

BAHRAIN FLOUR MILLS COMPANY B.S.C.

COMMERCIAL REGISTRATION NO. 1170-1

CORPORATE GOVERNANCE REPORT FOR THE YEAR ENDING 31 DECEMBER 2025

This report outlines the Bahrain Flour Mills Company B.S.C. adherence to the Principles of the Corporate Governance Code (“**Governance Code**”) as issued by the Bahrain Ministry of Industry and Commerce, and the Central Bank of Bahrain’s Rulebook Volume 6 High Level Controls Module (“**CBB Module HC**”), as well as the Company’s Corporate Governance Guidelines.

1- Description of the actions taken to complete the Corporate Governance Code during the year 2025 and how they were applied.

Bahrain Flour Mills Company B.S.C. (**BFM**) is adhering to adopting and applying the highest standards related to corporate governance, whereby the Company’s Corporate Governance Guidelines including the charters of the Board of Directors and its committees are periodically reviewed and updated in accordance with the requirements of:

- Corporate Governance Code issued by the Ministry of Industry and Commerce under Resolution No. (19) of 2018 dated March 19, 2018.
- High Level Controls Module of the Central Bank of Bahrain (**CBB**) Rulebook, Volume 6.

However, there were no updates during the year.

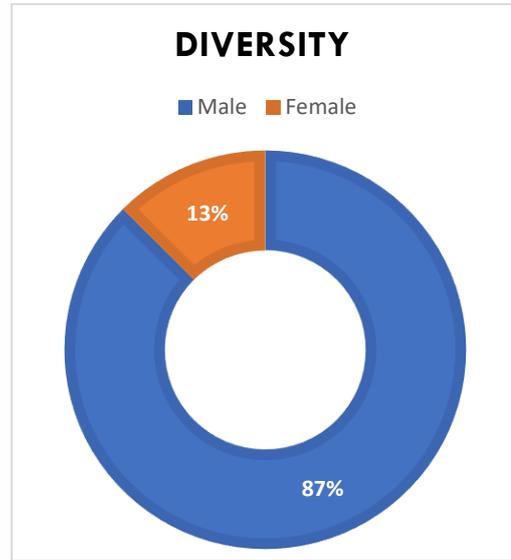
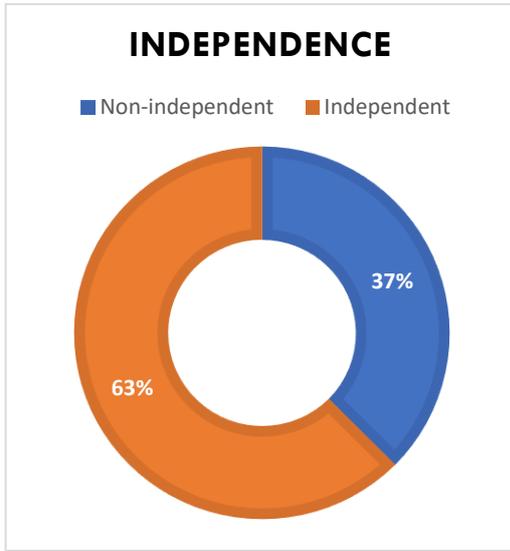
2- Description of the transactions of the directors, their spouses, and sons on the Company’s shares during the year 2025 according to the following table:

There were no transactions related to the Board of Directors of the Company, their spouses and or sons on the Company’s shares during 2025.

3- Composition of the Board:

a. Description of the current Board composition:

Article 24 of the Articles of Association of the Company states that the company shall be administered by a Board of Directors consisting of no less than 5 and no more than 15 members. As of 31 December 2025, the total number of Directors appointed / Elected to BFM's Board of Directors was 8:



* All Directors are Non-Executive Directors

b. Board's Duties and Responsibilities:

The functions of the Board are those established by the Corporate Governance Code 2018, and the amendments made thereafter, the Commercial Companies' Law of the Kingdom of Bahrain and the CBB Rulebook, Volume 6 – Module HC, as well as the Memorandum and Articles of Association of the Company (the "Articles").

