

## Bahrain National Holding Company B.S.C. Invitation of the Annual General Assembly Meeting

### To: Bahrain Bourse

The Board of Directors of Bahrain National Holding Company B.S.C. (CR No. 42210) is pleased to invite the shareholders to attend the Annual General Assembly Meeting (AGM) that will be held on Sunday 27/3/2022 at 11:00 am to consider the below mentioned AGM agenda. If the required quorum is not met, a second meeting will be held on Sunday 10/4/2022, provided that the third meeting, if required, will be held on Sunday 24/4/2022. All the above meetings will be held at 11:00 am via (ZOOM) Video-Conferencing.

Accordingly, the shareholders are requested to abide with the following instructions, in order to ensure entering the meeting with ease whilst maintaining confidentiality:

1. Send a request to participate in the AGM with a clear ID or passport's copy of the shareholder or his/her representative, e-mail and contact number, in addition to the proxy form at least 24 hours before the meeting on the e-mail [agm@bnhgroup.com](mailto:agm@bnhgroup.com) to verify the identity of the participants.
2. After receiving all the required documents and information, those who wish to attend will be provided with a link to the virtual communication system (ZOOM) before the meeting date to enable the attendees to install the software on their mobile phone or computer, and the activation of audio and video features are required.

### AGM Agenda:

1. Approval of the minutes of the previous Annual General Assembly Meeting of the company held on 25/3/2021.
2. Discuss and approve the Board's report on the Company's activities during the year ended 31/12/2021.
3. Review the external auditors' report for the year ended 31/12/2021.
4. Discuss and approve the audited financial statements for the year ended 31/12/2021.
5. Discuss and approve the following recommendations of the Board of Directors regarding the appropriation of profits for the year ended 31/12/2021:
  - a. Distribution of cash dividends to the shareholders @ 30% of the paid-up capital (30 fils per share) amounting to BD 3,378,247.

### Below are the key dates to be taken note of:

Event	Date
Annual General Assembly Meeting Date	27 <sup>th</sup> March 2022
Cum-Dividend Date	28 <sup>th</sup> March 2022
Ex-Dividend Date	29 <sup>th</sup> March 2022
Record Date	30 <sup>th</sup> March 2022
Payment Date	13 <sup>th</sup> April 2022

- b. Transfer BD 3,010,457 to retained earnings.
6. Approval of recommendation to allocate BD **160,000** as remuneration for the members of the Board of Directors for 2021.
  7. Discuss and approve the Corporate Governance report for the year 2021 in relation to the company's compliance with the requirements of Ministry of Industry, Commerce & Tourism and Central Bank of Bahrain.
  8. Discuss and approve the transactions that took place during the financial year ended 31/12/2021 with any of the related parties as shown in the note No. 35 of the financial statements in accordance with article 189 of the Commercial Companies Law.
  9. To approve the sale of 100% of the Company's treasury shares equals to 6,566,756 shares which represents 5.510% of the Company's total issued and paid-up capital, either in block trade in one go to one buyer or in batches, subject to obtaining the required approvals from the Central Bank of Bahrain and the relevant regulators
  10. To approve purchasing up to 10% of the Company's issued shares for the purpose of supporting the share price and liquidity, after obtaining the necessary approvals from the relevant regulators.
  11. To relieve the Board of Directors of any liability regarding the decisions they have taken during the year ending 31/12/2021.
  12. To appoint or re-appoint external auditors for the year 2022, and to authorize the Board of directors to determine their fees.
  13. Any other matters in accordance with article 207 of the Commercial Companies Law.

### Important Notes:

- The annual report for the year 2021 can be found on Bahrain Bourse website and Company's website: [www.bnhgroup.com](http://www.bnhgroup.com). Furthermore, the financial statements for the year ended 31/12/2021 can be found on Bahrain Bourse website.
- The proxy form can be found on Bahrain Bourse website and Company's website: [www.bnhgroup.com](http://www.bnhgroup.com)
- Any shareholder recorded in the shareholders register at the date of AGM has the right to participate in the meeting personally or by written proxy to any other person.
- The proxy must be delivered on the e-mail [agm@bnhgroup.com](mailto:agm@bnhgroup.com) or to KFin Technologies W.L.L (Office No. 74, 7th floor, Al-Zamil Tower, Building. 31, Road. 383, Block 305, Manama, Tel: 17215080, Fax: 17212055), at least 24 hours prior to the meeting. Please note that you may not issue a proxy in favor of the Chairman or Board Members or any of the company's employees unless they are relatives to the first degree of relationship (Article 203 of the Commercial Companies Law No. 21/2001 as amended by degree Law 50/2014).
- In the case the shareholder is a company, the proxy attending the meeting must present an authorization letter from the shareholder authorizing that he is the proxy of that shareholder. Such authorization must be in written form and signed by the authorized person in the company and stamped by that company's stamp and to be presented before the expiry of the fixed time for depositing the proxy.
- For any clarifications, please contact the Board Secretary on phone No. 17587310 or 17587308