

PROXY TO ATTEND THE ORDINARY GENERAL MEETING OF ITHMAAR HOLDING 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 General Meeting which will be held on 26 March 2018, at 1:30 pm at Acacia Ballroom, 2nd floor, Ramee Grand Hotel, Seef District, Kingdom of Bahrain or any other day postponed to. The said proxy is authorized 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 30 March 2017.		
2. To discuss, and approve the Directors' Report on the Company's business and financial position for the financial year ended 31 December 2017.		
3. To read the Sharia'a Supervisory Board's Report on the Company's business for the financial year ended 31 December 2017.		
4. To listen to the External Auditors' Report on the Company's Consolidated Financial Statements for the financial year ended 31 December 2017.		
5. To discuss and approve the Company's Consolidated Financial Statements for the financial year ended 31 December 2017.		
6. 6-1. To ratify and authorize the transactions that took place during the financial year ended 31 December 2017, with any related parties or major shareholders, as mentioned in Note No. (39) of the financial statements in line with Article 189 of the Bahrain Commercial Companies Law. 6-2. To review the expenses paid or will be paid to some of the Directors during the period from 2013 to 2017 against advisory services, in line with Article 188 of the Bahrain Commercial Companies Law (details in the explanatory memorandum).		
7. To discuss and approve the report on the Company's Corporate Governance for the financial year ended 31 December 2017 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 2017.		
9. To approve the Board of Directors' recommendation on re-appointment of the External Auditors, PricewaterhouseCoopers for the year 2018, 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.		

Shareholder
Name: _____

Number of
shares: _____

Signature: _____

Notes:

- 1) Proxy form may be obtained from the Company's website, Bahrain Bourse website, Bursa Kuwait website, Dubai Financial Market website and from the Company's head office, Al Seef Tower, Al Seef District, Manama, Kingdom of Bahrain or from the share registrar Messrs Bahrain Clear B.S.C. (Closed), and its address is at 4th Floor, Bahrain Financial Harbour, Kingdom of Bahrain. Proxies are required to be deposited with the Share Registrar 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.