



الوطنية للتأمين على الحياة والعام

NATIONAL LIFE & GENERAL INSURANCE

Ominvest Group

مجموعة أومينفست

PUBLIC ANNOUNCEMENT

THIS IS AN ANNOUNCEMENT OF AN OFFER (THE "OFFER") TO ALL SHAREHOLDERS OF (TOGETHER THE "AAIC SHAREHOLDERS" AND EACH AN "AAIC SHAREHOLDER") OF AL AHLIA INSURANCE COMPANY SAOG ("AAIC") BY NATIONAL LIFE AND GENERAL INSURANCE COMPANY SAOG (THE "OFFEROR" OR "NLGIC") TO ACQUIRE 47.5 PERCENT OF THE ISSUED SHARE CAPITAL OF AAIC (THE "ISSUED CAPITAL") PURSUANT TO THE TAKEOVER AND ACQUISITION REGULATION (E/2/2019) (THE "TAKEOVER REGULATION").

OFFER DETAILS

Offeror or NLGIC	National Life and General Insurance Company SAOG, a public joint stock company, licensed to do insurance business, bearing Cr No. 1487876, with registered office at Building No: 115, Plot No: 330, Greater Muttrah, Muscat, Sultanate of Oman and mailing address of PO Box 798, Postal Code 117, Wadi Kabir, Sultanate of Oman. The Offer is only being made by the Offeror and there are no persons acting in concert with the Offeror in making the Offer.
Offeree or AAIC	Al Ahlia Insurance Company SAOG, a public joint stock company, licensed to do insurance business, bearing CR no. 1754807, with registered office at Ominvest Business Centre, Building no. 95, Way no. 501, Airport Heights and mailing address of PO Box 751, Postal Code 112, Ruwi, Muscat, Sultanate of Oman.
Offer	The offer by the Offeror to all the shareholders of AAIC excluding RSA Middle East B.S.C.(c) to acquire the remaining 47.5 percent of the Issued Capital which would increase the Offeror's beneficial shareholding in AAIC to 100.0 per cent of the Issued Capital (being 100,000,000 fully paid-up AAIC Shares as at the Record Date). Offer Completion is subject to acceptance by AAIC Shareholders representing a minimum of 90 percent of the Offer.
Offer Document	Offer Document approved by Capital Market Authority, Oman ("CMA") for the Offer.
Offer Dates	Offer Opens: 5 December 2022 Offer Closes: 25 December 2022 Note: The offer shall be open for 21 days but shall close prior to offer close day, if it receives acceptance from AAIC shareholders amounting to 100 percent of the offer.
Announcement Date	20 November 2022.
Record Date (for purpose of the Offer)	4 December 2022.
Offer Notice	Offer Notice published by NLGIC via a disclosure made on Muscat Stock Exchange ("MSX")'s website dated 20 November 2022. Copy of the notice is available on NLGIC's website.
Suspension of Trading	The trading in AAIC shares to be suspended once the Offer is accepted by 90 percent AAIC shareholders during the Offer Period, subject to regulatory approvals.
Offer Objective	The Offeror is making the Offer with the following objectives: <ul style="list-style-type: none"> A strategic decision for NLGIC which shall consolidate NLGIC and AAIC's combined position in the insurance sector in the region. By merging the operations of NLGIC and AAIC, the combined entity is expected to enhance efficiency and derive the benefit of synergies thereby creating value for its policyholders, shareholders, and other stakeholders. Upon completion of the Offer, all employees of AAIC will continue in their employment and there will be no immediate change to the employment structure. AAIC employees will be subject to periodic appraisals and restructuring, as standard course of business, giving due considerations to operational synergies and business requirements. It is expected that AAIC shares will be delisted from the regular market in MSX and converted into a closed joint stock company, subject to regulatory approvals. Post Offer Completion, there may be a restructuring exercise for both entities.
Offer Price	A cash only Offer of OMR 0.466 per AAIC Share which is in line with the previous disclosure of 7 July 2022, and represents the following: <ul style="list-style-type: none"> 1.15x of AAIC's book value as on 30 September 2022. represents 52.3% higher than the AAIC's six months average price of OMR 0.306 prior to the disclosure of 7 July 2022. a 50.3% premium over the closing price of RO 0.310 as of the disclosure date of 7 July 2022, and 2.2% premium compared to the closing price of OMR 0.456 as of 14 November 2022.
Offer Acceptance Qualification	In the event that AAIC Shareholders who hold in aggregate less than 75 percent, except RSA Middle East B.S.C.(c), of the Offer accept the Offer for the Offer Price in accordance with the terms of the Offer Document (together the "Selling AAIC Shareholders" and each a "Selling AAIC Shareholder"), NLGIC may choose to either withdraw the Offer or acquire the relevant number of AAIC Shares from the Selling AAIC Shareholders. In the event that Selling AAIC Shareholders who hold in aggregate more than 90.0 percent of the Offer accept the Offer for the Offer Price in accordance with the terms of the Offer Document, NLGIC will compulsorily acquire the shares from the remaining shareholders in order to acquire 47.5 percent direct shareholding in AAIC which amounts to a 100 percent beneficial shareholding in AAIC.
Encumbrances	Only an AAIC Shareholder whose AAIC Shares are not subject to an encumbrance may accept the Offer.
Compulsory Acquisition	As provided in the Takeover Regulation, once AAIC Shareholders holding 90 percent or more of the shares in AAIC accept the Offer, NLGIC intends to exercise the "compulsory acquisition" provisions of Articles 62 to 65 (inclusive) of the Takeover Regulation, subject to regulatory approvals.
Compulsory Acquired Shares	AAIC Shareholders who do not respond to the Offer during Offer Period will have their shares compulsorily acquired by NLGIC, subject to regulatory approvals.
Cash Consideration for Compulsory Acquired Shares	As per Article 65 of the Takeover Regulation, NLGIC will pay the shareholders of the Compulsory Acquired Shares the Offer Price as stated in the Offer Document.
Offer Completion	The completion of the Offer which shall occur on the date the Offer Price is paid to the Selling AAIC Shareholders post completion of the Offer Period and implementation of the Compulsory Acquisition.
Offer Completion Date	The date on which the Offer Completion occurs.
Offer Rationale	Offer Completion will result in the formation of a stronger insurance company that the Board of Directors and management of NLGIC envisages would become more competitive, both locally and regionally.
Offer Manager	Ubhar Capital SAOC, a closed joint stock company incorporated in Oman with registered office at PO Box 1137, PC 111, CPO, Oman. Ph.: +968 24 949 051 Email: ubhar-corporatefinance@u-capital.net

