

The Annual General Meeting and Extraordinary General Meeting to be held on Monday, 28th March 2022

The Board of Directors of BBK B.S.C., CR No.1234 is pleased to invite the Shareholders to attend the Annual General Meeting and also the Extraordinary General Meeting, which will be held at 10 am on Monday, 28th March 2022, 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 24/03/2021.
2. Discuss the report of the Board of Directors on the Bank's operations during the year ending 31/12/2021 and ratify the same, 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 31/12/2021.
4. Discuss the year-end financial statements as at 31/12/2021.
5. Approve the Board's recommendation of the following appropriations:
 - Distribution of BD 29,714,703 in cash dividends for the year 2021, equivalent to 20 fils per share equivalent to 20% of the capital and cash dividends will be distributed on 14/04/2022.
 - Distribution of bonus shares to shareholders at 10% of the paid-up capital, equivalent to 1 share for every 10 shares held, for a total of BD 14,979,100, so that the Bank's capital after the increase becomes 164,770,096.200 divided into 1,647,700,962 shares.
 - Below are the key dates to be taken note of:

Event	Date
General Meeting Date (Shareholders' approval date)	28 March 2022
Cum-Dividend Date (Last day of trading with entitlement to dividends)	29 March 2022
Ex-Dividend Date (First day of trading without entitlement to dividends)	30 March 2022
Record Date (The day on which all shareholders whose names are on the share register will be entitled to dividends)	31 March 2022
Payment Date (The day on which the dividends will be paid to the entitled shareholders)	14 April 2022

- Transfer of BD 5,306,256 to the General Reserves.
 - Allocation of BD 2,200,000 for donations for the Bank and its wholly owned subsidiaries.
 - Transfer of BD 862,499 to the retained earnings account to be carried forward to the next year.
6. Disclosing any transactions during the year ending 31/12/2021 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 2021 and the compliance with the requirements of the Central Bank of Bahrain.
 8. Approve the Board's recommendation of allocating BD 552,500 as Board membership remuneration for 2021.
 9. Appoint External Auditors for the Bank for the financial year 2022 upon receiving the approval of the Central Bank of Bahrain (CBB) and delegate the Board to determine their fees.
 10. Approval of the performance shares policy for employees, and a request to approve the renewal of the delegation granted to the Board of Directors in 2015 to make any amendments to the frameworks and policies of remuneration, benefits and compensation for employees.
 11. Absolve the Board Members of liability for any of their actions during the year ending 31/12/2021.
 12. Any other issue as per Article 207 of the Commercial Companies Law.

Second: Agenda of the Extraordinary General Meeting:

1. Approve the minutes of the previous meeting held on 24th March 2021.
2. Approve the Board of Directors' recommendation to the EGM by increasing the issued and paid up capital from BD 149,790,996.500 divided into 1,497,909,965 shares to BD 164,770,096.200 divided into 1,647,700,962 shares as a result of distributing bonus shares.
3. Approve the Board of Directors' recommendation for increasing the Bank's authorized capital from BD 150,000,000 to BD 250,000,000 based on the increase in issued and paid up due to distribution of bonus shares and the Bank's need for the same in the future.
4. Amend Article 6 of the Memorandum of Association "Authorized Capital" and Article 6 of the Articles of Association "Authorized Capital" according to the change in Authorized Capital to BD 250,000,000 subject to the CBB's approval.
5. 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 164,770,096.200 subject to the CBB's approval.
6. Approval of the Board of Directors' recommendation to make the necessary amendments to the Bank's Articles of Association in accordance with the amendments made to the Commercial Companies Law No. 21 for the year 2001 according to Law No. 28 for the year 2020 and Law No. 20 for the year 2021, subject to the CBB's approval. For more details, refer to the Bank's website.
7. 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 on the amendments on the Memorandum and Articles of Association.

Murad Ali Murad
Chairman

Notes:

1. You can obtain the confirmation/proxy card and the year-end financial statements of the Bank by visiting our website www.bbkonline.com and the Bahrain Bourse website www.bahrainbourse.com.
2. The Annual Report will be available on the Bank's website on 17/03/2022.
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 given to 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 Extraordinary General Meeting (EGM) easily and while maintaining strict confidentiality:
 - a) First step to attend the AGM & EGM is by sending an email to KFin Technologies (Bahrain) W.L.L. on the following email AGM2022@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 a contact number for those who wish to attend at least 24 hours before the scheduled time of the meeting.
 - b) 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.
 - c) The device used to participate in the online session must be compatible with video and telecom services.
 - d) 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 Extraordinary General Meeting as scheduled above, a second General Meeting will be held at 10 am on Monday, 04/04/2022 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 am on Monday, 11/04/2022, 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 email to corporate.secretariat@bbkonline.com