

**NAEEM Holding for Investments SAE listing Prospectus in Dubai Financial Market as a  
foreign joint stock company  
First trading day on Sunday March 25<sup>th</sup>2018**

<p align="center"><b><u>1- NAEEM Holding for Investments SAE company profile</u></b></p>	<ul style="list-style-type: none"> <li>- NAEEM Holding for Investments is an Egyptian joint stock company established in 15\5\2006 , commercial register number 881 . First trading day on the Egyptian stock exchange was 16\11\2006. NAEEM is considered one of the largest investment banks in the MENA region; it is a full-fledged investment bank that provides financial services including investment banking services, securities brokerage, asset management, and securities research. Additionally NAEEM has proprietary investments in diversified sectors including Real Estate, Industrial, Banking and Financial Services.</li> <li>- NAEEM Holding for Investments is a listed company on the Egyptian Stock Exchange (NAHO. CA) owned by more than 4,000 institutional and retail shareholders. The company has a significant regional presence with over 200 employees across offices in Egypt (full investment banking services), UAE (Abu Dhabi and Dubai, full investment banking services) with paid in capital USD 218,594,893 , number of outstanding shares 312,278,418, par value per share USD (0.7).</li> <li>- NAEEM has a wide Middle East and North Africa (MENA) based network of high net worth individuals and institutional investors.</li> </ul>
<p align="center"><b><u>2- Company main activity</u></b></p>	<p>Contribution to the establishment of companies or their capital increase, financial leasing, factoring, private equity, underwriting &amp; IPO's placement and custodian.</p>
<p align="center"><b><u>3- Purpose of Listing</u></b></p>	<p>As part of the management's continuous endeavors to place NAEEM Holding among the top regional financial investment companies operating in the field of financial activities, and as part of its strategy to expand its clientele and shareholders as well as to maximize the value offered to the company's shareholders through exposure to new markets in the region, and finally to improve the stock liquidity and trading turnovers, the company has selected the United Arab Emirates for dual listing and trading of its shares in Dubai Financial Market (DFM).</p>

<b>4- Subsidiaries &amp; sister companies</b>	<b><u>Subsidiaries</u></b>	<b><u>Ownership</u></b> %
	NAEEM Brokerage	99.96
	NAEEM For Financial Investments	99.99
	NAEEM Mortgage for Real Estate	98.4
	NAEEM Real Estate Fund ( previously: NAEEM Investment fund)	99.5
	NAEEM Consulting Services	98
	Gold Capital	98.8
	NAEEM Capital Limited	100
	Arab Sweeteners Company	99.98
	NAEEM for Investment Fund Management	99.8
	Al Tawfik for Financial Investments	99.98
	Al Tawfik for Brokerage	99.96
	NAEEM For Real Estate Investment Management Limited	100
	NAEEM Misr Investment Fund	35.72
	NAEEM Real Estate private equity Fund	99
	Mena Mac Fund company	99
	NAEEM Mena Growth Fund company	99
Reacap for Financial Investments (previously Reacap Holding)	47.61	
Etihad Capital	31.2	

<b>5- Board of directors and executive management</b>	<b><u>Board of Directors</u></b>		
	<b><u>Name</u></b>	<b><u>Position</u></b>	<b><u>Membership in boards of directors of other joint stock companies</u></b>
	Mr. Hussein Ben Ali Ben Hussein Shobokshi	Chairman of the Board	None
	Mr. Youssef Mohamed Medhat Youssef El-Far	Vice Chairman and Chief Executive Officer	None
	Dr. Nasser Ben Abdallah Ben Nasser Al-Mohawes	Board Member	None
	- REGIONAL INVESTMENT represented by Dr. Ahmed Saad Abd El- Latif	Board Member	None
	- REGIONAL INVESTMENT represented by Mr. Mohamed Aly El-Sayed	Board Member	None
	Mr. Khamis Mohamed Buharoon Elshamsy	Board Member	Abu Dhabi Islamic Bank- Abu Dhabi National Takaful Co.- Agthia Company

	Mr. Mubarak Ahmed Mohamed Bin Fahd Al Muhairy	Board Member	Commercial Bank International CBI
	<b><u>Executive Management</u></b>		
	Mr. Youssef Mohamed Medhat Youssef El-Far	Vice Chairman & Chief Executive Officer	None
	Ms. Omnia Saad Abdel Rahman Kelig	Chief Investment Officer	None
	Mr. Talal Mohamed Akeil Weshah	Deputy CEO Finance and Administration	None
	Mr. Ahmed Mahmoud Morsy El Gammal	Head of Finance Department	None

