

بيت التمويل الكويتي
Kuwait Finance House



KUWAIT FINANCE HOUSE K.S.C.P.

(Incorporated in the State of Kuwait)

Commercial Registration Number 26066

**KUWAIT FINANCE HOUSE K.S.C.P. VOLUNTARY
CONDITIONAL OFFER TO ACQUIRE UP TO 100%
OF THE ISSUED ORDINARY SHARES OF AHLI
UNITED BANK B.S.C. BY WAY OF A SHARE SWAP
AT AN EXCHANGE RATIO OF 0.371 NEW KFH
SHARE FOR EACH 1 AUB SHARE OR 2.695 AUB
SHARES FOR 1 NEW KFH SHARE.**

Summary of the Offeror's Offer Document to the Offeree

The Offer Document is a Complex Document and the following is a Summary only and is qualified in its entirety by, and is subject to, the contents of the Offer Document

DISCLAIMER STATEMENT

THE CENTRAL BANK OF BAHRAIN, 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 THE OFFER DOCUMENT AND EXPRESSLY DISCLAIM ANY LIABILITY WHATSOEVER FOR ANY LOSS HOWSOEVER ARISING FROM THE RELIANCE UPON THE WHOLE OR ANY PART OF THE CONTENTS TO THE OFFER DOCUMENT.

DIRECTORS' STATEMENT

THE DIRECTORS OF KUWAIT FINANCE HOUSE K.S.C.P. ISSUING THIS ANNOUNCEMENT, WHOSE NAMES APPEAR BELOW, JOINTLY AND SEVERALLY ACCEPT FULL RESPONSIBILITY FOR THE ACCURACY OF INFORMATION CONTAINED IN THIS OFFER DOCUMENT. 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 THE OFFER DOCUMENT IS IN ACCORDANCE WITH THE FACTS AND CONTAINS NO OMISSIONS LIKELY TO AFFECT THE IMPORTANCE AND COMPLETENESS OF THE OFFER DOCUMENT.

Reference is made to the notice of Firm Intention to make an Offer issued by Kuwait Finance House K.S.C.P. (the “Offeror” or “KFH”) dated 25 July 2022 to Ahli United Bank B.S.C. (the “Offeree” or “AUB”)’s board of directors. Capitalised terms used herein and not defined have the meaning as defined in the Offer Document.

The Offer

KFH’s voluntary conditional offer to acquire up to 100% of the issued ordinary shares of AUB by way of a share swap and subject to the fulfilment, or waiver by KFH (where applicable), of the conditions outlined below (the “Offer”).

Dispatch of the Offer Document

KFH dispatched the Offer Document to the board of directors of AUB on 25 July 2022.

Pursuant to TMA-2.7.7 of the Central Bank of Bahrain (“CBB”) Rulebook, Volume 6, Takeovers, Mergers and Acquisitions Module (“TMA”), the Offer Document and the Offeree board circular must be sent to the Offeree shareholders by, or on behalf of, the Offeree within 21 calendar days of the date of receipt of the Offer Document by the Offeree.

The Offeror

Kuwait Finance House K.S.C.P.

PO Box 24989 Safat 13110 Kuwait
Telephone: + (965) 22445050

KFH is registered with the Ministry of Commerce and Industry in the State of Kuwait under commercial registration number 26066 as a Public Kuwaiti Shareholding Company whose ordinary shares are listed on Boursa Kuwait (the “BK”).

KFH is licensed by the Central Bank of Kuwait (the “CBK”) as a locally incorporated bank operating as an Islamic bank and provides a 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.

KFH has an authorized share capital of KWD 1,348,570,712.700 and an issued and paid-up share capital of KWD 928,570,712.700 divided into 9,285,707,127 ordinary shares with a nominal value of KWD0.100 each and 9,207,101,211 outstanding ordinary shares with a nominal value of KWD0.100 each.

