

Capital Bank of Jordan
Public Shareholding Company
Minutes of the Thirtieth Ordinary General Assembly Meeting
Held on Sunday, 3 May 2026

Pursuant to the provisions of Article (6/F) of the Jordanian Companies Law No. (22) of 1997 and its amendments, the Instructions for the Adoption of Electronic Means for Company-Related Procedures of 2021, and the Instructions for the Supervision of General Assembly Meetings of Public Shareholding Companies of 2017 and their amendments, the General Assembly of Capital Bank of Jordan, a public shareholding company, held its thirtieth Ordinary General Assembly Meeting at 11:00 a.m. on Sunday, 03/05/2026, via videoconferencing and electronic means, under the chairmanship of the Chairman of the Board of Directors, His Excellency Mr. Bassem Khalil Al-Salem.

His Excellency the Chairman of the Board of Directors welcomed the Companies Controller, Dr. Wael Al-Armouti, the shareholders and distinguished attendees, as well as the representative of the Central Bank of Jordan, Mr. Marwan Saeed, and the representatives of Ernst & Young (EY), Mr. Raed Al-Ahmad and Mr. Ihsan Abu Zahra.

Prior to announcing that the meeting was duly constituted, His Excellency the Chairman of the Board of Directors gave the floor to the Companies Controller.

The Companies Controller, Dr. Wael Al-Armouti, commenced his remarks by welcoming the Chairman of the Board of Directors, His Excellency Mr. Bassem Al-Salem, the distinguished members of the Board of Directors, members of the Executive Management, the shareholders, and the distinguished attendees. He then expressed his pleasure at attending the Company's Annual Ordinary General Assembly Meeting and wished the Bank continued progress and advancement. He further wished the Bank continued success and prosperity under the leadership of His Majesty King Abdullah II Ibn Al Hussein; may Allah protect and preserve him.

He then requested His Excellency the Chairman of the Board of Directors to proceed with the agenda in accordance with the invitation issued to the shareholders.

The Chairman of the Board of Directors thanked the Companies Controller for his remarks and continued support of the Bank. He announced the appointment of Ms. Orouba Qarain, Secretary of the Board of Directors, as Secretary of the Meeting, and LUMI Middle East as the vote collector, noting that the voting results would be displayed to the shareholders immediately. He also appointed the Capital Bank of Jordan team to oversee the vote-counting mechanism. He then requested Ms. Orouba Qarain, Secretary of the Board of Directors and Secretary of the Meeting, to announce the attendance percentage based on the attendance register.

Ms. Orouba Qarain announced that the number of shareholders attending the meeting was (415) shareholders, holding in person and by proxy (245,244,338) shares of the Bank, representing (93.24%) of the Bank's subscribed and paid-up share capital of (263,037,122) shares/Jordanian Dinars. She further stated that all (13) members of the Board of Directors were present, and that the Bank's external auditors, Ernst & Young, were also in attendance. Accordingly, the legal quorum for the Ordinary General Assembly Meeting had been achieved. She also indicated that notice of the General Assembly Meeting had been published in two daily newspapers, on the Bank's website, and through visual media, in accordance with the provisions of the Jordanian Companies Law No. (22) of 1997 and its amendments.

Based on the foregoing, the Chairman of the Board of Directors declared the meeting duly constituted and announced that all resolutions adopted by the Ordinary General Assembly would be binding on all shareholders, whether present or absent.

The Chairman of the Board of Directors then addressed the General Assembly as follows:

“Distinguished Members of the Board of Directors, Esteemed Shareholders, Ladies and Gentlemen,

I am pleased, in my own capacity and on behalf of the members of the Board of Directors and the Executive Management, to welcome you all to the 2026 Ordinary General Assembly Meeting of Capital Bank Group, as we review together the outcomes of a year marked by achievement and excellence.

First, allow me to express our utmost loyalty and devotion to His Hashemite Majesty King Abdullah II Ibn Al Hussein, may Allah protect and preserve him, and to His trusted Crown Prince, His Royal Highness Prince Hussein, reaffirming our pride in His Majesty's far-sighted vision, which has enabled Jordan to further consolidate its position as a secure and attractive investment destination amid a world marked by rapidly evolving geopolitical challenges. I would also like to extend my sincere gratitude and appreciation to His Excellency the Governor of the Central Bank of Jordan and his distinguished team, and to His Excellency the Governor of the Central Bank of Iraq and his distinguished team, for their sound and prudent policies, which have fostered a supportive environment for the banking sector in both Jordan and the brotherly Republic of Iraq, enabling the Bank and its Group to navigate change with confidence and resilience.



