

Takaful Emarat Insurance PJSC

Invitation to the Shareholders to subscribe for up to 185,000,000 Shares in a Rights Issue

Takaful Emarat Insurance PJSC ("TE" or the "Company") hereby invites its shareholders to subscribe for new shares, by way of a rights issue, as approved by the General Assembly of the Company on 27 February 2024 and 14 June 2024 (the "General Assembly") and the Securities and Commodities Authority (the "Authority" or "SCA").

1 DECISION OF THE INCREASE.

The general assembly of the Company in its meetings held on 27 February 2024 and 14 June 2024 resolved to approve the increase of the Company's issued share capital from AED 25,652,000 (twenty-five million six hundred fifty-two thousand), up to and not exceeding an amount of AED 185,000,000 (one hundred eighty five million) by way of a rights issue (the "Rights Issue") up to AED 185,000,000 (one hundred eighty five million), equivalent to 185,000,000 (one hundred eighty five million) new shares by issuing new shares with a nominal value of AED 1 and an issuance price of AED 1 by way of rights issue (the "New Shares" and each a "New Share") at an issue price of AED 1.00 per New Share (the "Issue Price"), which is equal to the nominal value of the Company's ordinary shares, so that the share capital of the Company following the Capital Increase becomes AED 210,652,000 (two hundred and ten million and six hundred and fifty two thousand) instead of AED 25,652,000 (twenty-five million and six hundred fifty-two thousand), provided that the new shares will be offered to all existing shareholders of the Company to be subscribed for on a pro-rata basis and to approve granting the Board the full authority to take all actions required to implement and execute the Capital Increase pursuant to the provisions of CCL and the regulations issued by SCA and the Central Bank of the UAE and with sufficiency in the amount that will be subscribed for. The General Assembly authorised the Board of Directors of the Company to determine and fix the dates, size and terms of the Rights Issue, and to take all necessary steps to implement the capital increase.

2. AMOUNT OF SHARE CAPITAL INCREASE (RIGHTS ISSUE) AND ISSUE PRICE:

The Rights Issue will increase the share capital of the Company by an amount of up to AED 185,000,000 (one hundred eighty five million) from 25,652,000 (twenty-five million and six hundred fifty-two thousand), up to AED AED 210,652,000 (two hundred and ten million and six hundred and fifty two thousand) by creating up to 185,000,000 (one hundred eighty five million)

The New Shares will be issued at the Issue Price AED 1 per New Share, which is equal to the nominal value of the Company's ordinary shares.

3. GENERAL INFORMATION ON THE COMPANY AND THE RIGHTS ISSUE:

- Company's Name: Takaful Emarat Insurance PJSC
- Registration Number and Date with the Competent Authority: 611951 issued on 2 June 2008. Head office: Dubai, United Arab Emirates.
- Purpose of the Company:
- 1. Takaful insurance for individuals:
- It includes all insurance operations related to human life and personal accidents and dangers that may occur therein

2. Accumulation of Funds:

It includes insurance operations based on the issuance of documents, certificates or otherwise, under which the Company undertakes to pay a certain amount of money or sum of amounts at a forward date against regular premium(s).

3. Takaful Health Insurance:

- It includes insurance against damage caused by diseases, physical injuries and otherwise which are normally or usually fall under health insurance.
- Current Share Capital: AED 25,652,000 (twenty-five million and six hundred fifty-two thousand).
- · Current Number of Shares: 25,652,000 (twenty-five million and six hundred fifty-two
- thousand) shares. · Listing Venue: Dubai Financial Market ("DFM")
- Nominal Value of each Share: One Dirham or AED 1.00 $\cdot \mbox{ Purpose of capital increase: The Company intends to use the net proceeds raised from the} \\$
- Rights Issue to Facilitate the expansion plan as it will be allocated to acquire new market shares and restore the Company's position by expanding the customer base, optimizing the $technological\ infrastructure\ and\ providing\ operational\ efficiencies\ to\ support\ spending\ on$ research and development projects to enhance existing products and services, and expanding
- marketing and sales teams to enhance brand value and attract customers. Auditor: Grant Thornton.
- Lead Manager and Bookrunner: First Abu Dhabi Bank PJSC.
- Sole Receiving Bank: First Abu Dhabi Bank PJSC.

