This is a translation of an Arabic document. Any discrepancies between this document and the Arabic document, the Arabic document will prevail.

PARTICIPANTS IN THE RIGHTS ISSUE

Sole Receiving Bank

National Bank of Abu Dhabi

Intersection of Khalifa Street and Baniyas Street

P.O. Box 2993, Abu Dhabi

Legal Advisor

Al Tamimi & Co.

Floor 6, Building 4 East

Dubai International Financial Centre

P.O. Box 9275

Dubai

United Arab Emirates

Investors Relation Officer

Mr. Fady Kayyal

Tel: +971 (0)2 611 8861

Email: fady@alramz.ae

Rights Issue of new shares in

Al Ramz Corporation Investment and Development PJSC

Invitation to the Shareholders to Subscribe for new shares

Al Ramz Corporation Investment and Development PJSC (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 and the Securities and Commodities Authority (the "**Authority**").

I. General information on the Company:

- **Company Name**: Al Ramz Corporation Investment and Development PJSC
- **Date and Registration Number with the Authority**: 100-27/5/2006.
- **Head office:** Dubai, United Arab Emirates
- **Purpose of the Company**:
  a) all types of real estate and commercial and industrial and technical and engineering and construction businesses and in brief all business that the Company has no legal restrictions to carry out.
  b) to own all patents, trademarks, certificates, franchise and literary and artistic property rights that the Company deems necessary for its business and to use, trade and dispose them in any legal manner.
- **Current Capital:** AED 10,000,000.
- **Current Number of Shares**: 10,000,000 share.
- **Listing Venue:** Dubai Financial Market (the "**DFM**").
- **Nominal Value of each Share:** One Dirham (1 AED).
- **New Shares Issuing Price:** One Dirham (1 AED) per share.
- **Auditor**: Ernest & Young.
- **Receiving Bank**: National Bank of Abu Dhabi.

II. Rights Issue:

On 27 April 2016 (the "**Meeting**"), the general assembly of the Company, through a special resolution, has resolved to increase Company's issued share capital by way of a rights issue (the "**Rights Issue**") with an amount capped at AED 539,915,858.

The board of directors of the Company (the "**Board**") resolved at the meeting convened on 19 September 2016 to increase the Company's issued share capital by way of a rights issue with an amount capped at AED 539,915,858 and to issue 539,915,858 shares with an issue price of One Dirham (1 AED) per share to be distributed as follows:

a) 445,000,000 shares against the in-kind shares contributed by the following shareholders (the "**Assignors**") in return of transferring all their shares in Al Ramz Capital LLC to the Company:

- Yes Investments Company LLC;
- Mr. Saood Nasir Mudhkir Shafi Al Hajeri;
- Mr. Shafi Naser Muthker Alshafi Alhajeri;
- Seattle Financial Investment Company WLL;
- Al Soor GEN TR LLC;
- Abu Dhabi Investment Company;
- Mr. Mohammad Almortada Mohammad Aldandashi;
- Alhosn Algharbi Investments Properties LLC;
- Sheikh Falah Bin Zayed Bin Sultan Al Nahayan.

b) Up to 94,915,858 cash shares, such shares will be allocated to the shareholders owning approximately 17.6% of the Company's issued share capital and who are not participating in the in-kind contribution.

The issuance of the new shares pursuant to the Rights Issue, if the shares in cash are fully subscribed, will increase the Company's issued share capital to AED 549,915,858, divided into 549,915,858 shares. If the shares in cash are not fully subscribed, the Board of the Company shall then decide whether or not to offer the remaining unsubscribed shares to the public.

III. Purpose and funding of the Rights Issue:

The purpose of the Rights Issue is to acquire the full shares of Al Ramz Capital LLC and to enable the Company's shareholders who are not participating the in-kind shares to increase their ownership percentage in the share capital of the Company.

IV. Subscription Conditions:

- **In-Kind Share**: An amount of 445,000,000 shares will be allocated against the transfer of Assignors' total shares in the share capital of Al Ramz Capital LLC.
- **Rights Issue:** The cash component in the capital increase will be conducted through the issuance of tradable securities (the "**Rights**" and each a "**Right**") pursuant to the Decree of the Authority's Board (the "**Decree**") to the registered shareholders of the Company (the " **Shareholders**" and each a " **Shareholder**") as at the close of business of the DFM on Thursday 20 October 2016 (the "**Record Date**") in the amount of 53.99 Rights for every share held on such date whereby each Right shall entitle its holder to subscribe for one share in the cash shares.

  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 Record Date. Shareholders, who hold Rights to subscribe for new shares but do not wish to exercise some or all of their Rights or to subscribe for the new shares at share price, 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 53.99 Right per each share held on such date, whereby each Right shall entitle its holder the right to subscribe in one share issued by way of the Rights Issue, to their respective accounts maintained by the respective brokerage firm. This will allow the Shareholders of the Company to trade their Rights - selling or buying - within the below period (the "**Trading Period**"):
  - **First day of trading the Rights on DFM:** 25 October 2016
  - **Last day of trading the Rights on DFM:** 7 November 2016
- **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:** 1 November 2016
  - **Subscription Closing Date:** 14 November 2016
- **Subscription for additional shares:**

  Eligible Persons, in addition to exercising their Rights to subscribe for one New Share for each Right held, 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 after allocating the Rights to the Subscribers. If any unsubscribed shares in cash still remain, the Board shall have the right, but not the obligation, to offer the remaining unsubscribed shares in cash to the public.
- **Ownership limitations:** 51% of the issued share capital of the Company must be owned by nationals of the Gulf Cooperation Council ("**GCC**").
- **Subscription applications:** Subscription applications are available at the branches of the Receiving Bank listed below.
- **Share price:** Each of the new shares will be issued at a price of one Dirham (1 AED) only (the "**Issue Price**").
- **Payment percentage:** The total value of the subscribed for new shares shall be paid upon submitting the subscription application.
- **Method of Payment of Shares in Cash:** By a manager's cheque to the order of the Company, or by debiting the account of the Eligible Person with the Receiving Bank.
- **Receiving Bank:** Subscriptions for shares in cash shall be received by the Receiving Bank through its branches listed below.

