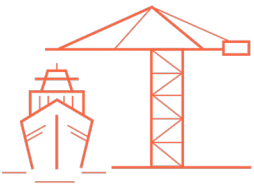




**APM Terminals Bahrain B.S.C.  
6<sup>th</sup> Extraordinary General Meeting  
14 August 2024**

# Agenda

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## Agenda Item 1 :

1. To approve the minutes of the Extraordinary General Meeting held on 27 March 2024.

**APM TERMINALS BAHRAIN B.S.C. ("Company")**

Minutes of the Extraordinary General Assembly Meeting of Shareholders ("Meeting")

held on Wednesday, 27<sup>th</sup> March 2024 at 2:00 P.M.

The Extraordinary General Meeting (the "Meeting") was held at the Business Centre, Bahrain Bourse, Kingdom of Bahrain and attended by the following:

**Shareholders:**

Shareholder	Proxy	Shares	Shareholding
APM Terminals B.V.	Noora Janahi	57,600,000	64.000%
Yusuf Bin Ahmed Kanoo (Holdings) Co. W.L.L	Ali Abdulmalek	14,400,000	16.000%
Arab War Risks Insurance Syndicate	Hassan Ali Ahmed	36,383	0.0404%

**Board of Directors of the Company:**

- Mr. Soren S. Jakobsen                      Chairman
- Mr. Fawzi Ahmed Kanoo                  Vice Chairman
- Mr. Nadhem Saleh Al Saleh              Independent Director
- Mr. Mohammed Al Shroogi              Independent Director

**Management of the Company:**

- Matthew Luckhurst                      Chief Executive Officer
- Farooq Zuberi                              Chief Financial Officer
- Dana Alsendi                              Legal Manager, Corporate Governance Officer,  
Company Secretary and Investor Relations Officer

**External Auditors, Pricewaterhouse Coopers Middle East Limited (PWC)**

- Aneeka Man Lee
- Habib Al Aali

**Ministry of Industry, Commerce and Tourism (MOICT)**

- Ahmed Salman

*AS*

*[Signature]*

## Capital Market Supervision Directorate - Central Bank of Bahrain (CBB)

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- Hussain Mohamed

## Listing & Disclosure - Bahrain Bourse

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- Senan Al Sherooqi

## Bahrain Clear, Share Registrar

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- Noor Alhajari

Notice having been given to the Shareholders for the Meeting; the Meeting commenced at 2:00 P.M. at the Business Centre, Bahrain Bourse. The Share Registrar confirmed in writing that the Meeting was attended by shareholders representing 80.04% of the share capital of the Company. Accordingly, it was confirmed that the Meeting has the required quorum and therefore the Meeting is in order to transact the business as listed on the Agenda circulated to all the shareholders.

Mr. Soren S. Jakobsen was designated Chairman of the Meeting (the "Chairman").

### Agenda Item No. 1:

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To approve the minutes of the Extraordinary General Assembly Meeting held on 9 September 2021.

With due consideration of the Shareholders, it was unanimously RESOLVED that the minutes of the Extraordinary General Assembly Meeting held on 9 September 2021 are approved and confirmed in all aspects and be filed in the Company's books and records.

### Agenda Item No. 2:

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To resolve, subject to the applicable regulatory approvals from the relevant regulators, to amend article 45 (1) (a) of the Articles of Association, to be read as follows:

***"The Ordinary General Meeting shall convene upon an invitation by the Chairman of the Board of Directors at the time and place determined by the Board of Directors, subject always to the Commercial Companies Law."***

With due consideration of the Shareholders, it was unanimously RESOLVED that the presented amendment to article 45 (1) (a) of the Company's Articles of Association is approved and confirmed in all aspects and be filed in the Company's books and records.

### Agenda Item No. 3:

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To resolve, subject to the applicable regulatory approvals from the relevant regulators, to add a new section (f) shall be added to article 45 (1) of the Company's Articles of Association which allows the Company to hold virtual general meetings.

DAS

*"Any meetings, which are legally required or stipulated in the Commercial Companies Law may be held through electronic means of communication or the telephone in accordance with article 23bis of the Commercial Companies Law. Electronic voting methods may be used in accordance with article 3 of Resolution No. 63 of 2021 regarding measures for meetings by electronic means and conditions and controls of the electronic voting system in the General Assembly of a joint stock company."*

With due consideration of the Shareholders, it was unanimously RESOLVED that the presented addition of section (f) to article 45 (1) of the Company's Articles of Association are approved and confirmed in all aspects and be filed in the Company's books and records.