OTHER DETAILS

Shares in AAIC Already Held by NLGIC	NLGIC does not have any direct shareholding in AAIC as of the date of this Offer Announcement. However, RSA Middle East B.S.C.(c) which holds 52.5 percent of the Issued Capital of AAIC is a wholly owned subsidiary of NLGIC as of the date of this Offer Announcement.
Other Information	(i) Neither NLGIC nor AAIC have any outstanding convertible securities. (ii) As of the date of the Offer Document, details of the number and percentage holding of voting AAIC Shares held directly or indirectly by the following persons are as set out below: <ul style="list-style-type: none"> RSA Middle East B.S.C (c): 52,500,000 AAIC Shares - 52.5 percent. NLGIC shareholding in RSA Middle East B.S.C (c): 100 percent NLGIC Directors: Nil AAIC Shares Nil per cent. <p>The parties under paragraphs (i) and (ii) above have not dealt in the voting shares in question during the period commencing six months prior to the beginning of the Offer Period and ending with the date of this Offer Document</p>

INDICATIVE OFFER TIMELINE

1	Offer Announcement	20 November 2022
2	Offer Document sent out to AAIC Board and AAIC Shareholders	24 November 2022
3	The Offer Period opens	5 December 2022
4	The Offer Period closes	25 December 2022
5	NLGIC to pay the Offer Price	29 December 2022
6	NLGIC acquires remaining shares - Compulsory Acquisition	29 December 2022

Note: The above timeline is indicative only and may be subject to change, following review, input, and approval from the competent authorities.

