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Aluminium Bahrain B.S.C. (Alba)
CR. No. 999



المنيووم
للعالم

المنيووم البحرين ش.م.ب (البا)
سجل تجاري رقم: ٩٩٩

**MINUTES OF THE ANNUAL GENERAL MEETING (AGM) OF THE SHAREHOLDERS OF
ALUMINIUM BAHRAIN B.S.C. ("ALBA") HELD ON THURSDAY 10 MARCH 2022 - 03:00 PM
Meeting Held via Zoom**

Given the current circumstances related to Corona Virus (COVID-19), and to safeguard Aluminium Bahrain B.S.C. (Alba) Shareholders, Stakeholders and the Public Safety, the Company held its Annual General Meeting (AGM) through electronic communication means.

With the attendance of the representative from the Ministry of Industry, Commerce and Tourism, Mrs. Nada AlThawadi, and after duly establishing a quorum of 90.09% and 1,279,259,3714 votes, the Chairman of the Board, Shaikh Daij Bin Salman Bin Daij Al Khalifa, called the meeting to order at 03:10 PM. Also, in attendance were the following:

The Board Directors of Alba comprising Mr. Yousif A. Taqi, Mrs. Suha Karzoon, Shaikh Isa bin Khalid Al Khalifa, Mrs. Rasha Sabkar, Mr. Tim Murray, Mr. Mutlaq H. Al Morished, Mr. Ahmed Al Duriaan, Mr. Iyad Al Garawi and Mr. Omar Al Amoudi. Alba Executive Management comprising the Chief Executive Officer - Mr. Ali Al Baqali as well as the Executive Management team and Director - Investor Relations and Corporate Secretary - Ms. Eline Hilal were present at the meeting. Representatives of Alba's External Auditors 'KPMG Fakhro', Central Bank of Bahrain and Bahrain Bourse were also present at this meeting.

The Chairman of the Board, Shaikh Daij Bin Salman Bin Daij Al Khalifa, chaired the meeting and welcomed all shareholders, proxies, and other attendees to the AGM. The Chairman of the Board spoke briefly on the major highlights that made 2021 a truly Golden Year and extended his heartfelt thanks to the esteemed Government of Bahrain for going above and beyond to protect both - citizens and residents - in the Kingdom of Bahrain during COVID-19 pandemic as well as commended Alba Management efforts to support the Government's guidelines. In addition, the Chairman of the Board highlighted that 2021 marked Alba's Golden Jubilee of operations and stated that he is proud of every achievement made throughout the past five decades – all of which have led the Company to be the largest aluminium smelter in the world outside China. The Chairman of the Board, Shaikh Daij Bin Salman Bin Daij Al Khalifa, also expressed his sincere thanks and gratitude to His Majesty King Hamad bin Isa Al Khalifa, the King of the Kingdom of Bahrain, and HRH Prince Salman bin Hamad Al Khalifa, the Crown Prince and Prime Minister, for their continuous support towards Alba, and for taking our Kingdom's status higher on various fronts.

The Chairman of the Board, Shaikh Daij Bin Salman Bin Daij Al Khalifa, read through the following Agenda Items of the meeting and the Agenda Items were unanimously approved by the Shareholders as follows:

1. The Minutes of the Annual General Meeting of Alba Shareholders held on 11 March 2021 were reviewed and approved.

Mr. Ali Al Tareef, one of Alba's minor investors, wanted to give a speech (when he is not allowed to give one) ahead of proceeding with the AGM agenda to which the Chairman of the Board requested him to strictly stick to the AGM's agenda and proceed with any comment (s) he may have in respect to the Minutes of the previous meeting. This investor then tabled few observations on the previous Minutes as follows:

- Reasons behind releasing 2 versions of the AGM Minutes: the first version was published on 21 March 2021 while the second one was released on 11 April 2021. The Chairman of the

Board pointed-out that the approved AGM Minutes have been already included in the AGM pack and emphasised that the Minutes were updated based on comments received which this investor should be aware of.

