

التاريخ	رقم الصادر	الإشارة
2026/03/05	235	ب و / ر ت

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: Disclosure of Material Information**  
**Invitation of Ordinary and Extraordinary Annual**  
**General Assembly Meeting for the Financial Year**  
**Ended 31 December 2025**

**الموضوع: الإفصاح عن المعلومات الجوهرية**  
**الدعوة إلى انعقاد اجتماع الجمعية العامة العادية وغير العادية**  
**للسنة المالية المنتهية في 31 ديسمبر 2025**

With reference to the above subject, and pursuant to the requirements of Chapter Four (Disclosure of Material Information) of Book Ten (Disclosure and Transparency) of the Executive Regulations of the Capital Markets Authority Law No. 7 of 2010 and its amendments.

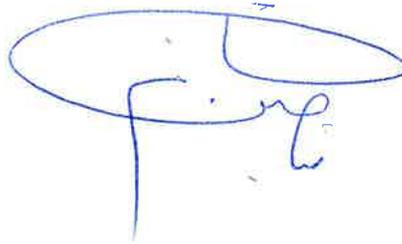
بالإشارة إلى الموضوع أعلاه، وبموجب متطلبات الفصل الرابع (الإفصاح عن المعلومات الجوهرية) من الكتاب العاشر (الإفصاح والشفافية) من اللائحة التنفيذية لقانون هيئة أسواق المال رقم 7 لسنة 2010 وتعديلاته.

Please find enclosed the Disclosure of Material Information Form and "announcement of a general assembly meeting" form. And copy of the said general assembly meeting agendas.

نرفق لكم نموذج "الإفصاح عن المعلومات الجوهرية"، ونموذج "الإعلان عن معلومات الجمعية العامة"، بالإضافة إلى نسخة من جداول أعمال الجمعية العامة العادية وغير العادية المشار إليهم.

Best regards ...

وتفضلوا بقبول فائق التقدير والاحترام ...



