



NASS CORPORATION BSC NOTICE AND AGENDA ANNUAL GENERAL MEETING

The Chairman of the Board of Directors of Nass Corporation BSC, invites the shareholders to attend the Annual General Meeting to be held at Sheraton Bahrain Hotel, Awali Ballroom, Manama, Kingdom of Bahrain at 10.00 a.m. on Monday the 31st March 2014 to discuss and approve the following:

Agenda of Annual General Meeting:

1. To approve the minutes of the previous annual general meeting of the company held on 26th March 2013.
2. To discuss and approve the Board of Director's Report on the activities of the Company for the Financial Year ended December 31, 2013.
3. To read the External Auditor's Report for the year ended December 31, 2013.
4. To discuss and approve the Financial Statements for the year ended December 31, 2013.
5. To approve the Board of Directors' recommendations for the appropriation of the net profits for the year ended December 31, 2013 as follows:
 - a.) Distributing cash dividends @ 15% of the paid up capital (15 fils per share) amounting to BD 3,226,152.600 to the shareholders whose names appear in the share register as on 31st March 2014.
 - b.) Transferring BD 412,429/- to the Statutory reserve.
 - c.) Allocating BD 10,000/- to Charity Donation Reserve.
 - d.) Transferring BD 475,712/- to Retained earnings.
6. To approve the Board of Directors' recommendation for payment of BD 48,000/- as remuneration for the members of the Board of Directors.
7. To discuss on compliance with Corporate Governance Code and approve the Board of Directors' proposal on the action plan for implementation.
8. To absolve the members of the Board from liability in respect of actions taken and administration of the Company for the financial year ended December 31, 2013.
9. To approve the appointment of Bashar Samir Nass as director to fill up the vacancy in the board members.
10. To re-appoint KPMG Fakhro as External Auditors of the company for the financial year ending December 31, 2014 and to authorise the Board of Directors to determine their remuneration.
11. To discuss any matters arising according to Article 207 of the commercial companies law.

Samir Abdulla Nass
Chairman

Note:

1. Shareholders may obtain the proxy form from Fakhro Karvy Computershare W.L.L. 7th Floor, Al-Zamil Tower, Building 31, Road 383, Block 305, P.O.Box 514, Manama, Kingdom of Bahrain. (Tel: +973 17 215080 ; Fax: +973 17-212055, email: bahrain.helpdesk@karvy.com). The proxy form should be registered with Fakhro Karvy Computershare W.L.L., at the above mentioned address at least 24 hours prior to the general meeting.
2. Article 203 of the Commercial Companies Law States :
 - A shareholder may not appoint the Chairman, a Board Member or company's employee to be his/her proxy, without prejudice to the right to give a proxy to relative of the first degree
 - A proxy shall not represent in such capacity at a general meeting of the Company for a number of votes exceeding 5% of the issued share capital. Legally disqualified members shall be represented by their legal representatives.