



**NI Group**  
National Industries Group  
(Holding)

## Invitation to subscribe to the Capital Increase Shares of National Industries Group Holding K.P.S.C. (Commercial Registration 8392)

Pursuant to the resolution passed by the Extraordinary General Assembly Meeting of National Industries Group Holding Co. K.S.C.P. ("Issuer", the "Group", the "Company", or "NIGH") held on **20 December 2021**, approving the increase of the Group's authorized share capital to KD 300,000,000; and pursuant to the resolution of the Board of Directors of the Issuer dated **30 January 2022** approving the increase of the issued and paid up share capital with a total nominal value of KD 52,473,330.5 divided into 524,733,305 ordinary shares at a total value of KD 104,946,661 including the issuance premium; and pursuant to the approval of the Kuwait Capital Markets Authority ("CMA") dated 24 February 2022, approving the issuance of the new shares, and approval of the Prospectus on 10 March 2022.

The Issuer's Board of Directors is pleased to invite all shareholders who are registered in the Group's shareholders' register as of **28 March 2022** ("Record Date") to subscribe to the new shares ("Offering Shares" or "Issue Shares") in accordance with the following terms:

**Subscription Period:** From **3 April 2022** (inclusive of this date) to **21 April 2022** (inclusive of this date).  
**Offering Price:** 200 Kuwaiti fils per Share (including 100 fils nominal value plus 100 fils issuance premium).  
**Preemption Rights / Qualified Shareholders:** Shareholders recorded in the Issuer's shareholders' register with Kuwait Clearing Company as at the Record Date of 28 March 2022, have the right to subscribe to up to 35% of their holding ("Qualified Shareholders" or "Subscribers"), or those who obtained Preemption Rights, whether during the Preemption Rights trading period or by assignment.  
**Subscription in Additional Issue Shares**  
**Trading of Preemption Rights and ISIN:** Qualified Shareholders have the right to subscribe for additional Issue Shares in addition to their entitlement to Issue Shares. Preemption Rights may be traded or assigned without consideration and without any restriction and according to the applicable rules at Boursa Kuwait and Kuwait Clearing Company. The ISIN for the trading of Preemption Rights is: KW0000560050.  
**Timeline for Trading of Preemption Rights:** From **3 April 2022** (inclusive of this date) to **14 April 2022** (inclusive of this date).  
**Lead Manager and Subscription Agent:** Kuwait Financial Centre K.P.S.C.  
**Clearing and Depository Agent:** Kuwait Clearing Company K.S.C. (Closed), Arabian Gulf Street, Ahmad Tower, 5<sup>th</sup> Floor  
**Subscription Process:**

1. **Subscription through the electronic platform for subscription amounts of KD10,000 or less:**  
 The subscription website <https://ipo.com.kw> allows subscription in the capital increase during the Offering Period, whereby payment shall be made through K-NET service, which is available 24 hours a day for 7 days a week throughout the subscription period (noting that the subscription period ends at 13:30 on the last day of subscription).  
**Note:** Subscribers should confirm with their respective bank with regards to the permissible limit on their K-NET cards for online payments.

**The Subscriber shall:**

- o Log in via the mobile application (iOS / Android) or the website via the link: <https://ipo.com.kw>
- o Select an active IPO from the list.
- o Enter the following Subscriber details: Civil ID number (or commercial registration number for Corporate Subscribers), email address, and mobile number.
- o Record the number of shares desired to be subscribed for.
- o At the K-NET payment gateway page, enter bank details for the payment.
- o Receive the subscription payment receipt via email and mobile SMS notification.

2. **Subscription through the electronic platform for subscription amounts of more than KD10,000:**

- o Log in via the mobile application (iOS / Android) or the website via the link: <https://ipo.com.kw>
- o Select an active IPO from the list.
- o Enter the following Subscriber details: Civil ID number (or commercial registration number for Corporate Subscribers), email address, and mobile number.
- o Record the number of shares desired to be subscribed for.
- o Print the Subscription Application Form.
- o The Subscriber shall visit their bank and submit a copy of the Subscription Application Form printed from the link above filled with all the necessary information and transfer the required amount by way of electronic bank transfer (net amount without any charges by either the transferring bank or the receiving bank) to the Subscription Account (non-interest bearing) provided below:

<b>Bank Name:</b>	National Bank of Kuwait
<b>Account Number:</b>	1000450837
<b>Beneficiary Name:</b>	Kuwait Financial Centre - Clients - Collection
<b>IBAN:</b>	KW46 NBOK 0000 0000 0000 1000 4508 37
<b>SWIFT Code:</b>	NBOKKWKW

- o The Subscriber shall obtain an original deposit voucher of the amount transferred from their bank.
- o The Subscriber shall go to the headquarters of the Clearing and Depository Agent located on Arabian Gulf Street, Ahmad Tower, 5<sup>th</sup> floor, to submit the Subscription Application Form along with the documents listed in the item "Documents required when Submitting the Subscription Application Form" in the Prospectus, from 10:00 (morning) to 13:30 (afternoon) from Sunday through Thursday (except for public holidays) throughout the subscription period.
- o The Clearing and Depository Agent shall provide the Subscriber a deposit receipt of the Subscription.
- o In regards to investment companies that manage investment portfolios on the behalf of their clients: detailed subscription information shall be submitted in accordance with the procedures and form set by the Lead Manager and Subscription Agent, or any party that provides support services to it, in addition to an expression of interest form. The detailed information provided in the form is considered to be complete for determining the final subscription instructions, even if the instructions conflict with what is provided initially in the expression of interest form.

In the event that any of the Subscribers fails to submit a duly completed Subscription Application Form or the detailed subscription information form (for investment portfolios) (together with all required supporting documentation thereto) at the offices of the Clearing and Depository Agent, after transferring the Subscription Amount required in this Prospectus, then the Subscriber's Subscription Application Form will be null and void, noting that that Subscription Amount shall not be accepted in cash.

**Required Documents:**  
 Each Subscriber must submit a Subscription Application Form and proof of payment of the Subscription Amount attached with the Subscriber's IBAN number, accompanied by the following documents, as applicable:

- o **Individual Subscribers**
  - Original and copy of personal Civil Identification Card.
  - Original and copy of passport for citizens of GCC states.
  - Original and copy of Special Legal Proxy for subscribing in shares (for Proxy Subscribers).
  - Original and copy of Certificate of Guardianship (for minors/orphans).
  - Original and copy of a Limitation of Succession Deed for beneficiaries.
  - In the event that the Subscriber does not attend in person, the original authorization form issued by the Subscriber to the person authorized to deal with the administration regarding the Subscription Application Form must be provided (provided that the signature contained in the authorization from the Subscriber's bank is verified).

- o **Legal Person Subscribers**
  - **Non-Kuwaiti Subscribers:** Non-Kuwaiti Subscribers (whether legal or natural persons (as applicable)) are required to provide the equivalent of the aforementioned documentation as issued by their jurisdictional authorities if they do not have Kuwait issued documentation.
  - Original and copy of Commercial Registration Certificate.
  - Original and copy of the Authorized Signatories Certificate or the Extract of the Commercial Register, as applicable.
  - Original and copy of the personal Civil Identification Card of the authorized signatory.
  - Original and copy of the specimen of signature for the authorized signatory issued by the Ministry of Social Affairs and Labor or as attested by the Chamber of Commerce and Industry.
  - In the event the authorized signatory does not attend in person, a letter issued by the authorized signatory to the person authorized to deal in the administrative matters pertaining to the subscription application.

**Risk Factors**  
 Investment in shares includes various risk factors, including risks pertaining to the Issuer and its operations, such as risks related to the outbreak of the COVID-19 pandemic on the Issuer's revenues; geopolitical and economic factors; ongoing political and social instability in the Middle East and the world; the Group's management of its projects and construction, development and building safety risks; risks associated with liquidity that may not always be readily available; market risks; reputational damage to the Issuer or its brand names; risks related to cyber-security breaches; the Issuer may be subject to debtors' credit risk; operational risks such as the failure of Information Technology systems; disruption of operations for a significant period of time; compliance with contractual obligations and risks of default on any outstanding dues; risks of extreme natural events; changes to regional, national, or international law or regulations; risks of ineffectiveness of internal compliance systems; inability to recruit and retain qualified and experienced personnel; risks of not adhering to accounting policies and standards; lawsuits and fines; conflicts of interest between majority and minority shareholders; and risks of following Corporate Governance regulations. Moreover, the Issuer may face risks related to the region in which it operates, such as: risks of legal and regulatory systems; Kuwait's bankruptcy laws; and force majeure. Additional risks include those related to investing in shares, such as: investing in developing and emerging markets; suitability of investment; liquidity and volatility in the share price; dividend distribution; dilution of existing shareholdings; risks of not exercising Preemption Rights; and taxes. The Terms and Conditions of the subscription set out in the Prospectus and Subscription Application Form shall apply.

**The Terms and Conditions of the Subscription:**  
**Notice to Investors:** Shareholders are hereby advised to read and fully understand the content of the Prospectus and seek the advice of a licensed advisor specialized in advising on the contents of the Prospectus and investment in shares and the associated risks, prior to making a decision as to whether or not to subscribe to the Offering Shares.

**How to Obtain Copy of the Prospectus:** Shareholders can obtain an electronic copy of the Prospectus from the following:

- Issuer's website: [www.nig.com.kw](http://www.nig.com.kw); or
- Lead Manager and Subscription Agent's website: [www.markaz.com](http://www.markaz.com); or
- Boursa Kuwait: [www.boursakuwait.com.kw](http://www.boursakuwait.com.kw)

**Disclaimer of Capital Markets Authority:** The CMA or any other regulatory organization in Kuwait assumes no responsibility whatsoever for the contents and accuracy of this announcement and is not liable for any losses arising from the reliance on any part of this announcement. The CMA or any other regulatory organization in Kuwait assumes no responsibility whatsoever for any damages that may result from relying on the contents of this Prospectus either wholly or partially. It is recommended to seek the advice of an Investment Advisor. Al-Hossam Legal - Al-Turqi & Partners  
**Issuer Legal Advisor:** For further information, please refer to the Prospectus or call +965 2224 8534.

**This advertisement is prepared for promotional purposes and it does not disguise, diminish or obscure important items from the investment subject of the promotion**  
**Lead Manager & Subscription Agent:**



Kuwait Financial Centre K.P.S.C.