



Exchange Offer Announcement

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**SHUAA Capital Bond 1 Limited (LEI: 549300J1SHM6F5GF9Z31)
announces an exchange offer in respect of its
U.S.\$150,000,000 7.50 per cent. Notes due 31 March 2025 (ISIN: XS2243959819)**

SHUAA Capital Bond 1 Limited (the "Issuer") today announces that it is inviting (subject to the "Offer and Distribution Restrictions" set out below and as more fully set out in the Exchange Offer Memorandum) eligible holders (the "Noteholders") of the U.S.\$150,000,000 7.50 per cent. Notes due 31 March 2025 (ISIN: XS2243959819) (of which U.S.\$150,000,000 in aggregate principal amount is outstanding) (the "Existing Notes") to offer to exchange up to U.S.\$75,000,000 (the "Maximum Acceptance Amount") in aggregate principal amount of the Existing Notes for UAE Dirham denominated mandatory convertible bonds to be issued by SHUAA Capital psc (the "Guarantor") (the "Existing Noteholder MCBs") (the "Exchange Offer").

The Exchange Offer is being made on the terms and subject to the conditions set out in the exchange offer memorandum dated 19 February 2025 (the "Exchange Offer Memorandum").

The Exchange Offer and the MCB Issuances (as defined below) were approved at the SHUAA General Meeting on 17 February 2025.

The Exchange Offer is conditional on the Securities and Commodities Authority of the UAE (the "SCA") having provided approval or confirmation of non-objection to the MCB Issuances (the "Approval Condition").

Subject to applicable law and as provided in the Exchange Offer Memorandum, the Issuer may, at its sole and absolute discretion, extend, re-open, amend, waive any condition of or terminate the Exchange Offer at any time. Details of any such extension, re-opening, amendment, waiver or termination will be announced as provided in the Exchange Offer Memorandum as soon as reasonably practicable after the relevant decision is made.

Capitalised terms used in this announcement but not otherwise defined herein have the meanings given to them in the Exchange Offer Memorandum.

The table below sets forth certain information relating to the Existing Notes and the Existing Noteholder MCBs:

Existing Notes	ISIN / Common Code	Aggregate Principal Amount Outstanding	Maturity Date*	Exchange Consideration (per U.S.\$1,000 in principal amount of Existing Notes)	Maximum Acceptance Amount
U.S.\$150,000,000 7.50 per cent. Notes due 31 March 2025	XS2243959819 / 224395981	U.S.\$150,000,000	31 March 2025	Subject to the Maximum Acceptance Amount, AED 3,672.5 in principal amount of Existing Noteholder MCBs**	U.S.\$75,000,000

*Existing Notes which are not exchanged pursuant to the Exchange Offer will be mandatorily redeemed at the Early Equity Redemption Amount on the occurrence of an Early Equity Event (which event is expected and intended to occur on the Settlement Date). See "Exchange Offer – Background to the Exchange Offer – Mandatory Redemption"

** All Noteholders whose Existing Notes have been validly Offered for Exchange pursuant to the Exchange Offer and accepted for exchange by the Issuer agree to waive any accrued and unpaid interest on the relevant Existing Notes up to (and including) the Settlement Date.

Offer Period

The Exchange Offer commences on 19 February 2025 and will expire at 4:00 p.m. (London time) on 28 February 2025 (the "Expiration Deadline"), unless the period for the Exchange Offer is extended, re-opened or terminated by the Issuer (in its sole and absolute discretion), in which case notification to that effect will be given by or on behalf of the Issuer by way of announcements on the relevant notifying news service(s) and through the Clearing Systems.



Background to the Exchange Offer

For full details of the background to the Exchange Offer, a description of the MCB Issuances, the benefits of the Transaction and a summary of the valuation used for the purposes of determining the Conversion Price Noteholders should read the Exchange Offer Memorandum in full.

Mandatory Redemption

The Exchange Offer will constitute a Permitted MCB Offer for the purposes of the Existing Notes Conditions.

The issuance of the New Investor MCBs and the completion of the Exchange Offer is intended and expected to constitute an Early Equity Event for the purpose of, and subject to the terms of, the Existing Notes Conditions. The Issuer will therefore (in the event of an Early Equity Event) be obligated to redeem, having given not less than 10 nor more than 30 days' notice to the Noteholders, all the then outstanding Existing Notes at the Early Equity Redemption Amount (being 20 per cent. of the principal amount of the Existing Notes and noting that no amount shall be paid in respect of accrued interest) within 15 days of the date of such notice (the "**Mandatory Redemption**"). Subject to the issuance of the New Investor MCBs and the completion of the Exchange Offer, it is therefore expected that Existing Notes of any Noteholders who do not participate in the Exchange Offer, or whose Offers to Exchange are not accepted by the Issuer, will be redeemed pursuant to the Mandatory Redemption.

