معلومات ما بعد الجلسة العامة العادية

بنك تونس العالمي

المقرّالإجتماعي: 18، شارع الولايات المتحدة الأمريكية بتونس

إثرانِعقاد الجلسة العامة العادية بتاريخ 29 افريل 2024 ينشر بنك تونس العالمي مايلي:

القرارات المعتمدة من قبل الجلسة العامة العادية

الموازنة بعد تخصيص النتيجة المحاسبية.

قائمة تطور الأموال الذاتيّية باعتبار قرار تخصيص النتيجة المحاسبية.

قائمة أعضاء مجلس الإدارة .

I- القرارات المعتمدة من قبل الجلسة العامة العادية

القرار الأول

بعد الاستماع إلى تقرير مجلس الإدارة وتقريري مراقبي الحسابات عن نشاط البنك خلال السنة المالية 2023 صادقت الجلسة العامة على تقرير مجلس الإدارة بكامل محتواه.

تمت الموافقة على هذا القرار بالإجماع

القرار الثاني

اطلعت الجاسة العامة على الميزانية وعلى جميع الحسابات والكشوف المتعلقة بالسنة المالية المنتهية في 31 ديسمبر 2023

تمت الموافقة على هذا القرار بالإجماع

القرار الثالث

بناء على أن الأرباح غير المجمعة المسجلة بالنسبة للسنة المالية 2023 حسب المعايير المحاسبية التونسية، و التي بلغت .14,444,573 دولار أمريكي و أن الرصيد المرحل من السنة الماضية بلغ -.64,824,402 دولار أمريكي فقد تقرر تخصيص مبلغ 79,268,975 دولار أمريكي كما يلي:

| دولار أمريكي | |
|--------------|---------------|
| 1,000,000 | احتياطي عام |
| 4,000,000 | توزيع أرباح * |
| 240,000 | صندوق اجتماعي |
| 74,028,975 | رصید مرحل |
| 79,268,975 | المجموع |

*مع الإشارة إلى أن عملية توزيع الأرباح ستتم من الأموال الذاتية غير الخاضعة للأداء والتي وقع تضمينها بقائمة الإيضاحات حول القوائم المالية المودعة بعنوان سنة 2013.

تمت الموافقة على هذا القرار بالإجماع

القرار الرابع

منحت الجلسة العامة أعضاء مجلس الإدارة مبلغا ماليا صافيا قدره 207 ألف دولار مقابل ممارسة نشاطهم في شكل منحة حضور وفقا للفصل 204 لمجلة الشركات التجاربة.

تمت الموافقة على هذا القرار بالإجماع

القرار الخامس

أبرأت الجلسة العامة ذمة أعضاء مجلس الإدارة إبراء تاما ونهائيا دون قيد في كل ما يتعلق بإدارة شؤون البنك للسنة المالية 2023.

تمت الموافقة على هذا القرار بالإجماع

القرار السادس

عملا بالمادة 20 من النظام الأساسي للبنك، قررت الجلسة العامة تعيين أعضاء مجلس إدارة البنك لمدة 3 أعوام القادمة تنتهي بانعقاد الجلسة العامة العادية التي تبت في السنة المالية 2026 كما يلي:

1. تجديد تسمية السادة الأعضاء مجلس الإدارة الآتي ذكرهم لفترة أخرى:

- محد فتحي الهويدي
 - خالد الزومان
 - ربيع سكرية

 - سمیر شبیل،

- 2. تعيين عضوين جديدين باقتراح من المؤسسة الأم "بنك برقان" في شخص السيدين:
 - محد الفقيه أحمد
 - و سامر عبوشی
- 3. تعيين عضوين مستقلين جديدين عملا بالقانون عدد 48 لسنة 2016 المؤرخ في 11 جويلية 2016 المتعلق بالبنوك والمؤسسات المالية الذي أوجب في فصله 47 على مجلس الإدارة أن يضم عضويين مستقلين على الأقل وهما:
 - السيد محد صالح سويلم،
 - و السيدة آمال بن رحال

تمت الموافقة على هذا القرار بالإجماع

القرار السابع

فوضت الجلسة العامة كل الصلاحيات لمن يحمل نظيرا أو نسخة أو مضمونا من هذا المحضر قصد إتمام إجراءات الإيداع والنشر وكل الموجبات القانونية كما أنها فوضت السيدة ابتسام الساحلي صاحبة بطاقة تعريف وطنية عدد 04644254 للقيام بإجراءات الإيداع لدى السجل الوطني للمؤسسات.

