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Cairo for Investment and Real Estate Development S.A.E. announces its intention for a public offering of ordinary shares on the Egyptian Exchange

Cairo, Monday, 27 August 2018

Cairo for Investment and Real Estate Development S.A.E. (“**CIRA**” or the “**Issuer**”) announced today its intention to offer up to 207,259,025 existing ordinary shares representing 37.84% of the Company’s outstanding share capital to be listed on the Egyptian Exchange (“**EGX**”) currently owned by Social Impact Capital LTD (the “**Main Selling Shareholder**”) and other minority investors (collectively, the “**Selling Shareholders**”). The Issuer and its consolidated subsidiaries, taken together as one entity, are referred to herein as the “**Group**”.

The offering will include (i) an international private placement to institutional investors outside the United States, Australia, Canada and Japan in reliance on Regulation S under the U.S. Securities Act of 1933, as amended (the “**Securities Act**”) and a private placement to certain qualified institutional buyers in the United States pursuant to Rule 144A of the Securities Act (such private placements, the “**Institutional Offering**”), and (ii) an Egyptian public offering to retail investors in Egypt (the “**Egyptian Retail Offering**”, and together with the Institutional Offering, the “**Combined Offering**”). Following completion of the Combined Offering, the Issuer will, by way of a closed subscription, offer to the Main Selling Shareholder the right to subscribe to, and the Main Selling Shareholder has agreed to subscribe to new shares at the Offer Price (the “**Closed Subscription**”) with a minimum value of EGP 100,000,000 (one hundred million Egyptian Pounds) and a maximum value equivalent to the value of up to 35,000,000 ordinary shares (the “**Closed Subscription Shares**”). Shares offered in connection with the Institutional Offering, the Egyptian Retail Offering and the Closed Subscription will be offered and sold at the same price (the “**Offer Price**”). Details of the Combined Offering and the Closed Subscription are outlined in the Offering Highlights section below.

On 16 August 2018, CIRA received the preliminary conditional non-objection of the Financial Regulatory Authority (“**FRA**”) to register CIRA in anticipation for its listing on EGX and offering of the shares in the Combined Offering. The preliminary approval is conditional upon satisfaction of minor requirements received from FRA that CIRA is currently undertaking in order to finalize the registration procedures. Once CIRA receives the final registration approval from the FRA, it will complete the listing procedures with EGX and will obtain the FRA non-objection to publish the Public Subscription Notice (“**PSN**”) in order to proceed with the Combined Offering and for the shares to be admitted for trading on the EGX.

Commenting on the offering, CIRA’s Chief Executive Officer Mr. Mohamed El Kalla said: “CIRA has always demonstrated leadership across the Egyptian education sector through institutional practices that prioritize a balanced scalable impact and profitability, as well as between governance and transparency while ensuring quality in its educational offering through its various brands. Our aim is to utilize the IPO to further enhance our robust growth plan in both higher education and the K-12 segments with a wider geographic footprint and versatile offering that builds on the current societal needs both on and off campus.”

CIRA is the largest private education provider in Egypt, targeting both the K-12 and the higher-education segments in six Governorates. It is a market leader in the middle-income segment, with a mission to provide high-quality, affordable education to Egypt’s middle-class population. Through Badr University in Cairo (“**BUC**”) and its network of 19 K-12 private schools, the Group addresses the large and growing middle-income higher-education and K-12 market, which has been historically underserved due to the rapid growth of Egypt’s school-age population. The Group’s institutions offer a range of curricula and are supported by a centralized and integrated management platform that addresses all aspects of the educational value chain, including venue selection, school construction and maintenance, content development and delivery, teacher training, technology support services and transportation.

