

Gulf Pharmaceutical Industries (Julphar) PJSC (the “Company”) hereby invites its Shareholders to subscribe for new shares, by way of a rights issue, as approved by the General Assembly of the Company and the Securities and Commodities Authority (the “Authority”).

1. Decision of the Increase:

The General Assembly of the Company in its meeting held on 09 April 2020 resolved to increase the issued share capital of the Company by up to AED 500,000,000 (the “Capital Increase”) through the issuance of new shares with a nominal value of AED 1 (one dirham) by way of a rights issue (the “Rights Issue”).

Pursuant to the authorization granted by the General Assembly of the Company to the Board of Directors, the Board of Directors has the full authority to effectuate the procedure for the Capital Increase, and determine the final capital increase amount (“Increase Amount”), and the number of new shares to be issued pursuant to the provisions of Commercial Companies Law and the executive regulations of SCA, as well as, granting the Board of Directors the full authority and authorizing it to accept the final amount subscribed for in the Capital Increase by the rights holders without offering the outstanding balance for public subscription, after obtaining the approval of the Securities and Commodities Authority.

2. Amount of share capital increase and issue price:

The Rights Issue will increase the share capital of the Company with an amount of up to AED 500,000,000 to increase the issued share capital from AED 655,227,811 up to AED 1,155,227,811 by issuing up to 500,000,000 new shares (the “New Shares” and each a “New Share”).

As per the general assembly’s resolution of 09 April 2020, the New Shares will be issued at an issue price of AED 1 per New Share (the “Issue Price”), reflecting the nominal value of AED 1 per New Share.

3. General Information on the Company and the Rights Issue:

- Company Name: Gulf Pharmaceutical Industries (Julphar) PJSC
- Registration Number with the Competent Authority: Industrial license number 251 issued by the Department of Economic Development – Ras Al Khaimah
- Head office: Ras Al Khaimah, UAE
- Purpose of the Company: To manufacture and produce medicines, pharmaceuticals, and medical products, as well as medical research and importing of equipment and raw materials for medicine. The activities of the Company are conducted in accordance with the provisions of its Memorandum and Articles of Association (as may be amended from time to time).
- Current Share Capital: AED 655,227,811.
- Current Number of Shares: 655,227,811 shares.
- Listing Venue: Abu Dhabi Securities Exchange (the “ADX”)
- Nominal Value of each Share: (1) One Dirham or AED
- Purpose of capital increase: The Company intends to use the net proceeds raised from the Rights Issue to (a) support future growth of the business of the Company (b) repayment of existing loans (c) support its working capital needs. Further, this shall also support product research, development, and implementation of strong GMP practices.
- Auditor: Ernst & Young
- Lead Manager: First Abu Dhabi Bank PJSC
- Lead Receiving Bank: First Abu Dhabi Bank PJSC
- Legal Advisor: Matouk Bassiouny & Ibrahim

4. Subscription Conditions:

• Right to Subscribe:

The Rights Issue will be conducted through the issue of tradable securities (the “Rights”) and each a “Right”) pursuant to the Decree of the Authority’s Chairman of the Board No. 11RM of 2016 (the “Decree”) to registered shareholders of the Company (the “Shareholders”) and each a “Shareholder”) as at the close of business of the ADX on Thursday 18 June 2020 (the “Eligibility Date”) in the amount of approximately 1 Right for every 1.3104 shares held on such date. The number of Rights will be rounded to the nearest whole number of Rights and Shareholders will not receive a Right in respect of the fraction of any Rights, with such Rights being deposited into the clearing account or brokerage account of each such Shareholder where his or her existing shares are held within one day of the Eligibility Date. Shareholders who hold Rights to subscribe for New Shares but do not wish to exercise their Rights, may sell their Rights to other investors via brokers registered and licensed by the ADX.

• Trading in the Rights Issue:

The ADX will coordinate with brokerage firms to add the balance of the Shareholders’ Rights in the amount of approximately 1 Right for every 1.3104 shares held on the Eligibility Date to their respective accounts maintained by the respective brokerage firms. This will allow Shareholders to trade their Rights, whether to sell some or all of their Rights or to buy additional Rights, within the below period (the “Trading Period”):

- First day of trading the Rights on ADX: Tuesday 23 June 2020
- Last day of trading the Rights on ADX: Monday 06 July 2020

• Subscription period:

Subscription for the New Shares will take place within the below period (the “Subscription Period”). During the Subscription Period, the holders of Rights which include Shareholders and any person who purchased Rights during the Trading Period (the “Eligible Persons” and each an “Eligible Person”) will be allowed to exercise their Rights to subscribe for the New Shares at the Issue Price.

