

Date: 28 February 2024

التاريخ: 28 فبراير 2024

M/S . / Boursa Kuwait

المحترمين

السادة/ شركة بورصة الكويت

Greetings,

تحية طيبة وبعد،،

**Subject: Ordinary and Extraordinary General
Assembly Meeting of Humansoft Holding
Company K.S.C.P to be held on 24/03/2024**

الموضوع: الجمعية العامة العادية والغير عادية لشركة هيومن

سوفت القابضة تتعقد بتاريخ 2024/03/24

We would like to inform you that the date of the Ordinary General Assembly Meeting of Humansoft Holding Company for the fiscal year ended 31/12/2023 is scheduled to be held at 11:00 AM on Sunday 24-March-2024, directly followed by the extraordinary General Assembly meeting to discuss the attached Agendas either by:

نحيطكم علماً بأن موعد انعقاد اجتماع الجمعية العامة العادية لشركة هيومن سوفت القابضة (ش.م.ك.ع.) للسنة المالية المنتهية في 2023/12/31 ، سوف يكون في تمام الساعة الحادية عشر من صباح يوم الأحد الموافق 24 مارس 2024 ، ويعقبها مباشرة اجتماع الجمعية العامة غير العادية، من أجل مناقشة جدول الأعمال المرفقين و ذلك إما من:

- 1- attending and voting directly at the American University of the Middle East- Egaila - Block 6- Street 250 - Gate E - Cultural Center, Or
- 2- Attending and voting through the electronic system in accordance with Policies and Procedures for Electronic General Assemblies issued by the Kuwait Clearing Company.

- 1- خلال الحضور و التصويت المباشر في مقر جامعة الشرق الأوسط الأمريكية- العقيلة- قطعة 6- شارع 250- بوابة E- المركز الثقافي، أو
- 2- من خلال الحضور و التصويت بطريق النظام الإلكتروني وفق دليل السياسات والإجراءات للجمعيات العامة من خلال الأنظمة الإلكترونية الصادرة عن الشركة الكويتية للمقاصة.

In the event that the quorum of the ordinary or the extraordinary assembly meeting is not met, a second (postponed) meeting of that Assembly will be held with the same agenda at the same place, at 11:00 AM on Sunday 31 March 2024.

وفي حال عدم اكتمال النصاب المقرر قانوناً لصحة اجتماع الجمعية العادية أو الغير عادية، سوف يعقد اجتماع ثاني (مؤجل) للجمعية التي لم يتحقق فيها النصاب لذات جدول الأعمال في ذات المكان في تمام الساعة الحادية عشر صباحاً من يوم الأحد الموافق 31 مارس 2024.

This invitation is valid for the second (postponed) meeting of the Ordinary General Assembly, which will be valid whatever the number of shares represented in it. This invitation is also valid for the second (postponed) meeting of the extraordinary general assembly, which will be valid if attended by more than half of the issued and paid-up capital.

وتعتبر هذه الدعوة سارية على الاجتماع الثاني (المؤجل) للجمعية العامة العادية الذي سيكون صحيحاً أيأ كان عدد الأسهم الممثلة فيه. كما تعتبر الدعوة سارية على الاجتماع الثاني (المؤجل) للجمعية العامة الغير عادية الذي سيكون صحيحاً إذا حضره من يمثل أكثر من نصف رأس المال المصدر والمدفوع.

Yours Sincerely,


وتفضلوا بقبول فائق الإحترام،،

Annex:

1. Disclosure of Material Information Form- Appendix (10).
2. The application form for the announcement of a General Assembly Meeting appendix (14)
3. Agenda of the Ordinary General Assembly Meeting.
4. Agenda of the Extraordinary General Assembly Meeting.

المرفقات:

1. نموذج الإفصاح عن المعلومات الجوهرية ملحق رقم (10)
2. نموذج الاعلان عن الجمعية العامة (14)
3. جدول أعمال الجمعية العامة العادية
4. جدول أعمال الجمعية الغير عادية



دلال حسن السبتي

رئيس مجلس الإدارة

Dalal Hasan Al Sabti

Chairperson of the Board of Directors

سجل تجاري رقم: 71382 رأس المال (د.ك.): 12,834,864 رأس المال المدفوع (د.ك.): 12,834,864

تليفون: 22322588 (965) - فاكس: 22322587 (965) - ص.ب: 305 الصفاة 15454 الكويت

www.human-soft.com

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Disclosure of Material Information Form

