THIS IS A PUBLIC OFFER TO SUBSCRIBE FOR SHARES IN A FREE ZONE COMPANY IN A PUBLIC SUBSCRIPTION IN THE UAE ONLY

A D N H Catering plc (the “Company”)

(a public company limited by shares incorporated in the Abu Dhabi Global Market (“ADGM”) and subject to the ADGM Companies Regulations 2020 (as amended))

Dated: 30 September 2024

The sale of 900,000,000 (nine hundred million) ordinary shares with a nominal value of AED 0.10 (ten fils) of the Company, representing 40% (forty per cent) of the total issued shares in the share capital of the Company (the **“Offer Shares”**), to be sold by the Company’s sole shareholder namely; Abu Dhabi National Hotels Company PJSC (the **“Selling Shareholder”**) in a public subscription in the United Arab Emirates (the **“UAE”**) only. The Selling Shareholder reserves the right to amend the size of the Offering and the size of any Tranche at any time prior to the end of the subscription period at its sole discretion, subject to the applicable laws of the UAE and the approval of the Securities and Commodities Authority in the UAE (**“SCA”** or the **“Authority”**). The offer price will be in AED and determined based on the offer price range (the **“Offer Price Range”**), which will be announced on the same day and before the opening of the Offer Period on 7 October 2024. The Offer Shares will be duly and validly issued as at the date of listing (the **“Listing”**) of the Shares on the Abu Dhabi Securities Exchange (the **“ADX”**).

The Company, a public company limited by shares incorporated in the ADGM pursuant to the ADGM Companies Regulations 2020 (as amended) (the **“Companies Regulations”**), has the pleasure to announce the public offer to subscribe for shares in a public subscription in the UAE (the **“Offering”**). The final offer price of the Offer Shares (**“Final Offer Price”**) and the final offer size (**“Final Offer Size”**) will be announced after the closing of the subscription of the Second Tranche.

Approval of the Competent Authorities

The SCA has approved the publication of this announcement. The SCA’s approval on the publication does not constitute an endorsement of the feasibility of investment nor a recommendation to subscribe for the Shares. This announcement shall be read in conjunction with the prospectus (the **“Prospectus”**). The SCA is not considered responsible for the accuracy, completeness or adequacy of the information contained in the Prospectus and the SCA does not bear any responsibility for any damages or losses incurred by any person as a result of relying on the Prospectus or any part of it. The members of the Company’s board of directors, jointly and severally, bear full responsibility regarding the validity of the information and data contained in the Prospectus, and they confirm, to the extent of their knowledge and belief, and subject to due diligence and after conducting reasonable inquiries, that there are no other facts or material information, which were not included in the Prospectus that renders any statement contained therein misleading to the subscribers or influencing their decision to invest.

Other than in the ADGM, the Shares have not been registered with any other regulatory authority in any other jurisdiction.

Selling Shareholder

The Selling Shareholder, Abu Dhabi National Hotels Company PJSC, owns, prior to the Offering, 100% of the shares of the Company (as defined below) with a nominal value of AED 0.10 (ten fils) each in the Company.

If all of the Offer Shares are subscribed for and allocated, and the Offer size is not increased, the Offer Shares will represent 40% (forty per cent) of the total issued ordinary shares in the capital of the Company (the **“Shares”**) (this percentage has been calculated based on the total number of Shares in the share capital of the Company).

Prior to this Offering, the Shares have not been listed on any financial market and there has been no public market for the Shares. Following the closing of the Offer Period in respect of the First Tranche, the Second Tranche and the Third Tranche and accepting the subscription for Shares, the Company will apply to list its Shares on the ADX.

Investment Risks

Investment in the Offer Shares involves a high degree of risk. Prospective Subscribers should carefully read the **“Investment Risks”** and the **“Important Notice”** sections of the Prospectus to inform themselves about factors that should be considered before investing in the Offer Shares.

Supervision and Regulation

A D N H Catering plc is a public company limited by shares incorporated in the ADGM. The ADGM is a financial free zone within the meaning of UAE Federal Law No. 8 of 2004 (the **“Financial Free Zones Law”**) and was established pursuant to UAE Federal Decree No. 15 of 2013. As a company incorporated in the ADGM, and in accordance with the Financial Free Zones Law, the Company is not subject to UAE federal civil and commercial laws. In particular, and without limitation, the Company is not subject to the provisions of the UAE Commercial Companies Law nor a variety of other legislation which applies to companies incorporated ‘onshore’ in the UAE. Instead, the Company is governed by applicable laws and regulations in the ADGM including the Companies Regulations.

