

16 November 2022

**Al Rajhi Banking and Investment Corporation**

*(Incorporated under commercial registration no. 1010000096 and converted into a joint stock company pursuant to Royal Decree No. M/59 dated 3/11/1407H (corresponding to 29/06/1987G), with a paid-up capital of SAR 40,000,000,000 and 4,000,000,000 total outstanding shares)*

**Issue of SAR 10,000,000,000 Additional Tier 1 Capital Sukuk  
under the  
Additional Tier 1 Capital Sukuk Programme**

Terms used herein shall be deemed to be defined as such for the purposes of the terms and conditions (the "**Conditions**") set forth in the Base Prospectus dated 20 October 2022 (the "**Base Prospectus**"). This document constitutes the Applicable Final Terms of the Sukuk described herein and must be read in conjunction with the Base Prospectus. Full information on the Issuer and the offer of the Sukuk is only available on the basis of a combination of these Applicable Final Terms and the Base Prospectus. The Base Prospectus is available for viewing during normal business hours at the head office of the Issuer located at 8467 King Fahd Road, Al Muruj District, Riyadh 12263 – 2743, Kingdom of Saudi Arabia and copies may be obtained from this office.

- |     |  |   |
|-----|--|---|
| 1.  | Issuer:  | Al Rajhi Banking and Investment Corporation   |
| 2.  | Sukukholders' Agent:   | Al Rajhi Capital Company  |
| 3.  | Series Number:   | 1   |
|     | (a) Tranche Number:  | 1   |
|     | (b) Date on which the Sukuk will be consolidated and form a single Series: | Not Applicable  |
| 4.  | Specified Currency:  | Saudi Arabian Riyals (" <b>SAR</b> ")   |
| 5.  | Aggregate Nominal Amount:  |   |
|     | (a) Series:  | SAR 10,000,000,000  |
|     | (b) Tranche:   | SAR 10,000,000,000  |
| 6.  | Issue Price:   | 100 per cent. of the Aggregate Nominal Amount   |
| 7.  | Calculation Amount:  | SAR 1,000   |
| 8.  | Issue Date:  | 16 November 2022  |
| 9.  | Periodic Distribution Amount Basis:  | 5.50 per cent. Additional Tier 1 Capital Sukuk to be reset on 16 November 2027 and every 5 years thereafter |
| 10. | Offer Period:  | 30 October 2022 to 10 November 2022   |
| 11. | Date of Issuer board approval for issuance of Sukuk obtained:              | 5 September 2022  |

**PROVISIONS RELATING TO PERIODIC DISTRIBUTIONS**

- |     |                                       |   |
|-----|---------------------------------------|---|
| 12. | Initial Periodic Distribution Rate:   | 5.50 per cent. per annum payable quarterly in arrear on each Periodic Distribution Date |
| 13. | Initial Periodic Distribution Amount: | SAR 13.75 per Calculation Amount  |
| 14. | Broken Amount(s):                     | Not Applicable  |

15. Margin: +0.6 per cent. per annum.  
*The Profit Rate for any Reset Period is calculated as the "Margin" over the Relevant Reset Rate.*
16. Periodic Distribution Date(s): 16 February, 16 May, 16 August and 16 November in each year, subject to Condition 6.2 (*Cessation of accrual*)
17. First Periodic Distribution Date: 16 February 2023
18. First Reset Date: 16 November 2027
19. First Reset Periodic Distribution Date: 16 February 2028
20. Reset Date(s): First Reset Date and every fifth anniversary thereafter
21. Mid-Swap Maturity: 5 years
22. Mid-Swap Pages: Thomson Reuters Eikon SARAM3L5Y and Bloomberg SRSW5

