



## Proxy

I the undersigned below \_\_\_\_\_ CR No. /Passport No./ID No. \_\_\_\_\_ Contact No. \_\_\_\_\_ As a shareholder in Bahrain Family Leisure Company B.S.C. (CR 32196), I have appointed Mr. \_\_\_\_\_ Passport No. / ID No \_\_\_\_\_ Tel. No \_\_\_\_\_ to attend, speak and vote on my behalf in the company's annual general assembly meetings scheduled for Monday, 30 March 2026 at 01:00 PM at the Gulf Hotel (Awal – 2), or any adjournments thereof.

<b>Agenda Items</b>	<b>Abstain</b>	<b>No</b>	<b>Yes</b>
<b>Annual Ordinary General Assembly Meeting:</b>			
1. To read out and approve the attached previous Ordinary General Meeting (OGM) minutes held on 14 October 2025.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To discuss the Board of Directors' report about the Company's business for the year ended 31 December 2025 and approve the same.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To listen to the External Auditor's report on the Company's financial position for the financial year ending 31 December 2025.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To discuss the Company's financials for the year ended 31 December 2025.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To discuss and approve the corporate governance report for 2025 and compliance with the requirements of the Central Bank of Bahrain and the Ministry of Industry and Commerce.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To notify of the transactions carried out during the financial year ended 31 December 2025 with any of the related parties as described in note 26 of the financial statements in line with Article 189 of the Commercial Companies Law.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To discharge the members of the Board of Directors from their liabilities for the financial year ending 31 December 2025.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To reappoint the external auditors for the year ending 31 December 2026 and authorize the Board of Directors to determine their fees.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Any other matters that may arise as per Article 207 of the Commercial Companies' Law.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

<b>Extraordinary General Assembly Meeting:</b>			
1. To read out and approve the minutes of the previous Extraordinary General Meeting (EGM) held on 24 August 2025.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the recommendation of the Board of Directors to increase the issued and paid-up capital of the Company from BD 1,000,000, comprising of 10,000,000 ordinary shares, to BD 2,380,952.400, comprising of 23,809,524 shares, through the issuance of 13,809,524 new ordinary shares at a nominal value of BD 0.100 each; and record a share premium of BD 2,332,172.6 at the rate of BD 0.169 per share (i.e. an issue price of BD 0.269 per share for the purpose of this transaction). The issuance of the shares will be subject to the approval of Central Bank of Bahrain.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To approve waiving the pre-emptive rights of the existing shareholders of the Company to subscribe to the new ordinary shares referred to in Item 3 above, in favor of Dividend Gate Capital W.L.L., pursuant to the transaction detailed above.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To approve, in accordance with Article (127) (bis) of the Commercial Companies Law, and Article (12), Paragraphs (e) and (g) of the Company's Articles of Association, the classification of Dividend Gate Capital W.L.L. as a	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



