



Minutes of the Ordinary General Meeting ("OGM") Held at 12:00 PM on Wednesday, 26th March 2025

Upon the Invitation of the Board of Directors, the Ordinary General Meeting (OGM) of the shareholders of Bahrain Middle East Bank B.S.C., Commercial Registration No. 12266, (the **Bank**), was held upon its third adjournment at 12:00 PM on **Wednesday, 26th March 2025** at the Bahrain Conference Center, Crown Plaza (Manama - Kingdom of Bahrain).

The meeting was held in the presence of representatives of the Central Bank of Bahrain ("CBB"), the Ministry of Industry & Commerce ("MOIC"), the Bank's Auditors Ernst & Young ("EY"), Bahrain Bourse and Bahrain Clear, as listed below:

- 1. Ministry of Industry & Commerce**
Mr. Husain Abdulla Al Radhi, Financial Analyst
- 2. Central Bank of Bahrain – Wholesale Banking Supervision Directorate**
Mr. Isa Al Motawaj, Director of Wholesale Banking Supervision Directorate
- 3. Central Bank of Bahrain – Capital Markets Supervision Directorate**
Mr. Ahmed Alawi, Superintendent- Market Surveillance
- 4. Bank's Auditors Ernst & Young**
Mr. Essa Al Jowder, Managing Partner
Mr. Mohammed Usman, Senior Manager
- 5. Bahrain Bourse**
Ms. Sana Mohammed, Deputy Director of Marketing & Communication, Partnership Development, Sustainability & Communications
Ms. Razan Al Qaseer, Compliance Supervisor & MLRO
- 6. Bahrain Clear**
Ms. Rawan Albanki, Officer of Central Registry

Board of Directors

The meeting was attended by the following members of the Board of Directors of Bahrain Middle East Bank B.S.C.

Mr. Emad Yousef AlMonayea
Mr. Khalil Ismaeel Al Meer
Mr. Abdulla Mohamed Dawood
Mr. Nader Ahmed Mahmood

Vice-Chairman (Independent)
Director (Independent)
Director (Executive- CEO of the Bank)
Director (Independent)



Meeting Quorum

The meeting was attended by shareholders holding **4,202** shares in the Bank, equivalent to **0.0%** of the total shareholding of the Bank.

Mr. Emad Yousef AlMonayea, Chairman of the Meeting and the Vice Chairman of the Board of Directors, opened the session by welcoming the shareholders in attendance and the members of the regulators.

The Chairman of the Meeting 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 Bank, whereby the first and second meetings which were held on 12th March 2025 and 19th March 2025, respectively, were adjourned as the legal quorum had not been met.

Accordingly, the Chairman of the Meeting 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 third meeting shall be valid regardless of the number of attendees"*.

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:

Agenda Item No 1: Review and approve the Minutes of the Ordinary General Assembly Meeting of the Shareholders held on 11th December 2024.

With no queries or clarifications sought, the said minutes were approved, and the following resolution proposed by the Chairman was adopted:

"Resolved that the Minutes of the Ordinary General Assembly Meeting of the Shareholders held on 11 December 2024 be and hereby approved."

Agenda Item No 2: Presentation and approval of the Report of the Board of Directors on the Bank's business activities for the year ended 31 December 2024.

With no queries or clarifications sought, the said report was approved, and the following resolution proposed by the Chairman was adopted:

"Resolved that the Report of the Board of Directors on the Bank's business activities for the year ended 31 December 2024 be and hereby approved."

Agenda Item No 3: Presentation and approval of the External Auditors' Report for the year ended 31 December 2024.

With no queries or clarifications sought, the said report was approved, and the following resolution proposed by the Chairman was adopted:

"Resolved that the Auditors' Report for the year ended 31 December 2024 be and hereby approved."



Agenda Item No 4: To discuss and approve the audited consolidated financial statements for the year ended 31 December 2024.

