

Al Baraka Banking Group B.S.C.

SUMMARY DOCUMENTS OF ORDINARY AND EXTRAORDINARY GENERAL MEETINGS

Monday, March 20th 2017

Shaikh Saleh Kamel Hall - 1st floor
Al Baraka Headquarters - Bahrain Bay
Manama, Kingdom of Bahrain



Your Partner Bank



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Invitation to The Ordinary and Extraordinary General Meetings

The Board of Directors of Al Baraka Banking Group is pleased to invite you to attend the Group's Ordinary and Extraordinary General Meetings to be held successively at 1:00pm on Monday 20 March 2017 at the Headquarters of Al Baraka Banking Group, Shaikh Saleh Kamel Hall (1st Floor) - Bahrain Bay - Kingdom of Bahrain. In case of the absence of a quorum the second or the third meeting will be held as per the notes below. The Agenda for both the AGM & EGM meetings shall be respectively as follow

A. The Ordinary General Meeting

1. To review the report of the Board of Directors on the activities of the Bank for the financial year ended 31/12/2016.
2. To review the Sharia Supervisory Board's report for the financial year ended 31/12/2016.
3. To review the External Auditors' report for the financial year ended 31/12/2016.
4. To review and approve the consolidated financial statements for the financial year ended 31/12/2016.
5. To approve the proposed distribution of profits for the financial year ended 31/12/2016, after obtainment of the required official approvals, as follows:
 - (a) The transfer of 10% of the Net Income amounting to US\$ 15,154,458 to the Statutory Reserve.
 - (b) The distribution of US\$ 11,396,304 as cash dividend to the shareholders registered on the date of this meeting, amounting to 1 US cent for each share equal to 1% of the par value of the share, no later than 26 April 2017.
 - (c) The transfer of US\$ 124,993,819 to the Retained Earnings.
6. To approve the proposed distribution of one bonus share for every 20 fully paid up shares to the shareholders registered on the date of this meeting amounting to US\$ 57,460,923 equal to 5% of the issued and paid up capital from the retained earnings after obtainment of the required official approvals.
7. To absolve the Directors from liability for the Financial Year ended 31/12/2016.
8. To approve a remuneration of US\$ 1.5 Million to the Members of the Board of Directors.
9. Subject to the approval of the Central Bank of Bahrain, to reappoint Messrs Ernst and Young as Auditors for the financial year ending 31/12/2017 and to authorize and empower the Board of Directors or its delegate to fix their remuneration.
10. To review the Corporate Governance Report as per CBB instruction which includes:
 - (a) To review the evaluation of ABG's Board, Members and Committee.
 - (b) To review the percentage Report of Board of Directors attendance at Board Meetings for 2016.
11. To approve the payment of the shareholder's Zakat for the distributable dividends as of 31/12/ 2016 as follows:
 - (a) US Cent 25.78 for each 1,000 shares to be paid by the shareholders for the dividends distributed and received in cash.
 - (b) To authorize ABG management to pay USD 4,021,457 as Zakat on behalf of the shareholders to be deducted directly from the retained earnings.
12. To elect Members of the Board of Directors for new turn of three years from the election date after obtainment of CBB's approval. (Please see the report relating to the board members whose tenor is ending and nominated for reelection to new three years tenor).
13. To elect the Members of the Shari'a Supervisory Board for new turn of three years from the election date.
14. To discuss any urgent matter arises according to Article 207 of CCL No. 21/2001.



Invitation to The Ordinary and Extraordinary General Meetings

B. The Extraordinary General Meeting

1. To approve the increase of the issued and paid up share capital from US\$ 1,149,218,451 to US\$ 1,206,679,374 by transferring US\$ 57,460,923 to the Share capital and issue bonus shares of one share for every 20 fully paid up shares to the shareholders registered on the date of this meeting.
2. To approve the amendment of Article (5) of the Memorandum of Association and Article (6) of the Articles of Association according to the resolution of capital increase in item (1) above.
3. To approve the amendment of Article (20) and (22) of the Articles of Association after the obtainment of the CBB's approval as follows:
Firstly: Article (20) Issuance of Investment Sukuk:
(a) To amend Paragraph (1) of Article (20) by deleting the phrase "which shall take place within two years following the date of the resolution".
(b) To amend Paragraph (3) of Article (20) by deleting the phrase "and shall have a maturity of no less than two years".
Secondly: Article (22) Subscription in the Offered Investment Sukuk or Giving Up the Loan:
To amend Article (22) by replacing the phrase "General Meeting" with the phrase "Board of Directors".
4. On the basis of the resolution in item 3 above, to approve the recommendation of the Board of Directors to issue Sukuk amounting up to US\$ 500 million in one or multiple issuances on the terms and conditions determined by the Executive Management of ABG and to authorize the President and Chief Executive Officer to take the necessary procedures to appoint a Global coordinator and Bookrunner and/or any other third parties in respect of, and to take the required steps to launch, the Sukuk, including undertaking the necessary legal procedures and liaising with the relevant regulators including any listing authority, joint lead managers, co-managers and other investors, advisors and third parties. Such Sukuk issuance will be subject to the approval of the Central Bank of Bahrain.
5. To authorize and empower the Board of Directors or its designated delegate to take all necessary action in connection with the Sukuk issuance, to attest, notarize and publicize the increase in the share capital to effect the required amendments to the Memorandum and Articles of Association.

Saleh Abdullah Kamel
Chairman

Notes:

1. The Annual General Meeting (AGM) shall be valid if attended by shareholders representing more than 50% of the issued capital. If the said quorum is not obtained, the AGM shall be called for a second Meeting with the same agenda to be held after a period of seven days at the same time and place. The Second Meeting shall be valid if attended by shareholders representing more than 30% of the issued capital. If the said quorum is not obtained the Third Meeting shall be valid irrespective of the number of shareholders present after a period of seven days at the same time and place
2. The Extraordinary General Meeting (EGM) shall be valid if attended by shareholders representing two thirds of the issued capital. If the said quorum is not obtained, the EGM shall be called for a second Meeting with the same agenda to be held after a period of seven days at the same time and place. The Second Meeting shall be valid if attended by shareholders representing one third of the issued capital, If the said quorum is not obtained the Third Meeting to be held after a period of seven days at the same time and place and shall be valid if attended by shareholders representing one fourth of the issued capital
3. Any Shareholder who intends to nominate himself to the membership of the Board of Directors must apply and send his CV to the Chairman on e-mail: abuzaid@albaraka.com or efax: +973 17910770 not later than March 9, 2017 12:00 noon, subject to Article (173) of the Commercial Companies Law No 21 of 2001 as amended and the requirements of the Central Bank of Bahrain as regards election of the Board of Directors
4. In case of Proxy, shareholders are required to deposit the Proxy Form (Copy available at our website www.albaraka.com) at least 24 hours prior to the proposed date for holding the AGM & EGM with the Shares Registrar (Karvy Computershare) AlZamil Tower, Manama, Kingdom of Bahrain, Tel: +973 17215080, Fax:+973 17212055, Email: Bahrain.helpdesk@karvy.com
5. Copies of the Meetings Document will be available on the meeting date and at our website: www.albaraka.com

Al Baraka Banking Group B.S.C.

Al Baraka Headquarters - Bahrain Bay
P.O. Box 1882
Manama, Kingdom of Bahrain
Tel: +973 17541122
Fax: +973 17536533
albaraka.com

Investors Relations:

Mr. Ahmed AbdulGhaffar
Vice President - Investors Relations
Tel: +973 17520701
+973 17541122
Fax: +973 17910911
aghaffar@albaraka.com

Shares Registrar:

Karvy Computershare W.L.L.
Office 74, 7th Floor, AlZamil Tower,
PO Box 514,
Manama, Kingdom of Bahrain
Tel: +973 17215080
Fax: +973 17212055
bahrain.helpdesk@karvy.com



Proxy Form

I, the undersigned _____, being a shareholder in Al Baraka Banking Group B.S.C. appoint Mr. / Ms. _____ to represent me and vote on my behalf in the Annual Group's General Meeting and the Extraordinary General Meeting to be successively held at Shaikh Saleh Kamel Hall -1st floor, AlBaraka Headquarters - Bahrain Bay, Manama, Kingdom of Bahrain on Monday 20 March 2017 , or any subsequent adjournment of these meetings. Authorization for the following