Capital Bank Group's Performance During 2025

Throughout 2025, the Group continued its upward trajectory, achieving its strongest financial results since inception. The Group's net profit increased to approximately JOD 201 million, representing a growth rate of 26%. The strength of the Group's financial position was further reinforced, with total assets rising to JOD 8.7 billion and customer deposits reaching approximately JOD 6 billion, while net credit facilities grew by 12.5% to reach JOD 3.9 billion.

On the strategic growth and expansion front, 2025 was characterized by strategic expansion and digital enablement. The Group continued to strengthen its regional presence, particularly in the Iraqi market through the National Bank of Iraq (NBI). These efforts included the acquisition of Union International Insurance Company, as well as a majority stake in Switch and Digital Future for E-Payments (Al Mustaqbal Al Raqami).

Ladies and Gentlemen,

Despite the significant challenges that have affected—and continue to affect—the region, the Group achieved unprecedented accomplishments during 2025 in terms of financial performance and profitability, in addition to the expansion achieved through the growth of the National Bank of Iraq's branch network in the Iraqi market and the acquisitions completed under conditions that could be described as difficult, if not near impossible. Nevertheless, the Bank, through the efforts of its leadership, management, and employees, was able to create innovative opportunities that many had not anticipated.

It must be emphasized that these achievements were not attained by chance; rather, they were the result of considerable sacrifices and tremendous efforts, coupled with the continued support of our partners and shareholders, the Board of Directors, the Bank's depositors, and the various regulatory authorities, both within Jordan and abroad.

As for the future, all efforts must be directed toward strengthening the Bank's business and enhancing its performance, while diligently pursuing and capitalizing on all opportunities available across the region. My focus, as Chairman of the Board of Directors, together with that of the Board as a whole, remains on overcoming any challenges or differences that may arise and addressing them in a manner that serves the Bank's interests and supports its continued growth.

Our commitment to this Bank, our confidence in its management, and our optimism regarding its future are the factors that cause all challenges and differences to diminish in significance when measured against the unwavering ambition that resides within the members of the Board of Directors and is deeply embedded in the culture of this institution.

I call upon everyone to focus their efforts, establish their priorities with wisdom and deliberation, and refrain from being distracted by secondary matters that serve no meaningful purpose.

What distinguishes the Bank, its management, and its Board of Directors is a spirit of openness and receptiveness to all that is new and beneficial, free from personal considerations.

These record results and achievements, of which we are proud today, are the product of the collective efforts of the Board of Directors, the Executive Management, all Group employees, and our strategic partners—foremost among them the Saudi Fund—alongside our partners from the brotherly Republic of Iraq. The Bank takes pride in this diversity and regards it as one of the key drivers of its strength and distinction.

In closing, I confirm that any inquiries relating to the foregoing, or to any other related matters, will be addressed by the Bank, through its competent departments, with full accuracy and transparency, provided that such inquiries are submitted through the institutional channels governing the work of the Bank and its subsidiaries, thereby ensuring the accuracy and reliability of the information provided in relation to such matters.

Ladies and Gentlemen,

I renew my sincere thanks and appreciation to His Excellency the Governor of the Central Bank of Jordan, his distinguished team, and the Bank's staff for their diligent efforts. I also express my deep pride in the Executive Management and all Group employees, whose commitment and dedication played a pivotal role in achieving these historic results.

My thanks also extend to you, our esteemed shareholders and valued customers, for your trust, which remains the foundation of our success. We pledge to remain steadfast in our commitment—faithful to our homeland and our King—while continuing to pursue further achievements worthy of our Group. May Allah protect Jordan and perpetuate the blessings of security, stability, and prosperity under the leadership of His Majesty King Abdullah II Ibn Al Hussein, may Allah protect and preserve him.

Peace, Allah's mercy, and blessings be upon you."

He then requested Mr. Tamer Ghazaleh, the Bank's Chief Executive Officer, to present the key achievements realized by the Bank and its subsidiaries during the past year.



