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**10 March, 2022G**

## **NAHDI MEDICAL COMPANY ANNOUNCEMENT OF FINAL OFFER PRICE**

Following the announcement on 01 March 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 the Offer price range, the Company along with HSBC Saudi Arabia and SNB Capital, as joint financial advisors, announce today the successful completion of the institutional book-building process in compliance with the guidelines of the Capital Market Authority ("CMA") and the determination of the final offer price (the "Final Offer Price") for the Initial Public Offering (the "IPO" or the "Offering") at SAR 131 per share, implying a market capitalization of SAR 17,030 million (USD 4,541 million).

The book-building process generated an order book of SAR 299 billion (USD 80 billion)<sup>1</sup> and resulted in a subscription of coverage of 59x of the total offered shares.

**Eng. Yasser Joharji, Chief Executive Officer of Nahdi Medical Company, said:**

*"We, at Nahdi, are humbled by the exceptionally strong demand for the Company's shares by institutional investors, reflecting their confidence in our people, our business, and our financial performance.*

*Since day one, we have sought to disrupt conventional ways of delivering value to our Guests by keeping them firmly in the center of all our efforts. Today, Nahdi is the largest retail pharmacy chain in Saudi Arabia and our omnihealth platform will help deliver further value to our Guests through an integrated ecosystem consisting of our omnichannel retail pharmacy and our primary healthcare services including polyclinics, express clinics, telemedicine, testing labs, and home healthcare.*

*At this significant milestone in Nahdi's history, we are honored to expand our shareholder base to a diverse group of respected investment institutions. In addition, we look forward in the next few days to welcoming individual investors into our enlarged and diversified shareholder base. Their interest*

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<sup>1</sup> FX rate throughout announcement is USD/SAR = 3.75

*and support during the retail subscription period will be critical as the Company embarks on the next exciting chapter of its journey of adding beats to Guest lives every day and everywhere."*

### **Confirmation of Offer Details**

- The Final Offer Price for the Offering has been set at SAR 131 per share, implying a market capitalization at listing of SAR 17,030 million (USD 4,541 million).
- The total Offering size is SAR 5,109 million (USD 1,362 million).
- The Offering is comprised of 39,000,000 existing ordinary shares of the Company to be sold by the current shareholders (the "**Offer Shares**"). 100% of the Offer Shares have been provisionally allocated to the Participating Parties having participated in the book-building process ("**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 (as defined below). The final number of Offer Shares allocated to the Institutional Investors will be clawed-back accordingly based on subscriptions from Individual Investors.
- Saudi Arabian nationals, foreign residents in the Kingdom of Saudi Arabia and GCC nationals ("**Individual Investors**") will be able to subscribe for shares in the retail offering between 13-15 March at the Final Offer Price of SAR 131 per Offer Share through the appointed receiving agents which are Saudi National Bank (SNB), Saudi British Bank (SABB), Al Rajhi Bank, Riyad Bank, and Arab National Bank (collectively, the "**Receiving Agents**").
- The offer of Offer Shares to Retail 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.

## Offering Timeline

Key Events	Date (Gregorian)	Date (Hijri)
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 Saudi Exchange website at [www.saudiexchange.sa](http://www.saudiexchange.sa) or the Nahdi Medical Company website <https://www.nahdi.sa>.

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## Enquiries

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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, 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 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 [www.nahdi.sa](http://www.nahdi.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 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.