Board of Directors of the Offeror	Title
Hamad Abdul Mohsen Al Marzouq	Chairman
Abdul Aziz Yacoub Alnafisi	Vice Chairman
Fahad Ali AlGhanim	Director
Muad Saud Al Osaimi	Director
Khaled Salem Al Nisf	Director
Noorur Rahman Abid	Independent Director
Hanan Yousef Ali Yousef	Director
Motlaq Mubarak Al-Sanei	Director
Salah Abdulaziz Al-Muraikhi	Director
Ahmed Meshari Al Faris	Independent Director
Hamad Abdullateef Al Barjas	Director
Mohammed Nasser Al Fouzan	Director

Management of the Offeror	Title
Abdulwahab Issa Al-Rushood	Acting Group Chief Executive Officer & Group Chief Treasury Officer
Shadi Ahmed Zahran	Group Chief Financial Officer
Khaled Yousif Al-Shamlan	Group Chief Retail, Private Banking Officer and Group General Manager Retail Banking
Ahmed Soud Al Kharji	Group Chief Corporate Banking Officer
Fahad Khaled Al-Mukhaizeem	Group Chief Strategy Officer
Gehad Mohamed El-Bendary	Group Chief Risk Officer
Zeyad Abdulla Alomar	Group Chief Human Resources Officer
Haitham Abdulaziz Alterkait	Group Chief Information Technology Officer
Abdullah Mohammed Abu Al-Hous	Group Chief Operations Officer
Wissam Sami El-Kari	Group Chief Internal Auditor
Dr Khaled Mohammed Al-Jumah	General Manager Group Legal

The Offeree

Ahli United Bank B.S.C.

Building 2495, Road 2832, Al Seef District 428
PO Box 2424, Manama
Kingdom of Bahrain

AUB is registered with the Ministry of Industry and Commerce in the Kingdom of Bahrain under commercial registration number 46348 as a Public Bahraini Shareholding Company whose ordinary shares are listed on the Bahrain Bourse (the “**BB**”) and BK.

AUB is licensed by the Central Bank of Bahrain (the “**CBB**”) as a locally incorporated bank operating as a conventional retail bank and providing its clients 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 and associates in United Kingdom, United Arab Emirates, Egypt, Kuwait, Iraq, Libya and Oman.

AUB has an issued and paid-up share capital of USD 2,786,982,864.50 divided into 11,147,931,458 ordinary shares with a nominal value of USD 0.25 each.

Details of securities for which the offer is made

The Offer is to acquire AUB shares that represent up to 100% of AUB’s issued share capital. That is inclusive (as of the date of the Offer Document) of 11,147,931,458 (eleven billion, one hundred and forty-seven million, nine hundred and thirty-one thousand and four hundred fifty-eight) AUB Shares of a nominal value of USD 0.25 each and any AUB shares that are issued, whether as dividends shares, shares issued pursuant to AUB’s employee stock option plan, after the date of the Offer Document, but before the Effective Date (the “**AUB Shares**”).

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.

Consideration for the Offer

The consideration for the offer is new shares in the Offeror at an exchange ratio of 1 New KFH Share for each 2.695 AUB Shares.

Conditions Precedent to the Offer

The implementation of the Offer will be subject to the fulfilment or waiver, where applicable, of the following Conditions Precedent. For the avoidance of doubt, the Offer shall not become unconditional unless the below Conditions Precedent are fulfilled or waived, where applicable, by KFH:

- 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 (the “**Requisite Acceptances**”).
- Receipt of all regulatory and statutory approvals, exemptions and/or waivers from the CBB and the Kuwait Capital Markets Authority 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 new KFH shares.
- 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 the KFH shares on BB as at the Effective Date in line with the applicable rules and regulations of the CBB and BB.
- (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 this Offer) having occurred during the period up to (and inclusive of) the Initial Offer Closing Date as such term is defined in the Offer Document (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 the Condition Precedent at (b) and (d) above, waiver by KFH (where applicable), of the Conditions Precedent¹, and is conditional upon the Offer becoming or being declared unconditional in all respects.

Accordingly, the Offer may or may not become unconditional. 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 shareholders who Accept the Offer, shall be eligible to vote their shares in such general meeting.

Offer expected timeline and key dates

The key dates for the Offer will be determined in accordance with the CBB's regulations and, in particular, the TMA. The timetable set out below will be announced by AUB and KFH in due course and will depend, amongst other things, on whether (and the dates on which) the Conditions are satisfied.

Event	Time and/or Date
Date of the Offer Document	25 July 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
Offer to be declared unconditional in all respects	To be announced
Squeeze-Out Notice to Dissenting Shareholders sent / published ⁽¹⁾	To be announced
Final Offer Closing Date	To be announced
Release of the New KFH Shares to accepting AUB Shareholders ⁽²⁾	Effective Date
Effective Date ⁽³⁾	To be announced
End of Dissenting Shareholders 60-day objection period	To be announced
Release of the New KFH Shares to Dissenting Shareholders	To be announced

Notes

- (1) KFH will deliver the Squeeze-Out Notice in the manner described in section 5.10 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 of the Offer Document, is held.