<b><u>6A- Top 10 company's shareholders and their ownership (number of shares and %)</u></b>	<b><u>Name</u></b>	<b><u>Nationality</u></b>	<b><u>Number of shares</u></b>	<b><u>Ownership %</u></b>
	Youssef Mohamed Medhat Youssef El-Far	Egypt	68,119,766	%21.81
	Regional Investment	Bahrain	52,286,708	%16.74
	Nasser Ben Abdallah Ben Nasser Al-Mohawes	Saudi Arabia	26,793,727	%8.58
	ESOP for NAEEM Holding for Investments Employees	Egypt	20,659,472	%6.61
	ICAP Investment Company	Saudi Arabia	19,981,088	%6.39
	Mohamed Ben Ibrahim Ben Mohamed Aba Al-Ghoneim	Saudi Arabia	16,278,800	%5.21
	Emirates NBD	UAE	16,004,195	%5.12

	National Bank of Abu Dhabi	UAE	13,206,563	%4.22
	Al-Jazira Capital	Saudi Arabia	10,558,243	%3.38
	Sherif Tadrous Nassar	Palestine	7,430,138	%2.38

<b><u>6B- Board members and their first degree relatives shares' ownership</u></b>	<b><u>Name</u></b>	<b><u>Nationality</u></b>	<b><u>Category</u></b>	<b><u>Number of shares owned by member</u></b>	<b><u>Number of shares owned by the representative</u></b>	<b><u>Number of first degree relatives among shareholders</u></b>
	Mr. Hussein Ben Aly Ben Hussein Shobokshi	Saudi Arabia	Individual	1,099,999	-	None
	Mr. Youssef Mohamed Medhat Youssef El-Far	Egypt	Individual	68,119,766	-	2
	Dr. Nasser Bin Abd Allah Bin Nasser Al-Mohawes	Saudi Arabia	Individual	26,793,727	-	2
	Regional Investment Mr. Ahmed Saad Abd El- Latif	Bahrain	Regional Investment	52,286,708	82,188	None
	Regional Investment Mr. Mohamed Ali El-Sayed	Bahrain	Regional Investment	52,286,708	439,999	1
	<b><u>Relatives</u></b>	<b><u>Relation to Board member</u></b>		<b><u>Balance</u></b>		
	Fatma El Zahraa El Sayed Aly	Spouse- Youssef Mohamed Medhat El-Far		1,160,927		
	Hekmat Mahmoud El Sherbiny	Mother-Mohamed Aly El Sayed and Mother in law Youssef Mohamed Medhat El-Far		252,999		
	Yasser Ben Nasser Abdallah Al-Mohawes	Son- Nasser Ben Abdallah Ben Nasser Al-Mohawes		234,843		
Abd Allah Ben Nasser Abdallah Al-Mohawes	Son- Nasser Ben Abd Allah Ben Nasser Al-Mohawes		6,883			

<b><u>6C- Executive management and their first degree relatives shares' ownership</u></b>	<b><u>Name</u></b>	<b><u>Position</u></b>	<b><u>Balance</u></b>	<b><u>Number of relatives of the first class of shareholders</u></b>
	Mr. Youssef Mohamed Medhat Youssef El-Far	Vice Chairman & Chief Executive Officer	68,119,766	2
	Ms. Omnia Saad Abdel Rahman Kelig	Chief Investment Officer	None	None
	Mr. Talal Mohamed Akeil Wishah	Deputy CEO Finance and Administration	None	None
	Mr. Ahmed Mahmoud Morsy El Gamal	Head of Finance department	None	None
	<b><u>Relatives</u></b>	<b><u>Relation to Executive manager</u></b>	<b><u>Balance</u></b>	
	Fatma El Zahraa El Sayed Aly	Spouse- Youssef Mohamed Medhat El-Far	1,160,927	
	Hekmat Mahmoud El Sherbiny	Mother in law Youssef Mohamed Medhat El-Far	252,999	

<b><u>6D- Shareholders' ownership by nationality</u></b>	<b><u>Country</u></b>	<b><u>Ownership %</u></b>
	GCC countries	53.6
	Other Arab countries	0.8
	Egypt	43.4
	Foreigners	2.2

