

Announcement

Invitation to existing Shareholders only to participate in the increase of the Share Capital of Kuwait Projects Company (Holding) K.S.C.P.

Invitation to existing shareholders for subscription of 452,748,662 new ordinary shares (the "Issue Shares") in the increase of the share capital of Kuwait Projects Company (Holding) K.S.C.P. ("KIPCO") representing approximately 29.3% of the existing issued share capital of KIPCO at an Offer Price of 210 fils per Issue Share (including the nominal value and the issuance premium) during the Offering Period commencing on 27 June 2019 and closing on 17 July 2019.

Overview of The Offering

Issuer:

Kuwait Projects Company (Holding) K.S.C.P. ("KIPCO" or the "Company"), incorporated in the State of Kuwait

Commercial Registration No:

23118

Total Value of the Offering:

KD 95,077,219.020

Offer Price:

210 fils per share (including the nominal value of 100 fils and the issuance premium of 110 fils).

Eligible Shareholder:

Shareholders who are recorded in the shareholder register of the Company held with the Kuwait Clearing Company K.S.C. ("KCC") as at close of trading on Boursa Kuwait on 26 June 2019 (the "Record Date") For clarity sake, any trade of the Company's shares prior to the Record Date, but which have not completed the trade settlement process of Boursa Kuwait as of the Record Date ("Ex Rights Date"), and as a result have not yet been registered on the Company's shareholder registry, will not be considered in determining the Eligible Shareholders of record as of the Record Date.

Entitlement of Eligible Shareholders:

Eligible Shareholders will be entitled to 293 Issue Shares for every 1000 existing shares that they hold.

Minimum Subscription:

One (1) share

Issuance Advisor and Subscription Agent:

KAMCO Investment Company K.S.C. (Public)

Clearing and Depository Agent:

Kuwait Clearing Company K.S.C.

Subscription for Additional Issue Shares:

Eligible Shareholders have the right to subscribe for additional Issue Shares (the "Additional Issue Shares") in addition to their entitlement to Issue Shares and such subscription shall be made at the Offering Price

Offering Period:

The Offering Period will commence on Thursday, 27 June 2019 at the KCC (acting as the Clearing and Depository Agent) during normal business hours Sunday through Thursday and shall close on Wednesday, 17 July 2019 at 1:00 pm Kuwait local time.

Subscription Instructions:

Eligible Shareholders may subscribe in the Issue Shares via one of the following two methods:

First Method:

Subscription through the Electronic Platform:

The website allows subscription in capital increase of 14,000 (Fourteen Thousand) shares, equivalent to KD 2,940 (Kuwaiti Dinars Two Thousand Nine Hundred Forty) or less for individuals only. Payment shall be made by K-NET service.

The Eligible Shareholder shall:

1. Login to the website via the link: <https://www.ipo.com.kw>
2. Register the civil ID number, thereafter the system shall verify whether the subscriber is eligible to the subscription or not.
3. Record the number of shares to be subscribed for.
4. Be transferred to the payment portal via the K-NET service, where the Eligible Shareholder can pay from his/her/its own account (no other person may pay on behalf of the Subscriber except in the cases provided for under law "Required documents shall be reviewed when submitting the subscription application". The Subscriber shall bear all legal consequences in case of violation).

Second Method:

Subscription Through Referral to the Clearing and Depository Agent Office:

"For Corporates or to subscribe in number of shares exceeding 14,000 (Fourteen Thousand)":

1. Login to the website via the link: <https://www.ipo.com.kw>
2. Register the civil ID number, thereafter the system shall verify whether the subscriber is eligible to the subscription or not.
3. Record the number of shares to be subscribed for.
4. Print the "Subscription Application Form", including but not limited to the name of the subscriber, the civil ID number in the event that the Eligible Shareholder is an individual and commercial registration number in the event that the Eligible Shareholder is a corporate, the number of shares to be subscribed and their value.
5. The Eligible Shareholder shall visit his/her/its own bank and submit a copy of the "Subscription Application Form" printed from the above link and transfer the amount required to the Bank Account (non-interest bearing) by way of electronic funds transfer (net amount without any charges by the transferring bank and the receiving Bank) stated below:

Name of the Bank:

Burgan Bank

Account number:

6015378046

IBAN:

KW53 BRGN 0000 0000 0000 6015 3780 46

SWIFT:

BRGNKWKW

Beneficiary:

KIPCO – Capital Increase

Reference/Narration:

KIPCO Capital Increase + Shareholder ID (Business Partner ID number) + Shareholder Contact Number

6. The Eligible Shareholder shall get an original deposit voucher of the amount transferred from his own bank and then refer to the Clearing and Depository Agent to complete the remaining procedures.
7. The Eligible Shareholder shall refer to the headquarters of KCC located at the Arabian Gulf Street, Ahmad Tower, the Fifth floor to submit and sign the Subscription Application Form accompanied by the following documentation during normal working hours, Sunday to Thursday inclusive.

General Requirements

- Copy of the notice issued by Kuwait Clearing Company containing the name, shareholder identification and the number of shares owned by an Eligible Shareholder in the Company on the Record Date; and
- Transfer receipt of the Subscription Monies along with the Subscriber's IBAN number

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 orphans;
- Original and copy of Certificate of Guardianship for minors; or
- Original and copy of a Limitation of Succession Deed for beneficiaries.

Corporate subscriber

- Original and copy of Commercial Registration Certificate;
- Original and copy of the Authorized Signatories Certificate or the Extract of the Commercial Register;
- Original and copy of the personal 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 attested by the Chamber of Commerce and Industry; and
- Letter issued by the authorized signatory on behalf of the entity authorizing the subscription.

Non-Kuwaiti subscribers

- Non-Kuwaiti subscribers (whether corporates or individuals (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 as highlighted further above.

8. The Clearing and Depository Agent shall provide the Subscriber with a deposit receipt of the Subscription.

Failure of any Subscriber to submit a duly completed Subscription Application Form (together with all applicable supporting documentation thereto) at the offices of KCC, after the transfer or deposit of the subscription monies as required, shall render the Subscription Application Form of a Subscriber null and void. Subscription monies shall not be accepted in cash.

Risk Factors:

Investment in the Issue Shares is associated with some types of risks. These types of risks can be categorized as follows:

1. Risks relating to the Company
2. Risks related to the Issue Shares

(for further details on any such risk factors, please refer to the downloadable/printable version of the Prospectus relating to the offering on the Company's website (www.kipco.com).

Prior to investing in any Issue Shares, prospective investors should carefully consider, together with all other information contained in the Prospectus relating to the Offering, the risk factors highlighted in the table above and seeking professional advice before investing (for further details on any such risk factors, please refer to the downloadable/printable version of the Prospectus relating to the offering on the Company's website (www.kipco.com)). This announcement does not contain all the information that prospective investors should consider before deciding to invest in the Issue Shares and does not purport to be complete.

Subscription Information

The necessary information regarding the investment in the Issue Shares is included in the Prospectus which is available for printing and downloading from KIPCO's website (www.kipco.com). A copy can also be obtained from Boursa Kuwait, Kuwait Clearing Company or the Company's Office.

You are hereby advised to seek the advice of an advisor licensed by law and which specializes in advising on the subscription prior to making a decision as to subscription.

The Kuwait Capital Markets Authority or any regulatory organization in the State of Kuwait shall not bear any liability for the contents of this announcement or its accuracy, and not for any loss arising from this announcement.

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