4. SUBSCRIPTION CONDITIONS: Right to Subscribe:

The Rights Issue will be conducted through the issue of tradable securities (the "Rights" and each a "Right") pursuant to the Decree of the Authority's Chairman of the Board No. 11RM of 2016 concerning the Regulations of the Offering and Issuance of Shares of Public Joint Stock Companies (as amended) to registered shareholders of the Company (the "Shareholders" and each a "Shareholder") as at the close of business of the DFM on *: Friday 1 November 2024 (the "Eligibility Date") in the amount of approximately 7.2 Rights for every 1 share in the Company held

The number of Rights will be rounded down to the nearest whole number of Rights and Shareholders will not receive a Right in respect of the fraction of any Rights, with such Rights being deposited into the clearing account or brokerage account of each such Shareholder where his or her existing shares in the Company are held within one day of the Eligibility Date. Shareholders who hold Rights to subscribe for New Shares but do not wish to exercise their Rights, may sell their Rights to other investors via brokers registered and licensed by the DFM.

Registered Shareholders who do not exercise their Rights to subscribe for the New Shares during the Subscription Period will suffer an immediate dilution in their interest in the Company, without prejudice to the number of shares registered for any of them.

Trading in the Rights Issue:

The DEM will coordinate with brokerage firms to add the balance of the Shareholders' Rights in the amount of 7.2 Rights for every 1 share in the Company held on the Eligibility Date to their respective accounts maintained by the respective brokerage firms. This will allow Shareholders to trade their Rights, whether to sell some or all of their Rights or to buy additional Rights, within the period below (the "Trading Period"):

- First day of trading the Rights on DFM: Monday 11 November 2024 - Last day of trading the Rights on DFM: Friday 22 November 2024
- Subscription period:
- Subscription for the New Shares will take place within the period below (the "Subscription Period"). During the Subscription Period, the holders of Rights which includes Shareholders and any persons who purchased Rights during the Trading Period (the "Eligible Persons" and each an "Eligible Person") will be allowed to exercise their Rights to subscribe for the New Shares at the
- Subscription Opening Date: Thursday 14 November 2024
- Subscription Closing Date: Tuesday 26 November 2024

Subscription for Additional New Shares:

- Eligible Persons may also apply for additional New Shares (the "Additional New Shares"), which will be allocated in the event that any unsubscribed New Shares remain, either as a result of the consolidation of the unallocated fractional entitlements to New Shares, or the failure by Eligible Persons to exercise their Rights in full to subscribe for New Shares.
- Additional New Shares will be allocated, on a pro rata basis, to those Eligible Persons who subscribed for such Additional New Shares, based on the number of Additional New Shares requested by such Eligible Persons.
- Ownership limitations: 51% of the issued share capital of the Company must be owned by UAE or GCC nationals or by entities wholly owned by UAE or GCC nationals.
- **Dividends:** The New Shares will rank pari passu with the Company's existing shares including the right to receive all future dividends and other distributions declared, made or paid after the Eligibility Date, including any dividends to be approved and paid in respect of TE's financial year ending 31 December 2024.
- · Subscription applications: Subscription applications are available at any of the branches of the Sole Receiving Bank listed in paragraph 11 below.

Each subscriber may submit a subscription application (i) in the case of a subscription application by a natural person, in his or her personal name (unless he or she is acting as a representative for another subscriber, in which case the subscription application will be submitted in the name of such subscriber) or (ii) in the case of a subscription application by a corporate entity, in its corporate name.

