

Bahrain Telecommunications Company B.S.C.**Call for Annual General Assembly and Extraordinary General Assembly Meeting**

The Chairman and the Board of Bahrain Telecommunications Company B.S.C. ("the Company") registered under commercial registration # 11700 is pleased to invite the shareholders to attend the Company's Annual General Assembly and Extraordinary General Assembly Meeting due to be held at 11 am, on Wednesday 27 March 2024 at Company's Headquarters located in AlHamalah – Centraal. In the absence of a quorum, the second meeting will be held on Wednesday 10th April 2024 (same time and place), and in an absence of quorum, the third meeting will be held on Wednesday 24th April 2024 to discuss and approve the following agenda:

First - Annual General Assembly Meeting Agenda:

1. Reading and approval of the minutes of the previous Annual Ordinary General Assembly Meeting held on 29 March 2023.
2. Review and approval of the Board's report on the Company's operations and its financial position for the financial year ended 31 December 2023.
3. Listening to External Auditor's report on the consolidated financial statements of the Company for the financial year ended 31 December 2023.
4. Review and approval of audited consolidated financial statements for the year ended 31 December 2023.
5. Approving the recommendation of the Board of Directors for the allocation of the net profit for the year ended 31 December 2023 as follows:
 - a) Distribution of cash dividends to registered shareholders (except for the treasury shares) of 32.5 fils per share, at a rate of 32.5% of the paid-up capital (13.5 fils per share interim dividend was paid in August 2023) which is a total of about BD 53.9 million for the financial year ended 31 December 2023; and
 - b) Exceptional one-time cash dividends: 6.5% of nominal share value at 6.5 fils per share equivalent to BD 10.8M.The Distribution shall be as follows:

Cum-Dividend Date	1 April 2024
Ex-Dividend Date	2 April 2024
Record Date	3 April 2024
Payment Date	22 April 2024

- c) Transfer of BD 3.6 million to the Corporate Social Responsibility Activities and Environmental Social and Governance Reserve.
 - d) Transfer of BD 3,690 thousand to the Retained Earnings.
6. Allocation of BD 530,861 as Board Members' remunerations for the financial year ended 31 December 2023.
 7. Approval of the Company's Corporate Governance Compliance with the CBB High Level Standard Requirements and the Code of governance of the Ministry of Industry and Commerce as stated in the Annual Report 2023.
 8. To notify and approve the transactions carried out during the financial year ended 31 December 2023 with any of the related parties as described in note #38 of the financial statements in line with Article 189 of the Commercial Companies Law.
 9. Relieving the Board of Directors of any liability arising from their acts during the financial year ended 31 December 2023.
 10. Appointment/re-appointment of the External Auditors for the financial year ending 31 December 2024 and authorisation of the Board of Directors to determine their remuneration.
 11. Other business in accordance with article 207 of the Commercial Companies' Law.

Second - Extraordinary General Assembly Meeting Agenda:

1. Reading and approval of the minutes of the previous Extraordinary General Assembly Meeting held on 25 March 2021.
2. Approval of the change of the Company's Name to "**Beyon B.S.C**" and amendment of the name in Article 2 of the Company's Memorandum and Articles of Association and the Company's Commercial registration, subject to Ministry of Industry and Commerce and Central Bank of Bahrain's approval.
3. Approval to add and remove the following activities in the Company's Commercial registration and reflect the amendments in Article 5 of the Company's Memorandum and Articles of Association relating to the Objects of the Company, subject to Ministry of Industry and Commerce and Central Bank of Bahrain's approval as follows:
 - A) Approval of addition of the below activities as follows:
 - Selling and buying shares and securities for company's account only – ISIC4 Code "**64991**"
 - Publicity and Advertising – ISIC4 Code "**73101**"
 - Public Relations – ISIC4 Code "**70209**"
 - Graphic Design - ISIC4 Code "**74103**"
 - Management Consultancy Activities - ISIC4 Code "**702**"



- Operation Sports Facilities – ISIC4 Code “9311”
- B) Approval to remove the following activity:
 - Telecommunication Activities – Individual license for public access mobile radio services – ISIC4 Code “61-10”
- 4. Authorize the Board of Directors to implement the required changes in the Company’s Memorandum and Articles of Association and authorize the Chief Executive Officer to sign on behalf of the Company before the notary public to document these amendments.

Abdulla bin Khalifa Al Khalifa
Chairman of the Board of Directors

Important notes for shareholders:

All shareholders wishing to attend must follow the following instructions:

- Any shareholder whose name is registered in the shareholders' register of the Company on the date of the meeting has the right to attend the meeting in person or to authorize another person to attend and vote on his behalf, on the condition that the person attending on their behalf is not the chairman, member of the board or employee of the Company.
- In the event the shareholder is a company, the designated representative attending the meeting must present a written letter of authorization from the shareholder. This letter should grant permission for the representative to attend the meeting on behalf of the shareholder. The authorization must be issued in writing by an authorized individual within the company, bearing the company's stamp, and to be submitted prior to the specified deadline for proxy filing.
- Shareholders must adhere to the deadline for depositing the proxy card.
- The confirmation/proxy form must be submitted at least 24 hours before the meeting date **not later than Tuesday 26 March 2024 at 11 AM**, form should be submitted on registry@bahrainclear.com.
- Shareholders can obtain a copy of the confirmation/proxy form, financials and the 2023 Annual report are available on the Company's website <https://beyon.com/general-meetings/> or Bahrain Bourse website <https://bahrainbourse.com>, or through the Company's share registrar Bahrain Clear at their office located in Bahrain Financial Harbor, Harbor Mall (fourth Floor)- Tel. 17108786 – Fax. 17228061.
- Shareholders must submit the confirmation/ proxy form with a copy of a valid Identification card (CPR) or passport.

For inquiries, please contact +973-32101109 or through email address GBS@beyon.com.