Minimum Offer Amount

The Existing Noteholder MCBs will be issued in the denominations of AED 734,500 and integral multiples of AED 3,672.50 in excess thereof. Accordingly, in order to be eligible to receive Existing Noteholder MCBs pursuant to the Exchange Offer, Noteholders must validly Offer to Exchange an aggregate principal amount of the Existing Notes at least equal to the Minimum Offer Amount such that after the application of any Pro-Ration Factor (as described below), a Noteholder will be eligible to receive at least AED 734,500 in principal amount of Existing Noteholder MCBs.

A Noteholder, in respect of Existing Notes having a principal amount of the Existing Notes less than the Minimum Offer Amount, may need to acquire such further Existing Notes as is necessary to enable that Noteholder to be able to Offer to Exchange (after the application of any Pro-Ration Factor) the Minimum Offer Amount pursuant to the Exchange Offer.

In addition, in order to be valid, Exchange Instructions need to be submitted in respect of an aggregate principal amount of the Existing Notes of at least the Minimum Specified Denomination of U.S.\$200,000 and thereafter in integral multiples of U.S.\$1,000.

Maximum Acceptance Amount and Pro-Ration of Existing Notes

If the Issuer decides, in its sole discretion, to accept for exchange valid Offers to Exchange pursuant to the Exchange Offer, it will only accept an aggregate principal amount of Existing Notes validly Offered for Exchange such that the aggregate principal amount of Existing Notes to be exchanged is no more than U.S.\$75,000,000 (the "**Maximum Acceptance Amount**"), such amount being subject to the right of the Issuer, in its sole and absolute discretion, to accept more or less than the Maximum Acceptance Amount, subject to applicable law.

If the Issuer wishes to accept any Offers to Exchange pursuant to the Exchange Offer and the aggregate principal amount of the Existing Notes validly Offered for Exchange is greater than the Maximum Acceptance Amount, the Issuer will accept such Existing Notes for exchange on a pro-rata basis such that the aggregate principal amount of the Existing Notes accepted for exchange pursuant to the Exchange Offer is to equal the Maximum Acceptance Amount as further described, (and on the terms and conditions set out in) the Exchange Offer Memorandum.

Obtaining a Dubai Financial Market Investor Number (DFM NIN)

In order for an Exchange Instruction to be valid it must contain (amongst other things) a valid Dubai Financial Market Investor Number (DFM NIN) in the Recipient Details for the SHUAA Shares to be credited to their order upon conversion. For further details, refer to “*Procedures for Participating in the Exchange Offer – Procedures for Offering to Exchange – Exchange Instructions*” in the Exchange Offer Memorandum. In the first instance, SHUAA expects that Noteholders will provide either (i) their own DFM NIN linked to the name of the relevant person/entity to which the relevant SHUAA Shares will be credited or (ii) the DFM NIN of their existing broker, custodian or other intermediary through which the relevant SHUAA Shares will be held.

Given that the provision of a DFM NIN is a mandatory requirement for a valid Exchange Instruction, any Noteholder who is not able to provide a DFM NIN through (i) or (ii) above or in any other circumstance may contact SHUAA (e-mail: ClientServices@shuaa.com; tel: +971 (4) 330 3600) to discuss whether SHUAA would be able to open a nominee account for such Noteholder and in doing so provide a DFM NIN to such Noteholder to submit with their Exchange Instruction. The determination of whether SHUAA could open an account for a Noteholder (and therefore provide a DFM NIN) is at the sole and absolute discretion of SHUAA and is subject to the satisfaction (in SHUAA’s sole and absolute discretion) of any KYC, on-boarding, client acceptance or other requirements SHUAA may have in sufficient time for the relevant Noteholder to receive a DFM NIN for submission in their Exchange Instruction. SHUAA is under no obligation to provide a DFM NIN to any Noteholder.

Acceptance of Offers to Exchange

The Issuer will announce, following the Expiration Deadline, a non-binding indication of (i) whether it expects, subject to the Approval Condition, to accept valid Offers to Exchange and, if so, the indicative aggregate principal amount of the Existing Notes it expects to accept, (ii) the indicative aggregate principal amount of the Existing Noteholder MCBs expected to be issued and (iii) any indicative Pro-Ration Factor to be applied.

The Issuer intends to announce (i) whether the Approval Condition has been satisfied and whether Offers to Exchange are accepted, (ii) the aggregate principal amount of the Existing Notes so accepted, (iii) the aggregate principal amount of the Existing Noteholder MCBs to be issued and (iv) any Pro-Ration Factor applied as soon as reasonably practicable after the satisfaction of the Approval Condition.

