

Al Baraka Group

Minutes of the Ordinary General Assembly Meeting (23rd)

Electronic Meeting (e-AGM)

Held on 20th March, 2024

Pursuant to the provisions of the Bylaws of Al Baraka Group B.S.C, the Chairman HE Sheikh / Abdullah Saleh Kamel, on behalf of the Board, invited all shareholders to attend the e-Ordinary General Assembly Meeting (23rd) to be held in Manama, Kingdom of Bahrain at 01:00 after noon on Wednesday on 20th March 2024, under the administration of the Bahrain Clear Company.

The meeting was attended by the persons whose names are mentioned in the attendance sheet representing the shareholders, by authenticity or by proxy.

The General Assembly was chaired by Mr. Mohamed Ebrahim Alshroogi – Vice Chairman of the Board of Directors (“Chairperson”), and he opened the meeting by praising to Allah and peace and blessings be upon the Prophet, peace be upon his family and companions, and the attendees was as follows:

Representatives of the Ministry of Industry, Commerce:

Mr. / Ahmed Salman

Representatives of the Central Bank of Bahrain, Islamic Financial Institutions Supervision Directorate:

Ms. / Fatima Hasan Mohamed

Mr./ Abdulelah Ahmed Abdulwahab

Representative of the Central Bank of Bahrain, Financial Markets Supervision Directorate:

Mr. / Hussain Mohamed

Representative of Bahrain Bourse, Listing and Disclosure Department:

Ms. / Noora Al Mahmeed

Representative of the Unified Sharia Supervisory Board:

Sheikh Dr. Abdul Latif Mahmoud Al Mahmoud

Representative of PricewaterhouseCoopers (External Auditor):

Mr. / Elias Abi Nakhoul

The Chairperson welcomed all the attendees of the shareholders, representatives of the regulatory authorities, members of the Board of Directors, representatives of the Unified Shariah Supervisory Board and the external auditor at the meeting of the Ordinary General Assembly of Al Baraka Group, and thanked them for accepting the invitation to attend this virtual meeting and to participate in its activities electronically, and I congratulate everyone on the occasion of the holy month of Ramadan, asking the Lord Almighty to accept our fasting and good deeds.

The Chairperson after that, delivered his speech to the attendees as follows:

The Chairperson thanked Allah that we gathered once again, within this annual meeting, to present the Directors Report and the annual business and activities performance of Al Baraka Group during the year 2023.

As you all know, the past year was not without challenges, however, Al Baraka Group succeeded during the year 2023 in strengthening its ability to achieve profits and maintain a strong balance sheet despite the multitude of challenges it faced.

The Group's commitment to its core directions has contributed to strengthening its position throughout the region and achieving distinguished results. Our strong and agile business model has enabled us to adapt to changing economic conditions, proving the Group's ability to keep pace with local and regional conditions, and provide the best services and products to its customers. The Group's efforts to simplify its strategic directions and those of its subsidiaries ("Units") have also

contributed to preparing the Group and its Units to take full advantage of the opportunities available to them. In addition, the Group continued its efforts to rationalize operational costs and enhance digitization processes across its network, while accelerating digital transformation strategies for all major Units, with the aim of strengthening its position as a leading group in digital Islamic banking services in the world.

Looking ahead, the Group's strategic priorities will focus on enhancing revenue generation, particularly centered on income from transactional fees and non-financing activities efficiently, controlling costs on every Unit within the Group, generating improved quality of assets as well as prudent use of capital. Al Baraka Group embraces fully the ethic of sustainable and socially responsible approach in all its activities. The Group will also continue its journey on the path drawn by the founding father, Sheikh Saleh Abdullah Kamel, may God have mercy on him, in adhering to the principles and provisions of Islamic Shari'a in all its banking transactions and activities.

Let me now shed light on the Group's financial performance for the year 2023, as Al Baraka Group achieved a total operating income of 1.14 billion US dollars for the year 2023, and net income for the year amounted to 283.3 million US dollars, an increase of 18% over last year. Net income attributable to the shareholders of the parent company also increased to 144 million US dollars, a slight increase from what was achieved in 2022, which amounted to 143 million US dollars. The year witnessed a rise in profit margins in some subsidiaries and the major contributor to the net income was our subsidiary in Turkey in addition to our Banks in Jordan, Egypt and Algeria. Despite adverse foreign currency movements, the Group performed well, which is evidence of the efficient management of the resources and business.