Subscribers must complete all of the relevant fields in the subscription application along with all required documents and submit it to the Sole Receiving Bank together with the subscription amount during the Subscription Period.

The completed subscription application should be clear and fully legible. If it is not, the SoleReceiving Bank shall refuse to accept the subscription application from the subscriber until the latter satisfies all the required information or documentation before the close of the subscription. Subscription for New Shares would deem the subscriber to have accepted the terms of this Invitation and Articles of Association of Takaful Emarat and comply with all the resolutions issued by the Takaful Emarat's General Assembly Meeting. Any conditions added to the subscription application

shall be deemed null and void. The subscription application should only be fully completed after reviewing this Invitation and Takafuk Emarat 's Articles of Association. The subscription application then needs to be submitted to any of the SoleReceiving Bank's participating branches mentioned under Participating Branches of First Abu Dhabi Bank or through electronic channels. Electronic subscription (E-subscription)

The SoleReceiving Bank may also have its own electronic channels (on-line internet banking applications, mobile banking applications, etc.) interfaced with the DFM eKtetab IPO system. By submitting the electronic subscription application, the customer submitting the application is accepting the terms and conditions on behalf of the subscriber and is the relevant SoleReceiving Bank to pay the total subscription amount by debiting the amount from the respective bank account of the customer and transferring the same to the account in favour of "Takaful Emarat Insurance – Right Issue" held at the SoleReceiving Bank, as detailed in the subscription application. The submission of an electronic application will be deemed to be sufficient for the purposes of fulfilling the identification requirements and accordingly, the supporting documentation in relation to applications set out elsewhere in this Invitation will not apply to electronic applications under this section. Notification of the final allocation of New Shares and the refund of proceeds for unallocated New Shares (if any) and any profit thereon following the closing of the Subscription Period and prior to the listing of the shares shall be performed solely by, and processed through, the SoleReceiving Bank in which the electronic subscription application was submitted. First Abu Dhabi Bank - E-subscription

1. Access

applications

For Arabic: https://www.bankfab.com/ar-ae/cib/iposubscription

For English: https://www.bankfab.com/en-ae/cib/iposubscription 2. Refer to the "how to subscribe page" and follow the instructions and submit subscription

3. First Abu Dhabi Bank mobile banking application (for First Abu Dhabi Bank clients). In case of any issues or support required, please contact First Abu Dhabi Bank call centre at +971 02 616 1800. The subscribers or their representatives shall affirm the accuracy of the information contained in the application in the presence of the bank representative in which the subscription was made. Each subscription application shall be clearly signed or certified by the subscriber or his or her representative.

The SoleReceiving Bank may reject subscription applications submitted by any subscriber for any of the following reasons:

- · If the subscriber details are not found in the final share register of Takaful Emarat as at the Eligibility Date:
- the subscription application form is not complete or is not correct with regard to the amount paid or submitted documents (and no offer participant takes responsibility for non-receipt of an allotment of New Shares if the address of the subscribers is not filled in correctly);
- · the subscription application amount is paid using a method that is not a permitted method of
- the subscription application amount presented with the subscription application does not match the minimum required investment or the increments set for the New Shares;
- · the completed subscription application form is not clear and fully legible;
- · the manager's cheque is returned for any reason;
- · if the amount in the bank account mentioned in the subscription application form is insufficient to pay for the application amount mentioned in the subscription application form or the SoleReceiving Bank is unable to apply the amount towards the application whether due to signature mismatch or any other reasons;
- · if the NIN is not made available to DFM or if the NIN is incorrect;
- \cdot if the subscription application is otherwise found not to be in accordance with the terms of this Invitation:
- · if the Subscriber is a natural person and is found to have submitted the subscription application other than in his or her personal name (unless he or she is acting as a representative for another subscriber);
- a subscriber has not adhered to the rules applicable to the New Shares;
- if it is otherwise necessary to reject the subscription application to ensure compliance with the provisions of the CCL, the Articles of Association, this Invitation or the requirements of the SCA
- if for any reason FTS/SWIFT/online/mobile subscription channels transfer fails or the required information in the special fields is not enough to process the application.

