

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

This Offer is for Professional/Qualified Investors Only

## Investcorp Capital plc

(the “Company” or “Investcorp Capital”)

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



Dated: 24 October 2023

The offer and sale of 643,000,000 (six hundred forty three million) ordinary shares with a nominal value of USD 0.50 being equivalent to AED 1.84 each, comprising of 321,500,000 (three hundred twenty one million and five hundred thousand) New Shares to be issued by the Company and 321,500,000 (three hundred twenty one million and five hundred thousand) Sale Shares representing 29.34% of the total issued shares in the share capital of the Company including the New Shares (the “Offer Shares”), to be offered by the Company and sold by the Company’s sole shareholder namely; Investcorp S.A. (the “Selling Shareholder”) in a public subscription in the United Arab Emirates (the “UAE”) only. The Company and the Selling Shareholder reserve the right to amend the size of the Offering and the size of any Tranche (as defined below) at any time prior to the end of the subscription period at their sole discretion, subject to the applicable laws of the UAE and the approval of the Securities and Commodities Authority in the UAE (“SCA” or the “Authority”). The offer price will be in AED and determined based on the offer price range (the “Offer Price Range”), which will be announced on the same day and before the start of the Offer Period on 2 November 2023. The Offer Shares will be duly and validly issued as at the date of listing (the “Listing”) of the Shares on the Abu Dhabi Securities Exchange (the “ADX”).

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

### Approval of the Competent Authorities

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

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

### Selling Shareholder

The Selling Shareholder, Investcorp S.A, owns, prior to the Offering 100% of the Shares with a nominal value of USD 0.50 being equivalent to AED 1.84 each in the Company.

If all of the Offer Shares are subscribed for and allocated, and the Offer size is not increased, the Offer Shares will represent 29.34% of the total issued ordinary shares in the capital of the Company (this percentage has been calculated based on the total number of Shares in the share capital of the Company including the New Shares).

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

### Investment Risks

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

### Supervision and Regulation

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

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

Pursuant to the ADX listing rules, ADX has the authority to apply the Governance Rules applicable to financial free zone companies such as

Investcorp Capital plc that list securities on ADX.

Investors should familiarize themselves with applicable ADGM laws and regulations, and Investcorp Capital plc Articles of Association annexed to the Prospectus.

### Overview of the Company

Investcorp Capital plc (“Investcorp Capital”, together with its consolidated subsidiaries, “Investcorp Capital Group”) is a newly-formed public company limited by shares incorporated in the ADGM and with its registered headquarters in ADGM, Abu Dhabi. Investcorp Capital Group is a provider of capital and capital financing services to its Clients. Initially, and as of the date of the Prospectus, the sole client of Investcorp Capital Group is Investcorp Group. Investcorp Capital Group may in the future provide its services to other Clients, including alternative asset managers, other institutional investors, investment managers and sovereign funds investing globally.

Investcorp Capital will comprise all of Investcorp Holdings’ capital financing and underwriting services, underpinning its private wealth and institutional co-investors’ placement business, within the business strategies described below. Investcorp Capital will have two business segments encompassing both activities, respectively, “Capital Deployment” and “Capital Financing Services”. See “—Business Segments—Capital Financing Services” and “—Business Segments—Capital Deployment” for a description of the segments. Within these two business segments, Investcorp Capital Group deploys capital and provides capital financing services across four main business strategies, namely, (i) Corporate Investments, (ii) Real Estate, (iii) Global Credit, and (iv) Strategic Capital. See “—Business Strategies” for a description of each.

Investcorp Capital Group will principally generate (1) transaction-driven fee income through its Capital Financing Services business in the form of underwriting, and (2) recurring capital deployment income, including rental income, dividend income and interest income, through its Capital Deployment business. Combined, these two diversified and re-occurring cash income streams provide Investcorp Capital Group with a re-occurring cash yield. Investcorp Capital Group’s re-occurring cash yield is intended to support regular ordinary cash dividend payments to its shareholders, supplemented with (i) performance fee rebates (rebate of 10 per cent on the performance fee owed to Investcorp Group on Corporate Investments and Real Estate asset exposures) and (ii) net realizations from investments. Furthermore, NAE accretion from underlying investments contributes to a higher total return to shareholders.

Historically, Investcorp Holdings owned and directly operated Investcorp Capital Group’s Capital Financing Services and Capital Deployment segments until the Reorganization on 31 August 2023. As at the date of the Prospectus, Investcorp S.A. (a member of the Investcorp Group) holds 100 per cent of Investcorp Capital’s issued share capital and, immediately following the Offering, Investcorp S.A. will continue to be the majority shareholder of Investcorp Capital.

