



Issuing Company  
National Industries Group Holding K.P.S.C.



Lead Manager and Subscription Agent  
Kuwait Financial Centre K.P.S.C. ('Markaz')

## Frequently Asked Questions About the Capital Increase of the National Industries Group Holding K.P.S.C.

(The "Issuer", the "Group", the "Company", or "NIGH")

2022

### Frequently Asked Questions about the Offering Prospectus

#### 1. How can we obtain a copy of the Prospectus?

An electronic copy of the prospectus can be obtained from the following websites:

- Issuer's website: [www.nig.com.kw](http://www.nig.com.kw)
- Subscription Agent and Lead Manager's website: [www.markaz.com](http://www.markaz.com)
- Bursa Kuwait's website: [www.boursakuwait.com.kw](http://www.boursakuwait.com.kw)
- Dubai Financial Market's website: [www.dfm.ae](http://www.dfm.ae)

### Frequently Asked Questions about the Subscription Process

#### 2. How do we subscribe in the National Industries Group Holding's capital increase?

Subscription is done through the electronic platform available at [www.ipo.com.kw](http://www.ipo.com.kw), 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).

#### 3. How are subscription amounts paid?

Subscription amounts will not be accepted in cash. Subscription amounts must be paid in full by:

- 1) K-NET service, or
- 2) Wire transfer from the Subscriber's bank account (as a net amount without fees by both the transferor bank and the transferee bank) to the Subscription Account (non-interest bearing).

#### 4. What is the process for Subscription?

##### **First: Subscription through the electronic platform for subscription amounts of KD10,000 or less:**

*Note: Subscribers should confirm with their respective bank with regards to the permissible limit on their K-NET cards for online payments.*

1. Log in via the mobile application (iOS/Android) or the website via the link: <https://ipo.com.kw>
2. Select "National Industries Group Holding K.P.S.C." from the list of active IPOs and CIs.
3. Enter the following Subscriber details: Civil ID number (or commercial registration number for Corporate Subscribers), email address and mobile number.
4. Record the number of shares desired to be subscribed for.
5. At the K-NET payment gateway page, enter bank details for the payment.
6. Receive the subscription payment receipt via email and mobile SMS notification.



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### Second: Subscription through the electronic platform for subscription amounts of more than KD10,000:

1. Log in via the mobile application (iOS/Android) or the website via the link: <https://ipo.com.kw>
2. Select "National Industries Group Holding K.P.S.C." from the list of active IPOs and Cls.
3. Enter the following Subscriber details: Civil ID number (or commercial registration number for Corporate Subscribers), email address and mobile number.
4. Record the number of shares desired to be subscribed for.
5. Print the Subscription Application Form.
6. The Subscriber shall visit their bank and submit a copy of the Subscription Application Form and transfer the required amount by way of electronic bank transfer from the personal bank account of the Subscriber (Subscription Amounts transferred from a bank account other than the Subscriber's personal bank account will not be accepted), net amount without any charges, to the Subscription Account 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

7. The Subscriber shall obtain an original deposit voucher of the amount transferred from their bank.
  8. The Subscriber shall go to the headquarters of the Kuwait Clearing Company 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*" of this Prospectus, from 10:00 in the morning to 13:30 in the afternoon from Sunday through Thursday (except for public holidays) throughout the subscription period.
  9. The Clearing and Depository Agent shall provide the Subscriber a deposit receipt of the Subscription.
- For 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 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.

### 5. What documents should be attached with the subscription application?

Each subscriber must submit the following, as applicable:



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2022

### A. General Requirements from Subscribers:

- Subscription Application Form, and
- Proof of Subscription Amount payment attached with the Subscriber's IBAN number.

### B. Individual Subscribers:

- Original and copy of personal Civil Identification Card.
- Original and copy of passport for citizens of GCC state;
- 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).

#### 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.

The responsible employee will confirm original documents with the copy and return the original documents to the Subscriber.

### C. Corporate Subscribers:

- 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.

## Frequently Asked Questions about Qualified Shareholders

### 6. Who is eligible for subscription?

Shareholders with preemptive rights are entitled to subscribe ("Qualified Shareholders" or "Subscribers"), and they are:

- a) Shareholders registered in the Company's shareholders' register at the close of trading on Bursa Kuwait on the Record Date on 28 March 2022, or
- b) Those who obtain Preemption Rights, whether during the Preemption Rights trading period provided below, or by assignment.



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### 7. What is the Record Date?

28 March 2022.

### 8. When is the Cum Date (Last day to buy shares of the Group to qualify for subscription)?

23 March 2022.

### 9. What are the options available to Subscribers regarding Preemption Rights?

- Exercise their Preemption Right in whole or in part to the Issue Shares.
- Exercise their Preemption Right to subscribe in additional Issue Shares, provided they have fully subscribed to their entitlement in the Offering Shares.
- Trade their Preemption Rights during the Subscription Period and until at least five working days before the Subscription Period is closed, in accordance with the relevant rules applied by Bursa Kuwait.
- Assign their Preemption Right in the Issue Shares without consideration.
- Refrain from resorting to any of the previous actions and leaving the right to subscribe to the unsubscribed shares for the rest of the shareholders.

## Frequently Asked Questions about the Subscription Terms

### 10. How many shares will be offered for subscription and what is the percentage increase of the share capital of NIGH?