In accordance with the ADGM legal framework applicable to public companies such as the Company, its primary constitutional document is its Articles of Association. Apart from various matters governed by the Companies Regulations and other ADGM legislation, the principal corporate governance and disclosure and transparency rules applicable to the Company are set out in the SCA Governance Guide, the provisions of the Chairman of Authority’s Board of Directors’ Decision no. 3 of 2000 concerning the regulations as to disclosure and transparency and in the Articles of Association and related documents (such as charters, policies and procedures adopted by the Board of Directors from time to time). The ADGM Board of Directors and, in certain circumstances, the ADGM Registration Authority has the power and authority to investigate violations of the Companies Regulations, including if it appears to it that there are circumstances suggesting that an ADGM company’s affairs are being or have been conducted in a manner which is unfairly prejudicial to some part of its members, and in certain cases to refer such violations to ADGM courts. Shareholders in ADGM companies may also directly seek injunctions from ADGM courts against acts in violation of the Companies Regulations or constitutional documents and can seek to recover damages for such violations from ADGM companies and their directors.

Pursuant to the ADX listing rules, ADX has the authority to apply the Governance Rules applicable to financial free zone companies such as the Company that list securities on ADX.

Investors should familiarize themselves with applicable ADGM laws and regulations, and the Company’s Articles of Association annexed to the Prospectus.

Overview of the Company

The Group is a leading food and support services provider in the UAE, with a market share of 28% of the Group’s addressable market in the UAE in 2023, with operations in the KSA via a joint venture with Compass Group.

The principal activities of the Group are the provision of:

- food services, including preparing and serving meals from on-site kitchens or the Group’s Central Production Facilities, as well as the Group Husk coffee, grab-and-go business, which represented 59% of the combined revenue of ADNH Catering Abu Dhabi, ADNH Catering Dubai and ADNH Catering Sharjah for the year ended 30 September 2023 and 62% of the combined revenue of ADNH Catering Abu Dhabi, ADNH Catering Dubai and ADNH Catering Sharjah for the nine months ended 30 June 2024 (the “Food Services Segment”); and
- support services, including general (non-technical) cleaning, housekeeping, pest control, laundry and the supply of manpower, drivers and other technical specialists, as well as procurement services for clients and the Group’s ZadSource, which represented 41% of the combined revenue of ADNH Catering Abu Dhabi, ADNH Catering Dubai and ADNH Catering Sharjah for the year ended 30 September 2023 and 38% of the combined revenue of ADNH Catering Abu Dhabi, ADNH Catering Dubai and ADNH Catering Sharjah for the nine months ended 30 June 2024 (the “Support Services Segment”).
- The Group operates across five sectors: defence, correctional, healthcare, business & industry (encompassing the energy and remote sub-sectors) and education (the **“Key Sectors”**), serving 262 clients in the year ended 30 September 2023, representing a 33% increase from the 197 clients served in the year ended 30 September 2021. As of 30 June 2024, the Group operated approximately 160 on-site kitchens (excluding those on vessels), serving over 11 million meals per month, and was contracted to clean approximately 160 facilities.

Food services and support services are people-led businesses and the Group’s workforce is at the heart of its operations. As of 30 June 2024, the Group’s workforce comprised over 17,000 members of staff, which are employed by the Selling Shareholder and utilised as part of the Group’s operations pursuant to the Intercompany Services Agreement entered into between the Group and the Selling Shareholder. The Group’s efforts in upholding staff wellbeing have been recognised by third parties, with the Group receiving the ‘Best Company to Work For - Large’ and ‘Best Retention & Recruitment Strategy’ awards at the UAE Employee Happiness Awards 2022/23 and are evident in the Group’s low workforce turnover rate of approximately 15% for the first six months of 2024, as compared to the average turnover rate in the food and cleaning services markets of approximately 40% for the same period.

Objectives of the Company

- Activities of head offices;
- Proprietary investment; and
- Activities of holding companies.

Shareholders

As at the date of the Prospectus:

Before Offering

Name	Nationality / Country of Incorporation	Type of shares	Number of shares owned	Total value of shares owned*	Ownership proportion
Abu Dhabi National Hotels Company PJSC	UAE	Ordinary	2,250,000,000	AED 225,000,000	100%

*Based on the nominal value.

After Offering

Name	Nationality / Country of Incorporation	Type of shares	Number of shares owned	Total value of shares owned*	Ownership proportion
Abu Dhabi National Hotels Company PJSC	UAE	Ordinary	1,350,000,000	AED 135,000,000	60%
Successful Subscribers at Listing	Various	Ordinary	900,000,000	AED 90,000,000	40%

*Based on the nominal value.

