



**NOTICE AND AGENDA
FOR THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF
UNITED GULF BANK B.S.C [CLOSED]**

NOTICE IS HEREBY GIVEN THAT the Extraordinary General Meeting (the “EGM”) of the shareholders of United Gulf Bank B.S.C.(Closed) (hereinafter referred to as the “Bank”), shall be held on Tuesday, 25 March 2020 at 11:30 am at the offices of United Gulf Bank B.S.C.(Closed), UGB Tower, Diplomatic Area, Manama, Kingdom of Bahrain, to transact the following business:

1. Chairman

To appoint a Chairman to preside over the EGM.

2. Transfer of shares

To approve the transfer of Twenty Two Million Nine Hundred Ninety Four Thousand and Forty One (22,994,041) shares from United Gulf Holding B.S.C. to Burgan Bank K.P.S.C., a bank registered in the State of Kuwait, under Commercial Registration No. 24067 in the Bank, representing 9.9% of the total issued and paid up share capital of the Bank.

3. Amendment of Memorandum and Articles of Association of the Bank

To approve amending the Amended and Restated Memorandum and Articles of Association of the Bank to reflect the transfer of shares mentioned at (2) above, subject to the Central Bank of Bahrain’s approval.

4. Authorisation

To authorise Keypoint Business Services W.L.L. to carry out the required formalities with the concerned authorities in the Kingdom of Bahrain and sign all the necessary documents on behalf of the Bank, including the Amendment to the Amended and Restated Memorandum and Articles of Association before the Notary Public, to give effect to the amendments mentioned at (2) and (3) above.

Notes: A proxy may be appointed to attend this meeting on your behalf. Proxies should reach the Company not less than 48 hours prior to the meeting.
