

This Supplementary Prospectus ("Supplementary Prospectus") is a supplement to, and must be read in conjunction with Red Herring Prospectus dated 15/10/1445H (corresponding to 24/04/2024G) (the "Red Herring Prospectus") issued by Dr. Soliman Abdel Kader Fakeeh Hospital Company (the "Company" or the "Issuer") in connection with the offering of forty-nine million eight hundred thousand (49,800,000) Ordinary Shares, representing 21.47% of the Company's issued share capital post-capital increase (and 24.9% of the Company's share capital pre-capital increase) (the "Offering"). This Supplementary Prospectus must be read in conjunction with the original Red Herring Prospectus.

**Sole Financial Advisor, Bookrunner, Underwriter and Lead Manager**



**Joint Bookrunners and Underwriters**



**Selling Shareholders' Advisor**

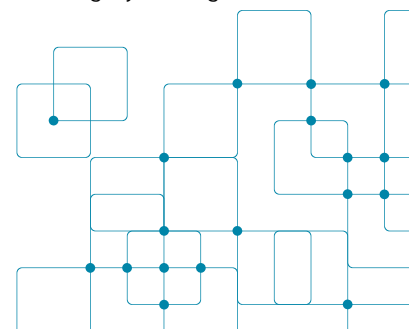


**Important Notice:**

This Supplementary Prospectus includes information for the application for registration and offer of securities in compliance with the Rules on the Offer of Securities and Continuing Obligations ("OSCOs") issued by the Capital Market Authority (the "Authority" or "CMA") and the application for listing securities in accordance with the Listing Rules of the Saudi Stock Exchange. The Directors, whose names appear on page (iv) of the Red Herring Prospectus, collectively and individually accept full responsibility for the accuracy of the information contained in this Supplementary Prospectus and confirm, having made all reasonable enquiries, 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.

For purposes of the Offering in the Kingdom of Saudi Arabia, (i) this Supplementary Prospectus is an unofficial English translation of the official Arabic Supplementary Prospectus and is provided for information purposes only and (ii) the Arabic Supplementary Prospectus published on the CMA's website ([www.cma.org.sa](http://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 22/10/1445H (corresponding to 01/05/2024G).



# SUPPLEMENTARY PROSPECTUS

Dr. Soliman Abdel Kader Fakeeh  
Hospital Company



## ADVISORS

### Sole Financial Advisor, Joint Bookrunner, Underwriter and Lead Manager

#### HSBC Saudi Arabia

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### Joint Bookrunners and Underwriters

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## Legal Advisor of the Issuer

### White & Case Company

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**WHITE & CASE**

## Legal Advisor for the Offering outside Saudi Arabia

### White & Case Company

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**WHITE & CASE**

## Legal Advisor to the Financial Advisor, Lead Manager, Bookrunners and Underwriters

### Legal Advisors

Abdulaziz Ibrahim Al Ajlan, Lawyers and Legal Advisors

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**Legal  
Advisors.**

Abdulaziz Alajlan & Partners  
in association with Baker & McKenzie Limited

**Legal Advisor to the Financial Advisor, Lead Manager, Bookrunners and Underwriters outside Saudi Arabia**

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**Selling Shareholders' Advisor**

**Moelis & Company Saudi Limited Co.**

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**Market Study Consultant**

**Jones Lang LaSalle Saudi Arabia Ltd.**

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Website: [www.jll-ksa.com](http://www.jll-ksa.com)

Email: [projectleilajll@jll.com](mailto:projectleilajll@jll.com)



**Independent Auditor**

**KPMG Professional Consulting**

KPMG Tower, Roshn Front

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Website: [www.kpmg.com/sa](http://www.kpmg.com/sa)

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## Receiving Agents

### Saudi Awwal Bank (SAB)

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Email: sab@sab.com



### Alinma Bank

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Email: info@alinma.com



### Arab National Bank

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Email: info@anb.com.sa



### Saudi National Bank

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Email: contactus@alahli.com



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Kingdom of Saudi Arabia

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Website: www.alrajhibank.com.sa

Email: contactcenter1@alrajhibank.com.sa



**Note:** All the above-mentioned Advisors and Independent Auditor have given and have not withdrawn their written consent, until the date hereof, to the publication of their names, logos and statements attributed to them in the context in which they appear in this Supplementary Prospectus, and do not themselves, their employees, or any of their relatives have any shareholding or interest of any kind in the Company or any of its Subsidiaries as at the date of this Supplementary Prospectus.

