

البنك الأهلي المتحد



ahli united bank

SUMMARY CIRCULAR TO SHAREHOLDERS OF AHLI UNITED BANK B.S.C.

(Incorporated in the Kingdom of Bahrain under
Commercial Registration No.: 46348)



BAHRAIN

KUWAIT

UAE

UNITED KINGDOM

EGYPT

IRAQ

OMAN

LIBYA

SUMMARY CIRCULAR TO SHAREHOLDERS OF AHLI UNITED BANK B.S.C.

in relation to the

VOLUNTARY CONDITIONAL OFFER TO ACQUIRE UP TO 100% OF THE ISSUED AND PAID UP ORDINARY SHARES OF AHLI UNITED BANK B.S.C. BY WAY OF A SHARE SWAP AT AN EXCHANGE RATIO OF 2.695 AUB SHARES FOR 1 NEW KFH SHARE BY KUWAIT FINANCE HOUSE K.S.C.P.

DISCLAIMER STATEMENT

THE OFFER DOCUMENT, THE CIRCULAR AND THE ACCEPTANCE AND TRANSFER FORM IN RESPECT OF THE OFFER HAVE BEEN FILED WITH THE CENTRAL BANK OF BAHRAIN IN THE KINGDOM OF BAHRAIN, IN ACCORDANCE WITH THE REQUIREMENTS OF THE CENTRAL BANK OF BAHRAIN RULEBOOK VOLUME 6, TAKEOVERS, MERGERS AND ACQUISITIONS MODULE.

THE CENTRAL BANK OF BAHRAIN, THE BAHRAIN BOURSE AND THE MINISTRY OF INDUSTRY AND COMMERCE, IN THE KINGDOM OF BAHRAIN, ASSUME NO RESPONSIBILITY FOR THE ACCURACY AND COMPLETENESS OF THE STATEMENTS AND INFORMATION CONTAINED IN THIS SUMMARY CIRCULAR AND EXPRESSLY DISCLAIM ANY LIABILITY WHATSOEVER FOR ANY LOSS HOWSOEVER ARISING FROM THE RELIANCE UPON THE WHOLE OR ANY PART OF THE CONTENTS OF THIS SUMMARY CIRCULAR.

DIRECTORS' DECLARATION

THE DIRECTORS OF AHLI UNITED BANK B.S.C. ("AUB"), ISSUING THIS SUMMARY CIRCULAR, JOINTLY AND SEVERALLY ACCEPT FULL RESPONSIBILITY FOR THE ACCURACY OF INFORMATION CONTAINED IN THIS SUMMARY CIRCULAR. TO THE BEST OF THE KNOWLEDGE AND BELIEF OF THE DIRECTORS, WHO HAVE TAKEN ALL REASONABLE CARE TO ENSURE THAT SUCH IS THE CASE, THE INFORMATION CONTAINED IN THIS SUMMARY CIRCULAR IS IN ACCORDANCE WITH THE TERMS OF THE OFFER RECEIVED FROM KUWAIT FINANCE HOUSE K.S.C.P. ("KFH") AND CONTAINS NO MATERIAL OMISSIONS LIKELY TO AFFECT THE IMPORTANCE AND COMPLETENESS OF THIS SUMMARY CIRCULAR.

AUB Shareholders should note that this document ("**Summary Circular**") is a summary of the circular dated 15 August 2022 issued by the AUB Board ("**Circular**") and should not rely on only this Summary Circular but should refer to the contents of the offer document dated 25 July 2022 prepared by KFH in connection with the Offer ("**Offer Document**") and the Circular. If you are in any doubt about the contents of this Summary Circular or any aspect of the Offer, you should consult a licensed securities dealer or licensed institution in securities, a bank manager, solicitor, professional accountant or other professional advisers. Terms not defined herein are defined in the Circular.

Ahli United Bank B.S.C.

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www.ahliunited.com

AUB Shareholders are hereby notified that the Circular, the Offer Document and the specimen of Acceptance and Transfer Form relating to the voluntary conditional offer by KFH to acquire up to 100% of the issued and paid up ordinary shares of AUB by way of a share swap at an exchange ratio of 2.695 AUB Shares for 1 New KFH Share (the **"Offer"**) were posted on the websites of AUB, the Bahrain Bourse (the **"BB"**) and the Boursa Kuwait (the **"BK"**) on 15 August 2022 (the **"Posting Date"**).