In the higher-education segment, the Group owns and operates one of Egypt’s largest universities in terms of campus capacity located on a 45-feddan property on the outskirts of Cairo. BUC commenced operations in September 2014, opening five in-demand faculties (dental and oral medicine, pharmacy, physical therapy, business administration and nursing). Since then, the university has been one of the fastest growing universities in Egypt, opening three additional faculties (applied arts, engineering and linguistics & translation) in September 2015 with 5,528 students enrolled in the 2017-18 academic year. As of academic year 2017-2018, BUC operates eight faculties, and is planning to open its ninth faculty (theatre and visual arts) in September 2018, with the objective of opening further faculties in the coming years. BUC is strategically located in close proximity to Egypt’s new administrative capital, while also serving several adjoining governorates within considerably short distance. Since its opening, BUC has secured more than 25 partnerships and



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affiliations with top international universities, in line with its objective of continuing to enhance the overall quality of education across the different disciplines.

In the K-12 segment, the Group operates 19 schools (of which 18 are owned by the Group) with 21,270 students enrolled in the 2017-18 academic year. It is one of only a handful of education providers in Egypt that have a truly national footprint. In addition to operating schools in the urban center of Cairo, the Group's schools are also present in governorates including Giza, Suez, Minya, Assiut and the Red Sea. The Group's schools are operated under several recognized brands (Futures, Rising Stars and Mavericks) offering a range of price points targeting the lower, middle and upper tiers of Egypt's middle-class demographic. The Group's schools offer bilingual or multilingual national and international curricula, as well as British, American, French and German education tracks in its schools.

The Group's mission is to enhance quality and equity in Egyptian education as a whole, using an educational model that is replicable, affordable, and economically viable. The Group's educational philosophy is to combine the strengths of Egyptian and Western education systems to provide students with a comprehensive, bilingual or multilingual education. This includes the rigorous preparation and practice that are the focus of the Egyptian education systems, as well as the creative thinking and innovative teaching models promoted by Western education systems. The Group emphasizes the importance of solid academic performance in core subject areas such as languages, mathematics and science, while at the same time encouraging students to explore individual interests and nurturing student creativity, communication skills, independent thinking and social responsibility, to give students a solid foundation upon which to thrive in the future. The Group believes that this comprehensive educational approach, offered at an affordable price, has strong appeal to Egypt's middle class.

The Group has been recognized and featured by several international institutions through case studies and research papers, such as the Center for Public Leadership at Harvard's Kennedy School, the Swiss Investment Fund for Emerging Markets (SIFEM) and the International Finance Corporation (IFC) for its scalable business model, the quality of education and its corporate governance structure.

In the 2016-17 financial year, the Group generated consolidated revenues of EGP 346.7 million (compared to EGP 277.7 million in 2015-16) (with 56.8% generated from the K-12 segment and 43.2% generated from the higher education segment in the 2016-17 financial year) and EBITDA of EGP 143.1 million (compared to EGP 118.2 million in 2015-16). In the nine-month period ended May 31, 2018, the Group generated consolidated revenues of EGP 487.9 million (with 50.5% generated from the K-12 segment and 49.5% generated from the higher education segment) and an EBITDA of EGP 258.4 million.

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Key Investment Highlights

An attractive growth market in the middle-income sector, characterized by limited government resources and growing demand

As a leading provider in private education in both the K-12 and higher education targeting the Egyptian middle income segment. The Group benefits from the fact that Egypt has the largest population in the MENA region, with more than 94.4 million people as of 2017, 34.6% of whom are between the age of 4 to 23 years, the key addressable market in the K-12 and the higher education segments. Despite the continuous growth of the school-age population, the Egyptian government's expenditure in both the K-12 and the higher education segments has been unable to accommodate the demands of the growing population, leaving middle-income families particularly underserved. As a percentage of GDP, government spending on education in Egypt represented 3.1% for 2016-17, placing it well below other developing countries such as India, Turkey, South Africa and Brazil. Additionally, the majority of education expenditure (82%) is allocated to wages while only 10% is allocated for education investments and innovation. Such limited investments coupled with growing demand from middle-income families for affordable, quality private education, has created a significant opportunity for private educational players in general, and the Company in particular, to expand in the middle-income education segment.

