



## NBK SPC Limited

*(incorporated in the Dubai International Financial Centre as a special purpose company and converted to a prescribed company on 31 October 2019)*

**U.S.\$5,000,000,000**

### **Global Medium Term Note Programme**

**unconditionally and irrevocably guaranteed by**

**NATIONAL BANK OF KUWAIT S.A.K.P.**

*(incorporated as a public shareholding company in the State of Kuwait)*

*Pages K-1 to K-4 (the "K-Pages") relate to placements in the State of Kuwait to supplement the enclosed Base Prospectus dated 25 September 2023 ("Base Prospectus"). In case of discrepancy between the Base Prospectus and the K-Pages, the K-Pages shall have precedence. Investors in the State of Kuwait should refer to the enclosed Base Prospectus for additional information pertaining to the issuance, and the terms and conditions thereof. The Notes that will be marketed in Kuwait under the Programme will be sustainable notes complying with CML Rules on sustainability. Unless otherwise stated herein, defined terms shall have the same meanings ascribed to them in the attached Base Prospectus.*

### **NOTICE TO RESIDENTS OF THE STATE OF KUWAIT**

Unless all necessary approvals from the Kuwait Capital Markets Authority (the "CMA") pursuant to Law No. 7 of 2010, and its executive bylaws (each as amended) (the "CML Rules") together with the various resolutions, regulations, directives and instructions issued pursuant thereto, or in connection therewith (regardless of nomenclature) or any other applicable law or regulation in the State of Kuwait, have been given in respect of the offering, marketing, and sale of the Notes, the Notes may not be offered for sale, nor sold, in the State of Kuwait.

This Base Prospectus is not for general circulation to the public in the State of Kuwait nor will the Notes be sold by way of a public offering in the State of Kuwait. In the event where the Notes are intended to be purchased onshore in the State of Kuwait, the same may only be so purchased through a licensed person duly authorised to undertake such activity pursuant to the CML Rules. Investors from the State of Kuwait acknowledge that the CMA and all other regulatory bodies in the State of Kuwait assume no responsibility whatsoever for the contents of this Base Prospectus and do not approve the contents thereof or verify the validity and accuracy of its contents. The CMA, and all other regulatory bodies in the State of Kuwait, assume no responsibility whatsoever for any damages that may result from relying (in whole or in part) on the contents of this Base Prospectus. Prior to purchasing any Notes, it is recommended that a prospective holder of any Notes seek professional advice from its advisers in respect to the contents of this Base Prospectus so as to determine the suitability of purchasing the Notes.

**IT IS RECOMMENDED FOR ANY PROSPECTIVE HOLDER OF NOTES TO SEEK ADVICE FROM AN APPROPRIATELY QUALIFIED CMA LICENSED PERSON REGARDING THE CONTENTS OF THIS BASE PROSPECTUS BEFORE DECIDING TO TAKE PART IN THE SUBSCRIPTION. THIS IS A NOTICE TO COMPLY WITH ARTICLE 5-11(15) OF MODULE 11 THE EXECUTIVE BYLAWS OF LAW NO. 7 OF 2010 (EACH AS AMENDED).**

This Base Prospectus has been prepared in accordance with the CML Rules, together with the various resolutions, regulations, practice, and instructions issued pursuant thereto, or in accordance therewith. This Base Prospectus has been approved by the CMA on 3 October 2023.

For its indirect issuance of the Notes, the National Bank of Kuwait S.A.K.P. (the "**Bank**") obtained the approval of the Central Bank of Kuwait for the issue of the Notes on 18 January 2022, the approval of the CMA for the Programme

on 3 May 2017 and obtained CMA approval on the update of the Programme on each of 11 August 2022 and then again on 25 September 2023 with respect to, among other things, sustainable notes.

### **SELLING RESTRICTIONS**

Each of the Dealers has represented and agreed, and each further Dealer appointed under the issuance will be required to represent and agree, that no Notes will be offered, marketed and/or sold in the State of Kuwait, unless all necessary approvals from the CML Rules together with the various resolutions, regulations, directives and instructions issued pursuant thereto, or in connection therewith (regardless of nomenclature) or any other applicable law or regulation in the State of Kuwait, have been given in respect of the offering, marketing, and/or sale, of the Notes.

