

Rights Issue of New Shares in  
Ajman Bank PJSC  
**Invitation to the Shareholders to Subscribe for New Shares**

Ajman Bank PJSC (the "Bank" or "Company") hereby invites its shareholders to subscribe for new shares, by way of a rights issue, as approved by the Board of Directors of the Bank on 13<sup>th</sup> May 2018, UAE Central Bank (the "Central Bank"), and the Securities and Commodities Authority (the "Authority").

**I. General information on the Bank:**

- **Company Name:** Ajman Bank PJSC
- **Date and Registration Number with the Authority:** Registered under Number (43544) on 17/04/2008
- **Head Office:** Ajman, United Arab Emirates
- **Purpose of the Bank:** to undertake banking, financing and investing activities through various Islamic products such as Murabaha, Mudarba, Musharaka, Wakala, Sukuk, Istisna'a and Ijarah. The activities of the Bank are conducted in accordance with the Islamic Sharia'a principles and within the provisions of its Memorandum and Articles of Association.
- **Current Capital:** [1,680,322,500] Dirhams (one billion, six hundred eighty million, three hundred twenty two thousand and five hundred Dirhams)
- **Current Number of Shares:** [1,680,322,500] shares (one billion, six hundred eighty million, three hundred twenty two thousand and five hundred shares) (the "Shares").
- **Listing Venue:** Dubai Financial Market (the "DFM")
- **Nominal Value of Each Share:** One Dirham (1 AED)
- **Auditor:** Deloitte & Touche (M.E.)
- **Lead Manager:** Emirates NBD Capital PSC.
- **Receiving Banks:** Emirates NBD PJSC and Ajman Bank PJSC and their branches listed below.
- **Lead Receiving Bank:** Emirates NBD PJSC.
- **Legal Counsel:** Matouk Bassiouny & Ibrahim.

**II. Capital Increase:**

On 13 May 2018, the Board of Directors of the Bank authorized the increase in the Bank's issued share capital by way of a rights issue (the "Rights Issue").

The Rights Issue will be in respect of up to 419,677,500 (four hundred nineteen million, six hundred seventy seven thousand and five hundred) newly issued Shares (the "New Shares"), to be issued at an issue price of AED 1.00 per New Share.

The issuance of the New Shares pursuant to the Rights Issue will increase the Bank's issued share capital up to 2,100,000,000 Dirhams (two billion and one hundred million Dirhams), divided into up to 2,100,000,000 (two billion and one hundred million) Shares.

**III. Purpose of Capital Increase:**

The Bank intends to use the net proceeds from the Rights Issue in order to strengthen the capital base of the Bank and to comply with the Central Bank capital adequacy requirements to meet business needs of the Bank's corporate and retail customers and for working capital for the business to generate cash flows.

**IV. 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 Board of No. 11/R.M of 2018 (the "Decree") to registered shareholders of the Bank (the "Shareholders" and each a "Shareholder") as at the close of business of the DFM on Sunday 7 October 2018 (the "Eligibility Date") in the amount of 1 Right for every 4 Shares held on such date.  
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 Shareholder where his or her existing Shares 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.
- **Trading in the Rights:**  
The DFM will coordinate with brokerage firms to add the balance of the Shareholders' Rights in the amount of 1 Right for every 4 Shares held on the Eligibility Date to their respective accounts maintained by the respective brokerage firm. This will allow the Shareholders of the Bank to trade their Rights - selling or buying - within the below period (the "Trading Period"):  
  - **First day of trading the Rights on DFM:** Wednesday 10 October 2018
  - **Last day of trading the Rights on DFM:** Wednesday 24 October 2018
- **Subscription period:** Subscription for the New Shares will take place within the below period (the "Subscription Period"). During the Subscription Period, the holders of Rights which includes Shareholders and any persons who purchased the 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 Issue Price.  
  - **Subscription Opening Date:** Wednesday 17 October 2018
  - **Subscription Closing Date:** Wednesday 31 October 2018
- **Subscription for Additional Shares:**  
Pursuant to Article 8 of the Decree, in addition to exercising their Rights to subscribe for one New Share for each Right held, Eligible Persons will also be allowed to apply for additional New Shares ("Additional New Shares"), which will be allocated in the event that any unsubscribed for 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 to subscribe for New Shares.

The Additional New Shares will be allocated, on a *pro rata* basis, to the Eligible Persons who subscribed for such Additional New Shares, based on the number of Additional New Shares requested by such Eligible Persons. If any unsubscribed New Shares still remain after the allocation of the Additional New Shares to the Eligible Persons who had subscribed for such Additional New Shares (the "Public Shares"), the Public Shares will be offered for sale through a public offering (the persons subscribing for the Public Shares being referred to as the "Public Subscribers"), unless the Bank's Board of Directors resolves to fix the increased amount to the amount which has been actually subscribed for.

