
**MINUTES OF THE EXTRA ORDINARY GENERAL MEETING OF THE SHAREHOLDERS
OF
APM TERMINALS BAHRAIN B.S.C
HELD ON THURSDAY, 9th September 2021 AT 11:30 A.M.**

The Extraordinary General Meeting (the "Meeting") was held via video conferencing on 9 September 2021 at 11:30 AM and attended by the following:

SHAREHOLDERS:

SHAREHOLDER	PROXY	SHARES	SHAREHOLDING
APM Terminals B.V.	Hasan Mahmood Mansoor Mohamed Hasan AlKoofi	57,600,000	64.000%
Yusuf Bin Ahmed Kanoo (Holdings) Co. W.L.L	Fatema Hasan	14,400,000	16.000%

BOARD OF DIRECTORS OF THE COMPANY

- Soren Sjostrand Jakobsen - Chairman
- Fawzi Ahmed Ali Kanoo – Vice Chairman
- Jesper Kjaedegaard – Non-Executive Director
- Mohammed Al SHroogi – Independent Director
- Nadhem Saleh Al Saleh – Independent Director

MANAGEMENT OF THE COMPANY:

- Maureen Bannerman - Chief Executive Officer
- Farooq Zaheer Zuberi - Chief Financial Officer
- Mihir Ranjan Mishra – Chief Commercial Officer
- Bharat Mehta - Legal Manager, Corporate Governance Officer, Company Secretary and Investor Relations Officer

MINISTRY OF INDUSTRY, COMMERCE AND TOURISM (MOICT)

- Maryam Khaled Alchuban

CAPITAL MARKET SUPERVISION DIRECTORATE - CENTRAL BANK OF BAHRAIN (CBB)

- Hussain Mohamed
- Hesa AlMannai

BAHRAIN BOURSE - Listing & Disclosure

- Nejood AlSharqawy

BAHRAIN CLEAR, SHARE REGISTRAR

- Hussain Ali Haji - Senior Administrator

NOTICE AND QUORUM

Notice having been given to the Shareholders for the Meeting of Shareholders of the Company. The Meeting commenced at 11.30 A.M via video conference through Zoom. The Share Registrar confirmed in writing that the Meeting is attended by shareholders representing 80.00% of the share capital of the Company. Accordingly, it was confirmed that the Meeting has the required quorum and therefore the Meeting is in order to transact the business as listed on the Agenda circulated to all the shareholders.

Mr. Soren Jakobsen was designated Chairman of the Meeting (the "**Chairman**").

WELCOME ADDRESS BY THE CHAIRMAN

For and on behalf of the Board of Directors of the Company, the Chairman welcomed the Shareholders, representatives of MOICT, CBB, Bahrain Bourse, Share Registrars and all others in attendance.

RESOLUTIONS

Mr. Jakobsen then proceeded with the Agenda items 1 & 2 of the Meeting for approval.

AGENDA ITEM 1:

To review and approve the minutes of the Extraordinary General Assembly Meeting of Shareholders held on 25 March 2020.

WITH DUE CONSIDERATION of the Shareholders, it was unanimously RESOLVED that the minutes of the Extraordinary General Assembly Meeting of Shareholders held on 25 March 2020 is hereby approved and confirmed in all aspects and be filed in the Company's books and records.

AGENDA ITEM 2:

To review and approve, subject to the applicable regulatory approvals from the relevant regulators, further to the recommendation and decision of the Board of Directors to incorporate "Freight transport by road - Internal Transport of goods" as one of the objects of the Company.

WITH DUE CONSIDERATION of the Shareholders, it was unanimously RESOLVED that adding "Freight transport by road" – Internal Transport of goods" as one of the objects of the Company is hereby approved and confirmed in all aspects.

