



**NOTICE AND AGENDA OF THE EXTRAORDINARY GENERAL MEETING
OF THE SHAREHOLDERS OF UNITED GULF BANK B.S.C. (CLOSED)
CR NO. 10550**

NOTICE IS HEREBY GIVEN THAT the Extraordinary General Meeting of the shareholders (the “EGM”) of United Gulf Bank B.S.C.(Closed) (hereinafter referred to as the “Bank”) shall be held on Monday, 27 January 2025 at 11:00 am, at the offices of the Bank, located in UGB Tower, Diplomatic Area, Manama, Kingdom of Bahrain, to transact the following business:

If the required quorum was not obtained, a second meeting will be convened on Wednesday 29 January 2025 at 11 am, at the same location.

1. Appointment of Chairman

To appoint a Chairman to preside over the EGM.

2. Transfer of Shares

To approve the transfer of Two Hundred Thirty Two Million Two Hundred Sixty Three Thousand and Forty (232,263,040) shares, of a nominal value of United States Fifty Cents (USD 0.50) each, representing the entire shares owned by United Gulf Holding Company B.S.C. in the Bank, to Burgan Bank K.P.S.C., a Public Shareholding Company registered in the State of Kuwait under CR No. 24067, subject to the approval of the Central Bank of Bahrain and the Ministry of Industry and Commerce.

3. Waiver of Pre-emption Rights of the Existing Shareholders

To approve the waiver of the pre-emption rights of the existing shareholders of the Bank in relation to the transfer of shares mentioned in resolution (2) above.

4. Amend the Memorandum of Association and Articles of Association of the Bank

To approve amending the Memorandum of Association and Articles of Association of the Bank, in order to reflect resolution (2) above, subject to the approval of the Central Bank of Bahrain and the Ministry of Industry and Commerce.

5. Authorisation

To authorise Keypoint Business Services W.L.L., to carry out all required formalities on behalf of the Bank to endorse its Commercial Register with the Ministry of Industry and Commerce and to sign all required documents including the Declaration of Assignment of Shares and the Amendment to the Memorandum of Association and Articles of Association of the Bank before the Notary in the Kingdom of Bahrain to give effect to the above mentioned resolutions.



بنك الخليج المتحد
ش.م.ب. (مقفلة)
United Gulf Bank B.S.C. (Closed)

6. Other matters

To discuss and approve any other matters that may arise as per Article (207) of the Commercial Companies Law.

For and on behalf of
UNITED GULF BANK B.S.C.(CLOSED)

Masaud M. J. Hayat
Chairman

15 January 2025