



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"/> | | | | | | | | | | |
| <table border="1"> <thead> <tr> <th>Event</th> <th>Date</th> </tr> </thead> <tbody> <tr> <td>Cum-Dividend Date
<i>(Last day of trading with entitlement to dividends)</i></td> <td>24 March 2020</td> </tr> <tr> <td>Ex-Dividend Date
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<i>(The Day on which all shareholders whose names are on the share register will be entitled to dividends)</i></td> <td>26 March 2020</td> </tr> <tr> <td>Payment Date
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| 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.

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Fax: +973 17910911
aghaffar@albaraka.com

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