

Date : 21/03/2022

التاريخ : 2022/03/21

To : Boursa Kuwait Company  
Dear sir,السادة/ شركة بورصة الكويت المحترمين  
تحية طيبة وبعد،،

**Subject: Disclosure of the Invitation for the Ordinary & Extraordinary General Assembly Meetings for the financial year ended 31 December 2021**

**الموضوع / إفصاح بشأن الدعوة الى انعقاد الجمعية العامة العادية وغير العادية للسنة المالية المنتهية في 31 ديسمبر 2021**

Reference to the above subject, and to Capital Markets Authority's regulations concerning disclosure of material information specified at Article (4-1-1/25) of Chapter Four (Module 10), which require disclosure of the invitation for the Ordinary and Extraordinary General Assembly Meetings.

بالإشارة الى الموضوع أعلاه، واستنادا الى تعليمات هيئة أسواق المال بشأن الإفصاح عن المعلومات الجوهرية الواردة في الفصل الرابع من الكتاب العاشر مادة (4-1-1-25)، والتي تتطلب الإفصاح عن الدعوة الى انعقاد الجمعية العامة العادية وغير العادية.

We would like to disclose about the invitation of KIB's shareholders Ordinary & Extraordinary General Assembly meetings for the financial year ended 31 December 2021, to discuss the items mentioned in the meetings' agendas. The Ordinary General Assembly Meeting will be convened on Wednesday, 06/04/2022 at 12:30 p.m. in the Bank's Head Office (10th floor), which will immediately be followed by the Extraordinary General Assembly Meeting, at the same place.

نود الإفصاح عن الدعوة لاجتماعي الجمعية العامة العادية وغير العادية لمساهمي بنك الكويت الدولي (KIB) للسنة المالية المنتهية في 31 ديسمبر 2021، وذلك لمناقشة البنود الواردة في جدول الأعمال، حيث سيعقد اجتماع الجمعية العامة العادية في تمام الساعة الثانية عشر والنصف ظهرا من يوم الأربعاء الموافق 2022/04/06 بمقر المركز الرئيسي للبنك - الدور العاشر، يعقبه مباشرة اجتماع الجمعية العامة غير العادية في ذات المكان.

Attached is the disclosure of material information in accordance with annexure No. (11), and attached a copy of the Ordinary & Extraordinary General Assembly Meetings agenda.

ومرفق لكم نموذج الإفصاح عن المعلومات الجوهرية وفقا للملحق رقم (11) كما نرفق لكم نسخة من جدول أعمال الجمعية العامة العادية وغير العادية.

Best Regards,

وتفضلوا بقبول فائق الاحترام ،،،

  
محمد جراح الصباح  
Mohammed Jarrah Al-Sabah

Attachments :

- Disclosure of material information form Annexure No. (11)
- Agenda for KIB Ordinary & Extraordinary General Assembly Meeting

المرفقات:

- نموذج الإفصاح عن المعلومات الجوهرية (ملحق رقم 11).
- جدول أعمال اجتماعي الجمعية العامة العادية وغير العادية.

**Annexure No. (11)**

**Disclosure of Material Information Form**

<b>Date</b>	21/03/2022
<b>Listed Company</b>	Kuwait International Bank (KIB)
<b>Material Information</b>	We would like to disclose about the invitation of KIB's shareholders Ordinary & Extraordinary General Assembly meetings for the financial year ended 31 December 2021, to discuss the items mentioned in the meetings' agendas. The Ordinary General Assembly Meeting will be convened on Wednesday, 06/04/2022 at 12:30 p.m. in the Bank's Head Office (10th floor), which will immediately be followed by the Extraordinary General Assembly Meeting, at the same place.
<b>Impact of the Material Information on the Company's Financial Position</b>	No impact on the bank's financial position and the results of the Ordinary and Extraordinary General Assembly meetings will be disclosed later on, in accordance with the requirements of disclosure of material information.



<b>Agenda for KIB Ordinary General Assembly Meeting</b>	
<b>1</b>	Discuss and ratify the Board of Directors report for the financial year ended 31/12/2021.
<b>2</b>	Discuss and ratify the Bank's auditors report for the financial year ended 31/12/2021.
<b>3</b>	Discuss and ratify the report of Sharia'a Supervisory Board for the financial year ended 31/12/2021.
<b>4</b>	Discuss and ratify the Bank's External Sharia'a Audit Bureau report for the financial year ended 31/12/2021.
<b>5</b>	Discuss the violations report as observed by the regulatory authorities and the penalties imposed on the Bank during the financial year ended 31/12/2021.
<b>6</b>	Ratify the financial statements for the financial year ended 31/12/2021.
<b>7</b>	<p>Approve the Board of Directors' recommendation to distribute dividends for the financial year ended 31/12/2021, according to the following schedule:</p> <p>A. Cash dividends of 4% of the nominal value of the share i.e. 4 Fils per share, for an amount of KD 4,078,342.628 (Kuwaiti Dinar Four Million, Seventy Eight Thousand, Three Hundred Forty Two, and 628 Fils), to shareholders registered in the Bank's ledger of shareholders as at the end of the entitlement date, set as Wednesday 27/04/2022, after excluding treasury shares.</p> <p>B. Free Bonus Shares of 4% of the issued and paid capital by issuing 45,310,428 (Forty Five Million, Three Hundred Ten Thousand and Four Hundred Twenty Eight) 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 Wednesday, 27/04/2022, 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 4,531,042.800 (Kuwaiti Dinar Four Million, Five Hundred Thirty One Thousand, and Forty Two, and 800 Fils) from the profit and loss account and to delegate the Board of Directors to dispose of any resulting shares fractions at their discretion.</p> <p>Such cash dividends and free bonus shares shall be distributed to the entitled shareholders on Sunday 08/05/2022.</p> <p>In addition, to authorize 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.</p>
<b>8</b>	Approve the Board of Director's recommendation to authenticate the list of awards and attendance and representation allowances for the members of the Board of Directors.
<b>9</b>	Approve the authorization granted to Board of Directors for extending financing facilities and dealing with the Board members and related parties during the year 2022 in accordance with the Bank's applicable policies and regulations and within the framework of the pertinent regulatory rules and regulations.

