

Date: 28 March 2019

التاريخ: 28 مارس 2019

To : Boursa Kuwait Company

السادة/ شركة بورصة الكويت المحترمين

Dear sir,

تحية طيبة وبعد..

Subject: Disclosure of the Results of the Ordinary & Extraordinary General Assembly Meetings of Kuwait International Bank's Shareholders for the Year Ended 31/12/2018

الموضوع / إفصاح عن نتائج اجتماع الجمعية العامة العادية وغير العادية لمساهمي بنك الكويت الدولي للسنة المالية المنتهية في 2018/12/31

Reference to the above subject, and pursuant to Capital Markets Authority's regulations concerning disclosure and transparency, as stated in Module No.10, please find attached disclosure of substantial information according to Annexure (11) which includes the resolutions issued by the Ordinary & Extraordinary General Assembly Meetings convened today Thursday 28/3/2019 at 0930 a.m., in the Bank's Head Office.

بالإشارة الى الموضوع أعلاه، واستنادا الى تعليمات هيئة أسواق المال الخاصة بالإفصاح والشفافية الواردة في الكتاب العاشر، مرفق لكم نموذج الإفصاح عن المعلومات الجوهرية وفقا للملحق رقم (11) والذي يتضمن القرارات الصادرة عن اجتماع الجمعية العامة العادية وغير العادية التي عقدت اليوم الخميس الموافق 2019/3/28 في تمام الساعة 9:30 صباحاً بمقر البنك الرئيسي.

Best Regards,

وتفضلوا بقبول فائق الاحترام ...


محمد جراح الصباح

Mohammed Jarrah Al-Sabah

Attachments:

- Material Information Disclosure Form (11)
- Corporate Action Disclosure Form



المرفقات:

- نموذج الإفصاح عن المعلومات الجوهرية (11).
- نموذج الإفصاح عن استحقاقات الأسهم.

Annexure No. (11)

Material Information Disclosure Form

Date	28 March 2019
Listed Company	Kuwait International Bank
Substantial Information	<p>The resolutions of the Bank's Ordinary General Assembly Meeting are as follows:</p> <ol style="list-style-type: none"> 1. Approved and ratified the Board of Directors' report for the financial year ended 31/12/2018. 2. Approved and ratified the Bank's auditors report for the financial year ended 31/12/2018. 3. Approved and ratified the report of Shariah and Fatwa Board for the financial year ended 31/12/2018. 4. Discussed the violations report as observed by the regulatory bodies and the penalties imposed on the Bank during 2018. The Chairman stated that there have been no penalties imposed on the Bank during the financial year ended 31/12/2018. 5. Approved the consolidated financial statements and the final accounts report for the financial year ended 31/12/2018. 6. Approved the Board of Directors' recommendation to distribute dividends for the financial year ended 31/12/2018, as follows:

- a. Cash dividends at the rate (11%) of the nominal value of the share i.e 11 fils per share, for an amount of KD10,270,583/620 (Kuwaiti Dinar Ten Million Two Hundred Seventy Thousand Five Hundred Eighty Three, and 620 Fils, to shareholders registered in the Bank's ledger of shareholders as at the end of the entitlement date, set as Monday, 22/04/2019, after excluding treasury shares.
- b. Free Bonus Shares at the rate of 4% of the issued and paid capital by issuing 41,493,066 new shares to be distributed as free bonus shares to shareholders registered in the Bank's Ledger of Shareholders as at the end of the entitlement date, set as Monday, 22/04/2019, on a pro rata basis (four shares for every one hundred shares), and to cover the value of such issued and paid up capital increase amounting to KD 4,149,306.650 (Four Million One Hundred Forty Nine Thousand and Three Hundred and Six, and 650 Fils) from the profit and loss account and to delegate the Board of Directors to dispose of any resulting shares fractions at their discretion. Such cash dividends and free bonus shares shall be distributed to the entitled shareholders on Sunday, 28/04/2019.

In addition, authorized the Board of Directors to amend the aforementioned schedule for the execution of the General Assembly's resolution to distribute dividends if the registration procedures are not completed at least eight business days prior to the entitlement date.

