

Resolution No. (104) of 2024

Regarding

**The Development of the Mechanism of Participation in the General Assemblies of
Companies Listed on Boursa Kuwait Securities Exchange (Second Phase)**

Having Perused:

- Law No. 7 of 2010 Regarding the Establishment of the Capital Markets Authority and Regulating Securities Activities and its Executive Bylaws, and their amendments; and
- CMA Board of Commissioners Resolution passed in its meeting No. (26) of 2024 held on 18/04/2024.

The Following Was Resolved

Article (1)

Module One (Glossary) of the Executive Bylaws of the Law No. 7 of 2010 Regarding the Establishment of the Capital Markets Authority and Regulating Securities Activities and their amendments is hereby amended pursuant to Annex 1 attached to this Resolution.

Article (2)

Module Twelve (Listing Rules) of the Executive Bylaws of the Law No. 7 of 2010 Regarding the Establishment of the Capital Markets Authority and Regulating Securities Activities and their amendments is hereby amended pursuant to Annex 1 attached to this Resolution.

Article (3)

Appendix 14 (Disclosure Form) of Module Ten (Disclosure and Transparency) of the Executive Bylaws of the Law No. 7 of 2010 Regarding the Establishment of the Capital Markets Authority and Regulating Securities Activities and their amendments is hereby amended pursuant to Annex 2 attached to this Resolution.

Article (4)

The concerned bodies shall execute this Resolution, each within its jurisdiction. This Resolution shall be applicable for general assemblies whose date of the right to attend is after 31/10/2024, and it shall be published in the Official Gazette.

Prof. Ahmad Al-Melhem

Issued on: 18/08/2024.

Annex 1

#	Module	Article	Amendment Type	Text before Amendment	Text After Amendment
1	One	Date of the Right to Attend the General Assembly	Amending Article	the date specified for the purpose of listing the shareholders registered in the registry of the Listed Company's shareholders with the Clearing Agency, and who have the right to attend and participate in the company's general assembly, as well as any postponed general assembly, provided that such date shall be the tenth Business Day prior to the date of the general assembly.	the date specified for the purpose of listing the shareholders registered in the registry of the Listed Company's shareholders with the Clearing Agency, and who have the right to attend and participate in the company's general assembly, as well as any postponed general assembly, provided that such date shall be the tenth day prior to the date of the general assembly. In the event that this day falls on a holiday or official day off, the preceding <u>Business Day</u> shall be considered.
2	Twelve	1-10	Amending Article	<u>Continuous obligations on listed Securities in the Exchange</u> A <u>Listed Company</u> shall: 1. Provide a notification to the <u>Authority</u> and the <u>Exchange</u> , including the <u>Date of the Right to Attend the General Assembly</u> and the statement of the final date of purchasing the company's shares to obtain the right to attend the general assembly as well as the agenda, date and place of the meeting and the methods to participate in the general assembly according to the form in Appendix No. (14) of Module Ten (Disclosure and Transparency) of the Executive <u>Bylaws</u> - attached to it all documents relevant to the items on the agenda - at least five <u>Business Days</u> prior to the <u>Date of the Right to Attend the General Assembly</u> . 2. Provide the <u>Authority</u> and disclose at the <u>Exchange</u> the authenticated minutes of the general assembly's meeting, the report of calculating the quorum, the report of the	<u>Continuous obligations on listed Securities in the Exchange</u> With regards to amending the <u>Company Contract</u> , a <u>Listed Company</u> shall: 1. Provide the <u>Authority</u> and disclose at the <u>Exchange</u> the certificate of noting the amendment of the <u>Company Contract</u> in the commercial register within a maximum of five <u>Business Days</u> from the date of issuing the commercial register notation. 2. In the case where the amendment of the capital in the <u>Company Contract</u> is pursuant to the minutes of the Board of Directors, a copy of such minutes shall be attached with the certificate of noting in the register mentioned in the previous clause.

				<p>voting results on each item of the meeting, and the report of the notices and reservations received from the shareholders or their representatives and the auditors within a maximum of ten <u>Business Days</u> from the date of the meeting.</p> <p>3. Provide the <u>Authority</u> and the <u>Exchange</u> with the certificate of noting the amendment of the <u>Company Contract</u> in the commercial register within a maximum of five <u>Business Days</u> from the date of issuing the commercial register notation.</p> <p>4. In the case where the amendment of the capital in the <u>Company Contract</u> is pursuant to the minutes of the Board of Directors, a copy of such minutes shall be attached with the certificate of noting in the register mentioned in the previous clause.</p>	
3	Twelve	1-11	Amending Article	<p><u>Listed Companies</u> may use the electronic system to attend the general assemblies.</p> <p>In order to achieve its objectives, especially within the context of protecting minority interests, the <u>Authority</u> may obligate whomever it deems appropriate from the <u>Listed Companies</u> to use the <u>Electronic System of Participation</u>.</p> <p>In all cases, the right to attend and vote through the electronic system is for the shareholders registered in the company's registries at the end of the tenth <u>Business Day</u> preceding the date of the general assembly.</p>	General assemblies of <u>Listed Companies</u> :