### Objectives of the Company

- Activities of holding companies;
- Proprietary asset management company; and
- Activities of head offices.

### Shareholders

As at the date of the Prospectus:

#### Before Offering

Name	Nationality / Country of Incorporation	Type of shares	Number of shares owned	Total value of shares owned*	Ownership proportion
Investcorp S.A.	The Cayman Islands	ordinary	1,870,002,000	USD 935,001,000 equivalent to AED 3,433,791,172.5	100%

\*Based on the nominal value.

#### After Offering

Name	Nationality / Country of Incorporation	Type of shares	Number of shares owned	Total value of shares owned*	Ownership proportion
Investcorp S.A.	The Cayman Islands	ordinary	1,548,502,000	USD 774,251,000 (equivalent to 2,843,436,797.5)	70.66%
Successful Subscribers at Listing	Various	ordinary	643,000,000	USD 321,500,000 (equivalent to AED 1,180,708,750)	29.34%

\*Based on the nominal value.

### Company’s capital structure upon completion of the Offering

Upon the completion of the Offering and subject to no increase in the Offer Size, the Company’s paid-up share capital shall be USD 1,095,751,000 equivalent to AED 4,024,145,547.5, divided into 2,191,502,000 (two billion one hundred ninety-one millions five hundred and two thousand) Shares with a nominal value of USD 0.50 (being equivalent to AED 1.84) per Share.

Assuming all of the Offer Shares are allocated and the Offer size is not increased, the Selling Shareholder will hold in aggregate 70.66% of the total share capital of the Company, assuming that the Selling Shareholder sells all of the Shares being offered and the Offering size is not increased. The Company has presented its plan to SCA for the Selling Shareholder to offer 29.34% of the total share capital of the Company. The Company and the Selling Shareholder reserve the right to amend the size of the Offering and size of any Tranche at any time prior to the end of the subscription period at their sole discretion, subject to the applicable laws of the UAE and the SCA’s approval.

No. of Selling Shareholder’s Shares:	1,548,502,000 Shares
No. of total Subscribers’ Shares (assuming all Offer Shares are allocated including all tranches mentioned under the Prospectus):	643,000,000 Shares
Total:	2,191,502,000 Shares

### Board of Directors

The Board consists of (9) Directors all of whom are Non-Executive Directors, 4 of whom are independent Directors as set out below:

Name	Position	Year of appointment
H. E. Mohammed Alardhi	Chairman and Non-Executive Director	2023
Mr. Hazem Ben-Gacem	Vice-Chairman and Non-Executive Director	2023
Mr. Rishi Kapoor	Non-Executive Director	2023
Mr. Jan Erik Back	Non-Executive Director	2023
Mr. Yusef Al Yusef	Non-Executive Director	2023
Dr. Nawal Al-Hosany*	Non-Executive Director	2023
Mr. Peter McKellar*	Non-Executive Director	2023
Mr. Mohammed AlShroogi*	Non-Executive Director	2023
Ms. Pamela Jackson*	Non-Executive Director	2023

\*Denotes that the Director is considered “independent” under the Governance Rules.

The business address of each of the Directors is: 1137Register17, 17, Al Maqam Tower, Abu Dhabi Global Market Square, Al Maryah Island, Abu Dhabi, United Arab Emirates.

