



FIRST المطاحن
MILLS الأولى

FIRST MILLING COMPANY
ANNOUNCEMENT OF OFFER PRICE
RANGE AND START OF PARTICIPATING
PARTIES BOOK-BUILDING



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FIRST MILLING COMPANY ANNOUNCEMENT OF OFFER PRICE RANGE AND START OF PARTICIPATING PARTIES BOOK-BUILDING

Jeddah, Saudi Arabia - 18 May 2023 - Following the announcement on 17 May 2023 of its intention to float 30% of its share capital to the public, First Milling Company (the "Company", or "First Mills"), a market-leading Saudi milling company, today announces the price range for its Initial Public Offering (the "IPO" or the "Offering") as well as the commencement of the book-building period for Participating Parties. The final price at which all subscribers in the Offering will purchase Shares will be determined at the end of the book-building period and will be announced on 31 May 2023.

Confirmation of Offer Details

- The price range for the Offering has been set between SAR 55 and SAR 60 per share (the "Price Range").
- The Offering is comprised of 16,650,000 existing ordinary shares of the Company to be sold by the current shareholders (the "Offer Shares").
- The total Offering size is expected to be between SAR 915.75 million (USD 244.20 million) and SAR 999.00 million (USD 266.40 million), implying a market capitalization at listing between SAR 3,052.50 million (USD 814.00 million) and SAR 3,300.00 million (USD 888.00 million).¹
- Immediately following listing, the Company is expected to have a free float of 30% of the entire issued share capital of the Company.
- The Offering will be restricted to the following two groups of investors:
 - **Tranche (A) - Participating Parties:** The IPO will comprise an offer of 16,650,000 Offer Shares to Participating Parties entitled to participate in the book-building process ("Participating Parties") in accordance with the CMA Instructions on Book-Building and Allocation of Shares in Initial Public Offerings, including non-resident qualified foreign financial institutions in accordance with the Rules for Qualified Foreign Financial Institutions Investment in Listed Securities. Initially, 100% of the Offer Shares will be provisionally allocated to the Participating Parties. This may be reduced to 14,985,000 Offer Shares (representing 90% of the total Offer Shares) depending on the level of demand by Individual Investors. The final number

¹ FX Rate: US\$/SAR 3.75.





of Offer Shares allocated to the Participating Parties will be accordingly adjusted based on subscription from Individual Investors.

- **Tranche (B) - Individual Investors:** Following the completion of the Participating Parties Tranche, the Offer Shares will also be offered to This tranche includes Saudi Arabian nationals, including any Saudi female divorcee or widow with minor children from a marriage to a non-Saudi person who can subscribe in her own name 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; and any non-Saudi Arabian national who is residing in Saudi Arabia and any national of countries in the Gulf Cooperation Council (the "GCC"), in each case who has a bank account with a Receiving Agent and has the right to open an investment account with a capital market institution (collectively, the "Individual Investors", and each an "Individual Investor"). Subscription by a person in the name of his divorcee shall be deemed invalid. If a transaction of this nature is proved to have occurred, the applicable regulations shall be enforced against such person. If a duplicate subscription is made, the second subscription will be deemed void, and only the first subscription will be accepted. A maximum of one million six hundred sixty-five thousand (1,665,000) ordinary 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 Offer Shares to Participating Parties will be made as follows:**

- Participating Parties registered in the Kingdom may submit a Bid Form or may apply for subscription electronically to the Bookrunners by email during the Book-Building Period, and in accordance with the bidding guidelines communicated by the Financial Advisor and Bookrunner. The Bid Form will be made available by the Financial Advisor and Bookrunner. Additionally, Participating Parties registered in the Kingdom must complete the Participating Parties Subscription Form after the allocation of Offer Shares based on the number of Offer Shares that is provisionally allocated to them.
- Participating Parties not registered in the Kingdom may apply for subscription with the Bookrunner, telephonically or electronically, without the need to complete and sign a Bid Form. These Participating Parties must complete the Subscription Form for Participating Parties after the allocation of Offer Shares based on the number of Offer Shares allocated to them.

- **The Offer Shares to Individual Investors will be made as follows:**

- Individual Investors are required to fill and submit a Retail Subscription Form. 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 its customers, provided that the following requirements are satisfied: (i) the Retail 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 Retail Investor since such person's





From the commencement of trading of the Shares on the Saudi Exchange, the substantial shareholders who own 5% or more of the Shares (the "Substantial Shareholders") will not be able to dispose of their shares prior to obtaining the approval of the General Food Security Authority and the CMA, subject to also obtaining any required approvals from other concerned government agencies. In addition, the Company may not list additional Shares on the Saudi Exchange for a period of 6 months, from the date on which trading of the Company's Shares commences on the Saudi Exchange. Full details of the Offering can be found in the approved Prospectus

With respect to the Offering, the Company has appointed SNB Capital Company as the Financial Advisor, Lead Manager, and Bookrunner ("Financial Advisor", "Lead Manager", "Bookrunner") and SNB Capital Company and GIB Capital as Underwriters ("Underwriters"). Saudi National Bank (SNB), Alinma Bank, and Al Rajhi Bank have been appointed as receiving agents (collectively, the "Receiving Agents").





Offer Timeline

Key Event	Date (Gregorian)	Date (Hijri)
Bidding and Book-Building Period for Participating Parties	18/05/2023 - 25/05/2023	28/10/1444 - 05/11/1444
Final Offer Price Announcement	31/05/2023	11/11/1444
Subscription period for Individual Investors based on the Final Offer Price	06/06/2023 - 07/06/2023	17/11/1444 - 18/11/1444
Final allotment of shares and notification of excess subscription monies (if any)	12/06/2023	23/11/1444
Refund of excess Subscription Amounts (if any)	19/06/2023	01/12/1444
Expected Start Date of Trading on the Exchange	Trading of the Company's shares on the Exchange is expected to commence after all relevant regulatory requirements are satisfied. The First Day of Trading will be announced through the Saudi Exchange website www.saudiexchange.sa	

For more information, including the Prospectus, please visit the Capital Market Authority website www.cma.org.sa or the First Milling Company website <https://www.firstmills.com>

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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 should 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 exempt from, or not subject to, the registration requirements of the Securities Act. The Company has not registered and does not intend to register any portion of the 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.

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This announcement is being distributed in accordance with the provisions of the Rules on the Offer of Securities and Continuing Obligations ("**OSCO Rules**") issued by the CMA for the purposes of ascertaining the extent to which potential investors are willing to participate in the potential initial public offering of the Company, 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 "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.firstmills.com, the Saudi Exchange at www.saudiexchange.sa, the CMA at www.cma.org.sa and the Financial Advisor at www.alahlicapital.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.

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 Financial Advisor, 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 Financial Advisor is acting exclusively for the Company and no-one else in connection with the Offering. It will not regard any other person as its 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 Financial Advisor nor any of its





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In connection with the Offering, the Financial Advisor and any of its 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 Prospectus, 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 Financial Advisor and any of its affiliates acting in such capacity. In addition, the Financial Advisor and any of its affiliates may enter into financing arrangements (including swaps or contracts for difference) with investors in connection with which the Financial Advisor and any of its affiliates may from time to time, acquire, hold or dispose of securities. The Financial Advisor does 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.

