

Bank Aljazira invites its shareholders to attend the Extra Ordinary General Assembly Meeting No 61 (the 1st meeting) to be attended in person or through the modern technology. .

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Bank Aljazira Board of Directors is pleased to invite its shareholders to participate and vote in the 61st Extraordinary General Assembly Meeting (the first meeting) in attendance and by means of modern technology using Tadawulati system, in support of the preventive and precautionary measures by the competent health authorities of the Kingdom of Saudi Arabia to address the Coronavirus (Covid-19), which will be held at 6:30 PM on Wednesday 30 December 2020 at the Bank's Head Office located at the intersection of King Abdulaziz Road and Hira Street in Al-Nahda district in Jeddah, by link:

<https://goo.gl/maps/1NKwSGHkw282>

The meeting will consider voting on the following items:

EOGM Agenda:

1. Voting on the amendment of Audit Committee Charter.
2. Voting on the amendment of Remuneration & Compensation Committee Charter.
3. Voting on the Board of Directors Resolution appointing Mr. Khalifa Abdullatif Almulhem (an Independent Director) in the Board of Director, to the vacant seat with effect of 29 June 2020 and up to the end of the current Board term on 31 December 2021, in replacement of the previous member Mr. Abdulkareem Ibrahim almayouf (an independent Director).
4. Voting to authorize the Board of Directors to distribute interim dividend to the shareholders on semi-annual or quarterly basis, against the fiscal year 2021.
5. Voting to delegate the Board of Directors with the authority of the General Assembly with the license mentioned in Section (1) of Article (71) of the Companies Law, for a one year period effective the AGM approval date, or up to ending of the authorized Board term, whichever is earlier, in accordance with the Regulatory Rules and Procedures issued pursuant to the Companies Law relating to Listed Joint Stock Companies.
6. Voting on the amendment of the Bank's Compensation Policy for members of the Board, Board Committees and senior executives.
7. Voting on transferring an amount of SAR 68 Million existing as a general reserve to the retained earnings.
8. Voting on the amendment of Article (3) of the bank's Article of Association, related to the company' objectives.
9. Voting on adding Article (4) of the bank's Article of Association related to the participation and ownership in companies.
10. Voting on the amendment of Article (5) of the bank's Article of Association related to the head office and other offices.
11. Voting on the amendment of Article (6) of the bank's Article of Association related to the company's duration.
12. Voting on the amendment of Article (7) of the bank's Article of Association related to the company's capital.
13. Voting on the amendment of Article (8) of the bank's Article of Association related to the issuance of shares at a higher value and shares jointly owned.
14. Voting on the amendment of Article (9) of the bank's Article of Association related to the transfer of shares.
15. Voting on the amendment of Article (10) of the bank's Article of Association related to the transfer registrar.
16. Voting on the amendment of Article (11) of the bank's Article of Association related to the shares trading.
17. Voting on the amendment of Article (12) of the bank's Article of Association related to the seizure of shares and sale of the seized shares.
18. Voting on the amendment of Article (13) of the bank's Article of Association related to the capital increase.
19. Voting on the amendment of Article (14) of the bank's Article of Association related to the capital decrease.
20. Voting on the amendment of Article (17) of the bank's Article of Association related to the Board of Directors.
21. Voting on the amendment of Article (18) of the bank's Article of Association related to the membership expiry.
22. Voting on the amendment of Article (19) of the bank's Article of Association related to the Board of Directors authorities.
23. Voting on the amendment of Article (20) of the bank's Article of Association related to the Executive Committee.
24. Voting on the amendment of Article (21) of the bank's Article of Association related to the Audit Committee.
25. Voting on the amendment of Article (22) of the bank's Article of Association related to the remuneration of the members of the Board of Directors against their attendance of the meetings.
26. Voting on the amendment of Article (24) of the bank's Article of Association related to the Board of Directors meetings.
27. Voting on adding Article (26) of the bank's Article of Association related to the disclosure of the personal interests and the company competition.
28. Voting on the amendment of Article (28) of the bank's Article of Association related to the shareholders general assemblies.
29. Voting on the amendment of Article (29) of the bank's Article of Association related to the shareholder attendance of the general assemblies.
30. Voting on the amendment of Article (31) of the bank's Article of Association related to the ordinary general assemblies.

