



لوبريف
luberef

شركة أرامكو السعودية لزيوت الأساس - لوبريف
Saudi Aramco Base Oil Company - Luberef

4 DECEMBER 2022G

RIYADH – KINGDOM OF SAUDI ARABIA

SAUDI ARAMCO BASE OIL COMPANY (LUBEREF)
ANNOUNCEMENT OF ITS OFFERING PRICE
RANGE AND COMMENCEMENT OF THE BOOK-
BUILDING PROCESS FOR PARTICIPATING PARTIES

** THE INFORMATION CONTAINED IN THIS ANNOUNCEMENT IS RESTRICTED AND IS NOT FOR PUBLICATION, DISTRIBUTION OR RELEASE, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES OF AMERICA, CANADA, THE UNITED KINGDOM, JAPAN, AUSTRALIA, SOUTH AFRICA OR ANY OTHER JURISDICTION WHERE TO DO SO WOULD BE UNLAWFUL OR WOULD REQUIRE REGISTRATION OF SECURITIES OR OTHER MEASURES **

The information contained in this announcement is not 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 any securities of Saudi Aramco Base Oil Company - Luberef 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 jurisdiction, including in or into the United States, Canada, the United Kingdom, Japan, Australia or South Africa.

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. Any offer to acquire shares pursuant to the proposed Offering (as defined below) will be made, and any investor should make his investment decision solely on the basis of the information that is contained in the formal offering documents to be published by Saudi Aramco Base Oil Company - Luberef in due course in connection with the listing and trading of its ordinary shares on the Main Market of Saudi Exchange.

Copies of this announcement are not being made and may not be distributed or sent, directly or indirectly, into the United States of America (including its territories and possessions, any State of the United States and the District of Columbia), Canada, the United Kingdom, Japan, Australia or any other jurisdiction in which offers or sales would be prohibited by applicable law.

Press Release

SAUDI ARAMCO BASE OIL COMPANY (LUBEREF) ANNOUNCEMENT OF ITS OFFERING PRICE RANGE AND COMMENCEMENT OF THE BOOK-BUILDING PROCESS FOR PARTICIPATING PARTIES

RIYADH – 4 December 2022G – Saudi Aramco Base Oil Company – Luberef (*“Luberef”* or the *“Company”*), one of the largest base oils producers in the world and the leading base oils producer in the Kingdom of Saudi Arabia (the *“Kingdom”*), today announces the price range for its initial public offering (*“IPO”* or the *“Offering”*) as well as the commencement of the book-building process for Participating Parties.

The price range for the Offering has been set between SAR 91 and SAR 99 per share (the *“Price Range”*). The book-building process for Participating Parties commences today, Sunday 4 December 2022G, and lasts for a period of six days ending on Friday 9 December 2022G. The final pricing of the Offering shares will be announced on Sunday 11 December 2022G, after the end of the book-building period.

After the determination of the final price, the individual investors’ subscription period will start. The offering period for Individual Investors will be for five days, commencing on Wednesday 14 December 2022G and ending at 5 pm on Sunday 18 December 2022G.

More information about the Company, the Offering and the subscription process is available in the Offering prospectus dated 24 December 2022G.

Background to the Offering:

- The CMA and Saudi Exchange approvals have been obtained for the offering and listing as outlined below:
 - An offer of 50,045,000 ordinary shares, representing 29.6562963% of the Company’s issued share capital of 168,750,000 shares by way of a sale of existing shares by Jadwa.