10	Discuss and ratify the report on related parties' transactions that have been, or to be executed.
11	Release members of the Board of Directors from liability in connection to their legal acts during the financial year ended 31/12/2021.
12	Approve 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	Approve a 10% deduction for the statutory reserve, for an amount of KD 1,138,900 (Kuwaiti Dinars One Million, One Hundred Thirty Eight Thousand, and Nine Hundred).
14	Discuss the approval to deduct 10% for the voluntary reserve, for an amount of KD 1,138,900 (Kuwaiti Dinars One Million, One Hundred Thirty Eight Thousand, and Nine Hundred).
15	Appoint or re-appoint the Sharia'a Supervisory Board for the financial year ending 31/12/2022 and delegate the Board of Directors for determining their respective remunerations.
16	Approve the Bank's issuance of Sukuk or other financing instruments (of any kind), directly or indirectly, in accordance with Sharia'a-compliant forms of contracts, (and to establish "Sukuk Issuance Program" under which Sukuk are issued), in Kuwaiti Dinar or in any other currency, as the bank may find appropriate, inside or outside Kuwait. In addition, the Board of Directors, (with an authentication of its previous approvals), shall be delegated with respect to all matters pertinent to issuing Sukuk, determining its nominal value, issuance value, terms and conditions of issuance, returns, methods of issuance, and depreciation thereof, and to take whatever action required, in line with the applicable provisions of the effective laws and the relevant resolutions, after obtaining the approval of regulatory bodies, if required. The Board may also seek support from whomever it finds fit, to implement the above, in full or in part.
17	Appoint or re-appoint the Bank's External Sharia'a Audit Bureau for the financial year ending 31/12/2022 and delegate the Board of Directors to determine their respective fees, subject to the Central Bank of Kuwait's approval.
18	Appoint or re-appoint the Bank's external auditors for the financial year ending 31/12/2022 and delegate the Board of Directors to determine their respective fees.
19	Elect/ select independent and non-independent board members for the upcoming three-year term (2022-2024).



### Agenda for KIB Extraordinary General Assembly Meeting

<b>1</b>	<p>Approve the increase of the bank's authorized, issued and fully paid-up capital from an amount of KD 113,276,072.400 (Kuwaiti Dinars One Hundred Thirteen Million, Two Hundred Seventy Six Thousand, and Seventy Two, and 400 Fils) to an amount of KD 117,807,115.200 (Kuwaiti Dinars One Hundred Seventeen Million, Eight Hundred Seven Thousand, One Hundred Fifteen, 200 Fils), by issuing 45,310,428 (Forty Five Million, Three Hundred Ten Thousand and Four Hundred Twenty Eight) 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 issued and paid up capital increase amounting to KD 4,531,042.800 (Kuwaiti Dinar Four Million, Five Hundred Thirty One Thousand, and Forty Two, and 800 Fils) from the profit and loss account, and to delegate the Board of Directors to dispose of any resulting shares fractions at their discretion.</p>
<b>2</b>	<p>Approve the amendment of Article (6) of the Memorandum of Association and Article (5) of Articles of Association of the bank, as follows:</p> <p>Original Text: The authorized, issued and fully paid-up capital of the bank is decided at KD 113,276,072.400 (Kuwaiti Dinars One Hundred Thirteen Million, Two Hundred Seventy Six Thousand, and Seventy Two, and 400 Fils) divided into 1,132,760,724 shares (One Billion, One Hundred Thirty Two Million, Seven Hundred Sixty Thousand, and Seven Hundred Twenty Four shares), of a nominal value of 100 fils (One Hundred Fils) per share. All shares are in cash.</p> <p>Amended Text: The authorized, issued and fully paid-up capital of the bank is decided at KD 117,807,115.200 (Kuwaiti Dinars One Hundred Seventeen Million, Eight Hundred Seven Thousand, One Hundred Fifteen, 200 Fils) divided into 1,178,071,152 shares (One Billion, One Hundred Seventy Eight Million, Seventy One Thousand, and One Hundred Fifty Two shares) of a nominal value of 100 fils (One Hundred Fils) per share. All shares are in cash.</p>
<b>3</b>	<p>Approve an amendment of Article (42) of the Bank's Articles of Association as follows:</p> <p>Original Text: The Board of Directors shall submit to the ordinary General Assembly a report containing a comprehensive statement of the progress of the company's business, its financial position and the balance sheet and profit and loss statement, a statement with regard to the remuneration of the Directors and the fees of the auditors, and a proposal for the distribution of the profits.</p> <p>Amended Text: The Board of Directors shall submit to the ordinary General Assembly a report containing a comprehensive statement of the progress of the company's business, its financial position and the balance sheet and profit and loss statement, a statement with regard to the remuneration of the Directors and the fees of the auditors, and a proposal for the distribution of the profits.</p> <p>The General Assembly may issue a decision to delegate the Board of Directors to distribute dividends semi-annually, subject to renewal of the validity of this decision on an annual basis by the General Assembly and to follow the procedures and standards applicable on approving the annual distribution of dividends.</p>

- All amendments are subject to the approval of regulatory authorities.