

Invitation of the Ordinary General Assembly Meeting & Extraordinary General Assembly Meeting



The Board of Directors of BMMI B.S.C is pleased to invite you to attend the Ordinary Annual General Meeting and Extraordinary Annual General Meeting which will be held on Tuesday 29 March 2022 at 10:00 am in BMMI Tower – Board Meeting Room – Second floor – Al Seef District – Kingdom of Bahrain, or alternatively you may attend remotely via Microsoft Teams to consider the following AGM and EGM agendas:

Ordinary General Assembly Meeting Agenda:

1. The approval of the previous Annual General Meeting minutes held on 30 March 2021.
2. Review of the Board of Directors Report for the year ended 31st December 2021.
3. Review of the External Auditors Report for the year ended 31st December 2021.
4. The approval of the Consolidated Financial Statements for the year ended 31st December 2021.
5. The approval of the following appropriations:
 - (a) The distribution dividends (except for treasury shares) at 30 fils per share or at 30% of the issued share capital amounting to Total BD 4,270,822 for the fiscal year ended 31st December 2021.

Cum-Dividend Date (Last day of trading with entitlement to dividends)	Sunday, April 3, 2022
Ex-Dividend Date (First day of trading without entitlement to dividends)	Monday, April 4, 2022
Record Date (The day on which all shareholders whose names are on the share register will be entitled to dividends)	Tuesday, April 5, 2022
Payment Date (The day on which the dividends will be paid to the entitled shareholders)	Thursday, April 7, 2022

- (b) The transfer of BD 1,152,790 to the retained earnings.
6. Approval of distribution of the Board of Directors fees of BD 148,000 for the year ended 31st December 2021 after the approval of the Ministry of Industry and Commerce and Tourism.
 7. Approval of the Board of Directors' Corporate Governance Report in line with the Ministry of Industry and Commerce and Tourism and the Central Bank of Bahrain Instructions in this regard.
 8. Disclosure and approval of Related Parties Transactions carried out during the financial year ended 31st December 2021 as described in note 29 of the financial statements in line with Article 189 of the Commercial Companies Law.
 9. The approval of the sale of 4,067,817 treasury shares as at 31st December 2021 pursuant to CBB approval.
 10. To absolve the Directors of any liabilities with regards to their actions during the year ended 31st December 2021.
 11. The appointment /re-appointment of the External Auditors for the year ended 31st December 2021 and delegation of authority to the Board to determine their remuneration.
 12. To approve the increase of board members from 8 to 9 members subject to the Company's Extraordinary General Assembly approval.
 13. To elect/appoint the 9th member of the Board of Directors for the next two years 2022 - 2024.
 14. Any Other Business in line with Article 207 of the Commercial Companies Law.

Extraordinary General Assembly Meeting Agenda:

1. The approval of the previous Annual General Meeting minutes held on 30 March 2021.
2. To approve the amendment of [Article 5 – Objects of the company] in the company's Articles of Association and Memorandum of association to include:
 - A) General Trade- including sale/trade of tobacco products
3. To approve the amendment of [Article 24 (a) – Board of Directors] in the company's Memorandum of Association and Articles of Association to read as follows:

“The Company shall be administered by a board of directors consisting of 9 members to be appointed in compliance with Central Bank of Bahrain and Financial Institutions Law and any regulations in that effect”.
4. To approve the amendment of [Clause (3) – Voting] from [Article 45 - The General Assembly] paragraph 5 in the company's Memorandum of Association and Articles of Association in compliance with Decree No. (63) of 2021 pertaining to Electronic Voting during the Company's Annual General Assembly.
5. The delegation of the Chairman of the Board of Directors or whoever is authorized by the Board of Directors to sign before the Notary Public the Memorandum of Association and the new Articles of Association on behalf of the shareholders.

Important note to shareholders:

- You can obtain financial statements for the year ended 31st December 2021 on the Bahrain Bourse website.
- You can obtain the proxy card through the company's website on www.bmmigroup.com.
- To attend the meeting electronically (via MS Teams) shareholders or their representatives holding the power of attorney must submit an application to attend the meeting, with a copy of the personal ID or passport of the shareholder or his representative to Kfin Technologies W.L.L via e-mail bahrain.helpdesk@kfintech.com at least 24 hours before the AGM.
- In the event that the shareholder is a company, the representative attending the meeting must submit a letter of authorization from the shareholder authorizing him to be the representative of that shareholder, and the authorization must be written and issued by the authorized person of the company and stamped with the company seal and submitted before the expiry of the deadline for filing the proxy.
- The proxy must be submitted at least 24 hours prior to the meeting at 812 Sheikh Jaber Al-Ahmad Al-Sabah Street, Sitra, P.O. 828. The proxy card can be delivered by hand, mail, fax 17744740 or email jmukheiber@bmmi.com.bh with confirmation that it is received before the deadline. It is worth mentioning that the proxy card, which is issued after the expiry of the deadline, is not valid for the purposes of the meeting.
- If the required quorum is not reached for the first meeting, whereby Shareholders representatives attending the meeting should exceed 50% of total Share capital, a second meeting will be held on Tuesday, 5 April 2022, If the required quorum is not reached for the second meeting whereby Shareholders representatives attending the meeting should at least exceed 30% of total Share capital, a third meeting will be held on Tuesday, 12 April 2022 at the same time and location referred above, and it is true regardless of the number of attendees.
- If the required quorum is not reached for the first meeting whereby Shareholders representatives attending the meeting was less than at least two-thirds of the Share Capital, a second meeting will be held on Monday, 5 April 2022. If the required quorum is not reached for the second meeting whereby Shareholders representatives attending the meeting was less than at least one-third of the Share Capital, a third meeting will be held on Monday, 12 April 2022. The quorum will be considered valid if attended by Shareholders who represent at least a quarter of the Share Capital, at the same time and location referred to above.

Abdulla Hasan Buhindi
Chairman
8 March 2022