

This is a non-certified translation of the original Arabic version of the Public Announcement. This English version is provided for convenience only and does not constitute a legal document. Subscribers should only rely on the Arabic version of the Prospectus and the Public Announcement. In the case of any discrepancies or omissions, the Arabic version of the Prospectus and the Public Announcement shall prevail.

THIS IS A PUBLIC OFFER TO SUBSCRIBE FOR SHARES IN A FREE ZONE COMPANY IN A PUBLIC SUBSCRIPTION IN THE UAE ONLY

Spinneys 1961 Holding plc (Free Zone Company) (the "Company" or "Spinneys") (a public company limited by shares incorporated in the Dubai International Financial Centre (the "DIFC") and subject to DIFC Law No. 5 of 2018 (as amended) and DIFC Companies Regulations 2018 (as amended) (together the "Companies Regulations")

Dated: 16 April 2024
The sale of 900,000,000 (nine hundred million) ordinary shares with a nominal value of AED 0.01 each, representing 25% (twenty five per cent) of the total issued shares in the share capital of the Company (the "Offer Shares"), to be offered by the Company's sole shareholder namely; Al Seer Group LLC (the "Selling Shareholder") in a public subscription in the United Arab Emirates (the "UAE") only. The Selling Shareholder reserves the right to amend the size of the Offering and the size of any Tranche at any time prior to the end of the subscription period at its sole discretion, subject to the applicable laws of the UAE and the approval of the Securities and Commodities Authority in the UAE ("SCA" or the "Authority"). The offer price will be in AED and determined based on the offer price range (the "Offer Price Range"), which will be announced on the same day and before the opening of the Offer Period on 23 April 2024. The Offer Shares will be duly and validly issued as at the date of listing the Shares (the "Listing") on the Dubai Financial Market (the "DFM").

The Company, a public company limited by shares incorporated in the DIFC pursuant to the Companies Regulations has the pleasure to announce the public offer to subscribe for shares in a public subscription in the UAE (the "Offering"). The final offer price of the Offer Shares ("Final Offer Price") and the final offer size ("Final Offer Size") will be announced after the closing of the subscription of the Second Tranche.

Approval of the Competent Authorities

The SCA has approved the publication of this announcement. The SCA's approval on the publication does not constitute an endorsement of the feasibility of investment nor a recommendation to subscribe to the Shares. This announcement shall be read in conjunction with the Prospectus. The SCA is not considered responsible for the accuracy, completeness or adequacy of the information contained in the Prospectus and the SCA does not bear any responsibility for any damages or losses incurred by any person as a result of relying on the Prospectus or any part of it. The members of the Company's board of directors, jointly and severally, bear full responsibility regarding the validity of the information and data contained in the Prospectus, and they confirm, to the extent of their knowledge and belief, and subject to due diligence and after conducting reasonable inquiries, that there are no other facts or material information, which were not included in the Prospectus that renders any statement contained therein misleading to the subscribers or influencing their decision to invest. Other than in the DIFC, the Shares have not been registered with any other regulatory authority in any other jurisdiction.

Selling Shareholder

The Selling Shareholder, Al Seer Group LLC, owns, prior to the Offering 100% of the Shares with a nominal value of AED 0.01 each in the share capital of the Company. If all of the Offer Shares are subscribed for and allocated, and the Offer size is not increased, the Offer Shares will represent 25% of the total issued ordinary shares in the capital of the Company (this percentage has been calculated based on the total number of Shares in the share capital of the Company). Prior to this Offering, the Shares have not been listed on any financial market and there has been no public market for the Shares. Following the closing of the Offer Periods in respect of the First Tranche and the Second Tranche and accepting the subscription for Shares, the Company will apply to list its Shares on the DFM.

Investment Risks

Investment in the Offer Shares involves a high degree of risk. Prospective Subscribers should carefully read the "Investment Risks" and the "Important Notice" sections of the Prospectus to inform themselves about factors that should be considered before investing in the Offer Shares.