تمت الموافقة على هذا القرار بالإجماع

II. الموازنة بعد تخصيص النتيجة المحاسبية

TUNIS INTERNATIONAL BANK

BILAN APRES AFFECTATION

Arrêté au 31.12.2023 (Unités en US Dollars)

| | Désignation | Notes | 2023 | 2022 |
|-------------|---|-------|-------------|-------------|
| | | | | |
| AC 1 | Caisse et avoirs auprès de la BCT, CCP et TGT | 3 | 76 290 872 | 76 106 027 |
| AC 2 | Créances sur les établissements bancaires et | 4 | | |
| | financiers | | 326 353 235 | 311 094 384 |
| AC 3 | Créances sur la clientèle | 5 | 26 733 289 | 24 590 496 |
| AC 4 | Portefeuille titres commercial | 6 | 31 886 808 | 30 124 003 |
| AC 5 | Portefeuille d'investissement | 7 | 111 810 029 | 111 816 529 |
| AC 6 | Valeurs immobilisées | 8 | 1 315 352 | 1 442 096 |
| AC 7 | Autres actifs | 9 | 6 383 425 | 3 666 411 |
| | | | | |
| | TOTAL ACTIFS | | 580 773 010 | 558 839 946 |
| | | | | |
| PA 2 | Dépôts et avoirs des établissements bancaires et financiers | 10 | 178 457 668 | 166 586 022 |
| PA 3 | Dépôts de la clientèle | 11 | 211 575 655 | 216 815 092 |
| PA 5 | Autres passifs | 12 | 30 042 748 | 25 046 190 |
| | • | | | |
| | TOTAL PASSIFS | | 420 076 071 | 408 447 304 |
| | | | | |
| CP 1 | Capital | | 50 000 000 | 50 000 000 |
| CP 2 | Réserves | | 35 667 965 | 34 568 240 |
| CP 4 | Autres capitaux propres | | 1 000 000 | 1 000 000 |
| CP 5 | Résultats reportés | | 74 028 975 | 64 824 402 |
| | | | | |
| | TOTAL CAPITAUX PROPRES | 13 | 160 696 940 | 150 392 642 |
| | TOTAL CAPITAUX PROPRES ET PASSIFS | | 580 773 010 | 558 839 946 |

III. قائمة تطور الأموال الذاتيية باعتبار قرار تخصيص النتيجة المحاسبية

| TUNIS INTERNATIONAL BANK | Capital | Prime d'émission | Réserve légale | Réserve générale | Réserve spéciale d'investissement | Réserve de réévaluation | Réserve fond social | Résultats reportés | Résultat de l'exercice | Total |
|---|------------|------------------|----------------|------------------|--------------------------------------|----------------------------|------------------------|--------------------|---------------------------|-------------|
| Solde au 31/12/2022 Après affectation | 50 000 000 | 0 | 7 556 427 | 24 576 633 | 400 524 | 1 000 000 | 1 894 380 | 64 824 402 | 0 | 150 252 367 |
| Résultat 2023 | | | | | | | | | 14 444 573 | 14 444 573 |
| Solde au 31/12/2023 avant affectation | 50 000 000 | 0 | 7 556 427 | 24 576 633 | 400 524 | 1 000 000 | 1 894 380 | 64 824 402 | 14 444 573 | 164 696 940 |
| Affectation des résultats suivant décision de l'AGO du 29/04/2024 | | | | 1 000 000 | | | | 13 444 573 | -14 444 573 | 0 |
| Dividendes distribués | | | | | | | | -4 000 000 | | -4 000 000 |
| Variation Fond social | | | | | | | 240 000 | -240 000 | | 0 |
| Solde au 31/12/2023 Après affectation | 50 000 000 | 0 | 7 556 427 | 25 576 633 | 400 524 | 1 000 000 | 2 134 380 | 74 028 975 | 0 | 160 696 940 |

