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**1 March, 2022G**

## **NAHDI MEDICAL COMPANY ANNOUNCEMENT OF OFFER PRICE RANGE AND START OF INSTITUTIONAL BOOK-BUILDING**

Following the announcement on 20 February 2022 by Nahdi Medical Company ("Nahdi" or "the Company"), the largest retail pharmacy chain and fast-growing omnihealth platform in the Kingdom of Saudi Arabia ("KSA" or "Saudi Arabia"), of its intention to float 30% of its share capital to the public, the Company announces today the price range for the Initial Public Offering (the "IPO" or the "Offering") as well as the commencement of the institutional book-building period. The approved red herring prospectus containing the full details of the Offering has also been published on 21 February 2022.

### **Confirmation of Offer Details**

- The price range for the Offering has been set between SAR 119 and SAR 131 per share (the "Price Range").
- The Offering is comprised of 39,000,000 existing ordinary shares of the Company to be sold by the current shareholders (the "Offer Shares").
- The total Offering size is expected to be between SAR 4,641 million (USD 1,238 million) and SAR 5,109 million (USD 1,362 million), implying a market capitalization at listing between SAR 15,470 million (USD 4,125 million) and SAR 17,030 million (USD 4,541 million).<sup>1</sup>
- Immediately following listing, the Company is expected to have a free float of 30% of the entire issued share capital of the Company.
- The IPO will comprise an offer of 39,000,000 Offer Shares to Participating Parties entitled to participate in the book-building process ("Participating Parties") in accordance with the CMA Instructions on Book-Building and Allocation of Shares in Initial Public Offerings, including non-resident qualified foreign financial institutions in accordance with the Rules for Qualified Foreign Financial Institutions Investment in Listed Securities.

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<sup>1</sup> FX Rate: USD/SAR 3.75

- Following the completion of the Institutional Tranche, the Offer Shares will also be offered to Saudi Arabian nationals, foreign residents in the Kingdom of Saudi Arabia and GCC nationals (“**Individual Investors**”). Initially, 100% of the Offer Shares will be provisionally allocated to the Participating Parties. This may be reduced to 35,100,000 Offer Shares (representing 90% of the total Offer Shares) depending on the level of demand by Individual Investors. The final number of Offer Shares allocated to the Participating Parties will be accordingly adjusted based on subscription from Individual Investors.
- The Offer Shares to Participating Parties will be made as follows:
  - Participating Parties registered in the Kingdom may submit a Bid Form or may apply for subscription electronically to the Bookrunners by email during the Book-Building Period, and in accordance with the bidding guidelines communicated by the Financial Advisors and Bookrunners. The Bid Form will be made available by the Joint Financial Advisors and Bookrunners. Additionally, Participating Parties registered in the Kingdom must complete the Participating Parties Subscription Form after the allocation of Offer Shares based on the number of Offer Shares that is provisionally allocated to them.
  - Participating Parties not registered in the Kingdom may apply for subscription with the Bookrunners, telephonically or electronically, without the need to complete and sign a Bid Form. These Participating Parties must complete the Subscription Form for Participating Parties after the allocation of Offer Shares based on the number of Offer Shares allocated to them.
- The Offer Shares to Individual Investors will be made as follows:
  - Individual Investors are required to fill and submit a Retail Subscription Form. Individual Investors who have participated in recent initial public offerings in the Kingdom can also subscribe through the internet, telephone banking or automated teller machines (“**ATMs**”) of any of the Receiving Agents branches that offer any or all such services to its customers, *provided* that the following requirements are satisfied: (i) the Retail Investor must have a bank account at a Receiving Agent which offers such services and (ii) there have been no changes in the personal information or data of the Retail Investor since such person's subscription in the last initial public offering.
- Substantial shareholders who own 5% or more of the Shares and comprise Al Nahdi Holding Company and SEDCO Holding (the “**Substantial Shareholders**”) may not dispose of any of their Shares for a period of 6 months, and the Company may not list additional Shares on the Saudi Exchange for a period of 6 months, in each case from the date on which trading of the Company's Shares commences on the Saudi Exchange.

