

APM TERMINALS BAHRAIN

Extraordinary
General Meeting
25 March 2021



AGENDA

PARTICULARS	PAGE NUMBER
1 To resolve, subject to the applicable regulatory approvals from the relevant regulators, further to the recommendation and decision of the Board of Directors to incorporate "Selling and buying shares and securities for company's account only" as one of the objects of the Company.	1
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	2
Amendment Of Memorandum and Articles of Association of APM Terminals Bahrain (B.S.C) (English & Arabic)	4
3 To authorize the authorized signatories of the Company, jointly or singly to handle any applications before the relevant authorities in the Kingdom of Bahrain for the purpose of affecting the Amendment as stated in item 2 as well as any other necessary actions with the Ministry of Industry, Commerce & Tourism to implement the addition of activity and the Amendment.	9

1. To resolve, subject to the applicable regulatory approvals from the relevant regulators, further to the recommendation and decision of the Board of Directors to incorporate "Selling and buying shares and securities for company's account only" as one of the objects of the Company.



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 by amending paragraph (h) and adding a new paragraph (i) to reflect item (1) above, 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;



Continued

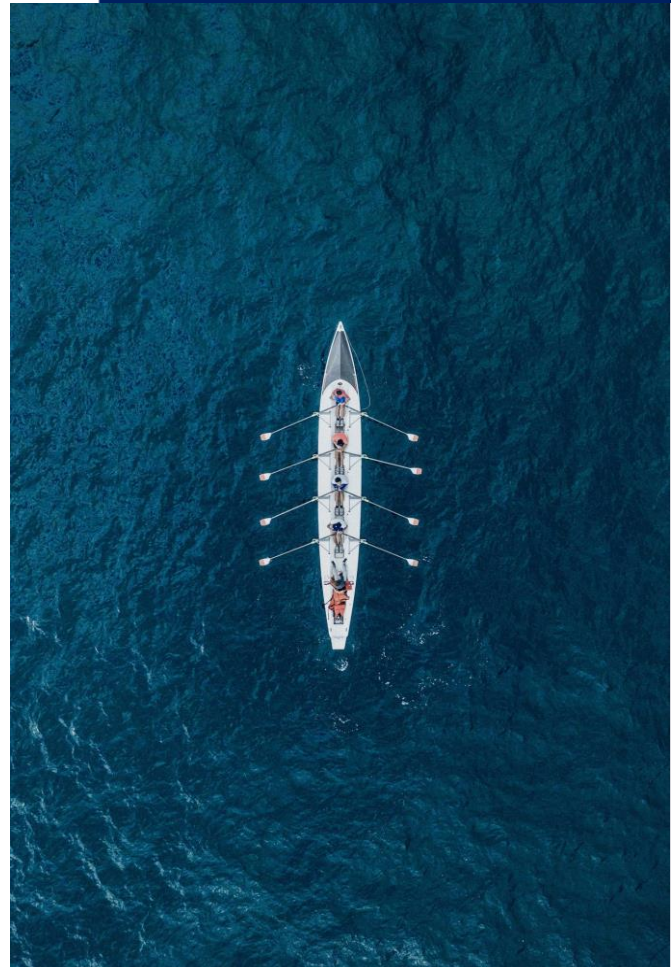
(g)enter into contracts with third parties for the benefit of the Company or customers generally within the ports;

(h)Selling and buying shares and securities for company's account only;

(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")



**Amendment of the Memorandum and
Articles of Association of
APM TERMINALS BAHRAIN (B.S.C.)
C.R. No.60982**

تعديل عقد التأسيس والنظام الاساسي
لشركة
ايبه بي ام تيرمينالز البحرين (ش.م.ب)
شركة مساهمة بحرينية
س.ت 60982

On -----, the ---- of ----- 1442 Hijra
corresponding to ---- of ----- 2021
Gregorian calendar.

في يوم -----، من شهر ----- لسنة 1442 الهجري
الموافق ---- من شهر ----- لعام 2021 الميلادي.

