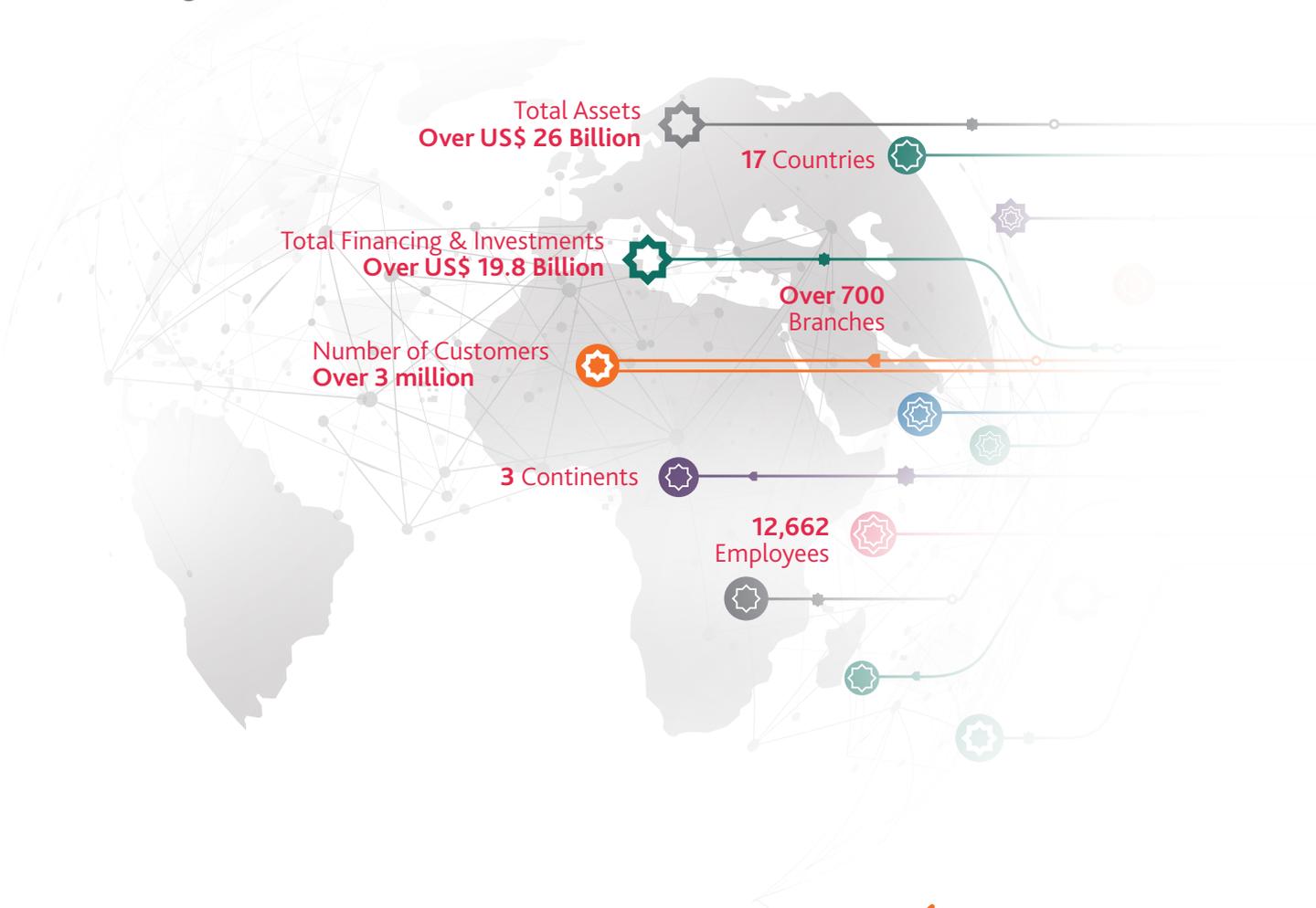


Al Baraka Banking Group B.S.C.

