

Fidelity United Insurance Company PJSC

Invitation to Shareholders to Subscribe for New Shares (Capital Increase Shares) through the Issuance of Rights Issue

Fidelity United Insurance Company PJSC (the "**Company**") hereby invites its shareholders to subscribe for the first tranche of the Company's share capital increase ("**Phase One**"), to be implemented by way of a rights issue ("**Rights Issue**" or "**Rights**"), as approved by the General Assembly of the Company on October 13 2025 and subsequently authorised by the United Arab Emirates Central Bank ("**CB UAE**") and the Securities and Commodities Authority ("**SCA**").

First - Decision to Increase the Capital of the Company:

The General Assembly of the Company in its meeting held on October 13 2025 resolved to increase the issued share capital of the Company from AED 160,000,000 (one hundred sixty million Dirhams) to AED 267,000,000 (two hundred sixty seven million Dirhams) with an increase of AED 107,000,000 (one hundred and seven million Dirhams) through a Rights Issue to the existing shareholders of 107,000,000 (one hundred and seven million) shares with a nominal value of AED (1) (one Dirham) per share in three stages as follows:

- (a) (**Phase One**) issue 30,000,000 new shares in a total amount of AED 30,000,000 (thirty million Dirhams) with a nominal value of AED (1) (one Dirham) per share as soon as possible, subject to obtaining the Company's General Assembly approval and the required regulatory approvals;
- (b) (**Phase Two**) issue 30,000,000 new shares in a total amount of AED 30,000,000 (thirty million Dirhams) with a nominal value of AED (1) (one Dirham) per share in February 2026; and
- (c) (**Phase Three**) issue 47,000,000 new shares in a total amount of AED 47,000,000 (forty-seven million Dirhams) with a nominal value of AED (1) (one Dirham) per share in December 2026.

Furthermore, the General Assembly of the Company resolved to authorise the Company's Board of Directors, to effectuate the procedure for the three phases of the Company's capital increase, and take all necessary legal procedures before the competent authorities and the SCA in relation to the subscription to the new shares for each phase and their offering to the existing shareholders in accordance with the provisions of Federal Decree-Law No. (32) of 2021 Concerning Commercial Companies and its amendments (the "**Commercial Companies Law**"), and the regulations issued by the SCA and the relevant competent authorities.

This Invitation relates to Phase One of the Rights Issue.

Second - Capital increase mechanism and issuance amount:

The Rights Issue in this Invitation relates to the issue of 30,000,000 new shares ("**New Shares**") at a price per New Share of AED (1) (one ham).

The New Shares will be subscribed to in accordance with the CB UAE's approval dated 07/10/2025 and the SCA's approval dated 03/10/2025 and by way of increasing the Company's capital from AED 160,000,000 (one hundred sixty million hams) to AED 190,000,000 (one hundred ninety million hams), with an increase of AED 30,000,000 (thirty million hams), by issuing shares to increase the capital, amounting to 30,000,000 (thirty million) shares with a nominal value of (1) one ham per share, and all shares are fully paid, provided that they are offered to the Company's existing shareholders without offering them for public subscription.

UNITED FIDELITY INSURANCE COMPANY

In Conformity with the Federal Law No. 6/2007 Reg. No (8) dated 22/12/1984. Authorized paid-up Capital Dh. 160,000,000
Ras Al Khaimah T: +971 7 2351584, F: +971 7 2353213, P.O. Box: 1010 - Sharjah T: +971 6 5682277, F: +971 6 5681586, P.O. Box: 5333
Dubai T: +971 4 2502501, F: +971 4 2502504, P.O. Box: 1888 - Abu Dhabi T: +971 2 6263313, F: +971 2 6263526, P.O. Box: 721
Fujairah T: +971 9 2222302, F: +971 9 2220294, P.O. Box: 4417
info@fidelityunited.ae



Third - General Information on the Company:

Company Name:	Fidelity United Insurance Company PJSC.
Registration Number with the SCA:	Registration no. (25) dated 2 January 2005.
Company's headquarter:	Airport Road Al Manhal Al Tibbiiya Abu Dhabi Bloom Central Building Floor 4 Office 407 Abu Dhabi, United Arab Emirates.
Purpose of the Company:	The Company's activities as per its Commercial License is to: 1. Fire Insurance 2. Saving and Money Formation Insurance 3. Accidents and Civil Responsibility Insurance 4. Life Insurance 5. Health Insurance and Land 6. Marine and Air Transportation Dangers Insurance.
Current Share Capital:	AED 160,000,000.
Current Number of Shares:	160,000,000 shares.
Listing Venue:	Abu Dhabi Securities Exchange (ADX)
Nominal Value of each Share:	AED (1) one Dirham
New Shares issued:	30,000,000 new shares
Capital Increase:	From AED 160,000,000 to AED 190,000,000
Purpose of capital increase:	Remedy the Company's solvency ratio and financing the Company's plan to continue its business growth and development of its various operations.
Auditor:	Grant Thornton, registration no. 86.
Subscription Auditors	Grant Thornton
Lead Receiving Bank	First Abu Dhabi Bank PJSC
Legal Advisor:	Hadeef & Partners LLC.

Fourth - Subscription Conditions:

Rights Eligibility:	Shareholders registered in the Company's share register and ADX as at the close of business of the ADX on 12 December 2025 (" Eligibility Date ") shall have 1 right to acquire a New Share in the Right Issue Offer (" Rights Entitlement ") for every approximately 5.333 shares held in the Company on the Eligibility Date. Shareholders must ensure that they execute any purchase orders for shares at least two days prior to the Eligibility Date, i.e. on or before 10 December 2025 to allow for the settlement of trades on the ADX (which operates on a T+2 basis).
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In the event of any fractions in Rights, the number of Rights will



be rounded down 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 at the issue price but do not wish to exercise their Rights, may sell their Rights to other investors via brokers registered and licensed by the ADX.

Shareholders registered in the Company's share register who do not exercise their Rights to subscribe for the New Shares during the subscription period (as set out below) will be subject to an immediate dilution of their ownership percentage in the Company, without affecting the number of shares registered to each of them.

Ratio of Rights Entitlement to New Shares:	The ratio of Rights Entitlement is calculated on the basis of 1 New Share for approximately each 5.333 shares owned by a shareholder as at the Eligibility Date.
Trading of Rights Entitlements in capital increase shares:	ADX and the brokerage companies shall coordinate to add priority balances in the subscription rights due to the Company's current shareholders, in accordance with their shareholding percentage in the Company's capital to the accounts of shareholders in brokerage firms so that the shareholders can trade in the Rights Entitlement to by selling or buying during the following time period.
Start date of Trading of Rights:	18 December 2025
Last Date of Trading of Rights	30 December 2025
Subscription for Additional New Shares:	Shareholders may also have the right to subscribe for 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 shareholders to exercise their Rights in full to subscribe for New Shares, provided that they pay for the value of such additional New Shares upon subscription to the additional New Shares.
Allotment of Additional New Shares	Additional New Shares will be allocated, on a pro rata basis, to those eligible subscribers who subscribed for such additional New Shares, based on the number of additional New Shares requested by such eligible subscribers in accordance with the applicable laws.
Subscription Invitation	On 25 November 2025, the Company announced an invitation to subscribe in two daily newspapers issued in the Arabic language, which is also available on the Company's website and ADX's website.
Subscription applications:	Subscription applications are available at the participating branches of the Lead Receiving Bank (First Abu Dhabi Bank)



listed below.

Issue Price: The New Shares will be issued at an issue price of AED 1 per New Share. The above issue price shall apply to all subscribers to the New Shares. The Company will bear any costs related to the issuance of the New Shares.

Payment percentage The full amount for subscription to the New Shares shall be paid upon submission of the subscription application.

Method of payment: The subscription application must be submitted by the subscriber to one of the participating branches of the Lead Receiving Bank (listed below) during the aforementioned subscription period. The subscriber must provide his ADX National Investor Number (NIN) and bank account number, along with full payment of the amount he wishes to use for subscribing to the New Shares and the Additional New Shares.

Payment for New Shares will be via (i) certified bank cheque (Manager's Cheque) drawn on the Lead Receiving Bank, in favour of Fidelity United Insurance Company PJSC or, (ii) by direct debit from the subscriber's account held with the Lead Receiving Bank, or (iii) Electronic subscriptions (please refer to the section on electronic subscriptions below).