Shaheen Hamad Al Ghanem

شاهين حمد الغانم

Chief Executive Officer

الرئيس التنفيذي

بنك وربة  
WARBA BANK

Disclosure of Material Information Form

نموذج الإفصاح عن المعلومات الجوهرية

Date	التاريخ																								
05/03/2026	2026/03/05																								
Name of the Listed Company	اسم الشركة المدرجة																								
Warba Bank (K.S.C.P)	بنك وربة (ش.م.ك.ع)																								
Material Information	المعلومة الجوهرية																								
<p>Warba Bank's Board of Directors is pleased to invite shareholders to attend the Annual Ordinary and Extraordinary General Assembly meeting for the bank shareholders scheduled to be held at 12:30 on Monday dated 30/03/2026, at the Bank's headquarter Sharq Area – Omar Ibn Al Khattab St. – Arraya Administrative Tower – floor (13). Participating shareholders shall be able to attend and vote on the attached agenda items either via their physical presence or via electronic means as stipulated in the Kuwait Clearing Company's policies and procedures for eAGM that is approved by the Capital Markets Authority.</p> <p>Below is the Timeline (Right to attend the general assembly).</p> <table border="1"> <thead> <tr> <th>Event</th> <th>Day</th> <th>Date</th> </tr> </thead> <tbody> <tr> <td>Share Ownership date</td> <td>Monday</td> <td>16 March 2026</td> </tr> <tr> <td>Right to attend date</td> <td>Monday</td> <td>23 March 2026</td> </tr> <tr> <td>General assembly date</td> <td>Monday</td> <td>30 March 2026</td> </tr> </tbody> </table> <p>Honorable shareholders or their representative wishing to attend the meeting are kindly requested to refer to Warba Bank board secretary in following address Bank's headquarter Sharq Area – Omar Ibn Al Khattab St. – Arraya Administrative Tower – floor (13) during official working hours to receive the invitation cards including the ordinary and extraordinary AGM agendas starting from the right attend date on Monday 23<sup>rd</sup> March 2026, in consideration of the provisions stipulated in the CBK Circulars No. (2/BS/IBS/614/2026) and (2/BS/154/2004).</p> <p>Honorable shareholders wishing to participate online may visit Kuwait Clearing Company website (www.maqasa.com) for registration in the general assembly eAGM system to participate and perform e-voting on the meeting agenda.</p>	Event	Day	Date	Share Ownership date	Monday	16 March 2026	Right to attend date	Monday	23 March 2026	General assembly date	Monday	30 March 2026	<p>يسر مجلس إدارة بنك وربة دعوة السادة المساهمين الكرام لحضور اجتماع الجمعية العامة العادية وغير العادية لمساهمي البنك والمقرر عقدها بمشيئة الله في تمام الساعة 12:30 ظهراً في يوم الاثنين الموافق 2026/03/30، وذلك في المقر الرئيسي للبنك والكائن في منطقة الشرق – شارع عمر بن الخطاب – برج الولاية الإداري – الدور (13)، على أن يكون الحضور والتصويت للمساهمين إما حضورياً أو عبر المشاركة الإلكترونية وفق دليل السياسات والإجراءات للجمعيات العامة من خلال الأنظمة الإلكترونية الصادرة عن الشركة الكويتية للمقاصة والمعتمد من هيئة أسواق المال.</p> <p>ونورد لكم أدناه الجدول الزمني (حق حضور الجمعية العامة).</p> <table border="1"> <thead> <tr> <th>التاريخ</th> <th>اليوم</th> <th>الحدث</th> </tr> </thead> <tbody> <tr> <td>16 مارس 2026</td> <td>الاثنين</td> <td>تاريخ حياة السهم</td> </tr> <tr> <td>23 مارس 2026</td> <td>الاثنين</td> <td>تاريخ حق الحضور</td> </tr> <tr> <td>30 مارس 2026</td> <td>الاثنين</td> <td>يوم انعقاد الجمعية</td> </tr> </tbody> </table> <p>وعليه، يرجى من السادة المساهمين الكرام ممن يحق لهم الحضور أو موكلهم الراغبين في الحضور مراجعة أمانة سر مجلس الإدارة في المقر الرئيسي للبنك الكائن في منطقة الشرق – شارع عمر بن الخطاب – برج الولاية الإداري – الدور (13) أثناء ساعات العمل الرسمية، لاستلام بطاقات الحضور مع جدول أعمال اجتماع الجمعية العامة العادية وغير العادية، وذلك اعتباراً من تاريخ حق الحضور المحدد له يوم الاثنين الموافق 23 مارس 2026، مع الأخذ في الاعتبار ما تضمنه تعميمي بنك الكويت المركزي رقمي (2/رب، رب/أ/614/2026) و(2/رب/154/2004).</p> <p>كما يمكن للسادة المساهمين الكرام الراغبين في المشاركة عبر النظام الإلكتروني مراجعة الموقع الإلكتروني للشركة الكويتية للمقاصة (www.maqasa.com)، وذلك من أجل اتخاذ إجراءات التسجيل</p>	التاريخ	اليوم	الحدث	16 مارس 2026	الاثنين	تاريخ حياة السهم	23 مارس 2026	الاثنين	تاريخ حق الحضور	30 مارس 2026	الاثنين	يوم انعقاد الجمعية
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30 مارس 2026	الاثنين	يوم انعقاد الجمعية																							

<p>The Board of Directors would like to draw attention of honorable shareholders that in the case of absence of the required quorum to validate the general assembly meeting, a second meeting shall be held at the same place and with the same agenda at 12:30 p.m. on Monday 06 April 2026. This invitation is also valid for the second meeting which shall be legally valid regardless of the number of the shares represented therein for ordinary general assembly meeting, and valid if attended by shareholders representing more than half of the issued and paid-up capital for the extraordinary general assembly meeting.</p>	<p>في النظام الالكتروني للجمعية العامة تمهيداً للقيام بالمشاركة والتصويت الالكتروني على بنود جدول الاجتماع. كما يود مجلس الإدارة أن يسترعي عناية السادة المساهمين إلى أنه وفي حال عدم توفر نصاب الحضور المقرر قانوناً لصحة الاجتماع، سوف يعقد اجتماع ثانٍ في ذات المكان ولذات جدول الأعمال وذلك في تمام الساعة 12:30 من ظهر يوم الاثنين الموافق 06 أبريل 2026، وتعتبر هذه الدعوة سارية على الاجتماع الثاني الذي يكون صحيحاً أياً كان عدد الحاضرين للجمعية العامة العادية وإذا حضره من يمثل أكثر من نصف رأس المال المصدر والمدفوع للجمعية العامة غير العادية.</p>
<p><b>Significant Effect of the material information on the financial position of the company</b></p>	<p><b>أثر المعلومة الجوهرية على المركز المالي للشركة</b></p>
<p>No significant effect of the material information on the financial position of the Bank.</p>	<p>لا يوجد أثر للمعلومة الجوهرية على المركز المالي للبنك.</p>

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.

