



Share Capital Increase of United Arab Bank PJSC by way of a Rights Issue (“Rights Issue”)

Frequently Asked Questions (“FAQs”)

3 June 2025

The questions and answers set out below are intended to be in general terms only and, as such, should be read in conjunction with the “Invitation to Shareholders to Subscribe for New Shares by way of a Rights Issue” (the “Invitation”) which sets out the terms and conditions of the Rights Issue carefully. Shareholders are strongly advised to seek their independent professional advice.



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Transaction Timetable

Event	Date
Date of publication of the Invitation to Subscribe for the New Shares by way of a Rights Issue ("Invitation")	3 June 2025
Last Trading for the eligibility of Rights	20 June 2025
Record date for the Rights Eligibility ("Eligibility Date")	24 June 2025
Date of Rights deposit to the CSD or broker account	25 June 2025
First day of Rights Trading Period	30 June 2025
First day of share Subscription Period	4 July 2025
Last day of Rights Trading Period	22 July 2025
Close of share Subscription Period	29 July 2025
Allotment and refunds (if any) and SMS notifications	5 August 2025
Expected date for listing of New Shares on ADX (subject to obtaining the required approvals from the Bank and the regulatory bodies)	On or around 11 August 2025



1. UAB OVERVIEW

1.1. Brief on United Arab Bank P.J.S.C.?

- United Arab Bank P.J.S.C. ("UAB" or "Bank") was incorporated in 1975 as a Private Joint Stock Company in the Emirate of Sharjah by key International and UAE investors. The legal form of the Bank was converted to a public company with limited liability in 1982 by a decree of His Highness The Ruler of Sharjah and has been registered as a Public Joint Stock Company under the UAE Commercial Companies Law No. (8) of 1984 (as amended). The Bank's registered office is located in the Emirate of Sharjah, United Arab Emirates with address as PO Box 25022, Sharjah, United Arab Emirates. The Bank is listed on Abu Dhabi Securities Exchange (ADX)
- UAB offers a wide range of Wholesale Banking, Retail Banking, Treasury & Capital Markets, as well as Shari'ah compliant products, services and flexible solutions, to meet the ever-evolving needs of clients and the markets
- Today, UAB is recognized as one of the few home-grown banks in the UAE, striving to enhance the lives of people by humanizing banking through impeccable service and tailored financial support

1.2. What are UAB's core business segments?

- Wholesale Banking (AED 362m revenue, 60% revenue contribution in 2024)**
 - *Bespoke financial advice and solutions to medium and large companies, including local corporates, multinationals, governmental organisations, banks and other financial institutions*
- Treasury and Capital Markets (AED 189m revenue, 31% revenue contribution in 2024)**
 - *Comprehensive suite of treasury products for institutional and corporate clients, and high net worth individuals*
 - *Well-equipped and integrated with international network & provides customers with competitive prices, financial services and hedging solutions on foreign exchange & interest rate exposure*
- Retail Banking (AED 55m revenue, 9% revenue contribution 2024)**
 - *Be the bank of choice for families looking for simple, convenient and transparent banking services*
 - *Provides individuals with ample flexibility through simple and efficient transactions*

1.3. Why should I invest in UAB?

UAB has been able to transform itself through successful execution of its turnaround strategy through multifaceted initiatives. It has revamped its organisation and governance structure and promoted a performance-oriented culture along with strengthening the financial foundation to deliver sustainable growth.

