

Invitation of the Annual General Assembly Meeting

To: Bahrain Bourse

The Board of Directors of Bahrain National Holding Company B.S.C. is pleased to invite the shareholders to attend the Annual General Assembly Meeting (AGM) that will be held on Monday 20/3/2023 at 12:30 pm. If the required quorum is not met, a second meeting will be held on Monday 27/3/2023 or a third meeting, if required, will be held on Monday 3/4/2023. All the above meetings will be held at 12:30 pm in Conference Hall, 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 27/3/2022.
2. Discuss and approve the Board's report on the Company's activities during the year ended 31/12/2022.
3. Review the external auditor's report for the year ended 31/12/2022.
4. Discuss and approve the audited financial statements for the year ended 31/12/2022.
5. Discuss and approve the following recommendations of the Board of Directors regarding the appropriation of profits for the year ended 31/12/2022:
 - a. Distribution of cash dividends to the shareholders at 35% of the paid-up capital (35 fils per share) amounting to BD 4,171,125 for the year ended 31/12/2022.

Event	Date
General Meeting Date (Shareholders' approval date)	20 th March 2023
Cum-Dividend Date (Last day of trading with entitlement to dividends)	21 st March 2023
Ex-Dividend Date (First day of trading without entitlement to dividends)	22 nd March 2023
Record Date (The Day on which all shareholders whose names are on the share register will be entitled to dividends)	23 rd March 2023
Payment Date (The Day on which the dividends will be paid to the entitled shareholders)	5 th April 2023



- b. Transfer BD 2,375,438 to retained earnings.

6. Approval of recommendation to allocate BD 115,000 as remuneration for the Members of the Board of Directors for the year ended 31/12/2022.
7. Discuss and approve the Corporate Governance report for the year 2022 of the Board of Directors on the company's compliance with the requirements of Ministry of Industry & Commerce and Central Bank of Bahrain.

8. Discuss and approve the transactions that took place during the financial year ended 31/12/2022 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. Absolve the conduct of the Members of the Board of the company and discharge them from liability for their actions during the year ended 31/12/2022.
10. To appoint or re-appoint external auditors for the year 2023, and to authorize the Board of Directors to determine their remuneration.
11. Discuss and approve the Board of Directors' request to appoint Mr. Abbas Abdul Mohsen Ahmed Radhi as an eleventh (11) Independent and Non-Executive Member for the next three years (2023-2025), in line with Article no. (28) of the Company's Article and Memorandum of Association, which stipulates appointing a number of Members who have specific experience on the Board, in consideration to the provisions and requirements of the Ministry of Industry and Commerce.
12. Election of 10 Board Members for the next three years (2023-2025).
13. Any other matters in accordance with article 207 of the commercial companies' law.

Important Notes:

- The annual report for the year 2022 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 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 Mrs. Fatima AlEmadi on phone No. 17587310 or 17587338

Name	Farooq Yusuf Almoayyed	الاسم
Title	Chairman	المسمى الوظيفي
Company Seal ختم الشركة		Signature التوقيع
		



Abbas Abdul Mohsen Ahmed

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Abbas Abdul Mohsen Ahmed Radhi - Certified Public Accountant

Abbas is the Managing Partner of Awael Public Accountants and Business Consultants (Kreston Bahrain) a member firm of Kreston Global and Awael Al Bahrain Management Consultants (Andersen Bahrain) a member firm of Andersen Global.

He is a former Partner and Deputy Chairman of BDO Public Accountants (Bahrain, Qatar and Oman) and an Ex-partner PWC (Bahrain and Qatar). Abbas has more than 40 years of experience in auditing major public and private sector organizations including some of the largest organizations in Bahrain. Abbas has also gained significant experience working in various parts of the GCC and internationally (including the USA and the UK).

During his professional career of more than 40 years, Mr. Abbas Radhi gained practical and professional experiences through his work in the field of auditing accounts with many large listed and unlisted companies, public and private sector institutions, and bodies, including providing professional, administrative, financial and tax advice and tasks. Other related specialties in the Kingdom of Bahrain, the Gulf Cooperation Council countries, the Middle East, the United States of America, the United Kingdom, and Western Europe.

Moreover, during his scientific and professional career, he held many leadership positions in major local and foreign accounting firms, and local and international civil and commercial society institutions and organizations.

And he gained numerous licenses and discretionary and honorary memberships.