The Circular contains the following:

- (i) the letter to the AUB Shareholders from the AUB Board;
- (ii) the recommendation letter from the AUB Board to the AUB Shareholders; and
- (iii) the fairness opinion of the Professional Independent Adviser.

DISPATCH OF DOCUMENTS TO THE SHAREHOLDERS

The Circular and the Offer Document have been dispatched by mail to all AUB Shareholders whose names appear in the AUB share register as at the Record Date at their addresses as registered in the share register pursuant to the Central Bank of Bahrain Rulebook Volume 6, Takeovers, Mergers and Acquisitions Module.

AUB Shareholders may also obtain a copy of the Circular and the Offer Document from offices of the Receiving Agents, BB and Participating Branches in Bahrain being, the Seef Headquarters, Central Manama, Seef Mall Muharraq, Mercado Mall, Juffair Oasis Mall and Riffa branches (full details of which are set out in paragraph 8.2 of Part IV of the Circular).

Copies of the Acceptance and Transfer Form can be: (i) in Bahrain, obtained from the offices of the Bahrain Receiving Agents, the BB, the Participating Branches as well as procured and completed electronically at www.ipo.com.kw; and (ii) in Kuwait, procured and completed electronically at www.ipo.com.kw.

As noted above, the Circular, the Offer Document and a specimen of the Acceptance and Transfer Form are also available on AUB's website - <https://www.ahliunited.com>, BB's website - <https://www.bahrainbourse.com>, and BK's website - <https://boursakuwait.com.kw/>

Any AUB Shareholder who would like to receive the Offer documentation and announcements (including the Squeeze-Out Notice) shall send a request to the following email address: agent@sicobank.com.

Alternatively, any AUB Shareholder who wishes to receive a copy of the Circular, the Offer Document and the Acceptance and Transfer Form (as applicable, noting that AUB Shareholders of AUB BK Shares will procure and complete the Acceptance and Transfer Forms electronically at the following website: www.ipo.com.kw) may write to the Board Secretary of AUB at the registered office of AUB at Building 2495, Road 2832, Al Seef District 428, Manama, Kingdom of Bahrain or by email to corporate.secretary@ahliunited.com, in each case up to three (3) days prior to the Final Offer Closing Date. Such AUB Shareholders will be sent the documents by ordinary post at the AUB Shareholder's own risk.

KEY DATES

KFH Firm Intention Date	25 July 2022
Receipt of the Offer Document	25 July 2022
Latest Practicable Date	7 August 2022
Date of the Circular	15 August 2022
Posting Date of the Circular, the Offer Document and the Acceptance and Transfer Form to AUB Shareholders	15 August 2022
Last Trading Date	17 August 2022
Suspension Date	18 August 2022
Record Date for AUB BB Shares	21 August 2022
Record Date for AUB BK Shares	22 August 2022
Offer Opening Date	24 August 2022
Initial Offer Closing Date	7 September 2022 (subject to extension)
Offer to be declared unconditional in all respects	To be announced
Squeeze-Out Notices to Dissenting Shareholders sent / published ¹	To be announced
Final Offer Closing Date	To be announced
Release of New KFH Shares to AUB Shareholders ²	Effective Date
Effective Date ³	To be announced
End of Dissenting Shareholders 60-day Objection Period	To be announced
Release of New KFH Shares to Dissenting Shareholders	To be announced

1. KFH will deliver the Squeeze-Out Notice in the manner described in section 5.10 (*Compulsory Acquisitions (Squeeze-Out)*) of the Offer Document.
2. Subject to the approval of the CMA on issuance of the New KFH Shares and adhering to the applicable laws and regulations in Kuwait and Bahrain.
3. Subject to the Conditions Precedent of the Offer having been satisfied or (where applicable) waived and, where applicable, after the general assembly, described in section 5.7 (*Condition Precedents to the Offer*) of the Offer Document, is held.

