



Proxy Form

I, the undersigned, _____ in my capacity as a shareholder of Zain Bahrain B.S.C., have authorized _____, on my behalf to attend and vote in the AGM to be held on 31 March 2021 or any deferred meetings.

Issued on: _____ 2021

Zain Bahrain's Board of Directors is pleased to invite the shareholders to attend the company's Annual General Assembly Meeting (AGM), to be held at 11:00 a.m. on Wednesday, 31 March 2021 at Bahrain Bourse Business Centre, Manama, Kingdom of Bahrain, and virtually via video teleconferencing to discuss the agenda outlined below and to take the necessary decisions thereon. In line with the requirements of the Commercial Companies Law, in the absence of a quorum on the first scheduled date for the AGM, a second meeting will be scheduled on Wednesday, 7 April 2021; and in the absence of quorum on such second date for the meeting a third meeting will be scheduled on Wednesday, 14 April 2021, at the same venue and time. This proxy grants the right to vote on the following items of the agenda.

PROXY: (To be filled out when appointing a proxy to attend the AGM)

First: The agenda of the Annual General Assembly	Yes	No
1. To read and ratify the minutes of the previous annual general assembly meeting held on 30 March 2020.		
2. To discuss and approve the report of the Board of Directors on the company's activities for the financial year ended 31 December 2020.		
3. To receive the external auditors report on the financial statements for the financial year ended 31 December 2020.		
4. To discuss and approve the financial statements for the financial year ended 31 December 2020.		
5. To approve the recommendation of the Board of Directors for the allocation of the net profits for the financial year ended 31 December 2020 as follows: A. Transferring BD 540,496 to statutory reserve. B. Cash dividend distribution to shareholders of BD 2,183 million for the financial year ended 31 December 2020 at 6 fils per share (excluding treasury shares), or 6% of the paid-up capital. C. Transfer of BD 2,681 million as retained earnings for the following year.		
6. To approve the remuneration of the members of the Board of Directors with a total amount of BD 223,612 for the financial year ended 31 December 2020.		
7. To discuss and ratify the corporate governance report for the year 2020 and its compliance to the requirements of the Ministry of Industry, Commerce and Tourism and the Central Bank of Bahrain.		
8. To update the general assembly of transactions carried out during the financial year ended 31 December 2020 with any of the related parties as shown in note no. 24 of the financial statements in line with Article 189 of the Commercial Companies Law.		
9. To discharge the Directors from any liability arising in connection with their duties for the financial year ended on 31 December 2020.		
10. To approve the re-appointment of the company's external auditor for the financial year ending on 31 December 2021 and authorize the Board of Directors to determine their remuneration.		
11. To approve the appointment/election of seven members of Zain Bahrain's Board of Directors.		
12. To discuss any other matters in accordance with Article 207 of the Commercial Companies Law.		

Shareholder's No: _____ Shareholder's Name: _____

Number of Shares: _____ Signature: _____

Important Notice to Shareholders

Any registered shareholder/representative proxy holder wishing to attend the AGM via electronic means is requested to send an email to ir@bh.zain.com no later than 24 hours before the scheduled meeting date attaching a clear copy of the relevant shareholder and/or representative proxy holder's passport or other Identification Document. Once the information provided is verified, details on how to access the meeting will be sent to the attendee.

Any registered shareholder/representative proxy holder wishing to vote on Item 11 of the agenda, being the appointment/election of Board members for the new term, will be required to attend the meeting physically to be able to cast their vote/s.

Zain Bahrain's annual report for the year of 2020 and a copy of the Proxy Form will be available on the company's website: www.bh.zain.com and through the Registrar, Bahrain Clear, located at the Bahrain Financial Harbor, Harbor Mall, fourth floor, telephone: +97317108786, fax: +97317228061, e-mail: registry@bahrainclear.com. Additionally, the audited financial statements and the corporate governance report will be available in the Bahrain Bourse website.

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.

The proxy must be submitted at least 48 hours prior to the date of the meeting.

Ahmed bin Ali bin Abdullah Al Khalifa
Chairman of the Board of Directors