

Date: 09 March 2023

التاريخ: 09 مارس 2023

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 02/04/2023

الموضوع: الجمعية العامة العادية والغير عادية لشركة هيومن

سوفت القابضة تنعقد بتاريخ 2023/04/02

We would like to inform you that the date of the Ordinary General Assembly Meeting of Humansoft Holding Company for the fiscal year ended 31/12/2022 is scheduled to be held at 11:30 AM on Sunday 02-April-2023, directly followed by the extraordinary General Assembly meeting to discuss the attached Agendas either by:

- 1- attending and voting directly at the American University of the Middle East- Egaila - Block 6- Street 250 - Gate E - Cultural Center, Or
- 2- Attending and voting through the electronic system in accordance with Policies and Procedures for Electronic General Assemblies issued by the Kuwait Clearing Company.

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 11:30 AM on Sunday 09 April 2023.

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.

Yours Sincerely,

Annex:

1. Disclosure of Material Information Form- Appendix (10).
2. The application form for the announcement of a General Assembly Meeting appendix (14)
3. Agenda of the Ordinary General Assembly Meeting.
4. Agenda of the Extraordinary General Assembly Meeting.

وتفضلوا بقبول فائق الاحترام،،

المرفقات:

1. نموذج الإفصاح عن المعلومات الجوهرية ملحق رقم (10)
2. نموذج الاعلان عن الجمعية العامة (14)
3. جدول أعمال الجمعية العامة العادية
4. جدول أعمال الجمعية الغير عادية

دلال حسن السبتي

رئيس 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

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Disclosure of Material Information Form

Date	09 March 2023
Name of Listed Company	Humansoft Holding Company K.S.C.P
Material Information	<p>The Ordinary General Assembly meeting of Humansoft Holding (KSCP) for the fiscal year ended 31/12/2022, is scheduled to be held at 11:30 AM on Sunday 02-April-2023, directly followed by the extraordinary General Assembly meeting to discuss the attached Agendas either by:</p> <p>1- attending and voting directly at the American University of the Middle East- Egaila - Block 6- Street 250 - Gate E - Cultural Center, Or</p> <p>2-Attending and voting through the electronic system in accordance with Policies and Procedures for Electronic General Assemblies issued by the Kuwait Clearing Company.</p> <p>The shareholder may not combine or mix in any way between the electronic mean and the direct mean for attending and voting at the general assembly.</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 with the same agenda at the same place, at 11:30 AM on Sunday 09/04/2023.</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> <p>We would like to draw our shareholder's attention to the below timeline:</p> <p>1- Date of the shares ownership to attend the assembly: 14 March 2023</p> <p>2- Date of the right to attend the general assembly : 19 March 2023</p> <p>Shareholders who would like to participate through the digital system, are kindly requested to visit the website of Kuwait clearing Company (www.maqasa.com) to activate their online registration in the General meetings digital system in order to participate and vote electronically.</p> <p>The participation will be open from the date of the right to attend the General assembly on 19 March 2023 till 8:00 am on the day of the general assembly or postponed date (if any). Inquires of the shareholders on the items of Agendas of the Meetings will be received on 19 and 20 of March 2023, in accordance of the Policies and Procedures of the General Meetings through digital systems issued by the Kuwait Clearing Company and published on their website.</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. occurring to that company itself.