- Subscription Opening Date: Monday 29 June 2020
- Subscription Closing Date: Sunday 12 July 2020

• Subscription for Additional New Shares:

- Eligible Persons may also apply for additional New Shares (the “Additional New Shares”), which will be allocated in the event that any unsubscribed New Shares remain, either as a result of the consolidation of the unallocated fractional entitlements to New Shares, or the failure by Eligible Persons to exercise their Rights in full to subscribe for New Shares.
- Additional New Shares will be allocated, on a pro rata basis, to those Eligible Persons who subscribed for such Additional New Shares, based on the number of Additional New Shares requested by such Eligible Persons.
- If any unsubscribed New Shares still remain after the allocation of the Additional New Shares to the Eligible Persons who had subscribed for such Additional New Shares (the “Public Shares”), the Public Shares will be offered for sale through a public offering to those members of the public in the UAE who subscribe for any such Public Shares (the persons subscribing for the Public

Shares being referred to as the “Public Subscribers”), knowing that the General Assembly has granted the Board of Directors the full authority and authorizing it to accept the final amount subscribed for in the Capital Increase by the rights holders without offering the outstanding balance for public subscription

- **Ownership limitations:** 51% of the issued share capital of the Company must be owned by nationals of the Gulf Cooperation Council (GCC).
- **Subscription applications:** Subscription applications are available at the branches of the Sole Receiving Bank listed in Paragraph 11 below.
- **Issue Price:** The New Shares will be issued at an issue price of AED 1 per New Share, reflecting the nominal value of AED 1.00 per New Share.
- **Timing of payment:** The total subscription amount of the New Shares subscribed for shall be paid upon submitting the subscription application.

• Method of payment:

- Certified bank cheque (“Manager’s Cheque”) drawn on a bank licensed and operating in the United Arab Emirates, in favour of the “Gulf Pharmaceutical Industries JULPHAR PJSC Rights Issue”; ; or
- Debiting the account of the Applicant with the Sole Receiving Bank; or
- Online transfer via the UAE Funds Transfer System (“FTS”) (inside UAE) or SWIFT (outside UAE).

1. Online Transfer via UAE FTS Payment Steps (INSIDE UAE)

Please use “Payment Purpose Code” as “IPO”. Subscriber to remit funds in full without deducting any Foreign Bank charges. Please mention “NIN Number, Broker Name and mobile Number under “Remittance Instructions” field or “Remarks”

2. SWIFT Payment Steps (OUTSIDE UAE)

Select Payment message MT103
Capture in Field 70 relevant “NIN Number, Broker Name, mobile number, and number of shares applied”
IMPORTANT NOTE: Last Day for receiving FTS and SWIFT remittances is Saturday 11 July 2020 at 12:00 PM. Please note if the funds are received after the cutoff date and time, the same will be rejected and returned. Please allow for 12 to 24 hours for the funds to be transferred to the beneficiary account. Please schedule your subscription early accordingly.

3. Transfer via UAE CENTRAL BANK

BANK NAME: First Abu Dhabi BANK PJSC
IBAN: AE670351000101117182404

Beneficiary Account Name:- JULPHAR RTS UAEFTS/SWIFT COLLECTION A/C
Currency: AED
Account Number: AED117182404
SWIFT Code: NBADAEASSD
Shareholder to sign subscription application form and send it with the following documents to email id FCISIssuerService@bankfab.com for processing. In case shareholder fails to submit this details, subscription application will be rejected:

- Filled and signed subscription application form.
- Copy of NIN or shareholder code
- Copy of Emirates ID or passport.
- Copy of the payment acknowledgement.
- Mobile Number

• **Sole Receiving Bank:** Subscriptions shall be received by the Sole Receiving Bank through its branches listed in Paragraph 11 below.

• **Refunds:** Refunds will be given to holders of Rights who did not receive the number of New Shares that they subscribed for. Refunds shall be completed no later than five business days from the date of allocation of the New Shares.

The amount to be refunded shall be returned to the subscriber’s bank account with the Receiving Bank or if payment of the subscription amount was made by manager’s cheque, by sending a cheque to the subscriber at the address stated in the subscription application.

5. Allotment Policy

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. There is, therefore, 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.
- **Third**, to the extent that any New Shares remain unsubscribed after the allocation of Additional New Shares to Eligible Persons who had subscribed for Additional New Shares, allocations will be on a pro rata basis to those Public Subscribers who subscribe for any such New Shares.

6. Required documents for subscribers:

Subscribers shall submit the following documents, along with their subscription applications:

- **A. For individuals who are UAE nationals or nationals of any other country:**
 - The original passport or Emirates ID and a copy thereof.
 - The original and copy of the special power of attorney legalized by the notary public, if the applicant is an agent of the shareholder along with a copy of the principal’s ID.
 - National Investor Number (“NIN”) with ADX/ Shareholder code.