DETAILS OF THE OFFER

<p>THE OFFEREE</p>	<p>AUB is registered with the MOIC under commercial registration number 46348 as a public Bahraini shareholding company whose ordinary shares are listed on the BB and BK.</p> <p>AUB is licensed by the CBB as a locally incorporated bank operating as a conventional retail bank and providing its client through its network of subsidiaries and associated companies with: (i) retail banking; (ii) corporate banking; (iii) treasury and investment services; (iv) private banking and wealth management services; and (v) Islamic banking products & services, besides offering conventional and Takaful life insurance products. AUB operates regionally through its subsidiaries, associates and branches in United Kingdom, Kuwait, Egypt, United Arab Emirates, Iraq, Libya and Oman.</p>
<p>SECURITIES FOR WHICH THE OFFER IS MADE</p>	<p>The Offer is to acquire AUB Shares that comprise up to 100% of AUB's issued and paid up share capital that is inclusive of 11,147,931,458 (eleven billion, one hundred and forty-seven million, nine hundred and thirty-one thousand and four hundred and fifty-eight) AUB Shares of a nominal value of USD0.25 each and any AUB shares that are issued, whether as dividend shares, or shares issued pursuant to AUB's employee stock option plan, after the date of the Offer Document, but before the Effective Date.</p>
<p>THE OFFEROR</p>	<p>KFH is registered in the State of Kuwait with MOCI under commercial registration number 26066 as a public Kuwaiti shareholding company whose ordinary shares are listed on the BK.</p> <p>KFH is licensed by the CBK as a locally incorporated bank operating as an Islamic Bank and provides wide range of banking Sharia'a compliant products and services, covering real estate, trade finance, investment portfolios, commercial, retail and corporate banking and is available in Kuwait, Kingdom of Bahrain, Kingdom of Saudi Arabia, Turkey, Malaysia and Germany.</p> <p>As at the date of the Offer Document, KFH has an authorised share capital of KWD1,348,570,712.700 and an issued and paid up share capital of KWD928,570,712.700 divided into 9,285,707,127 ordinary shares with a nominal value of KWDO.100 each.</p>
<p>SHAREHOLDING AND DEALINGS IN AUB</p>	<p>KFH has not purchased or sold AUB Shares during the 12-month period prior to the date of the Offer Document and does not hold any AUB Shares and has not held in the past any direct or indirect shareholding in AUB as of the date of the Offer Document. None of the directors of KFH hold AUB Shares as highlighted in section 10 (<i>Cross Shareholdings by the Offeror and its Directors in AUB</i>) of the Offer Document as of the date of the Offer Document.</p>

DETAILS OF THE OFFER (CONTINUED)

CONSIDERATION FOR THE OFFER	<p>The consideration for the Offer is the issue of New KFH Shares at the Exchange Ratio of 2.695 AUB Shares for 1 New KFH Share, provided that the Offer becomes unconditional after the fulfilment, or waiver (where applicable), of the Conditions Precedent. Please refer to section 5.4 of the Offer Document for further details.</p>
SHAREHOLDERS ELIGIBLE FOR THE OFFER	<p>AUB Shareholders whose names appear in the AUB Share register on the Record Date will be eligible to receive the Offer.</p>
SUSPENSION OF TRADING	<p>Trading in AUB Shares will be suspended for the duration of the Suspension Period commencing on the Suspension Date and continuing until the earlier of: (i) the date on which the Offer is discontinued due to failure in declaring it unconditional as to the Requisite Acceptances; (ii) the date on which the Offer is discontinued due to failure in declaring it unconditional in all respects; or (iii) the Effective Date (provided that in case the Offeror receives the Requisite Acceptances and exercises its rights to Squeeze-Out, the Suspension Period shall be automatically extended until the Dissenting Shareholder Effective Date).</p>
CONDITIONS PRECEDENT	<p>The implementation of the Offer will be subject to the fulfilment, or waiver, where applicable, by KFH of the following Conditions Precedent.</p> <ul style="list-style-type: none"> a) KFH having received acceptances in respect of AUB Shares representing at least 90% of the total outstanding share capital of AUB, which would result in total ownership by KFH of at least 90% of the total outstanding share capital of AUB. b) Receipt of all regulatory and statutory approvals, exemptions and/or waivers from the CBB and CMA as may be determined to be required in connection with the Offer, the acquisition of up to 100% of the issued ordinary shares of AUB and the issuance of the New KFH Shares. c) Receipt of all regulatory and statutory approvals, exemptions and/or waivers from any other regulatory or statutory authority as may be determined to be required in connection with the Offer and the acquisition of up to 100% of the issued ordinary shares of AUB. d) KFH completing all the steps required, and obtaining all regulatory approvals required, to complete a cross-listing of KFH shares on BB as at the Effective Date in line with the applicable rules and regulations of the CBB and BB.