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Application form for the Announcement of a general assembly Meeting		نموذج الاعلان عن معلومات الجمعية العامة	
Date	09 March 2023	09 مارس 2023	التاريخ
Name of the Listed Company	Humansoft Holding Company K.S.C.P	شركة هيومن سوفت القابضة (ش.م.ك.ع.)	اسم الشركة المدرجة
Type of Assembly	<input checked="" type="checkbox"/> Ordinary <input checked="" type="checkbox"/> Extraordinary	<input checked="" type="checkbox"/> عادية <input checked="" type="checkbox"/> غير عادية	نوع الجمعية
Date of the general assembly	02 April 2023, 11:30 AM	11:30 am 02 إبريل 2023	تاريخ الجمعية العامة
Final date for purchasing the company's shares to be registered in the registry of the right to attend the general assembly *	14 March 2023	14 مارس 2023	التاريخ النهائي لشراء أسهم الشركة للتقيد في سجل حق حضور الجمعية العامة *
Date of the shares ownership to attend the assembly	14 March 2023	14 مارس 2023	تاريخ حيازة السهم لحضور الجمعية العامة
Date of the right to attend the general assembly **	19 March 2023	19 مارس 2023	تاريخ حق حضور الجمعية العامة **
Items of the agenda	Kindly refer to the table below	يرجى الإطلاع على الجدول أدناه	بنود جدول الأعمال
Methods of participating in the assembly	<input checked="" type="checkbox"/> Physical <input checked="" type="checkbox"/> Electronic	<input checked="" type="checkbox"/> حضور شخصي <input checked="" type="checkbox"/> إلكتروني	طرق المشاركة في الجمعية
Place of holding the general assembly	American University of the Middle East- Egaila - Block 6- Street 250 - Gate E - Cultural Center	مقر جامعة الشرق الأوسط الأمريكية - العقيلة - قطعة 6 - شارع 250 - بوابة E - المركز الثقافي	مكان انعقاد الجمعية العامة
The postponed date of the assembly in the event of a lack of quorum	09 April 2023	09 إبريل 2023	التاريخ المؤجل للجمعية في حال عدم إكمال النصاب
<p>* Third Business Day before the date of the right to attend the general assembly according to the current settlement cycle.</p> <p>** Every shareholder registered in the company's registries on this day has the right to attend the general assembly, even if the share was sold before the date of the general assembly.</p>		<p>* يوم العمل الثالث الذي يسبق تاريخ حق حضور الجمعية العامة وفقا لدورة التسوية الحالية.</p> <p>** من حق كل مساهم مقيد في سجلات الشركات في هذا اليوم حضور الجمعية العامة حتى في حالة بيع السهم قبل تاريخ انعقاد الجمعية العامة</p>	

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Translated Version

**Agenda of the Ordinary General Assembly meeting
to discuss the overall audited financial statements of the company for the fiscal year ended
31/12/2022**

1. Presenting and approving the Board of Director's report on the company's operations and financial position for the fiscal year ended 31/12/2022.
2. Presenting and approving both reports of the governance and the Audit Committee for the fiscal year ended 31/12/2022.
3. Presenting and approving the auditors' report on the final financial statements for the fiscal year ended 31/12/2022.
4. Discussing and approving the financial statements of the company for the fiscal year ended 31/12/2022.
5. Review the report of any Violations observed by the regulators and applicable penalties on the company during the fiscal year ended 31/12/2022, If any.
6. Approving to stop any deduction for the statutory reserve for fiscal year ended 31/12/2022 due to the availability of sufficient reserves for the company, where the statutory reserve ratio exceeded 50% of the capital
7. Approving to stop any deduction for the voluntary reserve for fiscal year ended 31/12/2022 due to the availability of sufficient reserves for the company, where the voluntary reserve ratio exceeded 50% of the capital.
8. Discussing the Board of Directors' recommendation to distribute cash dividends for the fiscal year ended on December 31, 2022 at the rate of 400% of the nominal value of the share (i.e. 400 fils per share) which is equivalent to 48,661,740.800 (Forty eight million, six hundred sixty one thousand, seven hundred forty Kuwaiti Dinars and 800 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 25 April 2023. Distribution of the cash dividends to shareholders will begin after 3 working days from the end of the Record Date and authorizing the Board of Directors to amend this schedule in the event the schedule's confirmation was not announced at least eight working days before the record date.
9. Discussing the Board of Directors' recommendation for distribution of free bonus shares for the fiscal year ended on December 31, 2022 at 5% of the issued and paid up capital (i.e. 5 shares per 100 shares) equivalent to the amount of KD 611,184 (six hundred eleven thousand one hundred eighty four Kuwaiti dinars only). The bonus shares will be allocated to the shareholders who are

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registered on the company's records at the end of the Record Date which is set on 25 April 2023 and will be distributed after 3 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.

10. Approving distribution of remuneration for the members of the board of directors, an amount of KWD 50,000 (Fifty Thousand Kuwaiti Dinars only) for each member of the Board with a total value of KWD 250,000 (two Hundred Fifty thousand Kuwaiti Dinars only) for the fiscal year ended 31/12/2022.
11. Presenting 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 31/12/2023 and approving the transactions executed during the fiscal year that ended as of 31/12/2022.
12. 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.
13. Discharging 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 31/12/2022.
14. Appointing or reappointing of auditor 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 31/12/2023 and authorizing the Board of Directors to determine their fees.

