

## ACCEPTANCE FORM

in relation to the Offer by

# MERAAS LEISURE AND ENTERTAINMENT LLC TO ACQUIRE 100% OF THE ISSUED AND PAID UP ORDINARY SHARE CAPITAL OF DXB Entertainments PJSC for AED 0.08 in cash for each DXBE Share

### PROCEDURE FOR ACCEPTANCE OF THE OFFER

- To accept the Offer, use this Acceptance Form and follow the instructions and notes for guidance set out in this form. Holders of DXBE Shares must sign this Acceptance Form to accept the Offer. If you hold your DXBE Shares jointly with others, you must arrange for all of your co-holders to sign this Acceptance Form.
- The information in this Acceptance Form may help to answer queries you may have about this Acceptance Form and the procedure for responding to the Offer. **Please read the notes hereto carefully before completing this Acceptance Form.**
- Please return this Acceptance Form, duly completed and signed as soon as possible and, in any event, so as to be received by electronic submission at DXBE@EMIRATESNBD.COM or by hand to the Receiving Bank no later than close of business (see paragraph 9 below for relevant times) on 9 March 2021.
- DXBE Shareholders willing to accept the Offer may also accept the Offer by submitting a completed Acceptance Form at the DXBE GM to be held at Lapita Hotel at 4.00p.m. on 9 March 2021.
- The Offer is subject to the conditions set out in the Meraas Offer Document. Unless otherwise stated, terms defined in the Meraas Offer Document shall have the same meaning in this Acceptance Form.

If you have any questions relating to the procedure for acceptance of the Offer, please contact the Receiving Bank on 04 316 00 66 between 8.00A.M. and 4.00P.M. from Saturday to Thursday. The Receiving Bank cannot provide advice on the merits of the Offer nor give any financial, legal or tax advice.

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** If you are in any doubt as to the action you should take, you should seek your own independent financial advice immediately from your professional adviser or other independent financial adviser who is licensed by the SCA.

The Meraas Offer Document (and copies of this Acceptance Form) will be available on DXBE's website at <https://www.dxbentertainments.com/investor-relations/meraas-offer/> during the Offer Period.

The Offer is open for acceptance by those DXBE Shareholders registered as such as at the close of trading of the DXBE Shares on the DFM on 8 March 2021. The procedure for accepting the Offer is set out below. This Acceptance Form should be read in conjunction with the Meraas Offer Document.

To accept the Offer, you must as soon as possible, complete and return either the English language or the Arabic language version of this Acceptance Form in accordance with the instructions set out below as soon as possible but in any event so as to be received by electronic submission at [DXBE@EMIRATESNBD.COM](mailto:DXBE@EMIRATESNBD.COM) or by hand to the Receiving Bank no later than 6.00p.m. on 9 March 2021. A list of relevant branches of the Receiving Bank where DXBE Shareholders may submit Acceptance Forms has been included in paragraph 9 below.

DXBE Shareholders willing to accept the Offer may also accept the Offer by submitting a completed Acceptance Form at the DXBE GM to be held at Lapita Hotel at 4.00p.m. on 9 March 2021.

By completing and lodging this Acceptance Form you agree that you may be blocked from trading by the DFM in respect of those DXBE Shares for which you have accepted the Offer.

Following completion of the Offer, Meraas intends to exercise its rights under the Takeover Code to mandatorily acquire any DXBE Shares (not yet owned by Meraas or its affiliates at that time) and, therefore, you may face significant delays in receiving payment for your DXBE Shares if you do not accept the Offer.

DXBE reserves the right to continue to receive acceptances from DXBE Shareholders who have not previously accepted the Offer by the Offer Closing Date as described in Section II (*Further Terms of the Offer*) of the Meraas Offer Document.

