

Kuwait on: 22/03/2023
Ref: 4099/2023

الكويت: 2023/03/22
الإشارة: 2023/4099

To: Mr. Mohammad Saud Al-Osaimi
CEO - Boursa Kuwait

السيد / محمد سعود العصيمي
الرئيس التنفيذي - شركة بورصة الكويت

Dear Sir,

السلام عليكم ورحمة الله وبركاته وبعد ،،،

Results of the General Assembly Meeting

نتائج اجتماع الجمعية العامة

Reference is made to the provisions of Chapter 4 of the Tenth Module of the Executive Bylaws of the Capital Markets Authority's Law, pertinent to "Disclosure of Material Information" and the mechanism of disclosure of the same.

بالإشارة إلى أحكام الفصل الرابع من الكتاب العاشر للائحة التنفيذية لقانون هيئة أسواق المال بشأن الإفصاح عن المعلومات الجوهرية وآلية الإعلان عنها.

Our bank would like to disclose the results of the Ordinary and Extraordinary General Assembly Meetings for the financial year ended December 31st 2022, held on Wednesday, March 22nd 2023 at 10:30 am at Boubyan Bank's headquarters, Kuwait City, Mubarikya, Mubarak Tower, 3rd floor. The attached schedule of maturities shall be confirmed on the set date, following the completion of notation and publishing procedures, or amendment of the same, if necessary, as stated in the Material Information Disclosure Form, Appendix # 10.

يود مصرفنا الإفصاح عن نتائج اجتماع الجمعية العامة العادية وغير العادية للسنة المالية المنتهية في 31 ديسمبر 2022، والتي عقدت اليوم الأربعاء الموافق 22 مارس 2023 في تمام الساعة 10:30 صباحاً بمقر بنك بوبيان - مدينة الكويت - منطقة المباركية - برج مبارك - الدور الثالث، وسوف يتم التأكيد على الجدول الزمني المرفق بشأن الاستحقاقات في التاريخ المحدد والانتفاء من إتمام إجراءات الشهر، أو تعديلها إذا اقتضى الأمر، وذلك وفقاً لما هو وارد في نموذج الإفصاح عن المعلومات الجوهرية ملحق رقم (10).

Best regards,

وتفضلوا بقبول فائق الاحترام ،،،

Adel Abdul Wahab Al-Majed
Vice-Chairman
& Group Chief Executive Officer



بنك بوبيان
Boubyan Bank
014

عادل عبد الوهاب الماجد
نائب رئيس مجلس الإدارة
والرئيس التنفيذي للمجموعة

Material Information Disclosure Form

Appendix no. (10)

Date	March 22 th 2023
Name of the Listed Company	Boubyan Bank
Material Information	<p>Results of the Ordinary and Extraordinary General Assembly Meeting, held on Wednesday, March 22nd 2023 at 10:30 am at the headquarters of Boubyan Bank, Kuwait City, Mubarkiya, Mubarak Tower, 3rd Floor, with an attendance of 83.091% out of the total existing shares, and where all the below-listed items of the Ordinary General Assembly Meeting's agenda were approved by the majority of attending shareholders:</p> <ol style="list-style-type: none">1) Approving the Board of Director's Report on the financial year ended December 31st 2022 and ratification of the same.2) Approving the Auditors' Report on the financial year ended December 31st 2022 and ratification of the same.3) Approving the Sharia Supervisory Board's Report on the financial year ended December 31st 2022 and ratification of the same.4) Approving the External Sharia Auditor's Report on the financial year ended December 31st 2022 and ratification of the same.

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- 5) Approving the financial statements for the financial year ended December 31st 2022.
- 6) The General Assembly was briefed on the Report of the Board of Directors on the fines and penalties during the financial year ended December 31st 2022.
- 7) Approving the authorization of the board of directors to deal with the board members and to approve the extension of credit facilities to them during the financial year ending 2023, and to deal with related parties as per the rules and policies of the bank and the instructions of the Central Bank of Kuwait.
- 8) Approving the deduction of **KD 6,109,859/--** (Six million, one hundred nine thousand, eight hundred fifty-nine Kuwaiti Dinars) at 10% of the net profits for the financial year ended December 31st 2022, which is attributable to the bank's shareholders before deductions for the statutory reserve, and approving the recommendation of the board of directors to stop the deductions for the voluntary reserve account.
- 9) Approving the discharging and holding harmless of the Board Members with respect to all legal actions taken during the financial year ended December 31st 2022.
- 10) Approving the reappointment of Mr. Bader Abdullah Al-Wazzan from Deloitte & Touche, Al Wazzan & Co., and Mr. Abdulkarim Abdullah Al Samdan from Al Aiban, Al Osaimi & Partners (Ernst & Young) as auditors of the bank's financial statements for the year ending December 31st 2023, and authorizing the Board of Directors to determine their fees.