# SUMMARY DOCUMENTS OF THE ORDINARY GENERAL MEETING

**Monday, 23<sup>rd</sup> March 2020**

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



Over **40** years  
of Successful Partnerships



Agenda	3
Proxy Form	5
Consolidated Financial Statements	7
Al Baraka Global Network Directory	10



## Invitation to The Ordinary General Meeting

The Board of Directors of Al Baraka Banking Group is pleased to invite you to attend the Group's Ordinary Meeting at 11:00 am on Monday 23 March 2020 at the Headquarters of Al Baraka Banking Group, Shaikh Saleh Kamel Hall 1<sup>st</sup> 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 the AGM meeting shall be respectively as follows:

### The Ordinary General Meeting

1. To discuss and approve the report of the Board of Directors on the activities of the Bank for the Financial Year ended 31/12/2019.
2. To review the Sharia Supervisory Board's report for the financial year ended 31/12/2019.
3. To review the External Auditors' report for the financial year ended 31/12/2019.
4. a. To discuss and approve the consolidated financial statements for the financial year ended 31/12/2019.  
b. To approve the related parties' transactions as stated in note No. (25) of the financial statements in (a) above.
5. To approve the proposed distribution of profits for the financial year ended 31/12/2019, after obtaining the required official approvals, as follows:
  - a. The transfer of 10% of the Net Income amounting to US\$ 10,567,218 to the Statutory Reserve.
  - b. The distribution of US\$ 24,857,595 as cash dividend to the shareholders registered on the record date as per the below table (except of the treasury share), amounting to 2 US cent for each share equal to 2% of the par value of the share:

Event	Date
Cum-Dividend Date <i>(Last day of trading with entitlement to dividends)</i>	24 March 2020
Ex-Dividend Date <i>(First day of trading without entitlement to dividends)</i>	25 March 2020
Record Date <i>(The Day on which all shareholders whose names are on the share register will be entitled to dividends)</i>	26 March 2020
Payment Date <i>(The Day on which the dividends will be paid to the entitled shareholders)</i>	08 April 2020
  - c. The transfer of US\$ 70,247,367 to the Retained Earnings.
6. To absolve the Directors from liability for the Financial Year ended 31/12/2019.
7. To approve a remuneration of US\$ 1.5 Million to the Members of the Board of Directors for the financial year ended 31/12/2019 after obtaining the required approval from the Minister of Industry, Commerce and Tourism.
8. To ratify the recommendation of the Board of Directors to reappoint Messrs. Ernst and Young as External Auditors for Al Baraka Banking Group for the financial year ending on 31/12/2020, and to authorize and empower the Board of Directors or its delegate to determine their remuneration, subject to the approval of the Central Bank of Bahrain.
9. Election of the board members for a new term of three years from the date of the election subject to the approval of the Central Bank of Bahrain.
10. The approval of the reappointment of the Unified Sharia Supervisory Board Members for a new term of three years period, subject to the approval of the Central Bank of Bahrain, and to authorize and empower the Board of Directors to determine their remuneration and approve their charter.



## Invitation to The Ordinary General Meeting

11. To review the Corporate Governance Report as per CBB instruction:
  - a. To review the evaluation of ABG's Board, Board Members, Board Committees, and P&CE (included in the annual report distributed to shareholders).
  - b. To review the board members attendance percentage Report for the board meetings for the year 2019 (included in the annual report distributed to shareholders).
12. To approve the payment of the shareholder's Zakat for the distributable profits as of 31/12/2019 as follows:
  - a. US Cent 0.52 for each 1,000 shares to be paid by the shareholders for the profits distributed and received in cash.
  - b. To authorize ABG management to pay US\$ 1,656,267 as Zakat on behalf of the shareholders and to be deducted directly from the retained earnings.
13. To discuss any urgent matter arises according to Article 207 of Commercial Companies Law No. 21/2001 and its amendments.

**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. In case of Proxy, shareholders are required to deposit the Proxy Form (Copy available at our website [www.albaraka.com](http://www.albaraka.com)) at least 24 hours prior to the proposed date for holding the AGM with (Karvy Fintech) AlZamil Tower, Manama, Kingdom of Bahrain, Tel: +973 17215080, Fax:+973 17212055, Email: [Bahrain.helpdesk@karvy.com](mailto:Bahrain.helpdesk@karvy.com)
3. Copies of the Meetings Document will be available on the meeting date and at our website: [www.albaraka.com](http://www.albaraka.com) and Bahrain Bourse website: [www.bahrainbourse.com](http://www.bahrainbourse.com)

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First Vice President - Investors Relations  
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Fax: +973 17910911  
[aghaffar@albaraka.com](mailto:aghaffar@albaraka.com)

**Shares Registrar:**  
Karvy Fintech W.L.L.  
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Manama, Kingdom of Bahrain  
Tel: +973 17215080  
Fax: +973 17212055  
[bahrain.helpdesk@karvy.com](mailto: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 General Meeting to be successively held at Headquarter of AlBaraka Banking Group, Shaikh Saleh Kamel Hall, 1st floor, Bahrain Bay, Kingdom of Bahrain on Monday 23 March 2020, or any subsequent adjournment of these meetings.

