

Luberef IPO – Subscription FAQs

1. What is the transaction structure?

The CMA approved the Company’s application for the Offering of 50,045,000 Shares (the “Offer Shares”) on Thursday 24th of November 2022, representing 29.6562963% of the Company’s issued share capital, by way of a sale of existing Shares by Jadwa Industrial Investment Company (“Jadwa” or “Selling Shareholder”). The final pricing of the Offer Shares will be determined at the end of the book-building period.

2. What is the timeline / key milestones for the transaction?

Milestone	ITF Announcement	Price range and book building Start	Book building End	Final price announcement and final prospectus	Retail subscription start	Retail subscription end	Announcement of the final allocation of the Offer Shares	Refund of excess subscription amounts (if any)	Start of trading
Date	Sunday 27 November 2022	Sunday 4 December 2022	Friday 9 December 2022	Sunday 11 December 2022	Wednesday 14 December 2022	Sunday 18 December 2022	No later than Thursday 22 Dec	No later than 28 December 2022	TBC

3. Who is eligible to participate in the IPO?

The Offering will be restricted to the following groups of subscribers:

- **Tranche (A):** Participating Parties: this tranche comprises the parties entitled to participate in the book-building process as specified in the Instructions for Book Building Process and Allocation Method in Initial Public Offerings issued by the board of the CMA, which includes investment funds, companies, Qualified Foreign Investors, GCC corporate investors and certain other foreign investors pursuant to swap arrangements (collectively the “Participating Parties” and each a “Participating Party”). The number of the Offer Shares provisionally allocated to the Participating Parties is fifty million forty-five thousand (50,045,000) Offer Shares, representing 100% of the total Offer Shares. If there is sufficient demand from the Individual Investors (as defined below), the Joint Financial Advisors, in consultation with the Company, will have the right to reduce the number of Offer Shares allocated to Participating Parties to a minimum of thirty-seven million five hundred thirty-three thousand and seven hundred and fifty (37,533,750) Shares, representing seventy five percent 75% of the Offer Shares.
- **Tranche (B):** Individual Investors: this tranche comprises Saudi Arabian nationals, including any Saudi female divorcee or widow with minor children from a marriage to a non-Saudi individual who can subscribe 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, in addition to any non-Saudi natural person who is resident in the Kingdom, or GCC nationals, provided they have a bank account with one of the Receiving Entities and have the right to open an investment account (collectively, the “Individual Investors” and each a “Individual Investor”). A subscription for shares made by a person in the name of his divorcee

will be deemed invalid and if a transaction of this nature is proved to have occurred, the law will 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 considered. A maximum of twelve million five hundred eleven thousand two hundred fifty (12,511,250) Shares, representing 25% of the total Offer Shares, will be allocated to Individual Investors. If Individual Investors do not subscribe for all the shares allocated to them, the Joint Financial Advisors may reduce the number of shares allotted to them in proportion to the number of shares for which they subscribed.

- The Offer Shares will be offered to certain Qualified Foreign Investors or to foreign investors located outside the United States through swap agreements (SWAP). This class will subscribe outside the United States in “offshore transactions” in accordance with Regulation S under the **US Securities Act**. The Offer Shares have not and will not be registered under the US Securities Act or the securities laws of any state of the United States of America or under any other law or regulation outside the KSA. The Offer Shares may not be offered or sold in any jurisdiction other than the KSA, including the United States of America. This Offering may not be considered as an offer to sell or an invitation to purchase securities in any jurisdiction where this Offering is unlawful or is not permitted.

4. What is the final price per share?

The final offer price for the Offering has been set at SAR 99 per share (“**Final Offer Price**”), implying a market capitalization of SAR 16.706 billion (USD 4.455 billion) at listing. The institutional order book was 29.5 times oversubscribed with the book-building process generating an order book of around SAR 146.4 billion (USD 39.0 billion).