The Board's duties, as per their terms of reference, include but not limited to:

- overseeing the Company's performance, strategy and business plan
- ensuring that financial statements are prepared which accurately disclose the Company's financial position
- setting up a mechanism to regulate transactions with related parties in order to minimize conflicts of interest and prevent abusive related party transactions
- selecting, monitoring and, when necessary, replacing key executives and overseeing succession planning
- aligning key Executive and Directors remuneration with the longer-term interests of the Company and the Shareholders
- ensuring the integrity of the Company's accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for risk management, financial and operational control, and compliance with the law and relevant standards
- assuring equitable treatment of shareholders, including minority shareholders
- adopting the financial and operational policies associated with the Company's business performance and achievement of its objectives
- drawing, overseeing and periodically reviewing the Company's plans, policies, strategies, and key objectives
- determining the Company's optimal capital structure, strategies and financial objectives and approving annual budgets
- Reviewing and approving the Authority Matrix and Delegation of Authority Limits.

c. Types of Material Transactions Requiring the Board's Approval

The Delegation of Authority Levels (DAL) summarizes areas relating to strategies, long-term commitments, and policies where approval of the Board is necessary.



Mr. Basim Mohamed Al Saie

Non - Executive / Independent Since 2023

- Chairman of the Board of Directors
- Chairman of the Nomination, Remuneration and Governance Committee
- Chairman of the Executive Committee

Experience

- Co-founder and partner of Installux Gulf Company B.S.C. since 1997.

Qualifications

- Bachelor of Science in Mechanical Engineering from Boston University, USA.

Directorships and positions in other companies

- Chairman - Bahrain Food Holding Company
- Board Member – Real Estate Regulatory Authority
- Board Member – Tamkeen
- Vice-Chairman of the Board – Gulf Aluminium Rolling Mill (GARMCO)
- Member of the Executive Board – Bahrain Chamber of Commerce & Industry
- Board Member – Kalaam Telecom
- Managing Director & Board Member – Polycon Bahrain



Mr. Salah Mushari Al Kulaib
Non - Executive / Independent Since 2015

- Vice-Chairman of the Board of Directors
- Vice-Chairman of the Executive Committee
- Member of the Nomination, Remuneration and Governance Committee

Experience

- More than 40 years of experience in Mechanical Engineering and Boards.

Qualifications

- Bachelor of Mechanical Engineering

Directorships and positions in other companies

- Ex-Chairman - Kuwait Flour Mills and Bakeries Company
- Vice Chairman - Industrial Bank of Kuwait
- Chairman – Kuwait Supply Company



Mr. Ayman Abdulhameed Zainal

Non - Executive / Independent Since 2017

- Member of the Board of Directors
- Vice-Chairman of the Audit, Compliance and Risk Committee

Experience

- Chief Executive Officer - Gulf Handling Company (2025-Present)
- Chief Commercial Officer - Bahrain Airport Company from 2017 to 2025
- More than 23 years of experience in the managerial and financial fields in the GCC
- Chief Executive Officer - Real Capita from 2012 to 2015
- Acting Head of Finance and Admin, Advisor to CEO - Bahrain Chamber for Dispute Resolution from 2011 to 2012, Bahrain
- Computer Engineer - BAE SYSTEMS from 1996 to 2000, USA

Qualification

- Master of Business Administration, Webster University, College of Business, Orlando, USA
- Bachelor's Degree in Computer Science, University of South Florida, College of Engineering, USA

Directorships and positions in other companies

- Board Member of Oman Development Company from 2005 to 2007, Oman
- Chairman of Al Batinah Development & Investment Holding from 2004 to 2007, Oman



Mr. Eyad Redha Faraj

Non - Executive / Independent Since 2020

- Member of the Board of Directors
- Chairman of the Audit, Compliance and Risk Committee
- Member of the Nomination, Remuneration and Governance Committee

Experience

- Worked as Director of Investments and Structured Finance in SAYACORP B.S.C (c)
- Previously worked as MENA Equities Analyst - Executive Director in Goldman Sachs International
- Served as Equity Analyst at Bank of America Merrill Lynch
- Joined Gulf International Bank in 2004 as Credit Analyst and promoted to Relationship Manager
- Worked in Altus Pharmaceuticals as accountant and business development executive
- Partner – Head of MENA Investor Support / Head of Bahrain Office - Roland Berger Middle East Bahrain

Qualification

- INSEAD MBA Class of December 2008
- Bachelor of Science in Accounting, Bentley University, USA

Directorships and positions in other companies

- Board Member - Bahrain Food Holding Company



Ms. Raghdan Saleh Abdulrasool

Non - Executive / Independent Since 2020

- Member of the Board of Directors
- Member of the Audit, Compliance and Risk Committee
- Member of the Executive Committee

Experience

- Working as the Director of Public Revenues Policy at the Ministry of Finance and National Economy, Kingdom of Bahrain
- More than 11-years of experience in public finance, management, policy making and procedural frameworks.
- Deputy CE for Policies and Foreign Relations at the National Bureau for Revenue

Qualification

- Master's in public management at Aix-Marseille in cooperation with the University of Bahrain and Bahrain Institute of Public Administration
- Bachelor of Science in Accounting and Finance at Ahlia University - Bahrain

Directorships and positions in other companies

Nil.