| | |
|--|---|
| Date | 28 February 2024 |
| Name of Listed Company | Humansoft Holding Company K.S.C.P |
| Material Information | <p>The Ordinary General Assembly meeting of Humansoft Holding (KSCP) for the fiscal year ended 31/12/2023, is scheduled to be held at 11:00 AM on Sunday 24-March-2024, directly followed by the extraordinary General Assembly meeting to discuss the attached Agendas either by:</p> <p>1- Attending and voting directly at the American University of the Middle East- Egaila - Block 6- Street 250 - Gate E - Cultural Center, Or</p> <p>2-Attending and voting through the electronic system in accordance with Policies and Procedures for Electronic General Assemblies issued by the Kuwait Clearing Company.</p> <p>The shareholder may not combine or mix in any way between the electronic mean and the direct mean for attending and voting at the general assembly.</p> <p>In the event that the quorum of the ordinary or the extraordinary assembly meeting is not met, a second (postponed) meeting of that Assembly will be held with the same agenda at the same place, at 11:00 AM on Sunday 31 March 2024.</p> <p>This invitation is valid for the second (postponed) meeting of the Ordinary General Assembly, which will be valid whatever the number of shares represented in it. This invitation is also valid for the second (postponed) meeting of the extraordinary general assembly, which will be valid if attended by more than half of the issued and paid-up capital.</p> <p>We would like to draw our shareholder's attention to the below timeline:</p> <p>1- Date of the shares ownership to attend the assembly:5 March 2024</p> <p>2- Date of the right to attend the general assembly :10 March 2024</p> <p>Shareholders who would like to participate through the digital system, are kindly requested to visit the website of Kuwait clearing Company (www.maqasa.com) to activate their online registration in the General meetings digital system in order to participate and vote electronically for the agenda items. The participation will be open from the date of the right to attend the General assembly on 10 March 2024 till 8:00 am on the day of the general assembly or postponed date (if any). Inquires of the shareholders on the items of Agendas of the Meetings will be received on 10 and 11 of March 2024, in accordance of the Policies and Procedures of the General Meetings through digital systems issued by the Kuwait Clearing Company and published on its website.</p> |
| Significant Effect of the material information on the financial position of the company | <hr style="width: 50%; margin: 0 auto;"/> |

Significant Effect on the financial position shall be mentioned if the material information can measure that effect, excluding the financial effect resulting from tenders or similar contracts.

If a Listed Company, which is a member of a Group, disclosed some material information related to it and has Significant Effect on other listed companies' which are members of the same Group, the other companies' disclosure obligations are limited to disclosing the information and the financial effect occurring to that company itself. occurring to that company itself.

Dalal Hasan Al Sabti
Chairperson of the Board of Directors

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| Application form for the Announcement of a general assembly Meeting | | نموذج الإعلان عن معلومات الجمعية العامة | |
|--|---|---|--|
| Date | 28 February 2024 | 28 فبراير 2024 | التاريخ |
| Name of the Listed Company | Humansoft Holding Company K.S.C.P | شركة هيومن سوفت القابضة (ش.م.ك.ع) | اسم الشركة المدرجة |
| Type of Assembly | <input checked="" type="checkbox"/> Ordinary <input checked="" type="checkbox"/> Extraordinary | عادية <input checked="" type="checkbox"/> غير عادية <input checked="" type="checkbox"/> | نوع الجمعية |
| Date of the general assembly | 24 March 2024, 11:00 AM | 11:00 am 24 مارس 2024 | تاريخ الجمعية العامة |
| Final date for purchasing the company's shares to be registered in the registry of the right to attend the general assembly * | 5 March 2024 | 05 مارس 2024 | التاريخ النهائي لشراء أسهم الشركة للتقيد في سجل حق حضور الجمعية العامة * |
| Date of the shares ownership to attend the assembly | 5 March 2024 | 05 مارس 2024 | تاريخ حيازة السهم لحضور الجمعية العامة |
| Date of the right to attend the general assembly ** | 10 March 2024 | 10 مارس 2024 | تاريخ حق حضور الجمعية العامة ** |
| Items of the agenda | Kindly refer to the table below | يرجى الإطلاع على الجدول أدناه | بنود جدول الأعمال |
| Methods of participating in the assembly | <input checked="" type="checkbox"/> Physical <input checked="" type="checkbox"/> Electronic | حضور شخصي <input checked="" type="checkbox"/> الالكتروني <input checked="" type="checkbox"/> | طرق المشاركة في الجمعية |
| Place of holding the general assembly | American University of the Middle East- Egaila - Block 6- Street 250 - Gate E - Cultural Center | مقر جامعة الشرق الأوسط الأمريكية- العقيلة- قطعة 6- شارع 250- بوابة E- المركز الثقافي | مكان انعقاد الجمعية العامة |
| The postponed date of the assembly in the event of a lack of quorum | 31 March 2024 | 31 مارس 2024 | التاريخ المؤجل للجمعية في حال عدم إكمال النصاب |
| * Third Business Day before the date of the right to attend the general assembly according to the current settlement cycle. ** Every shareholder registered in the company's registries on this day has the right to attend the general assembly, even if the share was sold before the date of the general assembly. | | * يوم العمل الثالث الذي يسبق تاريخ حق حضور الجمعية العامة وفقا لدورة التسوية الحالية. ** من حق كل مساهم مقيد في سجلات الشركات في هذا اليوم حضور الجمعية العامة حتى في حالة بيع السهم قبل تاريخ انعقاد الجمعية العامة | |

التوقيع

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Translated Version
Agenda of the Ordinary General Assembly meeting
to discuss the overall audited financial statements of the company for the fiscal year ended
31/12/2023