Authorization for the following:

### The Ordinary General Meeting:

- |   | Yes                      | No                       | Abstain                  |
|---|--------------------------|--------------------------|--------------------------|
| 1. To discuss and approve the report of the Board of Directors on the activities of the Bank for the Financial Year ended 31/12/2019.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. To review the Sharia Supervisory Board's report for the financial year ended 31/12/2019.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. To review the External Auditors' report for the financial year ended 31/12/2019.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. a To discuss and approve the consolidated financial statements for the financial year ended 31/12/2019.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| b To approve the related parties' transactions as stated in note No. (25) of the financial statements in (a) above.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. To approve the proposed distribution of profits for the financial year ended 31/12/2019, after obtaining the required official approvals, as follows:  |                          |                          |                          |
| a. The transfer of 10% of the Net Income amounting to US\$ 10,567,218 to the Statutory Reserve.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| b. The distribution of US\$ 24,857,595 as cash dividend to the shareholders registered on the record date as per the below table (except of the treasury share), amounting to 2 US cent for each share equal to 2% of the par value of the share: | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
- | Event   | Date          |
|---|---------------|
| Cum-Dividend Date<br><i>(Last day of trading with entitlement to dividends)</i>   | 24 March 2020 |
| Ex-Dividend Date<br><i>(First day of trading without entitlement to dividends)</i>  | 25 March 2020 |
| Record Date<br><i>(The Day on which all shareholders whose names are on the share register will be entitled to dividends)</i> | 26 March 2020 |
| Payment Date<br><i>(The Day on which the dividends will be paid to the entitled shareholders)</i>                             | 08 April 2020 |
- |   |                          |                          |                          |
|---|--------------------------|--------------------------|--------------------------|
| c. The transfer of US\$ 70,247,367 to the Retained Earnings.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. To absolve the Directors from liability for the Financial Year ended 31/12/2019.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. To approve a remuneration of US\$ 1.5 Million to the Members of the Board of Directors for the financial year ended 31/12/2019 after obtaining the required approval from the Minister of Industry, Commerce and Tourism.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 8. To ratify the recommendation of the Board of Directors to reappoint Messrs. Ernst and Young as External Auditors for Al Baraka Banking Group for the financial year ending on 31/12/2020, and to authorize and empower the Board of Directors or its delegate to determine their remuneration, subject to the approval of the Central Bank of Bahrain. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 9. Election of the board members for a new term of three years from the date of the election subject to the approval of the Central Bank of Bahrain.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 10. The approval of the reappointment of the Unified Sharia Supervisory Board Members for a new term of three years period, subject to the approval of the Central Bank of Bahrain, and to authorize and empower the Board of Directors to determine their remuneration and approve their charter.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |



## Proxy form

11. To review the Corporate Governance Report as per CBB instruction:
- a. To review the evaluation of ABC's Board, Board Members, Board Committees, and P&CE (included in the annual report distributed to shareholders)
  - b. To review the board members attendance percentage Report for the board meetings for the year 2019 (included in the annual report distributed to shareholders)
12. To approve the payment of the shareholder's Zakat for the distributable profits as of 31/12/2019 as follows:
- a. US Cent 0.52 for each 1000 shares to be paid by the shareholders for the profits distributed and received in cash.
  - b. To authorize ABC management to pay USD 1,656,267 as Zakat on behalf of the shareholders and to be deducted directly from the retained earnings.
13. To discuss any urgent matter arises according to Article 207 of Commercial Companies Law No. 21/2001 and its amendments.