Supervision and Regulation

Spinneys 1961 Holding PLC is a public company limited by shares incorporated in the DIFC. The DIFC is a financial free zone within the meaning of UAE Federal Law No. 8 of 2004 (the "Financial Free Zones Law") and was established pursuant to UAE Federal Decree No. 15 of 2013. As a company incorporated in the DIFC, and in accordance with the Financial Free Zones Law, the Company is not subject to UAE federal civil and commercial laws. In particular, and without limitation, the Company is not subject to the provisions of the UAE Commercial Companies Law nor a variety of other legislation which applies to companies incorporated "onshore" in the UAE. Instead, the Company is governed by applicable laws and regulations in the DIFC including the Companies Regulations. In accordance with the DIFC legal framework applicable to public companies such as Spinneys 1961 Holding PLC, its primary constitutional document is its Articles of Association. Apart from various matters governed by the Companies Regulations and other DIFC legislation, the principal corporate governance and disclosure and transparency rules applicable to the Company are set out in the SCA Governance Guide, the provisions of the Chairman of Authority's Board of Directors' Decision no. 3 of 2000 concerning the regulations as to disclosure and transparency and in the Articles of Association and related documents (such as charters, policies and procedures adopted by the Board of Directors from time to time). The DIFC Board of Directors and, in certain circumstances, the DIFC Registration Authority has the power and authority to investigate violations of the Companies Regulations, including if it appears to it that there are circumstances suggesting that a DIFC company's affairs are being or have been conducted in a manner which is unfairly prejudicial to some part of its members, and in certain cases to refer such violations to DIFC courts. Shareholders in DIFC companies may also directly seek injunctions from DIFC courts against acts in violation of the Companies Regulations or constitutional documents and can seek to recover damages for such violations from DIFC companies and their directors. DFM has the authority to apply the Governance Rules applicable to financial free zone companies such as the Company that list securities on DFM. Investors should familiarize themselves with applicable DIFC laws and regulations, and the Company's Articles of Association annexed to the Prospectus.

Overview of the Company

Spinneys 1961 Holding PLC (previously known as Spinneys 1961 Holding Limited prior to its re-registration to a public company limited by shares) (the "Company") was incorporated on 21 November 2023 as a private limited company pursuant to DIFC Law No. 5 of 2018 (the "DIFC Companies Law") and was re-registered to a public company limited by shares on 29 March 2024. The principal activity of the Company and its subsidiaries (the "Group") is as an operator of premium grocery retail supermarkets operator of supermarkets under the "Spinneys", "Waitrose" and "Al Fair" brands in the UAE and Oman and, following the planned opening of the Group's first store in the first six months of 2024, in the KSA (the KSA, together with the UAE, the Group's "Key Markets"). The Group is one of the leading premium grocery retailers in the UAE, its home market, with the Spinneys brand ranking third by net promoter score. (source: Nielsen). As of the date of the Prospectus, the Group's operating portfolio comprises 75 stores (the "Stores"), which total 1.3 million sq. ft. of GLA, 64 of which are owned by the Group, and 11 of which are operated by the Group under an operations arrangement (see "Material Contracts—Spinneys Abu Dhabi Services Agreement"). The Group operates its Stores under three brands, which are located strategically in select cities of the UAE and Oman to appeal to different segments of consumers. The Group's product offering included an average of 55,828 stock keeping units ("SKUs") in 2023, of which an average 29,151 SKUs were food products (defined as fresh food, grocery, premium and frozen products). In addition to its relationships with strategic Key Suppliers, the Group produces its own high-quality private label offering (the "Private Label") under the "SpinneysFOOD", "SpinneysHOME", "SpinneysWELLNESS", and "Fine Food" brands and stocks Waitrose private label products.

Objectives of the Company

- Holding company;
- Managing office; and
- Investment in retail trade enterprises and management.

Shareholders

As at the date of the Prospectus:

Before Offering

Name	Nationality / Country of Incorporation	Type of shares	Number of shares owned	Total value of shares owned*	Ownership proportion
Al Seer Group LLC	United Arab Emirates	Ordinary	3,600,000,000	AED 36,000,000	100%

*Based on the nominal value.

After Offering

Name	Nationality / Country of Incorporation	Type of shares	Number of shares owned	Total value of shares owned*	Ownership proportion
Al Seer Group LLC	United Arab Emirates	Ordinary	2,700,000,000	AED 27,000,000	75%
Successful Subscribers at Listing	Various	Ordinary	900,000,000	AED 9,000,000	25%

*Based on the nominal value.

