



# Invitation to the Annual Ordinary & Extraordinary General Meeting

## BAHRAIN CAR PARKS COMPANY BSC

### ORDINARY AND EXTRAORDINARY GENERAL ASSEMBLY

The Board of Directors of Bahrain Car Parks Company B.S.C. invite the shareholders to attend the Ordinary and Extraordinary General Assembly meeting which will be held at Downtown Rotana Hotel, Meeting Plus 4, Manama on Thursday 22nd March 2018 at 11:00AM to discuss and approve the following agenda:

### ORDINARY GENERAL ASSEMBLY MEETING AGENDA

- To review and approve the minutes of the previous ordinary general assembly meeting of the company held on 22nd March 2017.
- Discuss and approve the Chairman's report on the Company's activities during the year ended 31st December 2017.
- Review the auditor's report for the year ended 31st December 2017.
- Discuss and approve the audited financial statements for the year ended 31st December 2017.
- Discuss and approve the following recommendations of the Board of Directors regarding the appropriation of profits for the year ended 31st December 2017.
  - ▶ Transfer of BD 79,995 to statutory reserve, being %10 of the net profit for the year.
  - ▶ Allocation of BD 10,000 as a donation.
  - ▶ Distribution of cash dividends of BD 346,514 to the shareholders which represent %5 of share capital for the year ended 31st December 2017. Dividend will be paid on 1st April 2018
  - ▶ Approval of recommendation to allocate BD 37,343.355 as remuneration for the members of the Board of Directors for the year ended 31st December 2017 subject to the approval of Ministry of Industry, Commerce and Tourism.
  - ▶ Balance of BD 363,436 remains in retained earnings.
- Discuss the Corporate Governance Compliance report as per the requirement of Central Bank of Bahrain for the year 2017.
- Ratify the conduct and discharge members of the Board of Directors for everything related to their actions during the year ended 31st December 2017.
- To appoint or re-appoint external auditors for the Financial Ending 31st December 2018, and to authorize the Board of Directors to determine their remuneration.
- To discuss and approve any other matters that may arise as per Article 207 of the Commercial Companies Law.

### EXTRAORDINARY GENERAL ASSEMBLY MEETING AGENDA

- To review and approve the minutes of the previous Extraordinary general assembly meeting of the company held on 7th November 2012.
- Approval of amendment to articles of incorporation and regulations of Bahrain Car Parks Company B.S.C. and redrafted in accordance with Act No (28) of 2015 & Act (1) of 2018 with regard to amend certain provisions of the commercial companies' law promulgated by law decree number (21) of 2001.
- Amending Act no. (2 – Company Activities) of Articles of Association to add the below Activities, subject to the approval of Ministry of Industry, Commerce and Tourism:
  - ▶ Import, storage, sale, installation, repair & maintenance of Instruments & Equipment, spare parts for electronic parking management systems.
  - ▶ Installation of digital billboards on premises which owned or managed by the company.
- Approval of Amendment to Articles of Association by adding paragraph (3) under article no. (28) as below:

"The Board may adopt resolutions, except in relation to approval of the Company's financial statements, by correspondence, including post, electronically, fax, tele-conferencing, video-conferencing or any other audio/visual communication method provided that in order for resolutions taken in this manner to be valid, they shall be approved by all members and recorded in the minutes of the following Board meeting. Any member to whom a proposed resolution is sent in his place of residence and who fails to respond within three working days following the date on which the proposed resolution is sent to him shall be considered to have approved the resolution."
- Authorizing Chief Executive Officer to sign on behalf of the company before a notary to document these amendments.

**Ismael A.Nabi Al Marhoon**  
Chairman

### IMPORTANT NOTES:

1. Shareholders may collect the annual report from shares registrars (Karvy Computershare), 7th Floor - Al-Zamil Tower, Office No.74. Tel: 17215080, Fax: 17212055 effective from 19th March 2018. The report can also be viewed on the Company website [www.bahraincarparks.com](http://www.bahraincarparks.com) and at Bahrain Bourse [www.bahrainbourse.com](http://www.bahrainbourse.com).

2. The shareholders who are recorded in the shareholders' register as at the date of AGM may attend the meeting personally or issue a written proxy to a person other than the Chairman or Board Members or any of the company's employees.

3. Power of attorney to attend the meeting is available with the shares registrars (Karvy Computershare), Office No.7, 74th Floor, Al-Zamil Tower, Bldg. 31, Road.383, Block 305, P.O. Box 514. Tel: 17215080, Fax: 17212055. Manama - Kingdom of Bahrain. Email: [bahrain.helpdesk@karvy.com](mailto:bahrain.helpdesk@karvy.com)

4. Proxy (Power of Attorney) must be delivered to the shares registrars (Karvy Computershare), 7th Floor - Al-Zamil Tower, Office No.74. Tel: 17215080, Fax: 17212055 at least 24 hours prior to the meeting. Proxy card should be submitted by hand, mail or fax (fax no.: 17224428) or email ([bcpc@batelco.com.bh](mailto:bcpc@batelco.com.bh)) with a confirmation received before the deadline. Power of Attorney are invalid if been submitted after the deadline.