



## Invitation to the e-Ordinary & e-Extraordinary General Assembly Meeting

In compliance with the instructions issued by the official authorities in the Kingdom of Bahrain to combat the spread of the Coronavirus - 19, and in implementation of the social distancing precautions aimed at preserving the safety and health of everyone, the Board of Directors of Al Baraka Banking Group B.S.C (C.R No. 48915) is pleased to invite you to attend the e-Ordinary & e-Extraordinary General Assembly meeting at 11:00 am (Bahrain Time) on 23rd March 2022 under the administration of Bahrain Clear company, in order to consider the Agenda items set below and pass appropriate resolutions regarding them. In the event that a quorum is not complete, the second or third e-General meeting shall be held as per the notes below:

1. To approve the minutes of the Ordinary General Assembly meeting held on 25/03/2021.
2. To discuss and approve the Directors Report on the activities of the Bank for the Financial Year ended on 31/12/2021.
3. To review the Unified Sharia Supervisory Board's Report for the financial year ended on 31/12/2021.
4. To review the External Auditors' report for the financial year ended ended on 31/12/2021.
5. To discuss and approve the consolidated financial statements for the financial year ended on 31/12/2021.
6. To approve the related parties' transactions as stated in note No. (25) of the above financial statements, which accommodates with the Article 189 of the Commercial Companies Law.
7. To approve the following Board of Directors' recommendations, after obtaining the required official approvals:
  - a. The transfer of 10% of the Net Income attributable to equity holders of the Parent amounting to US\$ 11,274,985 to the Statutory Reserve.
  - b. The transfer of US\$ 101,474,868 to the Retained Earnings.
8. To approve a remuneration of US\$ 1.5 Million to the Members of the Board of Directors for the financial year ended on 31/12/2021, after obtaining the required approval from the Minister of Industry, Commerce and Tourism.
9. To review the Corporate Governance Report as per the instruction of the Central Bank of Bahrain:
  - a. To review the evaluation of the Board, Board Members and Board Committees (included in the annual report distributed to shareholders).
  - b. To review the board members attendance percentage report for the board meetings for the year 2021 (included in the annual report distributed to shareholders).
10. To approve a delisting of Al Baraka Banking Group's shares from Nasdaq Dubai, effected through a cancellation of the admission of the ordinary shares of the Group to the Official List of Securities maintained by the Dubai Financial Services Authority and the removal from trading on Nasdaq Dubai, subject to obtaining the necessary regulatory approvals; and the approval to authorize and empower the Board of Directors or its delegate to undertake the necessary steps and to implement or execute any documents necessary in order to implement the resolution of the ordinary general assembly on the foregoing item, including signing the forms or documents required by the relevant regulatory authorities.
11. To authorize the management of Al Baraka Banking Group to pay an amount of US\$ 346,967 as zakat on behalf of all shareholders amounting to US Cent 3.0 for each 100 shares, and to approve that the amount to be deducted directly from the retained earnings, and the management has the right to authorize whomever it deems appropriate to distribute the Zakat to the parties entitled to it.
12. To absolve the Directors from liability for the Financial Year ended on 31/12/2021.
13. To approve the aggregate benefits and remuneration of US\$ 105,000 to the members of the Unified Sharia Supervisory Board for the financial year ended on 31/12/2021.
14. To ratify the recommendation of the Board of Directors to appoint Messrs. PricewaterhouseCoopers as External Auditors for Al Baraka Banking Group for the financial year ending on 31/12/2022, 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.
15. To discuss any urgent matter arises according to Article 207 of Commercial Companies Law No. 21/2001 and its amendments.



## Invitation to the e-Ordinary & e-Extraordinary General Assembly Meeting

### e-Extraordinary General Assembly Meeting Agenda

1. To approve the minutes of the Extraordinary General Assembly meeting held on 30/11/2020.
2. To approve the amendments of Al Baraka Banking Group's memorandum and articles of association in accordance to the legislative decree no. (3) of the year 2022, legislative decree no. (20), (63) and (64) of the year 2021, and the legislative decree no. (28) of the year 2020 in relation to the Commercial Companies Law ("CCL") issued by the legislative decree no. (21) of the year 2001 and its amendments, subject to the approvals of the relevant regulatory authorities; and to approve to authorize and empower the Board of Directors or its delegate to undertake the necessary steps and to implement or execute any documents necessary in order to implement the resolution of the extraordinary general assembly on the foregoing item, including signing the fully amended memorandum and articles of association before the notary public and any forms or documents required by the relevant regulatory authorities.

**Notice:** The Draft resolutions for the above items and the percentage required for voting on each will be available electronically with the rest of the meeting attachments on Al Baraka Banking Group and Bahrain Clear Company's website before sufficient time of the meeting.

All shareholders who intend to attend the meeting, or whomever they authorize, are kindly requested to register in advance to receive the invitation and the meeting link, by adhering to the required steps as per the following link: <https://eagm.bahrainclear.com/en/>

**Abdulla Saleh Kamel**  
Chairman

### Notes:

1. Registration of the attendance for the shareholders and proxyholders will start 24 hours before the meeting time.
2. Holders of proxies (other than representatives of juristic persons) may not be the Chairman, Directors and employees of the Group (Article 203, Commercial Companies Law 21/2001, as amended).
3. Electronic copies of the meeting documents will be available on the meeting date at Al Baraka Banking Group website <https://www.albaraka.com/en/> and at Bahrain Clear website <https://eagm.bahrainclear.com/en/>
4. For any other inquiries related to the e-Ordinary & Extraordinary General assembly meetings, please send an email to the Investor Relations Department at the Group [aghaffar@albaraka.com](mailto:aghaffar@albaraka.com) or call the following numbers 00973 17520701 – 00973 17541122, Mr. Ahmed AbdulGhaffar - Investor Relations at Al Baraka Banking Group.
5. The meeting will be recorded electronically, in audio and video, for record-keeping purposes.
6. We recommended you to attend the e-meeting from your computer or laptop in order to have better quality services; also, you still have the option to attend the meeting using your tablet or smartphone (Mobile).
7. The Ordinary General Assembly Meeting shall be valid if attended by shareholders representing more than 50% of the capital. If the said quorum is not obtained, the Second Meeting shall be held with the same agenda on 30th March 2022 at the same time and place. The Second Meeting shall not be considered valid unless it is attended by shareholders with voting rights who represent at least 30% of the capital. If the said quorum in the Second Meeting is not obtained, the Third Meeting shall be held on 06th April 2022 at the same time and place, and the third meeting will be valid, regardless of the number of attendees.
8. The Extraordinary General Assembly Meeting shall be valid if attended by shareholders representing at least two thirds of the issued capital. If the said quorum is not obtained, the second meeting shall be called with the same agenda to be held on 30th March 2022 at the same time and place. The Second Meeting shall be valid if attended by shareholders representing more than one third of the issued capital of the Group. If the said quorum in the Second Meeting is not obtained, an invitation for the Third Meeting shall be sent, to be held on 06th April 2022 at the same time and place, and shall be valid if attended by shareholders representing one fourth of the issued capital of the Group.

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