

Employee & Parent Tranche Q&A

Employees & Parents

1. What does ITF mean?

ITF stands for 'Intention to Float'. This is the announcement made by a company when it is confident that it will proceed with a public offering of shares with the intention to list on a stock exchange, in this instance Dubai Financial Market (DFM).

2. What is an Initial Public Offering (IPO)?

An Initial Public Offering ("IPO") refers to the process of offering shares in a company to the public through listing on a stock exchange. In essence, an IPO means that a company's ownership is transitioning from private ownership to public ownership.

3. Why is Taaleem undertaking an IPO?

Taaleem has identified areas of business growth opportunity, as detailed in the prospectus, and, in order to deliver on those opportunities, the raising of additional capital would be of benefit. Taaleem predominantly intends to use the net proceeds from the Offering primarily to expand its premium K-12 segment, through the roll-out of four new premium schools in prime locations in the Emirates of Dubai and Abu Dhabi. The roll-out of these four additional new schools will comprise of three schools in Dubai and one in Abu Dhabi, including two new schools under the DBS brand. An IPO will both deliver that capital to the business and provide a platform to further promote and publicise the group and its brands.

4. What is the timeline of the IPO?

Institutional book-building and retail subscriptions will open on [10] November 2022, with retail, employee and parent subscriptions closing on [16] November 2022, and institutional subscriptions closing on [17] November. The final offer price announcement will be made on [18] November 2022. The listing and trading of Taaleem's shares on DFM is expected to take place on or around [29] November subject to completion of regulatory requirements. For further timeline information, please see Taaleem's IPO Microsite at <https://www.taaleem.ae/ipo>.

5. Where can I find more information about the IPO?

A dedicated microsite for the Taaleem IPO is now online at <https://www.taaleem.ae/ipo>. This website includes detailed information about Taaleem, the subscription process, timeline and contact information for the receiving banks.

6. Are there different tranches through which I can consider applying for shares?

Yes, the offer consists of three tranches which are suitable for three broad groups of eligible investors:

- **First Tranche:** Suitable for individuals with a valid DFM NIN and bank account number. This tranche is often referred to as the "Retail Investor" tranche.
- **Second Tranche:** Suitable for "Professional Investors" outside of the US
- **Third Tranche:** Suitable for **Eligible Employees and Eligible Parents**, as described in Question 7 below.

As noted in Question 7, **the Third Tranche is the tranche through which Eligible Employees and Eligible Parents are encouraged to register and apply for shares**, once they have sought investment advice and if they subsequently decided they would like to invest.

Detailed descriptions of each tranche can be found in the Prospectus, downloadable from Taaleem's IPO Microsite at <https://www.taaleem.ae/ipo>.

7. Can Taaleem employees and parents subscribe for shares in the Company as part of the IPO?

All Taaleem employees and parents of students enrolled at Taaleem can subscribe for shares in Taaleem's IPO, with eligibility criteria for specific tranches detailed below:

Parents from the following schools can subscribe as part of the dedicated Eligible Employee & Eligible Parent Tranche ("Third Tranche"): *Dubai British School (Emirates Hills), Dubai British School (Jumeirah Park), Dubai British School (Jumeirah Park Foundation), Jebel Ali School, American Academy for Girls, Jumeira Baccalaureate School, Uptown International School, Greenfield International School, Raha International School (Gardens Campus), Raha International School (Khalifa City Campus), Dubai Schools (Al Barsha), Dubai Schools (Mirdif), Dubai Schools (Nad Al Sheba).*

If you work for Taaleem and have an active employee unique identification number, or you are a parent with a unique identification number and the parent of at least one pupil who is enrolled in any of the above listed schools, you are eligible to subscribe for shares as part of the **Eligible Employee & Eligible Parent Tranche**.

Other parents, specifically those from the ESE (Emirates Schools Establishment) and Abu Dhabi Charter schools, may subscribe as part of the **Retail Offering ("First Tranche")**, which is open to Individual Subscribers and other investors (including natural persons, companies and establishments) that are not participating in the Second or Third Tranche.

8. How can I buy shares in Taaleem?

Employees and Eligible Parents who are interested in subscribing for shares via the Third Tranche, which is dedicated to Eligible Employees and Eligible Parents, are required to submit their Expression of Interest ("EOI") by 1:00PM on [16] November 2022. To be eligible to register your interest, you must hold a Taaleem Unique Identification Number, a DFM National Investor Number (NIN), and a UAE bank account number. If any of the Eligible Employees or Eligible Parents participating in the Third Tranche do not provide their EOI prior to the deadline, their subscription will be shifted to the First Tranche – the wider UAE Retail Offering. To find out more about the subscription criteria and process, please refer to the prospectus available at Taaleem's dedicate IPO microsite at <https://www.taaleem.ae/ipo>.

9. How can I register my interest to purchase shares via the Employee and Parent Tranche?

You can register your interest by visiting Taaleem's dedicate page for Employees & Parents looking to subscribe as part of the dedicated third tranche, available here - <https://www.taaleem.ae/employee-and-parent-investors/>. This page will direct you to the expression of interest form that you will need to fill out in order to be eligible to subscribe. Please note that in order to register your interest, you must have the following:

- 1- Taaleem Unique Identification Number (UID)
- 2- Dubai Financial Market National Investor Number (NIN)
- 3- Bank Account Number
- 4- Valid Emirates ID

10. How can I buy shares on behalf of a minor or dependant?

All purchasers of shares, including minors and dependants, require their own DFM NIN number. The NIN application process is best handled via DFM's mobile application. A QR code to download the DFM mobile application and instructions to apply for a NIN for adults and minors via the application are available in [this DFM guidance document](#).

