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Pricing Statement Dated 18 November 2022

Taaleem Holdings PJSC

(Under Conversion in the Emirate of Dubai, United Arab Emirates, as a Public Joint Stock Company)

Global Offering of 250,000,000 Shares
Offer Price: AED 3.00 per Share

Taaleem Holdings PJSC (Under Conversion in the Emirate of Dubai, United Arab Emirates, as a Public Joint Stock Company) (the "**Company**") prepared an international offering memorandum (the "**International Offering Memorandum**"), dated 18 November 2022 relating to the Global Offering of Shares of the Company. The information in this pricing statement supplements the International Offering Memorandum and is qualified by reference to it in its entirety. Capitalised terms used but not defined herein shall have the meanings given to them in the International Offering Memorandum.

Issuer:	the Company
Offer Price:	AED 3.00 per Share
Number of Shares in the Global Offering[(1)]:	250,000,000
Number of Shares to be sold by the Company:	250,000,000
Number of Shares to be sold in the Qualified Investor Offering:	220,000,000
Number of Shares to be sold in the UAE Retail Offer and Eligible Employees and Parents Offer:	30,000,000
Gross Proceeds from the Global Offering:	AED 750,000,000
Base fees in connection with the Global Offering	AED 13,600,000
Net proceeds of the Global Offering (after deduction of base fees in connection with the Global Offering):	AED 736,400,000
Closing Date:	29 November 2022
Shares ISIN:	AEE01136T220
DFM Share Trading Symbol:	TAALEEM
Commercial license number:	591478

(1) New Shareholders will hold 25% of the shares of the Company immediately following the Global Offering. 88% of the Shares in the Global Offering were sold to certain investors in the Qualified Investor Offering, 12% of the Shares in the Global Offering were sold to certain investors in the UAE Retail Offer and the Eligible Employees and Parents Offer.