Invitation to the Shareholders to Subscribe for New Shares in a Rights Issue

For applications where the method of payment is:

- **Direct debit:** the account holder or authorised signatory should be physically present at any of the branches of the Sole Receiving Bank listed in Paragraph 11 below;
- **Manager’s Cheque:** the Eligible Person or the representative of the Eligible Person can provide the Manager’s Cheque at any of the branches of the Sole Receiving Bank listed in Paragraph 11 below.
- **Online transfer** via UAE Funds Transfer System (“FTS”) (inside UAE) or SWIFT (outside UAE).

B. Corporate bodies including banks, financial institutions, investment funds and other companies and establishments (i.e. Juridical persons):

- The original and copy of the trade license. If the institution is a public one, a copy of the law, the decree or resolution approving its establishment must be attached.
- A copy of signature authorization.
- The ID of the authorized person.
- National Investor Number with ADX. / Shareholder code.

For applications where the method of payment is

- **Direct Debit:** the authorized signatory on the account should be physically present at any of the branches of the Sole Receiving Bank listed in Paragraph 11 below;
- **Manager’s Cheque:** the representative of the corporate body can provide the Manager’s Cheque at any of the branches of the Sole Receiving Bank listed in Paragraph 11 below;
- **Online transfer** via the UAE FTS (inside UAE) or SWIFT (outside UAE).

1. Online Transfer via UAE FTS Payment Steps (INSIDE UAE)

Please use “Payment Purpose Code” as “IPO”. Subscriber to remit funds in full without deducting any Foreign Bank charges. Please mention “NIN Number, Broker Name and mobile Number under “Remittance Instructions” field or “Remarks”

2. SWIFT Payment Steps (OUTSIDE UAE)

Select Payment message MT103
Capture in Field 70 relevant “NIN Number, Broker Name, mobile number, and number of shares applied”
IMPORTANT NOTE: Last Day for receiving FTS and SWIFT remittances is Saturday 11 July 2020 at 12:00 PM. Please note if the funds are received after the cutoff date and time, the same will be rejected and returned. Please allow for 12 to 24 hours for the funds to be transferred to the beneficiary account. Please schedule your subscription early accordingly.

3. Transfer via UAE CENTRAL BANK

BANK NAME: First Abu Dhabi BANK PJSC
IBAN: AE670351000101117182404
Beneficiary Account Name: - JULPHAR RTS UAEFTS/SWIFT COLLECTION A/C
Currency: AED
Account Number: AED117182404
SWIFT Code: NBADAEASSD
Shareholder to sign subscription application form and send it with the following documents to email id FCISIssuerService@bankfab.com for processing. In case shareholder fails to submit this details, subscription application will be rejected:

- Filled and signed subscription application form.
- Copy of NIN or shareholder code
- Copy of Emirates ID or passport.
- Copy of the payment acknowledgement.
- Mobile Number

7. Procedures of subscription:

The subscription application must be submitted by Eligible Persons to any participating branch of the Sole Receiving Bank listed in Paragraph 11 below and the Eligible Person’s bank account number must be provided, together with the payment for the amount to be used to purchase or subscribe for the New Shares, which is to be paid in one of the following ways:

- Certified bank cheque (“**Manager’s Cheque**”) drawn on a bank licensed and operating in the United Arab Emirates, in favour of the “**Gulf Pharmaceutical Industries JULPHAR PJSC Rights Issue**”;
- Debiting the account of the Applicant with the Sole Receiving Bank; or
- Online transfer via UAE Funds Transfer System (“FTS”) (inside UAE) and SWIFT (outside UAE).

Subscribers choosing the FTS mode will be required to provide their updated National Investor Number at the ADX along with the value of New Shares subscribed for, Broker Name and mobile number in the special instructions field. Send the scanned copy of the subscription application and copy of the payment advice to email id FCISIssuerService@bankfab.com. In case of incorrect details or NIN, subscription will be rejected and notified to the subscriber.

The subscription amount may not be paid or accepted by the Sole Receiving Bank using any of the following methods:

- in cash;
- cheques that are not certified; or
- any other mode of payment other than mentioned above.

Important dates relevant to the methods of payment of the subscription amounts:

- Subscription amounts paid by certified bank cheque (Manager’s Cheque) must be submitted by or before 12pm on Friday 10 July 2020, that is two days before the end of the Subscription Period.
- Subscription applications received through FTS must be made by or before 12pm on Saturday 11 July 2020 that is one day before the end of the Subscription Period.

