

الإشارة	رقم الصادر	التاريخ
ب و ر ت	202	2023/03/27

M/s. Boursa Kuwait Company

السادة/ شركة بورصة الكويت المحترمين

May Allah's Peace and blessing be upon you...

السلام عليكم ورحمة الله وبركاته ...

**Subject: Supplementary Disclosure about Warba Bank Ordinary & Extra Ordinary General Assembly Meeting**

**الموضوع: إفصاح مكمل بشأن محضر اجتماع الجمعية العامة العادية وغير العادية لبنك وربة**

We refer to the abovementioned subject and as per the requirements of Chapter Four (Disclosure of Material Information) of the Tenth Rule Book (Disclosure & Transparency) of the Executive Regulations of the Capital Markets Authority Law No. 7/2010 as amended, and reference to previous disclosure dated 20/03/2023 concerning the Results of Warba Bank's Annual Ordinary and Extra ordinary General Meeting for the Year Ended 31<sup>st</sup> December 2022, kindly find attached the following:

بالإشارة إلى الموضوع أعلاه، ووفقاً لمتطلبات الفصل الرابع (الإفصاح عن المعلومات الجوهرية) من الكتاب العاشر (الإفصاح والشفافية) من اللائحة التنفيذية لقانون هيئة أسواق المال رقم 7 لسنة 2010 وتعديلاته، وإحاقاً لإفصاح مصرفنا المؤرخ 2023/03/20 بشأن نتائج اجتماع الجمعية العامة العادية وغير العادية لبنك وربة للسنة المالية المنتهية في 31 ديسمبر 2022، نرفق لكم ما يلي:

- 1- Ordinary and extra ordinary general assembly meeting.
- 2- The quorum meeting of the Ordinary general assembly meeting.
- 3- The voting report (Physical presence/ electronic) on the agenda items of the Ordinary general assembly meeting.

- 1- محضر اجتماع الجمعية العامة العادية وغير العادية.
- 2- تقرير احتساب نصاب الجمعية العامة العادية.
- 3- تقرير نتائج التصويت (الحضور الشخصي/ الإلكتروني) لكل بند من بنود الاجتماع.

Kindly note during the aforementioned Ordinary general assembly meeting there were no observations or reservations raised by the auditors and shareholders or their representatives.

ونود الإفادة بأنه لم يرد خلال الاجتماع سالف الذكر أي ملاحظات أو تحفظات من المساهمين أو من ينوب عنهم ومراقبي الحسابات. ونرفق لكم نموذج الإفصاح المكمل.

Attached herewith the Supplementary Disclosure Form.

Best regards ...



وتفضلوا بقبول فائق التقدير والاحترام ...

Shaheen Hamad Al Ghanem

شاهين حمد الغانم

Chief Executive Officer

الرئيس التنفيذي



Supplementary Disclosure Form

نموذج الإفصاح المكمل

Date	التاريخ
27/03/2023	2023/03/27
Name of the Listed Company	اسم الشركة المدرجة
Warba Bank (K.S.C.P)	بنك وربة (ش.م.ك.ع)
Disclosure Title	عنوان الإفصاح
Supplementary Disclosure about Warba Bank Ordinary & Extra Ordinary General Assembly Meeting.	إفصاح مكمل بشأن محضر اجتماع الجمعية العامة العادية وغير العادية لبنك وربة.
Date of Previous Disclosure	تاريخ الإفصاح السابق
20/03/2023	2023/03/20
Developments that occurred to the disclosure	التطور الحاصل على الإفصاح
<p>reference to previous disclosure dated 20/03/2023 concerning the Results of Warba Bank's Annual Ordinary and Extra ordinary General Meeting for the Year Ended 31<sup>st</sup> December 2022, kindly find attached the following:</p> <ol style="list-style-type: none"> <li>1. Ordinary and extra ordinary general assembly meeting.</li> <li>2. The quorum meeting of the Ordinary general assembly meeting.</li> <li>3. The voting report (Physical presence/ electronic) on the agenda items of the Ordinary general assembly meeting.</li> </ol> <p>Kindly note during the aforementioned Ordinary general assembly meeting there were no observations or reservations raised by the auditors and shareholders or their representatives.</p>	<p>إحفاً لإفصاح مصرفنا المؤرخ 2023/03/20 بشأن نتائج اجتماع الجمعية العامة العادية وغير العادية لبنك وربة للسنة المالية المنتهية في 31 ديسمبر 2022، نرفق لكم ما يلي:</p> <ol style="list-style-type: none"> <li>1. محضر اجتماع الجمعية العامة العادية وغير العادية.</li> <li>2. تقرير احتساب نصاب الجمعية العامة العادية.</li> <li>3. تقرير نتائج التصويت (الحضور الشخصي/ الإلكتروني) لكل بند من بنود الاجتماع.</li> </ol> <p>ونود الإفادة بأنه لم يرد خلال الاجتماع سالف الذكر أي ملاحظات أو تحفظات من المساهمين أو من ينوب عنهم ومراقبي الحسابات.</p>
The financial effect of the occurring developments (if any)	الأثر المالي للتطور الحاصل (إن وجد)
N/A	لا يوجد

