



UGB holds its Extraordinary Shareholders Meeting To Approve Reorganization Plan

Bahrain, 25th September 2017: United Gulf Bank ("UGB") today held its Extraordinary General Assembly Meeting for obtaining shareholder's approval for UGB reorganization. The Bank's shareholders approved all agenda items including the UGB reorganization plan, the delisting of UGB shares and converting UGB into a Bahrain closed company. The Extraordinary General Assembly Meeting was held at UGB Tower, Diplomatic Area, Bahrain with more than 96.46 per cent of shareholders represented.

At the meeting, the shareholders representing more than 95% of the majority also approved the Offer from United Gulf Holding Company B.S.C. ("UGHC") to acquire 100% shareholding in UGB by acquiring the entire share capital of UGB in consideration for newly issued shares of UGHC at an exchange ratio of 2 shares of UGB against 1 newly issued share of UGHC.

Approval was also granted to the proposed consideration to be received by any shareholder in UGB owning an uneven number of shares as tabled. In addition; the Shareholders also approved transfer from UGB to UGHC of certain assets and liabilities as contemplated under corporate reorganization; subject to regulatory approval.

As part of the Extraordinary Shareholders meeting, the shareholders also approved the reduction of the share capital of UGB (inclusive of statutory reserve).

The shareholders also discussed and approved to amend the Bank's Memorandum and Articles of Association in line with the regulatory requirements to reflect shareholder's approval of UGB reorganization plan and the various resolutions adopted as presented in EGM Agenda.

The meeting was chaired by Mr. Mohammed Haroon, Independent Director of the Board.

Mr. Hussain Lalani, Acting Chief Executive Officer paid tribute to the Government of the Kingdom of Bahrain for longstanding support and to the regulatory and supervisory authorities in the jurisdictions where UGB operates for their guidance and constructive cooperation.

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About UGB:

UGB is the merchant banking subsidiary of KIPCO Group. Its proprietary investments include assets in commercial banking, real estate, private equity, and quoted securities. As of 30 June 2017 assets under management exceeded US\$ 9.9 billion (31 December 2016: US\$ 10.0 billion).

UGB's core subsidiaries and associates include: Burgan Bank, KAMCO Investment Company (KAMCO), FIMBank p.l.c, North Africa Holding Company, United Gulf Financial Services – North Africa, Takaud Savings & Pension Company, United Capital Transport Company and United Real Estate Company.

UGB and its subsidiary KAMCO have a proven track record of successfully completing more than 60 investment banking transactions for its clients since 2001 with an aggregate value of over US\$ 10 billion including corporate finance, advisory, new issue placement and underwriting, corporate restructuring, bond issuance and merger and acquisition.

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