With respect to the Offering, the Company appointed HSBC Saudi Arabia and SNB Capital as Joint Financial Advisors, Bookrunners, and Underwriters. The Company also appointed SNB Capital to act as Lead Manager. Saudi National Bank (SNB), Riyad Bank, Al Rajhi Bank, Saudi British Bank (SABB) and Arab National Bank have been appointed as receiving agents (collectively, the “**Receiving Agents**”).

## Offering Timeline

Key Events	Date (Gregorian)	Date (Hijri)
Bidding and Book-Building Period for Institutional Subscribers	01/03/2022 – 07/03/2022	28/07/1443 – 04/08/1443
Final Offer Price Announcement	10/03/2022	07/08/1443
Announcement of Provisional Offer Shares Allocation	10/03/2022	07/08/1443
Subscription period for Individual Investors based on the Final Offer Price	13/03/2022 – 15/03/2022	10/08/1443 – 12/08/1443
Deadline for payment of subscription money by Participating Parties based on their initially allocated Offer Shares	15/03/2022	12/08/1443
Final allotment of share and notification of excess subscription monies (if any)	20/03/2022	17/08/1443
Refund of excess Subscription Amounts (if any)	23/03/2022	20/08/1443
Expected Start Date of Trading on the Exchange	Trading of the Company's shares on the Exchange is expected to commence after all relevant regulatory requirements are satisfied. The First Day of Trading will be announced through the Saudi Exchange website <a href="http://www.saudiexchange.sa">www.saudiexchange.sa</a>	

For more information, including the Prospectus, please visit the Capital Market Authority website [www.cma.org.sa](http://www.cma.org.sa) or the Nahdi Medical Company website <https://www.nahdi.sa>

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## Enquiries

<b>Joint Financial Advisors, Bookrunners, and Underwriters</b>	
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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 comes 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 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 has 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.

This announcement is being distributed in accordance with the Rules on the Offer of Securities and Continuing Obligations ("**OSCO Rules**") issued by the CMA for the purposes of ascertaining the extent to which potential investors are willing to participate in the potential initial public offering of the Company, 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, of 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 in the Offer Shares on the basis of the CMA approved Arabic language prospectus to be issued and published in due course (the "**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 <https://nahdi.sa/static/ipo/ipo.html>, 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 Joint 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.

This announcement may include statements that are, or may be deemed to be, "forward-looking statements". These forward-looking statements may be identified by the use of forward-looking terminology, including the terms "aim", "anticipate", "believe", "can", "consider", "could", "estimate", "expect", "forecast", "intend", "may", "ought to", "potential", "plan", "projection", "seek", "should", "will", "would", or, in each case, their negative or other variations or comparable terminology, or by discussions of strategy, plans, objectives, goals, future events or intentions. 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. These factors will be described in more detail in the Prospectus. Forward-looking statements speak only as of the date they are made. Each of the Company, the Bookrunners and their respective affiliates expressly disclaims any obligation or undertaking to update, review or revise any forward-looking statement contained in this announcement whether as a result of new information, future developments or otherwise.

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. This announcement does not constitute a recommendation concerning the Offering. Acquiring Offer Shares to which this announcement relates may

expose an investor to a significant risk of losing the entire amount invested. Persons considering investment should consult an investment advisor or an authorized person specializing in advising on such investments.

The Bookrunners are acting exclusively for the Company and no-one else in connection with the Offering. It 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 clients, nor for providing advice in relation to the Offering, the contents of this announcement or any transaction, 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 Bookrunners 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 or its 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, the Bookrunners 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 Prospectus, 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 Bookrunners and any of their affiliates acting in such capacity. In addition, the Bookrunners and any of their affiliates may enter into financing arrangements (including swaps or contracts for difference) with investors in connection with which the Bookrunners and any of their affiliates may from time to time acquire, hold or dispose of securities. The Bookrunners intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligations to do so.