¹ KFH shall not waive the condition set out in (a) 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.

KFH Post Acquisition Strategy

Following the successful implementation of the Offer and Acquisition of shares, KFH intends to maintain AUB's commercial registration, however, KFH intends on changing AUB's name in due course to reflect its acquisition by KFH. AUB will continue to operate under normal course of business and maintain its operations as a wholly owned subsidiary of KFH where disruption to or cessation of any significant line of operations of AUB is not expected to occur as a result of the proposed acquisition of shares under the Offer.

KFH will, in due course following the successful implementation of the Offer, convert AUB into a closed Bahrain shareholding company

Given that KFH is a Sharia'a compliant institution and undertakes only Sharia'a compliant activities, the principal change to be implemented immediately post-Offer would be to commence the process of converting the subsidiaries of AUB in the Kingdom of Bahrain, Egypt, Iraq and the United Kingdom to Sharia'a compliant entities.

Following the successful completion of the Offer, KFH will seek all the approvals required to commence the process of converting AUB Kuwait to a digital bank. Immediately following the successful completion of converting AUB's business to be Sharia'a compliant, KFH will commence the process of conducting a statutory merger to merge its two wholly owned subsidiaries in Bahrain, being AUB and KFH Bahrain, to become "Kuwait Finance House – Bahrain". This merger would result in the assets and liabilities of KFH Bahrain being assumed by AUB, as per applicable law.

Procedures for accepting the Offer

All AUB Shareholders holding AUB BB Shares who are willing to accept the Offer will be required to submit the completed Acceptance and Transfer Form (along with the required documentation) to the Bahrain Receiving Agent or Participating Branches or submit them at the following link: www.ipo.com.kw during the Offer Period.

All AUB Shareholders holding AUB BK Shares who are willing to accept the Offer will be required to submit the required documentation at the following link: www.ipo.com.kw during the Offer Period.

Copies of the Offer Document can be obtained from the offices of the Receiving Agents, BB and the Participating Branches. An electronic copy of the Offer Document can be located at the following link: www.bahrainbourse.com or www.sicobank.com. Copies of the Acceptance and Transfer Form can be (i) in Bahrain, obtained from the offices of the Bahrain Receiving Agent, BB and the Participating Branches as well as the following link: www.ipo.com.kw; (ii) in Kuwait, provided and completed electronically at www.ipo.com.kw.

Offer finance sources

Excluding the impact of fractional entitlements, the consideration of the offer will be financed through an issue of up to 4,200,000,000 new shares in KFH (assuming the acquisition by KFH of 100% of AUB's share capital), which has been approved by the extra ordinary general assembly of KFH held on 25 July 2022. The final consideration number of new KFH shares will be determined and announced by KFH as part of the offer process.

**On behalf of the Board of Kuwait Finance House
K.S.C.P.**



Hamad Abdul Mohsen Al Marzouq
Chairman

Important note: Pursuant to TMA-2.20 and TMA-2.21, the Offeror's associates are reminded of the restrictions to dealing and to disclose all dealings in any securities of Ahli United Bank B.S.C.

Offeror

Kuwait Finance House K.S.C.P.

بيت التمويل الكويتي
Kuwait Finance House



Financial Advisor to the Offeror

Goldman Sachs International, Dubai
International Financial Centre (DIFC) Branch



Legal Advisor to the Offeror

Freshfields Bruckhaus Deringer LLP



Freshfields Bruckhaus Deringer

Bahrain Receiving Agent

Bahrain Clear B.S.C.(c)



Bahrain Receiving Agent, Bahrain Execution Advisor
and Cross Listing Advisor

SICO B.S.C.(c)



Kuwait Receiving Agent and Allotment Agent

Kuwait Clearing Company K.S.C.



1. PROCEDURES FOR ACCEPTING THE OFFER

1.1 FORM SUBMISSION

A. Acceptance submission procedures pertaining to AUB Shareholders holding AUB BB Shares

All AUB Shareholders holding AUB BB Shares who are willing to accept the Offer will be required to forward the following documentation to the Bahrain Receiving Agent or submit them at the following website: www.ipo.com.kw under the tab titled "Current IPOs and CI". AUB BB Shareholders may opt to submit their Acceptances in either detail form or simplified form as set out below:

Certain AUB Shareholders who are located in the United States will not be able to participate in the Offer. AUB Shareholders located in the United States must complete and return an executed US Investor Letter (as such term is defined in the Acceptance and Transfer Form) to the Bahrain Receiving Agent alongside their Acceptance and Transfer Form. The form of US Investor Letter can be requested from the Bahrain Receiving Agent by contacting agent@sciobank.com.

