



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 Headquarter of AlBaraka Banking Group, Shaikh Saleh Kamel Hall, 1st floor, Bahrain Bay, Kingdom of Bahrain on Tuesday 20 March 2018, 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 31/12/2017.		
2- To review the Sharia Supervisory Board's report for the financial year ended 31/12/2017.	<input type="checkbox"/>	<input type="checkbox"/>
3- To review the External Auditors' report for the financial year ended 31/12/2017.	<input type="checkbox"/>	<input type="checkbox"/>
4- To review and approve the consolidated financial statements for the financial year ended 31/12/2017. (Included in the annual report distributed to shareholders and will be displayed during the meeting) Which includes a note with regards to related parties' transactions.	<input type="checkbox"/>	<input type="checkbox"/>
5- To approve the proposed distribution of profits for the financial year ended 31/12/2017, after obtainment of the required official approvals, as follows:		
(a) The transfer of 10% of the Net Income amounting to US\$ 12,902,882 to the Statutory Reserve.	<input type="checkbox"/>	<input type="checkbox"/>
(b) The distribution of US\$ 24,133,587 as cash dividend to the shareholders registered as on the date of this meeting (except for treasury shares), amounting to US Cent 2 for each share equal to 2% of the par value of the share, no later than 5 April 2018.	<input type="checkbox"/>	<input type="checkbox"/>
(c) The transfer of US\$ 91,992,355 to the Retained Earnings.	<input type="checkbox"/>	<input type="checkbox"/>
6- To approve the proposed distribution of 3 bonus shares for every 100 fully paid up shares to the shareholders registered as on the date of this meeting amounting to US\$ 36,200,381 equal to 3% 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 31/12/2017.	<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 31/12/2018 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:		
(a). To review the evaluation of ABG's Board, Members and Committee. (Included in the annual report distributed to shareholders).	<input type="checkbox"/>	<input type="checkbox"/>
(b). To review the percentage Report of Board of Directors attendance at Board Meetings for 2017. (Included in the annual report distributed to shareholders).	<input type="checkbox"/>	<input type="checkbox"/>
11- To approve the payment of the shareholder's Zakat for the distributable dividends as of 31 Dec, 2017 as follows:		
(a). US Cent 51.96 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 US\$ 3,961,337 as Zakat on behalf of the shareholders, to be deducted directly from the retained earnings.	<input type="checkbox"/>	<input type="checkbox"/>
12- To discuss any urgent matter arises according to Article 207 of CCL No. 21/2001 as amendment.	<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\$ 1,206,679,374 to US\$ 1,242,879,755 by transferring US\$ 36,200,381 to the Share capital and issue 3 bonus shares for every 100 fully paid up shares to the shareholders registered as on the date of this meeting.	<input type="checkbox"/>	<input type="checkbox"/>
2- To approve increase of authorized capital of ABG to 2.5 Billion USD after obtainment of the required official approvals.	<input type="checkbox"/>	<input type="checkbox"/>
3- To approve the amendment of the Memorandum of Association and the Articles of Association according to the resolution of capital increase in item (1) above after obtainment of the required official approvals.	<input type="checkbox"/>	<input type="checkbox"/>
4- To approve the amendments of the Articles of Association as per the Law No. 1 for the year 2018 amending the Commercial Companies Law No. 21 for the year 2001 after obtainment of the required official approvals.	<input type="checkbox"/>	<input type="checkbox"/>
5- 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 No.: _____

Shareholder Name : _____

Number of Shares: _____

Signature: _____ Date: _____ / _____ / 2018

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 or the EGM with the Share registrar (Karvy Computershare) AlZamil Tower, Manama, Kingdom of Bahrain, Tel: +973 17215080, Fax: +973 17212055, Email: Bahrain.helpdesk@karvy.com
- 2- The appointed proxy shall neither be the Chairman nor a director or an employee of the Company.

Al Baraka Banking Group B.S.C.

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CR NO. 48915 (Licensed as Islamic wholesale bank by CBB)

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Shares Registrar:

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