

## Summary Documents of Ordinary and Extraordinary General Meetings

Wednesday 21st March 2012  
Al Taj Ballroom, Sheraton Bahrain Hotel  
Manama, Kingdom of Bahrain

The enclosed Financial Statements have been extracted from the Consolidated Financial statements audited by Ernst & Young - Bahrain, who expressed an unqualified opinion on 23rd February 2012. Full Financial statements and the details of the AGM's agenda are embodied in the 2011 Annual Report which is available, for the shareholders and others, in the meeting venue, and at AlBaraka website [www.albaraka.com](http://www.albaraka.com) and with the Shares Registrar office "Bahrain Shares Registering Company"

# 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 12:30 pm on 21 March 2012 at AlTaj Ballroom, Sheraton Bahrain Hotel, Manama, 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 31/12/2011.
2. To review the External Auditors' report for the financial year ended 31/12/2011.
3. To review the Sharia Supervisory Board's report for the financial year ended 31/12/2011.
4. To review and approve the consolidated financial statements for the financial year ended 31/12/2011.
5. To approve the proposed distribution of profits for the financial year ended 31/12/2011, after obtainment of the required official approvals, as follows:
  - (a) To approve the transfer of 10% of the Net Income amounting to US\$ 11,836,981 to the Statutory Reserve.
  - (b) To approve the distribution of cash dividend to the shareholders registered as of the date of this meeting, amounting to US\$ 30,434,250 ( 3.5 cents for each share).
  - (c) To approve the transfer of US\$ 76,098,575 to the Retained Earnings.
6. To approve the proposed distribution of one bonus share for every 6 fully paid up shares to the shareholders registered as of the date of this meeting (amounting to US\$ 144,925,000 ) from the retained earnings after obtainment of the required official approvals.
7. To absolve the Directors from liability for the Financial Year ended 31/12/2011.
8. To approve a remuneration of US\$ 750,000 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 31/12/2012 and to authorize the Board of Directors to fix their remuneration.
10. To review the evaluation of ABC's Board, Members of the Board's committees, and the President & Chief Executive (enclosed in the distributed Annual Report).
11. To review the Corporate Governance report as per the CBB instructions (enclosed in the distributed Annual Report).

## B. The Extraordinary General Meeting:

1. To approve the increase of the issued and paid up share capital by transferring US\$ 144,925,000 to the Share capital and issue bonus shares of one share for every 6 fully paid up shares to the shareholders registered as of the date of this meeting.
2. To approve the amendment of the Memorandum and Articles of Association as per the Resolution passed pursuant to item (1) of this Agenda.
3. To authorize and empower the Board of Directors or its delegate to take the necessary action, to effect amendment to the Memorandum and Articles of Association for the purpose of publicizing the increase in the share capital, and attesting the necessary amendment to the Memorandum and Articles of Association.



Shaikh 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. The Second Meeting shall be valid if attended by shareholders representing 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 in the same time and place.
2. The Extraordinary General Meeting (EGM) shall be valid if attended by shareholders representing more than 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. 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 shall be valid if attended by shareholders representing one fourth of the issued capital.
3. In case of Proxy, shareholders are required to deposit the Proxy Form (Copy available at our website [www.albaraka.com](http://www.albaraka.com)) at least 24 hours prior to the proposed date for holding the AGM & EGM with Bahrain Shares Registering Company (AlHedaya Building – 5th floor – Phone (+973) 17215080, Fax (+973) 17212055 e-mail: [helpdesk@bsrc.bh](mailto:helpdesk@bsrc.bh))
4. Copies of the Meetings Document will be made available on the meeting date, with Bahrain Share Registering Company and at our website: [www.albaraka.com](http://www.albaraka.com) – CR No. 48915.



# Proxy form for the Ordinary and Extraordinary General Meetings

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 and the Extraordinary General Meeting to be successively held at ALTaj ballroom, Sheraton Bahrain Hotel, Manama, Kingdom of Bahrain on Wednesday 21 March 2012, or any subsequent adjournment of these meetings.