11. What is a NIN?

A NIN is an investor identification number that is used by DFM through which all transactions on the exchange can be initiated, included clearing, settlement and trading transactions. All subscribers to the

IPO require a NIN to apply for shares. For more information and to apply for a DFM NIN number, please download the [DFM mobile application](#).

12. Is there a minimum application size?

The minimum application size for subscribers in the Employee & Parent Tranche is AED 5,000 (five thousand UAE dirhams) with any additional application in increments of at least AED 1,000 (one thousand UAE dirhams).

13. Is there a maximum application size?

There is no maximum application size for subscribers in this tranche.

14. Am I guaranteed to receive the number of shares I subscribe for?

In case of over-subscription in the Third Tranche, Offer Shares will be allocated to Third Tranche Subscribers pro rata to each Subscriber's subscription application amount based on the Final Offer Price. Applications will be scaled-back on the same basis if the Third Tranche is over-subscribed.

15. When will I know how many shares have been allocated to me?

A notice of allocation of shares for successful subscribers in the Third Tranche will be sent by SMS and will be followed by a notice setting out each Subscriber's Share allocation, which will be sent by registered mail or email from the stock exchange to each subscriber on [22] November.

16. Can I talk to family and friends about the IPO?

Yes – employees and parents can discuss the IPO with friends and family. However, we strongly recommend that all employees and/or their friends and family read the Prospectus before making any investment decisions regarding the IPO. There are strict legal and regulatory requirements relating to the IPO process that limit what the company can, and cannot, say. To ensure the company remains compliant with such requirements, employees may not give any official statements about the IPO and must also not make any social media statements that promote the purchase of shares in the IPO.

Employees

17. How will the IPO affect the future of the business? In what ways will 'going public' transform Taaleem's business?

The company will continue to operate as normal, and day-to-day operations will be unaffected. Employees and parents will therefore not be directly impacted by the IPO. Some additional external reporting requirements will be fulfilled by Taaleem's newly formed Investor Relations department. The IPO is intended to fund the next stage of Taaleem's growth, strengthen its position as a leading education provider and help the company amplify its brand and profile.

18. What should I do if I am contacted about the IPO by someone outside the company, for example an investor or a member of the media?

Any external parties contacting you about the IPO should be directed to the IPO Microsite where they can find more information about the Offering, can view and download all the relevant Offering documents, and find relevant contact details in the contact page. External callers should be directed to use the contact details provided on the IPO Microsite. Any media enquiries received by staff must be directed to andy.parnis@teneo.com.

Parents

19. What changes should we expect as a result of the IPO?

Taaleem is undertaking an IPO in order to drive the next phase of its growth with plans to roll-out of four new premium schools in prime locations in the Emirates of Dubai and Abu Dhabi. All of Taaleem's

current schools will continue to operate as normal and day-to-day operations will be unaffected. Students and parents will therefore not be affected by the IPO.

20. Will the IPO result in increased school fees?

The IPO will not impact school fees which are set by regulators on an annual basis.

Additional Questions About the Transaction

1. What is Taaleem's dividend policy? Is a dividend guaranteed?

The Company's ability to pay dividends is dependent on a number of factors, including the availability of distributable reserves, its capital expenditure plans and other cash requirements in future periods, and there is no assurance that the Company will pay dividends or, if a dividend is paid, what the amount of such dividend will be. Any level or payment of dividends will depend on, among other things, future profits and the business plan of the Company.

Subject to the foregoing, the Company intends to pay a dividend of AED 67.5 million relating to its financial performance during the year ended 31 August 2022.

2. If I do not receive the full number of shares I subscribed for, what is the process for receiving a refund?

For UAE Retail Tranche and the Parent & Employee Tranche, the commencement of refunds and the commencement of the dispatch of registered mail relating to the allotment of shares will be communicated by [25] November 2022.

3. When will I be able to sell my shares?

Trading is expected to begin on or around [29] November 2022, subject to regulatory approvals. From this date, shares in the Company will be available to buy and sell.

4. Who can I contact with any questions on how to invest?

All information related to the subscription process and contact details for the receiving banks, through which you will subscribe for shares, can be found on the dedicated Taaleem IPO microsite, as <https://www.taaleem.ae/ipo>.

Dos and Don'ts for Employees

Do's

- Do direct media enquiries to andy.parnis@teneo.com.
- Do take independent advice on any investment decision.
- Do read the IPO information on the IPO Microsite at <https://www.taaleem.ae/ipo>.

Don'ts

- Don't make statements regarding the IPO process and the performance of Taaleem on social media, or to the media.
- Don't make any communications to analysts, media, employees, parents, students or customers that refer to the Offering, or contain any forward-looking statements (such as giving any indication as to the future financial performance or prospects of the company or relating to the company's future business plans).
- Don't circulate outside the company copies of e-mails or correspondence or presentations to staff generated internally about the Offering or which concern the prospects or future financial performance of the company.
- Don't deal with enquiries from journalists or other media enquiries about the Offering or the Company generally.