Company’s capital structure upon completion of the Offering

Upon the completion of the Offering and subject to no increase in the Offer Size, the Company’s paid-up share capital shall be AED 225,000,000, divided into 2,250,000,000 (two billion two hundred fifty million) Shares with a nominal value of AED 0.10 (ten fils) per Share.

Assuming all of the Offer Shares are allocated and the Offer size is not increased, the Selling Shareholder will hold in aggregate 60% (sixty per cent) of the total share capital of the Company, assuming that the Selling Shareholder sells all of the Shares being offered and the Offering size is not increased. The Company has presented its plan to SCA for the Selling Shareholder to offer 40% (forty per cent) of the total share capital of the Company. The Selling Shareholder reserves the right to amend the size of the Offering and size of any Tranche at any time prior to the end of the subscription period at its sole discretion, subject to the applicable laws of the UAE and the SCA’s approval.

No. of Selling Shareholder’s Shares:	**1,350,000,000 Shares**
No. of total Subscribers’ Shares (assuming all Offer Shares are allocated including all Tranches mentioned under the Prospectus):	**900,000,000 Shares**
Total:	**2,250,000,000 Shares**

Board of Directors

The Board consists of 7 Directors, 6 of whom are Non-Executive Directors, 1 which is an Executive Director and 4 of whom are independent Directors as set out below:

Name	Position	Year of appointment
Khalaf Sultan Al Dhaheri*	Chairman – Non-Executive Director	2024
H.E. Sheikh Ahmed Aldhahiri	Vice-chairman – Non-Executive Director	2024
Mohamed Khalaf Al Otaiba*	Non-executive Director	2024
Khalid Anib	Non-executive Director	2024
Darwish Ahmed Alketbi*	Non-executive Director	2024
Rauda Abdulla Aldhaheri*	Non-executive Director	2024
Clive Cowley	Executive Director	2024

* Denotes that the Director is considered “independent” under the Governance Rules. The business address of each of the Directors is: Assigned Desk 2323L, 23rd Floor, Sky Tower, Shams Abu Dhabi, Al Reem Island, Abu Dhabi, United Arab Emirates.

Key Terms of the Offering

Name of the Company: A D N H Catering plc (Free Zone Company)

- **Share capital:** The share capital of the Company as at the date of the Prospectus has been set at AED 225,000,000 divided into 2,250,000,000 (two billion two hundred fifty million) Shares paid-in-full, with the nominal value of each Share being AED 0.10 (ten fils).
- **Percentage, number and type of the Offer Shares:** 900,000,000 (nine hundred million) Shares, all of which are ordinary shares, all Shares are of the same class and shall carry equal voting rights and shall rank pari passu in all other rights and obligations, and which constitute of 40% of the Company’s issued share capital (this percentage has been calculated based on the total number of Shares in the capital as at the Listing date).
- **Offer Price Range per Offer Share:** The Offer Price Range will be in UAE Dirhams and announced prior to the day of opening the Offer Period and on the same day and before opening of the Offer Period on 7 October 2024.
- **Offer Period:** Commences on 7 October 2024 for the First Tranche, the Second Tranche and the Third Tranche and closes on 14 October 2024 for the First Tranche and the Third Tranche and on 15 October 2024 for the Second Tranche.
- **Receiving Banks**
  - Lead Receiving Bank: First Abu Dhabi Bank PJSC.
  - Receiving Banks: a list of Receiving Banks is attached in Annex 3 of the Prospectus .

Eligibility of the qualified categories of Subscriber to apply for the acquisition of the Offer Shares:

- **First Tranche:** The First Tranche of the Offering will be open to First Tranche Subscribers as described on the cover page of the Prospectus and the “Definitions and Abbreviations” section of the Prospectus. All Subscribers in the First Tranche must hold a NIN with ADX and a bank account number. 9.83% of the Offer Shares, representing 88,500,000 (eighty-eight million five hundred thousand) Shares are allocated to the First Tranche. The Selling Shareholder reserves the right to amend the size of the First Tranche at any time prior to the end of the subscription period at their sole discretion, subject to the approval of the SCA, provided that the subscription percentage of the Subscribers in the Second Tranche does not fall below 60% (sixty per cent) of the Offer Shares and the subscription percentage of the Subscribers in the First and the Third Tranche does not exceed 40% (forty per cent) of the Offer Shares in aggregate.
- **Second Tranche:** The Second Tranche of the Offering will be open to Second Tranche Subscribers as described on the cover page of the Prospectus and the “Definitions and Abbreviations” section of the Prospectus. All Subscribers in the Second Tranche must hold a NIN with ADX. 90% (ninety per cent) of the Offer Shares, representing 810,000,000 (eight hundred ten million) Shares are allocated to the Second Tranche. The Selling Shareholder reserves the right to amend the size of the Second Tranche at any time prior to the end of the subscription period at their sole discretion, subject to the applicable laws of the UAE and the approval of SCA, provided that the subscription percentage of the Subscribers in the Second Tranche does not fall below 60% of the Offer Shares and the subscription percentage of the Subscribers in the First and the Third Tranche does not exceed 40% of the Offer Shares in aggregate.
- **Third Tranche:** The Third Tranche of the Offering will be open to Third Tranche Subscribers as described on the cover page of the Prospectus and the “Definitions and Abbreviations” section of the Prospectus. All Subscribers in the Third Tranche must hold a NIN with ADX and a bank account number. 0.17% of the Offer Shares, representing 1,500,000 (one million five hundred thousand) Shares are allocated to the Third Tranche. The Selling Shareholder reserves the right to amend the size of the Third Tranche at any time prior to the end of the subscription period at its sole discretion, subject to the approval of the SCA, provided that the subscription percentage of the Subscribers in the Second Tranche does not fall below 60% (sixty per cent) of the Offer Shares and the subscription percentage of the Subscribers in the First Tranche and the Third Tranche does not exceed 40% (forty per cent) of the Offer Shares in aggregate.
- **Preferential rights to 10% of the total Offer Shares for Subscribers who are shareholders of ADNH at the Record Date:** Up to 10% (ten per cent) of the Offer Shares will be made available for allocation to ADNH Eligible Shareholder who apply in either the First Tranche or the Second Tranche only in priority to other applicants. Such persons will be identified by the cross-checking of applicant NINs against NINs of ADNH Eligible Shareholders. The ADNH Eligible Shareholders shall be accorded preferential rights to the Reserved Shares pro rata to their percentage holdings in ADNH as at the close of trading on 2 October 2024 (two days prior to the subscription commencement date). In case of over-subscription in the Reserved Shares, the balance of any application for Offer Shares in excess of the pro-rata entitlement to the Reserved Shares will be treated separately as a general application in the applicable Tranche on the basis of the size of the remaining unfulfilled order, and in accordance with the allocation policy for each relevant Tranche. In the event that the Reserved Shares are not fully subscribed, then the remaining Reserved Shares will become generally available to the First Tranche or the Second Tranche. Persons who acquire shares in ADNH after 2 October 2024 will not be entitled to any preferential allocation in the Reserved Shares. For the avoidance of doubt, applications by ADNH Eligible Shareholders in the Third Tranche will not qualify for priority allocation of Reserved Shares and shall be treated as applications of ADNH Group Eligible Employees.
- **Public subscription in the Offer Shares is prohibited as follows -** Public subscription is prohibited to any Subscriber whose investment is restricted by the laws of the jurisdiction where the Subscriber resides or by the laws of the jurisdiction to which the Subscriber is situated. It is the Subscriber’s responsibility to determine whether the Subscriber’s application for, and investment in, the Offer Shares conforms to the laws of the applicable jurisdiction(s).
- **Minimum Investment -** The minimum subscription in Offer Shares in the First Tranche has been set at AED 5,000 (five thousand UAE Dirhams) with any additional investment to be made in AED 1,000 (one thousand UAE Dirhams) increments. The minimum subscription for Offer Shares in the Second Tranche has been set at AED 5,000,000 (five million UAE Dirhams). The minimum subscription in Offer Shares in the Third Tranche has been set at AED 5,000 (five thousand UAE Dirhams) with any additional investment to be made in AED 1,000 (one thousand UAE Dirhams) increments.
- **Maximum Investment -** No maximum subscription in Offer Shares has been set.
- **Subscription by Selling Shareholder -** The Selling Shareholder may not subscribe for Offer Shares, whether directly or indirectly, or through any of its subsidiaries.
- **Lock-up period -** Pursuant to an underwriting agreement to be entered into between the Company, the Selling Shareholder and the Joint Bookrunners prior to the date of Listing (the **“Underwriting Agreement”**), the Shares held by the Selling Shareholder following Listing shall be subject to a lock-up which ends 180 days after the date of Listing.