7-  
**Important**  
**Events**

- The Company's authorized capital amounts to USD 600,000,000 and the initial issued and paid up capital at the date of incorporation amounted to USD 120,000,000 divided over 120,000,000 shares each with a par value of USD 1.
- On 18/7/2006, the board of directors approved an increase in the issued and paid up capital from USD 120,000,000 to USD 240,000,000 and increase the shares from 120,000,000 shares to 240,000,000 shares each with a par value of USD 1 and the increase was fully subscribed in.
- On 30/3/2008 the general assembly meeting agreed on board of directors' proposal to declare 1 stock dividend for every 3 shares with total amount of USD 80,000,000, On 16/7/2008 the capital increase was registered at Misr for Central Clearing, Depository and Registry Company, Accordingly, issued and paid up capital amounted to USD 320,000,000 divided over 320,000,000 shares each with a par value of USD 1.
- On 11/11/2009 the board of directors decided to redeem 10,660,529 shares from treasury shares at their par value (Note 19), Accordingly the Company issued and paid up capital amounted to USD 309,339,471.
- On 14/4/2011 extra ordinary general assembly meeting decided to redeem 5,017,471 shares of treasury shares with their par value (Note 19) accordingly issued and paid up capital becomes USD 304,322,000.
- On 21/5/2012, according to the decree of the Extraordinary General Assemble Meeting, 10,432,529 shares of treasury shares have been redeemed with their par value (Note 19), accordingly issued and paid up capital becomes USD 293,889,471.
- On 6/8/2013, according to the decree of the Extraordinary General Assemble Meeting, 10,000,000 shares of treasury shares have been redeemed with their par value (Note 19), accordingly issued and paid up capital becomes USD 283,889,471. On 16/1/ 2014 the articles no, 6 & 7 of the company's article of association has been changed and the changes were highlighted in the commercial register on that date.
- Pursuant to the decisions of the extraordinary general assembly held on 25/7/2016, which stipulated for reducing the issued and paid-up capital from US\$ 283,889,471 to US\$ 198,722,629.70, by way of reducing the nominal value per share from 1 US\$ to US\$ 0.70 while keeping the number of shares as it is, i.e. 283,889,471 shares. The aforesaid decisions further stipulated for transferring the reduced portion of capital, amounting to US\$ 85,166,841.30, to the company's reserves (general reserve), and for amending articles nos. (6 and 7) of the company's articles of association.

