

Date: 20 March 2025  
M/S . / Boursa Kuwait

التاريخ: 20 مارس 2025

المحترمين

السادة/ شركة بورصة الكويت

Greetings,

تحية طيبة وبعد،،

**Subject: Ordinary General Assembly Meeting of  
Humansoft Holding Company K.S.C.P to be held  
on 14/04/2025**

**الموضوع: الجمعية العامة العادية لشركة هيومن سوفت القابضة**

**تتعدد بتاريخ 2025/04/14**

We would like to inform you that the date of the Ordinary General Assembly Meeting of Humansoft Holding Company for the fiscal year ended 31/12/2024 is scheduled to be held at 10:00 AM on Monday 14-April-2025, to discuss the attached Agenda either by:

نحيطكم علماً بأن موعد انعقاد اجتماع الجمعية العامة العادية لشركة هيومن سوفت القابضة (ش.م.ك.ع) للسنة المالية المنتهية في 2024/12/31، سوف يكون في تمام الساعة العاشرة من صباح يوم الإثنين الموافق 14 إبريل 2025 من أجل مناقشة جدول الأعمال المرفق وذلك إما من:

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.

1. خلال الحضور والتصويت المباشر في مقر جامعة الشرق الأوسط الأمريكية- العقيلة- قطعة 6- شارع 250- بوابة E- المركز الثقافي، أو
2. من خلال الحضور والتصويت بطريق النظام الإلكتروني وفق دليل السياسات والإجراءات للجمعيات العامة من خلال الأنظمة الإلكترونية الصادرة عن الشركة الكويتية للمقاصة.

In the event that the quorum of the ordinary assembly meeting is not met, a second (postponed) meeting of the Assembly will be held with the same agenda at the same place, at 10:00 AM on Monday 21 April 2025.

وفي حال عدم اكتمال النصاب المقرر قانوناً لصحة اجتماع الجمعية العادية، سوف يعقد اجتماع ثاني (مؤجل) للجمعية لذات جدول الأعمال في ذات المكان في تمام الساعة العاشرة صباحاً من يوم الإثنين الموافق 21 إبريل 2025.

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.

وتعتبر هذه الدعوة سارية على الاجتماع الثاني (المؤجل) للجمعية العامة العادية الذي سيكون صحيحاً أياً كان عدد الأسهم الممثلة فيه.

Yours Sincerely,

وتفضلوا بقبول فائق الاحترام،،

Annex:

1. Disclosure of Material Information Form
2. The application form for the announcement of a General Assembly Meeting appendix (14)
3. Agenda of the Ordinary General Assembly Meeting.
4. Curriculum Vitae of the members nominated.

المرفقات:

1. نموذج الإفصاح عن المعلومات الجوهرية
2. نموذج الإعلان عن الجمعية العامة (14)
3. جدول أعمال الجمعية العامة العادية
4. السيرة الذاتية للمرشحين

طارق فهد العثمان  
رئيس مجلس الإدارة  
Tareq Fahad AlOthman  
Chairman of the Board of Directors

سجل تجاري رقم: 71382 رأس المال (د.ك.): 13,476,607.200 رأس المال المدفوع (د.ك.): 13,476,607.200  
تليفون: 22322588 (965) - فاكس: 22322587 (965) - ص.ب: 305 الصفاة 15454 الكويت

## Disclosure of Material Information Form

<b>Date</b>	20 March 2025
<b>Name of Listed Company</b>	<b>Humansoft Holding company K.S.C.P</b>
<b>Material Information</b>	<p>The Ordinary General Assembly meeting of Humansoft Holding (KSCP) for the fiscal year ended 31/12/2024, is scheduled to be held at 10:00 AM on Monday 14-April-2025, to discuss the attached Agenda 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, <b>Or</b></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. 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><b>In the event that the quorum of the ordinary 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 on Monday 21 April 2025.</b></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.</p> <p><b>We would like to draw our shareholder's attention to the below timeline:</b></p> <p><b>1- Date of the shares ownership to attend the assembly: 27 March 2025</b></p> <p><b>2- Date of the right to attend the general assembly :6 April 2025</b></p> <p>Shareholders who would like to participate through the digital system, are kindly requested to visit the website of Kuwait clearing Company (<a href="http://www.maqasa.com">www.maqasa.com</a>) to activate their online registration in the General meetings digital system in order to participate and vote electronically for the agenda items. The participation will be open from the date of the right to attend the General assembly on 6 April 2025 until the conclusion of the agenda items to be presented during the AGM. The period of receiving and addressing the shareholders' inquiries regarding the matters to be discussed during the AGM shall be during the participation Period, in accordance of the Policies and Procedures of the General Meetings through digital systems issued by the Kuwait Clearing Company and published on its website.</p>
<b>Significant Effect of the material information on the financial position of the company</b>	No Effect

