

# GULF TAMIN LTD.

(Incorporated in the Cayman Islands)  
Commercial Registration Number 403814

**GULF TAMIN LTD. PARTIAL OFFER TO ACQUIRE 22,001,000 OF THE ISSUED AND FULLY PAID-UP ORDINARY SHARES OF ARAB INSURANCE GROUP B.S.C. BY WAY OF A CASH OFFER REPRESENTING APPROXIMATELY 10% OF THE ISSUED AND FULLY PAID-UP ORDINARY SHARES OF ARAB INSURANCE GROUP B.S.C. WITH A PURCHASE PRICE OF USD 0.53 FOR EACH 1 SHARE OF ARAB INSURANCE GROUP B.S.C.**

## OFFEROR'S ANNOUNCEMENT OF DISPATCH OF THE OFFER DOCUMENT TO THE OFFEREE

THE OFFER DOCUMENT IS A COMPLEX DOCUMENT AND THE FOLLOWING IS A SUMMARY ONLY AND IS QUALIFIED IN ITS ENTIRETY BY, AND IS SUBJECT TO, THE CONTENTS OF THE OFFER DOCUMENT.

## DISCLAIMER STATEMENT

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## DIRECTORS' STATEMENT

THE DIRECTORS OF GULF TAMIN LTD. ISSUING THIS ANNOUNCEMENT, WHOSE NAMES APPEAR IN THIS DOCUMENT JOINTLY AND SEVERALLY ACCEPT FULL RESPONSIBILITY FOR THE ACCURACY OF INFORMATION CONTAINED IN THE OFFER DOCUMENT. TO THE BEST OF THE KNOWLEDGE AND BELIEF OF THE DIRECTORS, WHO HAVE TAKEN ALL REASONABLE CARE TO ENSURE THAT SUCH IS THE CASE, THE INFORMATION CONTAINED IN THE OFFER DOCUMENT IS IN ACCORDANCE WITH THE FACTS AND CONTAINS NO OMISSIONS LIKELY TO AFFECT THE IMPORTANCE AND COMPLETENESS OF THE OFFER DOCUMENT.

Reference is made to the notice of Firm Intention to make an Offer issued by Gulf Tamin Ltd. (the "Offeror") dated 29 October 2023 to the board of directors of Arab Insurance Group B.S.C. (the "Offeree" or "ARIG"). Capitalized terms used herein and not defined have the meaning as defined in the Offer Document.

## The Offer

Gulf Tamin Ltd.'s partial offer to acquire 22,001,000 of the issued ordinary shares of ARIG by way of a cash purchase, representing approximately 10% of the issued and fully paid-up ordinary shares of ARIG subject to the fulfillment, or waiver by the Offeror, of the conditions outlined below (the "Offer").

## Dispatch of the Offer Document

Gulf Tamin Ltd. dispatched the Offer Document to the board of directors of ARIG on 19 November 2023. Pursuant to TMA-2.7.7 of the Central Bank of Bahrain ("CBB") Rulebook, Volume 6, Takeovers, Mergers and Acquisitions Module ("TMA Module"), the Offer Document and the Offeree board circular must be sent to the Offeree shareholders by, or on behalf of, the Offeree within 21 calendar days of the date of receipt of the Offer Document by the Offeree.

## The Offeror

Gulf Tamin Ltd. was formed with the sole purpose of acquiring shares in ARIG and is an exempted company incorporated in the Cayman Islands. Its registration number is 403814 with a registered office at Floor 2, Willow House, Cricket Square, PO Box 709, Grand Cayman KY1-1107, Cayman Islands.

## Shareholders of the Offeror

Below are the current shareholdings in the Offeror:

Shareholder's Name	% owned in Offeror
Lepercq Multi-Asset Fund SICAV, FIS	66.67%
Callaway Capital Management, LLC	33.33%
Total	100%