Subscription Applications

Each Subscriber in the First Tranche and the Third Tranche may submit one subscription application only (i) in the case of a subscription application by a natural person, in his or her personal name (unless he or she is acting as a representative for another Subscriber, in which case the subscription application will be submitted in the name of such Subscriber); or (ii) in the case of a subscription application by a corporate entity, in its corporate name. In case a Subscriber submits more than one application in his or her personal name or its corporate name, the Receiving Banks and the Joint Lead Managers reserve the right to disqualify all or some of the subscription applications submitted by such Subscriber and not to allocate any Offer Shares to such Subscriber.

Subscribers must complete all of the relevant fields in the subscription application along with all required documents and submit it to any Receiving Bank together with the subscription amount during the Offer Period for the First Tranche and the Third Tranche.

The completed subscription application should be clear and fully legible. If it is not, the Receiving Banks shall refuse to accept the subscription application from the Subscriber until the Subscriber satisfies all the required information or documentation before the close of the subscription.

Subscription for Offer Shares would deem the Subscriber to have accepted the Articles of Association of the Company and complied with all the resolutions issued by the Company’s general meeting. Any conditions added to the subscription application shall be deemed null and void. No photocopies of subscription applications shall be accepted. The subscription application should only be fully completed after reviewing the Prospectus and the Company’s Articles of Association. The subscription application then needs to be submitted to any of the Receiving Banks’ branches mentioned herein or through electronic channels (see **“Electronic subscription”**).

The Subscribers or their representatives shall affirm the accuracy of the information contained in the application in the presence of the bank representative in which the subscription was made. Each subscription application shall be clearly signed or certified by the Subscriber or his or her representative.

The Receiving Bank and the Joint Lead Managers may reject subscription applications submitted by any Subscriber in the First Tranche and the Third Tranche for any of the following reasons:

- If the subscription application form is not complete or is not correct with regard to the amount paid or submitted documents (and no Offer Participant takes responsibility for non-receipt of an allotment of Offer Shares if the address of the subscribers is not filled in correctly);
- If the subscription application amount is paid using a method that is not a permitted method of payment;
- If the subscription application amount presented with the subscription application does not match the minimum required investment or the increments set for the First Tranche and the Third Tranche offer;
- If the completed subscription application form is not clear and fully legible;
- If the Manager's Cheque is returned for any reason;
- If the amount in the bank account mentioned in the subscription application form is insufficient to pay for the application amount mentioned in the subscription application form or the Receiving Bank is unable to apply the amount towards the application whether due to signature mismatch or any other reasons;
- If the NIN is not made available to ADX or if the NIN is incorrect;
- If the subscription application is found to be duplicated (any acceptance of such duplicate application is solely at the discretion of the Company and the Selling Shareholder);
- If the subscription application is otherwise found not to be in accordance with the terms of the Offering;
- If the Subscriber is found to have submitted more than one application (it is not permitted to apply in more than one of the First Tranche or the Second Tranche or the Third Tranche, nor is it permitted to apply in either Tranche more than once), any acceptance of such duplicate/multiple application(s) is solely at the discretion of the Company and the Selling Shareholder;
- If the Subscriber is a natural person and is found to have submitted the subscription application other than in his or her personal name (unless he or she is acting as a representative for another Subscriber);
- If a Subscriber has not adhered to the rules applicable to the First Tranche or the Second Tranche or the Third Tranche offers;
- If it is otherwise necessary to reject the subscription application to ensure compliance with the provisions of the Companies Regulations, the Articles of Association, the Prospectus or the requirements of the UAE Central Bank, the SCA or the ADX; or
- If for any reason FTS/SWIFT/online/mobile/ATM subscription Channels transfer fails or the required information in the special fields is not enough to process the application.

The Receiving Banks and the Joint Lead Managers may reject the application for any of the reasons listed above at any time until allocation of the Offer Shares and have no obligation to inform the subscribers before the notification of the allocation of Shares to such rejected Subscribers.

Method of subscription and payment for the First Tranche and the Third Tranche

A. Method of payment for First Tranche and the Third Tranche

The subscription application must be submitted by a Subscriber to any of the Receiving Banks listed in the Prospectus and the NIN with ADX and the Subscriber's bank account number must be provided, together with payment in full for the amount it wishes to use to subscribe for the Offer Shares, which is to be paid in one of the following ways:

- Certified bank cheque (Manager's Cheque) drawn on a bank licensed and operating in the UAE, in favour of **"ADNHC IPO Subscription"**;
- Debiting a Subscriber's account with a Receiving Bank; or
- Electronic subscriptions (please refer to the section on Electronic subscription below).

