



Invitation to the Ordinary and Extraordinary General Meetings

The Board of Directors of Bahrain Commercial Facilities Company B.S.C. cordially invites the shareholders to attend the Ordinary and Extraordinary General Meetings to be held on Tuesday 27 March 2018, at 10:00 AM and 10:45 AM consecutively, at Bateel Ballroom, 50th Floor, Wyndham Grand Manama in Bahrain Bay - Kingdom of Bahrain, to discuss the below agenda:

The Agenda for the Ordinary Annual General Meeting:

1. To read and approve the minutes of the last Annual General Meeting held on 28 March 2017.
2. To review and approve the Board of Directors' report on the activities and financial position of the Company for the year ended 31 December 2017.
3. To receive the external auditor's report on the financial statements for the year ended 31 December 2017.
4. To review and approve the Company's financial statements for the year ended 31 December 2017.
5. To appropriate the net profit for the year on the recommendation of the Board of Directors as follows:
 - a) Distribution of cash dividends of 50% of paid-up capital at 50 Fils per share (BD 8,057,155) on the 5th of April 2018.
 - b) Transfer of BD 1,500,000 to the General Reserve.
 - c) Allocation of BD 300,000 for the Charity and Donation Fund.
 - d) Transfer of BD 10,856,848 to Retained Earnings.
 - e) Approval of a proposal to pay BD 480,000 for the Board of Directors' Remuneration for 2017.
6. To approve the validity to issue new bonds up to BD 50 million. Terms and conditions shall be determined by the Board of Directors, subject to the CBB prior approval.
7. To review and approve the Company's Corporate Governance Report and its compliance with the CBB regulatory requirements for the year ended 31 December 2017.
8. To approve the resignation of Mr. Abdulkarim Bucheery, a Board Member, and appoint Mr. Yusuf Khalaf as a new replacement, subject to the CBB approval.
9. To absolve the members of the Board from liability for their actions during the year ended 31 December 2017.
10. To appoint / re-appoint the external auditors for 2018, subject to the CBB prior approval, and authorize the Board of Directors to determine their remuneration.
11. Any Other Business in accordance with Article (207) of the Commercial Companies Law No. (21) of 2001.

The Agenda for the Extraordinary General Meeting:

1. To read and approve the minutes of the last Extraordinary General Meeting held on 28 March 2017.
2. To approve the amendments to the Articles of Association of BCFC in line with the requirements of Law No. (1) of 2018 amending certain provisions of the Commercial Companies Law promulgated by Legislative Decree No. 21 of 2001, and to add all the necessary amendments to the Amended Articles of Association, subject to obtaining necessary regulatory approvals.
3. To authorize the Company's Secretary to the Board to undertake the necessary steps to execute the amendments of the Articles of Association before the Notary Public and to represent the Company before the relevant regulatory authorities in connection therewith on behalf of the Shareholders.

Abdulrahman Yusuf Fakhro
Chairman of the Board

Notes:

1. Shareholders wishing to be represented by other persons at the AGM and EGM are invited to get proxies and agendas from the Company's website or share registrar M/S Bahrain Clear B.S.C. (Closed), Offices on the 4th Floor of Bahrain Financial Harbour (Harbour Gate) Building 31, Road 383, Block 305, P.O. Box 3203, Tel.: 17261260 - 17108836, Fax: 17256362, email: info@bahrainclear.com, Manama, Kingdom of Bahrain, effective from Thursday 8 March 2018.
2. This proxy must be deposited at least 24 hours prior to the Meetings' date with the Share Registrar.
3. Any shareholder, whose name is registered in the list of the company's shareholders as of the date of the AGM / EGM, has the right to attend the AGM / EGM in person or by written proxy to vote on his/her behalf in the said meeting. Neither the Board of Directors nor the company's staff shall act as proxies.
4. If the quorum for the said AGM / EGM is not obtained, a second meeting with the same agenda shall be held on Tuesday 03 April 2018 at the same time and place. Again, if the quorum for the said second meeting of AGM / EGM is not obtained, a third meeting with the same agenda shall be held on Tuesday 10 April 2018 at the same time and place.