The Group's total assets at the end of 2023 amounted to 25.2 billion US dollars. The total equity attributable to the shareholders of the parent company and sukuk holders amounted to 1.3 billion US dollars at the end of 2023.

And before opening this meeting, I would like to express, on my own behalf and on your behalf, my thanks and appreciation to the Central Bank of Bahrain and the Ministry of Industry and Commerce for the support and good cooperation throughout the past period, which has had a great impact on the success of the Group, and I also wish to extend my thanks and gratitude to all whoever contributed to preparing and organizing this meeting under the umbrella of Bahrain Clear Company.

Then, the Chairperson suggested the appointment of Mr. Abdul Malek Mezher - Head of Governance, Compliance & Board Affairs in the Group as Secretary of the Meeting, and all attended shareholders and proxyholders approved it, then, the Chairperson asked the meeting secretary to recite the attendance percentage, and it was read out as follows: The total number of shares represented by authenticity and proxy in this meeting amounted to (1,058,915,095) shares, out of the total subscribed shares of (1,242,879,755) shares, thus the percentage of shares represented in the meeting by authenticity and proxy is (85.20%) of the total shares, and the quorum of the meeting is therefore legal.

Then the meeting secretary explained that all resolutions taken by the Ordinary General Assembly are binding on all shareholders present and non-attending, and that the date of the General Assembly meeting has been announced in local newspapers, the Bahrain Bourse, the Group's website and the Group's social networking sites.

Then the Meeting's Secretary explained to all shareholders that the resolutions of the Ordinary General Assembly are issued by an absolute majority of the shares represented in the meeting, i.e. (51%) of the attendees' shares. Then, all items on the agenda were discussed as follows:

The First Item

To approve the minutes of the Ordinary General Assembly meeting held on March 22nd 2023

After presentation of the above item, the General Assembly by all its attended shareholders resolved the following:

The Resolution:

Approved the minutes of the Ordinary General Assembly (22nd) held on March 22nd, 2023.

The Second Item:

To discuss and approve the report of the Board of Directors on the activities of the Bank for the Financial Year ended on December 31st 2023

It was stated that the report of the Board of Directors has been announced to the shareholders before this Ordinary General Assembly Meeting at the Bahrain Bourse and, as well as on the Group's website, after which the General Assembly by all its attended shareholders resolved the following:

The Resolution:

Discussed and rarified the report of the Board of Directors on the activities of the Group for the financial year ended on December 31st 2023.

The Third Item

To review the Unified Sharia Supervisory Board's Report for the financial year ended on December 31st 2023.

Due to the occurrence of a technical problem with the audio settings of Sheikh Dr. Abdul Latif Al Mahmoud and the inability to address it in a timely manner, Dr. El

Tigani El Tayeb Mohammed, in his capacity as the Shari'a Controller and the Secretary of the Unified Shari'a Supervisory Board at the Group, read out the Sharia's report as distributed to the shareholders within the Group's annual report, which is available at the Group's website and the Bahrain Bourse websites, after which the General Assembly by all its attended shareholders resolved the following:

The Resolution:

Viewed the Unified Sharia Supervisory Board's Report for the Financial year ended on December 31st 2023.

The Fourth Item:

To review the External Auditors' report for the financial year ended on December 31st 2023.

The audit report for the financial year ended on 31/12/2023 was delivered by the external auditor (PricewaterhouseCoopers) representative Mr. Elias Abi Nakhoul, as distributed to the shareholders in the annual report of Al Baraka Group under the audited financial statements section as well as at the Group's website and the Bahrain Bourse website, after which the General Assembly by all its attended shareholders resolved the following:

The Resolution:

Viewed the External Auditors' report for the financial year ended on December 31st 2023.

The Fifth Item:

To discuss and approve the consolidated financial statements for the financial year ended on December 31st 2023.