## 1. THE COMPANY

Dr. Soliman Abdel Kader Fakeeh Hospital Company is a closed joint-stock company established pursuant to the Ministry of Commerce resolution no. 28/G, dated 01/02/1432H (corresponding to 05/01/2011G), registered under commercial registration no. 4030014511 dated 11/04/1398H (corresponding to 20/03/1978G), having its registered office located at Palestine Street, Al-Hamra District, Jeddah 23323, Kingdom of Saudi Arabia.

The Company's current share capital amounts to two hundred million Saudi Riyals (SAR 200,000,000) paid in full and divided into two hundred million (200,000,000) Ordinary Shares of equal nominal value of one Saudi Riyal (SAR 1) per Share. Post-Offering, the Company's share capital shall become two hundred million and thirty-two million Saudi Riyals (SAR 232,000,000) divided into two hundred and thirty-two million (232,000,000) Ordinary Shares of equal nominal value of one Saudi Riyal (SAR 1) per Share.

## 2. DIRECTORS' DECLARATIONS

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

- save as disclosed in this Supplementary Prospectus, no significant change in material matters disclosed in the Red Herring Prospectus or additional significant matters have arisen; and
- that this Supplementary Prospectus was presented to the CMA and issued on 22/10/1445H (corresponding to 01/05/2024G) and that it supplements the Red Herring Prospectus issued by the Company dated 15/10/1445H (corresponding to 24/04/2024G) and published on the CMA's website on 15/10/1445H (corresponding to 24/04/2024G).

## 3. NOTICES

The Company, the Selling Shareholders and the Financial Advisor 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 Prospectus.

This Supplementary Prospectus should be read in conjunction with the Red Herring 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.

Defined terms used in this Supplementary Prospectus shall have the same meaning ascribed to them in Red Herring Company Prospectus. Such terms are defined in Section 1 ("**Definitions and Abbreviations**") of the Red Herring Prospectus. This Supplementary Prospectus may not be distributed and the Offer Shares may not be sold to any person other than the Participating Parties and/or Individual Investors described in the Red Herring Prospectus.

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

The Company has become aware of additional significant matters that it considers should be disclosed as shown in this Supplementary Prospectus. A binding undertaking that was submitted by Olayan Saudi Investment Company and Abu Dhabi Investment Authority (“**ADIA**”) on 20/10/1445H (corresponding to 29/04/2024G) to the Company and the Selling Shareholders, that should be disclosed in this Supplementary Prospectus given the materiality of such information. Olayan Saudi Investment Company and ADIA committed to subscribe, as cornerstone investors (“**Cornerstone Investors**”), to one million, nine hundred fifty-six thousand, five hundred twenty-two (1,956,522) shares and, one million, forty-three thousand, four hundred seventy-eight (1,043,478) shares respectively, of the Offer Shares (representing approximately 0.84%, 0.45% respectively, of the Company’s capital after the Offering) and the Company agreed to allocate such shares to Olayan Saudi Investment Company and ADIA as Cornerstone Investors in the Offering process.

Olayan Saudi Investment Company is a limited liability company established in 1989 and headquartered in Riyadh, Kingdom of Saudi Arabia. Olayan Saudi Investment Company is an investment arm of Olayan Financing Company, a leading multinational enterprise with a diversified portfolio of over 32 companies and global investments which extend across Saudi Arabia, the wider Middle East, North Africa, Turkey, and India. Olayan Financing Company is considered a long-term strategic investor, its investments extend to public equities, private equities, strategic partnerships, and real estate assets.

ADIA is a sovereign wealth fund established in the United Arab Emirates in 1976, and headquartered in Abu Dhabi, the United Arab Emirates. ADIA invests financial resources on behalf of the Government of Abu Dhabi to generate long-term value.

Olayan Saudi Investment Company and ADIA are major investors in the Saudi markets. The Company believes that the contribution of these Cornerstone Investors will provide an essential drive for achieving growth and long-term strategic goals.



