

## The Annual General Meeting and Extra Ordinary General Meeting To be held on Wednesday, 24<sup>th</sup> March 2021

The Board of Directors of BBK B.S.C. is pleased to invite the Shareholders to attend the Annual General Meeting and also the Extra Ordinary General Meeting, which will be held respectively starting at 10:00 am on Wednesday, 24<sup>th</sup> March 2021, via video-conferencing according to the instructions mentioned in Note No. (4) under Notes, to consider the following agendas:

### First: Agenda of the Annual General Meeting:

1. Approve the minutes of the previous meeting held on 24/03/2020.
2. Discuss and approve the report of the Board of Directors on the Bank's operations during the year ending 31/12/2020, and a brief review by the Group Chief Executive of the Bank's accomplishments during the year.
3. Listen to the report of the External Auditors on the Bank's operations during the year ending 31/12/2020.
4. Discuss the yearend financial statements as at 31/12/2020.
5. Approve the Board's recommendation of the following appropriations:
  - Distribution of BD 26,986,949.3 in cash dividends for the year 2020, at 20 Bahraini fils per share, equivalent to 20% of the paid-up capital and cash dividends will be distributed on 12/04/2021
  - Distribution of bonus shares to shareholders at 10% of the paid-up capital, equivalent to 10 shares for every share held, for a total of 13,617,363.3BD, so that the Bank's capital after the increase becomes BD 149,790,996.5 divided into 1,497,909,965 shares.
  - Below are the key dates to be taken note of:

Event	Date
General Meeting Date <i>(Shareholders' approval date)</i>	24 March 2021
Cum-Dividend Date <i>(Last day of trading with entitlement to dividends)</i>	25 March 2021
Ex-Dividend Date <i>(First day of trading without entitlement to dividends)</i>	28 March 2021
Record Date <i>(The Day on which all shareholders whose names are on the share register will be entitled to dividends)</i>	29 March 2021
Payment Date <i>(The Day on which the dividends will be paid to the entitled shareholders)</i>	12 April 2021

- Transfer of BD 5,203,343.3 to the Statutory Reserves
  - Transfer of BD 2,601,671.6 to the General Reserves
  - Allocation of BD 2,200,000 for donations for the Bank and its wholly owned subsidiaries
  - Transfer of BD 1,424,105.4 to the retained earnings account to be carried forward to the next year
6. Disclosing any transactions during the year ending 31/12/2020 with related parties as per note No.26 of the Financial Statements and in line with article 189 of the CCL.
  7. Discuss the Bank's Corporate Governance report for the year 2020 and the compliance to the requirements of the Central Bank of Bahrain.
  8. Approve the Board's recommendation of allocating BD 552,500 as Board membership remunerations for 2020.
  9. Appoint External Auditors for the Bank for the financial Year 2021 upon receiving the approval of the Central Bank of Bahrain (CBB) and delegate the Board to determine their fees.
  10. Absolve the Board Members of liability for any of their actions during the year ending 31/12/2020.
  11. Any other issue as per Article (207) of the Commercial Companies Law.

**Second: Agenda of the Extra-Ordinary General Meeting:**

1. Approve the minutes of the previous meeting held on 24<sup>th</sup> March, 2020.
2. To approve the Board's recommendation to the EGM by increasing the issued and paid up capital from BD 136,173,633 divided into 1,361,736,332 shares to BD 149,790,996.5 divided into 1,497,909,965 shares as a result of distributing bonus shares
3. To amend Article (7) of the Memorandum of Association "Issued and paid up capital" and Article (7) of the Articles of Association "Issued and paid up capital" according to the increase of the Issued and paid up capital to BD 149,790,996.5
4. Authorize the Board of Directors or any person authorized by the Board to take the actions required by the authorities concerned in the Kingdom of Bahrain to obtain the necessary official approvals.
5. Any other issue as per Article (207) of the Commercial Companies Law.