- The Saudi Arabian Oil Company (“Saudi Aramco”) will not sell any of its Shares in the Offering and will continue to own 70% of Luberef’s share capital following completion of the Offering.
 - 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.
 - The Offering shares will be offered for subscription to institutional investors, including institutional investors outside the United States in “offshore transactions” in accordance with Regulation S under the Securities Act, and individual investors.
 - A maximum of 12,511,250 ordinary shares, representing 25% of the total Offering shares, will be allocated to individual investors. If individual investors do not subscribe for all the shares allocated to them, the Joint Financial Advisors (as defined below) may reduce the number of shares allotted to them in proportion to the number of shares for which they subscribed.
- With respect to the Offering, the Company appointed SNB Capital Company (“**SNB Capital**”), HSBC Saudi Arabia (“**HSBC**”), Citigroup Saudi Arabia (“**Citigroup**”) and Morgan Stanley Saudi Arabia (“**Morgan Stanley**”) to act as Joint Financial Advisors, Bookrunners, Global Coordinators and Underwriters (collectively the “**Joint Financial Advisors**”). In addition, the Company has appointed SNB Capital Company as Lead Manager (the “**Lead Manager**”) in relation to the Offering.
 - The Saudi National Bank (SNB), Alrajhi Bank, Riyad Bank, Alinma Bank, ANB, the Saudi Investment Bank, Bank Albilad, Banque Saudi Fransi, SABB, Meem (Gulf International Bank) and Bank Aljazira have been appointed as receiving entities (collectively, the “**Receiving Entities**”) for the individual investors’ tranche.
 - Moelis & Company UK LLP (“**Moelis**”) has been appointed as an Independent Advisor to Saudi Aramco.
 - The Offering will be restricted to the following groups of subscribers:
 - **Tranche (A):** Participating Parties: this tranche comprises the parties entitled to participate in the book-building process as specified in the Instructions for Book Building Process and Allocation Method in Initial Public Offerings issued by the board of the CMA, which includes investment funds, companies, Qualified Foreign Investors, GCC corporate investors and certain other foreign investors pursuant to swap arrangements (collectively the “**Participating Parties**” and each a “**Participating Party**”). Participating Parties will initially be allocated fifty million forty-five thousand (50,045,000) Offering shares, representing 100% of the total Offering shares. If there is sufficient demand from the Individual Investors (as defined below), the Joint Financial Advisors, in consultation with the Company, will have the right to reduce the number of Offering shares allocated to Participating Parties to a minimum of thirty-seven million five hundred thirty-three thousand and seven hundred and fifty (37,533,750) Shares, representing seventy five percent 75% of the Offering shares.
 - **Tranche (B):** Individual Investors: this tranche comprises Saudi Arabian nationals, including any Saudi female divorcee or widow with minor children from a marriage to a non-Saudi individual 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, in addition to any non-Saudi natural person who is resident in the Kingdom, or GCC nationals, provided they have a bank account with one of the Receiving Entities and have the right to open an investment account (collectively, the “**Individual Investors**” and each a “**Individual Investor**”). A subscription for shares made by a person in the name of his divorcee will be deemed invalid and if a transaction of this nature is proved to have occurred, the law will be enforced against the applicant. If a duplicate subscription is made, the second subscription will be considered void and only the first subscription will be considered. A maximum of twelve million five hundred eleven thousand two hundred fifty (12,511,250) Shares, representing 25% of the total Offering shares, will be allocated to Individual Investors. If Individual Investors do not subscribe for all the shares allocated to them, the Joint Financial Advisors may reduce the number of shares allotted to them in proportion to the number of shares for which they subscribed.

- The Offering shares will be offered to certain Qualified Foreign Investors or to foreign investors located outside the United States through swap agreements (SWAP). This class will subscribe outside the United States in “offshore transactions” in accordance with Regulation S under the **US Securities Act**. The Offering shares have not and will not be registered under the US Securities Act or the securities laws of any state of the United States of America or under any other law or regulation outside the Kingdom. The Offering shares may not be offered or sold in any jurisdiction other than the Kingdom, including the United States of America. This Offering may not be considered as an offer to sell or an invitation to purchase securities in any jurisdiction where this Offering is unlawful or is not permitted.
- Subscription Procedures for Participating Parties
 - Participating Parties registered in the Kingdom can obtain Bid Forms from the Joint Bookrunners during the book-building period. Participating Parties who are not registered in the Kingdom may bid through phone or email through the Joint Bookrunners without the need to complete and sign a Bid Form. The Joint Bookrunners will, after the approval of the CMA is obtained, offer the Offering shares to Participating Parties during the book-building period only. Subscription Forms can be obtained from the Joint Financial Advisors after the provisional allocation. A signed Subscription Form must be submitted to one of the Joint Bookrunners, which represents a legally binding agreement between the Selling Shareholder and the Participating Party submitting the application. For more details, please refer to the Offering prospectus.
- Subscription Procedures for Individual Investors
 - Individual Investor Subscription Forms will be available during the Offering Period on the websites of the Receiving Entities offering this service. Individual Investors can also subscribe through the internet, telephone banking and ATMs of the Receiving Entities offering any or all such services to Individual Investors, provided that the following requirements are satisfied: (a) an Individual Investor must have a bank account with the Receiving Entity which offers such service; (b) there have been no changes to the personal information or data of the Individual Investor (by removal or addition of a family member) since such person last participated in an initial public offering; and (c) Individual Investors who are not Saudi Citizens or GCC nationals must have an account at one of the Capital Market Institution that offers such services. For more details, please refer to the Offering prospectus.

