



ITHMAR
I N V E S T

CAPABILITY STATEMENT

ABOUT US

Ithmar Invest is a leading investment banking firm focused on providing independent financial advice on Mergers, Acquisitions, Restructurings, Financings and Capital Raisings to corporations, Private Equity Funds and Family Owned institutions in the MENA region.

We work in partnership with companies to support their interest, offering the highest level strategic advice to clients around the region. With our input, clients are able to make key decisions with confidence. Ithmar Invest offers a totally independent and broad perspective on investments based on years of experience and an in-depth understanding of the industry.

Since inception in 2007, we have successfully advised on more than 500 corporate finance transactions worth several billions of dollars. Our firm is independently managed with a partnership culture. Our track record of taking a long-term and independent view on behalf of our clients has meant that we have been privileged to secure an exceptional amount of repeat business year after year across the region.



WHY US

Finding an advisor who fully understands the issues and challenges you face from first-hand experience, and who believes in your values, respects your problems and shares the desire to find the best possible outcome is not easy.

Ithmar Invest's approach is unique in the industry:

Because of distinguished talent, in-depth knowledge and market insight and experience, we understand your world. We work in partnership with every client, not at arm's length. We at Ithmar Invest are able to handle the dynamics of the entire structured transaction process, always achieving a high transaction success ratio for our

At Ithmar Invest, we tell clients what they need to hear, and not what they want to hear in order to make the right business decision with confidence. We aim to create long term value for our clients by securing access to private and public capital channels and achieving optimal results.

Our main services include: Corporate Financial Advisory, Valuation, Private Placement, Bond and Sukuk Issuances, Debt Restructuring and Family Group Advisory.



OUR VALUES

Working with clients, there are four key characteristics that Ithmar Invest values above all others. And from experience, we know it is what our clients value the most about us too. Working in partnership with our clients, and applying every ounce of experience we have available to us. We ensure that we provide objective and honest advice in strict confidence to our clients at all times.

Through our work we offer:



Integrity

Emphasizing our tradition of integrity, honesty, confidentiality and transparency in all our dealings.

Creativity

Years of extensive experience in the industry, exposure to different markets and the presentation of imaginative solutions for our clients means we have always been open to new ideas. Our depth of insight and track record give us the confidence to embrace innovative new solutions for our clients to jointly solve their individual.

Excellence

Demanding excellence and superior quality in all that we do. Hiring unsurpassed talent and investing in the paramount tools to create optimal results for our clients at all times.

Access

Our access to investors in the region always improves our investment opportunities, keeping us exposed to the global market and identifies prospect collaborations.



SERVICES

CORPORATE FINANCE ADVISORY

Our Corporate Finance Advisory business provides strategic tactical advice and unparalleled structuring and execution to corporations across a broad range of sectors. Our reputation as the "go-to" advisor for prominent public and private corporations stems from particular expertise in advising on complex financial transactions that require unique structuring and financial modeling capabilities. We engage in detailed Financial Modeling, Equity Valuation, Mergers & Acquisitions, Divestitures, Private Placements and Fairness Opinions.

EQUITY CAPITAL RAISING

Ithmar Invest is licensed as a 'Lead Manager' and 'Issue Trustee' in Jordan and Palestine by the Jordan Securities Commission (JSC) and Palestinian Capital Markets Authority (PCMA), respectively. Our firm has often served as an independent and objective financial advisor in Equity Financing situations, with expertise across the entire spectrum of Equity Capital structure decisions. Ithmar Invest helps companies raise equity or quasi-equity capital through the following routes:

- Private Placements
- Corporate Sales
- Initial Public Offerings (IPO's)
- Follow-On Secondary Offerings
- Shareholders' Rights Offerings
- Preferred Stock & Convertible Debt Issuances
- Warrants & Quasi-Equity Issuances

DEBT FINANCING ADVISORY AND ARRANGEMENT

Ithmar Invest is the leading fixed-income securities arrangement investment banking firm in the Levant region. In this area, we work with our corporate clients at the outset to understand their short term and long term debt capital needs, after which we devise comprehensive financing strategies and assist them through the execution of the entire transaction.

