

Invitation to attend The Annual General Meeting and Extra Ordinary General Meeting to be held on Tuesday, 28th March 2023

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 Tuesday, 28th March 2023, at the Four Seasons Hotel, Bahrain Bay, Manama ballroom, Kingdom of Bahrain, to consider the following agendas:

First: Agenda of the Annual General Meeting (AGM):

1. Approve the minutes of the previous meeting held on 28/03/2022.
 2. Discuss and approve the report of the Board of Directors on the Bank's operations during the year ending 31/12/2022, 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 31/12/2022.
 4. Discuss and approve the year-end financial statements as at 31/12/2022.
 5. Approve the Board's recommendation of the following appropriations:
 - **Cash dividends for the year 2022:** 25% of the nominal share value at 25 Bahraini fils per share equivalent to BD 40,890,660.*
 - **Bonus shares:** 5% of the paid-up capital, equivalent to 5 shares for every 100 shares held, for a total of BD 8,238,505.
 - **Exceptional one time cash dividends on the occasion of celebrating the 50 years anniversary of the Bank:** 5% of nominal share value at 5 Bahraini fils per share equivalent to BD 8,178,132.*
- * Based on the number of shares outstanding (net of treasury shares) as of 31 December 2022.
- Below are the key dates to be taken note of:

| Event | Date |
|---|---------------|
| General Meeting Date (Shareholders' approval date) | 28 March 2023 |
| Cum-Dividend Date (Last day of trading with entitlement to dividends) | 29 March 2023 |
| Ex-Dividend Date (First day of trading without entitlement to dividends) | 30 March 2023 |
| Record Date (The Day on which all shareholders whose names are on the share register will be entitled to dividends) | 2 April 2023 |
| Payment Date (The Day on which the dividends will be paid to the entitled shareholders) | 13 April 2023 |

- Transfer of BD 6,440,507 to the Statutory Reserves.
 - Allocation of BD 2,200,000 for Corporate Social Responsibility for the Bank and its wholly owned subsidiaries
 - Deduct an amount of BD 1,542,731 from retained earnings.
6. Disclosing any transactions during the year ending 31/12/2022 with related parties as per note No.26 of the Financial Statements.
 7. Discuss and approve the Bank's Corporate Governance report for the year 2022 and the Bank's compliance with the Central Bank of Bahrain requirements in this regard.
 8. Approve the Board's recommendation of allocating BD 585,000 as Board membership remunerations for 2022.
 9. Appoint External Auditors for the Bank for the financial Year 2023 upon receiving the approval of the Central Bank of Bahrain (CBB) and delegate the Board to determine their fees.
 10. Approving the appointment of three members and election of seven members on the Board of Directors for the next term (March 2023-March 2026) after obtaining the approval of the Central Bank of Bahrain.
 11. Absolve the Board Members of liability for any of their actions during the year ending 31/12/2022.
 12. Any other issue as per Article (207) of the Commercial Companies Law.

Second: Agenda of the Extra-Ordinary General Meeting (EGM):

1. Approve the minutes of the previous meeting held on 9th February, 2023.
2. To approve the Board's recommendation to the EGM by increasing the issued and paid up capital from BD 164,770,096 divided into 1,647,700,962 shares to BD 173,008,601 divided into 1,730,086,010 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 from BD 164,770,096 divided into 1,647,700,962 shares to BD 173,008,601 divided into 1,730,086,010 shares.
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 as per item (3), above.

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 17/3/2023.
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. The members of the Board of Directors shall be elected by the General Assembly by secret cumulative vote. Cumulative voting means that each shareholder has a number of votes equal to the number of shares he/she owns, and he has the right to vote for one candidate or distribute them among the candidates he/she chooses.
5. We kindly request our shareholders to follow the following steps, in order to ensure that they attend the Annual General Meeting (AGM) and the Extra Ordinary General Meeting (EGM) easily and while maintaining strict confidentiality:
Request to attend the AGM & EGM by sending an email to KFin Technologies (Bahrain) W.L.L. on the following Email AGM2023@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.
6. 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 be held at 10:00 am on Tuesday, 4/4/2023 at the same venue 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 Tuesday, 11/04/2023 at the same venue and with the aforementioned agenda.
7. 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