For detailed submissions by individuals

AUB Shareholders who are individuals and who wish to accept the Offer must submit the following documents:

- (a) the original signed Acceptance and Transfer Form;
 - (b) the original together with a copy, or Certified Copy, of the following two forms of identification:
 - (i) the individual's valid passport or valid international travel document; and
 - (ii) the individual's valid national identification card or an equivalent document;
 - (c) proof of permanent residential address. The proof can consist of a copy of a recent utility bill, bank statement or similar statement from another bank or financial institution licensed in the country, which have been issued within three months prior to their presentation, or official documentation, such as a smartcard, from a public/governmental authority, or a tenancy agreement;
 - (d) signature verification of the signature on the application (with a passport copy showing the specimen of the person signing the application form to suffice);
 - (e) proof of IN is required in the form of a BB investor card or statement of account, or a BB system print-screen or an allotment notice from a previous initial public offering in Bahrain of no earlier than 2006;
 - (f) original share certificates for those AUB Shareholders holding physical AUB Shares. Holders of physical AUB Shares that have been misplaced or damaged are required to obtain re-placements of such shares directly from BC prior to submitting their Acceptance and Transfer Form. As an alternative to physical AUB Shares, holders of lost or damaged physical AUB Shares may also approach BC to have such replacement shares issued in electronic form at no additional cost;
 - (g) a statement of account from BC or a BB registered broker in respect of AUB Shares held in electronic form;
- (h) the following additional documents are required when a person is signing on behalf of an individual AUB Shareholder by way of a power of attorney:
 - (i) the original or Certified Copy and copy of the valid passport or international travel document of the person applying and signing on behalf of the individual AUB Shareholder;
 - (ii) the original or Certified Copy and copy of the valid national identification card or an equivalent document of the person applying and signing on behalf of the individual AUB Shareholder; and
 - (iii) the original or Certified Copy and copy of the notarized (or where from outside the Kingdom of Bahrain, apostilled/legalized) power of attorney;
 - (i) the following additional documents are required for applications on behalf of Minors¹:
 - (i) the original or Certified Copy and copy of the valid passport or valid international travel document of the legal guardian applying and signing on behalf of the Minor;
 - (ii) the original or Certified Copy and copy of the government-issued valid national identification card or an equivalent document of the legal guardian applying and signing on behalf of the Minor; and
 - (iii) unless the legal guardian signing on behalf of the Minor is the Minor's father, the original or Certified Copy and copy of the proof of guardianship to the applying Minor.

For detailed submissions by institutions

All institutions must submit the following documentation:

- (a) the original signed Acceptance and Transfer Form;
- (b) a copy of a valid commercial registration certificate of the institution;
- (c) a copy of the memorandum and articles of association, or equivalent, of the institution;

¹ Guardians of Minors to ensure compliance with the Legislative Decree no. (7) of 1986 promulgating the Guardianship of Money Law and the Minor Fund Directorate (as defined in the law) document booklet and user guidelines, and to submit any consents required under such law.

- (d) the original together with a copy, or Certified Copy, of the following two forms of identification in respect of the individual signing on behalf of the institution:
 - (i) the individual's valid passport or valid international travel document; and
 - (ii) the individual's valid national identification card or an equivalent document;
- (e) signature verification of the signature on the application (with a passport copy showing the specimen of the person signing the application form to suffice);
- (f) proof of IN is required in the form of a BB investor card or statement of account, or a BB system print-screen, or an allotment notice from a previous initial public offering in Bahrain of no earlier than 2006;
- (g) original share certificates for those institutions holding AUB Shares in physical form. Holders of physical AUB Shares that have been misplaced or damaged are required to obtain re-placements of such shares directly from BC prior to submitting their Acceptance and Transfer Form. As an alternative to physical AUB Shares, holders of lost or damaged physical AUB Shares may also approach BC to have such replacement shares issued in electronic form at no additional cost;
- (h) a statement of account from BC or a BB registered broker in respect of their AUB Shares held in electronic form;
- (i) the original and copy of the document authorizing the person(s), whose signature(s) appear(s) on the Acceptance and Transfer Form to sign such document on behalf of the institution. Such a document can be either a power of attorney or a resolution of the board of the institution; and
- (j) if located in the United States, a completed and executed US Investor Letter.

