

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 appropriate independent financial adviser who is licensed by the SCA.

If you have sold or otherwise transferred all of your DXBE Shares (other than pursuant to the Offer), please send this document at once to the purchaser or transferee or to the bank, stockbroker, or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee. **However, the foregoing documents must not be forwarded or transmitted in or into any Restricted Jurisdiction (as defined below) or in or into any jurisdiction where to do so would constitute a violation of the relevant laws in that jurisdiction.** If you have sold or transferred only part of your holding of DXBE Shares, you should retain this document and consult your professional adviser.

This Document has been prepared based on the provisions of the Decision of the Chairman of SCA No. 18 / RM of 2017 regarding the rules for acquisition and merger of public joint-stock companies and the Administrative Decision No. (62 / R.T) of 2017 regarding the technical requirements for acquisition and merger rules.

Capitalised terms in this Meraas Offer Document shall have the meaning given to them in Annex III (*Definitions*).

Offer Document

Meraas Leisure and Entertainment LLC's conditional cash offer 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

DISCLAIMER STATEMENT:

The SCA, the DFM and Dubai CSD shall not be liable for the content of this Meraas Offer Document and shall not submit any confirmation in relation to the accuracy or completeness thereof, and hereby expressly disclaim any responsibility for any loss arising from the content of this document or from relying on any part thereof.

Offeror

Meraas Leisure and Entertainment LLC

P.O. Box 123311, Dubai, United Arab Emirates

ميراس | MERAAS

Financial adviser to the Offeror	Lead international legal adviser to the Offeror	Legal adviser to the Offeror	Receiving Bank and Lead Manager to the Offeree
ROTHSCHILD & CO	LINKLATERS LLP	IBRAHIM & PARTNERS	Emirates NBD Bank PJSC and Emirates NBD Capital PSC
			

DXBE SHAREHOLDERS WISHING TO ACCEPT THE OFFER MUST RESPOND WITH A COMPLETED ACCEPTANCE FORM, SO AS TO BE RECEIVED BY ELECTRONIC SUBMISSION AT DXBE@EMIRATESNBD.COM OR AS OTHERWISE SET OUT IN THE ACCEPTANCE FORM NO LATER THAN 6.00P.M. ON 9 MARCH 2021.

FURTHER GUIDANCE ON THE PROCEDURE FOR ACCEPTANCE OF THE OFFER IS SET OUT IN THE ACCEPTANCE FORM ACCOMPANYING THIS MERAAS OFFER DOCUMENT.

This Meraas Offer Document is dated 9 February 2021.

MERAAS' DECLARATION

1 Responsibility

Meraas accepts responsibility for the validity and accuracy of the information contained in this document. To the best of the knowledge of Meraas (which has taken reasonable care to ensure that such is the case), the information contained in this document for which it is responsible is in accordance with the facts and does not intentionally omit or ignore any material fact likely to affect the importance or completeness of such information within this Meraas Offer Document.

TO ACCEPT THE OFFER

DXBE Shareholders wishing to accept the Offer must complete, sign and return the Acceptance Form accompanying this Meraas Offer Document as soon as possible and, in any event, so as to be received by electronic submission at DXBE@EMIRATESNBD.COM or as otherwise set out in the Acceptance Form no later than 6.00p.m. on 9 March 2021 (or such later date as may be notified by Meraas to DXBE).

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.

Further guidance on the procedures for acceptance of the Offer are set out in the Acceptance Form accompanying this Meraas Offer Document (including the list of branches of the Receiving Bank where DXBE Shareholders may submit Acceptance Forms).

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.

You are advised to read the whole of this document carefully.

THE OFFER CLOSING DATE IS 6.00P.M. ON 9 MARCH 2021.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Event	Date
Announcement of the Offer	20 December 2020
Publication of Meraas Offer Document	9 February 2021
Publication of DXBE Offeree Circular	9 February 2021
Offer opening date	10 February 2021
Record Date	8 March 2021
Time and date of DXBE GM	4.00p.m. on 9 March 2021
Offer Closing Date	6.00p.m. on 9 March 2021
Offer results announcement	11 March 2021
Expected Unconditional Date	By or around 30 March 2021
Payment of consideration to DXBE Shareholders	Within 3 days after the Unconditional Date
Expected dispatch of the Mandatory Acquisition Notices to all remaining DXBE Shareholders	During April 2021
All DXBE Shares re-registered in the name of Meraas (or Meraas Holding)	Immediately following expiry of the Mandatory Acquisition Notice Period

IMPORTANT INFORMATION

IMPORTANT: If you are in any doubt as to the action you should take, it is recommended that you seek your own independent financial advice from your accountant or other appropriate independent financial adviser.

No person should construe the contents of this document as legal, financial or tax advice.

Overseas DXBE Shareholders

This document has been prepared in compliance with applicable laws and regulations of the UAE and the information disclosed may not be the same as that which would have been disclosed if this document had been prepared in accordance with the laws and/or regulations of jurisdictions outside the UAE. The Offer is being made in relation to securities of a UAE company and you should be aware that this document and any other documents relating to the Offer have been or will be prepared in accordance with UAE disclosure requirements, format and style, all of which may differ from those applicable in other jurisdictions.

The Offer is not being made, directly or indirectly, in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction, and the Offer is not capable of acceptance from or within a Restricted Jurisdiction. Accordingly, copies of this document, the Acceptance Form and any accompanying document are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction, and persons receiving this document, the Acceptance Form and any accompanying document (including custodians, nominees and trustees) must not mail or otherwise distribute or send them in, into or from such jurisdictions as doing so may invalidate any purported acceptance of the Offer. The availability of the Offer to DXBE Shareholders who are not resident in the United Arab Emirates may be affected by the laws of the relevant jurisdictions in which they are resident. Such persons should inform themselves about and observe any applicable legal or regulatory requirements of their jurisdiction.

If you are a resident of the United States, please read the following:

The Offer is being made to acquire the securities of DXBE, a company incorporated and registered in Dubai, United Arab Emirates, and is being made in the United States in reliance on, and compliance with, the exemption from the US Securities Exchange Act of 1934, as amended, afforded by Rule 14d-1(c), Section 14(e) and Regulation 14E thereunder. The Offer shall be made in the United States by Meraas and no one else.

The Offer is subject to the disclosure and procedural requirements of the United Arab Emirates, which differ from those in the United States, including with respect to withdrawal rights and offer timetable that are different from those applicable under US domestic tender offer procedures and law. In addition, the payment and settlement procedure with respect to the Offer shall comply with the relevant United Arab Emirates rules, which differ from United States payment and settlement procedures, particularly with regard to the date of payment of consideration. Neither the SEC, nor any securities commission of any state of the United States, has approved the Offer, passed upon the fairness of the Offer or passed upon the adequacy or accuracy of this document. Any representation to the contrary is a criminal offence in the United States.

Financial information relating to DXBE included in this document has been prepared in accordance with IFRS and other mandatory reporting requirements applicable in the UAE and may not be comparable to financial information of US companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the United States.

It may be difficult for investors to enforce their rights and any claim they may have arising under US federal securities laws, since Meraas and DXBE are UAE companies, and some or all of their officers and directors

are residents of countries other than the United States. Investors may not be able to sue a non-US company or its officers or directors in a non-US court for violations of the US securities laws. It may be difficult to compel a non-US company and its affiliates to subject themselves to a US court's judgment.

