

Kuwait: 23/02/2023

Ref: 4012/2023

الكويت: 2023/02/23

الإشارة: 2023/ 4012

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

Dear Sir,

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.

Our bank would like to disclose the invitation to both the Ordinary and Extraordinary General Assembly Meetings for the financial year ended December 31<sup>st</sup> 2022, which are due to be held on Wednesday, March 22<sup>nd</sup> 2023, at Boubyan Bank's headquarters, Kuwait City, Mubarikya, Mubarak Tower, 3<sup>rd</sup> floor, as stated in the Material Information Disclosure Form, Appendix no. 14.

Best regards,

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

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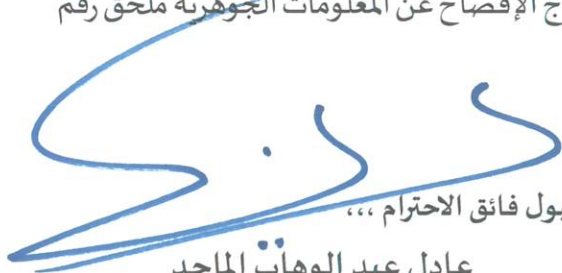
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السيد / محمد سعود العصيمي  
الرئيس التنفيذي - شركة بورصة الكويت  
السلام عليكم ورحمة الله وبركاته وبعد ،،،

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

يود مصرفنا الإفصاح عن الدعوة لاجتماعي الجمعية العامة العادية والغير عادية للسنة المالية المنتهية في 31 ديسمبر 2022، والمقرر انعقادهما يوم الاربعاء الموافق 22 مارس 2023 بمقر بنك بوبيان - مدينة الكويت - منطقة المباركية - برج مبارك - الدور الثالث، وذلك وفقاً لما هو وارد في نموذج الإفصاح عن المعلومات الجوهرية ملحق رقم (14).



عادل عبد الوهاب الماجد  
نائب رئيس مجلس الإدارة  
والرئيس التنفيذي للمجموعة

نعمل باتقان

اسم

## Appendix 14

## Application Form for the Announcement of a General Assembly Meeting

Date	23/02/2023
Name of Listed Company	Boubyan Bank
Type of assembly	<input checked="" type="checkbox"/> Ordinary <input checked="" type="checkbox"/> Extraordinary
Date of the general assembly	22/03/2023 at 10:30 AM
Final date for purchasing the company's shares to be registered in the registry of the right to attend the general assembly❖	05/03/2023
Date of the shares ownership to attend the assembly	05/03/2023
Date of the right to attend the general assembly❖❖	8/03/2023
Items of the agenda	Agenda items attached below
Methods of participating in the assembly	Shareholders' attendance of the meeting and voting on the resolutions of the general assembly may either be made through electronic attendance and voting as per the Policies and Procedures for E-AGM issued by Kuwait Clearing Company ( <a href="http://WWW.MAQASA.COM">WWW.MAQASA.COM</a> ), or by visiting the bank's headquarters to attend and vote directly on AGM Date at 10:30 AM.
Place of holding the general assembly	Kuwait City, Mubarikya, Mubarak Tower, 3 <sup>rd</sup> floor
The postponed date of the assembly in the event of a lack of quorum	29/03/2023 at 10:30 AM

❖ Third Business Day before the right to attend the general assembly according to the current settlement cycle.

❖❖ Every shareholder registered in the company's registers on this day has the right to attend the general assembly even if the share was sold before the date of holding the general assembly.

Handwritten signature/initials in blue ink.



