

## Announcement Regarding Nomination for Board Membership

APM Terminals Bahrain B.S.C. (c) (the “Company”) would like to announce the opening of receiving nominations for the candidacy of Board of Directors’ membership for a three-year term (2018-2020), as per Article 25 of the Company’s Articles of Association. The ballot process will be carried out during the upcoming Constitutive General Meeting dated 13 December 2018.

### • Conditions for Nominations

Nominees shall fulfil the following conditions:

- ✓ shall enjoy the legal capacity to act;
- ✓ shall not have been previously convicted for an offence of bankruptcy by default or fraud nor for any crime affecting his honor or integrity nor for an offence by reason of his breach of the provisions of the law unless he has been reinstated;
- ✓ shall not be prohibited from taking membership of the board of directors of a public joint stock company in accordance with the provisions of any law in force in the Kingdom of Bahrain;
- ✓ conditions specified by the Ministry Concerned with Trade Affairs and the Central Bank of Bahrain for independent members of the Board of Directors (Corporate Governance Code issued by the Ministry of Industry, Commerce and Tourism and the Corporate Governance Code included in the Central Bank of Bahrain Rulebook Volume 6);
- ✓ should not be a board member of more than five (5) public joint stock companies;
- ✓ any other requirement stipulated in the Commercial Companies Law, especially Article 173 thereof and the Central Bank of Bahrain and Financial Institutions Law and the regulations issued to its effect.

### • Required Documents

- ✓ Candidate’s /Representative’s CV;
- ✓ Signed Personal Interest Disclosure Form of the Company which can be downloaded from [www.apmterminals.com/Bahrain-Nominations](http://www.apmterminals.com/Bahrain-Nominations) ;
- ✓ Signed Nomination Consent Letter which can be downloaded from [www.apmterminals.com/Bahrain-Nominations](http://www.apmterminals.com/Bahrain-Nominations).

Every candidate wishing to nominate himself/herself or a representative is invited to furnish the Company with all required documents mentioned in this announcement either by submitting by hand or via renowned international courier service to be delivered to the Company’s address at Khalifa Bin Salman Port, Administration Building, Avenue 13, Block 115, Hidd, Kingdom of Bahrain. Such documents need to be provided to the Company no later than December 6, 2018.

The candidates’ names and the relevant documents submitted will be disclosed on the Bahrain Bourse’s and Company’s website, by December 9, 2018.

Should you require any further information, please do not hesitate to contact us on +973 17365512, [bharat.mehta@apmterminals.com](mailto:bharat.mehta@apmterminals.com)

**David Skov**  
Chairman  
APM Terminals Bahrain B.S.C. (c)

## Invitation to the Constituent General Assembly Meeting (the “CGM”) of APM Terminals Bahrain (B.S.C.)

The Founders of APM Terminals Bahrain (B.S.C.) (“Company”) is pleased to invite the Shareholders of the Company to attend the Constituent General Assembly Meeting due to be held at 10 a.m. on Thursday, 13 December 2018 at Al Dana 1 & 2, Gulf Hotel Bahrain, P.O. Box 580, Manama, Kingdom of Bahrain, to discuss and approve the items included in the following agenda:

### Agenda of the Constituent General Assembly Meeting:

1. Appointment of the Chairman for the meeting;
2. Discharge of existing Board of Directors from their seats and liabilities;
3. Declaration of Conversion of the Company to be a public shareholding company;
4. Approving the determination of the size of the Board of Directors, to comply with the requirements to corporate governance in public shareholding companies;
5. Appointments/elections to the Board of Directors for the three coming years;
6. Ratification/approval of corporate governance charter, policies and manuals listed in Section 7.7 of the Prospectus as well as the establishment of the Corporate Governance Committees consisting of the Audit and Risk Committee and the Nomination and Remuneration Committee;
7. Ratification of the appointment of KPMG Fakhro as external auditors of the Company for the financial year ending on 31 December 2018.

### Notes:

1. Proxy forms can be obtained from the website of the Share Registrar [www.bahrainbourse.com](http://www.bahrainbourse.com) or company’s website <https://www.apmterminals.com/operations/africa-middle-east/bahrain> or from the office of Bahrain Clear Company – Bahrain Financial Harbor, 4th Floor. Phone: +973 17108833, Fax: +973 17228061, email: [registry@bahrainbourse.com.bh](mailto:registry@bahrainbourse.com.bh).
2. Shareholders whose names are registered in the share register of the Company 24 hours before the meeting 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)
3. The proxy forms should be submitted 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, Fax: +973 17228061 email: [registry@bahrainbourse.com.bh](mailto:registry@bahrainbourse.com.bh).
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 CGM.
5. Resolutions to be adopted concerning the CGM will be subject to the approvals of the Ministry Of Industry, Commerce and Tourism and the Central Bank of Bahrain.