

Invitation

To the Ordinary & Extra-Ordinary General Meetings for the Year 2017

Wednesday 28th March 2018

Time: 10:00am

Bahrain Islamic Bank HQ - 9th Floor,
Diplomatic Area

Invitation

To the Ordinary & Extra-Ordinary General Meetings for the Year 2017

The Chairman of the Board of Directors of Bahrain Islamic Bank B.S.C. (BisB) cordially invites the shareholders to attend the Ordinary & Extra-Ordinary General Meetings that will be convened on Wednesday 11/ Rajb /1439H corresponding to 28/03/2018 at 10:00 am, at Bahrain Islamic Bank's Head Quarter - Diplomatic Area - 9th Floor. In case the quorum was not achieved on this first meeting, the second meeting will be held on Wednesday 04/04/2018 at 10:00 am at the same venue, and if the quorum was not achieved in the second meeting, the third meeting will be held on Wednesday 11/04/2018 at 10:00 am at the same venue regardless of the number of the shareholders who will attend.

Agenda

For the Ordinary & Extra-Ordinary General Meetings for the Year 2017

First: AGM Agenda:

1. Confirmation of the minutes of the previous AGM meeting no (41) held on 24 Jumada Al Akhira 1438H corresponding to 23/03/2017.
2. Discussion and approval of the Board of Directors' report on the Bank's activities and its financial position for the year ended on 31/12/2017.
3. Presentation of the External Auditor's report for the year ended on 31/12/2017.
4. Presentation of the Shari'a Supervisory Board's report for the year ended on 31/12/2017.
5. Review and approval of the financial statements for the year ended on 31/12/2017.
6. Confirmation of the Board of Director's recommendation to distribute the net profit for the year ended on 31/12/2017 as follows:
 - a. Transfer of BD 1,014 thousand to statutory reserves.
 - b. Allocation of BD 200,000 for charitable donations and authorize the Board of Directors' to distribute.
 - c. Transfer of BD 4,186 thousand to the retained earnings.
7. Distribution of BD 5,039,067 to the shareholders as bonus share dividends (5 shares against every 100 existing shares) which is equal to 5% of paid-up capital subject to the approval of the Central Bank of Bahrain.
8. Confirmation of payment of a total amount of BD 283 thousand as remuneration to the Board of Directors for the year ended on 31/12/2017.
9. Presentation of a report on the Bank's compliance with the Corporate Governance Guidelines and the Central Bank of Bahrain's regulations as presented in the Annual Report.
10. Absolving the members of the Board of Directors from liability for their actions during the year ended 31/12/2017.
11. Re-appointment of members of the Shari'a Supervisory Board for the year 2018 and to authorize the Board of Directors to determine their remuneration.
12. Re-appointment of KPMG Fakhro as external auditors for the year ending on 31/12/2018 and authorize the Board of Directors to determine their fees, subject to the approval of the Central bank of Bahrain.
13. New matters that may arise as per Article 207 of the Commercial Companies' Law.

Second: EGM Agenda:

1. Confirmation of the minutes of the previous EGM meeting no (23) for the year 2015 held on Wednesday 23 /03/2016 corresponding to 14 Jumada Al Akhira 1437H.
2. To confirm the increase in issued and paid-up capital by 5 shares against every 100 existing shares in the Bank by issuing 50,390,673 new bonus shares so that the issued and paid up capital will become BD 106,378,067 distributed into 1,063,780,670 shares with a value of 100 fils per each share.
3. Approval to amend the Memorandum and Articles of Association of the company to comply with the provisions of the Law no. (1) for the year 2018 relating to the amendments of the Commercial Companies Law no. (21) for the year 2001.
4. To authorize the Chairman or whom he may delegate to take all the necessary and required actions to include these changes and amendments in the Bank's Memorandum and Articles of Association.

Dr. Esam Abdulla Fakhro
Chairman of the Board of Directors

Invitation Card

To the Ordinary & Extra-Ordinary General Meetings for the Year 2017

First: AGM Agenda:

	Yes	No
1. Confirmation of the minutes of the previous AGM meeting no (41) held on 24 Jumada Al Akhira 1438H corresponding to 23/03/2017.	<input type="checkbox"/>	<input type="checkbox"/>
2. Discussion and approval of the Board of Directors' report on the Bank's activities and its financial position for the year ended on 31/12/2017.	<input type="checkbox"/>	<input type="checkbox"/>
3. Presentation of the External Auditor's report for the year ended on 31/12/2017.	<input type="checkbox"/>	<input type="checkbox"/>
4. Presentation of the Shari'a Supervisory Board's report for the year ended on 31/12/2017.	<input type="checkbox"/>	<input type="checkbox"/>
5. Review and approval of the financial statements for the year ended on 31/12/2017.	<input type="checkbox"/>	<input type="checkbox"/>
6. Confirmation of the Board of Director's recommendation to distribute the net profit for the year ended on 31/12/2017 as follows:	<input type="checkbox"/>	<input type="checkbox"/>
a. Transfer of BD 1,014 thousand to statutory reserves.	<input type="checkbox"/>	<input type="checkbox"/>
b. Allocation of BD 200,000 for charitable donations and authorize the Board of Directors' to distribute.	<input type="checkbox"/>	<input type="checkbox"/>
c. Transfer of BD 4,186 thousand to the retained earnings.	<input type="checkbox"/>	<input type="checkbox"/>
7. Distribution of BD 5,039,067 to the shareholders as bonus share dividends (5 shares against every 100 existing shares) which is equal to 5% of paid-up capital subject to the approval of the Central Bank of Bahrain.	<input type="checkbox"/>	<input type="checkbox"/>
8. Confirmation of payment of a total amount of BD 283 thousand as remuneration to the Board of Directors for the year ended on 31/12/2017.	<input type="checkbox"/>	<input type="checkbox"/>
9. Presentation of a report on the Bank's compliance with the Corporate Governance Guidelines and the Central Bank of Bahrain's regulations as presented in the Annual Report.	<input type="checkbox"/>	<input type="checkbox"/>
10. Absolving the members of the Board of Directors from liability for their actions during the year ended 31/12/2017.	<input type="checkbox"/>	<input type="checkbox"/>
11. Re-appointment of members of the Shari'a Supervisory Board for the year 2018 and to authorize the Board of Directors to determine their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>
12. Re-appointment of KPMG Fakhro as external auditors for the year ending on 31/12/2018 and authorize the Board of Directors to determine their fees, subject to the approval of the Central bank of Bahrain.	<input type="checkbox"/>	<input type="checkbox"/>
13. New matters that may arise as per Article 207 of the Commercial Companies' Law.	<input type="checkbox"/>	<input type="checkbox"/>

Second: EGM Agenda:

	Yes	No
1. Confirmation of the minutes of the previous EGM meeting no (23) for the year 2015 held on Wednesday 23 /03/2016 corresponding to 14 Jumada Al Akhira 1437H.	<input type="checkbox"/>	<input type="checkbox"/>
2. To confirm the increase in issued and paid-up capital by 5 shares against every 100 existing shares in the Bank by issuing 50,390,673 new bonus shares so that the issued and paid up capital will become BD 106,378,067 distributed into 1,063,780,670 shares with a value of 100 fils per each share.	<input type="checkbox"/>	<input type="checkbox"/>
3. Approval to amend the Memorandum and Articles of Association of the company to comply with the provisions of the Law no. (1) for the year 2018 relating to the amendments of the Commercial Companies Law no. (21) for the year 2001.	<input type="checkbox"/>	<input type="checkbox"/>
4. To authorize the Chairman or whom he may delegate to take all the necessary and required actions to include these changes and amendments in the Bank's Memorandum and Articles of Association.	<input type="checkbox"/>	<input type="checkbox"/>

Proxy Card

Ordinary & Extra-Ordinary General Meetings for the Year 2017

I/ we the undersigned:

As a Shareholder / Shareholders in Bahrain Islamic Bank

I/ we delegate Mr.:

to represent me / us in attending the Bank's Ordinary & Extra-Ordinary General Meetings that will be held on _____ or any postponed dates and vote on my / our behalf.

Shareholder Number _____

Shareholder Shares: _____

Number of Shares: _____

Signature: _____

Date: / / 2018.

Important Notice to the Shareholders:

1. Financials for the year ending on 31/12/2017 together with the proxy forms could be received from the Bank. The Bank financials for the year ended 31/12/2017 and all other reports and documents that shall be presented in the meeting including the previous meeting minutes may be viewed by visiting the following website: www.bisb.com.
2. Any shareholder who is registered in the Bank's books as of the date of the AGM 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 could be handed personally at least 24 hours before the time of the meeting 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, Fax no 17919123 or by email on the following address: boardsecretary@bisb.com. Otherwise, it will be considered invalid for attending the meeting.
4. For any enquiry please contact the Board Secretary on: 17515123/17515174.

Bahrain Islamic Bank

P.O. Box 5240, Fax: (+973) 17 535 808

Email: boardsecretary@bisb.com