VI. قائمة أعضاء مجلس الإدارة

| Nom et Nationalité | Mandat en cours | CV |
|----------------------------------|-----------------|---|
| Mr. Mohamed Fekih Ahmed Tunisien | 2024-2026 | Chairman of the Board |
| Tunisien | | Chairman of Board Corporate Governance Committee |
| Président du Conseil | | |
| d'Administration de Tunis | | Chairman of United Gulf Financial Services - North Africa - (UGFS N.A.) - Tunisia |
| International Bank depuis le | | Chairman of SACEM Industries - Tunisia |
| 29 avril 2024 | | Board & Executive Committee Member/Chairman of the Credit & Risk Committee - Gulf Bank Algeria |
| | | Board Member and Chairman of Audit & Risk Committee - Ooredoo - Tunisia |
| | | Mr. Mohamed Fekih Ahmed was appointed Chairman of Tunis International Bank (TIB) during the Annual General Assembly held on April 29, 2024. He was occupying the post of Chief Executive Officer of Tunis International Bank. His banking working experience began with Citibank Tunis, prior to joining Tunis International Bank. During these years of increasing responsibilities within the KIPCO Group in various sectors, such as: Telecommunication, banking, investment, Mr. Fekih Ahmed was serving as Board Member of Wataniya Telecom, Algeria and Tunisia, and as Member of the Board and the Board credit committees of both FimBank Malta and London Forfeiting Company London), until May 2023, in addition to his responsibilities as Chief Executive Officer of Tunis International Bank. |
| | | Mr. Mohamed Fekih is holder of a BA from the University of Law, Political and Economic Sciences of Tunis and an MBA in Higher Management Studies from the Higher Institute of Management of Tunis (Diplôme de 3eme cycle de l'Institut Supérieur de Gestion de Tunis). He |
| | | has also participated in various courses and seminars with well-known international institutions in |
| | | the United States and Europe such as the High Performance Board Program (IMD Lausanne. |

| Nom et Nationalité | Mandat en cours | CV |
|---|------------------------------|---|
| Nom et Nationalité Mr. Rabih Soukarieh Libanais Membre du Conseil de la TIB depuis 2010 | Mandat en cours 2024-2026 | Member of the Board Member of the Board Nomination and Remuneration Committee Member of the Board Corporate Governance Committee Chief Executive Officer of Gulf Bank Algeria (AGB), Algeria, since August 2015. Board, Executive and Credit Committee Member of FIMBank p.l.c., Malta. Mr. Soukarieh has over 30 years of experience in the financial services industry and has been an employee of the KIPCO Group for more than 20 years. Prior to joining AGB, he has served as CEO of United Gulf Bank, Bahrain, between March 2012 and August 2015, Chairman and |
| | | CEO of Millennium Private Equity, Dubai, and CEO of United Gulf Financial Services - Qatar. Mr. Soukarieh also served as Group Chief Financial Officer of Wataniya Telecom Group of companies between December 2004 and December 2007. Mr. Soukarieh holds a Master's in Business Administration from Northeastern University and a Bachelor of Science in Finance from Indiana University, Bloomington, U.S.A. |

| Nom et Nationalité | Mandat en cours | CV |
|--|-----------------|---|
| Mr. Mohamed Fethi Houidi, Tunisien Membre du Conseil de TIB depuis 2006 | 2024-2026 | Member of the Board Member of the Board Audit Committee Chairman of the Board Nomination and Remuneration Committee Former Chairman of the Board of Ooredoo, Tunisia. |
| | | Mr. Houidi held high ranking duties in the Tunisian public sector. He was the Ambassador of Tunisia in Beirut from 2000 to 2002. Mr. Houidi holds a Doctorate degree in the Science of Communication from the University of Paris II and a Bachelor's degree in French Literature from the University of Paris Sorbonne, France. |

| Nom et Nationalité | Mandat en cours | CV |
|-----------------------|-----------------|--|
| Mr. Samir Chebil, | 2024-2026 | Member of the Board |
| Tunisien | | Member of the Board Risk Committee |
| Membre du Conseil TIB | | Member of the Board Remuneration Committee |
| depuis 2019 | | |
| | | Mr. Chebil held high-ranking duties at the World Bank and IMF dealing with various |
| | | strategic and financial sector issues as well as economic development topics and |
| | | potential reforms notably those related to countries in the Arab World and Africa |

| | (1993-2013). Mr. Chebil held teaching position as Distinguished Professional Lectures and Assistant Professor in the United States and Tunisia (George Washington University, Georgetown University, John Hopkins University, IHEC Tunis). Mr. Chebil taught both MBA and Executive Programs courses mainly in international finance, world economy, international banking, fundamentals of finance, and currency and banking crises in emerging markets, managerial economics, and financial derivatives. He received several teaching awards. Mr. Chebil holds a PhD and an MBA in the Finance field from the George. |
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|--|---|

| Nom et Nationalité | Mandat en cours | CV |
|-----------------------|-----------------|---|
| Mr. Khalid Al Zouman | 2024-2026 | Member of the Board |
| Koweitien | | Member of the Board Risk Committee |
| Membre du Conseil TIB | | Board Member of Burgan Bank Turkey |
| depuis 2012 | | Mr. Al Zouman is the Chief Financial Officer at Burgan Bank Group, Kuwait. |
| | | Mr. Al Zouman joined Burgan in 2000. Prior to joining Burgan, Mr. Al Zouman was a |
| | | Manager at Ernst & Young since 1988. During his experience in E&Y, Mr. Al |
| | | Zouman was trained for two years in the Pittsburgh office, Pennsylvania, where he |
| | | also passed his Certified Public Accountant (CPA) examination. |
| | | Mr. Al Zouman holds a degree in Computer Science from Kuwait University. |

