Al Salam Bank-Bahrain

Invitation to The Ordinary General Assembly Meeting (1/2015)

24 February 2015



The Chairperson of the Board of Directors of Al Salam Bank-Bahrain (BSC) cordially invites the shareholders to attend the **Ordinary General Assembly Meeting** to be held on **Tuesday 24 February 2015, at 11:00 a.m.** at Al Murjan Ballroom 1,2 Movenpick Hotel, Kingdom of Bahrain. In case the quorum was not reached on this first meeting, the second meeting will be held on **Tuesday 3 March 2015**, and if the quorum was not reached on the second meeting, the third meeting will be held on **Tuesday 10 March 2015** at the same venue and time.

The Agenda:

1. To approve the minutes of the previous AGM meeting held on 3 March 2014.
2. To discuss and approve the Board of Directors' report on the Bank's activities for the year ended 31 December 2014.
3. To receive the Shari'a Supervisory Board's report for the year ended 31 December 2014.
4. To receive the external auditor's report for the year ended 31 December 2014.
5. To review and approve the financial statements for the year ended 31 December 2014.
6. To appropriate the net profit for the year ending 2014 upon the recommendations of the Board of directors as follows:
   a. Transfer of BD1,555,000 to statutory reserves.
   b. Distribution of dividends of 5 fils per share or 5% of the paid up share capital, amounting to BD10,705,000 for the year ended 31 December 2014.
   c. Approve Board of Directors remuneration in the aggregate amount of BD329,000 for the year ended 31 December 2014.
7. To receive report on the Bank's compliance with the Corporate Governance Guidelines and the Central Bank of Bahrain's requirements.
8. To absolve the members of the Board from liability for their actions during the year ended 31 December 2014.
9. Approve the remuneration framework in the Bank in compliance with the Central Bank of Bahrain's requirements.
10. To appoint or re-appoint members of the Shari'a Supervisory Board for the next three years.
11. Reappointment of Ernst & Young as external auditors for the year ending 31 December 2015 and authorize the Board of Directors to determine their remuneration, subject to the approval of the Central Bank of Bahrain.
12. Suggest limiting the number of Directors for the coming term to 10 directors.
13. Appoint/elect the members of the Board of Directors for the next term of three years, subject to the approval of the Central Bank of Bahrain.
14. New matters that may arise as per Article 207 of the Commercial Companies' Law.

Shaikha Hessa Bint Khalifa Al Khalifa
Chairperson

Important notice to the shareholders:

1. You can download the consolidated financial statements for the year ended 31 December 2014 and a copy of the Proxy form from the Bank's web site: www.alsalambahrain.com.
2. Shareholders whose names are registered in the share register of the Bank on the date of the Meeting are entitled to attend in person, or appoint in writing a Proxy to attend, the meeting and vote on behalf of such shareholder provided such Proxy is not a director or employee of the Bank (unless the Proxy is a first degree relative of that shareholder).
3. In the case of an institutional shareholder, the representative attending the meeting must submit a letter of appointment of representative duly appointing the relevant person as the respective shareholders representative. The appointment must be in writing, issued by an authorized person of the institution, sealed under the company's stamp and provided prior to the Submission Deadline.
4. For submission of Proxy or representative authorization documents ("Appointment Documents"), the "Submission Deadline" shall mean receipt of the relevant documents by Al Salam Bank-Bahrain, MS Center, Building 22, Avenue 58, Seef District 436, P.O. Box 18282, Manama, Kingdom of Bahrain, **no later than 24 hours before meeting date**. Appointment Documents may be provided by hand delivery, post, or facsimile transmission (fax no.: +973 1756 0223) or by E-mail: investors@alsalambahrain.com provided same are received prior to the Submission Deadline. Appointment Documents received after the Submission Deadline shall be invalid for the purposes of the meeting.
5. Shareholders who wish to nominate themselves or their representatives for the Board of Directors' membership for the next term should fill the CBB-approved "Form 3" which can be downloaded from the Bank's website, www.alsalambahrain.com, then send the original form **signed with "blue ink"** with the required information and documents **before 14 February 2015** to the Corporate Communication and Investor Relations Department **by hand or by a courier to the above mentioned address**, in order to forward them to the concerned supervisory body for official approval before the meeting date.
6. For any inquiry please contact the Investor Relations Department on: +973 1756 0222.