## Authorization for the following:

### A. The Ordinary General Meeting:

	Yes	No
1. To review the report of the Board of Directors on the activities of the Bank for the Financial Year ended 31/12/2011.	<input type="checkbox"/>	<input type="checkbox"/>
2. To review the External Auditors' report for the financial year ended 31/12/2011.	<input type="checkbox"/>	<input type="checkbox"/>
3. To review the Sharia Supervisory Board's report for the financial year ended 31/12/2011.	<input type="checkbox"/>	<input type="checkbox"/>
4. To review and approve the consolidated financial statements for the financial year ended 31/12/2011.	<input type="checkbox"/>	<input type="checkbox"/>
5. To approve the proposed distribution of profits for the financial year ended 31/12/2011, after obtainment of the required official approvals, as follows:		
a - To approve the transfer of 10% of the Net Income amounting to US\$ 11,836,981 to the Statutory Reserve.	<input type="checkbox"/>	<input type="checkbox"/>
b - To approve the distribution of cash dividend to the shareholders registered as of the date of this meeting, amounting to US\$ 30,434,250 (3.5 cents for each share).	<input type="checkbox"/>	<input type="checkbox"/>
c - To approve the transfer of US\$ 76,098,575 to the Retained Earnings.	<input type="checkbox"/>	<input type="checkbox"/>
6. To approve the proposed distribution of one bonus share for every 6 fully paid up shares to the shareholders registered as of the date of this meeting (amounting to US\$ 144,925,000) 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 31/12/2011.	<input type="checkbox"/>	<input type="checkbox"/>
8. To approve a remuneration of US\$ 750,000 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 31/12/2012 and to authorize the Board of Directors to fix their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>
10. To review the evaluation of ABG's Board, Members and Committee (enclosed in the distributed Annual Report).	<input type="checkbox"/>	<input type="checkbox"/>
11. To review the Corporate Governance report CBB instruction (enclosed in the distributed Annual Report)	<input type="checkbox"/>	<input type="checkbox"/>



# Proxy form for the Ordinary and Extraordinary General Meetings

## B. The Extraordinary General Meeting:

	Yes	No
1. To approve the increase of the issued and paid up share capital by transferring US\$ 144,925,000 to the Share capital and issue bonus shares of one share for every 6 fully paid up shares to the shareholders registered as of the date of this meeting	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the amendment of the Memorandum and Articles of Association as per the Resolution passed pursuant to item (1) of this Agenda.	<input type="checkbox"/>	<input type="checkbox"/>
3. To authorize and empower the Board of Directors or its delegate to take the necessary action, to effect amendment to the Memorandum and Articles of Association for the purpose of publicizing the increase in the share capital, and attesting the necessary amendment to the Memorandum and Articles of Association.	<input type="checkbox"/>	<input type="checkbox"/>

Shareholder Name : \_\_\_\_\_

Number of Shares: \_\_\_\_\_

Signature: \_\_\_\_\_ Date: \_\_\_\_ / \_\_\_\_ / 2012

### 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, Bahrain Shares Registering Company, P.O Box 514, Manama, Kingdom of Bahrain, Fax No. (+973) 17212055.
- 2- The appointed proxy shall neither be the Chairman nor a director or an employee of the Company and shall not represent as proxy more than 5 % of the issued and paid up share capital of the Company.

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Fax: (+973) 17536533 / 17910911

Website: www.albaraka.com

C.R. No. 48915

Shares Registrar:

#### Bahrain Shares Registering Company W.L.L.

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PO Box 514,

Manama, Kingdom of Bahrain

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helpdesk@bsrc.bh



# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## AT 31 DECEMBER 2011

	2011 US\$ '000	Restated 2010 US\$ '000
<b>ASSETS</b>		
Cash and balances with banks	4,633,280	3,813,903
Receivables	8,213,057	8,063,331
Mudaraba and Musharaka financing	950,935	1,538,632
Investments	2,090,253	1,348,872
Ijarah Muntahia Bittamleek	563,721	439,801
Property and equipment	313,933	298,852
Other assets	388,864	374,933
<b>TOTAL ASSETS</b>	<b>17,154,043</b>	<b>15,878,324</b>
<b>LIABILITIES, EQUITY OF INVESTMENT ACCOUNTHOLDERS AND OWNERS' EQUITY</b>		
<b>LIABILITIES</b>		
Customer current and other accounts	3,560,317	2,906,172
Due to banks	653,462	424,477
Other liabilities	675,196	490,988
<b>TOTAL LIABILITIES</b>	<b>4,888,975</b>	<b>3,821,637</b>
<b>EQUITY OF INVESTMENT ACCOUNTHOLDERS</b>		
<b>OWNERS' EQUITY</b>		
Share capital	869,550	790,500
Treasury shares	(7,319)	(6,528)
Share premium	16,420	15,866
Reserves	104,607	96,738
Cumulative changes in fair values	(10,910)	(3,834)
Foreign currency translations	(112,163)	(24,340)
Retained earnings	167,584	236,750
Proposed appropriations	175,359	118,575
<b>Equity attributable to parent's shareholders</b>	<b>1,203,128</b>	<b>1,223,727</b>
Non-controlling interest	596,022	592,854
<b>Total owners' equity</b>	<b>1,799,150</b>	<b>1,816,581</b>
<b>TOTAL LIABILITIES, EQUITY OF INVESTMENT ACCOUNTHOLDERS AND OWNERS' EQUITY</b>	<b>17,154,043</b>	<b>15,878,324</b>