The receipt of cash pursuant to the Offer by a US holder of securities of DXBE may be a taxable transaction for US federal income tax purposes and under applicable state and local, as well as foreign and other tax laws. Each holder of securities of DXBE is urged to consult his independent professional adviser immediately regarding the tax consequences of acceptance of the Offer.

Any person (including custodians, nominees and trustees) who would, or otherwise intends to, or may have a contractual or legal obligation to forward this document and/or the Acceptance Form to any jurisdiction outside the United Arab Emirates, should read paragraph 5 of Section II (*Further Terms of the Offer*) to this Meraas Offer Document before taking any action.

Information provided as at the date of this Meraas Offer Document

Statements contained in this Meraas Offer Document are made as at the date of this Meraas Offer Document, unless some other time is specified in relation to them, and the publication of this document (or any action taken pursuant to it) shall not give rise to any implication that there has been no change in the facts or affairs of DXBE as set out in this Meraas Offer Document since such date. Meraas expressly disclaims any obligation to update such statements other than as required by law or by the rules of any competent regulatory authority, whether as a result of new information, future events or otherwise.

No representations

No person has been authorised to give any information or to make any representations other than those contained in this document and, if given or made, such information or representations must not be relied on as having been authorised by Meraas, Rothschild & Co or any of the other advisers in connection with the Offer.

Rothschild & Co, which is licensed by the Dubai International Financial Centre and regulated by the Dubai Financial Services Authority in the United Arab Emirates, is acting exclusively for Meraas and no one else in connection with the Offer and shall not be responsible to anyone other than Meraas for providing the protections afforded to clients of Rothschild & Co nor for providing advice in connection with the Offer or any matter referred to in this Meraas Offer Document.

Publication on website

This document shall be available on DXBE's website at <https://www.dxbentertainments.com/investor-relations/meraas-offer/> by no later than 12.00 noon on the next Business Day in the UAE following the date of this Meraas Offer Document. For the avoidance of doubt, except in respect of DXBE's audited consolidated financial statements for the financial years ended 31 December 2018, 31 December 2019 and 31 December 2020, neither the content of any website of DXBE nor the content of any website accessible from hyperlinks on any such website is incorporated into, or forms part of, this document and no person accepts any responsibility for the contents of such websites.

Rounding

Certain figures included in this Meraas Offer Document have been subjected to rounding adjustments. Accordingly, figures shown for the same category presented in different tables may vary slightly and figures shown as totals in certain tables may not be an arithmetic aggregation of the figures that precede them.

Forward-looking statements

This Meraas Offer Document (including information incorporated by reference in this document), oral statements made regarding the Offer, and other information published by the Offeror (or any of the Offeror's

affiliates) contain statements which are, or may be deemed to be, “forward-looking statements”. Such forward-looking statements are prospective in nature and are not based on historical facts, but rather on current expectations and on numerous assumptions regarding the business strategies and the environment in which DXBE operates in the future and are subject to risks and uncertainties that could cause actual results to differ materially from those expressed or implied by those statements. The forward-looking statements contained in this document relate to DXBE’s future prospects, developments and business strategies, expectations in relation to the timing of the Offer and the outcome of various stages of the Transaction and other statements which are not historical facts. In some cases, these forward-looking statements can be identified by the use of forward-looking terminology, including the terms “believes”, “estimates”, “will look to”, “would look to”, “plans”, “prepares”, “anticipates”, “expects”, “is expected to”, “is subject to”, “budget”, “scheduled”, “forecasts”, “synergy”, “strategy”, “goal”, “cost-saving”, “projects”, “intends”, “may”, “will”, “shall” or “should” or their negatives or other variations or comparable terminology. Forward-looking statements may include statements relating to the following: (i) future capital expenditures, expenses, revenues, earnings, synergies, economic performance, indebtedness, financial condition, dividend policy, losses and future prospects; (ii) business and management strategies; (iii) the effects of global economic conditions and governmental regulation on Meraas’ or DXBE’s business; and (iv) steps in the Transaction process the outcome of which is dependent on third party acts / omission or otherwise beyond Meraas’ control. By their nature, forward-looking statements involve risk and uncertainty because they relate to events and depend on circumstances that may occur in the future. These events and circumstances include changes in the global, political, economic, business, competitive, market and regulatory forces, future exchange and interest rates, changes in tax rates and/or regimes and future business combinations or disposals. If any one or more of these risks or uncertainties materialises or if any one or more of the assumptions prove incorrect, actual results may differ materially from those expected, estimated or projected. Such forward-looking statements should therefore be construed in the light of such factors. Neither Meraas nor Meraas Holding, nor any of their respective associates or directors, officers or advisers, provides any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statements in this Meraas Offer Document shall actually occur. Given these risks and uncertainties, potential investors should not place any reliance on forward-looking statements.

Presentation of financial and other information

DXBE’s audited consolidated financial statements for the three years ended 31 December 2018, 31 December 2019 and 31 December 2020 are prepared in accordance with IFRS. Save where expressly stated otherwise, financial information incorporated by reference into this document as set out in Annex II (*DXBE’s Financial Statements*) is based on management estimates and has not been independently verified by auditors or otherwise. Save as disclosed otherwise, all financial information is set out in AED.

No profit (or loss) forecasts or estimates

No statement in this document is intended as a profit (or loss) forecast or profit (or loss) estimate and no statement in this document should be interpreted to mean that earnings or earnings per DXBE Share for the current or future financial years would necessarily match or exceed the historical published earnings or earning per DXBE Share or to mean that DXBE’s earnings in the first 12 months following the Offer, or in any subsequent period, would necessarily match or be greater than those of DXBE for the relevant preceding financial period or any other period.

Language

This Meraas Offer Document has been prepared in both English and Arabic. The English is an unofficial English translation of the formal Meraas Offer Document published in the Arabic language. No reliance should be placed on this English translation, which may not entirely reflect the official Arabic language Meraas Offer Document.

Definitions

Certain words and terms used in this Meraas Offer Document are defined in Annex III (*Definitions*) of this Meraas Offer Document.

Dates and time

All references to dates and times shown in this Meraas Offer Document are to the Gregorian calendar and UAE time, respectively, unless otherwise stated.

Date of publication

The date of publication of this Meraas Offer Document is 9 February 2021.

LETTER FROM MERAAS LEISURE AND ENTERTAINMENT LLC

(Incorporated and registered in Dubai, UAE with commercial registration number 619257)

9 February 2021

OFFER FOR YOUR SHARES IN DXBE

Dear DXBE Shareholder,

Meraas is making a conditional cash offer to you, as a DXBE Shareholder, for the shares you hold in DXBE in return for the payment in cash of AED 0.08 per DXBE Share you hold.

This Meraas Offer Document has been prepared in connection with a conditional cash offer (the “**Offer**”) and is made by Meraas (the “**Offeror**” or “**Meraas**”) in order to acquire 100% of the issued and paid up ordinary shares of DXBE (the “**Offeree**” or “**DXBE**”) not already held by Meraas or Meraas Holding LLC (“**Meraas Holding**”) on the terms and conditions set out in this Meraas Offer Document.

Considering the current financial condition of DXBE, the Offer is considered to be a fair value for DXBE Shareholders, as well as DXBE’s wider stakeholders.

DXBE’s current financial situation is severe and imminent emergency funding is needed for DXBE to continue operating. Meraas believes the current value of DXBE’s equity is less than the amount of its outstanding debt which implies that its equity value is negative. Therefore, Meraas’ Offer is considered to be a fair value to DXBE Shareholders and will allow DXBE Shareholders to recoup part of their capital investment.