Company's capital structure upon completion of the Offering

Upon the completion of the Offering, the Company's paid-up share capital shall be AED 36,000,000, divided into 3,600,000,000 (three billion six hundred million) Shares with a nominal value of AED 0.01 per Share. Assuming all of the Offer Shares are allocated and the Offer size is not increased, the Selling Shareholder will hold in aggregate 75% (seventy five per cent) of the total share capital of the Company, assuming that the Selling Shareholder sells all of the Shares being offered and the Offering size is not increased. The Company has presented its plan to SCA for the Selling Shareholder to offer 25% (twenty five per cent) of the total share capital of the Company. The Selling Shareholder reserves the right to amend the size of the Offering and size of any Tranche at any time prior to the end of the subscription period at its sole discretion, subject to the applicable laws of the UAE and the SCA's approval.

No. of Selling Shareholder's Shares:	2,700,000,000 (two billion seven hundred million) Shares
No. of total Subscribers' Shares (assuming all Offer Shares are allocated including all tranches mentioned under the Prospectus):	900,000,000 (nine hundred million) Shares
Total:	3,600,000,000 (three billion six hundred million) Shares

Board of Directors

The Board consists of (9) Directors (3) of whom are independent Directors as set out below:

Name	Position	Year of appointment
Mr. Ali Saeed Juma Al Bwardy	Chairman/ Non-Executive Director	2023
Mr. Tariq Ali Saeed Juma Al Bwardy	Vice-Chairman/ Non-Executive Director	2024
Mr. Rashed Ali Saeed Juma Al Bwardy	Non-Executive Director	2024
Ms. Mazon Ali Saeed Juma Al Bwardy	Non-Executive Director	2024
Mr. Saeed Mansoor Al Awar	Non-Executive Director	2024
Ms. Huda Al Lawati*	Non-Executive Director	2024
Mr. Dominique Lecocqois*	Non-Executive Director	2024
Mr. Subramanian Suryanarayan*	Non-Executive Director	2024
Mr. Sunil Kumar	Executive Director and Chief Executive Officer	2023

* Denotes that the Director is considered "independent" under the Governance Rules. The business address of each of the Directors is: Unit 813B, Level 8, Liberty House, Dubai International Financial Centre, Dubai, United Arab Emirates.

