



EIB COMMUNICATIONS HANDLING

Date: 11 March 2025

Q&A for Investors

Q1: What does this acquisition offer mean for EIB?

EIB has received a mandatory cash offer from ENBD to acquire 100% of EIB's share capital for cash consideration of AED 11.95 per share.

ENBD already owns approximately 99.89% of the share capital of EIB.

This transaction does not change the business model or operations of EIB and we remain committed to our strategic vision and to delivering value for all our stakeholders.

ENBD notes in the offer document that it intends to maintain EIB's commercial registration and trade name, and that EIB will continue to operate under the normal course of business. We do not expect any disruption to or cessation of any operations.

As set out in the offer document, ENBD has also noted that it intends to commence the process of cancelling the listing of the shares of EIB from the DFM following the successful implementation of the offer.

Q2: How does this impact existing minority shareholders?

As set out in the offer document, given ENBD's existing shareholding, if a shareholder declines the offer, ENBD is entitled by law to exercise its right to mandatorily acquire all shares held by shareholders that do not accept the offer in order to attain 100% ownership of EIB. ENBD has noted that it intends to exercise this right.

The EIB board has assessed the offer and resolved to recommend the offer to the shareholders taking into account the offer price of AED 11.95 per share, taking into account the valuation report provided by KPMG which provides an estimation that the fair value of the shares in EIB is in the range of AED 3.68 to AED 4.06 per share. The board has completed its role in accordance with regulatory requirements.

Q3: Will this acquisition impact EIB employees?

No changes to employee roles, responsibilities, or day-to-day operations are expected. EIB remains committed to ensuring a smooth transition if and when any changes may occur.

Q4: When will the board decide on the offer?

The board has assessed the offer and resolved to recommend the offer to the shareholders taking into account the offer price of AED 11.95 per share and the valuation report provided by KPMG which provides an estimation that the fair value of the shares in EIB is in the range of AED 3.68 to AED 4.06 per share. The board has completed its role in accordance with regulatory requirements.

Any further material decisions or developments will be disclosed in accordance with regulatory requirements in due course.

Q5: What steps is EIB taking to ensure transparency?

EIB is committed to full regulatory compliance and transparency. EIB will issue further updates in line with its disclosure obligations under applicable law and regulation.

Q6: What is EIB management / Board view of the offer price?

The board has assessed the offer and resolved to recommend the offer to the shareholders taking into account the offer price of AED 11.95 per share, taking into account the valuation report provided by KPMG which provides an estimation that the fair value of the shares in EIB is in the range of AED 3.68 to AED 4.06 per share. The board has completed its role in accordance with regulatory requirements.

As per the relevant regulatory requirements, this is a matter for the EIB Board and not management.

Q7: The offer price was based on the share price of AED 11.95 per share on 25 February 2025, and the share price has subsequently changed (up or down). What is the impact on the offer price?

The offer price was determined by ENBD in accordance with the SCA's M&A regulations and is not subject to further change following the offer document on 27 February 2025.

Q8: Should we expect ENBD to seek synergies, further combinations in future?

That is a question for ENBD. We cannot speculate on ENBD's plans going forward.

Q9: Given ENBD's existing ownership, should we assume the board will approve the takeover?

The board has completed its role in accordance with regulatory requirements.

As set out in the offer document, given ENBD's existing shareholding, if a shareholder declines the offer, ENBD is entitled by law to exercise its right to mandatorily acquire all shares held by shareholders that do not accept the offer in order to attain 100% ownership of EIB. ENBD has noted that it intends to exercise this right.

Q10: Will EIB definitely be de-listed post takeover?

This is not a question for EIB but for ENBD. However, and as set out in the offer document, ENBD has noted that it intends to commence the process of cancelling the listing of the shares of EIB from the DFM following the successful implementation of the offer.

Q11: Would being de-listed give EIB more flexibility for medium-term growth?

This transaction does not change the business model or operations of EIB and the Bank remains committed to its current strategic vision, growth plans and to delivering value for all our stakeholders.

Q12: Could this signal changes/the end of the EIB brand?

The EIB brand holds significant value. It would not be right to speculate however, at this stage, there are no plans to change or cease using the EIB brand. ENBD has noted in the offer document that it intends to maintain EIB's commercial registration and trade name.

Q13: What will happen to my EIB products and services? Will I be an ENBD customer?

EIB will continue to operate under the normal course of business and maintain its operations as mentioned in the Offer Document.

Q14: Will there be an EGM/AGM to vote on this and when? Who are your main shareholders?

The mandatory cash offer by ENBD is not subject to a shareholder vote.

An EGM is planned in order to consider and if thought fit approve amendments to EIB's articles of association, as per separate disclosures in this respect. This is scheduled to take place at 3.30PM on Wednesday 19 March 2025 as per the notice of general assembly meeting issued on 25 February 2025.

Details of our main shareholders are publicly available on the DFM website.

Q15: Which banks and law firms have you appointed?

The Board has appointed KPMG as financial advisor. It has not appointed separate legal advisors given EIB's in-house legal capabilities.

Q16: Please communicate my rejection of the offered price and request that DFM market shall appoint an advisory committee to decide the price, as there are conflicts of interest given ENBD's ownership interest and the board composition, therefore, the management and board should be relieved from making any decisions in this regard.

The board does not determine the offer price. The offer price is determined by ENBD in accordance with applicable regulatory requirements and the offer has been approved by the Securities and Commodities Authority (SCA).

