



## Frequently Asked Questions

**Public Offering of 260,869,565 Ordinary Shares through the issuance of new shares in Gulf Bank K.S.C.P. with a Pre-Emption Right exercisable by the existing Shareholders of Gulf Bank at an Offer Price of 230 Fils per share, including par value of 100 Fils per share and a share premium of 130 Fils per share.**

*Note: Please refer to the Prospectus for the definition of all capitalized terms.*

**1. How many shares will be issued in the Capital Increase and at what price?**

260,869,565 ordinary shares (the "Issue Shares") with a total value of KWD 26,086,956.500, representing approximately a 7.76% increase in Gulf Bank K.S.C.P. (the "Issuer" or "Gulf Bank") Issued Capital. Each Issue Share is offered at a price of 230 Kuwaiti Fils (which consists of 100 Fils par value and a share premium of 130 Fils).

**2. What is the size of the offering?**

KWD 60,000,000, which consists of a nominal value of KWD 26,086,956.500 and an issuance premium of KWD 33,913,043.450.

**3. What are the rights of the Issue Shares?**

The Issuer has only one class of shares. Each Issue Share entitles the holder to one vote, and each Shareholder has the right to attend and vote at a General Assembly. No Shareholder has any preferential voting rights.

The Issue Shares, once issued, will also be entitled to receive their portion of any dividends declared by the Issuer and also be entitled to Pre-Emption Rights for any subsequent new issue shares the Issuer may offer in the future with consideration of any applicable laws, procedures, and requirements.

In the event of a liquidation of the Issuer each Issue Share will be entitled a proportionate share of the Issuer's liquidated assets following repayment of its debts.

**4. Who is eligible to subscribe?**

The initial eligible subscribers ("Initial Eligible Subscribers ") are comprised of, a) those persons ("Eligible Shareholders") whose names are recorded in the shareholder register of the Bank (the "Bank's Shareholders Register") held with Kuwait Clearing Company ("Clearing & Depository Agent") as at 26 October 2023 ("Record Date"), and b) those persons to whom pre-emption rights were transferred during the trading period of pre-emption rights ("Owners of Transferred Pre-emption Rights"). For clarity, any trading made on the Bank's shares prior to the Record Date but for which the settlement process has not been completed at Boursa Kuwait on the Record Date (the "Ex-Date") and, accordingly, not recorded in the shareholder register of the Bank (the "Bank's Shareholders Register"), shall not be taken into account in defining the Eligible Shareholders recorded in the Bank's Shareholders Register on the Record Date.

In any of the following instances concerning the exercising of any right of pre-emption vis-à-vis the Issue Shares (the "Pre-emption Right" (as the context may apply)), a) in the case of an Initial Eligible Subscriber, same may subscribe for their pro-rata amount of the Issue Shares based on the amount of Existing Shares registered in the name of the Initial Eligible Shareholder on the Record Date to the extent they have not otherwise transferred their pre-emption right, and b) in the case of an Owners of Transferred Pre-emption Rights, same may subscribe for their pro-rata amount of the Issue Shares based on the amount of pre-emption rights which were transferred during the trading period of pre-emption rights. Each Owner of Transferred Pre-emption Rights may subscribe to Issue Shares based on the amount of Pre-emption Rights transferred to them. In the case in which all Issue Shares have not been fully subscribed for by the Initial Eligible Subscribers during the Pre-emption Right Subscription Period, then the unsubscribed Issue Shares shall be open for public subscription ("Public Subscription" or "Public Offering") to any person eligible to subscribe for shares in Kuwait (the "Public Subscribers"), including without limitation, the Initial Eligible Subscribers.

**5. What is the impact on Eligible Shareholders who choose not to subscribe to the Issue Shares?**

Eligible Shareholders who choose not to subscribe to the Offering Shares will be subject to a reduction in their percentage of ownership in the Issuer's capital in addition to what they may face from a change in the value of their Existing Shares.

**6. What is the minimum number of Issue Shares I can subscribe for?**

One (1) Issue Share

**7. How many Issue Shares am I entitled to?**

Each Eligible Shareholder shall have the right to subscribe for approximately 776 Issue Shares for every 10,000 Existing Shares that they own at the Record Date, i.e. approximately 7.76% of their Existing Shares ownership.