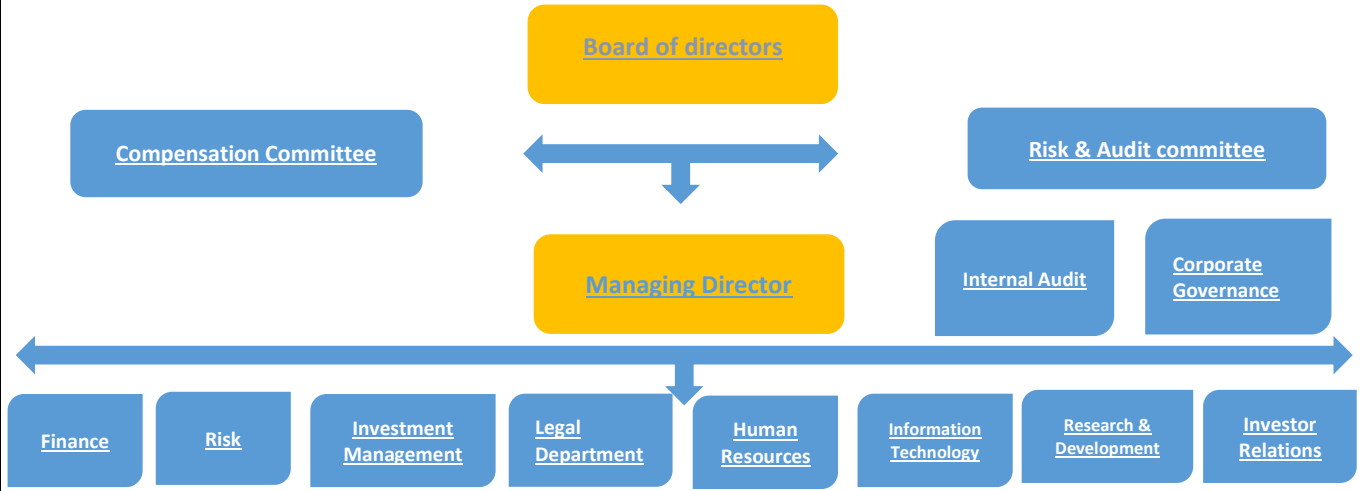
<p><b><u>8: Summary of general assemblies' decisions in the two years prior to the listing application</u></b></p>	<p><u>24/03/2016</u> AGM</p>	<ol style="list-style-type: none"> <li>1. Approving the Board of Directors report on the company's operations in the financial year ending on 31/12/2015.</li> <li>2. Approving the auditor's report on the company's standalone and consolidated financial statements for the financial year ending on 31/12/2015.</li> <li>3. Approving the company's standalone and consolidated financial statements for the financial year ending on 31/12/2015.</li> <li>4. Relieving the board of directors from any liability concerning the results of the financial year ending on 31/12/2015.</li> <li>5. Renewing the appointment and setting the auditor's fees for the financial year ending on 31/12/2016.</li> <li>6. Authorizing the board of directors to make donations as per the legally prescribed limit for the financial year ending on 31/12/2016.</li> <li>7. Specifying the attendance and transportation allowance for the board of directors meetings for the financial year ending on 31/12/2016.</li> <li>8. Approving commutative contracts and authorizing the board of directors to enter into commutative contracts during the financial year ending on 31/12/2016.</li> <li>9. Approving the annual disclosure report.</li> </ol>
	<p><u>29/06/2016</u> AGM</p>	<ol style="list-style-type: none"> <li>1. Approving the new board member appointment to the board of directors.</li> <li>2. Approving that NAEEM Holding for Investments will provide corporate guarantee for its subsidiaries and authorizing the Managing Director to guarantee agreements.</li> <li>3. Assigning an auditor the task of reviewing and issuing the auditor's report of the company's financial statements as per the international accounting standards to an auditor as well as determining this auditor's fees.</li> </ol>
	<p><u>29/06/2016</u> EGM</p>	<p>Amending the share par value from USD 1 to USD 0.7; thereby the issued and paid-up capital after the amendment will be USD 198,722,629.70, distributed over 283,889,471 shares with par value of USD 0.7 per share.</p> <p>Transferring the amount of capital reduction worth USD 85,166,841.30 to the company's reserves and amending the article of association number 6 and 7 accordingly.</p>
	<p><u>25/07/2016</u> EGM (second meeting)</p>	<p>Amending the share par value from USD 1 to USD 0.7; thereby the issued and paid-up capital after the amendment will be USD 198,722,629.70, distributed over 283,889,471 shares with par value of USD 0.7 per share.</p> <p>Transferring the amount of capital reduction worth USD 85,166,841.30 to the company's reserve and amending the articles of association number 6 and 7 accordingly.</p>

	<p><u>10/11/2016</u> EGM</p>	<ol style="list-style-type: none"> <li>1. Approving the listing of company's shares in Abu Dhabi Securities Exchange, provided that the amount to be listed shall be no more than one third of the company's capital, and authorizing the Managing Director to sign all agreements required in this regard in the Arab Republic of Egypt and aboard.</li> <li>2. Approving that NAEEM Holding for Investments will provide corporate guarantee for its subsidiaries and authorizing the Managing Director to sign guarantee agreements.</li> </ol>
	<p><u>19/03/2017</u> AGM</p>	<ol style="list-style-type: none"> <li>1. Discussing and approving the Board of Directors report on the company's operations in the financial year ending on 31/12/2016.</li> <li>2. Discussing and approving the auditor's report on balance sheet and closing statements for the financial year ending on 31/12/2016.</li> <li>3. Approving the balance sheet and closing statements for the financial year ending on 31/12/2016.</li> <li>4. Relieving the board of directors from any liability regarding the results of the financial year ending on 31/12/2016.</li> <li>5. Renewing the appointment of the board members as per the provisions of Article no.234 of the Executive Regulations of Law number 159 for the year 1981.</li> <li>6. Renewing the auditor's appointment and setting his fees for the financial year ending on 31/12/2017.</li> <li>7. Authorizing the board of directors to make donations as per the legally prescribed limit for the financial year ending on 31/12/2017.</li> <li>8. Specifying the attendance and transportation allowance for the board of directors for the financial year ending on 31/12/2017.</li> <li>9. Authorizing the members of the board of directors to enter into commutative contracts during the financial year ending on 31/12/2017.</li> <li>10. Approving the annual disclosure report in accordance with the Listing Rules.</li> </ol>
	<p><u>22/06/2017</u> AGM</p>	<ol style="list-style-type: none"> <li>1. Approving the dividends distribution proposal made by the board of directors on 25/05/2017 for distributing approximately 0.10 stock dividend for each underlying share.</li> </ol>
	<p><u>22/06/2017</u> EGM</p>	<ol style="list-style-type: none"> <li>1. Increasing the company's issued and paid-up capital from USD 198,722,629.70 to USD 218,594,892.60, representing an increase of USD19,872,262.90, with share par value of USD 0.7, through issuing 28,388,947 bonus shares to be financed through reserves, based on distributing approximately 0.10 stock dividend for each underlying share.</li> </ol>
	<p><u>8/01/2018</u> EGM</p>	<ol style="list-style-type: none"> <li>1. Renewing the company's employee stock ownership plan (ESOP).</li> <li>2. Dual Listing of the company's shares in Dubai Financial Market, at the United Arab Emirates.</li> </ol>