Expected Offering Timeline

Key Events	Date
Bidding period for Participating Parties and book-building process	Six days period commences on Sunday 10/05/1444H (corresponding to 04/12/2022G) and ends on Friday 15/05/1444H (corresponding to 09/12/2022G)
Subscription period for Individual Investors	Five days period commences on Wednesday 20/05/1444H (corresponding to 14/12/2022G) and ends at 5 pm on Sunday 24/05/1444H (corresponding to 18/12/2022G)
Deadline for submission of subscription forms by Participating Parties based on the initial allocation of Offering shares	Monday 18/05/1444H (corresponding to 12/12/2022G)
Deadline for submission of subscription forms and payment of subscription amounts for Individual Investors	Sunday 24/05/1444H (corresponding to 18/12/2022G)
Deadline for payment of the subscription amounts for Participating Parties based on the number of provisionally allocated Offering shares	Wednesday 20/05/1444H (corresponding to 14/12/2022G)

Announcement of the final allocation of the Offering shares	No later than Thursday 28/05/1444H (corresponding to 22/12/2022G)
Refund of excess subscription amounts (if any)	No later than Wednesday 04/06/1444H (corresponding to 28/12/2022G)
Expected date of commencement 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. Trading will be announced on the Saudi Exchange's website (www.saudiexchange.sa).

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

-ENDS-

Contact details

Company	Name	Email	Contact	Role
Luberef	Ahmed Aljiffry	AljiffryA@luberef.com	+966122296475	<ul style="list-style-type: none"> Investor Relations
SNB Capital	Zaid Ghoul	SNBC.CM@alahlicapital.com	+966118747026	<ul style="list-style-type: none"> Lead Manager, Financial Advisor, Joint Global Coordinator, Bookrunner and Underwriter
HSBC Saudi Arabia	Mohammed Fannouch	luberefipo@hsbcsa.com	+966112992481	<ul style="list-style-type: none"> Financial Advisor, Joint Global Coordinator, Bookrunner and Underwriter
Citigroup Saudi Arabia	Wassim Al Khatib	Info.csa@citi.com	+966112246140	<ul style="list-style-type: none"> Financial Advisor, Joint Global Coordinator, Bookrunner and Underwriter
Morgan Stanley Saudi Arabia	Head of ECM syndicate	Inegsy@morganstanley.com	+966112187000	<ul style="list-style-type: none"> Financial Advisor, Joint Global Coordinator, Bookrunner and Underwriter
FGS Global	Sophie McNulty	Luberefipo@fgsglobal.com	+971585210382	<ul style="list-style-type: none"> Media and Communications Advisor
	Ahmed Jebur		+971507377507	

Receiving Entities	<ul style="list-style-type: none"> The Saudi National Bank (SNB) Alrajhi Bank Riyad Bank Alinma Bank ANB The Saudi Investment Bank 	<ul style="list-style-type: none"> Bank Albilad Banque Saudi Fransi SABB Meem (Gulf International Bank) Bank Aljazira
--------------------	--	--

Disclaimers

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, the Joint Financial Advisors, nor Moelis 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, the Joint Financial Advisors or Moelis 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 Offering 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 Offering 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 Offering 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 Offering 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 Offering 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 Offering 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 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 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 Offering 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.luberef.com, the Saudi Exchange at www.saudiexchange.sa, the CMA at www.cma.org.sa and the Joint Financial Advisors at www.alahlicapital.com, www.hsbcSaudi.com, www.citigroup.com/citi/about/countries-and-jurisdictions/citigroup-saudi-arabia and www.morganstanleysaudiArabia.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, Moelis 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 Offering 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. Moelis is acting exclusively for Saudi Aramco and no-one else in connection with the Offering and 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 Saudi Aramco for providing the protections afforded to its 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, Moelis 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 Offering 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 Offering 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.
