



THE ESKAN BANK REALTY INCOME TRUST (THE "TRUST")

Minutes of the Ordinary General Meeting of Unitholders of the Trust held on Thursday, 16 September at 10:00 a.m. Via Zoom Video Conference
(the "Meeting")

IN ATTENDANCE:

Members of the Board of Directors of the Trust:

1. Wajdi Al Jallad
2. Nandakumar Narasimhan
3. Muhammad Saeed Butt

Central Bank of Bahrain:

Represented by Amina Yusuf of the Financial Institutions Supervision Directorate

Keypoint Trust B.S.C (c) as Trustee of the Trust

Represented by Wajdi Al Jallad - Managing Director

Eskan Bank B.S.C (c) as Investment Manager to the Trust:

Represented by Ahmad Tayara - Chief Business Officer & Deputy General Manager
Fatima Al Ansari - Manager, Asset Management

Bahrain Bourse:

Represented by Senan Al Sherooqi of the Listing and Disclosure Department

Bahrain Clear B.S.C.(C) as Registrar to the Trust:

Represented by Husain Ali Haji - Central Registry Supervisor

KPMG Fakhro as External Auditor to the Trust:

Represented by Salman Manjlai - Audit Partner

SICO Funds Services Company B.S.C.(C) as Administrator to the Trust:

Represented by Vinod Rathi - Vice President

Savills as Property & Facility Managers to the Trust:

Represented by Mark Gravener - Associate Director

The Chairman welcomed all the unit holders and the regulators and the service providers of the Trust to the meeting.

IT WAS NOTED that the Unitholders present at the Meeting represented 60.83% of the total units in the Trust.

The Chairman noted that a quorum was present and that the Meeting was properly convened and duly declared the Meeting open.

In the interest of protecting shareholder's and public health and in line with the Central Bank of Bahrain directives, the Ordinary General meeting of the Trust was being held through visual communication, as announced in the notice and agenda of the meeting which were published in the Bahrain Bourse website and the local newspapers Akhbar Al Kahaleej & Al Ayaam.



The Chairman proposed to consider each of the agenda items as defined in the previously circulated Meeting notice.

1. Approve to change the requirement of semi-annual audit of the financial statements of the Trust to semi-annual review of the financial statements of the Trust by the auditors:

The Chairman briefed the Unitholders on agenda item 1, with regards to the change of the requirement of semi-annual audit of the financial statements of the Trust to semi-annual review of the financial statements of the Trust by the auditors.

The Chairman further explained that as per the CBB Collective Investment Undertaking regulations the semi-annual financial statements of the Trust are only required to be reviewed by the auditors. Further, based on the market information gathered by the Investment Manager other REITs in the region are following similar practice of only conducting an annual audit.

The Chairman explained the rationale behind the proposed changes and answered the questions raised by the Unitholders. After due discussion and explanation provided, the agenda item was put to vote.

One Unitholder of the Trust representing 0.71% present in the meeting has voted against the agenda item 1, whereas rest of the unitholders have voted in favor of the agenda item 1.

IT WAS RESOLVED that the resolution was passed by the majority of the Unitholders present in the meeting.

2. Approve to remove the requirement for the mid-year valuation and carryout a valuation of the Trust properties only at the end of the financial year:

The Chairman briefed the Unitholders on the agenda item 2, with regards to the removal of the requirement for the mid-year valuation and carrying out a valuation of the Trust properties only at the end of the financial year.

The Chairman and Investment Manager explained the rationale for proposed changes and replied to the questions raised by the Unitholders. After due discussion and explanation provided, the agenda item was put to vote.

Eskan Bank BSC (c) voted in favor of the agenda item and all the other unitholders voted against the agenda item.

It was informed that by Bahrain Clear, being the Registrar of Trust that, 42.38% of the unit holder present in the meeting voted against the agenda item 2, whereas 18.38% voted in favor of the agenda item 2.

ACCORDINGLY, IT WAS FURTHER RESOLVED to continue with the requirement for the mid-year valuation and to carry out a valuation of the Trust properties at the mid-year and at the end of the financial year.

3. Approve the rental relief package to tenants of Danaat Al Madina (retail and office) and Segaya Plaza (retail) because of the recent COVID-19 restrictions on commercial establishments during the period between 27 May and 1 July 2021:

Prior to discussing agenda item 3 related to the effects of the Coronavirus pandemic ("COVID-19") to the tenants, the Chairman highlighted that stringent preventative and precautionary measures



have been implemented (through the property manager, Savills) within the Segaya Plaza and Danaat Al Madina properties to ensure they remain safe for residents, contractors, and visitors.

The Chairman stated that subject to Unitholders providing their consent to any measure of relief and depending on the discretion of Eskan Bank as the Investment Manager, the Trust would provide relief to certain tenants after appropriate due diligence.

Taking into consideration the impact that COVID-19 has already had on businesses and acknowledging that its impact, the Chairman requested the Unitholders to vote and choose one of the following scenarios:

Scenario	Proposal	Impact on expected annualized yield (2021)
1	Waiver of one and a half months rent to all tenants.	-0.470%
2	Waiver of 50% of one and a half months rent to all tenants.	-0.235%
3	Deferral of one and a half months of rent to all tenants	Nil
4	No waiver or deferral of rents.	Nil
5	Provide a combination of the options (1, 2, and 3) on a case-by-case basis after considering tenants' financial position and proven severity of the impact that can be supported with acceptable evidence.	Maximum of -0.470%

Prior to voting on these Scenarios, the Chairman invited Mr. Mark Gravener representing Savills as Property & Facility Manager to the Trust to provide their view on the current Bahrain property market.

The Property Manager explained that there is over supply in the market and many of the tenants who have been affected by the lockdown have approached them for a rental relief. The Property Manager further explained that the collection of rentals has been very slow in the last couple of months mainly in Danaat Al Madina.

The Chairman asked the Unitholders if they had any questions, and a discussion was held on the extent of the relief measures and how the potential assistance would be applied to tenants.

Following the discussion, the Unitholders requested that for a tenant to qualify for relief, a tenant should be in good standing; not be in arrears in relation to its rent; or any relief package agreed with any tenant as a part of a settlement should be credited to the client account only when he has paid the full amount as per the settlement agreement within the timelines agreed in the settlement agreement. This was agreed and the property manager confirmed that they will abide by the above guidelines while providing the relief package to the tenants.



The Chairman proposed that the Unitholders now vote on the agenda item and considering there were five scenarios.

The Eskan Bank BSC (c) as a Unitholder of the Trust acknowledging their conflict of interest due to their capacity as an Investment Manager to the Trust and abstained from voting on this agenda item.


IT WAS RESOLVED that the rental relief to be provided to the Tenants of the Segaya Plaza (**retail tenants**) and Danaat Al Madina (**retail and office**), as per Scenario 5 (“Provide a combination of the Scenario (1, 2, and 3) on a case-by-case basis after considering tenants’ financial position and proven severity of the impact that can be supported with acceptable evidence”) was passed by all the unitholders present in the meeting except for Eskan Bank who abstained from voting due to the conflict of interest.

4. Any other business with the permission of the Chairman.

The Chairman asked the Unitholders present at the Meeting whether they had any questions relating to Any Other Business. No further questions were asked under Any Other Business.

The Chairman confirmed that the agenda items had been addressed and asked whether the Unitholders had any further questions. No further questions were asked, and the Chairman expressed thanks to all those present for their participation and their continued support.

There being no further business, the Chairman declared the meeting closed.



Mr. Wajdi Al Jallad
Chairman
Eskan Bank Realty Income Trust