## Agenda of the Annual Meeting of BB 49<sup>th</sup> Ordinary General Assembly for Burgan Bank's Shareholders

Burgan Bank's Board of Directors is pleased to invite his esteemed shareholders to attend the annual meeting of BB 49<sup>th</sup> Ordinary General Assembly scheduled at 12:00 pm on Sunday 22/3/2015 at 29<sup>th</sup> floor of Burgan Tower, located in Sharq Area, Abdullah Al-Ahmad St., beside KSE, to look into the following agenda:

**First:** Hear the Board's report for the fiscal year ended as of 31 December 2014 and ratify the same.

**Second:** Hear the bank's auditor's report for the fiscal year ended as of 31 December 2014 and ratify the same.

**Third:** Approve the financial statement and profit & loss account of the bank for the financial year ended as of 31 December 2014.

**Fourth:** Approve the board's proposal to distribute cash dividends to shareholders at 15% of the share's nominal value (fifteen fils per share) for the shareholders registered in the bank's records at the date of the general Assembly.

**Fifth:** Approve the Board's proposal to issue 97,588,531 new shares (ninety seven million five hundred eighty eight thousand five hundred thirty one shares) of 5% of the issued and paid-up capital to be distributed as free bonus shares to shareholders registered in the bank's records in the business day preceding the date of amending the share price, per the percentage of owned shares (five shares for every one hundred shares) and to increase the issued and paid-up share capital accordingly. This increase of KD 9,758,853/100 will be covered from the Profit& Loss Account and the Board will be authorized to act as deemed appropriate regarding any fractional shares, after obtaining the approval of the concerned authorities.

**Sixth**: Approve the authorization of the Board to purchase and sell the bank's shares within 10% of the bank's shares and per the terms and regulations permitted by the law and the concerned resolutions and instructions. This authorization will be valid for eighteen months from the date of issue.

**Seventh:** Approval to authorize the bank to deal with subsidiaries and associates and other related companies.

**Eight:** Approve the Board members' remuneration for the fiscal year ending at 31 December 2014.

**Ninth:** Authorize the bank to grant to grant loans or advances on current account and provide facilities and guarantees to board members during the fiscal year 2015 in accordance with the terms and conditions the bank uses to deal with others according to the applicable law and CBK instructions.

**Tenth:** Authorize the Board of Directors to undertake donations to charity projects.

**Eleventh:** Discharge the board members from liability for their actions during the fiscal year ended as of 31December 2014.

**Twelfth:** Appoint or reappoint the auditors for the fiscal year 2015 and authorize the board to specify their charges.

If the legal quorum for the meeting isn't fulfilled, a second meeting for the Ordinary General Assembly will be held in the same place and with the same agenda at 12:00 p.m. on Sunday 29/3/2015. This invitation applies to the second meeting which will be valid regardless of the representative shares.

In conclusion, our respective shareholders are kindly requested to contact Kuwait Clearing Company ("KCC") to collect their attendance cards.

Regards,

## **Board of Directors**