Key Terms of the Offering

- **Name of the Company:** Spinneys 1961 Holding plc (Free Zone Company)
- **Commercial license of the Company:** CL7699
- **Share capital:** The share capital of the Company as at the date of the Prospectus has been set at AED 36,000,000 divided into 3,600,000,000 Shares paid-in-full, with the nominal value of each Share being AED 0.01.
- **Percentage, number and type of the Offer Shares:** 900,000,000 (nine hundred million) Shares, all of which are ordinary shares, all Shares are of the same class and shall carry equal voting rights and shall rank pari passu in all other rights and obligations, and which constitute 25% of the Company's issued share capital (this percentage has been calculated based on the total number of Shares in the capital as at the Listing date).
- **Offer Price Range per Offer Share:** The Offer Price Range will be in UAE dirhams and will be announced on the same day and before the start of the Offer Period on 23 April 2024.
- **Offer Period:** Commences on 23 April 2024 for the First Tranche and the Second Tranche, and closes on 29 April 2024 for the First Tranche and on 30 April 2024 for the Second Tranche.
- **Receiving Banks**
 - **Lead Receiving Bank:** Emirates NBD Bank PJSC
 - **Receiving Banks:** a list of Receiving Banks is attached in Appendix 3 of the Prospectus.
- **Eligibility of the qualified categories of Subscriber to apply for the acquisition of the Offer Shares:**
- **First Tranche:** The First Tranche of the Offering will be open to First Tranche Subscribers as described on the cover page of the Prospectus and the "Definitions and Abbreviations" section of the Prospectus. All Subscribers in the First Tranche must hold a NIN with DFM and a bank account number. 5% (five per cent) of the Offer Shares, representing 45,000,000 (forty five million) Shares are allocated to the First Tranche. Each successful Subscriber in the First Tranche will be guaranteed a minimum allocation of 2,000 Shares, the minimum guaranteed allocation of 2,000 Shares is subject to the total number of shares issued under the minimum guaranteed allocation not exceeding the tranche size, subject to the limits and conditions set out in the Prospectus. The Selling Shareholder reserve the right to amend the size of the First Tranche at any time prior to the end of the subscription period at its sole discretion, subject to the approval of the SCA.
- **Second Tranche:** The Second Tranche of the Offering will be open to Second Tranche Subscribers as described on the cover page of the Prospectus and the "Definitions and Abbreviations" section of the Prospectus. All Subscribers in the Second Tranche must hold a NIN with DFM. 95% (ninety-five per cent) of the Offer Shares, representing 855,000,000 (eight hundred fifty five million) Shares are allocated to the Second Tranche. The Selling Shareholder reserve the right to amend the size of the Second Tranche at any time prior to the end of the subscription period at its sole discretion, subject to the applicable laws of the UAE and the approval of SCA.
- **Public Offer Shares are prohibited as follows:** Public subscription is prohibited to any Subscriber whose investment is restricted by the laws of the jurisdiction where the Subscriber resides or by the laws of the jurisdiction to which the Subscriber is situated. It is the Subscriber's responsibility to determine whether the Subscriber's application for, and investment in, the Offer Shares conforms to the laws of the applicable jurisdiction(s).
- **Minimum Investment:** The minimum subscription in Offer Shares in the First Tranche has been set at AED 5,000 (five thousand UAE dirhams) with any additional investment to be made in AED 1,000 (one thousand UAE dirhams) increments. The minimum subscription for Offer Shares in the Second Tranche has been set at AED 5,000,000 (five million UAE dirhams).
- **Maximum Investment:** No maximum subscription in Offer Shares has been set.
- **Subscription by Selling Shareholder:** The Selling Shareholder may not subscribe for Offer Shares, whether directly or indirectly, or through any of its subsidiaries.
- **Lock-up period:** Pursuant to an underwriting agreement to be entered into between the Company, the Selling Shareholder and the Joint Lead Managers prior to the date of listing (the "Underwriting Agreement"), the Shares held by the Selling Shareholder following listing shall be subject to a lock-up which starts on the date of listing and ends 180 days thereafter.
- **Subscription Applications** Each Subscriber in the First Tranche may submit one subscription application only (i) in the case of a subscription application by a natural person, in his or her personal name (unless he or she is acting as a representative for another Subscriber, in which case the subscription application will be submitted in the name of such Subscriber); or (ii) in the case of a subscription application by a corporate entity, in its corporate name. In case a Subscriber submits more than one application in his or her personal name or its corporate name, the Lead Receiving Bank and the Joint Lead Managers reserve the right to disqualify all or some of the subscription applications submitted by such Subscriber and not to allocate any Offer Shares to such Subscriber. Subscribers must complete all of the relevant fields in the subscription application along with all required documents and submit it to any Receiving Bank together with the subscription amount during the Offer Period for the First Tranche. The completed subscription application should be clear and fully legible. If it is not, the Receiving Banks shall refuse to accept the subscription application from the Subscriber until the Subscriber satisfies all the required information or documentation before the close of the subscription.

Subscription for Offer Shares would deem the Subscriber to have accepted the Articles of Association of the Company and all the resolutions issued by the Company's general meeting. Any conditions added to the subscription application shall be deemed null and void. No photocopies of subscription applications shall be accepted. The subscription application should only be fully completed after reviewing the Prospectus and the Company's Articles of Association. The subscription application then needs to be submitted to any of the Receiving Banks' branches mentioned herein or through electronic channels (see "Electronic subscription"). The Subscribers or their representatives shall affirm the accuracy of the information contained in the application in the presence of the bank representative in which the subscription was made. Each subscription application shall be clearly signed or certified by the Subscriber or his or her representative.

The Receiving Banks and the Joint Lead Managers may reject subscription applications submitted by any Subscriber in the First Tranche for any of the following reasons:

- If the subscription application form is not complete or is not correct with regard to the amount paid or submitted or the amount (and the Offer Participant takes responsibility for non-receipt of an allotment of Offer Shares if the address of the subscribers is not filled in correctly);
- If the subscription application amount is paid using a method that is not a permitted method of payment;
- If the subscription application amount presented with the subscription application does not match the minimum required investment or the increments set for the First Tranche offer;
- If the completed subscription application form is not clear and fully legible;
- If the Manager's Cheque is returned for any reason;
- If the amount in the bank account mentioned in the subscription application form is insufficient to pay for the application amount mentioned in the subscription application form or the Receiving Banks is unable to apply the amount towards the application whether due to signature mismatch or any other reasons;
- If the NIN is not made available to DFM or if the NIN is incorrect;
- If the subscription application is found to be duplicated (any acceptance of such duplicate application is solely at the discretion of the Selling Shareholder);
- If the subscription application is otherwise found not to be in accordance with the terms of the Offering;
- If the Subscriber is found to have submitted more than one application (it is not permitted to apply in more than one of the First Tranche or the Second Tranche, nor is it permitted to apply in either Tranche more than once), any acceptance of such duplicate / multiple application(s) is solely at the discretion of the Selling Shareholder;
- If the Subscriber is a natural person and she is found to have submitted the subscription application other than in his or her personal name (unless he or she is acting as a representative for another Subscriber);
- If a Subscriber has not adhered to the rules applicable to the First Tranche or the Second Tranche offers;
- If it is otherwise necessary to reject the subscription application to ensure compliance with the provisions of the Companies Regulations, the Articles of Association, the Prospectus or the requirements of the UAE Central Bank, the SCA or the DFM; or
- If for any reason FTS/SWIFT/online/mobile/ATM subscription Channels transfer fails or the required information in the special fields is not enough to process the application.

The Receiving Banks and the Joint Lead Managers may reject the application for any of the reasons listed above at any time until allocation of the Offer Shares and have no obligation to inform the subscribers before the notification of the allocation of Shares to such rejected Subscribers.

Documents accompanying subscription applications

Subscribers shall submit the following documents along with their subscription application forms:

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

- NIN details;
- The original and a copy of a valid passport or Emirates ID; and
- In case 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 country;
 - the original passport/Emirates ID of the signatory for verification of signature and a copy of the original passport/Emirates ID; and
 - a copy of the passport/Emirates ID of the Subscriber for verification of signature; or
 - In case the signatory is a guardian of a minor, the following will be submitted:
 - Original and copy of the guardian's passport/Emirates ID 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).

For corporate bodies including banks, financial institutions, investment funds and other companies and establishments:

- **UAE registered corporate bodies:**
 - 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/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 in the Prospectus and in the subscription form;
 - The original and a copy of the passport/Emirates ID of the signatory; and
 - NIN details
- **Foreign corporate bodies:** the documents will differ according to the nature of the corporate body and its domicile. Accordingly, please consult with the Joint Lead Managers to obtain the list of required documents. In case 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 country;
 - the original passport/Emirates ID of the signatory for verification of signature and a copy of the original passport/Emirates ID; and
 - NIN details.

Method of subscription and payment for the First Tranche

- **A. Method of payment for First Tranche** The subscription application must be submitted by a Subscriber to any of the Receiving Banks listed in the Prospectus and the NIN with DFM and the Subscriber's bank account number must be provided, together with payment in full for the amount it wishes to use to subscribe for the Offer 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 "Spinneys 1961 Holding PLC IPO";
 - Debiting a Subscriber's account with a Receiving Bank; or
 - Electronic subscriptions (please refer to the section on Electronic subscription below).
 Details of the Subscriber's bank account must be completed on the subscription application form even if the application amount will be paid by Manager's Cheque. The subscription amount may not be paid or accepted by a Receiving Bank using any of the following methods:
 - In cash;
 - Cheques (not certified); or
 - Any other mode of payment other than mentioned above.
 Please refer to Annex 3 of the Prospectus for the Receiving Bank's participating branches.
- **B. Electronic subscription (E-subscription)**