**CONDITIONS PRECEDENT
(CONTINUED)**

- e) No material breach of the warranties given by AUB in the implementation agreement (to be entered into between KFH and AUB in respect of the Offer) having occurred during the period up to (and inclusive of) the Initial Offer Closing Date (provided, however, that if such breach is capable of remedy, and is remedied to the reasonable satisfaction of the non-breaching party prior to such date, this Condition Precedent shall not be deemed unsatisfied as a result solely of such breach).
- f) No Material Adverse Effect having occurred prior to, and being continued as at, the date on which the Offer would have been declared unconditional in all respects but for the occurrence of a Material Adverse Effect.

AUB Shareholders and/or potential investors of AUB should note that the Offer is subject to the satisfaction or, with the exception of Conditions Precedent (b) and (d) (as set out in section 5.7 of the Offer Document and as replicated above), waiver by KFH (where applicable) of the Conditions Precedent⁴ and is conditional upon, the Offer becoming or being declared unconditional in all respects.

Accordingly, the Offer may or may not become unconditional. AUB Shareholders and/or potential investors of AUB should therefore exercise caution when dealing in the securities of AUB. Persons who are in doubt as to the action they should take should consult their licensed brokers, dealers, solicitors, professional accountants or other professional advisers.

In the event the Requisite Acceptances are not received by the Initial Offer Closing Date, KFH reserves the right to waive condition (a) above and proceed to declaring the Offer unconditional in all respects (subject to the satisfaction or, where applicable, waiver of the other conditions), in which case KFH may either (i) proceed to settlement of the Offer after the Final Offer Closing Date; or (ii) announce that it intends to seek the delisting of AUB from BB and BK, and request that the AUB Board (subject to the approval of the CBB and other competent regulatory authorities in Bahrain), after the Final Offer Closing Date, invites the shareholders of AUB to convene a general meeting in order to consider and approve the delisting of AUB from the BB and the BK. All AUB Shareholders, other than the Offeror and persons acting in concert with the Offeror, including AUB Shareholders who accept the Offer, shall be eligible to vote their shares in such general meeting.

Details of the Compulsory Acquisitions (Squeeze-Out) process are set out in section 5.10 of the Offer Document which AUB Shareholders are urged to read.

4. KFH shall not waive the condition set out in (a) above (as set out in paragraph 2.6(a) of Part IV above in the Circular) unless, as at the Initial Offer Closing Date, KFH has received Acceptances which represent at least 50% of the total outstanding share capital of AUB.

DETAILS OF THE OFFER (CONTINUED)