Significant Effect on the financial position shall be mentioned if the material information can measure that effect, excluding the financial effect resulting from tenders, practices, and 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 disclosure obligation of the other Listed Companies is limited to disclosing the information and the financial effect occurring to that company itself.

The issuer of this disclosure bears full responsibility for the soundness, accuracy, and completeness of the information contained therein. The issuer acknowledges that it has assumed Care of a Prudent Person to avoid any misleading, false, or incomplete information. The Capital Markets Authority and Boursa Kuwait Securities Exchange shall have no liability whatsoever for the contents of this disclosure. This disclaimer applies to any damages incurred by any Person as a result of the publication of this disclosure, permitting its dissemination through their electronic systems or websites, or its use in any other manner.

**Tareq Fahad AlOthman**  
**Chairman of the Board of Directors**

## Appendix(14)

## ملحق رقم (14)

Application form for the Announcement of a general assembly Meeting		نموذج الاعلان عن معلومات الجمعية العامة	
Date	20 March 2025	20 مارس 2025	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 type="checkbox"/> Extraordinary	<input checked="" type="checkbox"/> عادية <input type="checkbox"/> غير العادية	نوع الجمعية
Date and time of the general assembly	14 April 2025 10:00 am	10:00 am 2025 أبريل 14	تاريخ وموعد الجمعية العامة
Final date for purchasing the company's shares to be registered in the registry of the right to attend the general assembly *	27 March 2025	27 مارس 2025	التاريخ النهائي لشراء أسهم الشركة للقيود في سجل حق حضور الجمعية العامة *
Date of the right to attend the general assembly **	6 April 2025	6 أبريل 2025	تاريخ حق حضور الجمعية العامة**
Participation Period	From Sunday dated 06/04/2025 till closing the participation in each item of the Meeting's Agenda by the system's manager on Monday dated 14/04/2025	ابتداءً من يوم الأحد الموافق 2025/04/06 حتى إغلاق المشاركة لكل بند من بنود الاجتماع من قبل مدير النظام في يوم الاثنين الموافق 2025/04/14	فترة الإتاحة***
Items of the agenda	Kindly refer to the below table	يرجى الإطلاع على الجدول أدناه	بنود جدول الأعمال
Methods of participating in the assembly	<input type="checkbox"/> Attendance ( in person or through power of attorney) <input checked="" type="checkbox"/> Attendance + Electronic	<input type="checkbox"/> حضوري ( شخصي او من خلال توكيلات) <input checked="" type="checkbox"/> حضوري + الكتروني	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	21 April 2025	21 أبريل 2025	التاريخ المؤجل للجمعية في حال عدم إكمال النصاب
Disclosure of this form shall be submitted prior to opening the trading session on the final disclosure date (fifth Business Day prior to the date of the right to attend).	*Third Business Day before the date of the right to attend the general assembly according to the current settlement cycle. **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. ***It is the period that commences from the Date of the Right to Attend the General Assembly, amounting to ten Days prior to the date specified for holding the meeting, and lasts until closing the participation in each Item of the Meeting's agenda by the system's manager.	يتم التقدم بالإفصاح على هذا النموذج قبل افتتاح جلسة التداول في آخر موعد للإفصاح (يوم العمل الخامس الذي يسبق تاريخ حق الحضور) *يوم العمل الثالث الذي يسبق تاريخ حق حضور الجمعية العامة وفقاً لدورة التسوية الحالية. **من حق كل مساهم مفيد في سجلات الشركة في هذا اليوم حضور الجمعية العامة حتى في حالة بيع السهم قبل تاريخ انعقاد الجمعية العامة. ***هي المدة التي تبدأ من تاريخ حق حضور الجمعية العامة وتبلغ عشرة أيام قبل التاريخ المحدد لانعقاد الاجتماع، وتكون حتى إغلاق المشاركة لكل بند من بنود الاجتماع من قبل مدير النظام.	
The issuer of this disclosure bears full responsibility for the soundness, accuracy, and completeness of the information contained therein. The issuer acknowledges that it has assumed Care of a Prudent Person to avoid any misleading, false, or incomplete information. The Capital Markets Authority and Boursa Kuwait Securities Exchange shall have no liability whatsoever for the contents of this disclosure. This disclaimer applies to any damages incurred by any Person as a result of the publication of this disclosure, permitting its dissemination through their electronic systems or websites, or its use in any other manner.		يتحمل من أصدر هذا الإفصاح كامل المسؤولية عن صحة المعلومات الواردة فيه ودقتها واكتمالها، ويقر بأنه بذل عناية الشخص الحريص في تجنب أية معلومات مضللة أو خاطئة أو ناقصة، وذلك دون أدنى مسؤولية على كل من هيئة أسواق المال وبورصة الكويت للأوراق المالية بشأن محتويات هذا الإفصاح، وبما ينفي عنهما المسؤولية عن أية أضرار قد تلحق بأي شخص جراء نشر هذا الإفصاح أو السماح بنشره عن طريق انظمتها الإلكترونية أو موقعها الإلكتروني أو نتيجة استخدام هذا الإفصاح بأي طريقة أخرى.	