This Offer becomes unconditional only if the Conditions are fulfilled or waived, where applicable, as set out in paragraph 4 of Section I (*General Information and Details of the Offer*) of this Meraas Offer Document and has been constituted in compliance with applicable laws and/or regulations and certain approvals and exemptions granted in respect of this Offer.

Background to and reasons for the Offer

DXBE was publicly listed on the DFM in November 2014 and commenced operations in October 2016. Since its inception, DXBE has been operating in a challenging market environment and has never achieved profitability on a full year basis. During 2020, DXBE was severely impacted by the COVID-19 pandemic which resulted in a complete closure of all of DXBE’s operations for a period of time. As at 31 December 2020, DXBE had accumulated losses of AED 7,815 million representing 98% of its share capital and estimated gross debt of AED 5,735 million comprising estimated bank debt of AED 4,255 million and convertible debt of AED 1,480 million. In Meraas’ opinion, DXBE is in need of new sources of funds, without which the current available liquidity may be exhausted by 30 June 2021. The cash losses DXBE is expected to suffer are driven by losses from its operating activities, planned capital expenditures, other financing related payables and debt service obligations arising from interest and principal payments. Its current capital structure is unsustainable, and DXBE will not be able to service its payment obligations in 2021.

Given DXBE’s severe and currently irreversible financial difficulties, Meraas considers that the Offer and related actions proposed in this Meraas Offer Document are the only feasible route for DXBE Shareholders to recover any value from their investment. If this Offer is not successful, Meraas anticipates an imminent insolvency of DXBE, resulting in either the appointment of a liquidator or a mandatory bankruptcy filing.

On 20 December 2020, Meraas approached the board of directors of DXBE to present this Offer and Meraas presented an intention of the acquisition in accordance with Article 22 of the Takeover Code. Further to discussions, Meraas and DXBE entered into the Implementation Agreement.

On or around the date of this Offer Document, the board of DXBE will dispatch to you the DXBE Offeree Circular which Meraas expects will contain the unanimous recommendation by the board of DXBE to the DXBE Shareholders to accept this Offer and vote in favour of the resolutions proposed at the DXBE GM in respect of this Offer. Further details including voting eligibility requirements are set out in the DXBE Offeree Circular.

The intentions, plans and purpose of the Transaction

The Offer and related transaction steps shall seek to eliminate DXBE's senior bank debt. The Offer seeks to allow DXBE Shareholders to recover some value from their invested capital.

Key terms and benefits for DXBE Shareholders

Under the terms of the Offer, DXBE Shareholders will be entitled to receive:

AED 0.08 in cash for each DXBE Share (the "Offer Price")

Offer Price

In determining the Offer Price, Meraas and the Financial Adviser have considered several standard valuation methodologies. These methodologies include discounted cash flows analysis, sector trading multiples analysis and sector precedent transaction multiples analysis. Meraas has also analysed the liquidation value of the assets of DXBE. Meraas' valuation analysis indicates that the equity value of DXBE is negative (i.e. the enterprise value is less than the amount of outstanding debt). Meraas considers, therefore that the Offer Price represents a significant premium to the fundamental equity value of DXBE.

Offer Conditions

The Offer will be subject to the fulfilment or waiver (by Meraas) of the Conditions set out in paragraph 4 of Section I (*General Information and Details of the Offer*) of this Meraas Offer Document. Key Conditions of the Offer include the passing of certain resolutions of the DXBE GM by the DXBE Shareholders, the completion of the Convertible Conversion and Bank Debt Conversion (as detailed in the paragraphs below) and the receipt of any required regulatory and statutory approvals.

If the resolutions relating to this Offer are not passed at the DXBE GM, none of the DXBE Shareholders will be entitled to receive the Offer Price including those DXBE Shareholders who may have already submitted an Acceptance Form.

Given the potential for a bankruptcy filing (or other similar and equivalent proceedings) if this Offer is not successful, the DXBE GM convened in connection with this Offer will further consider certain resolutions to dissolve and liquidate DXBE if the resolutions required to implement this Offer are not passed at the DXBE GM.

Please refer to paragraph 4 of Section I (*General Information and Details of the Offer*) of this Meraas Offer Document for the complete list of Conditions.

Convertible Conversion

On 31 January 2021, Meraas and Meraas Holding gave notice to DXBE to convert the existing balance of the Existing Convertible into new DXBE Shares (the "**New Converted Shares**") in accordance with its terms as set out in its terms and conditions (the "**Convertible Conversion**").

This Convertible Conversion will amount to a conversion of approximately AED 1,486 million into New Converted Shares in DXBE at a conversion price of AED 1.04 per share (the conversion price stipulated in the Existing Convertible). As a consequence, Meraas and Meraas Holding intend to absorb the losses resulting from such conversion at a price significantly greater than the current share price of DXBE.

In the absence of Meraas and Meraas Holding electing to convert the Existing Convertible, DXBE would have been obliged to repay amounts due thereunder in full at maturity in June 2026, which repayment obligations Meraas did not expect that DXBE would have been able to meet, based upon the current and projected financial condition of DXBE.

On or around 28 February 2021, the Convertible Conversion is expected to occur and Meraas' existing shareholding in DXBE (calculated by aggregating Meraas' and Meraas Holding's shareholdings in DXBE) will increase from approximately 52.29% of DXBE's issued and paid up share capital (prior to the Convertible Conversion) to 59.52% of DXBE's issued and paid up share capital (as increased following completion of Convertible Conversion).

Bank Debt Conversion

Meraas also proposes to acquire all of DXBE's outstanding senior debt facilities, and immediately thereafter convert such debt into new shares in DXBE (the "**Bank Debt Conversion**").

Meraas has agreed with DXBE's external third party senior bank debt lenders to acquire the senior bank debt of DXBE owed to such senior bank debt lenders and on 9 February 2021 the board of directors of DXBE approved (subject to DXBE Shareholder approval) Meraas' acquisition and conversion of such bank debt. The transfer of the debt from the senior bank debt lenders to Meraas is conditional on Meraas sending notice to the relevant senior bank debt lenders (and to DXBE) to effect the transfer of such debt, which Meraas intends to do following the passing of the relevant resolutions at the DXBE GM.

Pursuant to the Cabinet Exemption from Article 225 of the Companies Law and in parallel to this Offer, Meraas will seek to convert such debt into ordinary shares of DXBE at a conversion price of AED 0.08 per share (being the same price as the Offer Price) based on the amount of principal and accrued interest outstanding as at 28 February 2021 (being AED 4,271,318,024).

A resolution to approve the Bank Debt Conversion will be put to the DXBE GM and the passing of that resolution and the issuance of the New Bank Debt Shares to Meraas is a condition of this Offer (so that unless the Bank Debt Conversion is approved by the DXBE Shareholders the Offer will not complete and the DXBE Shareholders will not receive the consideration offered for their shares in DXBE in this Meraas Offer Document). Further details of the resolution will be provided in the DXBE Offeree Circular to be published by DXBE.

Meraas intends for the Bank Debt Conversion to occur (subject to DXBE Shareholder approval) on or before the Unconditional Date and Meraas' shareholding in DXBE as a result of the Bank Debt Conversion will increase from approximately 59.52% of DXBE's issued and paid up share capital (calculated by aggregating Meraas and Meraas Holding's shareholding in DXBE following completion of the the Convertible Conversion) to 93.92% of DXBE's issued and paid up share capital (as increased following completion of the Bank Debt Conversion).

