

## **NOTICE AND AGENDA** **ANNUAL GENERAL MEETING**

The Chairman of the Board of Directors of Nass Corporation BSC, is pleased to invite the shareholders to attend the Annual General Meeting to be held at Sheraton Hotel, Awali Room, Manama, Kingdom of Bahrain at 10.00 a.m. on Wednesday the 28<sup>th</sup> March 2018 to discuss and approve the following agenda. If the quorum is not present, the 2<sup>nd</sup> meeting will be held on Wednesday, the 4<sup>th</sup> April 2018 at the same venue and time. Further, if the quorum is not present, the 3<sup>rd</sup> meeting will be held on Wednesday, the 11<sup>th</sup> April 2018 at the same venue and time.

▪ **Agenda of Annual General Meeting:**

1. To approve the minutes of the previous annual general meeting of the company held on 27<sup>th</sup> March 2017.
2. To discuss and approve the Board of Director's Report on the activities of the Company for the Financial Year ended December 31, 2017.
3. To read the External Auditor's Report for the year ended December 31, 2017.
4. To discuss and approve the Consolidated Financial Statements for the year ended December 31, 2017.
5. To approve the Board of Directors' recommendations for the appropriation of the net profits for the year ended December 31, 2017 as follows:-
  - a) Transferring BD 352,490.000 to the Statutory reserve.
  - b) Distributing cash dividends @ 5% of the paid up capital (5 fils per share) amounting to BD 1,075,384.200 to the shareholders whose names appear in the share register as on 28<sup>th</sup> March 2018. Dividend distribution will start from 8<sup>th</sup> April 2018.
  - c) Allocating BD 30,000.000 to Charity Donation Reserve
  - d) Transferring BD 2,067,024.800 to Retained earnings.
6. To approve the Board of Directors' recommendation for payment of BD 92,000 as remuneration, for the year ended December 31, 2017, to the members of the Board of Directors, subject to MOIC&T approval.
7. To receive report on the company's compliance with the Corporate Governance Guidelines and the Central Bank of Bahrain's requirements.
8. To absolve the members of the Board from liability in respect of actions taken and administration of the Company for the financial year ended December 31, 2017.
9. To re-appoint KPMG Fakhro as External Auditors of the company for the financial year ending December 31, 2018 and to authorise the Board of Directors to determine their remuneration.
10. To elect the members of the board of directors for next term of 3 years.
11. To discuss any matters arising according to Article 207 of the Commercial Companies Law.

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**Sameer Abdulla Nass**  
Chairman

## PROXY

I / We ....., in the capacity as a shareholder in Nass Corporation BSC hereby appoint Mr/Ms. ....as my/our true and lawful proxy to attend and vote on my/our behalf at the Annual General Meeting of Nass Corporation BSC to be held at Sheraton Hotel, Awali room, Manama, Kingdom of Bahrain at 10.00 a.m. on Wednesday the 28<sup>st</sup> March 2018 and at all adjournments thereof. The said proxy is authorised to vote on my/our behalf in the following matters:

- | <b>▪ <u>Agenda of Annual General Meeting:</u></b>  | <b><u>Yes</u></b>     | <b><u>No</u></b>      |
|--|-----------------------|-----------------------|
| 1. To approve the minutes of the previous annual general meeting of the Company held on 27 <sup>th</sup> March 2017.   | <input type="radio"/> | <input type="radio"/> |
| 2. To discuss and approve the Board of Director's Report on the activities of the Company for the Financial Year ended December 31, 2017.  | <input type="radio"/> | <input type="radio"/> |
| 3. To read the External Auditor's Report for the year ended December 31, 2017.   | <input type="radio"/> | <input type="radio"/> |
| 4. To discuss and approve the Consolidated Financial Statements for the year ended December 31, 2017.  | <input type="radio"/> | <input type="radio"/> |
| 5. To approve the Board of Directors' recommendations for the appropriation of the net profits for the year ended December 31, 2017  | <input type="radio"/> | <input type="radio"/> |
| 6. To approve the Board of Directors' recommendation for payment of BD 92,000 as remuneration, for the year ended December 31, 2017, to the members of the Board of Directors, subject to MOIC&T approval. | <input type="radio"/> | <input type="radio"/> |
| 7. To receive report on the company's compliance with the Corporate Governance Guidelines and the Central Bank of Bahrain's requirements.  | <input type="radio"/> | <input type="radio"/> |
| 8. To absolve the members of the Board from liability in respect of actions taken and administration of the Company for the financial year ended December 31, 2017   | <input type="radio"/> | <input type="radio"/> |
| 9. To re-appoint KPMG Fakhro as External Auditors of the company for the financial year ending December 31, 2018 and to authorise the Board of Directors to determine their remuneration.                  | <input type="radio"/> | <input type="radio"/> |
| 10. To elect the members of the board of directors for next term of 3 years.   | <input type="radio"/> | <input type="radio"/> |
| 11. To discuss any matters arising according to Article 207 of the Commercial Companies Law  | <input type="radio"/> | <input type="radio"/> |

**Date:**        / 03 / 2018

**Shareholder No**    :

**Shareholder Name** :

**Number of shares** :

Signature: -----

**Note:**

1. Shareholders may obtain the proxy form from Karvy Computershare W.L.L. 7th Floor, Al-Zamil Tower, Building 31, Road 383, Block 305, P.O.Box 514, Manama, Kingdom of Bahrain. (Tel: +973 17 215080; Fax: +973 17-212055, email: bahrain.helpdesk@karvy.com). The proxy form should be registered with Karvy Computershare W.L.L., at the above mentioned address at least 24 hours prior to the general meeting.
2. Any registered shareholder on the date of the meeting may attend in person or appoint any other person in writing to act as his proxy and vote on his/her behalf. A proxy shall not be the Chairman, members of the Board or employees of the Company.
3. In case the shareholder is a company, the proxy attending the meeting must submit a written authorisation letter from the shareholder, assigning him/her to be the proxy for that shareholder. The authorisation must be written, issued by the authorised person in the company, stamped by the company's stamp and submitted prior to the deadline of submitting proxies.
4. The financial statements for the year 2017 and Proxy Form can be downloaded through Bahrain Bourse website and company's website [www.nasscorporation.com](http://www.nasscorporation.com).
5. For any clarification, please contact Compliance Manager on 17-725522, email: compliance@nasscorporation.com.