Mr. Ahmad Mazhar

Non - Executive / Non-Independent Since 2022

- Member of the Board of Directors
- Vice-Chairman of the Nomination, Remuneration and Governance Committee
- Member of the Audit, Compliance and Risk Committee
- Member of the Executive Committee

Experience

- Executive Director – Strategic Investments at Bahrain Mumtalakat Holding Company (BMHC), Bahrain
- Over 15 years of experience in private equity with a strong track record in sourcing, executing, and managing portfolio companies across a diverse range of industries in MENA, Southeast Asia, and Sub-Saharan Africa.
- Prior joining Mumtalakat, he was a Managing Director at Helios Fairfax Partners (HFP), overseeing new investments and portfolio management for the Southern Africa region.
- He also served as an interim Chief Restructuring Officer of AFGRI Group, a portfolio company of HFP and one of the largest Agri services company in Southern Africa.
- He has also held various positions at several international organisations such as the Abraaj Group, Fairfax Africa Holdings and Emerging Capital Partners.

Qualification

- MBA in Finance and Entrepreneurship from the University of Pennsylvania, The Wharton School.
- BEng in Electrical Engineering from Georgia Institute of Technology.

Directorships and positions in other companies

- Chairman - Asturiana de Aleasciones S.A. (Aleasture), Spain
- Board Member - Bahrain Network (BNET) B.S.C, Bahrain
- Board Member - Beyon Bahrain, Bahrain
- Board Member - Prime Magnetics Holding S.L. (PREMO), Spain



Mr. Wael Ahmed Itani

Non-Executive / Non-Independent Since 2023

- Member of the Board of Directors
- Member of the Nomination, Remuneration and Governance Committee

Experience

- CEO – General Poultry Company – Kingdom of Bahrain
- CEO - Bahrain Food Holding Company - Kingdom of Bahrain
- 31 years in FMCG industry.
- Specialized with Distributor Management Model with a proven track record in developing purpose-led brands and driving consumer centric sales across various geographic regions: GCC, MEA & India.
- Worked as Business Director for Edgewell Personal Care (EPC) – MEA
- Previously worked as Commercial Director for Energizer Holdings Inc. - MEA/India
- Served as Project Team Leader to launch Imperial Tobacco – North Africa
- Previously Launched Sony Consumer Electronics Levant and Headed Beirut Office
- Joined P&G in 1993 as credit sales executive– UAE

Qualification

- Masters in International Affairs (International Political Economy), **LAU** (Lebanese American University), Lebanon (1998 – 2000)
- Bachelor of Science in Political Science and Public Administration, **AUB** (American University of Beirut), Lebanon (1990 – 1993)

Directorships and positions in other companies

Nil.



Mr. Mohamed Sadiq Al Rahma

Non - Executive / Non - Independent Since 13 Nov 2025

- Member of the Board of Directors
- Member of the Executive Committee

Experience

- Director of Strategic Investments - Bahrain Mumtalakat Holding Company

Qualifications

- Chartered Financial Analyst (CFA) Charterholder, CFA Institute, Charlottesville VA, United States of America (2016-2019)
- Master of Science in Finance and Accounting, University of Westminster, London, United Kingdom (2013-2014)
- Bachelor of Arts in Business Management, Regents University London (Webster University), London, United Kingdom (2009-2013)

Directorships and positions in other companies

- Member of the Nominating and Remuneration Committee, Independent Director - United Gulf Bank, Kingdom of Bahrain (2021-Present)
- Member of the Audit & Risk Committee, Representative of Mumtalakat - Silah Gulf, Kingdom of Bahrain (2023-Present)
- Chairman of the Audit & Risk Committee, Representative of Mumtalakat - Safa, Kingdom of Bahrain (2024-Present)
- Member of the Executive Committee, Representative of Mumtalakat - Bahrain Food Holding Company, Kingdom of Bahrain (2024-Present)
- Member of the Audit & Risk Committee, Representative of Mumtalakat - General Poultry Company, Kingdom of Bahrain (2024-Present)
- Vice Chairman of the Board, Representative of Mumtalakat - Bahrain Agriculture Development Company, Kingdom of Bahrain (2025-Present)