**DO NOT DETACH ANY PART OF THIS ACCEPTANCE FORM**

**IF YOU ARE IN ANY DOUBT AS TO THE ACTION YOU SHOULD TAKE, YOU SHOULD SEEK YOUR OWN PERSONAL INDEPENDENT FINANCIAL ADVICE IMMEDIATELY FROM YOUR PROFESSIONAL ADVISER OR OTHER APPROPRIATE INDEPENDENT FINANCIAL ADVISER WHO IS LICENSED BY THE SCA.**

**ACCEPTANCE FORMS AND COPIES OF THE MERAAS OFFER DOCUMENT ARE AVAILABLE AT [HTTPS://WWW.DXBENTERTAINMENTS.COM/INVESTOR-RELATIONS/MERAAS-OFFER/](https://www.dxbentertainments.com/investor-relations/meraas-offer/).**

## HOW TO COMPLETE THIS ACCEPTANCE FORM

PLEASE MAKE SURE YOUR ACCEPTANCE IS RECEIVED BY 6 P.M ON 9 MARCH 2021.

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**1**

### To accept the Offer - full name(s) and address of registered holder(s)

To accept the Offer in respect of all of your DXBE Shares, complete Box 1 with the full name and address of the sole or first-named registered holder in BLOCK CAPITALS together with the name(s) of all other joint registered holders (if any).

**Complete here ►**

**2**

### Signatures

To accept the Offer, you **must sign** Box 2. In the case of joint holders, **all** joint holders must sign. If the acceptance is not made by the registered holder(s), insert the name(s) and capacity (e.g. executor) of the person(s) making the acceptance. Any person making an acceptance on behalf of a registered holder should deliver evidence of his/her authority in accordance with the notes on page 3.

A company may execute this Acceptance Form under its seal, which should be affixed in accordance with its articles of association or other regulations. In the case of execution by a company, execution should be expressed to be by the company and each person signing this Acceptance Form should state the office he/she holds under his/her signature. Please see the further notes on page 3.

If you sign Box 2 without inserting "YES" in Box 3 you are deemed to have given the representations and warranties contained paragraph 8 of the notes to this Acceptance Form. This Acceptance Form must not be signed in a Restricted Jurisdiction.

**Sign here ►**

**3**

### Persons in Restricted Jurisdictions

If you are unable to give the representations and warranties required by paragraph 8(c) of the notes to this Acceptance Form to the effect that: (a) you have not received or sent copies of the Meraas Offer Document, this Acceptance Form or any related Meraas Offer Documents in, into or from a Restricted Jurisdiction; (b) you have not otherwise utilised in connection with the Offer, directly or indirectly, use of the mails or any means or instrumentality (including, without limitation, facsimile transmission, e-mail, telex, telephone and the internet) of interstate or foreign commerce, or any facilities of a national securities exchange, of any such

Restricted Jurisdiction; (c) you were outside any such Restricted Jurisdiction when the Acceptance Form was delivered and at the time of accepting the Offer and, in respect of the DXBE Shares to which this Acceptance Form relates, you are not an agent or fiduciary acting on a non-discretionary basis for a principal who has given any instructions with respect to the Offer from within any such Restricted Jurisdiction; and (d) this Acceptance Form and any related Meraas Offer Documents have not been mailed or otherwise sent in, into or from any such Restricted Jurisdiction; and you are accepting the Offer from outside

any such Restricted Jurisdiction, **you must put "YES" in Box 3**. If you do not insert "YES" in Box 3 you will be deemed to have given such representations and warranties. If you insert "YES" in Box 3, you may be deemed not to have validly accepted the Offer, notwithstanding that you may have purported to do so.

**Complete here ►**

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PLEASE COMPLETE AS EXPLAINED ON PAGE 1 (To be completed in BLOCK CAPITALS)  
 The provisions of the Meraas Offer Document and the notes to this Acceptance Form are incorporated in and form part of this Acceptance Form.

