



میزان القابضة ش.م.ك.ع.
MEZZAN HOLDING K.S.C.P.

Date: 29/04/2024

Ref.: MHC/Disclosure/2024/058

Bursa Kuwait Company

Mubarak Al Kabeer St.

AlSharq, Kuwait

P.O.Box 22235 Safat, 13083 Kuwait

Subject: Disclosure on Results of Annual Ordinary General Assembly Meeting & Extra Ordinary General Meeting for Mezzan Holding Company KSCP for Fiscal year ended on 31/12/2023

Reference to the above subject and pursuant to the provisions of Article (4-1-1), Chapter 4 of Module 10 (Disclosure and Transparency) of the Executive Bylaws of Law No. 7 of 2010 concerning establishment of the Capital Markets Authority.

Mezzan Holding Company KSCP would like to disclose that it held the Annual General Assembly Meeting for Company shareholders today 29th April 2024 at 10:00 am at The Courtyard by Marriot Hotel – AlShuhada Street – Kuwait City.

As for the Extraordinary General Assembly meeting (“EGM”), we would like to disclose that the necessary quorum for holding of the extraordinary assembly has not convened, therefore, the Company’s extraordinary general assembly meeting will be postponed to be held on Monday, 6th May 2024 at 10:30 am at the same location at the Courtyard by Marriott Hotel, Sharq, Al-Shuhada Street, Kuwait City, as per the general assemblies agenda and invitation that were previously announced.

Shareholders shall attend the postponed meeting with the same invitations issued for today’s meetings.

Attached Disclosure of Material Information Form for AGM & EGM Results and Corporate Action Disclosure Form.

For: Mezzan Holding Company KSCP

Head of Legal

Walid Ali Khalil



Disclosure of Material Information Form

| | |
|-----------------------------------|--|
| Date | 29/04/2024 |
| Name of the Listed Company | Mezzan Holding Company (KSCP) |
| Material Information | <p><u>1- Results of the Company Ordinary Annual General Assembly:</u></p> <p>Mezzan Holding Company KSCP ("the Company") would like to disclose that it held its Ordinary General Assembly for the Company shareholders for the fiscal year ending on December 31, 2023, on Monday, 29/04/2024, at 10:00 am at The Courtyard by Marriott Hotel, Sharq, Al-Shuhada Street, both physically and through Kuwait Clearing Company's ("Maqasa") electronic system for electronic attendance and voting and in accordance with the policies and procedures manual issued by the Kuwait Clearing Company.</p> <p>The AGM invitation was extended to the shareholders by the Board of the Company through the notification letter addressed to the Ministry of Commerce and Industry ("MOCI"), and public announcement submitted to Bursa Kuwait and the Capital Markets Authority in Kuwait.</p> <p>Mr. Mohamed AlWazzan – Company Vice Chairman of the Board chaired the meeting in the presence of :</p> <p>Present were:</p> <ul style="list-style-type: none">▪ Mr. Talal AlMuzaini – External Auditor from Deloitte & Touche (Bader AlWazzan & Partners)▪ Mrs. Zuhaiya AlShammari – Representative of Ministry of Commerce and Industry (MOCI)▪ Mr. Fahad AlHudaib – Representative of Kuwait Clearing Company <p>Mr. Mohammed Al-Wazzan recited the meeting Attendance Report and declared the quorum of the Ordinary General Assembly of Mezzan Holding Company as follows:</p> <p>The attendance percentage of the shareholders attending physically and via e-AGM electronic system reached 66.850% with 207,647,985 shares out of 311,325,000 shares from the Company's total issued and paid up capital after excluding the treasury shares.</p> <ul style="list-style-type: none">▪ Attendance through e-AGM electronic system Shareholders attending the General Assembly via the e-AGM electronic system held 24,156,022 shares of 310,617,700 shares, representing 7.787 % (electronic voting percentage) from the Company's capital after excluding treasury shares.▪ Attendance through Physical Attendance Shareholders attending the General Assembly physically at the AGM venue held 183,491,963 shares out of 310,617,700 shares being 59.063 % from the Company's Capital after exclusion of treasury shares <p>The Chairman of the meeting, Mr. Mohammed Al-Wazzan, thanked the shareholders present for responding to the invitation to attend and participate in the meeting. He proceeded to declare a quorum for the AGM, and then moved on to present the items on the agenda to the attendees for discussion.</p> |



Results of Annual General Assembly Meeting:

1. Approval of the Board of Directors' report for the fiscal year ended December 31, 2023 by all shareholders present in physical attendance.

With regard to electronic voting, 95.544% approved this item, 0.161% disapproved, and 4.296% abstained from voting.

2. Approval of the Governance Report and Audit Committee Report for the fiscal year ended December 31, 2023 by all shareholders present physically.

With regard to electronic voting, 84.819% approved this item, 11.620% disapproved, and 3.561% abstained from voting.