Mr. Fahad Mohamed Almudhahka

Non - Executive / Non - Independent (2023 – 13 Nov 2025)

- Member of the Board of Directors
- Member of the Executive Committee

Experience

- Working as Chief Corporate Affairs Officer – Gulf Air Group
- Worked as Director of Government & Parliamentary Affairs - Bahrain Mumtalakat Holding Company
- Worked as Manager in the Legal Department – Tamkeen
- Worked as Liaison Assistant - Education & Training Quality Authority

Qualifications

- Masters of Commercial Law from Applied Science University, Bahrain
- Bachelor of Law from Al Yarmook University, Jordan

Directorships and positions in other companies

Nil.

d. Description of the following:

1. Total remunerations paid to the directors for the year 2024.

The total remuneration paid to the Board of Directors of the Company for the year ended 31 December 2024 was, in the aggregate, BHD 46,815.

2. The proposed total remunerations to be paid to the directors for the year 2025, which will be presented at the annual general meeting for approval.

The proposed remuneration of the Board of Directors of the Company for services during year 2025 is, in the aggregate, BHD 60,000. This amount is subject to the approval of the shareholders.

3. Description of the sitting fees paid to the directors for attendance of the Board and Board's committees for the financial year 2025 according to the following table:

The tables below show the fees for the Board of Directors:

Board of Directors (2023-2026)			
#	Name	Aggregate amount of the sitting fees paid for attendance of the Board and Board Committees	
		Board / Committee*	Sitting Fees (BHD)**
1	Mr. Basim Mohamed Al Saie	BOD, NRGC and ExCom	11,300
2	Mr. Salah Mushari Al Kulaib	BOD, ExCom and NRGC	9,100
3	Mr. Ayman Abdulhameed Zainal	BOD and ACRC	6,000
4	Mr. Eyad Redha Faraj	BOD, ACRC and NRGC	7,900
5	Ms. Raghdan Saleh Abdulrasool	BOD, ACRC and ExCom	8,500
6	Mr. Ahmad Mazhar	BOD, NRGC, ACRC and ExCom	9,500
7	Mr. Wael Ahmed Itani	BOD and NRGC	6,500
8	Mr. Mohamed Sadiq Al Rahma (Joined on 13 Nov 2025)	BOD and ExCom	1,000
9	Mr. Fahad Mohamed Almudhahka (Member until 13 Nov 2025)	BOD and ExCom	5,000
Total			64,800

* **BOD:** Board of Directors, **ACRC:** Audit, Compliance and Risk Committee, **ExCom:** Executive Committee, **NRGC:** Nomination, Remuneration and Governance Committee

** Please refer to Section e, 5, 6, 7 and 8 below for the attendance details.

BAHRAIN FLOUR MILLS Co. شركة البحرين لمطاحن الدقيق

ص.ب: ٢٦٧٨٧ | المنامة | مملكة البحرين | هاتف: +٩٧٣ ١٧٧٢٩٩٨٤ | فاكس: +٩٧٣ ١٧٧٢٩٣١٢
P.O. Box 26787 | Manama | Kingdom of Bahrain | Phone: +973 17729984 | Fax: +973 17729312
الموقع الإلكتروني: www.bfm.bh | البريد الإلكتروني: info@bfm.bh



e. Number and dates of the Board's meetings held during the financial year 2025, in addition to the number of times directors attended in person or by visual communication and a description of the directors present by proxy.

The tables below show the fees for the Board of Directors:

The Board held a total of eight meetings in 2025, which were held on 25 February, 26 March, 12 May, 17 June, 13 August, 14 October, 13 November and 15 December. Four meetings were held virtually and four in person:

Mr. Basim Mohamed Al Saie	(8 Meetings)	
Mr. Salah Mushari Al Kulaib*	(8 Meetings)	95%
Mr. Ayman Abdulhameed Zainal*	(8 Meetings)	100%
Mr. Fahad Mohamed Almudhahka	(6 Meetings)	
Mr. Eyad Redha Faraj	(6 Meetings)	
Ms. Raghdan Saleh Abdulrasool	(8 Meetings)	
Mr. Ahmad Mazhar	(6 Meetings)	
Mr. Wael Ahmed Itani	(7 Meetings)	
Mr. Mohamed Sadiq Al Rahma	(1 Meeting)	

* Board attendance percentage for any Board members stand for re-election.