DFM E-subscription

The DFM will make its official website www.dfm.ae and DFM mobile application available to Subscribers with a NIN registered on the DFM website www.dfm.ae or DFM mobile application and holding a valid iVESTOR Card or through the UAE Central Bank payment gateway ("UAEPGS") or through offline transfer on the IBAN provided to the investor following the submission of their subscription application. DFM accepts subscription through iVESTOR Card and UAEPGS until the last day of the IPO. For the transfer to the IBAN payment option will be stopped 2 days prior to the IPO closure. The Receiving Banks and securities brokerage firms may also have their own electronic channels (on-line internet banking applications, mobile banking applications, ATMs, securities brokerage firms' applications and subscription channels provided by DFM etc.) interfaced with the DFM IPO system. By submitting the electronic subscription form the customer submitting the application is accepting the Offering terms and conditions on behalf of the Subscriber and is authorising 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 customer and transferring the same to the IPO account in favor of Spinneys 1961 Holding plc – IPO held at the Lead 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 elsewhere in this document will not apply to electronic applications under this section. Notification of the final allocation of Offer Shares and the refund of proceeds for unallocated Offer Shares (if any) and any earned profits as a result of its investment thereon following the closing of the Offer Period and prior to the Listing of the Shares shall be performed solely by, and processed through, the Receiving Bank in which the original application for subscription was submitted. In the event any of the Subscribers do not comply with the terms and conditions contained set out in the Prospectus, especially in relation to the electronic subscription and/or iVESTOR Card, none of the DFM, the Selling Shareholder, the Company, the Board, the Lead Receiving Bank, the Receiving Banks nor the iVESTOR Card issuing bank shall in any way be liable for the use of the electronic subscription facility by the customer of the bank or the Subscriber, the debiting of the customer account of the Lead Receiving Bank, Receiving Banks, nor the debiting of the iVESTOR Card by the iVESTOR Card issuing bank, in respect of all and any losses or damages suffered, directly or indirectly as a result of the electronic subscription facility and/or the iVESTOR Card. Subscription applications may also be received through UAE Central Bank Fund Transfer ("FTS") mode. Any Subscriber choosing the FTS method will be required to provide their valid NIN along with the value of Offer

Shares subscribed for in the special instructions field relevant to the methods of payment of the subscription amounts.

E-subscription through the Receiving Banks

The Receiving Banks may also have their own electronic channels (ATMs, Internet Banking, Mobile Banking applications, Website, etc.) interfaced with the DFM IPO system. By submitting the Electronic Application, the customer submitting the application is accepting the Offering terms and conditions on behalf of the Subscriber and authorize the relevant Receiving Banks to retrieve investor details from DFM to submit the subscription application and pay the total subscription amount by debiting the amount from the respective bank account of the customer and transferring the same to the Offer account in favor of "Spinneys 1961 Holding PLC," held at the Receiving Banks, 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 elsewhere in the Prospectus will not apply to Electronic Applications under this section. Notification of the final allocation of Offer Shares and the refund of proceeds for unallocated Offer Shares (if any) and any returns thereon following the closing of the Offer Period and prior to the listing of the shares shall be performed solely by, and processed through, the Receiving Bank in which the electronic subscription application was submitted. In the event any of the Subscribers do not comply with the Prospectus, especially in relation to the electronic subscription, neither the DFM, the Selling Shareholder, the Company, the Board, the Receiving Banks shall in any way be liable for the use of the electronic subscription facility by the customer of the bank or the Subscriber, the debiting of the customer account of the Receiving Banks, in respect of all and any losses or damages suffered, directly or indirectly as a result of the electronic subscription facility.

ENBD E-Subscription

Account holders with Emirates NBD Bank can subscribe via the bank's online internet banking and mobile application channel as well as through ATMs. Eligible persons can access Emirates NBD Bank's ATMs with their debit card, and online banking or mobile application using their relevant username and password (as is customary with these channels). This will be deemed sufficient for the purposes of identification and accordingly the supporting documentation in relation to application set out elsewhere in the Prospectus will not apply to electronic applications. Subscribers without an Emirates NBD Bank account, who are either in the UAE or outside the UAE, can subscribe through the dedicated IPO website https://ipo.EmiratesNBD.com and pay through Online Banking via the UAE Central Bank Payment Gateway ("PGS") or through UAE Central Bank Fund Transfer ("FTS") or SWIFT. In case of any issues or support, please contact the dedicated Emirates NBD Bank IPO team through our call centre 800 ENBD IPO (800 3623 476)

