



شركة الأندية للرياضة
SPORT CLUBS COMPANY

**ANNOUNCEMENT OF THE IPO PRICE RANGE AND
THE COMMENCEMENT OF BOOK BUILDING FOR
THE PARTICIPATING PARTIES**

****The information contained in this Announcement is not intended for publication, distribution, or release, in whole or in part, directly or indirectly, in or within the United States, Canada, the United Kingdom, Japan, Australia, South Africa, or any jurisdiction in which to do so would be unlawful or would require securities registration or other legal actions.****

The information contained in this Announcement does not constitute a prospectus and does not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of Sport Clubs Company securities in any jurisdiction in which such offer, solicitation, or sale would be unlawful prior to registration, exemption from registration, or qualification under the securities laws of any such jurisdiction, including in or within the United States, Canada, the United Kingdom, Japan, Australia, or South Africa.

Neither this Announcement nor any statements contained herein shall form the basis of any offer or commitment of any kind in any jurisdiction. Any offer to purchase shares will be made pursuant to the proposed offering (as defined below). Therefore, investors should make their investment decisions solely on the basis of the information contained in the official offering documents that will be published by the Sport Clubs Company timely in connection with the listing of its shares on the Saudi Stock Exchange (Tadawul).

The Company has not made and does not authorize any distribution or transmission of copies of this Announcement, directly or indirectly, within the United States (including its territories and properties, any state of the United States and the District of Columbia), Canada, the United Kingdom, Japan, Australia, or any other jurisdiction where such offers or sales are prohibited by applicable law.

PRESS RELEASE

SPORT CLUBS COMPANY ANNOUNCES THE IPO PRICE RANGE AND THE COMMENCEMENT OF BOOK BUILDING FOR THE PARTICIPATING PARTIES

Riyadh, June 22, 2025G

Sport Clubs Company (the “Company” or “Issuer”), a leading company in the establishment, management and operation of sports clubs and the provision of integrated services to sports facilities in the Kingdom of Saudi Arabia, today announced the price range of the shares of the Initial Public Offering (the “IPO” or “Offering”) and the commencement of the book building for the participating entities.

**THE PRICE RANGE FOR THE OFFERING SHARES IS SET
BETWEEN SAR 7.00 AND SAR 7.50 PER SHARE (THE “PRICE RANGE”).
THE PERIOD OF BUILDING THE ORDER BOOK IS SCHEDULED TO
COMMENCE ON SUNDAY, JUNE 22, 2025G AND CONTINUE UNTIL
THURSDAY, JUNE 26, 2025G.**

On March 20, 2025G, the Capital Market Authority (CMA) announced its approval of the Company’s application for the registration and offer of 34,320,000 ordinary shares, referred to as “Offering Shares”, representing 30% of the Company’s shares after the capital increase. The Company also obtained the conditional Saudi Exchange approval on March 17, 2025G to list on the Main Market of the Saudi Exchange (“Tadawul”).

OFFERING HIGHLIGHTS

- The Company has obtained the necessary approvals from CMA and Saudi Exchange to proceed with the offering and listing process as described below.
- The Company's substantial shareholders will be subject to a 6-month lock-up period commencing from the date of the commencement of trading of the Company's shares on the Saudi Exchange.
- The IPO shares will be listed and traded on the main market of Saudi Exchange after the completion of the initial public offering process and the completion of the official listing procedures with the Capital Market Authority and Saudi Exchange.
- The final price of the Offering Shares will be determined after the completion of the book building and before the start of the IPO period.