Mr. Bharat Mehta presented Agenda items 3, 4, 5 & 6. It was noted that the Quorum of 80% was present during the presentation and approval of these Agenda items

AGENDA ITEM 3:

To review and approve, subject to the applicable regulatory approvals from the relevant regulators, to amend Article 5(2) of the Memorandum and Articles of Association, to be read as follows:

“Without limiting the generality of (1) above, the Company shall:

- (a) benefit from, operate and manage the ports;
- (b) provide Marine Services to the ports and outside of the ports but within the territorial waters of Bahrain;
- (c) provide pilotage services, within khawr Al Qulay’ah , Sitrah anchorage and the approach channel as required;
- (d) operate and provide the vessel tracking management system for Bahrain’s ports and approaches;
- (e) provide any services to customers within ports;
- (f) negotiate and grant exclusive and non-exclusive concessions and/or licenses to third parties selected by the Company, by tender or otherwise, for the provision of all or any facilities or services which the Company may determine to be necessary or desirable within the ports;
- (g) enter into contracts with third parties for the benefit of the Company or customers generally within the ports;
- (h) Selling and buying shares and securities for company’s account only;
- (i) Freight transport by road – internal transport of goods**
- (j) to do all such things as may be deemed to be incidental or conducive to the attainment of the above objects or any of them.**

Subject to the provisions of law, regulations, orders and decisions in effect and obtaining the necessary licenses to undertake such objects.

Notwithstanding this Article, the Company shall at all times comply with the Bahrain Commercial Companies Law promulgated by Legislative Decree No.(21) of 2001 and its amendments and the Central Bank of Bahrain and Financial Institutions Law No.(64) of 2006 and its amendments as well as the regulations issued to its effect, and any directives , orders , procedures , rules and regulations as may be issued by the Central Bank of Bahrain from time to time, and in particular, the Company shall observe and comply with the rules, articles, instructions, directives, procedures, regulations and codes issued by the Central Bank of Bahrain from time to time” (“Amendment”).

WITH DUE CONSIDERATION of the Shareholders, it was unanimously **RESOLVED** that amendment of the Company’s Memorandum and Articles of Association to reflect above mentioned amendments and the addition of the above-mentioned activity is hereby approved in all aspects.

AGENDA ITEM 4

To review and approve, subject to the applicable regulatory approvals from the relevant regulators, to amend the Memorandum and Articles of Association of the Company in order to align and comply with the Decree Law No. (28) for year 2020 amending some provisions of the Commercial Companies Law promulgated by Decree Law No. (21) of 2001

WITH DUE CONSIDERATION of the Shareholders, it was unanimously **RESOLVED** that amendment of the Company's Memorandum and Articles of Association to reflect above mentioned amendments in order to align and comply with the Decree Law No. (28) for year 2020 amending some provisions of the Commercial Companies Law promulgated by Decree Law No. (21) of 2001 is hereby approved in all aspects.

AGENDA ITEM 5

To resolve, to authorize the authorized signatories of the Company , jointly or singly to handle any applications before the relevant authorities in the Kingdom of Bahrain for the purpose of affecting the Amendment as stated in item 2 (including, but not limited to, signing the amendment of the Memorandum and Articles of Association of the Company on behalf of the Company before the Public or Private Notary) as well as any other necessary actions with the Ministry of Industry, Commerce & Tourism to implement the addition of activity and the Amendment.

With due consideration of the Shareholders, it was unanimously **RESOLVED** to authorize the authorized signatories of the Company including, Ms. Maureen Mary Bannerman, holder of CPR no. 690463480, Mr. Farooq Zaheer Zuberi, holder of CPR No. 850394546, Mr. Mihir Ranjan Mishra, holder of CPR no. 801579210, Mr. Abdelrahman Hussein Mohamed Elshamy holder of CPR no. 811051722, Ms. Yosra Abdulla Abdulwahid Hamad holder of CPR No. 821210653 jointly or singly to handle any applications before the relevant authorities in the Kingdom of Bahrain for the purpose of affecting the Amendment as stated in Agenda item 2, Agenda item 3 & 4 (including, but not limited to, signing the amendment of the Memorandum and Articles of Association of the Company on behalf of the Company before the Public or Private Notary) as well as any other necessary actions with the Ministry of Industry, Commerce & Tourism to implement the addition of activity and the Amendment.

ANY OTHER BUSINESS

Any other business in accordance with Article 207 of the Commercial Companies Law.

There being no further business, the Meeting duly closed at 12:00 PM and it was noted that the quorum had been present while approving all the Agenda items.

These Minutes are subject to review and approval by the Shareholders at the next Extra Ordinary General Meeting of the Shareholders whenever held.

These minutes and resolutions may be executed in electronic form which shall be deemed to be an original.



Mr. Soren Sjostrand Jakobsen

Chairman