## Translated Version

### Minutes of Meeting for the Ordinary General Assembly Meeting of Warba Bank Shareholders

#### For the Fiscal Year that Ended on 12/31/2022

#### Held on Monday, March 20, 2023.

The Ordinary General Assembly of Warba Bank shareholders held its meeting for the fiscal year ending on December 31, 2022, at 12:30 pm on Monday March 20, 2023, at the bank's main headquarters in Sharq - Omar Bin Al-Khattab Street - Al-Raya Administrative Tower - Floor (13) In the presence of shareholders who own **1,166,931,508** shares, representing **58.347%** of the bank's capital amounting to KD 200,000,000 (Two billion Kuwaiti dinars divided into 2,000,000,000 shares), in the presence of:

- |                                      |                                                      |
|--------------------------------------|------------------------------------------------------|
| 1. Mr. Hamad Musaed Al-Sayer         | Chairman of the Board of Directors - Warba Bank      |
| 2. Mr. Shaheen Hamad Al-Ghanim       | Chief Executive Officer - Warba Bank                 |
| 3. Sheikh/ Dr. Muhammad Oud Al-Fazia | Member of the Sharia Supervisory Board of Warba Bank |
| 4. Mr. Bader Adel Al-Abduljader      | Al-Aiban, Al-Osaimi and Partners E&Y                 |
| 5. Mr. Jassim Mohammed Al-Qenaiei    | Safi Al Mutawa & Associates KPMG                     |

Mr. Hamad Al-Sayer, Chairman of the Board of Directors, and Chairman of the Ordinary General Assembly welcomed everyone to the meeting and announced the presence of a quorum. The following items on the Ordinary General Assembly's agenda were then discussed and approved:

- 1) Approving the report of the Board of Directors for the fiscal year ending on 12/31/2022.

3.214% of the bank's shareholders abstained from voting.

- 2) Approving the report of the bank's auditors for the fiscal year ending on 12/31/2022.

2.017% of the bank's shareholders abstained from voting.

- 3) Approving the report of the Sharia Supervisory Board regarding the compliance of the bank's business with the provisions of Islamic Sharia for the fiscal year ending on 12/31/2022.

2.019% of the bank's Shareholders abstained from voting.

- 4) Approving the report of the external Sharia auditor for the fiscal year ending on 12/31/2022.

2.019% of the bank's Shareholders abstained from voting.

- 5) Approving the report on the penalties imposed on the bank by the regulatory authorities during the year 2022.

2.017% of the bank's Shareholders abstained from voting.

- 6) Approving the financial statements, profit and loss accounts for the fiscal year ending on 12/31/2022.

2.017% of the bank's Shareholders abstained from voting.

- 7) Approving the Board of Directors' proposal to distribute cash dividends for the fiscal year ending on 31/12/2022 at the rate of 3% of the nominal value of one share (3 fils per share).

2.017% of the bank's Shareholders abstained from voting.

- 8) Approving the Board of Directors' proposal to distribute profits for the fiscal year ending on 12/31/2022 in the form of free bonus shares by issuing 60,000,000 (sixty million) new shares at the rate of 3% of the authorized, issued and paid-up capital, to be distributed at the rate of (3) shares for every one hundred shares at the rate of an amount of KWD 6,000,000. (six million Kuwaiti Dinar).

2.017% of the bank's Shareholders abstained from voting.



9) The cash dividends and bonus shares mentioned in Items Seven and Eight shall be due to the shareholders registered in the bank's records at the end of the record date specified for it on the date of 13 April 2023 on Thursday, and they shall be distributed to the shareholders on the payment date of 18 April 2023 on Tuesday; and to authorize the Board of Directors to dispose of fractional shares and ratify the corporate action schedule in the event that confirmation of the schedule cannot be announced before eight working days at least from the record date due to a delay in finalizing the declaration formalities.

2.017% of the bank's Shareholder abstained from voting.

10) Approving of the deduction of a compulsory reserve of 10% of the net profit and return for the fiscal year ending on 12/31/2022 for the bank's shareholders before deductions.

