

Proxy Form for APM Terminals Bahrain B.S.C.

I/we, the undersigned in the capacity as a shareholder of APM Terminals Bahrain B.S.C. (the "**Company**"), hereby authorize and appoint _____ as my/our proxy to attend and vote on my/our behalf in the Company's Annual General Assembly Meeting and Extraordinary General Assembly to be held at the Business Centre, Bahrain Bourse, 4th Floor, Bahrain Financial Harbor, Manama, Kingdom of Bahrain on Wednesday, 27 March 2024 at 01:30 pm.

Proxy Holder Details:

Proxy Holder Name	
Nationality	
CPR No.	
Passport No.	
CR No. (in case of company)	
Address	
Company	
Designation	

Without limiting the general authorization and power hereby given, the person named above is specifically directed to vote as indicated below in respect of the shares registered in my/our name. (Please refer to point 5 in the notes to complete the table below):

Agenda Item	Vote for the Agenda Item		
	In Favour	Against	Abstain
1. To approve the minutes of the 17 th Annual General Assembly Meeting held on 28 March 2023			
2. To discuss and ratify the Report of the Board of Directors on the activities of the Company for Financial Year ended 31 December 2023			
3. To discuss the external auditors report on the financial statements for the year ended 31 December 2023			
4. To ratify the audited financial statements for the year ended 31 December 2023			
5. To approve the recommendation of the Board of Directors to allocate the dividends for the financial year ended 31 December 2023 as follows: i. Cash dividend of 90.511 fils per share or 90.51%, amounting to total dividend payment of BD 8,145,990 for the fiscal year ended 31 December 2023			
6. To approve remuneration of total amount of BD 62,000 to the members of the Board of Directors for the financial year ended 31 December 2023.			
7. To discuss and ratify the Corporate Governance Report for the year ended 31 December 2023 in compliance with the requirements of the Central Bank of Bahrain and the Ministry of Industry, Commerce and Tourism.			

8. To review related party transactions entered by the Company for the Financial Year ended 31 December 2023 as set out in Note 22 of the financial statements in line with Article 189 of the Commercial Companies Law.			
9. To discharge the Board of Directors from their liability in respect of management of the Company for the year ended 31 December 2023.			
10. Appointment of the external auditors for the financial year ending 31 December 2024 and authorizing the Board of Directors to determine their fees.			
11. Any other business in accordance with Article 207 of the Commercial Companies Law.			

Extraordinary General Meeting Agenda Item	Vote for the Agenda Item		
	In Favour	Against	Abstain
1. To approve the minutes of the Extraordinary General Assembly Meeting held on 9 September 2021.			
2. 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: <i>"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."</i>			
3. A new section (f) shall be added to article 45 (1) which allows the Company to hold virtual general meetings. <i>"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."</i>			
4. 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: <ul style="list-style-type: none"> - Decree No. 1 of 2018 - Decree No. 53 of 2018 - Decree No. 6 of 2020 - Decree No. 28 of 2020 			

<ul style="list-style-type: none"> - Decree No. 20 of 2021 - Resolution No. 64 of 2021 - Resolution No. 3 of 2022 - Resolution No. 103 of 2023. 			
<p>5. 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.</p>			

The undersigned hereby further confirms and ratifies such legal act, for itself and its successors and assigns, covenants to confirm and ratify any and all actions, the said proxy may lawfully do or cause to be done by virtue of these presents.

This Proxy shall in all respects be governed by and be interpreted in accordance with the laws of the Kingdom of Bahrain.

On this ___ Day of _ 2024

 Signed for and on behalf of

Name of Shareholder:

ID/CR of shareholder:

PLEASE NOTE:

1. Shareholders whose names are registered in the share register of the Company 24 hours before the date of the AGM are entitled to attend in person or appoint a Proxy to attend the meeting and vote on behalf of such shareholder provided such Proxy is not a director or employee of the Company (unless the Proxy is a first degree relative of that shareholder).

2. This Form of Proxy must be in writing signed by the shareholder or the shareholder's attorney or, if the shareholder is a corporation, be signed by a duly authorised representative of the corporation with the corporation's stamp affixed on the Proxy form.

3. The proxy forms should be submitted at least 24 hours prior to the meeting to the Share Registrar (Bahrain Clear B.S.C(c) at their office) – Bahrain Financial Harbor, 4th Floor. Phone: +973 17108833, email: registry@bahrainclear.com.

4. The Proxy or the representative as appointed above shall carry an identity card with signature to the meeting as proof of identity and signature. Regrettably, proxies or representatives who do not bring the required identity will not be allowed to enter or vote at the AGM.

5. If you wish your proxy to cast your votes "In Favour" or "Against" a resolution you may insert an 'X' in the appropriate box. If you do not wish your proxy to vote on any particular resolution, you may insert an 'X' in the 'Abstain' box. An 'Abstain' is not a 'vote' and will not be counted in the calculation of the votes in relation to a resolution. If you do not indicate how your proxy is to vote, you will be deemed to have authorized your proxy to vote or to withhold your vote as your Proxy thinks appropriate. Your Proxy will also be entitled to vote at his or her discretion on any other resolution properly put to the AGM / EGM.