

## 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 General Meeting to be held at 11:00 am on Monday 23rd March 2020 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 the AGM meeting shall be as follows:

## Agenda of 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.
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 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, with Karvy Fintech and at our website: [www.albaraka.com](http://www.albaraka.com) and Bahrain Bourse website: [www.bahrainbourse.com](http://www.bahrainbourse.com)