#### **Agenda Item No. 4:**

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To approve the amendments of the Company's Memorandum and Articles of Association in accordance with the amendments made to the Commercial Companies Law Decree No. (21) of 2001, subject to the approval of the relevant regulatory authorities, and in accordance with the following laws and resolutions:

- Decree No. 1 of 2018
- Decree No. 53 of 2018
- Decree No. 6 of 2020
- Decree No. 28 of 2020
- Decree No. 20 of 2021
- Resolution No. 64 of 2021
- Resolution No. 3 of 2022
- Resolution No. 103 of 2023

With due consideration of the Shareholders, it was unanimously RESOLVED that the amendment to the Company's Memorandum and Articles of Association in accordance with the amendments to the Commercial Companies Law Decree No. (21) of 2001 is approved and confirmed in all aspects and be filed in the Company's books and records.

#### **Agenda Item No. 5:**

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To approve to authorise the Chief Executive Officer, or to whom he may delegate, or the Board Secretary to undertake on behalf of the Company the necessary actions to execute and deliver any documents for the purpose of implementing the aforementioned, including but not limited to, appearing before the Notary Public to execute the Amended and Restated Memorandum and Articles of Association and submit the necessary applications to the relevant regulatory authorities.

With due consideration of the Shareholders, it was unanimously RESOLVED to authorise the Chief Executive Officer, or to whom he may delegate, or the Board Secretary to undertake on behalf of the Company the necessary actions to execute and deliver any documents for the purpose of implementing the necessary amendments to the Memorandum and Articles of Association, including but not limited to, appearing before the Notary Public to execute the Amended and Restated

Memorandum and Articles of Association and submit the necessary applications to the relevant regulatory authorities and such resolutions are approved and confirmed in all aspects.

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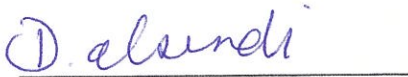
These Minutes are subject to review and approval by the Shareholders at the next Annual General Meeting of the Shareholders whenever held.

These minutes and resolutions may be executed in electronic form which shall be deemed to be an original.

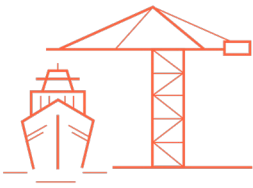
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Mr. Soren S. Jakobsen  
Chairman

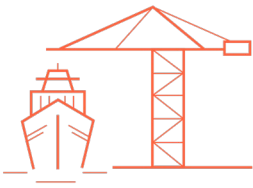


Mrs. Dana Alsendi  
Company Secretary



## Agenda Item 2 :

2. To resolve, subject to the applicable regulatory approvals from the relevant regulators, to amend Article 5 (2) of the Memorandum and Articles of Association, further to the recommendation and decision of the Board of Directors to incorporate "*Freight transport by road - International Transport of goods*" as one of the objects of the Company.



## Agenda Item 3 :

3. To resolve, subject to the applicable regulatory approvals from the relevant regulators, to amend Article 5(2) of the Memorandum and Articles of Association, to be read as follows :

*“Without limiting the generality of (1) above, the Company shall:*

*(a) benefit from , operate and manage the ports;*

*(b) provide Marine Services to the ports and outside of the ports but within the territorial waters of Bahrain;*

*(c) provide pilotage services, within khawr Al Qulay'ah , Sitrah anchorage and the approach channel as required;*

*(d) operate and provide the vessel tracking management system for Bahrain's ports and approaches;*

*(e) provide any services to customers within ports;*

*(f) negotiate and grant exclusive and non-exclusive concessions and/or licenses to third parties selected by the Company, by tender or otherwise, for the provision of all or any facilities or services which the Company may determine to be necessary or desirable within the ports;*

*(g) enter into contracts with third parties for the benefit of the Company or customers generally within the ports;*

**(h) Freight transport by road – international transport of goods**

*(i) to do all such things as may be deemed to be incidental or conducive to the attainment of the above objects or any of them.*

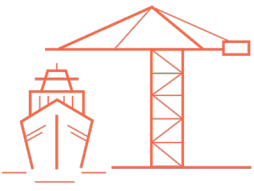
*Subject to the provisions of law, regulations, orders and decisions in effect and obtaining the necessary licenses to undertake such objects.*

*Notwithstanding this Article, the Company shall at all times comply with the Bahrain Commercial Companies Law promulgated by Legislative Decree No.(21) of 2001 and its amendments and the Central Bank of Bahrain and Financial Institutions Law No.(64) of 2006 and its amendments as well as the regulations issued to its effect, and any directives , orders , procedures , rules and regulations as may be issued by the Central Bank of Bahrain from time to time, and in particular, the Company shall observe and comply with the rules, articles, instructions, directives, procedures, regulations and codes issued by the Central Bank of Bahrain from time to time”(“Amendment”).*



## Agenda Item 4 :

4. To approve to authorise the Chief Executive Officer, or to whom he may delegate, or the Board Secretary to undertake on behalf of the Company the necessary actions to execute and deliver any documents for the purpose of implementing the aforementioned Amendment, including but not limited to, appearing before the Notary Public to execute the Amended and Restated Memorandum and Articles of Association and submit the necessary applications to the relevant regulatory authorities.



## Agenda Item 5 :

5. Any other business in accordance with Article 207 of the Commercial Companies Law.

