



### **Invitation to attend the Ordinary and Extraordinary General Meetings**

In view of the current pandemic due to Covid-19, Trafco Group BSC, for the safety of the investors, shareholders and the Bahraini community in general, decided to conduct the Ordinary and Extraordinary General Assembly meeting consecutively, starting at 10:00 a.m. on Monday the 29 March 2021 and the shareholders are invited to participate in the said meeting or through delegated proxy via electronic means of communication (ZOOM). Accordingly, we request Trafco shareholders to follow the below instructions to ensure their participation in the meeting:

- Send an e-mail request with subject "Trafco Group BSC - Ordinary and Extraordinary General Assembly meeting" mentioning the investor / shareholder number and attaching a copy of a valid passport or ID card of the shareholder or his/her representative, to e-mail: [bahrain.helpdesk@kfintech.com](mailto:bahrain.helpdesk@kfintech.com), at least 24 hours before the scheduled date of the meeting. Also, please include the contact number and email address of the person who will participate in the online meeting session.

- After receiving all the required documents and information, those who wish to participate will be provided with a link to the virtual communication system (ZOOM) and steps to join the session via the electronic communication network, noting that the device used to participate in the session must be compatible with the requirements for operating video and audio telecommunication services. We also urge the shareholders to abide by the instructions to ensure that the meeting proceeds smoothly in line with the applicable laws and regulations.

- In the event that the required legal quorum is not met, a second meeting will be held on Monday, 5 April 2021, or a third meeting, if necessary, will be held on Monday, 12 April 2021 at the same time via electronic means also. This is to discuss and approve the following two AGM and EGM agenda:

#### **First: Ordinary General Meeting Agenda:**

1) Read and approve the Minutes of the previous Ordinary General Assembly meeting held on 30 March 2020.

2) Discuss and approve the Board of Directors report for the financial year ending on 31 December 2020.



3) Listen to the external auditor's report on the financial statements for the year ended 31 December 2020.

4) Discuss and approve the financial statements for the year ended 31 December 2020.

5) Approve the following Board of Directors' recommendation for the appropriation of the net profits for the year ended 31 December 2020 as follows:

a) Transfer of BD 110,453 to the statutory reserve.

b) Transfer of BD 50,000 to the general reserve.

c) Distribution of cash dividends at 15% of the paid-up capital (15 fils per share), amounting to BD 1,116,366.

Below are the key dates to consider:

Event	Date
Cum – Dividend Date (Last day of trading with entitlement to dividends)	30 March 2021
Ex – Dividend Date (First day of trading without entitlement to dividends)	31 March 2021
Record Date (The day on which all shareholders whose names are on the share register will be entitled to dividends)	1 April 2021
Payment Date (The day on which the dividends will be paid to the entitled shareholders)	15 April 2021

d) Approve to allocate BD 50,000 for Charity and Donation.

e) Transfer of BD 119,407 to retained earnings.



- 6) Approve the recommendation to allocate BD 92,250 as remuneration to the Board of Directors for the year ended 31 December 2020, after the approval of the Ministry of Industry, Commerce and Tourism.
- 7) Discuss and approve the Corporate Governance Report for the year 2020 in compliance with the requirement of the Central Bank of Bahrain and the Ministry of Industry, Commerce and Tourism.
- 8) Present the Related Party Transactions carried out during year ended 31 December 2020 as stated in note 27 of the Company's audited financial statements in line with Article 189 of the Bahrain Commercial Companies Law.
- 9) Approve and authorize the Board of Directors to purchase treasury shares with a maximum limit of 10% of the issued and paid-up capital according to the law.
- 10) To absolve the members of the Board of Directors from liability arising in connection with their duties during the year ended on 31 December 2020.
- 11) Appointment / re-appointment of the External Auditors for the financial year ending 31 December 2021 and authorize the Board of Directors to determine their fees.
- 12) Any additional matters in accordance with Article 207 of Bahrain Commercial Companies Law.

**Second: Extraordinary General Meeting Agenda:**

- 1) Approve the previous minutes of Extraordinary General Assembly held on 31 March 2019.
- 2) Approve the transfer of Metro Market WLL with all its operating branches registered under CR No. 74218, fully owned by Trafco Group BSC to Trafco Group BSC registered under CR No. 8500 and considering all branches of Metro Market as branches under the Commercial Registry of Trafco Group.
- 3) Approve to add the following activities within the objectives of Trafco Group BSC as a result of transfer process of Metro Market branches, namely:
  - (a) General trade, which includes the trade / sale of food, beverages, and tobacco products.





(b) The main or administrative offices activities.

4) Authorize the Chairman of the Board of Directors or whomever he nominates to sign before a notary public to make necessary amendments in the Memorandum of Association and Articles of Association of the company and to sign in front of other official authorities the required papers and documents.

5) Authorizing M/s. Grant Thornton Abdulaal, to carry out the necessary amendments on behalf of the company with all the relevant official authorities.

**Ebrahim Mohamed Ali Zainal**  
Chairman of Board of Directors

Name	Sameer A. Alkhan	الإسم
Title	Assistant Group CEO	المسمى الوظيفي
Company Seal ختم الشركة		Signature التوقيع