Squeeze Out

Under the Takeover Code and the Companies Law, any person who acquires more than 90% of the issued share capital of a company listed in the UAE has the right to compulsorily acquire all remaining shares in issue from the minority shareholders of such company. Following Offer Completion, Meraas intends to exercise this right and acquire any and all DXBE Shares held by DXBE Shareholders who have not accepted the Offer in order to attain 100% ownership of the entire issued and paid up share capital of DXBE. Therefore, the liquidity of your shares is likely to be adversely affected and you may face delays in receiving consideration for your shares if you do not accept this Offer. The price per share that will be paid pursuant to the Squeeze Out will be the same price paid under the Offer (AED 0.08 per share).

Please refer to paragraph 6 of Section I (*General Information and Details of the Offer*) for further details on the Squeeze Out process.

Delisting and Company Conversion

Following completion of the Convertible Conversion, the Bank Debt Conversion, the Offer and the Squeeze Out, Meraas intends to procure the delisting of DXBE from the DFM and a conversion of DXBE from a public joint stock company to a private joint stock company (or other corporate form as determined by Meraas).

Alternative actions

Given DXBE's severe and currently irreversible financial difficulties, Meraas considers that the Offer is the only feasible route for DXBE Shareholders to recover any value from their investment.

If the Offer-related resolutions to be proposed at the DXBE GM do not pass (and therefore the Offer will not be able to proceed), Meraas will be unable to provide any further support to DXBE, and is of the view that DXBE will be unable to continue to trade given its current trading outlook and capital structure. As such, if the relevant resolutions in relation to this Offer are not approved at the DXBE GM, DXBE Shareholders will be presented with a further resolution at the same GM to dissolve and liquidate DXBE.

Based on the valuations of DXBE provided to the board of DXBE (as referred to in the DXBE Offeree Circular) and Meraas' own assessment of the value of DXBE, DXBE Shareholders should expect that they will not receive any return of capital, dividend, or other payment for their DXBE Shares in such scenario and could therefore reasonably assume that their DXBE Shares will have no value if the resolutions supporting and approving the Offer are not approved at the DXBE GM.

If the DXBE GM resolves to dissolve and liquidate DXBE or none of the resolutions proposed at the DXBE GM are passed, it is possible that creditors of DXBE may take action to enforce their claims against DXBE, in which case DXBE may need to use its assets to settle claims against it or otherwise dispose of its assets. In that scenario Meraas' own assessment is that DXBE Shares will have no value and there will not be any return to shareholders on their equity.

If the resolutions relating to this Offer are not passed at the DXBE GM, none of the DXBE Shareholders will be entitled to receive the Offer Price including those DXBE Shareholders who may have successfully submitted an Acceptance Form.

Further guidance in respect of the procedure for accepting this Offer are set out in the accompanying Acceptance Form.

Shareholder actions to be taken

If, as a DXBE Shareholder, you are willing to accept the Offer, you should complete, sign and return the Acceptance Form accompanying this Meraas Offer Document as soon as possible and, in any event, so as to be received by electronic submission at DXBE@EMIRATESNBD.COM or as otherwise set out in the Acceptance Form no later than 6.00p.m. 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.

Refer to the Acceptance Form accompanying this Meraas Offer Document for further guidance on the procedure for acceptance of the Offer.

As a DXBE Shareholder, you are encouraged to read this Meraas Offer Document in full and to attend the DXBE GM and vote in favour of the resolutions proposed at the DXBE GM to support and accept this Offer, even if you have successfully submitted your Acceptance Form.

Yours faithfully
Meraas Leisure and Entertainment LLC

SECTION I: GENERAL INFORMATION AND DETAILS OF THE OFFER

1 Summary of the terms of the Offer

Meraas offers to acquire (on the terms and subject to the Conditions set out in this Meraas Offer Document and in the Acceptance Form) the entire issued and paid up share capital of DXBE for cash.

Under the terms of the Offer, holders of DXBE Shares (excluding Meraas Holding) shall receive the following Offer Price:

for each DXBE Share	AED 0.08 in cash
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On 9 February 2021, Meraas and DXBE entered into the Implementation Agreement setting out the rights and obligations of the parties as they relate to the Offer among other things. In particular, Meraas undertook to pay the Offer Price for the DXBE Shares it acquires pursuant to the Offer, subject to satisfaction of certain Conditions including those in paragraph 4 of this Section I (*General Terms and Details of the Offer*) below.

The Offer is to acquire DXBE Shares (which are not owned by Meraas or Meraas Holding) that comprise 100% of DXBE's issued and paid up share capital as at the date of this Meraas Offer Document, being 3,816,513,640 DXBE Shares of a nominal value of AED 1.00 per share.

The total amount of the Offer, in respect of the DXBE Shares (being 3,816,513,640 ordinary shares in DXBE) subject to this Offer, will be AED 305 million.

The DXBE Shares shall be acquired by Meraas under the Offer on the basis that the DXBE Shares are paid up and free from all liens, charges, equities, encumbrances, options, rights of pre-emption and any other third party rights and interests of any nature whatsoever and together with all rights now and hereafter attaching or accruing to them, including, without limitation, voting rights and the right to receive and retain in full all dividends and other distributions (if any) declared, made or paid, or any other return of value (whether by reduction of share capital or share premium account or otherwise) made, on or after the date of this Meraas Offer Document.

DXBE Shareholders whose names appear in the DXBE share register on the Record Date will be eligible to receive the Offer and any DXBE Shareholders willing to accept the Offer may do so by submitting the Acceptance Form (in accordance with the procedures set out therein) until the Offer Closing Date.

The Offer shall be subject to the Conditions and further terms set out or referred to in paragraph 4 of this Section I (*General Terms and Details of the Offer*) to this Meraas Offer Document.

On 11 March 2021 (or another date announced by Meraas), Meraas will announce the acceptance results of the Offer. Subject to the Offer being declared unconditional in all respects (which will be announced by Meraas following satisfaction (or waiver by Meraas, as applicable) of all Conditions) (the date of such announcement being the "**Unconditional Date**"), Meraas will within three days after the Unconditional Date settle the cash consideration due to the accepting DXBE Shareholders through the relevant payment method as registered with Dubai CSD for each accepting DXBE Shareholder. A DXBE Shareholder may, at any time prior to the Unconditional Date, update such DXBE Shareholder's payment method via DFM eServices at www.dfm.ae. If a DXBE Shareholder has not registered a payment method with Dubai CSD, then the relevant DXBE Shares will still be transferred to Meraas and the consideration attributable to such DXBE Shareholder will be held by

Dubai CSD on behalf of such DXBE Shareholder to be released on registration of an appropriate payment method with Dubai CSD.

Following Offer Completion, Meraas intends to notify the SCA pursuant to the Takeover Code and the Companies Law to mandatorily acquire any shares not acquired by Meraas (excluding shares held by Meraas Holding) pursuant to the Offer. At that time, it is also expected that DXBE will apply to suspend DXBE Shares from trading.

2 Information on Meraas

Meraas is a company incorporated and registered in Dubai, United Arab Emirates with commercial registration number 619257 and is a direct, wholly-owned subsidiary of Meraas Holding (99%) and DH Shareholder FZ-LLC (1%). Meraas Holding is a company incorporated and registered in Dubai, UAE with commercial registration number 602290.

Pursuant to the Convertible Conversion and the Bank Debt Conversion (and as a Condition to this Offer), DXBE will increase its share capital from 7,999,912,670 to 62,820,170,886 and Meraas and Meraas Holding will acquire additional share capital of DXBE (equating to an aggregate ownership by Meraas and Meraas Holding of 93.92% of DXBE's share capital at that time).