7. Approved the Board of Director's recommendation for distributing KD 300 thousand as a bonus for the Chairman and the Board members, as well as a special bonus for the Chairman for an amount of KD150 thousand, for the financial year ended 31/12/2018.
8. Approved the Board of Director's recommendation for dispensing chairman remunerations, in the form of a reward, of KD12 thousand monthly, for carrying out his duties, as of date of this general assembly meeting

until the date of the coming general assembly meeting next year, based on the regulations prescribed by Article No. 198 of the Companies Law.

9. Approved the Bank's license for granting financing facilities and dealing with the Board members and related parties during the year 2019 in accordance with the Bank's applicable policies and regulations and within the framework of the pertinent regulatory rules and regulations.
10. Discussed and ratified the report on related parties' transactions that have been, or to be executed.

As illustrated in the consolidated financial statements for the year ended 31/12/2018 (Note No. 23), all the transactions concluded with related parties were implemented within the framework of the Bank's applicable policies and regulations and within the framework of regulators' pertinent rules and regulations without any privileged treatment. All transactions and balances of related parties are made available to the public in the annual report for 2018 uploaded on the bank's website. These transactions have also been subject to audit by external auditors.

As for the transactions to be concluded with related parties, the bank has been carrying credit analysis on case to case basis within the framework of the Bank's applicable policies and regulations and within the framework of regulators' pertinent rules and regulations without any privileged treatment. Such

transactions will be reflected in the Bank's financial statements for next year.

11. Released members of the Board of Directors from liability in connection to their legal acts during the financial year ended 31/12/2018.

12. Approved the authorization of the Board of Directors to purchase, sell, and dispose of no more than 10% (Ten Percentage) of the bank's total shares. This authorization shall remain valid and effective for eighteen months from the date of issuance thereof.

13. Approved a 10% deduction for the statutory reserve.

14. Approved a 10% deduction for the voluntary reserve.

15. Approved the authorization of the Board of Directors to issue Sukuk or other financing instruments (in Kuwaiti Dinar or any other currency), as per contracts forms which comply with the principles of the Islamic Sharia'a, and the Capital Adequacy requirements of Basel 3 for Islamic Banks, while authorizing the Board of Directors to determine its nominal value, terms and conditions, date of issuance and to take whatever action required, inline with the provisions of the effective laws and the relevant ministerial resolutions, after obtaining the approvals of the competent supervisory authorities.

16. Approved to re-appoint the Sharia'a Supervisory Board for the financial year ending 31/12/2019 and delegate the Board of Directors for determining their respective remunerations, and they are as follows:

- Sheikh Dr. Khalid Mathkour AlMathkour.
- Sheikh Mustafa Sayed Hasan Al-Zalzalah.
- Sheikh Ali Mohammed Hejji Al-Jady

- Sheikh Dr. Abdulaziz Khalifa Al-Qassar

17. Approved to re-appoint the Bank's auditors for the financial year ending 31/12/2019 and delegate the Board of Directors for determining their respective fees. They are as follows:

- Waleed Abdullah Al-Ausaimi from (Al-Ayban & Ausaimi & Partners) E&Y.
- Bader Abdullah Al-Wazzan from (Al-Wazzan & Co.) Deloitte & Touche.

18. Elected the members of the Board of Directors for the upcoming period of three years (from 2019 to 2021). The results of elections are as follows:

- Sheikh Mohamed Jarrah Sabah AlSabah
- Dr. Haider Hassan Abdulrasool AlJuma'a.
- Mr. Anwar Jawad Bukhamseen
- Mr. Raed Jawad Bukhamseen
- Mr. Jassem Hassan Ali Zainal
- Mr. Saleh Sulaiman Trad Faraj AlTrad
- Mr. Marzouq Khalid Yousuf AlMarzouq
- Dr. Abdullah Abdul Samad Abdullah Marafie
- Mr. Anwar Fouzan Abdullah Alsabej

The resolutions of the Bank's Extraordinary General Assembly Meeting are as follows:

1. Approved the increase of the Bank's authorized, issued and fully paid-up capital from an amount of KD103,732,667.150 (Kuwaiti Dinars One Hundred and Three Million, Seven Hundred Thirty Two Thousand, Six Hundred Sixty Seven, and One Hundred and Fifty Fils) to an amount of KD107,881,973.800 (Kuwaiti Dinars One Hundred and Seven Million, Eight Hundred Eighty One Thousand, Nine Hundred Seventy Three and Eight Hundred Fils), by issuing 41,493,067 (Forty One Million Four Hundred