3. Approval of the external auditor's report on the financial statements for the fiscal year ended December 31, 2023 by all shareholders present physically.

With regard to electronic voting, 97.816% approved this item, 0% disapproved, and 2.184% abstained from voting.

4. Approval of the company's financial statements for the fiscal year ended December 31, 2023 by all shareholders present physically.

With regard to electronic voting, 97.816% approved this item, 0% did not approve, and 2.184% abstained from voting.

5. Review of any violations detected by the regulatory authorities and any penalties issued as a result of these violations (if any), which resulted in the application of financial or non-financial penalties on the company.

Company noted that no violations were observed by regulatory authorities against the Company during the fiscal year ended on December 31, 2023.

All shareholders present physically approved this item.

With regard to electronic voting, 97.816% approved this item, 0% disapproved, and 2.184% abstained from voting.

6. Approval of the Board of Directors' proposal to distribute a cash dividend of 20% (twenty percent) of the of nominal share value (20 Fils per share) to the shareholders registered in the company's share ledger at the end of the record date, which is 15 business days after the date of the general meeting. The cash dividend will be paid to the eligible shareholders within five (5) business days of the Record Date. The Board of Directors is authorized to modify the corporate actions timetable to implement the general meeting's decision to distribute dividends if necessary.

Corporate Action Dates.

| | | |
|------------------------|---|-------------|
| ▪ Record Date | : | 20 May 2024 |
| ▪ Payment Date | : | 27 May 2024 |
| ▪ Confirmation Date | : | 8 May 2024 |
| ▪ Cum-Div Date (Div+) | : | 15 May 2024 |
| ▪ Ex-Div Date (No Div) | : | 16 May 2024 |



All shareholders present physically approved this item. With regard to electronic voting, 98.551% approved this item, 0% disapproved, and 1.449% abstained from voting.

7. Approval of the Board of Directors' proposal to grant a bonus to the members of the Board of Directors for the fiscal year ended December 31, 2023, in a total amount of KD 75,000 (only seventy-five thousand Kuwaiti Dinars).

All shareholders present physically approved this item. With regard to electronic voting, 98.551% approved this item, 0% disapproved, and 1.449% abstained from voting.

8. Approval of suspending 10% deduction transferred to the legal reserve of the Company for the fiscal year ended December 31, 2023, as the legal reserve exceeded 50% of the Company's issued capital.

All shareholders present physically approved this item. With regard to electronic voting, 98.551% approved this item, 0% did not approve, and 1.449% abstained, calculated from the percentage of electronic voting.

9. Approval of the deduction of 10% to the optional reserve for the fiscal year ended December 31, 2023.

All shareholders present physically approved this item. With regard to electronic voting, 98.551% approved this item, 0% did not approve, and 1.449% abstained, calculated from the percentage of electronic voting.

10. Approval of the authorization of the Board of Directors to buy, sell, or dispose of the company's shares in an amount not exceeding 10% of the number of its shares, in accordance with the controls and conditions stipulated by law, regulations, decisions, and instructions of the regulatory authorities, provided that this authorization remains in effect for eighteen months from the date of its issuance.

All shareholders present physically at the meeting approved this item. With regard to electronic voting, 97.922% approved this item, 0.629% did not approve, and 1.449% abstained from voting.

11. Review of the report on related party transactions for the fiscal year ended December 31, 2023, and transactions that are expected to be carried out during the fiscal year ending December 31, 2024.

This item was approved by all shareholders present physically. With regard to electronic voting, 83.373% approved this item, 15.178% did not approve, and 1.449% abstained from voting.

12. Approval of the discharge of the members of the Board of Directors and the release from liability of their financial, administrative, and legal actions for the fiscal year ended December 31, 2023.

All shareholders present physically approved this item. With regard to electronic voting, 97.816% approved this item, 0% did not approve, and 2.184% abstained from voting.



13. Approval of the acceptance of the resignation of the Board of Directors Mr. Patrick Othmar Stillhart.

All shareholders present physically approved this item. With regard to electronic voting, 93.583% approved this item, 0% did not approve, and 6.417% abstained from voting.

14. Election of Mr. Basil Abdul Hamid Ali Al Salem as a additional member of the Board of Directors in its current term (2022-2024).

A 43.157% percentage of shareholders present physically approved this item, and a percentage of 15.916% abstained from voting on this item due to the appointment of their representative in the Board of Directors.

With regard to electronic voting, 15.399% approved this item, 11.719% did not approve, and 72.882% abstained from voting.

15. Approval of the reappointment of Mr. Talal Al Muzaini from Deloitte & Touche (Al Wazzan & Partners) as the company's external auditor for the fiscal year ended December 31, 2024; from the list of auditors registered with the Capital Markets Authority, taking into account the mandatory rotation period stipulated in the instructions of the regulatory authorities and authorizing the Board of Directors to determine the external auditor's fees.

All shareholders present physically approved this item.