**1 FULL NAME(S) AND ADDRESS(ES) OF REGISTERED HOLDER(S)**

(To be completed in BLOCK CAPITALS)

**BOX 1**

<p>1. First (or sole) registered holder</p> <p>Forename(s) ..... (Mr/Mrs/Miss/Title)</p> <p>Surname .....</p> <p>Address .....</p> <p>..... Postcode .....</p> <p>Daytime telephone number .....</p> <p>Emirates EID (for UAE residents) .....</p> <p>Passport Number .....</p> <p>Dubai Financial Market Investor Number (NIN) .....</p> <p>Broker / Custody Account .....</p>	<p>3. Third registered holder</p> <p>Forename(s) ..... (Mr/Mrs/Miss/Title)</p> <p>Surname .....</p> <p>Address .....</p> <p>..... Postcode .....</p> <p>Daytime telephone number .....</p> <p>Emirates EID (for UAE residents) .....</p> <p>Passport Number .....</p> <p>Dubai Financial Market Investor Number (NIN) .....</p> <p>Broker / Custody Account .....</p>
<p>2. Second registered holder</p> <p>Forename(s) ..... (Mr/Mrs/Miss/Title)</p> <p>Surname .....</p> <p>Address .....</p> <p>..... Postcode .....</p> <p>Daytime telephone number .....</p> <p>Emirates EID (for UAE residents) .....</p> <p>Passport Number .....</p> <p>Dubai Financial Market Investor Number (NIN) .....</p> <p>Broker / Custody Account .....</p>	<p>4. Fourth registered holder</p> <p>Forename(s) ..... (Mr/Mrs/Miss/Title)</p> <p>Surname .....</p> <p>Address .....</p> <p>..... Postcode .....</p> <p>Daytime telephone number .....</p> <p>Emirates EID (for UAE residents) .....</p> <p>Passport Number .....</p> <p>Dubai Financial Market Investor Number (NIN) .....</p> <p>Broker / Custody Account .....</p>

**2 SIGN HERE TO ACCEPT THE OFFER**

Execution by individuals

**BOX 2**

<p>Signed as a deed by each registered holder:</p> <p>1. ....</p> <p>2. ....</p> <p>3. ....</p> <p>4. ....</p>	<p>If this acceptance form is being signed on behalf of a registered holder, insert name(s) and addresses of the person(s) making the acceptance.</p> <p>1. Name ..... Address: .....</p> <p>Signature .....</p> <p>2. Name ..... Address: .....</p> <p>Signature .....</p> <p>3. Name ..... Address: .....</p> <p>Signature .....</p> <p>4. Name ..... Address: .....</p> <p>Signature .....</p>
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**Important:** Each registered holder who is an individual **must sign** and print his/her name and address where indicated. In the case of joint registered holders, **all** must sign.

Execution by a company

<p>*Executed as a deed by/under the common seal of the company named on the right:</p> <p>*in the presence of/acting by:</p> <p>Signature of director .....</p> <p>Signature of director/secretary .....</p> <p>*delete as appropriate</p>	<p>Name of company: .....</p> <p>Name of director .....</p> <p>*Name of director/secretary .....</p> <p style="text-align: right;">Affix seal here</p>
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**3 OVERSEAS SHAREHOLDERS**

**BOX 3**

Please put "YES" in Box 3 if you are unable to give the representations and warranties set out in paragraph 8 of the notes to this Acceptance Form. If you do not insert "YES" in Box 3, you will be deemed to have given such representations and warranties.

In order to be effective, this Acceptance Form must, except as described below, be signed personally by the registered holder or, in the case of a joint holding, by ALL of the joint holders. A company may execute this Acceptance Form in accordance with its constitutional documents and applicable laws and regulations. By completing and signing this Acceptance Form, the relevant registered holder(s) are deemed to accept the Offer in relation to all DXBE Shares held by such registered holder(s).

**1 If you have sold or transferred, or wish to sell or transfer, DXBE Shares**

If you have sold or otherwise transferred all of your DXBE Shares (as applicable) please send the Meraas Offer Document together with the accompanying documents at once to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. However, the Meraas Offer Document is not being published or distributed, and should not be forwarded or transmitted in or into or to, any Restricted Jurisdiction. If you have sold or otherwise transferred part only of your holding of DXBE Shares, you should retain these documents.

