

31 December 2019

**ANNOUNCEMENT OF NATIONAL BANK OF BAHRAIN B.S.C.'s (the "OFFEROR" or "NBB")
OFFER TO ACQUIRE UP TO 100% OF THE ISSUED AND PAID UP ORDINARY SHARES OF
BAHRAIN ISLAMIC BANK B.S.C. (the "OFFEREE" or "BISB") BECOMING UNCONDITIONAL
AS TO ACCEPTANCES TO THE SHAREHOLDERS OF THE OFFEREE**

DISCLAIMER STATEMENT

THE CENTRAL BANK OF BAHRAIN ("CBB") AND BAHRAIN BOURSE ASSUME NO RESPONSIBILITY FOR THE CONTENTS OF THIS ANNOUNCEMENT, MAKE NO REPRESENTATION AS TO ITS ACCURACY OR COMPLETENESS AND EXPRESSLY DISCLAIM ANY LIABILITY WHATSOEVER FOR ANY LOSS HOWSOEVER ARISING FROM OR IN RELIANCE UPON THE WHOLE OR ANY PART OF THE CONTENTS OF THIS ANNOUNCEMENT. THIS ANNOUNCEMENT IS FOR INFORMATION PURPOSES ONLY AND DOES NOT CONSTITUTE AN INVITATION OR OFFER TO ACQUIRE, PURCHASE OR SUBSCRIBE FOR THE SECURITIES OF BISB.

DIRECTORS' DECLARATION

THE DIRECTORS OF NBB ISSUING THIS ANNOUNCEMENT JOINTLY AND SEVERALLY ACCEPT FULL RESPONSIBILITY FOR THE ACCURACY OF INFORMATION CONTAINED IN THIS ANNOUNCEMENT. TO THE BEST OF THE KNOWLEDGE AND BELIEF OF THE DIRECTORS, WHO HAVE TAKEN ALL REASONABLE CARE TO ENSURE THAT SUCH IS THE CASE, THE INFORMATION CONTAINED IN THIS ANNOUNCEMENT IS IN ACCORDANCE WITH THE TERMS OF THE OFFER FROM NBB AND CONTAINS NO MATERIAL OMISSIONS LIKELY TO AFFECT THE IMPORTANCE AND COMPLETENESS OF THIS ANNOUNCEMENT.

Reference is hereby made to the public announcements dated 3 November 2019 and 12 December 2019 and the offer document dated 24 November 2019 of NBB (the "**Offer Document**") to acquire up to 100% of the issued and paid up ordinary shares of BISB subject to a minimum acquisition of 40.94% of the issued share capital of BISB for either cash of BHD 0.117 per BISB share or a share exchange at a share exchange ratio of 0.167 new NBB share per BISB share at the option of each BISB shareholder (the "**Offer**").

The Offer was conditional upon acceptances being received in respect of at least 435,634,745 BISB shares representing at least 40.94% of the issued share capital of BISB.

On 31 December 2019, SICO B.S.C. (c) ("**SICO**"), the appointed Receiving Agent for the Offer, confirmed in writing to the Board of Directors of NBB that during business hours on 31 December 2019 valid acceptances received exceeded the above conditional threshold and totaled 47.64% of the total issued capital of BISB.

NBB hereby declares that the Offer to the shareholders of BISB is deemed to have become unconditional as to acceptances. Section 3.6 of the Offer Document sets out a number of conditions relating to the Offer, conditions 3.6.1, 3.6.2 and 3.6.3 have been duly fulfilled. The conditions detailed in section 3.6.4 of the Offer Document remain to be fulfilled.

In accordance with the provisions of the Takeovers, Mergers and Acquisitions Module of the Central Bank of Bahrain Rulebook, Volume 6 Rule 2.14.2A, it is announced that the Offer shall remain open for acceptance and for the fulfilment of the conditions detailed in section 3.6.4 of the Offer Document for a minimum period of 15 calendar days from the date of this announcement and the Final Closing

Date for receiving acceptances is extended to the end of working hours on 15 January 2020. Shareholders of BISB who have not yet participated in the Offer may do so by visiting one of the participating branches of NBB or BISB or SICO's receiving desk at the Bahrain Bourse before the close of business hours on the Final Closing Date of 15 January 2020. The procedures for accepting the Offer are stated in section 4 of the Offer Document which is available at the participating locations and on the websites of NBB, BISB, and SICO.

The Offer timetable is revised as following:

Last Trading Date	12 December 2019
Offer Opening Date	18 December 2019
Final Closing Date	15 January 2020
Offer Acceptance / Rejection Announcement Date	16 January 2020
Settlement Date	22 January 2020
Allotment Notices made available for collection at Bahrain Clear to BISB Shareholders who have opted for the Share Exchange Offer	22 January 2020
BISB shares resume trading	23 January 2020

On behalf of the Board of NBB



Mr. Farouk Yousif Khalil AlMoayyed

**Chairman of the Board of Directors
National Bank of Bahrain B.S.C.**