

THE CENTRAL BANK OF BAHRAIN AND THE BAHRAIN BOURSE ASSUME NO RESPONSIBILITY FOR THE ACCURACY AND COMPLETENESS OF THE STATEMENTS AND INFORMATION CONTAINED IN THIS DOCUMENT AND EXPRESSLY DISCLAIM ANY LIABILITY WHATSOEVER FOR ANY LOSS, HOWSOEVER ARISING FROM RELIANCE UPON THE WHOLE OR ANY PART OF THE CONTENTS OF THIS DOCUMENT.

## SUPPLEMENTARY PROSPECTUS



### Zain Bahrain B.S.C. (c)

A closed joint stock company incorporated under the laws of the Kingdom of Bahrain with Commercial Registration number: 50603

Revised Offering Period: 2 September 2014 to 30 September 2014

This supplementary document (the "**Supplementary Prospectus**" or "**Supplement**") which is dated 16 September 2014 is supplemental to and should be read in conjunction with the prospectus dated 20 July 2014 (the "**Prospectus**") in connection with the Initial Public Offering of 48,000,000 Zain Bahrain B.S.C.(c) new shares in the Subscription Period from 2 September 2014 to 16 September 2014, and the supplementary prospectus dated 14 August 2014 (the "**First Supplementary Prospectus**").

Words and expressions defined in the Prospectus shall, unless the context otherwise requires, have the same meaning when used in this Supplementary Prospectus.

The Issuer accepts responsibility for the information contained in this Supplementary Prospectus. The Issuer declares that, having taken all reasonable care to ensure that such is the case, the information in this Supplementary Prospectus is, to the best of the knowledge of the Issuer, in accordance with the facts, and does not omit anything likely to affect the importance of such information.

This Supplementary Prospectus has been registered with the Central Bank of Bahrain who takes no responsibility for the content of this document. This Supplementary Prospectus has been prepared in accordance with the requirements of the CBB Law issued by Legislative Decree No.64 of 2006 and the "Offering of Securities (OFS)" module of the CBB Rulebook – Volume 6: Capital Markets. The Issuer has obtained a letter from the Central Bank of Bahrain dated 16 September 2014 stating it has no objection to the distribution of this Supplementary Prospectus. As the information available in this Supplementary Prospectus does not reflect the overall position of the Issuer, references have to be made to the Prospectus dated 20 July 2014 and to the First Supplementary Prospectus dated 14 August 2014.

To the extent that there is any inconsistency between any statement in this Supplementary Prospectus and any statement contained in the Prospectus or in the First Supplementary Prospectus, the statements in this Supplementary Prospectus shall prevail.

Except where disclosed in this Supplementary Prospectus, there has been no change in the information contained in the Prospectus and the First Supplementary Prospectus, and no significant new matter has arisen in relation to the Issuer since 14 August 2014, the date of issue of the First Supplementary Prospectus.







The issuance of this Supplementary Prospectus was authorised in accordance with resolutions of the Board of Directors of the Issuer on 23 January 2014.

Applicants are advised to read and understand the content of the Prospectus, the First Supplementary Prospectus, and this Supplementary Prospectus prior to deciding whether or not to invest in the shares of Zain Bahrain B.S.C.(c)

The date of registration of this Supplementary Prospectus is 16 September 2014

## Directors' Responsibility Statement

THE DIRECTORS OF THE COMPANY, WHOSE NAMES APPEAR HEREIN, ACCEPT RESPONSIBILITY FOR THE INFORMATION CONTAINED IN THIS 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 THIS DOCUMENT IS IN ACCORDANCE WITH THE FACTS AND CONTAINS NO OMISSIONS LIKELY TO AFFECT THE IMPORTANCE AND COMPLETENESS OF THE DOCUMENT.

Director's Name	Signature
Shaikh Ahmed Bin Ali Al Khalifa	
Asaad Ahmed Al-Banwan	
Shaikh Rashid Abdulrahman Al Khalifa	
Waleed A. M. A. Al-Roudan	
Jamal Shaker Al-Kazemi	
Shaikha Khalid Al-Bahar	

## Declarations and Consent Letters Issued by the Issuer's Advisers and Experts

The Issuer confirms that all declarations and consent letters, as required by applicable law and regulation, which were provided to the Issuer and the CBB (as applicable) by the Issuer's advisers and experts whose materials were used in the Prospectus, in relation to the preparation and publication of the Prospectus, remain valid notwithstanding the issuance of this Supplementary Prospectus.