<p><b><u>9:</u></b></p>	<p>There are no material commutative contracts made by the company or any of the companies in which it owns a stake of 25% or more, which were in force at the date of the application.</p>
<p><b><u>10: The Company's assets &amp; main holdings, current investments, projects and businesses in Egypt as well as abroad</u></b></p>	<p>The company's assets and investments reached USD 316,287,212 as of 31/12/2017, as follows:</p> <ul style="list-style-type: none"> <li>Investments in subsidiaries amounted to USD 157,703,253(as stated in the detailed statement below).</li> <li>Investments in associates amounted to USD 5,391,068(as stated in the detailed statement below).</li> <li>Available-for-sale investments amounted to USD 75,032,049</li> <li>Portfolio investments amounted to USD 5,161,992</li> <li>Cash and cash equivalents amounted to USD 103,232</li> </ul>
<p><b><u>11: Overview of the company's operational performance and cash flows</u></b></p>	<p>The company reported net profit of USD 1,944,022 by the end of 2017.</p> <ul style="list-style-type: none"> <li>Earnings per share amounted to USD 0.005</li> <li>Cash flows used in operations amounted to USD 18,515,907</li> <li>Cash flows used in investment activities amounted to USD 11,539,056</li> <li>Cash flows resulting from financing activities reached USD 7,185,536</li> <li>Cash and cash equivalents amounted to USD 103,232</li> </ul>
<p><b><u>12:</u></b></p>	<p>Current loans consist of yearly renewed credit facilities of USD 11,002,848, including:</p> <ul style="list-style-type: none"> <li>USD 1,913,786 from Export Development Bank of Egypt, with renewal set in November of each year and USD 9,089,062 from the Arab African International Bank, with renewal set in January of each year.</li> </ul> <p>As well as Financial Leasing worth USD 1,040,032 and mortgage finance worth USD 3,305,100.</p>
<p><b><u>13:</u></b></p>	<p>There are no lawsuits filed against the company and/or any of its subsidiaries that might have a material effect on the company's activity or its current status.</p>
<p><b><u>14:</u></b></p>	<p>There was no default in payments or any inability to fulfil payments during the two financial years prior to the application for listing.</p>

**15:**  
**NAEEM**  
**Holding**  
**Organizational**  
**chart**



**16**  
**Attached Financial**  
**Statements**

Attached:  
Audited annual financial statements for the years 2016 & 2017 as well as the auditor's report and the notes related to the financial statements.

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The data will be available on Dubai financial market's website at the date of listing. This data is also available on NAEEM holding website, uploaded to the following link : [www.naeemholding.com/dfm](http://www.naeemholding.com/dfm)

-Audited annual financial statements (standalone & consolidated) for the Year 2017 including the board of directors' report, the external auditor's report, the audited annual financial statements notes for the year 2017 as well as the board of directors report concerning the purpose of the dual listing on DFM.

-Audited annual financial statements (standalone & consolidated) for the year 2016 including the board of directors' report, the external auditor's report, the audited annual financial statements notes for the year 2016.

-Dual Listing prospectus.