2.017% of the bank's Shareholders abstained from voting.

11) Approving the payment of bonuses to members of the Board of Directors at a value of 66 thousand Kuwaiti dinars for the fiscal year ending on 12/31/2022.

Shareholders owning 2.017% of the bank's shares abstained from voting.

12) Approving the report of transactions with related parties that occurred during the fiscal year ending on 12/31/2022.

Shareholders owning 2.019% of the bank's shares abstained from voting.

Shareholders owning 3.041% of the bank's shares also voted against the decision.

13) Approving of the authorization of the Board of Directors to deal with related parties, as well as granting current account funds, providing facilities, guarantees, letters of guarantee, and all banking transactions for members of the Board of Directors and related parties in accordance with the provisions of Islamic Sharia - according to the same conditions and rules that the Bank applies to

its third party customers - in accordance with Article 69 of Law No. 32 of 1968 regarding currency, the Central Bank of Kuwait, and the organization of the banking profession, as amended.

Shareholders owning 2.019% of the bank's shares abstained from voting.

Shareholders owning 3.043% of the bank's shares voted against the decision.

- 14) Approving for the Board of Directors to issue Sukuk or other financing instruments directly or indirectly (whatever type) in accordance with contract formulas that are compatible with the provisions of Islamic Sharia and the requirements of accounting standards for capital adequacy of Islamic banks and the instructions of the Central Bank of Kuwait regarding the capital adequacy standard Basel (III) To banks, as well as any other instructions that may be issued in the future by the Central Bank of Kuwait in this regard, in addition to establishing a program for issuing Sukuk and issuing or updating any program for issuing previous Sukuk in Kuwaiti dinars or any other currency it deems appropriate inside or outside Kuwait in accordance with these standards, with the authorization of the Board of Directors in everything related to the issuance of Sukuk, determining their nominal value, the value of their issuances, terms and conditions, the return on them, the means of offering and consuming them, and taking all necessary actions in this regard in accordance with the provisions of the applicable laws and relevant decisions, after obtaining the approval of the supervisory authorities when necessary. Implement all or some of the above.

Shareholders owning 2.019% of the bank's shares abstained from voting.

Shareholders owning 3.043% of the bank's shares voted against the decision.

- 15) Approving the authorization of the Board of Directors to buy, sell or dispose of the bank's shares not exceeding 10% of the number of its shares in accordance with the provisions of the law and the instructions of the Central Bank of Kuwait issued in this regard, provided that this authorization continues to be valid for a period of 18 months from the date of its issuance.

Shareholders owning 2.017% of the bank's shares abstained from voting.

- 16) Discuss the disclaimer of the members of the Board of Directors and their release from all matters related to their legal and financial actions during the fiscal year ending on 12/31/2022.

Shareholders owning 2.017% of the bank's shares abstained from voting.

Shareholders owning 0.0001% of the bank's shares also voted against the decision.

- 17) Approving the Board of Director's recommendation to reappoint "Shura Sharia Consultancy" concerning external Sharia Audit Firm for auditing the Bank's activities for the fiscal year ending 31/12/2023 and authorizing the Board of Directors to determine their fees. Also it has been agreed to authorize the Board of Directors to choose an alternate firm in the event that the Central Bank of Kuwait does not agree to the firm mentioned above.

Shareholders owning 3.202% of the bank's shares abstained from voting.

Shareholders owning 0.013% of the bank's shares also voted against the decision.

- 18) Approving the board of directors recommendation to reappoint the members of the Sharia Supervisory Board for the financial year ending 31/12/2023 and authorize the Board of Directors to determine their remuneration:

1. Sheikh/ Dr. Essam Khalaf Al-Enezi
2. Sheikh / Dr. Ali Ibrahim Al-Rashed
3. Sheikh / Dr. Muhammad Oud Al-Fazia

Shareholders owning 2.019% of the bank's shares abstained from voting.

Shareholders owning 2.263% of the bank's shares also voted against the decision.

4. 19): Approving the Board of Directors recommendation to reappoint the Bank's external auditors for the financial year ending 31/12/2023 and authorize the Board of Directors to determine their fees, and they are:

1. Mr. Bader Adel Al-AbdulJader - Al-Aiban, Al-Osaimi and Partners E&Y
2. Mr. Dr. Rashid Mohammed Al-Qenaei - Safi Al-Mutawa & Partners KPMG

Shareholders owning 3.214% of the bank's shares abstained from voting.

Thus, the chairman of the Ordinary General Assembly meeting thanks all of the shareholders for participating, and announced the end of Ordinary General Assembly meeting. .