## 5. AMENDMENTS TO CERTAIN INFORMATION IN THE RED HERRING PROSPECTUS

### 5.1 Certain paragraphs on the cover page of the Red Herring Prospectus have been amended to read as follows (after amendment):

- The initial public offering (hereinafter referred to as the "**Offering**") consists of the offering of forty-nine million eight hundred thousand (49,800,000) Ordinary Shares as follows: (i) the issuance of thirty million (30,000,000) new Ordinary Shares ("**New Shares**") representing approximately 12.93% of the Issuer's share capital upon completion of the offering and (ii) the sale of nineteen million eight hundred thousand (19,800,000) current Ordinary Shares (the "**Sale Shares**"), representing 8.53% of the Issuer's share capital upon completion of the Offering, totaling 21.47% of the Issuer's share capital after the issuance of the New Shares and the Company's capital increase which are referred to as the "**Offer Shares**" and each as an "**Offer Share**") by the Company's Current Shareholders, on a pro-rata basis in accordance with their ownership percentages in the Company (hereinafter collectively referred to as the "**Selling Shareholders**"), at an offer price of SAR [•] per Offer Share (the "**Offer Price**"), with a fully paid nominal value of SAR 1 per Share, which includes a binding undertaking submitted by Olayan Saudi Investment Company and ADIA on 20/10/1445H (corresponding to 29/04/2024G) to the Company and the Selling Shareholders, pursuant to which Olayan Saudi Investment Company and ADIA committed to subscribe as Cornerstone Investors to one million, nine hundred fifty-six thousand, five hundred twenty-two (1,956,522) shares and, one million, forty-three thousand, four hundred seventy-eight (1,043,478) shares, respectively, of the Offer Shares (representing approximately 0.84%, 0.45% respectively, of the Company's capital post completion of the offering) (the "**Cornerstone Investors' Shares**") and the Company agreed to allocate the Cornerstone Investors' Shares to them as part of the Offering process. Concurrently with the Offering, the Employee Investment Fund shall purchase a maximum of one million six hundred thousand (1,600,000) Ordinary Shares (representing up to 0.69% of the Company's post-increase capital) from the Selling Shareholders by participating in the book building process through the Participating Parties. The Fund shall determine the number of shares to be purchased by submitting a request by the Participating Parties during the book building process. For further information, please refer to section 5.13 ("**Shares Available for Subscription by the Group Employees**") of this Prospectus.
- **Tranche (A): Participating Parties:** This tranche includes the categories that are entitled to participate in the book-building process in accordance with the Instructions for Book Building Process and Allocation Method in Initial Public Offerings issued by the Board of Directors of the Capital Market Authority (hereinafter referred to as the "**CMA**") under Resolution No. 2-94-2016 dated 15/10/1437H (corresponding to 20/07/2016G) as amended by CMA Board Resolution No. 1-103-2022 dated 20/03/1444H (corresponding to 28/09/2022G) (hereinafter referred to as the "**Book Building Instructions**"), including investment funds, qualified foreign companies and institutions, GCC corporate investors and other foreign investors under SWAP Agreements (such categories shall be collectively referred to as the "**Participating Parties**") (for further information, please refer to Section 1 ("**Definitions and Abbreviations**") of this Prospectus). The number of Offer Shares initially allocated to Participating Parties is forty-nine million eight hundred thousand (49,800,000) Offer Shares, representing 100% of the total Offer Shares, of which three million (3,000,000) Offer Shares, shall be allocated to the Cornerstone Investors. In the event Individual Investors (as defined in Tranche (B) below) subscribe in full to the Offer Shares allocated to them, the Financial Advisor shall have the right to reduce the number of Offer Shares allocated to Participating Parties to forty-four million eight hundred and twenty thousand (44,820,000) Offer Shares, representing 90% of the total Offer Shares, provided that such reduction shall not apply to the Cornerstone Investors and the final allocation to them shall be three million (3,000,000) Offer Shares in all cases. Accordingly, forty-one million, eight hundred twenty thousand (41,820,000) Offer Shares will be allocated to the Participating Parties excluding the Offer Shares allocated to the Cornerstone Investors and Individual Investors. The Financial Advisor, in coordination with the Issuer, shall determine the number and percentage of Offer Shares to be allocated to Participating Parties.