Given the Offer is an offer of cash consideration, DXBE Shareholders will not be issued shares in Meraas and therefore any accepting DXBE Shareholder will not be affected by future profits or losses or changes to the assets or business of Meraas or Meraas Holding.

3 Financing of the Offer and cash confirmation

The cash consideration payable under the Offer will be financed through existing financial resources available to Meraas.

A commercial bank incorporated in the UAE and licensed by the Central Bank of the UAE has provided the necessary confirmation indicating that the Meraas Group has the necessary financial resources to implement the full cash consideration of the Offer.

4 Conditions to the Offer

The Offer is subject to the Conditions and further terms set out below and in Section II (*Further Terms of the Offer*) to this document, which include:

- (a) receipt of all required governmental, corporate, regulatory and statutory approvals, exemptions and/or waivers in connection with the Transaction, including receipt of the final written approval(s) of the SCA in relation to the Offer;
- (b) provision by DXBE of all of the information required or requested by the SCA in relation to the Transaction;
- (c) dispatch of the DXBE Offeree Circular by DXBE to the DXBE Shareholders (and no subsequent revocation of or change to the recommendation by the board of directors of DXBE to the DXBE Shareholders to accept the Offer and vote in favour of the relevant resolutions at the DXBE GM);
- (d) issuance of the certificate by the SCA evidencing its approval of the share capital increase, as required for the issuance of new shares in DXBE for the purpose of satisfying the Condition in paragraph (e) below;

- (e) completion of the Convertible Conversion, registration of such new shares in the name of Meraas or Meraas Holding (as applicable) in DXBE's share register and the listing of such shares on the DFM;
- (f) the DXBE Shareholders passing the requisite resolutions in relation to the Offer at the DXBE GM;
- (g) issuance of the certificate by the SCA evidencing its approval of the share capital increase, as required for the issuance of new shares in DXBE for the purpose of satisfying the Condition in paragraph (h) below;
- (h) completion of the Bank Debt Conversion, registration of such new shares in the name of Meraas in DXBE's share register and the listing of such shares on the DFM;
- (i) no material breach of certain undertakings given pursuant to the Implementation Agreement or warranties given by DXBE in the Implementation Agreement having occurred, in each case prior to the Unconditional Date and, if such breach is capable of remedy, not having been remedied to the reasonable satisfaction of Meraas; and
- (j) no Material Adverse Effect having occurred prior to the Unconditional Date.

5 Waiver of the Conditions

Meraas (as the sole beneficiary of the Conditions) reserves the right to waive, in whole or in part, all or any of Conditions in paragraph 4 of this Section I (*General Terms and Details of the Offer*) above.

Each of the Conditions is regarded as a separate Condition and shall not be limited by reference to any other Condition.

6 Squeeze Out, delisting and re-registration

Following completion of the Convertible Conversion, the Bank Debt Conversion and the Offer, Meraas intends to notify the SCA that it will exercise its right under the Takeover Code and Companies Law to mandatorily acquire all DXBE Shares held by DXBE Shareholders who have not accepted the Offer in order to attain 100% ownership of the entire issued and paid up share capital of DXBE. The price per share that will be paid pursuant to the Squeeze Out will be the same price paid under the Offer (AED 0.08 per share). If exercised the Squeeze Out will apply to all DXBE Shares, whether pledged or subject to any other form of security or attachment (such as court order). It is the responsibility of the relevant DXBE Shareholder to coordinate with any third party holding or benefitting from such pledge, security or form of attachment as to the consequences of the DXBE Shares held by such person being transferred to Meraas pursuant to the Squeeze Out and Meraas will accordingly not be responsible for the consequences of the Squeeze Out on any DXBE Shareholder.

At the same time, it is expected that DXBE will apply for a suspension of trading in DXBE Shares. In order to exercise the Squeeze Out, Meraas intends to dispatch the Mandatory Acquisition Notices to all remaining DXBE Shareholders (excluding Meraas Holding) who have not accepted this Offer, giving notice of Meraas' intention to exercise its rights under the Takeover Code and Companies Law and compulsorily acquire all remaining DXBE Shares (not yet owned by Meraas or Meraas Holding).

On expiry of the Mandatory Acquisition Notice Period, all remaining DXBE Shares (not yet owned by Meraas or Meraas Holding at such time) will be re-registered in the name of Meraas in DXBE's share register. Whether or not you have completed an Acceptance Form prior to the expiry of the Mandatory

Acquisition Notice Period, your DXBE Shares will be re-registered in the name of Meraas on that date.

Following expiry of the Mandatory Acquisition Notice Period, Meraas will settle any cash consideration due to the remaining DXBE Shareholders through the relevant payment method as registered with Dubai CSD at DFM by any such remaining DXBE Shareholder. However, if you do not select a payment method with Dubai CSD at DFM prior to the expiry of the Mandatory Acquisition Notice Period, you may face significant delays in receiving the price payable to you for your shares.

If a DXBE Shareholder has not registered a payment method with Dubai CSD, then the relevant DXBE Shares will still be transferred to Meraas and the consideration attributable to such DXBE Shareholder will be held by Dubai CSD on behalf of such DXBE Shareholder to be released on registration of an appropriate payment method with Dubai CSD.

7 Tax

The tax consequences for DXBE Shareholders pursuant to the transaction contemplated by the Offer depend upon the shareholders' individual circumstances. DXBE Shareholders should therefore consult their own tax advisers as to the particular tax consequences on them of accepting the Offer.

8 Rights of the DXBE Shareholders

All DXBE Shareholders will have equal rights and liabilities arising from, or in relation to, the Offer.

9 Accuracy and fairness standards

The highest accuracy and fairness standards were observed in the content of this Meraas Offer Document.

SECTION II: FURTHER TERMS OF THE OFFER

The following further terms apply, unless the context otherwise requires, to the Offer. Except where the context requires otherwise, any reference in this Section II (*Further Terms of the Offer*):

- a) to the “**Offer**” shall mean the Offer and any revision, variation or renewal thereof or extension thereto and shall include any election available in connection with it;
- b) to “**acceptances of the Offer**” shall include deemed acceptances of the Offer; and
- c) to the “**Meraas Offer Document**” shall mean this document and any other document published by Meraas and stated to constitute a Meraas Offer Document containing details of, the Offer.

1 ACCEPTANCE PERIOD

- a) The Offer will initially be open for acceptance until 6.00p.m. on the Offer Closing Date. Meraas reserves the right (but shall not be obliged, other than as may be required by the SCA) at any time or from time to time to extend the Offer Period beyond that time and to make consequential changes to other dates referred to in this Meraas Offer Document and the Acceptance Form, subject to the approval of the SCA. If Meraas exercises such right, it shall make an announcement stating the revised Offer Period.
- b) Following the Offer Closing Date, Meraas may (at its own discretion) continue to receive acceptances from DXBE Shareholders who have not accepted the Offer by the Offer Closing Date.
- c) An acceptance of the Offer may not be withdrawn by a DXBE Shareholder once the Acceptance Form has been submitted by that shareholder (or on its behalf).
- d) Although no revision of the Offer is contemplated, if the Offer is revised, it shall remain open for acceptance for a period of at least 14 days (or such other period as may be permitted by the SCA) after the date on which Meraas publishes revised offer documentation. Except with the consent of the SCA, Meraas may not revise the Offer or publish any revised offer documentation after 27 March 2021, or if later, the date which is 14 days before the last date on which the Offer can become unconditional.
- e) Although no revision is contemplated, if the Offer is revised (in its original or previously revised form(s) and either in its terms or conditions or in the value or form of the consideration offered or otherwise), the benefit of the revised offer shall be made available to a DXBE Shareholder who has accepted the Offer. Meraas reserves the right to treat an executed Acceptance Form relating to the Offer (in its original or any previously revised form(s)) which is received (or dated) after the announcement or issue of any revised offer as a valid acceptance of the revised offer.

