

Invitation to participate in the Capital Increase of National Consumer Holding Company K.S.C.P (Commercial Registration 71953)

Pursuant to the resolution passed at the Extraordinary General Assembly Meeting of National Consumer Holding Company K.S.C.P, ("NCCI", the "Issuer", or the "Company") held on 09 May 2022, approving an increase of the Company's issued and paid-up capital from KD 9,000,000 to KD 30,000,000 through issuing and allocating 210,000,000 ordinary shares at an offer price of 100 fils (Kuwaiti fils One Hundred) per share (capital increase of approximately 233.33% of the issued capital); and pursuant to the approval of the Kuwait Capital Markets Authority ("CMA") dated 24 February 2022, for the issuance of the new shares, and dated 08 June 2022 for the Prospectus, **NCCI's Board of Directors is pleased to invite all the shareholders registered in NCCI's shareholders' register as of 22 June 2022 ("Record Date"), to subscribe to the new shares ("Offering Shares") in accordance with the following terms:**

Subscription Period:	From Thursday 23 June 2022 (inclusive of this date) to Thursday 07 July 2022 (inclusive of this date).												
Offering Price:	100 Kuwaiti fils per Share.												
Pre-emption Rights / Eligible Subscribers:	The Pre-emption rights are for shareholders recorded in NCCI's shareholders' register with the Kuwait Clearing Company as of the Record Date of Wednesday 22 June 2022, or those who obtained Pre-emption rights (" Pre-emption Rights "), whether during the Pre-emption Rights trading period or by assignment (" Eligible Subscribers ").												
Subscription to Additional Shares:	Eligible Subscribers have the right to subscribe for Offering Shares in addition to their Pre-emption Rights shares and they also have the right to subscribe in the additional Offering Shares.												
Trading of Pre-emption Rights and ISIN:	Pre-emption Rights may be traded or assigned without consideration and without any restriction and according to the applicable rules at Boursa Kuwait and the Kuwait Clearing Company from Thursday 23 June 2022 (inclusive of this date) to Thursday 30 June 2022 (inclusive of this date). The ISIN for the trading of Pre-emption Rights is: KW0000560076.												
Lead Manager and Subscription Agent:	National Investments Company K.S.C.P, Al Khaleejia Complex, Floor 7, Jaber Al Mubarak Street, Sharq, Kuwait.												
Clearing and Depository Agent:	Kuwait Clearing Company K.S.C., Al-Ahmad Tower, Floor 5, Arabian Gulf Road, Kuwait.												
Subscription Process:	<p>Subscription amounts will not be accepted in cash.</p> <p>1. Subscription for an amount of KD 10,000 or less:</p> <p>The Subscriber shall:</p> <p>A. Log in via the mobile application (iOS/Android) or the website via the link: www.ipc.kw.</p> <p>B. Select an NICC IPO from the list.</p> <p>C. Enter the following subscriber details: Civil ID number for Individual Subscribers (commercial registration number for Corporate Subscribers), email address and mobile number.</p> <p>D. The number of shares to be subscribed for.</p> <p>E. At the K-NET payment gateway page, enter Subscription Bank Account details for the payment.</p> <p>F. Receive the subscription payment receipt through email and mobile SMS notification.</p> <p>2. Subscription for an amount more than KD 10,000:</p> <p>A. Repeat the same aforementioned steps from A to D.</p> <p>B. Print out the Subscription Application Form via link: www.ipc.kw.</p> <p>C. The Subscriber shall visit his bank and submit a copy of the printed Subscription Application Form and transfer the required amount by way of electronic bank transfer from the subscriber's bank account (a bank transfer from a non-subscriber's bank account will not be accepted), net amount without any charges, to the following Subscription Bank Account:</p> <table><tr><td>Name of the Bank:</td><td>National Bank of Kuwait</td></tr><tr><td>Account number:</td><td>202789439</td></tr><tr><td>IBAN:</td><td>KW97NBOK00000000000000202789439</td></tr><tr><td>SWIFT:</td><td>NBOKKWKW</td></tr><tr><td>Beneficiary:</td><td>National Investments Company-NCHC</td></tr><tr><td>Reference/Narration:</td><td>NCHC capital increase + Trading number</td></tr></table> <p>D. The Subscriber shall obtain an original Deposit Voucher of the amount transferred from his bank to the Subscription Bank Account.</p> <p>E. The Subscriber shall go to the head office of Kuwait Clearing Company located in Al-Ahmad Tower, Floor 5, Arabian Gulf Road, Kuwait, to submit the Subscription Application Form along with the documents listed in the Prospectus - Appendix "Documents required when Submitting the Subscription Application Form", during normal working hours Sunday through Thursday from 10:00 a.m. to 13:00 p.m. (except for Public Holidays).</p> <p>F. Kuwait Clearing Company shall provide the Subscriber with a Deposit Receipt for the Subscription.</p> <p>In the event that any of the Subscribers fail to submit a duly completed Subscription Application Form (along with all required supporting documentation) at the offices of the Kuwait Clearing Company, after transferring the Subscription Amount stated in the Prospectus, then the Subscriber's Subscription Application Form will be null and void. Subject to other reasons for rejection, the Issuer and Kuwait Clearing Company have the right to reject the Subscription Application if the Subscriber has not already paid the required value and is not fully credited to the Subscription Bank Account at the time of subscription with the Lead Manager.</p>	Name of the Bank:	National Bank of Kuwait	Account number:	202789439	IBAN:	KW97NBOK00000000000000202789439	SWIFT:	NBOKKWKW	Beneficiary:	National Investments Company-NCHC	Reference/Narration:	NCHC capital increase + Trading number
