



القابضة
(ش.م.ك.ع.)

Date: 19th February 2020

التاريخ: 19 فبراير 2020

M/S . / Boursa Kuwait

المحترمين

السادة/ شركة بورصة الكويت

Greetings,

تحية طيبة وبعد،،

Subject: Ordinary and Extraordinary General Assembly Meeting Of Humansoft Holding Company K.S.C.P to be held on 16/03/2020

الموضوع: الجمعية العامة العادية والغير عادية لشركة هيومن

سوفت القابضة تنعقد بتاريخ 2020/3/16

We would like to inform you that the date of the Ordinary General Assembly Meeting of Humansoft Holding Company K.S.C.P for the fiscal year ended 31/12/2019 according to the attached agenda, is scheduled to be held at 10:00 AM on Monday 16/03/2020 at Humansoft's offices in Dar Al-Awadhi Tower, 4th floor, directly followed by the extraordinary General Assembly meeting to discuss the attached Agenda.

نحيطكم علماً بأن موعد انعقاد اجتماع الجمعية العامة العادية لشركة هيومن سوفت القابضة (ش.م.ك.ع.) للسنة المالية المنتهية في 31/12/2019 وفقاً لجدول الأعمال المرفق، سيكون في تمام الساعة العاشرة من صباح يوم الإثنين الموافق 2020/03/16 وذلك في مقر الشركة الكائن في الشرق - شارع أحمد الجابر- مجمع دار العوضي - الدور الرابع، ويعقبها مباشرة اجتماع الجمعية العامة غير العادية، من أجل مناقشة جدول الأعمال المرفق.

In the event that the quorum of the ordinary or the extraordinary assembly meeting is not met, a second (postponed) meeting of that Assembly will be held with the same agenda at the same place, at 10:00 AM Monday 23/3/2020.

وفي حال عدم اكتمال النصاب المقرر قانوناً لصحة اجتماع الجمعية العادية أو الغير عادية، سوف يعقد اجتماع ثاني (مؤجل) للجمعية التي لم يتحقق فيها النصاب لذات جدول الأعمال في ذات المكان في تمام الساعة العاشرة صباحاً من يوم الإثنين الموافق 2020/3/23.

This invitation is valid for the second (postponed) meeting of the Ordinary General Assembly, which will be valid whatever the number of shares represented in it. This invitation is also valid for the second (postponed) meeting of the extraordinary general assembly, which will be valid if attended by more than half of the issued and paid up capital.

وتعتبر هذه الدعوة سارية على الاجتماع الثاني (المؤجل) للجمعية العامة العادية الذي سيكون صحيحاً أياً كان عدد الأسهم الممثلة فيه. كما تعتبر الدعوة سارية على الاجتماع الثاني (المؤجل) للجمعية العامة الغير عادية الذي سيكون صحيحاً إذا حضره من يمثل أكثر من نصف رأس المال المصدر والمدفوع.

Yours Sincerely,

وتفضلوا بقبول فائق الاحترام،،

المرفات:

Annex:

1. Appendix 11 of Module 10 - Disclosure of Material Information Form.
2. Agenda of the Ordinary General Assembly Meeting.
3. Agenda of the Extraordinary General Assembly Meeting.

1. نموذج الإفصاح عن المعلومات الجوهرية ملحق رقم 11 من الكتاب العاشر- الإفصاح والشفافية من اللائحة التنفيذية لقانون هيئة أسواق المال.
2. جدول أعمال الجمعية العامة العادية
3. جدول أعمال الجمعية الغير عادية.

دلال حسن السبتي

رئيسة مجلس الإدارة

Dalal Hasan Al Sabti

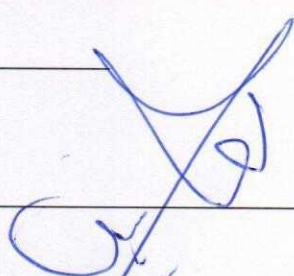
Chairperson of the Board of Directors

سجل تجاري رقم: 71382 رأس المال (د.ك.): 12,223,680 رأس المال المدفوع (د.ك.): 12,223,680
تليفون: 22322588 (965) - فاكس: 22322587 (965) - ص.ب: 305 الصفاة 15454 الكويت

www.human-soft.com

Appendix 11

Disclosure of Material Information Form

Date	19 February 2020
Name of Listed Company	Humansoft Holding K.S.C.P
Material Information	<p>The date of the Ordinary and Extraordinary General Assembly Meeting</p> <p>The Ordinary General Assembly meeting of Humansoft Holding (KSCP) for the fiscal year ended 31/12/2019, will be held at 10:00 AM on Monday, 16/03/2020 at Humansoft's office in Dar Al-Awadhi Tower, 4th floor, directly followed by the extraordinary General Assembly meeting to discuss the respective attached agenda.</p> <p>In the event that the quorum of the ordinary or the extraordinary assembly meeting is not met, a second (postponed) meeting of that Assembly will be held for the same agenda at the same place, at 10:00 AM Monday 23/3/2020.</p> <p>This invitation is valid for the second (postponed) meeting of the Ordinary General Assembly, which will be valid whatever the number of shares represented in it. This invitation is also valid for the second (postponed) meeting of the extraordinary general assembly, which will be valid if attended by more than half of the issued and paid up capital.</p>
Significant Effect of the material information on the financial position of the company	

Significant Effect on the financial position shall be mentioned if the material information can measure that effect, excluding the financial effect resulting from tenders or similar contracts.