Ninety Three Thousand and Sixty Seven) new shares to be distributed as free bonus shares to eligible shareholders as detailed in the schedule approved by the Ordinary General Assembly, and to cover the value of such capital increase amounting to KD4,149,306.650 (Kuwaiti Dinar Four Million, One Hundred Forty Nine Thousand, Three Hundred and Six, and Six Hundred Fifty Fils) from the profit and loss account, and to delegate the Board of Directors to dispose of any resulting shares fractions at their discretion

2. Approved the amendment of Article (6) of the Memorandum of Association and Article (5) of Articles of Association of the Bank, as follows:

Original Text:

The capital of the Bank is decided at KD103,732,667.150 (One Hundred Three Million Seven Hundred Thirty Two Thousand Six Hundred Sixty Seven and 150 Fils) divided into 1,037,326,672 shares (One Billion Thirty Seven Million Three Hundred Twenty Six Thousand and Six Hundred Seventy Two shares).

Amended Text:

The authorized, issued and fully paid-up capital of the Bank is decided at KD107,881,973.800 (Kuwaiti Dinars One Hundred and Seven Million, Eight Hundred Eighty One Thousand, Nine Hundred Seventy Three and Eight Hundred Fils) divided into 1,078,819,739 shares (One Billion Seventy Eight Million Eight Hundred Nineteen Seven Hundred Thirty Nine shares) of nominal value of 100 fils each (One Hundred Fils). All shares are paid up in cash.

3. Approved the amendment of Article (19) of the Articles of Association of the Bank, as follows:

Original Text:

A candidate for membership of the Board of Directors must meet the following criteria:

(1) Shall possess the capacity to act.

(2) Shall not have been convicted of a felony, sentenced to prison for a crime or bankruptcy of negligence, committed fraud or a crime involving moral turpitude or dishonesty, or incurred a penalty restricting freedom because of his / her violation of the provisions of the Companies Act, unless he / she has been pardoned.

(3) Shall, in his personal capacity or the legal person whom such member represents, own a number of shares not less than 100,000 (one hundred thousand) shares of the company's shares.

(4) Shall meet the conditions stipulated by Law No. 32 of 1968, as amended. Any member of the Board of Directors who does not meet the aforementioned conditions shall be terminated from the Board of Directors.

Amended Text:

A candidate for membership of the Board of Directors must meet the following criteria:

(1) Shall possess the capacity to act.

(2) Shall not have been convicted of a felony, sentenced to prison for a crime or bankruptcy of negligence, committed fraud or a crime involving moral turpitude or dishonesty, or incurred a penalty restricting freedom because of his / her violation of the provisions of the Companies Act, unless he / she has been pardoned.

(3) Shall, in his personal capacity or the legal person whom such member represents, own any number of shares of the company.

(4) Shall meet the conditions stipulated by Law No. 32 of 1968, as amended. Any member of the Board of Directors who does not meet the aforementioned conditions shall be terminated from the Board of Directors.

4. Approved the amendment of Article (33) of the Articles of Association of the Bank, as follows:

Original Text

Invitation shall be extended to the shareholders to convene the General Assembly meetings in its either capacity. The Agenda, date and place of the meetings shall be enclosed therewith and delivered by any of the following:

1. Invitation shall be published in, at least, two daily Arabic newspaper, the invitation shall be advertised twice, provided that the second advertisement shall be at least one week after the first one and one week prior to the convening of the General Assembly taking into consideration that the second published invitation must be in the Official Gazette in addition to the two daily newspaper.

2. by email.

3. by fax.

The second advertisement of invitation shall be at least one week after the first one and at least one week prior to the convening of the General Assembly.

For the authenticity of the invitation by the methods herein above referred to, the shareholder should have provided the company or the clearing agency with his/her/its email, fax addresses and agreed to be notified therewith by these means.

No variations to the above address information by the shareholder will be considered, unless he/she notifies the company or the clearing agency of this variation at least five days from the date of notification.

In case of dispute on the receipt of notification, a certificate by the service provider of the communication method used to deliver the same will be deemed sufficient to this effect.

