

**\*\*NOT FOR PUBLICATION, DISTRIBUTION OR RELEASE, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES OF AMERICA, CANADA, JAPAN, AUSTRALIA, SOUTH AFRICA OR ANY OTHER JURISDICTION WHERE SUCH DISTRIBUTION IS UNLAWFUL\*\***

This announcement is not an advertisement and not a prospectus and not an offer of securities for sale or subscription in any jurisdiction, including in or into the United States, Canada, Japan, Australia or South Africa.

Neither this announcement nor anything contained herein shall form the basis of, or be relied upon in connection with, any offer or commitment whatsoever in any jurisdiction. Any offer to acquire shares pursuant to the proposed offering will be made, and any investor should make their investment decision solely based on the information that is contained in the formal offering documents in connection with the listing and trading of its ordinary shares on the Saudi Exchange.

## **Saudi Tadawul Group Holding Company announces the IPO Final Offer Price**

**Riyadh, 28 November 2021** – Saudi Tadawul Group Holding Company ("**STG**" or the "**Company**"), a leading diversified capital market group in the MENA region, along with SNB Capital Company, J. P. Morgan Saudi Arabia Company, and Citigroup Saudi Arabia, as joint financial advisors, announced the successful completion of its book-building process and the pricing and final offer price for its Initial Public Offering (the "**IPO**" or the "**Offering**").

The final offer price (the "**Final Offer Price**") for the offering has been set at SAR 105 per share, implying a market capitalization on the listing date of SAR 12.6 billion (USD 3.36 billion).

The IPO order book was 121 times oversubscribed with the book-building process generating an order book of SAR 458 billion.

The individual investor subscription period is scheduled to commence on **Tuesday, 30 November 2021** and ends on **Thursday, 2 December 2021** (by 5pm KSA time).

On 3<sup>rd</sup> November 2021, the Capital Market Authority ("**CMA**") approved the Company's application for registration of its shares and offering of 36,000,000 ordinary shares ("**Offer Shares**"), representing 30% of STG's capital, by way of a sale of shares by the sole shareholder, the Public Investment Fund (the "**Selling Shareholder**").

### **Offering Details:**

- The Final Offer Price for the Offering has been set at SAR 105 per share, implying a market capitalization the listing date of SAR 12.6 billion
- The total Offering size is SAR 3.78 billion
- The Offering is comprised of a sale of thirty-six million (36,000,000) shares by the Selling Shareholder
- 100% of the Offer Shares have been provisionally allocated to the institutional investors who have participated in the bookbuilding process ("**Institutional Investors**"). This may be

- reduced to twenty-five million, two hundred thousand (25,200,000) Offer Shares, representing 70% of the total Offer Shares, depending on the level of demand by Individual Subscribers (as defined below). The final number of Offer Shares allocated to the Institutional Subscribers will be adjusted accordingly based on subscriptions from Individual Subscribers .
- Immediately following the listing, the Company is expected to have a free float of 30% of the share capital of the Company
  - With respect to the Offering, the Company appointed SNB Capital Company (“**SNB Capital**”), Citigroup Saudi Arabia (“**Citigroup**”) and J. P. Morgan Saudi Arabia Company (“**JP Morgan**”) as Financial Advisors, Joint Global Coordinators, Underwriters and Bookrunners (together, the “**Bookrunners**” or “**Financial Advisors**”). The Company also appointed SNB Capital Company to act as Lead Manager
  - Saudi National Bank (SNB), Al Rajhi Bank, Riyad Bank, Alinma Bank and Arab National Bank have been appointed as receiving agents (collectively, the “**Receiving Agents**”) for the Individual Subscribers tranche
  - Individual Subscribers will be able to subscribe for shares in the Offering between **Tuesday, 30 November 2021** and **Thursday, 2 December 2021** (by 5pm KSA time) at the Final Offer Price of SAR 105 per Offer Share through the Receiving Agents
  - Individual Subscribers: This tranche comprises Saudi natural persons including any Saudi female divorcee or widow with minor children from a marriage to a non-Saudi individual, who is entitled to subscribe to the Offer Shares for her own benefit or in the names of her minor children, on the condition that she proves that she is a divorcee or widow and the mother of her minor children, any non-Saudi natural person who is resident in the Kingdom or GCC nationals, in each case, who have a bank account, and is entitled to open an investment account, with one of the Receiving Agents. A subscription for Shares made by a person in the name of his divorcee shall be deemed invalid and if a transaction of this nature is proved to have occurred, the law shall be enforced against the applicant. If a duplicate subscription is made, the second subscription will be considered void and only the first subscription will be accepted. A maximum of 10,800,000 Offer Shares which represent 30% of the Offer Shares shall be allocated to Individual Subscribers. If Individual Subscribers do not subscribe for all the shares allocated thereto, the Financial Advisors may reduce the number of Shares allocated to them in proportion to the number of Shares to which they subscribed.