## 5.2 Certain paragraphs in the Summary of the Offering in the Red Herring Prospectus have been amended to read as follows (after the amendment):

<p><b>Offering</b></p>	<p>The offering of forty-nine million eight hundred thousand (49,800,000) Ordinary Shares as follows: (i) the issuance of thirty million (30,000,000) new Ordinary Shares ("<b>New Shares</b>"), representing approximately 12.93% of the Issuer's share capital upon completion of the offering and (ii) the sale of nineteen million eight hundred thousand (19,800,000) current Ordinary Shares (the "<b>Sale Shares</b>") representing 8.53% of the Issuer's share capital upon completion of the Offering totaling 21.47% of the Issuer's share capital after the issuance of the New Shares and the Company's capital increase which are referred to as the "<b>Offer Shares</b>" and each as an "<b>Offer Share</b>") through public offering, at an offer price of SAR [ ] per Offer Share (the "<b>Offer Price</b>"), with a fully paid nominal value of SAR 1 per Share, which includes a binding undertaking submitted by Olayan Saudi Investment Company and ADIA on 20/10/1445H (corresponding to 29/04/2024G) to the Company and the Selling Shareholders, pursuant to which Olayan Saudi Investment Company and ADIA committed to subscribe to one million, nine hundred fifty-six thousand, five hundred twenty-two (1,956,522) shares and, one million, forty-three thousand, four hundred seventy-eight (1,043,478) shares, respectively, of the Offer Shares (representing approximately 0.84%, 0.45% respectively, of the Company's capital post completion of the offering) and the Company agreed to allocate these shares to the Cornerstone Investors as part of the Offering process.</p>
<p><b>Categories of Targeted Investors</b></p>	<p>Tranche (A): Participating Parties: this tranche comprises investors eligible to participate in the book-building process in accordance with the Book-Building Instructions. The number of Offer Shares to be effectively allocated to Participating Parties is forty-nine million eight hundred thousand (49,800,000) Shares, representing 100% of the total Offer Shares, of which three million (3,000,000) Offer Shares shall be allocated to the Cornerstone Investors. In the event that Individual Investors (defined as Tranche (B) hereunder) subscribe to the entire Offer Shares allocated to them, the Financial Advisor, in coordination with the Company, may reduce the number of shares allocated to the Participating Parties to forty-four million eight hundred and twenty thousand (44,820,000) Offer Shares, representing 90% of the total number of Offer Shares, provided that such reduction shall not apply to the Cornerstone Investors and the final allocation to them shall be three million (3,000,000) Offer Shares in all cases. Accordingly, forty-one million and eight hundred twenty thousand (41,820,000) Offer Shares will be allocated to the Participating Parties excluding the Offer Shares allocated to the Cornerstone Investors and Individual Investors. The Financial Advisor, in coordination with the Issuer, shall determine the number and percentage of Offer Shares to be allocated to Participating Parties.</p>
<p><b>Number of Shares offered to Participating Parties</b></p>	<p>Forty-nine million eight hundred thousand (49,800,000) Shares, representing 100% of the total Offer Shares, of which three million (3,000,000) Offer Shares shall be allocated to the Cornerstone Investors. In the event that Individual Investors subscribe to the entire Offer Shares allocated to them, the Financial Advisor, in coordination with the Company, may reduce the number of shares allocated to the Participating Parties to forty-four million eight hundred and twenty thousand (44,820,000) Offer Shares, representing 90% of the total number of Offer Shares, provided that such reduction shall not apply to the Cornerstone Investors and the final allocation to them shall be three million (3,000,000) Offer Shares in all cases. Accordingly, forty-one million and eight hundred twenty thousand (41,820,000) Offer Shares will be allocated to the Participating Parties excluding the Offer Shares allocated to the Cornerstone Investors and Individual Investors. The Financial Advisor, in coordination with the Issuer, shall determine the number and percentage of Offer Shares to be allocated to Participating Parties.</p>
<p><b>Allocation Method and Refund of Excess Subscription Monies to Participating Parties</b></p>	<p>The Financial Advisor, in coordination with the Company, shall determine the number and percentage of Offer Shares to be allocated to Participating Parties using the discretionary allocation mechanism. It is possible that certain Participating Parties shall not be allocated any shares, as deemed appropriate by the Company and the Financial Advisor. The Financial Advisor will make the final allocation of the Offer Shares to the Participating Parties after the end of the subscription period for the Individual Investors. The number of Offer Shares to be initially allocated to Participating Parties will be forty-nine million eight hundred thousand (49,800,000) Shares, representing one hundred percent (100%) of the total number of Offer Shares, of which three million (3,000,000) Offer Shares shall be allocated to the Cornerstone Investors. In the event Individual Investors (as defined in Tranche (B) below) subscribe in full to the Offer Shares allocated to them, the Financial Advisor shall have the right to reduce the number of Offer Shares allocated to Participating Parties to forty-four million eight hundred and twenty thousand (44,820,000) Offer Shares, representing 90% of the total Offer Shares, provided that such reduction shall not apply to the Cornerstone Investors and the final allocation to them shall be three million (3,000,000) Offer Shares in all cases. Accordingly, forty-one million and eight hundred twenty thousand (41,820,000) Offer Shares will be allocated to the Participating Parties excluding the Offer Shares allocated to the Cornerstone Investors and Individual Investors.</p> <p>Initially, [ ] Shares (representing [ ]% of the total Offer Shares) will be allocated to public funds, noting that in the event there is sufficient demand by Individual Investors, the Lead Manager shall have the right to reduce the number of Offer Shares allocated to public funds to a minimum of [ ] Ordinary Shares representing [ ]% of the total Offer Shares, after completing the Individual Investors subscription process.</p> <p>In addition, [ ] Offer Shares will be allocated, representing [ ]% of the total number of Offer Shares, to Rana Investment Company and Abdullah Alrayes, collectively, granting them priority to subscribe to these Shares through participating in the book building process based on the final Offer Price. In the event that Rana Investment Company and Abdullah Alrayes do not subscribe to all of these shares, any unsubscribed portion thereof shall be considered part of the shares allocated to the Public.</p>