- **Ownership Limitations:** 51% of the issued share capital of the Bank must be owned by nationals of the United Arab Emirates.
- **Subscription Applications:** Subscription applications are available at the branches of the Receiving Banks listed below.
- **Issue Price:** The New Shares will be issued at an issue price of AED 1.00 Dirhams per New Share.
- **Payment Percentage:** The total value of the subscribed for New Shares shall be paid upon submitting the subscription application.
- **Method of Payment:** Either through (i) a certified bank cheque ("Manager's Cheque") drawn on a bank licensed and operating in the United Arab Emirates, in favour of "Ajman Bank Rights Issue", (ii) by debiting the account of the subscriber with the Receiving Bank; (iii) through UAE Central Bank Fund Transfer ("FTS") mode; or (iv) electronic subscriptions through ATM and Internet Banking for customers of the Receiving Bank.
- **Receiving Banks:** Subscriptions shall be received by the Receiving Banks through its branches listed below.
- **Refunds:** Refunds will be given to holders of Rights who did not receive the number of New Shares that they subscribed for. Refunds shall be completed no later than 5 business day from the date of allocation.

**V. Allotment Policy**

The allotment of the New Shares will be as follows, following the same chronological order:

- **First,** to the Eligible Persons in an amount equal to the number of New Shares for which they have subscribed, 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 the Eligible Persons in an amount equal to the number of Additional New Shares for which they have subscribed for in excess of the number of Rights they respectively hold;  
The allocation of Additional New Shares to the Eligible Persons after allocations to the 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 subscriber represents to the total number of Additional New Shares requested by all Eligible Persons who subscribed for such Additional New Shares. There is, therefore, no guarantee that the Eligible Persons applying for Additional New Shares will receive the number of Additional New Shares applied for. No Eligible Person will receive more New Shares than they have subscribed for during the Subscription Period.
- **Third,** to the extent that any New Shares remain unsubscribed thereafter, to the public in the UAE whereby allocations will be on a *pro rata* basis.

**VI. Required Documents for Subscribers:**

Subscribers shall submit the following documents to the Receiving Banks and its branches listed below, along with their subscription applications:

- 1- **For individuals who are UAE nationals or nationals of any other country:**
  - o Original and photocopy of the Emirates ID.
  - o Eligible Person should have a valid and Updated Investor Number at DFM;
  - o The Eligible Person can be present physically at any of the branches of the Receiving Banks listed below to subscribe and sign the application. The Eligible Person can send a representative to any of the branches of the Receiving Banks listed below to subscribe on their behalf; the representative will sign the application form as the bearer of the applicant.
  - o If the applicant is a representative of the Eligible Person, the representative must provide an original and a photocopy of the special power of attorney certified by a licensed Bank in the UAE.
  - o For applications where the method of payment is:  
    - o Direct debit: the account holder or authorised signatory should be physically present at any of the branches of the Receiving Banks listed below to authorise the transaction;
    - o 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 Receiving Banks listed below with no further documentation.
- 2- **Corporate bodies including banks, financial institutions, investment funds and other companies and establishments (i.e. juridical persons):**
  - Eligible Person should have an Updated Investor Number at DFM;
  - The corporate body representing the Eligible Person can send a representative to any of the branches of the Receiving Banks listed below to subscribe on behalf of the Eligible Person; the representative will sign the application form as the bearer of the applicant, submit a copy of his/her valid Emirates ID along with the trade license of the corporate body and a copy of the Board Resolution allowing the entity to participate in the rights issue
  - For applications where the method of payment is  
    - o Direct debit: the authorised signatory on the account should be physically present at any of the branches of the Receiving Banks listed below to authorise the transaction;

- o Manager's Cheque: the representative of the corporate body can provide the Manager's Cheque at any of the branches of the Receiving Banks listed below with no further documentation.

For more information about the Required Documents for Subscribers, please see the FAQs published on the Bank's website.

**VII. Procedures of Subscription:**

The subscription application must be submitted by Eligible Persons to any participating branch of the Receiving Banks listed below and the Eligible Person's bank account number must be provided, together with the payment for the amount to be used to purchase or subscribe for the New Shares, which is to be paid in one of the following ways:

- o certified bank cheque (manager's cheque) drawn on a bank licensed and operating in the UAE, in favour of the "Ajman Bank PJSC Rights Issue";
- o debiting the Eligible Person's account with the Receiving Banks;
- o FTS mode; or
- o electronic subscriptions

Subscribers choosing the FTS mode will be required to provide their Updated Investor Number at DFM along with the value of New Shares subscribed for, **Broker Name and Mobile number** in the special instructions field.

Account holders with the Lead Receiving Bank can subscribe via Automated Teller Machines ("ATM"). Subscribers accessing the ATM with their debit card and the internet banking with password as is customary with electronic banking transaction will be deemed sufficient for the purpose of identification and the documentation requirement will not be applicable to such subscribers. The limit of subscription via ATMs and Internet banking is two million New Shares for each application. Applicants who want to subscribe for an amount exceeding two million New Share will have to visit any of the Receiving Banks branches.