**8. Can I subscribe for more than my entitled Issue Shares? Is there a maximum subscription limit?**

Yes, subscribers may apply for more than their entitlement. Issue Shares shall be allocated in full to those Initial Eligible Subscribers who exercised their Pre-emptive Right to subscribe in the Issue Shares in accordance with their Pre-emptive Right.

Secondly, any remaining Issue Shares that have not been subscribed to shall be allocated to those Initial Eligible Subscribers who have exercised their right to subscribe in Additional Issue Shares pro rata to their subscription to the Additional Issue Shares. There is no maximum limit for subscription, whereby the number of shares applied for subscription by each Subscriber in the Subscription Application Form can exceed the total number of Issue Shares.

The ownership of one person whether natural or corporate entity may not exceed 5% (five percent) of the Bank's capital, either directly or indirectly, without the prior approval of the Central Bank of Kuwait ("CBK"), to the exception of government agencies and entities with attached and independent budgets. If the ownership of one person exceeds the said percentage without obtaining the prior approval of the Central Bank of Kuwait, or in the event the conditions of exemption mentioned above are not fulfilled, that person should dispose of the increase within the period set by the Central Bank of Kuwait. This violation shall result in the shareholder not availing the amount of share increase in terms of the voting rights in the Bank's general assembly and in the Bank's management.

Each Subscriber shall be solely responsible to ensure that its subscription under the Offering fully complies with the applicable CBK regulations and requirements.

**9. When is the Subscription Period?**

The Subscription Period will commence on Sunday 29 October 2023 and will remain open for a period of fifteen (15) calendar days and close on Sunday 12 November 2023 at 1:00pm. The Board of Directors of the Issuer may also extend the Subscription Period at its absolute discretion, in the event that the subscription has not been covered, for similar or lesser terms so that the original Subscription Period and its extension in total do not exceed three (3) months, provided that the approval of the CMA is obtained. The Board of Directors may also, after expiry of the original or extended Subscription Period, offer the remaining unsubscribed Issue Shares to the public including new shareholders and third parties.

**10. When is the period for trading or transferring of Pre-Emption Rights?**

Sunday 29 October 2023 to Sunday 5 November 2023 (inclusive) during the trading hours of Boursa Kuwait

**11. When is the Cum-Date? (i.e. the last day on which a purchase of Existing Shares in the Issuer will be with the Pre-Emption Rights)**

Monday 23 October 2023

**12. When is the Ex-Date? (i.e. the date on which a purchase of Existing Shares in the Issuer will be without the Pre-Emption Rights)**

Tuesday 24 October 2023

**13. When is the Record Date?**

Thursday 26 October 2023

**14. What are Pre-Emption Rights?**

Initial Eligible Subscribers will have Pre-Emption Rights to subscribe in the Issue Shares during the Subscription Period designated for the exercise of the Pre-Emption Rights. The holders of the Pre-Emption Rights may sell their rights- whether in full or in part- on Boursa Kuwait from the date of the opening of the Subscription Period for the exercise of Pre-Emption 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 Initial Eligible Subscriber does not exercise the Pre-Emption Right and does not subscribe to the Issue Shares and does not sell, transfer or waive the Pre-Emption Right to any other person, the right to subscribe shall be deemed waived for the benefit of other Initial Eligible Subscribers who applied for subscribing in Additional Issue Shares in excess of their Pre-Emption Right.

The reference price of these Pre-Emption 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 price of Pre-Emption Rights may change during the trading period of these Rights. The Pre-Emption Rights can be traded from Sunday 29 October 2023 to Sunday 5 November 2023 (inclusive) (i.e., 5 business days before closing of Subscription Period for the Rights Issue Offering).

The Pre-Emption Rights will be forfeited and expire worthless to those Eligible Subscribers who do not exercise their Pre-Emption Rights to participate in the rights issue or waived to others within the Subscription Period designated for the exercise of the Pre-Emption Rights and do not sell such rights whether in full or in part within the Pre-Emption Rights Trading Period.

Pre-Emption Rights are listed securities and may be bought and sold through the normal trading system of Boursa Kuwait via your securities broker.

#### **15. How can I subscribe?**

**Subscriptions and all required documents must be submitted through the Subscription Website.**

##### **General subscription procedures:**

The Subscription Website allows Subscribers to pay through KNET or bank transfer.

