



Invitation to the Ordinary General Meeting

The Board of Directors of Bahrain Commercial Facilities Company B.S.C. cordially invites the shareholders to attend the Ordinary General Meeting to be held on Tuesday 31 March 2020, at 9:00 AM, at Awal Ballroom, Gulf Hotel, Manama - Kingdom of Bahrain, to discuss the below agenda:

The Agenda for the Ordinary Annual General Meeting:

1. To read and approve the minutes of the last Annual General Meeting held on 26 March 2019.
2. To review and approve the Board of Directors' report and the financial position on the activities of the Company for the year ended 31 December 2019.
3. To receive the external auditor's report on the financial statements for the year ended 31 December 2019.
4. To review and approve the Company's financial statements for the year ended 31 December 2019.
5. To appropriate the net profit for the year on the recommendation of the Board of Directors as follows:
 - a) Distribution of cash dividends of 50% of paid-up capital at 50 Fils per share (BD 10,071,424):

Event	Date
Cum-Dividend Date (Last day of trading with entitlement to dividends)	01 April 2020
Ex-Dividend Date (First day of trading without entitlement to dividends)	02 April 2020
Record Date (The Day on which all shareholders whose names are on the share register will be entitled to dividends)	05 April 2020
Payment Date (The Day on which the dividends will be paid to the entitled shareholders)	16 April 2020

- b) Transfer of BD 460,000 to the Statutory Reserve.
- c) Transfer of BD 750,000 to the General Reserve.
- d) Allocation of BD 300,000 for the Charity and Donation Fund.
- e) Transfer of BD 5,530,427 to Retained Earnings.

6. Approval of a proposal to pay BD 440,000 for the Board of Directors' Remuneration for 2019.
7. To approve the validity to issue new bonds up to BD 50 million. Terms and conditions shall be determined by the Board of Directors, subject to the CBB prior approval.
8. To review and approve the Company's Corporate Governance Report and its compliance with the CBB regulatory requirements for the year ended 31 December 2019.
9. To absolve the members of the Board from liability for their actions during the year ended 31 December 2019.
10. To appoint / re-appoint the external auditors for 2020, subject to the CBB prior approval, and authorize the Board of Directors to determine their remuneration.
11. Disclosure of Related Party Transactions carried out during the financial year ended 31 December 2019 as described in Note (23) of the Financial Statements in line with Article (189) of the Commercial Companies Law No. (21) of 2001.
12. To elect five and nominate five members to the Board of Directors for the next three years, subject to the CBB prior approval.
13. Any Other Business in accordance with Article (207) of the Commercial Companies Law No. (21) of 2001.

Abdulrahman Yusuf Fakhro
Chairman of the Board

Notes:

1. Shareholders wishing to nominate themselves for the Board of Directors membership for the next three years, are advised to refer to the previous Announcement that appeared in the local press on 19 February 2020 and on the Bahrain Bourse's and Company's websites.
2. Shareholders wishing to be represented by other persons at the AGM are invited to get proxies and agendas from the Company's website or share registrar M/S Bahrain Clear B.S.C. (Closed), Offices on the 4th Floor of Bahrain Financial Harbour (Harbour Gate) Building 31, Road 383, Block 305, P.O. Box 3203, Tel.: 17261260 - 17108836, Fax: 17256362, email: info@bahrainclear.com, Manama, Kingdom of Bahrain, effective from Monday 9 March 2020.
3. This proxy must be deposited at least 24 hours prior to the Meeting's date with the Share Registrar.
4. Any shareholder, whose name is registered in the list of the company's shareholders as of the date of the AGM, has the right to attend the AGM in person or by written proxy to vote on his/her behalf in the said meeting. Neither the Board of Directors nor the company's staff shall act as proxies.
5. If the quorum for the said AGM is not obtained, a second meeting with the same agenda shall be held on Tuesday 07 April 2020 at the same time and place. Again, if the quorum for the said second meeting of AGM is not obtained, a third meeting with the same agenda shall be held on Tuesday 14 April 2020 at the same time and place.
6. The Company's financial statements are available on the Bahrain Bours's and company's website.
7. Should you require any further information or inquiries, please do not hesitate to contact the Company Board Secretary Mr. Sayed Jalal Al Mousawi on 17787209, or fax: 17911900, or email: jalmousawi@bahraincredit.com.bh.