

Date: 04/03/2020

Ref: M.C/E.M/63/2020

To: Boursa Kuwait Company

التاريخ: 2020/03/04

الإشارة: ش.م.أ.ع/63/2020

السادة/ بورصة الكويت المحترمين،،

**Subject: Ordinary and Extraordinary General Assembly
Meeting of Mabaneer Company (K.P.S.C)**

With reference to the above subject, and pursuant to the provisions and rules of Chapter 4 of "Disclosure and Transparency" Module of the executive bylaws No. 7 of 2010 and amendments issued by the Capital Markets Authority on 09/11/2015, regarding disclosure of material information.

Please be informed that the ordinary and extraordinary general assembly meeting for Mabaneer K.P.S.C will convene on Monday morning 16th of March 2020 at 11:30 am in Avenues Mall - Grand Plaza - Phase IV, to discuss and approve the financial statements for the fiscal year ending on December 31, 2019, and the extraordinary general assembly meeting is to discuss and approve increasing the company's capital through the distribution of bonus shares.

Incase absence of the quorum for the meeting validity, the meeting will be postponed to Monday, 23 March 2020.

This is for your information.

**الموضوع: موعد الجمعية العامة العادية وغير العادية لشركة المبانى
(ش.م.ك.عامة)**

بالإشارة إلى الموضوع أعلاه، وعملاً بأحكام وقواعد الفصل الرابع من كتاب الإفصاح والشفافية من اللائحة التنفيذية للقانون رقم (7) لسنة 2010 وتعديلاته الصادرة عن هيئة أسواق المال بتاريخ 09/11/2015، بخصوص الإفصاح عن المعلومات الجوهرية.

نفيدكم علماً بأنه قد تحدد موعد إنعقاد إجتماعي الجمعية العامة العادية والجمعية العامة غير العادية لشركة المبانى ش.م.ك (عامة)، يوم الإثنين الموافق 16 مارس 2020 في تمام الساعة الحادية عشر والنصف صباحاً في مجمع الأفنيوز - غراند بلازا - المرحلة الرابعة، وذلك لمناقشة وإعتماد البيانات المالية عن السنة المالية المنتهية في 31 ديسمبر 2019 والجمعية العامة غير العادية لزيادة رأس مال الشركة عن طريق توزيع أسهم منحة مجانية.

في حال عدم توفر النصاب القانوني لصحة الإنعقاد فسوف يتم تأجيل الإجتماع إلى يوم الإثنين الموافق 23 مارس 2020.

وهذا للعلم والإحاطة.

Best regards,

وتفضلوا بقبول فائق الاحترام والتقدير،،



وليد خالد الشريان

الرئيس التنفيذي

Waleed Khaled Al Sharian

Chief Executive Officer



Disclosure of the Material Information Form

Date	04/03/2020
Name of the listed Company	Mabanee Company K.P.S.C
Material Information	Please be informed that the ordinary and extraordinary general assembly meeting for Mabanee K.P.S.C will convene on Monday morning 16th of March 2020 at 11:30 am in Grand Plaza - Avenues Mall - Phase IV to discuss and approve the financial statements for the fiscal year ending on December 31, 2019, and the extraordinary general assembly meeting is to discuss and approve increasing the company's capital through the distribution of bonus shares.
Significant effect of the material information on the financial Position of the Company	No material effect on the Company Financial Position.

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.


4.3.2020

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The Agenda of Ordinary Assembly for Financial Year Ending 31 December 2019


Mabaneer Company (K.P.S.C)

1. Review and approve the report of the Board of Directors for the Company's activities and financial position during the fiscal year ending December 31, 2019.
2. Review and approve the Auditor's Report of the Company for the fiscal year ending December 31, 2019.
3. Review and approve the Corporate Governance, Remuneration and Audit Committee's report for the fiscal year ending December 31, 2019.
4. Discuss and approve the concluding and combined Financial Statements of the Company for the fiscal year ending December 31, 2019.
5. Discuss the irregularities and penalties report (if any) issued by competent regulatory authorities for fiscal year ending 31 December 2019
6. Review and approve the report of related party dealings for the fiscal year ending December 31, 2019, and for related party dealings for the following fiscal year.
7. Discuss the Board of Director's recommendation of a 10% deduction, equivalent to 5,961,135 Kuwaiti Dinars, from the net profit to the obligatory reserve for the fiscal year ending December 31, 2019.
8. Discuss the Board of Director's recommendation of a 10% deduction, equivalent to 5,961,135 Kuwaiti Dinars, from the net profit to the obligatory reserve for the fiscal year ending December 31, 2019. The deduction is to be allocated for cases of risks or possible crises the Company could face in the coming fiscal years.
9. Discuss the Board of Director's recommendation to fully transfer all the reserve balance shares of the account equivalent to 6,277,980 Kuwait Dinars for 31 December 2019 to the voluntary reserve.
10. Discuss the Board of Director's suggestion to distribute cash dividends for the fiscal year ending December 31, 2019 representing 14% of the total value of the shares after excluding the shares of treasury stock amounting to 14 Kuwaiti fils to every total share amounting to 14, 595, 580.636 Kuwaiti Dinar (fourteen million, five hundred and ninety-five thousand, five-hundred and eighty Kuwait Dinar and six-hundred and thirty-six fils only).
11. Discuss the Board of Director's suggestion to distribute bonus shares for the fiscal year ending December 31, 2019 to the shareholders who are registered on the shareholders' recorders of 6 shares for every 100 shares which equals the numbers of shares in the Company on the settlement date in the rate of 6% of the total value of the funds representing 62, 552, 488 shares (sixty two million, five hundred and fifty two thousand and four hundred eighty eight only) with the share value of 100 Fils per total share for a



total amount of KD 6,255,248.800 (six million, two hundred and fifty five thousand, two hundred and forty eight Kuwait Dinars and 800 Fils).

