

## **SHUAA Capital shareholders approve transformational transaction with ADFG at General Meeting today**

- 100% of SHUAA Capital's shareholders in attendance at the General Meeting have voted in favour of the proposed combination with ADFG
- Transaction implies that ADFG's shareholders will own 58% of the enlarged entity, with SHUAA's existing shareholders owning 42%
- This combination makes compelling strategic sense, bringing together a unique full-service product offering for clients via an enhanced distribution network, and benefiting from ADFG's track record of continuous profitability and returns, thereby creating substantial shareholder value

**Abu Dhabi, UAE, 11 July 2019:** SHUAA Capital PSC (SHUAA), a market leader in regional investment banking and capital markets services, today announced that it had concluded its shareholders' General Meeting to approve the proposed transaction with Abu Dhabi Financial Group L.L.C. (ADFG), a leading investment group in the region. Shareholders voted strongly in favour of the proposed combination, with 100% of shareholders in attendance approving the transaction.

The transaction is now subject to final regulatory approvals and satisfaction of conditions precedent and is expected to be completed soon.

**Jassim Alseddiqi, CEO of ADFG, said,** *"We are delighted to have received shareholder approval for this deal and the strong voting in favour of the combination recognizes the compelling strategic rationale behind this deal. We are bringing together two market leaders, ADFG and SHUAA, to create the leading Asset Management and Investment Banking platform in the region. We believe there is an exciting opportunity to create significant value for all shareholders and I look forward to working with the enlarged team to deliver continued growth."*

### **Transaction structure**

Under the terms of the Transaction, SHUAA will issue 1,470,720,000 new SHUAA shares to ADFG's parent company Abu Dhabi Capital Management (the Strategic Investor) in return for the entire issued share capital of ADFG. This implies the Strategic Investor will own 58% of the enlarged entity.

As a demonstration of the Strategic Investor's commitment to the Transaction, the new SHUAA shares will be subject to a 12-month lock-up from the date of admission. The agreed valuation represents a 60% premium to the undisturbed SHUAA share price.

Following the admission of the new SHUAA shares, the issued share capital of SHUAA will increase from 1,065,000,000 SHUAA shares to 2,535,720,000 SHUAA shares. The combined entity will remain listed on Dubai Financial Market and is expected to be rebranded as "ADFG" with work on a full integration plan underway.

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### **About ADFG ([www.adfg.ae](http://www.adfg.ae))**

ADFG is a leading global investment group that provides, through its regulated subsidiaries, a wide range of investment opportunities and financial services. The Group's diversified investor base includes corporations, financial institutions, sovereign wealth funds and family offices. The company pursues a strategy of opportunistic investments across a variety of sectors and geographies.

ADFG was established in 2011 and has since evolved to become a major player in the region, delivering attractive returns to its clients. Today, ADFG has assets under management of US\$11.5 billion. The Group has received widespread acclaim for its strong track record and pioneering approach to investing.

### **About SHUAA ([www.shuaa.com](http://www.shuaa.com))**

Established in 1979, and often considered to be the most recognized financial advisory and investment firm in the Middle East, SHUAA is an integrated financial services firm headquartered in the United Arab Emirates. The firm services corporate and institutional clients, governments, family businesses and high-net-worth-individuals with expertise in the areas of Asset Management, Investment Banking, Capital Markets and Credit. SHUAA is a public shareholding company with its shares listed on the Dubai Financial Market. The firm is regulated as a financial investment company by the UAE Central Bank and the Emirates Securities and Commodities Authority.

### **Contact Information**

ASDA'A BCW

Sophie McNulty / Dhanya Issac / Tarek Zahnan

Dubai, UAE

Tel: 971-4-450-7600

Email: [sophie.mculty@bcw-global.com](mailto:sophie.mculty@bcw-global.com) / [dhanya.issac@bcw-global.com](mailto:dhanya.issac@bcw-global.com) / [tarek.zahnan@bcw-global.com](mailto:tarek.zahnan@bcw-global.com)

ADFG

Hani El Abid, Senior Marketing Manager

Email: [helabid@adfg.ae](mailto:helabid@adfg.ae)

SHUAA

Mohamed Tahboub, Group Head of Investor Relations, Corporate Communications & Marketing

Email: [mtahboub@shuaa.com](mailto:mtahboub@shuaa.com)

### **Cautionary Statement Regarding Forward-Looking Information:**

*This document contains forward-looking statements. Forward-looking statements are neither historical facts nor assurances of future performance. Instead, they are based only on our current beliefs, expectations and assumptions regarding the future of our business, future plans and strategies, projections, anticipated events and trends, the economy and other future conditions. Forward-looking statements can be identified by words such as: "anticipate," "aspire," "intend," "plan," "goal," "objective," "seek," "believe," "project," "estimate," "expect," "forecast," "strategy," "target," "trend," "future," "likely," "may," "should," "will" and similar references to future periods.*

*Examples of forward-looking statements include, among others, statements we make regarding:*

- *Expected operating results, such as revenue growth and earnings.*
- *Anticipated levels of expenditures and uses of capital*
- *Current or future volatility in the capital and credit markets and future market conditions.*

*Because forward-looking statements relate to the future, they are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict and many of which are outside of our control. Our actual results and financial condition may differ materially from those indicated in the forward-looking statements. Therefore, you should not rely on any of these forward-looking statements. Important factors that could cause our actual results and financial condition to differ materially from those indicated in the forward-looking statements include, among others, the following: Our ability to maintain adequate revenue levels and cost control; economic and financial conditions in the global markets and regional markets in which we operate, including volatility in interest rates, commodity and equity prices and the value of assets; the implementation of our strategic initiatives, including our ability to effectively manage the redeployment of our balance sheet and the expansion of our strategic businesses; the reliability of our risk management policies, procedures and methods; continued volatility in the capital or credit markets; geopolitical events; developments and changes in laws and*

*regulations, including increased regulation of the financial services industry through legislative action and revised rules and standards applied by our regulators.*

*Any forward-looking statement made by us in this document and presentation is based only on information currently available to us and speaks only as of the date on which it is made. No representation or warranty, express or implied, is made as to the accuracy, completeness or fairness of the information and opinions contained in this document. We undertake no obligation to publicly update any forward-looking statement whether as a result of new information, future developments or otherwise.*