### Amendments to the Prospectus

#### 1. Subscription Time Table:

The Subscription Period has been extended by 14 calendar days, and as a result the following amendments are made in the Prospectus:

- 1.1. On the cover page of the Prospectus, in the header the Offering Period is amended to:

Offering Period: 2 September 2014 to 30 September 2014

- 1.2. On the cover page of the Prospectus, third paragraph, the dates are amended as follows:

The Offering will commence on 2 September 2014 and will remain open for a period of 29 calendar days up to and including 30 September 2014 (the "Offering Period").

- 1.3. On the cover page of the Prospectus, fourth paragraph, the dates are amended as follows:

Notification of the final allotment and refund of subscription monies, if any, will be made by 16 October 2014 (see section 14, "Subscription Terms and Conditions").

- 1.4. On page 1 of the Prospectus, the definition of the Allotment Date is amended to the following:

Thursday, 9 October 2014, which is the day when the Allotment of Ordinary Shares will be finalised

- 1.5. On page 3 of the Prospectus, the definition of the Distribution of Refunds Date is amended to the following:

Thursday, 16 October 2014, which is the date when the Receiving Bank will pay to the Company in BHD the Gross Proceeds of the Offering and refund the Applicants with any excess Subscription Funds (in case of over-subscription)

- 1.6. On page 11 of the Prospectus, the definition of the Subscription Closing Date is amended to the following:

Tuesday, 30 September 2014, which is the last day upon which Subscription Application Forms for Offer Shares pursuant to the Offer will be received by the Receiving Bank

- 1.7. On page 17 of the Prospectus, the description of the Subscription Closing Date is amended to the following:

Tuesday, 30 September 2014

(At the cessation of Banking Hours. The Banking Hours for each Approved Branch are set out in section 14.4, "Receiving Bank")

1.8. On page 17 of the Prospectus, the description of the Allotment Date is amended to the following:

Thursday, 9 October 2014

1.9. On page 17 of the Prospectus, the description of the Distribution of Refunds Date is amended to the following:

Thursday, 16 October 2014

1.10. On page 21 of the Prospectus, the Expected Offering Timetable is replaced with the following:

<b>Tuesday, 2 September 2014 to Tuesday, 30 September 2014</b>	Offer Period
<b>Tuesday, 2 September 2014</b>	Subscription Opening Date
<b>Tuesday, 30 September 2014</b>	Subscription Closing Date
<b>Thursday, 2 October 2014</b>	Subscription results and Allotment basis announcement date (within two Business Days from Subscription Closing Date)
<b>Thursday, 9 October 2014 (due to Eid-al-Adha holidays)</b>	Allotment Date
<b>Thursday, 16 October 2014</b>	Distribution of Refunds Date
<b>No later than 30 October 2014</b>	Extraordinary General Assembly
<b>To be announced by the Bahrain Bourse</b>	Commencement of Trading Date

1.11. On page 118 of the Prospectus, the first paragraph in section 14.3 is amended to the following:

The Offering Period starts at the commencement of normal banking hours on 2 September 2014 and closes at the cessation of normal banking hours on 30 September 2014. The Banking Hours for each Approved Branch are set out in section 14.4 below.

1.12. On page 134 of the Prospectus, the dates of the Offering Period are amended to the following:

Opening Date: 2 September 2014 – Closing Date: 30 September 2014 – Distribution of Refunds Date: 16 October 2014

1.13. On page 135 of the Prospectus, the paragraph in point number 3 is amended to the following:

Applicants can apply for Ordinary Shares at Approved Branches of the Receiving Bank (as set out in section 14.4 of the Prospectus) during the Offering Period. The Offering Period shall commence on Tuesday, 2 September 2014 and shall close on Tuesday, 30 September 2014, during the specific working hours of each Approved Branch as detailed in Section 14.4 of the Prospectus.

Any documents which contain information extracted from the Prospectus shall be read and construed accordingly.