Bank account details must be provided in the subscription application form even if the subscription amount is paid by a banker's cheque.

Rights Trading Opening Date 18 December 2025

Rights Trading Closing Date 30 December 2025

Subscription Period The subscription for the New Shares will take place during the period mentioned below (the "**Subscription Period**"). During this period, holders of the Rights who have purchased the Rights during the trading period are entitled to exercise their rights to subscribe for the New Shares.

Subscription Opening Date: 26 December 2025

Subscription Closing Date: 08 January 2026

Allotment and Refund Date: 15 January 2026

Date of listing of the New Shares: 19 January 2026

Subscription Applications: Subscription applications are submitted at the participating branches (see the Participating Branches of First Abu Dhabi Bank section below).

Each subscriber may submit a subscription application (i) in the case of a subscription application by a natural person, in his or her personal name (unless he or she is acting as a



representative for another subscriber, in which case the subscription application will be submitted in the name of such subscriber) or (ii) in the case of a subscription application by a corporate entity, in its corporate name.

Subscribers must complete all of the relevant fields in the subscription application along with all required documents and submit it to the Lead Receiving Bank together with the subscription amount during the subscription period.

The completed subscription application should be clear and fully legible. If it is not, the Lead Receiving Bank shall refuse to accept the subscription application from the subscriber until all the required information and documents are completed and submitted before the subscription period closes.

Timing of payment: The total subscription amount of the New Shares subscribed for shall be paid upon submitting the subscription application.

Oversubscription: The Lead Receiving Bank (First Abu Dhabi Bank) shall, within (5) five working days from the Subscription Closing Date allocate the New Shares and notify the eligible subscribers in writing of the number of shares resulting from the allotment.

Oversubscription Refund Method for Eligible Subscribers: If any application to subscribe for New Shares is rejected, the Lead Receiving Bank (First Abu Dhabi Bank) will refund all amounts paid by eligible subscribers whose applications were rejected.

Refunds will be given to holders of Rights who did not receive the number of New Shares for which they subscribed. Refunds shall be completed by the Lead Receiving Bank no later than five business days from the date of allocation of the New Shares.

The amount to be refunded (i) shall be returned to the relevant eligible subscriber's bank account with the Lead Receiving Bank or (ii) if payment of the subscription amount was made by Manager's Cheque, by sending a cheque to the relevant eligible subscriber at the address stated in the subscription application or (iii) if payment was made via FTS mode, it shall be returned to the relevant eligible subscriber via FTS mode.

Rights Issue Shareholders, who do not wish to exercise some or all of their Rights and subscribe to New Shares at the issue price, may sell their subscription rights to other investors through brokers registered and licensed with ADX.

Rejection of Application: The Lead Receiving Bank may reject subscription applications submitted by any subscriber for any of the following reasons:

- (A) If the subscriber details are not found in the final share register of the Company as at the Eligibility Date.
- (B) If the subscription application form is incomplete or is incorrect with regard to the amount paid or submitted documents (and none of the parties involved in the subscription process takes responsibility for non-receipt of an allotment of New Shares if the address of the subscribers is not filled in correctly).
- (C) The subscription application amount is paid using a



method that is not a permitted method of payment.

- (D) The subscription application amount presented with the subscription application does not match the minimum required investment or the increments set for the New Shares.
- (E) The completed subscription application form is not clear and fully legible.
- (F) The manager's cheque is returned for any reason.
- (G) If the amount in the bank account mentioned in the subscription application form is insufficient to pay for the application amount mentioned in the subscription application form or the Lead Receiving Bank is unable to apply the amount towards the application whether due to signature mismatch or any other reasons.
- (H) If the NIN is not made available to ADX or if the NIN is incorrect.
- (I) If the subscription application does not comply with the terms of this Invitation.
- (J) If the Subscriber is a natural person and is found to have submitted the subscription application other than in his or her personal name (unless he or she is acting as a representative for another subscriber).
- (K) A subscriber has not adhered to the rules applicable to the New Shares.
- (L) If it is otherwise necessary to reject the subscription application to ensure compliance with the provisions of the bank's Articles of Association, this Invitation or the requirements of the SCA or the ADX; or
- (M) If for any reason FTS/SWIFT/online/mobile subscription channels transfer fails or the required information in the special fields is not enough to process the application.

