



ITHMAR
S A U D I

CAPABILITY STATEMENT

OUR FIRM

Ithmar Saudi is a premier private investment banking firm based in Jeddah, Kingdom of Saudi Arabia (KSA). Ithmar Saudi is regulated by the Capital Market Authority (CMA) and is authorized by the Saudi Arabian General Investment Authority (SAGIA).

Our company began its operations in early 2016 after having been granted a CMA license in the area of 'Arranging'. The shareholders of Ithmar Saudi founded the firm on the premise that its clients in Saudi Arabia would be best served by an independent and specialized investment banking firm that is free of the conflicts of interest inherent in large, multi-product financial institutions.



WHAT SETS US APART

As a leading financial advisory firm, we add value to our clients by providing them with tailored investment solutions that aim at maximizing shareholder value.

Our talented and experienced team works with clients to shed light on various financial routes that could be undertaken, and where each route is thoroughly analyzed from a financial and qualitative points of view.

At Ithmar Saudi, our sole aim is to create long-term shareholder value for our clients, which could be via securing access to private and public capital channels or via alternative financial solutions.

Our main services include: Corporate Finance Advisory & Equity Valuation Services, NOMU Parallel Market Listing & Arranging Services (IPO's), Mergers & Acquisitions (M&A) Advisory Services (Buy-Side & Sell-Side), Private Placements, Spin-offs, Divestitures, Debt Financing Advisory & Arrangement (Bonds, Sukuk, Convertible Debt and Mezzanine Financing), Restructuring Advisory Services and Family Office General Advisory.

While our capabilities address a variety of situations and client needs, as a firm we always leverage our combined experience to provide clients with our best advice in every situation.



OUR MOTHER COMPANY

Ithmar Saudi is 55.0% owned by Ithmar Invest (Parent Company) (www.ithmarinvest.com), a regional investment banking firm, with licenses and operations in Jordan, Qatar and Palestine.

Since its inception in January, 2007, our Parent Company has built a strong regional “ITHMAR” brand name by executing numerous corporate finance transactions from fairness opinions and equity valuations to private placements, bond issuances, Sukuk issuances, convertible debt issuances, mezzanine financings and M&A buy-side and sell-side transactions.

Through our strong regional reach in the MENA region, Ithmar Invest has continuously identified attractive opportunities in robust economic environments, and advised public and private companies on financially rewarding and shareholder value-enhancing transactions.

In Jordan and Palestine, Ithmar Invest became the No. (1) leader in the areas of bond and fixed income transactions (having lead managed and arranged over USD 750 billion in bond offerings), M&A advisory and private placements which led Ithmar Invest to become the leading investment banking firm in both countries.

Since inception in 2007, we have successfully advised on more than 600 corporate finance transactions worth several billions of dollars.



OUR PILLARS

EXCELLENCE



CREATIVITY

INTEGRITY

ACCESS

Integrity

Emphasizing our tradition of integrity, honesty, confidentiality and transparency in all our dealings.

Creativity

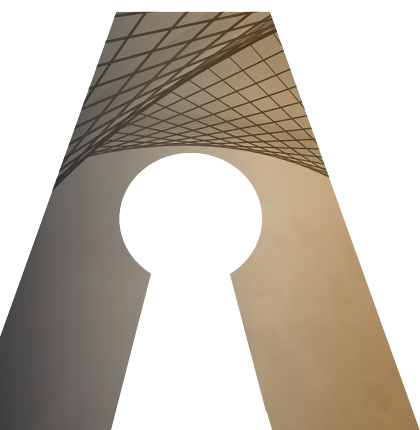
Years of extensive experience in the industry, exposure to different markets and the presentation of imaginative solutions for our clients means we have always been open to new ideas. Our depth of insight and track record give us the confidence to embrace innovative new solutions for our clients to jointly solve their indivi-

Excellence

Demanding excellence and superior quality in all that we do. Hiring unsurpassed talent and investing in the paramount tools to create optimal results for our clients at all times.

Access

Our access to investors in the region always improves our investment opportunities, keeping us exposed to the global market and identifies prospect collaborations.