All completed Acceptance and Transfer Forms, together with the required documentation, may be submitted electronically at the following website: www.ipo.com.kw under the table titled "Current IPOs and Cis" or physically at:

- (a) the desk of the Bahrain Receiving Agent listed in section 1.2 (The Receiving Agents and the Participating Branches) during the Offer Period; or
- (b) the Participating Branches listed in section 1.2 (The Receiving Agents and the Participating Branches) during the Offer Period.

The documents should be submitted no later than the close of business on the Initial Offer Closing Date. The Bahrain Receiving Agent may accept couriered applications that have been pre-agreed and pre-arranged with the Bahrain Receiving Agent

with Certified Copies and on the basis of receipt of such Acceptances by the Bahrain Receiving Agent prior to the Initial Offer Closing Date.

At the time of submission of a completed Acceptance and Transfer Form, the Bahrain Receiving Agent or the Participating Branches shall verify the validity of all copies of each participating AUB Shareholder's identification documents along with the submitted Acceptance and Transfer Form.

Following the electronic submission of a completed Acceptance and Transfer Form, the Bahrain Receiving Agent shall verify the validity of the submission and a notification shall be sent to the AUB Shareholder confirming receipt of the submission. Any AUB Shareholder holding BB Shares who has electronically submitted a completed Acceptance and Transfer Form but has not received such notification should contact the Bahrain Receiving Agent. All AUB Shareholders holding BB Shares and who make physical submissions will receive a copy of their Acceptance and Transfer Form at the time of application.

AUB Shareholders intending to accept the Offer and who hold AUB BB Shares that are mortgaged will have to provide original written clearance from the mortgagee in a form acceptable to the Offeror or the Bahrain Receiving Agent. The clearance must acknowledge that such AUB Shares shall be transferred to KFH pursuant to the Offer free from any and all charges, liens and other encumbrances, and that any encumbrances (including mortgages and attachments) on the sold AUB Shares will be transferred to the corresponding New KFH Shares owned by the relevant selling AUB Shareholder in the manner prescribed and provided for in the Acceptance and Transfer Form.

The following important directions should be followed when completing the Acceptance and Transfer Form:

- (a) Only the prescribed Acceptance and Transfer Form made available on the prescribed electronic platform or collected from the participating desk of the Bahrain Receiving Agent, or the Participating Branches should be used, and completed in full in accordance with the instructions contained therein.
- (b) In the case of joint owners of AUB Shares only one Acceptance and Transfer Form may be used and signed by all such joint owners.
- (c) In the case of any AUB Shares held by investment managers, the Acceptance and Transfer Form should be signed by the investment manager and sent along with a copy of the document reflecting the investment manager's position as the investment manager for the AUB Shareholder. The Acceptance and Transfer Form must state the beneficial owners of the AUB Shares and be provided together with their specific signed mandate.

For simplified submissions by institutions and/or individuals

All institutions and individuals holding AUB BB Shares and a valid IN may opt to submit their Acceptance in a simplified manner without requiring the documents set out above by submitting their Acceptance and Transfer Form electronically or physically in a simplified manner together with (i) two copies of valid identification (passport and National ID/CPR) and (ii) signature verification of the signature on the Acceptance and Transfer Form (passport signature page or equivalent).

Simplified submissions made by institutions should also provide proof of authority pertaining to the authorised signatory and a copy of the commercial registration certificate.

However, should institutions and individuals holding AUB BB Shares opt to submit their Acceptance in a simplified manner, upon receipt by such AUB BB Shareholders of the New KFH Shares, their New KFH Shares will not be available for trading until the rest of the documents listed above (as applicable to individuals or institutions) are submitted to the BC.

The Offeror and the Bahrain Receiving Agent reserve the right to reject any Acceptance and Transfer Form if:

- (a) the Acceptance and Transfer Form is not completed in all respects or is completed with incorrect information;
- (b) if it receives an Acceptance and Transfer Form from an AUB Shareholder located in the United States and such Acceptance and Transfer Form is not accompanied by a completed, accurate and executed US Investor Letter or the Bahrain Receiving Agent has reason to believe that any of the acknowledgements, representations, agreements and warranties contained in the US Investor Letter are inaccurate;
- (c) any of the information stated in this section 1.1 (Form Submission) is not included in or with the Acceptance and Transfer Form; or
- (d) the Acceptance and Transfer Form along with all of the above documents is received by the Bahrain Receiving Agent after the close of business on the Initial Offer Closing Date.

