

Date: 28 February 2021

Mr. Hassan Abdulrahman Al Serkal
Chief Executive Officer
Dubai financial market, Dubai, UAE

Subject: Disclosure form for acquisition by Amanat Holdings PJSC

Greetings,

Date, name & type of transaction: This is to notify you that on 28 February 2021 Amanat Holdings PJSC ("Amanat" or the "Company") completed the full acquisition (the "**Transaction**") of Cambridge Medical and Rehabilitation Center ("**CMRC**").

Transaction Value: The Transaction has an enterprise value of USD 232 million (AED 851 million).

Reasons for executing the Transaction: CMRC is a leading post-acute care and rehabilitation ("PAC") provider in the UAE and KSA. Since inception, CMRC has grown to more than 250 beds across three facilities, two in the UAE, and one in the KSA.

Parties to the Transaction: The Transaction is not a related party transaction, and the parties involved in the Transaction are:

1. Sellers: TVM Healthcare (CEIC) Limited, Olayan Investments Cyprus Limited, MENA Healthcare Services Company Limited, QFB LT Care LLC, and TVM Healthcare MENA II (CEIC) Limited.
2. Purchaser 100%: HC Investments 1 Holdings Limited, a wholly owned company by Amanat Holdings PJSC.

Deal execution, closing & financing: The Transaction as on 28 February 2021 has been funded through a combination of cash on hand and bank loan of AED 405 million, a Sharia compliant structure, with repayment over a tenor of 7 years.

Financial impact and financial quarters: CMRC revenues hit record high USD75.3mn, EBITDA USD22mn & Net Income USD15.2mn in FY2020, and the financial impact of the Transaction is expected to take effect within H1-2021.

Attached herewith the Company's press release for full details.

Yours Sincerely,



Tamer Morsi
General Counsel
Amanat Holdings PJSC



Cc: Securities and Commodities Authority

نسخة الى السادة هيئة الاوراق المالية والسلع



Amanat Acquires CMRC for USD 232 Million

- One of the biggest GCC healthcare deals in recent years
- Amanat's first wholly owned investment in the UAE healthcare sector
- CMRC is a leading post-acute care and rehabilitation provider in the UAE and KSA
- CMRC revenues hit record high \$75.3mn, EBITDA \$22mn & Net Income \$15.2mn in FY2020
- Transaction creates the largest GCC post-acute care and rehabilitation platform

28 February 2021 | Dubai | Amanat Holdings PJSC (“**Amanat**” or the “**Company**”) the GCC’s largest healthcare and education investment company has announced the full acquisition (the “**transaction**”) of Cambridge Medical and Rehabilitation Center (“**CMRC**”) for an enterprise value of USD 232 million (AED 851 million) from TVM Capital Healthcare, an emerging market focused private equity firm. The transaction was funded through a combination of cash on hand and leverage. The transaction marks Amanat’s first wholly owned investment in the healthcare sector in the UAE and one of the biggest GCC healthcare deals in recent years.

CMRC is a leading post-acute care and rehabilitation (“**PAC**”) provider in the UAE and KSA. Since inception, CMRC has grown to more than 250 beds across three facilities, two in the UAE, and one in the KSA. Alongside **Sukoon**, Amanat’s portfolio company and a major long-term care provider in KSA, CMRC’s scalable business model will be integral to Amanat’s strategy in building a regional PAC platform.

H.E. Hamad Al Shamsi, Amanat’s Chairman said: “The acquisition of CMRC offers Amanat a profitable and scalable business. Alongside Sukoon, CMRC has enabled us to create the largest PAC platform in the GCC with nearly 500 beds across Abu Dhabi, Al Ain, Jeddah and Dhahran and the potential to increase demand-led capacity further.

“With this transaction, Amanat has fully deployed its paid-up capital of AED 2.5 billion and now manages close to AED 3 billion in assets. We continue to deliver on our strategic objectives to invest in high yielding assets that are leading the transformation in the healthcare and education sectors delivering further value to our shareholders.”

Dr. Mohamad Hamade, CEO of Amanat, added: “We have emerged as winners of a competitive bidding process to acquire this high-profile asset in CMRC, which will constitute the cornerstone of Amanat’s PAC platform. It is a genuinely unique and established provider with a leading market position and an experienced management team. In FY-2020, CMRC’s revenues hit a record high of USD 75.3 million, EBITDA of USD 22 million & net income of USD 15.2 million.”

The transaction’s enterprise value implies a consolidated EV/FY20 EBITDA multiple of c. 10.5x. with the UAE business valued at an EV/FY20 EBITDA multiple of 7.5x and the KSA business at replacement cost.



