



BAHRAIN
MIDDLE EAST
BANK
بنك البحرين والشرق الأوسط

Minutes of the Ordinary General Meeting of the Shareholders of Bahrain Middle East Bank B.S.C.

Upon the Invitation of the Ministry of Industry & Commerce, the Ordinary General Meeting (**OGM**) of the shareholders of Bahrain Middle East Bank B.S.C., Commercial Registration No. 12266, (the **Bank**), was held on **Tuesday, 11 October 2022** at 12:00 AM at the Diplomat Radisson Blu Hotel, Residence & Spa in the Syndicate Rooms (Al Hamra and Tulaitia).

The meeting was held in the presence of representatives of the Central Bank of Bahrain, the Ministry of Industry & Commerce, the Bank's Auditors, the Bahrain Bourse, the Bahrain Clear, and the Bank's Legal Advisors, as listed below:

- 1. Ministry of Industry & Commerce**
Mr. Ali Taqi Al-Alawi, Chief Corporate Governance
Mr. Ahmed Salman Ahmed, Senior Corporate Governance Specialist
- 2. Central Bank of Bahrain – Wholesale Banking Supervision Directorate**
Mr. Isa Al Motawaj, Director
Ms. Sawsan Saeed Ahmed
Mr. Hussain Khamis, Senior Analyst
- 3. Central Bank of Bahrain – Capital Markets Supervision Directorate**
Mr. Hussain Mohamed, Senior Financial Analyst
- 4. Bank's Auditors Ernst & Yung**
Mr. Nader Rahimi, Partner Assurance
Mr. Abdullatif Almahmood, Director Assurance
- 5. Bahrain Bourse**
Ms. Noora Al Mahmeed, Disclosure Specialist
- 6. Bahrain Clear**
Ms. Huda Al Tarboosh, Supervisor
Ms. Noor Sadeq Alhajari, Senior Administrator of Central Registry
- 7. Bank's Legal Advisors, Zeenat Almansoori & Associates**
Ms. Reem Alrayes, Senior Associate

Chairman of the Meeting

The meeting was called by the Ministry of Industry & Commerce in accordance with Article (198) of the Commercial Companies Law No. 21 of 2001, as amended.

The meeting was chaired by **Mr. Ali Taqi Al-Alawi**, representative of the Ministry of Industry & Commerce (the **Chairman**), who welcomed those in attendance.

It was noted that **Ms. Reem Alrayes** will be minuting the meeting, and **Bahrain Clear** was appointed to count the attendees and the votes.



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Quorum

The meeting was attended by shareholders holding 4,202 shares in the Bank, equivalent to 0.00105% of the total shareholding of the Bank.

The Chairman confirmed this meeting to be the third meeting held further to the Invitation to Attend the Ordinary General Meeting of Bahrain Middle East Bank B.S.C. circulated by the Ministry of Industry and Commerce, whereby the first and second meetings which were held on 27 September 2022 and 4 October 2022, respectively, were adjourned as the legal quorum had not been met.

Accordingly, the Chairman confirmed that the quorum for this third meeting was fulfilled in accordance with Article (201) of the Commercial Companies Law No. 21 of 2001, as amended.

The Agenda and Resolutions

The meeting thereon deliberated on the pre-circulated agenda which was read out by the Chairman.

The OGM hereby adopted the following resolutions.

1. Review and Approve of the Minutes of the previous OGM dated 9th April 2020.

The shareholders did not have any comments, and this Resolution was passed.

2. Acknowledge the Annual Evaluation of the Board and its committees for the years 2020 and 2021.

The Chairman asked the Bank's Management to provide a brief summary. The Bank's Management noted that almost all evaluations ranked 5/5 and there were no comments or reservations made by the Board of Director with respect to the period of their directorship.

The shareholders did not have any comments, and this Resolution was passed.

3. Elect / Appoint five (5) Board of Directors for the new three-year term (2022 to 2025), subject to the approval of the Central Bank of Bahrain (the CBB).

The Chairman confirmed that the Central Bank of Bahrain has given its approval to the nomination of the following seven (7) individuals for membership in the Bank's Board of Directors:

1. H.E. Sh. Khalifa bin Daij Al Khalifa
2. Mr. Emad Yousef AlMonayea
3. Mr. Khalil Ismaeel Al Meer
4. Dr. Jaffar Mohammed Al Sayegh
5. Mr. Abdullah Mohammed Dawood
6. Mr. Nader Ahmed Abdulredha
7. Mr Ismail Hussain Alsarraf

The Chairman noted that Dr. Jaffar Mohammed Al Sayegh has since passed away and so the voting shall be limited to the other six (6) nominated individuals.

Election of the Board of Directors was carried out by cumulative voting, which was verified by Bahrain Clear.



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It was resolved that the following persons shall form the Board of Directors of the Bank for the next three (3) year term:

1. H.E. Sh. Khalifa bin Daij Al Khalifa
2. Mr. Emad Yousef AlMonayea
3. Mr. Khalil Ismaeel Al Meer
4. Mr. Abdullah Mohammed Dawood
5. Mr. Nader Ahmed Abdulredha

- 4. Remove from the list of Authorized Signatories of the Bank and in the Commercial Registration, the Information on those signatories or Directors who are no longer authorized or re-elected.**

The shareholders did not have any comments, and this Resolution was passed.

- 5. Appoint or re-appoint the External Auditors for the year 2021 and 2022, subject to approval by the Central Bank of Bahrain (CBB) and authorize the Board of Directors to determine the remuneration for the external auditors.**

The Chairman noted that the Bank's Board of Directors have nominated the reappointment of Ernst & Young and asked for authorization for the Board to determine the remuneration of the auditors.

The shareholders did not have any comments, and this Resolution was passed.

- 6. Any other matters that may arise in the Meeting in accordance with Article (207) of the Commercial**

The shareholders did not have any comments, and this Resolution was passed.

The Chairman of the Meeting expressed his gratitude to all present for taking the time to attend the meeting and the OGM was adjourned at 12:35 PM.

Ali Al Alawi
Chairman of the Meeting
Ministry of Industry & Commerce

Nader Rahimi
Ernst & Young
Company Auditors

DocuSigned by:

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Huda AlTarboosh
Bahrain Clear
Vote Counters / Collectors