With no queries or clarifications sought, the said audited consolidated financial statements were approved, and the following resolution proposed by the Chairman was adopted:

"Resolved that the consolidated financial statements for the year ended 31 December 2024 be and hereby approved."

Agenda Item No 5: To discuss and approve the report on Corporate Governance and compliance with the Central Bank of Bahrain's and the Ministry of Commerce, Industry and Tourism's requirements for year 2024.

With no queries or clarifications sought, the said report was approved, and the following resolution proposed by the Chairman was adopted:

"Resolved that the report on Corporate Governance and compliance with the Central Bank of Bahrain's and the Ministry of Commerce, Industry and Tourism's requirements for year 2024 be and hereby approved."

Agenda Item No 6: To report on any related party transactions that have taken place in the year ended on 31 December 2024 as outlined in note (21) of the consolidated financial statements in compliance with article 189 of the Commercial Companies Law of the Kingdom of Bahrain of 2001, as amended.

With no queries or clarifications sought, the said report was approved, and the following resolution proposed by the Chairman was adopted:

"Resolved that the report on any related party transactions that have taken place in the year ended on 31 December 2024 be and hereby approved."

Agenda Item No 7: Acknowledge the Annual Evaluation of the Board of Directors and its committees for the year 2024.

With no queries or clarifications sought, the Annual Evaluation of the Board of Directors were approved, and the following resolution proposed by the Chairman was adopted:

"Resolved that the report on Annual Evaluation of the Board of Directors and its committees for the year 2024 be and hereby approved."

Agenda Item No 8: Discharge those Members of the Board of Directors who are currently registered in the Bank's CR Information with the Ministry of Industry, Commerce from any liability in respect of the Financial Year ended 31 December 2024.

With no queries or clarifications sought, the following resolution proposed by the Chairman was adopted:

"Resolved that full and total discharge is hereby granted to those Members of the Board of Directors who are currently registered in the Bank's CR Information with the Ministry of Industry, Commerce from any liability in respect of the Financial Year ended 31 December 2024."



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Agenda Item No 9: Appointment of External Auditors for the Financial Year ending 31 December 2025 and authorize the Board of Directors to fix their remuneration, subject to approval of Central Bank of Bahrain.

With no queries or clarifications sought, the following resolution proposed by the Chairman was adopted:

***"Resolved** that Ernst & Young, Bahrain be and are hereby appointed as the External Auditors of Bahrain Middle East Bank B.S.C., for the year 2025 and that the Board of Directors be and is hereby authorized to fix their remuneration, subject to approval of Central Bank of Bahrain."*

Any other matters that may arise in the Meeting in accordance with Article (207) of the Commercial Companies Law

The shareholder proxy Mr. Mohammed Dheya thanked the Board for their continued support, and the Bank's management and employees for their diligence and professionalism and wished the Bank success for the future.

The Chairman of the Meeting expressed his gratitude to all present for taking the time to attend the meeting, he expressed the Board's gratitude and appreciation to the CBB, MOIC, Bahrain Bourse, Bahrain Clear and the Bank's External Auditor (E&Y) for their understanding on the Bank's situation. The Chairman of the meeting expressed his gratitude to the Bank's Management and employees for their great efforts. The Chairman of the meeting stated that the Bank is exerting all efforts to recover the nonperforming assets. The OGM ended at 12:09PM.

Mr. Emad Yousef AlMonayea
Chairman of the Meeting
Vice Chairman of the Board of Directors
At Bahrain Middle East Bank

Mr. Essa Al Jowder
Managing Partner
Ernst & Young
The Bank's Auditor

Ms. Rawan Albanks
Officer of Central Registry Operations
Bahrain Clear
Vote Counters / Collectors

Mrs. Jumana Ameer
Risk Manager, Compliance officer & MLRO
Secretary of the Meeting
At Bahrain Middle East Bank

These are provisional Minutes of the Annual General Meeting of the Shareholders of Bahrain Middle East Bank B.S.C. held on 26 March 2025 and will be duly ratified by the Shareholders of the Bank on its next meeting.