

TRANSLATION

State of Kuwait **Ministry of Justice** 

Real Estate Registration & Authentication Department

21/Vol.7

#### (NOTARY PUBLIC) **Bubyan Bank Company** Kuwaiti General Stock Company MEMORANDUM OF ASSOCIATION

On Wednesday, 03 Safar 1425 (AH) corresponding to 24/03/2004 (AD) before us, 1. Mammoduh Salem, the Authenticator in the Department, where I have moved on the date of this contract to the location of the first party and he has signed it 2. And Redha Arafat, the authenticator in the department, I have moved to the location of the second party, and he has signed on 28/03/2004

There appeared:

1. The Public Authority for Investment - public authority of an independent and legal personality and is joined to the minister of finance, for which law No. 47 for the year 1982 is issued, in its capacity as a representative for the government of the State of Kuwait, and it is represented in signing on this contract Mr. Bader Mohammad Abdullah Al-Saad of Kuwaiti nationality, and holder of civil ID No. 258012300164, in his capacity as the managing director of the Authority under a resolution of the board of the Authority dated 10 December 2003, and approved by the resolution of the minister of finance, the chairman of the Public Authority for Investment No. 7 for the year 2003 dated on 14 December 2003, a copy of which is attached to the original of this contract. First party in his capacity

2. the Public Authority for Social Security-public authority of an independent legal personality and is subject to the supervision of the minister of Finance, for which a law has been issued, No. 61 for the year 1976, and is represented in signing to this contract Mr. Fahad Mazaied Rajan Al-Rajan, of the Kuwaiti nationality and holder of civil ID No. 248122300131, in his capacity as the general manger of the Authority

Second party in his capacity
I, the undersigned, do hereby confirm and attest to the authenticity and correctness of this document as being a true copy of the original.

Dr. Zouhair Kronfol International Legal Advisor

Zouhair Krong

**Boubyan Bank** 

وع المنكي اء - عمارة الربيعة - الدور الارضى - مكتب (٧) - بجانب مركز الامارات للصيرفة Kuwait - Murgab - Shuhada Street - Rabia Bldg. - Ground Floor - Office (7) - Next to UAE Exchange Centre

# BURHAN TRANSLATION BUREAU



البرهان للترجمة

تلفون ؛ ۲۲٤۹۱۶۸۰ - ۲۲٤۹۱۷۶۹ - فاکس ؛ ۲۲۶۹۱۶۸۰ - ۲۲۶۹۱۶۸۹ - 22461769 - ۲۲۶۹۱۶۸۹ - ۲۲۶۹۱۶۸۹ - ۲۲۶۹۱۶۸۹

Being fully competent to act and contract, they requested untermination of the following contract:-

Article (1)

By virtue of this contract, the Public Authority for Investment in its capacity as a representative for the government of the State of Kuwait and the Public Authority for Social Security - Kuwaiti General Stock Company according to the provisions of the law of the trading companies, which is issued by law No. 15 for the year 1960 and the amending laws thereto and law No. 32 for the year 1968, regarding monetary and central Bank of Kuwait and regulating the banking profession and the amending laws thereto and law No. 30 for the year 2003, to add a special department for the Islamic banks to the 3<sup>rd</sup> chapter pf law No.32 for the year 1986 regarding monetary and central Bank of Kuwait and regulating the banking profession, and this contract and the attached memorandum of association thereto.

#### Article (2)

The company's name: Bubyan Bank (Kuwaiti General Stock Company)

Article (3)

The company's head office and its legal domicile is Kuwait city, however, the board of directors may open branches, agencies or representation offices inside Kuwait or abroad.

#### Article (4)

The term of this company is unlimited commencing from the date of publishing the issued decree for its establishing in the official gazette.

#### Article (5)

The objectives for which the company has been established are: practicing all the works of the banking profession and as provided in the law of trading or according to the tradition as it is considered of the works of the banks , according to the Islamic legal provisions , and according the measures which are established by Central Bank of Kuwait , and they may not directly or indirectly practice any banking or financial activities against the provisions of the Islamic law , and to do so , the company do the following works :

I, the undersigned, do hereby confirm and attest to the authenticity and correctness of this document as being a true copy of the original.