Mr. Ghazaleh reviewed these achievements in his address as follows:

"I am pleased to welcome you today as we present the results of 2025, a year of special significance for us as it marked the thirtieth anniversary of the establishment of Capital Bank, which has evolved into one of the leading banking institutions in Jordan and the region through the Group's subsidiaries. This reflects its transformation from a local bank into a leading regional banking group and brings our slogan, "Ready", to life. This historic achievement would not have been possible without your continued trust and the dedication of our team.

Below is an overview of the key achievements and financial indicators realized during 2025, which culminated in exceptional record results—the highest in the Group's history in terms of profits, assets, and revenues—as follows:"

First: The Group's Financial Performance

- The Group's total income increased by 16%, reaching approximately JOD 466 million.
- The Group's operating efficiency improved, with the cost-to-income ratio reaching approximately 39%.
- The capital adequacy ratio exceeded 15%.

Second: Digital Transformation and Innovation

- Approval of a dedicated data management strategy and investment in advanced data and artificial intelligence technologies through state-of-the-art NVIDIA AI servers, with the aim of enhancing the efficiency of internal operations.
- The Bank continued to advance its digital vision through the launch of the ambitious LEAP initiative, one of the largest digital transformation programmes in its history, aimed at modernising core systems, unifying enterprise platforms, and strengthening financial and risk management across the Group.
- Achievement of advanced levels of cashless transactions, reaching nearly 98% of total transactions.
- Continued development of digital solutions supporting the business sector, particularly small and medium-sized enterprises, to provide faster and more flexible services.

Third: Human capital and sustainability:

- Signing a USD 155 million green capital-supporting loan agreement with a consortium of six international lenders, the largest transaction of its kind in Jordan.
- Investing in human capital through executive programmes for a select group of the Bank's employees in partnership with leading global universities, including Harvard University and London Business School, while continuing to develop and empower young talent through the "Capital Academy".
- Maintaining a strong commitment to environmental, social, and governance (ESG) standards and embedding sustainability at the core of the Bank's operations.

In closing, I extend my sincere thanks and appreciation to His Excellency the Chairman and the members of the Board of Directors for their wise guidance and vision, and to my colleagues in the Executive Management and all Group employees for their dedication and commitment. I also thank our shareholders and customers, who are true partners in this journey that spanned thirty years. Peace, Allah's mercy and blessings be upon you.

His Excellency the Chairman of the Board of Directors indicated that enquiries had been received from shareholders holding less than 10% of the Bank's share capital, and that such enquiries would be answered and published on the Bank's website under the section entitled "Shareholders' Enquiries", as follows:

- The following enquiries were received from Attorney Ms. Siwar Smairat, who was duly authorized to attend the Ordinary General Assembly Meeting of Capital Bank of Jordan ("Capital Bank") on behalf of shareholder Mr. Saad Al-Janabi, pursuant to the notarized power of attorney issued by the Ain Dara Notary Public Office in the Lebanese Republic, dated 16/03/2026:

First Question:

What is the legal and regulatory basis upon which the Chairman of the Board of Directors relies in holding the position of Chairman of the Bank's Board of Directors while simultaneously serving as Chairman and/or member of the boards of directors of subsidiary or affiliated companies, and how does this align with corporate governance instructions and the requirements relating to the prevention of conflicts of interest and the avoidance of concentration of authority?

Response:

We would like to clarify that the governance of Capital Bank Group's subsidiaries—including the National Bank of Iraq, Capital Invest (Jordan), and Capital Invest (DIFC)—is conducted in accordance with the provisions of the applicable laws and regulations in each jurisdiction, as well as the instructions of the relevant regulatory authorities, including the Corporate Governance Instructions issued by the Central Bank of Jordan. The membership of certain individuals on more than one board of directors or committees within the Group is considered a sound institutional practice and does not, in any way, contravene the provisions of applicable laws or corporate governance requirements. Rather, it serves to align and unify strategies, enhance oversight of subsidiaries, facilitate the efficient flow of information, and strengthen accountability at the Group level.

The combination of the chairmanship of the Bank's Board of Directors with the chairmanship and/or membership of the boards of directors of its subsidiaries does not, in and of itself, constitute a prohibited practice or a regulatory breach, provided that such arrangement remains compliant with the applicable legal and regulatory framework. In particular, Article 22(b) and (c) of the Jordanian Banking Law does not contain any express prohibition against such combination; rather, the prohibition relates to holding an administrative, executive, or advisory position within the Bank itself. Accordingly, the legality of such arrangement remains valid, provided that it operates within an effective corporate governance framework that ensures transparency and disclosure, regulates conflicts of interest, and prevents the attainment of any personal benefit at the expense of the Bank's interests.

