

# Invitation to subscribe in the capital increase of Qatar Insurance Company (S.A.Q)

## Preamble

Pursuant to the decision of the Extraordinary General Assembly on 21 February 2016, the Board of Directors of Qatar Insurance Company Q.S.C announced the increase in share capital by way of offering new shares for subscription to eligible shareholders, and in accordance with the provision of the Commercial Companies Law and the selling Rights Issues Rules by the Qatar Financial Market Authority in the portion of 1 share for every 5 shares held (Rights Issue). Priority rights will be given to the shareholders who are registered in the shareholders' register with Qatar Central Securities Depository at the close on Tuesday, 1st March 2016 (eligible shareholders) and to the holders of subscription Rights as defined below, shares will be offered at a price of (QAR 50) fifty Qatari Riyals each ( 10 Qatari Riyals nominal value + 40 Qatari Riyals issue premium) for qualified shares and according to pricing mechanism based on the closing price of the previous day for the

additional shares, and as per the Terms and conditions mentioned in this invitation.

Eligible shareholders reserved the right to sell their Rights to subscription via Qatar Stock Exchange from Sunday (20/3/2016) and ended on Thursday (31/3/2016).

The subscription period for the eligible shareholders will start on Sunday (10/4/2016) and shall end at 1:00pm on Sunday (1/5/2016) Doha local time.

Any person (natural or juristic) who has the right to subscribe to this Rights Issue under the Selling Rights Issues Rules issued by Qatar Financial Market Authority –is entitled to subscribe for offered shares, and hereinafter referred to as “Holder of Subscription Rights”.

## General Terms and Conditions for Subscription to Qatar Insurance Company (S.A.Q) Rights Issue:

- 1) The number of new shares offered in the Rights Issue is 40,616,716 ordinary shares.
- 2) The share price is (50) Qatari Riyals each (10 Qatari Riyals + 40 Riyals issue premium) for qualified shares and according to pricing mechanism based on the closing price of the previous day for the additional shares.
- 3) Subscription Rights cannot be reserved, pledged, or purchased through margin finance.
- 4) Without contradicting with the second paragraph of the preamble, subscription Rights shall be given to subscribers who are registered in the shareholders' register with Qatar Central Securities Depository at the close of business on Tuesday, 1st March 2016.
- 5) Shareholders cannot own more than 5% of all the shares of Qatar Insurance Company (Q.S.C) with the exception of the Government of the State of Qatar, Entities, Institutions and Entities Affiliated.

### Selling of Subscription rights:

- 6) Selling of subscription rights starts from Sunday (20/3/2016) and ends on Thursday (31/3/2016).
- 7) Subscription will start for eligible shareholders and holders of subscription Rights from Sunday (10/4/2016) and will close at 1:00 p.m. Doha Local Time on Sunday (1/5/2016).
- 8) Eligible shareholders reserve the right to subscribe to any number of shares equivalent to (20%) of their existing shares (1 share for every five shares held). Should the eligible shareholders request additional shares to this rate, please refer to clause number (21) of this invitation.
- 9) The right to subscribe to the Rights Issues shall be given to holders of subscription rights as of the end of the sale of subscription rights period.
- 10) Eligible shareholders and holders of subscription rights can give a written delegation to another party to complete the subscription process on their behalf. Original ID with a copy of the subscriber and the delegated party should be presented with the delegation letter, and the application form must be signed by the subscriber.

- 11) Eligible shareholders and holders of subscription rights can subscribe to the Rights Issue by submitting the subscription application form along with the documents stated in clause No. (13) below, and this should be no later than 1:00 p.m. on 1/5/2016 Doha Local Time and subject to the Terms and Conditions stated in this invitation.
  - Applications can be submitted to any branches of Qatar National Bank (QNB) in the State of Qatar
  - The application form is available on Qatar National Bank (QNB) official website ([www.qnb.com.qa](http://www.qnb.com.qa))
  - Completed application attached with the supporting documents a copy of the conversion notice send by fax to Qatar National Bank (QNB) (Fax number. 44252443) or to the email address ([iposupport@qnb.com](mailto:iposupport@qnb.com)) of the Bank and courier the originals to the below address of Qatar National Bank before Sunday 1/5/2016, the subscription application will not be valid unless the Bank receives the originals of the subscription application and copy supporting documents attached no later than 1:00 p.m. Doha Local Time on Sunday 1/5/2016, and it will not be taken into consideration applications received after this date.

### Postal Address:

Qatar National Bank (QNB) P.O. box number 1000  
Customers of Qatar National Bank (QNB) can subscribe by visiting the Bank website ([www.qnb.com.qa](http://www.qnb.com.qa)).

- 12) Qatar Shareholders and subscriber are advised to submit the dully filled-in Rights Issue application forms in conformity with proof of deposit of subscription

amounts directly to any of QNB branches.

