

## INVITATION TO THE ANNUAL GENERAL MEETING

The Board of Directors of Bank ABC (Arab Banking Corporation B.S.C.) is pleased to invite you to attend the Bank's annual ordinary general meeting to be held at 12:00 noon on **Sunday, 24 March 2019**, at ABC Tower, Diplomatic Area, Manama, Kingdom of Bahrain. The alternate date for the meeting in the absence of a quorum will be **Sunday, 31 March 2019** at the same time and location. The alternate date for the meeting in the absence of a quorum will be **Sunday, 7 April 2019** at the same time and location.

### Agenda:

1. To approve the minutes of the past annual ordinary general meeting of the Bank dated 25 March 2018.
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 2018.
3. To consider and acknowledge the Report of the Auditors concerning the Consolidated Financial Statements for the financial year ended 31 December 2018.
4. To discuss and approve the Consolidated Financial Statements for the financial year ended 31 December 2018.
5. To approve the recommendation of the Board of Directors for appropriation of profits for the financial year ended 31 December 2018 as follows:
  - 5.1 The transfer of US\$20,199,200 to the legal reserve.
  - 5.2 Cash payment of 3% dividend or 3 cents for each outstanding share (net of treasury shares) for approximately a total of US\$92.9 million starting from 3 April 2019.
  - 5.3 Transfer of the remaining balance of US\$88,858,800 to the retained earnings.
6. To update the Meeting on the market making arrangement approved by the shareholders to enhance the liquidity of Bank ABC's shares, and, subject to the approval of the Central Bank of Bahrain, authorize the Board to take all necessary steps to renew the market making arrangement and extend its operation for up to a further three years term.
7. To discuss and approve the Corporate Governance Report for the year 2018 as per the requirements of the Central Bank of Bahrain.
8. To absolve the Directors from liability for the financial year ended 31 December 2018.
9. 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 2019, and to authorise the Board of Directors to fix their remuneration.
10. Subject to the approval of the Central Bank of Bahrain, to elect Members for the Board of Directors on its Thirteenth Term.
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 2018.
12. Any other business under article 207 of the Commercial Companies Law.

### Important notice to shareholders:

- Copies of the Report of the Board of Directors, together with the Consolidated Balance Sheet, the Profit and Loss Account and the Report of the Auditors for 2018 will be made available in English and Arabic languages by the first week of March 2018 at ABC Tower, Diplomatic Area, Manama, Kingdom of Bahrain, and on the Bank's website ([www.bank-abc.com](http://www.bank-abc.com)).
- Any Shareholder registered in the Bank's share register on the date of the AGM meeting is entitled to attend the meeting or to appoint a proxy to attend and vote on the Shareholder's behalf, taking into consideration that the proxy shall not be the chairman, a director or an employee of the Bank. The form of the proxy is enclosed and that the proxy is to be received 24 hours before the meeting.
- If the shareholder is a company, the proxy that will attend the meeting must submit a letter of authorisation from the shareholder stating that he/she is the designated proxy. The authorisation must be in writing and issued by the authorised representative of the company with the company's seal. It must be submitted before the deadline for submitting proxies.
- The proxy letter must be submitted at least 24 hours before the AGM meeting is convened (at the Bank ABC head office in the Diplomatic Area in Manama, Kingdom of Bahrain). The proxy letter can be submitted by hand or by post (at the Bank ABC head office, Building 152, Road 1703, Block 317, Diplomatic Area, Manama, Kingdom of Bahrain), by fax (number +97317531311) or by email ([ShareholderRelations@bank-abc.com](mailto:ShareholderRelations@bank-abc.com)), making sure it is submitted before the deadline. It is important to note that proxy letters submitted after the deadline will be considered void and will not be accepted.
- For further details please contact the Public Relations and Shareholders Relations Unit at the Bank (+97317543222).

**Kingdom of Bahrain**  
10 February 2019

**Saddek Omar El Kaber**  
Chairman

**Head Office**

P.O. Box 5698, Manama, Kingdom of Bahrain (CR: 10299)  
Bank ABC (Arab Banking Corporation B.S.C.) is licensed as  
a conventional wholesale bank by the Central Bank of Bahrain

**المكتب الرئيسي**

ص.ب. 5698، المنامة، مملكة البحرين (س.ت. 10299)  
بنك ABC (المؤسسة العربية المصرفية ش.م.ب.)  
مرخص كبنك جملة تقليدي من قبل مصرف البحرين المركزي