Dr. Zouhair Kronfol

International Legal Advisor

بنے ہوہیاں Boubyan Bank \* ORHAN \*

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الكويت المعارب - معام المعاربية - المعاربيعة - Kuwait - Murqab - Shuhada Street - Rabia Bldg. - Ground Floor - Office (7) - Next to UAE Exchange Centre

### **BURHAN TRANSLATION BUREAU**



## البرهان للترجمة

تلفون : ۲۲٤٩١٦٨٠ ـ ۲۲٤٦١٧٦٩ ـ فاكس : ۲۲٤٩١٦٨٠ ـ ۲۲٤٦١٧٦٩ Tel.: 22491680 - 22461769 - Fax: 22491680 - 22461769

- 1. Accepting the deposits of its kind whether in the form of current accounts, saving accounts, savings or the accounts of investments for futures and for limited and unlimited objectives.
- 2. Practicing the perations of financing with its different futures by using the wordings of the legal contracts, such as participation, speculation, manufacturing and local and international renting.
- 3. Providing the banking and financial services with its various types and dealing in shares and financial bonds according to the provisions of the Islamic law.
- 4. Supervisig the operations of the direct and financial investment, either for its account or for the account of the other or by participation with the others.
- 5. Establishing the companies or participating in the existing companies or those which are under establishing which practice the various aspects of the economic activity, which are not contradict with the provisions of the Islamic law.
- 6. All the necessary works to achieve these objectives, those resulted from or those pertaining to it or which are auxiliary to them directly or indirectly.

The company may have a benefit or to take part in any aspect with the authorities, establishments or the companies which practice similar works to it, or which may help it to achieve its objectives in Kuwait or abroad, and to purchase these authorities, establishments or the companies, to adjoin or amalgam them, provided compliance with performing works which are in conformity with the provisions of the Islamic law and as per the criteria which set by Kuwait Central bank in this regard.

#### Article (6)

The capital of the company is fixed at KD 100,000,000/- (Kuwaiti Dinars one hundred million only), distributed to 1000,000,000 (one thousand million) shares, each of fils 100/- (one hundred fils ) . All these shares are cash.

#### Article (7)

The government of the Sate of Kuwait, represented by Public Authority for Investment has subscribed in its capacity as on e f the founders with shares amounting 200 million shares ( two million shares), and has paid its nominal value and its amount is 20 million

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Dr. Zouhair Kronfol

International Legal Advisor

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لرقاب - شارع الشهراء المريعة - الدور الارضى - مكتب (٧) - بجانب مركز الامارات للصيرفة Kuwait - Murqab - Shuhada Street - Rabia Bldg. - Ground Floor - Office (7) - Next to UAE Exchange Centre

# BURHAN TRANSLATION BUREAU



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Kuwaiti dinars ( twenty million Kuwaiti dinars) with: Kuwait Finance House, under the certificate dated 1311/2004 and is attached to the original of this contract.

Also the Public Authority for Social Security has subscribed in its capacity as one of the founders, and it signed this contract in the capital of the bank, with shares amounting 40 million shares (forty million share) m and has paid all its nominal value, with the amount of KD 4,000,000 (four million Kuwait dinars) with Kuwait Finance House, under the certificate dated 1311/2004 and is attached to the original of this contract, and the remaining shares, with the amount of 760 million share (seven hundred and sixty shares) are issued for public subscription according to the provisions of this memorandum of association.

#### Article (8)

Expenditures, expenses, salaries and costs which the company undertakes to perform them due to its establishment are approximately KD 2,280,000 (two million and two hundred eighty thousand Kuwaiti dinars), and they are deducted from the account of the public expenses.

#### Article (9)

The general assembly of the company, based on the nomination of the board of directors, in its annual meeting shall appoint the legal control authority which is composed of at least three members, among the competent scientists in the jurisdiction of the Islamic dealings in general, and in the jurisdiction of the Islamic financial dealings in particular, and it shall fix their allowances and remunerations, and the members of the legal control authority shall select one president among them, and for the validity of the meetings of the authority, it is a condition that all its members should attend the meeting, if the number of the members of the authority does not exceed three members.

#### Article (10)

The signed founders to this contract undertake to do their best to arrange all the necessary procedures for the completion of establishing this company, and they authorized a temporary committee composed of the following names to do the procedures:

Adnan Abdul Qader Al-Musalem , of Kuwaiti nationality and holder of civil ID No. 250111400842

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Dr. Zouhair Krenfol

International Legal Advisor

Dr. 2001 | 100 | 2001 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 1

الكويت الترقاب - شارع الشهيراع المسلم المرابيعة - الدور الأرضي - مكتب (٧) - بجانب مركز الأمارات للصيرفة (٧) - بجانب مركز الأمارات للصيرفة (٢) - Kuwait - Murqab - Shuhada Street - Rabia Bldg. - Ground Floor - Office

### **BURHAN TRANSLATION BUREAU**



## البرهان للترجمة

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> Yaqoub Yousef Al-Muzaini , of Kuwaiti nationality and holder of civil ID No. 260092500521

> Dharar Khalid Al-Rabah & of Kuwaiti nationality and holder of civil ID No. 260110400188 Market

> The members are severally or jointly have the right to take the legal procedures and to fulfill the necessary documents and to do the amendments which are deemed by the official departments to add to this contract or to the articles of incorporation, which is attached to it. and have the right to deposit the amount of subscription with the approved banks in Kuwait till the conducting of the 1st board of members.

