

Kuwait: 08/03/2022

Ref: 3600/2022

الكويت: 2022/03/08

الإشارة: 2022/ 3600

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

السيد / محمد سعود العصيمي
المحترم
الرئيس التنفيذي - شركة بورصة الكويت

Dear Sir,

السلام عليكم ورحمة الله وبركاته وبعد،،،

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 الى 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 convening both an Ordinary and an Extraordinary General Assembly Meetings for the financial year ended December 31st 2021, which are due to be held on Wednesday, March 23rd 2022 , at the Boubyan Bank's new building in Kuwait City, Mubarkiya , as stated in the Material Information Disclosure Form, Appendix no. 11. To discuss the attached agenda items.

يود مصرفنا الإفصاح عن الدعوة لاجتماعي الجمعية العامة العادية والغير عادية للسنة المالية المنتهية في 31 ديسمبر 2021، والمقرر انعقادهما يوم الاربعاء الموافق 23 مارس 2022 بمقر بنك بوبيان الجديد - مدينة الكويت - المباركية ، وذلك وفقاً لما هو وارد في نموذج الإفصاح عن المعلومات الجوهرية ملحق رقم (11). وذلك لمناقشة بنود جدولي الأعمال المرفقة.

Best regards,

وتفضلوا بقبول فائق الاحترام،،،

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

عادل عبد الوهاب الماجد
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نعمل باتقان

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Disclosure Form

Appendix no. (11)

Date	08 March 2022
Name of the Listed Company	Bank Boubyan
Material Information	Inviting the bank's shareholders to attend the Ordinary and Extraordinary General Assembly Meetings for the financial year ended December 31 st 2021, due to be held at 10:30 am, on Wednesday, March 23 rd 2022 at the Boubyan Bank's new building in Kuwait City, Mubarkiya to discuss the attached agenda items.
The financial effect of the occurring developments (if any)	No direct impact on the bank's financial position.

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Agenda of the Ordinary General Assembly Meeting Of Boubyan Bank K.S.C.P.

For the Financial Year Ended December 31st 2021

- First:** Listening to the Board of Director's Report on the financial year ended December 31st 2021 and ratification of the same.
- Second:** Listening to the Auditors' Report on the financial year ended December 31st 2021 and ratification of the same.
- Third:** Listening to the Sharia Supervisory Board's Report on the financial year ended December 31st 2021 and ratification of the same.
- Fourth:** Discussing and approving the financial statements for the financial year ended December 31st 2021.
- Fifth:** Listening to the Board of Directors' Statement on the penalties imposed by regulatory authorities during the financial year ended December 31st 2021.
- Sixth:** 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 2022, and to deal with related parties as per the rules and policies of the bank and the instructions of the Central Bank of Kuwait.
- Seventh:** Approving the deduction of **KD 5,139,263** (Five million, one hundred thirty nine thousand, and two hundred sixty three Kuwaiti Dinars) at 10% of the net profits for the financial year ended December 31st

2021, 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.

- Eighth:** Discharging and holding harmless the Board Members with respect to all legal actions taken during the financial year ended December 31st 2021.
- Ninth:** Appointing or re-appointing the independent Auditors for the next financial year ending December 31st 2022 and authorizing the Board of Directors to determine their fees.
- Tenth:** Appointing or re-appointing the Sharia Supervisory Board for the next financial year ending December 31st 2022 and authorizing the Board of Directors to determine their benefits and remuneration.
- Eleventh:** Appointing or re-appointing the External Sharia Auditing Firm for the next financial year ending December 31st 2022 and authorizing the Board of Directors to determine its fees.
- Twelfth:** 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.
- Thirteenth:** Approving the recommendation of the board of directors to distribute cash dividends for the financial year ended December 31st 2021, after deduction of treasury shares, in the form of 5% cash dividends of the share's nominal value (i.e., 5 fils per share) at an amount of KD 15,896,386/-- (fifteen million, eight hundred ninety six thousand, and three hundred eighty six Kuwaiti Dinars).

- Fourteenth:** Approving the recommendation of the board of directors to distribute bonus shares by issuing 158,984,880 (One hundred fifty eight million, nine hundred eighty four thousand and eight hundred eighty) new shares at 5% of the issued and paid up capital, distributed as (5) shares per each 100 shares, at an amount of KD 15,898,488 (Fifteen million, eight hundred ninety eight thousand, and four hundred eighty eight Kuwaiti Dinars) in the manner so determined by the resolution of the Extraordinary General Assembly meeting.
- Fifteenth:** Shareholders who are registered with the bank's registers as at the end of the maturity date of April 06st 2022 shall be eligible for the cash dividends and the bonus shares, mentioned under the 13th and the 14th items above, which will be allocated to shareholders on April 12th 2022. 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.
- Sixteenth:** 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.
- Seventeenth:** Approving the remuneration of the board of directors for the financial year ended December 31st 2021, amounting to KD 580,000/-- (Five hundred eighty thousand Kuwaiti Dinars).
- Eighteenth:** 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.

