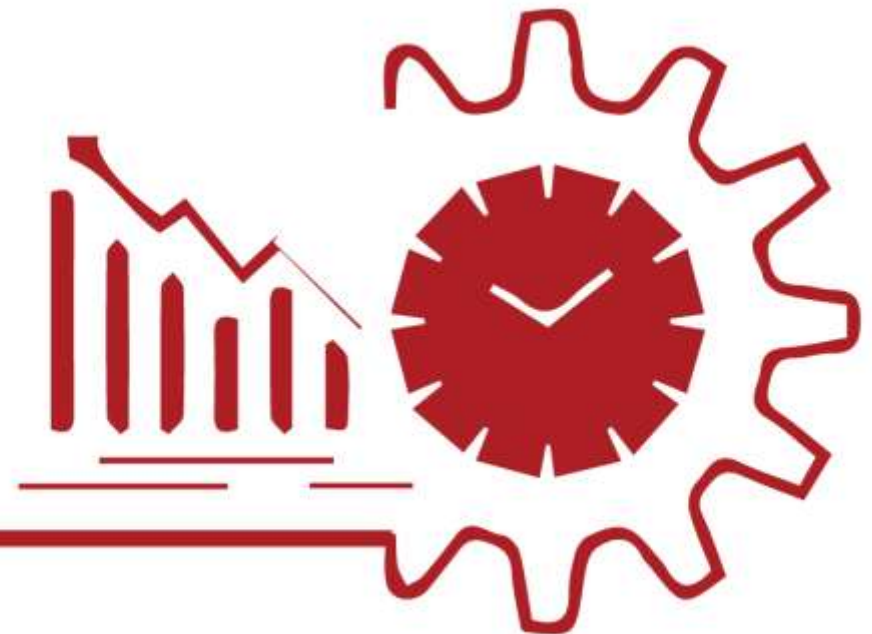


ELITE CENTRE AL KHABEER CAPITAL

JEDDAH CITY
DECEMBER 2020



Valuation Report





REF: 2010830-3
Date: 30/12/2020
M/S Al Khabeer Capital

Subject: Valuation Report for commercial Centre (Elite Centre) in Jeddah City, Saudi Arabia.

Dear Sir,

With reference to your request and approval dated on November 29, 2020 for valuation service of the commercial project (Elite Centre) located in Jeddah city, please find hereafter our detailed valuation report including other information related to the mentioned property.

Issued without prejudice and liabilities

WHITE CUBES REAL ESTATE

Mr. Essam Al Hussaini – GM- WHITE CUBES KSA

Member of the Saudi Authority of Accredited Valuers (Taqeem)





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WHITE CUBES REAL ESTATE is the exclusive real estate advisory agent for TAHA CORP CONSULTING in the Kingdom of SAUDI ARABIA





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EXECUTIVE SUMMARY





1.1 EXECUTIVE SUMMARY

Introduction	We received instructions from the client on 29/11/2020 to implement valuation service for a commercial project in Jeddah city.
Client	For whom this report is being prepared is Al Khabeer Capital Capital, a Saudi company registered under the Saudi law.
Reference No.	2010830-3
Purpose of Valuation	Real Estate Investment Fund (REIT)
Subject Property	Commercial Property
Property Location	The property is located in Al Andalos district, Jeddah City.
Title Deed Information	Title Deed No: 420221011608, Title Deed Date: 17/08/1440, Issued from Jeddah Notary
Ownership Type	Freehold
Owner	شركة أول الملقا العقارية
Land Use	Commercial
Land Area (Sqm)	Based on the title deed, the land has an area size of 4,319.75 Sqm
BUA (Sqm)	Based on the provided construction permit, the property is a fully constructed mix use center composed of 7 upper floors in addition to the ground floor with a total BUA of 15,712 Sqm
GLA (Sqm)	The total gross leasable area of the project is 13,766 Sqm
Vacancy Rate	Based on the client, the project is fully leased to 1 tenant
Valuation Approach	Income Approach & Cost Approach
Final Property Value	167,890,000 SAR
Valuation Date	30/12/2020
Inspection Date	05/12/2020

TERMS OF REFERENCE & VALUATION





1.2 VALUATION REFERENCE

This report was prepared based on the instructions issued to us by Al Khabeer Capital (the customer) to estimate the market value of the property / real estate that is the subject of this report for the mentioned purpose only. This report may not be used for other purposes. The valuation was prepared in accordance to the regulations and standards issued by the Saudi Authority of Accredited Valuers and the International valuation Standards of the Council of International Assessment Standards (IVSC).

1.3 BASIS OF VALUATION

Market Value

Market Value is defined as: -

The estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm’s length transaction, after proper marketing and where the parties have each acted knowledgeably, prudently and without compulsion.