The Offeror and the Bahrain Receiving Agent reserve the right to accept, at its sole discretion, duly completed Acceptance and Transfer Forms where the information set out in this section 1.1 (Form Submission) has not been provided in its entirety but sufficient information and documentation has been provided or otherwise procured to comply with all applicable laws and regulations associated with know your client and anti-money laundering requirements and other laws and regulations applicable to the Offeror and the Offer have been complied with. AUB Shareholders who do not have an IN number will be required to obtain an IN number prior to any future transfer of

any New KFH Shares received pursuant to the Offer using BC Application Form Number 1(A) for individuals and 1(B) for institutions. Certain fees payable to BC may apply. AUB Shareholders who wish to trade any New KFH Shares received pursuant to the Offer on the BB in the future will be required, prior to such trading, to open a trading account with a registered broker and open an investor account with BC via BC Application Form Number (2) – Investor Account Opening Form. Subsequently, an AUB Shareholder may transfer the shares from the “CSD to the Broker” via the BC Application Form Number (6) - Transfer application between CSD and Broker. Certain fees payable to BC may apply. For the avoidance of doubt, this is not a requirement for Accepting the Offer.

AUB Shareholders holding AUB Shares in physical form must first submit the original share certificates and obtain an IN.

The AUB Shareholder holding AUB BB Shares who accepts the Offer shall:

- (a) consent to the passing on of any information about the AUB Shareholder to any relevant regulatory authorities (including but not limited to the Kuwait Clearing Company (“KCC”)) by the Bahrain Receiving Agent, the registrar, the Offeror or the Offeree (as the case may be) or their delegates and any on-ward transmission by those regulatory authorities of such information;
- (b) acknowledge that due to money laundering requirements operating within Bahrain, the Bahrain Receiving Agent, the Offeror or the Offeree (as the case may be) may require identification of the AUB Shareholder(s) and source of funds before the Acceptance and Transfer Forms indicating acceptance can be processed;
- (c) hold the Bahrain Receiving Agent, the Offeror or the Offeree (as the case may be) harmless and indemnified and shall keep them held harmless and indemnified against any loss arising from the failure to process the Acceptance and Transfer Form, if information as has been required from the AUB Shareholder has not been provided within the allotted time to the satisfaction of the party requesting such information;
- (d) understand and agree that any New KFH Shares to be issued to the AUB Shareholder may be retained pending the completion of any verification of identity required by the Bahrain Receiving Agent, the Offeror or the Offeree (as the case may be); and
- (e) consent to the deposit of any New KFH Shares to the brokerage account where their AUB shares were held prior to the Acquisition.

B. Acceptance submission procedures pertaining to AUB Shareholders holding AUB BK Shares

All AUB Shareholders holding AUB BK Shares who are willing to accept the Offer will be required to submit the following documentation at the following website: www.ipo.com.kw under the tab titled "Current IPOS and CIS". AUB Shareholders holding AUB BK Shares who require assistance may approach the offices of the Kuwait Receiving Agent.

Certain AUB Shareholders who are located in the United States will not be able to participate in the Offer. AUB Shareholders located in the United States must complete and return an executed US Investor Letter alongside their Acceptance and Transfer Form. The form of US Investor Letter can be requested from the Bahrain Receiving Agent by contacting agent@sciobank.com.

All institutions and individuals holding AUB BK Shares may submit their Acceptance and Transfer Form electronically together with:

- (a) the original signed Acceptance and Transfer Form;
- (b) a copy of one of the following forms of identification:
 - (i) the individual's valid passport or valid international travel document; and
 - (ii) the individual's valid national identification card or an equivalent document,
- (c) signature verification of the signature on the application (with a passport copy showing the specimen of the person signing the application form to suffice);
- (d) the following additional documents are required when a person is signing on behalf of an individual AUB Shareholder by way of a power of attorney:
 - (i) the original or Certified Copy and copy of the valid passport or international travel document or valid national identification card of the person applying and signing on behalf of the individual AUB Shareholder;
 - (ii) the original or Certified Copy and copy of the valid national identification card or an equivalent document of the person applying and signing on behalf of the individual AUB Shareholder; and
 - (iii) the original or Certified Copy and copy of the notarized (or where from outside the State of Kuwait, apostilled/ legalized) power of attorney;

