



## **Invitation to the Annual Ordinary and Extraordinary General Assembly Meetings of the Company's Shareholders**

The Board of Directors of Gulf Hotels Group B.S.C. (GHG) (CR No: 950) cordially invites the shareholders to attend the Annual Ordinary and Extra Ordinary General Assembly Meeting to be held at the Gulf Hotel (Awal 2&3) on Monday 25<sup>th</sup> March 2024 at 12.00 PM. In case the quorum is not reached at this first meeting, the second meeting will be held on Monday 1<sup>st</sup> April 2024, if required, third meeting will be held on Monday 8<sup>th</sup> April 2024 at the same time and place. Below agendas will be discussed to take appropriate decisions. Accordingly, we draw the attention of the Shareholders to adhere to the following instructions to ensure the facilitation and success of the meeting:

Since this meeting includes the item of electing members of the Board of Directors, shareholders wishing to vote for this item must attend the meeting in person and must adhere to the following instructions to ensure the facilitation and success of the meeting:

Send a request to attend the Ordinary and Extra Ordinary General Assembly Meeting 24 hours before the meeting with a clear copy of proof of the personal identity of the Shareholder or his representative and the power of attorney, contact number and e-mail, so that we can confirm the participant's identity to "[registry@bahrainclear.com](mailto:registry@bahrainclear.com)"

### **A. Agenda of AGM**

1. To read out and approve the attached previous AGM minutes held on 27<sup>th</sup> March 2023.
2. To discuss the Board of Director's report about the Group business for the year ended 31st December 2023 and approving the same.
3. To listen to the external auditor's report on the Company's financial position for the financial year ending 31<sup>st</sup> December 2023.
4. To Discuss and approve the Company's consolidated Financials for the year ended 31<sup>st</sup> December 2023.
5. To approve the recommendation of the Board of Directors with regards to allocating the Net Profit of the year as follows:
  - a) Distributing 25% of the paid-up capital as cash dividends equivalent to BD 5,649,872 at 25 fils per share.Below are the key dates to be taken note of:

Event	Date
Date of General assembly meeting (Shareholders' approval date)	25 <sup>th</sup> March 2024
Cum-Dividend Date (Last day of trading with entitlement to dividends)	26 <sup>th</sup> March 2024
Ex-Dividend Date (First day of trading without entitlement to dividends)	27 <sup>th</sup> March 2024
Record Date (The Day on which all shareholders whose names are on the share register will be entitled to dividends)	28 <sup>th</sup> March 2024
Payment Date (The Day on which the dividends will be paid to the entitled shareholders)	7 <sup>th</sup> April 2024

6. To approve transferring the amount of BD 1,135,714 as retained earnings to be carried forward to next year.

To approve the Board of Directors members' remunerations for the year 2023 of BD 201,000 (subject the approval of the Ministry of Industry and Commerce).

7. To discuss the Corporate Governance Report for 2023 in compliance with the Central Bank of Bahrain and the Ministry of Industry and Commerce requirements.
8. To notify and approve the transactions carried out during the financial year ended 31<sup>st</sup> December 2023 with any of the related parties, as described in note 27 of the Financial Statements, in line with Article 189 of the Commercial Companies Law.
9. To discharge the members of the Board of Directors from any liability relating to the financial year ending 31<sup>st</sup> December 2023.
10. To appoint/reappoint the External Auditors for the year 2024 and to authorize the Board of Directors to determine their fees.
12. Election of members of the Board of Directors for the next three years. The number of members of the Board is 10, 3 appointed and 7 elected.
13. Any other matters that may arise as per Article 207 of the Commercial Companies' Law.

#### **B. Agenda of EGM**

1. To ratify the previous minutes of the Extra Ordinary General Meeting-held on 27<sup>th</sup> March 2023.
2. To approve adding the following business activity to the commercial register 950-10 Gulf Hotels Group - Gulf Hotel General Trading: "Event catering and other food service activities- 5621".
3. To approve adding the following business activity to the commercial registry 950-1 Gulf Hotels Group: "Food and beverage service activities – restaurants dedicated to tourism services 5610".
4. To approve cancelling the activity of "Short-term accommodation activities 5510" and replace it with the activity of "Head Office Activities 7010" for Gulf Hotels Group CR 1-950.
5. Authorizing the chairman or his representative to complete the necessary procedures and sign necessary documentation with the authorities to execute amendments to the Memorandum and Articles of Association.

**Farouk Yousuf Almoayyed**  
Chairman of the Board

<b>Name</b>	Shaheed Elaiwi	<b>الاسم</b>
<b>Title</b>	Director of Finance & Board Secretary	<b>مسمى الوظيفة</b>
<b>Company Seal</b>	<b>Signature</b>	
		