

Proxy Form for APM Terminals Bahrain B.S.C.

I/we, the undersigned in the capacity as a shareholder of APM Terminals Bahrain B.S.C. (the “**Company**”), hereby authorize and appoint _____ as our proxy to attend and vote on my/our behalf in the Company’s Annual General Assembly Meeting and Extraordinary General Meeting to be held on 25 March 2021 at 10:30 A.M. via videoconferencing.

Proxy Holder Details:

Proxy Holder Name	
Nationality	
CPR No.	
Passport No.	

Without limiting the general authorization and power hereby given, the person named above is specifically directed to vote as indicated below in respect of the shares registered in my/our name. (Please refer to point 5 in the notes to complete the table below):

Annual General Assembly Agenda Item	Vote for the Agenda Item		
	In Favour	Against	Abstain
1) Approve the minutes of the Annual General Assembly Meeting held on 26 March 2020			
2) To review and approve the Report of the Board of Directors on the activities of the Company for Financial Year ended 31 December 2020			
3) To review and approve the external auditors report on the financial statements for the year ended 31 December 2020			
4) To review and approve the audited financial statements for the year ended 31 December 2020.			
5) To approve the recommendation of the Board of Directors to allocate the dividends for the financial year ended 31 December 2020 as follows: i. Cash dividend of 151.8 fils per share or 151.8% of the paid-up capital amounting to BD 13.662 million for the fiscal year ended 31/12/2020.			

Annual General Assembly Agenda Item	Vote for the Agenda Item		
	In Favour	Against	Abstain
6) To approve remuneration of total amount of BD 74,500 to the members of the Board of Directors for the financial year ended 31/12/2020 subject to approval of the Ministry of Industry, Commerce and Tourism.			
7) To discuss the Corporate Governance Report for 31 December 2020 in compliance with the requirements of the Central Bank of Bahrain and the Ministry of Industry, Commerce and Tourism.			
8) To review and approve material related party transactions entered by the Company for the Financial Year ended 31 December 2020 as set out in Note 22 of the financial statements in line with Article 189 of the Commercial Companies Law.			
9) To discharge the Board of Directors from their liability in respect of management of the Company for the year ended 31 December 2020.			
10) Appointment/ reappointment of the external auditors for the financial year ending 31 December 2021 and authorizing the Board of Directors to determine their fees.			
11) Any other business in accordance with Article 207 of the Commercial Companies Law.			

Extra-ordinary Agenda Item	Vote for the Agenda Item		
	In Favour	Against	Abstain
1) To approve adding " <i>Selling and buying shares and securities for company's account only</i> " as one of the Company's objectives.			
2) To approve amending Article 5(2) of the Memorandum and Articles of Association by amending paragraph (h) and adding a new paragraph (i).			
3) To approve authorizing the authorized signatories of the Company, jointly or singly to handle any applications before the competent authorities to implement items (1) and (2) above.			

The undersigned hereby further confirms and ratifies such legal act, for itself and its successors and assigns, covenants to confirm and ratify any and all actions, the said proxy may lawfully do or cause to be done by virtue of these presents.

This Proxy shall in all respects be governed by and be interpreted in accordance with the laws of the Kingdom of Bahrain.

Shareholder Name:

Shareholder Number:

No. of Shares:

Date:

Signature:

PLEASE NOTE:

1. Shareholders whose names are registered in the share register of the Company 24 hours before the Meetings are entitled to attend the Meetings, or appoint a Proxy to attend the meetings and vote on behalf of such shareholder provided such Proxy is not a director or employee of the Company (unless the Proxy is a first degree relative of that shareholder)
2. This Form of Proxy must be in writing signed by the shareholder or the shareholder's attorney or, if the shareholder is a corporation, be signed by a duly authorised representative of the corporation with the corporation's stamp affixed on the Proxy form.
3. The proxy forms should be submitted at least 24 hours prior to the meetings to the Share Registrar (Bahrain Clear B.S.C(c)) at their office) – Bahrain Financial Harbor, 4th Floor. Phone: +973 17108833, email: registry@bahrainclear.com.
4. If you wish your proxy to cast your votes "In Favour" or "Against" a resolution you may insert an 'X' in the appropriate box. If you do not wish your proxy to vote on any particular resolution, you may insert an 'X' in the 'Abstain' box. An 'Abstain' is not a 'vote' and will not be counted in the calculation of the votes in relation to a resolution. If you do not indicate how your proxy is to vote, you will be deemed to have authorized your proxy to vote or to withhold your vote as your Proxy thinks appropriate. Your Proxy will also be entitled to vote at his or her discretion on any other resolution properly put to the AGM/ EGM.