



## Jamjoom Pharmaceuticals Factory Company SUPPLEMENTARY PROSPECTUS

This Supplementary Prospectus (“**Supplementary Prospectus**”) is a supplement to, and must be read in conjunction with Red Herring Prospectus dated 04/06/1444H (corresponding to 28/12/2022G) (the “**Red Herring Prospectus**”) issued by Jamjoom Pharmaceuticals Factory Company (the “**Company**” or the “**Issuer**”) in connection with the offering of twenty-one million (21,000,000) ordinary shares representing 30.0% of the Company’s issued share capital (the “**Offering**”).

### Financial Advisors, Bookrunners and Underwriters

السعودي الفرنسي كابيتال  
Saudi Fransi Capital



J.P.Morgan

### Lead Manager

السعودي الفرنسي كابيتال  
Saudi Fransi Capital



### Bookrunner and Underwriter

الراجحي المالية  
alrajhi capital



#### Important Notice:

This Supplementary Prospectus includes information for the application for registration and offer of securities in compliance with the Rules on the Offer of Securities and Continuing Obligations (“**OSCOs**”) issued by the Capital Market Authority (the “**Authority**” or “**CMA**”) and the application for listing securities in accordance with the Listing Rules of the Saudi Stock Exchange. The Directors, whose names appear on page iv of the Red Herring Prospectus, collectively and individually accept full responsibility for the accuracy of the information contained in this Supplementary Prospectus and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading. The Authority and the Exchange do not take any responsibility for the contents of this Supplementary Prospectus, 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 Supplementary Prospectus.

For purposes of the Offering in the Kingdom of Saudi Arabia, (i) this Supplementary Prospectus is an unofficial English translation of the official Arabic Supplementary Prospectus and is provided for information purposes only and (ii) the Arabic Supplementary Prospectus published on the CMA’s website ([www.cma.org.sa](http://www.cma.org.sa)) remains the only official, legally binding version and shall prevail in the event of any conflict between the two versions.

This Supplementary Prospectus is dated 24/10/1444H (corresponding to 14/05/2023G).

## ADVISORS

### Financial Advisors, Bookrunners, and Underwriters

#### J.P. Morgan Saudi Arabia Company

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# J.P.Morgan

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السعودي الفرنسي كابيتال  
Saudi Fransi Capital



### Lead Manager

#### Saudi Fransi Capital

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السعودي الفرنسي كابيتال  
Saudi Fransi Capital

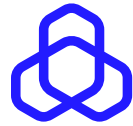


### Bookrunner and Underwriter

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الراجحي المالية  
alrajhi capital



### Legal Advisor of the Issuer

#### Abdulaziz Al Ajlan and Partners, Lawyers and Legal Advisors

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Professional company registration no.: 333/12/498  
Website: [www.legal-advisors.com](http://www.legal-advisors.com)  
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# Legal Advisors.

Abdulaziz Alajlan & Partners  
in association with Baker & McKenzie Limited

Legal Advisor for the Offering outside Saudi Arabia

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Tel: +44 20 7919 1000  
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**Baker  
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Legal Advisor for the Financial Advisors, Bookrunners, and Underwriters

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Legal Advisor for the Financial Advisors, Bookrunners, and Underwriters outside Saudi Arabia

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**WHITE & CASE**

Financial Due Diligence Advisor

**PricewaterhouseCoopers - Public Accountants**  
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Fax: +966 12 4411  
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**pwc**

Market Study Consultant

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 **EUROMONITOR  
INTERNATIONAL**

#### Independent Auditor

**KPMG Professional Services**  
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#### Receiving Agents

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**Saudi Fransi Bank**  
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**Saudi National Bank**  
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Fax: +966 114060052  
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Email: contactus@alahli.com



**Note:**

All the above-mentioned Advisors and Independent Auditor have given and have not withdrawn their written consent, until the date hereof, to the publication of their names, logos and statements attributed to them in the context in which they appear in this Supplementary Prospectus, and do not themselves, their employees, or any of their relatives have any shareholding or interest of any kind in the Company or any of its Subsidiaries as at the date of this Supplementary Prospectus.

## 1. THE COMPANY

Jamjoom Pharmaceuticals Factory Company is a Saudi joint-stock company established under commercial registration no. 4030154596 dated 18/02/1426H (corresponding to 28/03/2005G) pursuant to ministerial resolution no. 202/s, dated 19/08/1435H (corresponding to 17/06/2014G) issued in Jeddah, KSA. As provided under its commercial registration, the head office of the Company is located at Jeddah, Industrial Area, Phase 5, Block 3ME - Kingdom of Saudi Arabia.

The current share capital of the Company is seven hundred million Saudi Riyals (SAR 700,000,000) divided into seventy million (70,000,000) ordinary shares with a fully paid-up nominal value of SAR 10 per share, consisting of ten million (10,000,000) ordinary shares paid in-kind and sixty million (60,000,000) ordinary shares paid in cash.

## 2. DIRECTORS' DECLARATIONS

The Directors whose names appear on page [ ] of the Red Herring Prospectus hereby acknowledge and confirm the following:

- save as disclosed in this Supplementary Prospectus, no significant change in material matters disclosed in the Red Herring Prospectus or additional significant matters have arisen; and
- that this Supplementary Prospectus was presented to the CMA and issued on 24/10/1444H (corresponding to 14/05/2023G) and that it supplements the Red Herring Prospectus issued by the Company dated 04/06/1444H (corresponding to 28/12/2022G) and published on the CMA's website on 14/11/1444H (corresponding to 04/05/2023G).

## 3. NOTICES

The Company, the Selling Shareholders and the Joint Financial Advisors draw the attention of the recipients of this Supplementary Prospectus to the importance of considering and abiding by all of the terms and restrictions relating to the Offering set forth in the Red Herring Prospectus.

This Supplementary Prospectus should be read in conjunction with the Red Herring Prospectus and prior to making an investment decision, each recipient of this Supplementary Prospectus is responsible for obtaining independent professional advice (in the case of investors in the Kingdom, from a CMA licensed financial advisor) in relation to the Offering. Each recipient of this Supplementary Prospectus must rely on its own examination of the Company and the appropriateness of both the investment opportunity and the information herein with regard to the recipient's individual objectives, financial situation and needs, including the merits and risks involved in investing in the Offer Shares.

It should also be noted that Participating Parties who submitted applications to subscribe to the Offer Shares prior to the publication of this Supplementary Prospectus may cancel or amend their application to subscribe to said shares before the end of the Offering Period, in accordance with Article 49(d) of the Rules on the Offer of Securities and Continuing Obligations.

Defined terms used in this Supplementary Prospectus shall have the same meaning ascribed to them in Red Herring Company Prospectus. Such terms are defined in Section 1 ("**Definitions and Abbreviations**") of the Red Herring Prospectus. This Supplementary Prospectus may not be distributed and the Offer Shares may not be sold to any person other than the Participating Parties and/or Individual Investors described in the Red Herring Prospectus.

## 4. REASONS FOR THE ISSUANCE OF THIS SUPPLEMENTARY PROSPECTUS

In accordance with Article 49 of the OSCOs, an issuer must submit a supplementary prospectus to the CMA if at any time after the prospectus has been published, and prior to the completion of the Offering, an issuer becomes aware that:

1. there has been a significant change in material matters contained in the prospectus; or
2. significant matters have become known which would have been required to be included in the prospectus.

The Company has become aware of additional significant matters that it considers need disclosing as shown in this Supplementary Prospectus. A binding undertaking was submitted by Saudi Economic and Development Holding Company (SEDCO) on 21/10/1444H (corresponding to 11/05/2023G) and by Al Faisaliah Group Holding Company on 21/10/1444H (corresponding to 11/05/2023G), to the Company and the Selling Shareholders, pursuant to which Saudi Economic and Development Holding Company (SEDCO) and Al Faisaliah Group Holding Company committed to subscribe, as cornerstone investors, to three million four hundred ninety-nine thousand nine hundred ninety-nine (3,499,999) shares and one million six hundred sixty-six thousand six hundred sixty-seven (1,666,667) shares, respectively, of the Offer Shares (representing approximately 4.99% and 2.38%, respectively, of the Company's capital after the Offering) and the Company agreed to allocate such shares to Saudi Economic and Development Holding Company (SEDCO) and Al Faisaliah Group Holding Company as the cornerstone investors in the Offering process.

The Saudi Economic and Development Holding Company (SEDCO) is a closed joint stock company, established in 1976 and headquartered in Jeddah, Kingdom of Saudi Arabia. The Saudi Economic and Development Holding Company (SEDCO) manages a variety of investments across various strategic sectors, including healthcare, hospitality, education, asset management and real estate.

Al Faisaliah Group Holding Company is a closed joint stock company, established in 1971 and headquartered in Riyadh, Kingdom of Saudi Arabia. Al Faisaliah Group Holding Company manages a variety of investments across various strategic sectors, including healthcare, pharmaceuticals, technology, agriculture, food and beverage, real estate development and human resource solutions.

The Saudi Economic and Development Holding Company (SEDCO) and Al-Faisaliah Group Holding Company are major strategic investors in the Saudi markets. These Cornerstone Investors aim to enhance growth by developing and implementing value-maximizing initiatives in the investee companies, while capitalizing on their investment and operational expertise and strategic partnerships with local and international companies over the past decades with the aim of achieving sustainable value in various business sectors, including the healthcare and pharmaceutical sectors. The Company believes that the participation of these Cornerstone Investors will provide an essential drive for achieving growth and long-term strategic goals.

## 5. AMENDMENTS TO CERTAIN INFORMATION IN THE RED HERRING PROSPECTUS

### 5.1 Certain paragraphs on the cover page of the Red Herring Prospectus have been amended to read as follows (after amendment):

- The initial public offering (hereinafter referred to as the “**Offering**”) consists of the sale of twenty one million (21,000,000) Shares (hereinafter referred to as the “**Offer Shares**”, and each an “**Offer Share**”) with a paid-up nominal value of SAR 10 per Share, at an offer price of Saudi Riyals (SAR [•]) (hereinafter referred to as the “**Offer Price**”), which includes a binding undertaking submitted by Saudi Economic and Development Holding Company (SEDCO) on 21/10/1444H (corresponding to 11/05/2023G) and by Al Faisaliah Group Holding Company on 21/10/1444H (corresponding to 11/05/2023G) (the “**Cornerstone Investors**”) to the Company and the Selling Shareholders, pursuant to which Saudi Economic and Development Holding Company (SEDCO) and Al Faisaliah Group Holding Company committed to subscribe to three million four hundred ninety-nine thousand nine hundred ninety-nine (3,499,999) shares and one million six hundred sixty-six thousand six hundred sixty-seven (1,666,667) shares, respectively, of the Offer Shares (the “**Cornerstone Investors’ Shares**”) and the Company agreed to allocate the Cornerstone Investors’ Shares to the Cornerstone Investors as part of the Offering process. The Offer Shares represent thirty percent (30%) of the share capital of the Company.
- **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 Capital Market Authority (hereinafter referred to as the “**CMA**”) (the Instructions shall hereinafter be referred to as the “**Book-Building Instructions**”), (said investors shall be collectively referred to as the “**Participating Parties**” and each a “**Participating Party**”) (for further details, please refer to Section 1 (“**Definitions and Abbreviations**”). The number of Offer Shares to be effectively allocated to Participating Parties is twenty one million (21,000,000) Shares representing 100% of the total Offer Shares, of which five million one hundred sixty-six thousand six hundred sixty-six (5,166,666) 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 Lead Manager shall have the right to reduce the number of Offer Shares allocated to Participating Parties to a minimum of eighteen million nine-hundred thousand (18,900,000) Shares, representing 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 five million one hundred sixty-six thousand six hundred sixty-six (5,166,666) Offer Shares in all cases. Thirteen million seven hundred thirty-three thousand three hundred thirty-four (13,733,334) 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 Issuer, shall determine the number and percentage of Offer Shares to be allocated to Participating Parties.

## 5.2 Certain paragraphs in the Summary of the Offering in the Red Herring Prospectus have been amended to read as follows (after the amendment):

<b>Offering</b>	The initial public offering of twenty one million (21,000,000) Shares, representing 30% of the share capital, at an offer price of SAR [•] per Offer Share, which includes a binding undertaking submitted by Saudi Economic and Development Holding Company (SEDCO) on 21/10/1444H (corresponding to 11/05/2023G) and by Al Faisaliah Group Holding Company on 21/10/1444H (corresponding to 11/05/2023G) to the Company and the Selling Shareholders, pursuant to which Saudi Economic and Development Holding Company (SEDCO) and Al Faisaliah Group Holding Company committed to subscribe to three million four hundred ninety-nine thousand nine hundred ninety-nine (3,499,999) shares and one million six hundred sixty-six thousand six hundred sixty-seven (1,666,667) shares, respectively, of the Offer Shares, being the Cornerstone Investors' Shares, and the Company agreed to allocate the Cornerstone Investors' Shares to the Cornerstone Investors as part of the Offering process. The Offer Shares represent thirty percent (30%) of the share capital of the Company.
<b>Categories of Targeted Investors</b>	<b>Tranche (A): Participating Parties:</b> 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 Capital Market Authority (hereinafter referred to as the "CMA") (the Instructions shall hereinafter be referred to as the "Book-Building Instructions"), (said investors shall be collectively referred to as the "Participating Parties" and each a "Participating Party") (for further details, please refer to Section 1 ("Definitions and Abbreviations")). The number of Offer Shares to be effectively allocated to Participating Parties is twenty one million (21,000,000) Shares representing 100% of the total Offer Shares, of which five million one hundred sixty-six thousand six hundred sixty-six (5,166,666) 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 Lead Manager shall have the right to reduce the number of Offer Shares allocated to Participating Parties to a minimum of eighteen million nine-hundred thousand (18,900,000) Shares, representing 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 five million one hundred sixty-six thousand six hundred sixty-six (5,166,666) Offer Shares in all cases. Thirteen million seven hundred thirty-three thousand three hundred thirty-four (13,733,334) 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 Issuer, shall determine the number and percentage of Offer Shares to be allocated to Participating Parties.
<b>Number of Shares offered to Participating Parties</b>	Twenty one million (21,000,000) Shares representing 100% of the total Offer Shares, of which five million one hundred sixty-six thousand six hundred sixty-six (5,166,666) Offer Shares, being the Cornerstone Investors' Shares, shall be allocated to the Cornerstone Investors. In the event there is sufficient demand by Individual Investors, the Lead Manager may decide to reduce the number of Shares allocated to Participating Parties to a minimum of eighteen million nine hundred thousand (18,900,000) Shares, representing 90% of the total Offer Shares, provided that such clawback shall not apply to the Cornerstone Investors and the final allocation to the Cornerstone Investor shall be five million one hundred sixty-six thousand six hundred sixty-six (5,166,666) Offer Shares in all cases. Thirteen million seven hundred thirty-three thousand three hundred thirty-four (13,733,334) 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 Issuer, shall determine the number and percentage of Offer Shares to be allocated to Participating Parties.
<b>Allocation of Offer Shares to Participating Parties</b>	The initial allocation of the Offer Shares will be made as determined by the Company and the Financial Advisors, using the voluntary share allocation method. The Company and the Financial Advisors may decide to not allocate any Offer Shares to certain Participating Parties. Final allocation of the Offer Shares to the Participating Parties will be made through the Lead Manager following subscription by Individual Investors. The number of Offer Shares to be initially allocated to Participating Parties is twenty one million (21,000,000) Shares representing 100% of the total Offer Shares, of which five million one hundred sixty-six thousand six hundred sixty-six (5,166,666) Offer Shares, being the Cornerstone Investors' Shares, shall be allocated to the Cornerstone Investors. In the event there is sufficient demand by Individual Investors for the Offer Shares, the Lead Manager may decide to reduce the number of Shares allocated to Participating Parties to eighteen million nine hundred thousand (18,900,000) Shares, representing 90% of the total Offer Shares, following subscription by Individual Investors and provided that such clawback shall not apply to the Cornerstone Investors and the final allocation to the Cornerstone Investor shall be five million one hundred sixty-six thousand six hundred sixty-six (5,166,666) Offer Shares in all cases. Thirteen million seven hundred thirty-three thousand three hundred thirty-four (13,733,334) Offer Shares will be allocated to the Participating Parties excluding the Offer Shares allocated to the Cornerstone Investors and Individual Investors.

## 5.3 Certain definitions in Sections 1 ("Definitions and Abbreviations") in the Red Herring Prospectus have been amended to be as follows (after the amendment):

Term	Definition
<b>Cornerstone Investor's Shares</b>	The shares which the Cornerstone Investors committed to subscribe to on the basis of a binding undertaking submitted by Saudi Economic and Development Holding Company (SEDCO) on 21/10/1444H (corresponding to 11/05/2023G), and by Al Faisaliah Group Holding Company on 21/10/1444H (corresponding to 11/05/2023G), being three million four hundred ninety-nine thousand nine hundred ninety-nine (3,499,999) shares to be subscribed by Saudi Economic and Development Holding Company (SEDCO) and one million six hundred sixty-six thousand six hundred sixty-seven (1,666,667) shares to be subscribed by Al Faisaliah Group Holding Company, of the Offer Shares.
<b>Cornerstone Investors</b>	Saudi Economic and Development Holding Company (SEDCO) and Al Faisaliah Group Holding Company.



## 5.4 Some of the paragraphs contained in Section (18) (“Subscription Terms and Conditions”) in the Red Herring Prospectus have been amended to be as follows (after the amendment)

- (Section 18.1) Subscription to Offer Shares

The Offering will consist of twenty-one million (21,000,000) Ordinary Shares with a fully paid nominal value of SAR 10 per Share, at an Offer Price of SAR [•] per Share, which includes a binding undertaking submitted by Saudi Economic and Development Holding Company (SEDCO) on 21/10/1444H (corresponding to 11/05/2023G) and by Al Faisaliah Group Holding Company on 21/10/1444H (corresponding to 11/05/2023G) to the Company and the Selling Shareholders, pursuant to which Saudi Economic and Development Holding Company (SEDCO) and Al Faisaliah Group Holding Company committed to subscribe to three million four hundred ninety-nine thousand nine hundred ninety-nine (3,499,999) shares and one million six hundred sixty-six thousand six hundred sixty-seven (1,666,667) shares, respectively, of the Offer Shares, being the Cornerstone Investors' Shares, and the Company agreed to allocate the Cornerstone Investors' Shares to the Cornerstone Investors as part of the Offering process. The Offer Shares represent 30.0% of the Company's capital with the total value of the Offering amounting to SAR [•]. Note that the Offering to Individual Investors and listing of the Shares thereafter is subject to the successful subscription by Participating Parties for all Offer Shares. The Offering shall be canceled if the Offering is not fully subscribed for during this period. The CMA also has the right to suspend the Offering if, at any time after its approval of this Prospectus and before admission to listing of the Shares on the Exchange, a material adverse change has occurred in respect of the Company's operations.

The Offering is restricted to the following two 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. The number of Offer Shares to be initially allocated to Participating Parties is twenty-one million (21,000,000) Offer Shares representing one hundred percent (100%) of the total Offer Shares, of which five million one hundred sixty-six thousand six hundred sixty-six (5,166,666) Offer Shares, being the Cornerstone Investors' Shares, shall be allocated to the Cornerstone Investors. In the event there is sufficient demand by Individual Investors for the Offer Shares, then the Lead Manager has the right to reduce the number of Shares initially allocated to Participating Parties to eighteen million nine hundred thousand (18,900,000) 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 five million one hundred sixty-six thousand six hundred sixty-six (5,166,666) Offer Shares in all cases. Thirteen million seven hundred thirty-three thousand three hundred thirty-four (13,733,334) Offer Shares will be allocated to the Participating Parties excluding the Offer Shares allocated to the Cornerstone Investors and Individual Investors. The number and percentage of Offer Shares to be allocated to Participating Parties shall be determined as deemed fit by the Financial Advisors, in coordination with the Issuer.

- (Section 18.2) Book-building and Subscription by Participating Parties

- a. The number and percentage of Offer Shares to be allocated to Participating Parties shall be determined as deemed fit by the Financial Advisors, in coordination with the Issuer, using the voluntary share allocation method, provided that the final allocation to the Cornerstone Investors shall be five million one hundred sixty-six thousand six hundred sixty-six (5,166,666) Offer Shares in all cases. The Company and the Financial Advisors may decide to not allocate any Offer Shares to certain Participating Parties.
- b. Participating Parties must submit requests to participate in the book-building process by filling out Bid/Subscription Orders. Participating Parties may amend or cancel their bids at any time during the Book-Building Period, provided that said bids are amended by submitting a modified bid form or an appendix Bid Form (where applicable) before the Offer price determination process that will take place before the Offering Period begins. The number of Offer Shares for each of the Participating Parties shall not be less than one hundred thousand (100,000) Share, and no more three million, four hundred and ninety-nine thousand, nine hundred and ninety-nine (3,499,999) Shares, and in relation to public funds only, not exceeding the maximum limit for each participating public fund that is determined in accordance with the Book-Building Instructions, and the number of requested shares must be allocatable. The Lead Manager shall notify the Participating Parties regarding the Offer Price and the number of Offer Shares initially allocated thereto, provided that the allocation to the Cornerstone Investors shall be five million one hundred sixty-six thousand six hundred sixty-six (5,166,666) Offer Shares in all cases. Subscription by Participating Parties must begin during the Offering Period, which also includes Individual Investors, in accordance with the Subscription Terms and Conditions as detailed in the Subscription Applications Forms.

- (Section 18.4.1) Allocation of Offer Shares to Participating Parties

The Financial Advisors, in coordination with the Company, shall determine the allocation of Offer Shares for the Participating Parties, after the allocation of Offer Shares to Individual Investors is completed, provided that the initial number of Offer Shares initially allocated to Participating Parties shall not be less than twenty-one million (21,000,000) Offer Shares representing one hundred percent (100%) of the total Offer Shares, and provided that the final allocation for Participating Parties shall not be less than eighteen million nine hundred thousand (18,900,000) Offer Shares representing 90% of the Offer Shares, provided that the final allocation to the Cornerstone Investors shall be five million one hundred sixty-six thousand six hundred sixty-six (5,166,666) Offer Shares in all cases. Thirteen million seven hundred thirty-three thousand three hundred thirty-four (13,733,334) Offer Shares will be allocated to the Participating Parties excluding the Offer Shares allocated to the Cornerstone Investors and Individual Investors. The allocation of Offer Shares for the Participating Parties will be made using the voluntary share allocation method, the Company and the Financial Advisors may decide to not allocate any Offer Shares to certain Participating Parties.