The Subscriber shall:

1. Login to the Subscription Website via the link: <https://www.ipo.com.kw>
2. Individual Subscribers must enter their Civil ID number, and corporate Subscribers must enter their commercial registration number. The system shall verify the Subscriber's eligibility and entitlement.
3. Enter the number of shares to be subscribed for.
4. The Subscriber must make the payment through either KNET service or bank wire transfer as follows:

##### **For Subscribers paying through KNET service, the Subscriber shall:**

Pay with the Subscriber's own KNET Card (no other person may pay on behalf of the Subscriber except in the cases provided for under the law and the Subscriber shall bear all legal consequences in case of violation). Subscribers are advised to confirm with their bank that their payment limit on their K-NET card will enable them to pay for their subscription.

**or,**

##### **For Subscribers paying through bank wire transfer, the Subscriber shall:**

Print the Subscription Application Form and visit their own bank and submit a copy of the Subscription Application Form printed from the above link, which is auto-filled with the Subscriber's registered information, and transfer the full amount required (net amount without any charges by the transferring bank and the receiving bank) to the Subscription Bank Account stated below:

Name of Bank:	Gulf Bank K.S.C.P.
Account number:	38750089
IBAN:	KW89 GULB 0000 0000 0000 0038 7500 89
SWIFT:	GULBKWKW
Beneficiary:	Gulf Bank Capital Increase Subscription
Reference/Description:	Subscription Application Form number + Subscriber civil identification (for residents and citizens)/ passport (for non-residents and non-citizens)/ commercial registration number (for corporates) + Subscriber contact number

The Subscriber shall upload a copy of the original deposit voucher of the amount transferred from their own bank in addition to the documents listed below through the electronic link that will be sent from the Subscription Website to the Subscriber to their e-mail and a text message on the registered phone.

**The Subscription Application Form must be submitted through the Subscription Website along with the following documentation, as applicable to the nature of and payment method chosen by the Subscriber:**

##### **Individual Subscribers**

- Signed Subscription Application Form
- Copy of personal civil identification card;
- Copy of passport to verify the signature;
- Copy of the bank transfer receipt
- Copy of the IBAN number
- Copy of special legal proxy for subscribing in shares (for proxy Subscriber)
- Copy of Certificate of Guardianship for orphans
- Copy of Certificate of Guardianship for minors
- Copy of a Limitation of Succession Deed for beneficiaries
- Copy of Guardianship Judgement

**Corporate Subscribers**

- Signed Subscription Application Form
- Copy of the bank transfer receipt
- Copy of the IBAN number
- Copy of the Authorized Signatories Certificate or the Extract of the Commercial Register;
- Copy of the personal identification card of the authorized signatory;

**Non-Residents of Kuwait Subscribers**

- Non-resident Subscribers (whether corporates or individuals, as the case may be) are required to provide the equivalent of the aforementioned documentation as issued by their jurisdictional authorities if they do not have Kuwaiti issued documentation as highlighted above.

The Clearing and Depository Agent shall send an email confirmation to the Subscriber in case of a successful Subscription. Failure to submit a duly completed Subscription Application Form (together with all applicable supporting documentation thereto) to the Subscription Website, after the transfer or deposit of the Subscription Monies as required in the Prospectus, shall render the Subscription Application Form null and void and the Subscriber must reupload the required documents on the electronic link again.

Subscription Monies shall not be accepted in cash. The Subscription Monies must be paid in full, from the Subscriber's bank account, upon submitting the Subscription Application Form on the Subscription Website, by either bank transfer or by authorizing a debit of the appropriate amount from the Subscriber's bank account using KNET to the Subscription Bank Account. The Subscriber must, in any event relating to the Issue Shares or the Additional Issue Shares, ensure that the bank debit or the bank transfer has been processed from their respective bank account and that the subscription account with the Issuer has been credited with the appropriate amount at the time of the submission of the Subscription Application Form to the Clearing and Depository Agent.

Without prejudice to the other grounds of rejection of the Subscription Application Forms, the Clearing and Depository Agent and the Bank shall have the right to reject the Subscription Application Form in the event the Subscription Monies are not received in the Subscription Bank Account at the time of submission of the Subscription Application Form to the Clearing and Depository Agent.