We maintain ongoing contact with commercial banks, insurance companies, investment houses, specialty lenders, mezzanine lenders, lenders, high networth individuals and fixed income funds to remain updated on their lending and investment criteria. Our ability to recognize the appropriate capital sources allows us to optimally structure transactions that meet the needs of our clients.

Our debt financing services include structuring, documentation, arrangement and negotiation of a wide range of senior debt, junior debt, corporate bonds and mezzanine financings. Our services include assisting corporate clients in structuring and raising different types of fixed income securities including:

- Plain- Vanilla Corporate bond Issuance
- Mezzanine and High- Yield Financings
- Convertible and Convertible Preferred Debt
- Sukuk Issuances (Sharia Compliant Securities)

SERVICES (CONT.)

RESTRUCTURING ADVISORY

Ithmar Invest provides strategic advice and financial restructuring services to distressed companies, where it works with creditors, investors and other stakeholders towards creating win-win scenarios. Our expertise in this area lies in providing critical and independent advice on complex issues and transformational situations. We are distinguished by our track record of developing and implementing innovative financial solutions, which are often driven by ideas that forge consensus among diverse stakeholders. We have a broad range of experience assisting clients with:

- Developing, negotiating and executing refinancing of existing loans and fixed income securities
- Designing and implementing Corporate Recapitalization
- Obtaining covenant amendments on existing financings
- Raising new debt and equity capital
- Selling non-core assets or entire companies

FAMILY GROUP ADVISORY

We provide strategic advice to business-owning families and closely-held businesses in the MENA region, which require advice on corporate governance and inward-looking restructuring and comprehensive holding company evaluation. Through a unique combination of financial consulting and investment banking services, the team at Ithmar Invest creates value-added solutions to the liquidity needs of shareholders and the capital needs of the businesses. Our strength in this field lies in our deep understanding of the challenges facing family companies and their owners because we deal with those issues everyday as advisors and as owners.

MANAGING PARTNERS



Fawaz Y. Ghanem

Founder, Chairman and Chief Executive Officer

B.Sc. - Tufts University (U.S.)

MBA - Stern School of Business, NYU (U.S.)

More than 20 years of investment banking experience between the United States and the Middle East. Mr. Ghanem possess a broad range of skills and transactional experience which cover deal origination and execution in the full product range of Investment Banking, including IPO's, Bond Issuances, M&A transactions, Privatizations, Restructurings and Private Placements.

Mr. Ghanem began his investment banking career at UBS Warburg (currently UBS Investment Bank) in New York, United States, where he served as a Director in the Mergers & Acquisitions Group and has executed several buy-side and sell-side M&A transactions ranging in size from USD 50.0 million to USD 1.3 billion. In 2007, Mr. Ghanem founded Ithmar Invest, which became a leading regional private investment banking firm.



Munther J. Zeidan

Executive Vice President (Partner)

BA - Imperial College (UK)

MBA - Stanford University (U.S.)

PhD - Imperial College (UK)

Dr. Zeidan manages the full range of mandates and is directly responsible for the execution and interactions with clients. Such mandates include the full spectrum of corporate finance services such as Equity Valuations, Financial Modeling, Bond Issuances, Mergers and Acquisitions (sell-side & buy-side) and Private Placements across a range of sectors that include banking, real estate, FMCG, healthcare, IT and others.

Dr. Zeidan has more than 10 years of investment banking experience in the Middle East and has led the execution and closing of many sizeable transactions in Jordan and the MENA region. Dr. Zeidan is currently member of the Board of Ithmar Invest PSC and Islamic Finance House Company (Jordan). Dr. Zeidan also acts as a retained financial advisor to a number of Board members to various companies in Jordan, where is involved in corporate strategy, M&A and financings.