يتم ذكر الأثر على المركز المالي في حال كانت المعلومة الجوهرية قابلة لقياس ذلك الأثر، ويستثنى الأثر المالي الناتج عن المناقصات والممارسات وما يشبهها من عقود.

إذا قامت شركة مدرجة من ضمن مجموعة بالإفصاح عن معلومة جوهرية تخصها ولها انعكاس مؤثر على باقي الشركات المدرجة من ضمن المجموعة، فإن واجب الإفصاح على باقي الشركات المدرجة ذات العلاقة يقتصر على ذكر المعلومة والأثر المالي المترتب على تلك الشركة بعينها.

The issuer of this disclosure bears full responsibility for the soundness, accuracy, and completeness of the information contained therein. The issuer acknowledges that it has assumed Care of a Prudent Person to avoid any misleading, false, or incomplete information. The Capital Markets Authority and Boursa Kuwait Securities Exchange shall have no liability whatsoever for the contents of this disclosure. This disclaimer applies to any damages incurred by any Person as a result of the publication of this disclosure, permitting its dissemination through their electronic systems or websites, or its use in any other manner.

يتحمل من أصدر هذا الإفصاح كامل المسؤولية عن صحة المعلومات الواردة فيه ودقتها واكتمالها، ويقر بأنه بذل عناية الشخص الحريص في تجنب أية معلومات مضللة أو خاطئة، وذلك دون أدنى مسؤولية على كل من هيئة أسواق المال وبورصة الكويت للأوراق المالية بشأن محتويات هذا الإفصاح، وبما ينفي عنهما المسؤولية عن أية أضرار قد تلحق بأي شخص جراء نشر هذا الإفصاح أو السماح بنشره عن طريق أنظمتها الالكترونية أو موقعها الالكتروني، أو نتيجة استخدام هذا الإفصاح بأي طريقة أخرى.

## Application Form for Announcement of a General Assembly Meeting form

Date	05/03/2026
Name of the Listed Company	Warba Bank (K.S.C.P)
Type of Assembly	<input checked="" type="checkbox"/> Extraordinary <input checked="" type="checkbox"/> Ordinary
Date and time of the general assembly	30/03/2026 12:30 P.M.
Final date for purchasing the company's shares to be registered in the registry of the right to attend the general assembly	16/03/2026
Date of the right to attend the general assembly	23/03/2026
Participation period	23/03/2026 – 30/03/2026 and until each agenda item of the meeting is closed by the system administrator.
Items of the agenda	<p style="text-align: center;"><b>The Ordinary General Assembly Agenda Meeting for Warba Bank's Shareholders for the Fiscal Year Ending on 31st December 2025</b></p> <ol style="list-style-type: none"> <li>1) Listen to and approve the Board of Directors' report for the fiscal year ending 31/12/2025.</li> <li>2) Listen to and approve the Bank's Auditors' Report for the fiscal year ending 31/12/2025.</li> <li>3) Listen to and approve the Sharia Supervisory Board's report on the compliance of the Bank's business with the provisions of Islamic Sharia for the fiscal year ending 31/12/2025.</li> <li>4) Listen to and approve the report of the external Sharia auditor for the fiscal year ending 31/12/2025.</li> <li>5) Listen to and approve the report on the penalties imposed on the bank by the regulatory authorities during the year 2025.</li> <li>6) Listen to a report on the mechanism for dealing with the profits resulting from the acquisition of Warba Strategic Company, whether book-based or received, and the mechanism for dealing with the outstanding debts on it, in accordance with the decision of the Sharia Supervisory Board.</li> <li>7) Approving the financial statements and profit and loss accounts for the fiscal year ending 31/12/2025.</li> <li>8) Approving the Board of Directors' proposal to distribute cash dividends for the fiscal year ending 31/12/2025 at a rate of 5% of the nominal value per share (5 fils per share).</li> <li>9) Approving the Board of Directors' proposal to distribute profits for the fiscal year ending 31/12/2025 in the form of free bonus shares by issuing 224,910,800 shares (two hundred and twenty-four million, nine hundred and</li> </ol>

ten thousand, eight hundred) new shares, representing 5% of the authorized, issued, and paid-up capital, distributed at a rate of (5) shares for every one hundred shares, for a total amount of KD 22,491,080 (twenty-two million, four hundred and ninety-one thousand and eighty Kuwaiti dinars).