OFFER PERIOD AND ACCEPTANCE PROCEDURES	<p>The Offer will be open for acceptance from 24 August 2022 to the Initial Offer Closing Date, being 7 September 2022 (as at the date of the Circular and subject to extension). The results of the Offer, as to Requisite Acceptances, will be communicated to the AUB Shareholders on the Initial Offer Closing Date. An acceptor will be entitled to withdraw his acceptance after 14 days from the Initial Offer Closing Date, if the Offer has not become unconditional as to Requisite Acceptances by that date.</p> <p>AUB Shareholders willing to accept the Offer are required to tender all of their AUB Shares and may not tender only a part of their AUB Shares. AUB Shareholders may potentially be holding the AUB Shares in one, or a combination, of the following forms:</p> <ul style="list-style-type: none">a) AUB Shares in Demat form held in a brokerage account with a registered broker in BB;b) AUB Shares in Demat form held in BC or KCC; and/orc) AUB Shares in physical form with an original share certificate only. <p>Please refer to sections 5.8 and 6 of the Offer Document for further details.</p> <p>Once all the Conditions Precedent have been fulfilled or waived (where applicable) and the Offer becomes unconditional in all respects, during or at the end of the Final Offer Closing Date, KFH will arrange to make an announcement to this effect in two newspapers in the Kingdom of Bahrain and the websites of the BB, BK, AUB and KFH.</p>
COMPULSORY ACQUISITIONS (SQUEEZE-OUT)	<p>Subject to receipt of valid Acceptances in respect of AUB Shares representing at least 90% or more of the total outstanding share capital of AUB and the satisfaction of the requirements under Article 319 bis I of the Commercial Companies Law and requirements under the TMA Module, KFH intends to exercise its right to compulsorily acquire all AUB Shares which are owned by the Dissenting Shareholders (which are AUB Shareholders who appear on the shareholder register of AUB as at the Record Date and who do not deliver valid Acceptances prior to the Final Offer Closing Date pursuant to Article 319 bis I of the Commercial Companies Law, and article TMA-3.4.4 of the TMA Module), within three months from the date of receipt of the Requisite Acceptances, being the period prescribed for compulsory acquisition under the Commercial Companies Law and the TMA Module. AUB Shareholders should note that the Requisite Acceptances shall not be deemed to have been received before the date on which the Offer is declared unconditional in all respects (and not any prior date).</p> <p>The Dissenting Shareholders shall receive a number of New KFH Shares which depends on the number of AUB Shares which they own at the Record Date and calculated at the Exchange Ratio (i.e. each Dissenting Shareholder</p>

<p>COMPULSORY ACQUISITIONS (SQUEEZE-OUT) (CONTINUED)</p>	<p>will receive one New KFH Share against each 2.695 AUB Shares which they own as at the Record Date).</p> <p>No later than 15 calendar days from the date on which the Offer is declared unconditional in all respects (and provided that KFH received the Requisite Acceptances prior to such date), KFH will issue to the Dissenting Shareholders the Squeeze-Out Notice in the form prescribed in Appendix TMA-E of the TMA Module. The Squeeze-Out Notice will be accompanied by a declaration from KFH confirming that the Requisite Acceptances have been received.</p> <p>The Squeeze-Out Notice will be issued by KFH to the Dissenting Shareholders in the following manner. The notice will be sent by registered mail to the address registered with the Central Registry of BB as at the Initial Offer Closing Date in respect of those Dissenting Shareholders whose details registered with the Central Registry of BB are up-to-date.</p> <p>AUB Shareholders are encouraged to update their details (including their registered address) with the Central Registry of BB as soon as possible and prior to the Initial Offer Closing Date.</p>
<p>ISSUANCE OF NEW KFH SHARES AND SETTLEMENT OF THE OFFER</p>	<p>The issuance of the New KFH Shares will be conducted and managed by the KCC and is subject to the CMA processes and approval. The KCC will liaise directly with the BC to create a shared electronic platform in order to enable the production of an AUB Shareholders register of the shareholders entitled to receive the New KFH Shares, whether in Kuwait or Bahrain, pursuant to the terms and conditions of the Offer.</p> <p>Two (2) Business Days prior to the Effective Date, in the first instance, the KCC will issue and credit the New KFH Shares in Kuwait to the AUB Shareholders holding the AUB BK Shares who have submitted a valid Acceptance and Transfer Form, however, the issued New KFH Shares will not be released to the AUB Shareholders until the Effective Date. AUB Shareholders should note that the two (2) Business Days' period reflects the timing required administratively for the transfer of the New KFH Shares with respect to the AUB Shareholders of AUB BB Shares to BB. For the avoidance of doubt, the Acquisition will be effected by way of an off-market trade through the KCC or the BC (as applicable) and not through a licensed exchange.</p> <p>On the Effective Date the KCC or BC, as the case may be, will release the New KFH Shares and the AUB Shareholders holding AUB BK Shares and who have submitted a valid Acceptance and Transfer Form will receive their New KFH Shares listed on BK and the AUB Shareholders holding AUB BB Shares will receive their New KFH Shares listed on BB. Each such AUB Shareholder will be added to the register of shareholders of KFH in respect of the New KFH Shares to which they are eligible. However, AUB Shareholders who accepted the Offer will not be able to trade the New KFH Shares allotted to them until five (5) Business Days after (and excluding) the Effective Date.</p>

DETAILS OF THE OFFER (CONTINUED)