Gulf Tamin Ltd., a Cayman Islands' exempt company, was established on 4 October 2023 solely to acquire shares in ARIG. Its shareholders are Lepercq Multi-Asset Fund SICAV, FIS ("LMA") and Callaway Capital Management. LMA is an investment fund managed by Lepercq de Neufelize & Co. ("Lepercq"). Lepercq was founded in 1936 in New York City as the American investment arm of Banque Schlumberger to act as a financial bridge between Europe and America at the eve of World War II. Today the firm is a family office investing multi-generational capital. With offices in New York, London and Singapore, Lepercq uses its regional, financial and intellectual capital to form longstanding partnerships with local operators. Lepercq's wholly owned subsidiary Lepercq de Neufelize Asset Management LLC is registered with and regulated by the United States Securities and Exchange Commission as a registered investment advisor since April 2002, and provides investment management services to LMA. Lepercq's regulatory assets under management as defined by the Securities and Exchange Commission ("SEC") exceed \$500 million. For additional information, including financial information, please see Lepercq's SEC's filings (<https://adviserinfo.sec.gov/firm/summary/120109>).

Callaway Capital Management, LLC ("Callaway") is an independent alternative asset manager based in the United States and founded by Daniel Freifeld as a Delaware limited liability company in 2013. Callaway provides discretionary investment advisory and management services to private investment funds offered exclusively to sophisticated institutional investors, high net worth individuals, and single- and multi-family offices, specializing in public and private debt and equity investments across the capital structure, with a focus on strategic investment opportunities in emerging and frontier markets. Callaway has been registered with and regulated by the United States Securities and Exchange Commission as a registered investment advisor since March 2022, with over \$132 million in regulatory assets under management, as of its latest public filing in March 2023. For additional information, including financial information, please see Callaway's SEC's filings (<https://adviserinfo.sec.gov/firm/summary/285709>).

Over the years, Lepercq and Callaway have worked together on many investment ventures. This includes their collaborative participation in the EmCap-led initiative to sell ARIG, which commenced on 30 January 2022. To facilitate the joint acquisition of ARIG Shares, Lepercq and Callaway established Gulf Tamin Ltd. together.

The shares owned by Lepercq Multi-Asset Fund SICAV, FIS and Callaway Capital Management, LLC of the Offeror may change prior to the completion of this Offer, but no new shareholders unaffiliated with Lepercq or Callaway will be allowed without CBB approval.

## Board of Directors and Management of the Offeror

The Offeror's board of directors currently comprises 3 board members, as follows:

Board of Directors	Title
Thomas Riboud-Seydoux	Chairman
Daniel Freifeld	Vice-Chairman
Kyle Cleeton	Director and Board Secretary

Gulf Tamin Ltd. does not have a management team outside the Board of Directors

## The Offeree

Arab Insurance Group B.S.C.  
Arig House, Building 131, Road 1702, Diplomatic Area 317  
P.O. Box 26992, Manama, Kingdom of Bahrain

ARIG is registered with the Ministry of Industry and Commerce in the Kingdom of Bahrain under commercial registration number 10701-1 as a public joint stock company whose ordinary shares are listed on the Bahrain Bourse (the BB).

ARIG is licensed by the CBB as a locally incorporated insurance firm.<sup>1</sup>

ARIG has an issued and paid-up share capital of USD 220,000,000 divided into 220,000,000 ordinary shares with a nominal value of USD 1.00 each ("Issued Share Capital"). The company held 21,885,118 shares as treasury stock as of 31 December 2022 with 198,114,882 shares outstanding ("Outstanding Share Capital").

## Details of securities for which the Offer is made

22,001,000 ordinary shares of ARIG that represent approximately 10% of ARIG's Issued Share Capital, exclusive of any shares that are issued after the date of the Offer Document.

The Offeror has not purchased or sold ARIG Shares during the 12-month period prior to the date of the Offer Document and does not hold any ARIG Shares as of the date of the Offer Document.

## Consideration for the Offer

The consideration for the Offer is USD 0.53 cash per 1 ARIG Share. In the event that valid Acceptances in excess of 22,001,000 ARIG Shares are received, the Acceptances will be automatically subject to proration in line with section 5.9 (Proration of Acceptances) of the Offer Document.

The Offer price was considered by the Offeror with reference to advice and assistance from their advisers and their review of due diligence information on ARIG's business.