- 10) The cash dividends and free bonus shares mentioned in clause eight and nine are due to shareholders registered in the bank's registry at the end of the record date specified for it on 26/4/2026 corresponding to Sunday, and they will be distributed to shareholders on 29/4/2026 corresponding to Wednesday, and the Board of Directors is authorized to dispose of the fractional shares arising therefrom, and the corporate action schedule regarding bonus shares is as follows:

Corporate Action	Today	Date
<b>Cum-Div. Date</b> Last day on which the stock must be held in order for the shareholder to be registered in the bank's records to receive the dividends.	Tuesday	21 April 2026
<b>Ex-Div. Date</b> The day on which the stock is traded ex-dividend.	Wednesday	22 April 2026
<b>Record Date</b> The day on which the shareholders registered in the company's records and eligible for bonus stock distributions are determined.	Sunday	26 April 2026
<b>Distribution Date</b> The day on which the bonus shares are listed in the shareholders' records.	Wednesday	29 April 2026

And authorize the Board of Directors to amend the corporate action schedule in the event that confirmation of the schedule cannot be announced before at least eight working days from the record date due to a delay in finalizing the declaration formalities.

- 11) Approval of deducting a mandatory reserve amounting to KWD 5,194,534 at a rate of 10% of the net profit for the fiscal year ending 31/12/2025 and attributable to the bank's shareholders before deductions.
- 12) Discussion of disbursing bonuses to the members of the Board of Directors in the amount of KWD 66 thousand for the fiscal year ending 31/12/2025.
- 13) Listen to and approve the report on transactions with related parties that took place during the fiscal year ending 31/12/2025.
- 14) Approval of the Board of Directors' authorization to deal with related parties, as well as grant financing through the current account or provide 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 - in accordance with the same terms and rules that the bank applies to its other clients - 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 and its amendments.
- 15) Approval of the Board of Directors to issue Sukuk or other financing instruments directly or indirectly (of any type) in accordance with contract formulas that comply with the provisions of Islamic Sharia and the requirements of the accounting standards for capital adequacy for Islamic banks and the instructions of the Central Bank of Kuwait regarding the Basel (3) capital adequacy standard for banks, as well as any other instructions that

may be issued in the future by the Central Bank of Kuwait in this regard, as well as establishing a Sukuk issuance program and issuing or updating any previous Sukuk issuance program 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 issuing Sukuk and determining their nominal value, the value of their issues, their terms and conditions, the return on them, the means of offering and consuming them, and taking all necessary measures in this regard in accordance with the provisions of applicable laws and relevant decisions, after obtaining the approval of the regulatory authorities when necessary. The Board of Directors may seek assistance from whomever deems it necessary to implement all or some of the above.

- 16) Approval of the renewal of the Board of Directors' authorization to purchase, sell or dispose of the Bank's shares not exceeding 10% of its shares in accordance with the provisions of the law and the instructions of the Central Bank of Kuwait issued in this regard, and that this authorization shall remain valid for a period of 18 months from the date of its issuance.
- 17) Discussion of the release of the members of the Board of Directors and their discharge from all matters related to their legal and financial actions during the fiscal year ending on 31/12/2025.
- 18) Appointment or reappointment of the External Sharia Audit Office to audit the Bank's business for the fiscal year ending on 31/12/2026 and authorization of the Board of Directors to determine its fees.
- 19) Appointment or reappointment of the honorable members of the Sharia Supervisory Board for the fiscal year ending on 31/12/2026 and authorization of the Board of Directors to determine their remuneration.
- 20) Appointment or reappointment of the Bank's independent auditors for the fiscal year ending on 31/12/2026 and authorization of the Board of Directors to determine their fees.

