الإثمار القابضة
Ithmaar Holding

ITHMAAR HOLDING B.S.C. (THE "COMPANY")

INVITATION FOR THE ORDINARY GENERAL MEETING OF THE COMPANY

Ithmaar Holding B.S.C. Board of Directors cordially invites the shareholders of the Company ("**Shareholders**") to attend the Ordinary General Meeting of the Company (the "**Meeting**"). The Meeting will be held on Monday 26 March 2018 commencing at 1:30 pm at Acacia Ballroom, 2nd floor, Ramee Grand Hotel, Seef District, Kingdom of Bahrain, to discuss items set forth in the agenda below. If the quorum is not available for the Meeting, the second Meeting will be held on Wednesday 4 April 2018 at the same time and venue. If the quorum is not available for the second Meeting, the third Meeting will be held on Thursday 12 April 2018 at the same time and venue regardless of the number of the shareholders who will attend.

THE AGENDA:

1. To read and approve the minutes of the previous Ordinary General Meeting of the Company held on 30 March 2017.

2. To discuss and approve the Directors' Report on the Company's business and financial position for the financial year ended 31 December 2017.

3. To read the Sharia'a Supervisory Board's Report on the Company's business for the financial year ended 31 December 2017.

4. To listen to the External Auditors' Report on the Company's Consolidated Financial Statements for the financial year ended 31 December 2017.

5. To discuss and approve the Company's Consolidated Financial Statements for the financial year ended 31 December 2017.

6. 6-1. To ratify and authorize the transactions that took place during the financial year ended 31 December 2017, with any related parties or major shareholders, as mentioned in Note No. (39) of the financial statements in line with Article 189 of the Bahrain Commercial Companies Law.

   6-2. To review the expenses paid or will be paid to some of the Directors during the period from 2013 to 2017 against advisory services, in line with Article 188 of the Bahrain Commercial Companies Law (details in the explanatory memorandum)

7. To discuss and approve the report on the Company's Corporate Governance for the financial year ended 31 December 2017 and the Company's compliance with the requirements of the Central Bank of Bahrain ("**CBB**").

8. To absolve the members of the Board of Directors of the Company from any liability resulting from all actions taken during the financial year ended 31 December 2017.

9. To ratify the appointment of Sheikh / Mohamed Abdulla El Kheriji and Mrs Elham Ebrahim Abdulla Hassan as directors on the Board of Directors.

10. To approve the Board of Directors' recommendation on re-appointment of the External Auditors, PricewaterhouseCoopers for the year 2018, subject to CBB approval, and to authorize the Board of Directors to determine their remuneration.

11. Any business matters arising in accordance with Article 207 of the BCCL.

NOTES:

1. Each Shareholder, regardless of the number of the shares he owns, shall have the right to attend the Meeting, and shall have a number of votes equal to the number of shares he owns in the Company. Any provision or decision to the contrary shall be null and void. Any Shareholder may delegate a person from among the Shareholders or others to attend the Meeting on his behalf, provided that this person shall not be the Chairman of the Board of Directors or from among the members of the Board of Directors or from among the members of the Company's staff. However, this shall not prejudice the right to delegate a first-degree relative. Legal representatives of the members lacking capacity or under legal incapacity shall represent them in the Meeting (Article 203 of the BCCL).

2. Shareholders are requested to present the proxy form to the Company or Bahrain Clear B.S.C. (Closed), Bahrain Financial Harbour, Harbour Gate, Level 4 | P.O. Box 3203, Manama, Bahrain, no later than 24 hours prior to the time of the Meeting. Proxy forms may be obtained from the offices of Bahrain Clear.

3. Copies of the Board of Directors report and financial statements of the year ended on 31 December 2017 and the explanatory memorandum may be obtained from the Company's website, Bahrain Bourse website, Boursa Kuwait website, Dubai Financial Market website and from the Company's head office, Al Seef Tower, Al Seef District, Manama, Kingdom of Bahrain or from the share registrar.

HRH Prince Amr Mohammed Al Faisal

Chairman of the Board of Directors

4 March 2018