

## 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 Extraordinary General Assembly (EGM) meetings of the Company, to be held at 10:00 a.m. on Tuesday March 28, 2017 at Downtown Rotana Hotel, Al Maha Hall, to discuss and approve the following agenda:

### AGM

- 1) Review and approval of the minutes of the previous AGM held on 8th March 2016;
- 2) Review and approval of the Board of Directors' report for the year ended 31st Dec. 2016;
- 3) Listen to external auditors' report regarding the Company's financial status for the year ended 31st December 2016;
- 4) Review & approval of the audited financial statements for year ended 31st Dec. 2016;
- 5) Review and approval of the Board's recommendation of the following appropriations for the year 2016:
  - 5.1) Transfer an amount of BD 575,900 to statutory reserves.
  - 5.2) Distribution of 50% cash dividend, equivalent to BD 6,466,906 of which 20% (BD 2,586,762) was disbursed as interim cash dividend in August 2016; The balance 30% cash dividend shall be distributed to the shareholders within ten days, i.e. by 6th April 2017.
  - 5.3) Allocation of BD 166,566 for charity and community welfare;
- 6) Approval of Board's recommendation to issue 10% bonus shares, i.e. 12,933,813 shares to the shareholders, amounting to BD 1,293,381;
- 7) Allocation of BD 212,200 as Board of Directors' remuneration, subject to the approval of the Ministry of Industry and Commerce;
- 8) Review and approval of the Board of Directors' Corporate Governance report for the year ended 31st December 2016;
- 9) Relieving the Board Directors of any liability regarding the decisions they have taken during the year ended 31st December 2016;
- 10) Appointment of external auditors for 2017 and authorizing the Board of Directors to decide their fees;
- 11) Any Other Business in accordance with Article 207 of the CCL.:

### EGM

- 1) Review & approval of the minutes of the previous EGM held on 8th March 2016;
- 2) Approval of 10% capital increment from BD12,933,813 to BD14,227,194 to cater for the issuance of the bonus shares;
- 3) To approve the Amendments to the Company's Memorandum and Articles of Association in line with the requirements of Law No. (50) of 2014 amending certain provisions of the Commercial Law under Law No. (21) of 2001, by reconstituting the Company's Memorandum and Articles of Association to include all these Amendments.
- 4) Authorizing the Chairman or whomsoever he appoints, to sign on the above amendments in front of the Notary Public.