The meeting ended at 01:00 pm.



## Translated Version

### Minutes of Meeting for Warba Bank shareholders' Extraordinary General Assembly Meeting on Monday, March 20, 2023.

The Extraordinary General Assembly of Warba Bank shareholders concluded its annual meeting at 01:00 pm on Monday, March 20, 2023, at the bank's main headquarters in Sharq - Omar bin Al-Khattab Street - Al-Raya Administrative Tower - Floor (13), in the presence of the shareholders who own **1,166,931,508** shares, representing **58.347%** of the bank's capital amounting to KD 200,000,000. (Two hundred million Kuwaiti dinars) divided into 2,000,000,000 shares (two billion shares), and in the presence of:

- |                                      |                                                      |
|--------------------------------------|------------------------------------------------------|
| 1. Mr. Hamad Musaed Al-Sayer         | Chairman of the Board of Directors - Warba Bank      |
| 2. Mr. Shaheen Hamad Al-Ghanim       | Chief Executive Officer - Warba Bank                 |
| 3. Sheikh/ Dr. Muhammad Oud Al-Fazia | Member of the Sharia Supervisory Board of Warba Bank |
| 4. Mr. Bader Adel Al-Abduljader      | Al-Aiban, Al-Osaimi and Partners E&Y                 |
| 5. Mr. Jassim Mohammed Al-Qenaiei    | Safi Al Mutawa & Associates KPMG                     |

Mr. Hamad Musaed Al-Sayer started the meeting in his capacity as Chairman of the Board of Directors and Chairman of the General Assembly, welcoming the attendees, as he announced that the quorum for the Extraordinary General Assembly meeting was not complete, and therefore the meeting was postponed to Monday, March 27, 2023 at 12:30pm in the same location and for the same schedule of business.

The meeting ended at 01:15 pm.



## تقرير نصاب الجمعية العمومية

الشركة : بنك وريه

حالة الإدراج : مدرجة

الجمعية العامة : عادية وغير عادية

الموافق : 2023/03/20 الساعة : 12:30 مساءً

المنعقدة يوم : الأثنين

أجمالي الأسهم المصدرة : 2,000,000,000

أسهم الخزينة : 0

أسهم محيده : 0

الاجمالي الأسهم الحرة : 2,000,000,000

عدد أسهم الحضور : 1,166,931,508

نسبة الحضور : 58.347 %

الاسم : حمد مساعد الساير

الصفة : رئيس مجلس الإدارة

حرر في : 2023/03/20

التوقيع :

عنوان الشركة : Mubarak Al Kabir street – Zeid Al Kazemi Building – 3rd Floor

الفاكس : 22250600

الهاتف : 22250600



الشركة الكويتية للمحاسبة  
KUWAIT CLEARING COMPANY K.S.C

الجمعيات العامة - تقرير التصويت

2022	السنة المالية :	عادية	√	تقرير التصويت على بنود جدول الأعمال
		غير عادية	○	
2023/3/20	التاريخ :	بنك وربة		اسم الشركة :
12:30	الساعة :	المقر الرئيسي - برج الراية الإداري - الدور 13		مكان الانعقاد :
نسبة التصويت: %58.347				رقم الجمعية
ممتنع	غير موافق	موافق	البند	
%3.214	--	%55.133	البند الأول	
%2.017	--	%56.330	البند الثاني	
%2.019	--	%56.328	البند الثالث	
%2.019	--	%56.328	البند الرابع	
%2.017	--	%56.330	البند الخامس	
%2.017	--	%56.330	البند السادس	
%2.017	--	%56.330	البند السابع	
%2.017	--	%56.330	البند الثامن	
%2.017	--	%56.330	البند التاسع	
%2.017	--	%56.330	البند العاشر	
%2.017	--	%56.330	البند الحادي عشر	
%2.019	%3.041	%53.287	البند الثاني عشر	
%2.019	%3.043	%53.285	البند الثالث عشر	
%2.019	%3.043	%53.285	البند الرابع عشر	
%2.017	--	%56.330	البند الخامس عشر	
%2.017	%0.0001	%56.330	البند السادس عشر	
%3.202	%0.013	%55.132	البند السابع عشر	
%2.019	%2.263	%54.065	البند الثامن عشر	
%3.214	--	%55.133	البند التاسع عشر	

الصفة : رئيس مجلس الإدارة

اسم رئيس الاجتماع: حمد مساعد الساير

التوقيع :

وقت إنتهاء الإجتماع : 01:00 بعد الظهر

بنك وربة  
WARBA BANK