

ITHMAAR HOLDING B.S.C. (THE "COMPANY") INVITATION FOR THE ORDINARY GENERAL MEETING OF THE COMPANY

The Board of Directors of the Company 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 Thursday 29th of August 2019 commencing at 1:30 pm at Ramee Grand Hotel & Spa, Seef District, Kingdom of Bahrain, to discuss items set forth in the following agenda. In the event that the quorum for the Meeting is not achieved, a second Meeting will be held on Thursday 5th of September 2019 at the same time and in the same venue. In the event that the quorum for the second Meeting is not achieved, a third Meeting will be held on Thursday 12th of September 2019 at the same time and in the same venue, regardless of the number of the shareholders who will be in attendance.

AGENDA OF THE ORDINARY GENERAL MEETING:

1. To receive and approve the minutes of the Ordinary General Meeting of the Company held on 25 March 2019.
2. To discuss and approve the proposal of the Company's Board of Directors in respect of the proposed voluntary delisting of the Company's shares from Boursa Kuwait and the reasons thereto.
3. To authorize the Board of Directors to appoint any person from the management or third party, as its attorney to act on behalf of and represent the Company before any governmental authority, be it Bahrain Bourse, Ministry of Industry, Commerce and Tourism, the Notary Public, Boursa Kuwait, Kuwait's Capital Markets Authority, or otherwise, as may be necessary or required to carry out and complete the arrangements contemplated in Agenda Item 2.
4. Any other matters arising in accordance with Article 207 of the Bahrain Commercial Companies Law ("BCL").

NOTES:

1. Each Shareholder, regardless of the number of the shares he or she owns, shall have the right to attend the Meeting, and shall have a number of votes equal to the number of shares he or she owns in the Company. Any provision or decision to the contrary shall be null and void.
2. Any Shareholder may appoint a proxy to attend the Meeting on their behalf, provided that the proxy holder may not be the Chairman of the Board of Directors, Director serving on the Board of Directors or an employee of the Company. 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).
3. Shareholders intending to appoint a proxy to represent them at the Meeting are requested to present the proxy form to the Company or Bahrain Clear B.S.C. (Closed) no later than 24 hours prior to the time of the Meeting. Proxy forms may be obtained from the offices of Bahrain Clear in Level 4, Harbour Gate, Bahrain Financial Harbour, Manama, Kingdom of Bahrain.

Amr Mohammed Al Faisal
Chairman of the Board of Directors
7 August 2019