



Invitation to the Ordinary and Extraordinary General Meetings

The Chairman of 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 30 March 2021, at 10:00 AM and 10:45 AM respectively, on the 8th Floor Multipurpose Hall, BCFC Head Office in Tubli - Kingdom of Bahrain, and via virtual communication technology. As per the provisions of the Commercial Companies Law, in the absence a quorum on the first scheduled date for either of the meetings, a second meeting with the same agenda will be scheduled on Tuesday 06 April 2021 at the same time and venue; and in the absence of quorum on such second date for either of the meetings, a third meeting with the same agenda will be scheduled on shall be held on Tuesday 13 April 2021 at the same time and venue.

First: Ordinary General Meeting Agenda

1. To approve the minutes of the last Annual General Meeting held on 31 March 2020.
2. To review and approve the Board of Directors' report and the financial position on the activities of the Company for the year ended 31 December 2020.
3. To listen the external auditor's report on the financial statements for the year ended 31 December 2020.
4. To review and approve the Company's financial statements for the year ended 31 December 2020.
5. To approve the Board of Directors recommendation to authorize the net loss of BD 4,275,153 for the year ended 31st December 2020.
6. To approve a proposal to pay BD 220,000 for the Board of Directors' Remuneration for 2020, subject to the approval of the Ministry of Industry, Commerce and Tourism.
7. To approve the validity to issue new bonds up to BD 75 million. Terms and conditions shall be determined by the Board of Directors, subject to the CBB prior approval.
8. To review and approve the Company's Corporate Governance Report and its compliance with the CBB regulatory requirements for the year ended 31 December 2020.
9. Disclosure of Related Party Transactions carried out during the financial year ended 31 December 2020 as described in Note (24) of the Financial Statements in line with Article (189) of the Commercial Companies Law No. (21) of 2001.
10. To absolve the members of the Board from liability for their actions during the year ended 31 December 2020.
11. To appoint / re-appoint the external auditors for 2021 and authorize the Board of Directors to determine their remuneration, subject to the approval of the Central Bank of Bahrain on this appointment.
12. Any Other Business in accordance with Article (207) of the Commercial Companies Law No. (21) of 2001.

Second: Extraordinary General Meeting Agenda

1. To approve the minutes of the last Extraordinary General Meeting held on 26 March 2019.
2. To amend the Company's Articles and Memorandum of Association in line with the amendments to the Bahrain Commercial Companies Law promulgated by Legislative Decree No. 53 of 2018 and Legislative Decree No. 28 of 2020, subject to the regulatory approvals.
3. To amend Articles (13, 19, 20, 30) of the Company's Articles and Memorandum of Association in line with the amendments contained in the said law, subject to the regulatory approvals.
4. To approve some provisions related to the Corporate Governance in the Company in line with Ministerial Decree No. (19) for 2018 concerning the Issuance of the Corporate Governance Code, subject to the regulatory approvals.
5. To authorize the Company's Secretary to the Board, or whomever he authorizes, to undertake the necessary steps to execute the amendments of the Memorandum and 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

Important notes to the shareholders:

Given the exceptional circumstances in which this meeting will be held as a result of the Covid-19 pandemic, and in compliance with the efforts and directives issued by the National Taskforce for Combating the Coronavirus which emphasize the importance of social distancing in combating the pandemic, and with due regard to the safety of our valued shareholders, the Board of Directors recommends that shareholders participate via remote access using virtual communication technology.

1. To view and download the financial statements for the financial year ending on 31st December 2020, you can visit the Company's website at www.bahraincredit.com.bh or the Bahrain Bourse website at www.bahrainbourse.com. The meeting minutes of the last Ordinary and Extraordinary General Meetings Agendas and amendments to the Memorandum and Articles of Association are also available and posted on the Company's website. The Annual Report of the Company will be made available in English and Arabic languages by the second week of March 2021 at BCFC Headquarters in Tubli, Kingdom of Bahrain, Share Registrar, the Company's website and the website of Bahrain Bourse.
2. **Participation in the meeting:**
 - a) **Personal attendance:** Shareholders whose names are registered in the share register of the Company on the date of the meeting are entitled to attend in person, or appoint in writing a proxy to attend and vote on their behalf (bearing in mind the directives issued by the National Taskforce regarding public gatherings, wherein the total number of attendees shall not exceed 30 people).
 - b) **Remote participation:** Shareholders or their proxy may participate in the meeting remotely by means of virtual communication. In order to register and attend the meeting, the shareholder or proxy holder should send their request to attend the meeting along with a copy of the identity card or a clear copy of the passport of the shareholder and the proxy representative, as well as the proxy form to be submitted either by hand or by email or by fax to the 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 - 17228061, email: registr@bahrainclear.com, Manama, Kingdom of Bahrain. This is required in order to verify the identity of the attendees. It is noted that the aforementioned documents are required at least 24 hours before the date of the meeting, with a clear note of the email and contact number of the person wishing to attend. The virtual link for participation in the meeting will be uploaded on the Company's website (www.bahraincredit.com.bh) as well as the Bahrain Bourse website (<https://www.bahrainbourse.com/virtual-agm>) on the day of the Annual General Meeting.
3. The share registrar's registration and verification process will commence at 8:00 AM and end at 9:45 AM. For further enquiries related to virtual communication, please send an email at ag@bahrainclear.com or contact at 09973 17108786 or WhatsApp at 00973 33510008.
4. Any shareholder, whose name is registered in the list of the company's shareholders as of the date of the General Assembly, has the right to attend the meeting 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. Proxies can be obtained from the Company's website or Share Registrar M/S Bahrain Clear B.S.C. (Closed) effective from Tuesday 9 March 2021 and must be deposited at least 24 hours prior to the Meeting's date with the Share Registrar.
5. For any further information or inquiries, please contact the Company's Board Secretary on 17787209, or fax: 17911900, or email: jalmousawji@bahraincredit.com.bh.