Tareq Fahad AlOthman  
Chairman of the Board of Directors

رئيس مجلس الإدارة  
طارق فهد العثمان



**Translated Version**  
**Agenda of the Ordinary General Assembly meeting**  
**to discuss the overall audited financial statements of the company for the fiscal year ended**  
**31/12/2024**

1. Discussing and approving the Board of Director's report on the company's operations and financial position for the fiscal year ended 31/12/2024.
2. Presenting and approving both reports of the governance and the Audit Committee for the fiscal year ended 31/12/2024.
3. Discussing and approving the auditors' report on the financial statements for the fiscal year ended 31/12/2024.
4. Discussing and approving the financial statements of the company for the fiscal year ended 31/12/2024.
5. Review the report of any Violations observed by the regulators and applicable penalties on the company during the fiscal year ended 31/12/2024.
6. Approving to stop any deduction for the statutory reserve for fiscal year ended 31/12/2024 due to the availability of sufficient reserves for the company, where the statutory reserve ratio exceeded 50% of the share capital.
7. Approving the deduction of KWD 320,872 only from the net profits realized for the fiscal year ended 31/12/2024 in favor of the voluntary reserve so that its ratio exceeds 50% of the share capital and to discontinue the deduction.
8. Discussing the Board of Directors' recommendation to distribute cash dividends for the fiscal year ended on December 31, 2024 at the rate of 350% of the nominal value of the share (i.e. 350 fils per share) which is equivalent to KWD 46,943,165.850 (Forty six million, nine hundred forty three thousand, one hundred sixty five Kuwaiti Dinars and 850 Fils only) after excluding treasury shares from the share capital. Cash dividends are due to shareholders who are registered in the company's records at the end of the Record Date which is the Fifteenth-day succeeding the date of the General Assembly Meeting. 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. 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 31/12/2024.
10. 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 31/12/2025 and approving the transactions executed during the fiscal year that ended as of 31/12/2024.
11. 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.
12. 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 31/12/2024.
13. 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 31/12/2025 and authorizing the Board of Directors to determine his fees.
14. Electing new Board of Directors to replace the current board of directors due to the expiration of its term.

**Tareq Fahad AlOthman**  
**Chairman of the Board of Directors**

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## **Candidates for Board Membership**

### **Tareq Fahad AlOthman ( Non-Executive)**

Mr. Tareq Fahad AlOthman serves as the Chairman of the Board of Directors and has been a member of the company's Board since 2009. He previously held the position of Vice Chairman from 2019 to 2024, playing a pivotal role in enhancing the company's financial performance, increasing asset value, and driving profitability.

In addition, Mr. AlOthman has held several leadership positions at the American University of the Middle East (AUM) and the American College of the Middle East (ACM), where he made significant contributions to improving administrative and financial operations. He is also a board member of Al Arabia Educational Enterprises, a subsidiary of Humansoft.

Mr. AlOthman holds a Bachelor's degree in Accounting from Marquette University in the United States.

### **Dalal Hasan AlSabti ( Non-Executive)**

Ms. Dalal Hassan AlSabti served as the Chairperson of Humansoft Holding from 2019 until December 2024, playing a pivotal role in strengthening the company's position, formulating strategic plans, overseeing Operational performance, and enhancing governance standards.