Strategic imperatives:

- Sustainable and superior profits** through business growth
- 'Customer centricity' and 'risk'** at the heart of all that we do
- Build a Retail bank** that adopts the core digital banking and Consumer Protection Regulations tenets of superior user experience, transparency, simplicity, lower transaction costs and Straight-through-processing



- iv. **Transform the bank** (process improvements, Straight-through-processing, Robotics Process Automation, etc)
- v. **Top #3 Leadership position** among chosen peer group
- vi. **Nurture true talent** Merit-only based decisions
- vii. **Bank-wide cost discipline** to drive down the Cost-to-income ratio significantly
- viii. **Re-invigorate Islamic window** across all business lines

1.4. How did UAB perform financially in 2024?

- UAB recorded net profit (after tax) exceeding AED 300 million, up 18% year-on-year and highest since 2014, for the financial year ended 31 December 2024, driven by strong business momentum, prudent risk management and diligent execution on turnaround strategy
- Net interest income increased by 18% year-on-year to AED 467 million for FY 2024 compared to AED 395 million for FY 2023 leading to higher total income of AED 606 million, up by 5% year-on-year
- Net profit (before tax) reported at AED 331 million for FY 2024, up by 30% year-on-year as compared to AED 255 million for FY 2023. Net profit (after tax) at AED 301 million also increased by 18% year-on-year
- Total assets increased by 22% year-on-year to AED 21.5 billion at end-December 2024, led by growth in loans, advances and Islamic financing of 23% year-on-year, while customer deposits increased by 33% year-on-year. Healthy asset quality metrics with Gross NPL ratio declining to 3.9% with adequate coverage of 118%



2. RIGHTS ISSUE & TRANSACTION

2.1. What are the Rights?

Rights: The Rights are tradable securities giving their holders the eligibility to subscribe to the New Shares in the Bank. Each Registered Shareholder on the Eligibility Date (24 June 2025) will receive one (1) Right for every two (2) existing Shares of the Bank held on such date. Each Right grants its holder eligibility to subscribe to one New Share at the Issue Price. Right entitlements will be rounded down to the nearest whole number of Rights

Such Rights will be deposited into the clearing account or brokerage account of each such Registered Shareholder where his or her existing Shares are held within one day after the Eligibility Date. The Rights will appear in the accounts of each such Registered Shareholder under a new symbol “UABRI25”. **In case, you do not find the Rights in your broker account or ADX CSD account, please call ADX at (800-ADX-239)**

2.2. What is a Rights Issue?

The Rights Issue is an offer by the Bank to its Shareholders, and to the then Rights holders, to subscribe for New Shares to be issued at an issue price of AED 1.00 per Share, reflecting the nominal value of AED 1.00 per New Share and without a share premium. The Rights to be issued to Shareholders are tradable securities making their holders eligible to subscribe for the New Shares. One (1) Right for every two (2) existing Shares of the Bank held on the Eligibility Date with each Right granting its holder eligibility to subscribe to one New Share at the Issue Price

2.3. Will New Shares rank for future dividends?

Yes, the New Shares will have the same rights as the existing Shares. The existing Shares are (and the New Shares will be) indivisible. The New Shares will rank Pari-passu with the existing Shares including the right to receive all future dividends and other distributions declared, made or paid after the Eligibility Date

2.4. Is a Right different from a Share?

Yes, a Right is an instrument entitling its holder to subscribe for a certain number of New Shares offered by the Bank. If the Right is not utilised by the relevant Right holder for subscription to the New Shares, the Right will automatically lapse and shall have no value upon the expiration of the Subscription Period or the Rights Trading Period, respectively

2.5. What is the transaction type?

- Capital Increase by way of a Rights Issue

2.6. Which exchange is UAB listed on and where will the Rights be listed?

- Abu Dhabi Securities Exchange (“ADX”)

2.7. What is the issue size and offering details?

- **Offer details:** UAB is considering increasing its share capital from AED 2,062,550,649 up to AED 3,093,825,974 (the “Capital Increase”)
- **Offered Shares:** up to 1,031,275,325 New Shares
- **Offer Price:** AED 1.00 (“Issue Price”)



- **Rights ratio:** One (1) Right for every two (2) existing Shares of the Bank held on the Eligibility Date with each Right granting its holder eligibility to subscribe to one New Share at the Issue Price