Noteholders whose Offers to Exchange are not accepted, or who do not participate in the Exchange Offer, will not be eligible to receive Existing Noteholder MCBs in exchange for such Existing Notes and shall continue to hold such Existing Notes subject to the Existing Notes Conditions, including the expected and intended Mandatory Redemption.

The Issuer will have the absolute discretion at any time to accept for exchange any Existing Notes Offered for Exchange, in respect of which the Offers to Exchange would otherwise be invalid or, in the sole opinion of the Issuer may otherwise be invalid.

The Issuer may reject any Offer to Exchange it considers at its sole and absolute discretion not to have been validly made in the Exchange Offer and the Issuer is not under any obligation to any relevant Noteholder to furnish any reason or justification for refusing to accept such Offers to Exchange.

Settlement

On the Settlement Date, subject to the satisfaction or waiver of the conditions to the Exchange Offer, including the Approval Condition, the Issuer will procure that Existing Noteholder MCBs will be issued to Noteholders in respect of Existing Notes validly Offered for Exchange and accepted for exchange pursuant to the Exchange Offer, subject to the Minimum Offer Amount.

The Existing Noteholder MCBs will be registered in the name of the recipient named in the Recipient Details provided in the Exchange Instructions. The issue or registration of such Existing Noteholder MCBs to such recipient in accordance with the Exchange Instructions will discharge in full the obligation of the Issuer to all the relevant Noteholders in respect of the delivery of the Existing Noteholder MCBs.

Existing Noteholder MCBs

See the Appendix to the Exchange Offer Memorandum for the Existing Noteholder MCBs Conditions.

The Existing Noteholder MCBs will be non-transferable definitive registered mandatory convertible bonds of the Guarantor held outside the Clearing Systems with no coupon and no maturity date and will not be redeemed in cash. There are no events of default, acceleration or similar events under the Existing Noteholder MCBs and holders may not at any time demand or call for repayment or redemption of the Existing Noteholder MCBs. The Existing Noteholder MCBs and the New Investor MCBs shall be mandatorily converted into SHUAA Shares in accordance with the Existing Noteholder MCBs Conditions immediately following issuance and having completed the relevant procedures required by the SCA, the Dubai Financial Market and/or the Department of Economy and Tourism of Dubai, which it has undertaken to do as soon as reasonably practicable following satisfaction of the Approval Condition. On conversion, all of the Guarantor's obligations under the Existing Noteholder MCBs shall be irrevocably and automatically released in consideration of the mandatory conversion. Following conversion, the status of each holder of Existing Noteholder MCBs will be further subordinated from being the holder of an instrument ranking ahead of the holders of ordinary shares, to being the holder of ordinary shares. The holders of the Existing Noteholder MCBs will have no right or option at any point in time to seek (a) cash redemption of the Existing Noteholder MCBs; or (b) conversion of the Existing Noteholder MCBs into ordinary shares of the Guarantor. The Conversion Ratio is fixed and is not subject to adjustment for any corporate or other event. Noteholders should read the Existing Noteholder MCBs Conditions, as set out in the Appendix to the Exchange Offer Memorandum, in full prior to making a decision as to whether to participate in the Exchange Offer. This summary does not purport to summarise all terms of the Existing Noteholder MCBs Conditions which should be read in full.

Expected Timetable of Events

The following table sets out the expected dates and times of the key events relating to the Exchange Offer. This timetable is subject to the right of the Issuer, in its sole and absolute discretion, to extend, re-open, withdraw or terminate the Exchange Offer and to amend or waive any of the terms and conditions of the Exchange Offer, as described in the Exchange Offer Memorandum under the heading "*Amendment and Termination*". Accordingly, the actual timetable may differ significantly from the timetable below.

Event	Times and Dates (all times are London time)
<i>Commencement of Exchange Offer</i>	19 February 2025
<i>Expiration Deadline</i>	4:00 p.m. on 28 February 2025
<i>Announcement of Indicative Results</i>	At or around 9:00 a.m. on 3 March 2025
<i>Announcement of Results</i>	As soon as reasonably practicable after the satisfaction of the Approval Condition
<i>Settlement Date for the Exchange Offer</i>	Expected to be on or before 18 March 2025

Noteholders are advised to check with any bank, securities broker or other Intermediary through which they hold Existing Notes when such Intermediary would require to receive instructions from a Noteholder in order for that Noteholder to be able to participate in, or (in the limited circumstances in which revocation is permitted) revoke their instruction to participate in, the Exchange Offer before the deadlines specified above. The deadlines set by any such Intermediary and each Clearing System for the submission of Exchange Instructions will be earlier than the relevant deadlines specified above.