ACCEPTANCE OF OFFER-TERMS, CONDITIONS, & PROCEDURE

Notice Procedure	Only electronic copy of this Offer Document will be sent based on Muscat Clearing & Depository Company SAOC ("MCD") data and be available on NLGIC, Ubhar Capital SAOC and the Capital Market Authority, Oman ("CMA") websites.
Acceptance Form	The acceptance form to be used by AAIC Shareholders to submit their acceptance of the Offer pursuant to the terms of the Offer Document. These forms will be sent to each AAIC Shareholder through email based on MCD data. The acceptance form will also be available on NLGIC, Ubhar Capital SAOC and CMA websites.
Procedure for Acceptance of Offer by AAIC Shareholders	In order to accept the Offer, the AAIC Shareholders are required to; <ul style="list-style-type: none"> deliver the Acceptance Form duly completed and signed to Ubhar Capital SAOC located in OMINVEST Business Center, PH Level, Building no. 95, Way no. 501, Airport Heights, Muscat, Sultanate of Oman, or alternatively, the AAIC Shareholders can send an email to ubhar-corporatefinance@u-capital.net stating their acceptance of the Offer along with a scanned copy of the Acceptance Form duly completed and signed, along with the requisite documents (as set out below) on or before 2 pm, on the Offer Closing Date. <p>Completed Acceptance Form / email once submitted cannot be revoked by AAIC Shareholders.</p> <p>The Offer will remain open for acceptance for 21 days starting from 5 December 2022 to 25 December 2022 (both days inclusive). Acceptances received after working hours i.e., 8am -2pm on Offer Closing Date shall not be accepted.</p>
Required Documents	Letter/form of acceptance furnished by the AAIC Shareholder(s) without the requisite documents listed below may be rejected by the Offer Manager as being incomplete and invalid. The letter/form of acceptance must be accompanied by the following documents: For Individual Applicants: A copy of Omani ID for Omani national AAIC Shareholders and Passport copy for Non-Omani national AAIC Shareholders. Birth Certificate of the minor AAIC Shareholder, if the father is accepting the Offer on behalf of his minor children. A copy of a valid power of attorney duly notarised by the relevant authorities must be included in the event the acceptance is on behalf of another person (with the exception of an acceptance made by a father on behalf of his minor children). For Corporate Applicants: ID Card of signatories, Commercial Registration Certificate Copy of the company board resolution authorizing persons to accept the Offer with specimen signatures of such authorized persons, if applicable.
Acceptance by NLGIC	The acceptance by NLGIC of the AAIC Shares tendered by the AAIC Shareholders and settlement is subject to the following conditions: Offer Completion. Approval of the CMA for the final Offer result. The settlement for the tendered AAIC Shares does not contravene any Applicable Law. The letter/form of acceptance being duly and validly completed along with the required documents and submitted to the Offer Manager on or before the Offer Closing Date. The person accepting the Offer is a valid AAIC Shareholder. NLGIC not withdrawing the Offer in accordance with the provisions of the Takeover Regulation.
Timing of Payment of the Offer Price	Upon receipt of valid letter/form of acceptance along with the requisite documents and subject to satisfactory verification, the Offer Manager will notify the eligible AAIC Shareholders regarding acceptance of the Offer and arrange to make payment via bank transfer in coordination with MCD (based on bank account details available with MCD) in favour of the AAIC Shareholder within 10 (ten) days of the Offer Closing Date. No interest, mark-up, surcharge, tax, or other increment will be payable for any cause or reason on the aggregate price for the AAIC Shares purchased by NLGIC from any AAIC Shareholder for any cause or reason. After a Selling AAIC Shareholder has accepted the Offer, he/she/it shall not be permitted to sell their relevant AAIC Shares to any other party unless and until NLGIC withdraws the Offer.

OFFER RELATED PARTIES & CONTACT PERSONS

Offeror	National Life and General Insurance Company SAOG Contact: Mahmood Ali Rustam Habib Investor Relations Officer PO Box. 798, Wadi Kabir PC 117 Sultanate of Oman Tel: +968 24630812 Email: mahmoodali@nlcigulf.com	Offer Manager	Ubhar Capital SAOC Contact: Muhammad Kashif Sabih Head Corporate Finance and Advisory PO Box 1137, PC 111, CPO, Sultanate of Oman Tel: +968 24 949008 Email: ubhar-corporatefinance@u-capital.net
Offeree	Al Ahlia Insurance Company SAOG Contact: Miron Kibria Chief Finance Officer Al Ahlia Insurance Company SAOG PO Box 751, Postal Code 112, Ruwi, Muscat Sultanate of Oman Tel: +968 24766895 Email: miron.kibria@om.rsagroup.com	Legal Advisor to the Offeror	Younis Al Amri Advocates and Solicitors Contact: Taher Noor Sayed Managing Partner Building no.1135, 1st Floor, Office No. 113, Behind Bader Al Sama, Way No.4505, Al Khuwair, Muscat, Sultanate of Oman Tel: +968 24473212 Email: taher@anlawoman.com