The Sole Receiving Bank may reject the application for any of the reasons listed above at any time until allocation of the New Shares and have no obligation to inform the subscribers before the notification of the allocation of New Shares to such rejected subscribers

The DFM website (www.DFM.ae) will be available for online applicants, who have an NIN and registered DFM eServices on the DFM website (www.DFM.ae) and holding a valid NIN, or by debiting the Eligible Person's bank account via Central Bank Payment Gateway, to submit electronic subscriptions to the Sole Receiving Bank. The Sole Receiving Bank shall have its own electronic channels (such as online internet banking applications, ATMs, etc.) which shall be interfaced with the DFM system. Submitting the electronic subscription form will be deemed an acceptance by the applicant (and, if not the Eligible Person, on behalf of the Eligible Person) of the terms and conditions of this invitation to Shareholders and authorisation for the issuing bank and the Sole Receiving Bank to pay the total subscription amount by debiting the amount from the respective bank account of the Eligible Person and transferring the same to the bank account in favour of "Takaful Emarat Insurance PJSC - Rights Issue" held at the Sole Receiving Bank as detailed in the subscription application. The submission of an electronic subscription application will be deemed sufficient for the purposes of fulfilling the identification requirements and, accordingly, the supporting documentation in relation to applications set out above will not apply to electronic applications

- Issue Price: The New Shares will be issued at an issue price of AED 1.00 per New Share, reflecting the nominal value of AED 1.00 per New Share
- Timing of payment: The total subscription amount of the New Shares subscribed for shall be paid upon submitting the subscription application.
- Methods of payment: The subscription application must be submitted by a subscriber to the SoleReceiving Bank participating branches listed in in paragraph 11 below during the above mentioned subscription period, and the NIN with DFM and the subscriber's bank account number must be provided, together with payment in full for the amount it wishes to use to subscribe for the New Shares, which is to be paid in one of the following ways:
- a) Certified bank cheque ("Manager's Cheque") drawn on a bank licensed and operating in the UAE, in favour of "Takaful Emarat Insurance- Right Issue":
- b) Debiting a subscriber's account with the SoleReceiving Bank; or
- c) Electronic subscriptions (please refer to the section on electronic subscriptions below).

Details of the subscriber's bank account must be completed on the subscription application form even if the application amount will be paid by Manager's Cheque. The subscription amount shall not be paid or accepted by the SoleReceiving Bank using any of the following methods:

- cheques (not certified); or
- any other mode of payment other than mentioned above. · Sole Receiving Bank: Subscriptions shall be received by the Sole Receiving Bank through any of
- its branches listed in paragraph 11 below. Refunds: Refunds will be given to holders of Rights who did not receive the full number of New
- Shares that they subscribed for. Refunds shall be completed no later than five business days from the date of allocation of the New Shares.

The amount to be refunded (i) shall be returned to the relevant Eligible Person's bank account with the Sole Receiving Bank or (ii) if payment of the subscription amount was made by Manager's Cheque, by sending a cheque to the relevant Eligible Person at the address stated in the subscription application or (iii) if payment was made via FTS / UAE PGS mode, it shall be returned to the relevant Eligible Person via bank transfer.

5. ALLOTMENT POLICY

- The allotment of the New Shares will be as stated, and in the same order of priority, below: · First, to Eligible Persons who subscribe for New Shares in an amount equal to the number of New
- Shares for which they have applied, to the extent that such number is equal to or less than the number of Rights they respectively hold at the end of the Rights Trading Period.
- · Second, to the extent that any New Shares remain unsubscribed thereafter, to Eligible Persons who subscribe for Additional New Shares in an amount equal to the number of Additional New Shares for which they have applied in excess of the number of Rights they respectively hold.