**Murad Ali Murad**  
**Chairman**

## Notes:

1. You can obtain the confirmation /proxy card and the yearend financial statements of the bank by visiting our website [www.bbkonline.com](http://www.bbkonline.com) and the Bahrain Bourse website [www.bahrainbourse.com](http://www.bahrainbourse.com).
2. The annual report will be available on the Bank's website on 14/03/2021.
3. Each shareholder, irrespective of the number of shares it holds, shall have the right to attend the General Meeting, and shall have a number of votes equivalent to the number of its shares. Any provision or resolution otherwise contradicting this provision is hereby null and void. A shareholder may authorize another shareholder or a non-shareholder to attend on its behalf, provided, however, that the proxy shall not be the Chairman, a Board member or a staff member of the BBK B.S.C., without prejudice to the right of appointment of a first degree relative. Incompetent and incapacitated shareholders may be represented by their legal representatives.
4. We kindly request our shareholders to follow the following steps, in order to ensure that they enter the Annual General Meeting (AGM) and the Extra Ordinary General Meeting (EGM) easily and while maintaining strict confidentiality:
  - 1) Request to attend the AGM & EGM by sending an email to KFin Technologies (Bahrain) W.L.L. on the following Email [AGM2021@bbkonline.com](mailto:AGM2021@bbkonline.com), and provide your confirmation/proxy card with the investor number / shareholder number and a clear copy of a valid passport or valid ID card of the shareholder or the person who represents them, as well as contact number for those who wish to attend at least 24 hours before the scheduled time of the meeting.
  - 2) Request to attend the AGM & EGM by sending an email to KFin Technologies (Bahrain) W.L.L. to the email [AGM2021@bbkonline.com](mailto:AGM2021@bbkonline.com), by providing your confirmation/proxy card with the investor number / shareholder number and a clear copy of a valid passport or valid ID card of the shareholder or the person who represents them, as well as contact number for those who wish to attend at least 24 hours before the scheduled time of the meeting.
  - 3) After receiving the required documents and information by email, a link will be provided to enable attendance and take the necessary steps to join the session online by using the (Zoom) application.
  - 4) The device used to participate in the online session must be compatible with video and telecom services.
  - 5) We advise the shareholders to abide with the instructions to ensure smooth conduct of the meeting in line with the Laws and Regulations.
5. If no quorum is attained at the meeting of the Annual General Meeting or the Extra-ordinary General Meeting as scheduled above, a second general meeting will held at 10:00 am on Wednesday, 31/03/2021 via-video conferencing and with the aforementioned agenda. Also. If no quorum is attained for the second meeting, a third general meeting will be held at 10:00 am on Thursday, 07/04/2021, via-video conferencing and with the aforementioned agenda.
6. For inquiries, you can contact “KFin Technologies (Bahrain)W.L.L.” at their Office No. 74, Zamil Building, Government Avenue, and P.O. Box 514, telephone 17215080, Manama, Kingdom of Bahrain or the Bank directly by e-mail to [corporate.secretariat@bbkonline.com](mailto:corporate.secretariat@bbkonline.com)

## AUTHORIZATION/PROXY



I, \_\_\_\_\_, a Shareholder in the BBK B.S.C.

In our capacity as a shareholding/limited liability/ordinary company/public organization, we hereby authorize Mr. \_\_\_\_\_, to act as our representative for the purposes hereunder.

Or in my capacity as an individual, appoint hereby Mr. \_\_\_\_\_, to be my authorized representative for the purposes hereunder.

The purpose of this authorization or proxy, as above, is for the representative or proxy to attend and vote on the resolutions of the Annual General Meeting and also the Extra Ordinary General Meeting, which will be respectively held at 10:00 am on Wednesday, 24/03/2021, via video-conferencing according to the instructions mentioned in Note No. (4) under the item notes.

### Approval of the Following Points:

#### First: Annual General Meeting

YES NO OBSTIN

1. Minutes of Annual General Meeting held on 24/03/2020
2. Board of Directors' report on the Bank's operations for the year ending 31/12/2020
3. Auditors' Report on the Bank's operations in 2020
4. Financial statements for 2020
5. Approval of appropriations
6. Operations that took place during the fiscal year ending on December 31, 2020, with any of the related parties
7. Bank's Corporate Governance Report for 2020
8. Board Membership Remunerations for 2020
9. Appointment of the Extranet Auditors for 2021 and authorization of the Board to specify their fees
10. Discharge Board Members of Liability
11. Any other business subject to Article 207 of the Commercial Companies Law

#### Second: Extraordinary General Meeting

YES NO OBSTIN

1. Minutes of Extraordinary General Meeting held on 24/03/2020
2. Increasing the issued and paid up capital as a result of distributing bonus shares
3. To amend Article (7) of the Memorandum of Association "Issued and paid up capital" and Article (7) of the Articles of Association "Issued and paid up capital" according to the increase of the Issued and paid up capital
4. Authorization of the Board of Directors or any other person appointed by the Board to carry out all actions to obtain approvals of the official authorities

5. Any other business subject to Article 207 of the Commercial Companies Law

Signature

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Date:

Shareholder's Name:

Number of Shares:

**Notes:**

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