



## AGENDA – AGM & EGM MEETINGS

The Board of Directors of Bahrain Duty Free Shop Complex (B.S.C.) is pleased to invite the shareholders to attend the annual Ordinary General Assembly (AGM) and the Extra-Ordinary General Assembly (EGM) meetings of the Company, to be held at 10:00 a.m. on Tuesday March 27, 2018 at Downtown Rotana Hotel, Al Maha Hall, to discuss and approve the following agenda:

### AGM

1. To be read and approve the minutes of the previous AGM held on 28th March 2017;
2. Review and approval of the Board of Directors' report for the year ended 31st Dec. 2017;
3. Listen to external auditor's report regarding the Company's financial status for the year ended 31st December 2017;
4. Review & approval of the audited financial statements for year ended 31st Dec. 2017;
5. Review and approval of the Board's recommendation of the following appropriations for the year 2017:
  - 5.1) Transfer an amount of **BD 646,691** to statutory reserves.
  - 5.2) Distribution of 50% cash dividend, equivalent to **BD 7,113,597** of which 20% (**BD 2,845,439**) was disbursed as interim cash dividend in August 2017; The balance 30% cash dividend shall be distributed to the shareholders within ten days, i.e. by 5th April 2018.
  - 5.3) Allocation of **BD 141,826** for charity and community welfare;
6. Allocation of **BD 100,302** as Board of Directors' remuneration, subject to the approval of the Ministry of Industry and Commerce;
7. Review and approval of the Board of Directors' Corporate Governance report for the year ended 31st December 2017;
8. Relieving the Board Directors of any liability regarding the decisions they have taken during the year ended 31st December 2017;
9. Appointment of external auditors for 2018 and authorizing the Board of Directors to decide their fees;

### EGM

1. To be read & approve the minutes of the of the previous EGM held on 28th March 2017;
2. To amend the terms of the Company's Articles of Association and Articles of Association to comply with the requirements of Law No. (1) for the year 2018 concerning the amendment of some provisions of the Commercial Companies Law promulgated by Legislative Decree No. (21) of 2001 in addition to the requirements of the competent official authorities:
  - a. Amend the method of electing the members of the Board of Directors to be in a cumulative voting method, in accordance with Article (176) of the Law;
  - b. To amend the period required for holding the general assembly of shareholders to be 3 months instead of 6 months, in accordance with Article (198) of the law
  - c. To amend the period required to announce the invitation of shareholders to hold the General Assembly and the agenda to be 21 days instead of 15 days, in accordance with Article (199) of the law. To amend the proportion of shareholders required to request the discussion of subjects not included in the agenda of the General Assembly meeting to be 5% of the company's capital instead of 10% according to the conditions stipulated by law, in accordance with Article (207) of the law.
- 3] To approve the Amendments of the re-drafting of the Memorandum of Association and the Articles of Association of the Company to include all previous amendments, and in accordance with the amendments in the Companies Law and the requirements of the regulatory bodies.
- 4) Authorizing the Chairman or whomsoever he appoints, to sign on the above amendments in front of the Notary Public.