

BHM Capital Financial Services – Private Joint Stock Company
Invitation to Shareholders to Subscribe to New Shares

BHM Capital Financial Services – Private Joint Stock Company (the "**Company**") is pleased to invite its esteemed shareholders to subscribe to the new cash shares resulting from the Company's share capital increase, which was approved by the General Assembly.

1. Capital Increase Resolution

The Company's General Assembly convened on 21 April 2025 and unanimously approved a resolution to increase the Company's share capital from AED 200,000,000 to AED 400,000,000 by issuing 200,000,000 new cash shares at a par value of AED 1 per share.

2. Capital Increase Value and Issue Price

- **Amount of capital increase:** AED 200,000,000
- **Share capital after the increase:** AED 400,000,000
- **Number of new shares:** 200,000,000
- **Issue price:** AED 1 per share (no share premium)
- **Eligibility:** Subscription is limited to shareholders registered as of the eligibility date, in proportion to their ownership as of that date.

3. General Company Information and Subscription Rights

- **Company Name:** BHM Capital Financial Services – Private Joint Stock Company
- **Registration with Ministry of Economy:** Registered under No. 236 dated 11/03/2006
- **Head Office:** Dubai, United Arab Emirates
- **Company Activities:** Brokerage Activities in Securities & Bonds trading in the United Arab Emirates and/or abroad after obtaining approvals from the competent authorities, and any other activities organized by Securities and Commodities Authority in UAE, for example but not limited to, Local Shares & Bonds Broker, Securities Portfolios Management, Financial Advisors, Dealing in Securities, Managing Investments of Investment Funds, Consulting in Listing Securities, Crowd Funding Platform Operator, and Market Maker in securities and fixed income instruments.
- **Current issued and paid-up capital:** AED 200,000,000
- **Current number of shares:** 200,000,000
- **Listing Market:** Dubai Financial Market
- **Par value per share:** AED 1
- **Form of capital increase:** Issuance of new cash shares

- **Purpose of capital increase:** The primary objective of the proposed capital increase is to strengthen the Company's liquidity position and to support the execution of its strategic growth initiatives. The net proceeds from the capital increase are envisaged to be deployed as follows:
 - 20% – Investment in technology infrastructure and digital transformation and AI.
 - 25% – Expansion into key regional markets
 - 25% – Scaling market-making and liquidity provision capabilities
 - 30% – Enhancing overall market liquidity and trading efficiency

This capital increase is expected to support the Company's long-term strategic direction and contribute to sustainable value creation, with an anticipated annual return on investment of approximately 25–30% over the next three years.

- **Regulatory Authority:** UAE Securities and Commodities Authority (SCA)
- **Auditor:** Grant Thornton

4. Subscription Terms

(A) Subscription Rights:

Shareholders registered in the shareholder register of BHM Capital Financial Services at the end of the trading day on (Thursday, 28 August 2025) (the "**Eligibility Date**"/Book Closure Date) are entitled to subscribe to the new shares in proportion to their ownership as of that date. Subscription rights are **non-transferable**, and cannot be sold or assigned.

(B) Subscription Period:

- **Start Date:** Monday, 8 September 2025
- **End Date:** Thursday, 18 September 2025

No subscription requests will be accepted after the closing date.

(C) Allocation Policy and Subscription for Remaining Shares:

Eligible shareholders may submit **one (1) subscription request** for the number of new shares they wish to subscribe to at the issue price of AED 1 per share—whether equal to or exceeding their entitlement.

Allocation will be as follows:

1. **First:** Proportional allocation to shareholders based on their ownership as of the eligibility date.
2. **Second:** If unsubscribed shares remain (due to unexercised rights or rounding), they will be proportionally allocated among those who requested more than their entitlement, based on the ratio of excess shares requested by each shareholder to the total excess requested.

Please note: Requesting more shares than entitled does not guarantee full allocation. Any excess subscription amount will be refunded within five (5) business days from the announcement of allocation results, to the bank account used for payment or via the same method of payment, as determined by the Company.

(D) Ownership Restrictions:

There are no ownership restrictions based on nationality.

(E) Subscription Forms:

Subscription forms are available from the Company and can be requested using the contact details provided below. Shareholders must complete the form and submit it with all required documents and proof of full payment.

(F) Payment Methods:

Payment must be made via bank transfer to the Company's designated account (transfer receipt required). Refer to the subscription form for bank account details.

(G) Payment Amount:

Full payment for the subscribed shares is required at the time of submission.

(H) Allocation & Refund of Excess:

In case of partial allocation, the excess funds will be refunded within five (5) business days from the allocation date using the same method of payment or bank account used during subscription.

(I) Required Documents:**For Individuals:**

- Valid Emirates ID or passport copy
- If signed by a representative:
 - Valid notarized Power of Attorney
 - Passport copy of authorized representative and subscriber
- If a minor subscriber:
 - Passport copy of legal guardian and minor
 - Court-certified guardianship documents if appointed by court

For Legal Entities (Companies, Banks, Funds):**UAE-based entities:**

- Trade license or commercial registration copy
- Legal authorization or board resolution authorizing the signatory
- Passport copy of authorized signatory

Foreign entities:

- Commercial license or registration document
- Legal authorization for signatory
- Passport copy of authorized signatory

All foreign documents must be notarized and legalized by the UAE Ministry of Foreign Affairs.

Additional documents may be requested based on the type and jurisdiction of the entity.

5. Investor Relations

For inquiries related to the subscription process, required documents, or procedures, please contact:

- **Email:** IR@bhmuae.ae

6. Subscription Procedures

Eligible shareholders wishing to subscribe should follow these steps:

- (A) Obtain the subscription form from the Company or Investor Relations
- (B) Complete and sign the form
- (C) Attach required supporting documents (see section 4(I))
- (D) Transfer full payment for the shares to the designated bank account
- (E) Submit the form, documents, and proof of payment to the Company Head Office in Dubai, or its branch in Abu Dhabi as per the addresses table below

Company Branches Designated to Receive Subscription Applications

Head Office (Dubai)	49th Floor, Vision Tower, Business Bay, Dubai, United Arab Emirates
Abu Dhabi Branch	Ground Floor, Leaf Tower, Al Reem Island, Abu Dhabi, United Arab Emirates

- (F) Receive confirmation of submission (requests will not be accepted if incomplete)

7. Key Dates

Event	Date
Shareholders' Invitation	Monday, 28 July 2025
Last Trading Day to Be Eligible for Capital Increase	Tuesday, 26 August 2025
Ex-Rights Date	Wednesday, 27 August 2025
Record Date (Eligibility / Book Closure Date)	Thursday, 28 August 2025
Subscription Start Date	Monday, 8 September 2025
Subscription End Date	Thursday, 18 September 2025
Share Allocation (in coordination with Dubai CSD)	Thursday, 25 September 2025
Refund of Excess (if any)	Wednesday, 1 October 2025

Important Notes:

- If the subscription closing date falls on a public holiday, the period will automatically extend to the next working day.
- The share price will be adjusted after the due date in accordance with the mechanism approved by the Dubai Financial Market and in line with the market's applicable regulations and procedures.