In addition to the above, all institutions must also submit:

- (i) the original and copy of the document authorizing the person(s), whose signature(s) appear(s) on the Acceptance and Transfer Form to sign such document on behalf of the institution. Such a document can be either a power of attorney or a resolution of the board of the institution; and
- (ii) signature verification of the signature on the application (with a passport copy showing the specimen of the person signing the application form to suffice); and
- (iii) if located in the United States, a completed and executed US Investor Letter

The following additional documents are required for applications on behalf of Minors:

- (i) copy of the valid passport or valid international travel document or valid national identification card of the legal guardian (being the Minor's father) applying and signing on behalf of the Minor; and
- (ii) copy of the government-issued valid national identification card or an equivalent document of the legal guardian applying and signing on behalf of the Minor.

Any other legal guardianship arrangements should approach the Kuwait Receiving Agent to assist with the application.

All signed Acceptance and Transfer Forms should be submitted electronically through the following website: www.ipo.com.kw under the tab titled "Current IPOs and Cis" during the Offer Period.

The documents should be submitted no later than the close of business on the Initial Offer Closing Date.

Following the electronic submission of a completed Acceptance and Transfer Form, the Kuwait Receiving Agent shall verify the validity of the submission and a notification shall be sent to the AUB Shareholder confirming receipt of the submission. Any AUB Shareholder holding BK Shares who has electronically submitted a completed an Acceptance and Transfer Form but has not received such notification should contact the Kuwait Receiving Agent.

AUB Shareholders intending to accept the Offer and who hold AUB BK Shares that are mortgaged will have to provide original written clearance from the mortgagee in a form acceptable to the Offeror or the Kuwait Receiving Agent. The clearance must acknowledge that such AUB Shares shall be transferred to KFH pursuant to the Offer free from any and all charges, liens and other encumbrances, and that any encumbrances (including mortgages and attachments) on the sold AUB Shares will be transferred to the corresponding New KFH Shares owned by the relevant selling AUB Shareholder in the manner prescribed and provided for in the Acceptance and Transfer Form.

Noting that the Acceptance and Transfer Form will be submitted electronically through the electronic platform made available by the Kuwait Receiving Agent, the following important directions should be followed when completing the Acceptance and Transfer Form:

- (a) Only the prescribed Acceptance and Transfer Form made available on the prescribed electronic platform should be used and completed in full in accordance with the instructions contained therein.
- (b) In the case of joint owners of AUB Shares only one Acceptance and Transfer Form may be used and signed by all such joint owners.
- (c) In the case of any AUB Shares held by investment managers, the Acceptance and Transfer Form should be signed by the investment manager and submitted along with a copy of the document reflecting the investment manager's position as the investment manager for the AUB Shareholder. The Acceptance and Transfer Form must state the beneficial owners of the AUB Shares and be provided together with their specific signed mandate.

The Offeror and the Kuwait Receiving Agent reserve the right to reject any Acceptance and Transfer Form if:

- (a) the Acceptance and Transfer Form is not completed in all respects or is completed with in-correct information;
- (b) if it receives an Acceptance and Transfer Form from an AUB Shareholder located in the United States and such Acceptance and Transfer Form is not accompanied by a completed, accurate and executed US Investor Letter or the Kuwait Receiving Agent has reason to believe that any of the acknowledgements, representations, agreements and warranties contained in the US Investor Letter are inaccurate;
- (c) any of the information stated in this section 1.1 (Form Submission) is not included in or with the Acceptance and Transfer Form; or
- (d) the Acceptance and Transfer Form along with all of the above documents is received by the Kuwait Receiving Agent after the close of business on the Initial Offer Closing Date.

The Offeror and the Kuwait Receiving Agent reserve the right to accept, at its sole discretion, duly completed Acceptance and Transfer Forms where the information set out in this section 1.1 (Form Submission) has not been provided in its entirety but sufficient information and documentation has been provided or otherwise procured to comply with all applicable laws and regulations associated with know your client and anti-money laundering requirements and other laws and regulations applicable to the Offeror and the Offer have been complied with.

The AUB Shareholders holding AUB Shares in physical form with original share certificates shall deliver the original share certificate to the BK or the Receiving Agent and receive an IN prior to their submission of the Acceptance and Transfer Form.

