

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 BSC is pleased to invite the shareholders to attend the Ordinary and Extraordinary General Assembly Meetings (AGM/EGM) that will be held on Thursday 25/3/2021. If the required quorum is not met, a second meeting will be held on Thursday 8/4/2021 or a third meeting, if required, will be held on Thursday 22/4/2021.

All the above meetings will be held at 12 noon to consider the below mentioned AGM agenda. Furthermore, In the light of the existing situation related to the Corona virus (Covid19), and the directives issued by the competent authorities to preserve public health, it has been decided to hold the meetings in question through the electronic media, therefore the shareholders are requested to follow the following instructions, in order to ensure that they enter the meeting smoothly and easily:

1. Send a request to attend the AGM/EGM 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 to verify the identity of the attendee's recipe.
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. It is essential to have audio and image feature.

Accordingly, we request the shareholders to follow the above directions to ensure that the above mentioned are held in accordance with the prevailing regulation.

AGM Agenda:

1. Approval of the minutes of the previous Ordinary General Assembly Meeting of the company held on 13/4/2020.
2. Discuss and approve the Board's report on the Company's activities during the year ended 31/12/2020.
3. Review the auditor's report for the year ended 31/12/2020.
4. Discuss and approve the audited financial statements for the year ended 31/12/2020.
5. Discuss and approve the following recommendations of the Board of Directors regarding the appropriation of profits for the year ended 31/12/2020:
 - a. Distribution of cash dividends to the shareholders @ 22% of the paid-up capital (22 fils per share) amounting to BD 2,477,381.

Below are the key dates to be taken note of:

Event	Date
General Meeting Date (Shareholders' approval date)	25th March 2021
Cum-Dividend Date (Last day of trading with entitlement to dividends)	28th March 2021
Ex-Dividend Date (First day of trading without entitlement to dividends)	29th March 2021
Record Date (The Day on which all shareholders whose names are on the share register will be entitled to dividends)	30th March 2021
Payment Date (The Day on which the dividends will be paid to the entitled shareholders)	12th April 2021

- b. Transfer BD 2,460,127 to retained earnings.
6. Approval of recommendation to allocate BD 181,500 as remuneration for the members of the Board of Directors for 2020.
 7. Discuss and approve the Corporate Governance report for the year 2020 of the Board of Directors on 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 December 31, 2020 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 31/12/2020.
 10. To appoint or re-appoint auditors for the year 2021, 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 previous EGM minutes of the meeting held on 28th March 2018.
2. To approve the amendments of the memorandum and Articles of Association of the Company to be in accordance with the amendments of the Commercial companies' law No. 21/2001 by decree law No. 28 of 2020
3. To authorize Amina Jassim Ebrahim Bushaar, holding ID card No. 841205205 and Mohamed Hasan Salman Al Abbasi, holding ID card No. 750300108 to individually make the necessary amendments on the memorandum and Articles of Association in line with item No. 2 above and to sign them on behalf of the Company before the Notary Office and to submit and sign any related documents.

Important Notes:

- The annual report for the year 2020 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), 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