#### **PROVISIONS RELATING TO REDEMPTION**

23. Condition 9.1(b)(ii): Not Applicable
24. Condition 9.1(b)(iii): Applicable
- (a) First Call Date: First Reset Date

#### **PROVISIONS IN RESPECT OF THE SUKUK ASSETS**

25. Mudaraba Capital: 99.716 per cent. of the Aggregate Nominal Amount
26. Applicable Rate (*in respect of the period from (and including) the Issue Date to (but excluding) the first Mudaraba Profit Rate Reset Date*): Initial Periodic Distribution Rate
27. Mudaraba Profit Rate Reset Date(s): First Reset Date and every fifth anniversary thereafter

#### **OTHER FINAL TERMS**

28. Listing and admission to trading: Application has been made to Capital Market Authority of the Kingdom of Saudi Arabia for registration and offer of the Sukuk and to the Saudi Arabian Stock Exchange (Tadawul) ("**Tadawul**") for the Sukuk to be listed on Tadawul.  
  
The trading of the Sukuk is expected to commence approximately three weeks after the Issue Date.
29. Ratings: The Sukuk have not been rated
30. Reasons for the offer: See "*Use of Proceeds*" in the Base Prospectus
31. Estimate of total expenses related to the offer: The offer expenses are estimated at approximately SAR 30,000,000, including the fees of the Sole Arranger, Dealers, Receiving Banks, legal advisors, in addition to marketing, arrangement, printing, distribution and other expenses related to the offer. These expenses will be fully borne by the Issuer.

32. Subscription method: Targeted participants wishing to purchase the Sukuk of the relevant Series will be required to submit a duly completed form (an "**Investor Application Form**") to the relevant Dealer(s), or in the case of individual participants, to the receiving banks ("**Receiving Banks**"), before the end of the Offer Period (as defined herein) and shall make payment for the Sukuk of such Series as per the instructions contained in the Investor Application Form. Investor Application Forms will be available from the relevant Dealer(s), or from the Receiving Banks, as applicable, in respect of such Series. Applications to purchase Sukuk for less than the Specified Denomination will not be accepted. For further details, please see "*Subscription and Sale*".
33. Receiving Banks: Al Rajhi Bank, The Saudi National Bank, Alinma Bank Arab National Bank, Banque Saudi Fransi, Al Jazira Capital, Riyadh Bank and Bank Albilad.
34. Allocation method: The allocation method of each Series of Sukuk will be specified in the Investor Application Form for such Series of Sukuk. The acceptance of any application from a prospective investor, and the allocation of any Sukuk, will be at the sole discretion of the Issuer in consultation with the Dealer(s) in respect of the relevant Series of Sukuk.
35. Other final terms: Not Applicable

#### **DISTRIBUTION**

36. Dealer(s)/distributor: Al Rajhi Capital Company
37. Minimum number of Sukuk to be subscribed for: 5 Sak
38. Maximum number of Sukuk to be subscribed for: 10,000,000 Sak
39. Minimum value of Sukuk to be subscribed for: SAR 5,000
40. Maximum value of Sukuk to be subscribed for: SAR 10,000,000,000

#### **RESPONSIBILITY**

The Issuer accepts responsibility for the information contained in these Applicable Final Terms. To the best of the knowledge and belief of the Issuer (having taken reasonable care to ensure that such is the case) the information contained in these Applicable Final Terms is in accordance with the facts and there are no other facts, the omission of which would make any statement herein misleading.

#### **APPOINTMENT OF THE MUDAREB**

By executing these Applicable Final Terms, the Issuer (in its capacity as Mudareb) acknowledges and agrees that the Sukukholders' Agent in its capacity as *rab-al-maal* has contributed the Mudaraba Capital for investment in accordance with the Master Mudaraba Agreement and accordingly a Mudaraba has been constituted in respect of the Sukuk that are the subject of these Applicable Final Terms, in accordance with the terms of the Master Mudaraba Agreement as supplemented by these Applicable Final Terms.

Signed on behalf of **Al Rajhi Banking and Investment Corporation**

By:

Duly authorised

A handwritten signature in blue ink, consisting of stylized, overlapping loops and lines, positioned to the right of the text 'By:' and 'Duly authorised'.