If you lodge an Acceptance Form in respect of your DXBE Shares, but subsequently transfer all of your DXBE Shares to a third party prior to the Offer Closing Date, your Acceptance Form in respect of DXBE Shares will be deemed invalid and you will not have accepted the Offer in respect of such shares.

**2 If the sole shareholder has died**

The personal representative(s) or the prospective personal representative(s) should approach Dubai CSD at the DFM as soon as possible to update the relevant DFM register and to transfer the DXBE Shares from the name of the deceased investor to the relevant heir(s) before such heir(s) can accept the Offer. Once the DFM's register is updated, the personal representative(s) or prospective personal representative(s) should sign the Acceptance Form in accordance with its terms.

**3 If one of the joint holders has died**

This Acceptance Form must be signed by all the surviving holders and returned either by electronic submission at DXBE@EMIRATESNBD.COM or by hand to the Receiving Bank or lodged at the DXBE GM and, in each case, accompanied by a notarised copy of death certificate and probate documents in respect of the deceased holder.

**4 If this Acceptance Form is signed under a power of attorney**

The completed Acceptance Form must be accompanied by the original power of attorney (or a notarised (and, if applicable, a legalised and protocolised) copy thereof).

**5 If any of your DXBE Shares are pledged or subject to any form of security (including those DXBE Shares subject to court order)**

You must contact the bank or any third party in whose favour the DXBE Shares have been pledged or any other security or attachment (including court order) has been granted and obtain written clearance from that bank or the relevant third party to transfer your DXBE Shares to Meraas. The written clearance (or a certified copy thereof) must be lodged with this Acceptance Form, together with (an) original letter(s) on headed paper from the appropriate pledgee bank(s) (the "**Pledgee**"), addressed to Meraas, confirming that:

- (a) both you and the Pledgee irrevocably and unconditionally consent to the removal of the pledge granted in the Pledgee's favour by you over the relevant DXBE Shares, as noted in the register of shareholders of DXBE maintained by the Dubai CSD; and
- (b) the Pledgee shall not have any claim against DXBE in relation to the relevant pledge over the relevant DXBE Shares,

in each case such letter(s) to be executed and, where necessary, stamped by both yourself and the bank or third party in whose favour the relevant shares have been pledged. Otherwise, your DXBE Shares (as relevant) will not be transferred to Meraas pursuant to the Offer and you will not have accepted the Offer in respect of such shares. However, DXBE Shareholders and Pledgees should bear in mind that Meraas intends to exercise its rights pursuant to the Takeover Code to acquire any DXBE Shares (not yet owned by Meraas or its affiliates at that time), in this regard please see paragraph 7 below.

## **6 If you want to submit electronically**

You may submit the Acceptance Form electronically by signing a hard copy original of the Acceptance Form (following the guidance set out in these notes) and return a scanned copy of your completed Acceptance Form to DXBE@EMIRATESNBD.COM.

## **7 If you do not accept the Offer**

Once the Offer has become unconditional in all respects, Meraas intends to pursue a "squeeze out" procedure available under the Takeover Code in relation to minority DXBE Shareholders to acquire all shares of DXBE and subsequently delist the DXBE Shares from the DFM and, therefore, the liquidity of your shares is likely to be adversely affected if you do not accept the Offer. As part of the "squeeze out", Meraas intends to apply to suspend DXBE Shares from trading following Offer Completion and as such, if you do not accept the Offer you may be unable to dispose of your shares or face significant delays in receiving payment for your shares.

