

Invitation

To attend The Ordinary & Extra-Ordinary General Meetings for the Year 2015

Wednesday, 14 Jumada Al Akhira 1437 H

23rd March 2016

10:00am

Salam Tower - 9th floor

Invitation

To attend The Ordinary & Extra-Ordinary General Meetings for the Year 2015

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 to be held consecutively at 10:00 am on Wednesday 14 Jumada Al Akhira 1437H corresponding to 23/3/2016 at Al Salam Tower – Diplomatic Area - 9th Floor. In case the quorum was not reached on this first meeting, the second meeting will be held at 10:00 am on Wednesday 21 Jumada Al Akhira 1437H corresponding to 30/3/2016 same venue, and if the quorum was not reached in the second meeting, the third meeting will be held on Wednesday 28 Jumada Al Akhira 1437H corresponding to 6/4/2016 at the same venue and time.

Agenda

The Ordinary General Meeting for the Year 2015

First, AGM Agenda:

1. To confirm the minutes of the previous AGM meeting held on Monday 3 Jumada Al Akhira 1436H corresponding to 23/3/2015, which was approved by the 22nd EGM held on Tuesday 27/10/2015.
2. To discuss and approve the Board of Directors' report on the Bank's activities for the year ended on 31/12/2015.
3. To receive the Shari'a Supervisory Board's report for the year ended on 31/12/2015.
4. To receive the External Auditor's report for the year ended on 31/12/2015.
5. To review and approve the financial statements for the year ended on 31/12/2015.
6. To appropriate the net profit for the year ending on 31/12/2015 upon the recommendation of the Board of directors as follows:
 - a. Transfer of BD 1,121 thousand to statutory reserves.
 - b. Transfer of BD 8,192 thousand to extinguish losses brought forward.
 - c. Transfer of BD 1,892 thousand to the retained earnings.
 - d. Not to pay remuneration for the Board of Directors for the year ended on 31/12/2015.

Agenda

The Ordinary General Meeting for the Year 2015 (continued)

7. To distribute 4% of paid-up capital, as of 31/12/2015, as Bonus shares to the shareholders, by issuing 4 shares against every 100 existing shares in the Bank, i.e. issuing 38,831,679 new shares, after taking approval from the concerned governmental bodies.
8. To receive report on the Bank's compliance with the Corporate Governance Guidelines and the Central Bank of Bahrain's requirements, as presented in the Annual Report.
9. Absolve the members of the Board of Directors from liability for their actions during the year ended 31/12/2015.
10. To appoint or re-appoint members of the Shari'a Supervisory Board for the year 2016 and to authorize the Board of Directors to determine their remuneration.
11. To re-appoint Messrs. KPMG Fakhro as external auditors for the year ending on 31/12/2016 and authorize the Board of Directors to determine their remuneration, subject to the CBB approval.
12. To inform the AGM of the appointment of Mr. Mohammed Al Zarrouq Rajab as a Member of the Board of Directors representing Islamic Development Bank in place of Mr. Mohammed Hedi Mejai.
13. Appoint/elect the members of the Board of Directors for the next term of three years, subject to the CBB approval.
14. New matters that may arise as per Article 207 of the Commercial Companies' Law.

Agenda

The Extra-Ordinary General Meeting for the Year 2015

Second, EGM Agenda:

1. To confirm the minutes of the previous two EGM meetings no (21) for 2014 held on Monday 3 Jumada Al Akhira 1436H corresponding to 23/3/2015, and no (22) held on Tuesday 14 Muharram 1437H corresponding to 27/10/2015.
2. To confirm the increase in issued and paid-up capital by issuing 4 shares against every 100 existing shares in the Bank, i.e. issuing 38,831,679 new bonus shares.
3. To authorize the Chairman or who-ever represent him, to take all the necessary and required actions to include these changes and amendments in the Bank's Memorandum and Articles of Association.

Abdul Razak Abdulla Al Qassim

Chairman of the Board of Directors

Important Notice to the Share holders

1. Financials for the year ending on 31/12/2015 together with the proxy forms could be received from the Bank.
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 on his behalf, taking into account that the proxy should not be the Chairman, Board Member or any of BisB's staff.
3. If the shareholder is a company, the proxy who is attending the meeting has to present a written power of attorney to attend the meeting stamped and signed by the authorized person in the company and to be presented before the deadline for presenting proxies expires.
4. Proxies should be received at least 24 hours before the time of the meeting on the following address: Al Salam Tower – Fourth Floor, P. O. Box 5240 Manama.
5. Proxies could be handed personally or by post or through fax on the following number: +97317535606 or by email on the following address: boardsecretary@bisb.com and to make sure it is sent before the deadline of receiving proxies. Any proxy presented after the deadline will be considered invalid for attending the meeting.
6. Any shareholder who is intending to nominate themselves for election, has to fill in the election form which can be received from the Bank or the website. The Shareholder should provide all the required information stated in the form. Original signed form should be sent with the other required documents before 2:00 pm on 13/3/2016 to the Secretary of the Board of Directors by hand or by courier to the following address: Al Salam Tower – Fourth Floor, P. O. box 5240 Manama, so as to be submitted to the supervising bodies to get the required approvals before the meeting date.
7. For any enquiry please contact the Board Secretary on: +97317505963
8. To view the Bank financials for the year ended 31/12/2015, please visit the following website: www.bisb.com

