

## Invitation to attend the Annual General Meeting and Extraordinary General Meeting of Al-Matahin through Visual Communication

Given the current circumstances, and in compliance with the directives of the Central Bank of Bahrain, and in the interest of Bahrain Flour Mills Company BSC (Al-Matahin) for the public safety, it was decided to hold the company's Annual General Meeting and Extraordinary General Meeting on Sunday 28 March 2021 at 10 am, via video communication (Electronically) in order to discuss and approve the agenda items below. If the quorum is not met, a second meeting will be held on Sunday, 4<sup>th</sup> April 2021, or a third meeting, if required, will be held on Sunday, 11<sup>th</sup> April 2021 at the same time.

### First: The Agenda of the Annual General Meeting

1. Review and approve the Minutes of the Previous Annual General Meeting held on 19 April 2020.
2. Discuss and Approve the Board of Directors Report on the Company's Business/Activities for the year ended 31 December 2020.
3. Listening to the Auditors' report on the financial statements ended 31 December 2020.
4. Discuss and Approve the financial statements for the year ended 31 December 2020.
5. The approval of the Board's recommendation to allocate the Net Profit for the year ended 31 December 2020 as follows:
  - The Distribution of cash dividends to shareholders at 15 fils per share or 15% of the paid-up capital (excluding treasury shares), which is BD 372,384 for the fiscal year ended 31 December 2020:

Event	Date
<b>Cum-Dividend Date</b> (Last day of trading with entitlement to dividends)	29 March 2021
<b>Ex-Dividend Date</b> (First day of trading without entitlement to dividends)	30 March 2021
<b>Record Date</b> (The Day on which all shareholders whose names are on the share register will be entitled to dividends)	31 March 2021
<b>Payment Date</b> (The Day on which the dividends will be paid to the entitled shareholders)	8 April 2021

- Allocation of BD 20,000 for Charity.
  - Transfer of BD 693,775 to Retained Earnings before deducting the Board of Directors Remuneration.
6. Approve the recommendation of the Board of Directors' total remuneration amount of BD 60,000 for the fiscal year ended 31 December 2020 subject to the approval of the Ministry of Industry, Commerce and Tourism.
  7. Discuss the Corporate Governance Report for the year ended 31 December 2020 and the Company's commitment to the requirements of the Ministry of Industry, Commerce and Tourism.
  8. Reporting and Approving transactions that took place during the financial year ended 31 December 2020 with any of the related parties as described in note (23) of the financial statements in line with Article 189 of the Commercial Companies Law.
  9. Authorizing the Board of Directors to borrow and obtain facilities from banks or local and non-local financial institutions within the limits of BD 25,000,000 from all banks and financial institutions and all loans or credit facilities.
  10. Review and Approve the updated version of Al-Matahin Corporate Governance Guidelines.
  11. Review and Approve Al-Matahin Board of Directors Compensation & Remuneration Policy.

12. Absolve the Board of Directors from their actions/activities for the year ended 31 December 2020 Financial Statements.
13. Appointment or Re-appointment of the External Auditors for the fiscal year 2021 and authorize the Board of Directors to specify their remuneration.
14. Discuss any other business according to Law (207) of the Commercial Companies Law.

### **Second: The Agenda of the Extraordinary General Meeting**

- 1- To review and approve the minutes of the previous Extraordinary General Meeting held on 28 March 2018.
- 2- To approve adding a new business activity under “Article (5): Objects of the Company” in the Articles of Association: Selling and buying shares and securities for company’s account only.
- 3- To approve the authorization of the Board Chairman, or who is delegated to take the necessary actions related to the aforementioned, including signing the amended Articles of Association and the Memorandum of Association to the Notary Public.
- 4- Any matters arising in accordance with Article (207) of the Commercial Companies Law.

**Marwan Khalid Tabbara**  
**Chairman**

## PROXY

I / We ----- in the capacity as a shareholder in Bahrain Flour Mills Company BSC, hereby appoint Mr/Ms ----- To represented on my behalf at the Annual General Meeting and Extraordinary General Meeting of the Company on Sunday 28 March 2021 at 10 am, via video communication (Electronically) or any postponed meeting.

### Agenda of Annual General Meeting:

	<u>Yes</u>	<u>No</u>	<u>Abstain</u>
1. Review and approve the Minutes of the Previous Annual General Meeting held on 19 April 2020.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
2. Discuss and Approve the Board of Directors Report on the Company's Business/Activities for the year ended 31 December 2020.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
3. Listening to the Auditors' report on the financial statements ended 31 December 2020.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
4. Discuss and Approve the financial statements for the year ended 31 December 2020.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
5. The approval of the Board's recommendation to allocate the Net Profit for the year ended 31 December 2020.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
6. To approve the proposal to distribute remuneration to the members of the Board of Directors.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
7. Discuss the Corporate Governance Report for the year ended 31 December 2020 and the Company's commitment to the requirements of the Ministry of Industry, Commerce and Tourism.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
8. Reporting and approval of transactions carried out during the financial year ended 31 December 2020	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
9. Authorizing the Board of Directors to borrow and obtain facilities from banks or local and non-local financial institutions.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
10. Review and Approve the updated version of Al-Matahin Corporate Governance Guidelines.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
11. Review and Approve Al-Matahin Board of Directors Compensation & Remuneration Policy.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
12. Absolve the Board of Directors from their actions/activities for the year ended 31 December 2020 Financial Statements.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
13. Appointment or Re-appointment of the External Auditors for the fiscal year 2021 and authorize the Board of Directors to specify their remuneration.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
14. Discuss any other business according to Law (207) of the Commercial Companies Law.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

### Agenda of Extraordinary General Meeting:

	<u>Yes</u>	<u>No</u>	<u>Abstain</u>
1. To review and approve the minutes of the previous Extraordinary General Meeting held on 28 March 2018.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
2. To approve adding a new business activity under "Article (5): Objects of the Company" in the Articles of Association.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
3. To approve the authorization of the Board Chairman, or who is delegated to take the necessary actions related to the aforementioned, including signing the amended Articles of Association and the Memorandum of Association to the Notary Public.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
4. Any matters arising in accordance with Article (207) of the Commercial Companies Law.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

Date: / 03 / 2021

Shareholder No :

Shareholder Name :

Number of shares :

Signature:-----

#### Important note to shareholders:

- You can download the financial data for the year ending on December 31, 2020 and the form of power of attorney or delegate to attend the meeting through the company's website: [www.bfm.bh](http://www.bfm.bh). (Financial data is also available on the Bahrain Bourse website)
- Any registered shareholder on the date of the meeting may attend in person or appoint another person in writing to act as his proxy and vote on his/her behalf. A proxy shall not be the Chairman, members of the Board or employees of the Company.
- In case the shareholder is a company, the proxy attending the meeting must submit a written authorization letter from the shareholder, assigning him/her to be the proxy for that shareholder. The authorization must be written, issued by the authorized person in the company, stamped by the company's stamp, and submitted prior to the deadline of submitting proxies.
- Sending the meeting attendance request with a clear copy of the ID card or passport of the shareholder or whoever will represent him in addition to a copy of the authorization card and contact number to the email [registry@bahrainclear.com](mailto:registry@bahrainclear.com) in order to verify the identity of the attendee's description at least 24 hours before the meeting the meeting. For inquiries, you can contact Bahrain Clear Tel: 17108836.
- After receiving all the required documents and information, those wishing to attend will be provided with the link of the visual communication system (**Zoom**), before the assembly convenes, in order for the program to be installed, whether on cellular devices or computers, and the presence of the audio and video feature is also required.