## **8 Warranties**

By signing this Acceptance Form, you (as DXBE Shareholder or on behalf of a DXBE Shareholder) hereby accept all the undertakings, representations, warranties and agreements to and with Meraas set out below (so as to bind him/her, his/her personal representatives, heirs, successors and assigns):

- (a) that the acceptance shall constitute, in respect of the number of DXBE Shares to which the relevant acceptance relates:
  - i. an acceptance of the Offer on and subject to the terms and conditions set out or referred to in the Meraas Offer Document and the Acceptance Form;
  - ii. an undertaking to execute any further documents and give any further assurances which may be required to enable Meraas to obtain the full benefits of the terms of the Meraas Offer Document and the Acceptance Form and/or to perfect any authorities expressed to be given thereunder (including, for the avoidance of doubt, any documentation required for the purposes of Meraas' compliance with its "*know your customer*" requirements and procedures); and
  - iii. a representation and warranty that you are the legal and / or beneficial owner of such DXBE Shares or, if you are not, that you are irrevocably and unconditionally entitled to transfer such shares and that the entire beneficial interest therein will be acquired under the Offer;
- (b) that the DXBE Shares in respect of which the Offer is accepted or deemed to be accepted are sold free from all liens, equities, charges, encumbrances, equitable interests, rights of pre-emption and other third party rights of any nature whatsoever and together with all rights attaching thereto from the Record Date and thereafter, including without limitation, voting rights and the right to receive and retain any dividends and other distributions announced, declared, made or paid on or after the date of the Meraas Offer Document;
- (c) that you have not received or sent copies or originals of this document or any other document relating to the Offer, in, into or from a Restricted Jurisdiction and you have not otherwise utilised in connection with the Offer, directly or indirectly, the use of the mail or any means or instrumentality (including, without limitation, facsimile transmission, electronic mail or telephone) of interstate or

foreign commerce of, or any facilities of a national securities exchange of, a Restricted Jurisdiction at the time of the input and settlement of the relevant acceptance(s); and in respect of the DXBE Shares to which an acceptance relates, you are not an agent or fiduciary acting on a non-discretionary basis for a principal, unless you are an authorised employee of such principal or such principal has given all instructions with respect to the Offer from outside a Restricted Jurisdiction;

- (d) that you have not taken or omitted to take any action which will or may result in Meraas or any other person acting in breach of any legal or regulatory requirements of any territory in connection with the Offer or your acceptance thereof;
- (e) that, if you accept the Offer, you will do all such acts and things in your control as shall be necessary or expedient to vest the aforesaid DXBE Shares in Meraas or its nominee(s) or such other persons as Meraas may decide;
- (f) that you agree to ratify each and every act or thing which may be done or effected by Meraas or any director of Meraas or their respective agents, or DXBE or its agents, as the case may be, in the exercise of any of your powers and/or authorities under this paragraph 8 in relation to your DXBE Shares (as relevant);
- (g) that you submit, in relation to all matters arising out of or in connection with the Offer and the acceptance, to the jurisdiction of the Courts of Dubai and you agree that nothing shall limit the rights of Meraas to bring any action, suit or proceeding arising out of or in connection with the Offer and acceptance in any other matter permitted by law or in any court of competent jurisdiction;
- (h) that if any part of this paragraph 8 shall be unenforceable or invalid or shall not operate so as to afford Meraas or any director of Meraas or their respective agents the benefit or authority expressed to be given therein, you shall with all practicable speed do all such acts and things and execute all such documents in your control that may be required to enable Meraas and/or any director of Meraas and/or any of their respective agents to secure the full benefits of this document and the Acceptance Form; and
- (i) subject to the Offer becoming unconditional in all respects, that the execution of the Acceptance Form and its delivery constitutes the appointment of Meraas as your agent or attorney with an instruction to the attorney to:
  - i. complete and execute all or any form(s) of transfer and/or other document in the attorney's discretion in relation to the DXBE Shares referred to in paragraph 8(a) of this Acceptance Form in favour of Meraas or as Meraas may direct;
  - ii. deliver such form(s) of transfer and/or other documentation at the attorney's discretion relating to such DXBE Shares within six months of the Offer becoming unconditional in all respects; and
  - iii. execute all such other documents and do all such other acts and things as may in the opinion of the attorney be necessary or expedient for the purpose of, or in connection with, the acceptance of the Offer pursuant to the Acceptance Form and to vest the DXBE Shares in Meraas or as Meraas may direct.

