

**NOTICE AND AGENDA
ANNUAL GENERAL MEETING**

The Chairman of the Board of Directors of Nass Corporation BSC, cordially invites the shareholders to attend the Annual General Meeting to be held at Sheraton Hotel, Awali Ballroom, Manama, Kingdom of Bahrain at 10.00 a.m. on Monday the 21st March 2016 to discuss and approve the following agenda. If the quorum is not present, the 2nd meeting will be held on Monday, the 28th March 2016 at the same venue and time. Further, if the quorum is not present, the 3rd meeting will be held on Monday the 4th April 2016 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 19th March 2015.
2. To discuss and approve the Board of Director's Report on the activities of the Company for the Financial Year ended December 31, 2015.
3. To receive the External Auditor's Report for the year ended December 31, 2015.
4. To review and approve the Financial Statements for the year ended December 31, 2015.
5. To approve the Board of Directors' recommendations for the appropriation of the net profits for the year ended December 31, 2015 as follows:-
 - a) Transferring BD 266,770/- 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 for the year ended December 31, 2015 to the shareholders whose names appear in the share register as on AGM date i.e. 21th March 2016, **subject to CBB approval.**
 - c) Transferring BD 1,315,545.800/- to Retained earnings.
 - d) Allocating BD 10,000/- to Charity Donation Reserve.
 - e) To approve the Board of Directors' recommendation for payment of BD 88,500/- as remuneration for the members of the Board of Directors, **subject to CBB and MOIC approval.**
6. To receive report on company's compliance with Corporate Governance Code and Central Bank of Bahrain requirements.
7. 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, 2015.
8. To re-appoint KPMG Fakhro as External Auditors of the company for the financial year ending December 31, 2016 and to authorise the Board of Directors to determine their remuneration, **subject to CBB approval.**
9. To discuss any matters arising according to Article 207 of the Commercial Companies law.

▪ **Agenda of Extra Ordinary General Meeting:**

1. To approve the minutes of the previous annual general meeting of the company held on 14th December 2014.
2. To add the following activities under Nass Foods, a branch of Nass Corporation BSC (CR No.60037-8), **subject to MOIC approval.**
 - Import, Export and Sale of Fresh Meat (512215)
 - Import, Export and Sale of Packaged Meat Slices (512216)
 - Production, Processing and Preserving of Meat and Meat Products (151100)
3. To add the following activities under Nass Ice Factory, a branch of Nass Corporation BSC (CR No.60037-5), **subject to MOIC approval.**
 - Manufacture of Plastic Closures and Bottles (252009)
 - Manufacture of Soft drinks (Non-Alcoholic) and Production of Mineral Waters (155400)
4. To authorise Mr. Adel Abdulla Nass, to sign on behalf of Nass Corporation BSC, all concerned papers, documents and to submit the applications to Bahrain Investors' Centre, Ministry of Industry and Commerce and sign the amended Memorandum and Articles of Association of Nass Corporation BSC.

Sameer Abdulla Nass
Chairman

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 another 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 2015 and Proxy Form can be downloaded through company's website www.nasscorporation.com.
5. For any clarification please contact Compliance Manager on 17-725522, email: compliance@nasscorporation.com.