



GFH FINANCIAL GROUP B.S.C.

(Incorporated in the Kingdom of Bahrain)
Commercial Registration Number 44136

5th January 2022

ANNOUNCEMENT OF THE RESULTS AND FINAL CLOSURE OF GFH FINANCIAL GROUP B.S.C.'s (the "OFFEROR" or "GFH") OFFER TO ACQUIRE UP TO 100% OF THE ISSUED AND PAID UP ORDINARY SHARES OF KHALEEJI COMMERCIAL BANK B.S.C. (the "OFFEREE" or "KHCB")

DISCLAIMER STATEMENT

THE CENTRAL BANK OF BAHRAIN ("CBB") AND BAHRAIN BOURSE ASSUME NO RESPONSIBILITY FOR THE CONTENTS OF THIS ANNOUNCEMENT, MAKE NO REPRESENTATION AS TO ITS ACCURACY OR COMPLETENESS AND EXPRESSLY DISCLAIM ANY LIABILITY WHATSOEVER FOR ANY LOSS HOWSOEVER ARISING FROM OR IN RELIANCE UPON THE WHOLE OR ANY PART OF THE CONTENTS OF THIS ANNOUNCEMENT. THIS ANNOUNCEMENT IS FOR INFORMATION PURPOSES ONLY AND DOES NOT CONSTITUTE AN INVITATION OR OFFER TO ACQUIRE, PURCHASE OR SUBSCRIBE FOR THE SECURITIES OF KHCB.

DIRECTORS' DECLARATION

THE DIRECTORS OF GFH ISSUING THIS ANNOUNCEMENT JOINTLY AND SEVERALLY ACCEPT FULL RESPONSIBILITY FOR THE ACCURACY OF INFORMATION CONTAINED IN THIS ANNOUNCEMENT. 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 THIS ANNOUNCEMENT IS IN ACCORDANCE WITH THE TERMS OF THE OFFER FROM GFH AND CONTAINS NO MATERIAL OMISSIONS LIKELY TO AFFECT THE IMPORTANCE AND COMPLETENESS OF THIS ANNOUNCEMENT.

Reference is hereby made to the Revised Offer Document dated 24th November 2021 and the Waiver of Conditions announcement made on 20th December 2021 to acquire up to 100% of the issued and paid up ordinary shares of KHCB, representing up to 187,589,034 ordinary shares of KHCB (constituting voting rights), not currently owned by GFH, representing up to 21.03% stake of KHCB's issued and paid-up share capital. Capitalized terms used herein and not defined have the same meaning as defined in the Revised Offer Document.

GFH's Board of Directors is pleased to announce the successful closure of the Offer Period on 4th January 2022 following its commencement on 6th November 2021.

On 4th January 2022, KFin Technologies (Bahrain) W.L.L., the appointed Receiving Agent for the Offer, confirmed in writing to the Board of Directors of GFH that after business hours on 4th January 2022, a total

of 108,046,105 shares of KHCB were surrendered to GFH, representing 12.11% of the total issued and paid up ordinary shares of KHCB and 57.63% acceptances of the Offer.

The following table depicts the results of the Offer:

Number of KHCB Shares Surrendered	% of Total Issued KHCB Shares
108,046,105	12.11%

Following settlement on 11th January 2022, GFH's shareholding in KHCB shall be as follows:

	Number of KHCB Shares Owned	% of Total Issued KHCB Shares
GFH's Shareholding in KHCB Prior to the Offer	616,057,287	69.06%
KHCB Shares Acquired by GFH Pursuant to the Offer	108,046,105	12.11%
GFH's Shareholding in KHCB Pursuant to the Offer on the Settlement Date	724,103,392	81.17%

The above results, including the allotment of the GFH Shares, are subject to the approval of the CBB and any changes will be subject to any updated public disclosure. Settlement shall be effected on 11th January 2022 (the "Settlement Date") through the following mechanisms:

- 1) For the cash settlement of BHD 0.024 per KHCB Share, either:
 - a. A wire transfer in Bahraini Dinars to the KHCB shareholder's bank account depicted on the submitted Acceptance and Transfer Form if such option was selected on the form effected on the Settlement Date; or
 - b. A manager's cheque in Bahraini Dinars issued in the name of the KHCB shareholder will be made available for collection from the Settlement Date at KHCB's main branch (Shop 2401, Building 1398, Road 2381, Block 346, Manama Sea Front, Kingdom of Bahrain) for those KHCB shareholders if such option was selected on the form.

- 2) For the share settlement of 0.384 GFH Shares per KHCB Share, the shares will be automatically credited, in electronic form only, to their account with Bahrain Clear and their surrendered KHCB Shares will be automatically transferred to GFH's account. No share certificates will be issued. Any fractional shares resulting from applying the share exchange ratio will be rounded to the nearest integer as described in the Revised Offer Document. Allotment notices will be made available for collection at the Bahrain Clear desk on the trading floor of Bahrain Bourse during normal working hours. This original allotment notice will be required to deposit the GFH Shares received into any trading account of such recipient held with an authorised broker on the Bahrain Bourse and prior to any trading activity on these shares.

On the Settlement Date, the shareholder registers of each of GFH and KHCB will be updated to reflect the changes resulting from the Offer.



The remaining Offer timetable is as follows:

Settlement Date	11 th January 2022
Allotment Notices made available for collection at Bahrain Clear to KHCB Shareholders who have opted for the Offer	11 th January 2022
KHCB Shares resume trading	12 th January 2022

All KHCB shareholders who did not participate in the Offer will remain as shareholders of KHCB with their shareholding unchanged as a result of the Offer.

KHCB shares will remain listed on Bahrain Bourse and their trading will resume on 12th January 2022.

For or on behalf of the board of GFH Financial Group B.S.C.

A handwritten signature in black ink, appearing to be "Ghazi Al Hajeri", written over a horizontal line.

Mr. Ghazi Al Hajeri
Vice Chairman