| Nom et Nationalité | Mandat en cours | CV |
|--|-----------------|--|
| Mr. Mohamed Salah Souilem | 2024-2026 | Independent Board Member |
| Tunisien | | |
| Membre Indépendant du Conseil de la TIB depuis le | | Chairman of the Board Risk Committee |
| 29 avril 2024 | | Member of the Board Corporate Governance Committee |
| | | Mr. Mohamed Salah Souilem has over than 35 of experience in the financial and banking industry. He joined the Central Bank of Tunisia 1981, where he occupied key positions until his retirement early 2018. He has served as Managing Director of Monetary Policy and Managing Director of External Finances. |
| | | Mr. Souilem is a former independent Board Member of "Union Internationale des Banques (UIB)" and Chairman of its Board Risk Committee for two successive terms. |
| | | Mr. Souilem holds a Master's Degree in Management from l'Institut des Hautes Etudes Commerciaes – Carthage (IHEC) et participated in various courses and seminars in USA and Europe |
| | | |

| Nom et Nationalité | Mandat en cours | CV |
|---|-----------------|---|
| Mr. Ahmed Benghazi Tunisien Membre du Conseil de la TIB depuis Avril 2017 | 2024-2026 | Board Member Member of the Board Audit Committee Board Member in UGFS N.A. Managing partner of ABG, a consulting firm specialized in financial advisory. Mr. Benghazi was CEO of Axis Capital (now BMCE Capital Tunisia), a group of companies operating in brokerage, asset management and financial advisory, and managing Director of Fitch North Africa, first local rating company to operate in the region. Mr. Benghazi held various responsibilities in the ministry of development economy. He, amongst other tasks, contributed to the elaboration of the Tunisian Privatization program in the early nineties. Mr. Benghazi holds a Master's degree in public administration from Harvard University, J.F. Kennedy School of Government, a Master's degree from l'Ecole Nationale d'Administration, Tunis, and a Bachelor's degree in Economics from the University of Economic Sciences of Tunisia. |

| Nom et Nationalité | Mandat en cours | CV |
|--|-----------------|--|
| Mr. Samer Abbouchi, CFA Libanais | 2024-2026 | Member of the Board |
| Membre du Conseil TIB depuis le 29 avril 2024 | | Member of the Board Audit Committee |
| | | Group Senior Vice President Investment – KIPCO Group (Holding) since November 2023. |
| | | Board Member of Al Baraq Investment Group, Kuwait Board Member of Jordan Islamic Bank, First Jordan Investment Co and Global Investment House, Jordan, Saudi Arabia and Egypt |
| | | Before joining KIPCO in 2023, Mr. Samer Abbouchi has served as Deputy General Manager Strategic Investment and Corporate Finance Investment Banking in Gulf Bank Of Kuwait for the period 2017-2023. During 2006-2017, he held the position of SVP – Head of Investment in the Global Investment House – Kuwait. Mr. Abbouchi began his professional career in 2003 as Accountant then Team Leader at Ernest & Young – Kuwait. Mr. Abbouchi is a Chartered Financial Analyst, holder of BBA in Accounting for the American University, Beirut, London Executive MBA Program from London Business School - Dubai |

| Nom et Nationalité | Mandat en cours | CV |
|--------------------|-----------------|----|
|--------------------|-----------------|----|

| M A 1D D 1 1 | 2024 2026 | T 1 1 (D 1) (1) |
|-----------------------------|-----------|--|
| Mme Amel Ben Rahal | 2024-2026 | Independent Board Member |
| Tunisienne | | Chairman of the Board Audit Committee |
| Membre indépendant du | | Retired – Former CEO of the Financial Stability and Risk Prevention Department in the |
| Conseil de la TIB depuis le | | Central Bank of Tunisia 2012-2021. |
| 29 avril 2024 | | Joined Central Bank of Tunisia (CBT) in 1986 as Financial Analyst. During her professional |
| | | career at CBT, she has served as Head of Credit section, Deputy head of the Credit |
| | | Department. In 2011, she held the position of Director of the Governor Cabinet. |
| | | She was member in the board of various public companies and member of CBT internal |
| | | committees. She also attended various seminars and participated in a number of missions on |
| | | behalf of the CBT |
| | | Mrs. Ben Rahal holds an MBA in Advanced Banking Management Studies for IFID and a |
| | | BA in Finance from IHEC Carthage. |
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