Details of the Subscriber's bank account must be completed on the subscription application form even if the application amount will be paid by Manager's Cheque.

The subscription amount may not be paid or accepted by a Receiving Bank using any of the following methods:

- In cash;
- Cheques (not certified); or
- Any other mode of payment other than mentioned above.

Please refer to Annex 3 for the Receiving Bank's participating branches.

B. Electronic subscription (E-subscription)

The Receiving Banks may also have their own electronic channels (ATMs, on-line internet banking applications, mobile banking applications, etc.) interfaced with the ADX eKtetab IPO system. By submitting the electronic subscription application, the customer submitting the application is accepting the Offering terms and conditions on behalf of the Subscriber and is the relevant Receiving Bank to pay the total subscription amount by debiting the amount from the respective bank account of the customer and transferring the same to the Offer account in favour of **"ADNHC IPO Subscription "** held at the Receiving Bank, as detailed in the subscription application. The submission of an electronic application will be deemed to be sufficient for the purposes of fulfilling the identification requirements and accordingly, the supporting documentation in relation to applications set out elsewhere in the Prospectus will not apply to Electronic Applications under this section. Notification of the final allocation of Offer Shares and the refund of proceeds for unallocated Offer Shares (if any) and any profit thereon following the closing of the Offer Period and prior to the Listing of the Shares shall be performed solely by, and processed through, the Receiving Bank in which the electronic subscription application was submitted.

Subscription applications may also be received through UAE Central Bank Fund Transfer (**"FTS"**) mode. The investor choosing the FTS method will be required to provide their valid NIN with ADX along with the value of Offer Shares subscribed for in the special instructions field.

ADX ePortal Subscription:

For applying through ADX ePortal Subscriptions:

Please access -

For Arabic – https://www.adx.ae/Arabic/Pages/ProductsandServices/ipo.aspx

For English – https://www.adx.ae/English/Pages/ProductsandServices/ipo.aspx

Please refer to the "ADX IPO ePortal Subscription Instructions" page and follow the instructions.

Click on the IPO Subscription Link provided to subscribe for the First Tranche and the Third Tranche.

If you have any queries about any of the above, please reach out via telephone on 800-ADX(239) or via email on info@adx.ae..

FAB EIPO-Subscription

- Access
  English:
  https://www.bankfab.com/v1/en-ae/investment-banking/iposubscription
  Arabic:
  https://www.bankfab.com/v1/ar-ae/investment-banking/iposubscription
- Please refer to the "How to subscribe page" and follow the instructions and submit subscriptions for the First Tranche and the Third Tranche.

FAB Mobile Banking application is available for FAB clients.

If you need any support, please call FAB Call Centre at +971 2 616 1800.

ADCB EIPO – Subscription

Process Steps:

1 ADCB customers to visit the https://www.adcb.com/ADNHCatering and click IPO Subscription Link

Step # 2 Complete login authentication (Customer ID, Mobile Number and OTP)

Step # 3 Enter NIN Number

Step # 4 Select Broker, Enter Subscription Amount, Select Account and Submit.

If you need any support, please call ADCB Call Centre at 600 50 2030 or +971 2 621 0090.

ADIB EIPO -Subscription

ADIB's electronic subscription channels, including online internet banking, are accessible via ADIB's official website www.adib.ae and mobile banking app. These are duly interfaced with the ADX database and are only available to ADIB account holders.

ADIB account holders will access ADIB's electronic subscription channels with their relevant username and password and this will be deemed to be sufficient for the purposes of fulfilling the identification requirements.

ADIB account holders complete the electronic application form relevant to their Tranche by providing all required details including an updated ADX NIN, an active ADIB account number, the amount they wish to subscribe for, and by selecting the designated brokerage account.

By submitting the electronic subscription form, the ADIB account holder accepts the Offering terms and conditions, authorizes ADIB to debit the amount from the respective ADIB account and to transfer the same to the IPO account in favour of the issuer account held at ADIB, as detailed in the subscription application.

ADIB account holders with a successful subscription automatically receive an acknowledgement of receipt by email and have to keep this receipt until they receive the allotment notice.

In case of any issues or support, please contact ADIB call centre at +971 2 652 0878.

ENBD EIPO Subscription

Account holders with Emirates NBD Bank can subscribe via the bank's online internet banking and mobile application channel as well as through ATMs. Eligible persons can access Emirates NBD Bank's ATMs with their debit card, and online banking or mobile application using their relevant username and password (as is customary with these channels). This will be deemed sufficient for the purposes of identification and accordingly the supporting documentation in relation to application set out elsewhere in the Prospectus will not apply to electronic applications.