Full details of the Offering can be found in the approved Prospectus that has been published on 7 November 2021G as amended by the Supplementary Prospectus dated 9 November 2021G.

**Key Expected Offering Timeline:**

Event	Date
Subscription Period for Individual Investors	30 November 2021 – 2 December 2021 (by 5pm KSA time)
Deadline for payment of the subscription monies for Participating Parties based on the number of provisionally allocated Offer Shares	2 December 2021
Announcement of Final Offer Shares Allotment	On or before 6 December 2021

Event	Date
Refund of Excess Subscription Amounts (if any)	On or before 8 December 2021
Expected Start Date of Trading in the Exchange	Trading of the Group's Shares in the Exchange is expected to commence after all relevant regulatory requirements are satisfied. Trading will be announced through Saudi Exchange website ( <a href="http://www.saudiexchange.sa">www.saudiexchange.sa</a> ).

For more information on the Prospectus and the Supplementary Prospectus, please visit the Capital Market Authority website [www.cma.org.sa](http://www.cma.org.sa) , and Saudi Tadawul Group website on <https://tadawulgroup.sa>

-ENDS -

## Contact details

Company	Name	Email	Role
SNB Capital	Moaath Alangari	<a href="mailto:SNBC.CM@alahlicapital.com">SNBC.CM@alahlicapital.com</a>	<ul style="list-style-type: none"> <li>Joint Global Coordinator, Lead Manager, Financial Advisor, Bookrunner and Underwriter</li> </ul>
J.P. Morgan	Omar El Amine	<a href="mailto:STG_IPO@jpmorgan.com">STG_IPO@jpmorgan.com</a>	<ul style="list-style-type: none"> <li>Joint Global Coordinator, Financial Advisor, Bookrunner and Underwriter</li> </ul>
Citigroup	Majed Al Hassoun	<a href="mailto:STG.IPO@citi.com">STG.IPO@citi.com</a>	<ul style="list-style-type: none"> <li>Joint Global Coordinator, Financial Advisor, Bookrunner and Underwriter</li> </ul>
Finsbury Glover Hering	Aditi Mane	<a href="mailto:SaudiTadawulGroupIPO-ME@finsbury.com">SaudiTadawulGroupIPO-ME@finsbury.com</a>	<ul style="list-style-type: none"> <li>Communication Advisor (Media enquiries)</li> </ul>

## Disclaimer

The information contained in this announcement is for background purposes only and does not purport to be full or complete. No reliance may be placed by any person for any purpose on the information contained in this announcement or its accuracy, fairness or completeness. The information in this announcement is subject to change. Neither the Company nor the Financial Advisors or their respective affiliates undertake to provide the recipient of this announcement with any additional information, or to update this announcement or to correct any inaccuracies, and the distribution of this announcement shall not be deemed to be any form of commitment on the part of the Company or the Financial Advisors to proceed with the Offering or any transaction or arrangement referred to therein. The contents of this announcement are not to be construed as legal, financial or tax advice.

The distribution of this announcement may be restricted by law in certain jurisdictions and persons into whose possession any document or other information referred to herein should inform themselves about and observe any

such restriction. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

This announcement is not an offer for the sale of securities of the Company, directly or indirectly, in or into the United States. The Offer Shares may not be offered or sold in the United States unless registered under the US Securities Act of 1933, as amended (the "**Securities Act**"), or offered in a transaction exempt from, or not subject to, the registration requirements of the Securities Act. The Company has not registered and does not intend to register any portion of the Offer Shares under the Securities Act or the laws of any state in the United States or to conduct a public offering of any securities in the United States. Copies of this announcement are not being, and may not be, distributed, forwarded or otherwise sent, directly or indirectly, in or into the United States.

This announcement does not contain or constitute an offer of, or the solicitation of an offer to buy, the Offer Shares to any person in the United States, Australia, Canada, South Africa or Japan or in any jurisdiction to whom or in which such offer or solicitation is unlawful. The offer and sale of the Offer Shares have not been and will not be registered under the applicable securities laws of Australia, Canada, South Africa or Japan. Subject to certain exceptions, the Offer Shares may not be offered or sold in Australia, Canada, South Africa or Japan or to, or for the account or benefit of, any national, resident or citizen of Australia, Canada, South Africa or Japan. There will be no public offer of the Offer Shares in the United States, Australia, Canada, South Africa or Japan.

