

**\*\*NOT FOR PUBLICATION, DISTRIBUTION OR RELEASE, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES OF AMERICA, CANADA, JAPAN, AUSTRALIA, SOUTH AFRICA OR ANY OTHER JURISDICTION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 or Australia.

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 (the "Offering") will be made, and any investor should make his investment decision solely on the basis of the information that is contained in the prospectus (the "Prospectus") to be published by Arabian Centres Company (as defined below) in due course in connection with the admission of its ordinary shares ("Shares") to trading on the Saudi Stock Exchange ("Admission"). Copies of the Prospectus will, following publication, be available from Arabian Centres Company's registered office and its website at [www.arabiancentres.com](http://www.arabiancentres.com).



**For Immediate Release**

**14 May 2019**

## **ARABIAN CENTRES COMPANY COMPLETION OF IPO**

Arabian Centres Company ("**Arabian Centres**" or "**the Company**") announces the successful completion of its Initial Public Offering ("**IPO**" or the "**Offering**") of shares with the conclusion of the retail offering.

Following the completion of the institutional book building process, the one day retail offering took place on 9 May 2019. The retail offering saw 26,476 individual investors subscribe for 5,701,670 shares at the IPO price of SAR 26 per share, which represented 6.0% of the Offer Shares (as defined below).

The retail offering followed the completion of the institutional book building process. The book building process generated an order book of SAR3.1 billion and resulted in a subscription of 126% of the Offer Shares (as defined below) as per the following breakdown:

- Public Funds, Private Funds and Discretionary Portfolios 57.1%;
- Non-KSA investors (including GCC investors, QFIs and non-resident investors through swap agreements) 16.7%; and
- Others (including Government Institutions, Private Companies, Financial Institutions and Authorized Persons) 26.1%.

Based on the results of the retail offering, the shares allocated to institutional investors will be scaled back to 89,298,330 shares excluding the Purchase Option (as defined below), representing 94.0% of the Offer Shares (as defined below). Final allocations and refunds (if any) will be processed on 14 May 2019.

### **Confirmation of Offer Details**

- The price for the Offering has been set at SAR 26 per share, implying a market capitalisation on admission of SAR12.4 billion.
- The Offering includes a total of 95,000,000 shares comprised of 65,000,000 existing shares to be sold by the current shareholders and 30,000,000 new shares to be issued by the Company by way of a capital increase (together the "**Offer Shares**").

- The Offering size is SAR2.5 billion excluding the Purchase Option (as defined below) and total Offering size is SAR2.8 billion including 12,825,000 Over-allotment Shares (as defined below) that have been allocated pursuant to the Purchase Option (as defined below).
- Immediately following admission, the Company is expected to have a free float of 20% of the Company's enlarged issued share capital (prior to any exercise of the Purchase Option (as defined below) or 22.7% in the event of full exercise of the Purchase Option (as defined below).
- For the purposes of allowing Goldman Sachs Saudi Arabia, as stabilising manager (the "**Stabilising Manager**"), to cover short positions resulting from any over-allotments, FAS Real Estate Company (the "**Over-allotment Shareholder**") has granted the Stabilising Manager a purchase option (the "**Purchase Option**"), pursuant to which the Stabilising Manager may purchase additional shares up to a maximum of 12,825,000 shares, representing 13.5 percent of the total number of shares comprised in the Offering (the "**Over-allotment Shares**") at the offer price out of the initial maximum number of 14,250,000 over-allotment shares. The Purchase Option will be exercisable in whole or in part upon notice by the Stabilising Manager, at any time on or before the 30th calendar day after the commencement of dealings of the shares on the Tadawul (the "**Stabilising Period**"). Any shares made available pursuant to the Purchase Option will rank pari passu in all respects with the shares being sold in the Offering, including for all dividends and other distributions declared, made or paid on the shares, and will be purchased on the same terms and conditions as the shares being sold in the Offering and will form a single class with such shares.

The Company has engaged Samba Capital & Investment Management Company, Morgan Stanley Saudi Arabia, NCB Capital Company and Goldman Sachs Saudi Arabia to act as Joint Financial Advisors and Joint Bookrunners, and appointed Citigroup Saudi Arabia, Credit Suisse Saudi Arabia, EFG Hermes KSA, Emirates NBD Capital KSA and Natixis to act as Joint Bookrunners in connection with the Offering. In addition, Samba Capital & Investment Management Company has been appointed as Lead Coordinator and Lead Manager. Furthermore, Samba Financial Group and National Commercial Bank acted as receiving agents for the retail offering.

For more information and for the prospectus, please visit the Capital Market Authority website [www.cma.org.sa](http://www.cma.org.sa), Arabian Centers website [www.arabiancentres.com](http://www.arabiancentres.com) or the websites of the Joint Financial Advisors ([www.sambacapital.com](http://www.sambacapital.com)) ([www.morganstanleysaudi-arabia.com](http://www.morganstanleysaudi-arabia.com)) ([www.alahlicapital.com](http://www.alahlicapital.com)) ([www.goldmansachs.com/worldwide/saudi-arabia](http://www.goldmansachs.com/worldwide/saudi-arabia)).

- End -

**For enquiries:**

<b><i>Brunswick Group (for media enquiries)</i></b>	
Jade Mamarbachi / James Allan (English)	(+971) (0) 4 560 9600
Jamil Fahmy / Mohamed Abouzaid (Arabic)	<a href="mailto:Arabiancentres@brunswickgroup.com">Arabiancentres@brunswickgroup.com</a>
<b><i>Joint Financial Advisors</i></b>	
<b><i>Samba Capital &amp; Investment Management Company</i></b>	
Hassan Al-Jeshi	+966 11 211 7435
<b><i>Morgan Stanley Saudi Arabia</i></b>	
Motaz Alangari	+966 11 218 7000
<b><i>NCB Capital Company</i></b>	
Wassim Al Khatib	+966 11 874 7106
<b><i>Goldman Sachs Saudi Arabia</i></b>	
Eyas Aldossari	+966 11 279 4820

**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.

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 in or into the United States. The shares referred to herein 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 shares subject to the Offering 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 shares referred to herein 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 shares referred to herein 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 shares referred to herein 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 shares in Australia, Canada, South Africa or Japan.

In member states of the European Economic Area (“**EEA**”) (each, a “**Relevant Member State**”), this announcement and any offer if made subsequently is directed only at persons who are “**qualified investors**” within the meaning of the Prospectus Directive (“**Qualified Investors**”). For these purposes, the expression “**Prospectus Directive**” means Directive 2003/71/EC (and amendments thereto, including Directive 2010/73/EU), and includes any relevant implementing measure in the Relevant Member State. In the United Kingdom this announcement is directed exclusively at Qualified Investors (i) who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “**Order**”) or (ii) who fall within Article 49(2)(A) to (D) of the Order, and (iii) to whom it may otherwise lawfully be communicated, and any investment activity to which it relates will only be engaged in with such persons and it should not be relied on by anyone other than such persons.

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 securities referred to in this announcement on the basis of the CMA approved prospectus dated 15 April 2019 (the “**Prospectus**”). Copies of the Prospectus are available from the Company’s registered office and its website at [www.arabiancentres.com](http://www.arabiancentres.com).

This announcement is not an offer document for the purposes of the Rules on the Offer of Securities and Continuing Obligations and should not be construed as such. The CMA and the Saudi Stock Exchange (Tadawul) 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 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 Arabic language Prospectus and/or the international offering circular, as the case may be, the Arabic language 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”. 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 contained in projections or forward-looking statements of the Company, 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. Each of the Company, the Joint 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 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 authorised person specializing in advising on such investments.

The Joint Bookrunners 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, 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 Joint Bookrunners or any of their 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 Joint Bookrunners and any of their affiliates, may take up a portion of the securities 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 securities and other securities of the Company or related investments in connection with the Offering or otherwise. Accordingly, references in the Arabic language 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 Joint Bookrunners and any of their affiliates acting in such capacity. In addition, the Joint Bookrunners and any of their affiliates may enter into financing arrangements (including swaps or contracts for difference) with investors in connection with which the Joint Bookrunners and any of their affiliates may from time to time acquire, hold or dispose of securities. None of the Joint 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.