The Lead Receiving Bank may reject the application for any of the reasons listed above at any time until allocation of the New Shares and shall have no obligation to inform the subscribers before the notification of the allocation of New Shares to such rejected subscribers.

Fifth - Allotment Policy

Subject to the ownership limits and the Company's Articles of Association, the New Shares will be allocated as stated, and according to the same order of priority set out below:

1. to eligible subscribers who subscribe for New Shares to the extent that such number is equal to the number of Rights they respectively hold in an amount that does not exceed the number of New Shares for which they have applied.
2. to the extent that any New Shares remain unsubscribed thereafter, to eligible



subscribers who subscribe for Additional New Shares in excess of the number of Rights they respectively hold.

Sixth - Required documents for subscribers:

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

(A) For individuals:

1. National Investor Number ("NIN") with ADX/ Shareholder code.
2. The originals passport and Emirates ID and copies thereof.
3. In case the applicant is not the subscriber:
 - The original and copy of the special power of attorney legalized by the notary public in the UAE or the UAE Consulate abroad;
 - Copies of the agent's passport and Emirates ID; and
 - The documents mentioned in item (1) and (2) above in respect of the subscriber.

(B) Corporate bodies and establishments

1. National Investor Number with ADX / Shareholder code.
2. True and certified copy of the valid trade license.
3. The original of the trade license.
4. Copy of the shareholders 'register reflecting the names of the shareholders in case the trade license does not include the shareholders 'names to prove that all the shareholders are UAE national.
5. The original power of attorney and a copy authorizing the authorized signatory to submit the subscription application and accept the provisions of the invitation and the subscription application on behalf of the subscriber.
6. The original passport and a copy of the authorized signatory.

Seventh - Procedures of subscription:

Holders of Rights Entitlements and the shareholders of the Company who wish to subscribe to the New Shares must apply to any participating branch of the Lead Receiving Bank listed below and undertake the following steps:

- Fill in the subscription application before any participating branch of the Lead Receiving Bank listed below; and
- Pay the amount to be used to purchase or subscribe for the New Shares and submit all required information and documents.
- Electronic subscriptions (E-Subscription)



The Lead Receiving Bank shall have its own electronic channels (such as online internet banking applications, Mobile Banking Application, etc.) which shall be interfaced with the ADXektetab IPO system. Submitting the electronic subscription form will be deemed an acceptance by the applicant (and, if not the eligible subscriber, on behalf of the eligible subscriber) of the terms and conditions of this invitation to Shareholders and authorisation for the Lead Receiving Bank to pay the total subscription amount by debiting the amount from the respective bank account of the eligible subscriber and transferring the same to the bank account in favour of "Fidelity United Insurance Company PJSC - RI" held at the Lead Receiving Bank, as detailed in the subscription application. The submission of an electronic subscription application will be deemed sufficient for the purposes of fulfilling the identification requirements and, accordingly, the supporting documentation in relation to applications set out above will not apply to electronic applications.

First Abu Dhabi Bank e-subscription method

1. Access <https://www.bankfab.com/en-ae/cib/iposubscription>.
2. Refer to the "how to subscribe page" and follow the instructions and submit subscriptions for the UAE retail tranche.
3. 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.

Eighth - The subscription amount may not be paid or accepted by the Lead 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.

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

- Subscription amounts paid by Manager's Cheque must be submitted on or before 1:00 PM on 06 January 2026, that is [two days] before the end of the subscription period.
- Subscription applications received through Mobile / must be made on or before 1:00 PM on 07 January 2026, being [one day] before the end of the subscription period.
- Subscription by debiting the eligible subscriber's account with the Lead Receiving Bank must be done on or before 1:00 PM on 08 January 2026, being [the last day of the subscription period], at any of the branches of the Lead Receiving Bank listed in paragraph below.

Tenth - Investors Relations:

For any queries related to subscription please contact the Company's Public Relations Officer on 042128020. A shareholder who did not receive the invitation letter can contact the Investor Relations Officer to obtain a copy of the invitation letter.

