aramex (PJSC) ارامكس (ش م ع)

Form for disclosing the Agreement to Acquire

Date:	Wednesday, 1st June 2022
Name of the Listed Company:	Aramex PJSC
Specify the type of transaction: (acquisition).	Acquisition
Determine the type of asset to be acquired (examples: investments, companies, factories, real estate, securities, etc.) and describe the activity of the underlying asset.	Asset: Equity securities of a company (Access USA Shipping, LLC) Activity: Cross-border e-Commerce platform, providing cost-effective package forwarding solutions to customers.
Total value of acquisition.	The total value of the acquired assets will be disclosed upon completion of the transaction, noting the approximate consideration value is USD 265,000,000, subject to certain terms and conditions set forth in the Equity Purchase Agreement.
Reasons for executing the transaction, its expected effects on the company and its operations, and the rights of its shareholders.	Following the consummation of the acquisition, Aramex will own all of the outstanding equity securities of Access USA Shipping, LLC. The acquisition is in line with Aramex's strategy to expand its cross-border operations and to capitalize on the attractive growth opportunities from a fast-growing global e-Commerce space. The acquisition is expected to unlock several benefits for both entities, including operational synergies and improved efficiencies, shared technology platforms and the opportunity to service new markets.
Determine the parties to the transaction / deal.	1. Sellers: Access Holdings Investor, LLC; Access Management Holdings, LLC (and its respective unitholders); LCP Access Holdings Investor, LLC; PBC Access Holdings, LLC. 2. Blocker: Parcels Abroad Blocking, LLC 3. Company: Access USA Shipping, LLC 4. Sellers' Representative: Access Holdings Investor, LLC 5. Purchaser: Aramex USA Limited, a wholly owned subsidiary of Aramex PJSC 6. Guarantor – Aramex PJSC

Determine whether the transaction / deal is associated to related parties, and specify the nature of the relationship, if any.	The transaction / deal is not associated with related parties
The date of signing the transaction / deal.	Wednesday, 1st June 2022
Transaction / deal execution date.	The Equity Purchase Agreement was executed on Wednesday, 1st June 2022
Expected closing date.	Completion is expected to take place during the third quarter of 2022
If the listed company is the acquiring party or the lessee, the following must be fulfilled: **1- Explain how to finance acquisition transaction(s).** **2- Determine the sources of financing the transaction in the case of acquisition, with clarification of the payment mechanism in the event that part or all of the value of the transaction will be funded through banks.** **3- Determine the date or dates of payment of the amounts owed by the listed company from the acquisition transaction.**	1. 100% debt funded 2. The acquisition will be 100% debt funded through third-party bank loans. The proceeds of the loans will be funded directly to Aramex (UK) Limited and Aramex USA Ltd., each subsidiaries of Aramex PJSC, who will pay a portion to the sellers on the closing date and a portion into an escrow account, as per the agreed terms set forth in the Equity Purchase Agreement. 3. Payment to the sellers and the escrow account shall be executed on the closing date. Further payments from the escrow account to the sellers, if any, will be made at a future date as per the agreed terms set forth in the Equity Purchase Agreement.
The expected financial impact of the transaction(s) on the business results and the financial position of the listed company.	The details requested in this clause are expected to be disclosed on the closing date.
Determine the financial period or quarter in which the financial impact of the transaction(s) will appear on the listed company.	The financial impact of the transaction is expected to appear as of H2 2022.
Summary of the terms and conditions of the transaction(s), the rights and obligations of the listed company and its shareholders, and the procedures involved in the event that any party fails to fulfill the obligations it has stipulated in the transaction or the deal contract.	Completion of the transaction is conditional on merger control clearances being obtained from authorities in certain countries. The sellers are required to provide a number of representations upon signing the Equity Purchase Agreement and then again on the closing date. The representations in the Equity Purchase Agreement touch on a number of customary matters relating to title and capacity of the sellers, the business of the company, tax matters and compliance.

	The Equity Purchase Agreement provides for customary termination rights and closing conditions, including a closing condition requiring that no material adverse effect has occurred.

The Name of the Authorized Signatory	Ayed Tadros
Designation	General Counsel, Aramex PJSC
Signature and Date	Wednesday, 1st June 2022
Company's Seal	

aramex (PJSC) PO Box 95946, Dubai - UAE ارامكس (ش م ع)