

Al Baraka Banking Group B.S.C.

SUMMARY DOCUMENTS OF e-ORDINARY & e-EXTRAORDINARY GENERAL MEETING

Wednesday, 23 March 2022

Electronic AGM Services (eAGM)
Manama, Kingdom of Bahrain



Your Partner Bank

The enclosed Financial Statements have been extracted from the Consolidated Financial statements audited by Ernst & Young-Bahrain, who expressed an unqualified opinion on 23th February 2022. Full Financial statements and the details of the AGM's agenda are embodied in the 2021 Annual Report which is available for the shareholders and others in the meeting venue, and at Al Baraka website www.albaraka.com and with Bahrain Clear Company.



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Invitation to the e-Ordinary & e-Extraordinary General Assembly Meeting

In compliance with the instructions issued by the official authorities in the Kingdom of Bahrain to combat the spread of the Coronavirus - 19, and in implementation of the social distancing precautions aimed at preserving the safety and health of everyone, the Board of Directors of Al Baraka Banking Group B.S.C (C.R No. 48915) is pleased to invite you to attend the e-Ordinary & e-Extraordinary General Assembly meeting at 11:00 am (Bahrain Time) on 23rd March 2022 under the administration of Bahrain Clear company, in order to consider the Agenda items set below and pass appropriate resolutions regarding them. In the event that a quorum is not complete, the second or third e-General meeting shall be held as per the notes below:

1. To approve the minutes of the Ordinary General Assembly meeting held on 25/03/2021.
2. To discuss and approve the Directors Report on the activities of the Bank for the Financial Year ended on 31/12/2021.
3. To review the Unified Sharia Supervisory Board's Report for the financial year ended on 31/12/2021.
4. To review the External Auditors' report for the financial year ended ended on 31/12/2021.
5. To discuss and approve the consolidated financial statements for the financial year ended on 31/12/2021.
6. To approve the related parties' transactions as stated in note No. (25) of the above financial statements, which accommodates with the Article 189 of the Commercial Companies Law.
7. To approve the following Board of Directors' recommendations, after obtaining the required official approvals:
 - a. The transfer of 10% of the Net Income attributable to equity holders of the Parent amounting to US\$ 11,274,985 to the Statutory Reserve.
 - b. The transfer of US\$ 101,474,868 to the Retained Earnings.
8. To approve a remuneration of US\$ 1.5 Million to the Members of the Board of Directors for the financial year ended on 31/12/2021, after obtaining the required approval from the Minister of Industry, Commerce and Tourism.
9. To review the Corporate Governance Report as per the instruction of the Central Bank of Bahrain:
 - a. To review the evaluation of the Board, Board Members and Board Committees (included in the annual report distributed to shareholders).
 - b. To review the board members attendance percentage report for the board meetings for the year 2021 (included in the annual report distributed to shareholders).
10. To approve a delisting of Al Baraka Banking Group's shares from Nasdaq Dubai, effected through a cancellation of the admission of the ordinary shares of the Group to the Official List of Securities maintained by the Dubai Financial Services Authority and the removal from trading on Nasdaq Dubai, subject to obtaining the necessary regulatory approvals; and the approval to authorize and empower the Board of Directors or its delegate to undertake the necessary steps and to implement or execute any documents necessary in order to implement the resolution of the ordinary general assembly on the foregoing item, including signing the forms or documents required by the relevant regulatory authorities.
11. To authorize the management of Al Baraka Banking Group to pay an amount of US\$ 346,967 as zakat on behalf of all shareholders amounting to US Cent 3.0 for each 100 shares, and to approve that the amount to be deducted directly from the retained earnings, and the management has the right to authorize whomever it deems appropriate to distribute the Zakat to the parties entitled to it.
12. To absolve the Directors from liability for the Financial Year ended on 31/12/2021.
13. To approve the aggregate benefits and remuneration of US\$ 105,000 to the members of the Unified Sharia Supervisory Board for the financial year ended on 31/12/2021.
14. To ratify the recommendation of the Board of Directors to appoint Messrs. PricewaterhouseCoopers as External Auditors for Al Baraka Banking Group for the financial year ending on 31/12/2022, 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.
15. To discuss any urgent matter arises according to Article 207 of Commercial Companies Law No. 21/2001 and its amendments.



Invitation to the e-Ordinary & e-Extraordinary General Assembly Meeting

e-Extraordinary General Assembly Meeting Agenda

1. To approve the minutes of the Extraordinary General Assembly meeting held on 30/11/2020.
2. To approve the amendments of Al Baraka Banking Group's memorandum and articles of association in accordance to the legislative decree no. (3) of the year 2022, legislative decree no. (20), (63) and (64) of the year 2021, and the legislative decree no. (28) of the year 2020 in relation to the Commercial Companies Law ("CCL") issued by the legislative decree no. (21) of the year 2001 and its amendments, subject to the approvals of the relevant regulatory authorities; and to approve to authorize and empower the Board of Directors or its delegate to undertake the necessary steps and to implement or execute any documents necessary in order to implement the resolution of the extraordinary general assembly on the foregoing item, including signing the fully amended memorandum and articles of association before the notary public and any forms or documents required by the relevant regulatory authorities.