	Yes	No
A. The Ordinary General Meeting		
1. To review the report of the Board of Directors on the activities of the Bank for the financial year ended 31/12/2016.	<input type="checkbox"/>	<input type="checkbox"/>
2. To review the Sharia Supervisory Board's report for the financial year ended 31/12/2016.	<input type="checkbox"/>	<input type="checkbox"/>
3. To review the External Auditors' report for the financial year ended 31/12/2016.	<input type="checkbox"/>	<input type="checkbox"/>
4. To review and approve the consolidated financial statements for the financial year ended 31/12/2016.	<input type="checkbox"/>	<input type="checkbox"/>
5. To approve the proposed distribution of profits for the financial year ended 31/12/2016, after obtainment of the required official approvals, as follows:		
(a) The transfer of 10% of the Net Income amounting to US\$ 15,154,458 to the Statutory Reserve.	<input type="checkbox"/>	<input type="checkbox"/>
(b) The distribution of US\$ 11,396,304 as cash dividend to the shareholders registered on the date of this meeting, amounting to 1 US cent for each share equal to 1% of the par value of the share, no later than 26 April 2017.	<input type="checkbox"/>	<input type="checkbox"/>
(c) The transfer of US\$ 124,993,819 to the Retained Earnings.	<input type="checkbox"/>	<input type="checkbox"/>
6. To approve the proposed distribution of one bonus share for every 20 fully paid up shares to the shareholders registered on the date of this meeting amounting to US\$ 57,460,923 equal to 5% of the issued and paid up capital from the retained earnings after obtainment of the required official approvals.	<input type="checkbox"/>	<input type="checkbox"/>
7. To absolve the Directors from liability for the Financial Year ended 31/12/2016.	<input type="checkbox"/>	<input type="checkbox"/>
8. To approve a remuneration of US\$ 1.5 Million to the Members of the Board of Directors.	<input type="checkbox"/>	<input type="checkbox"/>
9. Subject to the approval of the Central Bank of Bahrain, to reappoint Messrs Ernst and Young as Auditors for the financial year ending 31/12/2017 and to authorize and empower the Board of Directors or its delegate to fix their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>
10. To review the Corporate Governance Report as per CBB instruction which includes:		
(a) To review the evaluation of ABG's Board, Members and Committee.	<input type="checkbox"/>	<input type="checkbox"/>
(b) To review the percentage Report of Board of Directors attendance at Board Meetings for 2016.	<input type="checkbox"/>	<input type="checkbox"/>
11. To approve the payment of the shareholder's Zakat for the distributable dividends as of 31 Dec, 2016 as follows:		
(a) US Cent 25.78 for each 1,000 shares to be paid by the shareholders for the dividends distributed and received in cash.	<input type="checkbox"/>	<input type="checkbox"/>
(b) To authorize ABG management to pay USD 4,021,457 as Zakat on behalf of the shareholders to be deducted directly from the retained earnings.	<input type="checkbox"/>	<input type="checkbox"/>
12. To elect Members of the Board of Directors for new turn of three years from the election date after obtainment of CBB's approval.(Please see the report relating to the board members whose tenor is ending and nominated for reelection to new three years tenor).	<input type="checkbox"/>	<input type="checkbox"/>
13. To elect the Members of the Shari'a Supervisory Board for new turn of three years from the election date.	<input type="checkbox"/>	<input type="checkbox"/>
14. To discuss any urgent matter arises according to Article 207 of CCL No. 21/2001.	<input type="checkbox"/>	<input type="checkbox"/>