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Required Documents:	<p>Each Subscriber must submit the Subscription Application Form and proof of payment of the Subscription Amount along with the Subscriber's IBAN number, accompanied by the following documents, as the case may be:</p> <p>Individual Subscribers:</p> <ul style="list-style-type: none">- Original and copy of personal Civil Identification Card;- Original and copy of passport for citizens of GCC countries;- Original and copy of special legal power of attorney (for proxy subscribers);- Original and copy of Certificate of Guardianship (for minor/orphan subscribers);- Original and copy of Limitation of Succession Deed (for heirs);- 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 (provided that the signature contained in the authorization form is verified by the Subscriber's bank). <p>Corporate Subscribers:</p> <ul style="list-style-type: none">- Original and copy of Commercial Registration Certificate;- Original and copy of Authorized Signatories Certificate or an Extract of the Commercial Register;- Original and copy of personal Civil Identification Card of the authorized signatory;- Original and copy of specimen of signature for the authorized signatory issued by the Public Authority for Manpower or attested by Kuwait Chamber of Commerce and Industry;- In the event, the authorized signatory does not attend in person, a letter issued by the authorized signatory on behalf of the entity authorizing the Subscription. <p>Non-Kuwaiti Subscribers:</p> <p>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.</p>												
Risk Factors:	Investors should carefully check the risk factors set out in the Prospectus before investing in the shares and before making any investment decision. These include risks related to the Issuer's activity and operations, geopolitical, economic and health risks, fluctuations in the performance of the industrial sector and increased competition, and the relationship of the Issuer's performance with the performance of other sectors, the risk of not having liquidity permanently or at a high cost, market risks, customer credit and credit risks, operational risks, information technology systems, high costs of managing, operating and maintaining industrial projects, risks of industrial investments and difficulty in exiting from such projects, the ability to implement company strategies, lawsuits and fines, the company's ability to meet all requirements of corporate governance rules and regulatory bodies' rules, amendment of laws, investment and business environment, legal and regulatory systems, application of the Kuwaiti bankruptcy law, force majeure, risks of investing in securities in developing and emerging markets, risks related to priority rights, and risks related to the Covid-19 pandemic, the appropriateness of investment and stock liquidity, stock price change, dividend distribution, tax risks, and the possibility of GCC countries entering into a monetary union.												
Terms and Conditions of Subscription:	The Terms and Conditions of the Subscription set out in the Prospectus and Subscription Application Form shall apply.												
Notice to Investors:	Investors are hereby advised to read and fully understand the contents of the Prospectus and seek the advice of a licensed advisor specialized in advising on the contents of the Prospectus and investment in shares and the associated risks, prior to making a decision as to whether or not to subscribe to the Offering Shares.												
How to Obtain the Prospectus:	<p>Investors can obtain an electronic copy of the Prospectus from the following:</p> <ul style="list-style-type: none">- Issuer's website: www.ncikw.com- Lead Manager and Subscription Agent's website: www.nic.kw- Boursa Kuwait website: www.boursakuwait.kw												
Disclaimer of Capital Markets Authority:	The CMA assumes no responsibility whatsoever for the contents and accuracy of the Prospectus or this announcement and is not liable for any losses arising from the reliance on any part of the Prospectus or this announcement, as CMA expressly and explicitly disclaims itself from any liability of any kind due to any loss that may arise or occur due to reliance on any part of the Prospectus or this announcement and that it will not be a party to any claim for damages arising from the Prospectus.												
Legal Advisor:	Al-Hossam Legal – Al-Turqi & Partners Legal Consultants & Attorneys.												
Further Information:	For further information, please refer to the Prospectus or call +965 2226 6712.												

The announcement has been prepared for promotional purposes and does not omit any necessary information about the investment in the Offering Shares.

