

## Invitation to attend The Annual General Meeting and Extra Ordinary General Meeting To be held on Wednesday, 27<sup>th</sup> March 2024

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, 27<sup>th</sup> March 2024, at the Gulf Hotel Al Dana Hall, 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 28/03/2023.
2. Discuss and approve the report of the Board of Directors on the Bank's operations during the year ending 31/12/2023, 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 31/12/2023.
4. Discuss and approve the yearend financial statements as at 31/12/2023.
5. Approve the Board's recommendation of the following appropriations:
  - **Cash dividends:** 30% of the nominal share value at 30 Bahraini fils per share equivalent to BD 51,602,803\*. (Includes Interim cash dividends of 10% paid to shareholders in a total of BD 17,207,837).
  - **Bonus Share:** 5% of paid-up capital, equivalent to 5 shares for every 100 shares held amounting to BD 8,650,430
  - Below are the key dates to be taken note of:

Event	Date
General Meeting Date <i>(Shareholders' approval date)</i>	27 March 2024
Cum-Dividend Date <i>(Last day of trading with entitlement to dividends)</i>	28 March 2024
Ex-Dividend Date <i>(First day of trading without entitlement to dividends)</i>	31 March 2024
Record Date <i>(The Day on which all shareholders whose names are on the share register will be entitled to dividends)</i>	1 April 2024
Payment Date <i>(The Day on which the dividends will be paid to the entitled shareholders)</i>	18 April 2024

\* Based on the number of shares outstanding (net of treasury shares) as of 31 December 2023.

- Transfer of BD 7,446,767 to the Statutory Reserves
  - Allocation of BD 2,200,000 for Corporate Social Responsibility for the Bank and its wholly owned subsidiaries
  - Transfer an amount of BD 4,567,669 to retained earnings.
6. Disclosing any transactions during the year ending 31/12/2023 with related parties as per note No.26 of the Financial Statements.
  7. Approve the Bank's Corporate Governance report for the year 2023 and the Bank's compliance with the Central Bank of Bahrain requirements in this regard.
  8. Approve the Board's recommendation of allocating BD 660,000 as Board membership remunerations for 2023.
  9. To approve the Board of Directors' recommendation with regards to the update of the EMTN Programme and the issuance of Euro Medium Term Notes, in one or more tranches, in an amount not exceeding USD 750 million and to authorize the Board of Directors or its delegates to:
    - a. Take all required actions and steps to implement and update the EMTN Programme and to issue notes from time to time within the approved Programme size.
    - b. Complete all the necessary decisions regarding the notes issuance terms, which includes without limitation the issuance, its timing and the subscription conditions, subject to the approval of the Central Bank of Bahrain.
  10. Appoint External Auditors for the Bank for the financial Year 2024 upon receiving the approval of the Central Bank of Bahrain (CBB) and delegate the Board to determine their fees.
  11. Ratifying the appointment of the Bank's Sharia Supervisory Board from 28<sup>th</sup> March, 2023 to 27<sup>th</sup> March, 2024 and re-appointing them for a period of three years starting 27<sup>th</sup> March, 2024.
  12. Absolve the Board Members of liability for any of their actions during the year ending 31/12/2023.
  13. 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 28<sup>th</sup> March, 2023.
2. To approve the Board's recommendation to the EGM by increasing the issued and paid up capital from BD 173,008,601 divided into 1,730,086,010 shares to BD 181,659,031 divided into 1,816,590,310.5 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 181,659,031 subject to the CBB’s approval.
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**

## 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, 27/03/2024, at the Gulf Hotel – Al Dana Hall, Kingdom of Bahrain.

Approval of the Following Points:

First: Annual General Meeting	YES	NO	ABSTAIN
1. Minutes of previous Annual General Meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Board of Directors' report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Auditors' Report on the Bank's operations in 2023	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Financial statements for 2023	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Approval of appropriations	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Operations that took place, with any of the related parties	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Bank's Corporate Governance Report for 2023	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Board Membership Remunerations for 2023	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To approve the Board of Directors' recommendation with regards to the update of the EMTN Programme and the issuance of Euro Medium Term Notes, in one or more tranches, in an amount not exceeding USD 750 million and to authorize the Board of Directors or its delegates to:	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
a. Take all required actions and steps to implement and update the EMTN Programme and to issue notes from time to time within the approved Programme size.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b. Complete all the necessary decisions regarding the notes issuance terms, which includes without limitation the issuance, its timing and the subscription conditions, subject to the approval of the Central Bank of Bahrain.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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|--|--------------------------|--------------------------|--------------------------|
| 10. Appoint External Auditors for the Bank for the financial Year 2024.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 11. Ratifying the appointment of the Bank's Sharia Supervisory Board from 28 <sup>th</sup> March, 2023 to 27 <sup>th</sup> March, 2024 and re-appointing them for a period of three years starting 27 <sup>th</sup> March, 2024. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 12. Absolve Board Members of Liability for the year 2023   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 13. Any other business subject to Article 207  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

**Second: Extraordinary General Meeting**

YES      NO      ABSTAIN

- |   |                          |                          |                          |
|---|--------------------------|--------------------------|--------------------------|
| 1. Minutes of the previous Extraordinary General Meeting  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. Increasing the issued and paid up capital  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. 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 subject to the CBB's approval. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 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  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Signature

\_\_\_\_\_

Date:

Shareholder's ID No. / CR No. :

Shareholder's Number:

Shareholder's Name:

Number of Shares:

## 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 16/3/2024.
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 attend 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 [AGM2024@bbkonline.com](mailto:AGM2024@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.
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 be held at 10:00 am on Wednesday, 3/4/2024 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, 9/04/2024 at the same venue 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)