## 9 Receiving Bank

DXBE Shareholders wishing to accept the Offer may submit a completed Acceptance Form to the Receiving Bank at the following branch locations:

AREA	BRANCH	ADDRESS	TIMING
Dubai	Group Head Office Branch	Ground Floor, Emirates NBD Group Head Office, Baniyas Road, Deira, Dubai	Sun-Thurs (8am – 3pm)
Dubai	Jumeirah Branch	Emirates NBD Building, Al Wasl Rd Intersection, Umm Suquiem 3, Jumeirah, Dubai	Sat-Thurs (8am – 2pm)
Dubai	Al Qusais Branch	Damascus St, Near Dubai Grand Hotel, Al Qusais, Dubai	Sat-Thurs (8am – 2pm)
Abu Dhabi	Electra Street Branch	Zayed The Second Street, Opposite Lifeline Hospital, Abu Dhabi	Sat-Thurs (8am – 2pm)
Al Ain	Al Ain Main Branch	Sheikh Khalifa Bin Zayed St, (in front of Burjeel Hospital), Al Ain	Sat-Thurs (8am – 2pm)
Sharjah	Sharjah Main Branch	Emirates NBD Building, Immigration Road, Al Qassimia Area, Sharjah	Sat-Thurs (8am – 2pm)
Ajman	Ajman Main Branch	Emirates NBD Building, Sheikh Rashid Bin Humaid St, Al Sawan, Ajman	Sat-Thurs (8am – 2pm)
Umm Al Quwain	Umm Al Quwain Branch	King Faisal Road, Al Raas B, Umm Al Quwain, Near Umm Al Quwain Hospital, Umm Al Quwain	Sat-Thurs (8am – 2pm)
Fujairah	Fujairah Main Branch	Sheikh Hamad Bin Abdullah Street, Town Centre 3, Fujairah, Opposite Al Diar Siji Hotel, Fujairah	Sat-Thurs (8am – 2pm)
Ras Al Khaimah	Ras Al Khaimah Main Branch	Al Muntasir Road, Al Mamourah Road Intersection, Ras Al-Khaimah	Sat-Thurs (8am – 2pm)



توكيل بحضور اجتماع الجمعية العمومية  
شركة دي اكس بي انترتينمنتس (ش.م.ع.)

رقم المستثمر: \_\_\_\_\_

نحن/أنا: \_\_\_\_\_

بصفتي مساهماً في شركة دي اكس بي اي (ش.م.ع.) بعدد \_\_\_\_\_ سهم.

أوكل السيد \_\_\_\_\_

للحضور اجتماع الجمعية العمومية نيابة عني في الزمان والمكان المحددين في خطاب الدعوة وللوكيل حق التصويت على كافة الامور المطروحة في هذا الاجتماع سواء تم عقده الساعة ٤:٠٠ م في تاريخ ٩ مارس ٢٠٢١، في فندق لابيستا، دبي باركس آند ريزورتس او في حالة تاجيلة الى موعد لاحق.

تحريراً في \_\_\_\_\_ / \_\_\_\_\_ / ٢٠٢١م

التوقيع: \_\_\_\_\_

**Proxy to attend the General Assembly Meeting  
DXB Entertainments (P.J.S.C)**

Investor No. \_\_\_\_\_

I/We, \_\_\_\_\_

in my capacity as a shareholder in DXBE, holder of \_\_\_\_\_ shares,

hereby authorize Mr \_\_\_\_\_

to attend the General Assembly Meeting on my behalf at 4:00pm on 9th March 2021, at Lapita™ Hotel – Dubai Parks and Resorts. The proxy shall have the right to vote on all items listed on the agenda of each of the proposed meetings, whether held on such time and date or postponed to a later date and time.

Signature: \_\_\_\_\_ Date: \_\_\_\_\_ / \_\_\_\_\_ / 2021