

## PROXY FORM FOR THE ANNUAL ORDINARY GENERAL MEETING AND EXTRAORDINARY GENERAL MEETING

I, the undersigned \_\_\_\_\_, being a shareholder in Bank ABC (Arab Banking Corporation B.S.C.) appoint any ONE of the below persons acting individually:

1. Ms. Noor Hasan Ali Ahmed Radhi;
2. Mr. Saifuddin Mahmood Ukil Ahmed Talurder;
3. Mr. Ahmed Abbas Yusuf Ahmed Abdulla; or
4. Mr. Hasan Mahmood Mansoor Mohamed Hasan Al Koofi,

to represent me and vote on my behalf in the annual ordinary general meeting and extraordinary general meeting to be held virtually at 12:00 noon and around 1:30 PM respectively on Sunday, 21 March 2021, or any subsequent adjournment of these meetings.

### AGM Agenda:

	YES	NO	ABSTAIN
1. To approve the minutes of the past annual ordinary general meeting of the Bank dated 19 April 2020.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To discuss and approve the Report of the Board of Directors about the activities of the Bank for the financial year ended 31 December 2020.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To consider and acknowledge the Report of the Auditors concerning the Consolidated Financial Statements for the financial year ended 31 December 2020.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To discuss and approve the Consolidated Financial Statements for the financial year ended 31 December 2020.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To discuss and authorize the Board of Directors to borrow by issuing loan bonds and set out the requirements and terms of borrowing and the special conditions relating to the issuance, subject to approval of the Central Bank of Bahrain.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To approve a remuneration of US\$ 1,212,500 to the Members of the Board of Directors for the year 2020, subject to approval of the Ministry of Industry, Commerce and Tourism.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To approve the Directors' remuneration policy, subject to approval of the extraordinary general assembly to amend Article 28 of the Articles of Association of Bank ABC, and the approval of the Ministry of Industry, Commerce and Tourism on the amendment.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To discuss and approve the Corporate Governance Report for the year 2020 as per the requirements of the Central Bank of Bahrain.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To absolve the Directors from liability for the financial year ended 31 December 2020.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Subject to approval of the Central Bank of Bahrain, to re-appoint Messrs Ernst & Young as auditors of the Bank for the financial year ending 31 December 2021, and to authorise the Board of Directors to fix their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Update on related party transactions pursuant to Article 189 (c) of the Commercial Companies Law and as set out in note 27 of the Consolidated Financial Statements for the financial year ended 31 December 2020.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Any other business under article 207 of the Commercial Companies Law.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**EGM Agenda:**

	YES	NO	ABSTAIN
1. To approve the amendment of Article 28 of the Articles of Association of Bank ABC, subject to approval of the Ministry of Industry, Commerce and Tourism and the Central Bank of Bahrain's approval as follows:	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<p>Article 28</p> <p>(a) "The General Assembly shall fix the variable remuneration of the Members of the Board of Directors. The aggregate value of such remuneration shall not exceed 10% of the net profits after allowance has been made for depreciation, transfer to reserves and distribution to the shareholders of a dividend equal to not less than 5% of the capital or any higher percentage provided for by these Articles of Association.</p> <p>(b) Notwithstanding the provisions of paragraph (a), Members of the Board of Directors of the Corporation may be compensated (in accordance with a policy as approved by the General Assembly from time to time) by flat fees, which shall be composed of a combination of a cash retainer, attendance/ sitting fees, and allowances, as determined by the policy. Such flat fees shall be funded annually from the expense account of the Corporation to assist the Corporation in attracting, retaining and motivating Directors of the quality needed to run the Corporation successfully."</p>			
2. To authorize and empower the Board of Directors or its delegate to take the necessary action, to effect the amendment of Article 28 of the Articles of Association of Bank ABC.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To authorize the Group Chief Executive Officer of Bank ABC (or its delegate) to appear before the notary public to sign any document to effect the amendment in the Kingdom of Bahrain, as well as to submit any necessary applications to the Central Bank of Bahrain, the Ministry of Industry, Commerce and Tourism, the Bahrain Bourse and any other governmental authorities in the Kingdom of Bahrain to complete the amendment or satisfy any other related requirements.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Any other business under article 207 of the Commercial Companies Law	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Shareholder No: \_\_\_\_\_

No. of Shares: \_\_\_\_\_ Percentage: \_\_\_\_\_%

Signature: \_\_\_\_\_ Date: \_\_\_\_\_

**Note:**

- The proxy form should be deposited at least 24 hours prior to the proposed date for holding the AGM/EGM with the registrars, Kfin Technologies (Bahrain) W.L.L of PO Box 514, Manama, Kingdom of Bahrain, Fax No. +973 17 212 055.
- The above appointed proxy shall neither be the Chairman nor a director or an employee of the Bank.