### 5.3 Certain definitions in Sections 1 (“Definitions and Abbreviations”) in the Red Herring Prospectus have been amended to be as follows (after the amendment):

Term	Definition
Cornerstone Investors' Shares	The shares which the Cornerstone Investors committed to subscribe to on the basis of a binding undertaking submitted by Olayan Saudi Investment Company and ADIA on 20/10/1445H (corresponding to 29/04/2024G), pursuant to which Olayan Saudi Investment Company and ADIA committed to subscribe to one million, nine hundred fifty-six thousand, five hundred twenty-two (1,956,522) shares and, one million, forty-three thousand, four hundred seventy-eight (1,043,478) shares, respectively, of the Offer Shares (representing approximately 0.84%, 0.45% respectively, of the Company's capital post completion of the offering)
Cornerstone Investors	Olayan Saudi Investment Company and the Abu Dhabi Investment Authority

### 5.4 Some of the paragraphs contained in Section (17) (“Information on the Shares and Offering Terms and Conditions”) in the Red Herring Prospectus have been amended to be as follows (after the amendment)

- **(Section 17.1) Subscription to the Offer Shares**

The Offering involves: (1) the issuance of thirty million 30,000,000 of New Shares representing approximately 12.93% of the Issuer's share capital upon completion of the offering and (2) the sale of nineteen million eight hundred thousand Shares 19,800,000, representing 8.53% of the Issuer's share capital upon completion of the Offering, totaling 21.47% of the Issuer's share capital after the issuance of the New Shares and the Company's capital increase, represents forty-nine million eight hundred thousand (49,800,000) Ordinary Shares, at an offer price of (SAR) Saudi Riyals per Share, with a fully paid nominal value of SAR 1 per Share, which includes a binding undertaking submitted by Olayan Saudi Investment Company and ADIA on 20/10/1445H (corresponding to 29/04/2024G) to the Company and the Selling Shareholders, pursuant to which Olayan Saudi Investment Company and ADIA committed to subscribe as Cornerstone Investors to one million, nine hundred fifty-six thousand, five hundred twenty-two (1,956,522) shares and, one million, forty-three thousand, four hundred seventy-eight (1,043,478) shares, respectively, of the Offer Shares (representing approximately 0.84%, 0.45% respectively, of the Company's capital post completion of the offering) and the Company agreed to allocate the Shares to them as part of the Offering process.. Note that the Offering to Individual Investors and the subsequent listing of the Shares is subject to the successful subscription by Participating Parties to all Offer Shares. The Offering shall be cancelled if it is not covered during the book-building period. The CMA may suspend this Offering after approving this Prospectus prior to the registration and acceptance of the Shares to be listed on the Exchange in the event that there is a material change that would have a material adverse on the Company's operations.

The Offering is limited to the following two tranches of investors:

**Tranche (A): Participating Parties:**

This tranche includes the categories entitled to participate in the Book Building Process in accordance with the Book Building Instructions (for more details, see Section 1 (“Definitions and Terms”) of this Prospectus). The number of Offer Shares to be initially allocated to the Participating Parties shall be 49,800,000 Offer Shares, representing 100% of the total Offer Shares, of which three million (3,000,000) Offer Shares shall be allocated to the Cornerstone Investors. In the event Individual Investors (as defined in Tranche (B) below) subscribe in full to the Offer Shares allocated to them, the Financial Advisor shall have the right to reduce the number of Offer Shares allocated to Participating Parties to forty-four million eight hundred and twenty thousand (44,820,000) Offer Shares, representing 90% of the total Offer Shares, provided that such reduction shall not apply to the Cornerstone Investors and the final allocation to them shall be three million (3,000,000) Offer Shares in all cases. Accordingly, forty-one million and eight hundred twenty thousand (41,820,000) Offer Shares will be allocated to the Participating Parties excluding the Offer Shares allocated to the Cornerstone Investors and Individual Investors. The Financial Advisor, in coordination with the Issuer, shall determine the number and percentage of Offer Shares to be allocated to Participating Parties.

- **(Section 17.3) Book Building for Participating Parties**

- a- The number and percentage of Offer Shares to be allocated to Participating Parties shall be determined as deemed fit by the Financial Advisor, in coordination with the Issuer, using the discretionary allocation mechanism, provided that the final allocation to the Cornerstone Investors shall be three million (3,000,000) Offer Shares in all cases. The Company and the Financial Advisor may decide to not allocate any Offer Shares to certain Participating Parties.
- b- Participating Parties must submit requests to participate in the book-building process by filling out Bid Order Forms that may be obtained from the Bookrunners. Participating Parties may amend or cancel their bids at any time during the Book-Building Period, provided that said bids are amended by submitting a modified Bid Form or an appendix Bid Form (where applicable) before the Offer price determination process that will take place before the Offering Period begins. The number of Offer Shares for each of the Participating Parties shall not be less than one hundred thousand (100,000) Shares, and no more than eleven million five hundred and ninety thousand nine hundred and ninety-nine (11,599,999) Shares, and in relation to public funds, not exceeding the maximum limit for each participating public fund that is determined in accordance with the Book Building Instructions, and the number of requested shares shall be allocable. The Bookrunners shall notify the Participating Parties regarding the Offer Price and the number of Offer Shares initially allocated thereto, provided that the allocation to the Cornerstone Investors shall be three million (3,000,000) Offer Shares in all cases. Subscription by Participating Parties shall begin during the Offering Period, which also includes Individual Investors, in accordance with the Subscription Terms and Conditions as detailed in the Subscription Applications Forms.

- **(Section 17.7) Allocation of Offer Shares to Participating Parties**

The Financial Advisor, shall determine the allocation of Offer Shares for the Participating Parties, after the allocation of Offer Shares to Individual Investors is completed, provided that the number of Offer Shares initially allocated to Participating Parties shall not be less than forty-nine million, eight hundred thousand (49,800,000) Shares of the Offer Shares, representing 100% of the Offer Shares, and provided that the final allocation for the Participating Parties shall be forty-four million, eight hundred twenty thousand (44,820,000) Offer Shares, representing 90% of the Offer Shares, provided that the final allocation for the Cornerstone Investors shall be three million (3,000,000) Offer Shares in all cases. Accordingly, forty-one million and eight hundred twenty thousand (41,820,000) Offer Shares will be allocated to the Participating Parties excluding the Offer Shares allocated to the Cornerstone Investors and Individual Investors. The allocation of Offer Shares for the Participating Parties will be made using the voluntary share allocation method, the Company and the Financial Advisor may decide to not allocate any Offer Shares to certain Participating Parties.

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