Subscribers without an Emirates NBD Bank account, who are either in the UAE or outside the UAE, can subscribe through the dedicated IPO website https://IPO.EmiratesNBD.com and pay through Online Banking via the UAE Central Bank Payment Gateway ("PGS") or through UAE Central Bank Fund Transfer ("FTS") or SWIFT.

In case of any issues or support, please contact the dedicated Emirates NBD Bank IPO team through our call center 800 ENBD IPO (800 3623 476).

ENBD EIPO - Subscription (General Terms)

Submitting the electronic subscription application, the customer is accepting the offering terms and conditions on behalf of the subscriber and authorize Emirates NBD Bank PJSC to retrieve Investor details from ADX Market to submit the subscription application and pay the total subscription amount by debiting the amount from the respective bank account of the customer and transferring the same to the offer account in favor of "ADNHC PLC - IPO" held at the Emirates NBD Bank PJSC.

The submission of an electronic application will be deemed to be sufficient for the purposes of fulfilling the identification requirements and accordingly, the supporting documentation in relation to applications set out elsewhere in the prospectus will not apply to electronic applications under this section.

Notification of the final allocation of offer shares and the refund of proceeds for unallocated offer shares (if any) and any returns thereon following the closing of the offer period shall be performed solely by, and processed through, the receiving banks in which the electronic subscription application was submitted.

In the event any of the Subscribers do not comply with the Prospectus, especially in relation to the electronic subscription, neither the ADX, the Selling Shareholder, the Company, the Board, Emirates NBD Bank PJSC shall in anyway be liable for the use of the electronic subscription facility by the customer of the bank or the Subscriber, the debiting of the customer account of the Receiving Banks, in respect of all and any losses or damages suffered, directly or indirectly as a result of the electronic subscription facility.

EIB – EIPO Subscription

Account holders with Emirates Islamic Bank can subscribe via the bank's mobile application channel as well as through ATMs. Eligible persons can access Emirates Islamic Bank's ATMs with their debit card, and mobile application using their relevant username and password (as is customary with these channels). This will be deemed sufficient for the purposes of identification and accordingly the supporting documentation in relation to application set out elsewhere in the Prospectus will not apply to electronic applications.

In case of any issues or support, please contact EIB call center 043160066.

EIB EIPO Subscription (General Terms)

Submitting the electronic subscription application, the customer is accepting the offering terms and conditions on behalf of the subscriber and authorize Emirates Islamic Bank PJSC to retrieve Investor details from ADX Market to submit the subscription application and pay the total subscription amount by debiting the amount from the respective bank account of the customer and transferring the same to the offer account in favor of "ADNHC PLC - IPO" held at the Emirates Islamic Bank PJSC.

The submission of an electronic application will be deemed to be sufficient for the purposes of fulfilling the identification requirements and accordingly, the supporting documentation in relation to applications set out elsewhere in the prospectus will not apply to electronic applications under this section.

Notification of the final allocation of offer shares and the refund of proceeds for unallocated offer shares (if any) and any returns thereon following the closing of the offer period shall be performed solely by, and processed through, the receiving banks in which the electronic subscription application was submitted.

In the event any of the Subscribers do not comply with the Prospectus, especially in relation to the electronic subscription, neither the ADX, the Selling Shareholder, the Company, the Board, Emirates Islamic Bank PJSC shall in anyway be liable for the use of the electronic subscription facility by the customer of the bank or the Subscriber, the debiting of the customer account of the Receiving Banks, in respect of all and any losses or damages suffered, directly or indirectly as a result of the electronic subscription facility.

Important dates relevant to the methods of payment of the subscription amounts

- Subscription amounts paid by way of cheque must be submitted by 12pm (midday) on 11 October 2024 (2 working days prior to the Closing Date).
- Subscription applications received through PGS, FTS and SWIFT must be made before 5pm on 12 October 2024 (1 working day prior to the Closing Date).

Documents accompanying Subscription Applications

Subscribers shall submit the following documents along with their subscription application forms:

- The original and a copy of a valid passport or Emirates ID; and
- In case the signatory is different from the Subscriber:
- The duly notarized power of attorney held by that signatory or a certified copy by UAE-regulated persons/bodies, such as a notary public, or as otherwise duly regulated in the country;
- The original passport/Emirates ID of the signatory for verification of signature and a copy of the original passport/Emirates ID; and
- a copy of the passport/Emirates ID of the Subscriber for verification of signature; or
- In case the signatory is a guardian of a minor, the following will be submitted:
  - Original and copy of the guardian's passport/Emirates ID signature;
  - Original and copy of the minor's passport; and
  - If the guardian is appointed by the court, original and copy of the guardianship deed attested by the court and other competent authorities (e.g. notary public).

