

PROXY TO ATTEND
THE ORDINARY & EXTRAORDINARY GENERAL MEETINGS OF ITHMAAR
HOLDING B.S.C. [formerly Ithmaar Bank B.S.C.] (THE "COMPANY")

I, _____ the undersigned, being a shareholder in Ithmaar Holding B.S.C. ("Company") do hereby appoint _____ to represent me and vote on my behalf at Company's Shareholders Ordinary & Extraordinary General Meetings which will be held on 30 March 2017, at 1 o'clock p.m. at Al Fanar Hall, Diplomat Radisson Blu Hotel, Diplomatic Area, Manama, Kingdom of Bahrain or any other day postponed to. The said proxy is authorised to vote on my behalf in the following matters:

Ordinary General Meeting Decisions	Yes	No
1. To read and approve the minutes of the previous Ordinary General Meeting of the Company held on 28 March 2016.		
2. To receive, discuss, and approve the Directors' Report on the Company's business for the financial year ended 31 December 2016.		
3. To receive the Sharia'a Supervisory Board's Report on the Company's business for the financial year ended 31 December 2016.		
4. To listen to the External Auditors' Report on the Company's Consolidated Financial Statements for the financial year ended 31 December 2016.		
5. To receive, discuss, and approve the Company's Consolidated Financial Statements for the financial year ended 31 December 2016.		
6. To adopt the Board of Directors' recommendation of the following allocations after obtaining the approvals from the competent authorities: a) Transfer the amount of 327,860 US Dollar to the legal reserve. b) Transfer the amount of 2,950,735 US Dollar to the retained profits.		
7. To discuss and approve the report on the Company's Corporate Governance for the financial year ended 31 December 2016 and the Company's compliance with the requirements of the Central Bank of Bahrain ("CBB").		
8. To absolve the members of the Board of Directors of the Company from any liability resulting from all actions taken during the financial year ended 31 December 2016.		
9. To approve the Board of Directors' recommendation on re-appointment of the External Auditors, PricewaterhouseCoopers for the year 2017, subject to CBB approval, and to authorise the Board of Directors to determine their remuneration.		
10. Any business matters arising in accordance with Article 207 of the Commercial Companies Law ("CCL").		

Extraordinary General Meeting Decisions	Yes	No
1. To read and approve the minutes of the previous Extraordinary General Meeting held on 28 March 2016.		
2. To discuss and approve amendments of the Memorandum of Association and Articles of Association of the Company to comply with the requirements of the Law no. (50) for the year 2014 amending certain provisions of Commercial Companies Law issued by the royal decree Law no. (21) for the year 2001, by redrafting the Memorandum of Association and Articles of Association to include all these amendments.		
3. To authorise the Board of Directors to amend the Memorandum of Association and Articles of Association of the Company to reflect the changes required as a result of items (2) above and to appoint any person from the management, third party or otherwise, as its attorney to act on behalf of and represent the Company before any governmental authority, be it the Ministry of Industry, Commerce and Tourism, the Notary Public or otherwise, as may be necessary or required to carry out and complete the arrangements contemplated above including signing any required amendments to the said Memorandum of Association and Articles of Association of the Company.		

Shareholder
Number: _____

Shareholder
Name: _____

Number of
shares: _____

Signature: _____

Note:

- 1) You may download the proxy from our website (www.ithmaarholding.com) or from the share registrar Fakhro Karvy Computershare WLL. The proxy must be delivered to Fakhro Karvy Computershare WLL, 7th Floor, Al-Zamil Tower, Government Road, Manama, Bahrain (Tel:+973 17215080) or Kuwait Clearing Company (Tel: +965 1841111) at least 24 hours prior to the meeting.
- 2) The appointed proxy shall neither be the Chairman nor a director or an employee of the Company.
- 3) To update shareholder information, please visit the Investor Relations on our website, www.ithmaarholding.com or contact Shareholder Affairs unit via email IR@ithmaarbank.com, or telephone +973 17585094 or 17568796.