

**\*\*NOT FOR PUBLICATION, DISTRIBUTION OR RELEASE, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES OF AMERICA, CANADA, JAPAN, AUSTRALIA, SOUTH AFRICA OR ANY OTHER JURISDICTION WHERE SUCH DISTRIBUTION IS UNLAWFUL\*\***

This announcement is not an advertisement and not a prospectus and not an offer of securities for sale or subscription in 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 will be made, and any investor should make his investment decision solely on the basis of the information that is contained in the formal offering documents to be published by Almunajem Foods in due course in connection with the listing and trading of its ordinary shares on the Saudi Stock Exchange.

## FOR IMMEDIATE RELEASE

15 November, 2021G

### ALMUNAJEM FOODS ANNOUNCEMENT OF PRICING RANGE AND START OF INSTITUTIONAL BOOKBUILDING

Following the announcement by Almunajem Foods (“**Almunajem**” or “**Company**”), one of the largest food companies in the Kingdom of Saudi Arabia, on 11 November 2021 of its intention to float, today the Company along with HSBC Saudi Arabia, as financial advisor, announce 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 prospectus containing the full details of the Offering has also been published.

#### Confirmation of Offer Details

- The price range for the Offering has been set between SAR 55 and SAR 60 per share (the “**Price Range**”)
- The Offering is comprised of 18,000,000 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 990 million (USD 264 million) and SAR 1,080 million (USD 288 million), implying a market capitalization at listing between SAR 3,300 million (USD 880 million) and SAR 3,600 million (USD 960 million)
- 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 18,000,000 Offer Shares to institutional investors entitled to participate in the book-building process (“**Institutional Investors**”) 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.
- 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 (“**Retail Investors**”). Initially, 100% of the Offer Shares will be provisionally allocated to the Institutional Investors. This may be reduced to 16,200,000 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 Institutional Investors will be accordingly adjusted based on subscription from Individual Investors.
- The offer of Offer Shares to Institutional Investors will be made as follows:

**\*\*NOT FOR PUBLICATION, DISTRIBUTION OR RELEASE, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES OF AMERICA, CANADA, JAPAN, AUSTRALIA, SOUTH AFRICA OR ANY OTHER JURISDICTION WHERE SUCH DISTRIBUTION IS UNLAWFUL\*\***

- Institutional Investors registered in the Kingdom may submit a Bid Form or may apply for subscription with the Bookrunner electronically during the Book-Building Period to be made available by the Financial Advisor and Bookrunner. 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 subscription with the Bookrunner telephonically or electronically, 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 Retail Investors will be made as follows:

- Individual Investors are required to fill and submit a Retail Subscription Form. Retail 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 Entity which offers such services and (ii) there have been no changes in the personal information or data of the Individual Investor since such person's subscription in the last initial public offering.
- The substantial shareholders who each own 5% or more of the Shares and comprise Abdullah Ali Almunajem Sons Company (the "**Substantial Shareholder**") may not dispose of any of its 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 as Financial Advisor, Lead Manager, Bookrunner, and Underwriter. SABB, Saudi National Bank and Al Rajhi Bank have been appointed as receiving agents (collectively, the "**Receiving Agents**")

**\*\*NOT FOR PUBLICATION, DISTRIBUTION OR RELEASE, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES OF AMERICA, CANADA, JAPAN, AUSTRALIA, SOUTH AFRICA OR ANY OTHER JURISDICTION WHERE SUCH DISTRIBUTION IS UNLAWFUL\*\***

## Key Offering Timeline

Key Events	Date
Bidding and Book-Building Period	15 November 2021 - 21 November 2021
Subscription period of Individual Investors	5 December 2021 – 6 December 2021
Announcement of Provisional Offer Shares Allocation	25 November 2021
Final date for submitting the subscription forms	30 November 2021
Final allotment of share and notification of excess subscription monies (if any)	11 December 2021
Refund of excess Subscription Amounts (if any)	13 December 2021
Expected Start Date of Trading on the Exchange	Trading of the Company's Shares in the Exchange is expected to commence after relevant regulatory requirements are satisfied. Trading will be announced through the Saudi Exchange website ( <a href="http://www.saudiexchange.sa">www.saudiexchange.sa</a> ).

For more information and for the prospectus, please visit the Capital Market Authority website [www.cma.org.sa](http://www.cma.org.sa), Almunajem Foods website [www.almunajemfoods.com/ipo/](http://www.almunajemfoods.com/ipo/).

---END---

## ENQUIRIES

**Financial Advisor, Lead Manager, Bookrunner, and Underwriter**

HSBC Saudi Arabia

Mohammed Fannouch

[almunajemipo@hsbcsa.com](mailto:almunajemipo@hsbcsa.com)

### Media Enquiry

Brunswick Group

Jade Mamarbachi / Celine Aswad

+971 (4) 560 9600

[almunajem@brunswickgroup.com](mailto:almunajem@brunswickgroup.com)

**\*\*NOT FOR PUBLICATION, DISTRIBUTION OR RELEASE, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES OF AMERICA, CANADA, JAPAN, AUSTRALIA, SOUTH AFRICA OR ANY OTHER JURISDICTION WHERE SUCH DISTRIBUTION IS UNLAWFUL\*\***

### **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 Bookrunner 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 Bookrunner 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 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 paragraph (a) of Part 4 of the Instructions for Book Building Process and Allocation in Initial Public Offerings issued by the CMA. 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 published on 11 November 2021 (the "**Prospectus**"). The information in this announcement is subject to change. In accordance with Article 33(d) of the Rules on the Offer of Securities and Continuing Obligations (the "**OSCO Rules**"), copies of the Prospectus are available on the websites of the Company at [www.almunajemfoods.com](http://www.almunajemfoods.com), the Saudi Exchange at [www.saudiexchange.sa](http://www.saudiexchange.sa), the CMA at [www.cma.org.sa](http://www.cma.org.sa) and of the Financial Advisor.

**\*\*NOT FOR PUBLICATION, DISTRIBUTION OR RELEASE, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES OF AMERICA, CANADA, JAPAN, AUSTRALIA, SOUTH AFRICA OR ANY OTHER JURISDICTION WHERE SUCH DISTRIBUTION IS UNLAWFUL\*\***

This announcement is not an offer document for the purposes of the Rules on 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 Bookrunner 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 Bookrunner is 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 Bookrunner or 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 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 Bookrunner 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, to the

**\*\*NOT FOR PUBLICATION, DISTRIBUTION OR RELEASE, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES OF AMERICA, CANADA, JAPAN, AUSTRALIA, SOUTH AFRICA OR ANY OTHER JURISDICTION WHERE SUCH DISTRIBUTION IS UNLAWFUL\*\***

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 Bookrunner and any of its affiliates acting in such capacity. In addition, the Bookrunner and any of its affiliates may enter into financing arrangements (including swaps or contracts for difference) with investors in connection with which the Bookrunner and any of its affiliates may from time to time acquire, hold or dispose of securities. The Bookrunner intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligations to do so.