Before me

لدي أنا

Attended:

حضر:

Mr. -----, a ----- national, holding
Passport No. ----- in his capacity as the
authorized signatory representing APM
TERMINALS BAHRAIN B.S.C. by virtue
of the Resolution of the Extra Ordinary
General Meeting held on ----- and
requested notarization of the following:

السيد / -----، الجنسية و يحمل جواز
سفر رقم ----- بصفته مخولاً بالتوقيع عن شركة
ايبه بي ام تيرمينالز البحرين ش.م.ب بموجب القرار الصادر
عن الجمعية العامة غير العادية في اجتماعها المنعقد -----
وطلب توثيق الآتي:

Preamble

مقدمة

Whereas APM Terminals Bahrain B.S.C.
(the "Company") was incorporated as a
closed joint stock company according to the
Memorandum and Articles of Association
dated 13 Rabia II 1427H, corresponding to
11 May 2006G and pursuant to the
provisions of applicable laws of the
Kingdom of Bahrain. The Company has
been registered with the Commercial
Registry at the Ministry concerned with the
trade affairs in the Kingdom of Bahrain
under CR No. 60982. The Company was
converted to a public joint stock company,
hence its Articles and Memorandum of
Association were restated on 25 November
2018 notarized with serial number

حيث أن ايبه بي ام تيرمينالز البحرين ش.م.ب ("الشركة")
تأسست كشركة مساهمة مقفلة بموجب عقد تأسيس موثق في
13 ربيع الثاني لعام 1427 هجري الموافق 11 مايو 2006
ميلادي طبقاً لأحكام القوانين المعمول بها في مملكة
البحرين وقد تم تسجيل الشركة برقم 60982 في السجل
التجاري لدى الوزارة المعنية بشئون التجارة بمملكة
البحرين وقد تحولت الشركة إلى شركة مساهمة عامة وتم
استبدال عقد التأسيس والنظام الاساسي بتاريخ 25 نوفمبر
2018 بالرقم المسلسل 2018095755، وحيث أن
المساهمين في اجتماع الجمعية العمومية غير العادية المنعقد
بتاريخ ---- قرروا اضافة نشاط "بيع وشراء الأوراق
المالية [أسهم وسندات] لحساب الشركة فقط" الى أنشطة
الشركة، فقد قرر الشركاء تعديل البند 5(2) عقد التأسيس
والنظام الأساسي ليعكسا اضافة النشاط المذكور وذلك
كالآتي:

2018095755. The shareholders decided in the Extra Ordinary General Meeting held on ----- to add the object of selling and buying shares and securities for company's account only to the Company's objects and to amend article 5(2) of the Memorandum and Articles of Association to reflect the addition of the mentioned object as follows:

Article (1) Objects of the Company

1. The business of the Company shall comprise constructing, operating, managing and providing port facilities for port users within the Kingdom of Bahrain and all other incidental matters. Such business shall be carried out by or under the management of the Board of Directors in accordance with such regulations as the Board of Directors from time to time may prescribe.
2. 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

المادة (1) أغراض الشركة

1. يتألف عمل الشركة من إنشاء وتشغيل وإدارة وتوفير تسهيلات مينائية الى مستخدمي الميناء في مملكة البحرين إضافة الى الأمور التابعة لذلك. ويتم أداء مثل هذا العمل من قبل وتحت إدارة مجلس الإدارة بموجب الأنظمة التي يقوم المجلس بإصدارها من وقت لآخر.
2. دون تقييد عمومية البند (1) فإن الشركة سوف:
 - أ) تستفيد من تشغيل وإدارة الموانئ.
 - ب) تقوم بتقديم خدمات بحرية للموانئ وخارجها ولكن ضمن المياه الإقليمية للبحرين.
 - ج) تقوم بتقديم خدمات الارشاد ضمن خور القليعة ومرسى ستره وممرات العبور حسب اللازم.
 - د) تقوم بتشغيل وتوفير نظام إدارة متابعة السفن لموانئ وممرات البحرين.

Bahrain's ports and approaches;

(e) provide any service to customers within ports;

(f) negotiate and grant exclusive and non-exclusive concessions and/or licences 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) Selling and buying shares and securities for company's account only.

(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

(هـ) تقوم بتقديم أي خدمة للعملاء ضمن الموانئ.

(و) تقوم بالتفاوض على ومنح الامتيازات الحصرية وغير الحصرية و/أو الرخص للغير الذي تختاره الشركة بواسطة العطاء أو غير ذلك لتقديم كل أو أي من التسهيلات أو الخدمات التي تقرر الشركة بأنها لازمة أو مرغوب فيها ضمن الموانئ.

(ز) تتعاقد مع الغير لمصلحة الشركة أو العملاء عموماً ضمن حدود الموانئ.

(ح) بيع وشراء الأوراق المالية [أسهم وسندات] لحساب الشركة فقط.

(ي) تقوم بجميع تلك الأشياء حسب ما تعتبره تابعا أو يفضي الى تحقيق الغايات أعلاه أو أي منها.

ويخضع ذلك لأحكام القانون والنظم والأوامر والقرارات النافذة والى الحصول على الرخص الضرورية للقيام بهذه الغايات.