Dalal Hasan Al Sabti
Chairperson of the Board of Directors

Translated Version

Agenda of the Extraordinary General Assembly meeting

1 - Approving the increase of the authorized, issued and fully paid-up capital of the company from 12,223,680 K.D to 12,834,864 K.D by issuing free bonus shares of a total amount of 611,184 K.D divided into 6,111,840 shares with a nominal value of 100 fils per share to be distributed as a free bonus shares to shareholders who are registered in the company records at the end of the Record Date which is set on 25 April 2023 on a pro rata basis . The distribution of which will begin after 3 working days from the Record Date. And authorizing the Board of Directors to dispose of the fraction shares at their discretion, and amend the timetable if the regulation procedures are not completed at least 8 working days prior to the Record Date.

2- Approval of the amendments of the below Articles:

Amending Article (6) of the Memorandum of Association and the corresponding Article (5) of Articles of Association of the Company :

Text before amendment:

The capital of the company is K.D 12,223,680 (twelve million, two hundred twenty three thousand, six hundred eighty Kuwaiti Dinars only) divided into 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 fully paid.

Text After Amendment:

The authorized, issued and fully paid-up capital of the company is K.D 12,834,864 (Twelve million, eight hundred thirty -four thousand and eight hundred sixty -four Kuwaiti Dinars only) divided into 128,348,640 shares (one hundred twenty-eight million three hundred forty -eight thousand six hundred forty shares only) the value of each is 100 fils and all are fully paid.

Subject to the approval of the competent regulating authorities.

Amending Article (3) of the Memorandum of Association and the corresponding Article (2) of the Articles of Association of the Company :

Text Before Amendment:

The company's headquarter and legal address shall be in Kuwait City. The Board of Directors may establish branches, offices agencies, operation centers or representatives for the Company inside and outside Kuwait.

Text After Amendment:

The headquarters and legal address of the Company shall be in Kuwait City. The Board of Directors May at its own discretion decide to change the Company's headquarter to any other location in Kuwait pursuant to aboard resolution, as well as establishing branches, agencies, offices or operation centers in Kuwait or abroad.

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Amending of Article (12) of Article of Association

Text Before Amendment:

The company may buy up to 10% of its own shares at the market price, provided that the purchase is not financed from the company's capital, and these shares are not included in the company's total shares in cases that require shareholders to own a certain percentage of the capital and in all matters related to the general assembly meeting.

Text after Amendment:

The company may buy or sell up to 10% of its own shares at their market price, provided that the purchase is not financed from the company's capital, and these shares are not included in the company's total shares in the cases which require the shareholders to possess certain percentage of the capital and in all matters related to the general assembly meeting.

Amending of Article (13) of Article of Association:

Text before amendment:

The Company shall be managed by a Board of Directors consisting of (5) members, The General Assembly shall elect the members by secret ballot.

Text After Amendment:

The Company shall be managed by a Board of Directors consisting of (5) members, The General Assembly shall elect the members by secret ballot. A shareholder, be it a natural or legal person, may appoint its representatives to the board of directors of the company in equal proportion to its shareholding. The number of appointed members of the board of directors shall be deducted from the aggregate number of members of the board of directors to be elected. Shareholders having appointed representatives to the board of directors may not take part with other shareholders in electing the remaining members of the board of directors, except with the shares not used in appointing the representative to the board of directors. A number of shareholders may form an alliance to jointly appoint one or more of their representatives in the board of directors in proportion to their joint shareholding. The appointed members of the board of directors shall have the same rights and duties as the elected members. A shareholder shall be responsible for the acts of his appointed representative towards the company, its debtors and shareholders.

Amending of Article (14) of Article of Association:

Text Before Amendment:

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The term of membership of the members of the Board of Directors shall be three years, subject to renewal .

Text After Amendment:

The term of membership of the members of the Board of Directors shall be three years, subject to renewal , provided the Board of Directors will include one or more independent members who meet the requirements of the regulatory bodies, and their number will not exceed half of the total number of Board members. Independent members are not required to be shareholders in the Company. If it is not possible to elect a new Board of Directors by the scheduled date, the existing Board shall continue to manage the operations of the Company until the grounds therefore are eliminated and a new Board of Directors is elected.