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11) Approving the reappointment of the members of the Sharia Supervisory Board:

- Sheikh Dr. Abdulaziz Khalifa Al-Qassar
- Sheikh Dr. Esam Khalaf Al-Enezi
- Sheikh Dr. Ali Ibrahim Al-Rashed
- Sheikh Dr. Mohammed Oud Al-Fuzaie

For the next financial year ending December 31st 2023, and authorizing the Board of Directors to determine their benefits and remuneration.

12) Approving the reappointment of M/s Al-Mashora & Al-Raya for Islamic Financial Consulting, for the external Sharia auditing of the next financial year ending December 31st 2023, and authorizing the Board of Directors to determine their benefits and remuneration.

13) Approving the proposal of the Board of Directors to distribute dividends to shareholders at the end of the financial year or semi-annually, and authorizing the Board to execute the decision of the General Assembly as per the percentages determined by the Board.

14) Approving the recommendation of the board of directors to distribute cash dividends for the financial year ended December 31st 2022, after deduction of treasury shares, in the form of 6% cash dividends of the share's nominal value (i.e., 6 fils per share) at an amount of KD 22,429,241/-- (Twenty-two million, four hundred twenty-nine thousand, two hundred forty-one Kuwaiti Dinars).

15) Approving the recommendation of the Board of Directors to distribute bonus shares by issuing 224,320,949 (Two hundred twenty-four million, three hundred twenty

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thousand, and nine hundred forty-nine) new shares at 6% of the issued and paid up capital, distributed as (6) shares per each 100 shares, at an amount of KD 22,432,094.900 (Twenty-two million, four hundred thirty-two thousand, and ninety-four Kuwaiti Dinars/900 Fils), in the manner so determined by the resolution of the Extraordinary General Assembly meeting.

- 16) Approving the maturity date for cash dividends and bonus shares, mentioned under the 14th and the 15th items, for shareholders who are registered with the bank's registers as at the end of the maturity date on April 17th 2023, which will be allocated to shareholders on April 19th 2023. The Board of Directors shall be authorized to dispose of the share fractions and to amend this schedule in case the confirmation thereof is not announced at least eight business days ahead of the maturity date as stipulated and line with the provisions of the Law.
- 17) Approving the renewal of the Board's authorization to buy, sell or to dispose of the bank's shares within a limit of 10% of the total capital as per the controls and conditions provided by the laws and the instructions of the Central Bank of Kuwait in that regard. This authorization shall remain valid for an 18-month period as of the date of its issuance.
- 18) Approving the remuneration of the Board of Directors for the financial year ended December 31st 2022, amounting to KD 580,000/-- (Five hundred eighty thousand Kuwaiti Dinars).

19) Approving the Board's issuance of sukuk or other financing instruments as per contract forms which comply with the principles of the Islamic Sharia, and the Capital Adequacy Ratio requirements of Basel III for Islamic Banks, while authorizing the board of directors to determine the nominal value thereof as well as their terms and conditions, while taking all that is necessary in line with the provisions of effective laws and the relevant ministerial resolutions after obtaining the approval of the competent official authorities.

Moreover, all of the below-listed items of the Extraordinary General Assembly Meeting's agenda were approved by the majority of attending shareholders:

- Approving the increase of the bank's authorized, issued and paid up capital from KD 373,868,248.400 (Three hundred seventy-three million, eight hundred sixty-eight thousand, and two hundred forty-eight Kuwaiti Dinars/400 Fils) to KD 396,300,343.300 (Three hundred ninety-six million, three hundred thousand, three hundred forty-three Kuwaiti Dinars/300 Fils), i.e. an increase by an amount of KD 22,432,094.900 (Twenty-two million, four hundred thirty-two thousand, and ninety-four Kuwaiti Dinars/900 Fils), by 224,320,949 (Two hundred twenty-four million, three hundred twenty thousand, and nine hundred forty-nine) shares, at 6% of the issued and paid up capital, distributed as (6) shares per each 100 shares, representing the bonus shares which

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are set to be distributed to the shareholders registered with the bank's registers as at the end of the maturity date on April 17th 2023, each as per the percentage of his holding, and authorizing the Board of Directors to dispose of share fractions resulting from the bonus shares.