**16. Is there a limit on how much I can subscribe to by KNET?**

There is no limit on how much a Subscriber may subscribe to by KNET. However, Subscribers are advised to confirm with their bank that their payment limit on their KNET card will enable them to pay for their subscription.

**17. Can my subscription application be declined?**

The Issuer and the Clearing and Depository Agent, and the Subscription Agents reserve the right, free from any liability, to reject, in full or in part, any Subscription Application Form in the event any of the forms are not compliant with the applicable laws, or any of the subscription terms and conditions of the Prospectus are not met or the instructions are not duly and punctually followed including without limitation, the non-payment by the Subscriber of the full amount of the Subscription Monies in at time of subscription, or if the amounts are transferred after the closing of the Subscription Period, or for any inaccurate/ incorrect/ incomplete/ unclear information contained in the Subscription Application Form, or for any duplicated Subscription Application Forms, or for the failure to comply with or follow any terms or requirements set forth under the Prospectus or in the Subscription Application Form.

**18. Can I cancel/alter my subscription application?**

Once the Subscription Application Form has been accepted by the Clearing and Depository Agent, it is considered final and cannot be amended or canceled.

**19. When is the allocation period for shares?**

Within five (5) business days after the closure of the Subscription Period.

**20. When will excess subscription amounts be refunded?**

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

**21. I am unable to see my entitled shares on the Subscription Website?**

Please contact the Clearing and Depository Agent, Kuwait Clearing Company.

**22. Can I subscribe if my shares are pledged or mortgaged?**

The Subscriber with pledged or mortgaged shares must obtain an official letter signed by the mortgagee allowing the Subscriber to subscribe, and the original copy of that letter shall be submitted on the subscription website. Please note that after completing the procedures of lifting the subscription suspension by the Clearing and Depository Agent by virtue of the aforementioned letter, the Subscriber will then be able to view the number of Issue Shares allotted to them for subscription on the Subscription Website.

**23. How can I waive/ transfer my Pre-Emption Rights?**

Pre-Emption Rights are waived/transferred in the presence of both parties or their legal representative in front of the Clearing and Depository Agent to sign the document that is prepared for this purpose. The Clearing and Depository Agent issues a certificate to the assignee stating their eligibility to subscribe to the Issue Shares transferred to them, indicating the names of both parties and the number of Issue Shares that the assignee is entitled to subscribe to.

- For any technical support related to [www.ipo.com.kw](http://www.ipo.com.kw), please email the Kuwait Clearing Company at: support@ipo.com.kw
- For inquiries related to the Capital Increase, please contact:

**Kamco Invest**

Email: [gbc@kamcoinvest.com](mailto:gbc@kamcoinvest.com)

Tel: (965) 2233-6983/ 2233-6976

**Gulf Bank**

Email: [gbc@gulfbank.com.kw](mailto:gbc@gulfbank.com.kw)

Tel: (965) 2208-2588 / 2208-2565

Notice: Before investing in any of the Issue Shares, potential Subscribers should review the Prospectus and all the information included therein as well as the risk elements described in the Prospectus. In the opinion of the Issuer, the factors set out in the Prospectus represent the main risks associated with investing in the Issue Shares, but these risks are not considered exhaustive and there are other considerations, some of which may not be known to the Issuer at this time, or considered by the Issuer to be ineffective at this time while they may affect any investment in the Issue Shares. Potential investors should also read the detailed information contained elsewhere in the Prospectus and arrive at their views before making any investment decision. Prior to investing in any Issue Shares, please refer to the downloadable/printable version of the Prospectus relating to the Offering on the Issuer and Joint Lead Issuance Manager & Subscription Agent's website ([www.e-gulfbank.com](http://www.e-gulfbank.com)), the Joint Lead Issuance Manager & Subscription Agent's website ([www.kamcoinvest.com](http://www.kamcoinvest.com)) or Boursa Kuwait's website ([www.boursakuwait.com.kw](http://www.boursakuwait.com.kw)). This FAQ does not contain all the information that prospective Subscribers should consider before deciding to invest in the Issue Shares and does not purport to be complete. The Kuwait Capital Markets Authority or any regulatory organization in the State of Kuwait did not approve this document, and shall not bear any liability for the contents of this document or its accuracy, nor any loss arising from reliance on any part of this document or the Prospectus.