The AUB Shareholder holding AUB BK Shares shall:

- (a) consent to the passing on of any information about the AUB Shareholder to any relevant regulatory authorities by the Kuwait Receiving Agent, the registrar, the Offeror or the Offeree (as the case may be) or their delegates and any onward transmission by those regulatory authorities of such information;
- (b) acknowledge that due to money laundering requirements operating within Kuwait, the Kuwait Receiving Agent, the Offeror or the Offeree (as the case may be) may require identification of the AUB Shareholder(s) and source of funds before the Acceptance and Transfer Forms can be processed;
- (c) hold the Kuwait Receiving Agent, the Offeror or the Offeree (as the case may be) harmless and indemnified and shall keep them held harmless and indemnified against any loss arising from the failure to process the Acceptance and Transfer Form, if information as has been required from the AUB Shareholder has not been provided within the allotted time to the satisfaction of the party requesting such information; and
- (d) understand and agree that any New KFH Shares to be issued to the AUB Shareholder may be retained pending the completion of any verification of identity required by the Kuwait Receiving Agent, the Offeror or the Offeree (as the case may be).

1.2 THE RECEIVING AGENTS AND THE PARTICIPATING BRANCHES

The Receiving Agents and the Participating Branches as set out below will receive the completed Acceptance and Transfer Forms together with the information stated in section 1.1 (Form Submission) (as applicable):

Bahrain Receiving Agent's addresses, contact details and opening times

No.	Name	Address	Telephone No.	Opening days	Operating hours
1	SICO B.S.C.(c) – Receiving desk at the BB	4th floor, Harbour Gate, Bahrain Financial Harbour, Manama, Kingdom of Bahrain	(973) 17515022	Sunday to Thursday	9:00am – 1:00pm
2	Bahrain Clear B.S.C.(c)	4th floor, Harbour Gate, Bahrain Financial Harbour, Manama, Kingdom of Bahrain	(973) 17108844	Sunday to Thursday	9:00am – 1:00pm

Participating Branches' addresses, contact details and opening times

No.	Branch name	Address	Telephone No.	Opening days	Operating hours
1	Seef Headquarters	Building 2495, Road 2832, Al Seef District 428	(973) 17585539/ 5813/5514	Sunday to Thursday	8:00am – 3:30pm
2	Central Manama	Bahrain car park commercial center, Manama, Building #126, Road 383, Block 316	(973) 17221855 /1736/ 1807	Saturday to Thursday	8:00am – 2:00pm
3	Seef Mall Muharraq	Seef Mall Muharraq in Arad Block 240	(973) 17562720	Saturday to Wednesday	9:00am – 4:30pm
4	Mercado Mall	Unit 112, Building 108, Road #79 Avenue 79, Block 575 Janabiyah	(973) 17562749	Saturday to Wednesday	9:00am – 4:30pm
5	Juffair Oasis Mall	Building 304, Road 2929, Block 341, Oasis Mall, Juffair	(973) 17579354	Saturday to Wednesday	9:00am – 4:30pm
6	Riffa Branch	Shops 122, 124, 126 & 128, Shaikh Ali Bin Khalifa Road, Block 903, East Riffa	(973) 17562722	Sunday to Thursday	8:00am – 3:30pm

Kuwait Receiving Agent's addresses, contact details and opening times

No.	Name	Address	Telephone No.	Opening days	Operating hours
1	Kuwait Clearing Company K.S.C.	Ahmad Tower 5th Floor, Sharq, Kuwait City	(965) 22464565	Sunday to Thursday	8:30am – 3:00pm

GENERAL INFORMATION

AUB Shareholders should note that only Acceptances that are not rejected will count towards the Requisite Acceptances.

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.

Allotment notices for each AUB Shareholder will be made available for collection at the KCC for AUB Shareholders holding AUB BK Shares and the BC for AUB Shareholders holding AUB BB Shares, during normal working hours starting from the Effective Date. Allotment notices will also be sent to the e-mail address provided by the AUB Shareholder in the Acceptance and Transfer Form.

Any queries regarding the application procedure should be directed to the Receiving Agents.

بيت التمويل الكويتي
Kuwait Finance House



AlMirqab Area, Abdulla Al-Mubarak Street
Kuwait City, Kuwait
PO Box 24989 Safat 13110 Kuwait
Telephone: + (965) 22445050
Fax: + (965) 22409414