

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 to be held at The Auditorium, Bahrain Bourse, Financial Harbor, Manama, Kingdom of Bahrain on 24 March 2019 at 11 A.M.

Proxy Holder Details:

Proxy Holder Name	
Nationality	
CPR No.	
Passport No.	
Address	
Company	
Designation	

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):

Agenda Item	Vote for the Agenda Item		
	In Favour	Against	Abstain
1) To review and approve the minutes of the 12 th Annual General Assembly Meeting held on June 11, 2018			
2) To review and approve the Report of the Board of Directors on the activities of the Company for Financial Year ended December 31, 2018			
3) To review and approve the external auditors report on the financial statements for the year ended December 31, 2018			
4) To review and approve the audited Statement of Accounts for the year ended December 31, 2018 and the report			
5) To approve the recommendation of the Board of Directors to allocate the dividends for the financial year ended December 31, 2018 as follows: i) Transfer of BD 1,046 thousand to legal reserve. ii) Cash dividend of 109 fils per share or 109% of the paid-up capital amounting to ~BD 9.8 million for the fiscal year ended 31/12/2018 after approval by the Central Bank of Bahrain. Cash dividends will be paid from Wednesday, 03/04/2019			
6) To Approve a proposal for the distribution of remuneration to the members of the Board of Directors for a total amount of BD 11 thousand for the fiscal year ended 31/12/2018, subject to the approval of the Ministry of Industry, Trade and Tourism			
7) Approve the remuneration policy of the members of the Board as recommended by the Nominating, Remuneration and Governance Committee			

8) To discuss and approve the Corporate Governance for December 31, 2018 and comply with the requirements of the Central Bank of Bahrain and the Ministry of Industry, Trade and Tourism			
9) To review and approve material related party transactions entered by the Company for the Financial Year ended December 31, 2018 as set out in Note 21 of the financial statements in line with Article 189 of the Commercial Companies Law			
10) To discharge the Board of Directors from their liability in respect of management of the Company for the year ended December 31, 2018			
11) Appointment / reappointment of the external auditors for the financial year ending December 31, 2019 and authorizing the Board of Directors to determine their fees			
12) Any other business in accordance with Article 207 of the Commercial Companies Law			

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.

On this _____ Day of _____ 2019

Signed for and on behalf of
[name of the Shareholder]

PLEASE NOTE:

1. Shareholders whose names are registered in the share register of the Company 24 hours before the date of the AGM are entitled to attend in person, 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).

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 meeting to the Share Registrar (Bahrain Clear B.S.C(c)) at their office) – Bahrain Financial Harbor, 4th Floor. Phone: +973 17108833, email: registry@bahrainbourse.com.bh.

4. 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.

5. 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.