### Key Terms of the Offering

- **Name of the Company:** Investcorp Capital plc (Free Zone Company)
- **Share capital:** The share capital of the Company as at the date of the Prospectus has been set at USD 935,001,000 (equivalent to AED 3,433,791,172.5) divided into 1,870,002,000 Shares paid-in-full, with the nominal value of each Share being USD 0.50 (being equivalent to AED 1.84).
- **Percentage, number and type of the Offer Shares:** 643,000,000 (six hundred forty three million) Shares, all of which are ordinary shares, all Shares are of the same class and shall carry equal voting rights and shall rank pari passu in all other rights and obligations, and which constitute of 29.34% of the Company’s issued share capital (this percentage has been calculated based on the total number of Shares in the capital as at the Listing date and hence including the New Shares).
- **Offer Price Range per Offer Share:** The Offer Price Range will be in UAE dirhams and announced prior to the day of opening the Offer Period and on the same day and before opening of the Offer Period on 2 November 2023.
- **Offer Period:** Commences on 2 November 2023 for the First Tranche and the Second Tranche, and closes on 8 November 2023 for the First Tranche and on 9 November 2023 for the Second Tranche.
- **Receiving Banks**
  - **Joint Lead Receiving Banks:** Emirates NBD Bank PJSC and First Abu Dhabi Bank PJSC.
  - **Receiving Banks:** a list of Receiving Banks is attached in Appendix 3 of the Prospectus.
- **Eligibility of the qualified categories of Subscriber to apply for the acquisition of the Offer Shares:**
  - **First Tranche:** The allocation of this Tranche will be made on a pro-rata basis. The First Tranche of the Offering will be open to First Tranche Subscribers as described on the cover page of the Prospectus and the “Definitions and Abbreviations” section of the Prospectus. All Subscribers in the First Tranche must hold a NIN with ADX and a bank account number. 5% (five per cent) of the Offer Shares, representing 32,150,000 (thirty two million one hundred fifty thousand) Shares are allocated to the First Tranche. The Company and the Selling Shareholder reserve the right to amend the size of the First Tranche at any time prior to the end of the subscription period at their sole discretion, subject to the approval of the SCA.
  - **Second Tranche:** The Second Tranche of the Offering will be open to Second Tranche Subscribers as described on the cover page of the Prospectus and the “Definitions and Abbreviations” section of the Prospectus. All Subscribers in the Second Tranche must hold a NIN with ADX. 95% (ninety-five per cent) of the Offer Shares, representing 610,850,000 (six hundred and ten million eight hundred fifty thousand) Shares are allocated to the Second Tranche. The Company and the Selling Shareholder reserve the right to amend the size of the Second Tranche at any time prior to the end of the subscription period at their sole discretion, subject to the applicable laws of the UAE and the approval of SCA.
- **Public subscription in the Offer Shares is prohibited as follows:**
  - This Offering is restricted to Professional Investors only. Public subscription is prohibited to any Subscriber whose investment is restricted by the laws of the jurisdiction where the Subscriber resides or by the laws of the jurisdiction to which the Subscriber is situated. It is the Subscriber’s responsibility to determine whether the Subscriber’s application for, and investment in, the Offer Shares conforms to the laws of the applicable jurisdiction(s).
- **Minimum Investment:**
  - This Offering is restricted to Professional Investors only. The minimum subscription in Offer Shares in the First Tranche has been set at AED 250,000 (two hundred fifty thousand UAE dirhams) with any additional investment to be made in AED 1,000 (one thousand UAE dirhams) increments. The minimum subscription for Offer Shares in the Second Tranche has been set at AED 5,000,000 (five million UAE dirhams).
- **Maximum Investment:**
  - No maximum subscription in Offer Shares has been set.
- **Subscription by Selling Shareholder:**
  - The Selling Shareholder may not subscribe for Offer Shares, whether directly or indirectly, or through any of its subsidiaries.
- **Lock-up period:**
  - Pursuant to an underwriting agreement to be entered into between the Company, the Selling Shareholder and the Joint Lead Managers prior to the date of Listing (the “Underwriting Agreement”), the Shares held by the Selling Shareholder following Listing shall be subject to a lock-up which starts on the date of Listing and ends 180 days thereafter.
- **Subscription Applications**
  - Each Subscriber in the First Tranche may submit one subscription application only (i) in the case of a subscription application by a natural person, in his or her personal name (unless he or she is acting as a representative for another Subscriber, in which case the subscription application will be submitted in the name of such



Subscriber); or (ii) in the case of a subscription application by a corporate entity, in its corporate name. In case a Subscriber submits more than one application in his or her personal name or its corporate name, the Receiving Banks and the Joint Lead Managers reserve the right to disqualify all or some of the subscription applications submitted by such Subscriber and not to allocate any Offer Shares to such Subscriber;

