



AL RAYAN BANK

Dear Shareholder

Annual General Meeting

This year's Annual General Meeting (the "Meeting") of Al Rayan Bank PLC (the "Company") will be held at 11:30 a.m. on Wednesday 25 April 2018 at the Oriental Club, Stratford House, 11 Stratford Place, London W1C 1ES. The formal notice convening the Meeting is set out overleaf (the "Notice").

Voting on all resolutions will be conducted by way of a poll rather than a show of hands. This is a fairer method of voting as shareholder votes are to be counted according to the number of shares held. The votes cast by shareholders present at the Meeting will be added to the votes cast by proxy.

If you would like to vote on the resolutions in the Notice but cannot come to the Meeting, please fill in the Form of Proxy sent to you with the Notice and return it to Neville Registrars Limited (our registrar) as soon as possible. Neville Registrars must receive the Form of Proxy by 11:30 a.m. on Monday 23 April 2018. As an alternative to completing the hard copy Form of Proxy, a shareholder may appoint a proxy or proxies electronically with Neville Registrars at www.sharegateway.co.uk using your personal proxy registration code as shown on the Form of Proxy enclosed with this document.

The result of the polls will be announced on the Company's website shortly after the Meeting.

If you are a registered shareholder holding shares in your own name and have not elected to receive communications in paper form by post, I can advise you that the Annual Report and Financial Statements for the year ended 31 December 2017 is now available online on our website at <https://www.alrayanbank.co.uk/annualreport2017>.

Your Directors consider that each resolution to be proposed at the Meeting is in the best interests of the shareholders as a whole and unanimously recommend that you vote in favour of all resolutions.

The Board wishes to thank you for your continued support.

Yours faithfully

Robert Sharpe

Chairman

3 April 2018

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the 2018 Annual General Meeting (the "Meeting") of Al Rayan Bank PLC (the "Company") will be held at the Oriental Club, Stratford House, 11 Stratford Place, London W1C 1ES on Wednesday 25 April 2018 at 11:30 a.m. for the following purposes:

To consider, and if thought fit, to pass the following resolutions, of which resolutions 1-4 (inclusive) will be proposed as ordinary resolutions and resolution 5 will be proposed as special resolution:

1. To receive the audited accounts and reports of the directors and auditors for the year ended 31 December 2017.
2. To reappoint Deloitte LLP as auditors of the Company, to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.
3. To authorise the directors to determine the remuneration of the auditors.
4. THAT, pursuant to section 551 of the Companies Act 2006 (the "Act"), the Directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £40,000,000 provided that such security shall expire on the fifth anniversary from the date of passing of this resolution, save that the Company may before such expiry make an offer or agreement which would or might require such shares to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry, and the Directors may allot shares and grant rights to subscribe or convert securities into shares in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired.
5. THAT, subject to the passing of resolution 4, the Directors be and are generally empowered pursuant to section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to authority granted by resolution 4 as if section 561(1) of the Act did not apply to such allotment, provided that this power shall:
 - i) be limited to the allotment of equity securities up to an aggregate nominal amount of £40,000,000; and
 - ii) expire on the fifth anniversary of the date from passing of this resolution, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry, and the Directors may allot equity securities in pursuance of such an offer or agreement as if the power conferred by this resolution had not expired.

By order of the Board



Mohammed Al Azam
Company Secretary
3 April 2018

Registered office:
44 Hans Crescent
Knightsbridge
London
SW1X 0LZ

Registered in England and Wales
Registration No. 4483430

Explanatory Notes:

1. Resolution 1 – Accounts and Reports

The directors must lay before shareholders the accounts of the Company for the financial year ended 31 December 2017, the report of the directors and the report of the auditors of the Company on those accounts.

2. Resolution 2 – Appointment of Auditors

The law in England requires shareholders to approve the appointment of a company's auditor each year. The appointment runs until the conclusion of the next Annual General Meeting.

It is proposed that Deloitte LLP be and are hereby appointed auditors of the Company and will hold office from the conclusion of this meeting until the conclusion of the next General Meeting at which accounts are laid before the Company.

3. Resolution 3 – Remuneration of the Auditors

The remuneration of an auditor must be fixed by the shareholders by ordinary resolution or in such manner as the shareholders by ordinary resolution determine. Resolution 3 gives authority to the directors to determine the auditors' remuneration.