ISSUANCE OF NEW KFH SHARES AND SETTLEMENT OF THE OFFER (CONTINUED)	<p>AUB Shareholders should note that on the Effective Date, the share register of KFH will be updated to reflect the ownership of both AUB Shareholders of AUB BK Shares and those holding AUB BB Shares who have submitted a valid Acceptance and Transfer Form. Actual ownership of the New KFH Shares and the attached entitlements will be effected for both AUB Shareholders holding AUB BK Shares and AUB BB Shares (and who have submitted a valid Acceptance and Transfer Form) on the Effective Date.</p> <p>Unless otherwise ordered by a competent court, Dissenting Shareholders shall receive the New KFH Shares after 60 days from the date of the Squeeze-Out Notice but before the end of three months after the day on which the Requisite Acceptances have been received and such Dissenting Shareholders will, as at such date, cease to own their respective AUB Shares which will be transferred to, and registered in the name of, KFH. The share register of KFH will be further updated to reflect the ownership of Dissenting Shareholders, however, such Dissenting Shareholders will not be able to trade the New KFH Shares allotted to them until five (5) Business Days after (and excluding) the Dissenting Shareholder Effective Date. Actual ownership of the New KFH Shares and the attached entitlements will be effected for any Dissenting Shareholder on the Dissenting Shareholder Effective Date.</p> <p>Allotment notices for each AUB Shareholder will be made available for collection at the KCC for AUB Shareholders of AUB BK Shares and the BC for AUB Shareholders of AUB BB Shares, during normal working hours starting from the Effective Date. Allotment notices will also be sent to the email provided by the AUB Shareholder in the Acceptance and Transfer Form.</p> <p>AUB Shareholders should note that the issuance of the New KFH Shares process may be subject to change or update as may be required by the CMA, KCC, CBB, CMSD, BC, BK and/or BB. Full and immediate disclosure will be made to the AUB Shareholders of any changes or updates that may occur after the date of the Offer Document.</p>
DELISTING OF AUB	<p>Upon completion of the Squeeze-Out, KFH will acquire 100% of the issued share capital of AUB, AUB will become a wholly-owned subsidiary of KFH and AUB and AUB will apply to the CBB to delist AUB from the BB and the BK in accordance with the terms of the TMA Module.</p> <p>In the event that KFH waives the Condition Precedent in respect of Requisite Acceptances (as set out in section 5.7(a) of the Offer Document), KFH may announce that it intends to seek the delisting of AUB from BB and BK and request that the AUB Board invites the shareholders of AUB (after obtaining the approval of the CBB and other competent regulatory authorities in Bahrain), after the Final Offer Closing Date, to convene a general meeting in order to consider and approve the delisting of AUB from the BB and the BK. All AUB Shareholders, other than the Offeror and persons acting in concert with the Offeror (including shareholders who accept the Offer) shall be eligible to vote their shares in such general meeting.</p>