The Offer is:

- A 56% premium to ARIG's average share trading price since 28 March 2019 when the Board of ARIG requested a removal of its AM Best Rating<sup>2</sup> through to 31 January 2022, the date of ARIG's appointment of Emirates NBD Capital Limited to find a buyer for ARIG<sup>3</sup>
- A 20% premium to ARIG's last traded share price prior to the Board's announcement of offers being received at the annual meeting held on 29 March 2023 and detailed in ARIG's updated assembly minutes<sup>4</sup>
- Equal to ARIG's last traded share price on 26 October 2023 the last Business Day prior to the date of the initial announcement (being the Firm Intention announcement date of 29 October 2023); and
- Equal to ARIG's last traded share price on Last Practicable Date (14 November 2023).

## Mechanism

It is envisaged that the Offer will be implemented by way of a partial offer to the shareholders of ARIG by the Offeror to acquire 22,001,000 ARIG Shares by way of a cash payment, in line with the applicable procedures of the TMA Module.

As a partial offer, in the event that shareholders of ARIG submit complete and accurate acceptances for the Offer in excess of 22,001,000 ARIG Shares, all such acceptances, in excess of the relevant percentage of a shareholder's holdings in ARIG, will be automatically equally pro-rated to the number of shares accepted by each accepting shareholder to result in a total number of accepting shares of 22,001,000. Should shares be pro-rated, ARIG shareholders accepting the Offer may retain a certain number of their shares in ARIG after the Offer. Fractions resulting from such proration will be rounded to the nearest whole number. The Offeror shall also have the right to purchase a limited number of additional shares, in consultation with the CBB, should the rounding result in the need to do so.

It is further envisaged that execution and settlement of the offer will be undertaken off-market through Bahrain Clear. Accordingly, any shareholder of ARIG intending to accept the offer once such offer becomes available should ensure, prior to submitting an acceptance form, that a) their information is up to date at Bahrain Clear; b) its ARIG Shares are unencumbered in any way; and c) any ARIG Shares it owns in physical shares are dematerialized through Bahrain Clear.

Further information is provided in the Offer Document.

## Offer finance sources

The consideration of the Offer will be financed by the shareholders of Gulf Tamin Ltd.

SICO B.S.C.(c), the financial advisor for the Offer, confirms that it has carried out the necessary assessment to confirm that sufficient resources are available to the Offeror to satisfy the full implementation and acceptance of the Offer. The Offeror has also deposited USD 12,000,000 with SICO B.S.C.(c) as the paying agent.

## Conditions Precedent to the Offer

The implementation of the Offer will be subject to the fulfilment or waiver, where applicable, of the following conditions precedent. For the avoidance of doubt, the Offer shall not become unconditional unless the below Conditions Precedent are fulfilled or, where applicable, waived by the Offeror:

- The Offeror having received acceptances in respect of 22,001,000 ARIG Shares representing approximately 10% of the Issued Share Capital;
- Receipt of all regulatory and statutory approvals, exemptions and/or waivers from the CBB;
- Receipt of all regulatory and statutory approvals, exemptions and/or waivers from any other regulatory or statutory authority as may be determined to be required in connection with the Offer; and
- No Material Adverse Effect (as defined below) having occurred prior to, and being continued as at, the date on which the Offer would have been declared unconditional in all respects (but for the occurrence of a Material Adverse Effect).

Shareholders and/or potential investors of ARIG should note that the Offer shall be subject to the satisfaction or, with the exception of conditions (a) and (b) above, waiver by the Offeror (where applicable) of the conditions, and is conditional upon the Offer becoming or being declared unconditional in all respects. Accordingly, the Offer may or may not become unconditional. Shareholders and/or potential investors of ARIG should therefore exercise caution when dealing in the securities of ARIG. Persons who are in doubt as to the action they should take should consult their licensed brokers, dealers, solicitors, professional accountants or other professional advisers.

In the event valid acceptances that represent approximately 10% of the Issued Share Capital of ARIG are not received by the Initial Offer Closing Date (as defined in the Offer Document), the Offeror reserves the right to seek a waiver from the CBB in accordance with TMA-A.1.4 of condition (a) above and proceed to declaring the Offer unconditional in all respects (subject to the satisfaction or, where applicable, waiver of the other conditions), in which case the Offeror may proceed to settlement of the Offer after the Final Offer Closing Date.

