

CONFIDENTIAL PRIVATE PLACEMENT MEMORANDUM Al-Noor Capital Growth Fund
(Sharia-Compliant) Date: December 20, 2024 **Reference:** ANC-2024-Funds

1. INVESTMENT OBJECTIVE The Fund aims to achieve long-term capital appreciation by investing in Saudi equities listed on the Parallel Market (Nomu). This is a high-risk investment vehicle suitable only for Qualified Investors.

2. KEY RISK FACTORS & WARNINGS **2.1 Market Volatility:** The Fund invests in small-cap companies which are subject to higher volatility than the main market. Investors may lose some or all of their initial capital. **2.2 Regulatory Violations:** Failure by the Fund Manager to disclose material changes within 5 days as per Article 45 of the Investment Funds Regulations will result in an immediate **fine of SAR 200,000** and potential suspension of the license. **2.3 Liquidity Risk:** Units in the Fund are illiquid. Redemption requests may be deferred if total requests exceed 10% of the Fund's Net Asset Value (NAV) on any single Dealing Day.

3. FEES, CHARGES, AND FINANCIAL OBLIGATIONS The following fees apply to all unitholders and are deducted directly from the Fund's assets or subscription amounts:

- **Management Fee:** **1.75% per annum** of the Fund's Net Asset Value (NAV), calculated daily and paid quarterly.
- **Subscription Fee:** A one-time fee of **2.0%** of the subscribed amount is payable upon entry. This fee is non-refundable.
- **Custodian Fee:** **SAR 30,000 per annum**, subject to VAT.
- **Performance Fee:** The Fund Manager is entitled to **20%** of any returns exceeding the benchmark (Tadawul All Share Index) by more than 5%.
- **Minimum Subscription:** The minimum initial investment required is **SAR 1,000,000**.

4. CRITICAL TIMELINES AND DEADLINES Investors must adhere to the following schedule:

- **Offering Closing Date:** The Initial Offering Period will close strictly on **February 28, 2025**. No subscriptions will be accepted after this date.
- **Financial Reporting:** The Fund's audited annual financial statements will be published and submitted to the Capital Market Authority (CMA) no later than **March 31, 2025**.

- **Fund Expiry:** The Fund is a closed-ended fund with a fixed term of 5 years. The liquidation date is set for **December 31, 2029**.
 - **Dividend Distribution:** Dividends, if declared, will be distributed within **10 business days** of the Annual General Meeting.
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5. LEGAL DECLARATION This document has been reviewed by the Sharia Board. By signing the subscription form, the investor acknowledges reading the Risk Disclosure section (Page 12) regarding the potential loss of capital.