LICENSING AND REGISTRATION

هيئة السوق المالية
Capital Market Authority



Capital Markets Authority of Saudi Arabia

CMA License No. : 13168-30
CMA License Date: 13/10/1434H – 20/08/2013
Commencement Date: 19/9/1436H – 6/07/2015



وزارة الاستثمار
Ministry of Investment

Ministry of Commerce and Investment

Commercial Registration No.: 4030280148
Commercial Registration Date : 2/04/1436H
Capital : 200,000 Shares – SR 2,000,000

SERVICES

CORPORATE FINANCE ADVISORY SERVICES

Financial Modeling

We work with our clients on developing complex, fully-integrated financial models that are highly flexible and are often used by our clients' CFO's for internal budgeting purposes. Our financial models incorporate a wide range of detailed financial analysis and tools that assist clients in running multiple scenarios.

Equity Valuation Services

We utilize various globally accepted valuation methodologies to estimate the fair market value (FMV) range of a client's equity. Such methodologies, which are used by global investment banks include: Discounted Cash Flow (DCF) Analysis, Comparable Publicly Companies' Trading Multiples Analysis (COMPS), Precedent M&A Transactions' Analysis, Net Assets' Valuations (NAV) and others.

EQUITY CAPITAL RAISING

We help our clients raise equity or semi-equity capital for their companies from new investors through the following routes:

- NOMU Parallel Market Initial Public Offerings (IPO's)
- Preferred Stock Issuances
- Warrants and Equity-Linked Securities

NOMU PARALLEL MARKET IPO LISTING AND MANAGE-

Lead Management and Arrangement Services

We work with private joint stock companies as a licensed 'Arranger' from start to finish and until listing the client's shares on the NOMU Parallel Market. Our role starts by sending the client with a comprehensive information request list, after which we thoroughly analyze the company's historical audited financial statements. Subsequently, we work with the management team to compile a detailed business plan with full-fledged financial projections, after which we utilize several internationally-accepted valuation methodologies to estimate the fair market value (FMV) range of the client's equity. We also take the lead role in compiling a well-drafted 'Share Prospectus' (and all relevant attachments) in line with CMA laws and regulations, which we file with the CMA for approval. Finally, we market and sell shares in our client to Qualified Investors (QI), after which the client's shares are listed and start trading on NOMU.

MERGERS AND ACQUISITIONS (M&A) ADVISORY

In advising companies on potential acquisitions, we evaluate potential acquisition targets, provide valuation analyses, and evaluate and propose financial and strategic alternatives. We also advise our clients on timing, structure, financing and pricing of a proposed acquisition and we assist in negotiating and closing a deal.

SERVICES (CONT.)

RESTRUCTURING ADVISORY SERVICES

We provide strategic advice and financial restructuring services to companies, creditors, investors and other stakeholders. Our expertise in this area lies in providing critical independent advice on complex issues and transformational situations. Our range of experience in this area includes:

- Developing, negotiating and executing refinancing of existing bank loans
- Designing and implementing corporate recapitalizations
- Obtaining financial covenants' amendments on existing financings
- Raising new debt and equity capital
- Selling non-core assets or entire companies

DEBT FINANCING ADVISORY AND ARRANGEMENT

We work with our clients to understand their short-term and long-term debt capital requirements, devise comprehensive financing strategies, and assist them through the execution of debt transactions. Our debt financing services include structuring the transaction, documentation, arrangement and negotiating of senior debt, junior debt, corporate bonds, Sukuk and mezzanine financings that meet our clients' objectives. Our services include assisting corporate clients in structuring and raising different types of fixed income securities including:

- Plain-Vanilla Corporate Bond Issuances
- Convertible & Convertible Preferred Debt
- Mezzanine Financings
- Sukuk Issuances (Sharia Compliant Securities)

DIVESTITURES AND PRIVATE PLACEMENTS

We advise clients contemplating a sale of minority or majority equity stakes by evaluating financial and strategic alternatives with respect to the sale. Our role also includes advising on the process, valuation and preparing offering memoranda and other sales materials. We also identify and contact qualified financial and strategic investors and assist in negotiating and closing the sale.

FAMILY OFFICE GENERAL ADVISORY

We provide strategic advice to business-owning families and closely-held businesses in Saudi Arabia, which require advice on corporate governance and inward-looking restructuring and comprehensive evaluation. Through a unique combination of financial consulting and investment banking services, our team creates high value-added solutions to the liquidity needs of shareholders and the capital needs of their businesses. Our strength in this field lies in our deep understanding of the challenges facing family companies and their owners because we deal with those issues everyday as advisors and as owners.

SENIOR MANAGEMENT TEAM



Mr. Fawaz Y. Ghanem
Chief Executive Officer (CEO)



Dr. Munther J. Zeidan
Head of Arranging



LOCATIONS

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