



Dear Shareholder

Annual General Meeting 2023

This year's Annual General Meeting (the "Meeting") of Al Rayan Bank PLC (the "Company") will be held at 10.30a.m. on Wednesday 31<sup>st</sup> May 2023 at the offices of Al Rayan Bank PLC, 4 Stratford Place London, W1C 1AT. The formal notice convening the Meeting is set out overleaf (the "Notice").

Voting on all resolutions will be conducted by way of a poll rather than a show of hands. This is a fairer method of voting as shareholder votes are to be counted according to the number of shares held. The votes cast by shareholders present at the Meeting will be added to the votes cast by proxy.

If you would like to vote on the resolutions in the Notice but cannot come to the Meeting, please fill in the Form of Proxy sent to you with the Notice and return it to Neville Registrars Limited (our registrar) as soon as possible. Neville Registrars must receive the Form of Proxy by 10.30 a.m. Monday 29<sup>th</sup> May 2023. As an alternative to completing the hard copy Form of Proxy, a shareholder may appoint a proxy or proxies electronically with Neville Registrars at [www.sharegateway.co.uk](http://www.sharegateway.co.uk) using your personal proxy registration code as shown on the Form of Proxy enclosed with this document.

The result of the polls will be announced on the Company's website shortly after the Meeting.

If you are a registered shareholder holding shares in your own name and have not elected to receive communications in paper form by post, I can advise you that the Annual Report and Financial Statements for the year ended 31 December 2022 are now available online on our website at:

[Sets of accounts \(alrayanbank.co.uk\)](http://alrayanbank.co.uk)

Your Directors consider that each resolution to be proposed at the Meeting is in the best interests of the shareholders as a whole and unanimously recommend that you vote in favour of all resolutions.

The Board wishes to thank you for your continued support.

Yours faithfully

A handwritten signature in black ink, appearing to read "Michael Williams", is written over a light blue horizontal line.

Michael Williams  
Chairman  
26 Apr 2023

## Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the 2023 Annual General Meeting (the "Meeting") of Al Rayan Bank PLC (the "Company") will be held at the offices of Al Rayan Bank PLC, 4 Stratford Place, London W1C 1AT on Wednesday 31<sup>st</sup> May 2023 at 10.30 a.m. for the following purposes:

To consider, and if thought fit, to pass the following resolutions, all of which are being proposed as ordinary resolutions:

1. To receive the audited accounts and reports of the directors and auditors for the year ended 31 December 2022
2. To appoint Ernst & Young LLP as auditors of the Company, to hold office until the conclusion of the next annual general meeting at which accounts are laid before the Company.
3. To authorise the directors to determine the remuneration of the auditors.

By order of the Board



Mandy Sura  
Acting Board Secretary

Registered office:

4 Stratford Place  
London  
W1C 1AT

Registered in England and Wales  
Registration No. 4483430

## Explanatory Notes:

### 1. Resolution 1 - Accounts and Reports

The directors must lay before shareholders the accounts of the Company for the financial year ended 31 December 2022, the report of the directors and the report of the auditors of the Company on those accounts.

### 2. Resolution 2 - Appointment of Auditors

The law in England requires shareholders to approve the appointment of a company's auditor each year. The appointment runs until the conclusion of the next Annual General Meeting.

It is proposed that Ernst & Young LLP be and are hereby appointed auditors of the Company and will hold office from the conclusion of this meeting until the conclusion of the next General Meeting at which accounts are laid before the Company.

### 3. Resolution 3 - Remuneration of the Auditors

The remuneration of an auditor must be fixed by the shareholders by ordinary resolution or in such manner as the shareholders by ordinary resolution determine. Resolution 3 gives authority to the directors to determine the auditors' remuneration.

## General Notes:

### 1 Entitlement to attend and vote

To have the right to attend and vote at the Meeting (and also for the purpose of calculating how many votes a person may cast) a person must have their name entered on the register of members of the Company at 6:00 p.m. on Monday 29<sup>th</sup> May 2023. Changes to entries on the register after this time will be disregarded in determining the rights of any person to attend or vote at the Meeting.

Those who are not shareholders of the Company (or duly appointed proxies or corporate representatives) will not be admitted to the Meeting unless prior arrangements are made with the Company.

### 2. Proxies

A shareholder is entitled to appoint one or more persons as proxies to exercise all or any of his or her rights to attend, speak and vote at the Meeting. A shareholder may appoint more than one proxy in relation to the Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him or her. A proxy need not be a member of the Company. The appointment of a proxy will not preclude a shareholder from attending and voting in person at the Meeting if he or she so wishes. To appoint more than one proxy shareholders will need to complete a separate proxy form for each proxy. Copies of additional proxy forms can be obtained from the Company's registrar, Neville Registrars Limited, by telephoning 0121 585 1131 (calls are charged at normal rate). Other telephone costs may vary. Lines are open from 9:00 a.m. to 5:00 p.m., excluding public holidays in England and Wales. If you are outside the UK, please call +44 (0) 121 585 1131. Calls from outside the UK will be charged at applicable international rates. Alternatively, shareholders may photocopy the Form of Proxy indicating on each copy the name of the proxy to be appointed and the number of shares in respect of which the proxy is appointed. A failure to specify the number of shares to which each proxy appointment relates or specifying a number in excess of those held by the shareholder may result in the proxy appointment being invalid. The total votes cast and in respect whereof abstention is recorded by a shareholder or his or her duly appointed proxies may not, in aggregate, exceed the total number of the votes exercisable by that shareholder in respect of Ordinary Shares of which he or she is the holder. All forms of proxy should be returned together in

the same envelope. Shareholders can only appoint a proxy using the procedure set out in these notes and the notes to the proxy form.

A Form of Proxy is enclosed. To be valid, it must be completed, signed and sent to the offices of the Company's registrar, Neville Registrars Limited, at Neville House, Steelpark Road, Halesowen, West Midlands B62 8HD so as to arrive no later than 10.30 a.m. on Monday 29<sup>th</sup> May 2023 or, in the event that the meeting is adjourned, no later than 48 hours before the time of any adjourned meeting. As an alternative to completing the hard copy Form of Proxy, a shareholder may appoint a proxy or proxies electronically with Neville Registrars at [www.sharegateway.co.uk](http://www.sharegateway.co.uk) using your personal proxy registration code as shown on the Form of Proxy enclosed with this document.

## Zakat Notice

To the shareholders of Al Rayan Bank PLC  
For the year ended 31 December 2022

Al Rayan Bank PLC is not responsible for the payment of Zakat on the shares held by the shareholders. It has therefore not calculated Zakat due on each share as at 31 December 2022, or during the preceding 12 months.

The shareholders are therefore responsible for the payment of Zakat, if any, in accordance with their circumstances and should undertake their own calculations.



Michael Williams  
Chairman  
26 April 2023