- Approving the amendment of Article no. (6) of the Memorandum of Association and Article no. (5) of the Articles of Association as follows:

Original article before amendment	The article after amendment
The company's authorized, issued, and paid up capital amounts to KD 373,868,248.400 (Three hundred seventy-three million, eight hundred sixty-eight thousand, and two hundred forty-eight Kuwaiti Dinars/400 Fils) allocated to 3,738,682,484 shares at a value of 100 fils (one hundred fils) per share. All shares are in cash.	The company's authorized, issued, and paid up capital amounts to KD 396,300,343.300 (Three hundred ninety-six million, three hundred thousand, three hundred forty-three Kuwaiti Dinars/300 Fils) allocated to 3,963,003,433 (Three billion, nine hundred sixty-three million, three thousand, four hundred thirty-three) shares at a value of 100 fils (one hundred fils) per share. All shares are in cash.

Significant Effect of the Material Information on the Financial Position of the Company

The Ordinary and Extraordinary General Assembly Meetings have approved the items on both their agendas as stated above, and a supplementary disclosure will be provided later on with the meeting minutes of the Ordinary and Extraordinary General Assembly, including the attendance quorum and voting results of the meeting's items, in addition to a statement of the remarks and reservations.

نموذج الإفصاح عن استحقاقات الأسهم Corporate Action Disclosure Form			
معلومات الشركة Company Details			
Stock	بنك بويان	الشركة	
Stock Code	109	رقم الشركة	
Ticker	بنك بويان	الاسم المختصر للشركة	
ISIN Code	KW0EQ010265	رقم الترميز الدولي	
Contact person	ادريس محمد شافي	مسؤول الاتصال	
Phone no.	22325312	رقم الهاتف	
E-mail	imohammad@bankboubyan.com	البريد الإلكتروني	
الإعلان Announcement			
Publication Procedures (if any)	<input checked="" type="checkbox"/> No / لا <input type="checkbox"/> Yes / نعم	تم الانتهاء من إجراءات الشهور (ان وجد)	
AGM Date	22/03/2023	تاريخ الجمعية العمومية	
Record Date	17/04/2023	تاريخ الاستحقاق	
Payment Date (B.S -C.D)	19/04/2023	تاريخ التوزيع (اسهم - نقدي)	
Coordinated with KCC?	<input checked="" type="checkbox"/> No / لا <input type="checkbox"/> Yes / نعم	تم التنسيق مع المقاصة؟	
Confirmation Date	05/04/2023	تاريخ التأكيد	
Cum Date	12/04/2023	تاريخ حيازة السهم	
Ex Date	13/04/2023	تاريخ تداول السهم دون الاستحقاق	
زيادة رأس المال Capital Increase			
المكتتب به - Subscribed		المصرح به - Authorized	
		373,868,248.400 دينار كويتي	
رأس المال بعد الزيادة After Increase	قبل الزيادة Before Increase	طريقة الزيادة Method of Increase	قبل الزيادة Before Increase
		<input checked="" type="radio"/> Bonus - منحة <input type="radio"/> Subscription - اكتتاب	373,868,248.400
أسهم منحة Bonus shares			
إجمالي عدد الأسهم بعد الزيادة Total No. of shares after increase	عدد الأسهم التي سيتم إصدارها No. of shares to be issued	نسبة الزيادة percentage	عدد الأسهم الحالية No of current share
3,963,003,433	224,320,949	6%	3,738,682,484
تخفيض رأس المال Capital Decrease			
بعد التخفيض - After Decrease		المصرح به - Authorized	
مجموع مبلغ الاسترداد Total Redemption Amount	نسبة التخفيض Decrease Percentage	طريقة التخفيض Method of Decrease	قبل التخفيض Before Decrease
		<input type="radio"/> Total / كلي <input type="radio"/> Partial / جزئي	
التوزيع النقدي / Cash Dividends			
نسبة التوزيع النقدي / Percentage of Cash Dividends		قيمة التوزيع النقدي / Amount of Cash Dividends	
6%		22,429,241 دينار كويتي	
Name:	عادل عبدالله الماجد		الاسم :
Signature:			التوقيع :
Date:	22/03/2023		التاريخ :
Stamp:	بنك بويان Boubyan Bank		الختم :
KCC Confirmation:		تأكيد المقاصة :	
Date:		التاريخ :	



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