Nineteenth: Election of the members of the Board of Directors for the upcoming 3-year term (2022 – 2023 – 2024).

Twentieth: Selection of the independent candidates for the membership of the Board of Directors for the upcoming 3-year term (2022 – 2023 – 2024).

Mr. 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 31st 2021

First: Approving the increase of the bank's authorized, issued and fully paid up capital by 158,984,880 (One hundred fifty eight million, nine hundred eighty four thousand and eight hundred eighty) shares at 5% of the issued and paid up capital, distributed as (5) shares per each 100 shares, at an amount of KD 15,898,488 (Fifteen million, eight hundred ninety eight thousand, and four hundred eighty eight Kuwaiti Dinars), 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 6th 2022, each as per the percentage of his holding, and authorizing the board of directors to dispose of the share fractions resulting from the bonus shares.

Second: Approving the increase of the bank's authorized, issued and fully paid up capital from KD 333,868,248/400 (Three hundred thirty three million, eight hundred sixty eight thousand, and two hundred forty eight Kuwaiti Dinars/400 fils) 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), i.e., an increase by 400,000,000 shares (four hundred million shares) at a nominal value of 100 fils per share in addition to a share premium of 400 fils per share, provided that the value of the capital increase shares and the share premium shall be paid in cash and in one payment. Priority shall be given to shareholders who are already registered with the bank's shareholders' register as at the day prior to date of the Board's invitation to shareholders for subscription in new shares proportionate with the number of their shareholding, provided that shareholders should be given a 15-day window to exercise their preemptive rights as of the subscription start date.

Authorizing the Board of Directors to determine the terms and controls for the manner of calling the capital increase as well as disposing of unsubscribed shares as per the procedures and conditions the Board deems appropriate.

Third: Amending Article no. (6) of the Memorandum of Association and Article no. (5) of the Articles of Association as follows:

Original article before amendment:

The company's capital amounts to KD **317,969,760/400** (Three hundred and seventeen million, nine hundred and sixty nine thousand, and seven hundred sixty Kuwaiti Dinars/400 fils) allocated to **3,179,697,604** (three billion, one hundred & seventy nine million, six hundred & ninety seven thousand, and six hundred and four) shares at a value of **100** fils (one hundred fils) per share. All shares are in cash."

The article after amendment:

"The company's 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 (Three billion, seven hundred thirty eight million, six hundred eighty two thousand, and four hundred eighty four) shares at a value of 100 fils (one hundred fils) per share. All shares are in cash."

Fourth: Amending Article no. (38) of the Articles of Association as follows:

Original article before amendment:

The Board Directors shall submit to the Ordinary General Assembly a report detailing the Company's business activities, financial position, statement of profit & loss account, and also a statement of the directors' remuneration, auditor's fees and the proposal for the distribution of the profits.

The article after amendment:

The Board Directors shall submit to the Ordinary General Assembly a report detailing the Company's business activities, financial position, statement of profit & loss account, and also a statement of the directors' remuneration, auditor's fees and the proposal for the distribution of the profits.

The Ordinary General Assembly may decide, upon a proposal by the Board of Directors, to distribute dividends at the end of the financial year or semi-annually.

Moreover, the Ordinary General Assembly may - in its annual meeting - authorize the Board of Directors to execute its decision to allow the distribution of dividends for the first half of the financial year as per the percentages decided by the Board.

For such dividends to be valid, profits must represent real earnings as per acceptable accounting principles and such a distribution shall not affect the paid-up capital.

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

Mr. Abdulaziz Abdullah Dakheel Al-Shaya
Chairman



الاحاطة بالاعطار

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 / 2022/03/23

وبناء على طلب الشركة فإن ممثل الحضور عن الوزارة السيد / زينب عبد الرضا حسن
القلاف

و تفضلو بقبول خالص التحية

وزارة التجارة والصناعة

MINISTRY OF COMMERCE AND INDUSTRY



مستند الكتروني لايحتاج الى ختم أو توقيع

الاحاطة بالاعطار

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