Proxy Form

B. The Extraordinary General Meeting

- | | Yes | No |
|---|--------------------------|--------------------------|
| 1. To approve the increase of the issued and paid up share capital from US\$ 1,149,218,451 to US\$ 1,206,679,374 by transferring US\$ 57,460,923 to the Share capital and issue bonus shares of one share for every 20 fully paid up shares to the shareholders registered on the date of this meeting. | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. To approve the amendment of Article (5) of the Memorandum of Association and Article (6) of the Articles of Association according to the resolution of capital increase in item (1) above. | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. To approve the amendment of Article (20) and (22) of the Articles of Association after the obtainment of CBB's approval as follows: Firstly: Article (20) Issuance of Investment Sukuk: | | |
| (a) To amend Paragraph (1) of Article (20) by deleting the phrase "which shall take place within two years following the date of the resolution". | <input type="checkbox"/> | <input type="checkbox"/> |
| (b) To amend Paragraph (3) of Article (20) by deleting the phrase "and shall have a maturity of no less than two years". Secondly: Article (22) Subscription in the Offered Investment Sukuk or Giving Up the Loan: To amend Article (22) by replacing the phrase "General Meeting with the phrase "Board of Directors". | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. On the basis of the resolution in item 3 above, to approve the recommendation of the Board of Directors to issue Sukuk amounting up to US\$ 500 million in one or multiple issuances on the terms and conditions determined by the Executive Management of ABG and to authorize the President and Chief Executive Officer to take the necessary procedures to appoint a Global coordinator and Bookrunner and/or any other third parties in respect of, and to take the required steps to launch, the Sukuk, including undertaking the necessary legal procedures and liaising with the relevant regulators including any listing authority, joint lead managers, co-managers and other investors, advisors and third parties. Such Sukuk issuance will be subject to the approval of the Central Bank of Bahrain. | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. To authorize and empower the Board of Directors or its designated delegate to take all necessary action in connection with the Sukuk issuance, to attest, notarize and publicize the increase in the share capital to effect the required amendments to the Memorandum and Articles of Association. | <input type="checkbox"/> | <input type="checkbox"/> |

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Shareholder Name : _____

Number of Shares: _____

Signature: _____ Date: _____ / _____ / 2017

Important Notes to the Shareholders:

- This proxy form should be deposited at least 24 hours prior to the proposed date for holding the AGM and the EGM with the registrars (Karvy Computershare), P.O. Box 514, Manama, Kingdom of Bahrain, Tel No. +973 17215080 Fax No. +973 17212055 email bahrain.helpdesk@karvy.com
- The appointed proxy shall neither be the Chairman nor a director or an employee of the Group.

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CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 31 December 2016

	2016 US\$ '000	2015 US\$ '000
ASSETS		
Cash and balances with banks	5,073,418	5,373,409
Receivables	11,423,448	11,959,052
Mudaraba and Musharaka financing	1,582,396	1,558,593
Investments	2,629,131	3,105,750
Ijarah Muntahia Bittamleek	1,830,339	1,734,457
Property and equipment	417,295	444,608
Other assets	469,238	442,332
TOTAL ASSETS	23,425,265	24,618,201
LIABILITIES, EQUITY OF INVESTMENT ACCOUNTHOLDERS AND OWNERS' EQUITY		
LIABILITIES		
Customer current and other accounts	4,983,772	4,841,099
Due to banks	918,395	808,268
Long term financing	1,381,256	1,497,208
Other liabilities	856,467	862,444
Total liabilities	8,139,890	8,009,019
EQUITY OF INVESTMENT ACCOUNTHOLDERS	13,276,794	14,514,599
OWNERS' EQUITY		
Share capital	1,149,218	1,115,746
Treasury shares	(9,588)	(8,464)
Share premium	18,574	17,662
Reserves	181,971	165,459
Cumulative changes in fair values	41,271	38,529
Foreign currency translations	(666,719)	(461,948)
Retained earnings	497,374	433,631
Proposed appropriations	68,857	55,787
Equity attributable to parent's shareholders	1,280,958	1,356,402
Non-controlling interest	727,623	738,181
Total owners' equity	2,008,581	2,094,583
TOTAL LIABILITIES, EQUITY OF INVESTMENT ACCOUNTHOLDERS AND OWNERS' EQUITY	23,425,265	24,618,201