- Reasons behind relying on the term 'investor' rather than a 'shareholder' in the previous Minutes since Alba is the only listed company which relies on this terminology to which the Chairman of the Board stated the investor has the freedom to interpret the comments as he sees fit. In addition, this investor wanted to know about the rationale behind using 'minor' in the Minutes to which the Chairman of the Board underlined that 'minor investor' is being used to differentiate between minor and major shareholders.
- The same investor objected to the statements used in the Minutes for the Company's responses as in 'statement is incorrect or not correct'. He noted that as an investor, he asks questions rather than issuing statements to which the Chairman of the Board pointed-out that the Company addresses all investor's comment (s) and/or question (s) but in the instances where information is conveyed incorrectly, it will be corrected and minuted.
- Reasons behind not minuting the proper response to the question relating to 'not availing the Corporate Governance Report before the AGM then releasing it on Bahrain Bourse after the AGM'. This investor inquired on the reasons behind not properly addressing this question in the Minutes to which the Chairman of the Board responded that if he was not satisfied with the answer given, he should have tried to clarify the matter during last year's AGM and not today. Furthermore, the MOICT representative Mrs. Nada AlThawadi emphasised that the comments are to be strictly related to the Minutes of the previous AGM and not on his dissatisfaction on the answers given at the time.
- Appointment of Mumtalakat Directors at the Board. The same investor noted that Alba minuted in the Minutes for the AGM in 2020 that Mumtalakat appointed 6 Directors at Alba's Board without providing the names of the Directors on the day of the AGM to which the Chairman of the Board reiterated that this matter relates to Mumtalakat and the same was addressed in the previous AGM; hence this matter should be closed.
- Alba response to the investor's comments relating to agenda no. 2.1 (EGA and Green Aluminium) and 2.2 (Cross-Listing). He stated that although these matters were not part of the AGM agenda, there is a section within the Report of the Board of Directors about the Company's outlook, and he is of the opinion that he should ask about the Company's prospects. The Chairman of the Board acknowledged the investor's observation and his contributions when attending general meetings. However, the Chairman of the Board reiterated that the AGM will only tackle matters tabled in the agenda and added such matters are to be discussed directly with the Company's Management during the quarterly conference calls.
- Alba response to the investor's comment relating to agenda no. 4.4 (Net Debt to EBITDA). The investor inquired how he would know that the targeted Net Debt to EBITDA ratio is 3x when the covenant is 4.5x as stated in 2020 Audited Financial Statements to which the Chairman of the Board noted this comment and once again advised the investor that Alba is committed to meet a ratio of 3x.
- Alba response to the investor's comment relating to agenda no. 4.9 (Interest Rate Swaps with National Bank of Bahrain). He inquired why the Company didn't minute BD265.080 million and the reasons for doing Interest Rate Swaps to which the Chairman advised that the response is obvious and relates to risk management.

- Alba response to the investor's comment relating to agenda no. 5.2 (Dividend Distribution). He inquired about the Dividend Distribution Policy as Alba doesn't have one to which the Chairman of the Board reiterated that this matter is not part of the AGM agenda, and the investor is always welcome to liaise with the Management/Corporate Secretary to get such matters answered.
- 2. The Report of the Board of Directors for the Company's business/activities for the year-ended 31 December 2021 was read by the Chairman of the Board, Shaikh Daij Bin Salman Bin Daij Al Khalifa, and was approved.
- 3. Mr. Mahesh Balasubramanian from KPMG Fakhro, Alba's External Auditors, read the Auditors' Report for the year-ended 31 December 2021 (page 5 of the 2021 Audited Financial Statements) and was approved.
- 4. The Audited Financial Statements for the year-ended 31 December 2021 were approved. The Chief Executive Officer, Mr. Ali Al Baqali, thanked the Chairman of the Board for his foreword and added that Alba closed 2021 with an unparalleled performance on many fronts: operational and financial. He also briefed the Shareholders on the many firsts Alba scored as the Company marked its golden jubilee of operations in 2021 – all of which were made possible thanks to Line 6 Expansion Project.

