Form for disclosing the Agreement to Acquire, Dispose, Mortgage, or Lease Transaction(s)

The required data regarding the agreement to acquire / dispose / mortgage / lease transaction(s):

Date:	**19 June 2025**
Name of the Listed Company.	**Taaleem Holdings PJSC**
Specify the type of transaction: (acquisition / dispose / mortgage / lease / other).	**Acquisition**
Determine the type of asset to be acquired, disposed, leased or mortgaged (examples: investments, companies, factories, real estate, securities, etc.) and describe the activity of the underlying asset.	**Acquisition of Holding Entity "Kids First Group Limited" which owns and operates 34 nurseries across Dubai Abu Dhabi and Qatar**
Determine the value of the purchase cost of these assets and their percentage to the capital of the listed company in the event of dispose, mortgage or leasing.	**The final acquisition price remains under process. - final acquisition price is subject to change due to permitted leakage provisions, with the price set based on a lockbox mechanism.**
Total value of acquisition / dispose / mortgage / lease transaction.	**Final acquisition price is subject to change due to permitted leakage provisions, with the price set based on a lockbox mechanism**
Reasons for executing the transaction, its expected effects on the company and its operations, and the rights of its shareholders.	**The business is cashflow accretive from day one. KFG offers a unique opportunity for Taaleem to acquire a scalable platform with an impressive track record of delivering and managing high growth. The transaction is in line with Taaleem's disciplined and value-driven approach in deploying capital.**
Determine the parties to the transaction / deal.	**Purchaser:** **Taaleem Holdings PJSC** **Sellers:** **People and Baby** a société par actions simplifiée incorporated under the laws of France, having its registered office at 9 avenue Hoche, 75008 Paris (France), registered with the trade and companies register of Paris under number 479 182 750 **Camille Amine Najjar** - Founder and CEO of KFG
Determine whether the transaction / deal is associated to related parties, and specify the nature of the relationship, if any.	**Not Applicable**
The date of signing the transaction / deal.	**19 June 2025**
Transaction / deal execution date.	**As above**

Expected closing date.	**3 to 4 months from the date of signing with option to extend the closing date if required. Nonetheless we anticipate to close by Taaleem Holdings PJSC's Q4 FY24/25 subject to pending regulatory approval and fulfilment of SPA conditions precedent.**
If the listed company is the acquiring party or the lessee, the following must be fulfilled: **1- Explain how to finance acquisition or lease transaction(s).** **2- Determine the sources of financing the transaction(s) in the case of acquisition or leasing, with clarification of the payment mechanism in the event that part or all of the value of the transaction(s) will be funded through banks.** **3- Determine the date or dates of payment of the amounts owed by the listed company from the acquisition or lease transaction(s).**	**The acquisition will be funded through a combination of 80% debt and 20% cash.** **Payment will be made upon completion of all conditions precedent including finalization of the sale price**
If the listed company is the disposing party, the lessor, or one of the mortgage parties, the following must be fulfilled: **1- Explain the reasons for disposing, mortgaging or leasing, and clarifying how the collected funds will be used.** **2- Determine the date or dates of collection of the amounts owed to the listed company from the dispose, mortgage or lease transaction.** **3- Clarify the procedures against the listed company in case of failure to pay its obligations stated in the mortgage deal.** **4- The listed company must also clarify whether it will provide a loan in exchange for a mortgage of the assets owned by the other.**	**The listed Entity is the Purchaser.**
The expected financial impact of the transaction(s) on the business results and the financial position of the listed company.	**The transaction is projected to have a positive impact on Taaleem Holdings PJSC's financial statements post consolidation in Q4 FY24/25 – the quantum of this is subject to change and under process given the completion date is not yet finalized, and conditions precedent remain unsatisfied as at the date of signing**
Determine the financial period or quarter in which the financial impact of the transaction(s) will appear on the listed company.	**Expected in Taaleem Holdings PJSC's Q4 FY24/25, subject to fulfilment of all conditions precedent**
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.	**Taaleem Holdings PJSC, shall hold the rights of 95% of the shareholding in Kids First Group Limited. As the purchaser, Taaleem Holdings PJSC is entitled to terminate the agreement if the sellers fail to fulfill their obligations/ Conditions Precedent by the agreed long stop date and/ or extended long stop date. As part of this acquisition Taaleem Holdings PJSC obtained W&I insurance as a condition of this agreement for added security and assurance for its shareholders/ investors against any potential**

	breach of Business, Tax, Fundamental and Operational warranties.
A statement of the value of the cash inflows and outflows of cash generated by these assets "the subject of the transaction(s) or deals". That is during the last two fiscal years and during the interim period (first, second or third quarter) which precedes the acquisition / dispose / mortgage / leasing transaction. The statement should be approved by an auditor accredited to the authority.	KFG is cash flow generative and is positive net cash flows.

Notes:

1- **The listed company should provide the SCAC with a copy of an evaluation report on the assets to be acquired, disposed, mortgaged or leased in the event that the total value of the transaction(s) or deals exceeds (20%) of the company's capital After completing the Due Diligence study, and the evaluation report must be prepared an expert house accredited by The SCA or by the relevant regulatory authorities.**

2- **If the transaction(s) or deals are associated to dealings with related parties, the form "Disclosing a Deal or Transaction with a Related Party" should be filled and submitted by the listed company.**

3- **The listed company is obliged to disclose any subsequent developments in the mentioned Transaction(s) or deal(s).**

4- **The provisions "Decision of the Chairman of the SCA Board of Directors No. (18 / R.M) of 2017 Concerning the Rules of Acquisition and Merger of Public Shareholding Companies" apply to the acquisitions of securities in a public shareholding company established in the UAE whose shares were offered in a public offering or listed in a financial market in the country, and on merger operations to which the UAE public shareholding company is a party.**

The Name of the Authorized Signatory	Alan Williamson
Designation	Chief Executive Officer
Signature and Date	19 June 2025
Company's Seal	táaleem PJSC تعليم القابضة Taaleem Holdings PJSC