31. Voting on the amendment of Article (32) of the bank's Article of Association related to the extra ordinary general assemblies.
32. Voting on the amendment of Article (33) of the bank's Article of Association related to the general assemblies' convention.
33. Voting on the amendment of Article (37) of the bank's Article of Association related to the voting rights.
34. Voting on the amendment of Article (38) of the bank's Article of Association related to the conditions for taking decisions in shareholder assemblies'.
35. Voting on amendment of Article (39) of the bank's Article of Association related to the right of shareholders to ask questions in the general assemblies.
36. Voting on the amendment of Article (46) of the bank's Article of Association related to the dividends distribution.
37. Voting on the amendment of Article (48) of the bank's Article of Association related to the disputes.
38. Voting on the amendment of Article (49) of the bank's Article of Association related to the company dissolution and liquidation.
39. Voting on the amendment of Article (51) of the bank's Article of Association related to the Board Members & employees commitment to maintain confidentiality.

In accordance with Article (34) of the Bank Articles of Association, the quorum for convening the Extraordinary General Meeting of the Bank is the presence of shareholders representing at least 50% of the capital. In case of non-completion of the quorum, a second meeting will be held one hour from the end of the first meeting. The second meeting shall be valid if attended by a number of shareholders representing at least 25% of the capital shares.

The entitlement for attending the EOGM meeting shall be for the shareholders registered in the Bank's shareholders register at the Depository Center at the end of the trading session preceding the General Assembly meeting has the right to register electronically and vote at the assembly meeting in accordance to the rules and regulations. Note that the eligibility to register attendance for the Assembly meeting ends upon the Assembly meeting adherence time, and the attendees' right to vote on the Assembly's agenda items ends when the counting committee finishes counting the votes.

The shareholder has the right to appoint another person (other than a Board member, a Bank employee, or personnel who are assigned to perform a permanent technical or administrative work) on his behalf, under a written and attested power of attorney from one of the Chambers of Commerce and Industry when the shareholder is registered in one of them or if the shareholder is a company, or juristic institution, or a licensed bank, or a licensed person in the Kingdom, provided that the client has an account with the bank or an authorized person who certifies, or notaries or persons authorized to do the acts of authentication and provide the bank with a copy of the power of attorney to fax No. 012/2346846 or to send it to the Bank's Head Office located at King Abdul Aziz Road in Jeddah P.O. Box 6277 Jeddah 21442 or to the Office of the Secretary General - Secretary of the Board of Directors, noting that the deadline to receive the copy of the power of attorney is at least two days before the date of the General Assembly Meeting. (Power of attorney form - attached).

Shareholders registered in the Tadawulati services will be able to vote remotely on the assembly's items, starting at 10:00 am on Saturday 11 Jumada Al-Awwal 1442 AH corresponding to December 26, 2020 AD, and until the end of the assembly's meeting time, through the website of Tadawulati <https://login.tadawulaty.com.sa>, noting that registration and voting in the Tadawulati services is available free of charge to all shareholders. The shareholders attending the meeting are also kindly requested to be at the meeting venue within ample time prior to the meeting starting time in order to complete the registration process, accompanied by their personal identity cards and the original copy of the power of attorney.

For inquiries, please contact the Shareholders Affairs Unit through the following numbers: 011/2157325 or 012/6098394 and fax numbers: 012/2346846 or 011/2157358 or email: SSU@baj.com.sa during the Bank official working hours.

Bank AlJazira Board Directors

Proxy form

Date : Corresponding to :

I (authorizing shareholder's full Name) [_____] with national ID number [_____] /residence permit (for non-Saudis) or its equivalent, Issued by [_____] in my (personal) capacity or (an authorized by the signatory / chairman / manager) [name of the authorizing company] and the owner of [_____] shares of Bank Aljazira with commercial registration No. 4030010523 in the city of Jeddah, and pursuant to Article 26 of the company's bylaws hereby authorize [*the full name of the representative*] [_____] to attend the extra ordinary General Assembly No. 61 (the first meeting and second after an hour from the 1st), to be held in the head office of Bank Aljazira located at the intersection of King Abdul Aziz Road and Hira Street in Al-Nahda District in Jeddah in the Kingdom of Saudi Arabia at 6:30 pm on Wednesday dated 15th of Jamadi Al-Awal 1442 according to Hijri calendar and corresponding to 30 Dec 2020 to vote and sign on my behalf on the agenda and on all resolutions and documents related to these meetings. This authorization is valid for this meeting and on any subsequent adjourned meeting.

Full name of the person signing the proxy:

Capacity of the person signing the proxy:

National ID number of the person signing the proxy or residence permit (for non-Saudis) or its equivalent:

Signature:

