



GULFA MINERAL WATER & PROCESSING INDUSTRIES CO. P.L.C.

INVITATION TO THE SHAREHOLDERS TO SUBSCRIBE FOR CAPITAL INCREASE

Gulfa Mineral Water & Processing Industries Co. P.L.C. (the "Company") hereby, invites its shareholders to subscribe for increase the issued capital of the company within the limit of the authorized capital, as approved by a decision of the Board of Director (the "Board"), and the Securities and Commodities Authority (the "Authority").

1. Decision of the Increase:

Under a decision passed by The Board on 14/3/2020, resolved to increase the issued capital of Company within the limits of the authorized capital, no more than AED 40,000,000 (Forty Million Dirham), through the issuance of new shares of AED 10,000,000 million (the "Rights Issue"), at the price of one AED per share, so that each shareholder has priority right to the subscription in one new share for each 3 shares Owned by him.

2. Amount of Capital Increase:

The Rights Issue will increase the capital of the Company from AED 30,000,000 (Thirty Million Dirhams) to AED 40,000,000 (Forty Million Dirhams), with an increase of AED 10,000,000 (Ten Million Dirhams) and the issuance of 10,000,000 New Shares (the "New Shares") with an issue price of AED 1.00 (Only One Dirham) per new share (the "Issue Price")

3. General Information on the Company

Company Name	Gulfa Mineral Water & Processing Industries Co. (PLC)
Date and Registration Number with the Competent Authority	License No. 3 Licensed On. 2/1/2005
Head Office	Gulfa Street P.O. Box 929, Ajman, United Arab Emirates
Purpose of the Company	The main activities of the Company are production and bottling of mineral water, juices, soft drinks, food stuff Performs and Screw Caps, in addition to marketing the products of such plants
Current Capital	30,000,000
Current Number of Shares	30,000,000
Nominal Value of each Share	1.00 AED
Purpose of Capital Increase	The Company intends to use the net proceeds of the Rights Issue in order to support the working capital in accordance to the Company's business plan
Auditor	M/s Mazars
Lead Manager	Allied Investment Partners PJ S C
Legal Adviser	WM Legal Consultancy L.L.C
Sole Receiving Bank	BOK International

4. Subscription Conditions:

• Right to Subscribe:

The Rights Issue will be conducted through the issuance of tradable securities (the "Rights" and each a "Right") pursuant to the Decree of the Authority's Board Chairman Decision No. 11/R.M of 2016 on the Regulations for Issuing and Offering Shares of Public Joint Stock Companies (the "Decree") to registered shareholders of the Company (the "Registered Shareholders" and each a "Registered Shareholder") as at the close of business of the DFM on 18/06/2020 (the "Eligibility Date") in the amount of 1 Right for every 3 shares held on such date.

In the case of a fraction of rights, the number of Rights will be rounded down to the nearest whole number of Rights.

Such Rights being deposited into the depository account or trading member account of each such Shareholder where his or her existing Shares are held within one day of the Eligibility Date.

Registered Shareholders, who hold Rights to subscribe for New Shares but do not wish to exercise some or all of their Rights through subscribing for the New Shares at the Issue Price, may sell their Rights to other investors via brokers registered and licensed by the DFM

• Trading in the Rights Issue:

The Dubai CSD will coordinate with trading members to deposit the balance of the Shareholders' Rights in the amount of 1 Right for every 3 Shares held on the Eligibility Date by the Registered Shareholders to their respective accounts maintained by the respective trading member. 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: 21 /06/ 2020
- Last day of trading the Rights on DFM: 02/ 07/2020

• **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 include 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: 28/06/2020
- Subscription Closing Date: 09/07/2020

• Subscription for additional shares:-

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").

- **Ownership Limitations:** 51% of the issued share capital of the Company must be owned by nationals of the United Arab Emirates
- **Subscription applications:** Subscription applications are available at the branches of the Receiving Bank listed below
- **Issue Price:** The New Shares will be issued at an issue price of AED1.00 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:** By a Manager's Cheque to the order of the Receiving Bank, or by debiting the account of the Eligible Person with the Receiving Bank. Subscription applications may also be received through UAE Central Bank Fund Transfer System (UAE FTS) mode.
- **Receiving Bank:** Subscriptions shall be received by the Receiving Bank 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 days from the date of allocation. The surplus amount shall be returned to the same subscriber's account through which the payment of the original application amount was made, or the account number mentioned in the application form. In the event that the subscriber asks for a refund of the excess amount, payment of the subscription amount is made by certified bank cheque, these amounts shall be returned by sending a cheque with the value of such amounts to the subscriber at the address mentioned in the subscription application. Applications received by using the UAE FTS, will be refunded to the same account through the UAE FTS.

5. Allotment Policy

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

- **First**, to the subscribers in an amount equal to the number of New Shares for which they have subscribed, to the extent that such number doesn't exceed 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 subscribers 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 subscribers after allocations to the subscribers 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 subscribers 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 subscriber will receive more New Shares than what 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.

6. Required Documents for Subscribers:

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

- a. **For individual who are UAE, GCC nationals or nationals of any other country:**

- Ensure to have a DFM Investor Number with Dubai CSD
- The original and a copy of a valid passport or Emirates identity card; and
- In the event that 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 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).

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

- Ensure to have a DFM Investor Number with Dubai CSD
- 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 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 stipulated by the Rights Issue; and
- The original and a copy of the passport of the signatory.

7. Procedures of subscription:

The subscription application must be submitted to any participating branch of the Receiving Bank 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:

- Certified bank cheque (Manager's Cheque) drawn on a bank licensed and operating in the UAE, in favor of the Receiving Bank.
- Debiting the Eligible Person's account with the Receiving Bank.
- Subscription applications may also be received through UAE FTS mode. The subscriber choosing the FTS method will be required to provide their valid National Investor Number (NIN) along with the number of shares subscribed for, Broker Name and Mobile number in the special instructions field. Detailed remittance instructions below:

Account Name : Gulfa Mineral Water & Process Indus Co
Account Number : 1-784-21101-100675-0
IBAN Number : AE760940000000110067501
Bank Name : BOK International
SWIFT : BOKMAEADXXX
Bank Address : BOK International - Zayed The First Street, W9-C5B, Khalidiya, Abu Dhabi, United Arab Emirates

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.

8. Investor Relations:

For any queries, please contact our call Centre on +971 6 7407100 or by email at ir@gulfa.ae.

9. Important Dates:

- Date of publication of the invitation to subscribe for New Shares by way of Rights Issue: [28/05/2020]
- Eligibility Date of Rights (Record Date): [18/06/2020]
- Last day to purchase the shares for entitlement: 2 days prior to the Eligibility Date (Record Date), on or before 2pm on [16/ 06 / 2020]
- First day of trading in Rights on the DFM: [21/06/2020]
- Last day of trading in Rights on the DFM: [02/07/2020]
- Subscription opening Date: [28/06/2020]
- Subscription Closing Date: [09/07/2020]
- Date of allocation: on or before [16/07/2020]
- Refund date: on or before [23/07/2020]
- Commencement of Dealings in the New Shares: On or around [19/07/2020]

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

Branches of BOK International		
Emirate	Branch Address	Telephone
Abu Dhabi	Ground & Mezzanine Floor Zayed The First Street W9-C5B, Al Sahil Building, Khalidiya, Abu Dhabi PO Box 42253	+9712 3041777