



شركة الأندية للرياضة
SPORT CLUBS COMPANY

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ANNOUNCES INTENTION TO LIST ITS SHARES
ON THE SAUDI STOCK EXCHANGE

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SPORT CLUBS COMPANY ANNOUNCES INTENTION TO LIST ITS SHARES ON THE SAUDI STOCK EXCHANGE

Riyadh, Saudi Arabia, June 04, 2025: Sport Clubs Company (the "Company" or the "Issuer"), a leading company specializing in the construction, management, and operation of sport clubs and providing integrated services to sports facilities in the Kingdom of Saudi Arabia, today announced its intention to proceed with an initial public offering (the "IPO" or the "Offering") and to list its shares (the "Shares") on the Saudi Stock Exchange.

The Saudi Stock Exchange (Tadawul) approved the Company's application to list its shares on March 17, 2025. The Capital Market Authority ("CMA") also approved the Company's application on March 20, 2025, to register all of its shares and offer 34,320,000 ordinary shares through the issuance of 10,400,000 new ordinary shares (the "New Shares") and the sale of 23,920,000 existing ordinary shares (the "Offering Shares") by the Selling Shareholders of the Company (the New Shares and the Offering Shares are collectively referred to as the "Offering Shares"). The Offering Shares represent 30% of the Issuer's Shares after the Offering and Capital Increase. The final Offer Price for all subscribers will be determined upon completion of the bookbuilding process.

COMPANY AND BUSINESS OVERVIEW

Sport Clubs Company is a Saudi closed joint-stock company converted by Ministerial Resolution No. (1260) dated 02/03/1444H (corresponding to 28/09/2022G) and registered under Commercial Registration No. 1010167892 dated 26/04/1422H (corresponding to 17/07/2001G) issued in Riyadh, Saudi Arabia. The Company's headquarters and registered office are located on Imam Saud bin Faisal Road, Al-Sahafa District, P.O. Box 79, Riyadh 13321, Saudi Arabia. The Company's capital amounts to 104,000,000 Saudi Riyals, divided into 104,000,000 ordinary shares with a fully paid nominal value of one Saudi Riyal per share. The Company's capital after the offering will amount to SAR 114,400,000, divided into 114,400,000 ordinary shares with a nominal value of one Saudi Riyal per share.

The Company's business is divided into two main divisions:

Establishing, managing, and operating sports clubs:

The Company establishes, manages, and operates its own sports clubs, including men's sports clubs under the "Body Masters" brand and women's sports clubs under the "Body Motions" brand.

Integrated Sports Facility Services (Body Experts Services):

The Company provides a range of integrated services under the "Body Experts" brand, including sports consulting, designing and constructing sport clubs, centers, and other sports facilities for its clients, either directly or through subcontractors, planning and furnishing sports equipment distribution, supplying sports equipment, and operating and maintaining sports facilities.

The Company has over 30 years of experience in the sports and fitness industry in the Kingdom and is considered a leader in the sector. Launched in 1994, Body Masters Clubs, the Company's first chain specializing in the establishment, management, and operation of sport clubs in the Kingdom, offers a wide range of sports, fitness, and health services for men in two main categories: "Body Masters Premium" and "Body Masters Express". Body Masters Clubs are among the most widespread and well-known sport clubs in the Kingdom, with 41 Body Masters Clubs operating as of September 30, 2024, with an average area of approximately 2,500 square meters per club, and a total area exceeding 100,000 square meters, covering multiple provinces and cities, including Riyadh, Jeddah, Dammam, Makkah Al-Mukarramah, Buraidah, Unaizah, Ar Rass, Khobar, Al-Ahsa, Tabuk, Hafar Al-Batin, Najran, Khamis Mushait, and Al-Madinah al-Munawwarah.

Continuing to grow and expand its Body Masters chain of sport clubs across the Kingdom, the Company launched the "Body Motions chain" in 2020, a chain specializing in the establishment, management, and operation of women's sports clubs in the Kingdom. Body Motions has witnessed rapid growth and expansion since its launch, with 12 sport clubs opened in the first two years alone. As of September 30, 2024, the number of Body Motions sport clubs reached 15, with an average area of approximately 2,300 square meters per club, and a total area exceeding 35,000 square meters, covering multiple provinces and cities, including Riyadh, Jeddah, Dammam, Buraidah, Unaizah, Al-Ahsa, and Tabuk.

