy form.

For corporate shareholder representatives who wish to attend the meetings virtually:

- An authorization letter appointing them as representative of said companies for the Ordinary and Extraordinary General meetings.

For corporate shareholder representatives who wish to attend the meetings in person, please present a copy of the authorization letter appointing them as a representative signed and stamped and the supporting documents.

- A Zoom application link will be sent electronically via email to the shareholders attending the meetings virtually and whose contact details have been received. Based on the link, the shareholders will be required to register for the meetings two hours before the meetings. Registrations will also be accepted in person at Commercial Bank Plaza, Ground floor, Al Markhiyah Street, Al Dafna. Upon the completion of the registration procedure, the shareholder will be sent another link, which will direct him to the virtual meeting room on the Zoom application.
- Zoom attendees can discuss agenda items and virtually direct their questions, if any, to the Board of Directors or the external auditor, through the second link that will be sent at the beginning of the meeting, by sending such questions through the Zoom chat window during the meeting. With regard to voting on the items of the meeting agenda, any shareholder who has an objection to an item should raise his hand by using the relevant button in the Zoom application to express his objection during the voting process. If a shareholder does not raise his hand, it shall be deemed as an approval of the agenda item.

- A statement will be made available to the Shareholders seven days before the Ordinary General Assembly Meeting, at the office of the Board Secretary on the 18th floor of the Commercial Bank Plaza, which includes information on the wages, fees, commissions, cash loans, credits or guarantees, as well as in-kind benefits and bonuses received by the Chairman of the Board and each member of the Board.
- This invitation constitutes a legal announcement to all Shareholders and there will be no requirement to send a special mail invitation in accordance with the Companies Law.
- Please visit Commercial Bank's website at [www.cbq.qa](http://www.cbq.qa) to review the supporting documents including the financial statements, the external auditor's report, the dividend distribution policy, the remuneration policy, and the annual corporate governance report for 2024.

The Commercial Bank (P.S.Q.C.)- CR NO. 150 - PO Box 3232 - Doha, State of Qatar - Tel: +974 4449 0000 - Fax: +974 4449 0070