In the European Economic Area (the "**EEA**"), this communication is only addressed to and directed at persons in member states of the EEA who are "qualified investors" within the meaning of Article 2(e) of Regulation (EU) 2017/1129 (as amended) ("**Qualified Investors**"). In the United Kingdom, this communication is only addressed to and directed at persons who are "qualified investors" within the meaning of Article 2(e) of Regulation (EU) 2017/1129 (as amended), which forms part of UK law by virtue of the European Union (Withdrawal) Act 2018, who are also: (i) persons having professional experience in matters relating to investments who fall within the definition of "investment professionals" in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "**Order**"); or (ii) high net worth entities falling within Article 49(2)(a) to (d) of the Order; or (iii) are other persons to whom it may otherwise lawfully be communicated (all such persons referred to in (i), (ii) and (iii) together being "**Relevant Persons**"). This communication must not be acted or relied on (i) in the United Kingdom, by persons who are not Relevant Persons and (ii) in any member state of the EEA by persons who are not Qualified Investors. Any investment activity to which this communication relates (i) in the United Kingdom is available only to, and may be engaged in only with, Relevant Persons; and (ii) in any member state of the EEA is available only to, and may be engaged in only with, Qualified Investors.

This announcement is being distributed subject to the provisions of the Rules on the Offer of Securities and Continuing Obligations ("**OSCO Rules**") issued by the CMA, and should not result in any binding undertakings to acquire shares or subscribe in the Offering. This announcement is for information purposes only and under no circumstances shall constitute an offer or invitation, or form the basis for a decision, to invest in any securities of the Company. Neither this announcement nor anything contained herein shall form the basis of, or be relied upon in connection with, any offer or commitment whatsoever in any jurisdiction. Investors may only subscribe to the Offer Shares on the basis of the CMA approved Arabic language prospectus (and any supplementary prospectus in relation thereto) (the "**Local Prospectus**"). The information in this announcement is subject to change. In accordance with Article 33(d) of the OSCO Rules, copies of the Prospectus will, following publication, be available on the websites of the Company at [www.tadawulgroup.sa](http://www.tadawulgroup.sa), the Saudi Exchange at [www.saudiexchange.sa](http://www.saudiexchange.sa), the CMA at [www.cma.org.sa](http://www.cma.org.sa) and each of the Financial Advisors.

This announcement is not an offer document for the purposes of the OSCO Rules and should not be construed as such. The CMA and the Saudi Exchange do not take any responsibility for the contents of this announcement, do not make any representations as to its accuracy or completeness, and expressly disclaim any liability whatsoever for any loss arising from, or incurred in reliance upon, any part of this announcement.

The international offering circular prepared in connection with the Offering (the "**International Offering Circular**") is the sole legally binding document containing information about the Company and the Offering outside of Saudi Arabia. In the event of any discrepancy between this announcement and the Local Prospectus and/or the International Offering Circular, as the case may be, the Local Prospectus and/or the International Offering Circular will prevail.

This announcement may include statements that are, or may be deemed to be, “forward-looking statements”. Any forward-looking statements reflect the Company’s current view with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions relating to the Company’s business, results of operations, financial position, liquidity, prospects, growth or strategies. Many factors could cause the actual results to differ materially from those expressed or implied by any such forward-looking statements, including, among other things, risks specifically related to the Company and its operations, the development of global economic and industry conditions, and the impact of economic, political and social developments in Saudi Arabia. Forward-looking statements speak only as of the date they are made and the Company does not assume any obligations to update any forward-looking statements.

There is no guarantee that the Offering will occur and you should not base your financial decisions on the Company’s intentions in relation to the Offering at this stage. Acquiring Offer Shares to which this announcement relates may expose an investor to a significant risk of losing the entire amount invested.

Persons considering an investment should consult an investment advisor or an authorized person specializing in advising on such investments.

The Financial Advisors are acting exclusively for the Company and no one else in connection with the Offering. They will not regard any other person as their respective clients in relation to the Offering and will not be responsible to anyone other than the Company for providing the protections afforded to their respective clients, arrangement or other matter referred to herein.

The contents of this announcement have been prepared by and are the sole responsibility of the Company. None of the Financial Advisors or any of their affiliates or respective directors, officers, employees, advisers or agents accepts any responsibility or liability whatsoever for or makes any representation or warranty, express or implied, as to the truth, accuracy or completeness of the information in this announcement (or whether any information has been omitted from the announcement) or any other information relating to the Company, its subsidiaries or associated companies, whether written, oral or in a visual or electronic form, and howsoever transmitted or made available or for any loss howsoever arising from any use of this announcement or its contents or otherwise arising in connection therewith.

In connection with the Offering, each of the Financial Advisors and any of their affiliates, may take up a portion of the Offer Shares in connection with the Offering as a principal position and in that capacity may retain, purchase, sell, offer to sell for their own accounts such Offer Shares and other securities of the Company or related investments in connection with the Offering or otherwise.

Accordingly, references in the Local Prospectus or the International Offering Circular, once published, to the Company’s shares being issued, offered, subscribed, acquired, placed or otherwise dealt in should be read as including any issue or offer to, or subscription, acquisition, placing or dealing by, the Financial Advisors and any of their affiliates acting in such capacity. In addition, the Financial Advisors and any of their affiliates may enter into financing arrangements (including swaps or contracts for difference) with investors in connection with which the Financial Advisors and any of their affiliates may from time to time acquire, hold or dispose of securities. None of the Financial Advisors intends to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligations to do so.

\*\*\*