Amending of Article (15) of Article of Association:

Text Before Amendment:

A member of the Board of Directors must be an owner in his personal capacity or the legal person he represents owns a number of shares whose value is not less than KD 7,500 or 1% of the capital, whichever is less. If the board member at the time of his election does not own or represent this number of shares, he must, within one month of his election, possess the shares, otherwise his membership will be forfeited, and the legal person will be responsible for the actions of his representatives towards the company, its creditors and representatives.

Text after amendment:

Any person nominated for membership in the board of directors shall meet the following requirements:

1. He shall have the legal capacity to act.
2. He shall not be convicted of a criminal offence with the punishment of incarceration, the crime of negligent bankruptcy or fraud, crime against honour or honesty or any crime in violation of the provisions of this law, unless he has been rehabilitated.
3. With the exception of independent members, he shall personally hold or be the representative of someone who holds a number of shares in the company.

If a member of the board of directors fails to satisfy any of the above requirements or any other requirements as may be stipulated in this law or any other laws, he shall lose the capacity to be a member as of the date such requirement falls away.

Amending of Article (16) of Article of Association:

Text before amendment:

The chairman of the board of directors or any of the members of this board may not be a trader in a trade similar to or competing with the trade of the company, or have a direct or indirect interest in the contracts and deals concluded with

the company or for its account, or have an interest that conflicts with the interests of the company, unless Any of this is possible with a approval from the General Assembly, and it is not permissible for the chairman of the board of directors or any of its members - even if he is a representative of a legal person - to use the information that reached him by virtue of his position to obtain a benefit for himself or for others, just as he may not sell or buy shares of the company throughout the term of his membership in the Board of Directors.

Text After Amendment:

The chairman and the members of the board of directors may not participate in the board of directors of two competing companies, may not participate in any activity that would compete with the company, or trade for their own account or the account of third parties in a field that is traded in by the company. In the event of violation of these rules and if not approved by the ordinary general meeting, the company shall be entitled to claim compensation or to consider the activities exercised by the member for his own account to have been exercised to the account of the company. The chairman or a member of the board of directors, even if he is representing a natural or legal person, may not exploit any information received by him in his position to gain any benefit for himself or for any third party. Furthermore, he may not dispose, in any way whatsoever, over any shares of the company in which he is a member of the board of directors during his tenure unless he receives the approval of the Authority. The Authority shall issue the rules regulating the trading of shares in the company and manner of disclosure.

Amending Article (31) of the Article of Association:

Text Before Amendment:

Shareholders register their names in a register record prepared for this purpose in the head quarter of the company prior to the date of the meeting of the General Assembly by at least 24 hours. The register shall include the name of the shareholder, number of shares held thereby, number of shares represented by him and the names of the owners of the shares, in addition to submission of proxies. The shareholder shall be given an attendance card showing the number of votes to which he is represented.

Text After Amendment:

The annual ordinary general meeting shall be convened at the invitation of the board of directors within three months following the end of the financial year, at the place and time to be specified in the Company Contract. The board of directors can invite the general meeting whenever necessary. It shall invite the general meeting at the reasoned request of shareholders holding at least ten per cent of the capital in the company or upon the request of the auditor, within fifteen days as of the date of such request. The body requesting the meeting shall prepare the agenda of the meeting.

The invitation procedures of the general meeting, quorum and voting shall be subject to the provisions stipulated for the meeting of the constituent meeting

Amending Article (39) of Article of Association:

Text Before Amendment:

The General Assembly shall meet in an extraordinary meeting at the invitation of the Board of Directors or based upon a justified request that is submitted by shareholders representing (25%) of the Company's capital. The Board of Directors must in such case invite the General Assembly to convene within a month from the date a request is submitted.

Text After Amendment:

The extraordinary general meeting shall meet at the invitation of the board of directors, or upon a reasoned request of shareholders representing (15%) of the company's issued capital or a request of the Ministry. The board of directors must call for the extraordinary general meeting to meet within thirty days from the date of submission of the request.

If the board of directors does not call the extraordinary general meeting during the period specified in the preceding paragraph, the Ministry shall call the meeting within a period of fifteen days from the expiration of the date of the period referred to in the preceding paragraph.

Dalal Hasan Al Sabti
Chairperson of the Board of Directors

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