

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 11:00 am on Wednesday 20 March 2019 at AlBaraka Headquarters, 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 follows:

A. 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 31/12/2018.
2. To review the Sharia Supervisory Board's report for the financial year ended 31/12/2018.
3. To review the External Auditors' report for the financial year ended 31/12/2018.
4. (a) To discuss and approve the consolidated financial statements for the financial year ended 31/12/2018.
(b) To approve the operations with regards to 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 31/12/2018, after obtainment of the required official approvals, as follows:
 - (a) The transfer of 10% of the Net Income amounting to US\$ 12,908,390 to the Statutory Reserve.
 - (b) The distribution of US\$ 37,286,393 as cash dividend to the shareholders registered as on the date of this meeting (save the treasury share), amounting to 3 US cent for each share equal to 3% of the par value of the share, no later than one month after this meeting.
 - (c) The transfer of US\$ 78,889,120 to the Retained Earnings.
6. To absolve the Directors from liability for the Financial Year ended 31/12/2018.
7. To approve a remuneration of US\$ 1.5 Million to the Members of the Board of Directors for the financial year ended 31/12/2018 after the obtainment of the consent of the Minister of Industry, Commerce & Tourism..
8. Subject to the approval of the Central Bank of Bahrain, to view the recommendation of the board to reappoint Messrs. Ernst and Young as Auditors for the Financial year ending 31/12/2019 and to authorize and empower the Board of Directors or its delegate to fix their remuneration.
9. To approve the market making procedures to be taken by the group as per the requirements of the CBB and Bahrain Bourse, and to appoint a licensed market maker for the purchase of Groups' shares not exceeding 3% of the issued shares.
10. To take the following resolutions with regards to the Sharia Supervisory Board:
 - (a) To take cognizance of Dr. Abdul Sattar Abu Ghuddah's resignation from the Sharia Board.
 - (b) To approve the relieve of Dr. Abdulaziz Al Fowzan form the membership of the Sharia board.
 - (c) To authorize the board of directors to approve the contracts for the service of the Sharia Board Members and to specify their remuneration as per the requirements of the Sharia Governance.
11. To review the Corporate Governance Report as per CBB instruction:
 - (a) To review the evaluation of ABG's Board, Members and Committee.
 - (b) To review the Report of Board of Directors attendance percentage at Board Meetings for 2018.
12. To approve the payment of the shareholder's Zakat for the distributable dividends as of 31/12/2018 as follows:
 - (a) US\$ 0.773 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 US\$ 2,235,005 as Zakat on behalf of the shareholders for the dividends, not distributed in cash, to be deducted directly from the retained earnings.
13. To discuss any urgent matter arises according to Article 207 of CCL No. 21/2001 as amendment.

B. The Extraordinary General Meeting

1. To approve the amendments of Article 55 paragraph (a) of the Articles of Association and to add paragraphs (d), (e) and (f) to the same Article after obtainment of the consent of the CBB.
2. Based on the Resolution on the above item, to approve the recommendation of the board of directors to appoint three new sharia board members to complete the remaining tenor of the Sharia Board. The nominated members are :
 - Dr.Saad Bin Nasser Al Shithry _ Saudi National
 - Dr. Al Ayashi Al Sadding Fiddad- Algerian
 - Mr.Yousif Hassan Khilawy- Saudi National
3. To authorize and empower the Board of Directors or its delegate to take the necessary action, to effect amendment to the Memorandum and Articles of Association for the purpose of publicizing the increase in the share capital, and attesting the necessary amendment to the 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. 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 (Karvy Computershare) AlZamil Tower, Manama, Kingdom of Bahrain, Tel: +973-17215080, Fax: +973-17212055, Email: Bahrain.helpdesk@karvy.com
4. Copies of the Meetings Document will be available on the meeting date and at our website: www.albaraka.com and Bahrain Bourse website: www.bahrainbourse.com