<p>DELISTING OF AUB (CONTINUED)</p>	<p>In this scenario, AUB Shareholders who do not accept the KFH Offer should note that they will remain shareholders in a closed joint-stock company and will be exposed to the liquidity risk in relation their holding of AUB Shares with no exit option through the BB or the BK. Rights and obligation of such remaining AUB Shareholders will be governed by memorandum and articles of association of AUB, as amended following completion of the KFH Offer and the delisting of AUB.</p>																								
<p>DISCLOSURE OF INTEREST</p>	<p>AUB has no interest in the KFH Shares as at the Latest Practicable Date and has not undertaken any dealings in the KFH Shares in the last six months prior to the Latest Practicable Date.</p> <p>The following shows those Directors of AUB having direct or indirect shareholdings in the AUB Shares and/or the KFH Shares as at the Latest Practicable Date:</p> <table border="1" data-bbox="531 981 1426 1361"> <thead> <tr> <th data-bbox="531 981 1018 1061">Name of Director</th> <th data-bbox="1018 981 1235 1061">Number of AUB Shares*</th> <th data-bbox="1235 981 1426 1061">Number of KFH Shares*</th> </tr> </thead> <tbody> <tr> <td data-bbox="531 1061 1018 1106">Mr. Meshal AbdulAziz Alothman</td> <td data-bbox="1018 1061 1235 1106">0</td> <td data-bbox="1235 1061 1426 1106">0</td> </tr> <tr> <td data-bbox="531 1106 1018 1151">Mr. Mohammad Fouad Al-Ghanim</td> <td data-bbox="1018 1106 1235 1151">494,635,856</td> <td data-bbox="1235 1106 1426 1151">5,968,074</td> </tr> <tr> <td data-bbox="531 1151 1018 1196">Mr. Khalid Mohamed Najibi</td> <td data-bbox="1018 1151 1235 1196">474,202</td> <td data-bbox="1235 1151 1426 1196">0</td> </tr> <tr> <td data-bbox="531 1196 1018 1240">Mr. Abdulghani M.S.Y Behbehani</td> <td data-bbox="1018 1196 1235 1240">259,048,480</td> <td data-bbox="1235 1196 1426 1240">0</td> </tr> <tr> <td data-bbox="531 1240 1018 1285">Mr. Ahmad Ghazi Al-Abduljalil</td> <td data-bbox="1018 1240 1235 1285">0</td> <td data-bbox="1235 1240 1426 1285">0</td> </tr> <tr> <td data-bbox="531 1285 1018 1330">Mr. Abdullah Al Mudhaf</td> <td data-bbox="1018 1285 1235 1330">38,756,132</td> <td data-bbox="1235 1285 1426 1330">0</td> </tr> <tr> <td data-bbox="531 1330 1018 1361">Mr. Jamal Abdel Razzaq Al-Naif</td> <td data-bbox="1018 1330 1235 1361">0</td> <td data-bbox="1235 1330 1426 1361">0</td> </tr> </tbody> </table> <p>*Includes direct and indirect shareholdings (where indirect shareholdings include shareholdings of persons under guardianship and/or control of a Director of AUB).</p> <p>No Director of AUB has purchased or sold any AUB Shares or KFH Shares in the last six months prior to the Latest Practicable Date.</p> <p>Each member of the AUB Board as listed above intends to ACCEPT the Offer.</p> <p>The Professional Independent Adviser has no direct or deemed interest in the AUB Shares as at the Latest Practicable Date and has not dealt on its own account for value in AUB Shares during the period commencing six months prior to the Latest Practicable Date.</p> <p>The Professional Independent Adviser has no direct or deemed interest in the KFH Shares as at the Latest Practicable Date and has not dealt on its own account for value in KFH Shares during the period commencing six months prior to the Latest Practicable Date, other than KFH Shares held pursuant to hedging activities which are related to certain products facilitated for Citi’s clients. As of the Latest Practicable Date, KFH Shares held pursuant to such hedging arrangements totalled 1,648,244 KFH Shares (0.02% of KFH).</p>	Name of Director	Number of AUB Shares*	Number of KFH Shares*	Mr. Meshal AbdulAziz Alothman	0	0	Mr. Mohammad Fouad Al-Ghanim	494,635,856	5,968,074	Mr. Khalid Mohamed Najibi	474,202	0	Mr. Abdulghani M.S.Y Behbehani	259,048,480	0	Mr. Ahmad Ghazi Al-Abduljalil	0	0	Mr. Abdullah Al Mudhaf	38,756,132	0	Mr. Jamal Abdel Razzaq Al-Naif	0	0
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Mr. Jamal Abdel Razzaq Al-Naif	0	0																							

DETAILS OF THE OFFER (CONTINUED)

