

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") the Meeting will be held on Sunday, 28 of March 2021, commencing at 1:30 p.m. electronically through Zoom videoconferencing application, 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 30 of March 2020.		
2. To discuss and approve the Directors' Report on the Company's business and financial position for the financial year ended 31 December 2020.		
3. To listen to the Sharia Supervisory Board's Report on the Company's business for the financial year ended 31 December 2020.		
4. To listen to the External Auditors' Report on the Company's Consolidated Financial Statements for the financial year ended 31 December 2020.		
5. To discuss and approve the Company's Consolidated Financial Statements for the financial year ended 31 December 2020.		
6. To adopt the Board of Directors' recommendation, subject to obtaining the approvals of the relevant governmental and regulatory authorities, to transfer the losses for the financial year ended 31 December 2020 amounting to 41,719,000 United States Dollars to the accumulated losses.		
7. To ratify and authorize, as applicable, the transactions during the financial year ended 31 December 2020, with any related parties or major shareholders, as stated in Note No. 37 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").		
8. To discuss and approve the Board of Directors report on the Company's Corporate Governance for the financial year ended 31 December 2020 and the Company's compliance with the requirements of the Central Bank of Bahrain ("CBB") and the BCCL.		
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 2020.		
10. To review and approve the aggregate benefits and remuneration of the members of the Sharia Supervisory Board for the financial year ending 31 December 2021.		
11. To adopt the Board of Directors' recommendation to appoint the external auditors of the Company for the financial year ending 31 December 2021,		

subject to the approval of the CBB, and to authorize the Board of Directors to determine their remuneration accordingly.		
12. Any other matters arising in accordance with Article 207 of the BCCL.		

Name of shareholder:	
Number of shares:	
Signature:	
Date:	

Notes:

- 1) Proxy forms may be obtained electronically from the Company's website www.ithmaaholding.com, Bahrain Bourse website or Dubai Financial Market website.
- 2) Shareholders are requested no later than 24 hours prior to the time of the Meeting, to submit the proxy form to Bahrain Clear, along with proof of identity documentation of the shareholder, and request the Meeting attendance link. The submission shall be made through an email to either huda.altarboosh@bahrainclear.com or heba.mahmood@bahrainclear.com.
- 3) Requests for electronic attendance will be accepted up until 15 minutes prior to the Meeting time.
- 4) The Appointed Proxy shall neither be the Chairman nor a director or an employee of the Company.