



Proxy form

I, the undersigned _____, being a shareholder in Al Baraka Group B.S.C. appoint Mr. / Ms. _____ to represent me and vote on my behalf in the e-Ordinary and General Assembly Meeting to be successively held on Wednesday 22 March 2023, or any subsequent adjournment of these meetings.

Authorization for the following:

The e-Ordinary General Meeting:

	Yes	No	Abstain
1. To approve the minutes of the Ordinary General Assembly meeting held on March 30 th 2022.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To discuss and approve the Directors Report on the activities of the Bank for the Financial Year ended on December 31 st 2022.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To review the Unified Sharia Supervisory Board's Report for the financial year ended on December 31 st 2022.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To review the External Auditors' report for the financial year ended on December 31 st 2022.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To discuss and approve the consolidated financial statements for the financial year ended on December 31 st 2022.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To approve the related parties' transactions as stated in note No. (26) of the above financial statements, which accommodates with the Article 189 of the Commercial Companies Law.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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\$ 14,311,590 to the Statutory Reserve.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b. The transfer of US\$ 128,804,312 to the Retained Earnings.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To approve a remuneration of US\$ 1.5 Million to the Members of the Board of Directors for the financial year ended on December 31 st 2022, after obtaining the required approval from the Minister of Industry & Commerce.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Election of 12 members out of 13 at the Group Board of Directors for a new term of three years from the date of election (March 2023 - March 2026) and the appointment of the Group's CEO as the 13th member, subject to the approval of the Central Bank of Bahrain (the CEO's appointment at the board as an "executive member" based on his capacity as CEO and according to the Article No. 24 of the Group's Articles of Association).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To approve the appointment of the Unified Sharia Supervisory Board for a new term of three years (2023-2026) from the date of appointment based on the recommendation of the Board of Directors, and authorizing and empower the Board of Directors to determine the aggregate annual benefits and remuneration for the members of the Unified Sharia Supervisory Board.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. 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).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b. To review the Board Members attendance percentage report for the board meetings for the year 2022 (included in the annual report distributed to shareholders).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. To authorize the management of Al Baraka Group to pay an amount of US\$ 609,589 as Zakat on behalf of all shareholders amounting to US Cent 4.96 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.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



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13. To absolve the Directors from liability for the Financial Year ended on December 31st 2022.
14. 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 December 31st 2022.
15. To ratify the recommendation of the Board of Directors to re-appoint Messrs. PricewaterhouseCoopers as External Auditors for Al Baraka Group for the financial year ending on December 31st 2023, 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.
16. To discuss any urgent matter arises according to Article 207 of Commercial Companies Law No. 21/2001 and its amendments.

Notice: The Draft resolutions for the above items and the passing quorum for voting on each will be available electronically with the rest of the meeting attachments on Al Baraka 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/>

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Shareholder Name : _____

Individual (CPR): _____ Corporate (CR No.) : _____

Investor No.: _____

Number of Shares: _____

Signature: _____ Date: _____ / _____ / 2023

Important Notes to the Shareholders:

1. The shareholders or the persons who have been authorized to attend must send the above data at least 24 hours before the date of the meeting.
2. The appointed proxy shall neither be the Chairman nor a director or an employee of the Company.

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