SUBSCRIPTION TO THE OFFERING SHARES IS LIMITED TO TWO TRANCHES OF INVESTORS, AS FOLLOWS:

TRANCHE (A): PARTICIPATING PARTIES

This tranche includes categories that are entitled to participate in the bookbuilding in accordance with Instructions for Book Building Process and Allocation Method in Initial Public Offerings. The number of offering shares that will be initially allocated to the participating entities is 34,320,000 offering shares representing 100% of the total offering shares. The final allocation shall be after the end of the subscription period for individual subscribers, where in the event of sufficient demand by individual subscribers, the financial advisor, in coordination with the Company, has the right to reduce the number of offering shares allocated to the participating entities to a minimum of 27,456,000 offering shares, which represent 80% of the total offering shares. The number and percentage of the Offering Shares that will be allocated to the participating entities will be determined by the Financial Advisor, in coordination with the Company, using the discretionary share allocation mechanism. Accordingly, none of the Offering Shares may be allocated to some of the participating entities. Initially, 10,296,000 ordinary shares will be allocated to the general fund category representing 30% of the total number of shares of the offering in the event of sufficient demand by the general fund category, noting that in the event of sufficient demand by individual subscribers to the offering shares, the financial advisor has the right to reduce the number of shares allocated to general funds to a minimum of 8,236,800 ordinary shares representing 24% of the total number of shares of the offering after the completion of the individual subscription process.

TRANCHE B: INDIVIDUAL SUBSCRIBERS:

This tranche includes natural Saudi persons, including any divorced Saudi woman or widow who has minor children from a non-Saudi husband, as she is entitled to subscribe in her name or the names of her minor children, provided that she provides proof that she is divorced or widowed and proves her maternity for minor children, in addition to any non-Saudi natural person residing in the Kingdom or any natural person who is a citizen of the GCC countries who has an investment account and an active portfolio with one of the receiving entities, and they are entitled to open an investment account with one of the financial market institutions. A subscription for Offer Shares made by a person in the name of his divorced wife shall be deemed invalid and the applicant shall be subject to the sanctions prescribed by law. In the event of multiple subscriptions, only the first subscription will be considered valid, and the second will be deemed void. A maximum of 6,864,000 offer shares, representing 20% of the offering shares, will be allocated to individual investors. If individual investors do not subscribe to the full number of shares allocated to them, the financial advisor, in coordination with the Company, has the right to reduce the number of shares allocated to them in proportion to the number of shares actually subscribed by them.

THE COMPANY HAS APPOINTED SAUDI FRANSI CAPITAL (BSFC) AS FINANCIAL ADVISOR, LEAD MANAGER, BOOKRUNNER AND UNDERWRITER.

INDIVIDUAL INVESTORS WISHING TO SUBSCRIBE TO THE OFFERING SHARES SHALL SUBMIT SUBSCRIPTION APPLICATIONS ELECTRONICALLY THROUGH THE WEBSITES AND PLATFORMS OF THE ELECTRONIC RECEIVING ENTITIES THAT PROVIDE THIS SERVICE TO THE SUBSCRIBERS, OR THROUGH ANY OTHER MEANS PROVIDED BY THE RECEIVING ENTITIES THROUGH WHICH INDIVIDUAL INVESTORS WILL BE ABLE TO SUBSCRIBE TO THE COMPANY'S SHARES DURING THE OFFERING PERIOD.

CONTACT INFORMATION



SPORT CLUBS COMPANY - OFFERING INQUIRIES
Email: IR@sportclubs.com.sa

FINANCIAL ADVISOR, UNDERWRITING MANAGER, BOOKRUNNER AND UNDERWRITER

FINANCIAL ADVISOR



Saudi Fransi Capital (BSFC)
Email: SCC.IPO@BSFCapital.sa

RECEIVING ENTITIES OF INDIVIDUAL SUBSCRIBERS



DISCLAIMER

The information contained in this Announcement is intended solely for basic information about the offering and does not purport to be complete or exhaustive. No person may rely on the information contained in this Announcement or its accuracy, correctness, or completeness for any purpose. Furthermore, the information contained in this Announcement is subject to change. The Company, the Financial Advisor, and their respective affiliates expressly disclaim any obligation or undertaking to add information, or update or correct any errors in this Announcement. The distribution of this Announcement shall not be deemed in any way to constitute a recommendation by the Company, the shareholders, or the Financial Advisor to participate in the Offering or any transaction or arrangement referred to herein. This Announcement has not been approved by any competent regulatory authority, and the contents of this Announcement should not be construed as legal, financial, or tax advice.

The Offering and the distribution of this Announcement and other information related to the Offering may be prohibited by the laws of certain countries. Persons in possession of any document or other information referred to in this Announcement should inform themselves of and comply with any such restrictions. Failure to comply with these restrictions may constitute a violation of the securities laws of any jurisdiction in which such restrictions apply. This Announcement is not for publication or distribution, directly or indirectly, in or within the United States.

This Announcement does not constitute an offer of the securities of the Company referred to in this Announcement to sell, directly or indirectly, in or within the United States. The shares referred to in this Announcement may not be offered or sold in the United States unless registered under the U.S. Securities Act of 1933, as amended (the "US Securities Act"), or offered in any transaction exempt from, or not subject to, the registration requirements of the US Securities Act. The Company has not registered and does not intend to register any portion of the shares offered under the US Securities Act or the laws of any state of the United States, nor intends to make a public offering of any shares in the United States. Copies of this Announcement will not be distributed and may not be distributed, forwarded, or otherwise transmitted, directly or indirectly, in or within the United States.

This Announcement does not constitute an offer of the Offering Shares referred to or an invitation to purchase them by any person in the United States, Australia, Canada, South Africa, Japan, or any country in which such an offer or invitation would be unlawful. The offer and sale of the Shares referred to in this Announcement 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 Shares referred to in this Announcement may not be offered or sold in Australia, Canada, South Africa, or Japan, or to any national or resident of Australia, Canada, South Africa, or Japan. It should be noted that there will be no public offer of the Shares in the United States, Australia, Canada, South Africa, or Japan.

With respect to the European Economic Area (EEA) countries, this Announcement is directed only to persons who are nationals or residents of EEA countries and who are "qualified investors" within the meaning of Article 2(e) of Regulation (EU) 2017/1129 as amended (hereinafter referred to as "Qualified Investors"). In the United Kingdom, this Announcement is only being distributed to and directed at persons who are "Qualified Investors" within the meaning of Article 2(f) of Regulation (EU) 2017/1129 as amended, which forms part of United Kingdom law based on the European Union (Withdrawal) Act 2018, namely: (1) persons who have professional experience in matters relating to investments and who fall within the definition of "Expert Investors" under Article 19, paragraph 5, of the Financial Services and Markets Regulation 2000 (Financial Promotion), Order 2005 ("the Order"), or (2) high-net-worth entities under Article 49, paragraph (2) (a) to (d) of the Order, or (3) other persons with whom it is lawful to contact them for this purpose (all qualified investors referred to in (1), (2) and (3) and collectively referred to as "Relevant Persons"). This Announcement may not be relied upon or acted upon (1) in the United Kingdom by persons who are not Relevant Persons, and (2) in any European Union country, by persons who are not Qualified Investors. Any investment activity related to this Announcement (1) will be available in the United Kingdom only to Relevant Persons, and (2) will be available in any member state of the European Economic Area only to Qualified Investors.

This Announcement is being published in accordance with the Rules on the Offer of Securities and Continuing Obligations issued by the Board of the Capital Market Authority of the Kingdom of Saudi Arabia (the "Offering Rules"), and does not create any binding undertakings to purchase shares or subscribe for the Offering. This Announcement is for the purpose of providing basic information about the Offering only and does not constitute an invitation to subscribe or form the basis for any decision to invest in any of the Company's securities. Neither this Announcement nor the statements contained herein constitute the basis for, nor may be relied upon in connection with, any offer or commitment whatsoever in any country. Investors may only subscribe for the shares referred to in this Announcement on the basis of the Prospectus approved by the Capital Market Authority in Arabic, and the information contained in this Announcement is subject to change. In accordance with Article 31 (d) of the Offering Rules, copies of the Prospectus will be available, after publication, on the Company's website www.sportclubscompany.com.sa, the

Financial Advisor's website www.bsfcapital.sa, the Saudi Stock Exchange via its website www.saudiexchange.sa, and CMA via its website www.cma.org.sa.