على الرغم مما سبق، تلتزم الشركة، في جميع الأوقات، بقانون الشركات التجارية الصادر بالمرسوم قانون رقم 21 لسنة 2001 وتعديلاته وقانون مصرف البحرين المركزي والمؤسسات المالية رقم (64) لسنة 2006 وتعديلاته واللوائح الصادرة تنفيذاً لأحكامه، وبأي نشرات أو قواعد أو أنظمة يصدرها مصرف البحرين المركزي من وقت لآخر، وعلى وجه الخصوص تلتزم الشركة وتنفيذ بالقواعد

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.

واللوائح والأنظمة والتوجيهات التي قد يصدرها مصرف البحرين المركزي من وقت إلى آخر.

Article (2)

All other Articles of the Memorandum and Articles of Association of the Company shall remain unchanged.

المادة (2)

تبقى مواد عقد التأسيس والنظام الأساسي الأخرى كما هي دون تغيير باستثناء ما ذكر أعلاه.

Article (3)

The Amended Memorandum and Articles of Association have been executed pursuant to the consent of the Central Bank of Bahrain dated ----- and the approval of the Bahrain Investors Center at the Ministry of Industry, Commerce and Tourism No. ---
----- dated -----

المادة (3)

حرر عقد تعديل عقد التأسيس والنظام الأساسي هذا استناداً إلى موافقة مصرف البحرين المركزي بتاريخ ----- وموافقة مركز البحرين للمستثمرين بوزارة الصناعة والتجارة والسياحة بمملكة البحرين برقم ----- بتاريخ ----

المخول بالتوقيع

Authorized Signatory

In accordance with the above the Amendment of the Memorandum and Articles of Association were made in one original and one counterpart which was signed by the parties concerned upon

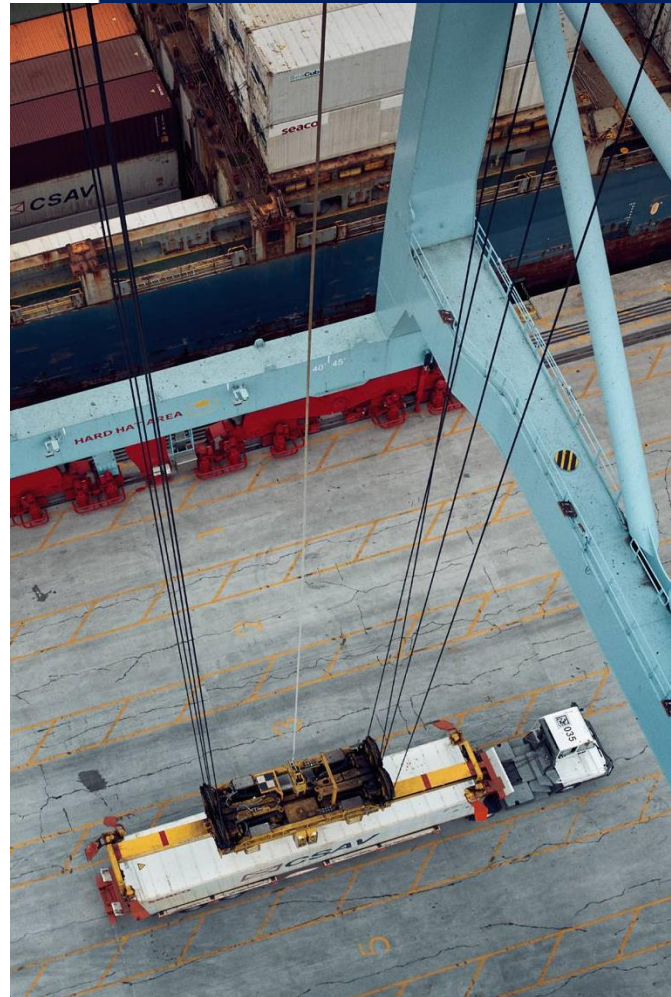
وبما ذكر تحرر هذا التعديل لعقد التأسيس من أصل و نسخة وتم التوقيع عليه بعد تلاوته من قبل الجميع ومني وتسلم أصحاب الشأن نسخة منه للعمل بموجبه.

المخول بالتوقيع

Authorized Signatory

having been read out by me and its contents made known to the parties. One copy of this Amendment was delivered to the parties for further action.

3. To authorize the authorized signatories of the Company, jointly or singly to handle any applications before the relevant authorities in the Kingdom of Bahrain for the purpose of affecting the Amendment as stated in item 2 (including, but not limited to, signing the amendment of the Memorandum and Articles of Association of the Company on behalf of the Company before the Public or Private Notary) as well as any other necessary actions with the Ministry of Industry, Commerce & Tourism to implement the addition of activity and the Amendment.





APM TERMINALS

Lifting Global Trade