4. Resolutions 4 and 5 – Authority to allot shares and disapplication of pre-emption rights

Under the Act, the Directors may only allot shares if authorised to do so under section 551 of the Act. Section 561 of the Act prevents allotment of equity securities for cash other than to existing shareholders in proportion to their existing holdings, unless the Directors are specifically authorised to do otherwise. This gives existing shareholders what are known as 'pre-emption rights'.

In line with guidance issued by the Investment Association, if passed, resolution 4 will authorise the Directors to allot shares of 1p each in the capital of the Company ('Ordinary Shares') (and to grant rights to subscribe for, or to convert any security into, Ordinary Shares in the Company) up to an aggregate nominal amount of £40,000,000. This amount represents approximately one third of the issued Ordinary Share capital of the Company as at 3 April 2018, being the last practicable date before the publication of this document.

Resolution 5, which will be proposed as a special resolution, if passed, will enable the Directors to allot equity securities for cash up to a maximum aggregate nominal amount of £40,000,000 without having to comply with statutory pre-emption rights.

General Notes:

1. Entitlement to attend and vote

To have the right to attend and vote at the Meeting (and also for the purpose of calculating how many votes a person may cast) a person must have their name entered on the register of members of the Company at 6 p.m. on Monday 23 April 2018. Changes to entries on the register after this time will be disregarded in determining the rights of any person to attend or vote at the Meeting.

Persons who are not shareholders of the Company (or duly appointed proxies or corporate representatives) will not be admitted to the Meeting unless prior arrangements are made with the Company.

2. Proxies

A shareholder is entitled to appoint one or more persons as proxies to exercise all or any of his or her rights to attend, speak and vote at the Meeting. A shareholder may appoint more than one proxy in

relation to the Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him or her. A proxy need not be a member of the Company. The appointment of a proxy will not preclude a shareholder from attending and voting in person at the Meeting if he or she so wishes. To appoint more than one proxy shareholders will need to complete a separate proxy form for each proxy. Copies of additional proxy forms can be obtained from the Company's registrar, Neville Registrars Limited, by telephoning 0121 585 1131 (calls are charged at normal rate). Other telephone costs may vary. Lines are open from 9:00 a.m. to 5:00 p.m., excluding public holidays in England and Wales. If you are outside the UK, please call +44 (0) 121 585 1131. Calls from outside the UK will be charged at applicable international rates. Alternatively, shareholders may photocopy the Form of Proxy indicating on each copy the name of the proxy to be appointed and the number of shares in respect of which the proxy is appointed. A failure to specify the number of shares to which each proxy appointment relates or specifying a number in excess of those held by the shareholder may result in the proxy appointment being invalid. The total votes cast and in respect whereof abstention is recorded by a shareholder or his or her duly appointed proxies may not, in aggregate, exceed the total number of the votes exercisable by that shareholder in respect of Ordinary Shares of which he or she is the holder. All forms of proxy should be returned together in the same envelope. Shareholders can only appoint a proxy using the procedure set out in these notes and the notes to the proxy form.

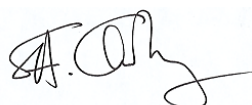
A Form of Proxy is enclosed. To be valid, it must be completed, signed and sent to the offices of the Company's registrar, Neville Registrars Limited, at Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA so as to arrive no later than 11:30 a.m. on Monday 23 April 2018 (or, in the event that the meeting is adjourned, no later than 48 hours (excluding non-working days) before the time of any adjourned meeting). As an alternative to completing the hard copy Form of Proxy, a shareholder may appoint a proxy or proxies electronically with Neville Registrars at www.sharegateway.co.uk using your personal proxy registration code as shown on the Form of Proxy enclosed with this document.

Zakat Notice

To the shareholders of Al Rayan Bank PLC
For the year ended 31 December 2017

Al Rayan Bank PLC is not responsible for the payment of the Zakat on the shares held by the shareholders. It has therefore not calculated Zakat due on each share as at 31 December 2017, or during the preceding 12 months.

The shareholders are therefore responsible for the payment of Zakat, if any, in accordance with their circumstances and should undertake their own calculations.



Sultan Choudhury

Director

3 April 2018