Prior to his MBA, he was employed as a Senior Research Scientist at Merck Chemicals (United Kingdom), where he led cutting-edge research in the semiconductor material field.

BOARD OF DIRECTORS



Fawaz Y. Ghanem
Chairman of the Board
B.Sc.- Tufts University (U.S.)
MBA- Stern School of Business, NYU (U.S.)

Mr. Ghanem is the Chairman of the Board of Ithmar Invest, where his primary role is to ensure that the board is effective in its task of setting and implementing the firm's direction and overall strategy in region.

As Chairman, Mr. Ghanem chairs the general shareholders' meetings and board meetings and acts as the firm's leading representative in terms of presenting the company's aims and policies to all stakeholders.

Muhannad M. Al-Ibrahim
Vice Chairman
Bsc. Civil Engineering 1985
Businessman



KSA - Saudi Arabian Development Co. Ltd - Owner/CEO

KSA - Satcorp- Systems and Technology Corp - Owner/President

KSA - Technip Saudi Arabia Ltd. - Chairman

KSA - Hamon d'hondt Middle East Ltd- Director

KSA - Ithmar Saudi Financial Company - Director

KSA - Ayesa Engineering Consultancy Company - Director

UAE - Mena eSolutions FZE Ltd - Chairman

Qatar - WLL eSolutions Mena - Chairman

Jordan - Taqa Industrial and Petroleum services Ltd - Chairman



Munther J. Zeidan
Member of the Board
BA- Imperial College (UK)
MBA- Stanford University (U.S.)
PhD- Imperial College (UK)

Dr. Zeidan is a member of the Board of Ithmar Invest as well as a member of the Audit Committee, where he provides oversight of the financial reporting process, the audit process, the firm's system of internal controls and compliance with laws and regulations.

In his role, Dr. Zeidan is involved in reviewing significant accounting and reporting issues and any regulatory pronouncements that may impact the financial statements.

Nashat T. Masri
Member of the Board
BA, Harvard University (U.S.)
MBA, Harvard Kennedy School (U.S.)



Founder and Partner of Foursan Group, previously a Vice President at J.P. Morgan in the Investment Banking Group, with a focus on financial institutions. His experience includes mergers, acquisitions and advisory assignments in the US, Europe and Latin America.

Mr. Masri is a Director of Foursan Capital Partners I, Al Qaser for Touristic Investments, the Royal Jordanian Air Academy, Arab Palestine Investment Company and Nafith Logistics. He is Vice Chairman of Siniora Food Industries and Shamsuna Power. He also serves as a Trustee of the King Hussein Cancer Foundation.



Bassam Abu-Issa
Member of the Board
BA- Kent University (UK)

Mr. Abu Issa is a board member of Ithmar Invest and a member of the Audit Committee. Mr. Abu-Issa is an Executive Director for Business Development at Salam International Investment Ltd (Qatar), in addition to being a board member and a member of the Investment and Audit Committees. SIIL is a Qatari public shareholding company with regional activities in retail, contracting, IT and Oil & gas.

Mr. Abu Issa is also a Board Member and shareholder of Audacia Capital (DIFC). Mr. Abu Issa is a graduate of University of Kent at Canterbury (UK).

OUR MAJOR TRANSACTIONS



A.S. HLAIYEL AND SONS CO.

Type: Private Placement

Date: October, 2018

Size: Confidential



FARAH MEDICAL CAMPUS

Type: Bank Debt Restructuring

Date: July, 2018

Size: Confidential



CLASSIC FASHION APPAREL INDUSTRIES CO.