- **Refunds:** Refunds will be given to Eligible Persons who did not receive the total number of new shares that they subscribed for. Refunds shall be completed no later than 5 business day from the date of closing the Subscription Period.

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**, and if the total number of shares in cash are unsubscribed, the Board shall have the right but not the obligation, to offer the remaining unsubscribed shares in cash to the public.

VI. Required Documents for Subscribers:

Subscribers shall submit the following documents, along with their subscription applications in addition to the national investor number of the Subscriber at DFM (the "**NIN**") (an essential requirement to complete the subscription of the new shares):

1- For individuals who are UAE, GCC nationals or nationals of any other country:

- The original and a copy of a valid passport or Emirates identity card for Emirati citizen; and
- In the event that the signatory is different from the subscriber:
  - the duly notarised 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 relevant country;
  - the original passport of the signatory for verification of signature and a copy of the original passport; and
  - the original passport of the subscriber for verification of signature and a copy of the original passport.
- In case the signatory is a guardian of a minor, the following will be submitted:
  - original and copy of the guardian's passport 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).

2- Corporate bodies including banks, financial institutions, investment funds and other companies and establishments (i.e. juridical persons):

- the original and a copy of a trade licence or commercial registration for verification or a certified copy by one of the following UAE-regulated persons or 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 of the Rights Issue; and
- the original and a copy of the passport of the signatory.

VII. Procedures of Shares in Cash Subscription:

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

- certified bank cheque (manager's cheque) drawn on a bank licensed and operating in the UAE, in favour of the Company; or
- debiting the Eligible Person's account with the Receiving Bank.

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

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

VIII. Investor Relations:

For any queries, please contact our Investors Relations Officer, Mr. Fady Kayyal, over the phone on +971 (0)2 611 8861 or email fady@alramz.ae or the Receiving Bank on +971 (0)2 611 1111.

IX. Important Dates:

- **Date of publication of the invitation to subscribe for New Shares by way of Rights Issue:** 4 October 2016.
- **Last trading date for the shareholders to be entitled for the Rights Issue:** 18 October 2016.
- **Ex-Right Issue Date:** 19 October 2016.

- **Record Date (Eligibility Date of Rights):** Close of Business of the DFM on 20 October 2016 for the registered shareholders of the Company on this date.
- **First day of trading in Rights on the DFM:** 25 October 2016.
- **Last day of trading in Rights on the DFM:** 7 November 2016.
- **Subscription Opening Date:** 1 November 2016.
- **Subscription Closing Date:** 14 November 2016.
- **Date of Allocation and Refunding:** No later than 21 November 2016.
- **Date of Listing at DFM:** No later than 30 November 2016.

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

ALRAMZ
الـــرمـــز

Participating Branches of the Receiving Bank

	Branch Area	Location	Phone Number	Working Hours
Abu Dhabi				
1	Main Branch	Intersection of Sheikh. Khalifa St. and Baniyas St.	02 6111111	Sat-Thu 08:00am - 03:00pm
Al Ain				
2	Al Ain- Clock Tower Branch	Sheikh. Zayed Bin Sultan St., beside Etisalat and post Office	03 7066500	Sun-Thu 08:00am - 01:30pm Saturday 08:00am - 12:00pm
Western Region				
3	Madinat Zayed Branch	NBAD Madinat Zayed Branch Building- Madinat Zayed	02 8945700/ 8846496	Sun - Thu: 08:00 am - 01:30
Dubai				
4	Dubai Main Branch- Deira	Next to (Iranian Airways), Building of Ahmed Hader Al Muraikhi, Riqqat Al Butain, Deira	04 2131900	Sun-Thu 08:00am - 01:30pm Saturday 08:00am - 12:00pm
Northern Emirates				
5	Ras Al Khaimah- Al Nakheel Branch	Muntassir Street, Opposite ADNOC Petrol Station	07 2056800	Sun-Thu 08:00am - 01:30pm Saturday 08:00am - 12:00pm
6	Sharjah Branch- Buhaira branch	Al Reem Plaza, Ground floor Buheira Corniche, Sharjah	06 5170555	Sun-Thu 08:00am - 01:30pm Saturday 08:00am - 12:00pm
7	Fujairah Branch	Opp. Fresh & More Hyper Market, Hamdan Bin Abdulla St.	09 2222633	Sun-Thu 08:00am - 01:30pm Saturday 08:00am - 12:00pm
8	Ajman Branch	Opposite Ajman Municipality, adjacent Ajman Post Office, Al Masfoot Street, Ajman	06 7013400	Sun-Thu 08:00am - 01:30pm Saturday 08:00am - 12:00pm
9	Umm Al Quwain	Building No.211, King Faisal Road , near Fire station round about.	06 7069333	Sun-Thu 08:00am - 01:30pm Saturday 08:00am - 12:00pm