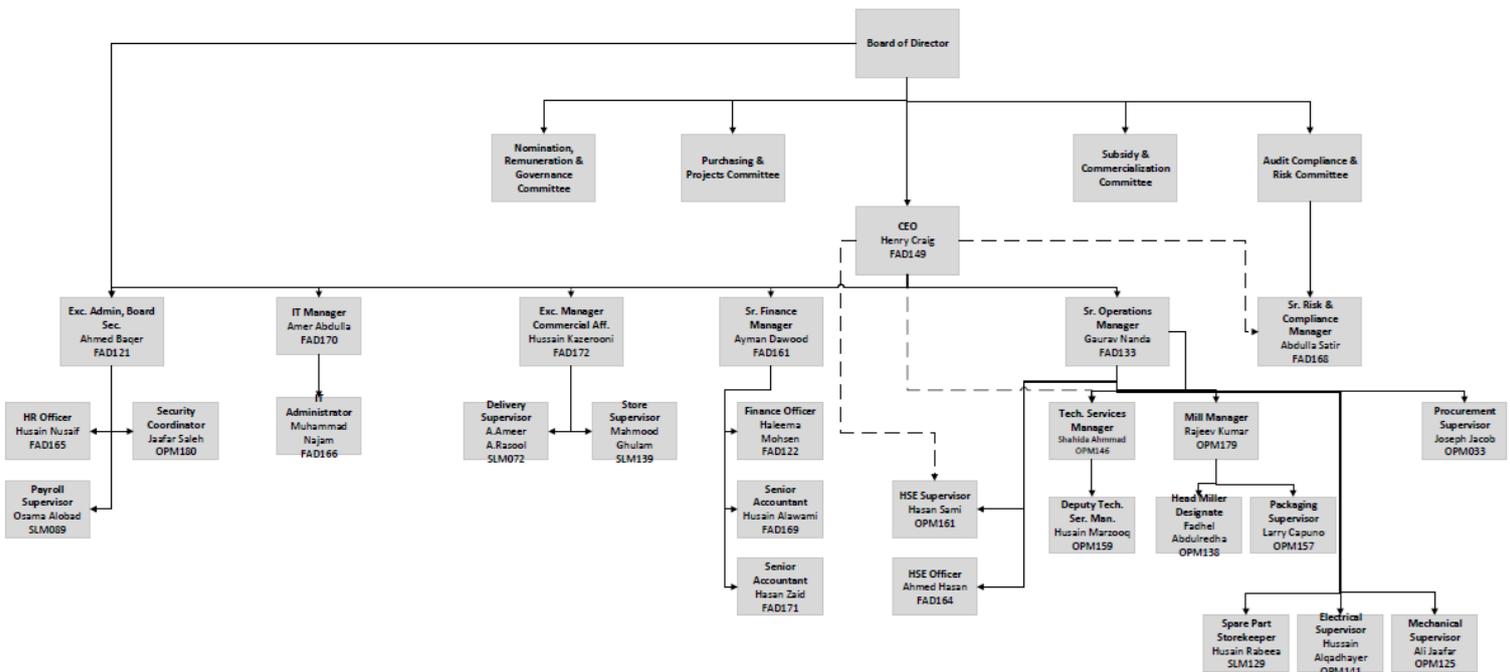
f. Description of the Board's duties and competences carried out on its behalf by the Executive Management by delegation of authority, specifying the duration and validity of the delegation.

There were no tasks and mandates delegated by the Board of Directors to the Executive Management during the year 2025.

g. Details of transactions with related parties (stakeholders), indicating the nature of relationship and type of transaction.

Details of transactions with related parties are included in Note No. 25 of the audited financial statements for the year ended 31 December 2025.

h. The Company's organizational structure, including the first and second grades at a minimum and including the Company's general manager and/or chief executive officer, deputy general manager and managers.



i. Total remunerations paid to the key executive officers, including salaries, benefits, allowances, increases, stock options, end-of-service benefits, pensions, etc.

The total paid remuneration to the key executive officers (including salaries and other benefits) is, in the aggregate, BHD 428,505. Please refer to Note No. 25 of the audited financial statements for the year ended 31 December 2025 for the details.

4- External Auditors:

a. Providing shareholders with the auditor's profile and overview of its professional performance.

Ernst & Young provides audit, consulting, tax, business risk, technology and security risk services, and human capital services worldwide. The company, one of the Big Four accounting firms, dates back to the early twentieth century. Scotsman Arthur Young and American Alwin Ernst founded their separate companies in 1906 and 1903, respectively. The companies merged in 1989. Today the company employs over 200,000 people and operates in over 150 countries.

