



Burgan Bank K.P.S.C Rights Issue Frequently Asked Questions



Lead Manager & Subscription Agent



Joint Lead Manager & Underwriter

1. How many shares will be issued in the Capital Increase? At what price are the Issue Shares offered?

375,000,000 ordinary shares (the "Issue Shares") with a total value of KWD 71,250,000, representing a 13.6% increase in Burgan Bank K.P.S.C's (the "Issuer" or "Burgan Bank") issued capital. Each Issue Share is offered at 190 Kuwaiti fils, with Preemption Rights of the Eligible Subscribers (as both terms are defined below).

2. What are the voting rights of the Issue Shares?

Following the issuance of the Issue Shares and the finalization of all required procedures, each Issue Share will have one vote, and every shareholder will have the right to attend and vote in General Assembly meetings of the Issuer. None of the shareholders have preferred rights in terms of voting rights or rights to dividends in relation to the existing shares or the Issue Shares.

Shareholders are also entitled to a share of the proceeds from the liquidation of the Issuer's assets upon liquidation, after the settlement of all the Issuer's debts preferred by law.

3. Am I eligible to subscribe?

During the Preemption Rights offering period, the shareholders who are recorded in the shareholders register of the Issuer with Kuwait Clearing Company (KCC) as at the close of Record Date (as designated below) as well as the other holders of the Preemption Rights ("Eligible Subscribers" or "Subscribers") are eligible to subscribe in the Issue Shares.

4. What is the impact on Eligible Subscribers who choose not to subscribe for Issue Shares?

In the event an Eligible Subscriber does not subscribe in the Issue Shares, the right to subscribe shall be deemed waived for the benefit of other Eligible Subscribers during the Rights Issue Subscription Period and/or for other subscribers during the Public Offering Subscription Period.

5. What is the minimum number of Issue shares I can subscribe for?

One (1) share

6. How many Issue Shares am I entitled to?

Eligible Subscribers will be entitled to 136 Issue Shares for every 1,000 existing shares that they hold as of the close of the Record Date.

7. Can I subscribe for more than my entitled Issue Shares?

Subscribers may apply to subscribe to any amount of additional Issue Shares and may be allocated the unsubscribed entitlement Issue Shares to which other Subscribers have not subscribed to. Such Issue Shares shall be allocated pro rata to the other Subscribers who applied for Additional Issue Shares.

8. When is the Subscription Period?

The Subscription for the **Rights Issue Subscription Period** will commence on Sunday 14 November 2021 during normal business hours Sunday through Thursday and shall close on Sunday 28 November 2021 at 1:00 pm Kuwait local time.

Should the Issue Shares not be fully subscribed to in the Rights Issue Subscription Period mentioned above, the Public Offering Subscription Period will commence on Sunday 5 December 2021 during normal business hours Sunday through Thursday and shall close on Sunday 12 December 2021 at 1:00 pm Kuwait local time ("**Public Offering Subscription Period**")

9. When is the Cum-Date? (i.e. the date on which a purchase of shares in the Issuer will be with the Preemption Rights)

Monday 8 November 2021

10. When is the Ex-Date? (i.e. the date on which a purchase of shares in the Issuer will be without the Preemption Rights)

Tuesday 9 November 2021

11. When is the Record Date?

Thursday 11 November 2021

12. What are Pre-Emptive Rights?

The shareholders who are recorded in the shareholders register of the Issuer with Kuwait Clearing Company (KCC) as at the close of Record Date as well as the other holders of the Preemption Rights (i.e. the "Eligible Subscribers") will have Preemption Rights to subscribe in the Issue Shares during the subscription period designated for the exercise of the Preemption Rights. The holders of the Preemption Rights may sell their rights- whether in full or in part- in Boursa Kuwait from the date of the opening of the subscription period for the exercise of Preemption Rights until five (5) business days prior to the closing of that subscription period and they may waive it without consideration to existing shareholders or to others during the said subscription period. In the event an Eligible Subscriber does not exercise the Preemption Right and does not subscribe to the Issue Shares and does not sell, transfer or waive the Preemption Right to any other person, the right to subscribe shall be deemed waived for the benefit of other Eligible Subscribers who applied for subscribing in additional Issue Shares in excess of their Pre-emption Right.

The reference price of these Preemption Rights shall be as set out by Boursa Kuwait on the date of commencement of the Offering Period on the basis of a reference price which is the result of the last trading price of the shares of the Issuer on Boursa Kuwait at the end of the last trading day prior to the opening of the Offering Period minus the Offer Price per Issue Share (nominal Value + issue premium).. The Preemption Rights can be traded from 14 November 2021 – 21 November 2021 (i.e. 5 business days before closing of subscription period for the Rights Issue offering).

The Preemption Rights will be forfeited and expire worthless to those Eligible Subscribers who do not exercise their Preemption Rights to participate in the rights issue or waived to others within the Subscription Period designated for the exercise of the Preemption Rights (14 November 2021 – 28 November 2021) and do not sell such rights whether in full or in part within the Preemption Rights Trading Period (14 November 2021 – 21 November 2021).

