

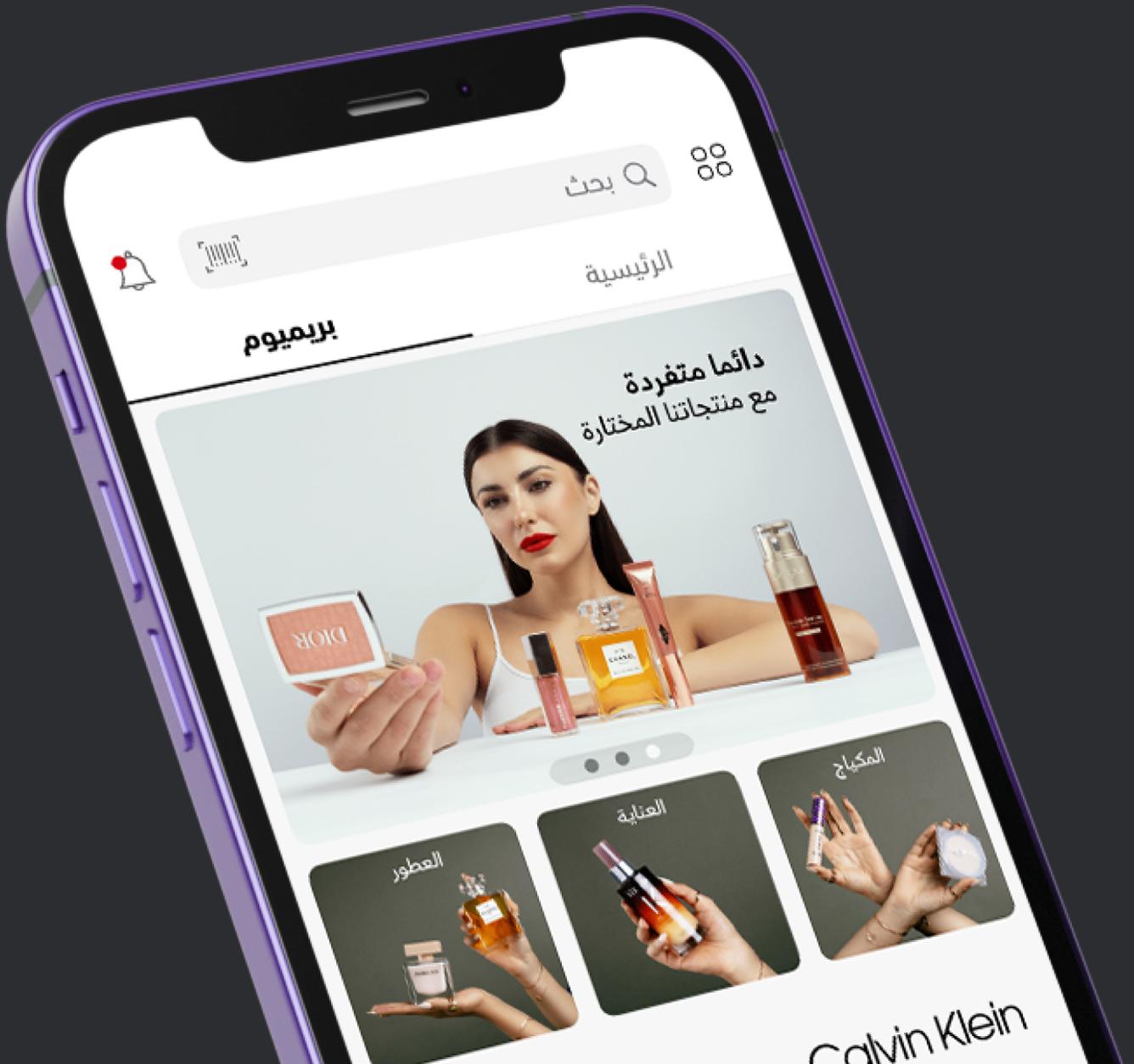


نايس ون
NICE ONE

niceonesa.com



Nice One Announces Binding Undertakings by Cornerstone Investors for Its IPO



This announcement is not a prospectus and does not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale or subscription of any securities of Nice One (as defined below) in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration, exemption from registration or qualification under the securities laws of 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 (as defined below) will be made pursuant to the Arabic language prospectus prepared by Nice One.

Any investor should make their investment decision solely on the basis of the information that is contained in the prospectus. Copies of the prospectus will be available on the websites of the Company (<https://ipo.niceonesa.com>), the Capital Market Authority (www.cma.org.sa), the Saudi Exchange (www.saudiexchange.sa), and the Financial Advisors EFG Hermes KSA (www.efghldg.com) and SNB Capital Company (www.alahlicapital.com).

Nice One Announces Binding Undertakings by Cornerstone Investors for Its IPO

Riyadh, Saudi Arabia – 02 December 2024G: Nice One Beauty Digital Marketing Company (the “**Company**” or “**Nice One**”), the leading beauty and care e-commerce platform in the Kingdom of Saudi Arabia (the “**Kingdom**”), announces that it has issued a supplementary prospectus and in relation to binding undertakings from each of “Masarrah Investment Company”, “Mohammed Abdulaziz Al Habib & Sons Holding Company” and “Frontier Investment Management Partners Ltd.” (together referred to as the “**Cornerstone Investors**”) for its initial public offering (the “**IPO**” or “**Offering**”).

The Cornerstone Investors have committed to subscribe to in aggregate, 4,331,250 Offer Shares at the Offering price (“**Cornerstone Commitment**”). The Cornerstone Commitment comprises of 1,732,500 shares to be subscribed by Masarrah Investment Company, 1,732,500 shares by Mohammed Abdulaziz Al Habib & Sons Holding Company, and 866,250 shares by Frontier Investment Management Partners Ltd. representing approximately 1.50%, 1.50% and 0.75%, respectively, of the Company’s share capital after the Offering. Masarrah Investment Company, Mohammed Abdulaziz Al Habib & Sons Holding Company and Frontier Investment Management Partners Ltd. are major strategic investors in the Saudi markets. The Company believes that the contribution of these Cornerstone Investors will provide an essential drive for achieving growth and long-term strategic goals.

The price range for the Offering has been announced earlier and set between SAR 32 and SAR 35 per share (the "**Price Range**"). The institutional book building period, which commenced on 01 December 2024G, will close at 2pm (KSA time) on Sunday, 08 December 2024G.

On 25 September 2024G, the Capital Market Authority (the "**CMA**") approved the Company's application for registering its share capital and the Offering of 34,650,000 of ordinary shares (the "**Offer Shares**"), through the sale of 29,150,000 ordinary shares of the existing shares (the "**Sale Shares**") by the Company's existing shareholders on a pro-rata basis, and the issuance of 5,500,000 shares (the "**New Shares**") through a capital increase. The Sale Shares represent 25.24% and the New Shares represent 4.76% of the Company's capital upon completion of the Offering, totaling 30% of the issued share capital (after issuance of the New Shares and the Company's capital increase). The final offer price of the Offer Shares will be determined at the end of the book-building period.

For more information on the IPO, visit <https://ipo.niceonesa.com>

BACKGROUND TO THE OFFERING

- The company has obtained the necessary approvals from the Capital Market Authority and Saudi Exchange to proceed with the offering and listing process as shown below:
 - The Offering will consist of 34,650,000 ordinary shares, representing 30% of its share capital (post-increase) through the sale of a combination of existing and newly issued shares.
 - The Offer Shares will be offered for subscription to Individual Subscribers and Participating Parties (as defined below).
 - A maximum of 34,650,000 ordinary shares, representing 100% of the offer shares, will be allocated to the participating parties initially, with the final allocation being made after the end of the retail subscription period.
 - In the event of sufficient demand from retail investors, they will be allocated a maximum of 3,465,000 ordinary shares representing 10% of the offer shares.

- The Offer Shares will be listed and traded on the Saudi Exchange's Main Market following the completion of the Offering and listing formalities with both the CMA and the Saudi Exchange.
- In respect to the Offering, the Company has appointed EFG Hermes KSA and SNB Capital Company ("**SNB Capital**") as the joint financial advisors (hereinafter referred to as the "**Financial Advisors**"), bookrunners (the "**Bookrunners**"), and underwriters (the "**Underwriters**"). The Company also appointed SNB Capital as the lead manager (hereinafter referred to as the "**Lead Manager**") in respect to the Offering described herein.
- SNB Capital, SAB Invest, Al Rajhi Capital, Saudi Fransi Capital, Alinma Investment, Riyadh Capital, AlJazira Capital, Alistithmar Capital, AlBilad Capital, ANB Capital, Derayah Financial Company, Yaqeen Capital, Alkhabeer Capital and Sahm Capital to act as receiving agents (collectively, the "**Receiving Agents**") for retail investors.
- The Offering is restricted to the following groups of investors:
 - **Tranche (A): Participating Parties:** This tranche comprises investors eligible to participate in the book-building process in accordance with the Book-Building Instructions and Allocation of Shares in IPOs as issued by the CMA. The number of Offer Shares to be initially allocated to Participating Parties is thirty-four million six hundred and fifty thousand (34,650,000) Ordinary Offer Shares, representing 100% of the total Offer Shares. Final allocation of the Offer Shares to the Participating Parties will be made following subscription by Individual Subscribers, of which four million three hundred thirty-one thousand and two hundred fifty (4,331,250) Offer Shares, being the Cornerstone Investors' Shares, shall be allocated to the Cornerstone Investors. In the event there is sufficient demand by Individual Investors (as defined under Tranche (B) below), the Financial Advisors shall have the right to reduce the number of Offer Shares allocated to Participating Parties to a minimum of thirty-one million one hundred and eighty-five thousand (31,185,000) Ordinary Shares, representing ninety percent (90%) of the total Offer Shares, provided that such clawback shall not apply to the Cornerstone Investors and the final allocation to the Cornerstone Investors shall be four million three hundred thirty-one thousand and two hundred fifty (4,331,250) Offer Shares in all cases. Twenty six million eight hundred and fifty three thousand seven hundred and fifty

(26,853,750) Offer Shares will be allocated to the Participating Parties excluding the Offer Shares allocated to the Cornerstone Investors and Individual Investors. The Financial Advisors, in coordination with the Company, shall determine the number and percentage of Offer Shares to be allocated to Participating Parties.

- **Tranche (B): Individual Subscribers:** This tranche includes Saudi Arabian nationals, including any Saudi female divorcee or widow with minor children from a marriage to a non-Saudi person who can subscribe for her own benefit in her own name or in the names of her minor children, on the condition that she provides proof that she is a divorcee or widow and the mother of her minor children; and any natural non-Saudi Arabian national who is residing in Saudi Arabia and any national of countries in the Gulf Cooperation Council, in each case who has an investment account and an active portfolio with one of the Receiving Agents or has the right to open an investment account with a Capital Market Institution. Subscription by a person in the name of his divorcee shall be deemed invalid. If a transaction of this nature is proved to have occurred, the applicable regulations shall be enforced against such person. If a duplicate subscription is made, the second subscription will be deemed void, and only the first subscription will be accepted. A maximum of three million four hundred and sixty-five thousand (3,465,000) Ordinary Shares, representing 10% of the Offer Shares, shall be allocated to Individual Subscribers. In the event that the Individual Subscribers do not subscribe in full for the Offer Shares allocated to them, the Lead Manager may reduce the number of Offer Shares allocated to Individual Subscribers in proportion to the number of Offer Shares subscribed for thereby.

CONTACT DETAILS

Nice One Beauty Digital Marketing Company – IPO Enquiries

media@niceonesa.com

Financial Advisors, Bookrunners, Underwriters

EFG Hermes KSA

Saud Altassan
Chief Executive Officer
+966 (0) 11 2938048

contact-ksa@efg-hermes.com

SNB Capital Company

Zaid Ghoul
Managing Director, Head of Investment
Banking
+ 966 (92)0000232

sNBC.cm@alahlicapital.com

Lead Manager

SNB Capital Company

Zaid Ghoul
Managing Director, Head of Investment
Banking
+ 966 (92)0000232

sNBC.cm@alahlicapital.com

Instinctif Partners – Media Enquiries

Matthew Smallwood
Managing Partner
+971 52 193 7883

matthew.smallwood@instinctif.com

Joann Joseph
Associate Partner
+971 58 257 5490

joann.joseph@instinctif.com

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 Advisor 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 Advisor 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 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 does not contain or constitute an offer of, or the solicitation of an offer to buy, the Offer Shares to any person 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 any jurisdiction other than the Kingdom. This announcement is being distributed subject to the provisions of the Rules on the Offer of Securities and Continuing Obligations (the "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 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 31 of the OSCO Rules, copies of the Prospectus will, following publication, be available on the websites of the Company (<https://ipo.niceonesa.com>), the CMA (www.cma.org.sa), the Saudi Exchange (www.saudiexchange.sa) and the Financial Advisors EFG Hermes KSA (www.efghldg.com) and SNB Capital Company (www.alahlicapital.com). 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 or contained in projections, 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 the Kingdom. 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 Financial Advisor and its 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 nor any declaration or undertaking by any means. 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 Financial Advisor is acting exclusively for the Company and no-one else in connection with the Offering. It will not regard any other person as its client in relation to the Offering and will not be responsible to anyone other than the Company for providing the protections afforded to its 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. Neither the Financial Advisor nor any of its 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, the Financial Advisor and any of its 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, 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 Advisor and any of its affiliates acting in such capacity. In addition, the Financial Advisor and any of its affiliates may enter into financing arrangements (including swaps or contracts for difference) with investors in connection with which the Financial Advisor and any of its affiliates may from time to time, acquire, hold or dispose of securities. The Financial Advisor does not intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligations to do so.