Notice: The Draft resolutions for the above items and the percentage required for voting on each will be available electronically with the rest of the meeting attachments on Al Baraka Banking Group and Bahrain Clear Company's website before sufficient time of the meeting.

All shareholders who intend to attend the meeting, or whomever they authorize, are kindly requested to register in advance to receive the invitation and the meeting link, by adhering to the required steps as per the following link: <https://eagm.bahrainclear.com/en/>

Abdulla Saleh Kamel
Chairman

Notes:

1. Registration of the attendance for the shareholders and proxyholders will start 24 hours before the meeting time.
2. Holders of proxies (other than representatives of juristic persons) may not be the Chairman, Directors and employees of the Group (Article 203, Commercial Companies Law 21/2001, as amended).
3. Electronic copies of the meeting documents will be available on the meeting date at Al Baraka Banking Group website <https://www.albaraka.com/en/> and at Bahrain Clear website <https://eagm.bahrainclear.com/en/>
4. For any other inquiries related to the e-Ordinary & Extraordinary General assembly meetings, please send an email to the Investor Relations Department at the Group aghaffar@albaraka.com or call the following numbers 00973 17520701 – 00973 17541122, Mr. Ahmed AbdulGhaffar - Investor Relations at Al Baraka Banking Group.
5. The meeting will be recorded electronically, in audio and video, for record-keeping purposes.
6. We recommended you to attend the e-meeting from your computer or laptop in order to have better quality services; also, you still have the option to attend the meeting using your tablet or smartphone (Mobile).
7. The Ordinary General Assembly Meeting shall be valid if attended by shareholders representing more than 50% of the capital. If the said quorum is not obtained, the Second Meeting shall be held with the same agenda on 30th March 2022 at the same time and place. The Second Meeting shall not be considered valid unless it is attended by shareholders with voting rights who represent at least 30% of the capital. If the said quorum in the Second Meeting is not obtained, the Third Meeting shall be held on 06th April 2022 at the same time and place, and the third meeting will be valid, regardless of the number of attendees.
8. The Extraordinary General Assembly Meeting shall be valid if attended by shareholders representing at least two thirds of the issued capital. If the said quorum is not obtained, the second meeting shall be called with the same agenda to be held on 30th March 2022 at the same time and place. The Second Meeting shall be valid if attended by shareholders representing more than one third of the issued capital of the Group. If the said quorum in the Second Meeting is not obtained, an invitation for the Third Meeting shall be sent, to be held on 06th April 2022 at the same time and place, and shall be valid if attended by shareholders representing one fourth of the issued capital of the Group.

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Shares Registrar:
Bahrain Clear
Bahrain Financial Harbor – 4th floor
Tel: +973 17108833
email: registry@bahrainbourse.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 e-Ordinary and e-Extraordinary General Assembly Meeting to be successively held on Wednesday 23 March 2022, or any subsequent adjournment of these meetings.

Authorization for the following:

The e-Ordinary General Meeting:

	Yes	No	Abstain
1. To approve the minutes of the Ordinary General Assembly meeting held on 25/03/2021.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To discuss and approve the Directors Report on the activities of the Bank for the Financial Year ended on 31/12/2021.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To review the Unified Sharia Supervisory Board's Report for the financial year ended on 31/12/2021.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To review the External Auditors' report for the financial year ended ended on 31/12/2021.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To discuss and approve the consolidated financial statements for the financial year ended on 31/12/2021.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To approve the related parties' transactions as stated in note No. (25) of the above financial statements, which accommodates with the Article 189 of the Commercial Companies Law.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To approve the following Board of Directors' recommendations, after obtaining the required official approvals:			
a. The transfer of 10% of the Net Income attributable to equity holders of the Parent amounting to US\$ 11,274,985 to the Statutory Reserve.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b. The transfer of US\$ 101,474,868 to the Retained Earnings.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To approve a remuneration of US\$ 1.5 Million to the Members of the Board of Directors for the financial year ended on 31/12/2021, after obtaining the required approval from the Minister of Industry, Commerce and Tourism.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To review the Corporate Governance Report as per the instruction of the Central Bank of Bahrain:			
a. To review the evaluation of the Board, Board Members and Board Committees (included in the annual report distributed to shareholders).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b. To review the board members attendance percentage report for the board meetings for the year 2021 (included in the annual report distributed to shareholders).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To approve a delisting of Al Baraka Banking Group's shares from Nasdaq Dubai, effected through a cancellation of the admission of the ordinary shares of the Group to the Official List of Securities maintained by the Dubai Financial Services Authority and the removal from trading on Nasdaq Dubai, subject to obtaining the necessary regulatory approvals; and the approval to authorize and empower the Board of Directors or its delegate to undertake the necessary steps and to implement or execute any documents necessary in order to implement the resolution of the ordinary general assembly on the foregoing item, including signing the forms or documents required by the relevant regulatory authorities.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To authorize the management of Al Baraka Banking Group to pay an amount of US\$ 346,967 as zakat on behalf of all shareholders amounting to US Cent 3.0 for each 100 shares, and to approve that the amount to be deducted directly from the retained earnings, and the management has the right to authorize whomever it deems appropriate to distribute the Zakat to the parties entitled to it.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. To absolve the Directors from liability for the Financial Year ended on 31/12/2021.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