Furthermore, the chairmanship of any board or committee does not grant the Chairperson, or the chairs of the relevant committees, unilateral decision-making authority. The Bank's Board of Directors exercises strategic oversight over the operations of its subsidiaries, whereby material matters relating to such subsidiaries are submitted to the Board for review and the adoption of the appropriate resolutions. Such resolutions are adopted in accordance with the applicable quorum requirements, following documented deliberations and within established legal and procedural controls, while maintaining the legal independence of the subsidiaries and preserving their responsibility for day-to-day operations within the scope of their respective regulatory frameworks.

Second question:

What mechanisms and procedures are adopted by the Bank to ensure the independence of decision-making between the Bank and its subsidiary or affiliated companies, and how are situations involving actual or potential conflicts of interest addressed in the decision-making process?

Response:

We would like to clarify that the Bank adopts a clear governance framework that regulates the relationship between the Bank and its subsidiary and affiliated companies and ensures that decisions at the level of each entity are made within the scope of the authorities delegated to its respective Board of Directors. This framework promotes decision-making independence for each company while maintaining an appropriate balance between corporate autonomy and Group-level oversight requirements. It is implemented in compliance with the instructions of the Central Bank of Jordan, including the Corporate Governance Instructions, as well as the internal policies approved by the Board of Directors, including the Conflict-of-Interest Policy and the Related Parties Transactions Policy, which govern disclosure, review, and approval mechanisms.

With respect to actual or potential conflicts of interest, any member of the Board of Directors who has a direct or indirect interest in a matter is required to disclose such interest fully and to refrain from participating in the related discussions or voting on the relevant resolution, in accordance with applicable regulatory requirements and corporate governance best practices.

This framework is supported by an integrated system of internal controls overseen by the Risk Management, Compliance, and Internal Audit Departments, each within the scope of its respective mandate. These practices are also subject to ongoing oversight by the Central Bank of Jordan through periodic supervisory and inspection activities, with the Board's committees being kept duly informed. Accordingly, the Bank ensures the integrity of its procedures, the independence of its decision-making processes, and the protection of its interests and those of its shareholders.

Third question:

Do the consolidated financial statements and annual disclosures include all remuneration, compensation, and allowances paid to the Chairman of the Board of Directors, members of the Board of Directors, and senior management, including any amounts received from subsidiary or affiliated companies? What is the mechanism for the approval and determination of such remuneration? Additionally, what is the total number of remuneration payments and allowances received by the Chairman and members of the Board of Directors from the subsidiary companies?

Response:

The consolidated financial statements and the related disclosures included in the 2025 Annual Report encompass all allowances payable to, and paid to, the Chairman of the Board of Directors, members of the Board of Directors, and senior executive management in respect of the 2025 financial year. The report also discloses the remuneration received by Board members from subsidiary companies, in accordance with the policies, laws, and regulations applicable to those companies and the jurisdictions in which they operate. Such remuneration is calculated and approved in accordance with the Bank's policies and the required official approvals, all of which are subject to the approval of the Board of Directors in line with the applicable regulatory requirements.

Although the Bank's approved remuneration policy is consistent with the Bank's bylaws and prevailing practices within the banking sector, and in the interest of enhancing transparency, the Bank conducts periodic reviews of its remuneration framework. During the current year, the Board of Directors resolved to undertake a comprehensive review of the Bank's governance framework, including the remuneration policy applicable to the Chairman of the Board of Directors, Board members, and the Bank's Chief Executive Officer. To this end, the Bank has engaged an independent and impartial external firm to conduct a study and assessment of the current policy with a view to updating it in accordance with international best practices.

Accordingly, and on this basis, no remuneration was paid to the Chairman of the Board of Directors, the members of the Board of Directors, or the Bank's Chief Executive Officer in respect of the year 2025, other than the annual allowances disclosed in the Annual Report, pending the completion of the above-mentioned policy review.