It was explained to the shareholders and attendees that the summary of the final accounts have been included in the booklet distributed in advance, and the details of the consolidated financial statements for the financial year ended on 31/12/2023 had been previously announced to the public, which allowed the shareholders to review the financial statements and the notes contained therein regarding the consolidated financial statements prior to the meeting; after which the General Assembly by all its attended shareholders resolved the following:

The Resolution:

Discussed and approved the consolidated financial statements for the financial year ended on December 31st 2023.

The Sixth Item:

To approve the related parties' transactions as stated in note No. (25) of the above financial statements, which accommodates with the Article 189 of the Commercial Companies Law.

It was explained to the shareholders and attendees that the audited financial statements that were published before the meeting had included, under note 25, all transactions with related parties, which aligns with Article No 189 of the Commercial Companies Law; after which the General Assembly by all its attended shareholders resolved the following:

The Resolution:

Approved the related parties' transactions as stated in note No. (25) of the above financial statements, which accommodates with the Article No 189 of the Commercial Companies Law.

The Seventh Item:

To approve the following Board of Directors' recommendations, after obtaining the required official approvals:

- a. The transfer of 10% of the Net Income attributable to equity holders of the Parent amounting to US\$ 14,350,885 to the Statutory Reserve.
- b. The distribution of US\$ 12,357,047 as cash dividend to the shareholders registered on the record date (Excluding the treasury share), amounting to 1 US cent for each share equal to 1% of the par value of the share.
- c. The transfer of US\$ 116,800,916 to the Retained Earnings.

The above recommendations proposed by the Board of Directors were presented to the shareholders with a note that they have been published as part of the Directors' Report for the year 2023 and at the websites of the Group and the Bahrain Bourse, after which the General Assembly by all its attended shareholders resolved the following:

The Resolution:

- A. Approved the transfer of 10% of the Net Income attributable to equity holders of the Parent amounting to US\$ 14,350,885 to the Statutory Reserve;
- B. Approved the distribution of US\$ 12,357,047 as cash dividend to the shareholders registered on the record date (Excluding the treasury share), amounting to 1 US cent for each share equal to 1% of the par value of the share; and
- C. Approved the transfer of US\$ 116,800,916 to the Retained Earnings.

The Eighth Item:

To approve a remuneration of US\$ 1.5 Million to the Members of the Board of Directors for the financial year ended on December 31st 2023, after obtaining the required approval from the Minister of Industry & Commerce

The shareholders of the General Assembly were called to consider the recommendation of the Board of Directors to approve the disbursement of the amount of US\$ 1.5 million as a remuneration for the members of the Board of Directors, noting that the Group had received the approval of His Excellency the Minister of Industry and Commerce to disburse the aforementioned remuneration amount; after which the General Assembly by all its attended shareholders resolved the following:

The Resolution:

Approved the disbursement of US\$ 1.5 Million as remuneration to the Members of the Board of Directors for the financial year ended on December 31st 2023.

The Ninth Item:

To review the Corporate Governance Report as per the instruction of the Central Bank of Bahrain:

- a. To review the evaluation of the Board, Board Members and Board Committees (included in the annual report distributed to shareholders).
- b. To review the board members attendance percentage report for the board meetings for the year 2023 (included in the annual report distributed to shareholders).

It was explained to the shareholders and attendees that the Annual Corporate Governance Report has been published at the Group's website, Bahrain Bourse website, in addition to the evaluation of the board of directors, members of the board, the board committees and the Unified Sharia Supervisory Board. The shareholders were also informed of the results of the percentage report of the attendance of the members of the Board of Directors to the meetings of the board for the year 2023, after which the General Assembly by all its attended shareholders resolved the following:

The Resolution:

- A. Reviewed the Corporate Governance Report in accordance to the Central Bank of Bahrain regulations;
- B. Reviewed the evaluation of ABG's Board, Board Members, Board Committees and Unified Sharia Supervisory Board; and
- C. Reviewed the Board Members' attendance percentage report for the board meetings held for the year 2023.