- Every Subscriber must confirm that he/she has reviewed the terms and conditions concerning the subscription in the Offer Shares of the First Tranche. Each Subscriber must confirm that he/she is a Professional Investor as defined in the SCA Board of Directors' Chairman Decision No.13/R.M of 2021 (as amended from time to time), and further acknowledge that he/she is qualified to subscribe in the Offer Shares of the First Tranche. Subscribers must complete all of the relevant fields in the subscription application along with all required documents and submit it to any Receiving Bank together with the subscription amount during the Offer Period for the First Tranche;
- Every Subscriber must: (1) confirm that he/she reviewed the terms and conditions concerning the subscription in the Offer Shares of the First Tranche; (2) confirm and self-certify that he/she is a Professional Investor as defined in the SCA Board of Directors' Chairman Decision No.13/R.M of 2021 (as amended from time to time) and that he/she is qualified to subscribe in the Offer Shares of the First Tranche. Each of the Receiving Banks and the Joint Lead Managers should rely on the information that will be provided by each Subscriber as per the above paragraph;
- The completed subscription application should be clear and fully legible. If it is not, the Receiving Banks shall refuse to accept the subscription application from the Subscriber until the Subscriber satisfies all the required information or documentation before the close of the subscription;
- Subscription for Offer Shares would deem the Subscriber to have accepted the Articles of Association of the Company and complied with all the resolutions issued by the Company's general meeting. Any conditions added to the subscription application shall be deemed null and void. No photocopies of subscription applications shall be accepted. The subscription application should only be fully completed after reviewing the Prospectus and the Company's Articles of Association. The subscription application then needs to be submitted to any of the Receiving Banks' branches mentioned herein or through electronic channels (see **"Electronic subscription"**);
- The Subscribers or their representatives shall affirm the accuracy of the information contained in the application in the presence of the bank representative in which the subscription was made. Each subscription application shall be clearly signed or certified by the Subscriber or his or her representative;
- **The Receiving Banks and the Joint Lead Managers may reject subscription applications submitted by any Subscriber in the First Tranche for any of the following reasons:**
- If the subscription application form is not complete or is not correct with regard to the amount paid or submitted documents (and no Offer Participant takes responsibility for non-receipt of an allotment of Offer Shares if the address of the subscribers is not filled in correctly);
- If the Subscriber does not confirm the following as included in the subscription application "I hereby confirm and self-certify that I am a Professional Investor as defined in the SCA Board of Directors' Chairman Decision No.13/R.M of 2021 (as amended from time to time)" and that the Subscriber confirmed that he/she read and confirmed the terms and conditions by ticking the self-certification box found in the subscription application;
- If the subscription application amount is paid using a method that is not a permitted method of payment;
- If the subscription application amount presented with the subscription application does not match the minimum required investment or the increments set for the First Tranche offer;
- If the completed subscription application form is not clear and fully legible;
- If the Manager's Cheque is returned for any reason;
- If the amount in the bank account mentioned in the subscription application form is insufficient to pay for the application amount mentioned in the subscription application form or the Receiving Banks is unable to apply the amount towards the application whether due to signature mismatch or any other reasons;
- If the NIN is not made available to ADX or if the NIN is incorrect;
- If the subscription application is found to be duplicated (any acceptance of such duplicate application is solely at the discretion of the Company and the Selling Shareholder);
- If the subscription application is otherwise found not to be in accordance with the terms of the Offering;
- If the Subscriber is found to have submitted more than one application any acceptance of such duplicate / multiple application(s) is solely at the discretion of the Company and the Selling Shareholder);
- If the Subscriber is a natural person and is found to have submitted the subscription application other than in his or her personal name (unless he or she is acting as a representative for another Subscriber);
- If a Subscriber has not adhered to the rules applicable to the First Tranche or the Second Tranche offers;
- If it is otherwise necessary to reject the subscription application to ensure compliance with the provisions of the Companies Regulations, the Articles of Association, the Prospectus or the requirements of the UAE Central Bank, the SCA or the ADX; or
- If for any reason FTS/SWIFT/online/mobile/ATM subscription Channels transfer fails or the required information in the special fields is not enough to process the application.

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

#### Electronic subscription (E-subscription)

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

the Shares shall be performed solely by, and processed through, the Receiving Bank in which the electronic subscription application was submitted.

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

#### ADX ePortal Subscription:

For applying through ADX ePortal Subscriptions:

Please access -

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

For English - <https://www.adx.ae/English/Pages/ProductsandServices/ipo.aspx>

Refer to the "ADX IPO ePortal Subscription Instructions" page and follow the instructions. Click on the IPO Subscription Link provided to subscribe for the First Tranche.

Please reach us on 6005-239(ADX)-23 (600523923) or via email on [ePortalOps@adx.ae](mailto:ePortalOps@adx.ae) for any queries on the above.

#### Emirates NBD Bank

Account holders with Emirates NBD Bank can subscribe via the bank's online internet banking and mobile application channel. Eligible persons can access Emirates NBD Bank's online banking or mobile application using their relevant username and password (as is customary with these channels). Account holder with Emirates NBD Bank will have to self-certify they are eligible in lieu of SCA definition as mentioned under First Tranche Subscriber. This will be deemed sufficient for the purposes of identification and accordingly the supporting documentation in relation to application set out elsewhere in the Prospectus will not apply to electronic applications.

