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Press Release

Jamjoom Pharmaceuticals Factory Company Announces its IPO Offer Price Range and Commencement of the Institutional Book Building

JEDDAH – 15 May 2023 – Jamjoom Pharmaceuticals Factory Company ("**Jamjoom Pharma**" or the "**Company**" or the "**Issuer**"), a leading pharmaceutical manufacturer and marketer in the Kingdom of Saudi Arabia ("**KSA**" or the "**Kingdom**") and the Middle East and African region ("**MEA**") region, today announces the price range for its initial public offering ("**IPO**" or the "**Offering**"), as well as commencement of the institutional book-building period for Participating Parties.

The price range for the Offering has been set between SAR 56 and SAR 60 per share (the "**Price Range**"). The institutional book-building period commences today, 15 May 2023G, and will end on 22 May 2023G.

On 28 December 2022G, the Capital Market Authority ("**CMA**") approved the Company's application for the Offering of 21,000,000 shares (the "**Offer Shares**"), representing 30% of the Company's issued share capital of 70,000,000 shares, by way of a sale of existing Shares by selling shareholders. The final offer price of the Offer Shares will be determined at the end of the book-building period.

The Company's red herring prospectus includes all details of the IPO – please visit the IPO microsite for additional details: ipo.jamjoompharma.com/

BACKGROUND TO THE OFFERING

- With respect to the Offering, the Company appointed Saudi Fransi Capital as Lead Manager (the "**Lead Manager**") in relation to the Offering. The Company also appointed J.P. Morgan Saudi Arabia Company and Saudi Fransi Capital to act as Financial Advisors (collectively the "**Joint Financial Advisors**"). In addition, the Company also appointed AlRajhi Capital, J.P. Morgan Saudi Arabia Company and Saudi Fransi Capital to act as the Underwriters (the "**Underwriters**") and as the Bookrunners (the "**Bookrunners**") to the Offering.
- AlRajhi Bank, Banque Saudi Fransi and Saudi National Bank (SNB) have been appointed as receiving entities (the "**Receiving Entities**") for the individual investors' tranche.

- The CMA and Saudi Exchange approvals have been obtained for the offering and listing as outlined below:
 - Jamjoom Pharma to register its shares and offer of twenty-one million (21,000,000) Ordinary Shares representing 30% of the Company's issued share capital of 70,000,000 shares by way of a sale of existing shares.
 - The Shares will be listed on the Main Market of the Saudi Exchange following the completion of the Offering and listing formalities with the CMA and the Saudi Exchange.
 - All existing shares in Jamjoom Pharma are currently held by members of the Jamjoom family ("Current Shareholders") and each of the Current Shareholders will sell Offer Shares in the IPO pro-rata to their current ownership.
 - The Current Shareholders and the Company will be subject to a lock-up period of six months starting from the commencement of trading of the Shares on the Saudi Stock Exchange.
 - Jamjoom Pharma has entered into a binding undertaking with each of Saudi Economic and Development Holding Company (SEDCO) and Al Faisaliah Group Holding Company (together referred to as the "**Cornerstone Investors**"), through which the Cornerstone Investors have committed to subscribe for, in aggregate, 5,166,666 shares at the Offer Price, representing 24.6% of the Offer Shares and 7.4% of the Company's issued share capital ("**Cornerstone Commitment**"). The Cornerstone Commitment comprises of 3,499,999 shares to be subscribed by SEDCO and 1,666,667 shares to be subscribed by Al Faisaliah Group Holding Company. The Company agreed to allocate the Cornerstone Investors' shares to the Cornerstone Investors as part of the Offering process.
 - The Offer Shares will be offered for subscription to investors eligible to participate in the book-building process in accordance with the Book-Building Instructions and Allocation of Shares in IPOs as issued by the CMA ("**Participating Parties**" or "**Participating Party**"), including certain non-US based Qualified Foreign Financial Institutions in accordance with Regulation S under the Securities Act, and individual investors.
 - The number of Offer Shares to be initially allocated to the Participating Parties is twenty-one million (21,000,000) Shares representing 100% of the total Offer Shares, of which five million one hundred sixty-six thousand six hundred sixty-six (5,166,666) Offer Shares, being the Cornerstone Investors' Shares, shall be allocated to the Cornerstone Investors.
 - A maximum of two million one hundred thousand (2,100,000) shares representing ten percent (10%) of the Offer Shares shall be allocated to Individual Investors. In the event that the Individual Investors do not subscribe in full for the Offer Shares allocated to them, the Lead Manager may reduce the number of Offer Shares allocated to Individual Investors in proportion to the number of Offer Shares subscribed for thereby.
 - The Lead Manager shall have the right to reduce the number of Offer Shares allocated to the Participating Parties to a minimum of eighteen million nine-hundred thousand (18,900,000) Shares, representing 90% of the total Offer Shares, provided that such claw-back does not apply to the Cornerstone Investors and the final allocation to the Cornerstone Investors being five million one hundred sixty-six thousand six hundred sixty-six (5,166,666) Offer Shares in all cases.
- The price range of SAR 56 – 60 implies an equity value of SAR 3.9 – 4.2 billion and an offer size of SAR 1,176 – 1,260 million.
- Subscription for the Offer Shares is restricted to the following groups of investors:

Tranche (A): Participating Parties: This tranche comprises **investors** eligible to participate in the book-building process in accordance with the Book-Building Instructions and Allocation of Shares in IPOs as issued by the Capital Market Authority (hereinafter referred to as the "**CMA**") (the Instructions shall hereinafter be referred to as the "**Book-Building Instructions**"), (said investors shall be collectively referred to as the "**Participating Parties**" and each a "**Participating Party**"). The number of Offer Shares to be effectively allocated to Participating Parties is twenty-one million (21,000,000) shares representing 100% of the total Offer Shares, of which five million one hundred sixty-six thousand six hundred sixty-six (5,166,666) Offer Shares, being the Cornerstone Investors' Shares, shall be allocated to the Cornerstone Investors. In the event there is sufficient demand by Individual Investors (as defined under Tranche (B) below)), the Lead Manager shall have the right to reduce the number of Offer Shares allocated to Participating Parties to a minimum of eighteen million nine hundred thousand (18,900,000) shares, representing 90% of the total Offer Shares, provided that such claw-back shall not apply to the Cornerstone Investors and the final allocation to the Cornerstone Investors shall be five million one hundred sixty-six thousand six hundred sixty-six (5,166,666) Offer Shares in all cases. Thirteen million seven hundred thirty-three thousand three hundred thirty-four (13,733,334) Offer Shares will be allocated to the Participating Parties excluding the Offer Shares allocated to the Cornerstone Investors and Individual Investors. The Financial Advisors, in coordination with the Issuer, shall determine the number and percentage of Offer Shares to be allocated to Participating Parties.

Tranche (B): Individual Investors: This tranche includes Saudi natural persons, including any Saudi female divorcee or widow with minor children from a marriage to a non-Saudi person 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, any non-Saudi natural person who is resident in the Kingdom and any national of countries of the Cooperation Council for the Arab States of the Gulf (the "**GCC**"), in each case who has a bank account with a Receiving Agent and having the right to open an investment account with a Capital Market Institution (as defined in the Prospectus) (collectively, the "**Individual Investors**", and each an "**Individual Investor**"). Subscription by a person in the name of his divorcee shall be deemed invalid, and if a transaction of this nature has been proved to have occurred, then the regulations shall be enforced against such person. If a duplicate subscription is made, the second subscription will be considered void and only the first subscription will be accepted. A maximum of two million one hundred thousand (2,100,000) Shares representing 10% of the Offer Shares shall be allocated to Individual Investors. In the event that the Individual Investors do not subscribe in full for the Offer Shares allocated to them, the Lead Manager may reduce the number of Offer Shares allocated to Individual Investors in proportion to the number of Offer Shares subscribed for thereby.

- Subscription method for each targeted investor category:

Tranche (A): Participating Parties: Participating Parties are entitled to apply for subscription, and the Bookrunners will provide Bidding Participation Forms to the Participating Party investors during the Book-Building Period. After the initial allocation, the Lead Manager will provide Participating Parties with Subscription Application Forms.

Tranche (B): Individual Investors: Subscription Application Forms will be provided to Individual Investors during the Offering Period by the Receiving Agents. Individual Investors who have participated in recent initial public offerings in the Kingdom can also 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 their 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 (ii) there have been no changes in the personal information or data of the Individual Investor since such person's subscription to the last initial public offering.

Expected Offering Timeline

Key Events	Date
Price range announcement and institutional book building for Participating Parties starts	Monday 25/10/1444H (corresponding to 15/05/2023G)
Institutional book building for Participating Parties ends	Monday 02/11/1444H (corresponding to 22/05/2023G)
Retail subscription for Individual Investors starts	Tuesday 10/11/1444H (corresponding to 30/05/2023G)
Retail subscription for Individual Investors ends	Thursday 12/11/1444H (corresponding to 01/06/2023G)
Announcement of final Offer Shares allotment	Wednesday 18/11/1444H (corresponding to 07/06/2023G)
Refund of excess subscription amounts (if any)	Sunday 22/11/1444H (corresponding to 11/06/2023G)
Expected date of commencement of trading on the Exchange	It is expected that trading of the Shares will commence on the Exchange shortly after the final allocation of the Offer Shares

Note: The above timelines are indicative. Actual dates will be communicated through announcements appearing on the websites of the Saudi Exchange (www.saudiexchange.com.sa) and the Joint Financial Advisors.

-ENDS-

Company	Email	Role
Jamjoom Pharma	ir@jamjoompharma.com	• Issuer
J.P. Morgan Saudi Arabia Company	JP_IPO@jpmorgan.com	• Financial Advisor, Bookrunner and Underwriter
Saudi Fransi Capital	Jamjoom.IPO@Fransicapital.com.sa	• Lead Manager, Financial Advisor, Bookrunner and Underwriter
AlRajhi Capital	IPO_Jamjoom@alrajhi-capital.sa	• Bookrunner and Underwriter
FGS Global	ahmed.jebur@fgsglobal.com ; +971507377507 sarah.barakat@fgsglobal.com ; +971503264461	• Media and Communications Advisor

Receiving Entities	  	
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The information contained in this announcement is for background purposes only and does not purport to be full or complete. No reliance may be placed by any person for any purpose on the information contained in this announcement or its accuracy, fairness or completeness. The information in this announcement is subject to change. Neither the Company, nor the Joint Financial Advisors, and their respective affiliates undertake to provide the recipient of this announcement with any additional information, or to update this announcement or to correct any inaccuracies, and the distribution of this announcement shall not be deemed to be any form of commitment on the part of the Company, shareholders, or the Joint Financial Advisors to proceed with the Offering or any transaction or arrangement referred to therein. This announcement has not been approved by any competent regulatory authority. The contents of this announcement are not to be construed as legal, financial, investment or tax advice.

The Offering and the distribution of this announcement and other information in connection with the Offering may be restricted by law in certain jurisdictions and persons into whose possession any document or other information referred to herein comes must inform themselves about, and observe, any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. This announcement is not for publication or distribution, directly or indirectly, in or into the United States of America.

This announcement is not an offer for sale of securities of the Company, directly or indirectly, in or into the United States. The Offer Shares 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 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 Offer Shares 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.

This announcement does not contain or constitute an offer of, or the solicitation of an offer to buy, the Offer Shares referred to herein to any person in the United States, Australia, Canada, the United Kingdom, South Africa or Japan or in any jurisdiction to whom or in which such offer or solicitation is unlawful. The offer and sale of the Offer Shares has not been and will not be registered under the applicable securities laws of Australia, Canada, South Africa or Japan. Subject to certain exceptions, the Offer Shares may not be offered or sold in Australia, Canada, South Africa or Japan or to, or for the account or benefit of, any national, resident or citizen of Australia, Canada, South Africa or Japan. There will be no public offer of the Offer Shares in the United States, Australia, Canada, South Africa or Japan.