As set out in the offer document, given ENBD's existing shareholding, if a shareholder declines the offer, ENBD is entitled by law to exercise its right to mandatorily acquire all shares held by shareholders that do not accept the offer in order to attain 100% ownership of EIB. ENBD has noted that it intends to exercise this right.

The board has assessed the offer and resolved to recommend the offer to the shareholders taking into account the offer price of AED 11.95 per share and the valuation report provided by KPMG which provides an estimation that the fair value of the shares in EIB is in the range of AED 3.68 to AED 4.06 per share. The board has completed its role in accordance with regulatory requirements.

Q17: What are the steps of the process and the timeline of the acquisition tender offer?

Step	Time/Date
Notification of Mandatory Offer and Acquisition	25 February 2025
Publication of the Mandatory Offer Document	27 February 2025
Publication of the EIB Offeree Circular	By 12 March 2025
Offer Closing Date	27 March 2025
Announcement of Acceptances of Offer and Offer to be declared "unconditional in all respects"	28 March 2025
Settlement of consideration and lodgement of broker forms	Within 3 days after the Unconditional Date
Dispatch of Mandatory Acquisition Notices to all remaining shareholders	31 March 2025
End of mandatory acquisition period	30 May 2025
All acquired EIB Shares to be re-registered in the name of the Offeror	By no later than 6 June 2025

Q18: The offer announcement mentions that ENBD already owns approximately 99.89% of EIB's shares. Is there a minimum acceptance rate?

There is no minimum acceptance rate for the offer given ENBD's existing shareholding.

As set out in the offer document, given ENBD's existing shareholding, if a shareholder declines the offer, ENBD is entitled by law to exercise its right to mandatorily acquire all shares held by shareholders that do not accept the offer in order to attain 100% ownership of EIB. ENBD has noted that it intends to exercise this right.

Q19: The offer announcement does not talk about a minimum acceptance rate. Does that mean that a Squeeze Out clause might not necessarily come into play and that EIB could remain a publicly listed entity?

As set out in the offer document, given ENBD's existing shareholding (which is already above 99%), if a shareholder declines the offer, ENBD is entitled by law to exercise its right to mandatorily acquire all shares held by shareholders that do not accept the offer in order to attain 100% ownership of EIB. ENBD has noted that it intends to exercise this right.

Q20: What is the recourse available to those shareholders who would like to maintain their investment in EIB? Under which conditions are we at risk of being forced to sell?

As set out in the offer document, given ENBD's existing shareholding, if a shareholder declines the offer, ENBD is entitled by law to exercise its right to mandatorily acquire all shares held by shareholders that do not accept the offer in order to attain 100% ownership of EIB. ENBD has noted that it intends to exercise this right.

The above process is in accordance with the SCA's M&A regulations.

Q21: We do not agree with the KPMG valuation report summary and the methodology conducted. We would like to request that a new valuation is conducted. Can the Company appoint a new financial advisor?

EIB and the EIB Board have complied with all requirements under applicable law including appointing KPMG as an independent financial adviser to undertake a valuation of EIB as at 31 December 2024. There is no requirement on EIB to obtain a separate valuation report or appoint a new financial advisor.

Q22: The Board is not independent. They should have abstained from making any recommendation.

All our directors are independent in accordance with the SCA's regulations. Under the applicable regulations, the Board is required to consider and to make a decision as to whether or not to recommend the Offer to the shareholders. In all cases, the Board's recommendation (or the lack thereof) is not binding and the Offer is required to be made available to shareholders by law regardless of the Board's position.

As set out in the offer document, given ENBD's existing shareholding, if a shareholder declines the offer, ENBD is entitled by law to exercise its right to mandatorily acquire all shares held by shareholders that do not accept the offer in order to attain 100% ownership of EIB. ENBD has noted that it intends to exercise this right.

Q23: What happens if ENBD does not acquire 100% of shares? Does this mean the Acquisition is not successful and canceled? For those shareholders who took part in the Offer and tendered their shares, will they receive their shares back and when?

The only condition to the offer is ENBD obtaining all regulatory consents, approvals or non-objections required for undertaking the offer. We note that the UAE Central Bank and the Securities and Commodities Authority have already approved the transaction. The Offer is not subject to a minimum acceptance rate.

As set out in the offer document, given ENBD's existing shareholding, if a shareholder declines the offer ENBD is entitled by law to exercise its right to mandatorily acquire all shares held by shareholders that do not accept the offer in order to attain 100% ownership of EIB. ENBD has noted that it intends to exercise this right.

Q24: Is there anything that can stop this deal from going through?

The only condition to the offer is ENBD obtaining all regulatory consents, approvals or non-objections required for undertaking the offer. We note that the UAE Central Bank and the Securities and Commodities Authority have already approved the transaction. The Offer is not subject to a minimum acceptance rate.

Q25: We heard that some shareholders do not want to/ will not sell. What does this mean for EIB? Can the company continue being listed with two shareholders or a handful of shareholders?

We cannot comment on behalf of a shareholder and their plans with respect to the Offer.

As set out in the offer document, given ENBD's existing shareholding, if a shareholder declines the offer, ENBD is entitled by law to exercise its right to mandatorily acquire all shares held by shareholders that do not accept the offer in order to attain 100% ownership of EIB. ENBD has noted that it intends to exercise this right.

Q26: Has any minimum tender level been set for the offer?

The Offer is not subject to a minimum acceptance rate.