2 ANNOUNCEMENTS

Following the Offer Closing Date, Meraas shall make an appropriate announcement in the UAE stating the number of DXBE Shares, respectively, for which acceptances of the Offer have been received.

3 GENERAL

- a) The Offer will lapse unless all the conditions set out in paragraph 4 of Section I (*General Information and Details of the Offer*) have been fulfilled by midnight on 30 March 2021 or such

later date as Meraas may decide (subject to the approval of the SCA) and if Meraas exercises such right it shall make an announcement stating such date.

- b) Settlement of the consideration to which any DXBE Shareholder is entitled under the Offer will be implemented in full in accordance with the terms of the Offer without regard to any lien, right of set-off, counterclaim or other analogous right to which Meraas may otherwise be, or claim to be, entitled as against such DXBE Shareholder.
- c) The Offer Price shall be the only amount payable by Meraas in connection with the acceptance of this Offer or in connection with any eventual Squeeze Out. For the avoidance of doubt, neither Meraas nor any member of the Meraas Group will be responsible for any taxes, costs or expenses that a DXBE Shareholder may incur in connection therewith, including, but not limited to, any costs of any advisers and/or brokers, any banks charges or any costs / losses / taxes incurred in relation to the conversion of the Offer Price into a foreign currency or otherwise.
- d) The Offer, this document, and all acceptances thereof and all elections thereunder or pursuant thereto and all contracts made pursuant thereto and action taken or made or deemed to be taken or made under any of the foregoing shall be governed by and construed in accordance with UAE Federal Law as applicable in the Emirate of Dubai. The making of an acceptance by a DXBE Shareholder will constitute the making by such shareholder of the representations, warranties and agreements and the provision of the undertakings as detailed in the Acceptance Form, his submission, 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 his agreement 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 manner permitted by law or in any court of competent jurisdiction.
- e) Any accidental omission to dispatch this document or any notice required to be given under the terms of the Offer to, or any failure to receive the same by, any person to whom the Offer is made or should be made shall not invalidate the Offer in any way or create any implication that the Offer has not been made to any such person.
- f) Meraas reserves the right to treat acceptances of the Offer and/or elections pursuant thereto as valid if received by or on behalf of either of them at any place or places or in any manner determined by them otherwise than as stated herein.
- g) The Offer extends to any DXBE Shareholders other than overseas shareholders to whom this document, and any related documents, may not have been dispatched or by whom such documents may not be received and such shareholders may obtain copies of those documents at DXBE's website at <https://www.dxbentertainments.com/investor-relations/meraas-offer/>. Meraas reserves the right to notify any matter in relation to this Offer, including the making of the Offer, to all or any DXBE Shareholders with a registered address outside the UAE (or whom Meraas knows to be nominees, trustees or custodians for such persons) by announcement in the UAE or paid advertisement in a daily newspaper published and circulated in the UAE, in which event such notice shall be deemed to have been sufficiently given notwithstanding any failure by a DXBE Shareholder to receive such notice and all references in this document to notice, or the provision of information in writing, by Meraas, and/or its respective agent and/or public relations consultants shall be construed accordingly.
- h) The Offer is made on 9 February 2021 and is capable of acceptance from and after 10 February 2021. The Offer is being made by means of this document, after the SCA's approval.

- i) Meraas reserves the right to make such alterations, additions or modifications as may be necessary or desirable to give effect to any purported acceptance of the Offer.
 - j) All references in this document to any statute or statutory provision shall include a statute or statutory provision which amends, consolidates or replaces the same (whether before or after the date hereof).
 - k) Any DXBE Shareholder who has pledged or otherwise subjected his DXBE Shares to any form of security or attachment (such as a court order) must contact the bank or entity in whose favour the DXBE Shares have been pledged or any other security over the shares has been granted or attached and obtain written clearance from that bank or entity to transfer those DXBE Shares to Meraas. The written clearance (or a certified copy thereof) must be lodged with the Acceptance Form, otherwise, those DXBE Shares may not be transferred to Meraas and the Offer may not have been accepted in respect of such DXBE Shares. However, DXBE Shareholders and pledgees should bear in mind that Meraas intends to exercise its rights to Squeeze Out any DXBE Shares (not yet owned by Meraas or its affiliates at the relevant time).
 - l) If a DXBE Shareholder lodges an Acceptance Form in respect of DXBE Shares, but subsequently transfers any or all of its DXBE Shares to a third party prior to the Offer Closing Date, its Acceptance Form in respect of such transferred DXBE Shares will be deemed invalid and it will not have accepted the Offer in respect of such transferred DXBE Shares.
 - m) The Receiving Bank will compile and maintain a register of those DXBE Shareholders who have accepted the Offer setting out the names of such shareholders (the “**Register of Acceptances**”), the number of DXBE Shares in respect of which an Acceptance Form has been duly completed, the shareholders’ investor numbers and nationalities. The Receiving Bank will deliver to the Dubai CSD the Register of Acceptances promptly following the Offer Closing Date and before the Unconditional Date.
- 4 If you have accepted the Offer and completed an Acceptance Form in accordance with the terms of the Meraas Offer Document and the Acceptance Form, Meraas will, no later than three days after the Unconditional Date, settle the cash consideration due to you pursuant to this Offer into your registered payment method with Dubai CSD at DFM. If a DXBE Shareholder has not registered a payment method with Dubai CSD, then the relevant DXBE Shares will still be transferred to Meraas and the consideration attributable to such DXBE Shareholder will be held by Dubai CSD on behalf of such DXBE Shareholder to be released on registration of an appropriate payment method with Dubai CSD.

5 OVERSEAS DXBE SHAREHOLDERS

- a) DXBE Shareholders in Restricted Jurisdictions should inform themselves about and observe any applicable legal requirements. It is the responsibility of any such shareholders wishing to accept the Offer to satisfy themselves as to the full observance of the laws of the relevant jurisdiction in connection therewith, including the obtaining of any governmental, exchange control or other consents which may be required, the compliance with other necessary formalities and the payment of any issue, transfer or other taxes or duties due in such jurisdiction. Any such shareholder will be responsible for any issue, transfer or other taxes or other requisite payments by whomsoever payable and Meraas, and any person acting on its behalf, shall be fully indemnified and held harmless by such shareholder for any such issue, transfer or other taxes or other requisite payments as Meraas, and any person acting on its behalf may be required to pay.

If you are a DXBE Shareholder resident in a Restricted Jurisdiction and you are in any doubt about your position, you should consult your professional adviser in your relevant jurisdiction.