Set out below is a summary of the monthly and annual allowances paid by the subsidiary companies to the Chairman and members of the Board of Directors during the year 2025:

	Monthly allowances	Annual remuneration
Capital Investments and Brokerage Jordan	JOD 1,000 per month.	In accordance with the Companies Law: JOD 5,000.
Capital Invest – Dubai	None	None
Financial Leasing Company – Jordan	None	None
National Bank of Iraq	The equivalent of USD 2,000 per month.	Annual remuneration, subject to the approval of the General Assembly.
Subsidiaries of the National Bank of Iraq	None	None.

Fourth question:

What institutional criteria and mechanisms are adopted for the appointment of the Bank’s representatives to the boards of directors of affiliated entities, and how does the Board of Directors ensure that such appointments are made in accordance with independent professional standards and are free from conflicts of interest or any non-objective considerations?

Response:

We would like to clarify that the nomination of the Bank’s representatives to the boards of directors of subsidiary or affiliated companies is carried out in accordance with the provisions of the applicable laws and regulations, as well as the relevant instructions issued by the Central Bank of Jordan, in a manner that serves the Bank’s interests and meets the oversight requirements relating to such companies.

In considering such appointments, due regard is given to the qualifications, experience, and competencies required in light of the nature of the relevant entity’s activities, as well as the individual’s ability to contribute effectively to the work of the board and enhance oversight and governance. Such appointments are considered and discussed within the institutional governance framework of the Bank’s Board of Directors, ensuring that decisions are made on an informed and well-considered basis, taking into account all relevant information.

In this context, such appointments remain subject to the applicable corporate governance requirements, including conflict-of-interest controls, whereby any member is required to disclose any direct or indirect interest and refrain from participating in any related decision-making process. These practices form part of the Bank’s approved governance framework and internal control system and are subject to ongoing oversight by the competent regulatory authorities.



Fifth question:

What criteria and mechanisms does the Bank, in its capacity as a shareholder in its subsidiary companies, adopt when making decisions at the general assembly meetings of such companies? Additionally, how are situations involving actual or potential conflicts of interest addressed in the course of making such decisions?

Response:

We would like to clarify that the Bank exercises its rights as a shareholder in its subsidiary companies, including those operating outside the Kingdom, in accordance with the laws and regulations applicable in each jurisdiction and in compliance with the requirements of the competent regulatory authorities therein, in addition to the instructions of the Central Bank of Jordan applicable at the Group level.

Decisions at the general assembly meetings of such companies are made within the legal and regulatory frameworks governing each company, whereby the Bank exercises its voting rights based on a review and assessment of the matters presented, in a manner consistent with its interests as a shareholder. With respect to actual or potential conflicts of interest, the Bank's representative is required to disclose any direct or indirect interest and to refrain from participating in any related decision-making process, in accordance with the applicable corporate governance requirements.

It should also be noted that the Bank has a Board-approved policy governing related-party transactions, including transactions with subsidiary companies. Such transactions are subject to internal monitoring and oversight, are disclosed to and shared with the Central Bank of Jordan, and remain subject to its review and supervision, thereby ensuring that they are conducted on a fair basis and on terms comparable to those that would prevail between independent parties (arm's length basis).

Sixth question:

Capital Bank holds a controlling stake of 62% in the National Bank of Iraq. In what capacity does His Excellency the Chairman of the Board of Directors serve as Chairman of the Board of Directors of the National Bank of Iraq? Does he serve in that position as a representative of Capital Bank, in its capacity as a major shareholder, or in his independent personal capacity? If he serves in his personal capacity, what criteria and considerations formed the basis for his appointment in such capacity, rather than as a representative of Capital Bank, which is a major shareholder of the National Bank of Iraq?

Response:

His Excellency Mr. Bassem Khalil Al-Salem serves as Chairman of the Board of Directors of the National Bank of Iraq in his personal capacity and as a non-independent member, in accordance with the Corporate Governance Instructions issued by the Central Bank of Iraq, given that he simultaneously serves as Chairman of the Board of Directors of Capital Bank, which is the principal shareholder of the National Bank of Iraq.

The appointment of His Excellency Mr. Bassem Khalil Al-Salem to this position is made in accordance with the applicable legal and regulatory framework in the Republic of Iraq, whereby membership on the Board of Directors of the National Bank of Iraq is subject to the prior approval of the Central Bank of Iraq. In this regard, the Central Bank of Iraq issued its approval on 24/08/2025 for the appointment of His Excellency Mr. Bassem Khalil Al-Salem as a member of the Board of Directors of the National Bank of Iraq for the current term, based on the results of the Board elections ratified at the National Bank of Iraq's General Assembly Meeting held on 27/03/2025.