<p>FAIRNESS OPINION OF THE PROFESSIONAL INDEPENDENT ADVISER</p>	<p>Pursuant to article 2.2.1 of the TMA Module, Volume 6 of the CBB Rulebook, our Professional Independent Adviser has provided its advice to the Board of AUB as fully set out in Part VI of the Circular as to whether the Offer is, or is not, fair and reasonable.</p> <p>Citigroup Global Markets Limited has confirmed to AUB that it is an eligible professional advisor in accordance with the TMA and does not fall within In-Eligible Professional Adviser as prescribed in article 2.2.5 of the TMA.</p>
<p>RECOMMENDATION FROM THE BOARD TO THE SHAREHOLDERS OF AUB</p>	<p>Taking into consideration KFH’s statements made in the Offer Document and the opinion of the Professional Independent Adviser that the KFH Offer is fair and reasonable (as set out in Part VI of the Circular), THE BOARD IS UNANIMOUSLY OF THE OPINION THAT THE KFH OFFER IS FAIR AND REASONABLE. ACCORDINGLY, THE BOARD UNANIMOUSLY RECOMMENDS THAT THE AUB SHAREHOLDERS ACCEPT THE KFH OFFER TO ACQUIRE UP TO 100% OF THE ISSUED AND PAID UP ORDINARY SHARES OF AHLI UNITED BANK B.S.C. BY WAY OF A SHARE SWAP AT AN EXCHANGE RATIO OF 2.695 AUB SHARES FOR 1 NEW KFH SHARE BY COMPLETING THE ACCEPTANCE AND TRANSFER FORM IN ACCORDANCE WITH ITS TERMS.</p> <p>In the event the Requisite Acceptances are not received by the Initial Offer Closing Date and a general assembly meeting is convened (as described in paragraph 2.13 of Part IV of the Circular and in accordance with section 5.13 of the Offer Document), THE BOARD UNANIMOUSLY RECOMMENDS THAT THE AUB SHAREHOLDERS VOTE IN FAVOUR OF THE RELEVANT RESOLUTIONS WHICH WILL BE PROPOSED IN SUCH GENERAL MEETING TO CONSIDER THE DELISTING OF AUB.</p> <p>Detailed Board recommendation letter has been set out in Part V of the Circular.</p> <p>In case of any doubt, AUB Shareholders are also advised to seek independent professional advice, as deemed appropriate, prior to making any decision.</p>

KEY PARTIES

THE OFFEREE	THE OFFEROR	PROFESSIONAL INDEPENDENT ADVISER TO THE BOARD OF AUB
 <p>ahli united bank</p>	 <p>بيت التمويل الكويتي Kuwait Finance House</p>	 <p>citi</p>
<p>Ahli United Bank B.S.C. Building 2495, Road 2832, Al Seef District 428, P.O. Box 2424, Kingdom of Bahrain</p>	<p>Kuwait Finance House K.S.C.P. PO Box 24989, Safat 13110 Kuwait</p>	<p>Citigroup Global Markets Limited Unit Office-1, Level 7, Gate Precinct Building 2, Dubai International Financial Centre, P.O. Box 506560, Dubai, United Arab Emirates</p>

LEAD INTERNATIONAL LEGAL ADVISOR TO THE OFFEREE	LEGAL ADVISOR TO THE OFFEREE AS TO BAHRAINI AND KUWAITI LAW	ISSUE ADVISOR TO THE OFFEREE
 <p>Linklaters</p>	 <p>ASAR</p>	 <p>KPMG</p>
<p>Linklaters LLP 9th Floor, Currency House, Dubai International Financial Centre, P.O. Box 506516, Dubai, United Arab Emirates</p>	<p>ASAR - Al Ruwayeh & Partners 11th Floor, Al Rossais Tower, Building No. 283, Road No. 1704, Diplomatic Area 317, P.O. Box 20517, Manama, Kingdom of Bahrain</p>	<p>KPMG Fakhro WLL 12th Floor, Fakhro Tower P.O. Box 710, Manama Kingdom of Bahrain</p>

BAHRAIN RECEIVING AGENT, BAHRAIN EXECUTION ADVISOR AND CROSS LISTING ADVISOR TO THE OFFEROR	BAHRAIN RECEIVING AGENT	KUWAIT RECEIVING AGENT
 <p>S/CO سيكو Est 1995</p>	 <p>BahrainClear البحرين للمقاصة</p>	 <p>الضريبة الكويتية للمقاصة KUWAIT CLEARING COMPANY K.S.C.</p>
<p>SICO B.S.C.(c) – Receiving desk at the Bahrain Bourse 4th floor, Harbour Gate, Bahrain Financial Harbour, Manama, Kingdom of Bahrain</p>	<p>Bahrain Clear B.S.C.(c) (“BC”) 4th floor, Harbour Gate, Bahrain Financial Harbour, Manama, Kingdom of Bahrain</p>	<p>Kuwait Clearing Company K.S.C. (“KCC”) Ahmad Tower - 5th Floor, Sharq, Kuwait City, Kuwait</p>