In 2020, the Company launched an additional business segment under the "Body Experts" brand, providing comprehensive fitness solutions and a range of integrated services to its customers regarding their fitness facilities. The Company's business model and competitive advantage with regard to Body Experts services is based on providing clients with the services they need to establish, equip, and operate their sports facilities. This is consistent with clients' desire to often entrust these projects to the Company, given its unique and well-established expertise in managing and operating sports facilities, eliminating the need to contract and deal with various parties to implement related projects.

Saudi Vision 2030 has paved the way for the sports and fitness sector in the Kingdom by focusing on several objectives, including promoting the practice of sports to build a vibrant sports community and encouraging the participation of all age groups in various sports activities. The Quality of Life Program also includes several strategic pillars that will have an impact on the sports and fitness sector. The program aims to improve individual lifestyles in the Kingdom through several aspects, including providing opportunities for citizens and residents to engage in regular sports activities. From this perspective, the Company aims to provide value to the communities in which it operates by providing opportunities for increased participation and exercise, while also positively impacting treatable lifestyle diseases such as obesity and diabetes, in line with Saudi Vision 2030 and the initiatives associated with the Quality of Life Program.

**ON THIS OCCASION, MR. AMMAR ABDULWAHID ALKHUDAIRY,
CHAIRMAN OF THE BOARD OF DIRECTORS, COMMENTED:**

"The launch of the Sport Clubs Company represents a pivotal step in its development and emergence as a leading national company in the field of fitness and sports services. Over decades, we have succeeded in building an integrated operational system based on administrative competencies, strategic partnerships, and a well-thought-out geographic presence that reflects a deep understanding of the needs of the Saudi market.

At the Sport Clubs Company, we believe that the sports sector has become a tributary of the national economy, not only in terms of direct contribution, but also through its ability to create jobs, stimulate investment, and enhance quality of life. Our contribution to achieving the goals of Saudi Vision 2030 stems from our position as a national company with deep roots and ambitions that expand with the opportunities available.

Today, we are moving into a new phase based on governance and transparency, opening up broad horizons for new shareholders to participate in a true growth story, driven by the social and health transformations in the Kingdom, and linked to Saudi Vision 2030 and the promising opportunities it offers in the sports sector.

We look forward to building a sustainable relationship with our new shareholders based on clarity, accountability, and transparency, and we are confident that what we have achieved is just the beginning of what can be achieved."

**FOR HIS PART, MR. WAEL RIAD EL MERHABI,
CEO OF THE COMPANY, COMMENTED:**

"The fitness sector in the Kingdom has witnessed significant transformations in recent years, driven by increased health awareness, growing interest among individuals in an active lifestyle, and expanding government initiatives that support community participation in sports. The Sport Clubs Company has been at the heart of these transformations, with a pioneering role, a sophisticated operating model, and a steadfast commitment to its customers and partners.

Since its inception, Sport Clubs Company has been committed to achieving excellence, raising fitness standards, and expanding the base of beneficiaries of its services through a flexible business model supported by a robust operational infrastructure and a presence that covers various provinces of the Kingdom.

Today, as we enter the capital market, we look forward to continuing to invest in technology, enriching the customer experience, systematically expanding our clubs, and developing national talent, enhancing the Company's readiness to lead growth in a promising sector that is witnessing structural transformations driven by the growing demand for a healthy and balanced lifestyle.

We are ready for the next phase with all the commitment and financial and operational discipline it requires, and we are working to achieve sustainable returns for all our shareholders on our path to the top.

KEY INVESTMENT ADVANTAGES



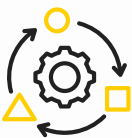
A SOLID LEGACY AND AGILITY IN A RAPIDLY GROWING SECTOR

The Sport Clubs Company is one of the oldest and most well-known players in the fitness industry in the Kingdom of Saudi Arabia, having been operating for over 30 years. The Company enjoys a strong brand reputation through its two brands, "Body Masters" and "Body Motions," making it one of the most trusted brands in a sector expected to witness significant expansion in the coming years.



A WIDE AND SCALABLE NETWORK WITH AN EFFECTIVE OPERATING MODEL

The Company operates 56 fitness clubs in 17 cities across the Kingdom and plans to open at least 50 additional branches over the next five years, under the new identities of "Body Masters" and "Body Motions."