The review is conducted in accordance with International Standard on Auditing No. 2410, "Review of interim financial information by an auditor independent of the organization." A review of interim financial information consists primarily of making inquiries of personnel responsible for financial and accounting matters and performing analytical reviews and other review procedures. The scope of the audit is much less than the scope of an audit conducted in accordance with international auditing standards.

b. Fees and charges for the audit or services provided by the external auditor during the year 2025, in addition to a description of the auditor's years of service as the Company's external auditor.

Name of the audit firm	EY
Years of service as the Company's external auditor	3 years
Name of the partner in charge of the Company's audit	Prasanth Govindapuram
The partner's years of service as the partner in charge of the Company's audit	One year
Total audit fees for the financial statements for the year 2025 (BHD)	20,585
Other special fees and charges for non-audit services other than auditing the financial statements for the year 2025 (BHD) if any.	3,250

5- Audit, Compliance and Risk Committee ('ACRC'):

a. Names, competences, and duties of the committee's members.

ACRC Members:

- Mr. Eyad Redha Faraj, Chairman
- Mr. Ayman Abdulhameed Zainal, Vice Chairman
- Ms. Raghdan Saleh Abdulrasool, Member
- Mr. Ahmad Mazhar, Member

The Purpose of the Audit, Compliance and Risk Committee ('ACRC') is to assist the Company's Board of Directors in fulfilling its oversight responsibilities to (a) select, appoint, remunerate or, where appropriate, terminate the external auditor, subject to ratification by the Board and the Shareholders, (b) review the Company's accounting and financial practices, and the integrity of the financial control, internal control and financial statements, (c) select, appoint and terminate, where appropriate, of the internal auditor and the budget allocated to the internal audit (d) oversee the implementation and effective operation of the risk management framework; and ensure that the Company has in place adequate controls to identify, monitor and report the risk. The ACRC shall meet at least four times a year.

b. Number and dates of meetings held by the committee during the year to discuss issues related to financial statements and any other matters and the number of times members attended the meetings in person.

The Committee emerged from the Board of Directors held a total of four meetings in 2025, which were held on 23 February, 11 May, 12 August and 9 November. Two meetings were held virtually and two in person:

Mr. Eyad Redha Faraj, Chairman	(4 Meetings)
Mr. Ayman Abdulhameed Zainal, Vice Chairman	(4 Meetings)
Ms. Raghdan Saleh Abdulrasool, Member	(4 Meetings)
Mr. Ahmad Mazhar, Member	(4 Meetings)

Corporate governance officer's name, qualifications, date of appointment, and contact details.

Mr. Ali Abdulelah Almoalem has been appointed as the Corporate Governance Officer of Bahrain Flour Mills Company B.S.C. effective 4th November 2018. Mr. Almoalem holds bachelor's degree in Computer Engineering from the University of Bahrain. Below are the contact details:

- Office No.: +973- 17729984/ Ext: 105
- Mobile number: +97339244610
- E-mail Address: ali.a@bfm.bh

6- Nomination, Remuneration and Governance Committee (NRGC):

a. Names, competences, and duties of the committee's members.

NRGC Members:

- Mr. Basim Mohamed Al Saie, Chairman
- Mr. Ahmad Mazhar, Vice-Chairman
- Mr. Eyad Redha Faraj, Member
- Mr. Wael Ahmed Itani, Member
- Mr. Salah Mushari Al Kulaib, Member

The purpose of the Nomination, Remuneration and Governance Committee ('NRGC') is to assist the Company's Board of Directors in fulfilling its oversight responsibilities to (a) review all candidates for board membership recommended by the shareholders (b) make recommendations to the board from time-to-time as to changes the committee believes to be desirable to the size and composition of the board or any committee of the board, (c) coordinate and organize the annual evaluation of the Board and Board Committees (d) recommend the appointment of specific executive managers vacancies including the CEO, (e) approve, monitor and review the Company's remuneration policy, and evaluation of the executive management, (f) develop and recommend to the Board changes from time to time in BFM's written corporate governance guidelines, which shall constitute BFM's corporate governance policy framework and shall include or refer to the principles and numbered directives of the Corporate Governance Code of the Kingdom of Bahrain ("Bahrain Code") and CBB Rulebook. The NRGC shall meet at least twice a year.

b. Number and dates of meetings held by the committee during the financial year and the number of times members attended the meetings in person.