### **QUALIFIED INVESTORS**

The Notes are intended to be promoted and offered in the State of Kuwait on a Private Placement basis to Professional Clients (both as defined in the CML Rules). It is to be noted that the Notes, while being promoted in the State of Kuwait, are not intended to be placed in the State of Kuwait as the clearing, order processing, allocation and settlement thereof will take place outside of the State of Kuwait.

### **DECLARATION BY LEGAL ADVISER**

The legal adviser to the Bank as to the laws of the State of Kuwait declares to Watani Investment Company K.S.C.C. (the designated "**Licensed Person**" (as defined in the CML Rules)) to market, and where applicable offer and/or sell, the Notes in the State of Kuwait (*and to no other entity or regulatory body*), subject to the customary assumptions and qualifications provided to managers in legal opinions as to Kuwaiti law, and having made reasonable inquiries and based on the documents provided by the Bank, that the Base Prospectus materially contains all the necessary legal requirements by the CMA and that the Bank has obtained all the necessary Kuwait related approvals to render their obligations valid and enforceable. The legal adviser to the Bank as to Kuwaiti law does not accept any responsibility for the contents of this Base Prospectus or any information incorporated by reference into this document or for any other statement made in connection with the Bank or the issue and offering of the Notes.

### **DECLARATION BY LICENSED PERSON**

The Licensed Person confirms that it has made reasonable inquiries as to the content of the Base Prospectus and disclosure by the Bank therein, and only to the extent of such inquiry and due diligence being performed in the customary course being correct, accept responsibility for the information contained therein being correct and not materially misleading.

### **CONFIRMATION BY THE BOARD OF DIRECTORS OF THE ISSUER**

NBK SPC Limited (in its capacity as issuer, the "**Issuer**") (as represented by its board of directors under applicable law) accepts responsibility for the information contained in this Base Prospectus. To the best of the knowledge of the Issuer (having taken all reasonable care to ensure that such is the case), the information contained in this Base Prospectus is in accordance with the facts and does not omit anything likely to affect the import of such information which is disclosed to potential investors for this purpose of deciding whether to subscribe in the Notes or not and that all the provisions of the CML Rules (including, in particular, Module 11 of the executive bylaws) and the Companies Law No. 1 of 2016 and its executive bylaws (each as amended) and the laws and instructions issued by the CMA are complied with.

### **CONFIRMATION BY THE BOARD OF DIRECTORS OF THE BANK**

The Bank (as represented by its board of directors under applicable law (see "*Management – Board*")) accepts responsibility for the information contained in this Base Prospectus. To the best of the knowledge of the Bank (having taken all reasonable care to ensure that such is the case), the information contained in this Base Prospectus is in accordance with the facts and does not omit anything likely to affect the import of such information which is disclosed to potential investors for this purpose of deciding whether to subscribe in the Notes or not and that all the provisions

of the CML Rules (including, in particular, Module 11 of the executive bylaws) and the Companies Law No. 1 of 2016 and its executive bylaws (each as amended) and the laws and instructions issued by the CMA are complied with.

### SUBSCRIPTION PERIOD

The subscription period for the Notes will commence on a date notified by the Dealers (which date will be notified to the CMA at least 2 business days prior to the opening of the subscription period) and end on a date to be notified by the Bank and/or the Dealers.

### PREVIOUS SECURITIES ISSUANCES BY THE BANK

The Bank has issued various securities in the past. Previous securities issuances of the Bank are listed below.

1. All previous bond issuances of the Bank are listed below:

Issue Date	Value (Mn)	Tenor (Years)	Basis	Coupon	Interest Payment Frequency
19-February-2002	US\$450	3	Floating	3 month LIBOR + 25bps	Quarterly
09-April-2015 <sup>1</sup>	US\$700	PerpNC6	Fixed	5.750%	Semi-annually
18-November-2015 <sup>2</sup>	KD 125	10NC5	Fixed/Floating	4.750% / CBK Discount rate + 2.500%	Semi-annually
30-May-2017 <sup>3,4</sup>	US\$750	5	Fixed	2.750%	Semi-annually
27-November-2019 <sup>5</sup>	US\$750	PerpNC6	Fixed	4.500%	Semi-annually
18-November-2020	KD 150	10NC5	Fixed/Floating	4.750% / CBK Discount rate + 3.000%	Semi-annually
24-November-2020 <sup>6</sup>	US\$300	10NC5	Fixed	2.500%	Semi-annually
24-February-2021 <sup>7</sup>	US\$700	PerpNC6	Fixed	3.625%	Semi-annually
15-September 2021 <sup>3</sup>	US\$1,000	6NC5	Fixed (Floating in year 6)	1.625%/SOFR + 105bps	Semi-annually