Proxy form

13. To approve the aggregate benefits and remuneration of US\$ 105,000 to the members of the Unified Sharia Supervisory Board for the financial year ended on 31/12/2021..
14. To ratify the recommendation of the Board of Directors to appoint Messrs. PricewaterhouseCoopers as External Auditors for Al Baraka Banking Group for the financial year ending on 31/12/2022, 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.
15. To discuss any urgent matter arises according to Article 207 of Commercial Companies Law No. 21/2001 and its amendments.

The e-Extraordinary General Meeting:

Yes No Abstain

1. To approve the minutes of the Extraordinary General Assembly meeting held on 30/11/2020.
2. To approve the amendments of Al Baraka Banking Group's memorandum and articles of association in accordance to the legislative decree no. (3) of the year 2022, legislative decree no. (20), (63) and (64) of the year 2021, and the legislative decree no. (28) of the year 2020 in relation to the Commercial Companies Law ("CCL") issued by the legislative decree no. (21) of the year 2001 and its amendments, subject to the approvals of the relevant regulatory authorities; and to approve to authorize and empower the Board of Directors or its delegate to undertake the necessary steps and to implement or execute any documents necessary in order to implement the resolution of the extraordinary general assembly on the foregoing item, including signing the fully amended memorandum and articles of association before the notary public and any forms or documents required by the relevant regulatory authorities.

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Shareholder Name : _____

Investor No.: _____

Number of Shares: _____

Signature: _____ Date: _____ / _____ / 2022

Important Notes to the Shareholders:

1. The shareholders or the persons who have been authorized to attend must send the above data at least 24 hours before the date of the meeting.
2. The appointed proxy shall neither be the Chairman nor a director or an employee of the Company.

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CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 31 December 2021

	2021	2020
	US\$ '000	US\$ '000
ASSETS		
Cash and balances with banks	5,923,878	5,361,444
Receivables	10,996,072	11,945,993
Mudaraba and Musharaka financing	3,623,315	2,854,658
Ijarah Muntahia Bittamleek	2,018,800	1,747,627
Investments	4,472,649	5,097,189
Property and equipment	539,960	478,572
Other assets	607,503	764,516
TOTAL ASSETS	28,182,177	28,249,999
LIABILITIES, EQUITY OF INVESTMENT ACCOUNTHOLDERS AND OWNERS' EQUITY		
LIABILITIES		
Customer current and other accounts	7,728,895	7,508,344
Due to banks	1,303,793	1,642,085
Long term financing	286,833	319,364
Other liabilities	1,205,122	1,327,623
TOTAL LIABILITIES	10,524,643	10,797,416
EQUITY OF INVESTMENT ACCOUNTHOLDERS		
Financial institutions	744,845	538,177
Non-financial institutions and individuals	14,854,562	14,692,012
Total equity of investment accountholders	15,599,407	15,230,189
EQUITY		
Share capital	1,242,879	1,242,879
Treasury shares	(15,655)	(17,462)
Share premium	16,619	18,084
Reserves	196,539	183,121
Cumulative changes in fair values	57,404	32,940
Foreign currency translations	(940,728)	(800,489)
Retained earnings	430,312	364,496
Equity attributable to parent's shareholders	987,370	1,023,569
Perpetual tier 1 capital	400,000	400,000
Equity attributable to parent's shareholders and Sukuk holders	1,387,370	1,423,569
Non-controlling interest	670,757	798,825
TOTAL EQUITY	2,058,127	2,222,394
TOTAL LIABILITIES, EQUITY OF INVESTMENT ACCOUNTHOLDERS AND EQUITY	28,182,177	28,249,999

Abdulla Saleh Kamel
Chairman

Mazin Manna
Member of the Board and Group
Chief Executive Officer



CONSOLIDATED STATEMENT OF INCOME

For the year ended 31 December 2021

	2021 US\$ '000	2020 US\$ '000
INCOME		
Net income from jointly financed contracts and investments	1,304,017	1,285,391
Return on equity of investment accountholders before Group's share as a Mudarib	(1,070,743)	(1,066,575)
Group's share as a Mudarib	364,142	354,552
Return on equity of investment accountholders	(706,601)	(712,023)
Group's share of income from equity of investment accountholders (as a Mudarib and Rabalmaal)	597,416	573,368
Mudarib share for managing off-balance sheet equity of investment accountholders	12,122	14,654
Net income from self financed contracts and investments	162,948	265,075
Other fees and commission income	180,599	165,988
Other operating income	121,408	155,063
	1,074,493	1,174,148
Profit paid on long term financing	(33,031)	(34,399)
TOTAL OPERATING INCOME	1,041,462	1,139,749
OPERATING EXPENSES		
Staff expenses	284,035	308,623
Depreciation and amortisation	58,765	39,591
Other operating expenses	186,586	212,105
TOTAL OPERATING EXPENSES	529,386	560,319
NET OPERATING INCOME FOR THE YEAR BEFORE NET ALLOWANCE FOR CREDIT LOSSES / IMPAIRMENT AND TAXATION		
	512,076	579,430
Net allowance for credit losses / impairment	(253,713)	(290,121)
NET INCOME BEFORE TAXATION	258,363	289,309
Taxation	(68,682)	(123,420)
NET INCOME FOR THE YEAR	189,681	165,889
Attributable to:		
Equity holders of the parent	112,750	66,580
Non-controlling interest	76,931	99,309
	189,681	165,889
Basic and diluted earnings per share - US cents	6.71	2.90

Abdulla Saleh Kamel
Chairman

Mazin Manna
Member of the Board and Group
Chief Executive Officer



CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2021

	2021 US\$ '000	2020 US\$ '000
Net cash (used in) from operating activities	(25,462)	1,404,311
Net cash from (used in) investing activities	600,954	(1,230,435)
Net cash used in financing activities	(103,127)	(130,089)
Foreign currency translation adjustments	(320,785)	(191,795)
NET CHANGES IN CASH AND CASH EQUIVALENTS	151,580	(148,008)
Cash and cash equivalents at 1 January	2,778,177	2,926,185
CASH AND CASH EQUIVALENTS AT 31 December	2,929,757	2,778,177

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN OWNER'S EQUITY

For the year ended 31 December 2021

	Equity attributable to parent's shareholders and Sukuk holders US\$ '000	Non-controlling interest US\$ '000	Total equity US\$ '000
At 1 January 2021	1,423,569	798,825	2,222,394
Movement in treasury shares	(363)	-	(363)
Net movement in cumulative change in fair value for investments	1,689	229	1,918
Net movement in cumulative change in fair value for property and equipment	22,775	9,973	32,748
Net movement in other reserves	2,143	1,640	3,783
Foreign currency translation	(150,317)	(180,547)	(330,864)
Net income for the year	112,750	76,931	189,681
Dividends of subsidiaries	-	(18,196)	(18,196)
Zakah paid on behalf of shareholders	(1,015)	-	(1,015)
Profit distributed on perpetual tier 1 capital	(31,500)	-	(31,500)
Movement related to subsidiaries' tier 1 capital	5,706	(12,706)	(7,000)
Effect of change in ownership	1,933	(1,933)	-
Net movement in non-controlling interest	-	(3,459)	(3,459)
At 31 December 2021	1,387,370	670,757	2,058,127
At 1 January 2020	1,467,212	855,978	2,323,190
Dividends paid	(24,858)	-	(24,858)
Movement in treasury shares	(8,129)	-	(8,129)
Net movement in cumulative change in fair value for investments	3,570	941	4,511
Net movement in other reserves	(791)	(385)	(1,176)
Foreign currency translation	(48,421)	(143,390)	(191,811)
Net income for the year	66,580	99,309	165,889
Dividends of subsidiaries	-	(12,727)	(12,727)
Zakah paid on behalf of shareholders	(1,656)	-	(1,656)
Profit distributed on perpetual tier 1 capital	(31,500)	-	(31,500)
Movement related to subsidiaries' tier 1 capital	7,695	(12,706)	(5,011)
Modification loss net of government assistance	(6,370)	(552)	(6,922)
Effects of change in ownership	237	(237)	-
Net movement in non-controlling interest	-	12,594	12,594
At 31 December 2020	1,423,569	798,825	2,222,394



AL BARAKA GLOBAL NETWORK

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Itqan Capital, Saudi Arabia

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Al Baraka Banking Group / Representative Office - Indonesia

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