**The Agenda of the Extraordinary General Assembly Meeting of Warba Bank Shareholders**

**for the fiscal Year ending on 31st December 2025**

- 1) Approval of increasing the authorized, issued and paid-up capital from KD 449,821,600 (four hundred and forty-nine million, eight hundred and twenty-one thousand, six hundred Kuwaiti dinars) distributed over 4,498,216,000 shares (four billion, four hundred and ninety-eight million, two hundred and sixteen thousand shares) to KD 472,312,680 (Four hundred and seventy-two million, three hundred twelve thousand, six hundred and eighty Kuwaiti Dinars) distributed over 4,723,126,800 shares (four billion, seven hundred and twenty-three million, one hundred and twenty-six thousand, eight hundred shares) by issuing 224,910,800 shares (two hundred and twenty-four million, nine hundred and ten thousand, eight hundred shares) distributed at a rate of (5) shares for every one hundred shares, with an amount of 22,491,080 Kuwaiti Dinars (Twenty-two million, four hundred and ninety-one thousand and eighty Kuwaiti dinars), representing the bonus shares to be distributed to shareholders registered in the bank's records at the end of the entitlement date set for Sunday 26th April 2026, and to be distributed to shareholders on Wednesday 29th April 2026, and authorizing the Board of Directors to dispose of any fractional shares arising therefrom, and the schedule relating to the entitlements of the bonus shares shall be as follows:

Corporate Action	Today	Date
<b>Cum-Div. Date</b> Last day on which the stock must be held in order for the shareholder to be registered in the bank's records to receive the dividends.	Tuesday	21 April 2026
<b>Ex-Div. Date</b> The day on which the stock is traded ex-dividend.	Wednesday	22 April 2026
<b>Record Date</b> The day on which the shareholders registered in the company's records and eligible for bonus stock distributions are determined.	Sunday	26 April 2026
<b>Distribution Date</b> The day on which the bonus shares are listed in the shareholders' records.	Wednesday	29 April 2026

And authorize the Board of Directors to amend the corporate action schedule in the event that confirmation of the schedule cannot be announced before at least eight working days from the record date due to a delay in finalizing the declaration formalities.

2) Approve the following amendments to the Memorandum of Association and/or Articles of Association of the company:

a. Approve the amendment of Article No. (7) of the Memorandum of Association and Article No. (6) of the Company's Articles of Association as follows:

**Article before modification:**  
The company's authorized, issued and paid-up capital is set at KD 449,821,600 (four hundred and forty-nine million, eight hundred and twenty-one thousand, six hundred Kuwaiti dinars) distributed over 4,498,216,000 shares (four billion, four hundred and ninety-eight million, two hundred and sixteen thousand shares), with a value of 100 (one hundred) fils per share, and all shares are cash.

**Article after modification:**  
The company's authorized, issued and paid-up capital is set at KD 472,312,680 (Four hundred and seventy-two million, three hundred twelve thousand, six hundred and eighty Kuwaiti Dinars) distributed over 4,723,126,800 shares (four billion, seven hundred and twenty-three million, one hundred and twenty-six thousand, eight hundred shares) with a value of 100 (one hundred) fils per share, and all shares are cash.

Methods of participating in the assembly	<input checked="" type="checkbox"/> Attendance (in person or through power of attorney) <input checked="" type="checkbox"/> Attendance + System
Place of holding the general assembly	Bank's Headquarters - Sharq Area – Omar Ibn Al Khattab St. – Arraya Administrative Tower – floor (13)
The postponed date of the assembly in the event of a lack of quorum	06/04/2026

❖ 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.

❖❖❖ It is the period that commences from the Date of the Right to Attend the General Assembly, amounting to ten Days prior to the date specified for holding the meeting, and lasts until closing the participation in each Item of the Meeting's agenda by the system's manager.

The issuer of this disclosure bears full responsibility for the soundness, accuracy, and completeness of the information contained therein. The issuer acknowledges that it has assumed Care of a Prudent Person to avoid any misleading, false, or incomplete information. The Capital Markets Authority and Boursa Kuwait Securities Exchange shall have no liability whatsoever for the contents of this disclosure. This disclaimer applies to any damages incurred by any Person as a result of the publication of this disclosure, permitting its dissemination through their electronic systems or websites, or its use in any other manner.