Capital Bank's representation on the Board of Directors of the National Bank of Iraq is separate from the membership of His Excellency Mr. Al-Salem. The authority to nominate the Bank's representative falls exclusively within the powers of the Board of Directors of Capital Bank, acting in its capacity as a shareholder and in accordance with its approved institutional frameworks.

Within this framework, the Board of Directors of Capital Bank resolved to nominate one of its members, Mr. Ali Khaldoun Al-Husri, as its representative on the Board of Directors of the National Bank of Iraq for the current term. This reflects a clear distinction between the Bank's institutional representation in its capacity as a shareholder and individual membership based on competence and experience, in a manner consistent with sound corporate governance principles and supportive of the independence and balance of roles within the Board.

In response to your enquiry regarding the criteria and considerations underlying the appointment of His Excellency Mr. Bassem Al-Salem as Chairman of the Board of Directors of the National Bank of Iraq for the current term, we note that his selection for Board membership and the chairmanship was not merely procedural. Rather, it was based on professional and institutional considerations, including his extensive experience in the banking and financial sector, his distinguished track record in leading financial institutions, and his pivotal role in driving strategic transformation and enhancing the institutional performance of the National Bank of Iraq since assuming the chairmanship of its Board of Directors on 11/11/2018.

At the leadership level, His Excellency Mr. Bassem Al-Salem possesses extensive expertise in chairing boards of directors, managing the relationship between shareholders and executive management, and making strategic decisions founded on sound professional principles. He also enjoys the confidence of regulators and shareholders alike. Furthermore, in his capacity as Chairman of the Board of Directors of Capital Bank, the parent company, he possesses a deep understanding and comprehensive strategic vision at the Group level, enabling him to appreciate the various dimensions of the business and the integration among subsidiaries, strengthen alignment across strategic objectives, and ensure effective oversight throughout the Group.

Accordingly, the composition of the Board of Directors of the National Bank of Iraq reflects a balanced mix of members representing shareholders and members serving in their personal capacities based on their competencies and experience, within an approved legal and regulatory framework that satisfies the requirements of sound corporate governance and ensures effective institutional oversight.

The Chairman of the Board of Directors then announced the commencement of the meeting agenda.

Item One: Reading the resolutions of the previous Ordinary General Assembly meeting held on 17/04/2025

Ms. Qarain read out the following resolutions of the previous Ordinary General Assembly meeting held on 17/04/2025:

1. Approval of the Board of Directors' report on the Bank's activities of the fiscal year 2024 and the future plan for 2025.
2. Approval of the Bank's external auditors' report of the fiscal year 2024.
3. Approval of the balance sheet and final accounts of the Bank of the fiscal year 2024, and approval of the Board of Directors' proposal to distribute cash dividends to shareholders from retained earnings at a rate of (15%) of the Bank's capital, totaling (39,455,568.300) Jordanian Dinars (thirty-nine million four hundred fifty-five thousand five hundred sixty-eight Jordanian Dinars and three hundred fils only).
4. Discharge of the members of the Board of Directors from liability of the fiscal year 2024, within the limits of the provisions of the law.
5. Election of a new Board of Directors for the next term from among the following:
 1. His Excellency Bassem Khalil Salem Al-Salem.
 2. His Excellency Said Samih Taleb Darwazah.
 3. The Social Security Corporation.
 4. Investments and Integrated Industries Holding Company.
 5. Hitaf Investment Company.
 6. Al-Jadara for Real Estate Investment Co.
 7. The Safety-First Investment Company (3 seats).
 8. Khalid Walid Hussni Nabils.
 9. Yousef A.Y. Ensour.
 10. His Excellency Samir Zaid Samir AlRifai.
 11. Ms. Dalia Abdelazim Mohamed Wahba.
6. Appointment of Ernst & Young as the Bank's external auditors of the fiscal year 2025, and authorization of the Board of Directors to determine their remuneration.



