



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 Group's General Meeting and the Extraordinary General Meeting to be successively held at Shaikh Saleh Kamel Hall -1st floor, AlBaraka Headquarters - Bahrain Bay, Manama, Kingdom of Bahrain on Monday 20 March 2017 , or any subsequent adjournment of these meetings. Authorization for the following

	Yes	No
A. The Ordinary General Meeting		
1. To review the report of the Board of Directors on the activities of the Bank for the financial year ended 31/12/2016.	<input type="checkbox"/>	<input type="checkbox"/>
2. To review the Sharia Supervisory Board's report for the financial year ended 31/12/2016.	<input type="checkbox"/>	<input type="checkbox"/>
3. To review the External Auditors' report for the financial year ended 31/12/2016.	<input type="checkbox"/>	<input type="checkbox"/>
4. To review and approve the consolidated financial statements for the financial year ended 31/12/2016.	<input type="checkbox"/>	<input type="checkbox"/>
5. To approve the proposed distribution of profits for the financial year ended 31/12/2016, after obtainment of the required official approvals, as follows:		
(a) The transfer of 10% of the Net Income amounting to US\$ 15,154,458 to the Statutory Reserve.	<input type="checkbox"/>	<input type="checkbox"/>
(b) The distribution of US\$ 11,396,304 as cash dividend to the shareholders registered on the date of this meeting, amounting to 1 US cent for each share equal to 1% of the par value of the share, no later than 26 April 2017.	<input type="checkbox"/>	<input type="checkbox"/>
(c) The transfer of US\$ 124,993,819 to the Retained Earnings.	<input type="checkbox"/>	<input type="checkbox"/>
6. To approve the proposed distribution of one bonus share for every 20 fully paid up shares to the shareholders registered on the date of this meeting amounting to US\$ 57,460,923 equal to 5% of the issued and paid up capital from the retained earnings after obtainment of the required official approvals.	<input type="checkbox"/>	<input type="checkbox"/>
7. To absolve the Directors from liability for the Financial Year ended 31/12/2016.	<input type="checkbox"/>	<input type="checkbox"/>
8. To approve a remuneration of US\$ 1.5 Million to the Members of the Board of Directors.	<input type="checkbox"/>	<input type="checkbox"/>
9. Subject to the approval of the Central Bank of Bahrain, to reappoint Messrs Ernst and Young as Auditors for the financial year ending 31/12/2017 and to authorize and empower the Board of Directors or its delegate to fix their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>
10. To review the Corporate Governance Report as per CBB instruction which includes:		
(a) To review the evaluation of ABG's Board, Members and Committee.	<input type="checkbox"/>	<input type="checkbox"/>
(b) To review the percentage Report of Board of Directors attendance at Board Meetings for 2016.	<input type="checkbox"/>	<input type="checkbox"/>
11. To approve the payment of the shareholder's Zakat for the distributable dividends as of 31 Dec, 2016 as follows:		
(a) US Cent 25.78 for each 1,000 shares to be paid by the shareholders for the dividends distributed and received in cash.	<input type="checkbox"/>	<input type="checkbox"/>
(b) To authorize ABG management to pay USD 4,021,457 as Zakat on behalf of the shareholders to be deducted directly from the retained earnings.	<input type="checkbox"/>	<input type="checkbox"/>
12. To elect Members of the Board of Directors for new turn of three years from the election date after obtainment of CBB's approval.(Please see the report relating to the board members whose tenor is ending and nominated for reelection to new three years tenor).	<input type="checkbox"/>	<input type="checkbox"/>
13. To elect the Members of the Shari'a Supervisory Board for new turn of three years from the election date.	<input type="checkbox"/>	<input type="checkbox"/>
14. To discuss any urgent matter arises according to Article 207 of CCL No. 21/2001.	<input type="checkbox"/>	<input type="checkbox"/>



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B. The Extraordinary General Meeting

	Yes	No
1. To approve the increase of the issued and paid up share capital from US\$ 1,149,218,451 to US\$ 1,206,679,374 by transferring US\$ 57,460,923 to the Share capital and issue bonus shares of one share for every 20 fully paid up shares to the shareholders registered on the date of this meeting.	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the amendment of Article (5) of the Memorandum of Association and Article (6) of the Articles of Association according to the resolution of capital increase in item (1) above.	<input type="checkbox"/>	<input type="checkbox"/>
3. To approve the amendment of Article (20) and (22) of the Articles of Association after the obtainment of CBB's approval as follows: Firstly: Article (20) Issuance of Investment Sukuk:		
(a) To amend Paragraph (1) of Article (20) by deleting the phrase "which shall take place within two years following the date of the resolution".	<input type="checkbox"/>	<input type="checkbox"/>
(b) To amend Paragraph (3) of Article (20) by deleting the phrase "and shall have a maturity of no less than two years". Secondly: Article (22) Subscription in the Offered Investment Sukuk or Giving Up the Loan: To amend Article (22) by replacing the phrase "General Meeting with the phrase "Board of Directors".	<input type="checkbox"/>	<input type="checkbox"/>
4. On the basis of the resolution in item 3 above, to approve the recommendation of the Board of Directors to issue Sukuk amounting up to US\$ 500 million in one or multiple issuances on the terms and conditions determined by the Executive Management of ABG and to authorize the President and Chief Executive Officer to take the necessary procedures to appoint a Global coordinator and Bookrunner and/or any other third parties in respect of, and to take the required steps to launch, the Sukuk, including undertaking the necessary legal procedures and liaising with the relevant regulators including any listing authority, joint lead managers, co-managers and other investors, advisors and third parties. Such Sukuk issuance will be subject to the approval of the Central Bank of Bahrain.	<input type="checkbox"/>	<input type="checkbox"/>
5. To authorize and empower the Board of Directors or its designated delegate to take all necessary action in connection with the Sukuk issuance, to attest, notarize and publicize the increase in the share capital to effect the required amendments to the Memorandum and Articles of Association.	<input type="checkbox"/>	<input type="checkbox"/>

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Shareholder Name : _____

Number of Shares: _____

Signature: _____ Date: _____ / _____ / 2017

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 and the EGM with the registrars (Karvy Computershare), P.O. Box 514, Manama, Kingdom of Bahrain, Tel No. +973 17215080 Fax No. +973 17212055 email bahrain.helpdesk@karvy.com

2- The appointed proxy shall neither be the Chairman nor a director or an employee of the Group.

Al Baraka Banking Group B.S.C.

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