13. When is the Trading of Pre-Emptive Rights Period?

Sunday 14 November 2021 to Sunday 21 November 2021 (inclusive)

14. How can I subscribe?

Subscription amounts will not be accepted in cash. Subscription amounts must be paid in full via the K-NET service or by wire transfer (as a net amount without fees by both the transferor bank and the transferee bank) to the bank account (non-interest bearing) mentioned below.

A. Rights Issue Subscription Period for Holders of Pre-Emption Rights (Sunday 14 November 2021 - Sunday 28 November 2021, closing at 1:00pm Kuwait local time):

First: Subscription through the Subscription Website:

The Subscription Website, <https://www.ipo.com.kw>, allows subscription in the capital increase through the Rights Issue, whereby payment shall be made through K-NET service.

Notice: Subscribers are advised to confirm with their bank the allowable limit on their K-NET cards for online payments.

The subscriber shall:

1. Login to the Subscription Website via the link <https://www.ipo.com.kw>:
2. Register the civil ID number (or commercial registration number for Corporate Subscribers), thereafter the system shall verify whether the subscriber is eligible to the subscription or not.
3. Record the number of shares desired to be subscribed for.
4. Be directed to the payment portal through the K-NET service, where the Subscriber can pay from their own account (no other person may pay on behalf of the Subscriber except in the cases provided for under law).

Second: Subscription through referral to the Clearing and Depository Agent:

Notice: Subscriptions through the Clearing and Depository Agent and payment using bank transfers are not allowed for subscriptions to less than KD 1,000 (One Thousand Kuwaiti Dinar) worth of shares.

1. The Subscriber should access the following link <https://www.ipo.com.kw> to print the Subscription Application Form, including but not limited to, the name of the subscriber, the civil ID number in the event that the Subscriber is an individual and commercial registration number in the event that the Eligible Subscriber is a juridical person, the number of Issue Shares to be subscribed for and their value.
2. The Subscriber shall transfer the required amount to the Bank Account (non-interest bearing) by way of electronic funds transfer (net amount without any charges by both the transferring bank and the receiving bank) mentioned below:

Name of the Bank	: Burgan Bank
Account number	: 231/7045060/001/4402/001
IBAN	: KW32BRGN000000000007045060002
SWIFT	: BRGNKWKW
Beneficiary	: BURGAN BANK
Reference/Narration	: BURGAN BANK CAPITAL INCREASE + SUBSCRIBER CIVIL IDENTIFICATION (FOR RESIDENTS AND CITIZENS)/ PASSPORT (FOR NON-RESIDENTS AND NON-CITIZENS)/ COMMERCIAL REGISTRATION NUMBER (FOR CORPORATES) + SUBSCRIBER CONTACT NUMBER

3. The Subscriber shall go to the headquarters of the Clearing and Depository Agent (Kuwait Clearing Company K.S.C.) located on Arabian Gulf Street, Ahmed Tower, Fifth floor, to submit the documents listed in the item "Documents required when Submitting the Subscription Application" in the Prospectus and the Subscription Application Form along with the original wire transfer receipt during normal working hours Sunday through Thursday.
4. The Clearing and Depository Agent shall provide to the Subscriber a deposit receipt of the Subscription.

In the event that any subscribers fail to submit a duly completed Subscription Application Form (together with all applicable supporting documentation thereto) at the headquarters of the Clearing and Depository Agent, after the transfer or deposit of the subscription monies as mentioned in the Prospectus, the Subscription Application Form submitted by that subscriber will be considered void, noting that subscription amounts are not accepted in cash.

B. Public Offer Period (If applicable, Sunday 5 December 2021 - Sunday 12 December 2021, closing at 1:00pm Kuwait local time):

First: Subscription using K-Net payment method:

The Public Offering Subscription Website, <https://www.iktatib.com>, allows subscription in the capital increase through the Public Offering, whereby payment shall be made through K-NET service.

Notice: Subscribers are advised to confirm with their bank the allowable limit on their K-NET cards for online payments.

The subscriber shall:

1. Login to the Public Offering Subscription Website via the link <https://www.iktatib.com>
2. Register their information including their civil identification number and civil identification card serial number or passport number (for non-residents of the State of Kuwait) and Trading Account Number to determine and confirm the Subscriber's eligibility to subscribe. Corporate Subscribers are required to provide their commercial registration number.
3. Upload all required documents, based on nature of Subscriber
4. Record the number of shares desired to be subscribed for.
5. Be directed to the K-NET payment portal, where the Subscriber can pay from their own account using their K-NET card (no other person may pay on behalf of the Subscriber except in the cases provided for under law). Required documents shall be reviewed when submitting or uploading such documents. The Subscriber shall bear all legal consequences in case of violation or if any related condition is not satisfied.