The same investor (as in agenda no. 1) requested the Management to answer the queries as follows:

- Alba's financial performance: it is true that the Company had made strong Net Profits; however, Trade and other Receivables have substantially increased while Current Loans and Borrowings didn't decrease in the balance sheet. The Chairman of the Board confirmed to the investor that the Trade and other Receivables have increased from BD119.105 million to BD318.438 million thanks to higher Valued Added Sales as the Company must wait between 45 days to 70 days to get paid in addition to higher LME and premium prices. As for the Current Loans and Borrowings, the Company had to rely on the Revolving Credit Facilities despite higher interest rate; however, the netbacks are higher since VAP Sales were 63% in 2021 versus 44% in 2020.
- Alba's Cash balance of BD93.311 million versus Total Assets of BD2.624 billion and Net Cash Flows generated from operating activities of BD292.835 million compared to Net Profit of BD451.870 million. This investor inquired about what the Management would do to fix the Company's liquidity since it has proposed during FY 2021 Results Conference Call to pay a final dividend of US\$200 million to which the Chairman of the Board confirmed that BD93.311 million are available in banks and indicated that the Company needs to keep around US\$100 million for annual expenditures; hence, this would require the Company to rely on Revolving Loans. The Chairman of the Board also stated that Alba has access to around US\$900 million in terms of Revolving Loans and noted that c.US\$500 million were used in 2020 while c.US\$300 million were used in 2021. In addition, the Chairman of the Board emphasised that the Company is fully aware that by using Revolving Loans, interest rates will be higher, and the Management is doing its best to reduce relying on Revolving Loans all the while optimize Working Capital Management.
- Cash Flow Sensitivity Analysis for Variable-Rate Instruments (Note 28: Risk Management). This investor inquired about the possible impact the Company would have on its Equity and/or on the Profit/ (Loss) Statement with an increase of 100 basis points in interest rates. Mr. Balasubramanian from KPMG Fakhro responded that the disclosure in the Audited Financial Statements is done in accordance with IFRS and the figures are already included. The Chairman of the Board added that the Sensitivity Analysis is hypothetical to which Mr. Balasubramanian

confirmed that the disclosure is based on forward looking statements. Furthermore, Mr. Al Baqali added that the Sensitivity Analysis of +/- 100 basis in interest rate is disclosed on page 50 with respect to Equity as well as Profit/Loss (to refer to the below excerpt from the English Financial Statements)

Cash flow sensitivity analysis for variable-rate instruments

A reasonably possible changes of 100 basis points in interest rates at the reporting date would have increased/(decreased) equity and profit or loss by the amounts shown below. This analysis assumes that all other variables remain constant.

	Profit or loss		Equity	
	100 bp increase	100 bp decrease	100 bp increase	100 bp decrease
31 December 2021				
Variable-rate instrument	(8,840)	8,840	-	-
Interest rate swaps	2,462	(2,402)	8,412	(8,304)
Cash flow sensitivity (net)	(6,358)	6,358	8,412	(8,304)
31 December 2020				
Variable-rate instrument	(10,353)	10,353	-	-
Interest rate swaps	2,651	(2,651)	12,268	(12,323)
Cash flow sensitivity (net)	(7,702)	7,702	12,268	(12,323)

- Note 27 - Related Party Transactions: this investor inquired about the identity of the Related Party as the Company has written-off BD7,944 thousand to which the CEO replied that Alba has written-off only the interest - as part of the settlement - with a customer. The Chairman of the Board requested if MOICT representative can comment on whether Alba can share the identity of the Related Party to which Mrs. Nada AlThawadi advised that it is the shareholders' right to know of the particulars of Related Party. The Chairman of the Board then noted that this transaction relates to Garmco.

