

Kuwait: 28/02/2024
Ref: 5308/2024

الكويت: 2024/02/28
الإشارة: 2024/ 5308

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

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

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 31st 2023, which are due to be held on Sunday, March 24th 2024, at Boubyan Bank's headquarters, Kuwait City, Mubarikya, Mubarak Tower, 3rd floor, as stated in the Material Information Disclosure Form, Appendix no. 14.

بالإشارة الى أحكام الفصل الرابع من الكتاب العاشر للائحة التنفيذية لقانون هيئة أسواق المال بشأن الإفصاح عن المعلومات الجوهرية وآلية الإعلان عنها، يود مصرفنا الإفصاح عن الدعوة لاجتماعي الجمعية العامة العادية وغير العادية للسنة المالية المنتهية في 31 ديسمبر 2023، والمقرر انعقادهما يوم الأحد الموافق 24 مارس 2024 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).

Best regards,

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

Boubyan Bank K.S.C
P.O. Box 25507
Safat 13116 Kuwait
Tel: (965) 2232 5000 Fax: (965) 2247 7512
Call Center (965) 1 82 00 82
Capital In Million KWD 396,300,343.300
bankboubyan.com



وتفضلوا بقبول فائق الاحترام،،،
عادل عبد الوهاب الماجد
نائب رئيس مجلس الإدارة
والرئيس التنفيذي للمجموعة

Appendix 14

Application Form for the Announcement of a General Assembly Meeting

Date	28/02/2024
Name of Listed Company	Boubyan Bank
Type of assembly	<input checked="" type="checkbox"/> Ordinary <input checked="" type="checkbox"/> Extraordinary
Date of the general assembly	24/03/2024 at 12:30 PM
Final date for purchasing the company's shares to be registered in the registry of the right to attend the general assembly ❖	05/03/2024
Date of the shares ownership to attend the assembly	05/03/2024
Date of the right to attend the general assembly ❖❖	10/03/2024
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 (WWW.MAQASA.COM), or by visiting the bank's headquarters to attend and vote directly on AGM Date at 12:30 PM.
Place of holding the general assembly	Kuwait City, Mubarikya, Mubarak Tower, 3 rd floor
The postponed date of the assembly in the event of a lack of quorum	31/03/2024 at 12:30 PM

❖ 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.

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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 2023**

- First:** Listening to the Board of Director's Report on the financial year ended December 31st 2023 and approving the same.
- Second:** Listening to the Auditors' Report on the financial year ended December 31st 2023 and approving the same.
- Third:** Listening to the Sharia Supervisory Board's Report on the financial year ended December 31st 2023 and approving the same.
- Fourth:** Listening to the External Sharia Auditor's Report on the financial year ended December 31st 2023 and approving the same.
- Fifth:** Discussing and approving the financial statements for the financial year ended December 31st 2023.
- Sixth:** Listening to the Board of Directors' Statement on the penalties imposed by regulatory authorities during the financial year ended December 31st 2023.
- 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 2024, 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 8,472,063 (Eight million, four hundred seventy-two thousand, sixty-three Kuwaiti Dinars only) at 10% of the net profits for the financial year ended December 31st 2023, 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 31st 2023.
- Tenth:** Appointing or re-appointing the independent Auditors for the next financial year ending December 31st 2024 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 31st 2024 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 31st 2024 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 31st 2023, after deduction of treasury shares, in the form of 8% cash dividends of the share's nominal value (i.e., 8 fils per share) at an amount of KD 31,699,751/-- (thirty-one million, six hundred ninety-nine thousand, seven hundred fifty-one Kuwaiti Dinars).
- Fifteenth:** Approving the recommendation of the Board of Directors to distribute bonus shares by issuing 237,780,205 new shares at 6% of the issued and paid up capital, distributed as (6) shares per each 100 shares, at an amount of KD 23,778,020.500 (Twenty-three million, seven hundred seventy-eight thousand, twenty Kuwaiti Dinars/500 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 24th 2024 shall be eligible for the cash dividends and the bonus shares, mentioned under the 14th and the 15th items above, which will be allocated to shareholders on April 25th 2024. 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 effective from the date of its issuance.

Eighteenth: Approving the remuneration of the board of directors for the financial year ended December 31st 2023, 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 applicable 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 31st 2023**

First: Approving the increase of the bank's authorized, issued, and paid up capital from KD 396,300,343.300 (Three hundred ninety-six million, three hundred thousand, three hundred forty-three Kuwaiti Dinars/300 Fils) to KD 420,078,363.800 (Four hundred twenty million, seventy-eight thousand, three hundred sixty-three Kuwaiti Dinars/800 Fils), i.e. an increase by an amount of KD 23,778,020.500 (Twenty-three million, seven hundred seventy-eight thousand, twenty Kuwaiti Dinars/500 Fils), by 237,780,205 (Two hundred thirty-seven million, seven hundred eighty thousand, two hundred five) 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 24th 2024, 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 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 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 420,078,363.800 (Four hundred twenty million, seventy-eight thousand, three hundred sixty-three Kuwaiti Dinars/800 Fils) allocated to 4,200,783,638 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

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 / 2024/03/24

وبناء على الطلب فإن ممثل الحضور عن الوزارة السيد / اقبال سعود عبد العزيز الضبيبي

و تفضلو بقبول خالص التحية

وزارة التجارة والصناعة

MINISTRY OF COMMERCE AND INDUSTRY



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وبناء على الطلب فإن ممثل الحضور عن الوزارة السيد / اقبال سعود عبد العزيز الضبيبي

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