

## INVITATION For Extraordinary General Meeting and Annual General Meeting of the Shareholders of the Bank

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) and Annual General Meeting (AGM) on Sunday, 23 March 2025, at 3:00 PM 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) (the MCD Platform). If the quorum requirement for the AGM and /or EGM is not met, the second meeting shall be convened on Wednesday, 26 March 2025, at 3:00 PM via the MCD Platform, which can be accessed through the same website (www.mcd.om) to discuss the following agenda:

### First: The Agenda for the Extraordinary General Meeting:

1. To approve the establishment of the Euro Medium Term Notes (EMTN) Programme with an indicative amount of US\$ 1 billion and within that amount the bank may consider (but will not be obliged) to include the possibility of issuing the following instruments (Senior unsecured Bonds / Additional Tier 1 Bonds / Tier 2 Subordinated Bonds). Any issuance under the Programme to be made at any time over the next 5 years (from the date of shareholders approvals) in any major currency and in one or multiple issuances subject to regulatory and other approvals, as may be required.
2. To authorize the Board of Directors and / or Executive Management of the bank as appropriate to take any and all required steps and actions to implement and give effect to all or any part of the transactions contemplated in relation to the EMTN issuance. This includes (but is not limited to) to negotiate, and approve the terms of any documents, associated costs and to take all necessary steps to effect the establishment of the EMTN Programme and also any issuance thereunder (including authority to proceed with any amendments to the establishment or issue of the EMTN Programme, however fundamental), together with the approval or negotiation of any ancillary or related documents including but not limited to agreements, appointment of advisors, listing applications, letters, notices, certificates, acknowledgements, receipts, authorisations, instructions, releases, waivers, proxies, appointments of agents and other matters considered necessary or desirable for the purpose of issuing the bonds or notes pursuant to the EMTN Programme, it being noted that the authority to execute any documents required in connection with the EMTN Programme would only be extended to the Authorised Signatories of the Bank; and Further, to authorise the relevant authorised signatory or signatories of the Bank (acting pursuant to any limits, as set in the commercial register of the Bank) to execute the Transactions documentation and any and all related documentation that may be necessary or desirable to give effect to the Transactions, or any element of them.

### Second: The Agenda for the Annual Ordinary General Meeting

1. To consider and approve the Report of the Board of Directors of the Bank for the financial year ended 31st December 2024.
2. To consider and approve the Board of Directors Corporate Governance Report for the financial year ended 31st December 2024.
3. To consider the auditors' report and approve the Balance Sheet and the Profit and Loss account for the financial year ended 31st December 2024.
4. To bring to the attention of the shareholders the Report of Sharia Supervisory Board for Dhofar Islamic banking services for the financial year ended 31st December 2024.
5. To consider and approve the proposed cash dividend to the shareholders of 6.55%, (six and fifty five) baizas per share for the financial year ended 31st December 2024.
6. To consider and approve recommendation to distribute stock dividend of 1.45% per share of the issued share capital of the Bank (being 1.45 bonus shares for each 100 Shares). The approval of the distribution of the bonus shares will result in the increase of the issued share capital of the Bank from 2,996,351,436 shares to 3,039,798,532 shares of nominal value of 100 baiza each.
7. To bring to the attention of the shareholders the transactions that the Bank has entered into with related parties during the financial year ended 31st December 2024.
8. To ratify the sitting fees being availed by the members of the Board of Directors and members of the Board sub-committees for the financial year ended 31st December 2024 and specify the sitting fees for the current financial year.
9. To consider and approve the proposed Directors' remuneration of OMR 300,000 (three hundred thousand Omani Rials) for the financial year ended 31st December 2024.
10. To ratify the sitting fees and remuneration being availed by the members of the Sharia Supervisory Board for the financial year ended 31st December 2024 and specify the sitting fees and remuneration for the current financial year.
11. To consider and approve the proposal of allocating OMR 120,000 (One hundred and twenty thousand Omani Rials) for Corporate Social Responsibilities (CSR) project for the financial year ending 31st December 2025 and authorize the bank to disburse this amount.
12. To appoint the External Auditors and Sharia External Auditors for the financial year ending 31st December 2025 and specify their fees.
13. To consider and approve the payment of an additional amount to the External Auditors of the Bank for the extra services related to audit works done during the financial year ended 31st December 2024.
14. To consider and approve the Board of Directors performance report for the financial year ended 31st December 2024.
15. To elect new Board of Directors for the Bank from shareholders/non-shareholders. Those who wish to nominate themselves for the election of the Board of Directors, whether shareholders or not, must fill-in the nomination forms prepared by the Financial Services Authority and submit it to the Bank at least five (5) days before the date of AGM, no later than 3:00pm on Monday, 17th March 2025. The candidate must meet the Bank's board membership requirements.

As per the Regulations of Convening the General Meetings through Modern Technical Means issued by the Financial Services Authority (FSA), 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 increase 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 access the electronic platform half an hour prior to the meeting time.

For any queries, please contact Mr. Hilal Saif Hamood Al Yarabi- Head - Business Finance & Investor Relations - Telephone number +968 99662273 Email:(hsyarabi@bankdhofar.com) or Mr. Saleh Mohammed Al Hadhrami - Board Secretary - Telephone number +968 95079750 Email :s.alhadhrami@bankdhofar.com).