Proxy Card

Agenda of the Meetings of the Ordinary and Extraordinary General Assembly for the Year 2015

I/we, the undersigned,

In my capacity as a shareholder/in our capacity as shareholders in Bahrain Islamic Bank (BisB), Hereby give the proxy to

Mr. _____

as my/our representative to attend and represent me/us and vote on my/our behalf on the resolutions adopted during the two meetings of the Ordinary and Extraordinary General Assembly for the year 2015, which will, God willing, be held on Wednesday 23 March 2016, or during any other deferred meetings.

Shareholder's No.: _____

Shareholder's Shares: _____

Number of Shares: _____

Signature: _____ Date: / / 2016

Bahrain Islamic Bank B.S.C. (BisB)

P. O. Box 5240, Tel: 17 515 963

e-mail: boardsecretary@bisb.com

Proxy Card

Agenda of The Ordinary & Extra-Ordinary General Meetings for the Year 2015

	Yes	No
First, AGM Agenda:		
1. To confirm the minutes of the previous AGM meeting held on Monday 3 Jumada Al Akhira 1436H corresponding to 23/3/2015, which was approved by the 22 nd EGM held on Tuesday 27/10/2015.	<input type="checkbox"/>	<input type="checkbox"/>
2. To discuss and approve the Board of Directors' report on the Bank's activities for the year ended on 31/12/2015.	<input type="checkbox"/>	<input type="checkbox"/>
3. To receive the Shari'a Supervisory Board's report for the year ended on 31/12/2015.	<input type="checkbox"/>	<input type="checkbox"/>
4. To receive the External Auditor's report for the year ended on 31/12/2015.	<input type="checkbox"/>	<input type="checkbox"/>
5. To review and approve the financial statements for the year ended on 31/12/2015.	<input type="checkbox"/>	<input type="checkbox"/>
6. To appropriate the net profit for the year ending on 31/12/2015 upon the recommendation of the Board of directors as follows: a. Transfer of BD 1,121 thousand to statutory reserves. b. Transfer of BD 8,192 thousand to extinguish losses brought forward. c. Transfer of BD 1,892 thousand to the retained earnings. d. Not to pay remuneration for the Board of Directors for the year ended on 31/12/2015.	<input type="checkbox"/>	<input type="checkbox"/>
7. To distribute 4% of paid-up capital, as of 31/12/2015, as Bonus shares to the shareholders, by issuing 4 shares against every 100 existing shares in the Bank, i.e. issuing 38,831,679 new shares, after taking approval from the concerned governmental bodies.	<input type="checkbox"/>	<input type="checkbox"/>
8. To receive report on the Bank's compliance with the Corporate Governance Guidelines and the Central Bank of Bahrain's requirements, as presented in the Annual Report.	<input type="checkbox"/>	<input type="checkbox"/>
9. Absolve the members of the Board of Directors from liability for their actions during the year ended 31/12/2015.	<input type="checkbox"/>	<input type="checkbox"/>
10. To appoint or re-appoint members of the Shari'a Supervisory Board for the year 2016 and to authorize the Board of Directors to determine their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>
11. To re-appoint Messrs. KPMG Fakhro as external auditors for the year ending on 31/12/2016 and authorize the Board of Directors to determine their remuneration, subject to the CBB approval.	<input type="checkbox"/>	<input type="checkbox"/>
12. To inform the AGM of the appointment of Mr. Mohammed Al Zarrouq Rajab as a Member of the Board of Directors representing Islamic Development Bank in place of Mr. Mohammed Hedi Mejai.	<input type="checkbox"/>	<input type="checkbox"/>
13. Appoint/elect the members of the Board of Directors for the next term of three years, subject to the CBB approval.	<input type="checkbox"/>	<input type="checkbox"/>
14. New matters that may arise as per Article 207 of the Commercial Companies' Law.	<input type="checkbox"/>	<input type="checkbox"/>
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1. To confirm the minutes of the previous two EGM meetings no (21) for 2014 held on Monday 3 Jumada Al Akhira 1436H corresponding to 23/3/2015, and no (22) held on Tuesday 14 Muharram 1437H corresponding to 27/10/2015.	<input type="checkbox"/>	<input type="checkbox"/>
2. To confirm the increase in issued and paid-up capital by issuing 4 shares against every 100 existing shares in the Bank, i.e. issuing 38,831,679 new bonus shares.	<input type="checkbox"/>	<input type="checkbox"/>
3. To authorize the Chairman or who-ever represent him, 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"/>