

**NASS CORPORATION B.S.C.**  
**INVITATION TO THE ANNUAL GENERAL AND EXTRA ORDINARY ASSEMBLY MEETING OF THE**  
**COMPANY'S SHAREHOLDERS.**

The Chairman of the Board of Directors of Nass Corporation BSC, is pleased to invite the shareholders to attend the Annual General and Extra Ordinary Meeting to be held at Sheraton Hotel, Awali Room, Manama, Kingdom of Bahrain at 10.00 a.m. on Thursday the 28<sup>th</sup> March 2019 to discuss and approve the following agenda. If the quorum is not present, the 2<sup>nd</sup> meeting will be held on Thursday, the 4<sup>th</sup> April 2019 at the same venue and time. Further, if the quorum is not present, the 3<sup>rd</sup> meeting will be held on Thursday, the 11<sup>th</sup> April 2019 at the same venue and time.

**A. Agenda of Annual General Meeting:**

1. To approve the minutes of the previous annual general meeting of the company held on 28<sup>th</sup> March 2018.
2. To discuss and approve the Board of Director's Report on the activities of the Company for the Financial Year ended December 31, 2018.
3. To read the External Auditor's Report for the year ended December 31, 2018.
4. To discuss and approve the Consolidated Financial Statements for the year ended December 31, 2018.
5. To approve the Board of Directors' recommendations for the appropriation of the net profits for the year ended December 31, 2018 as follows:-
  - a) Transferring BD 426,162 to the Statutory reserve, being 10% of the net profit for the year.
  - b) Distributing cash dividends of @ 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 2019. Dividend distribution will start from 7<sup>th</sup> April 2019.
  - c) Allocating BD 30,000 to Charity Donation Reserve
  - d) Transferring BD 2,730,078 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, 2018, to the members of the Board of Directors, subject to regulatory approval.
7. To discuss the report on the company's compliance with the Corporate Governance Guidelines as per MOIC&T and the Central Bank of Bahrain's requirements.
8. To notify and approve the transactions carried out during the financial year ended 31<sup>st</sup> December 2018 with the related parties as described in note no.22 of the financial statements in line with Article 189 of the Commercial Companies Law.
9. 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, 2018.
10. To re-appoint KPMG Fakhro as External Auditors of the company for the financial year ending December 31, 2019 and to authorise the Board of Directors to determine their remuneration.
11. To discuss any matters arising according to Article 207 of the Commercial Companies Law.

**B. Agenda of Extra Ordinary General Meeting:-**

1. To approve the minutes of the previous Extra Ordinary General meeting of the Company held on 27<sup>th</sup> March 2017.
2. To add the following activity under Nass Foods, a branch of Nass Corporation BSC (CR No.60037-8), subject to MOIC&T approval:-  
Warehousing and storage - Storage of Food Items – ISIC4 Code: 521.
3. To add a new activity under a new branch under Nass Corporation B.S.C. CR No.60037 to be Branch No 11, The name of the new branch will be NASS SAND WASHING FACTORY and activities will be as below, subject to MOIC&T approval:-  
Quarrying of Stone, Sand and Clay– ISIC4 Code: 081
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**

## 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 and Extra Ordinary Meeting to be held at Sheraton Hotel, Awali Room, Manama, Kingdom of Bahrain at 10.00 a.m. on Thursday the 28<sup>th</sup> March 2019 and at all adjournments thereof. The said proxy is authorised to vote on my/our behalf in the following matters

**A. Agenda of Annual General Meeting:**

- |  | <u>Yes</u>            | <u>No</u>             |
|--|-----------------------|-----------------------|
| 1. To approve the minutes of the previous annual general meeting of the company held on 28 <sup>th</sup> March 2018.   | <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, 2018.  | <input type="radio"/> | <input type="radio"/> |
| 3. To read the External Auditor's Report for the year ended December 31, 2018.   | <input type="radio"/> | <input type="radio"/> |
| 4. To discuss and approve the Consolidated Financial Statements for the year ended December 31, 2018.  | <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, 2018.   | <input type="radio"/> | <input type="radio"/> |
| 6. To approve the Board of Directors' recommendation for payment of BD 92,000 as remuneration.   | <input type="radio"/> | <input type="radio"/> |
| 7. To discuss the report on the company's compliance with the Corporate Governance Guidelines as per MOIC &T and the Central Bank of Bahrain's requirements.                               | <input type="radio"/> | <input type="radio"/> |
| 8. Reporting and approval of transactions carried out during the financial year ended 31 December 2018 with any of the related parties.  | <input type="radio"/> | <input type="radio"/> |
| 9. 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, 2018.                        | <input type="radio"/> | <input type="radio"/> |
| 10. To re-appoint KPMG Fakhro as External Auditors of the company for the financial year ending December 31, 2019 and to authorise the Board of Directors to determine their remuneration. | <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"/> |

**B. Agenda of Extra Ordinary General Meeting:-**

- |  |                       |                       |
|--|-----------------------|-----------------------|
| 1. To approve the minutes of the previous Extra Ordinary General meeting of the Company held on 27th March 2017. | <input type="radio"/> | <input type="radio"/> |
| 2. To add the following activity under Nass Foods, a branch of Nass Corporation BSC (CR No.60037-8).             | <input type="radio"/> | <input type="radio"/> |
| 3. To add a new activity under a new branch under Nass Corporation B.S.C. CR No.60037 to be Branch No 11.        | <input type="radio"/> | <input type="radio"/> |
| 4. To authorise Mr. Adel Abdulla Nass, to sign on behalf of Nass Corporation BSC, all concerned papers.          | <input type="radio"/> | <input type="radio"/> |

**Date:**        / 03 / 2019

**Shareholder No**        :

**Shareholder Name** :

**Number of shares** :

Signature: -----

**Note :**

- Shareholders may obtain the proxy form 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.
- 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.
- 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.
- The financial statements for the year 2018 and Proxy Form can be downloaded through Bahrain Bourse website and company's website [www.nasscorporation.com](http://www.nasscorporation.com).
- For any clarification, please contact Compliance Manager on 17-725522, email: compliance@nasscorporation.com.