2.8. What is the rationale behind this transaction?

The Bank intends to use the net proceeds raised from the Rights Issue to strengthen the Bank's capital position and enhance its financial resilience to adverse macro-financial shocks, with the aim to (i) strengthen the Bank's balance sheet by enhancing the ability to meet regulatory requirements and withstand unforeseen economic challenges, and (ii) achieve balanced asset growth in line with the approved strategy of the Bank's Board of Directors, which would result in more sustained profitability

2.9. Can I sell my Rights?

Yes, during the Rights Trading Period, i.e. from 30 June 2025 till 22 July 2025, you can sell all or some of the Rights through your broker / brokerage account on the ADX as per the price traded on the exchange

2.10. How is the traded price determined for Rights?

Depending upon the market demand and supply, price will be determined and all ADX regulations relating to the trading will be applicable

2.11. Can I buy Rights?

Yes, anyone who is having a valid ADX NIN and having a broker account can buy the Rights similar to the purchase of equity shares and all ADX regulations relating to the trading will be applicable

2.12. When is the Subscription Period and the Rights Trading Period?

- First day of Rights Trading Period: 30 June 2025
- First day of share Subscription Period: 4 July 2025
- Close of Rights Trading Period: 22 July 2025
- Close of Subscription Period: 29 July 2025

2.13. When will the New Shares of UAB start trading on the ADX?

- Expected to trade on or around 11 August 2025, subject to regulatory approvals

2.14. Who are the advisors on the transaction?

- First Abu Dhabi Bank PJSC as Financial Advisor, Lead Manager and Lead Receiving Bank
- Al Tamimi & Company as Legal Advisor

2.15. What are the important Contact Details for any further details / information?

- FAB Contact Centre:
 - *For any queries related to Rights subscriptions please contact FAB via email FCISIssuerService@bankfab.com or call center on +971 02 616 1800*
- UAB Contact Centre / UAB Investor Relations:



- For any other queries, please contact UAB's contact centre on 800 474 or the Investor relation team via email on ir@uab.ae

3. HOW TO PARTICIPATE IN THE TRANSACTION

3.1. When do I need to hold the Shares to receive the Rights?

In order to receive Rights on the Eligibility Date, Shareholders must ensure that they execute any purchase orders for Shares at least two working days prior to the Eligibility Date, i.e. 20 June 2025. Eligibility Date is 24 June 2025 and Shareholder name has to be reflected in the share register of UAB at ADX

3.2. Does a Shareholder have to subscribe for New Shares?

It is for the Shareholder to decide whether to subscribe or not to subscribe for New Shares. If a Shareholder decides not to subscribe for New Shares, the Shareholder may sell all or some of the Rights during the Rights Trading Period or do nothing with them. If a Shareholder chooses not to exercise some or all of the Rights that were issued to subscribe for New Shares, the Shareholder's ownership percentage in the Bank will decrease and the Shareholder will be diluted accordingly after the Right issuance. Unsubscribed Rights will automatically lapse after subscription closing date and will have no value

3.3. What happens if a Shareholder does not subscribe for New Shares?

If a Shareholder chooses not to exercise some or all of the Rights that were issued to subscribe for New Shares, the Shareholder's ownership percentage in the Bank will decrease and the Shareholder will be diluted accordingly after the Right issuance. This is because, while the total number of Shares of the Bank will increase through the Capital Increase which will be implemented in connection with the Rights Issue, the number of Shares that the Shareholder owns will not increase in the same proportion, unless the Shareholder exercises all of the Rights that were issued to subscribe for New Shares

3.4. How to subscribe for New Shares?

Subscription applications: Subscription applications are available at any of the participating branches of the Lead Receiving Bank as well as electronic subscription channels listed below.