#### Article (11)

This deed was made pursuant to the letter of Ministry of Commerce & Industry No.8796 dated 13/03/2004 in the incoming Register Book of the Contracts & Companies Control Office, Ministry of Justice under No. 1502 dated 13/03/2004.

First Party in his capacity (Signed)

Second Party in his capacity (Signed)

Bader Mohammad Abdulla Al-Saad

Fahad Mazaied Al-Rajan

In witness whereof this contract was made and after being read to the attendants they signed it.

Drawn-up in one original and (8) copies, it consists of (4) pages and this lot of writing without any deletion or addition and it consists of (11) articles and with each copy thereof, the articles of association which consists of (16) pages and (58) articles and without deletion or audition and its enclosures are attached with the original. They are the letter of the Ministry of Commerce & Industry and the letter of the bank and the project of the approved contract by the Ministry of I, the undersigned, do hereby

Administrative Affairs Dpt Translation Section

Commerce and copies of the civil IDs of the founders.

confirm and attest to the authenticity and correctness of this document as being a true The papers Translated by Sul Mile copy of the original. officially accredited office at the Ministry

Authenticators Mammoduh Salem, Redha Arafat

translation or the document Head of Sections Date / F

of Information are certified without any

liability concerning the accuracy of the

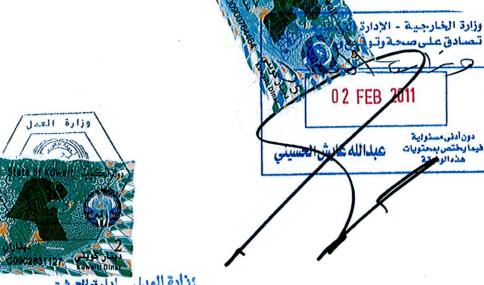
Dr. Zouhair Kronfol International Legal Advisor

(Signature & Official Sealed)

بـنـك بـوبـيـان Boubyan Bank

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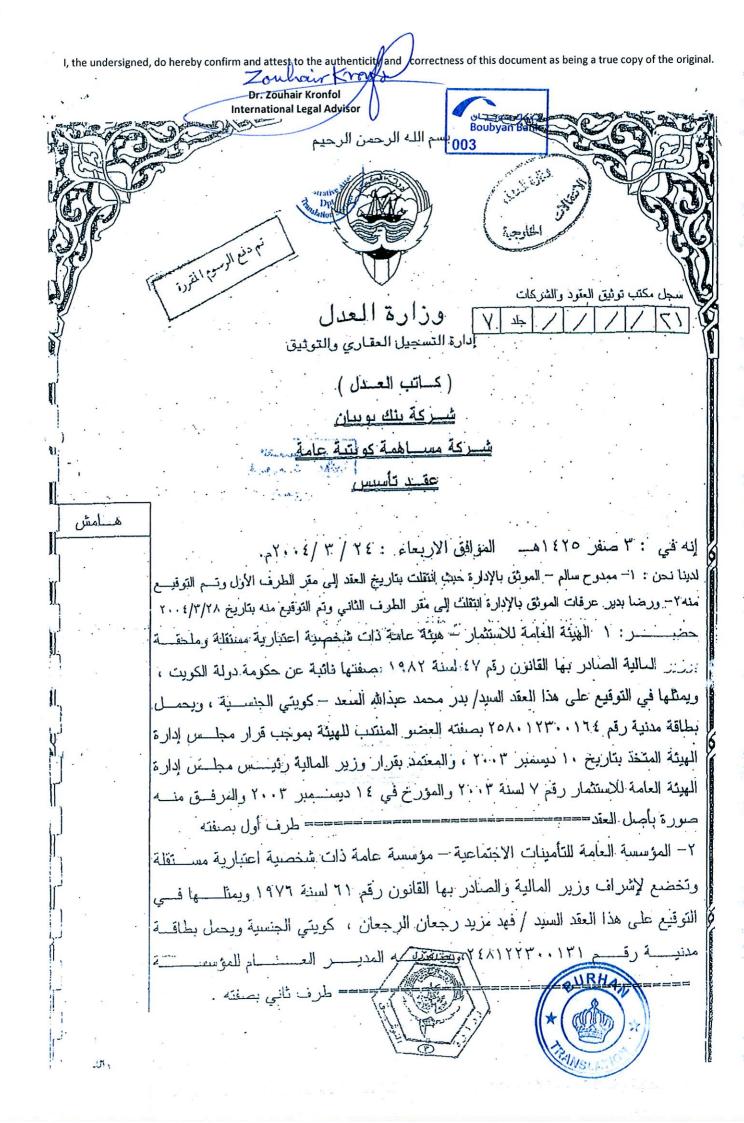
وزارة المدا. ادادولة التعوثيت الووارة العدل - ادارة التوثيق