524,733,305 ordinary shares with a nominal value of KD 52,473,330.5, representing an increase of 35% of the Issuer's share capital.

### 11. How many shares can be subscribed to during the Offering period?

Qualified Shareholders are entitled to subscribe to 35 shares for every 100 existing shares that they hold as of the Record Date.

### 12. What is the Offering Price?

200 Kuwaiti fils per Offering Share (including 100 fils nominal value plus 100 fils issuance premium per share).

### 13. What is the minimum limit for subscription?

The minimum limit is 1 (One) share; subscription to fractional shares will not be accepted.

### 14. Is it possible to subscribe to additional shares?

Yes, Qualified Shareholder are entitled to subscribe to any number of shares, provided that they have fully subscribed to their entitlement in the Offering Shares.



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### 15. Will the new shares be entitled to the dividends proposed by the Company's Board of Directors at its meeting held on 27 March 2022 for the fiscal year ending on 31 December 2021?

Yes, the new shares will be entitled to the distributions proposed by the Board of Directors, which are cash dividends of 12% of the Company's capital and bonus shares of 8% of the Company's capital, in case of approval by the Company's General Assembly.

### 16. Who will cover the fees associated with the Subscription?

The Issuer will bear all fees associated with the issuance and subscription.

*(Note: Wire transfer charges for subscription will be covered by Subscribers)*

### 17. When is the Subscription Period?

The period of subscription will commence on Sunday, 3 April 2022 and shall close on Thursday, 21 April 2022 (inclusive).

*(Note: Please refer to the Subscription instructions)*

### 18. What if an Qualified Shareholder does not subscribe?

In the event that the Subscriber does not subscribe in the Offering Shares, it is considered a waiver of its Preemption Rights to subscribe.

### 19. Can the Subscription Application Form be rejected?

The Lead Manager and Subscription Agent, the Issuer, and the Clearing and Depository Agent reserve the right to reject any Subscription Application Form, without responsibility, if it is found that a Subscriber has failed to submit a complete Subscription Application Form that includes all of the required information (attached with the required supporting documents) either through the electronic platform or at the headquarters of the Clearing and Depository Agent (as stated in the terms and conditions of the Subscription) after paying the due Subscription Amount, where the Subscriber's Subscription Application Form will be considered null and void.

### 20. Can I withdraw or amend my Subscription Application?

Subscription Applications are considered final after completing the payment process. No amendments or withdrawals of the Subscription Application Form will be accepted after submission.

### 21. When will the share allocation process be completed?

The Issuer shall announce the final allocation no later than five (5) business days from the date of close of the Subscription Period.

### 22. When will the surplus subscription amounts be refunded?

Within five (5) business days from the date of the allocation of shares.



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### 23. When will the Offering Shares be traded on Boursa Kuwait?

Post the end of the Subscription Period, the final allocation of shares, and the completion of all the necessary regulatory procedures for issuing shares and registering them with the regulatory authorities and the Kuwait Clearing Company, the Offering Shares will be traded on the Boursa Kuwait without restriction and to be in the same rank as all the shares of the Issuer, without discrimination among them. Further, the new shares will be entitled to the distributions proposed by the Board of Directors, which are cash dividends of 12% of the Company's capital and bonus shares of 8% of the Company's capital, in case of approval by the Company's General Assembly.

### 24. What are the Voting Rights of the Issue Shares?

Each share of the Offering Shares has one vote, and every shareholder has the right to attend and vote in the General Assembly. None of the shareholders have premium voting rights or rights to dividends. Upon issuance of the Offering Shares, the subscribed shareholder has the right to participate in the General Assembly meetings of the Issuer and to receive their share of dividends whenever it is announced by the Issuer. Shareholders are also entitled to a share of the proceeds from the liquidation of the Issuer's assets upon liquidation, after the repayment of the Issuer's debts.

## Frequently Asked Questions about Preemption Rights Trading

### 25. What is the process for trading Preemption Rights?

Preemption Rights may be traded or assigned, free of charge and without restriction, and in accordance with the applicable rules of both Boursa Kuwait and the Kuwait Clearing Company. The listing and trading of the Preemption Rights during the Subscription Period has been approved, and the ISIN code is KW0000560050.

*(Note: Acquiring preemption rights, whether through trading or by assignment, does not constitute subscribing to the Offering Shares. Those who have acquired preemption rights according to the aforementioned process must subscribe to the Offering Shares and pay the respective subscription amounts. In the event that the subscription in the Offering Shares is not completed, this will be considered a waiver by the Subscriber to other shareholders and the amounts paid acquiring preemption rights will not be refunded)*

### 26. What is the trading period for Preemption Rights?

The trading period will commence on Sunday, 3 April 2022 and shall close on Thursday, 14 April 2022 (inclusive).

### 27. What is the timeline for listing the Preemption Rights?

The listing of Preemption Rights will commence on 3 April 2022, and the listing is canceled as soon as the Issuer discloses the results of the subscription in the capital increase.

### 28. How is the Reference Price for trading Preemption Rights calculated?

The Reference Price is calculated on the first trading day of Preemption Rights as follows:  
(Closing price of the stock on the day prior to the start of Preemption Rights trading – Offering Price).  
The price of Preemption Rights may change during the Subscription Period.