Saleh Abdullah Kamel
Chairman

Adnan Ahmed Yousif
Member of the Board and
President and Chief Executive



CONSOLIDATED STATEMENT OF INCOME

For the year ended 31 December 2016

	2016 US\$ '000	2015 US\$ '000
INCOME		
Net income from jointly financed contracts and investments	1,336,569	1,223,215
Return on equity of investment accountholders before Group's share as a Mudarib	(1,114,019)	(1,026,367)
Group's share as a Mudarib	396,762	345,415
Return on equity of investment accountholders	(717,257)	(680,952)
Group's share of income from equity of investment accountholders (as a Mudarib and Rabalmal)	619,312	542,263
Mudarib share for managing off-balance sheet equity of investment accountholders	5,022	5,583
Net income from self financed contracts and investments	285,499	272,941
Other fees and commission income	176,837	200,513
Other operating income	78,859	34,794
	1,165,529	1,056,094
Profit paid on long term financing	(91,370)	(56,541)
TOTAL OPERATING INCOME	1,074,159	999,553
OPERATING EXPENSES		
Staff expenses	325,501	298,927
Depreciation and amortisation	44,579	50,054
Other operating expenses	197,136	186,890
TOTAL OPERATING EXPENSES	567,216	535,871
NET OPERATING INCOME FOR THE YEAR BEFORE PROVISIONS AND IMPAIRMENT AND TAXATION	506,943	463,682
Provisions and impairment	(122,154)	(58,371)
NET INCOME BEFORE TAXATION	384,789	405,311
Taxation	(117,153)	(119,125)
NET INCOME FOR THE YEAR	267,636	286,186
Attributable to:		
Equity holders of the parent	151,545	162,741
Non-controlling interest	116,091	123,445
	267,636	286,186
Basic and diluted earnings per share - US cents	13.29	14.27


Saleh Abdullah Kamel
 Chairman


Adnan Ahmed Yousif
 Member of the Board and
 President and Chief Executive



CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2016

	2016 US\$ '000	2015 US\$ '000
Net cash from (used in) operating activities	543,107	(392,798)
Net cash from (used in) investing activities	486,624	(566,089)
Net cash (used in) from financing activities	(147,325)	775,400
Foreign currency translation adjustments	(323,137)	(258,945)
NET CHANGES IN CASH AND CASH EQUIVALENTS	559,269	(442,432)
Cash and cash equivalents at 1 January	2,292,689	2,735,121
CASH AND CASH EQUIVALENTS AT 31 DECEMBER	2,851,958	2,292,689

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN OWNERS' EQUITY

For the year ended 31 December 2016

	Attributable to equity shareholders of the parent US\$ 000	Non-controlling interest US\$ 000	Total owners' equity US\$ 000
Balance at 1 January 2016	1,356,402	738,181	2,094,583
Dividends paid	(22,143)	-	(22,143)
Movement in treasury shares	(212)	-	(212)
Net movement in cumulative change in fair value for investments	2,742	579	3,321
Net movement in other reserves	1,357	156	1,513
Foreign currency translation	(204,771)	(118,366)	(323,137)
Net income for the year	151,545	116,091	267,636
Dividends of subsidiaries	-	(31,424)	(31,424)
shareholders (note 13)"	(3,962)	-	(3,962)
controlling interest	-	22,406	22,406
Balance at 31 December 2016	1,280,958	727,623	2,008,581
Balance at 1 January 2015	1,338,079	736,544	2,074,623
Dividends paid	(32,816)	-	(32,816)
Movement in treasury shares	171	-	171
Net movement in cumulative change in fair value for investments	(844)	(357)	(1,201)
Net movement in cumulative change in fair value for property and equipment	36,300	21,690	57,990
Net movement in other reserves	1,564	505	2,069
Foreign currency translation	(148,346)	(110,599)	(258,945)
Net income for the year	162,741	123,445	286,186
Dividends of subsidiaries	-	(33,494)	(33,494)
Effects of acquisition of non-controlling interest	(447)	447	-
Balance at 31 December 2015	1,356,402	738,181	2,094,583



AL BARAKA GLOBAL NETWORK (e-network.albaraka.com)

Al Baraka Banking Group B.S.C.