**The Ordinary General Assembly Agenda Meeting**  
**for Warba Bank's Shareholders**  
**for the Fiscal Year Ending on 31<sup>st</sup> December 2025**

- 1) Listen to and approve the Board of Directors' report for the fiscal year ending 31/12/2025.
- 2) Listen to and approve the Bank's Auditors' Report for the fiscal year ending 31/12/2025.
- 3) Listen to and approve the Sharia Supervisory Board's report on the compliance of the Bank's business with the provisions of Islamic Sharia for the fiscal year ending 31/12/2025.
- 4) Listen to and approve the report of the external Sharia auditor for the fiscal year ending 31/12/2025.
- 5) Listen to and approve the report on the penalties imposed on the bank by the regulatory authorities during the year 2025.
- 6) Listen to a report on the mechanism for dealing with the profits resulting from the acquisition of Warba Strategic Company, whether book-based or received, and the mechanism for dealing with the outstanding debts on it, in accordance with the decision of the Sharia Supervisory Board.
- 7) Approving the financial statements and profit and loss accounts for the fiscal year ending 31/12/2025.
- 8) Approving the Board of Directors' proposal to distribute cash dividends for the fiscal year ending 31/12/2025 at a rate of 5% of the nominal value per share (5 fils per share).
- 9) Approving the Board of Directors' proposal to distribute profits for the fiscal year ending 31/12/2025 in the form of free bonus shares by issuing 224,910,800 shares (two hundred and twenty-four million, nine hundred and ten thousand, eight hundred) new shares, representing 5% of the authorized, issued, and paid-up capital, distributed at a rate of (5) shares for every one hundred shares, for a total amount of KD 22,491,080 (twenty-two million, four hundred and ninety-one thousand and eighty Kuwaiti dinars).
- 10) The cash dividends and free bonus shares mentioned in clause eight and nine are due to shareholders registered in the bank's registry at the end of the record date specified for it on 26/4/2026 corresponding to Sunday, and they will be distributed to shareholders on 29/4/2026 corresponding to Wednesday, and the Board of Directors is authorized to dispose of the fractional shares arising therefrom, and the corporate action schedule regarding bonus shares is as follows:

Corporate Action	Today	Date
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<b>Ex-Div. Date</b> <i>The day on which the stock is traded ex-dividend.</i>	Wednesday	22 April 2026
<b>Record Date</b> <i>The day on which the shareholders registered in the company's records and eligible for bonus stock distributions are determined.</i>	Sunday	26 April 2026
<b>Distribution Date</b> <i>The day on which the bonus shares are listed in the shareholders' records.</i>	Wednesday	29 April 2026

And authorize the Board of Directors to amend the corporate action schedule in the event that confirmation of the schedule cannot be announced before at least eight working days from the record date due to a delay in finalizing the declaration formalities.

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- 13) Listen to and approve the report on transactions with related parties that took place during the fiscal year ending 31/12/2025.
- 14) Approval of the Board of Directors' authorization to deal with related parties, as well as grant financing through the current account or provide 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 - in accordance with the same terms and rules that the bank applies to its other clients - 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 and its amendments.
- 15) Approval of the Board of Directors to issue Sukuk or other financing instruments directly or indirectly (of any type) in accordance with contract formulas that comply with the provisions of Islamic Sharia and the requirements of the accounting standards for capital adequacy for Islamic banks and the instructions of the Central Bank of Kuwait regarding the Basel (3) capital adequacy standard for banks, as well as any other instructions that may be issued in the future by the Central Bank of Kuwait in this regard, as well as establishing a Sukuk issuance program and issuing or updating any previous Sukuk issuance program 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 issuing Sukuk and determining their nominal value, the value of their issues, their terms and conditions, the return on them, the means of offering and consuming them, and taking all necessary measures in this regard in accordance with the provisions of applicable laws and relevant decisions, after obtaining the approval of the regulatory authorities when necessary. The Board of Directors may seek assistance from whomever deems it necessary to implement all or some of the above.
- 16) Approval of the renewal of the Board of Directors' authorization to purchase, sell or dispose of the Bank's shares not exceeding 10% of its shares in accordance with the provisions of the law and the instructions of the Central Bank of Kuwait issued in this regard, and that this authorization shall remain valid for a period of 18 months from the date of its issuance.
- 17) Discussion of the release of the members of the Board of Directors and their discharge from all matters related to their legal and financial actions during the fiscal year ending on 31/12/2025.
- 18) Appointment or reappointment of the External Sharia Audit Office to audit the Bank's business for the fiscal year ending on 31/12/2026 and authorization of the Board of Directors to determine its fees.
- 19) Appointment or reappointment of the honorable members of the Sharia Supervisory Board for the fiscal year ending on 31/12/2026 and authorization of the Board of Directors to determine their remuneration.
- 20) Appointment or reappointment of the Bank's independent auditors for the fiscal year ending on 31/12/2026 and authorization of the Board of Directors to determine their fees.

