**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 our proxy to attend and vote on my/our behalf in the Company’s Constituent General Meeting to be held at Gulf Hotel on 13 December 2018.

**Proxy Holder Details:**

|  |  |
| --- | --- |
| **Proxy Holder Name** |  |
| **Nationality** |  |
| **CPR No.** |  |
| **Passport No.** |  |
| **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. Appointment of the Chairman for the meeting |  |  |  |
| 1. Discharge of existing Board of Directors from their seats and liabilities |  |  |  |
| 1. Declaration of Conversion of the Company to be a public shareholding company |  |  |  |
| 1. Approving the determination of the size of the Board of Directors, to comply with the requirements to corporate governance in public shareholding companies |  |  |  |
| 1. Appointments/elections to the Board of Directors for the three coming years[[1]](#footnote-1); |  |  |  |
| 1. 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; |  |  |  |
| 1. Ratification of the appointment of KPMG Fakhro as external auditors of the Company for the financial year ending on 31 December 2018 |  |  |  |

**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 \_\_\_\_\_\_\_\_\_ 2018

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Signed for and on behalf of

**[name of the Shareholder]**

**PLEASE NOTE:**

1. Shareholders whose names are registered in the share register of the Company 24 hours before the date of the CGM 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@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. 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 CGM.

1. The Shareholder hereby grants the proxy the full authority to vote, as he deems appropriate, on the composition of the Board of Directors and elect the candidates who will be acting as the Board of Directors’ independent members. [↑](#footnote-ref-1)