Second: Subscription through wire transfer payment method:

Notice: Subscriptions through bank transfers are not allowed for subscriptions to less than KD 100 (One Hundred Kuwaiti Dinar) worth of shares

1. Login to the Public Offering Subscription Website via the link <https://www.iktatib.com>:
2. Register their information such as their civil identification number and civil identification card serial number or passport number (for non-residents of the State of Kuwait) and Trading Account Number to determine and confirm the Subscriber's eligibility to subscribe. Corporate Subscribers are required to provide their commercial registration number.
3. Record the number of shares desired to be subscribed for.
4. A subscription form will be generated
5. The Subscriber then shall either:
 - a. make a wire transfer to the Subscription Bank Account mentioned above and then upload the signed Subscription Application Form and wire transfer receipt (**which must contain the subscriber's Bank name, IBAN number, account number and contact number. In case the wire transfer receipt does not include such information, Subscriber must clearly write-in this information directly on the receipt**) onto the Public Offering Subscription Website <https://www.iktatib.com> or
 - b. make a wire transfer to the Subscription Bank Account mentioned above and then visit any one of Burgan Bank's branches designated to receive Subscribers and submit the signed copy of the Subscription Application Form printed from the link above along with the original wire transfer receipt

Burgan Bank branches designated for receiving Subscribers from 8:30 am to 3:00 pm from Sunday to Thursday:

Branch:	Address:
Head Office	Sharq, Kuwait, Abdullah Al Ahmad Street, Block 1, Plot 22
Bayan Branch	Bayan, Block 8, Al Masjed Al-Aqsa Street
Al Shaheed Branch	Sharq, Khalid Bin Waleed St, Al Shaheed Tower, Ground floor
Al-Adailiya Branch	Adailiya Cooperative, Block 4

15. What are the documents required for subscription?

The Subscription Application Forms must be accompanied by the following documentation, as applicable. Staff at the offices of the Clearing and Depository Agent for the Rights Issue Subscription Period and designated Burgan Bank branches for the Public Offering period (if applicable) will compare copies with originals and return originals to the Eligible Subscribers:

General Requirements

- For Eligible Subscribers -during the offering period designated for the exercise of Preemption Right- copy of the receipt issued by Kuwait Clearing Company containing the name, shareholder identification and the number of shares or Preemption Rights owned by an Eligible Subscriber as of the Record Date; and
- Transfer receipt of the Subscription Amounts along with the Subscriber's IBAN number

Individual subscribers

- Original and copy of personal civil identification card for Kuwait residents;
- Original and copy of the Subscriber's passport for citizens of GCC states;
- Original and copy of special legal power of attorney (for proxy subscribers);
- Original and copy of Certificate of Guardianship for orphans Subscribers;
- Original and copy of Certificate of Guardianship for minors Subscribers if subscription is made by any person who is not the father of a minor Subscriber;
- Original and copy of a Limitation of Succession Deed for heirs.

Corporate subscriber

- Original and copy of Commercial Registration Certificate (authorized activities in the Commercial Registration Certificate must include owning of shares);
- Original and copy of the Authorized Signatories Certificate or an Extract of the Commercial Register as relevant;
- Original and copy of the civil identification card of the authorized signatory;
- Original and copy of the specimen of signature for the authorized signatory issued by the Public Authority for Manpower or attested by the Chamber of Commerce and Industry; and
- Letter issued by the authorized signatory on behalf of the entity authorizing the subscription.

Non-Kuwaiti subscribers

Non-Kuwaiti subscribers (whether corporates or individuals (as applicable)) are required to provide the equivalent of the aforementioned documentation as issued by their jurisdictional authorities if they do not have Kuwait issued documentation as highlighted further above.

16. Can my subscription application be declined?

The Lead Managers and Subscription Agent, the Issuer, and Clearing and Depository Agent can cancel any subscription without any liability on them should the Subscriber fail to submit a duly completed Subscription Application Form (together with all applicable supporting documentation thereto), whether through the electronic platform for subscription or at the headquarters of the Clearing and Depository Agent (as stated in the terms and conditions of subscription), after the transfer or deposit of the subscription monies as required. The Subscription Application Form of a Subscriber in such cases shall be considered null and void.

17. Can I cancel/alter my subscription application?

All subscriptions are final after payment is complete.

18. When is the allocation period for shares?

Within five (5) business days after closing of the Rights Issue or Public Offer Subscription Periods.

19. When will excess subscription amounts be refunded?

Within five (5) business days after the allocation period.

Notice: Prior to investing in any Issue Shares, prospective investors should carefully consider, together with all other information contained in the Prospectus relating to the Offering, the risk factors highlighted in the Prospectus and seek professional advice before investing (for further details on any such risk factors, please refer to the downloadable/printable version of the Prospectus relating to the offering on the Issuer's website (www.burgan.com), the Lead Manager and Subscription Agent website (www.kamcoinvest.com), the Joint Lead Manager and Underwriter website (www.markaz.com), the Clearing and Depository Agent's subscription website (www.ipo.com.kw), or Boursa Kuwait's website (www.boursakuwait.com.kw). This FAQ does not contain all the information that prospective investors should consider before deciding to invest in the Issue Shares and does not purport to be complete.

Notes:

- **For any technical support related to www.ipo.com.kw, please email support@ipo.com.kw**
- **For inquiries related to the Capital Increase or www.iktatib.com, please contact:**
Email: burganci@kamcoinvest.com
Tel: (965) 2233-6644