  
Hamad Musaad Al Sayer  
Chairman

**The Agenda of the Extraordinary General Assembly Meeting of Warba Bank Shareholders  
for the fiscal Year ending on 31<sup>st</sup> December 2025**

- 1) Approval of increasing the authorized, issued and paid-up capital from KD 449,821,600 (four hundred and forty-nine million, eight hundred and twenty-one thousand, six hundred Kuwaiti dinars) distributed over 4,498,216,000 shares (four billion, four hundred and ninety-eight million, two hundred and sixteen thousand shares) to KD 472,312,680 (Four hundred and seventy-two million, three hundred twelve thousand, six hundred and eighty Kuwaiti Dinars) distributed over 4,723,126,800 shares (four billion, seven hundred and twenty-three million, one hundred and twenty-six thousand, eight hundred shares) by issuing 224,910,800 shares (two hundred and twenty-four million, nine hundred and ten thousand, eight hundred shares) distributed at a rate of (5) shares for every one hundred shares, with an amount of 22,491,080 Kuwaiti Dinars (Twenty-two million, four hundred and ninety-one thousand and eighty Kuwaiti dinars), representing the bonus shares to be distributed to shareholders registered in the bank's records at the end of the entitlement date set for Sunday 26<sup>th</sup> April 2026, and to be distributed to shareholders on Wednesday 29<sup>th</sup> April 2026, and authorizing the Board of Directors to dispose of any fractional shares arising therefrom, and the schedule relating to the entitlements of the bonus shares shall be as follows:

Corporate Action	Today	Date
<b>Cum-Div. Date</b> <i>Last day on which the stock must be held in order for the shareholder to be registered in the bank's records to receive the dividends.</i>	Tuesday	21 April 2026
<b>Ex-Div. Date</b> <i>The day on which the stock is traded ex-dividend.</i>	Wednesday	22 April 2026
<b>Record Date</b> <i>The day on which the shareholders registered in the company's records and eligible for bonus stock distributions are determined.</i>	Sunday	26 April 2026
<b>Distribution Date</b> <i>The day on which the bonus shares are listed in the shareholders' records.</i>	Wednesday	29 April 2026

And authorize the Board of Directors to amend the corporate action schedule in the event that confirmation of the schedule cannot be announced before at least eight working days from the record date due to a delay in finalizing the declaration formalities.

- 2) Approve the following amendments to the Memorandum of Association and/or Articles of Association of the company:
- a. Approve the amendment of Article No. (7) of the Memorandum of Association and Article No. (6) of the Company's Articles of Association as follows:

**Article before modification:**

The company's authorized, issued and paid-up capital is set at KD 449,821,600 (four hundred and forty-nine million, eight hundred and twenty-one thousand, six hundred Kuwaiti dinars) distributed over 4,498,216,000 shares (four billion, four hundred and ninety-eight million, two hundred and sixteen thousand shares), with a value of 100 (one hundred) fils per share, and all shares are cash.

**Article after modification:**

The company's authorized, issued and paid-up capital is set at KD 472,312,680 (Four hundred and seventy-two million, three hundred twelve thousand, six hundred and eighty Kuwaiti Dinars) distributed over 4,723,126,800 shares (four billion, seven hundred and twenty-three million, one hundred and twenty-six thousand, eight hundred shares) with a value of 100 (one hundred) fils per share, and all shares are cash.

Hamad Musaed Al Sayer  
Chairman

بنك وربة  
WARBA BANK

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بنك وربة شركة مساهمة كويتية برأس مال مدفوع قدره 449,821,600 دينار كويتي  
Warba Bank, a Kuwaiti Shareholding Company with a paid-up capital of KWD 449,821,600

## الاحاطة بالاحطار

السادة / بنك وربه ش.م.ك

تحية طيبة و بعد

بالإشارة إلى إخطار جمعية عمومية عادية المقدم ، نفيديكم علما بأنه قد تمت الاحاطة بالموعد  
في / 2026/03/30

و تفضلو بقبول خالص التحية

صناعة  
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## الاحاطة بالاختار

السادة / بنك وربه ش.م.ك

تحية طيبة و بعد

بالإشارة إلى إخطار جمعية عمومية غير عادية المقدم ، نفيديكم علما بأنه قد تمت الاحاطة  
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