8. Contact Centre:

- For any queries related to rights subscriptions please contact FAB via email id FCISIssuerService@bankfab.com or call center on +971-26161800
- For any other queries, please contact Julphar contact center via email investors@julphar.net or call on +971 7204 5273

9. Important dates:

- Date of publication of the invitation to subscribe for New Shares by way of Rights Issue: Monday 1 June 2020
- Eligibility Date of Rights (record date): Thursday 18 June 2020
- First day of trading the Rights on the ADX: Tuesday 23 June 2020
- Last day of trading the Rights on the ADX: Monday 06 July 2020
- Subscription Opening Date: Monday 29 June 2020
- Subscription Closing Date: Sunday 12 July 2020
- Date of allotment: Monday 20 July 2020
- Refunds: On or before Monday 20 July 2020
- Commencement of Dealings in the New Shares: On or before Monday 27 July 2020.

Important Note: The dates for the Rights Issue set out in this Invitation are expected dates and are subject to change, including if any date falls on an official holiday in the UAE. In such circumstances, details of the new dates will be notified to investors in two UAE daily Arabic language newspapers and on Gulf Pharmaceutical Industries (Julphar) PJSC’s website: (<http://www.julphar.net/en/>).

10. Sole Receiving Bank:

First Abu Dhabi Bank PJSC
Head Office FAB Building,
Khalifa Business Park 1, Al Qurm, PO Box No 6316
Abu Dhabi , UAE
Contact: +971-23053995

Legal Adviser Matouk Bassiouny & Ibrahim Ltd	
Lead Manager First Abu Dhabi Bank PJSC	Lead Receiving Bank First Abu Dhabi Bank PJSC

11. Participating Branches:

Participating Branches of the Sole Receiving Bank

S.No	Branch Name	Branch Location-Area	Customer Timing	Proposed Timings	Branch Address
1	Business Park, Abu Dhabi	Abu Dhabi	08:00 am to 01:00 pm (Sat- Wed); 08:00 am to 12:00 pm (Thu)	8 am to 12 pm - Sat - Thurs.	Khalifa Park Al Qurm, PO BOX: 6316
2	RAK (LNBAD)	RAK	08:00 am to 01:00 pm (Sat- Wed); 08:00 am to 12:00 pm (Thu)	8 am to 12 pm - Sat - Thurs.	FAB RAK (LNBAD) Corniche Al Qawasim Road Near to NMC Royal Medical Center , RAK
3	Fujairah	Fujairah	08:00 am to 01:00 pm (Sat- Wed); 08:00 am to 12:00 pm (Thu)	8 am to 12 pm - Sat - Thurs.	Opposite to Plaza Theatre Hamdan Bin Abdulla street;PO BOX:79
4	Sharjah	Sharjah	08:00 am to 01:00 pm (Sat- Wed); 08:00 am to 12:00 pm (Thu)	8 am to 12 pm - Sat - Thurs.	Al Reem Plaza, Ground floor Buheira Corniche, Sharjah; PO BOX: 1109
5	Umm al-Quwain	UAQ	08:00 am to 01:00 pm (Sat- Wed); 08:00 am to 12:00 pm (Thu)	8 am to 12 pm - Sat - Thurs.	Building No 211, King Faisal Road Al Maidan Area, Umm Al Quwain; Po BOX:733
6	Oud Al Toubah	Al Ain - Abu Dhabi	08:00 am to 01:00 pm (Sat- Wed); 08:00 am to 12:00 pm (Thu)	8 am to 12 pm - Sat - Thurs.	Al Ain Oud Al Touba (LFGB) PO BOX:18781
7	FAB One Tower, Abu Dhabi	Abu Dhabi	08:00 am to 01:00 pm (Sat- Wed); 08:00 am to 12:00 pm (Thu)	8 am to 12 pm - Sat - Thurs.	Intersection of Shaikh Khalifa street and Baniyas street, PO BOX: 2993
8	Al Batin	Abu Dhabi	08:00 am to 01:00 pm (Sat- Wed); 08:00 am to 12:00 pm (Thu)	8 am to 12 pm - Sat - Thurs.	Street No. 9, Next to Bateen Bus Terminal and Al Bateen Mall; PO BOX: 7644
9	Bur Dubai	Dubai	08:00 am to 01:00 pm (Sat- Wed); 08:00 am to 12:00 pm (Thu)	8 am to 12 pm - Sat - Thurs.	Abdulla Al Rostamani Building, Khalid Bin Walid Road, Bur Dubai; PO BOX: 115689
10	Sheikh Zayed Rd.	Dubai	08:00 am to 01:00 pm (Sat- Wed); 08:00 am to 12:00 pm (Thu)	8 am to 12 pm - Sat - Thurs.	ALQUZE NEXT TO GOLDEN DAIMOND; PO BOX: 52053