بنك السلام
Al Salam Bank

Minutes of the Extraordinary General Assembly Meeting (2023/1)

Held on Monday 28 Shaaban1444 AH

Corresponding to 20th March 2023

Time: 12:00 **Venue: Movenpick Hotel** **Muharraq – Kingdom of Bahrain**

Meeting Chairman: The Meeting presided over by H.E. Sheikh Khalid Bin Mustahail Al Mashani, Chairman of the Board of Directors.

Legal Quorum: The Chairman announced that the legal quorum was met for holding the Extraordinary General Assembly Meeting in accordance with the Bahrain Commercial Companies Law and the Articles of Association of the Bank, as the attendance stood at 70.53%, in person and by proxy, of the total share capital.

Meeting Rapporteur: The General Assembly authorized the Counsellor - Mr. Ehab Abdullatif Ahmed, Board Secretary as meeting's rapporteur.

The Meeting attended by the following Members of the Board of Directors:

1.	H.E Sh. Khalid Bin Mustahail Al Mashani,	Chairman.
2.	Mr. Mattar Mohammed Al Balooshi, (Via zoom)	Vice Chairman
3.	Mr. Salman Saleh Al Mahmeed,	Director.
4.	Mr. Salim Abdulla Al Awadi,(Via Zoom)	Director.
5.	Mr. Zayed Ali Al Amin,	Director.
6.	Mr. Hishm Saleh Al Saai,	Director.
7.	Mr. Mr. Khalid Salem Al Halyan,	Director.
8.	Mr Al Hur Mohammed Al Swaidi,	Director.
9.	Mr Tariq Abdul Hafeedh Al Aujaili,	Director.

Board Secretary: Counsellor Mr. Ehab Abdullatif Ahmed.

Attended by the Executive Management

1. Mr. Rafik Al Nayed, Chief Executive Officer Group (CEO).
2. Mr. Anwar Murad, Deputy Chief Executive Officer.
3. Councellor Eihab Ahmed, Deputy Chief Executive Officer, Board Secretary.
4. Mr. Yousif Ebrahim,Chief Financial Officer (CFO)

The Meeting also attended by:

1. Ms. Rayan Ali, representative of the Central bank of Bahrain.
2. Mr. Husien Mohammed, representative of the Central bank of Bahrain.
3. Ms. Khadija Ahmed, representative of the Central bank of Bahrain.
4. Mr. Ahmed AlAwadhi, representative of the Central bank of Bahrain.

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5. Mr. Ibrahim Awachi, representative of The Ministry of Industry and Commerce.
6. Mr. Jalil Al Aali, representative of the Auditors KPMG Fakhro.
7. Mr. Parven Mink, representative of the Auditors KPMG Fakhro.
8. Ms. Heba Mubarak, representative of Bahrain Clearing Company.
9. Mr. Wajdi Al Jallad, representative of Keypoint Consulting, Share Registrar.

The meeting was opened by H.E Sh. Khalid Bin Mustahail Al Mashani, the Chairman of the meeting, who welcomed the shareholders and thanked them for attending the meeting. He also welcomed the representatives of the Central Bank of Bahrain, the Ministry of Industry and Commerce, KPMG, and the Registrars.

1. **To ratify the previous minutes of the Extraordinary General Assembly Meeting held on 17th March 2022**

H.E Sh. Khalid Bin Mustahail Al Mashani informed the meeting that copies of the minutes have been sent to the shareholders for comments and approval, and no comment or exclamation received with respect thereof. He then requested the attendant shareholders to present any remarks that they may have or otherwise approve and ratify the minutes as is.

The minutes were approved with no remarks or amendments.

Resolution No. (1): The minutes of the previous Extraordinary General Assembly Meeting held on 17th March 2022 were approved.

2. **To approve increase of the issued and paid-up share capital from BD 249,231,443 to BD 261,693,051, by issuing 124,615,721 ordinary shares of nominal value BD 0.100 each, as bonus shares ratifying resolution of the Annual Ordinary General Meeting of the Bank.**

Resolution No. (2): The Assembly approved the approve increase of the issued and paid-up share capital from BD 249,231,443 to BD 261,693,051, by issuing 124,615,721 ordinary shares of nominal value BD 0.100 each, as bonus shares ratifying resolution of the Annual Ordinary General Meeting of the Bank.

3- **To approve amending the Memorandum of Association and Articles of Association of the Bank to reflect the resolutions mentioned in items (2) above, and accordingly adopting an Amended and Restated Memorandum of Association and Articles of Association for the Bank. while taking into consideration the changes to the Commercial Companies Law No. (21) of 2001. This amendment will be subject to the approval of the Central Bank of Bahrain and the Ministry of Industry and Commerce.**

Resolution No (3): The Assembly approved the amendment to the Bank's Articles and Memorandum of Association in order to incorporate the amendments referred to in Items (2) above and accordingly adopting an Amended and Restated Memorandum of Association and Articles of Association for the Bank. while taking into consideration the changes to the Commercial Companies Law No. (21) of 2001. This amendment will be subject to the approval of the Central Bank of Bahrain and the Ministry of Industry and Commerce.

4- **To authorize the Chairman of the Board of Directors and/ or the Bank's Group Chief Executive Officer, Mr Rafik Al Nayed and/ Or Keypoint to individually carry out the necessary formalities, sign the Amended and Restated Memorandum of Association and Articles of Association of the Bank before the Notary Public and submit the relevant documents to the concerned authorities, in relation to item (3) above**

Resolution No. (4): The Assembly unanimously agreed to authorize the Chairman of the Board of Directors and/ or the Bank's Group Chief Executive Officer ,Mr Rafik Al Nayed and/ Or Keypoint to individually carry out the necessary formalities, sign the Amended and Restated Memorandum of Association and Articles of Association of the Bank before the Notary Public and submit the relevant documents to the concerned authorities, in relation to item (3) above

There been no further matter for discussion in the agenda of the meeting, H. E. Sh. Khalid Bin Mustahail Al Mashani, the chairman, expressed his thanks to all attended shareholders, representatives of the official authorities, directors and the Executive Management team for their continued support, and announced the end of the meeting and close of session.

The meeting closed at 12:15 afternoon.

H. E. Sh. Khalid Bin Mustahail Al Mashani
Chairman of the Board
Chairman of the meeting

Councilor Mr. Ehab Abdullatif Ahmed
Debuty Executive Officer
Board Secretary
Meeting Rapporteur