A DIVERSE AND INTEGRATED BUSINESS MODEL

In addition to its main operations in sport clubs, the Company launched "Body Experts" to provide comprehensive sports solutions including sports consulting, design and planning, construction and finishing works, furnishing, provision of sports equipment and supplies, management and operation of sports facilities, and maintenance and support. The Company has secured strategic contracts with entities such as King Abdullah Financial District and the Royal Commission for AlUla, providing an additional source of revenue while strengthening its brand as an integrated fitness ecosystem.



STRATEGIC ALIGNMENT WITH THE GOALS OF SAUDI VISION 2030

The Company's business model aligns with the quality of life objectives of Saudi Vision 2030, particularly with regard to public health, community well-being, and quality of life, strengthening its position as a supporter of the Kingdom's direction in this sector.



A BROAD AND GROWING MEMBERSHIP BASE

The Company serves more than 125,000 active members across its Body Masters and Body Motions clubs. It has a broad and growing customer base and relies on initiatives such as loyalty programs, seasonal promotions, and partnerships with postpaid service providers to increase customer retention rates.



MANAGEMENT EFFICIENCY REFLECTS STRONG FINANCIAL PERFORMANCE

The Company's earnings before interest, taxes, depreciation, and amortization (EBITDA) amounted to SAR 74.8 million, SAR 103.9 million, SAR 109.3 million, and SAR 94.2 million for the fiscal years ending December 31, 2021, 2022, 2023, and the nine-month period ending September 30, 2024, respectively. Strategic achievements also included the launch of new brands and the redesign of its brand identity to align with its strategic vision.



CORPORATE GOVERNANCE AND REGULATORY STABILITY

The Company is based on a corporate ownership structure and a well-organized organizational structure. It operates in accordance with the rules and standards of governance and financial transparency, fully compliant with International Financial Reporting Standards (IFRS). This reflects its commitment to transparency, operational control, and credibility with partners and investors, and its full readiness to be listed on the Saudi Stock Exchange, which reduces the risks often associated with newly listed entities.

STRATEGY

The Company's growth strategy is based on the following key pillars:

Prioritizing Subscribers and Customer Experience:

The Company continuously monitors the level of service it provides as part of its goal of expanding its customer base by retaining existing customers and attracting new ones. The Company measures the level of service provided through multiple means, including:



1 Net Promotion Score (NPS)



2 Measuring the satisfaction of new members



3 Surveying the opinions of members whose subscriptions have expired.

CONTINUED GROWTH AND EXPANSION INSIDE AND OUTSIDE THE KINGDOM

The Company seeks to expand both inside and outside the Kingdom by opening clubs in new provinces and cities and strengthening its presence in existing provinces and cities, particularly those with high population density. The Company has also recently adopted an expansion strategy outside the Kingdom, seeking to enter new markets.

TECHNOLOGY DEVELOPMENT AND INNOVATION

The Company is keen to keep pace with developments in the sector and utilize emerging changes to improve its operational processes and procedures, particularly in light of the accelerating pace of technological developments, enabling it to provide a distinguished experience for its customers.

BUSINESS DEVELOPMENT THROUGH STRATEGIC PARTNERSHIPS WITH LEADING NATIONAL AND INTERNATIONAL COMPANIES.

The Company has a wide network of national and international partners, service providers, and suppliers, enabling it to provide a distinctive and high-quality range of sports equipment and training programs for its customers, as well as programs for developing and qualifying its trainers.

TARGETING DIVERSE GROUPS AND SEGMENTS

The Company continuously seeks to explore new ways to engage with and respond to its customers, enhance their loyalty, and attract new customers. This is achieved by identifying the needs of each customer segment and providing sports services and programs tailored to their individual needs.

PROVIDING INTEGRATED SOLUTIONS WITH BODY EXPERTS

Through Body Experts, the Sport Clubs Company provides comprehensive services for the design, construction, and operation of fitness facilities. This strengthens the Company's position as a strategic partner for major clients from the public and private sectors, enables revenue diversification beyond subscriptions, and expands its influence in the national sports sector.

CUSTOMER FIRST AND CUSTOMER EXPERIENCE

The public offering consists of 34,320,000 ordinary shares, consisting of:

- (1) Sale of 23,920,000 existing ordinary shares; and
- (2) Issuance of 10,400,000 new ordinary shares.

