

AGENDA

Annual General Assembly and Extra-ordinary General Assembly APM TERMINALS BAHRAIN B.S.C. (the "Company")

The Board of Directors of APM Terminals Bahrain B.S.C , CR NO. 60982-1 is pleased to invite you to attend the Company's Annual General Meeting and Extra-ordinary General Meeting (the "Meetings") to be held at 01:30 pm on Wednesday, 27 March 2024 at the Business Centre, Bahrain Bourse, 4th Floor, Bahrain Financial Harbor, Manama, Kingdom of Bahrain. Please note that the Meetings will be held only through physical attendance.

In case the legal quorum to hold the Meetings is not met, the Meetings will be held on Thursday, 4 April 2024 and if the quorum is not met on 4 April 2024, then the Meetings will be held on Tuesday, 16 April 2024.

Annual General Meeting Agenda:

1. To approve the minutes of the 17th Annual General Assembly Meeting held on 28 March 2023.
2. To discuss and ratify the Report of the Board of Directors on the activities of the Company for Financial Year ended 31 December 2023.
3. To discuss the external auditors report on the financial statements for the year ended 31 December 2023.
4. To ratify the audited financial statements for the year ended 31 December 2023
5. To approve the recommendation of the Board of Directors to allocate the dividends for the financial year ended 31 December 2023 as follows:
 - i. Cash dividend of 90.511 fils per share or 90.51%, amounting to total dividend payment of BD 8,145,990 for the fiscal year ended 31 December 2023

In this regard, below are the key dates to be taken note of:

| Event | Date |
|---|---------------|
| Cum-Dividend Date <i>(Last day of trading with entitlement to dividends)</i> | 28 March 2024 |
| Ex-Dividend Date <i>(First day of trading without entitlement to dividends)</i> | 31 March 2024 |
| Record Date <i>(The Day on which all shareholders whose names are on the share register will be entitled to dividends)</i> | 1 April 2024 |
| Payment Date <i>(The Day on which the dividends will be paid to the entitled shareholders)</i> | 16 April 2024 |

6. To approve remuneration of total amount of BD 62,000 to the members of the Board of Directors for the financial year ended 31 December 2023.
7. To discuss and ratify the Corporate Governance Report for the year ended 31 December 2023 in compliance with the requirements of the Central Bank of Bahrain and the Ministry of Industry, Commerce and Tourism.
8. To review related party transactions entered by the Company for the Financial Year ended 31 December 2023 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 2023.
10. Appointment of the external auditors for the financial year ending 31 December 2024 and authorizing the Board of Directors to determine their fees.
11. Any other business in accordance with Article 207 of the Commercial Companies Law.

Extraordinary General Meeting Agenda:

1. To approve the minutes of the Extraordinary General Assembly Meeting held on 9 September 2021.
2. To resolve, subject to the applicable regulatory approvals from the relevant regulators, to amend Article 45 (1) (a) of the Articles of Association, to be read as follows:
"The Ordinary General Meeting shall convene upon an invitation by the Chairman of the Board of Directors at the time and place determined by the Board of Directors, subject always to the Commercial Companies Law."
3. To resolve, subject to the applicable regulatory approvals from the relevant regulators, to add a new section (f) shall be added to article 45 (1) which allows the Company to hold virtual general meetings.
"Any meetings, which are legally required or stipulated in the Commercial Companies Law may be held through electronic means of communication or the telephone in accordance with article 23bis of the Commercial Companies Law. Electronic voting methods may be used in accordance with article 3 of Resolution No. 63 of 2021 regarding measures for meetings by electronic means and conditions and controls of the electronic voting system in the General Assembly of a joint stock company."

4. To approve the amendments of the Company's Memorandum and Articles of Association in accordance with the amendments made to the Commercial Companies Law Decree No. (21) of 2001, subject to the approval of the relevant regulatory authorities, and in accordance with the following laws and resolutions:
 - Decree No. 1 of 2018
 - Decree No. 53 of 2018
 - Decree No. 6 of 2020
 - Decree No. 28 of 2020
 - Decree No. 20 of 2021
 - Resolution No. 64 of 2021
 - Resolution No. 3 of 2022
 - Resolution No. 103 of 2023.

5. To approve to authorise the Chief Executive Officer, or to whom he may delegate, or the Board Secretary to undertake on behalf of the Company the necessary actions to execute and deliver any documents for the purpose of implementing the aforementioned, including but not limited to, appearing before the Notary Public to execute the Amended and Restated Memorandum and Articles of Association and submit the necessary applications to the relevant regulatory authorities.



Soren Sjostrand Jakobsen
Chairman, Board of Directors
APM Terminals Bahrain B.S.C.

Important note to shareholders:

- The Annual Report, Financial Statements for the year ended 31 December 2023 and Proxy Forms are available on the Bahrain Bourse website at www.bahrainbourse.com or company's website <https://www.apmterminals.com/operations/africa-middle-east/bahrain>.
- The shareholders whose names are registered in the share register of the Company 24 hours before the Meeting are entitled to attend the Meeting, or appoint a Proxy to attend the Meeting 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) in accordance with article 203 of the Commercial Companies Law.
- In the event where a shareholder is a corporate entity, the proxy who attends the meeting must submit an authorization letter from the shareholder authorizing him to be the representative of the shareholder, and the authorization must be in writing and stamped

by the authorized person in the company and stamped with the company's seal and submitted at least 24 hours prior to the date of the meeting at Bahrain Clear B.S.C.

- The proxy forms should be submitted 24 hours prior to the meeting to the Share Registrar (Bahrain Clear B.S.C), Bahrain Financial Harbor, 4th Floor. Phone: +973 17108833, email: registry@bahrainclear.com.
- It is worth noting that the power of attorney issued after the deadline is not valid for meeting purposes
- The Proxy or the representative as appointed above shall carry an identity card with signature to the meeting as proof of identity and signature. Regrettably, proxies or representatives who do not bring the required identity will not be allowed to enter or vote at the AGM.
- For any inquiries, please contact the Investor Relations Department at +973 1736 5512.