Eleventh - Important dates:



Date of publication of the invitation to subscribe for capital increase shares:	25 November 2025
Eligibility Date of Rights (record date):	12 December 2025
Commencement date of trading of Rights at ADX:	18 December 2025
Last date of trading of Rights at ADX:	30 December 2025
Subscription Opening Date:	26 December 2025
Subscription Closing Date:	08 January 2026
Date of allocation and refunds:	15 January 2026
Commencement of Dealings in the capital increase shares:	19 January 2026

We wish to remind all shareholders and investors that if a Rights holder does not sell their Rights prior to the close of the trading period, they retain the Right to use these Rights to subscribe for the New Shares. Consequently, the Rights holder will be unable to sell or transfer these Rights after the trading period has ended. Following the expiry of the trading period, the Rights holder will only be entitled to use their Rights to subscribe for the New Shares, and the shareholder will lose the value of these Rights if they neither sell them nor use them to subscribe for the New Shares.

Furthermore, we wish to remind all purchasers of Rights that these Rights are not capital increase shares themselves, but rather a temporary financial instrument of a special nature, derived from the original share. In the event that these Rights are not used to subscribe for the New Shares by the end of the subscription period or sold before the end of the trading period on the date specified in this offering, the purchaser will lose the entire value of these Rights.

Important Note: The dates set out in this Rights Issue are approximate expected dates and are subject to change. Therefore, if the last day of the subscription is an official holiday, the last day of the subscription becomes the first working day that follows. For more information and inquiries, please contact the Company's Investor Relations Department on 042128020.

Participating Advisors:

Auditors: Grant Thornton

Address: 23rd floor, Rolex Tower
Sheikh Zayed Road
P.O. Box:1620, Dubai, United Arab Emirates
Contact Number: 04-3889925

Legal

Advisor: Hadeef & Partners LLC

Address: Level 10, World Trade Center
Hamdan Bin Mohammed St
P.O. Box 3727, Abu Dhabi, UAE

Contact Number: +971 2 205 5300

Lead

Receiving Bank: First Abu Dhabi Bank PJSC



Address: Business Complex, Khalifa Park, Mangrove, Abu Dhabi
Contact
Number: 02-3053995

Chairman of the Board Directors



Participating Branches

Participating Branches of the Lead Receiving Bank “First Abu Dhabi Bank PJSC”

#	Branch name	Branch Type	Customer Timing (Monday -Saturday)	IPO Subscription Timings (Monday - Saturday)	Branch Address
S.No	Branch name	Branch Location-Area	Customer Timing	IPO Subscription Timings	Branch Address
1	FAB One Tower, Abu Dhabi	Abu Dhabi	08:00 am to 02:00 pm (Monday- Thursday);	08:00 am to 01:00 pm - Mon - Thurs.	Intersection of Shaikh Khalifa street and Baniyas street,PO BOX:2993
			08:00 am to 12:30 pm (Friday)	08:00 am to 12:00 pm (Friday)	
			08:00 am to 02:00 pm (Saturday)	08:00 am to 01:00 pm (Saturday)	
2	Salam Street	Abu Dhabi	08:00 am to 02:00 pm (Monday- Thursday);	08:00 am to 1:00 pm - Mon - Thurs.	Salam Street, Abu Dhabi
			08:00 am to 12:30 pm (Friday)	08:00 am to 12:00 pm (Friday)	
			08:00 am to 02:00 pm (Saturday)	08:00 am to 01:00 pm (Saturday)	
3	Sheikh Zayed Rd.	Dubai	08:00 am to 02:00 pm (Monday- Thursday);	08:00 am to 01:00 pm - Mon - Thurs.	ALQUZE NEXT TO GOLDEN DAIMOND ;PO BOX:52053
			08:00 am to 12:30 pm (Friday)	08:00 am to 12:00 pm (Friday)	
			08:00 am to 02:00 pm (Saturday)	08:00 am to 01:00 pm (Saturday)	
4	Bur Dubai	Dubai	08:00 am to 02:00 pm (Monday- Thursday);	08:00 am to 01:00 pm - Mon - Thurs.	Abdulla Al Rostamani Building, Khalid Bin Walid Road, Bur Dubai; PO BOX:115689
			08:00 am to 12:30 pm (Friday)	08:00 am to 12:00 pm (Friday)	
			08:00 am to 02:00 pm (Saturday)	08:00 am to 01:00 pm (Saturday)	