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Dr. Zouhair Kronfol

International Legal Advisor

بنے بےوبیاں Boubyan Bank 003



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وطلبا وهما بكامل ألأهلية للتصرف والتعاقد توتيق العقد التالي:

مادة (١)

بموجب هذا العقد أسسب الهيئة العامة للاستثمار بصفتها نائبة عن حكومة دولية الكويت والمؤسسة العامة للتأمينات الإجتماعية ، شركة مساهمة كويتية عامة طبقاً لأحكام قانون الشركات التجازية الصاهر بالقانون رقم ١٥ لسنة ، ١٩٦ والقوانين المعنلة له والقانون رقم ٢٠ لسنة ، ١٩٦ والقوانين المعنلة الله والقانون رقم ، ١٠ لسنة ، ١٠ بإضافة قسم خاص بالبنوك الإسلامية والقوانين المعدلة له والقانون رقم ، ١٣ لسنة ٢٠٠ بإضافة قسم خاص بالبنوك الإسلامية إلى الباب الثالث من القانون رقم ، ١٣ لسنة ١٩٦٨ في شأن النقد وبنك الكويت المركزي وتنظيم المهنة المصرفية ، وهذا العقد والنظام الأساسي الملحق به

مادة (٢٠)

اسم الشركة: ينك يوبيان (شركة مساهمة كويتية عامة)

مادة (٣)

مركز الشركة الرئيسي ومحلها القانوني في مدينة الكويت ويجوز لمجلس الإدارة أن ينشئ لها فروعاً أو توكيلات أو مكاتب تمثيل ذَاخُلَ دولة الكويت أو خارجها.

مادة ( ع )

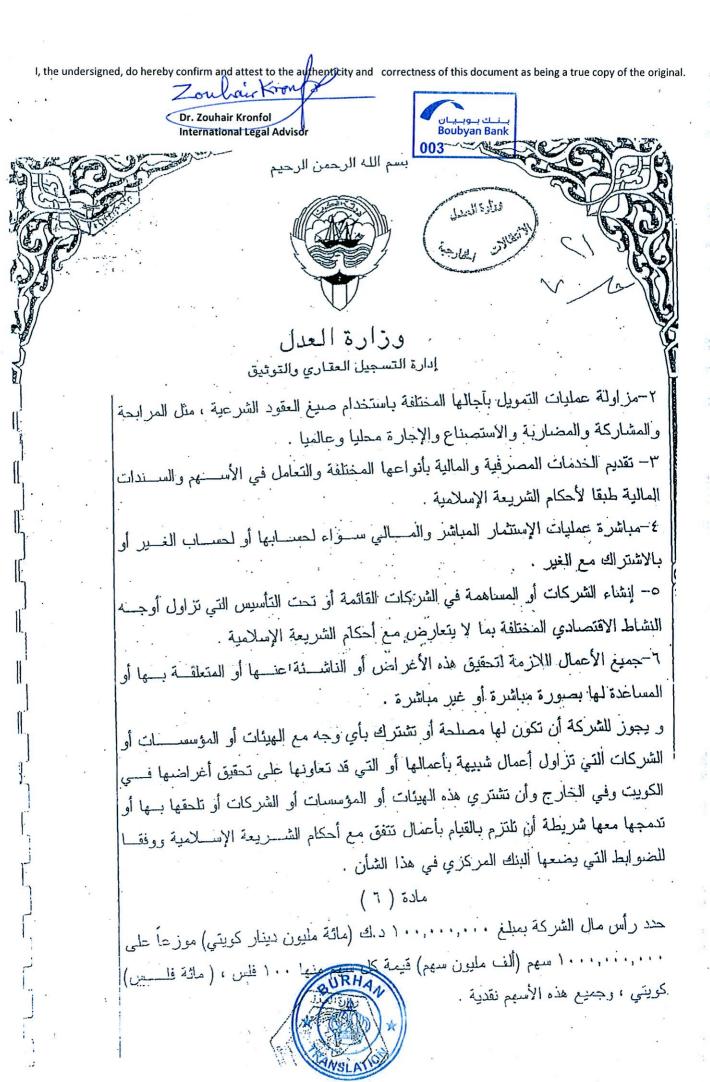
مدة هذه الشركة غير محددة وتبدأ من تاريخ تشر المرسوم الصادر بتأسيسها في الجريدة الرسمية.