In the European Economic Area (the "**EEA**"), this communication is only addressed to and directed at persons in the member states of the EEA who are "qualified investors" within the meaning of Article 2(e) of Regulation (EU) 2017/1129 (as amended) ("**Qualified Investors**"). In the United Kingdom, this communication is only addressed to and directed at persons who are "qualified investors" within the meaning of Article 2(e) of Regulation (EU) 2017/1129 (as amended), which forms part of the UK law by virtue of the European Union (Withdrawal) Act 2018, who are also: (i) persons having professional experience in matters relating to investments who fall within the definition of "investment professionals" in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "**Order**"); or (ii) high net worth entities falling within Article 49(2)(a) to (d) of the Order; or (iii) are other persons to whom it may otherwise lawfully be communicated (all such persons referred to in (i), (ii) and (iii) together being ("**Qualified Investors**"). This communication must not be acted or relied on (i) in the United Kingdom, by persons who are not Relevant Persons and (ii) in any member state of the EEA by persons who are not Qualified Investors. Any investment activity to which this communication relates (i) in the United Kingdom is available only to, and may be engaged in only with, Relevant Persons; and (ii) in any member state of the EEA is available only to, and may be engaged only with, Qualified Investors.

This announcement is being distributed subject to the provisions of the Rules on the Offer of Securities and Continuing Obligations ("**OSCO Rules**") issued by the CMA, and should not result in any binding undertakings to acquire shares or subscribe in the Offering. This announcement is for information purposes only and under no circumstances shall constitute an offer or invitation, or form the basis for a decision, to invest in any securities of the Company. 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 Offer Shares on the basis of the CMA approved Arabic language prospectus to be issued and published in due course (the "**Local Prospectus**"). The information in this announcement is subject to change. In accordance

with Article 51(d) of the OSCO Rules, copies of the Prospectus will, following publication, be available on the websites of the Company at www.jamjoompharma.com, the Saudi Exchange at www.saudiexchange.sa, the CMA at www.cma.org.sa and the Joint Financial Advisors at www.sfc.sa and www.jporgansaudiarabia.com.

This announcement is not an offer document for the purposes of the OSCO Rules and should not be construed as such. The CMA and the Saudi Exchange 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 (the “**International Offering Circular**”) is the sole legally binding document containing information about the Company and the Offering outside of Saudi Arabia. In the event of any discrepancy or incompleteness between this announcement and the Local Prospectus and/or the International Offering Circular, as the case may be, the Local 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 expressed or implied by any such forward-looking statements or contained in projections, 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 Financial Advisors, and their respective affiliates expressly disclaims any obligation or undertaking to update, review or revise any forward-looking statements 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 investment decisions on the Company’s intentions in relation to the Offering. This announcement does not constitute a recommendation concerning the Offering nor any declaration or undertaking by any means. Acquiring Offer 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 authorized person specializing in advising on such investments.

The Joint Financial Advisors 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 client, nor for providing advice in relation to the Offering, the contents of this announcement or any transaction, 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, arrangement or other matter referred to herein.

The contents of this announcement have been prepared by and are the sole responsibility of the Company. Neither the Joint Financial Advisors nor any of their respective affiliates, 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 Financial Advisors and any of their affiliates, may take up a portion of the Offer Shares 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 Offer Shares and other securities of the Company or related investments in connection with the Offering or otherwise.

References in the Local 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 Financial Advisors and any of their affiliates acting in such capacity. In addition, the Joint Financial Advisors and any of their affiliates may enter into financing arrangements (including swaps or contracts for difference) with investors in connection with which the Joint Financial Advisors and any of their affiliates may from time to time, acquire, hold or dispose of securities. The Joint Financial Advisors do not intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligations to do so.