2. All share capital issuances of the Bank during the last five years are listed below:

Issue Date	Issue Type	Total Number of Shares	Value (KD '000)	Increase (%)	Type of Shares
2017	Bonus shares	295,872,375	29,588	5%	Ordinary shares
2018	Bonus shares	310,665,994	31,067	5%	Ordinary shares
2019	Bonus shares	326,199,294	32,620	5%	Ordinary shares
2020	Bonus shares	342,509,259	34,250	5%	Ordinary shares

2021	Bonus shares	359,634,722	35,964	5%	Ordinary shares
2022	Bonus Shares	377,616,458	37,762	5%	Ordinary Shares

<sup>1</sup> The Bank established a special purpose company (which was converted to a prescribed company with limited liability) in the Dubai International Financial Centre, NBK Tier 1 Financing Limited, for the issuance of the AT1 securities. The Bank in its capacity as the guarantor has unconditionally and irrevocably guaranteed the payment of the principal and interest in respect of the AT1 securities. Pursuant to the tender offer completed on 24 February 2021 and to the redemption notice published on 25 February 2021, the Bank has exercised its right to call the US\$700mn PerpNC6 notes and as such the notes were redeemed on 9 April 2021.

<sup>2</sup> Pursuant to the redemption notice published on 12 October 2020, the Bank has exercised its right to call the KD125mn 10NC5 bonds and as such the bonds were redeemed in full on 18 November 2020.

<sup>3</sup> The Bank established a special purpose company (which was converted to a prescribed company with limited liability) in the Dubai International Financial Centre, NBK SPC Limited, for the issuance of the global medium term notes. The Bank in its capacity as the Guarantor has unconditionally and irrevocably guaranteed the payment of the principal and interest in respect of the notes.

<sup>4</sup> The notes matured on 30 May 2022.

<sup>5</sup> The Bank established a special purpose company (which was converted to a prescribed company with limited liability) in the Dubai International Financial Centre, NBK Tier 1 Financing (2) Limited, for the issuance of the AT1 securities. The Bank in its capacity as the guarantor has unconditionally and irrevocably guaranteed the payment of the principal and interest in respect of the AT1 securities.

<sup>6</sup> The Bank established a prescribed company with limited liability in the Dubai International Financial Centre, NBK Tier 2 Limited, for the issuance of the Tier 2 notes. The Bank in its capacity as the guarantor has unconditionally and irrevocably guaranteed the payment of the principal and interest in respect of the Tier 2 securities.

<sup>7</sup> The Bank established a prescribed company with limited liability in the Dubai International Financial Centre, NBK Tier 1 Limited, for the issuance of the AT1 securities. The Bank in its capacity as the guarantor has unconditionally and irrevocably guaranteed the payment of the principal and interest in respect of the AT1 securities.

## CORPORATE SERVICE PROVIDER FEES

Maples Fund Services (Middle East) Limited acts as the corporate service provider of the Issuer (the "**Corporate Service Provider**"). The fees payable to the Corporate Service Provider in consideration for the provision of services are not expected to exceed U.S.\$2,000 per annum. For the avoidance of doubt, the Corporate Service Provider's fees will not be deducted from the proceeds of any envisaged issuance of the Notes.

## PRICING MECHANISM

Pricing takes place after a book-building process whereunder the Bank and its advisors will go on a series of investor meetings to discuss the issuance. The Notes will be priced based on a benchmark (typically a US Treasury rate) plus a market-driven margin. The maximum price range for the Notes will be set by an initial pricing thought ("**IPT**") and communicated to potential the investors via Bloomberg (or any other suitable electronic information service) which is eventually followed by a final price which will also be communicated to potential investors by Bloomberg (or any other suitable electronic information service) prior to closing the issue.