FAB EIPO-Subscription

Access https://www.bankfab.com/v1/an-ae/investmentbanking/iposubscription Refer to the "How to subscribe page" and follow the instructions and submit subscriptions for the First Tranche. FAB Mobile Banking application (For FAB Clients only). If you need any support, please call FAB Call Centre No. 0261618000

MBANK E-Subscription

To subscribe through Mbank, download Mbank UAE app on your mobile device from Apple App store or Google Play or Huawei AppGallery. For instructions on the process of applying for the IPO through the app, access https://www.mbank.ae/IPO Refer to the section "How to subscribe" for step by step guidance. Applications for Minors can also be made through the app. Applicants can also issue DFM NINs from the Mbank mobile app. Subscription applications through Al Maryah Community Bank LLC will only be accepted if made by UAE residents. In case of any issues or support, please contact Mbank call centre at 600 571 111.

CBD E-Subscription

The IPO will be open to all participants not only CBD bank account holders. Participants can login to CBD website www.cbd.ae or visit any of the selected 6 CBD branches to submit their interest. A dedicated team will then contact/ assist the applicants and complete the requirements. CBD has a centralized IPO Centre that will manage, approve and oversee all applications on DFM system.

WIO E-Subscription

Wio Banks digital IPO subscription allows customers to generate a National Investor Number (NIN) with DFM instantly and submit their IPO subscription requests. Eligible clients can obtain leverage on their IPO subscriptions. Existing Wio Personal customers can visit the IPO section within the app and subscribe for active IPOs instantly. New customers can avail the service by first opening their Wio Personal account: download the Wio Personal app from the App Store or Google Play onto your mobile device and apply for an account in minutes. Once your application is approved, you can subscribe to active IPOs from within the app immediately. Subscription applications through Wio Bank will only be accepted if they are made by UAE residents. For any queries or support, please refer to the FAQs under the IPO section in the Wio Personal app. Alternatively, please contact us on 600-500-946. To learn more, visit wio.ae.

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

- Subscription amounts paid by way of cheque must be submitted by 1 p.m. on 25 April 2024.
- Subscription applications received through the UAE Central Bank Payment Gateway ("PGS"), FTS and SWIFT must be made before 1 p.m. on 26 April 2024.
- Subscription applications received through ATM, Internet Banking, Mobile Application & Website must be made before / by 1 p.m. on 29 April 2024.

Notice of Allocation

A notice to successful Subscribers in the First Tranche will be sent by way of SMS initially confirming allocation of offered Shares to them. This will be followed by a notice setting out each Subscriber's allocation of Offer Shares, which will be sent by registered mail or via e-mail to the registered address in the subscription application to each Subscriber.

Investment Risks

There are certain risks that are specific to investing in this Offering. Those risks have been discussed in a section headed "Investment Risks" of the Prospectus and must be taken into account before deciding to subscribe in Offer Shares.

Timetable for subscription and Listing:

Event	Date
Offering commencement date (Subscription Opening Date) of the First Tranche and Second Tranche (The Offer Period for the First Tranche shall continue for 6 working days, including Saturdays, for the purposes of accepting Subscribers' applications)	23 April 2024
Closing Date of the First Tranche	29 April 2024
Closing Date of the Second Tranche	30 April 2024
Announcement of Final Offer Price	1 May 2024
Allocation of First Tranche	7 May 2024
SMS Confirmation to all successful First Tranche subscribers	7 May 2024
Commencement of refunds of investment surplus to, and any earned profits as a result of investments thereon, to the First Tranche Subscribers as well as commencement of dispatch of registered mail relating to allotment of shares	7 May 2024
Expected date of Listing the Shares on the DFM	9 May 2024

The Prospectus and the details of this Offering are also available on the following website: www.spinneys.com / www.ipos.spinneys.com

The attention of Subscribers is drawn to the "Risk Factors" and "Important Notice" of the Prospectus, which should be carefully considered prior to submitting a subscription application. Name and Contact Details of the Offering Participants

JOINT LEAD MANAGERS		
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LEAD RECEIVING BANK		
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RECEIVING BANKS		
As per the list of banks attached in Annex (3) to the Prospectus.		
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