

Kuwait: 18/02/2021

الكويت: 2021/02/18

Ref: 9874/2021

الإشارة: 2021/ 9874

**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 ،،،

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 لللائحة 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 31<sup>st</sup> 2020, which are due to be held on Sunday, March 7<sup>th</sup> 2021, 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 2020، والمقرر انعقادهما يوم الأحد الموافق 07 مارس 2021 بمقر بنك بوبيان الجديد - مدينة الكويت - المباركية ، وذلك وفقاً لما هو وارد في نموذج الإفصاح عن المعلومات الجوهرية ملحق رقم (11). وذلك لمناقشة بنود جدول الأعمال المرفقة.

Best regards,

وتفضلوا بقبول فائق الاحترام ،،،

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

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م/ عادل عبد الوهاب الماجد  
نائب رئيس مجلس الإدارة  
والرئيس التنفيذي للمجموعة

نعمل باتقان



## Disclosure Form

### Appendix no. (11)

Date	18 February 2021
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 <sup>st</sup> 2020, due to be held at 10:30 am, on Sunday, March 07 <sup>th</sup> 2021 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.

re 2021

## Agenda of the Ordinary General Assembly Meeting

### **Boubyan Bank K.S.C.P.** **For the Financial Year Ended December 31<sup>st</sup>2020**

- First:** Listening to the Board of Director's Report on the financial year ended December 31<sup>st</sup> 2020 and ratification of the same.
- Second:** Listening to the Auditors' Report on the financial year ended December 31<sup>st</sup> 2020 and ratification of the same.
- Third:** Listening to the Sharia Supervisory Board's Report on the financial year ended December 31<sup>st</sup> 2020 and ratification of the same.
- Fourth:** Discussing and approving the financial statements for the financial year ended December 31<sup>st</sup> 2020.
- Fifth:** Listening to the Board of Directors' Statement on the penalties imposed by regulatory authorities during the financial year ended December 31<sup>st</sup> 2020.
- 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 2021, 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 3,663,673** (Three million, six hundred & sixty three thousand, and six hundred seventy three Kuwaiti Dinar) at 10% of the net profits for the financial year ended December 31<sup>st</sup> 2020, 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 31<sup>st</sup> 2020.
- Ninth:** Appointing or re-appointing the independent Auditors for the next financial year ending December 31<sup>st</sup> 2021 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 31<sup>st</sup> 2021 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 31<sup>st</sup> 2021 and authorizing the Board of Directors to determine its fees.
- Twelfth:** Approving the recommendation of the board of directors to distribute bonus shares by issuing 151,414,171 (One hundred fifty one million, four hundred & fourteen thousand and one hundred seventy one) new shares at 5% of the issued and paid up capital, distributed as (5) shares per each 100 shares, at an amount of KD 15,141,417/100. (Fifteen million, one hundred and forty one thousand, four hundred and seventeen Kuwaiti Dinar/100 fils) by transferring from the voluntary reserve and in the manner so determined by the resolution of the Extraordinary General Assembly meeting.
- Thirteenth:** Shareholders who are registered with the bank's registers as at the end of the maturity date of April 8<sup>th</sup> 2021 shall be eligible for the bonus shares mentioned under the 12<sup>th</sup> item above, which will be allocated to shareholders on April 14<sup>th</sup> 2021. 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 owing to the delay of the announcement procedures.
- Fourteenth:** 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.
- Fifteenth:** Approving the remuneration of the board of directors for the financial year ended December 31<sup>st</sup> 2020, amounting to KD 450,000/-- (Four hundred fifty thousand Kuwaiti Dinars).
- Sixteenth:** 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.

**Seventeenth:** Selecting two independent members for the membership of the bank's board of directors to complete the ongoing term of the board; this membership shall end upon the time of electing the new board of directors in 2022.



**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 31<sup>st</sup>2020**

**First:** Approving the increase of the bank's authorized, issued and fully paid up capital by 151,414,171 (One hundred fifty one million, four hundred & fourteen thousand and one hundred seventy one) shares at 5% of the issued and paid up capital, distributed as (5) shares per each 100 shares, at an amount of KD 15,141,417/100. (Fifteen million, one hundred and forty one thousand, four hundred and seventeen Kuwaiti Dinar/100 fils) 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 8<sup>th</sup> 2021, 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:** 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 302,828,343/300-** (KD three hundred and two million, eight hundred twenty eight thousand, and three hundred forty three/300 fils) allocated to **3,028,283,433** (three billion, twenty eight million, two hundred eighty three thousand, and four hundred thirty three) 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 317,969,760/400** (Three hundred and seventeen million, nine hundred and sixty nine thousand, and seven hundred sixty Kuwaiti Dinar/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."

**Third:** Amending Article no. (5) of the Memorandum of Association and Article no. (4) of the Articles of Association by adding a new activity to the company's objectives as follows:

- 1- Buying and selling of all types of lands and properties for financing purposes related to the same as per the provisions of Law no. 32 of 1968 Concerning Currency, the Central Bank of Kuwait and Regulation of Banking Business.

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

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





السادة شركة / بنك بوبيان ( ش.م.ك )

تحية طيبة وبعد ،،،

بالإشارة إلى إخطار الجمعية العامة العادية والغير عادية المقدم ، نفيديكم علما  
بأنه قد تمت الاحاطة بالموعد بتاريخ 2021/3/7

وتفضلوا بقبول خالص التحية ،،،

مدير إدارة الشركات