With regard to electronic voting, 94.990% approved this item, 0.715% did not approve, and 4.296% abstained from voting.

2- The Results of the Company Extra-Ordinary Annual General Assembly :

Mezzan Holding Company KSCP ("the Company") would like to disclose that it held its Extra-ordinary General Assembly for the Company shareholders for the fiscal year ending on December 31, 2023, on Monday, 29/04/2024, at 10:30 am at The Courtyard by Marriott Hotel, Sharq, Al-Shuhada Street, both physically and through Kuwait Clearing Company's ("Maqasa") electronic system for electronic attendance and voting and in accordance with the policies and procedures manual issued by the Kuwait Clearing Company.

The invitation was extended to the shareholders by the Board of the Company through the notification letter addressed to the Ministry of Commerce and Industry ("MOCI"), and public announcement submitted to Bursa Kuwait and the Capital Markets Authority in Kuwait.

Mr. Mohamed AlWazzan – Company Vice Chairman of the Board chaired the meeting in the presence of :

Present were:

- Mr. Talal AlMuzaini – External Auditor from Deloitte & Touche (Bader AlWazzan & Partners)
- Mrs. Zuhaiya AlShammari – Representative of Ministry of Commerce and Industry (MOCI)
- Mr. Fahad AlHudaib – Representative of Kuwait Clearing Company.



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|---|---|
| | <p>The Chairman of the meeting, Mr. Mohammed Al-Wazzan recited the meeting Attendance Report of the Extraordinary General Assembly of Mezzan Holding Company as follows:</p> <p>The attendance percentage of the shareholders attending physically and via e-AGM electronic system reached 66.850% with 207,647,985 shares out of 311,325,000 shares from the Company's total issued and paid-up capital after excluding the treasury shares.</p> <p>Mr. Mohammed Al-Wazzan, announced the lack of the necessary quorum to hold the Extraordinary General Assembly today, and announced that the meeting will be postponed to the following week. It shall be held on Monday, 06/05/2024 at 10:30 am at the same place location at the Courtyard by Marriott Hotel, Sharq, Al Shuhada Street, Kuwait City, as per the invitation and the agenda that was previously announced.</p> <p>Shareholders shall attend the postponed meeting with the same invitations issued for today's meetings.</p> |
| <p>Significant Effect of the material information on the financial position of the company</p> | |

Mezzan Holding Company KSCP

Head of Legal

Walid Ali Khalil

| نموذج الإفصاح عن استحقاقات الأسهم Corporate Action Disclosure Form | | | |
|---|--|--|---|
| معلومات الشركة Company Details | | | |
| Stock | شركة ميزان القابضة | الاسم | |
| Stock Code | 823 | رقم الشركة | |
| Ticker | MEZZAN | الاسم المختصر للشركة | |
| ISIN Code | | رقم الترخيز الدولي | |
| Contact person | وليد خليل | معمول الاتصال | |
| Phone no. | 94064000 | رقم الهاتف | |
| E-mail | Walid.Khalil@mezzan.com | البريد الإلكتروني | |
| الإعلان Announcement | | | |
| Publication Procedures (if any) | <input type="checkbox"/> No / لا <input type="checkbox"/> Yes / نعم | نعم الانتهاء من إجراءات الشهر (إن وجد) | |
| AGM Date | 2024 - 04 - 29 | تاريخ الجمعية العمومية | |
| Record Date | 2024 / 05 / 20 | تاريخ الاستحقاق | |
| Payment Date (B.S - C.D) | 2024 / 05 / 27 | تاريخ التوزيع (نقدى) | |
| Coordinated with KCC? | <input type="checkbox"/> No / لا <input checked="" type="checkbox"/> Yes / نعم | نعم التنسيق مع المفوضية؟ | |
| Confirmation Date | 2024 / 05 / 08 | تاريخ التأكيد | |
| Cum Date | 2024 / 05 / 15 | تاريخ حيازة السهم | |
| Ex Date | 2024 / 05 / 16 | تاريخ تداول السهم دون الاستحقاق | |
| زيادة رأس المال Capital Increase | | | |
| المكتسبة - Subscribed | | المصرح به - Authorized | |
| رأس المال بعد الزيادة After Increase | قبل الزيادة Before Increase | طريقة الزيادة Method of Increase | قبل الزيادة Before Increase |
| | | <input type="radio"/> Bonus - منحة | |
| | | <input type="radio"/> Subscription - اكتتاب | |
| 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 |
| | | | |
| تخفيض رأس المال Capital Decrease | | | |
| بعد التخفيض - After Decrease | | المصرح به - Authorized | |
| 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 | | مبلغ التوزيع النقدي / Amount of Cash Dividends | |
| % 20 | | KWD 6,212,354 | |

Name:

Signature:

Date:

Stamp:



KCC Confirmation:

Date:

الاسم

التوقيع

التاريخ

الخطم

تأكيد المفوضية

التاريخ