The Tenth Item:

To authorize the management of Al Baraka Group to pay an amount of US\$ 576,295 as zakat on behalf of all shareholders amounting to US Cent 0.05 for each share, and to approve that the amount to be deducted directly from the retained earnings, and the management has the right to authorize whomever it deems appropriate to distribute the Zakat to the parties entitled to it

After reviewing this item, the General Assembly by all its attended shareholders resolved the following:

The Resolution:

Approved and authorized the management of Al Baraka Group to pay an amount of US\$ 576,295 as zakat on behalf of all shareholders amounting to US Cent 0.05 for each share, and to approve that the amount to be deducted directly from the retained earnings, and the management has the right to authorize whomever it deems appropriate to distribute the Zakat to the parties entitled to it.

The Eleventh Item:

To absolve the Directors from liability for the Financial Year ended on December 31st 2023

The shareholders were asked to exercise their right to consider absolving the Chairman and Members of the Board of Directors of their actions during the financial year ended on 31/12/2023, after which the General Assembly by all its attended shareholders resolved the following:

The Resolution:

Approved to absolve the Directors from liability for the Financial Year ended on December 31st 2023.

The Twelfth Item:

To approve the aggregate benefits and remuneration of US\$ 105,000 to the members of the Unified Sharia Supervisory Board for the financial year ended on December 31st 2023

It was explained to the shareholders that the aggregate benefits and rewards for members of the Unified Sharia Supervisory Board for the financial year ended on 31/12/2023 have been included in the Group's Corporate Governance Report, which was published 14 calendar days before the meeting at the Bahrain Bourse website, as well as the Group's website, after which the General Assembly by all its attended shareholders resolved the following:

The Resolution:

Approved the aggregate benefits and remuneration of US\$ 105,000 to the members of the Unified Sharia Supervisory Board for the financial year ended on December 31st 2023.

The Thirtieth Item:

To ratify the recommendation of the Board of Directors to re-appoint Messrs. PricewaterhouseCoopers as External Auditors for Al Baraka Group for the financial year ending on December 31st 2024, and to authorize and empower the Board of Directors or its delegate to determine their remuneration, subject to the approval of the Central Bank of Bahrain

After requesting the representative of the external auditor to kindly leave the session before the start of the discussion of this item, in compliance of the best good practices in the field of governance, the General Assembly reviewed this item as per the recommendation submitted by the Board of Directors to re-appoint (PricewaterhouseCoopers) as auditors of the Bank's accounts for the financial year ending on 31/12/2024 and to authorize the Board of Directors and granting them the right to determine their fees, nothing that the Group had already received the Non-objection letter from the Central Bank of Bahrain for the appointment of PricewaterhouseCoopers as auditors of the Bank's accounts for the financial year ending on 31/12/2024, after which the General Assembly by all its attended shareholders resolved the following (there is one shareholder who did not vote on this item and has 666,350 shares, representing 0.05% of the capital)::

The Resolution:

Approved and ratified the recommendation of the Board of Directors to re-appoint Messrs. PricewaterhouseCoopers as External Auditors for Al Baraka Group for the financial year ending on December 31st 2024, and to authorize and empower the Board of Directors or its delegate to determine their remuneration, subject to the approval of the Central Bank of Bahrain.

The Fourteenth Item:

To discuss any urgent matter arises according to Article 207 of Commercial Companies Law No. 21/2001 and its amendments

There was no discussion of any urgent matter arises in accordance with Article 207 of the Commercial Companies Law No. 21/2001 and its amendments.

After that, the Chairperson announced the end of the agenda of the Ordinary General Meeting, and requested the shareholders to authorize the Chairperson and the

Secretary to sign on minutes of the both meetings, where the shareholders agreed to that.

In conclusion, the Chairperson of the General Assembly took this opportunity to present on behalf of himself and on behalf of the members of the Board of Directors, the executive management and all employees of Al Baraka banks sincerely thanks and appreciation to His Majesty King Hamad bin Isa Al Khalifa, and the Crown Prince, the Prime Minister His Royal Highness Prince Salman bin Hamad Al Khalifa.

The thanks also go to the Ministry of Industry and Commerce, the Central Bank of Bahrain, the Bahrain Bourse, and to the esteemed shareholders of Al Baraka, the central banks and the regulatory authorities in countries where the Group's units are located for their support to the activities of the Group.

The meeting was adjourned at 02:00 pm.

Mr. Mohamed Alshroogi

The Chairperson of the General Assembly

Abdul Malek Mezher

The Secretary of the General Assembly