I) Higher Education

Despite the growing demand in Egypt for higher education, current public and private universities do not have the capacity to absorb the increasing number of would-be applicants into higher education. Accordingly, the Company entered into the higher education segment in 2014 by launching BUC with five faculties and 975 students enrolled in the 2014-15 academic year. The following year, BUC grew to eight faculties and 1,902 students enrolled in the 2015-16 academic year, 3,570 students in the 2016-17 academic year and 5,528 students in the 2017-18 academic year. BUC is planning to open its ninth faculty in September 2018 and a further seven faculties are expected to be introduced by the 2022-23 academic year.

II) K-12

The middle-income segment, which is the main social bracket targeted by the Group, represents approximately 1.9 million primary and secondary school students in the 2016-17 academic year, a number which far exceeds the available capacity of public K-12 institutions. Accordingly, the Group believes there are significant growth opportunities to capture an even larger share of the K-12 market, particularly in light of the continuing growth in demand for quality and affordable education.

An attractive and scalable business model with a variety of expansion strategies to sustain future growth

The Group's core competitive advantage is its scalable and profitable business model built around a centralized management platform that permits the Group to control costs without jeopardizing the quality of education. This attractive model has fueled the Group's rapid and profitable growth and is expected to increase profitability as expansion dilutes the impact of the centralized fixed costs on the Group's operating profit. In addition, this model is characterized by a focus on capacity planning, cost management and quality assurance, while benefitting from low capital requirements and strong cash generation. The Group's business model provides for a number of expansion strategies that the Group believes it can successfully exploit to build further scale quickly and profitably without sacrificing quality.

I) Higher Education

BUC was built for scale from its inception, notably due to its 45-feddan campus owned by the Group with an estimated total capacity of approximately 11,280 students (compared to 5,528 students enrolled for the 2017-18 academic year). The Group is preparing for the second expansion phase of BUC to be launched during the 2018-19 academic year. This phase comprises adding seven new faculties to BUC on the existing land plot.



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II) K-12

The Group operates 19 schools, making it by far the largest integrated private K-12 school operator in Egypt targeting the middle income segment. By comparison, most players in the market operate only one to two schools, with a handful of competitors operating four to six schools. With its track record of successfully opening and operating private schools, the Group benefits from a number of well-established, long-term expansion strategies to grow in the K-12 segment with an attractive return profile. The five key expansion strategies are (i) building new schools on acquired land (new schools typically open within 9-12 months from the land acquisition date), (ii) same school expansion by building additional capacity onto existing schools, (iii) joint partnerships with real estate developers to build and operate new schools, (iv) acquisitions of financially constrained schools, and (v) a new strategy of public private partnerships with the Egyptian government.

An integrated and centralized platform with full control over all aspects of the education value chain generating significant operational efficiencies

The Group has an efficiently designed and operated centralized management platform that allows for significant operational efficiencies and cost reduction across the Group's institutions, allowing the Group to control all aspects of the education value chain, such as the following:

- *Venue:* CIRA is a licensed grade "A" integrated contractor which allows for the construction and maintenance of the Group's schools and university to be managed internally through the Group's construction and maintenance department. This ensures efficient and timely construction schedules as well as favorable economic terms, resulting in overall lower construction costs for the Group, as compared to hiring third party contractors.
- *Content development:* A centralized content development system with standardized coursework, content and exams across all the different school systems.
- *Teacher training:* Extensive training and career development for future teachers, through which more than 500 teachers receive training annually, giving the Group the ability to maintain high teaching quality, while also providing talented teachers to the market

Offering premium quality education with strong brand recognition

The Group is focused on offering premium education at affordable prices, using its scale and integrated management platform to keep costs down and ensure consistent quality. All the Group's brands (Futures, Mavericks, Rising Stars and BUC) have excellent reputations and the Group believes its brands are among the most respected names in private K-12 and higher education in Egypt. The Group focuses on the needs of individual students and tracks each student's performance against personalized targets to help maximize every student's academic achievement. This approach has enabled the Group to cultivate strong results across all educational aspects (academic awards, sports awards, arts awards and community service awards), while maintaining outstanding academic outcomes overall.

The Group uses partnerships to expand the scope of its offerings and assure the quality of its programs. The Group offers five curricula at its K-12 school (Egyptian national, American, British, French and German) which it develops through key partnerships, including the American International Accreditation Association of Schools and Colleges (AIAA), Cambridge University - International Examinations Department, the French Ministry of Education through the French National Center for Distance Learning (CNED), and the German Ministry for Foreign Affairs. BUC also has more than 25 key partnerships and affiliations in most of its existing faculties to further enhance the quality of education in its higher education segment.



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An experienced, owner-led management team with a well-trained and motivated workforce

In 1993, Dr. Hassan El Kalla – a prominent figure in the Egyptian healthcare and education sector – established “Futures” schools with approximately 100 students and approximately 30 teachers and transformed it, together with Group CEO Mohamed El Kalla, into one of Egypt’s largest integrated private education providers with a strong presence in both the K-12 and higher education segments. To execute their strategy, the founders have bolstered the Group’s senior management team with leading education specialists and executives with experience in academic administration and publicly listed companies.

The Group’s senior management team is supported by experienced managers and school administrators who implement the Group’s operating philosophy and strategy. In addition, the Group’s management has broad knowledge and experience with the legal framework and practical aspects of the Egyptian education sector and has good relationships with regulatory authorities.

With respect to the Group’s higher education segment, BUC has a board of trustees comprising several prominent public figures highly experienced in higher education sector with a robust record of accomplishment in managing public and educational institutions. The board of trustees helps BUC to attract top professors and teaching staff in the market and maintain its high quality of educational services and enables BUC to more easily navigate the complex regulatory framework, in particular concerning the process of obtaining necessary permits and approvals to implement the Group’s expansion plans.

Robust top line growth coupled with enhanced margin profile and sustainable cash flow generation

Between the 2014-15 and 2016-17 financial years, the Group grew its revenue, EBITDA and net profit at CAGRs of 25.1%, 36.4%, and 44.6%, respectively. During the first nine months of the 2017-18 financial year, the Group achieved revenue, EBITDA and net profit growth of 49.7%, 55.8% and 75.3%, respectively, compared to the corresponding period of 2016-17. The Group has also increased its EBITDA margin from 32.9% in 2014-15 to 53.0% in the first nine months of 2017-18, driven by the ramp-up of the more profitable higher education segment as well as better cost management as the Group continues to grow organically. The Group benefits from a favorable working capital cycle given that approximately 60% of its tuition revenue is collected by the beginning of the academic year, allowing for better cash flow generation.

Strategy

The Group’s primary strategy is to continue to expand and improve margins, while remaining committed to achieving positive results for its students through high progression rates (for K-12, progression to higher education and for higher education, obtaining employment). As one of the leading Egyptian operators of private educational institutions, the Group intends to continue to focus on further developing its higher education division and on maintaining its overall commitment to operational excellence. The Group believes it is well-positioned to benefit from multiple opportunities to drive growth and improve its margins. In particular, the Group’s strategies include the following:

Optimize existing capacity to increase enrollment and continue to build new capacity

In the higher education segment, the Group intends to utilize the maximum available capacity of the eight existing faculties on the BUC campus which can accommodate up to 11,280 students (compared to an enrollment of 5,528 students for the 2017-18 academic year), which will allow the Group to organically increase the number of enrollments in the upcoming academic years without incurring significant costs. In addition, the Group expects to open its ninth faculty in September 2018 and plans to add seven new faculties in the next three years in order to reach a total capacity of approximately 29,000 students by the 2022-23 academic year. The new faculties will be built on the existing campus without the acquisition of additional land. The Group is also planning to acquire a new land plot in Assiut Governorate, which is intended to be the location of a new branch of BUC. The Group currently targets launching its Assiut branch expansion with four faculties by 2021-22, which would increase the total capacity of the Group’s higher education segment to approximately 35,000 students. The Group believes this would make it the largest operator of private universities in Egypt, based on number of students.



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In the K-12 segment, the Group's 19 existing schools have a maximum available seat capacity and licensed capacity of 26,382 students and 35,353 students, respectively (compared to an enrolment of 21,270 students and a utilization rate of 80.6% for the 2017-18 academic year based on available seat capacity), which will allow the Group to organically increase the number of enrollments in the upcoming academic years without incurring significant costs. In addition, the Group is currently planning to build four new schools by 2021-22 to reach a target aggregate licensed capacity of approximately 40,000 students. In particular, the Group plans to build new schools in newly-developed cities emerging in the outskirts of Greater Cairo with a proximity to the new administrative capital, as well as in the underserved Nile Delta and Upper Egypt regions that have a lower percentage of private school penetration. By expanding into these regions, the Group aims to expand its reach and capture new pockets of demand in the middle-income segment that do not have access to high quality education services.

Continue to focus on educational excellence at affordable prices geared toward the middle-income segment

I) Diversify and strengthen BUC offerings

In the higher education segment, the Group plans to continue diversifying the disciplines offered, increasing the number of courses taught and delivering employment opportunities for students, in particular by focusing on in-demand disciplines such as nursing. BUC is planning to launch the first private school of filmmaking and performing arts in Egypt and the Middle East which is expected to open in September 2018. In the coming years, the Group plans to add seven new faculties to BUC in the fields of medicine, applied medical science, biotechnology & genetic engineering, animal health and safety, law, political science and sociology/anthropology. The Group is also focused on developing and expanding key partnerships with internationally recognized universities to offer additional services, such as student exchange programs and distance learning options.

II) Deliver high-quality education and strong outcomes for K-12 students at affordable tuition fees

In the K-12 segment, the Group intends to continue offering its students an excellent education, recruiting, training and retaining experienced and highly qualified principals and teachers and striving to help each student achieve high academic performance. The Group believes that building upon its reputation for quality and ensuring that its schools live up to the expectations of students and parents are key to strengthening its position as a leading operator of high quality private schools in Egypt.

III) Continue its pricing model, aimed at appealing to the middle class while achieving high returns

The Group will continue to invest in its teachers and campuses to enable the Group to consistently provide premium education at affordable price brackets. At the same time, as the reputations of the Group's schools and brands are continuing to be further strengthened through the Group's latest initiatives and investments, the Group expects it will be able to continue increasing prices in line with historical tuition increases, subject to regulatory requirements. The Group will continue to focus on providing high-quality education at a lower tuition fees compared to similar education institutions. The Group believes its price points are approximately 15% - 20% lower compared to its competitors.

Focus on disruptive innovation in the education sector

Based on its belief that technology plays an important role in education and pedagogy, the Group will continue to use technology to enhance student learning and support innovation. The Group strongly believes in disruptive innovation as one of the main pillars of its strategy to increase and sustain its market share and create new market opportunities. As part of this focus, the Group invested more than USD 0.5 million in Mavericks and Mawaheb academy startups focusing on blended learning and robotics education. With successful track record for both investments, the Group will continue its investments/acquisitions in this area over the course of the next five years with a special attention to AI/Voice education solutions.

Optimize existing resources, through non-core legacy assets

In connection with the planned opening BUC's medical faculty and to fulfill statutory obligations, the Company and BUC collectively own approximately 25% of the share capital of Egyptian Healthcare Company, a healthcare provider that owns a hospital under construction. This ownership stake is expected to secure additional cash flows to the Group, either through dividend distribution or a



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potential sale of part of the Group's ownership interest (pursuant to applicable regulations, BUC must retain a minimum stake of 15% as an operator of a medical faculty). In addition, the Group plans to sell certain non-core legacy assets, such as undeveloped land and 10 buildings, to boost its development and expansion plans. While these potential transactions representing opportunities to finance additional growth, the Group is not reliant on the sale or monetization of non-core assets to fund its future expansion plans.

Financial Highlights¹

EGP in millions	9M-2018
Revenue	487.9
<i>2014 /2015 – 2016/ 2017 CAGR</i>	25.1%
<i>9M 2017 / 2018 (y-o-y growth)</i>	49.7%
EBITDA	258.4
<i>EBITDA Margin, %</i>	53.0%
Net Profit	165.4
<i>Net Profit Margin, %</i>	33.9%

Offering Highlights

Upon obtaining final approvals from the FRA and the EGX, shares will be offered to international institutions in connection with the Institutional Offering, with a further offering of shares to retail investors in connection with the Egyptian Retail Offering. Following the completion of the Combined Offering, the Company will offer exclusively to Main Selling Shareholder in the Closed Subscription the right to subscribe to Closed Subscription Shares at the Offer Price. The Combined Offering will consist of 207,259,025 ordinary shares, with up to 192,750,893 shares for the Institutional Offering and a further 14,508,132 shares in the Egyptian Retail Offering.

All of the gross proceeds from the Combined Offering will be received by the Selling Shareholders. The Main Selling Shareholder has undertaken to use a portion of the proceeds of the Combined Offering (a minimum of EGP100,000,000 and a maximum value equivalent to the value of up to 35,000,000 ordinary shares) to subscribe for shares in connection with the Closed Subscription at the Offer Price per share pursuant to the Closed Subscription

The Main Selling Shareholder currently holds 85.33%² of the share capital of CIRA.

EFG Hermes Promoting & Underwriting is sole global coordinator and bookrunner for the Combined Offering. White & Case LLP is international counsel to the Issuer. Al Tamimi and Co. is serving as local counsel to the Issuer, Zulficar and Partners is serving as local counsel to the sole global coordinator and bookrunner, Gide Loyrette Nouel LLP is serving as international counsel to the sole global coordinator and bookrunner, while Inktank Communications is serving as investor relations advisor to the Issuer.

¹ Figures derived from Egyptian Accounting Standards audited financial statements. The financial highlights are qualified in their entirety by CIRA's audited financial statements, including the Notes thereto.

² The Main Selling Shareholder owns 84.52% directly and 0.82% indirectly through one of its subsidiaries.



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About Cairo for Investment and Real Estate Development Company S.A.E.

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The information contained in this document does not constitute an offer to sell or the solicitation of an offer to buy securities in Egypt or any offer, which requires a license from FRA. Investors in Egypt should only refer to and make any purchases based solely in reliance on the PSN to be reviewed and approved by the FRA and/or the EGX.

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This announcement and any offer if made subsequently is directed only at persons in member states of the European Economic Area who are “qualified investors” within the meaning of Article 2(1)(e) of the Prospectus Directive (Directive 2003/71/EC) (Qualified Investors). This announcement must not be acted on or relied on in any member state of the European Economic Area, by any person who is not a Qualified Investor. Any person in the EEA who acquires the securities in any offer (an investor) or to whom any offer of the securities is made will be deemed to have represented and agreed that it is a Qualified Investor. Any investor will also be deemed to have represented and agreed that any securities acquired by it in the offer have not been acquired on behalf of persons in the EEA other than Qualified Investors or persons in the UK and other member states (where equivalent legislation exists) for whom the investor has authority to make decisions on a wholly discretionary basis, nor have the securities been acquired with a view to their offer or resale in the EEA to persons where this would result in a requirement for publication by Cairo for Investment and real Estate Development S.A.E. or any other manager of a prospectus pursuant to Article 3 of the Prospectus Directive. Cairo for Investment and real Estate Development S.A.E. and the Underwriter and their respective affiliates, and others will rely on the truth and accuracy of the foregoing representations and agreements.

This announcement does not constitute or form part of any offer or any solicitation to purchase nor shall it or the fact of its distribution, form the basis of, or be relied on in any purchase. The securities must not be offered, sold or purchased except in circumstances that do not constitute a public offering. This announcement and any subsequent offer of securities may be restricted by law in certain jurisdictions and persons receiving this announcement or any subsequent offer should inform themselves about and observe any restriction. Failure to comply with these restrictions may violate securities laws of certain jurisdictions.

Information to Distributors

According to the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended (“MiFID II”); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures, the target market assessment in respect of the securities offered in the global offering (the “Offered Securities”) has led to the conclusion that : (i) the target market of the Offered Securities is eligible counterparties and professional clients only, each as defined in MiFID II; and (ii) all channels for distribution to eligible counterparties and professional clients of the Offered Securities are appropriate (the “Target Market Assessment”). Any person subsequently offering, selling or recommending the Offered Securities (a “distributor”) should take into consideration the manufacturer’s Target Market Assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Offered Securities (by either adopting or refining the manufacturer’s Target Market Assessment) and determining appropriate distribution channels.

The Target Market Assessment is conducted solely for the purposes of the manufacturer’s product approval process and neither constitutes an assessment for any particular client of suitability or appropriateness for the purposes of MiFID II nor a recommendation to invest in, or purchase, or take any other action whatsoever with respect to the Offered Securities.

Notwithstanding the Target Market Assessment, the attention of distributors is drawn to the fact that: the price of the Offered Securities may decline and investors could lose all or part of their investment; the Offered Securities offer no guaranteed income and no capital protection; and that an investment in the Offered Securities is compatible only with investors who do not need a guaranteed income or capital protection, who are capable (either alone or in conjunction with an appropriate financial or other adviser) of evaluating the merits and risks of such an investment and have sufficient resources to be able to bear any losses that may result therefrom.

Forward-Looking Statements

This communication contains certain forward-looking statements. A forward-looking statement is any statement that does not relate to historical facts and events, and can be identified by the use of such words and phrases as “according to estimates”, “anticipates”, “assumes”, “believes”, “could”, “estimates”, “expects”, “intends”, “is of the opinion”, “may”, “plans”, “potential”, “predicts”, “projects”, “should”, “to the knowledge of”, “will”, “would” or, in each case their negatives or other similar expressions, which are intended to identify a statement as forward-looking. This applies, in particular, to statements containing information on future financial



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results, plans, or expectations regarding our business and management, our future growth or profitability and general economic and regulatory conditions and other matters affecting us.

Forward-looking statements reflect the Company's management's ("**Management**") current views of future events, are based on Management's assumptions and involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by these forward-looking statements. The occurrence or non-occurrence of an assumption could cause our actual financial condition and results of operations to differ materially from, or fail to meet expectations expressed or implied by, such forward-looking statements. The Company's business is subject to a number of risks and uncertainties that could also cause a forward-looking statement, estimate or prediction to become inaccurate. These risks include a significant loss of the Company's top clients, inability to maximize the Company's utilization of its workstations, damage to, or disruption in, the Company's key technology systems, unauthorized disclosure of sensitive or confidential client and customer data, mismatch in the currency in the Company's revenue and expenses, increase in competition with regional and global players, inability to maintain effective internal controls, unfavorable global economic conditions, failing to attract and retain enough sufficiently trained employees to support the operations, significant increase in employee expenses and changes in labor laws, among others.

Accordingly, investors should not rely on the forward-looking statements in this announcement and investors are strongly advised to read the Offering Circular, including the audited financial statements contained therein. None of CIRA, Management or EFG Hermes Promoting & Underwriting gives any assurance regarding the future accuracy of the opinions set forth herein or as to the actual occurrence of any predicted developments.