



**Public announcement by Ahli United Bank B.S.C.  
25 February 2020**

***Receipt of Offer Document from Kuwait Finance House K.S.C.P.***

ANNOUNCEMENT BY AHLI UNITED BANK B.S.C. PURSUANT TO THE REQUIREMENTS OF THE TAKEOVERS MERGERS AND ACQUISITIONS MODULE ("TMA MODULE") UNDER VOLUME 6 OF THE CENTRAL BANK OF BAHRAIN ("CBB") RULEBOOK, ON RECEIPT OF AN OFFER DOCUMENT FROM KUWAIT FINANCE HOUSE K.S.C.P. ("KFH" or "OFFEROR") IN RESPECT OF A VOLUNTARY CONDITIONAL OFFER FROM KFH TO ACQUIRE 100 % OF THE ISSUED AND PAID UP ORDINARY SHARES OF AHLI UNITED BANK B.S.C. ("AUB" or "OFFEREE") BY WAY OF A SHARE SWAP ("TRANSACTION").

**DISCLAIMER STATEMENT**

THE CENTRAL BANK OF BAHRAIN AND THE BAHRAIN BOURSE ASSUME NO RESPONSIBILITY FOR THE CONTENT OF THIS ANNOUNCEMENT, MAKE NO REPRESENTATION AS TO ITS ACCURACY OR COMPLETENESS AND EXPRESSLY DISCLAIM ANY LIABILITY WHATSOEVER FOR ANY LOSS HOWEVER ARISING FROM OR IN RELIANCE UPON THE WHOLE OR ANY PART OF THE CONTENTS OF THIS ANNOUNCEMENT. THIS ANNOUNCEMENT IS FOR INFORMATION PURPOSES ONLY AND DOES NOT CONSTITUTE AN INVITATION OR OFFER TO ACQUIRE, PURCHASE OR SUBSCRIBE FOR SECURITIES OF AHLI UNITED BANK B.S.C.

Reference is made to AUB's previous announcements in connection with the contemplated Transaction.

**Receipt of Offer Document:**

AUB hereby informs its shareholders and the market that, on 24 February 2020, the Board of Directors of AUB (the "Board") received an offer document ("Offer Document") from KFH in respect of a voluntary conditional offer from KFH to acquire 100% of the issued and paid up ordinary shares of AUB by way of a share swap, subject to the fulfillment or waiver of certain conditions precedent ("Offer").

**Issuance of the Offer Document and the Offeree Board Circular:**

Pursuant to paragraph TMA-2.7.7 of the TMA Module, the Offeree should send to all its shareholders, within a maximum period of 21 calendar days from the receiving date of the Offer Document: (i) the Offeree board circular ("Offeree Board Circular") containing details of the Offer, the recommendation of the Board to shareholders as to acceptance or rejection of the offer and the written advice of the Board's independent professional adviser to the Board as to whether the Offer is, or is not, fair and reasonable and as to acceptance and voting; and (ii) the Offer Document, together with any information the Offeree considers to be relevant to enable its shareholders to reach to an informed decision on the Offer, subject to obtaining the required regulatory approvals.

The Offer Document will be dispatched to the shareholders of AUB for their consideration together with the Offeree Board Circular (including the opinion of the Board's independent professional adviser) and the acceptance and transfer form in respect of the Offer, in accordance with the requirements of the TMA Module.

**Note to shareholders:**

Shareholders and/or potential investors of AUB should note that the Offer shall be subject to the satisfaction or waiver (where applicable) of certain conditions and conditional upon the Offer becoming or being declared unconditional in all respects. Accordingly, the Offer may or may not become unconditional. Shareholders and/or potential investors of AUB should therefore exercise caution when dealing in the securities of AUB. Persons who are in doubt as to the action they should take should consult their licensed brokers, dealers, solicitors, professional accountants or other professional advisers.

AUB notes further that shareholders should read the public announcements issued by AUB and the terms, details of the Offer outlined in the firm intention notice issued by KFH dated 5 February 2020 and the announcement by KFH regarding the dispatch of the offer document to the Offeree, on 24 February 2020 in relation to the Offer, before taking any action regarding the Offer.

AUB will make such further announcements regarding this matter as are required in accordance with the requirements of the TMA Module and to ensure compliance with applicable governing laws and regulations.

  


**On behalf of Ahli United Bank B.S.C.**