To subscribe you should provide a valid and updated National Investor Number (NIN) at ADX; or the shareholder number pertaining to United Arab Bank if the Shares are not listed under the NIN;

FAB E-subscription:

- For Arabic: <https://www.bankfab.com/ar-ae/cib/iposubscription>
- For English: <https://www.bankfab.com/en-ae/cib/iposubscription>
- First Abu Dhabi Bank mobile banking application for First Abu Dhabi Bank clients
- In case of any issues or support required, please contact First Abu Dhabi Bank call centre at +971 02 616 1800



FAB Participating Branches:

FIRST ABU DHABI BANK PJSC					
#	Branch name	Branch Location-Area	Customer Timing	IPO Subscription Timings	Branch Address
1	FAB One Tower, Abu Dhabi	Abu Dhabi	8:00am to 2:00pm (Mon- Thurs)	8:00am to 1:00pm (Mon-Thurs)	Intersection of Shaikh Khalifa street and Baniyas street, PO BOX: 2993
			8:00am to 12:30pm (Fri)	8:00am to 12:00pm (Fri)	
			8:00am to 2:00pm (Sat)	8:00am to 1:00pm (Sat)	
2	Salam Street	Abu Dhabi	8:00am to 2:00pm (Mon-Thurs)	8:00am to 1:00pm (Mon-Thurs)	Salam Street, Abu Dhabi
			8:00am to 12:30pm (Fri)	8:00am to 12:00pm (Fri)	
			8:00am to 2:00pm (Sat)	8:00am to 1:00pm (Sat)	
3	Al Ain New	Al Ain - Abu Dhabi	8:00am to 2:00pm (Mon-Thurs)	8:00am to 1:00pm (Mon-Thurs)	Al Ain New, PO BOX: 17822
			8:00am to 12:30pm (Fri)	8:00am to 12:00pm (Fri)	
			8:00am to 2:00pm (Sat)	8:00am to 1:00pm (Sat)	
4	Sheikh Zayed Road	Dubai	8:00am to 2:00pm (Mon-Thurs)	8:00am to 1:00pm (Mon-Thurs)	Al Quoz, next to Golden Diamond; PO BOX: 52053
			8:00am to 12:30pm (Fri)	8:00am to 12:00pm (Fri)	
			8:00am to 2:00pm (Sat)	8:00am to 1:00pm (Sat)	
5	Deira Branch (ABS)	Dubai	8:00am to 2:00pm (Mon-Thurs)	8:00am to 1:00pm (Mon-Thurs)	Abu Baker Al Siddique Road, Deira
			8:00am to 12:30pm (Fri)	8:00am to 12:00pm (Fri)	
			8:00am to 2:00pm (Sat)	8:00am to 1:00pm (Sat)	
6	Sharjah	Sharjah	8:00am to 2:00pm (Mon-Thurs)	8:00am to 1:00pm (Mon-Thurs)	Al Reem Plaza, Ground floor, Buheira Corniche, Sharjah; PO BOX: 1109
			8:00am to 12:30pm (Fri)	8:00am to 12:00pm (Fri)	
			8:00am to 2:00pm (Sat)	8:00am to 1:00pm (Sat)	
7	RAK (LNBAD)	Ras Al Khaimah	8:00am to 2:00pm (Mon-Thurs)	8:00am to 1:00pm (Mon-Thurs)	FAB RAK (LNBAD), Corniche, Al Qawasim Road, Near NMC Royal Medical Center, RAK
			8:00am to 12:30pm (Fri)	8:00am to 12:00pm (Fri)	
			8:00am to 2:00pm (Sat)	8:00am to 1:00pm (Sat)	

3.5. What is the allotment policy?



A minimum of 60% of the issued share capital of the Bank must be owned by nationals of the UAE in accordance with the Banking Law and the Bank's Articles of Association (together the "**Ownership Limitations**").

Subject to the Ownership Limitations as provided in the Banking Law and the Bank's Articles of Association, the allotment of the New Shares will be as stated, and in the same order of priority, below.

First, to Eligible Persons who subscribe for New Shares in an amount equal to the number of New Shares for which they have applied, to the extent that such number is equal to or less than the number of Rights they respectively hold at the end of the Rights Trading Period.

