

Annual Ordinary and Extraordinary General Meeting Results

22nd March 2023

To: Bahrain Bourse

The National Bank of Bahrain B.S.C (“NBB”) would like to announce that the shareholders Annual Ordinary and Extraordinary General Meeting was held today at 11:00 a.m. in Al Maha Ballroom, Down Town Rotana Hotel, Manama, through physical attendance with a quorum of 77.36%.

• **The following items in the Ordinary General Meeting agenda have been discussed and approved:**

- 1- Approved the Minutes of the 66th Ordinary General Assembly meeting held on 24th March 2022.
- 2- Discuss Board of Directors' report on the Bank's activities for the financial year ended 31st December 2022.
- 3- Hearing the external Auditors' Report on the Bank's financial statements for the financial year ended 31st December 2022.
- 4- Discuss the Bank's Audited Financial Statements for the financial year ended 31st December 2022.
- 5- Accept the recommendation of the Board of Directors' to allocate the profit for the financial year ended 31st December 2022 as follows:
 - a. Accept the recommendation of the Board of Directors to issue bonus shares equivalent to one share for every ten shares issued with a nominal value of 100 Fils per share and the total amount of BD 20,600,682.400 (Twenty Million Six Hundred Thousand Six Hundred Eighty Two Bahraini Dinars Four Hundred Fils) divided into 206,006,824 (Two Hundred Six Million Six Thousand Eight Hundred Twenty Four) shares after obtaining the approval of the Extraordinary General Assembly and the Central Bank of Bahrain.
 - b. Distribute cash dividends of 25% (25 Fils per share), equivalent to BD 51,501,705.900 (Fifty One Million Five Hundred One Thousand Seven Hundred Five Bahraini Dinars Nine Hundred Fils) to be distributed from 5 April 2023 subject to the approval of the Central Bank of Bahrain as per the following:

Cum-Dividend Date	23 March 2023
Ex-Dividend Date	26 March 2023
Record Date	27 March 2023
Payment Date	5 April 2023

- c. Transfer the amount of BD 10,300,341 (Ten Million Three Hundred Thousand Three Hundred Forty One Bahraini Dinars) to the statutory reserve to reach 50% of the issued and paid up share capital.
 - d. Transfer the amount of BD 3,402,550 (Three Million Four Hundred Two Thousand Five Hundred Fifty Bahraini Dinars), equivalent to 5% of the net profit, for the endowment and donations program.
 - e. Utilise the amount of BD 17,754,279 (Seventeen Million Seven Hundred Fifty Four Thousand Two Hundred Seventy Nine Bahraini Dinars) from accumulated retained profit to fund the allocations and distributions detailed above.
- 6- Present the Corporate Governance report of 2022 and to discuss the achieved commitment to the Corporate Governance Code and the requirements of the Central Bank of Bahrain as set out in the Annual Report.
 - 7- The General Assembly were notified of the transactions carried out during the financial year ended 31st December 2022 with any related parties or with the Bank's major shareholders as referred to in the Corporate Governance Report presented to the Ordinary General Assembly and further described in note 29 of the Financial Statements in line with Article 189 of the Commercial Companies Law.
 - 8- The members of the Board of Directors were absolved from legal liability arising from all of their actions for the financial year ended 31st December 2022.
 - 9- Approved the disbursement of the remuneration to the members of the Board of Directors in the sum of BD 520,000 (Five Hundred Twenty Thousand Bahraini Dinars) for the financial year ended 31st December 2022.
 - 10- Approved the re-appointment of KPMG Fakhro as Auditors of the Bank for the financial year ended 31st December 2023, subject to the approval of the Central Bank of Bahrain, and to authorize the Board of Directors to determine their fees.
 - 11- A) Approved the proposal of the Board of Directors relating to amending the current incentives and rewards plan by introducing the long-term incentive plan (LTIP) in the bank and endorsing it for approval.
B) Approved to fully authorize the Board of Directors to issue the detailed regulations, documentation, policies and rules necessary for the implementation of LTIP as required, subject to the approval of the Central Bank of Bahrain.
C) The Ordinary General Assembly were informed of the exclusion of agenda item 11 (c) from the agenda.
 - 12- No request was received to add a topic under other matters in accordance with Article 207 of the Commercial Companies Law.

The following items in the Extraordinary General Meeting agenda have been discussed and approved:

- 1- Approved the Minutes of the previous Extraordinary General Meeting held on 24th March 2022.
- 2- Approved the increase in issued and paid-up capital from BD 206,006,823.600 (Two Hundred Six Million Six Thousand Eight Hundred Twenty Three Bahraini Dinars Six Hundred Fils) divided into 2,060,068,236 (Two Billion Sixty Million Sixty Eighty Thousand Two Hundred Thirty Six) shares to BD 226,607,506.000 (Two Hundred Twenty Six Million Six Hundred Seven Thousand Five Hundred Six Bahraini Dinars) divided into 2,266,075,060 (Two Billion Two Hundred Sixty Six Million Seventy Five Thousand Sixty) shares at a nominal value of 100 (One Hundred) Bahraini Fils per share, subject to obtaining CBB's approval.
- 3- Approved the amendment of paragraph (B) of Article 5 of the Bank's Memorandum of Association and paragraph (B) of Article 5 of the Bank's Articles of Association, subject to the approval of the Central Bank of Bahrain, to read as follows:

“The value of the issued and paid-up capital is set at the amount of BD 226,607,506.000 (Two Hundred Twenty Six Million Six Hundred Seven Thousand Five Hundred Six Bahraini Dinars) divided into 2,266,075,060 (Two Billion Two Hundred Sixty Six Million Seventy Five Thousand Sixty) shares of a nominal value of 100 (One Hundred Fils) per share.”
- 4- Approved the necessary amendments of the Bank's Memorandum and Articles of Association to ensure its compliance with the amendments pursuant to the resolutions of the Ordinary and Extraordinary General Assembly held today, by amending and/or restating the Memorandum of Association and Articles of Association to include such amendments, subject to the approval of the Central Bank of Bahrain.
- 5- Approved authorizing Mr. Zaid Yusuf Khonji, Head of Legal & Corporate Governance and Mr. Khalid Minwir Al Shammari, Legal Counsel and Board Secretary, to jointly make the necessary amendments to the Memorandum of Association and the Article of Association and restating such pursuant to the above resolutions and to sign the Amended Memorandum and Articles of Association before the Notary Public.

Name	Khalid Minwir Al Shammari	الإسم
Title	Legal Counsel and Board Secretary	المسمى الوظيفي
Company Seal ختم الشركة	Signature التوقيع	
		