- The original copy of the application form and a scanned copy of it shall be stamped by QNB.
  - QNB shall keep the original copy and return the stamped scanned copy to the shareholder.
  - Applications shall not be accepted unless stamped by QNB.
- 13) Subscribers shall present the dully filled originals copies of subscription applications signed along with the following documents:
    - Individuals: a valid copy of the Qatari ID or passport.
    - Minors: a valid copy of the Qatari ID or passport or birth certificate indicating the personal number in addition to the ID of the guardian or trustee.
    - Companies: an official extract of the commercial registration card and a copy of the ID of the authorized signatory and authentically letter of authorization from the company.
    - Holders of subscription rights: a copy of the documents proving their ownership of subscription rights.
  - 14) The application forms and subscription amount must be received by Qatar National Bank (QNB) no later than 1:00 p.m. Doha Local Time Sunday 1/5/2016.
  - 15) QNB has the right to wholly or partially reject any application in any of the following cases:
    - If the subscriber is not entitled to subscribe.
    - If the full value of the subscribed shares was not received at the date of subscription i.e (the cheque or the transfer rejected the for any reason).
    - If the application id duplicated, only the first application will be accepted.
    - If the application form is incomplete or incorrectly filled in.
    - If the identification documents or any of the required documents stated above in clause No. (13) are not presented along with the application form.
    - If more than one debit instruction/fund transfer/cheque were submitted to pay a single subscription in respect of the same subscriber.
  - 16) After submission of the subscription application to the Qatar National Bank (QNB) subscriber are not allowed to cancel their subscriptions to the Right Issue for any reason.

### Payment method:

- Transferring funds via SWIFT to the benefit of Qatar Insurance Company (Q.S.C) Rights Issue accounts for applied shares (to Qatar National Bank (QNB) IBAN QA26QNBAA00000000013001113005 swift code QNBAAQAQ).
- A. The remittance information in the swift message(MT103) field(70) has to populated with the following details:
    - 1) Shareholder number (NIN).
    - 2) Name of the shareholder.
    - 3) Numbers of shares applied for.
  - B. To charge code in (field 71 A) from the SWIFT message (MT 103) shall be “OUR” (all transaction charges are to be borne by the ordering customer).
  - C. If funds are transferred through any other electronic channels such as (QATCH) please ensure to mention that the details and conditions specific for SWIFT message accordingly.
  - D. Any Bank fees should be paid for separately by the subscriber and the amount remitted to Qatar National Bank (QNB) should equal to the exact value of the shares subscribed for.
  - E. Any transfer will be received without full details of subscriber will be returned back to same bank.
- 17) Restrictions on payment method:
    - A cheque drawn on a local bank in Qatar on the date of submission.
    - Money Transferred must be received by Qatar National Bank (QNB) no later than

1:00 p.m. Doha Local Time on Sunday 1/5/2016.

### Share allotment:

- 18) Share fraction shall not be considered within the subscriber's stake of shares; the subscriber's stake of shares shall be a whole number, after omission of any resulting fractions, at the discretion of Qatar Insurance Company (Q.S.C) and the company reserves the right to decide upon the allotment of all fractional shares.
- 19) If any subscriber subscribes for his pro rata entitlement or less, he shall be allotted all the number of shares that he subscribed to and paid.
- 20) Issued shares will be allocated to subscribers as outlined in clause No. (19), but Bank must receive the subscription applications and the value of the shares subscribed in full on the specific dates.
- 21) If the subscriber applied for additional shares, in this case the price of the additional share shall be determined according to pricing mechanism as approved by Qatar Financial Market Authority "Additional shares value = Number of additional shares requested \* subscription price)+( Number of additional shares requested \* closing price on the day preceding to date of request - subscription price)".  
Additional shares will be proportionately allotted if some shares were not used for subscription during the main subscription period as follows:
  - According to number of shares owned by the shareholder as at 1 March 2016 if number of shares requested is more than number of shares not subscribed for.
  - According to additional number of shares requested if total number of shares requested is less than or equal shares not subscribed for.
- 22) In case the capital increase is not fully covered by eligible subscribers, the regulations outlines in clause No. (10) of the selling Rights Issue rules and the mechanism to be adopted by Qatar Financial Market Authority shall be applied, without prejudice to the terms of the Commercial Companies Law No. (11) of 2015.

### Refund:

- 23) Qatar National Bank (QNB) will return the balance payment to subscribers without any sort of profit within two weeks from the date of registration of additional shares (if any) by Qatar Central Securities Depository.
- 24) Refund will be made according to the payment method selected in the subscription application form at the subscriber own responsibility.
- 25) The subscriber acknowledges and agrees that the Bank shall not be responsible for any error in the data inputted by the subscriber or any malfunction in electronic device and that all of the information and details entered are correct.
- 26) The Bank will process the application only when the fund is received for the subscription if he order remittance or cheque drawn on other Banks no later than 1:00 p.m. Doha Local Time on Sunday 1/5/2016 by which the application form shall be completed and complied with all Terms and Conditions stated on this form.

### Note:

These Terms and Conditions are subject to and interpreted by the Law in the State of Qatar and the Qatari Court shall have the exclusive jurisdiction to hear disputes that may arise under these Terms and Conditions. The Arabic language is the official language of this advertisement, and in the event of any contradiction between the Arabic and the English version, the Arabic version shall be prevailing.  
For more information, please call Qatar National Bank (QNB) at Tel: 44252444 , valid shareholders are kindly requested to verify their mailing address registered at the Qatar Central Securities Depository.

H.E. Sheikh Khalid Bin Mohammed Bin Ali Al-Thani  
Chairman and Managing Director

Walid Slim  
External Auditor  
Deloitte & Touche  
License No. 319