Shareholder No.: \_\_\_\_\_

Shareholder Name : \_\_\_\_\_

Number of Shares: \_\_\_\_\_

Signature: \_\_\_\_\_ Date: \_\_\_\_\_ / \_\_\_\_\_ / 2020

### Important Notes to the Shareholders:

1. This proxy form should be deposited at least 24 hours prior to the proposed date for holding the AGM with (Karvy Fintech) ALZamil Tower, Manama, Kingdom of Bahrain, Tel: +973 17215080, Fax:+973 17212055, Email: Bahrain.helpdesk@karvy.com
2. The appointed proxy shall neither be the Chairman nor a director or an employee of the Company.

**Al Baraka Banking Group** (B.S.C.)  
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## CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 31 December 2019

	2019	2018
	US\$ '000	US\$ '000
<b>ASSETS</b>		
Cash and balances with banks	5,386,926	5,008,009
Receivables	10,894,937	10,303,868
Mudaraba and Musharaka financing	3,228,615	2,718,906
Investments	3,872,538	3,067,008
Ijarah Muntahia Bittamleek	1,756,756	1,770,833
Property and equipment	455,031	406,564
Other assets	663,728	556,050
<b>TOTAL ASSETS</b>	<b>26,258,531</b>	<b>23,831,238</b>
<b>LIABILITIES, EQUITY OF INVESTMENT ACCOUNTHOLDERS AND OWNERS' EQUITY</b>		
<b>LIABILITIES</b>		
Customer current and other accounts	6,195,073	5,325,924
Due to banks	1,106,923	1,178,758
Long term financing	379,269	976,891
Other liabilities	1,098,200	971,310
<b>TOTAL LIABILITIES</b>	<b>8,779,465</b>	<b>8,452,883</b>
<b>EQUITY OF INVESTMENT ACCOUNTHOLDERS</b>	<b>15,155,876</b>	<b>13,122,368</b>
<b>OWNERS' EQUITY</b>		
Share capital	1,242,879	1,242,879
Treasury shares	(8,308)	(9,203)
Share premium	18,138	18,829
Perpetual tier 1 capital	400,000	400,000
Reserves	177,254	165,551
Cumulative changes in fair values	29,370	31,929
Foreign currency translations	(752,068)	(861,313)
Retained earnings	335,089	519,587
Proposed appropriations	24,858	37,286
<b>EQUITY ATTRIBUTABLE TO PARENT'S SHAREHOLDERS AND SUKUK HOLDER</b>	<b>1,467,212</b>	<b>1,545,545</b>
Non-controlling interest	855,978	710,442
<b>TOTAL OWNERS' EQUITY</b>	<b>2,323,190</b>	<b>2,255,987</b>
<b>TOTAL LIABILITIES, EQUITY OF INVESTMENT ACCOUNT HOLDERS AND OWNERS' EQUITY</b>	<b>26,258,531</b>	<b>23,831,238</b>

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 2019

	2019 US\$ '000	2018 US\$ '000
<b>INCOME</b>		
Net income from jointly financed contracts and investments	1,391,699	1,327,244
Return on equity of investment accountholders before Group's share as a Mudarib	(1,244,567)	(1,159,241)
Group's share as a Mudarib	357,774	372,914
Return on equity of investment accountholders	(886,793)	(786,327)
Group's share of income from equity of investment accountholders (as a Mudarib and Rabalmaal)	504,906	540,917
Mudarib share for managing off-balance sheet equity of investment accountholders	14,797	8,366
Net income from self financed contracts and investments	216,983	242,967
Other fees and commission income	181,816	158,578
Other operating income	95,852	120,098
	<u>1,014,354</u>	<u>1,070,926</u>
Profit paid on long term financing	(46,957)	(83,107)
<b>TOTAL OPERATING INCOME</b>	<u>967,397</u>	<u>987,819</u>
<b>OPERATING EXPENSES</b>		
Staff expenses	325,291	306,350
Depreciation and amortisation	40,523	42,064
Other operating expenses	202,344	192,043
<b>TOTAL OPERATING EXPENSES</b>	<u>568,158</u>	<u>540,457</u>
<b>NET OPERATING INCOME FOR THE YEAR BEFORE NET ALLOWANCE FOR CREDIT LOSSES / IMPAIRMENT AND TAXATION</b>	<u>399,239</u>	<u>447,362</u>
Net allowance for credit losses/impairment	(121,791)	(159,774)
<b>NET INCOME BEFORE TAXATION</b>	<u>277,448</u>	<u>287,588</u>
Taxation	(97,282)	(70,860)
<b>NET INCOME FOR THE YEAR</b>	<u>180,166</u>	<u>216,728</u>
Attributable to:		
Equity holders of the parent	105,672	129,084
Non-controlling interest	74,494	87,644
	<u>180,166</u>	<u>216,728</u>
Basic and diluted earnings per share - US cents	<u>6.01</u>	<u>7.91</u>