The committee emerged from the Board of Directors held a total of six meetings in 2025, which were held on 26 January, 25 March, 16 September, 14 October, 10 November and 24 December. Four meetings were held virtually and two in person:

Mr. Basim Mohamed Al Saie, Chairman	(6 Meetings)
Mr. Ahmad Mazhar, Vice-Chairman	(5 Meetings)
Mr. Eyad Redha Faraj, Member	(5 Meetings)
Mr. Wael Ahmed Itani, Member	(6 Meetings)
Mr. Salah Mushari Al Kulaib, Member	(6 Meeting)

c. Summary of the committee performance report with regard to the Governance during the year 2025.

The NRGC reviewed and updated the Company's Corporate Governance Guidelines, including the responsibilities of the Chairman, Board Secretary, and ACRC. The review also included the removal of the Purchasing and Projects Committee and the Subsidy and Commercialization Committee, and the establishment of the Executive Committee.

7- Purchasing and Projects Committee ('PPC'):

a. Names, competences, and duties of the committee's members.

PPC Members:

- Mr. Salah Mushari Al Kulaib, Chairman
- Mr. Basim Mohamed Al Saie, Vice-Chairman
- Ms. Raghdan Saleh Abdulrasool, Member
- Mr. Fahad Mohamed Almudhahka, Member *

*Replaced in Board Membership on 13 November 2025

The purpose of the Purchasing and Projects Committee ('PPC') is to assist the Company's Board of Directors in fulfilling its oversight responsibilities with respect to (a) wheat procurement, and other general procurements, and (b) major project and capital expenditures. The PPC shall meet at least twice a year.

b. Number and dates of meetings held by the committee during the financial year and the number of times members attended the meetings in person.

The committee emerged from the Board of Directors held one meeting on 6 February 2025 in person, and get resolved by the Board of Director on 25 February 2025:

Mr. Salah Mushari Al Kulaib, Chairman	(1 Meeting)
Mr. Basim Mohamed Al Saie, Vice-Chairman	(1 Meeting)
Ms. Raghdan Saleh Abdulrasool, Member	(1 Meeting)
Mr. Fahad Mohamed Almudhahka, Member	(1 Meeting)

8- Executive Committee ('ExCom')

The Executive Committee was formed and its responsibilities were consolidated with those of the dissolved Purchasing and Projects Committee, pursuant to the Board of Directors' decision at the meeting held on 25 February 2025.

c. Names, competences, and duties of the committee's members.

ExCom Members:

- Mr. Basim Mohamed Al Saie, Chairman
- Mr. Salah Mushari Al Kulaib, Vice-Chairman
- Mr. Ahmad Mazhar, Member
- Ms. Raghdan Saleh Abdulrasool, Member
- Mr. Mohamed Sadiq Al Rahma, Member
- Mr. Fahad Mohamed Almudhahka, Member *

*Replaced with Mr. Mohamed Sadiq Al Rahma in Board Membership on 13 November 2025.

The purpose of the Executive Committee ('ExCom') is to assist the Company's Board of Directors in fulfilling its oversight responsibilities with respect to (a) oversee executive management and departmental functions to ensure alignment with the Company's strategic objectives, internal policies, and Board-approved governance framework, (b) approve and reallocate capital investments within defined financial thresholds in accordance with the approved budget and governance limits, (c) ensure that disposals of fixed assets, damaged inventory, and bad debts are subject to Executive Committee recommendation and Board of Directors' approval, (d) oversee compliance with the Wheat Tendering, Negotiating, Procurement and Payment Manual and approve wheat procurement recommendations in accordance with established procedures, (e) oversee compliance with the Procurement Policy and approve procurement plans, bid evaluations, and contract awards based on management committee recommendations, (f) oversee major projects by approving proposals and budgets, establishing governance frameworks, monitoring progress, and ensuring effective risk management and internal controls, (g) oversee the Company's strategic relationship with the Government of Bahrain, guide the transition to a market-driven model, and provide oversight and direction on growth, commercial, pricing, and market strategies. The ExCom shall meet at least four times a year.

d. Number and dates of meetings held by the committee during the financial year and the number of times members attended the meetings in person.

The committee emerged from the Board of Directors held a total of 4 meetings in 2025, which were held on 4 May, 22 July, 14 September and 1 December. Four meetings were held in person:

Mr. Basim Mohamed Al Saie, Chairman	(4 Meetings)
Mr. Salah Mushari Al Kulaib, Vice-Chairman	(3 Meetings)
Mr. Ahmad Mazhar, Member	(4 Meetings)
Ms. Raghdan Saleh Abdulrasool, Member	(4 Meetings)
Mr. Mohamed Sadiq Al Rahma, Member	(1 Meeting)
Mr. Fahad Mohamed Almudhahka, Member	(3 Meetings)

9- Details of any irregularities committed during the financial year, their causes (if any), and the plan to address them in order to avoid future recurrence.

