

## Notice and Invitation to Attend the Extraordinary General Meeting of Bank Dhofar SAOG

The Board of Directors of Bank Dhofar S.A.O.G. (the **Bank**) is pleased to invite its shareholders to attend the Bank's Extraordinary General Meeting (**EGM**) on Wednesday, 11 October 2023, at 3:00 through the electronic platform to hold general meetings, which can be accessed via the Muscat Clearing and Depository Company's (**MCD**) website ([www.mcd.om](http://www.mcd.om)) (the **MCD Platform**). If the quorum requirement for the EGM is not met, a second EGM shall be convened on Wednesday, 18 October 2023, at 3:00 via the MCD Platform, which can be accessed through the same website ([www.mcd.om](http://www.mcd.om)) to discuss the following agenda:

### Extraordinary General Meeting Agenda Items:

1. To consider and approve a new issuance of Basel III perpetual Bonds Tier 1 Capital Securities in an aggregate principal amount of up to OMR 40 million on a private placement basis (the **New Bond Issuance**) to be listed on the Muscat Stock Exchange according to the attached explanatory memorandum and approval (annex 1).
2. To authorize the Board of Directors of the Bank/ Executive Management, and/or any other person authorized by the Board of Directors to take any and all actions that such person (or persons) may consider necessary or desirable to implement the New Bond Issuance, (the **Transaction**) including but not limited to conducting discussions with proposed investors and related parties, appointing legal counsel, the Issue Manager, to signing all related documentation and to effect any steps necessary to effect the Transaction.

As per the **Regulations of Convening the General Meetings through Modern Technical Means** issued by the Capital Market Authority (CMA), we would like to bring to your kind attention the following:

- a) Only juristic persons may give proxy to a natural person to attend the general meeting and vote on its behalf through the electronic platform, provided that this natural person has an investor number registered at Muscat Clearing & Depository Company.
- b) Voting process on any of the agenda items shall commence no more than three days prior to the general meeting date, and continue till the end of voting process on the day of the general meeting. If the number of shares held by a shareholder increases or decreases during this time, such voting shall be considered null and void, and the shareholder will have to vote again on the day of the general meeting.

Shareholders are requested to proceed to <sup>1</sup>access the electronic platform half an hour prior to the meeting time.

---

For any queries, please contact Mr. Vikesh Mirani –GM/ Chief Financial Officer – Telephone number +968 91927533 or Mr. Saleh Mohammed Al Hadhrami– Board Secretary – Telephone number +968 95079750.