- The Board of Directors' recommendations for the appropriation of the Net Profit and Retained Earnings for the year-ended 31 December 2021 were approved as follows:
 - The distribution of cash dividend to shareholders at Fils 79.71 per share or 79.71% of the paid-up capital (inclusive of the interim dividends of Fils 26.57 per share which was already distributed to the shareholders by 23 November 2021), which is BD112,812,936 for the year ended 31 December 2021.

Event	Date
Annual General Meeting	10 March 2022
Cum-Dividend Date (Last day of trading with entitlement to dividends)	13 March 2022
Ex-Dividend Date (First day of trading without entitlement to dividends)	14 March 2022
Record Date (The Day on which all shareholders whose names are on the share register will be entitled to dividends)	15 March 2022

Payment Date (The Day on which the dividends will be paid to the entitled shareholders subject to CBB approvals)	24 March 2022
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b. Transfer of BD340,176 Thousand to the Retained Earnings.

6. Approved the recommendation of the Board of Directors' total remuneration of BD420,000 for the year-ended 31 December 2021 and subject to the approval of the Ministry of Industry, Commerce and Tourism.
7. The 2021 Corporate Governance Report to the shareholders was discussed in line with the requirements of the Central Bank of Bahrain and the Ministry of Industry, Commerce and Tourism. The same investor (as in agenda no. 1) commended the Company's on the Sustainability front to include the Corporate Governance Standards by adopted by Alba and added that the Company has the best Corporate Governance amongst listed companies in Bahrain. He also inquired about the accuracy of classifying an independent director for one of the Directors who has been serving at the Board for more than 3 terms (11 years) to which the Chairman of the Board replied that Alba follows the Corporate Governance Code and requested the Corporate Secretary, Ms. Hilal, to address this matter. Ms. Hilal confirmed that Alba's disclosure is as per the Corporate Governance Code and added that the Code doesn't include guidance on whether a board member could lose his independency for serving more than three terms in the Company; she also added that the disclosure is in line with CBB Rulebook. He then wanted to solicit the CBB's feedback further to Ms. Hilal commentary to which the Chairman of the Board responded that CBB would intervene if the Management's response was wrong and urged this investor to move on to other comment (s) he may have. However, with the persistence of this investor to get CBB's feedback, the Chairman of the Board requested Ms. Hilal to mute him to restore order in the meeting.
8. Notified and approved the transactions carried-out during the financial year-ended 31 December 2021 with any of the related-parties as described in note # 27 of the financial statements in line with Article 189 of the Commercial Companies' Law (If any). The Chairman of the Board noted that the major transactions with related parties are associated with Tatweer for purchasing natural gas in 2021 for more than US\$620 million.
9. The Board of Directors were absolved from their actions/activities for the year-ended 31 December 2021.
10. The re-appointment of the External Auditors, KPMG Fakhro, for the fiscal year 2022 was approved and the Board of Directors were authorised to specify the remunerations for KPMG Fakhro for 2022.
11. No concerns were raised in accordance with Article 207 of the Commercial Companies' Law. The Chairman of the Board notified this investor that he will allow him to continue with his remarks provided that his comments relate to this agenda and requested Ms. Hilal to unmute him. He then inquired whether the Chairman of the Board is still committed to change the audit partner every 3 years and the audit firm every 5 years to which the Chairman of the Board assured that the Company will strictly follow the guidelines of the Corporate Governance Code. In addition, he wanted to discuss irrelevant matters relating to agenda no. 11 to which MOICT representative, Mrs. Nada AlThawadi, advised that this agenda relates to matters of urgent nature as well as matters which can be discussed/included in the AGM agenda provided that such requests have been made in writing. However, with the investor's persistence to argue, the Chairman of the Board requested Ms. Hilal again to mute him to restore order in the meeting.

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The e-meeting concluded at 04:10 P.M.

Daij Bin Salman Bin Daij Al Khalifa
Chairman

Date: 10 March 2022

Eline Hilal
Director - Investor Relations & Corporate Secretary

Date: 10 March 2022