There are no irregularities committed during the year 2025.

10- Description of the cash and in-kind contributions made by the Company during the year 2025 for the purpose of community development and environment preservation, indicating the recipients of these contributions.

BFM continues to uphold its role as a responsible corporate citizen. During the financial year ended 31 March 2025, the Company provided total approved donations amounting to BD 24,527, supporting several respected national institutions and charitable organizations.

Among the beneficiaries were the Royal Humanitarian Foundation, the Royal Bahrain Equestrian and Endurance Federation, the Bahrain Charity Society, and the Alia Center. These contributions reflect the Company's belief that long-term business success must be accompanied by meaningful community engagement and national support.

11- Ownership Structure

a. Statement of shareholders' equity as of 31 December 2025 (individuals, corporate, government or organizations) to be classified as follows: Local, Gulf, Arab, and foreign.

#	Shareholder classification	Shareholding %			Total
		Individuals	Corporate	Government or Organizations	
1	Local	23.10%	2.75%	65.73%	91.58%
2	Arab	0.76%	7.65%	-	8.41%
3	Foreign	0.01%	-	-	0.01%
Total		23.87%	10.4%	65.73%	100%

b. Description of the shareholders who hold 5% or more of the Company's share capital, indicating the name of the natural person who holds the shares, the final beneficiary, as at 31 December 2025 as follows:

#	Name	Number of shares held	Shareholding %	Name of the natural person, the final beneficiary
1	Bahrain Food Holding Company	16,322,806	65.73%	Bahrain Government
2	Kuwait Flour Mills & Bakeries Co.	1,848,000	7.44%	Kuwait Flour Mills & Bakeries
3	Abdulhameed Zainal Mohamed Zainal	2,220,586	8.94%	Abdulhameed Zainal

c. Description of how shareholders are distributed according to their respective shareholding as at 31 December 2025 as follows:

#	Shareholding (share)	No of shareholders	Number of shares held	Shareholding %
1	<50,000	1,782	3,401,744	13.70%
2	50,000 to >500,000	14	1,039,364	4.19%
3	500,000 to 5,000,000	2	4,068,586	16.38%
4	>5,000,000	1	16,322,806	65.73%

d. Shareholding by Members of the Board of Directors and Executive Management as at 31 December 2025

As at 31 December 2025, none of Board of Directors and Executive Management hold any shares of the Company.

e. Description of the significant events that occurred during the year 2025.

Please refer to the Board of Directors Report enclosed with the annual audited financial statements for the year ending 31 December 2025.

12- Compliance with the provisions of the Corporate Governance Code, as follows:

Principle	Non-compliant	Partially Compliant	Fully Compliant	Explanation in case of non-compliance
Principle 1: The Company shall be headed by an effective, qualified and expert board.			Yes	
Principle 2: The directors and executive management shall have full loyalty to the company.			Yes	
Principle 3: The Board shall have rigorous controls for financial audit and reporting, internal control, and compliance with law.			Yes	
Principle 4: The Company shall have effective procedures for appointment, training, and evaluation of the directors			Yes	
Principle 5: The Company shall remunerate directors and senior officers fairly and responsibly.			Yes	
Principle 6: The Board shall establish a clear and efficient management structure for the Company and define the job titles, powers, roles and responsibilities.			Yes	
Principle 7: The Company shall communicate with shareholders, encourage their participation, and respect their rights.			Yes	
Principle 8: The Company shall disclose its corporate governance.			Yes	
Principle 8: Companies which offer Islamic Services shall adhere to the principles of Islamic Shari'a*			-	N/A

Principle	Non-compliant	Partially Compliant	Fully Compliant	Explanation in case of non-compliance
Principle 10: The Board shall ensure the integrity of the financial statements submitted to shareholders through appointment of external auditors.			Yes	
Principle 11: The Company shall seek through social responsibility to exercise its role as a good citizen.			Yes	

* Applicable only to the companies offering Islamic Services

13- Any disclosures required by the regulatory authorities.

Please refer to the company's disclosures on the Bahrain Bourse website.

Basim Mohamed Al Saie
Chairman of the Board

Date: 3 March 2026