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

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

#### First Abu Dhabi Bank

FAB EIPO-Subscription

Access <https://www.bankfab.com/en-ae/cib/ipo/subscription>.

Refer to the "How to subscribe page" and follow the instructions and submit subscriptions for the First Tranche.

FAB Mobile Banking application (For FAB Clients only). If you need any support, please call FAB Call Centre No. 026161800

#### Mashreq Bank

Mashreq's Digital IPO subscription allows existing customers to digitally submit their IPO subscription requests, generate NINs with ADX & open brokerage account with Mashreq Securities in real-time through one seamless journey via their Mashreq Mobile App. Eligible clients can avail instant leverage on their IPO subscriptions.

Non-Mashreq customers can avail the above by first opening their Mashreq account instantly through the Mashreq Mobile App.

For further clarifications please refer to <https://mashreq.com/Investcorp-ipo> or call at 04-424-4457 or [ipo@mashreq.com](mailto:ipo@mashreq.com).

#### MBank

To subscribe through Mbank, download Mbank UAE app on your mobile device from Apple App store or Google Play or Huawei AppGallery. For instructions on the process of applying for the IPO through the app, access <https://www.mbank.ae/IPO> Refer to the section "How to subscribe" for step by step guidance.

Applications for minors can also be made through the app.

Applicants can also issue ADX NINs from the Mbank mobile app.

Subscription applications through Al Maryah Community Bank LLC will only be accepted if made by UAE residents.

In case of any issues or support, please contact Mbank call centre at 600 571 111.

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

- Subscription amounts paid by way of cheque must be submitted by 12pm (mid-day) on 6 November 2023.
- Subscription applications received through PGS, FTS and SWIFT must be made before 12pm (mid-day) on 7 November 2023.

#### Documents accompanying Subscription Applications

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

#### For individuals who are UAE or GCC nationals or nationals of any other country:

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

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

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

nature of the corporate body and its domicile. Accordingly, please consult with the Joint Lead Managers to obtain the list of required documents.

#### • Notice of Allocation

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

#### • Investment Risks

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

#### • Timetable for subscription and Listing:

Event	Date
Price range announcement and offering commencement date (The Offer Period for the First Tranche shall continue for six days, including Saturdays, for the purposes of accepting Subscribers' applications)	2 November 2023
Closing Date of the First Tranche	8 November 2023
Closing Date of the Second Tranche	9 November 2023
Announcement of Final Offer Price	10 November 2023
Allocation of First Tranche	13 November 2023
SMS Confirmation to all successful First Tranche subscribers	14 November 2023
Commencement of refunds of investment surplus to the Subscribers and commencement of dispatch of registered mail relating to allotment of shares	14 November 2023
Expected date of Listing the Shares on the ADX	16 November 2023

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

[www.investcorp-capital.com](http://www.investcorp-capital.com)

[www.investcorp-capital.com/ipo](http://www.investcorp-capital.com/ipo)

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

#### Name and Contact Details of the Offering Participants

##### JOINT LEAD MANAGERS

#### Emirates NBD Capital PSC

1<sup>st</sup> Floor, Emirates NBD Head Office Building  
Baniyas Road, Deira  
P.O Box 2336  
Dubai, United Arab Emirates

#### First Abu Dhabi Bank PJSC

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

#### HSBC Bank Middle East Limited

HSBC Tower, Floor 18, Downtown Dubai  
P.O. Box 66  
Dubai, United Arab Emirates

##### JOINT LEAD RECEIVING BANKS

#### Emirates NBD Bank PJSC

Emirates NBD Bank Headquarters  
Baniyas Road, Deira  
P.O Box 777  
Dubai, United Arab Emirates

#### First Abu Dhabi Bank PJSC

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

##### RECEIVING BANKS

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

##### Listing Advisor

#### First Abu Dhabi Bank PJSC

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

##### IPO SUBSCRIPTION LEGAL COUNSEL

#### Legal advisor to the Company as to English, and U.S. law

**Clifford Chance LLP**  
ICD Brookfield Place, Level 32  
Dubai International Financial Centre  
P.O. Box 9380  
Dubai, United Arab Emirates

**Clifford Chance LLP**  
10 Upper Bank Street  
E14 5JJ, London  
United Kingdom

#### Legal advisor to the Company as to UAE and ADGM law

**IBRAHIM & PARTNERS**  
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The Prospectus is available on the website of the Company at [www.investcorp-capital.com](http://www.investcorp-capital.com) and [www.investcorp-capital.com/ipo](http://www.investcorp-capital.com/ipo)