

PROPOSED SPECIAL RESOLUTIONS

The Board of Directors of Qatar First Bank LLC (Public) (the “Company”) proposes that the Proposed resolution below is passed as a Special Resolution (Resolution) during the Extraordinary General Meeting to be held on:

On the following Date and Time:

Monday, 22nd April 2019 at 4 pm, at QFB Lounge, Ground Floor, QFB Building, Suhaim bin Hamad Street, Doha, Qatar.

The following items listed below to be discussed and approved as a Special resolution:

- I. **Resolutions**
Part 1 Resolution: Adding new articles to meet QFMA Corporate Governance Requirements
Part 2 Resolution: Amending existing articles to meet QFMA Corporate Governance Requirements
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Resolution Part 1

That:

1 The following clauses shall be added as follows:

1.1 Article 12.1 Annual General meeting

With regards to regulating the shareholders' rights related to the General Assembly Meeting:

- “The shareholder(s) who owns at least (10%) of the Company's capital shall, for serious grounds, be entitled to request an invitation to convene General Assembly.
- The right of minors and shareholders restricted to attend the General Assembly meeting, to be represented by their legal attorneys”.

1.2 Article 12.3 Shareholders right to Requisition:

“The shareholders representing at least (25%) of the Company's capital shall be entitled to invite Extraordinary General Assembly to convene pursuant to the procedures prescribed by the Law and the regulations in this regard”.

1.3 Article 14.6 Vote by personal representative

With regards to Vote by Proxy:

“A shareholder shall – in writing and upon a power of attorney- be entitled to appoint another shareholder who is not a Board member to attend the General Assembly on his behalf; provided that shareholder by proxy shall not own more than (5%) of the Company's capital shares”.

1.4 Articles 16 and 22

Article 16 (C)

With regards to additional requirements for a Board member to be appointed:

”Be a shareholder owning, when elected, or within thirty days from its election date, at least one share of the Bank’s share capital. Such shares shall be deposited to the Depository within sixty days from starting date of membership with prohibition from trading, mortgage or seize until the end of membership period, approved on the last budget of financial Year of doing business. Such shares shall also be allocated to ensure the rights of the Company, shareholders, creditors and third parties for the responsibility of the Board members. If the member does not provide the guarantee as mentioned, its membership becomes invalid. The Independent Member shall be exempted from this requirement”.

Article 22 Requirements for Directors: to be added last paragraph

“A Director should hold at least minimum of one (1) share of the Bank’s share capital when elected or within thirty (30) days from the Director’s election date.”

1.5 Article 19 Responsibilities of the Board

Added the Board responsibilities from the Board Charter and as defined in QFMA’s Corporate Governance Code.

1.6 Article 29.2 Signed by Chairman and Secretary

With regards to signing of Board minutes:

“Any such minute, if purporting to be signed by the Chairman and the secretary of the meeting at which the proceedings took place, or by the Chairman and the secretary of the next succeeding meeting, shall be conclusive evidence of the proceedings”.

1.7 Article 6.2 Reduction of Share Capital: new Article

“The Company may by a Special Resolution reduce its Share Capital in any way on such terms as it may decide subject to such cancellation being conducted in accordance with the Regulations”.

1.8 Article 14.1 Quorum: new Article as last paragraph

“If the matter is related to the dissolution, liquidation, transformation, merger, or acquisition of the Company, or if the project for which the Company is founded is sold or otherwise disposed of, a meeting shall be valid only if attended by a number of shareholders representing at least three quarters of the capital and the resolutions in any of the cases referred to in this paragraph of clause (14.1) shall not be valid unless it is approved by shareholders representing 75% of the company's capital.”

1.9 Article 40.1 Activities:

The activities of the Company will be those authorized for it to conduct under its regulatory licenses.

Resolution Part 2

That:

2. The following clauses in the Articles of Association shall be amended, as follows:

A SHARE CAPITAL

Article 6 before amendment

“Alteration of Share Capital”

Article 6 after amendment

“Alteration or Reduction of Share Capital”

B RESOLUTIONS IN WRITING

Article 26.6 before amendment

Resolutions in writing: upon the approval of all director or of Board Committee members

“A resolution in writing signed by all the Directors or all the members of a Board committee entitled to receive notice of the meeting shall be as valid and effectual as if it had been passed at a meeting of the Board or that Board committee. The resolution may consist of several documents in like form each signed by one or more Directors”.

Article 26.6 after amendment: upon the majority of Directors or the majority of the members of a Board committee

“A resolution may be passed if voted for by writing by the majority of Directors or the majority of the members of a Board committee entitled to receive notice of the resolution. Such a resolution shall be as valid and effectual as if it had been passed at a meeting of the Board or that Board committee. The resolution may consist of several documents in like form each signed by one or more Directors.

A resolution passed through by writing has to be signed by all Board Directors or all Board Committee members to take effect”.

C MINIMUM AGE, REQUIREMENTS FOR DIRECTORS

Article 22 before amendment: age 18 years

“is under the age of 18 years”;

Article 22 after amendment: age 21 years

“is under the age of 21 years”;

D QUORUM

ARTICLE 26.3 before amendment: quorum half of the member

“The quorum necessary for the transaction of the business of the Board shall be half of the Member of Directors entitled to vote and be present at the said meeting (or if the number of Directors is an odd number, the requisite number shall be rounded up)”.

ARTICLE 26.3 after amendment: quorum of the majority of the member

“The quorum necessary for the transaction of the business of the Board shall be the majority of Directors entitled to vote and be present at the said meeting (or if the number of Directors is an odd number, the requisite number shall be rounded up) provided that either the Chairman or the Vice-Chairman attends the meeting”.

E **Article 2.1 Authorized Share Capital will change upon the approval of the reduction of share capital and Stock split recommendation)**

F **MINOR CHANGES WITHIN THE ARTICLES OF ASSOCIATION’S TERMINOLOGY**

The Articles of Association’s amendment involved the implementation of minor changes pertaining to the terminology as follows, for example; the term “shareholder(s)” instead of “member(s)”...

That:

- II. The Board of Directors of Qatar First Bank LLC proposes that the alteration of the Articles of Association in amending and adding articles so as to take the form of the Articles of Association attached to this resolution, are in substitution for, and to the exclusion of, any Articles of Association of the Company previously registered with the Companies Registration Office.

For EGM approval