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 2019

	2019	2018
	US\$ '000	US\$ '000
Net cash from operating activities	1,571,504	950,785
Net cash used in investing activities	(854,352)	(273,365)
Net cash used in financing activities	(598,622)	(308,265)
Foreign currency translation adjustments	(110,139)	(312,543)
<b>NET CHANGE IN CASH AND CASH EQUIVALENTS</b>	<b>8,391</b>	<b>56,612</b>
Cash and cash equivalents at 1 January	2,917,794	2,861,182
<b>CASH AND CASH EQUIVALENTS AT 31 DECEMBER</b>	<b>2,926,185</b>	<b>2,917,794</b>

## CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN OWNER'S EQUITY

For the year ended 31 December 2019

	Attributable to equity holders of the parent and Sukuk holders	Non-controlling interest	Total Owner's equity
	US\$ '000	US\$ '000	US\$ '000
<b>Balance at 1 January 2019</b>	<b>1,545,545</b>	<b>710,442</b>	<b>2,255,987</b>
Dividends paid	(37,286)	-	(37,286)
Movement in treasury shares	204	-	204
Net movement in cumulative change in fair value for investments	477	(2,284)	(1,807)
Net movement in cumulative change in fair value for property and equipment	(3,036)	2,322	(714)
Net movement in other reserves	1,136	1,796	2,932
Foreign currency translation	(73,421)	(36,718)	(110,139)
Net income for the year	105,672	74,494	180,166
Dividends of subsidiaries	-	(26,755)	(26,755)
Zakah paid on behalf of shareholders	(2,235)	-	(2,235)
Profit distributed on perpetual tier 1 capital	(31,500)	-	(31,500)
Movement related to subsidiaries' tier 1 capital	2,396	(12,706)	(10,310)
Effect of change in ownership	(40,740)	40,740	-
Net movement in non-controlling interest	-	104,647	104,647
<b>Balance at 31 December 2019</b>	<b>1,467,212</b>	<b>855,978</b>	<b>2,323,190</b>
Balance at 1 January 2018	1,740,205	770,456	2,510,661
Transition adjustment on adoption of FAS 30 as of 1 January 2018	(102,660)	(49,177)	(151,837)
Restated balance as of 1 January 2018	1,637,545	721,279	2,358,824
Dividends paid	(24,134)	-	(24,134)
Movement in treasury shares	532	-	532
Net movement in cumulative change in fair value for investments	596	260	856
Net movement in cumulative change in fair value for property and equipment	(9,110)	(5,541)	(14,651)
Foreign currency translation	(155,071)	(98,137)	(253,208)
Net income for the year	129,084	87,644	216,728
Dividends of subsidiaries	-	(30,862)	(30,862)
Zakah paid on behalf of shareholders	(3,961)	-	(3,961)
Expenses related to perpetual tier 1 capital issued by subsidiaries	(426)	(326)	(752)
Profit distributed on perpetual tier 1 capital	(31,500)	-	(31,500)
Movement related to subsidiaries' tier 1 capital	1,990	(4,740)	(2,750)
Net movement in non-controlling interest	-	40,865	40,865
Balance at 31 December 2018	1,545,545	710,442	2,255,987



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#### Investors Relations:

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Email: aghaffar@albaraka.com

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FAX: +90 216 666 16 00  
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### Iraq Branch:

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### Jordan Islamic Bank

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TEL: +961 1 748 061 - 65  
FAX: +961 1 748 061 - 65 Ext: 700  
al-baraka.com

### 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

### BTI Bank, Morocco

ADDRESS: 157, Avenue Hassan II  
Casablanca 20 000 - Morocco  
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btibank.ma

### Al Baraka Banking Group / Representative Office - Indonesia

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Jalan Kebon Sirih, No. 75  
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Indonesia  
TEL: +62 21 316 1345  
FAX: +62 21 316 1074  
albaraka.com

### Al Baraka Banking Group / Representative Office - Libya

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14<sup>th</sup> Floor, Office No. 144  
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