

Bahrain National Holding Company B.S.C.

Invitation of the Ordinary and Extraordinary General Assembly Meeting

The Board of Directors of Bahrain National Holding Company B.S.C. is pleased to invite the shareholders to attend the Ordinary and Extraordinary General Assembly Meetings (AGM/EGM) that will be held on Sunday 23/3/2025 at 12:00 pm. If the required quorum is not met, a second meeting will be held on Sunday 30/3/2025 or a third meeting, if required, will be held on Sunday 6/4/2025. All the above meetings will be held at 12:00 pm in Al Dana 3&4 Halls, Gulf Hotel, Manama to consider the below mentioned AGM agenda.

AGM Agenda:

1. Approval of the minutes of the previous Annual General Assembly Meeting of the company held on 26/3/2024.
2. Discuss and approve the Board’s report on the Company’s activities during the year ended 31/12/2024.
3. Review the external auditor’s report for the year ended 31/12/2024.
4. Discuss and approve the audited consolidated financial statements for the year ended 31/12/2024.
5. Discuss and approve the following recommendations of the Board of Directors regarding the appropriation of profits for the year ended 31/12/2024:
 - a. Distribution of cash dividends to the shareholders at 35% of the paid-up capital (35 fils per share) amounting to BD 4,150,151 for the year ended 31/12/2024, excluding treasury shares.

Event	Date
General Meeting Date (Shareholders’ approval date)	23 rd March 2025
Cum-Dividend Date (Last day of trading with entitlement to dividends)	24 th March 2025
Ex-Dividend Date (First day of trading without entitlement to dividends)	25 th March 2025
Record Date (The Day on which all shareholders whose names are on the share register will be entitled to dividends)	26 th March 2025
Payment Date (The Day on which the dividends will be paid to the entitled shareholders)	9 th April 2025

- b. Transfer BD 1,013,849 to retained earnings.
6. Approval of recommendation to allocate BD 120,792 as remuneration for the Members of the Board of Directors for the year ended 31/12/2024, subject to the approval of the Ministry of Industry and Commerce.
7. Discuss and approve the Corporate Governance report for the year 2024 of the Board of Directors on the company’s compliance with the requirements of Ministry of Industry and Commerce and Central Bank of Bahrain.
8. Discuss and approve the transactions that took place during the financial year ended 31/12/2024 with any of the related parties as shown in note No. 28 of the consolidated financial statements in accordance with article 189 of the Commercial Companies Law.
9. Absolve the conduct of the Members of the Board of the company and discharge them from liability for their actions during the year ended 31/12/2024.
10. To appoint or re-appoint external auditors for the year 2025, and to authorize the Board of Directors to determine their remuneration.
11. Any other matters in accordance with article 207 of the Commercial Companies Law.

EGM Agenda:

1. Approval of the minutes of the previous Extraordinary General Assembly Meeting of the company held on 3/10/2024.
2. To approve an amendment to resolution No. 2 of the extraordinary general assembly meeting held on 3 October 2024 to approve the sale of 100% of the shares owned by Bahrain National Holding Company B.S.C (the “Company”) in Bahrain National Insurance Co. B.S.C. (closed) to Solidarity Group Holding B.S.C. (closed) or any of its affiliates, subject to the approval of the Central Bank of Bahrain.
3. To authorise the board of directors of the Company to approve the final structure of the share transfer transactions mentioned in item 2 above and the approved resolution no. 3 from the extraordinary general assembly meeting held on 3 October 2024, which stipulates the sale of 100% of the shares owned by Bahrain National Holding Company B.S.C. in Bahrain National Life Assurance Company Co. B.S.C. (closed) to Solidarity Bahrain B.S.C, subject to the approval of the Central Bank of Bahrain.

Important Notes:

- The annual report for the year 2024 can be found on Bahrain Bourse website and Company’s **website: www.bnhgroup.com**
- Any shareholder recorded in the shareholders register at the date of AGM/EGM has the right to participate in the meeting personally or by written proxy to any other person.
- The proxy must be delivered 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) or electronically via email (Legal@bnhgroup.com), 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 Ms. Amina Bushaar on phone no. **17587308**