Amended Text:

Invitation shall be extended to the shareholders to convene the General Assembly meetings in its either capacity. The Agenda, date and place of the meetings shall be enclosed therewith and delivered by any of the following:

1. Invitation shall be published in, at least, two daily Arabic newspaper, the invitation shall be advertised twice, provided that the second advertisement shall be at least one week after the first one and one week prior to the convening of the General Assembly taking into consideration

	<p>that the second published invitation must be in the Official Gazette in addition to the two daily newspaper. In addition, the extraordinary general assembly meeting shall be published in the Official Gazette.</p> <p>2. by email.</p> <p>3. by fax.</p> <p>The second advertisement of invitation shall be at least one week after the first one and at least one week prior to the convening of the General Assembly.</p> <p>For the authenticity of the invitation by the methods herein above referred to, the shareholder should have provided the company or the clearing agency with his/her/its email, fax addresses and agreed to be notified therewith by these means.</p> <p>No variations to the above address information by the shareholder will be considered, unless he/she notifies the company or the clearing agency of this variation at least five days from the date of notification.</p> <p>In case of dispute on the receipt of notification, a certificate by the service provider of the communication method used to deliver the same will be deemed sufficient to this effect.</p> <p>All the amendments are subject to the approval of regulatory authorities.</p>
<p>Impact of Material Information on the Company's financial Position</p>	<p>Enable the Bank to fulfill the required approvals from the Ordinary General Assembly and Extraordinary General Assembly in order to run its banking activities</p>

نموذج الإفصاح عن استحقاقات الأسهم
Corporate Action Disclosure Form

معلومات الشركة
Company Details

Stock	بنك الكويت الدولي	الشركة
Stock Code	108	رقم الشركة
Tickar	الدولي	الاسم المختصر للشركة
ISIN Code	KW0EQ0100069	رقم الترميز الدولي
Contact person	خالد عيسى الفيلكوي	مسؤول الاتصال
Phone no.	22311912	رقم الهاتف
E-mail	kalfailakawi@kib.com.kw	البريد الإلكتروني

الإعلان
Announcement

Publication Procedures (if any)	<input checked="" type="checkbox"/> No / لا <input type="checkbox"/> Yes / نعم	تم الانضمام من إجراءات الشهر (إن وجد)
AGM Date	28/03/2019	تاريخ الجمعية العمومية
Record Date	22/04/2019	تاريخ الاستحقاق
Payment Date (B.S -C.D)	28/04/2019	تاريخ التوزيع (أسهم - نقدي)
Coordinated with KCC?	<input type="checkbox"/> No / لا <input checked="" type="checkbox"/> Yes / نعم	تم التنسيق مع المقاصة؟
Confirmation Date	10/04/2019	تاريخ التأكيد
Cum Date	17/04/2019	تاريخ حيازة السهم
Ex Date	18/04/2019	تاريخ تداول السهم دون الاستحقاق

زيادة رأس المال
Capital Increase

المكتتب به - Subscribed		المصرح به - Authorized	
رأس المال بعد الزيادة After Increase	قبل الزيادة Before Increase	طريقة الزيادة Method of Increase	قبل الزيادة Before Increase
		<input checked="" type="radio"/> ملحة - Bonus <input type="radio"/> اكتتاب - Subscription	103,732,667/150

أسهم ملحة
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
1,078,819,738	41,493,066	4%	1,037,326,672

تخفيض رأس المال
Capital Decrease

بعد التخفيض - After Decrease		المصرح به - Authorized	
مجموع مبلغ الاسترداد Total Redemption Amount	نسبة التخفيض Decrease Percentage	طريقة التخفيض Method of Decrease	قبل التخفيض Before Decrease
		<input type="radio"/> كلي / Total <input type="radio"/> جزلي / Partial	

التوزيع النقدي / Cash Dividends

نسبة التوزيع النقدي / Percentage of Cash Dividends	قيمة التوزيع النقدي / Amount of Cash Dividends
11%	10,270,583/820 دينار كويتي

Name:

Signature:

Date:

Stamp:

الاسم: خالد عيسى الفيلكوي
التوقيع: [Signature]
التاريخ: 2019/4/17
الختم: [Stamp]



KCC Confirmation:

Date:

تأكيد المقاصة:

التاريخ: