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For Immediate Release

28 April 2019

ARABIAN CENTRES COMPANY ANNOUNCEMENT OF PRICING RANGE AND START OF INSTITUTIONAL BOOKBUILDING

Following the announcement by Arabian Centres Company ("**Arabian Centres**" or "**the Company**"), on 16 April 2019 of its intention to float, Arabian Centres today announces the price range for the Initial Public Offering (the "**IPO**" or the "**Offering**") as well as the commencement of the institutional bookbuilding period. The approved prospectus containing full details of the Offering has also been published.

Confirmation of Offer Details

- The price range for the Offering has been set at SAR 26.00 to 33.00 per share, implying a market capitalisation on admission of between SAR12.4 billion and SAR15.7 billion / USD3.3 billion and USD4.2 billion¹
- 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 total Offering size is expected to be between SAR2,470 million and SAR3,135 million / USD659 million and USD836 million²
- The gross primary proceeds are expected to be between SAR780 million and SAR990 million / USD208 million and USD264 million³ which will be used for debt repayment

¹ USD:SAR FX rate of 3.75

² USD:SAR FX rate of 3.75

³ USD:SAR FX rate of 3.75

- 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 Over-allotment Option (defined as below))
- The IPO will comprise of an offer of 95,000,000 Offer Shares to parties entitled to participate in the book-building process ("**Institutional Tranche**") in accordance with the CMA Instructions on Book-Building and Allocation of Shares in Initial Public Offerings. Following the completion of the Institutional Tranche, the Offer Shares will also be offered to individual investors in the Kingdom of Saudi Arabia ("**Retail Tranche**"). Initially, 100% of the Offer Shares will be provisionally allocated to the institutional offering. This may be reduced to 85,500,000 Offer Shares (representing 90% of the total Offer Shares) depending on the level of demand by individual investors in the Kingdom. The final number of Offer Shares allocated to the Institutional Tranche will be accordingly adjusted based on subscription from individual investors in the Retail Tranche
- The offer of Offer Shares in the Institutional Tranche will be made as follows:
 - Within Saudi Arabia, including but not limited to Government entities and Government owned companies, public and private investment funds, persons authorised by the CMA ("**Authorised Persons**") and certain institutional clients of Authorised Persons
 - Outside of Saudi Arabia, the offer of shares will be made in reliance on Regulation S and Rule 144A under the US Securities Act of 1933, enabling qualified foreign institutional investors, GCC institutional investors and certain other foreign investors (as beneficiaries through swap arrangements) to participate in the IPO
- 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**") will grant the Stabilising Manager an option (the "**Over-allotment Option**"), pursuant to which the Stabilising Manager may purchase additional shares up to a maximum of 14,250,000 shares, representing 15 percent of the total number of shares comprised in the Offering (the "**Over-allotment Shares**") at the offer price. The Over-allotment 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 Over-allotment made available pursuant to the Over-allotment Option will rank *pari passu* in all respects with the shares, including for all dividends and other distributions declared, made or paid on the shares, will be purchased on the same terms and conditions as the shares being sold in the Offering and will form a single class with the other shares
- The substantial shareholders who each own 5% or more of the shares currently in issue and comprise Fawaz Abdulaziz Alhokair, Salman Abdulaziz Alhokair, Abdul Majeed Abdulaziz Alhokair, Al Farida Al Oula Company, Al Farida Al Thania Company, Al Farida Al Thalitha Company and FAS Real Estate Company (collectively, the "**Substantial Shareholders**") may not dispose of any of their shares for a period of six months from the date on which trading of the Company's shares commences on the Tadawul
- The full details of the Offering is included in the Prospectus which has been published by the Company
- 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

Key Offering Dates

Key Events	Date
Bidding and book building period for Institutional Tranche	28 April 2019 – 07 May 2019 (10-day period)
Final Offer Price Announcement and Provisional Allocation of Offer Shares for Institutional Tranche	8 May 2019
Offering Period for Retail Tranche	9 May 2019 (1-day period)
Deadline for submission of Subscription Application Forms and payment of the subscription monies based on the provisionally allocated Offer Shares for Institutional Tranche	12 May 2019
Announcement of final Offer Shares allotment and Refund of excess subscription monies (if any)	14 May 2019
Expected trading commencement date	Post completion of all the relevant legal requirements and procedures

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

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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.

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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.

This announcement is being distributed in accordance with Article 33(g) of the Rules on the Offer of Securities and Continuing Obligations ("**OSCOs**") issued by the Capital Market Authority in Saudi Arabia (the "**CMA**") for the purposes of ascertaining the extent to which potential investors are willing to participate in the potential initial public offering of Arabian Centres Company (the "**Company**"), and should not result in any binding undertakings to acquire shares or subscribe in the Company's initial public offering. 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 to be issued and published in due course (the "**Prospectus**"). Copies of the Prospectus will, following publication, be available from the Company's registered office and its website at www.arabiancentres.com.

This announcement is not an offer document for the purposes of the OSCOs 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.