Prior to that, she held the positions of CEO of Al Arabia Educational Enterprises(a subsidiary) and Vice President – Administration & Finance at Humansoft Holding. She also played a key role in the establishment of the American University of the Middle East (AUM) and the American College of the Middle East (ACM), contributing to infrastructure development, marketing strategies, and human resource management.

Ms. Al-Sabti holds a Bachelor's degree in Business Administration and Information Systems from Kuwait University and has completed the Senior Executive Leadership Program at Harvard University.

### **Mayank Hasmukhlal Baxi (Non-Executive)**

Mr. Mayank Baxi currently serves as the Vice Chairman of Humansoft Holding. He previously held the position of Chief Executive Officer from 2014 to 2021, where he played a pivotal role in the growth of the American University of the Middle East (AUM) and the American College of the Middle East (ACM), leveraging his extensive expertise in finance, auditing, and investment.

With over 35 years of professional experience, Mr. Baxi has a strong background in education and training, in addition to expertise across various other sectors.

He holds a Bachelor's degree in Commerce from the University of Mumbai, India, and is a Chartered Accountant accredited by the Institute of Chartered Accountants of India.

## **Hasan Qasem Al Ali-( Non-Executive)**

Mr. Hassan Al-Ali is a Board Member of Human Soft Holding, having joined the board in 2004, during which he also served as Vice Chairman.

In addition, he serves as the Vice Chairman of Al Arabia Educational Enterprises, a subsidiary of Human Soft Holding. Mr. Al-Ali has extensive experience in the financial sector, having held various roles at Kuwait Investment Company and Al Mal Investment Company.

He holds a Bachelor's degree in Business Administration from Drake University in the United States.

## **Abdulrazzaq Abdullah Mohammad- (Independent)**

Mr. Abdulrazzaq Mohammed is an Independent Board Member of Humansoft Holding, having joined the board in 2007. With over 52 years of legal experience, he is the lawyer and the founder of Abdulrazzaq Abdullah & Partners Law Firm.

His legal practice spans commercial law, corporate law, labor law, and administrative litigation. He is also a distinguished member of several prestigious international legal associations, including the International Bar Association (IBA), the Kuwait Bar Association, and the Union Internationale des Avocats (UIA), reflecting his prominent standing in the global legal community.

Mr. Abdulrazzaq holds a Bachelor's degree in Law from Beirut Arab University and a Master's degree in Intellectual Property from Southern Eastern university.

## **Georges Ghaleb El Yahchouchi (Executive)**

Has over 20 years of experience in leading Higher Educational Institutions and currently serves as the Chief Executive Officer of Humansoft Holding and the President of the American University of the Middle East (AUM).

Throughout his career, he has held various academic and leadership positions, including Vice President of the Holy Spirit University of Kaslik (USEK) in Lebanon, Presidential Commissioner for Quality Assurance, Teaching, and Learning, and Director of the Higher Institute of Political and Administrative Sciences.

He holds a Master's and a Ph.D. in Business Administration from Montesquieu University Bordeaux in France, as well as a Postgraduate Certificate in Learning and Teaching from the University of Chester in the United Kingdom. Additionally, he has earned a certificate in leadership in higher education from the Institute for Educational Management at Harvard University's Graduate School of Education in the United States.

### **Mr. Ahmed Sulaiman AlHuzami - (Independent)**

Mr. Ahmed Sulaiman AlHuzami has 22 years of experience, including 4 years in the education sector and 15 years in project management. He has held various positions in several companies, including Humansoft Holding Group and Boubyan Bank. He is the Founder and CEO of AlCantara Holding.

Mr. Al-Hizami holds an MBA from IE Business School and a Bachelor's degree in Political Science from Kuwait University.

### **Naser Bader ALshaibani- (Independent)**

Mr. Nasser Bader Al-Shaibani has 16 years of experience, including 6 years in the telecommunications sector and 6 years in the banking sector. He has held various positions in several companies, including Kuwait Finance House and VIVA Telecommunications.

He currently serves as the Business Development General Manager at Fiduciary International.

Mr. Al-Shaibani holds a Master's degree in International Business from Maastricht School of Management ( Kuwait) and a Bachelor's degree in Marketing from Kuwait University.