مادة (٥)

الأغراض التي أسست من أجلها الشركة هي مزاولة جميع أعمال المهنة المصرفية وملا ينص عليه قانون التجارة أو يقضى العرف باعتباره من أعمال البنوك ، وذلك وفقاً لأحكام الشرعية الإسلامية الناسحاء و وفقاً للضوابط التي يضعها بنك الكويت المركزي ولا يجوز أن تقوم بشكل مباشر أو غير مباشر بممارسة أي أنشطة مصرفية أو مالية منافية لأحكام الشريعة الإسلامية ، وللشركة في سبيل ذلك أن تقوم بالأعمال التالية:

١- قبول الودائع بأنواعها سواء في شكل حسابات جارية أو حسابات توفير أو ادخار أو حسابات استثمار لآجال ولأغراض محددة أو غير محددة





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Dr. Zouhair Kronfol
International Legal Advisor



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اكتنبو المؤرخة الكويت ممثلة بالهيئة العامة للاستمثار بصفتها أحد المؤسسين بأسهم يبلغ عد المؤسسين بأسهم يبلغ عد المؤسسين الإسمية ومقدار ها ببلغ عد الله مليون سهم (مائتان مليون سهم) وقامت بدفع قيمتها الإسمية ومقدار ها ٢٠ مايون د.ك. (عشرون مليون دينار كويتي) لدى: - بيت التمويل الكويتى بموجب الشهادة المؤرخة في ١٣١١ /٤٠٠٤ والمرفقة بأصل العقد.

كما إكتتبت المؤسسة العامة للتأمينات الإجتماعية كذلك بصفتها أحد المؤسسين والموقع على هذا العقد في رأسمال البنك بأسهم يبلغ عددها ، ٤ مليون سهم (أربعون مليون سهما) وقامت بدفع كامل قيمتها الإسمية ومقدارها ٤ مليون د.ك. (أربعة ملايين دينار كويتي) لدى بيت التمويل الكويتي بموجب الشهادة المؤرخة ١٣١١/ ٤٠٠٢ والمرفقة بأصل العقد. وتطرح باقي الأسهم وقدرها ٧٦٠ مليون سهم (سبعمائة وستون مليون سهم) للإكتتاب العام طبقاً لأحكام هذا النظام الأساسي.

مادة (٨)

المصروفات والنفقات والأجور والتكاليف التي تلتزم الشركة بأدائها بسبب تأسيسها هي على وجه التقريب، ، ، ، ، ۲،۲۸۰ د.ك. (مُليونان ومائتان وثمانون السق دينار كويسي) وتخصم من حساب المصروفات العامة.

مادة (٩)

تعين الجمعية العامة للشركة ، بناء على ترشيح مجلس الإدارة ، في اجتماع العادي السنوي هيئة الرقابة الفرعية المكونة من ٣ أعضاء ، على الأقل ، مسن بين العلماء المتخصصين في فقه المعاملات الإسلامية بصفة عامة وفي فقه المعاملات المالية المالية بصفة خاصة ، كما تحد محصصاتهم ومكافآتهم ويختار أعضاء هيئة الرقابة الشرعية من بينهم رئيساً لهم ، ويشترط لصحة اجتماعات الهيئة حضور كامل أعضائ إذا كان عدد أعضاء الهيئة لا يتجاوز ثلاثة أعضاء .

مادة ( ١١)

يتعهد المؤسسان الموقعان على هذا العقد بالسعي في القيام بجميسع الإجسراءات اللازمة لإنمام تأسيس هذه الشركة ، وقد وكلا عنهما للقيام بهذه الإجراءات لجنة مؤقة مؤلفة مسن السادة التالبة أسماء هم:



