

Americana Restaurants International PLC

Supplementary Prospectus

This Supplementary Prospectus ("**Supplementary Prospectus**") is a supplement to the Red Herring Supplemental Prospectus dated 06/04/1444H (corresponding to 31/10/2022G) (the "**Red Herring Supplemental Prospectus**") issued by Americana Restaurants International PLC (the "**Company**" or the "**Issuer**") in connection with the offering of two billion, five hundred and twenty-seven million, eighty-nine thousand, nine hundred and thirty (2,527,089,930) ordinary shares representing thirty percent (30%) of the share capital of the Company, through a public subscription and concurrent dual offering on the Abu Dhabi Securities Exchange ("**ADX**") in the United Arab Emirates ("**UAE**") and on the Saudi Exchange (Tadawul) ("**Tadawul**" or the "**Exchange**") in the Kingdom of Saudi Arabia ("**Kingdom**" or "**KSA**") only (the "**Offering**"). This Supplementary Prospectus must be read in conjunction with the Red Herring Supplemental Prospectus.

Global coordinators, financial advisors, bookrunners and underwriters in KSA

 **SNB Capital**

FAB  **فاب كابيتال**
CAPITAL



Morgan Stanley

Lead Manager in the KSA

 **SNB Capital**

AMERICANA

RESTAURANTS



TGI FRIDAYS



COSTA
COFFEE

baskin **BR** robbins

Important Notice:

This Supplementary Prospectus includes information provided as part of the application for registration and offer of securities in compliance with the Rules on the Offer of Securities and Continuing Obligations of the Capital Market Authority of the Kingdom of Saudi Arabia (the "**CMA**" or the "**Authority**") and the application for listing of securities in compliance with the requirements of the Listing Rules of the Exchange. The Directors, whose names appear on page (v) of the Red Herring Supplemental Prospectus, collectively and individually accept full responsibility for the accuracy of the information contained in this Supplementary Prospectus and, having made all reasonable inquiries, confirm 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.

This Supplementary Prospectus is an unofficial English translation of the official Arabic Supplementary Prospectus and is provided for information purposes only. The Arabic Supplementary Prospectus published on the CMA's website (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 23/4/1444H (corresponding to 17/11/2022G).

Advisors

Financial Advisors and Global Coordinators in KSA

**SNB Capital**

King Saud Road, the Regional Building of the National Saudi Bank
P.O. Box: 22216, Riyadh 11495
Kingdom of Saudi Arabia
Tel: +966 (92) 0000232
Fax: +966 (11) 4060052
Website: www.alahlicapital.com
Email: snbc.cm@alahlicapital.com

**FAB Capital**

Kian Group Building
7756 King Fahd Road
Malaga-Malaga neighborhood
Riyadh 4181 – 13524
Kingdom of Saudi Arabia
Tel: +966 (11) 283447
Website: <https://www.fabcapital.com/>
Email: ECM@bankfab.com

**Goldman Sachs Saudi Arabia**

Kingdom Tower, 25th Floor
P.O. Box: 52969, Riyadh 11573
Kingdom of Saudi Arabia
Tel: +966 (11) 2794800
Fax: +966 (11) 2794807
Website: www.goldmansachs.com/worldwide/Saudi-arabia
Email: gssainfo@gs.com

Morgan Stanley

Morgan Stanley Saudi Arabia

Al Rashid Tower, 10th Floor
King Saud Road
P.O. Box: 66633, Riyadh 11586
Kingdom of Saudi Arabia
Tel: +966 (11) 2187000
Fax: +966 (11) 2187003
Website: www.morganstanleysaudi Arabia.com
Email: lneqsy@morganstanley.com

Lead Manager

**SNB Capital**

King Saud Road, the Regional Building of the National Saudi Bank
P.O. Box: 22216, Riyadh 11495
Kingdom of Saudi Arabia
Tel: +966 (92) 0000232
Fax: +966 (11) 4060052
Website: www.alahlicapital.com
Email: snbc.cm@alahlicapital.com

Bookrunners and Underwriters in KSA

**SNB Capital**

King Saud Road, the Regional Building of the National Saudi Bank
 P.O. Box: 22216, Riyadh 11495
 Kingdom of Saudi Arabia
 Tel: +966 (92) 0000232
 Fax: +966 (11) 4060052
 Website: www.alahlicapital.com
 Email: [snbc.cm@alahlicapital.com](mailto:sNBC.cm@alahlicapital.com)

**FAB Capital**

Kian Group Building
 7756 King Fahd Road
 Malaga-Malaga neighborhood
 Riyadh 4181 – 13524
 Kingdom of Saudi Arabia
 Tel: +966 (11) 283447
 Website: <https://www.fabcapital.com/>
 Email: ECM@bankfab.com

**Goldman Sachs Saudi Arabia**

Kingdom Tower, 25th Floor
 P.O. Box: 52969, Riyadh 11573
 Kingdom of Saudi Arabia
 Tel: +966 (11) 2794800
 Fax: +966 (11) 2794807
 Website: www.goldmansachs.com/worldwide/Saudi-arabia
 Email: gssainfo@gs.com

**Morgan Stanley Saudi Arabia**

Al Rashid Tower, 10th Floor
 King Saud Road
 P.O. Box: 66633, Riyadh 11586
 Kingdom of Saudi Arabia
 Tel: +966 (11) 2187000
 Fax: +966 (11) 2187003
 Website: www.morganstanleysaudi Arabia.com
 Email: Ineqsy@morganstanley.com

**EFG Hermes KSA**

Sky Towers, Northern Tower, 3rd floor, King Fahd Road, Olaya, Riyadh, KSA
 Riyadh 300189 – 11372
 Kingdom of Saudi Arabia
 Tel: +966 112938048
 Fax: +966 112938032
 Website: <https://www.efghermesksa.com/en/pages/Home>
 Email: efg_hermes_IPO@efg-hermes.com

**HSBC Saudi Arabia**

HSBC Building
 7267 Olaya Street, Al-Morouj District
 Riyadh 2255-12283
 Kingdom Saudi Arabia
 Phone: +966 (11) 920005920
 Fax: +966 (11) 299 2385
 Website: www.hsbcSaudi.com
 Email: AmericanalPO@hsbcSaudi.com

Saudi Legal Advisor to the Company



in co-operation with
CLIFFORD CHANCE

Abuhimed Alsheikh Alhagbani Law Firm

Building 15,
The Business Gate
King Khaled International Airport Road
P.O. Box: 90239, Riyadh 11613
Kingdom of Saudi Arabia
Tel: +966 11 481 9780
Fax: +966 11 481 9701
Website: www.ashlawksa.com
Email: Info.ASH@ashlawksa.com

Legal Advisor to the Company outside the KSA

Legal Advisor in the UAE and Internationally:

C L I F F O R D
C H A N C E

Clifford Chance LLP

Burj Daman, 15th Floor
DIFC
P.O. Box: 9380 Dubai
UAE
Tel: + 97145032600
Fax: + 97145032800
Website: https://www.cliffordchance.com/people_and_places/offices/dubai.html
Email: projectjunoona@cliffordchance.com

Legal Advisor in the UAE:



IBRAHIM & PARTNERS

Ibrahim & Partners

24th Floor, Al Sila Tower
ADGM Square
P.O. Box: 5100746, Abu Dhabi
United Arab Emirates
Tel: +971 126948668
Email: info@inp.legal

Legal Advisor to the Financial Advisors, Bookrunners, Underwriters and Lead Manager in the KSA

**Khoshaim & Associates**

17th Floor, Tower B, Olaya Towers
Riyadh, Saudi Arabia
Tel: + 966 11 461 8700
Fax: + 966 11 461 8799
Website: www.khoshaim.com
Email: Project.Junoona@khoshaim.com

Legal Advisor to the Financial Advisors, Bookrunners and Underwriters for the Offering outside the KSA

ALLEN & OVERY

Allen & Overy Legal Consultants

5th Floor, Al Mamoura Building B
 Muroor Road
 PO Box 7907
 Abu Dhabi, United Arab Emirates
 Tel: +97 12 4180400
 Fax: +97 12 4180499
 Website: www.allenoverly.com
 Email: A&OProjectJunoona@allenoverly.com

Financial Due Diligence Advisor

**Ernst & Young Professional Services (Professional LLC)**

Head Quarter
 AlFaisaliyah Tower
 PO Box: 2732
 Riyadh 11461
 Kingdom Saudi Arabia
 Tel: +966 11 273474
 Fax: +966 11 273473
 Website: www.ey.com
 Email: ey.ksa@sa.ey.com

Auditor to the Company

**PricewaterhouseCoopers Limited**

DIFC, Unit 801, Al Fattan Currency House, Tower 1, Dubai, UAE
 Tel: +971 4 304 3100
 Fax: +971 4 436 3060
 Website: www.pwc.com/me
 Email: mer_project_junoona@pwc.com

Market Consultant

**Euromonitor International Ltd**

60-61 Brighton Street, London EC1M 5UX
 United Kingdom
 Tel: +44 20 7251 8024
 Fax: +44 20 7608 3149
 Website: www.euromonitor.com
 Email: EMI.ProjectJunoona@euromonitor.com

Receiving Agents in the Kingdom

**Saudi National Bank (SNB)**

King Fahad Road – Al-Aqiq King Abdullah Financial District
 P.O. Box 3208, Unit No. 778
 Kingdom of Saudi Arabia
 Tel: +966 92 0001000
 Fax: +966 11 4060052
 Website: www.alahli.com
 E-mail: contactus@alahli.com

**Al Rajhi Bank**

King Fahd Road - Al-Murouj District - Al Rajhi Bank Tower
 Riyadh 11411
 Kingdom of Saudi Arabia
 Tel: +966 11 828 2515
 Fax: +966 11 279 8190
 Website: www.alrajhibank.com.sa
 Email: contactcenter1@alrajhibank.com.sa

**Riyad Bank**

Eastern Ring Road
 P.O. Box 22622
 Riyadh 11614
 Kingdom of Saudi Arabia
 Tel: +966 11 401 3030
 Fax: +966 11 403 0016
 Website: www.riyadbank.com
 E-mail: customercare@riyadbank.com

**Alinma Bank**

King Fahd Road, Al Anoud Tower
 P.O. Box 66674 Riyadh 11586
 Kingdom of Saudi Arabia
 Tel: +966 11 218 5555
 Fax: +966 11 218 5000
 Website: www.alinma.com
 E-Mail: info@alinma.com

**Arab National Bank**

King Faisal Street
 P.O Box 56921 Riyadh 11564
 Kingdom of Saudi Arabia
 Tel: +966 11 4029000
 Fax: +966 11 4027747
 Website: www.anb.com.sa
 Email: info@anb.com.sa

1. The Company

The Company is a free zone public company limited by shares registered under Commercial Registration No. 000007712, dated 27 May 2022G, incorporated in the Abu Dhabi Global Market ("**ADGM**") and is subject to the ADGM Companies Regulations.

The Company was established as a private company in the ADGM in accordance with the ADGM Companies Regulations on 27 May 2022G and was then converted to a public company limited by shares (a free zone company) with a share capital of six hundred and eighteen million seven hundred and fifteen thousand and eight hundred fifty-one UAE Dirhams (AED 618,715,851) (equivalent to six hundred and thirty-one million seven hundred and seventy-two thousand four hundred and eighty-three Saudi Riyals (SAR 631,772,483)), divided into eight billion four hundred twenty three million six hundred thirty three thousand one hundred (8,423,633,100) fully paid ordinary shares of equal value with a nominal value of AED 0.073 (equivalent to SAR 0.075) per share, all of which are cash shares.

2. Directors' Declarations

The Directors whose names appear on page (v) of the Red Herring Supplemental Prospectus hereby acknowledge and confirm the following:

- There have been no significant changes in material matters nor have additional significant matters arisen other than what has been disclosed in this Supplementary Prospectus; and
- This Supplementary Prospectus was submitted to the CMA and issued on 23/4/1444H (corresponding to 17/11/2022G), and it supplements the Red Herring Supplemental Prospectus issued by the Company dated 06/04/1444H (corresponding to 31/10/2022G) and published on the CMA's website on 08/04/1444H (corresponding to 02/11/2022G).

3. Notices

- The Company, the Selling Shareholder and the 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 Supplemental Prospectus.
- This Supplementary Prospectus should be read in conjunction with the Red Herring Supplemental 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 investors in the KSA 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 the Rules on the Offer of Securities and Continuing Obligations issued by the board of the CMA.
- Defined terms used in the Supplementary Prospectus shall have the same meaning ascribed to them in the Red Herring Supplemental Prospectus. Such terms are defined in Section (1) ("**Definitions and Abbreviations**") of the Red Herring Supplemental Prospectus.

4. Reason 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- additional significant matters have become known which would have been required to be included in the prospectus.

The Red Herring Supplemental Prospectus provides that the Selling Shareholder and the Company (in consultation with the Financial Advisors and the Joint Global Coordinators) reserve the right to amend the UAE Retail Tranche in the UAE and the Institutional Tranche only at any time prior to the end of the Subscription Period at their sole discretion, subject to the approval of the Relevant Authorities in the UAE, noting that in the event that the shares allocation percentages are amended for the Institutional Tranche and the UAE Retail Tranche, the Selling Shareholder and the Company will not increase the UAE Retail Tranche size to more than 10% of the total Offer Shares or reduce the Institutional Tranche size less than 80% of the Offer Shares, which means that the KSA Retail Tranche together with the UAE Retail Tranche size will not exceed 20% of the total Offer Shares. The Selling Shareholder and the Company, in consultation with the Financial Advisors and the Global Coordinators, have decided to exercise such right and increase the number of Offer Shares that can be allocated to the UAE Retail Tranche from one hundred and twenty-six million, three hundred and fifty-four thousand, four hundred and ninety-six (126,354,496) shares (representing five percent (5%) of the Offer Shares) to two hundred fifty-two million, seven hundred eight thousand, nine hundred and ninety-three (252,708,993) shares (representing ten percent (10%) of the Offer Shares), and decrease the number of Offer Shares that can be allocated to the Institutional Tranche from two billion, one hundred and forty-eight million, twenty-six thousand, four hundred and forty-one (2,148,026,441) shares (representing (85%) of the total Offer Shares) to two billion, twenty-one million, six hundred seventy-one thousand, nine hundred forty-four (2,021,671,944) of the Offer Shares (representing (80%) of the total Offer Shares).

The number of Offer Shares that can be allocated to the KSA Retail Tranche, as set out in the Red Herring Supplemental Prospectus, has not been amended.

Based on this change, the Company has made certain amendments to the Red Herring Supplemental Prospectus which are illustrated in section (5) ("**Amendments to Certain Information in the Red Herring Supplemental Prospectus**") of this Supplementary Prospectus.

5. Amendments to Certain Information in the Red Herring Supplemental Prospectus

A- Certain paragraphs in the cover page of the Red Herring Supplemental Prospectus have been amended to become as follows (after amendment):

The Offering in the KSA and the UAE shall be limited to a number of tranches of investors as follows:

- 1- **UAE Retail Tranche (hereinafter referred to as the "UAE Retail Tranche"):** the Offering for the UAE Retail Tranche will be made pursuant to the Main Prospectus. Two hundred and fifty-two million, seven hundred and eight thousand, nine hundred and ninety-three (252,708,993) shares (representing up to (10%) of the total Offer Shares) are allocated to the UAE Retail Tranche for the purposes of the Offering in the UAE. Pursuant to the Main Prospectus, the UAE Retail Tranche is restricted to the following persons described:
 - a- **Individual Subscribers in the UAE:** Natural persons (including natural persons constituting Assessed Professional Investors in the UAE who do not participate in the "**Institutional Tranche**" (referred to in the Main Prospectus and defined in (3) below) who have a bank account (except for any person who is resident in the United States within the meaning of the US Securities Act 1933, as amended (the "**US Securities Act**")). There is no citizenship or residence requirement in order to qualify as an Individual Subscriber. Minors are permitted to apply for Offer Shares in accordance with the procedures applied by the Receiving Agents in the UAE (referred to as the "**Receiving Banks**" in the Main Prospectus) and the Emirati laws and regulations in force in this regard.
 - b- **Other Investors in the UAE:** Other investors (companies and establishments) who do not participate in the "**Institutional Tranche**" referred to in the Main Prospectus and defined in (3) below, and who have a bank account (except for any person who is a "**resident**" in the United States within the meaning of the US Securities Act).

(For more information on the UAE Retail Tranche, please refer to the First Section ("**Subscription Terms and Conditions**") of the Main Prospectus)

- 2- **The KSA Retail Tranche (hereinafter referred to as the "KSA Retail Tranche"):** the Offering for the KSA Retail Tranche will be in accordance with this Prospectus and the Main Prospectus, and up to two hundred and fifty-two million, seven hundred and eight thousand, nine hundred and ninety-three (252,708,993) shares (representing up to (10%) of the total Offer Shares) will be offered to the KSA Retail Tranche. The final KSA Retail Tranche size will be determined after the completion of the Book-building Process. If all of the Offer Shares in the KSA Retail Tranche are not fully subscribed for, the unsubscribed Offer Shares will be allocated to the **"Institutional Tranche"** referred to in the Main Prospectus and also defined in (3) below. The KSA Retail Tranche comprises Saudi Arabian nationals, including any Saudi female divorcee or widow with minor children from a marriage to a non-Saudi individual, who is entitled to subscribe to the Offer Shares for her own benefit and in the names of her minor children, on the condition that she proves that she is a divorcee or widow and the mother of her minor children, any non-Saudi natural person who is resident in the KSA or GCC nationals, in each case, who has a bank account, and is entitled to open an investment account, with one of the Receiving Agents (collectively referred to as the **"Individual Investors in the KSA"** and each an **"Individual Investor in the KSA"** and together with the Participating Entities Tranche (as defined below) as the **"Subscribers in the KSA"**). A subscription for Shares made by a person in the name of his divorcee in the KSA shall be deemed invalid and if a transaction of this nature is proved to have occurred, the law shall be enforced against the applicant. If a duplicate subscription is made, the second subscription will be considered void and only the first subscription will be accepted.
- 3- **Institutional Tranche (hereinafter referred to as "Institutional Tranche"):** the Institutional Tranche shares will be offered in accordance with the Main Prospectus (for the Institutional Tranche in the UAE) and in accordance with this Prospectus (for the Participating Entities Tranche in the KSA, as defined below). Two billion, twenty-one million, six hundred seventy-one thousand, nine hundred forty-four (2,021,671,944) of the Offer Shares (representing (80%) of the total Offer Shares) will be offered and allocated to the Institutional Tranche. The final Institutional Tranche size in the UAE and in the KSA will be determined through the Book-building Process as determined by the Selling Shareholder and the Company, in their full discretion and in consultation with the Financial Advisors and the Joint Global Coordinators (each as defined in Section 7 (**"Definitions and Abbreviations"**) of this Prospectus), and in the event the Institutional Tranche does not subscribe for all the Offer Shares allocated to them, the Offering shall be withdrawn. The Institutional Tranche shall be limited to the following institutions:
- a- **In respect of the UAE,** the Institutional Tranche shall be restricted to **"Professional Investors"** (as defined in the SCA Board of Directors' Chairman Decision No.13/R.M of 2021 (as amended from time to time), which specifically include **"Deemed Professional Investors"**, as set out in paragraph (b) (**"Institutional Tranche"**) of the **"Tranche Structure"** Section of the cover page of the Main Prospectus, and the **"Assessed Professional Investor"**, as set out in paragraph (b) (**"Institutional Tranche"**) of the **"Tranche Structure"** Section of the cover page of the Main Prospectus.
 - b- **In respect of the KSA,** the Institutional Tranche comprises the parties that are entitled to participate in the Book-building Process under the Book-Building Instructions (for further details, please see Section 7 (**"Definitions and Abbreviations"**) of this Prospectus), including investment funds, companies, Qualified Foreign Investors (QFIs) and GCC legal personalities (hereinafter referred to as **"Participating Entities Tranche"**).

B- Certain provisions in the KSA Offering Summary Section on pages (xiv), (xv) and (xvi) of the Red Herring Supplemental Prospectus have been amended to become as follows (after amendment):

Targeted Investors

The Offer Shares in the KSA and the UAE will be offered to a number of tranches of investors in the two countries, as follows:

- 1- **UAE Retail Tranche (hereinafter referred to as the "UAE Retail Tranche"):** The Offering for the UAE Retail Tranche will be made pursuant to the Main Prospectus. Two hundred and fifty-two million, seven hundred and eight thousand, nine hundred and ninety-three (252,708,993) shares (representing up to (10%) of the total Offer Shares) are allocated to the UAE Retail Tranche for the purpose of the Offering in the UAE. Pursuant to the Main Prospectus, the UAE Retail Tranche is restricted to the following persons described:
 - a- **Individual Subscribers in the UAE:** Natural persons (including natural persons constituting Assessed Professional Investors in the UAE who do not participate in the **"Institutional Tranche"** (referred to in the Main Prospectus and defined in (3) below) who have a bank account (except for any person who is resident in the United States within the meaning of the US Securities Act 1933, as amended (the **"US Securities Act"**)). There is no citizenship or residence requirement in order to qualify as an Individual Subscriber. Minors are permitted to apply for Offer Shares in accordance with the procedures applied by the Receiving Agents in the UAE (referred to as the **"Receiving Banks"** in the Main Prospectus) and the Emirati laws and regulations in force in this regard.
 - b- **Other Investors in the UAE:** Other investors (companies and establishments) who do not participate in the **"Institutional Tranche"** (referred to in the Main Prospectus and defined in (3) below) and who have a bank account (except for any person who is a **"resident"** in the United States within the meaning of the US Securities Act).

(For more information on the UAE Retail Tranche, please refer to the First Section (**"Subscription Terms and Conditions"**) of the Main Prospectus)
- 2- **The KSA Retail Tranche (hereinafter referred to as the "KSA Retail Tranche"):** The Offering for the KSA Retail Tranche will be made in accordance with this Prospectus and the Main Prospectus, and up to two hundred and fifty-two million, seven hundred and eight thousand, ninety-three (252,708,993) (representing up to (10%) of the total Offer Shares) will be offered to the KSA Retail Tranche. The KSA Retail Tranche final size will be determined after the completion of the Book-building Process. If all the Offer Shares in the KSA Retail Tranche are not fully subscribed for, the unsubscribed Offer Shares will be allocation to the **"Institutional Tranche"** referred to in the Main Prospectus and also defined in (3) below. The KSA Retail Tranche comprises Saudi Arabian nationals, including any Saudi female divorcee or widow with minor children from a marriage to a non-Saudi individual, who is entitled to subscribe to the Offer Shares for her own benefit and in the names of her minor children, on the condition that she proves that she is a divorcee or widow and the mother of her minor children, any non-Saudi natural person who is resident in the KSA or GCC nationals, in each case, who has a bank account, and is entitled to open an investment account, with one of the Receiving Agents (collectively referred to as the **"Individual Investors in the KSA"** and each an **"Individual Investor in the KSA"** and together with the Participating Entities Tranche (as defined below) as the **"Investors in the KSA"**). A subscription for Shares made by a person in the name of his divorcee in the KSA shall be deemed invalid and if a transaction of this nature is proved to have occurred, the law shall be enforced against the applicant. If a duplicate subscription is made, the second subscription will be considered void and only the first subscription will be accepted.
- 3- **Institutional Tranche (hereinafter referred to as "Institutional Tranche"):** the Institutional Tranche shares will be offered in accordance with the Main Prospectus (for the Institutional Tranche in the UAE) and in accordance with this Prospectus (for the Participating Entities Tranche in the KSA as defined below). Two billion, twenty-one million, six hundred seventy-one thousand, nine hundred forty-four (2,021,671,944) shares of the Offer Shares (representing (80%) of the total Offer Shares) will be offered and allocated to the Institutional Tranche. The final Institutional Tranche size in the UAE and in the KSA will be determined through the Book-building Process as determined by the Selling Shareholder and the Company, in their full discretion and in consultation with the Financial Advisors and the Joint Global Coordinators (each as defined in Section 7 (**"Definitions and Abbreviations"**) of this Prospectus), and in the event that the Institutional Tranche does not subscribe for all the Offer Shares allocated to them, the Offering shall be withdrawn. The Institutional Tranche shall be limited to the following institutions:
 - a- **In respect of the UAE,** the Institutional Tranche shall be restricted to **"Professional Investors"** (as defined in the SCA Board of Directors' Chairman Decision No.13/R.M of 2021 (as amended from time to time), which specifically include the **"Deemed Professional Investors"**, as set out in paragraph (b) (**"Institutional Tranche"**) of the **"Tranche Structure"** Section of the cover page of the Main Prospectus, and the **"Assessed Professional Investor"**, as set out in paragraph (b) (**"Institutional Tranche"**) of the section **"Tranche Structure"** Section of the cover page of the Main Prospectus.
 - b- **In respect of the KSA,** the Institutional Tranche comprises the parties that are entitled to participate in the Book-building Process under the Book Building Instructions (for further details, please see Section 7 (**"Definitions and Abbreviations"**) of this Prospectus) including investment funds, companies, Qualified Foreign Investors (QFIs) and GCC legal personalities (hereinafter referred to as **"Participating Entities Tranche"**).

The above Institutional Tranche Subscribers (both in the UAE and in the KSA) who are eligible to obtain shares offered on Tadawul and ADX, will have the opportunity to obtain shares from any of the two exchanges, and they must indicate the exchange in which they prefer to acquire shares when subscribing to the Offer Shares.

| Total Number of Offer Shares for each Type of Targeted Investor in the Offering | |
|---|--|
| Number of Offer Shares for the Institutional Tranche | Two billion, twenty-one million, six hundred seventy-one thousand, nine hundred forty-four (2,021,671,944) shares of the Offer Shares (representing a percentage up to (80%) of the total Offer Shares) will be allocated to the Institutional Tranche (which includes the Participating Entities Tranche in KSA). |
| Number of Offer Shares for Individual Investors in UAE | Two hundred fifty-two million, seven hundred eight thousand, nine hundred and ninety-three (252,708,993) shares of the Offer Shares (representing (10%) of the total Offer Shares) will be allocated to the UAE Retail Tranche. |

| Method of Allocation and Refund of Excess Subscription Amount for each Targeted Investor Category in KSA | |
|--|---|
| Allocation of Offer Shares to Institutional Tranche | Two billion twenty-one million, six hundred seventy-one thousand, nine hundred forty- four (2,021,671,944) shares of the Offer Shares (representing a percentage equal to (80%) of the total Offer Shares) will be allocated to the Institutional Tranche. Noting that the subscription size of the Institutional Tranche Offering in the UAE and KSA (for the Participating Entities Tranche) will be determined after the completion of the Book-building Process and as determined by the Selling Shareholder and the Company, in their full discretion and in consultation with the Financial Advisors and the Joint Global Coordinators. |

C- Certain paragraphs in Section (13) ("Share Information and Offering Terms and Conditions") of the Red Herring Supplemental Prospectus have been amended to become as follows (after amendment):

• **Section (13.1) ("Subscription for Offer Shares") on page (390):**

The Offering will consist of two billion five hundred twenty-seven million eighty-nine thousand nine hundred and thirty (2,527,089,930) ordinary shares with a fully paid nominal value of AED 0.073 (equivalent to SAR 0.075) per share. The Offer Shares represent 30% of the Company's share capital and are offered at a final price of AED [] (equivalent to SAR []) per share with a total value of [] million AED [] (equivalent to SAR []). The Offering is restricted to the following groups of Subscribers:

- 1- **Institutional Tranche:** the Institutional Tranche shares will be offered in accordance with the Main Prospectus (for the Institutional Tranche in the UAE) and in accordance with this Prospectus (for the Participating Entities Tranche in the KSA, as defined below). Two billion, twenty-one million, six hundred seventy-one thousand, nine hundred forty- four (2,021,671,944) shares of the Offer Shares (representing (80%) of the total Offer Shares) will be offered and allocated to the Institutional Tranche. The final Institutional Tranche size in the UAE and in the KSA will be determined through the Book-building Process as determined by the Selling Shareholder and the Company, in their full discretion and in consultation with the Financial Advisors and the Joint Global Coordinators (each as defined in Section 7 ("Definitions and Abbreviations") of this Prospectus), and in the event that the Institutional Tranche does not subscribe for all the Offer Shares allocated to them, the Offering shall be withdrawn.
- 2- **KSA Retail Tranche:** The KSA Retail Tranche comprises Saudi Arabian nationals, including any Saudi female divorcee or widow with minor children from a marriage to a non-Saudi individual, who is entitled to subscribe to the Offer Shares for her own benefit or in the names of her minor children, on the condition that she proves that she is a divorcee or widow and the mother of her minor children, any non-Saudi natural person who is resident in the KSA or GCC nationals, in each case, who has a bank account, and is entitled to open an investment account, with one of the Receiving Agents (collectively referred to as the "**Individual Investors in the KSA**") and each an "**Individual Investor in the KSA**" and together with the Participating Entities Tranche as the "**Subscribers in the KSA**"). A subscription for Shares made by a person in the name of his divorcee in the KSA shall be deemed invalid and if a transaction of this nature is proved to have occurred, the law shall be enforced against the applicant. If a duplicate subscription is made, the second subscription will be considered void and only the first subscription will be accepted. Individual Subscriber shares in the KSA will be offered in accordance with this Prospectus and the Main Prospectus, and up to two hundred and fifty-two million, seven hundred and eight thousand, ninety-three (252,708,993) shares of Offer Shares (representing up to (10%) of the total Offer Shares) of the KSA Retail Tranche. Noting that the final size of the KSA Retail Tranche will be determined after the completion of the Book-building Process. If the KSA Retail Tranche do not subscribe to the full number of Offer Shares allocated to them, these unsubscribed Shares will be available for subscription by the "**Institutional Tranche**".

The Book-building Process and subscription period for the Institutional Tranche (including the Participating Entities Tranche) will commence on Monday 20/04/1444H (corresponding to 14/11/2022G), and will remain open for a period of nine (9) days up to and including the closing day on Tuesday 28/04/1444H (corresponding to 22/11/2022G) at 11 a.m. (which is concurrent with the Bookbuilding Process and subscription Period for the Institutional Tranche in the UAE), while the offering period for the KSA Retail Tranche will commence on Monday 20/04/1444H (corresponding to 14/11/2022G), and will remain open for a period of eight (8) days up to and including the closing day on Monday 27/04/1444H (corresponding to 21/11/2022G) at 12 p.m. (which is concurrent with the Individual Subscribers Offering Period in the UAE and the Book-building Process Period for the Institutional Tranche).

For information on the method of subscription to the Offer Shares in the UAE, please refer to the ("**Subscription Terms and Conditions**") sub-section of the Main Prospectus.

- **Section (13.6) ("Allocation of Offer Shares to Participating Entities Tranche") on page (395):**

Two billion, twenty-one million, six hundred seventy-one thousand, nine hundred forty- four (2,021,671,944) shares of the Offer Shares (representing (80%) of the total Offer Shares) will be offered and allocated to the Institutional Tranche. The final size of the Institutional Tranche in the UAE and in the KSA will be determined through the Book-building Process as determined by the Selling Shareholder and the Company, in their full discretion and in consultation with the Financial Advisors and the Joint Global Coordinators (each as defined in Section 7 ("**Definitions and Abbreviations**") of this Prospectus), noting that in the event that the Institutional Tranche does not subscribe for all the Offer Shares allocated to them, the Offering shall be withdraw.

- **Section (13.7) ("Allocation of Offer Shares to the KSA Retail Tranche") on page (396):**

Up to two hundred and fifty-two million, seven hundred and eight thousand, ninety-three (252,708,993) shares (representing up to (10%) of the total Offer Shares) will be offered to the KSA Retail Tranche. The final KSA Retail Tranche final size will be determined after the completion of the Book-building Process. If all of the Offer Shares in the KSA Retail Tranche are not fully subscribed for, the unsubscribed Offer Shares will be allocated to the "Institutional Tranche".

The announcement of the final number of the Offer Shares to be allocated to each Individual Subscriber is expected to be made on Wednesday 29/03/1444H (corresponding to 23/10/2022G), and the announcement of excess subscription monies in the KSA, if any, will be made no later than nine (9) Business Days as of the date specified for the final allotment of the Offer Shares for all Tranche of Subscribers in the KSA and the UAE (i.e. Monday 11/05/1444H (corresponding to 05/12/2022G)).

Excess subscription monies, if any, will be refunded to Individual Subscribers in the KSA in whole without any deductions or fees and will be deposited in the Individual Subscribers' accounts with the relevant Receiving Agent. The announcement of the final allocation will be made on Wednesday 29/04/1444H (corresponding to 23/11/2022G) and the refund of excess subscription monies will be made no later than nine (9) Business Days from the date determined for final allocation of the Offer Shares to all tranches of Subscribers in the KSA and the UAE (i.e. Monday 11/05/1444H (corresponding to 05/12/2022G)). Individual Subscribers should communicate with the Receiving Agents where they submitted their Subscription Application Form, as applicable, for any further information.



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