ADDRESS: Al Baraka Headquarters - Bahrain Bay
P.O. Box 1882
Manama, Kingdom of Bahrain
TEL: +973 17541122
FAX: +973 17536533
albaraka.com

Investors Relations:

TEL: +973 17520701 / 17541122
FAX: +973 17910911
Email: aghaffar@albaraka.com

Al Baraka Türk Participation Bank

ADDRESS: Saray Mahallesi
Dr. Adnan Büyükdeniz Caddesi, No. 6
34768 Ümraniye, Istanbul, Turkey
TEL: +90 216 666 01 01
FAX: +90 216 666 16 00
albaraka.com.tr

Iraq Branch:

ADDRESS: 60Mt Street - Arbil, Iraq
TEL: +964 750 370 98 90

Jordan Islamic Bank

ADDRESS: P.O. Box 926225
Amman 11190
Jordan
TEL: +9626 567 7377
FAX: +9626 566 6326
jordanislamicbank.com

Al Baraka Bank Egypt

ADDRESS: 60, Mohie Elddin Abu Elezz Street
P.O. Box 455
Dokki
Giza, Egypt
TEL: +2023 748 1222
FAX: +2023 761 1436/7
albaraka-bank.com.eg

Banque Al Baraka D'Algerie S.P.A.

ADDRESS: Hai Bouteldja Houidef, Villa No. 1
Rocade Sud, Ben Aknoun
Algiers, Algeria
TEL: +213 23 38 12 73
FAX: +213 23 38 12 76 to 77
albaraka-bank.com

Al Baraka Islamic Bank B.S.C. (c) - Bahrain

ADDRESS: Al Baraka Headquarters - Bahrain Bay
P.O. Box 1882
Manama, Kingdom of Bahrain
TEL: +973 17541122
FAX: +973 17536533
albaraka.com

Al Baraka Bank (Pakistan) Limited

ADDRESS: Al Baraka House
162, Bangalore Town
Main Shahrah-e-Faisal
Karachi, Pakistan
TEL: +92 21 34307000
FAX: +92 21 34530981
albaraka.com.pk

Al Baraka Bank Tunisia

ADDRESS: 88, Avenue Hedi Chaker 1002,
Tunis, Tunisia
TEL: +21671 186500 / +21671 186600
FAX: +21671 780235 / +21671 908170
albarakabank.com.tn

Al Baraka Bank Syria s.a.

ADDRESS: Alshahbader Street
P.O. Box 100
Damascus, Syria
TEL: +963 11 443 78 20
FAX: +963 11 443 78 10
albarakasyria.com

Al Baraka Bank Limited - South Africa

ADDRESS: 2 Kingsmead Boulevard
Kingsmead Office Park
Stalwart Simelane Street, P.O. BOX 4395
Durban 4000, South Africa
TEL: +2731 364 9000
FAX: +2731 364 9001
albaraka.co.za

Al Baraka Bank Lebanon S.A.L

ADDRESS: Justinian Street, BAC Center, 12th floor
Sanayeh, near Chamber of Com & Inds.,
Beirut, Lebanon
TEL: +961 1 748 061 to 65
FAX: +961 1 748 061 to 65 Ext: 700
al-baraka.com

Al Baraka Bank Sudan

ADDRESS: Al Baraka Tower
P.O. Box 3583, Qasr ST
Khartoum, Sudan
TEL: +249187 112 000
FAX: +249183 788 585
albaraka.com.sd

Itqan Capital, Saudi Arabia

ADDRESS: The Headquarters Business Park-
West Tower - 15th Floor
Corniche Road
P.O. Box 8021, Jeddah 21482
Kingdom of Saudi Arabia
TEL: +966 12 510 6030
FAX: +966 12 510 6033
itqancapital.com

Al Baraka Banking Group / Representative Office - Indonesia

ADDRESS: Ravindo Building, 10th Floor
Jalan Kebon Sirih, No. 75
Jakarta Pusat 10340
Indonesia
TEL: +62 21 316 1345
FAX: +62 21 316 1074
albaraka.co

Al Baraka Banking Group / Representative Office - Libya

ADDRESS: Tripoli Tower, Tower 1
14th Floor, Office No. 144
P.O. Box 93271
Tripoli, Libya
TEL: +218 (21) 336 2310 / +218 336 2311
FAX: +218 (21) 336 2311/12
albaraka.com