

## Invitation of the Ordinary General Assembly Meeting

**BMMI**

The Board of Directors of BMMI B.S.C – CR 10999 - is pleased to invite you to attend the Annual General Meeting, which will be held on Thursday 30 March 2023 at 10:00am in BMMI Tower – Board Meeting Room – Second floor – Al Seef District – Kingdom of Bahrain, to consider the following AGM agenda:

1. The approval of the previous Annual General Meeting minutes held on 29 March 2022.
2. Review of the Board of Directors Report for the year ended 31st December 2022.
3. Review of the External Auditors Report for the year ended 31st December 2022.
4. The approval of the Consolidated Financial Statements for the year ended 31st December 2022.
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 December 31, 2022.

Cum-Dividend Date (Last day of trading with entitlement to dividends)	Monday, April 3, 2023
Ex-Dividend Date (First day of trading without entitlement to dividends)	Tuesday, April 4, 2023
Record Date (The day on which all shareholders whose names are on the share register will be entitled to dividends)	Wednesday, April 5, 2023
Payment Date (The day on which the dividends will be paid to the entitled shareholders)	Thursday, April 6, 2023

- (b) The transfer of BD 1,574,068 to the retained earnings.
6. Approval of distribution of the Board of Directors fees of BD 163,000 for the year ended 31st December 2022 after the approval of the Ministry of Industry and Commerce and Tourism.
  7. Approval of the Board of Directors' Corporate Governance Report 2022 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 31 December 2022 as described in note 28 of the financial statements in line with Article 189 of the Commercial Companies Law.
  9. To absolve the Directors of any liabilities with regards to their actions during the year ended 31st December 2022.
  10. The re-appointment of the External Auditors for the year ended 31 December 2023 and delegation of authority to the Board to determine their remuneration.
  11. To reduce the number of members of the Board of Directors from nine (9) members to eight (8) members.
  12. Any Other Business in line with Article 207 of the Commercial Companies Law.

### Invitation of the Extraordinary General Assembly Meeting

The Board of Directors of BMMI B.S.C – CR 10999 - is pleased to invite you to attend the Extraordinary General Assembly Meeting, which will be held on Thursday 30 March 2023 at 10:30am in BMMI Tower – Board Meeting Room – Second floor – Al Seef District – Kingdom of Bahrain, to consider the following EGM agenda:

1. Read and approve the minutes of the Extraordinary General Assembly meeting held on March 29, 2022.
2. Approval of adding the following activities to the commercial activities for which the Company was established and mentioned in Article Five of the Company's Memorandum of Association:
  - a) Trade/sale of machinery and other equipment
  - b) Retail sale via the Internet
3. Approval of amending the Memorandum of Association and Articles of Association of the Company as stated in the second clause above.
4. Authorizing the Board of Directors to approve amendments to the Memorandum of Association and Articles of Association of the Company, and authorizing the Chairman of the Board of Directors, or the Secretary of the Board to sign the Memorandum of Association before the Notary public, and the amended Articles of Association on behalf of the shareholders.

### **Important note to shareholders:**

- You can obtain financial statements for the year ended 31st December 2022 on the Bahrain Bourse website.
- You can obtain the proxy card through the company's website on [www.bmmigroup.com](http://www.bmmigroup.com)
- Any shareholder whose name is registered in the shareholders' register of the company on the date of the meeting has the right to attend in person or to delegate in writing any person to attend the meeting and vote on his behalf, taking into account that this agent is not a chairman, members of the board of directors or employees of the company. This does not prejudice the right of power of attorney for relatives of the first degree, and those with incapacity or incompetence are represented in attendance by their legal representatives.
- 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](mailto: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 AGM 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 Thursday, 6 April 2023, 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 Thursday, 13 April 2023 at the same time and location referred above, and it is true regardless of the number of attendees.
- If the required EGM 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 Thursday, 6 April 2023. 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 Thursday, 13 April 2023. 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 of the Board of Directors