

Invitation to The Ordinary and Extraordinary General Meetings

The Board of Directors of Al Baraka Banking Group is pleased to invite you to attend the Group's Ordinary and Extraordinary General Meetings to be held successively at 1:00pm on Monday 20 March 2017 at the Headquarters of Al Baraka Banking Group, Shaikh Saleh Abdullah 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 both the AGM & EGM meetings shall be respectively as follows:

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.
2. To review the Sharia Supervisory Board's report for the financial year ended 31/12/2016.
3. To review the External Auditors' report for the financial year ended 31/12/2016.
4. To review and approve the consolidated financial statements for the financial year ended 31/12/2016.
5. To approve the proposed distribution of profits for the financial year ended 31/12/2016, after obtaining 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.
 - (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.
 - (c) The transfer of US\$ 124,993,819 to the Retained Earnings.
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 obtaining of the required official approvals.
7. To absolve the Directors from liability for the financial year ended 31/12/2016.
8. To approve a remuneration of US\$ 1.5 Million to the Members of the Board of Directors.
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.
10. To review the Corporate Governance Report as per CBB instruction:
 - (a) To review the evaluation of ABG's Board, Members and Committee.
 - (b) To review the percentage Report of Board of Directors attendance at Board Meetings for 2016.
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.
 - (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.
12. To elect Members of the Board of Directors for new turn of three years from the election date after obtaining 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).
13. To elect the Members of the Shari'a Supervisory Board for new turn of three years from the election date.
14. To discuss any urgent matter arises according to Article 207 of CCL No. 21/2001.

B. The Extraordinary General Meeting

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.
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.
3. To approve the amendment of Article (20) and (22) of the Articles of Association after the obtaining of the CBB's approvals 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".
- (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".

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.
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.

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. The Extraordinary General Meeting (EGM) shall be valid if attended by shareholders representing two thirds of the issued capital. If the said quorum is not obtained, the EGM 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 one third of the issued capital. If the said quorum is not obtained the Third Meeting to be held after a period of seven days at the same time and place and shall be valid if attended by shareholders representing one fourth of the issued capital.
3. Any Shareholder who intends to nominate himself to the membership of the Board of Directors must apply and send his CV to the Chairman on e-mail: abuzaid@albaraka.com or efax: +973 17910770 no later than March 9, 2017 12:00 noon, subject to Article (173) of the Commercial Companies Law No 21 of 2001 as amended and the requirements of the Central Bank of Bahrain as regards election of the Board of Directors.
4. In case of Proxy, shareholders are required to deposit the Proxy Form (Copy available at our website www.albaraka.com) at least 24 hours prior to the proposed date for holding the AGM & EGM with the Shares Registrar (Karvy Computershare) AlZamil Tower, Manama, Kingdom of Bahrain, Tel: +973 17215080, Fax: +973 17212055, Email: Bahrain.helpdesk@karvy.com
5. Copies of the Meetings Document will be available on the meeting date and at our website: www.albaraka.com