5. How can I subscribe to the Offering?

The offer of Offer Shares to Individual Investors will be made as follows:

- Each Individual Investor must submit an Individual Subscription Form and subscribe for a minimum subscription size of 10 Shares and a maximum of 250,000 shares. No change or withdrawal of the subscription application forms shall be permitted once the subscription application form has been submitted.
- Individual Investors can subscribe through the internet, telephone banking or automated teller machines ("ATMs") of any of the Receiving Agents branches that offer any or all such services to its customers, provided that the following requirements are satisfied: (i) the Individual Investor must have a bank account at a Receiving Agent which offers such services, and is entitled to open an investment account; and (ii) there have been no changes in the personal information or data of the Individual Investor since such person's subscription in the last initial public Offering.

6. Is the allocation of my subscription amount guaranteed? What happens if it is not guaranteed?

The number of shares you receive will depend on the outcome of the book-building process. If the IPO is oversubscribed and you are allocated less than the shares you subscribed for, you will receive a refund.

7. If I do not receive the full allocation of my subscription, what is the process of refund?

The surplus amount, if any, will be returned to the subscriber's account without any charge or commission withheld by the relevant Receiving Entity.

8. How long will it take to process the refunds?

Excess subscription monies, if any, will be refunded to Subscribers without any charge or commission being withheld by the Lead Manager or Receiving Entities. Announcement of the final allocation and refund of excess subscription monies, if any, will be made no later than 28 December 2022G.

9. What is the minimum and maximum subscription?

The minimum number of offer shares to be subscribed per Retail Subscribers is ten (10) Offer Shares, and the maximum number of offer shares to be subscribed per Retail Subscribers is Two hundred and fifty thousand (250,000) Offer Shares.

The minimum number of offer shares to be subscribed per Institutional Investor is Fifty thousand (50,000) Offer Shares, and the maximum number of offer shares to be subscribed per Institutional Investor is eight million four hundred and thirty-seven thousand, four hundred and ninety-nine (8,437,499) Offer shares.

10. When will I be able to sell my shares?

Generally, there will be no lock-up period or restrictions on the sale of your shares following listing. The shares will be available to buy and sell from the first day of trading. However, each investor should review its specific individual situation and whether any specific laws/rules apply to its ownership that could restrict its tradability.

11. Who are the appointed advisors

The Company appointed SNB Capital Company, HSBC Saudi Arabia, Citigroup Saudi Arabia and Morgan Stanley Saudi Arabia to act as Joint Financial Advisors, Bookrunners, Global Coordinators and Underwriters (collectively the "Joint Financial Advisors"). In addition, the Company has appointed SNB Capital Company as Lead Manager (the "Lead Manager") in relation to the Offering.

12. Who are the receiving banks?

The Saudi National Bank (SNB), Alrajhi Bank, Riyad Bank, Alinma Bank, Arab National Bank (ANB), the Saudi investment Bank, Bank Albilad, Banque Saudi Fransi, Saudi British Bank (SABB), Meem (Gulf International Bank) and Bank Aljazira have been appointed as receiving entities (collectively, the "Receiving Entities") for the individual investors' tranche.

13. Where can I find additional information about the transaction?

Copies of the Prospectus will, following publication, be available on the websites of the Company at www.luberef.com, the IPO microsite at www.luberefipo.com, the Saudi Exchange at www.saudiexchange.sa, the CMA at www.cma.org.sa and the Joint Financial Advisors at

www.alahlicapital.com, www.hsbcSaudi.com, www.citigroup.com/citi/about/countries-and-jurisdictions/citigroup-saudi-arabia and www.morganstanleysaudiArabia.com.

14. Where I can see the trading price of the shares, once the Company is listed?

Investors can see the price information of the Company on Saudi Exchange website and the Saudi Exchange mobile app, and also with their trading members and third-party data vendors.

15. On first day of trading, what will be the opening price?

For the first day of trading, the final offer price is considered as the opening price.

16. On the first day of trading, how can I sell shares obtained via the IPO process?

Investors that have been successfully allocated shares will receive those shares in their indicated investment account, provided shares have been paid for. Investors are able to then sell these shares as per normal market practice during business hours of the Saudi Exchange.