4	Twelve	1-11-1	Adding Articles	-	Without prejudice to the provisions of Article (1-5) of this Module, <u>Listed Companies</u> shall comply with the provisions of general assemblies included in Module Fifteen (Corporate Governance), in addition to those included in this Module.
5	Twelve	1-11-2	Adding Article	-	<p><u>Listed Companies</u> may use the electronic system to attend the general assemblies.</p> <p>In order to achieve its objectives, especially within the context of protecting minority interests, the <u>Authority</u> may obligate the <u>Listed Companies</u> to use the <u>Electronic System of Participation</u>. In all cases, the right to attend and vote through the electronic system is for the shareholders registered in the company's registries at the end of the tenth day preceding the date of the general assembly.</p> <p>In the event that this day falls on a holiday or official day off, the preceding <u>Business Day</u> shall be considered.</p>
6	Twelve	1-11-3	Adding Article	-	<p><u>A Listed Company</u> shall:</p> <ol style="list-style-type: none"> 1. Provide a notification to the <u>Authority</u> and disclose at the <u>Exchange</u>, including the <u>Date of the Right to Attend the General Assembly</u> and the statement of the final date of purchasing the company's shares to obtain the right to attend the general assembly as well as the agenda, date and place of the meeting and the methods to participate in the general assembly according to the form in Appendix No. (14) of Module Ten (Disclosure and Transparency) of the Executive <u>Bylaws</u> - attached to it all documents relevant to the items on the agenda - at least five <u>Business Days</u> prior to the <u>Date of the Right to Attend the General Assembly</u>. 2. Provide the <u>Authority</u> and disclose at the <u>Exchange</u> the authenticated minutes of the general assembly's meeting, the quorum, the voting results on each item of the meeting, and the notices and reservations received from the shareholders or their representatives and the auditors within a maximum of ten <u>Business Days</u> from the date of the meeting.

7	Twelve	1-11-4	Adding Article	-	<p>Without prejudice to the provisions of Module Five (Securities Activities and Registered Persons), Module Ten (Disclosure and Transparency), Module Fifteen (Corporate Governance), and the <u>Companies Law and its Executive Bylaws</u>, the <u>Listed Company</u> shall comply with the following conditions for the nomination and election of <u>Members of the Board of Directors</u>:</p> <ol style="list-style-type: none"> 1. The company shall publish an announcement on the company's and the Exchange's websites inviting persons interested in running for Board membership, provided that the nomination period shall be open for at least one month from the announcement date. 2. The company shall disclose at the <u>Exchange</u> the names of the Board of Directors nominees recommended by the nominations and remunerations committee at the company to present their names to the general assembly in accordance with the form included in Appendix 14 of Module Ten (Disclosure and Transparency) of the <u>Executive Bylaws</u>. The names of the nominated members and the capacity for which they wish to be nominated (executive/ non-executive/ independent) shall be determined, and attaching a brief introduction and curriculum vitae for each candidate. 3. No member may run for the company's <u>Board of Directors</u> after the period set forth in Item (1) of this Article. <p>The <u>Units Subject to the Supervision of the Central Bank</u> shall comply with the regulations and instructions stipulated in the Laws issued by the <u>Central Bank</u>.</p>
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Annex 2
Disclosure Form

Appendix 14

Application Form for the Announcement of a General Assembly Meeting

Application Form for the Announcement of a General Assembly Information	
Date	
Name of the Listed Company	
Type of assembly	<input type="checkbox"/> Ordinary <input type="checkbox"/> Extraordinary
Date and time of the general assembly	
Final date for purchasing the company's shares to be registered in the registry of the right to attend the general assembly*	
Date of the Right to Attend the General Assembly**	
Participation period***	
Items of the agenda	
Methods of participating in the assembly	<input type="checkbox"/> Attendance (in person or through power of attorney) <input type="checkbox"/> Attendance + electronic
Place of holding the general assembly	
The postponed date of the assembly in the event of a lack of quorum	

Disclosure of this form shall be submitted prior to opening the trading session on the final disclosure date (fifth Business Day prior to the date of the right to attend).

*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 Business 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.