Type: 6-Year Mezzanine Financing

Date: March, 2018

Size: USD 45.0 million



بنك الاستثمار الفلسطيني
PALESTINE INVESTMENT BANK

PALESTINE INVESTMENT BANK

Type: Private Placement

Date: January, 2018

Size: USD 21.5 million



APIC
أ.ي.ب.ك

THE ARAB PALESTINIAN INVESTMENT CO. (APIC)

Type: 5-Year Bond Issue

Date: January, 2017

Size: USD 35.0 million

دار التمويل الاسلامي
Islamic Finance House



ISLAMIC FINANCE HOUSE CO. PSC

Type: Private Placement

Date: February, 2016

Size: JOD 10.0 million



Jordan Projects for Tourism Development

JORDAN PROJECTS FOR TOURISM DEVELOPMENT PLC

Type: Sale Lease-Back Transaction - Type (A) Tala Bay Villas

Date: January, 2016

Size: JOD 6.0 million



Jordan Projects for Tourism Development

JORDAN PROJECTS FOR TOURISM DEVELOPMENT PLC

Type: Sale Lease-Back Transaction – Staff Housing Complex

Date: December, 2015

Size: JOD 8.0 million

OUR MAJOR TRANSACTIONS (CONT.)



AL JAZEERA

AL-JAZEERA AGRICULTURAL COMPANY PSC

Type: Private Placement

Date: August, 2014

Size: USD 35.0 million



AL TAS-HEELAT
التسهيلات

JORDAN TRADE FACILITIES CO.

Type: 5-Year Bond Issue

Date: May, 2013

Size: JOD 5.0 million



APIC
أيبك

THE ARAB PALESTINIAN INVESTMENT CO. (APIC)

Type: 5-Year Bond Issue

Date: January, 2012

Size: USD 20.0 million



باديكو القابضة
PADICO HOLDING

PALESTINE DEVELOPMENT AND INVESTMENT CO. (PADICO)

Type: 5-Year Bond Issue

Date: September, 2011

Size: USD 35.0 million



مقدادي
MIQDADI
شركة المواد الزراعية
Agricultural Materials Company

AGRICULTURAL MATERIALS CO. (AGRIMATCO)

Type: Financial Advisor

Date: May, 2011



السلام العالمية
SALAM INTERNATIONAL

SALAM INTERNATIONAL INVESTMENT CO. (SIIL- QATAR)

Type: Financial Advisor

Date: April, 2011



شركة الحسن غازي ابراهيم شاكر
AL-HASSAN G. I. SHAKER CO.

AL-HASSAN G.I. SHAKER COMPANY (SAUDI ARABIA)

Type: Buy-Side Financial Advisory

Date: June, 2010

Size: Confidential



ITHMAR
INVEST

MOON BEACH FOR TOURISM INVESTMENTS CO. (AQABA)

Type: 5-Year Bond Issue

Date: February, 2010

Size: JOD 18.0 million

OUR MAJOR TRANSACTIONS (CONT.)



AYLA AVIATION ACADEMY

Type: 5-Year Bond Issue

Date: January, 2010

Size: USD 10.0 million

شركة تطوير العقبة
AQABA Development Corporation



AQABA DEVELOPMENT CORPORATION

Type: 5-Year Bond Issue

Date: October, 2009

Size: JOD 125.0 million



JORDAN DUBAI CAPITAL

Type: 5-Year Bond Issue

Date: January, 2009

Size: USD 42.5 million

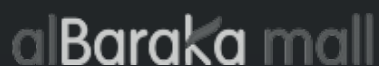


QUALITY FOOD CO. (UNIUM)

Type: Private Placement (Sale to Siniora Food Industries CO. PLC)

Date: December, 2008

Size: Confidential



AL BARAKA INVESTMENT AND GENERAL TRADE CO.

Type: 100.0% Sale of Shares

Date: December, 2007

Size: JOD 42.5 million



THE ARAB PHARMACEUTICAL
MANUFACTURING CO. LTD.

ARAB PHARMACEUTICAL MANUFACTURING CO.

Type: 100.0% Sale of Shares (Fairness Opinion)

Date: November, 2007

Size: USD 164.3 million

اوبتكوس شامي
OPTIKOS SHAMI



OPTIKOS SHAMI

Type: 10.0% Sale of Shares

Date: July, 2007

Size: Confidential

LOCATIONS

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Ithmar Saudi Financial Consultancy Co. (Ithmar Saudi)

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