Noteholders who don't currently have a valid Dubai Financial Market Investor Number (DFM NIN) should also consider the time it will take to obtain such number as it is required to be included in the Exchange Instruction. For further details see "*Exchange Offer — Obtaining a Dubai Financial Market Investor Number (DFM NIN)*".



Participation in the Exchange Offer

Noteholders are advised to read carefully the Exchange Offer Memorandum for full details of, and information regarding, the procedures for participating in the Exchange Offer.

For Further Information

A complete description of the terms and conditions of the Exchange Offer is set out in the Exchange Offer Memorandum. Further details about the transaction can be obtained from:

EXCHANGE AGENT

Kroll Issuer Services Limited

The Shard
32 London Bridge Street
London SE1 9SG
United Kingdom
Telephone: +44 207 704 0880
Attention: Owen Morris
Email: shuaa@is.kroll.com
Website: <https://deals.is.kroll.com/shuaa>

A copy of the Exchange Offer Memorandum is available to eligible persons upon request from the Exchange Agent.

Disclaimer

This announcement must be read in conjunction with the Exchange Offer Memorandum. Each Noteholder is solely responsible for making its own independent appraisal of all matters as such Noteholder deems appropriate (including those relating to the Exchange Offer, the Existing Notes, the Existing Noteholder MCBs, the Issuer, the Guarantor and the Exchange Offer Memorandum) and each Noteholder must make its own decision as to whether to exchange any or all of its Existing Notes pursuant to the relevant Exchange Offer based upon its own judgement and having obtained advice from such financial, accounting, regulatory, legal and tax advisers as it may deem necessary. Accordingly, each person receiving this announcement and the Exchange Offer Memorandum acknowledges that such person has not relied upon the Issuer, the Guarantor or the Exchange Agent in connection with its decision as to whether to exchange all or any of its Existing Notes pursuant to the relevant Exchange Offer. The Exchange Agent (or its respective directors, employees or affiliates) do not make any representation or recommendation whatsoever regarding this announcement, the Exchange Offer Memorandum or the Exchange Offer, and none of the Issuer, the Guarantor or the Exchange Agent (or their respective directors, employees or affiliates) makes any recommendation as to whether Noteholders should exchange their Existing Notes in the relevant Exchange Offer and no one has been authorised by any of them to make such recommendation. The Exchange Agent is the agent of the Issuer and owes no duty to any Noteholder.

Offer and Distribution Restrictions

This announcement and the Exchange Offer Memorandum do not constitute invitations to participate in the Exchange Offer in any jurisdiction in which, or to or from any person to or from whom, it is unlawful to make such invitation or for there to be such participation under applicable securities laws. The distribution of this announcement and the Exchange Offer Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession this announcement and the Exchange Offer Memorandum come are required by each of the Issuer, the Guarantor and the Exchange Agent to inform themselves about and to observe any such restrictions.

No action has been or will be taken in any jurisdiction by the Issuer, the Guarantor or the Exchange Agent in relation to the Exchange Offer that would permit a public offering of securities. This announcement and the Exchange Offer Memorandum have been prepared on the basis that the Exchange Offer will be made pursuant



to an exemption under the Prospectus Regulation from the requirement to publish a prospectus for any offer of securities.

The Exchange Offer is subject to offer and distribution restrictions in, amongst other countries, the United States, the European Economic Area, the United Kingdom, France, the Republic of Italy, the UAE, the Dubai International Financial Centre (“**DIFC**”) and the Abu Dhabi Global Market (“**ADGM**”). The distribution of the Exchange Offer Memorandum in those jurisdictions is restricted by the laws of such jurisdictions. The Exchange Offer is not being made within, and the Exchange Offer Memorandum is not for distribution in or into, the United States or to any U.S. person. The Exchange Offer Memorandum is not an offer of securities for sale in the United States or any other jurisdiction. Securities may not be offered, sold or delivered in the United States absent registration under, or an exemption from the registration requirements of the Securities Act.

Noteholders must ensure that they comply with the offer and distribution restrictions in relation to the Exchange Offer which are set out in full in the Exchange Offer Memorandum. Each Noteholder participating in the Exchange Offer will also be deemed to give certain representations in respect of the other jurisdictions referred to above and generally as set out in “*Procedures for Participating in the Exchange Offer*” in the Exchange Offer Memorandum. Any offer from a Noteholder that is unable to make these representations will not be accepted.

Each of the Issuer and the Exchange Agent reserves the right, in its sole and absolute discretion, to investigate, in relation to any offer to exchange whether any such representation given by a Noteholder is correct and, if such investigation is undertaken and as a result the Issuer determines (for any reason) that such representation is not correct, such offer to exchange may be rejected.