For the purposes of condition (d) above, Material Adverse Effect means any event, occurrence or change in circumstances which individually, or when aggregated with all such other events, occurrences or changes, has or could reasonably be expected to have a material adverse effect on the business, assets, liabilities, financial position, profitability or prospects of ARIG, including the financials of ARIG being found to be materially different to the 31 December 2022 published audited financials. The occurrence of a Material Adverse Effect shall be: (i) determined by Offeror (acting reasonably); and (ii) subject to the consent of the CBB.

## Offer expected timeline and key dates

The following dates are subject to change, and any amendments will be announced.

Event	Time and/or Date
Firm Intention sent to ARIG's Board of Directors	Sunday, October 29, 2023
Offer Document sent to ARIG's Board of Directors	Sunday, November 19, 2023
ARIG sends Board Circular to Shareholders	Sunday, December 10, 2023
Last Trading Date	Thursday, December 14, 2023
Suspension Date	Tuesday, December 19, 2023
Record Date	Wednesday, December 20, 2023
Offer Opening Date	Thursday, December 21, 2023
Initial Offer Closing Date	Thursday, January 18, 2024
Offer to be declared unconditional in all respects	Thursday, January 18, 2024
Announcement of results of the Offer (the following Business Day)	Sunday, January 21, 2024
Final Offer Closing Date (conditions have been satisfied)	Sunday, February 4, 2024
Announcement of results of the Offer (the following Business Day)	Monday, February 5, 2024
Settlement Date for payment for Shares	Wednesday, February 14, 2024

## Offeror's intention for the future of the company

The Offeror intends to appoint an individual to the Board of ARIG who will fulfill its fiduciary responsibility to all shareholders. As a board member, the Offeror's appointee would seek continued operations and employment of all employees.

## Procedures for accepting the Offer

All ARIG Shareholders who are willing to accept the Offer will be required submit the completed Acceptance and Transfer Forms (along with the required documentation), physically at the desk of the Receiving Agent at the Bahrain Bourse during the Offer Period. ARIG Shareholders residing outside of Bahrain may communicate with the Receiving Agent at [agent@sicobank.com](mailto:agent@sicobank.com).

Copies of the Offer Document can be located at the following websites: [www.sicobank.com](http://www.sicobank.com) and [www.bahrainbourse.com](http://www.bahrainbourse.com). Copies of the Acceptance and Transfer Form will be available with the Receiving Agent from the Offer Opening Date. A specimen of the Acceptance and Transfer Form will also be available on the following websites: [www.sicobank.com](http://www.sicobank.com) and [www.bahrainbourse.com](http://www.bahrainbourse.com).

Please refer to section 6 (Procedures for Accepting the Offer) of the Offer Document for further details.

Important note: Pursuant to TMA-2.20, TMA-2.21, TMA-3.2.4 and TMA 3.2.5 the Offeror's associates are reminded of the restrictions to dealing and to disclose all dealings in any securities of Arab Insurance Group B.S.C. Pursuant to TMA-3.2.4 the Offeror confirms that it will not be purchasing ARIG Shares outside of the Offer during the Offer Period. Pursuant to TMA-3.2.5 the Offeror further confirms that it will not be acquiring ARIG Shares during the 12 month period following the Offer Period, except with the consent of the CBB.

On behalf of the Offeror

Thomas Riboud-Seydoux  
Chairman

Daniel Freifeld  
Vice Chairman

## OFFEROR

## GULF TAMIN LTD.

Shareholders of the Offeror		
Callaway Capital Management LLC	Lepercq Multi-Asset Fund SICAV-FIS	
Legal Advisors to the Offeror	Transfer Agent and Registrar	Financial Adviser to the Offeror, Receiving Agent, & Paying Agent

<sup>1</sup> <https://www.cbb.gov.bh/licensing-directory/>

<sup>2</sup> <https://www.businesswire.com/news/home/20190328005760/en/AM-Best-Withdraws-Credit-Ratings-of-Arab-Insurance-Group-B.S.C>

<sup>3</sup> [https://www.arig.net/wp-content/uploads/2022/02/Disclosure-of-Material-Information\\_31.01.2022.pdf](https://www.arig.net/wp-content/uploads/2022/02/Disclosure-of-Material-Information_31.01.2022.pdf)

<sup>4</sup> [https://bahrainbourse.com/File%20Attachments/20042023131022/20042023131022\\_File1.pdf](https://bahrainbourse.com/File%20Attachments/20042023131022/20042023131022_File1.pdf)