



**BAHRAIN
MIDDLE EAST
BANK**
بنك البحرين والشرق الاوسط

**ORDINARY & EXTRA ORDINARY
GENERAL MEETING
26 March 2020
PROXY FORM**

I/We, the undersigned being a Shareholder in Bahrain Middle East Bank B.S.C., appoint holder of CPR / Passport No. to represent me/us and vote on my/our behalf at the Ordinary General Meeting due to be held at the Bahrain Conference Centre, The Crowne Plaza Hotel, Bahrain at 10:00 AM on 26 March 2020 or any subsequent adjournment thereof.

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

Ordinary General Meeting Agenda:	For	Against	Abstain
1. Review and approve the Minutes of the Ordinary General Assembly Meeting of the Shareholders held on 6 January 2020.			
2. Presentation and approval of the Report of the Board of Directors on the Bank's business activities for the year ended 31 December 2019.			
3. Presentation and approval of the Auditors' Report for the year ended 31 December 2019.			
4. To discuss and approve the consolidated financial statements for the year ended 31 December 2019.			
5. To discuss and approve the report on Corporate Governance and compliance with the Central Bank of Bahrain's and the Ministry of Commerce, Industry and Tourism's requirements for year 2019.			
6. To report on any related party transactions that have taken place in the year ended on 31 December 2019 as outlined in note (25) of the consolidated financial statements in compliance with article 189 of the Commercial Companies Law of the Kingdom of Bahrain. of 2001, as amended.			
7. Discharge those Members of the Board of Directors who are currently registered in the Bank's CR Information with the Ministry of Industry, Commerce and Tourism from any liability in respect of the Financial Year ended 31 December 2019.			
8. Appointment of External Auditors for the Financial Year ending 31 December 2020 and authorize the Board of Directors to fix their remuneration, subject to approval of Central Bank of Bahrain.			

<u>Extra-Ordinary General Meeting Agenda:</u>	<u>For</u>	<u>Against</u>	<u>Abstain</u>
1. Review and approve the Minutes of the Extra Ordinary General Assembly Meeting of the Shareholders held on 21 March 2018.			
2. To discuss the subject of the Bank's continuity the circumstance of the Bank's loss for 2019 is equivalent to its reserves and three-fourths of its share capital in accordance with Article (58) para. (3) and para. (7) of the Bank's Amended and Restated Articles of Association and in accordance with Article (320) (c) of the Commercial Companies Law of the Kingdom of Bahrain of 2001, as amended			

Date:

Shareholder Number:

Shareholder Name:

Number of Shares held:

Signature(s):

Please Note:

1. This Proxy Form must be in writing signed by the shareholder or the shareholder's attorney or, if the shareholder is a corporation, be signed by a duly authorised representative of the corporation with the corporation's stamp affixed on the Proxy form.
2. The proxy forms should be submitted at least 24 hours prior to the meeting to the Share Registrar (Bahrain Clear B.S.C(c)) at their office) – Bahrain Financial Harbor, 4th Floor. Phone: +973 17108833, email: registry@bahrainclear.com
3. The Proxy or the representative as appointed above shall carry an identity card with signature to the meeting as proof of identity and signature.
4. If you wish your proxy to cast your votes "For" or "Against" a resolution you may insert an 'X' in the appropriate box. If you do not wish your proxy to vote on any particular resolution, you may insert an 'X' in the 'Abstain' box. An 'Abstain' is not a 'vote' and will not be counted in the calculation of the votes in relation to a resolution. If you do not indicate how your proxy is to vote, you will be deemed to have authorized your proxy to vote or to withhold your vote as your Proxy thinks appropriate. Your Proxy will also be entitled to vote at his or her discretion on any other resolution properly put to the OGM/EGM.