



# Proxy Form

I, the undersigned, holder of National ID\CR number \_\_\_\_\_ in my capacity as a shareholder of Zain Bahrain B.S.C., have authorized \_\_\_\_\_, holder of National ID number \_\_\_\_\_ on my behalf to attend and vote in the AGM to be held on

Monday, 25 March 2024 or any deferred meetings. Issued on: \_\_\_\_\_ 2024

Zain Bahrain's Board of Directors (Commercial registration number 50603) is pleased to invite the shareholders to attend the Company's Annual General Assembly Meeting ("AGM"), to be held at 9:00 PM on Monday, 25 March 2024 at Sayer Ballroom, Sofitel, Zallaq, Kingdom of Bahrain, 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 Monday, 1 April 2024; and in the absence of quorum on such second date for the meeting a third meeting will be scheduled on Monday, 8 April 2024, at the same venue and time.

The agenda of the Annual General Assembly	Yes	No	Abstain
1. To read and ratify the minutes of the previous annual general assembly meeting held on 27 March 2023.			
2. To discuss and approve the report of the Board of Directors on the Company's activities for the financial year ended 31 December 2023.			
3. To listen to the external auditor's report on the financial statements for the financial year ended on 31 December 2023.			
4. To discuss and approve the financial statements for the financial year ended on 31 December 2023.			
5. To approve the recommendation of the Board of Directors for the allocation of the net profits for the financial year ended 31 December 2023 as follows: A. Transferring BD 593 thousand to statutory reserve. B. Cash dividend distribution to shareholders of BD 3.275 million for the financial year ended 31 December 2023 at 9 fills per share (excluding treasury shares), or 9% of the paid-up capital in accordance with the following dates: <b>Cum-Dividend Date</b> (Last day of trading with entitlement to dividends) 26 March 2024 <b>Ex-Dividend Date</b> (First day of trading without entitlement to dividends) 27 March 2024 <b>Record Date</b> (The Day on which all shareholders whose names are on the share register will be entitled to dividends) 28 March 2024 <b>Payment Date</b> (The Day on which the dividends will be paid to the entitled shareholders) 10 April 2024* C. Transfer of BD 1.94 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 2023.			
7. To discuss and ratify the corporate governance report for the year 2023 and its compliance to the requirements of the Ministry of Industry and Commerce and the Central Bank of Bahrain.			
8. To update the general assembly of transactions carried out during the financial year ended 31 December 2023 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 members of the Board of Directors from any liability arising in connection with their duties for the financial year end on 31 December 2023.			
10. To approve the re-appointment of the Company's external auditor and for the financial year ending on 31 December 2024 and authorize the Board of Directors to determine their remuneration.			
11. To elect three members and appoint four members to Zain Bahrain's Board of Directors for the next three-year term (2024-2027).			
12. To discuss any other matters in accordance with Article 207 of the Commercial Companies Law.			

\* In the event a public holiday falls on the specified date, the dividend payment will be made to the shareholders the next business day.

Shareholder's No: \_\_\_\_\_ Shareholder's Name: \_\_\_\_\_

Number of Shares: \_\_\_\_\_ Signature: \_\_\_\_\_



## Important Notice to Shareholders

- Zain Bahrain's annual report for the year of 2023 and a copy of the Proxy Form will be available on the Company's website: [www.bh.zain.com](http://www.bh.zain.com) and through the Registrar, Bahrain Clear, located at the Bahrain Financial Harbor, Harbor Mall, fourth floor, telephone +97317108833, fax +97317228061, e-mail: [registry@bahrainclear.com](mailto:registry@bahrainclear.com). Additionally, the audited financial statements and the corporate governance report will be available on 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 Form must be submitted at least 24 hours prior to the date of the meeting to the Registrar, Bahrain Clear. The Proxy Form can be delivered by hand, courier or e-mail. 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.
- Corporate shareholders shall issue a signed and stamped authorization letter appointing its authorized representative. The authorization letter must be submitted by the specified time.

For any queries, please contact the Communications and Investor Relations Department by phone at +97336031000, via e-mail at [ir@bh.zain.com](mailto:ir@bh.zain.com).

**Ahmed bin Ali bin Abdullah Al Khalifa**

Chairman of the Board of Directors