- b) In particular, unless otherwise determined by Meraas and permitted by applicable law and regulation, the Offer is not being made, directly or indirectly, in or into or by the use of the mail, or by any means or instrumentality (including, without limitation, telex, facsimile transmission, telephone, internet or other forms of electronic communication) of interstate or foreign commerce, or by any facilities of a national securities exchange of, a Restricted Jurisdiction and the Offer cannot be accepted by any such use, means or instrumentality or otherwise from or within a Restricted Jurisdiction. Accordingly, this document, and any accompanying document are not being, and must not be mailed or otherwise forwarded, distributed or sent in, into or from a Restricted Jurisdiction to any resident or national of a Restricted Jurisdiction, including (without limitation) to DXBE Shareholders with registered addresses in a Restricted Jurisdiction or to persons whom Meraas knows to be trustees, nominees or custodians holding DXBE Shares for such persons. Persons receiving such documents (including, without limitation, trustees, nominees or custodians) must not distribute, send or mail them in, into or from a Restricted Jurisdiction or to any resident or national of a Restricted Jurisdiction, or use any such instrument for any purpose directly or indirectly in connection with the Offer and so doing may invalidate any related purported acceptance of the Offer. Persons wishing to accept the Offer must not use mails of a Restricted Jurisdiction or any such means or instrumentality for any purpose directly or indirectly related to acceptance of the Offer or such election.
- c) Meraas reserves the right, in its sole discretion, to investigate, in relation to any acceptance, whether the representation and warranty set out in paragraph 8 of the notes of the Acceptance Form could have been truthfully given by the relevant Shareholder and, if such investigation is made and, as a result, Meraas cannot satisfy itself that such representation and warranty was true and correct, such acceptance may not be valid.
- d) Neither Meraas or Meraas Holding nor any agent or adviser or general manager of Meraas or Meraas Holding or any person acting on its behalf shall have any liability to any person for any loss or alleged loss arising from any decision as to the treatment of acceptances of the Offer, pursuant to the provisions of this paragraph 5 of this Section II (*Further Terms of the Offer*) or otherwise in connection therewith.
- e) If, in connection with the making of the Offer, notwithstanding the restrictions described above, any person (including, without limitation, custodians, nominees and trustees), whether pursuant to a contractual or legal obligation or otherwise, forwards this document or any related offering documents in, into or from a Restricted Jurisdiction or uses the mail of or any means or instrumentality (including without limitation facsimile transmission, electronic mail or telephone) of interstate or foreign commerce of, or any facility of a national securities exchange of, a Restricted Jurisdiction in connection with such forwarding, such person should: (i) inform the recipient of such fact; (ii) explain to the recipient that such action may invalidate any purported acceptance by the recipient; and (iii) draw the attention of the recipient to this paragraph 5 of this Section II (*Further Terms of the Offer*).

**ANNEX I:
ADDITIONAL INFORMATION**

1 Interests and Dealings

(a) Interests in DXBE Shares

As at the Latest Practicable Date:

- (i) Meraas had an ownership interest representing 51.82% (being 4,145,165,659 DXBE Shares) and Meraas Holding had an ownership interest representing 0.48% (being 38,233,371 DXBE Shares) of the DXBE Shares.
- (ii) The general managers of Meraas and Meraas Holding do not have an ownership interest of 5% or more in DXBE Shares.
- (iii) No persons acting in agreement with Meraas (or Meraas Holding) owns or controls an ownership interest of 5% or more in DXBE Shares.
- (iv) No persons, with whom Meraas (and/or Meraas Holding) or persons acting in concert with Meraas (and/or Meraas Holding) has a Dealing Arrangement, had or controlled an ownership interest in DXBE Shares.

(b) Dealings

As at the Latest Practicable Date:

Meraas (or Meraas Holding, as applicable) has dealt in the following DXBE relevant securities in the six months preceding the date of this Meraas Offer Document, as listed below:

Name	Date of dealing	Price paid	Number of DXBE relevant securities
Meraas	31 January 2021	AED 1.04	Convertible right relating to 1,414,495,083 DXBE Shares
Meraas Holding	31 January 2021	AED 1.04	Convertible right relating to 14,287,829 DXBE Shares

2 Arrangements

Save as disclosed in this document, there are no agreements entered into between Meraas (or any person acting in agreement with Meraas) and DXBE in relation to the implementation of this Offer.

Meraas has reached agreement with certain senior bank debt lenders pursuant to which Meraas conditionally agreed (subject to DXBE Shareholder approval at the DXBE GM) to acquire the DXBE's senior bank debt for the purposes of the Bank Debt Conversion.

On 9 February 2021, Meraas and DXBE entered into the Implementation Agreement setting out the rights and obligations of the parties as they relate to the Offer (among other things).

3 Documents available on website

Copies of the following documents shall be made available on DXBE's website at <https://www.dxbentertainments.com/investor-relations/meraas-offer/> until the end of the Offer:

- 3.1** the Announcement;
- 3.2** the Acceptance Form;
- 3.3** annual reports of DXBE for the years ending 31 December 2018, 31 December 2019 and 31 December 2020 (see Annex II for relevant web addresses); and
- 3.4** the DXBE Offeree Circular and the notice of the DXBE GM.

The content of the website referred to in this document is not incorporated into and does not form part of this document.

**ANNEX II:
DXBE'S FINANCIAL STATEMENTS**

The following table sets out financial information in respect of DXBE. The documents referred to in the table are incorporated into this document by reference. If you are reading this document in hard copy, please enter the web addresses below in your web browser to be brought to the relevant document. If you are reading this document in soft copy please click on the web addresses below to be brought to the relevant document.

During the year ended 31 December 2018, DXBE adopted IFRS 16 Leases and the related consequential amendments to other IFRSs. The date of initial application of IFRS 16 for DXBE was 1 January 2018. DXBE applied the modified retrospective approach permitted under IFRS 16, which requires the recognition of the cumulative effect of initially applying the standard to the retained earnings and to not restate prior years. When doing so, DXBE also made use of the practical expedient to not recognise a right-of-use asset or a lease liability for leases for which the lease term ends within 12 months.

<u>Information incorporated by reference into this Meraas Offer Document</u>	<u>Source of Information</u>	<u>Web Address</u>
Financial statements for the year ending 31 December 2018	DXBE	https://www.dxbentertainments.com/invest-or-relations/wp-content/uploads/sites/3/2014/12/FYE-2018-Audited-Financial-Statements-English.pdf
Financial statements for the year ending 31 December 2019	DXBE	https://www.dxbentertainments.com/invest-or-relations/wp-content/uploads/sites/3/2020/02/DXBE_CFS_Full_set_FY19_EN.pdf
Financial statements for the year ending 31 December 2020	DXBE	https://www.dxbentertainments.com/invest-or-relations/fye-2020-financial-results-communication-materials/

ANNEX III DEFINITIONS

Acceptance Form	the acceptance form accompanying this Meraas Offer Document for DXBE Shareholders to accept the Offer
AED	the UAE dirham, being the lawful currency of the UAE
Announcement	the announcement dated 20 December 2020 of Meraas' intention to make an offer for DXBE pursuant to Article 24 of the Takeover Code
Bank Debt Conversion	the conversion of DXBE's existing outstanding senior debt facilities into issued share capital of DXBE
Business Day	any day, other than Fridays, Saturdays or public holidays in the UAE, on which banks are normally open for business in Dubai
Cabinet Exemption	the exemption of the UAE Cabinet of Ministers through Cabinet Resolution No. 45M/13W of the year 2020 session No. 13 from the application of Articles 196, 207, and 225 of the Companies Law
Companies Law	UAE Federal Law No. 2 of 2015 concerning commercial companies of the UAE (as amended by Federal Decree Law No. 26 of 2020)
Company Conversion	the conversion of DXBE from a public joint stock company to a private joint stock company (or other corporate form as determined by Meraas and approved by the relevant Governmental Body) pursuant to Article 274 of the Companies Law
Completion Date	means the date on which the new commercial licence of DXBE is issued evidencing the Company Conversion and the ownership by Meraas and Meraas Holding of the entire issued and paid up share capital of DXBE
Conditions	the conditions of the Offer set out in paragraph 4 of Section I (<i>General Information and Details of the Offer</i>) to this document, and Condition means any one of them
Convertible Conversion	the conversion of the Existing Convertible into the New Converted Shares registered in the name of Meraas or Meraas Holding (as applicable) in DXBE's share register
Dealing Arrangement	any agreement for compensation, or option, or commitment to any agreement, formal or informal, of whatever type, that serve as a motive for any person to maintain, deal, or refrain from dealing in DXBE's Shares
Delisting	the delisting of the DXBE Shares from the DFM
DFM	the Dubai Financial Market
DXBE	DXB Entertainments PJSC, a public company incorporated and registered in Dubai, United Arab Emirates, whose registered postal address is PO Box 33772, Dubai, United Arab Emirates
DXBE GM	the general assembly meeting of DXBE to be convened in

