

Extraordinary General Meeting of the Shareholders of Al Baraka Group B.S.C. ("Company")

Held at 11:00 am on Tuesday November 14th 2023

Agenda

1. To approve the minutes of the Extraordinary General Assembly Meeting held on March 30th 2022..
2. To approve the delisting of Al Baraka Group's shares from Bahrain Bourse pursuant to the Exit Offer by Dallah AlBaraka Holding Company B.S.C.(c) to the shareholders of the Company on the terms and conditions as set out in the Offer Document dated October 3rd 2023 and the Board's Circular dated October 24th 2023, subject to obtaining necessary regulatory approvals.
3. To approve the proposed conversion of the legal form of Al Baraka Group B.S.C. from Public (B.S.C.) to a Closed Shareholding Company (B.S.C.(c)) as per the terms of offer contained in the offer Document dated October 3rd 2023 and the Board's Circular dated October 24th 2023, the provisions of the Commercial Companies Law and the Ministry of Industry, and Commerce ("MOIC")'s approval.
4. To approve the proposed commercial name change from Al Baraka Group B.S.C. to Al Baraka Group B.S.C. (c).
5. To approve the amendment and restatement in full of the Memorandum and Articles of Association of the Company (in the form of the draft circulated to the shareholders), subject to obtaining the approval of the Central Bank of Bahrain and to finalizing the shareholding structure following the objection period as per the requirements under the Commercial Companies Law and the MOIC's approval, and authorising the Board of Directors to finalize the terms of the Memorandum and Articles of Association to reflect any changes required by MOIC or Central Bank of Bahrain subsequent to the issuance of the EGM resolution and to finalise the shareholding structure following the lapse of the objection period following the publication of the conversion notice by the MOIC.
6. To authorize the Board of Directors to (i) to undertake the necessary steps to implement and execute any documents necessary to give effect to the resolutions issued pursuant to the foregoing agenda items, including signing the fully amended and restated memorandum and articles of association before the notary (public or private) and any forms or documents required by the relevant regulatory authorities; and (ii) delegate all or any of its powers and authorities pursuant to the resolutions to any one or more persons as it deems fit.