



# Invitation to the Ordinary General Assembly of Zain Bahrain B.S.C. (CR Number 50603)

We cordially invite the shareholders to attend the Ordinary General Assembly Meeting, to be held at 11:00 am on Wednesday 28 of March 2018 at the Al Murjan Hall, the Gulf Hotel Convention Center, Manama, Kingdom of Bahrain, to consider the following items on the agenda and to pass the required resolutions accordingly.

## Ordinary General Assembly Agenda:

- 1) To read and ratify the minutes of the previous annual general meeting held on 22 March 2017.
- 2) To discuss and approve the Board of Directors' Report on the Company's activities for the year ended 31 December 2017.
- 3) To receive the External Auditor's Report for the year ended 31 December 2017.
- 4) To discuss and approve the Financial Statements for the year ended 31 December 2017.
- 5) To approve the proposal of the Board of Directors for the allocation of the net profits for the year ended 31 December 2017 as follows:
  - a. Transfer BD 430,540 to the statutory reserve.
  - b. Distribute a cash dividend of 5 fils or 5% of the issued share capital amounting to BD 1,840,000 to the shareholders for the year ended 31 December 2017. The dividend will be paid starting from April 5, 2018.
  - c. Transfer the amount of BD 2,034,865 to retained earnings.
- 6) To approve the recommended distribution of the Board of Directors' remuneration in the aggregate amount of BD 223,612 for the year ended 31 December 2017.
- 7) Discuss the Corporate Governance Report for 2017, in accordance with the Central Bank of Bahrain's requirements.
- 8) To discharge the Directors of the Company from any liability arising in connection with their duties during the year ended 31 December 2017.
- 9) To appoint and/ or elect the Board of Directors for the next term of three years.
- 10) To appoint or re-appoint the Company's external auditor(s) and authorize the Board of Directors to specify their remuneration for the year ending 31 December 2018.
- 11) To approve the Company's ownership of its shares held under the Discretionary Portfolio Management Agreement and classify them as treasury shares and to authorize the Board of Directors to undertake any transactions relating to the Company's treasury shares in accordance with the Central Bank of Bahrain regulations.
- 12) To discuss any other matters in accordance with Article 207 of the Commercial Companies Law.

**Ahmed bin Ali bin Abdulla Al Khalifa**  
Chairman of the Board of Directors

## Important Notice to Shareholders:

- The Company's annual report for the year of 2017 and a copy of the Proxy Form are available in Zain Bahrain's website: [www.zain.com.bh](http://www.zain.com.bh) and through the Registrar, Bahrain Bourse, located in the Bahrain Financial Harbor, Harbor Mall, fourth floor, telephone +97317108833, fax +97317228061, e-mail: [registry@bahrainclear.com](mailto:registry@bahrainclear.com).
- Any shareholder who is registered in the Company's register is entitled to attend the meeting or to nominate in writing any person to attend the meeting and vote on his behalf, taking into account that this proxy may not be issued to the Chairman or a member of the Board of Directors or an employee of the Company.
- In the event that the shareholder is a corporate entity, the proxy to attend the meeting should include an authorization letter by the shareholder that the person is the proxy to such shareholder. The authorization issued by the authorized person of the company must be in writing and stamped by the company. The proxy must be submitted by the deadline date for filing the proxy.
- Shareholders wishing to nominate themselves for membership of the Board of Directors may refer to the "Announcement Regarding Nomination for Board Membership" form published in Bahrain Bourse and the Company's website.
- The proxy must be submitted at least 24 hours prior to the date of the meeting with the Registrar, Bahrain Bourse, located at Bahrain Financial Harbor (BFH), Harbor Mall, fourth floor, phone +97317108833, fax +97317228061, e-mail: [registry@bahrainclear.com](mailto:registry@bahrainclear.com). The Proxy Form can be delivered by hand, courier, fax +97313603333 or e-mail: [ir@bh.zain.com](mailto:ir@bh.zain.com). It should be noted that if the Proxy Form is delivered after the deadline, it shall not be valid for the purposes of the meeting.
- For any queries, please contact the Investor Relations and Corporate Communications Department by phone at +97336031000, via e-mail at [ir@bh.zain.com](mailto:ir@bh.zain.com) or by fax at +97313603333.