



شركة بنادر للفنادق
BANADER HOTELS CO
Invitation of the Ordinary General Meeting

To: Bahrain Bourse

The Board of Directors of **Banader Hotels Company B.S.C** (register under Commercial Registration 59045 - 01) is pleased to invite you to attend the Annual General Meeting no. 17/2022 that will be held on Tuesday, 29 March 2022 at 11:00 a.m. in BMMI - Board Meeting Room - Second Floor - Al Seef District - Manama, Kingdom of Bahrain. or electronically (via Microsoft (MS) Teams) to consider the following AGM agenda:

Annual General Meeting Agenda:

- 1- Read the minutes of the Ordinary General Meeting No. 16/2021, which was held on 30 March 2021 and approve it.
- 2- Discuss the Directors Report for the Company's business for the financial year ended 31/12/2021 and approve it.
- 3- Listen to the external auditors' report on the Financial Statements for the year ended 31/12/2021.
- 4- Discuss and approve the Financial Statements for the year ended 31/12/2021.
- 5- Approval of the Corporate Governance report for the year 2021 and the Company's commitment to the requirements of the Central Bank of Bahrain and the Ministry of Industry, Commerce and Tourism and approve it.
- 6- Review and approve the Related-Party Transactions during the financial year ended 31/12/2021 in line with Article No. 189 of the Commercial Companies Law and as indicated in Note No. (27) In the attached Financial Statements.
- 7- To absolve the members of the Board of Directors from everything related to their actions during the year ended on 31/12/2021.
- 8- Appoint/re-appoint the External Auditors for the financial year ending on 31/12/2022 and authorize the Board of Directors to determine their fees.
- 9- Any other business in accordance with Article 207 of the Commercial Companies Law.

Important notes to shareholders:

1. To attend the virtual meeting, shareholders and proxy holders should send their request to attend the meeting to Kfin Technologies (Bahrain) W.L.L at bahrain.helpdesk@kfintech.com alongside a copy of the identity card or passport, at least twenty-four (24) hours before the AGM meeting.
2. In line with article 172 of Commercial Company Law and direction no. '87' of 2020 issued by the Minister of Industry, Commerce and Tourism dated 19 August 2020 related to the automatic extension of membership term for all Boards of Directors members in public companies who spent three years membership until the convening of the first general assembly meeting in which the company's Board of Directors is formed on the condition that the exceptional circumstances related to the Coronavirus (Covid-19) cease to exist. Accordingly, and based on the Minister of Industry, Commercial and Tourism approval on 13 February 2022, we would like to inform our honorable shareholders that the Board of directors' elections that are supposed to take place during the above-mentioned meeting, shall be postponed until 30 September 2022.
3. If the required quorum is not reached for the first meeting, whereby Shareholders representatives attending the meeting should exceed 50% of total Share capital, a second meeting will be held on Tuesday, 5 April 2022, If the required quorum is not reached for the second meeting whereby Shareholders representatives attending the meeting should at least exceed 30% of total Share capital, a third meeting will be held on Tuesday, 12 April 2022 at the same time and location referred above, and it is true regardless of the number of attendees.
4. The financial statements for the year ended 31 December 2020, the 2020 Corporate Governance Report and a copy of the proxy form may be obtained from the company's website www.banaderhotels.com or from the company's headquarters located in BMMI Tower – Office 52 – Building 1006 – Road 2813 – Block 428 Al Seef District – Manama.
5. Shareholders whose name is in the shareholders register as at the meeting's date or any of their Proxy representative(s) may attend the Meeting and vote while taking into consideration that the proxy representative(s) shall be other than the chairman and members of the board of directors or the employees of the company. Attendance shall be in person or electronically (via MS Teams).
6. Honorable Shareholders are kindly requested to submit the Proxy Form to the company's headquarters (Tel: 17200064 and Fax: 17200065) or to Kfin Technologies (Bahrain) W.L.L In their offices on the 7th floor of Al-Zamil Building, Government Street, (P.O. 514 - phone 17215080 and fax – 17212055) Manama - Kingdom of Bahrain, at least twenty-four (24) hours before the AGM meeting.



Abdulla Hasan Buhindi
Chairman