

## PROXY TO ATTEND THE ANNUAL ORDINARY GENERAL MEETING OF ITHMAAR HOLDING B.S.C. (THE "COMPANY")

I, \_\_\_\_\_ the undersigned, being a shareholder of the Company do hereby appoint \_\_\_\_\_ (the "Appointed Proxy") to represent and vote on my behalf at the Company's Annual Ordinary General Meeting (the "Meeting") which will be held on Monday 25 March 2019, at 1:30 pm at Ramee Grand Hotel, Al Seef District, Kingdom of Bahrain or any other date or time shall the Meeting be postponed. The Appointed Proxy is authorized to vote on my behalf with respect to the following:

Agenda of the Annual Ordinary General Meeting	Yes	No
1. To receive and approve the minutes of the Ordinary General Meeting of the Company held on 26 of March 2018.		
2. To discuss and approve the Directors' Report on the Company's business and financial position for the financial year ended 31 December 2018.		
3. To receive the Sharia Supervisory Board's Report on the Company's business for the financial year ended 31 December 2018.		
4. To receive to the External Auditors' Report on the Company's Consolidated Financial Statements for the financial year ended 31 December 2018.		
5. To discuss and approve the Company's Consolidated Financial Statements for the financial year ended 31 December 2018.		
6. To ratify and authorize, as applicable, the transactions during the financial year ended 31 December 2018, with any related parties or major shareholders, as stated in Note No. 40 of the financial statements in accordance with Article 189 of the Bahrain Commercial Companies Law No. 21 for the year 2001 and its amendments ("BCCL").		
7. To review the expenses paid or will be paid to some of the Directors in relation to advisory services provided to the Company during the financial year ended 31 December 2018, in accordance with Article 188 of the BCCL (details in the explanatory memorandum).		
8. To discuss and approve the Board of Directors report on the Company's Corporate Governance for the financial year ended 31 December 2018 and the Company's compliance with the requirements of the Central Bank of Bahrain ("CBB").		
9. To discharge the Board of Directors of the Company from any liability resulting from the performance of their respective duties during the financial year ended 31 December 2018.		
10. To appoint / elect new members of the Board of Directors of the Company for the next three (3) years, subject to the approval of the CBB.		
11. To appoint new members of the Sharia Supervisory Board of the Company for the next three (3) years.		

12. To review and approve the aggregate benefits and remuneration of the members of the Sharia Supervisory Board for the financial year ending 31 December 2019.		
13. To adopt the Board of Directors' recommendation to re-appoint PricewaterhouseCoopers ME Limited as the external auditors of the Company for the financial year ending 31 December 2019, subject to the approval of the CBB, and to authorize the Board of Directors to determine their remuneration accordingly.		
14. Any other matters arising in accordance with Article 207 of the BCCL.		

<b>Name of shareholder</b>	
<b>Number of shares</b>	
<b>Signature:</b>	
<b>Date:</b>	

**Notes:**

- 1) This 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, Seef Tower, Al Seef District, Manama, Kingdom of Bahrain or from Bahrain Clear B.S.C. (Closed), and its address is at 4<sup>th</sup> Floor, Bahrain Financial Harbour, Kingdom of Bahrain Phone No: +973 17108833, Fax No: +973 17228061 or via email: [registry@bahrainclear.com](mailto:registry@bahrainclear.com) (the "Share Registrar"),.
- 2) Proxies are required to be deposited with the Share Registrar at least 24 hours prior to the Meeting.
- 3) The Appointed Proxy shall neither be the Chairman nor a director or an employee of the Company.