Strength drivers of CMRC's business (Figures pre-IFRS 16)

- **Solid Growth in Revenues**
Consolidated revenues grew by a CAGR of 28% from 2017 to reach USD 75.3 million in 2020
- **Strong Earnings Growth**
EBITDA in the UAE grew by a CAGR of 58% from 2017 to reach USD 26.6 million 2020
Consolidated EBITDA in FY-2020 recorded USD 22 million
Net Income in the UAE grew from USD 2.6 million in 2017 to USD 21 million in 2020
Consolidated Net income in FY-2020 recorded USD 15.2 million
- **Unlevered Balance Sheet**
Closed FY-2020 with net cash position of USD 25.7 million
- **Highly Regarded Accreditations**
CMRC has earned the Joint Commission International (JCIA), the Commission on Accreditation of Rehabilitation Facilities (CARF) accreditations in addition to the Saudi Central Board for Accreditation of Healthcare Institutes (CBAHI) for the CMRC-KSA facility
- **Experienced Management Team**
The CMRC Management Team bring extensive senior healthcare management experience from across the US, the Middle East, and Asia having worked closely with regulators and payers over the years to establish a licensing regime for post-acute care in the GCC

Dr. Howard Podolsky, Group Chief Executive Officer of CMRC added: "Amanat's investment has come at a pivotal time for us. We have pioneered the successfully roll-out of PAC in the region having established multiple facilities with over 250-beds across the UAE and KSA. Our new strategic investor, Amanat, brings a wealth of experience in accelerating the growth of healthcare businesses in the region. We look forward to the next phase of CMRCs' journey, where we will be integrating CMRC into Amanat's existing and potential portfolio of PAC companies."

Dr. Helmut Schuehler, Chairman and CEO of TVM Capital Healthcare, commented: "We are delighted to have found in Amanat the perfect buyer for CMRC, one that will take this first-class provider into the next phase of its development. We are extremely proud of the value we at TVM Capital Healthcare created with CMRC for patients, their families, the local healthcare systems in the UAE and Saudi Arabia, and our investors. This deal marks a major milestone, providing us with the momentum and optimism for our future investments across the Middle East and Southeast Asia. We wish CMRC, its management and its team continued success with the support of their new shareholders."



What this acquisition means for Amanat

- Amanat has fully invested its AED 2.5 billion in paid-up capital and tapped into its debt capacity to optimize its capital structure
- AUMs expanded to nearly AED 3 billion; 53% in healthcare and 47% in education
- Created the largest GCC PAC platform, a specialized sub-sector ripe for public-private partnership growth that will aid governments to diversify their healthcare budgets and optimize their specialized care offering in the region.
- Growth potential through geographic and service diversification with support from a strong and established management team and an asset light business model.
- Attractive market segment with strong market fundamentals conducive to growth, supported by ageing population, increased life expectancy and a significant supply gap in KSA.

“Post-acute care and rehabilitation has proven to be one of the most resilient subsectors during the pandemic and we are now well-positioned to accelerate organic growth and pursue expansion across the GCC. We look forward to working closely with the public sector in the GCC in creating clusters of partnerships to develop healthcare service line integration where post-acute care services and other synergistic services are provided to address market demand through a more systematic relationship that offers long-term cost-effective synergies.” **Hamade concluded.**

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About Amanat Holdings PJSC

Amanat Holdings PJSC is the region's largest integrated healthcare and education investment company with paid-up capital of AED 2.5 billion. Listed on the Dubai Financial Market (DFM) since 2014, Amanat has a mandate to establish, acquire and incorporate companies working in the healthcare and education sectors, and develop, manage, and operate these companies within the GCC and beyond. Amanat's healthcare platform includes International Medical Center (IMC), a 300-bed multi-disciplinary hospital based in Jeddah, Saudi Arabia; Sukoon, a provider of acute extended care, critical care and home care medical services in Jeddah, Saudi Arabia; and the Royal Hospital for Women and Children (RHWC), a world-class hospital for women and children located in the Kingdom of Bahrain. Amanat's education platform includes Taaleem, a leading provider of K12 and early education in the UAE; Abu Dhabi University Holding Company, a leading provider of higher education; and Middlesex University Dubai, the first overseas campus of the internationally renowned Middlesex University in London and BEGiN, a US-based award-winning education technology company. Amanat also owns the real estate assets of the North London Collegiate School in Dubai, UAE.

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About Cambridge Medical and Rehabilitation Center

Cambridge Medical and Rehabilitation Centre (CMRC) is a provider of specialized rehabilitation and long-term care, with facilities in Abu Dhabi and Al Ain in the UAE, and Dhahran in Saudi Arabia. CMRC provides multidisciplinary and intensive rehabilitation for individuals suffering from a range of medical conditions such as strokes, brain or spinal cord injuries, or congenital conditions including Cerebral Palsy. With operational and medical excellency central to their ethos, CMRC is accredited by the joint Commission International, the pre-eminent body for healthcare quality and safety in the world.

About TVM Capital Healthcare

TVM Capital Healthcare is an emerging markets-focused healthcare private equity investment firm. The firm invests growth capital in healthcare companies with a focus on specialized healthcare services, digital health solutions, pharmaceuticals, medical devices, and diagnostics. Investment and operating partners have strong international track records in healthcare M&A and operations. Headquartered in Singapore and Dubai, with representative offices in Munich and Boston, the firm partners with Middle East and Southeast Asia management teams to build sector champions and selectively backs companies from regions such as Europe or North America with expansion projects into the firm's target geographies. TVM Capital Healthcare's investment approach combines strong commercial value creation and returns with responsible investing and a comprehensive ESG framework to build impactful, sustainable, and well-governed companies, delivering excellent healthcare services, with continued growth and job creation, in a fair and diverse workplace, with high business ethics.

www.tvmcapitalhealthcare.com