Item Two: Voting on, and approving, the Board of Directors' report on the Bank's activities of the fiscal year 2025 and the future plan for 2026

Shareholders were given the opportunity to vote on Item Two of the agenda. The voting result was then announced as displayed on the screen, with (99.898%) voting in favor. Accordingly, it was resolved to approve the Board of Directors' report on the Bank's activities of the fiscal year 2025 and the future plan for 2026.

Item Three: Voting on, and approving, the Bank's external auditors' report of the fiscal year 2025.

Ms. Qarain thanked Ernst & Young for their efforts during the 2025 financial year. Shareholders were then given the opportunity to vote on Item Three of the agenda. The voting result was announced as displayed on the screen, with (100%) voting in favor. Accordingly, it was resolved to approve the Bank's external auditors' report of the fiscal year 2025.

Item Four: Voting on, and approving, the Bank's balance sheet and final accounts of the fiscal year 2025, and approving the Board of Directors' proposal to distribute cash dividends to shareholders from retained earnings at a rate of (17%) of the Bank's capital, amounting to a total JOD (44,716,310.740) (forty-four million seven hundred sixteen thousand three hundred ten Jordanian Dinars and seven hundred forty fils only).

Shareholders were given the opportunity to vote on Item Four of the agenda. The voting result was then announced as displayed on the screen, with (99.874%) voting in favor. Accordingly, it was resolved to approve the Bank's balance sheet and final accounts of the fiscal year 2025 and to approve the Board of Directors' proposal to distribute cash dividends to shareholders from retained earnings at a rate of (17%) of the Bank's capital, amounting to a total JOD (44,716,310.740) (forty-four million seven hundred sixteen thousand three hundred ten Jordanian Dinars and seven hundred forty fils only).

Item Five: Reading a brief report on the activities of the Board committees, pursuant to Article (6/E) of the Instructions of Corporate Governance for Shareholding Listed Companies for the year 2017.

Ms. Orouba Qarain presented a brief of the Board's committees and invited shareholders to refer to the annual report for further details.

Item Six: Discharging the members of the Board of Directors from liability of the fiscal 2025 within the limits of the provisions of the law.

Shareholders were given the opportunity to vote on Item Six of the agenda. The voting result was then announced as displayed on the screen, with (99.931%) voting in favor. Accordingly, it was resolved to discharge the members of the Board of Directors from liability of the fiscal year 2025, within the limits of the provisions of the law.

Item Seven: Approval of the appointment of Mr. Khairy Yaser Abd Al-Moneim Amro as a member of the Board of Directors.

Shareholders were given the opportunity to vote on Item Seven of the agenda. The voting result was then announced as displayed on the screen, with (99.931%) voting in favor. Accordingly, it was resolved to approve the appointment of Mr. Khairy Yaser Abd Al-Moneim Amro as a member of the Board of Directors.

Item Eight: Electing the Bank's external auditors of the fiscal year 2026 and determining their remuneration or authorizing the Board of Directors to determine their remuneration.

The Board of Directors recommended approval of the re-election of Ernst & Young as the external auditors to audit the Bank's accounts for the fiscal year 2026, and expressed its wish that shareholders authorize the Board of Directors to determine their remuneration. Shareholders were given the opportunity to vote on Item Eight of the agenda. The voting result was then announced as displayed on the screen, with (99.933%) voting in favor. Accordingly, it was resolved to elect Ernst & Young as the Bank's external auditors for the fiscal year 2026 and to authorize the Board of Directors to determine their remuneration.

As there were no further enquiries from shareholders holding 10% or more of the Bank's shares, the meeting was concluded.

At the conclusion of the meeting, His Excellency thanked the shareholders and members of the Board of Directors for their attendance. He also expressed his appreciation to all regulatory authorities, extending special thanks to His Excellency the Governor of the Central Bank of Jordan, the Companies Controller, and the various government entities for their role in supporting and advancing the national economy. He further thanked LUMI for its support in organizing the meeting. He concluded by praying that Allah protect Jordan under the leadership of His Hashemite Majesty King Abdullah II Ibn Al Hussein.

The Companies Controller then expressed his appreciation to His Excellency the Chairman of the Board of Directors and the Executive Management, thanked all attendees, and wished everyone continued success and prosperity under the leadership of His Majesty King Abdullah II Ibn Al Hussein.

Chairman of the Board of Directors

Bassem Khalil Al-Salem

Companies Controller

Dr. Wael Al-Armouti

Secretary of the Meeting

Orouba Qarain