12. Ratify the timetable containing the dates of entitlement and distribution with respect to cash dividends and free bonus shares, provided that the entitlement date for cash dividends and free bonus shares is within a month of the general assembly date. The date of distribution should be within fifteen days of the entitlement date. The Board is authorized to implement and the distribution decision and dispose of stock fractions, if any. The Board is also authorized to amend the timetable of entitlement date and distribution in accordance with the decisions and regulations issued in this regard, in the event of delay in the proceedings of announcing The General Assembly.
13. Discuss the Board of Directors proposal to approve remuneration for the members of the Board of Directors for the year ending December 31st, 2019 with a total of KD 550,000 (five hundred and fifty thousand Kuwaiti Dinars only)
14. Authorize the Board of Directors to buy or sell the company's shares not exceeding 10% of the shares in accordance with the articles of law No. 7 for year 2007 and its regulations and the subsequent amendments.
15. Discuss discharging the members of the Board of Directors and absolve them from legal, financial and administrative liabilities for the fiscal year ending in December 31st, 2019
16. Appoint or re-appoint the company's Auditors for the fiscal year ending in December 31st, 2020 who are included in the authorized audit list of the Capital Markets Authority taking into consideration the mandatory compliance period for Auditors and authorizing the Board of Directors to determine their fees.



Waleed Khaled Al Sharian
Chief Executive Officer

The Agenda of Extra Ordinary Assembly for Mabaneer Company (K.P.S.C)

1. Discuss the Board of Directors' recommendations to increase the Company's capital from KD 104,254,147.400 (one hundred and four million, two hundred and fifty four thousand, one hundred and forty-seven Kuwaiti Dinars and 400 fils only) to KD 110,509,396.200 (one hundred and ten million, five hundred and nine thousand, three hundred and ninety-six Kuwaiti Dinars and 200 fils only), an increase of KD 6,255,248.800 (six million, two hundred and fifty-five thousand, two hundred and forty-eight Kuwaiti Dinars and 800 fils only) through a free bonus shares of 62,552,488 shares (sixty-two million, five hundred and fifty-two thousand, four hundred and eighty-eight shares only) which will be distributed to the shareholders registered in the company's records on the date of entitlement with a nominal value of 100 fils per share. The Board of Directors is delegated to apply this decision and dispose of any share fractions, if any.
2. Amendment of Article (5) of the company's Article of Association and article (6) of Memorandum of Association relating to the Company's capital to become as follows:

Pre-amendment article text:

The company's authorized and issued capital is KD 104,254,147.400 (one hundred and four million, two hundred and fifty four thousand, one hundred and forty-seven Kuwaiti Dinars and 400 fils only) distributed 1,042,541,474 shares (one billion, forty-two million, five hundred and forty-one thousand, four hundred and seventy-four shares) each share is 100 fils and all cash shares.

Article text after amendments

The company's authorized and issued capital is KD 110,509,396.200 (one hundred and ten million, five hundred and nine thousand, three hundred and ninety-six Kuwaiti Dinars and 200 fils only distributed 1,105,093,962 shares (one billion and one hundred and five million, ninety-three thousand and nine hundred and sixty-two shares) each share is 100 fils and all cash shares.

(After the Approval of the Competent Regulatory Authority)



Waleed Khaled Al Sharian
Chief Executive Officer



تم استلام الاصل
2020/2/16

السيد / وكيل وزارة التجارة والصناعة
وزارة التجارة والصناعة
إدارة الشركات المساهمة
تحية طيبة وبعد،،

الموضوع: إخطار بموعد إنعقاد اجتماعي الجمعية العامة العادية
والجمعية العامة غير العادية لشركة المباني، شركة مساهمة كويتية (عامة)

بالإشارة الى الموضوع أعلاه، وتنفيذاً لأحكام قانون الشركات وللقرار الصادر من مجلس إدارة الشركة فإننا نخطركم بأنه تقرر إنعقاد اجتماعي الجمعية العامة العادية السنوية والجمعية العامة غير العادية للشركة في يوم الاثنين الموافق 16 مارس 2020، في تمام الساعة الحادية عشرة والنصف صباحاً بفراند بلازا - المرحلة الرابعة - مجمع الأفنيوز في منطقة الري، وفي حال عدم توفر النصاب القانوني اللازم لصحة إنعقاد الاجتماع فسوف يتم تأجيل موعد الإنعقاد إلى يوم الاثنين الموافق 23 مارس 2020م في تمام الساعة الحادية عشرة والنصف صباحاً.

وعليه فإننا نتوجه لكم بهذا الإخطار للعلم بما جاء به وللعمل على إتخاذ الإجراءات اللازمة التي من شأنها حضور ممثل وزارتكم الموقرة لإجتماعي الجمعية العامة العادية والجمعية العامة غير العادية للشركة بالميعاد والمكان السابق ذكرهما أعلاه.

شاكرين حسن تعاونكم معنا،،

وتفضلوا بقبول فائق الإحترام،،

محمد عبد العزيز الشايح

رئيس مجلس الإدارة

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المرفقات:

- صورة من موافقات الأقسام المختصة بوزارة التجارة والصناعة.
- صورة من جدول أعمال الجمعية العامة العادية.
- صورة من جدول أعمال الجمعية العامة غير العادية.
- صورة من تقرير مجلس الإدارة.