

Kuwait: 08/12/2019
Ref: 7396/2019

الكويت: 2019/12/08
الإشارة: 2019/7396

To: The General Manager
Boursa Kuwait

السيد / المدير العام
شركة بورصة الكويت
المحترم

Reference is made to the provisions of Chapter 4 of the Tenth Module of the Executive Bylaws of the Capital Markets Authority's Law, pertinent to "Disclosure of Material Information" and the mechanism of its disclosure, we would like to announce that The Board of Directors of Boubyan Bank and The Independent Directors of BLME Holding plc (BLME) have reached agreement on the terms of a recommended all cash offer by Boubyan Bank, for the acquisition of the entire issued and to be issued ordinary share capital of BLME (other than the BLME shares already owned by Boubyan bank and its subsidiary (representing 27.91% of BLME's issued share capital) and treasury shares) with a total consideration amount of approximately US\$158 million, and as explained in the attached disclosure form.

بالإشارة إلى أحكام الفصل الرابع من الكتاب العاشر لللائحة التنفيذية لقانون هيئة أسواق المال بشأن الإفصاح عن المعلومات الجوهرية وآلية الإعلان عنها، نود الإفادة بأن مجلس إدارة بنك بوبيان و أعضاء مجلس الإدارة المستقلين لبنك لندن والشرق الأوسط (BLME) Holdings PLC قد توصلوا إلى اتفاق بشأن شروط العرض النقدي المقدم من بنك بوبيان، لغرض الإستحواذ على كامل الاسهم المصدرة والتي سيتم إصدارها لبنك لندن والشرق الأوسط (بخلاف الأسهم المملوكة حالياً من بنك بوبيان وشركته التابعة والتي تبلغ نحو 27.91% من الاسهم المصدرة لبنك لندن والشرق الأوسط واسهم الخزينة) بمبلغ في حدود 158 مليون دولار تقريباً، وذلك كما هو مبين في نموذج الإفصاح المرفق.

وتفضلوا بقبول فائق الاحترام ،،،

Best regards,

Abdullah Al Najran Al Tuwaijri
Deputy Chief Executive Officer



بنك بوبيان
Boubyan Bank
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عبد الله النجران التويجري
نائب الرئيس التنفيذي

Disclosure of Material Information Form

Date	08/12/2019
Name of the Listed Company	Bank Boubyan
Material Information	<p>We would like to announce that the Board of Directors of Boubyan Bank and the Independent Directors of BLME Holding plc (BLME) have reached agreement on the terms of a recommended all cash offer by Boubyan Bank, for the acquisition of the entire issued and to be issued ordinary share capital of BLME ((other than the BLME shares already owned by Boubyan Bank and its subsidiary (representing 27.91% of BLME's issued share capital) and treasury shares)) with a total consideration amount of approximately US\$158 million. The terms of this offer have been announced on 5th December on London Stock Exchange and Nasdaq Dubai.</p> <ul style="list-style-type: none"> •The Acquisition is being effected by means of a contractual takeover offer under the City Code on Takeovers and Mergers of the United Kingdom and the Takeover Rules Module of the Dubai Financial Services Authority Rulebook. •The Acquisition is subject to the Conditions and certain further terms set out in the Announcement and to the full terms and conditions, which will be set out in the Offer Document, including receipt of the approval of the Prudential Regulatory Authority, the regulatory authority in the UK. •The Offer Document, containing full terms of the Offer and information on the acceptance procedure, together with the Form of Acceptance, is expected to be published within 21 days of this Announcement (or on such later date as may be agreed with the Panel on Takeovers and Mergers of the United Kingdom and the DFSA). •On 5th December 2019, Boubyan Bank has received irrevocable undertakings from certain shareholders of BLME to accept, or procure the acceptance of, the Offer in respect of a total of 24,492,844 BLME Shares representing approximately 13.21% of the current BLME Shares in issue.
Significate Effect of the material information on the financial position of the company	The impact on the bank's financial position cannot be determined at this stage as it depends on the level of acceptance to the offer and the final ownership of BLME by Boubyan Bank.