The allocation of Additional New Shares to Eligible Persons who have subscribed for Additional New Shares will be allocated after allocations to Eligible Persons who have subscribed for a number of New Shares equal to or less than the number of Rights they hold will be on a pro rata basis, scaled back (if necessary) in accordance with the proportion that the number of Additional New Shares requested by the Fligible Person represents to the total number of Additional New Shares requested by all Eligible Persons who subscribed for Additional New Shares. There is, therefore, no guarantee that Eligible Persons applying for Additional New Shares will receive the number of Additional New Shares for which they applied. No Eligible Person will receive more New Shares than the number for which they subscribed during the Subscription Period.

6. REOUIRED DOCUMENTS FOR SUBSCRIBERS:

Eligible Persons shall submit the following documents, along with their subscription applications:

A. For individuals who are UAE nationals, GCC nationals UAE residents, or nationals of any other country:

· Eligible Persons should have:

- a) a valid and a unified national investor number at DFM ("NIN")
- b) The original and a copy of a valid passport or Emirates identity card; and
- c) In case the signatory is different from the subscriber: i. the duly notarized power of attorney held by that signatory or a certified copy by UAE-regulated
- persons/bodies, such as a notary public, or as otherwise duly regulated in the country; ii. the original passport/Emirates ID of the signatory for verification of signature and a copy of the original passport/Emirates ID; and
- iii. a copy of the passport/Emirates ID of the subscriber for verification of signature; or

d) In case the signatory is a guardian of a minor, the following will be submitted:

- a. Original and copy of the guardian's passport/Emirates ID for verification of signature;
- b. Original and copy of the minor's passport; and
- c. If the guardian is appointed by the court, original and copy of the guardianship deed attested by the court and other competent authorities (e.g. notary public).

B. For applications where the method of payment is: Direct debit: the account holder or authorised signatory should be physically present at any of

 $the \ branches \ of \ the \ Sole \ Receiving \ Bank \ listed \ in \ paragraph \ 11 \ below \ to \ authorise \ the \ transaction.$ Manager's Cheque: the Eligible Person or the representative of the Eligible Person can provide the Manager's Cheque at any of the branches of the Sole Receiving Bank listed in paragraph 11 C. Corporate bodies including banks, financial institutions, investment funds and other

companies and establishments (i.e. juridical persons):

UAE registered corporate bodies:

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

For applications where the method of payment is:

- Direct Debit: the authorised signatory on the account should be physically present at any of the branches of the Sole Receiving Bank listed in paragraph 11 below to authorise the transaction.
- Manager's Cheque: the representative of the corporate body can provide the Manager's Cheque at any of the branches of the Sole Receiving Bank listed in paragraph 11 below.

For more information about the required documents for Eligible Persons, please see the FAQs published on the Company's website.

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

- -Subscription amounts paid by Manager's Cheque must be submitted on or before 12 PMon Saturday 23 November 2024, that is two days before the end of the Subscription Period.
- Subscription applications received through FTS/ online/ via internet banking/swift payments must be made on or before 12 PM on Monday 25 November 2024, being one day before the end of the Subscription Period.
- Subscription by debiting the Eligible Person's account with the Sole Receiving Bank must be done on or before Tuesday 26 November 2024, being the last day of the Subscription Period, at any of the branches of the Sole Receiving Bank listed in paragraph 11 below.

7. CONTACT CENTRE:

For any queries, please contact: (i) TE's call centre at 600522550 or (ii) Lead Manager and Bookrunner's call centre at 0097126161800.