Second, to the extent that any New Shares remain unsubscribed thereafter, to Eligible Persons who subscribe for Additional New Shares in an amount equal to the number of Additional New Shares for which they have applied in excess of the number of Rights they respectively hold.

The allocation of Additional New Shares to Eligible Persons who have subscribed for Additional New Shares will be allocated after allocations to Eligible Persons who have subscribed for a number of New Shares equal to or less than the number of Rights they hold will be on a pro rata basis, scaled back (if necessary) in accordance with the proportion that the number of Additional New Shares requested by the Eligible Person represents to the total number of Additional New Shares requested by all Eligible Persons who subscribed for Additional New Shares. Therefore, there is no guarantee that Eligible Persons applying for Additional New Shares will receive the number of Additional New Shares for which they applied. No Eligible Person will receive more New Shares than the number for which they subscribed during the Subscription Period.

It is important for the Shareholders and subscribers to note that, as per the Offering Rules, ownership of Rights of non-UAE Eligible Persons and subscribers cannot result in exceeding the Ownership Limitations provided for in the Banking Law and the Bank's Articles of Association. Consequently, allocation of New Shares or Additional New Shares to Eligible Persons would need to comply in priority with the Ownership Limitations, and therefore scaled back (if necessary) to satisfy first and foremost the Ownership Limitations. Therefore, in addition to the general allocation process described above, there is also no guarantee that Eligible Persons applying for New Shares equal to or less than the number of Rights they hold and/ or applying for Additional New Shares will receive the number of New Shares and / or Additional New Shares for which they applied as they may receive less New Shares than the number for which they subscribed during the Subscription Period and thus to comply with the Offering Rules and the Ownership Limitations.

Shareholders, subscribers, and Eligible Persons acknowledge that any scale-back implemented to comply with the Ownership Limitations shall be applied on a pro rata basis based on each non-UAE Shareholder, subscriber, and/or Eligible Persons' percentage of ownership. The Bank shall ensure that such allocation follows the principle of fair, reasonable and equitable treatment in its sole discretion.

Please refer to allocation policy section in Invitation to the Shareholders

3.6. Can I subscribe to the Rights Issue shares if I am not a Shareholder of the Bank?

Yes, you can buy Rights to subscribe for the Bank's Shares on the ADX, during the Rights Trading Period from 30 June 2025 to 22 July 2025. You can do this through an ADX-registered broker. Once you buy the Rights, you can subscribe to New Shares during the Subscription Period (4 July 2025 to 29 July 2025)

3.7. When and how will I be able to sell my Rights?



- Rights will be deposited to the existing Shareholders' broker or ADX CSD account on 25 June 2025
- A holder of the Rights may sell all or some of the Rights through broker, where the Rights have been deposited during the Rights Trading Period (i.e. from 30 June 2025 to 22 July 2025)
- If the Rights holder sells all the Rights during the Rights Trading Period, he/she cannot subscribe to the New Shares

3.8. Will there be any fees for trading in Rights?

ADX Trading fee tariffs along with any fees charged by your broker/brokerage account will be applicable

3.9. Are purchasers of additional Rights entitled to trade them again?

Yes, purchasers of additional Rights may sell those additional Rights or any other Rights they hold and/or purchase other Rights, but only during the Rights Trading Period, subject to ADX trading rules and regulations

3.10. How are Shareholders notified of the deposit of Rights in their accounts?

Shareholders will be notified that the Rights have been deposited into their accounts through an announcement on the website of the ADX and SMS by ADX. Please check with your broker for the number of Rights received in your trading account. If a Shareholder has not received Rights but believes that he or she should have received such Rights, they should contact ADX customer service (800-ADX-239). For Shareholders using the services of custodian, please contact your custodian

3.11. Can an Eligible Person sell a Right after expiry of the Rights Trading Period?

No, after the expiry of the Rights Trading Period, an Eligible Person may only choose to exercise the Rights to subscribe for the New Shares during the Subscription Period and until the closing of the Subscription Period