Saleh Abdullah Kamal  
Chairman



Adnan Ahmed Yousif  
Member of the Board and  
President and Chief Executive



# CONSOLIDATED STATEMENT OF INCOME

## YEAR ENDED 31 DECEMBER 2011

	2011 US\$ '000	2010 US\$ '000
<b>INCOME</b>		
Net income from jointly financed contracts and investments	895,682	808,707
Return on equity of investment accountholders before Group's share as a Mudarib	(796,826)	(745,405)
Group's share as a Mudarib	236,159	236,627
Return on equity of investment accountholders	(560,667)	(508,778)
Group's share of income from equity of investment accountholders (as a Mudarib and Rabalmaal)	335,015	299,929
Mudarib share for managing off-balance sheet equity of investment accountholders	4,172	4,702
Net income from self financed contracts and investments	179,177	147,827
Other fees and commission income	167,702	151,067
Other operating income	54,878	55,049
<b>TOTAL OPERATING INCOME</b>	<b>740,944</b>	<b>658,574</b>
Staff expenses	222,450	196,583
Depreciation and amortisation	29,251	22,798
Other operating expenses	145,026	122,902
<b>TOTAL OPERATING EXPENSES</b>	<b>396,727</b>	<b>342,283</b>
<b>NET INCOME FOR THE YEAR BEFORE PROVISIONS AND TAXATION</b>	<b>344,217</b>	<b>316,291</b>
Provisions	(50,812)	(59,581)
<b>NET INCOME BEFORE TAXATION</b>	<b>293,405</b>	<b>256,710</b>
Taxation	(81,111)	(63,547)
<b>NET INCOME FOR THE YEAR</b>	<b>212,294</b>	<b>193,163</b>
Attributable to:		
Equity holders of the parent	118,370	105,607
Non-controlling interest	93,924	87,556
	212,294	193,163
Basic and diluted earnings per share - US cents	13.72	12.22

# CONSOLIDATED STATEMENT OF CASH FLOWS

## YEAR ENDED 31 DECEMBER 2011

	2011 US\$ '000	2010 US\$ '000
Net cash from operating activities	1,007,869	889,439
Net cash used in investing activities	(784,099)	(370,870)
Net cash used in financing activities	(66,719)	(53,018)
Foreign currency translation adjustments	(148,761)	(27,101)
<b>INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>8,290</b>	<b>438,450</b>
Cash and cash equivalents at 1 January	2,988,700	2,550,250
<b>CASH AND CASH EQUIVALENTS AT 31 DECEMBER</b>	<b>2,996,990</b>	<b>2,988,700</b>

# CONSOLIDATED STATEMENT OF CHANGES IN OWNERS' EQUITY

## YEAR ENDED 31 DECEMBER 2011

	Attributable to equity shareholders of the parent US\$ 000	Non-controlling interest US\$ 000	Total owners' equity US\$ 000
Balance at 1 January 2011 (restated)	1,223,727	592,854	1,816,581
Dividends paid	(39,525)	-	(39,525)
Movement in treasury shares	73	-	73
Net movement in cumulative change in fair value	(7,076)	(2,244)	(9,320)
Net movement in other reserves	(4,925)	(4,012)	(8,937)
Foreign currency translation	(87,823)	(60,938)	(148,761)
Net income for the year	118,370	93,924	212,294
Effects of acquisition of non-controlling interest	307	(307)	-
Dividends of subsidiaries and Net movement in non-controlling interest	-	(23,255)	(23,255)
<b>Balance at 31 December 2011</b>	<b>1,203,128</b>	<b>596,022</b>	<b>1,799,150</b>
Balance at 1 January 2010	1,214,360	522,485	1,736,845
Changes due to adoption of FAS 25	(2,135)	(918)	(3,053)
Balance at 1 January 2010 (restated)	1,212,225	521,567	1,733,792
Movement in treasury shares	(10,700)	-	(10,700)
Net movement in cumulative change in fair value	(19,135)	(6,698)	(25,833)
Net movement in other reserves	(4,590)	(3,399)	(7,989)
Foreign currency translation	(15,040)	(11,893)	(26,933)
Net income for the year	105,607	87,556	193,163
Dividends Paid	(44,640)	-	(44,640)
Dividends of subsidiaries and Net movement in non-controlling interest	-	5,721	5,721
<b>Balance at 31 December 2010 (restated)</b>	<b>1,223,727</b>	<b>592,854</b>	<b>1,816,581</b>



# AL BARAKA GLOBAL NETWORK

## Al Baraka Türk Participation Bank

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Dr. Adnan Büyükdeniz Caddesi, No: 6,  
Ümraniye, Istanbul, Turkey

TEL: +90 216 666 01 01  
FAX: +90 216 666 16 00  
albarakaturk.com.tr

## Jordan Islamic Bank

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Amman 11190,  
Jordan

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jordanislamicbank.com

## Al Baraka Bank Egypt

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Dokki, Giza, Egypt

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FAX: +2023 761 1436/7  
albaraka-bank.com.eg

## Banque Al Baraka D'Algerie S.P.A.

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## Al Baraka Islamic Bank B.S.C.

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## Al Baraka Bank Lebanon S.A.L

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