8. IMPORTANT DATES: Date of publication of the invitation to subscribe for New Shares by way of Rights Issue:

- Eligibility Date of Rights (record date) *: Friday 1 November 2024
- First day of trading the Rights on the DFM: Monday 11 November 2024
- Last day of trading the Rights on the DFM: Friday 22 November 2024 Subscription Opening Date: Thursday 14 November 2024
- Subscription Closing Date: Tuesday 26 Novrmber 2024 Date of allocation: on or around Friday 29 November 2024
- Refund date: on or around Friday 6 December 2024 Commencement of Dealings in the New Shares: Monday 9 December 2024

We would like to remind all shareholders and investors that if the rights holder does not sell his/her rights before the close of the trading period, he/she has the right to use such rights to subscribe for the New Shares, and accordingly, the rights holder will not be able to sell or assign such rights after the end of the trading period. After the end of the trading period, the rights holder will only have the right to use his/her rights to subscribe for the New Shares, and the shareholder will lose the value of these rights if they do not sell them or use them to subscribe for the New Shares.

We would also like to remind all rights buyers that these rights are not capital increase shares, but

rather a temporary financial instrument of a special nature derived from the original share and that

if they do not use these rights to subscribe for New Shares until the end of the subscription period, or sell the rights before the end of the trading period on the date specified in this invitation, they will forfeit the full value of these rights. Important Note: The dates for the Rights Issue set out in this Invitation are expected dates and are

subject to change, including if any date falls on an official holiday in the UAE. In such circumstances, details of the new dates will be notified to investors in two UAE daily Arabic language newspapers and on TE's website (https://takafulemarat.com/).

P.O. Box 6316, Abu Dhabi, United Arab Emirates Tel: 0097126161800 10. PARTICIPATING BRANCHES:

FAB Building, Khalifa Business Park – Al Qurm District

9. SOLE RECEIVING BANK:

First Abu Dhabi Bank PJSC

	S.No	Branch name	Branch Location- Area	Customer Timing	IPO Subscription Timings	Branch Address
	1	Al Batin	Abu Dhabi	08:00 am to 02:00 pm (Monday- Thursday);	08:00 am to 1:00 pm (Monday- Thursday)	Street No. 9 Next to Bateen Bus Terminal and Al Bateen Mall; PO BOX:7644
				08:00 am to 12:30 pm (Friday)	08:00 am to 12:00 pm (Friday)	
				08:00 am to 02:00 pm (Saturday)	08:00 am to 01:00 pm (Saturday)	
	2	Salam Street	Abu Dhabi	08:00 am to 02:00 pm (Monday - Thursday)	08:00 am to 01:00 pm (Monday – Thursday)	Salam Street, Abu Dhabi
				08:00 am to 12:30 pm (Friday)	08:00 am to 12:00 pm (Friday)	
				08:00 am to 02:00 pm (Saturday)	08:00 am to 01:00 pm (Saturday)	
	3	Al Ain New	Al Ain - Abu Dhabi	08:00 am to 02:00 pm (Monday - Thursday)	08:00 am to 1:00 pm (Monday – Thursday)	Al Ain New PO BOX: 17822
				08:00 am to 12:30 pm (Friday)	08:00 am to 12:00 pm (Friday)	
				08:00 am to 02:00 pm (Saturday)	08: am to 01:00 pm (Saturday)	
	4	Jabal Ali Branch	Dubai	08:00 am to 02:00 pm (Monday - Thursday)	08:00 am to 01:00 pm (Monday – Thursday)	Near Gate No.5, Adjacent to Dubai Chamber Office
				08:00 am to 12:30 pm (Friday)	08:00 am to 12:00 pm (Friday)	
				08:00 am to 02:00 pm (Saturday)	08:00 am to 01:00 pm (Saturday)	

PARTICIPANTS:

Lead Manager and Bookrunner First Abu Dhabi Bank PSC

Sole Receiving Bank First Abu Dhabi Bank PJSC Legal Advisers to the Company as to UAE Laws

IBRAHIM .N. PARTNERS

Al Sila Tower, Floor 24, ADGM Square,

PO Box 5100746, Abu Dhabi, UAE