1. Presenting and approving the Board of Director's report on the company's operations and financial position for the fiscal year ended 31/12/2023.
2. Presenting and approving both reports of the governance and the Audit Committee for the fiscal year ended 31/12/2023.
3. Presenting and approving the auditors' report on the final financial statements for the fiscal year ended 31/12/2023.
4. Discussing and approving the financial statements of the company for the fiscal year ended 31/12/2023.
5. Review the report of any Violations observed by the regulators and applicable penalties on the company during the fiscal year ended 31/12/2023, If any.
6. Approving to stop any deduction for the statutory reserve for fiscal year ended 31/12/2023 due to the availability of sufficient reserves for the company, where the statutory reserve ratio exceeded 50% of the capital.
7. Approving the deduction of KWD 305,592 only from the net profits realized for the fiscal year ended 31/12/2023 in favor of the voluntary reserve so that its ratio exceeds 50% of the capital and to discontinue the deduction.
8. Discussing the Board of Directors' recommendation to distribute cash dividends for the fiscal year ended on December 31,2023 at the rate of 350 % of the nominal value of the share (i.e. 350 fils per share) which is equivalent to 44,707,883.850 (Fourty four million, seven hundred seven thousand, eight hundred eighty three Kuwaiti Dinars and 850 Fils only) after excluding treasury shares from the capital. Cash dividends are due to shareholders who are registered in the company's records at the end of the Record Date which is set on 25 April 2024. Distribution of the cash dividends to shareholders will begin after 2 working days from the end of the Record

Date and authorizing the Board of Directors to amend this schedule in the event the schedule's confirmation was not announced at least eight working days before the record date.

9. Discussing the Board of Directors' recommendation for distribution of free bonus shares for the fiscal year ended on December 31, 2023 at 5% of the issued and paid up capital (i.e. 5 shares per 100 shares) equivalent to the amount of KD 641,743.200 (six hundred forty one thousand seven hundred forty three Kuwaiti dinars and two hundred fils only). The bonus shares will be allocated to the shareholders who are registered on the company's records at the end of the Record Date which is set on 25 April 2024 and will be distributed after 2 working days from the Record Date, authorizing the Board of Directors to dispose of any resulting shares' fractions at their discretion, and amending the timetable if the regulation procedures are not completed at least 8 working days prior to the Record Date.
10. Approving distribution of remuneration for the members of the board of directors, an amount of KWD 50,000 (Fifty Thousand Kuwaiti Dinars only) for each member of the Board with a total value of KWD 250,000 (two Hundred Fifty thousand Kuwaiti Dinars only) for the fiscal year ended 31/12/2023.
11. Presenting the report of transactions with related parties and authorizing the Board of Directors to carry out transactions with the related parties, which will take place during the fiscal year ended on 31/12/2024 and approving the transactions executed during the fiscal year that ended as of 31/12/2023.
12. Authorizing the Board of Directors to buy and sell not more than 10% of the company's shares in accordance with law no. 7 of 2010 of the executive bylaws and their amendments.
13. Discharging of the members of the Board of Directors from any liability arising from or related to any of their financial, legal and administrative actions during the fiscal year that ended as of 31/12/2023.
14. Appointing or reappointing of auditor from the Capital Market Authority's approved list while taking into account the mandatory period to change the auditors of the company for the fiscal year ended 31/12/2024 and authorizing the Board of Directors to determine his fees.


Dalal Hasan Al Sabti
Chairperson of the Board of Directors

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Translated Version

Agenda of the Extraordinary General Assembly meeting

1 - Approving the increase of the authorized, issued and fully paid-up capital of the company from 12,834,864 K.D to 13,476,607.200 K.D by issuing free bonus shares of a total amount of 641,743.200 K.D divided into 6,417,432 shares with a nominal value of 100 fils per share to be distributed as a free bonus shares to shareholders who are registered in the company records at the end of the Record Date which is set on 25 April 2024 on a pro rata basis . The distribution of which will begin after 2 working days from the Record Date. And authorizing the Board of Directors to dispose of the fraction shares at their discretion and amend the timetable if the regulation procedures are not completed at least 8 working days prior to the Record Date.

2- Approval of the amendments of the below Article:

Amending Article (6) of the Memorandum of Association and the corresponding Article (5) of Articles of Association of the Company:

Text before amendment:

The authorized, issued and fully paid-up capital of the company is K.D 12,834,864 (Twelve million, eight hundred thirty four thousand and eight hundred sixty four Kuwaiti Dinars only) divided into 128,348,640 shares (one hundred twenty eight million three hundred forty eight thousand six hundred forty shares only) the value of each is 100 fils and all are fully paid.

Text After Amendment:

The authorized, issued and fully paid-up capital of the company is K.D 13,476,607.200 (Thirteen million, four hundred seventy six thousand and six hundred seven Kuwaiti Dinars and two hundred fils only) divided into 134,766,072 shares (one hundred thirty four million seven hundred sixty six thousand seventy two shares only) the value of each is 100 fils and all are fully paid.

Subject to the approval of the competent regulating authorities.

Dalal Hasan Al Sabti
Chairperson of the Board of Directors

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