



Al Baraka Banking Group B.S.C.

## EXTRAORDINARY GENERAL MEETING

**Monday, 30<sup>th</sup> November 2020**

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

*Your Partner Bank*



## Invitation to Extraordinary General Meeting

The Board of Directors of Al Baraka Banking Group B.S.C. (the "Group") is pleased to invite the Shareholders of the Group to attend an Extraordinary General Meeting of the Shareholders to be held at 11:00am on Monday 30 November 2020, at the Headquarters of the Group – Shaikh Saleh Kamel Hall, First Floor, Bahrain Bay, Kingdom of Bahrain, in order to consider the Agenda items set out below and pass appropriate resolutions regarding them. In the event that a quorum is not complete, the second or third Extraordinary General Meeting shall be held as per the notes below:

1. To approve the recommendation of the Board of Directors to voluntarily surrender the Group's wholesale banking license and obtain a Category 1 Investment Firm license, subject to the approval of the relevant regulatory authorities.
2. To approve the change of the Group's commercial name from Al Baraka Banking Group B.S.C. to Al Baraka Group B.S.C., or any other name approved by the relevant regulatory authorities.
3. To approve the amendments of the objectives and activities of the Group in the current Memorandum and Articles of Association to those of a Category 1 Investment Firm as described in the draft Amended and Restated Memorandum and Articles of Association distributed to the Shareholders, subject to the approvals of the relevant regulatory authorities.
4. To approve the full amendments and restatements of the Group's memorandum and articles of association subject to the approvals of the relevant regulatory authorities reflecting the required changes as per the amended commercial companies law, the Central Bank of Bahrain Rulebook Volume 4 (Investment Business), the HC Module of the Central Bank of Bahrain Rulebook Volume 6 (Corporate Governance Code) as well as the Ministerial Order No. 19 of 2018 promulgating the Corporate Governance Code and to consolidate all previous amendments into the amended and restated Memorandum and Articles of Association.
5. 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 resolutions of the extraordinary general assembly on the foregoing items, including signing the fully amended and restated memorandum and articles of association before the notary public and any forms or documents required by the relevant regulatory authorities.

**Abdullah Saleh Kamel**  
Chairman

### Notes:

1. In case of Proxy, shareholders are required to deposit the Proxy Form (copy available at our website: [www.albaraka.com](http://www.albaraka.com)) 24 hours prior to the proposed date for holding the Extraordinary General Meeting (EGM) with KFin Technologies (Bahrain) W.L.L, AlZamil Tower, Manama, Kingdom of Bahrain, Tel: +973-17215080, Fax: +973-17212055, Email: [Bahrain.helpdesk@karvy.com](mailto:Bahrain.helpdesk@karvy.com)
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. The Extraordinary General Meeting (EGM) shall be valid if attended by shareholders representing at least two thirds of the issued capital. If the said quorum is not obtained, the assembly shall be called for a Second Meeting with the same agenda to be held on 7 Dec 2020 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 14 Dec 2020 at the same time and place, and shall be valid if attended by shareholders representing one fourth of the issued capital of the Group.
4. Copies of the meeting documents will be available on the meeting date and at the Group's website: [www.albaraka.com](http://www.albaraka.com); also, you can refer to the Group's website to view the previous EGM meeting held on 20 Mar 2019.

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Tel: +973 17215080  
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[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 Extraordinary General Meeting to be successively held at Headquarter of AlBaraka Banking Group, Shaikh Saleh Kamel Hall, 1st floor, Bahrain Bay, Kingdom of Bahrain at 11:00am on Monday 30 November 2020, or any subsequent adjournment of these meetings. Authorization for the following:

### The Ordinary General Meeting:

	Yes	No	Abstain
1. To approve the recommendation of the Board of Directors to voluntarily surrender the Group's wholesale banking license and obtain a Category 1 Investment Firm license, subject to the approval of the relevant regulatory authorities.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the change of the Group's commercial name from Al Baraka Banking Group B.S.C. to Al Baraka Group B.S.C., or any other name approved by the relevant regulatory authorities.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To approve the amendments of the objectives and activities of the Group in the current Memorandum and Articles of Association to those of a Category 1 Investment Firm as described in the draft Amended and Restated Memorandum and Articles of Association distributed to the Shareholders, subject to the approvals of the relevant regulatory authorities.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To approve the full amendments and restatements of the Group's memorandum and articles of association subject to the approvals of the relevant regulatory authorities reflecting the required changes as per the amended commercial companies law, the Central Bank of Bahrain Rulebook Volume 4 (Investment Business), the HC Module of the Central Bank of Bahrain Rulebook Volume 6 (Corporate Governance Code) as well as the Ministerial Order No. 19 of 2018 promulgating the Corporate Governance Code and to consolidate all previous amendments into the amended and restated Memorandum and Articles of Association.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. 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 resolutions of the extraordinary general assembly on the foregoing items, including signing the fully amended and restated memorandum and articles of association before the notary public and any forms or documents required by the relevant regulatory authorities.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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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 EGM with (KFin Technologies (Bahrain) W.L.L.) 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.