	connection with the Offer
DXBE Offeree Circular	the offeree circular prepared by DXBE in accordance with applicable law, including the recommendation of the board of directors of DXBE to the DXBE Shareholders in connection with the Offer
DXBE Shareholders	holders of DXBE Shares that appear on DXBE's share register from time to time
DXBE Shares	the existing unconditionally issued and paid up ordinary shares of a nominal value of AED 1.00 each in the capital of DXBE, being 7,999,912,670 as at the date of this Meraas Offer Document
Dubai CSD	Dubai Central Securities Depository LLC, a limited liability company, being an independent legal entity to perform central depository services solely owned by Dubai Central Clearing and Depository Holding LLC, incorporated in Dubai, UAE with its head office at World Trade Center, Mezzanine Floor, Rashid Tower, P.O. Box 9700, Dubai, UAE
Existing Convertible	those master bond certificates issued by DXBE due 30 June 2026 and held by Meraas and Meraas Holding as at the date of this Meraas Offer Document
Financial Adviser	Rothschild & Co, being Meraas' financial adviser in respect of the Offer
GM	a general meeting of DXBE Shareholders
Governmental Body	any government, government department, or governmental, quasi-governmental, supranational, statutory, regulatory, environmental or investigative body, institution or authority (including any competition or merger control body)
Group	in relation to a party, its holding companies (excluding, in the case of DXBE, Meraas) and subsidiaries (excluding, in the case of Meraas, DXBE) and any subsidiary of any such holding company from time to time
IFRS	International Financial Reporting Standards
Implementation Agreement	the implementation agreement dated 9 February 2021 entered into between Meraas and DXBE setting out the rights and obligations of the parties in connection with the Transaction
Latest Practicable Date	8 February 2021, being the latest practicable date prior to the date of this document
Lead Legal Adviser	Linklaters LLP, being Meraas' lead legal adviser to the English and US law in respect of the Offer
Lead Manager	Emirates NBD Capital PSC
Legal Adviser	Ibrahim & Partners, being Meraas' legal adviser to the UAE law in respect of the Offer
Mandatory Acquisition Notice	the notice to be dispatched to all remaining DXBE Shareholders (other than Meraas or Meraas Holding) following completion of the Offer to notify such DXBE Shareholders of

	Meraas' decision to exercise its rights pursuant to Article 11(2) of the Takeover Code and Article 292 of the Companies Law to pursue the Squeeze Out and acquire all remaining DXBE Shares (not yet owned by Meraas or Meraas Holding)
Mandatory Acquisition Notice Period	the period commencing on date of dispatch of the Mandatory Acquisition Notice and ending on the period 60 days thereafter
Material Adverse Effect	means any event, occurrence or change in circumstances occurring after this Meraas Offer Document which individually, or when aggregated with all such other events, occurrences or changes, has or could reasonably be expected to: (i) have a material adverse effect on the business, assets, liabilities, financial position, profitability or prospects of (as applicable) DXBE Group (taken as a whole); or (ii) directly prevent or materially impede or delay (where such delay would reasonably be expected to result in the Completion Date not taking place on or prior to an agreed long-stop date) the consummation of the Transaction (including any court or regulatory authority order or direction, or other form of valid objection to the Transaction or completion of any of the Conditions, preventing or impacting the Transaction, its implementation or any of the steps (as set out in this Agreement) required to effect completion of the Transaction
Meraas	Meraas Leisure and Entertainment LLC
Meraas Group	Meraas and its holding companies and subsidiaries (excluding DXBE) and any subsidiary of any such holding company from time to time
Meraas Holding	Meraas Holding LLC, a holding company of Meraas
Meraas Offer Document	this offer document (and any subsequent offer document) issued by Meraas containing or amending the terms and conditions of the Offer
New Bank Debt Shares	the 53,391,475,304 new DXBE Shares (representing 84.99% of the increased share capital of DXBE following the Bank Debt Conversion) to be issued to Meraas as part of the Bank Debt Conversion
New Converted Shares	the 1,428,782,912 new DXBE Shares (representing 15.15% of the increased share capital of DXBE immediately following the Convertible Conversion) to be issued to Meraas or Meraas Holding (as applicable) as part of the Convertible Conversion
Offer	the cash offer, made by Meraas, for all the issued DXBE Shares not already owned by Meraas (or Meraas Holding) to be settled in cash at the Offer Price and on the terms and subject to the Conditions set out in this document and including, where the context permits, any subsequent revision, variation, extension or renewal of such offer
Offer Closing Date	9 March 2021 (or as otherwise notified by Meraas to DXBE)
Offer Completion	completion of this Offer being the transfer and re-registration of the relevant DXBE Shares (subject to a valid acceptance in

	accordance with the terms and conditions of this Meraas Offer Document) to Meraas
Offeror	Meraas
Offer Period	the period beginning on and including 10 February 2021 and ending on the earlier of: (a) 9 March 2021; (b) the date on which the Offer lapses or is withdrawn; and (c) such other date as the SCA may decide
Offer Price	AED 0.08 per DXBE Share
Overseas DXBE Shareholders	DXBE Shareholders (or nominees of, or custodians or trustees for DXBE Shareholders) not resident in, or nationals or citizens of the United Arab Emirates
Receiving Bank	Emirates NBD Bank PJSC
Record Date	8 March 2021, being the date immediately prior to the date of the DXBE GM
Restricted Jurisdiction	any jurisdiction where extension or acceptance of the Offer would violate the law of that jurisdiction
SCA	the Securities and Commodities Authority of the UAE
SEC	the US Securities and Exchange Commission
Squeeze Out	the acquisition by Meraas pursuant to the Takeover Code and Article 292 of the Companies Law of any DXBE Shares not acquired by Meraas pursuant to the Offer
Takeover Code	the Decision of the Chairman of SCA Board of Directors No. (18 / R.M.) of 2017 concerning the rules of acquisition and merger of public shareholding companies
Transaction	the completion of the Convertible Conversion, the Bank Debt Conversion, the Offer, the Squeeze Out, the Delisting and Company Conversion
Unconditional Date	the date on which Meraas announces that all of the Conditions have been satisfied (or waived by Meraas, as applicable) and that the Offer is unconditional in all respects
United Arab Emirates or UAE	the United Arab Emirates
United States or US	the United States of America, its territories and possessions, any state of the United States of America, the District of Columbia and all other areas subject to its jurisdiction and any political sub-division thereof
US Securities Exchange Act of 1934	the United States Securities Exchange Act of 1934 (as amended) and the rules and regulations promulgated thereunder