“strategic partner”, and to approve allocating and allotting the entire capital increase to such strategic partner without applying pre-emptive rights in favour of existing shareholders.			
5. To approve the waiver by the shareholders of their right to receive a mandatory offer from Dividend Gate Capital W.L.L., and any parties acting in concert with it, for all issued ordinary shares of the Company not already owned by them, in accordance with the Takeovers, Mergers and Acquisitions Module TMA of the CBB Rulebook, Volume 6. This waiver relates to the increase in Dividend Gate Capital W.L.L.’s shareholding to approximately 58% of the issued and paid-up capital resulting from the issuance of the new ordinary shares pursuant to the above capital increase (Whitewash Resolution), subject to final approval by the Central Bank of Bahrain.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To approve applying for the admission to trading of the newly issued ordinary shares on the Bahrain Bourse, and to authorize the Board of Directors, and those authorized by the Board of Directors, to take all necessary actions to effect such listing.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To amend the Company’s Memorandum and Articles of Association to reflect the increase of capital and the foregoing resolutions, subject to obtaining all necessary regulatory approvals.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To approve the appointment of each of the Company’s directors, including Reem Al Rayes, a Bahraini national holding ID Card No. 880600543, and/or Mohamed Algharbi, a Bahraini national holding ID Card No. 880503114 and any of the following lawyers of the Company's legal advisers, ASAR – Al Ruwayeh & Partners (Bahrain office): David Walker, Simone Del Nevo, Amal Lari, Rahul Sud, Sherif Saad Eldin, and Ahmed Al-Saeed, be and are hereby severally authorised to take all necessary actions, execute and sign all documents, deeds, applications, forms and instruments, make all filings and registrations with the MOIC, the Commercial Registry, the CBB, the Bahrain Bourse, Bahrain Clear, and any other governmental, regulatory or competent authority, and obtain all approvals, consents and no-objections required to implement and give full effect to the foregoing resolutions, including but not limited to signing the amended Memorandum and Articles of Association before the Notary Public in the Kingdom of Bahrain, filing any application, registering the capital increase, and applying for the admission to trading of the newly issued Ordinary Shares. The appointed individuals shall have the authority to delegate these powers, in whole or in part, to any other person as deemed necessary.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
The specific cum-date, ex-date and effective date of the capital increase will be announced to shareholders following receipt of regulatory approvals and finalization of the transaction timeline.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



Date: / / 2026

Shareholder Number:

Shareholder Name :

Number of shares :

Signature: -----

### **Important Notes to Shareholders:**

- You can obtain a copy of the financial report for the year ended 31 December 2025 on the Bahrain Bourse website.
- A Board Circular giving details of, among other, the Transaction, the Whitewash waiver, the Whitewash Resolution will be posted by the Company to the shareholders on the website of the company [www.bflc.com.bh](http://www.bflc.com.bh) and Bahrain Bourse [www.bahrainbourse.com](http://www.bahrainbourse.com) on or before 09 March 2026.
- Pursuant to the requirements of the Takeovers, Mergers and Acquisitions Module of Volume 6 of the CBB Rulebook, the offeror (Dividend Gate Capital WLL), parties acting in concert with the offeror, parties not independent from them and shareholders who are involved in or interested in the Transaction shall abstain from voting on the Whitewash Resolution.
- Moore JFC consulting WLL, in their capacity as the appointed independent professional advisor of the Company will explain the objectives of Whitewash Resolution the Transaction in question and provide all necessary details as required under the applicable CBB regulations to the shareholders of the Company.
- You can obtain a copy of the proxy card on the Group's website ([www.bflc.com.bh](http://www.bflc.com.bh)).
- Any shareholder whose name is registered in the company's shareholders' register as of the meeting date has the right to attend the meeting in person or appoint a proxy in writing to attend and vote on their behalf, provided that the proxy is not the Chairman of the Board, a Board member or an employee of the Company.
- The proxy shall be in accordance with the provisions of Article (203) of the Commercial Companies Law, which states: *"Every shareholder, regardless of the number of shares they hold, has the right to attend the General Assembly and shall have a number of votes equal to the number of shares they own. Any condition or resolution that contradicts this shall be considered null and void. A shareholder may appoint another person, whether a shareholder or not, to attend on their behalf, provided that the proxy is neither the Chairman, a member of the Board of Directors, nor an employee of the company. However, this does not affect the right to appoint first-degree relatives as proxies, provided that the proxy is granted through a special written authorization prepared by the company for this purpose. Minors and persons lacking legal capacity shall be represented by their legal guardians. The company must prepare special cards indicating the number of shares owned by the shareholder and the shares they represent on behalf of other shareholders. Proxy authorizations and proof of representation must be submitted to the company at least 24 hours before the General Assembly meeting. No member may participate in voting for themselves or on behalf of another in matters where they have a direct personal interest or in cases of an existing dispute between them and the company."*
- In the case the shareholder is a company, the proxy attending the meeting must present an authorization letter from the shareholder granting them the authority to act as a proxy of that shareholder. Such authorization must be in writing, issued by the authorized signatory of the company, stamped with the company's seal, and submitted before the deadline for depositing the proxy.