



I, the undersigned being a Shareholder in Bahrain Middle East Bank B.S.C., appoint holder of CPR / Passport No. to represent me and vote on my behalf at the Ordinary and Extraordinary General Meeting due to be held at the Bahrain Conference Centre, The Crowne Plaza Hotel, Bahrain at 10:00 AM on 22 October 2017 or any subsequent adjournment thereof.

I confirm below (x) how the appointed proxy should vote:

<u>Ordinary General Meeting Agenda:</u>	<u>For</u>	<u>Against</u>	<u>Abstain</u>
1. Review and approve the Minutes of the Ordinary General Assembly Meeting of the Shareholders held on 16 February 2017.			
2. Accept the resignation of Shaikh Abdulla Ali Al-Khalifa Al Sabah from his position as Deputy Chairman and Board member of the Bank.			
3. Approve the appointment of Mr. Murat Solak as Board Member of the Bank and Authorized Signatory (solely).			
4. Approve the appointment of Mr. Govindan Swaminathan as Independent Board Member of the Bank.			
5. Approve the resignation of Mr. Salim Ali as Independent Board Member of the Bank			
6. Remove Mr. Ritchie Leonard Charles Skelding from the list of Authorized Signatories in the Commercial Registration Information of the Bank.			



7. Add Mr. Gaurav Baid , who serves in the position of Chief Financial Officer, to the list of Authorized Signatories (Solely) in the Commercial Registration Information of the Bank.			
8. Appoint and authorize Zeenat Al Mansoori & Associates to carry out the requisite procedures to update the Commercial Registration Information of the Bank to give effect to any changes in the Directors and Authorized Signatories as resolved by the Ordinary General Meeting.			
<u>EGM Agenda:</u>			
1. Review and approve the Minutes of the Extraordinary General Assembly Meeting of the Shareholders held on 26 November 2014.			
2. Approve the increase of Issued Capital and Paid Up Capital from USD 60,500,831.50 comprising of 242,003,326 shares (of a Nominal Value of USD 0.25 each) up to USD 121,001,663.00 through the issuance of up to 242,003,326 new ordinary shares to increase the total number of shares up to 484,006,652 shares (the Rights Issue). The Rights Issue will be carried out in accordance with the Shareholders' pre-emptive rights.			
3. Approve exemption from and waiver of any conditions precedent to increase in any Shareholder's shares up to 30% or more of the Issued and Paid Up shares of the Bank from the subscription to the new shares, including exemption from the requirement to make a mandatory offer to all Shareholders in accordance with the Takeovers, Mergers and Acquisitions Module (TMA), subject to the approval of the Central Bank of Bahrain and such approvals from any other Governmental authorities as may be required in this regards.			
4. Authorize Board of Directors, on behalf of the Bank, to determine the terms and conditions of the Rights Issue and take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the Rights Issue and to further delegate this authority to management as they see fit..			



5. Amend Article (7) of the Memorandum of Association and Article (7) of the Articles of Association of the Bank to carry into effect Resolutions (2) and (3).			
6. Appoint Zeenat Al Mansoori & Associates to sign the Contracts of Amendment to the Memorandum of Association and the Articles of Association of the Bank on behalf of the Shareholders and take all actions and do all such acts, deeds, matters and things as it may deem necessary to effect the registration of the increase of Issued Capital and Paid Up Capital of the Bank, and the change to the Articles of Association, and carry into effect the foregoing Resolutions as may be determined in the EGM of the Shareholders.			

Date:

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Shareholder Number:

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Shareholder Name:

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Number of Shares held:

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Signature(s):

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