The DFM official website "www.dfm.ae" will be available for online subscribers, who have an Updated Investor Number at DFM and registered DFM eServices on the DFM website "www.dfm.ae" and holding a valid iVESTOR Card, or by debiting your bank account via Central Bank Payment Gateway, to submit their electronic subscriptions to the Receiving Banks. The Receiving Banks may have their own electronic channels (such as online internet banking applications, mobile 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 on behalf of the subscriber of the terms and conditions of this prospectus and authorization for the iVESTOR Card issuing bank and the Receiving Bank to pay the total subscription amount by debiting the amount from the respective iVESTOR Card or the bank account of the subscriber and transferring the same to the bank account in favour of "Ajman Bank PJSC Rights Issue" 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 above will not apply to electronic applications.

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

- o in cash;
- o cheques that are not certified; or
- o any other mode of payment other than mentioned above.

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

- Subscription amounts paid by certified bank cheque (manager's cheque) must be submitted by or before 12 pm on 29 October 2018, that is two days before closure.
- Subscription applications received through FTS must be made by or before 12 pm on 30 October 2018, that is one day before closure.
- Subscription amounts made via ATM and Internet Banking must be made by or before 2 pm on 31 October 2018, that is the closure day.

**VIII. Investor Relations:**

For any queries, please contact the Bank's Investor Relations Officer, Mr. Najib Ullah Abdul Rahman on +971 6 7018646 or by email at najib.r@AjmanBank.ae

**IX. Important dates:**

- **Date of publication of the invitation to subscribe for New Shares by way of Rights Issue:** Monday 17 September 2018
- **Eligibility Date of Rights (record date):** Close of trading on the DFM on Sunday 7 October 2018
- **First day of trading in Rights on the DFM:** Wednesday 10 October 2018
- **Last day of trading in Rights on the DFM:** Wednesday 24 October 2018
- **Subscription Opening Date:** Wednesday 17 October 2018
- **Subscription Closing Date:** Wednesday 31 October 2018
- **Date of allocation:** On/before Wednesday 5 November 2018
- **Refunds:** On/before Wednesday 8 November 2018

We would like to remind all shareholders and investors that in the event that the Rights holder does not sell its Rights prior to the closing of the Trading Period, it shall be obliged to exercise these rights to subscribe for the New Shares, the Rights holder will not be able to sell or assign these rights after the end of the Trading Period. After the closing of the Trading Period, the Rights holder will only have the option to exercise its Rights to subscribe for the New Shares. The Shareholder will lose the value of these Rights if he has not sold it or used it to subscribe for the New Shares.

We would also like to remind all the buyers of the Rights that these Rights are not the capital increase shares but rather a temporary financial instrument of a special nature derived from the original share and that if they do not exercise these rights to subscribe in the New Shares until the Subscription Period is closed or selling the Rights before the end of the Trading Period on the date specified in this invitation, they will lose the full value of these Rights.

**Important Note:** If the last day for subscription occurs on an official holiday, the Subscription Period shall be extended to the following business day.

**Emirates NBD Bank Branches**

AREA	BRANCH	ADDRESS	TELEPHONE
Abu Dhabi	Abu Dhabi Main Branch	Al Neem Tower, Khalifa St	+971 4 316 00 66
Al Ain	Al Ain Mall Branch	Sheikh Khalifa Bin Zayed St, Al Ain	+971 4 316 00 66
Dubai	Group Head Office Branch	Ground Floor ENBD Building, Opposite Economic and Land Dept	+971 4 316 00 66
Dubai	Burj Al Arab Branch	Umm Suqeim 3, Opposite Jumeira Beach Hotel, Jumeira Road, Dubai	+971 4 316 00 66
Sharjah	Sharjah Main Branch	Ground Floor, Emirates NBD Building, Immigration Road, Al Qassimia Area, Sharjah	+971 4 316 00 66
Ajman	Ajman Main Branch	Ground Floor ENBD Building, Signal before Lulu Center	+971 4 316 00 66
Ras Al Khaimah	Ras Al Khaimah Main Branch	Al Muntasir Road, Al Mamourah Road Intersection, Ras Al-Khaimah	+971 4 316 00 66
Fujairah	Fujairah Main Branch	Hamed Bin Abdulla Road, Merashid	+971 4 316 00 66

**Ajman Bank Branches**

AREA	BRANCH	ADDRESS	TELEPHONE
Abu Dhabi	Abu Dhabi TCA	Makeen Tower, Plot C31, Secretor E, Salam Street	80022
Abu Dhabi	Khalidiya	Shk Zayed First Street	80022
Ajman	Main Branch	Ajman Bank Building, Ettihad Street, Mushairef	80022
Ajman	Masfout	Federal Bld Masfout.	80022
Ajman	Khalifa	A & F Towers Ground Floor, Shk. Khalifa Street	80022
Ajman	AFZA	Ajman Free Zone Building Block C1, Shop 6 & 8, Ground Floor - Ajman	80022
Abu Dhani	Al Ain	Shk Khalifa Bin Zayed Street, Al-Ain	80022
Dubai	Jumeirah	Jumeirah 3, Umm Suqeim 1	80022
Dubai	Garhoud	Red Avenue Building, Garhoud Area,	80022
Sharjah	Sharjah Buhaira	City Compass Building, Ground Floor, Corniche Area,	80022

**NAME OF PARTICIPANTS IN THE RIGHTS ISSUE**

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