3.12. Am I entitled to fractions of Rights if it is not a whole number?

Your entitlement to Rights will be calculated as at the close of trading of the ADX on the Eligibility Date i.e. 24 June 2025. If the result of this calculation is not a whole number, your entitlement will be rounded down to the nearest whole number of Rights

3.13. When will the share price adjustment take place?

Share price adjustment to take place on 23 June 2025. Key dates highlighted below:

- Last date of trading of shares for eligibility of Rights: 20 June 2025 (T-2);
- Ex-trade date with price adjustment: 23 June 2025 (T-1);
- Rights Eligibility / Record date: 24 June 2025 (T)

3.14. How do I know if my NIN is valid?

- To check if your NIN is valid, please call ADX Customer Service at 800-ADX-239

Important Note



البنك العربي المتحد
UNITED ARAB BANK

Public

We would like to draw your attention to the further terms and conditions of the Rights Issue set out in the Invitation including the allotment policy included therein

Invitation to shareholders available on Bank's website (www.uab.ae)



4. GLOSSARY

Additional New Shares	New Shares that Eligible Persons may apply for in addition to exercising their Rights to subscribe for one New Share at AED 1.00
AD CSD	Abu Dhabi Exchange Depository
ADX	Abu Dhabi Securities Exchange
AED or UAE Dirham	The lawful currency of the UAE
Articles of Association	Articles of Association of the Bank
Banking Law	Federal Law No (14) of 2018 Regarding the Central Bank and Organization of Financial Institutions and Activities and its Amendments
Board of Directors	Board of Directors of the Bank
Capital Increase	UAB is considering increasing its share capital from AED 2,062,550,649 up to AED 3,093,825,974 through the issuance of up to 1,031,275,325 New Shares of nominal value of one UAE Dirham each (AED 1.00)
Companies Law	Federal Decree Law No. 32 of 2021 concerning Commercial Companies
Eligibility Date	Record date for Rights Eligibility being 24 June 2025
Eligible Person	A person who holds Rights at the close of the Rights Trading Period
Invitation	The Invitation to the Shareholders of UAB to subscribe for the New Shares in the Rights Issue that has been published in UAE daily Arabic and English newspapers on Wednesday 3 June 2025
Issue Price	AED 1.00 per New Share
Lead Manager	First Abu Dhabi Bank PJSC
Lead Receiving Bank	First Abu Dhabi Bank PJSC
New Shares	Up to 1,031,275,325 new shares of AED 1.00 each to be issued by the Bank in connection with the Capital Increase
NIN	The National Investor Number provided on registration as a new investor in the ADX
NPL	Non-performing loans
Offering Rules	Decision of the SCA's Chairman of the Board No. 11 RM of 2016 concerning the Regulations of the Offering and Issuance of Shares of Public Joint Stock Companies (as amended)
Right/ Rights	A tradable security issued pursuant to the Board of Directors' Decree of the Securities and Commodities Authority's Chairman of the Board, No. 11RM of 2016
Pari-passu	Two or more assets, securities, creditors, or obligations are treated equally, without preference or priority



Rights Issue	Share Capital Increase of up to 1,031,275,325 New Shares by way of Rights Issue
Rights Trading Period	30 June 2025 to 22 July 2025
RPA	Robotics Process Automation
Shareholder	A registered shareholder in UAB as at the close of business on the ADX on the Eligibility Date
Shares	Existing ordinary shares in the share capital of UAB, each with a fully paid-up nominal value of AED 1.00 per share
Subscription Period	4 July 2025 to 29 July 2025
UAB, Bank	United Arab Bank PJSC
UAE	United Arab Emirates
Unallocated Shares	Unallocated New Shares remaining after the allocation of the New Shares (and Additional New Shares, if any) to the Eligible Persons who subscribed for New Shares during the Subscription Period