This Announcement does not constitute an offering document for the purposes of the Offering Rules and should not be construed as an offering document. Neither CMA nor the Saudi Stock Exchange (Tadawul) assumes any responsibility for the contents of this Announcement, makes no representations regarding its accuracy or completeness, and expressly disclaims any liability whatsoever for any loss arising from or incurred in reliance on any part of this Announcement.

This Announcement may contain statements that constitute or may be deemed to constitute "forward-looking statements." These forward-looking statements can be identified by the use of certain forward-looking words such as "intends," "estimates," "believes," "expects," "could," "will," "should," "is expected," "wishes," "may," "should," "potential," "plans," "estimates," "seeks," "shall," "will," or the negative thereof, or variations thereof or comparable terminology, or by discussions of strategy, plans, objectives, future events, or goals. Any forward-looking statements reflect the Company's current view with respect to future events and are subject to risks associated with future events and other risks, uncertainties, and assumptions relating to the Company's business, results of operations, financial condition, liquidity, future prospects, growth, or strategies. Many factors could cause actual results to differ materially from those contained in the Company's projections or forward-looking statements, including, among other things, risks specific to the Company and its operations, evolving global economic and industry conditions, and the impact of economic, political, and social developments in the Kingdom of Saudi Arabia. Forward-looking statements speak only to the period in which they are made. The Company, the Financial Advisor, and their respective affiliates expressly disclaim any obligation or undertaking to update or revise any forward-looking statements contained in this Announcement, whether as a result of new information, future developments, or otherwise.

There is no assurance that the Offering will occur, and you should not base your financial decisions on the Company's intentions with respect to the Offering at this stage. This Announcement does not constitute a recommendation regarding the Offering. It should be noted that purchasing the shares to which this Announcement relates may expose an investor to a significant risk of losing the entire amount invested. Therefore, persons considering an investment should consult a financial advisor or an adviser who specializes in providing advice regarding such investments and the suitability of the Offering for the person concerned.

The Financial Advisor acts exclusively for the Company and not for any other person in connection with the Offering. The Financial Advisor will not consider any other person as its client in connection with the Offering, will not be responsible to anyone other than the Company for providing the protections afforded to their respective clients, and will not be liable for providing any advice in connection with the Offering, the contents of this Announcement, or any transaction, arrangement, or other matter referred to in this Announcement.

The content of this Announcement has been prepared by the Company, which is solely responsible for it. The Financial Advisor, nor any of its directors, officers, employees, consultants, or agents, assumes no responsibility whatsoever for, and makes no representation or warranty, express or implied, as to the correctness, accuracy, completeness, or veracity of, the information contained in this Announcement (or as to whether any information has been omitted from the Announcement) or any other information relating to the Company or its affiliates, whether written, oral, visual, or electronic, regardless of how transmitted or made available, or for any loss arising from any use of this Announcement or any of its contents or otherwise arising in connection with the foregoing.

In connection with the Offering, the Financial Advisor or its affiliates may acquire a portion of the securities relevant to the Offering as principal and, in that capacity, may hold such securities or other shares of the Company or related investments in connection with the Offering or otherwise, as well as purchase, sell, or offer for sale for their own account.

Accordingly, references in the prospectus to the Company's shares issued, offered, subscribed for, acquired, allocated, or otherwise dealt with, once published, should be read as including any issuance, offering, subscription, acquisition, allocation, or dealing by the Financial Advisor or any of its affiliates acting in that capacity. In addition, the Financial Advisor or any of its affiliates may enter into financing agreements (including swaps or contracts for difference) with investors in respect of shares that the Financial Advisor may acquire, hold, or dispose of from time to time. The Financial Advisor does not intend to disclose the extent of any such investments or transactions other than in accordance with any applicable legal or regulatory obligation in this regard.

"This announcement was prepared in Arabic and English. In case of discrepancy, the Arabic shall prevail."



شركة الأندية للرياضة
SPORT CLUBS COMPANY



بودي إكسبيرتس



بودي موشنز



بودي ماسترز

www.sportclubs.com.sa