**Agenda of the Ordinary General Assembly Meeting  
Of Boubyan Bank K.S.C.P.  
For the Financial Year Ended December 31<sup>st</sup> 2022**

- First:** Listening to the Board of Director's Report on the financial year ended December 31<sup>st</sup> 2022 and ratification of the same.
- Second:** Listening to the Auditors' Report on the financial year ended December 31<sup>st</sup> 2022 and ratification of the same.
- Third:** Listening to the Sharia Supervisory Board's Report on the financial year ended December 31<sup>st</sup> 2022 and ratification of the same.
- Fourth:** Listening to the External Sharia Auditor's Report on the financial year ended December 31<sup>st</sup> 2022 and ratification of the same.
- Fifth:** Discussing and approving the financial statements for the financial year ended December 31<sup>st</sup> 2022.
- Sixth:** Listening to the Board of Directors' Statement on the penalties imposed by regulatory authorities during the financial year ended December 31<sup>st</sup> 2022.
- Seventh:** Authorizing 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.
- Eighth:** 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 31<sup>st</sup> 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.
- Ninth:** Discharging and holding harmless the Board Members with respect to all legal actions taken during the financial year ended December 31<sup>st</sup> 2022.
- Tenth:** Appointing or re-appointing the independent Auditors for the next financial year ending December 31<sup>st</sup> 2023 and authorizing the Board of Directors to determine their fees.
- Eleventh:** Appointing or re-appointing the Sharia Supervisory Board for the next financial year ending December 31<sup>st</sup> 2023 and authorizing the Board of Directors to determine their benefits and remuneration.

- Twelfth:** Appointing or re-appointing the External Sharia Auditor for the next financial year ending December 31<sup>st</sup> 2023 and authorizing the Board of Directors to determine its fees.
- Thirteenth:** 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 decided by the Board.
- Fourteenth:** Approving the recommendation of the board of directors to distribute cash dividends for the financial year ended December 31<sup>st</sup> 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).
- Fifteenth:** 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 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.
- Sixteenth:** Shareholders who are registered with the bank's registers as at the end of the maturity date of April 17<sup>th</sup> 2023 shall be eligible for the cash dividends and the bonus shares, mentioned under the 14<sup>th</sup> and the 15<sup>th</sup> items above, which will be allocated to shareholders on April 19<sup>th</sup> 2023. The board of directors shall be authorized to dispose of the share fractions and 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.
- Seventeenth:** 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.

**Eighteenth:** Approving the remuneration of the board of directors for the financial year ended December 31<sup>st</sup> 2022, amounting to KD 580,000/-- (Five hundred eighty thousand Kuwaiti Dinars).

**Nineteenth:** 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.

**Abdulaziz Abdullah Dakheel Al-Shaya**  
**Chairman**





**Agenda of the Extraordinary General Assembly Meeting  
Of Boubyan Bank K.S.C.P.  
For the Financial Year Ended December 31<sup>st</sup> 2022**

**First:** 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 are set to be distributed to the shareholders registered with the bank's registers as at the end of the maturity date on April 17<sup>th</sup> 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.

**Second:** 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.

All these amendments are subject to the approval of competent regulatory authorities.

**Abdulaziz Abdullah Dakheel Al-Shaya**  
**Chairman**

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**نعمل باتقان**

## الاحاطة بالاحطار

السادة / بنك بوبيان ش.م.ك

تحية طيبة و بعد

بالإشارة إلى إخطار جمعية عمومية عادية المقدم ، نفيديكم علما بأنه قد تمت الاحاطة بالموعد  
في / 2023/03/22

وبناء على الطلب فإن ممثل الحضور عن الوزارة السيد / منال جاسم طالب الحمد

و تفضلو بقبول خالص التحية

وزارة التجارة والصناعة

MINISTRY OF COMMERCE AND INDUSTRY



مستند الكتروني لايحتاج الى ختم أو توقيع

## الاحاطة بالاحطار

السادة / بنك بوبيان ش.م.ك

تحية طيبة و بعد

بالإشارة إلى إخطار جمعية عمومية غير عادية المقدم ، نفيديكم علما بأنه قد تمت الاحاطة  
بالموعد في 2023/03/22

وبناء على الطلب فإن ممثل الحضور عن الوزارة السيد / منال جاسم طالب الحمد

و تفضلو بقبول خالص التحية

وزارة التجارة والصناعة

MINISTRY OF COMMERCE AND INDUSTRY



مستند الكتروني لايحتاج الى ختم أو توقيع