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Saudi Tadawul Group Holding Company announces the Offering Price Range and Commencement of Institutional Book-Building

Riyadh, 21 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, today announced the price range for its Initial Public Offering (the “**IPO**” or the “**Offering**”) as well as the commencement of the institutional book-building period. All details related to the IPO were included in the Company’s prospectus that was published on November 7, 2021 and the supplementary prospectus that was published on November 9, 2021.

The price range for the Offering has been set between SAR 95 and SAR 105 per share (the “**Price Range**”).

On 3rd November 2021, the Capital Market Authority (“**CMA**”) approved the Company’s application for registration of its shares and offering 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**”). The final offer price of the Offer Shares will be determined at the end of the book-building period.

Offering Details:

- The price range for the Offering has been set between SAR 95 and SAR 105 per share (the “**Price Range**”)
- The total Offering size is expected to be between SAR 3,420,000,000 and SAR 3,780,000,000
- The Offering is comprised of a sale of thirty-six million (36,000,000) shares by the Selling Shareholder
- 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**”), J. P. Morgan Saudi Arabia Company (“**J.P. Morgan**”) and Citigroup Saudi Arabia (“**Citigroup**”)

- as Financial Advisors, Joint Global Coordinators, Underwriters and Bookrunners (together, the “**Bookrunners**” or “**Financial Advisors**”). The Company also appointed SNB Capital to act as Lead Manager.
- The Saudi National Bank (SNB), Al Rajhi Bank, Riyad Bank, Alinma Bank, and Arab National Bank (ANB) have been appointed as receiving agents (collectively, the “**Receiving Agents**”) for the Individual Subscribers tranche.

The Offering will be restricted to the following two groups of investors:

- **Tranche (A):** Participating Parties (Institutional Investors): This tranche comprises a number of institutions and companies, including investment funds, QFIs, and GCC investors with legal personalities. Participating Parties will initially be allocated 36,000,000 ordinary shares, representing 100% of the Offer Shares and the final allocation will be made after the end of the subscription period for Individual Subscribers. In the event that there is sufficient demand from Individual Subscribers, the Financial Advisors, in coordination with the Company, shall have the right to reduce the number of Offer Shares allocated to Participating Parties to 25,200,000 shares, which represent 70% of the Offer Shares.
- **Tranche (B):** 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.

The offer of Offer Shares to Institutional Investors will be made as follows:

- Institutional Investors registered in the Kingdom may submit a Bid Form or apply for a subscription with the Bookrunners via email during the Book-Building Period to be made available by the Bookrunners. In all cases, Institutional Investors registered in the Kingdom must complete the Institutional Investors Subscription Form after the allocation of Offer Shares based on the number of Offer Shares allocated to them.
- Institutional Investors not registered in the Kingdom may apply for a subscription with the Bookrunners via telephone or email, without the need to complete and sign a Bid Form. Institutional Investors not registered in the Kingdom 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 of Offer Shares to Individual Subscribers will be made as follows:

- Individual Subscribers are required to fill and submit an Individual Subscription Form. Individual Subscribers 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 Individual Subscriber 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 Individual Subscriber since such person's subscription in the last initial public offering.

The Public Investment Fund owns 100% of Saudi Tadawul Group's issued shares as at the date of this announcement. The Offer Shares will be sold by the Public Investment Fund.

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

Key Offering Timeline:

Event	Date
Bidding and Book-Building Period for Participating Parties	21 November 2021G – 26 November 2021G
Subscription Period for Individual Investors	30 November 2021G – 2 December 2021G (by 5pm KSA time)
Announcement of Final Offer Shares Allotment	On or before 6 December 2021G
Refund of Excess Subscription Amounts (if any)	On or before 8 December 2021G
Expected Start Date of Trading in the Exchange	Trading of the Company's shares in the Exchange is expected to commence after all relevant regulatory requirements are satisfied. Trading will be announced through Saudi Exchange website (www.saudiexchange.sa).

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

- ENDS -

Contact details

Company	Name	Email	Role
SNB Capital	Moaath Alangari	SNBC.CM@alahlicapital.com	<ul style="list-style-type: none"> Joint Global Coordinator, Lead Manager, Financial Advisor, Bookrunner and Underwriter

J.P. Morgan	Omar El Amine	STG_IPO@jpmorgan.com	<ul style="list-style-type: none"> Joint Global Coordinator, Financial Advisor, Bookrunner and Underwriter
Citigroup	Majed Al Hassoun	STG.IPO@citi.com	<ul style="list-style-type: none"> Joint Global Coordinator, Financial Advisor, Bookrunner and Underwriter
Finsbury Glover Hering	Aditi Mane	SaudiTadawulGroupIPO-ME@finsbury.com	<ul style="list-style-type: none"> Communication Advisor (Media enquiries)

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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,

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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, the Saudi Exchange at www.saudiexchange.sa, the CMA at 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.
