

**Invitation to the Ordinary & Extra-Ordinary General Meeting for the Year 2019**

The Chairman of the Board of Directors of Bahrain Islamic Bank B.S.C (BisB) cordially invites the shareholders to attend the Ordinary General Meeting (OGM) and the Extra-Ordinary General Meeting (EGM) that will be convened on Thursday 26<sup>th</sup> March 2020, at 10:00 AM at the Diplomat Radisson Blu Hotel (Al Fanar Ballroom on the 14<sup>th</sup> floor). In case the quorum was not achieved for this first meeting, the second meeting will be held on Thursday 2<sup>nd</sup> April 2020 at 10:00 AM at the same venue, and if the quorum was not achieved for the second meeting, the third meeting will be held on Thursday 9<sup>th</sup> April 2020, at 10:00 AM at the same venue regardless of the number of the shareholders who will attend.

**First: OGM Agenda**

1. To approve the minutes of the previous OGM meeting no (43) held on 21<sup>st</sup> March 2019.
2. To discuss and approve the Board of Director's report on the Bank's activities and its financial position for the financial year ended 31<sup>st</sup> December 2019.
3. To receive the External Auditors report for the financial year ended on 31<sup>st</sup> December 2019.
4. To receive the Shari'a Supervisory Board's report for the financial year ended 31<sup>st</sup> December 2019.
5. To discuss and approve the financial statements for the year ended 31<sup>st</sup> December 2019.
6. Notification of transactions carried out during the year ended 31<sup>st</sup> December 2019 between the Bank and related parties including major shareholders of the Bank as presented in note 26 of the consolidated financial statements, pursuant to Article 189 of the Bahrain Commercial Companies Law.
7. To approve the Board of Director's recommendation to distribute the net profit of BD 6,213,594 for the year ended 31<sup>st</sup> December 2019 as follows:
  - a) Transfer of BD 621,359 to statutory reserves.
  - b) Allocate BD 328,423 to Zakah fund and authorize the Board of Directors to distribute.
  - c) Allocation of BD 250,000 for charitable donation and authorize the Board of Directors to distribute.
  - d) Transfer of BD 5,013,812 to the retained earnings.
8. To approve the payment of a total amount of BD 282,285 as remuneration to the Board of Directors for the financial year ended on 31<sup>st</sup> December 2019, subject to obtaining the approval of the Ministry of Industry, Commerce and Tourism.
9. To discuss the Bank's Corporate Governance report for the year ended 31<sup>st</sup> December 2019, as required by the Central Bank of Bahrain.
10. To absolve the members of the Board of Directors from liability for their actions during the year ended 31<sup>st</sup> December 2019.
11. To notify the appointment of Mr. Jean-Christophe Durand, Mr. Yaser Alsharifi and Ms. Dana Buheji on the Board of the Bank pursuant to National Bank of Bahrain B.S.C. acquiring additional 49.75% shares of Bahrain Islamic Bank B.S.C.
12. To approve the increase in the Board Size from 9 to 10 pursuant to National Bank of Bahrain B.S.C. request to appoint an additional board member, subject to obtaining the approval on the new board member from the Central Bank of Bahrain.
13. Re-appointment of KPMG as external auditors for the year 2020 and authorize the Board of Directors to determine their fees, subject to obtaining the approval of the Central Bank of Bahrain.
14. Any matter arising in accordance with Article 207 of the Bahrain Commercial Companies Law.

**Second: EGM Agenda**

1. To approve the minutes of the previous EGM meeting no (24) for the year 2017 held on 28<sup>th</sup> March 2018.
2. To approve adopting an Amended and Restated Memorandum and Articles of Association to reflect the amendments to the Commercial Companies Law No. 21 of 2001 for the year 2014, 2015 and 2018 and the Central Bank of Bahrain Rulebook Volume No. (2) and to incorporate the Shari'a Board Resolution of the Bank passed in 2019 for the purposes of combining the initial Memorandum and Articles of Association issued in 2004 and any subsequent amendments issued until this date, subject to the approval of the Central Bank of Bahrain.
3. To authorize the Chairman or whom he may delegate to take all required legal and official actions to execute the amendments to the Bank's Memorandum and Articles of Association.

**Dr. Esam Abdulla Fakhro**

Chairman of the Board of Directors

**Important Notice to the Shareholders**

1. Financial for the year ended 31<sup>st</sup> December 2019 together with the proxy forms could be received from the Bank. The Bank's consolidated audited financial statements for the year ended 31<sup>st</sup> December 2019 and all other reports and documents that shall be presented in the meeting including the previous meeting minutes may be viewed by visiting the BisB's website: [www.bisb.com](http://www.bisb.com) or Bahrain Bourse's website: [www.bahrainbourse.com](http://www.bahrainbourse.com)
2. Any shareholder who is registered in the Bank's books as of the fixed date of the OGM meeting could attend the meeting in person or by authorizing another person in writing to attend and vote on his/her behalf, provided that the proxy should not be the Chairman, Board Member or any of BisB's staff. If the shareholder is a company, the proxy who is attending the meeting has to present a written power of attorney duly stamped and signed by the authorized person in the company.
3. Proxy should be handed personally at least 24 hours before the time of the meeting to the to the Board Secretary at Bahrain Islamic Bank's head quarter Diplomatic Area, Fourth Floor, by post (P.O. Box 5240) Manama - Kingdom of Bahrain.
4. For any inquiry, please contact the Board Secretary on: 17515123/17515174.