



# 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 and EGM to be held on Monday, 27 March 2023 or any deferred meetings. Issued on: \_\_\_\_\_ 2023

Zain Bahrain's Board of Directors (Commercial registration number 50603) is pleased to invite the shareholders to attend the Company's Annual and Extraordinary General Assembly Meeting ("AGM" and "EGM"), to be held at 9:15 PM on Monday, 27 March 2023 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 and EGM, a second meeting will be scheduled on Wednesday, 5 April 2023; and in the absence of quorum on such second date for the meeting a third meeting will be scheduled on Monday, 10 April 2023, 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 29 March 2022.			
2. To discuss and approve the report of the Board of Directors on the Company's activities for the financial year ended 31 December 2022.			
3. To listen to the external auditor's report on the financial statements for the financial year ended on 31 December 2022.			
4. To discuss and approve the financial statements for the financial year ended on 31 December 2022.			
5. To approve the recommendation of the Board of Directors for the allocation of the net profits for the financial year ended 31 December 2022 as follows:			
A. Transferring BD 571 thousand to statutory reserve.			
B. Cash dividend distribution to shareholders of BD 3.27 million for the financial year ended 31 December 2022 at 9 fils 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)		28 March 2023	
<b>Ex-Dividend Date</b> (First day of trading without entitlement to dividends)		29 March 2023	
<b>Record Date</b> (The Day on which all shareholders whose names are on the share register will be entitled to dividends)		30 March 2023	
<b>Payment Date</b> (The Day on which the dividends will be paid to the entitled shareholders)		12 April 2023	
C. Transfer of BD 1.867 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 2022.			
7. To discuss and ratify the corporate governance report for the year 2022 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 2022 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 2022.			
10. To approve the re-appointment of the Company's external auditor and for the financial year ending on 31 December 2023 and authorize the Board of Directors to determine their remuneration.			
11. To discuss any other matters in accordance with Article 207 of the Commercial Companies Law.			

The agenda of the Extraordinary General Assembly	Yes	No	Abstain
1. To read and ratify the minutes of the previous extraordinary general assembly meeting held on 30 March 2020.			
2. To amend and re-draft article 3 of the company's Memorandum of Association and Articles of Association by deletion and addition of business activities to the company's commercial registration in relation to telecommunications activities as follows: (a) the deletion of national wireless services and public access mobile radio services; and (b) the addition of national fixed services, very small aperture terminal (VSAT) for private purposes only and activities of call centres.			
3. To authorize the Authorised Signatories of the company, to undertake the necessary actions and to execute any documents necessary to implement the foregoing agenda items, including signing the fully amended and restated memorandum and articles of association before the public and private notary and any forms or documents required by the relevant regulatory authorities.			

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

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



### Important Notice to Shareholders

- Zain Bahrain's annual report for the year of 2022 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 48 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