The sold shares represent 20.91% and the new shares represent 9.09% of the Company's share capital upon completion of the offering, which together equals 30% of the Company's share capital after the issuance of the new shares and the increase in the Company's share capital.

This offering is limited to the following two tranches of investors:

TRANCHE (A): PARTICIPATING ENTITIES

This tranche includes those eligible to participate in the bookbuilding process in accordance with the bookbuilding instructions. The number of offering shares initially allocated to the participating entities is 34,320,000 offering shares, representing 100% of the total offering shares. The final allocation will take place after the end of the individual subscription period. If there is sufficient demand from individual subscribers, the financial advisor, in coordination with the Company, may reduce the number of offering shares allocated to the participating entities to a minimum of 27,456,000 offering shares, representing 80% of the total offering shares. The number and percentage of offering shares allocated to the participating entities will be determined by the financial advisor, in coordination with the company, using the discretionary share allocation mechanism. Accordingly, some participating entities may not be allocated any offering shares. Initially, 10,296,000 ordinary shares will be allocated to the public funds category, representing 30% of the total number of offering shares, should there be sufficient demand from the public funds category. However, should there be sufficient demand from individual subscribers for the offering shares, the financial advisor may reduce the number of shares allocated to the public funds to a minimum of 8,236,800 ordinary shares, representing 24% of the total number of offering shares, after the completion of the individual subscription process.

TRANCHE (B): INDIVIDUAL SUBSCRIBERS

This tranche includes Saudi natural persons, including any divorced or widowed Saudi woman with minor children from a non-Saudi husband. She is entitled to subscribe in her own name or in the names of her minor children, provided she provides proof of her divorce or widowhood and of her motherhood to the minor children. She is also entitled to subscribe in the name of any non-Saudi natural person residing in the Kingdom or any natural person from a GCC country who has an investment account and an active portfolio with one of the receiving entities and is entitled to open an investment account with a financial market institution. A subscription made in the name of a divorced person shall be void, and the law applies to the applicant. If a subscription is made twice, the second subscription shall be void, and only the first subscription shall be considered valid. Individual subscribers will be allocated a maximum of 6,864,000 offering shares, representing 20% of the offering shares. If individual subscribers do not subscribe to the full number of allocated offering shares, the financial advisor, in coordination with the Company, has the right to reduce the number of shares allocated to them to match the number of shares they have subscribed for.

EXPECTED OFFERING SCHEDULE

Event	Date
Subscription application registration period for participating entities and the bookbuilding process	A period of 5 days, commencing on Sunday 26/12/1446H (corresponding to 22/06/2025G) until the end of Thursday 01/01/1447H (corresponding to 26/06/2025G).
Last date for submitting subscription applications for participating entities based on the number of shares initially allocated to each of them	Thursday 08/01/1447H (corresponding to 03/07/2025G).
Individual subscription period	A period of one day, Tuesday 13/01/1447H (corresponding to 08/07/2025G).
Last date for paying the subscription amount for participating entities based on the number of shares initially allocated to each of them	Monday 12/01/1447H (corresponding to 07/07/2025G).
Last date for submitting subscription applications and paying the subscription amount for individual subscribers	Thursday 13/01/1447H (corresponding to 08/07/2025G).
Announcement of the final allocation of offering shares	No later than Thursday 15/01/1447H (corresponding to 10/07/2025G).
Refund of excess subscription amounts (if any)	No later than Sunday 18/01/1447H (corresponding to 13/07/2025G).
Expected date for the commencement of trading of shares on the market	Trading of the Company's shares is expected to commence after all requirements have been met and all relevant regulatory procedures have been completed. The commencement of trading will be announced on the Tadawul website (www.saudiexchange.sa).

CONTACT INFORMATION



SPORT CLUBS COMPANY
Website: www.sportclubs.com.sa
Email: IR@sportclubs.com.sa

FINANCIAL ADVISOR, LEAD MANAGER, INSTITUTIONAL BOOKRUNNER, AND UNDERWRITER

FINANCIAL ADVISOR



Financial Advisor, Lead Manager, Institutional Bookrunner, and Underwriter
Website: www.bsfcapital.sa
Email: SCC.IPO@BSFCapital.sa

PR & MEDIA CONSULTANT



Boxes Intelligent Communications
Website: www.boxesic.com
Email: scc.ipo@boxesic.com

RECEIVING ENTITIES



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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.

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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.



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