If a Listed Company, which is a member of a Group, disclosed some material information related to it and has Significant Effect on other listed companies' which are members of the same Group, the other companies' disclosure obligations are limited to disclosing the information and the financial effect occurring to that company itself.



القابضة

(ش.م.ك.ع)

Translated Version

Agenda of the Ordinary General Assembly meeting to discuss the overall audited financial statements of the company for the fiscal year ended 31/12/2019

1. Presenting and approving the Board of Director's report regarding the company's operations for the fiscal year ended on 31/12/2019.
2. Presenting and approving the auditors' report on the final financial statements for the fiscal year ended on 31/12/2019.
3. Discussing and approving the financial statements of the company for the fiscal year ended 31/12/2019.
4. Presenting and approving the report on violations and penalties issued by regulating authorities.
5. Presenting and approving the Corporate Governance report for the fiscal year ended 31/12/2019.
6. Presenting and approving the Internal Audit Committee report for the fiscal year ended 31/12/2019.
7. Deduction of the amount of 3,781,400 KD only (three million, seven hundred eighty one thousand and four hundred Kuwaiti dinars only) which's equal to 10% of the net profits achieved for the fiscal year ended 31/12/2019 for the statutory reserve based on the decision of the General Assembly held on 07/04/2019.
8. Approving to stop any contribution to voluntary reserve for fiscal year ended 31/12/2019 due to the availability of sufficient reserves for the company, where the voluntary reserve ratio exceeded 50% of the capital.
9. Discussing the Board of Directors' recommendation to distribute cash dividends for the fiscal year ended on December 31, 2019 at the rate of 200% of the nominal value of the share (i.e. 200 fils per share) which is equivalent to KWD 24,330,870.400 (Twenty-four million, three hundred thirty thousand, eight hundred seventy Kuwaiti dinars and four hundred fils only), after excluding treasury shares from the capital. Cash dividends are due to shareholders who are registered in the company's records at the end of the Record Date which is set on 12 April 2020. Distribution of the cash dividends to shareholders will begin after 2 working days from the end of the Record Date. And authorizing the Board of Directors to amend this schedule in the event of delay in the month's procedures.
10. Discussing the Board of Directors' recommendation for distribution of free bonus shares for the fiscal year ended on December 31, 2019 at 10% of the issued and paid up capital (i.e. 10 shares per 100 shares) equivalent to the amount of KD 1,222,368 (one million, two hundred twenty two thousand three hundred and sixty eight Kuwaiti dinars only). The bonus shares will be allocated to the shareholders who are registered on the company's records at the end of the Record Date which is set

on 12/04/2020 and will be distributed after 2 working days from the Record Date, authorizing the Board of Directors to dispose of any resulting shares' fractions at their discretion, and amending the timetable if the regulation procedures are not completed at least 8 working days prior to the Record Date.

11. Discussing and approving the annual report of remunerations of the members of the Board of Directors and executive management of the company for the fiscal year ended 31/12/2019.
12. Discussing the Board of Directors' proposal to distribute remuneration for the members of the board directors in the amount of KWD 40,000 (forty thousand Kuwaiti Dinars) for each member of the Board with a total value of KWD 200,000 (two hundred thousand Kuwaiti Dinars only).
13. Hearing the report of transactions with related parties and authorizing the Board of Directors to carry out transactions with the related parties which will take place during the fiscal year ended on 31/12/2020 and approving the transactions executed during the fiscal year that ended as of 31/12/2019.
14. Authorizing the Board of Directors to buy and sell not more than 10% of the company's shares in accordance with law no. 7 of 2010 of the executive bylaws and their amendments.
15. Discussing discharge of the members of the Board of Directors from any liability arising from or related to any of their financial, legal and administrative actions during the fiscal year that ended as of 31/12/2019.
16. Appointing or reappointing of auditors from the Capital Market Authority's approved list while taking into account the mandatory period to change the auditors of the company for the fiscal year ended 31/12/2020 and authorizing the Board of Directors to determine their fees.

Dalal Hasan Al Sabti
Chairperson of the Board of Director

Translated Version

Agenda of the Extraordinary General Assembly meeting

1- Approving increase of the authorized, issued, and fully paid-up capital of the company from 12,223,680 K.D to 13,446,048 K.D by issuing free bonus shares of a total amount of 1,222,368 K.D distributed over 12,223,680 shares with a nominal value of 100 fils per share, bonus shares will be allocated to shareholders who are registered in the company records at the end of Record Date on April 12, 2020, the distribution of which will begin after 2 days from the Record Date. And authorizing the Board of Directors to dispose of the shares fractions at their discretion, and amending the timetable if the regulation procedures are not completed at least 8 working days prior to the Record Date.

2- Amending of Article (6) from the company's Memorandum of Association and Article (5) of Article of Association as follows:

Text before amendment:

The capital of the company is 12,223,680 K.D (twelve million, two hundred twenty three thousand, six hundred eighty Kuwaiti Dinars only) distributed to 122,236,800 shares (one hundred twenty two million, two hundred thirty six thousand eight hundred shares only) the value of each is 100 fils and all are in cash.

Text after amendment:

The capital of the company is 13,446,048 K.D (thirteen million, four hundred forty six thousand and forty eight Kuwaiti Dinars only) distributed to 134,460,480 shares (one hundred thirty four million, four hundred sixty thousand and four hundred eighty shares only) the value of each is 100 fils and all are in cash.

Subject to the approval of the competent regulating authorities.


Dalal Hasan Al Sabti
Chairperson of the Board of Director