For corporate bodies including banks, financial institutions, investment funds and other companies and establishments:

- **UAE registered corporate bodies:**
  - The original and a copy of a trade license or commercial registration for verification or a certified copy by one of the following UAE-regulated persons/bodies; a notary public or as otherwise duly regulated in the country;
  - The original and a copy of the document that authorizes the signatory to sign on behalf of the Subscriber and to represent the Subscriber, to submit the application, and to accept the terms and conditions stipulated in the Prospectus and in the subscription form; and
  - The original and a copy of the passport/Emirates ID of the signatory.
- **Foreign corporate bodies:** the documents will differ according to the nature of the corporate body and its domicile. Accordingly, please consult with the Joint Lead Managers to obtain the list of required documents.

Notice of Allocation

A notice to successful Subscribers in the First Tranche and the Third Tranche will be sent by way of SMS initially confirming allocation of offered Shares to them. This will be followed by a notice setting out each Subscriber's allocation of Offer Shares, which will be sent by registered mail or via e-mail to the registered address in the subscription application to each Subscriber.

Investment Risks

Investment in the Offer Shares involves a high degree of risk. Prospective Subscribers should carefully read the "Investment Risks" section of the Prospectus to inform themselves about factors that should be considered before investing in the Offer Shares.

Timetable for Subscription and Listing:

Event	Date
Price range announcement and offering commencement date (The Offer Period for the First Tranche and the Third Tranche shall continue for 7 (seven) days, including Saturdays, for the purposes of accepting Subscribers' applications)	7 October 2024
Closing Date of the First Tranche and the Third Tranche	14 October 2024
Closing Date of the Second Tranche	15 October 2024
Announcement of Final Offer Price	16 October 2024
Allocation of Second Tranche	16 October 2024
Allocation of First Tranche and the Third Tranche. SMS Confirmation to all successful First Tranche Subscribers and Third Tranche Subscribers and commencement of refunds of investment surplus to the Subscribers and commencement of dispatch of registered mail relating to allotment of shares	21 October 2024
Expected date of Listing the Shares on the ADX	23 October 2024

The Prospectus and the details of this Offering are also available on the following website:

https://ipo.adnhc.me

The attention of Subscribers is drawn to the "Risk Factors" and "Important Notice" of the Prospectus, which should be carefully considered prior to submitting a subscription application.

Name and Contact Details of the Offer Participants

JOINT LEAD MANAGERS

First Abu Dhabi Bank PJSC
FAB Building
Khalifa Business Park – Al Qurm District
P.O. Box 6316
Abu Dhabi, United Arab Emirates

Emirates NBD Capital PSC
1st Floor, Emirates NBD Head Office Building, Baniyas Road, Deira
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Tel: +971 4 201 2940

Abu Dhabi Commercial Bank PJSC
ADCB Head Office
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P.O. Box 939
Abu Dhabi, United Arab Emirates

LEAD RECEIVING BANK

First Abu Dhabi Bank PJSC
FAB Building
Khalifa Business Park – Al Qurm District
P.O. Box 6316
Abu Dhabi, United Arab Emirates

RECEIVING BANKS

As per the list of banks attached in Annex (3) to the Prospectus.

Listing Advisor

First Abu Dhabi Bank PJSC
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P.O. Box 6316
Abu Dhabi, United Arab Emirates

IPO SUBSCRIPTION LEGAL COUNSEL

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Abu Dhabi, United Arab Emirates

Legal advisor to the Joint Lead Managers as to English and USA and ADGM law
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INDEPENDENT AUDITORS TO THE COMPANY
From 1 October 2023
PricewaterhouseCoopers Limited Partnership (ADGM Branch)
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Investor Relations
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Tel: +971 2 4087429
Address: Assigned Desk 2323L, 23rd Floor, Sky Tower, Shams Abu Dhabi, Al Reem Island, Abu Dhabi, United Arab Emirates.

The Prospectus is available on the website of the Company at https://ipo.adnhc.me

The publication of the Prospectus was approved on 9 September 2024.

All defined terms in this announcement have the same meaning as set out in the Prospectus published 30 September 2024 unless otherwise indicated.