The definition of Market Value is applied in accordance with the following conceptual framework:

“*The estimated amount*” refers to a price expressed in terms of money payable for the asset in an arm’s length market transaction. Market value is the most probable price reasonably obtainable in the market on the valuation date in keeping with the market value definition. It is the best price reasonably obtainable by the seller and the most advantageous price reasonably obtainable by the buyer. This estimate specifically excludes an estimated price inflated or deflated by special terms or circumstances such as atypical financing, sale and leaseback arrangements, special considerations or concessions granted by anyone associated with the sale, or any element of special value:

AN ASSET
SHOULD
EXCHANGE

“**an asset should exchange**” refers to the fact that the value of an asset is an estimated amount rather than a predetermined amount or actual sale price. It is the price in a transaction that meets all the elements of the market value definition at the valuation date;

ON THE
VALUATION
DATE

“**on the valuation date**” requires that the value is time specific as of a given date. Because markets and market conditions may change, the estimated value may be incorrect or inappropriate at another time. The valuation amount will reflect the market state and circumstances as at the valuation date, not those at any other date;

BETWEEN
WILLING
BUYER

“**between a willing buyer**” refers to one who is motivated, but not compelled to buy. This buyer is neither over eager nor determined to buy at any price. This buyer is also one who purchases in accordance with the realities of the current market and with current market expectations, rather than in relation to an imaginary or hypothetical market that cannot be demonstrated or anticipated to exist. The assumed buyer would not pay a higher price than the market requires. The present owner is included among those who constitute “the market”;



AND WILLING SELLER

“and a willing seller” is neither an over eager nor a forced seller prepared to sell at any price, nor one prepared to hold out for a price not considered reasonable in the current market. The willing seller is motivated to sell the asset at market terms for the best price attainable in the open market after proper marketing, whatever that price may be. The factual circumstances of the actual owner are not a part of this consideration because the willing seller is a hypothetical owner;

IN AN ARM'S LENGTH TRANSACTION

“in an arm's-length transaction” is one between parties who do not have a particular or special relationship, eg parent and subsidiary companies or landlord and tenant, that may make the price level uncharacteristic of the market or inflated because of an element of special value. The market value transaction is presumed to be between unrelated parties, each acting independently;

AFTER PROPER MARKETING

“after proper marketing” means that the asset would be exposed to the market in the most appropriate manner to effect its disposal at the best price reasonably obtainable in accordance with the market value definition. The method of sale is deemed to be that most appropriate to obtain the best price in the market to which the seller has access. The length of exposure time is not a fixed period but will vary according to the type of asset and market conditions. The only criterion is that there must have been sufficient time to allow the asset to be brought to the attention of an adequate number of market participants. The exposure period occurs prior to the valuation date;

KNOWLEDGEABLY AND PRUDENTLY

‘where the parties had each acted knowledgeably, prudently’ presumes that both the willing buyer and the willing seller are reasonably informed about the nature and characteristics of the asset, its actual and potential uses and the state of the market as of the valuation date. Each is further presumed to use that knowledge prudently to seek the price that is most favorable for their respective positions in the transaction. Prudence is assessed by referring to the state of the market at the valuation date, not with benefit of hindsight at some later date. For example, it is not necessarily imprudent for a seller to sell assets in a market with falling prices at a price that is lower than previous market levels. In such cases, as is true for other exchanges in markets with changing prices, the prudent buyer or seller will act in accordance with the best market information available at the time;

AND WITHOUT COMPULSION

‘and without compulsion’ establishes that each party is motivated to undertake the transaction, but neither is forced or unduly coerced to complete it. Market value is the basis of value that is most commonly required, being an internationally recognized definition. It describes an exchange between parties that are unconnected (acting at arm's length) and are operating freely in the marketplace and represents the figure that would appear in a hypothetical contract of sale, or equivalent legal document, on the valuation date, reflecting all those factors that would be taken into account in framing their bids by market participants at large and reflecting the highest and best use of the asset. The highest and best use of an asset is the use of an asset that maximizes its productivity and that is possible, legally permissible and financially feasible. Market value is the estimated exchange price of an asset without regard to the seller's costs of sale or the buyer's costs of purchase and without adjustment for any taxes payable by either party as a direct result of the transaction.



1.4 CLIENT APPROVAL DATE

The client approval date reflects the green light given to us by the client to start the inspection procedures of the property / properties subject to the valuation process.

November 29, 2020.

1.5 INSPECTION DATE

The inspection date reflects the exact date of the property’s inspection and the date of executed market survey. Yet, the outcome value of the subject property / properties will be based on the findings at the inspection date.

December 05, 2020.

1.6 VALUATION DATE

The Valuation date is the date on which the opinion of value/s applies. The date of valuation is the date were the value/s of the subject property / properties is reflected. The valuation date is at

December 30, 2020.

1.7 REPORT DATE

The valuation reports usually dated exactly as the valuation date. Yet, and in some cases, the report date can be after the valuation date depending on the nature, size and location of the subject property.

December 30, 2020.

1.8 OPINION OF VALUE

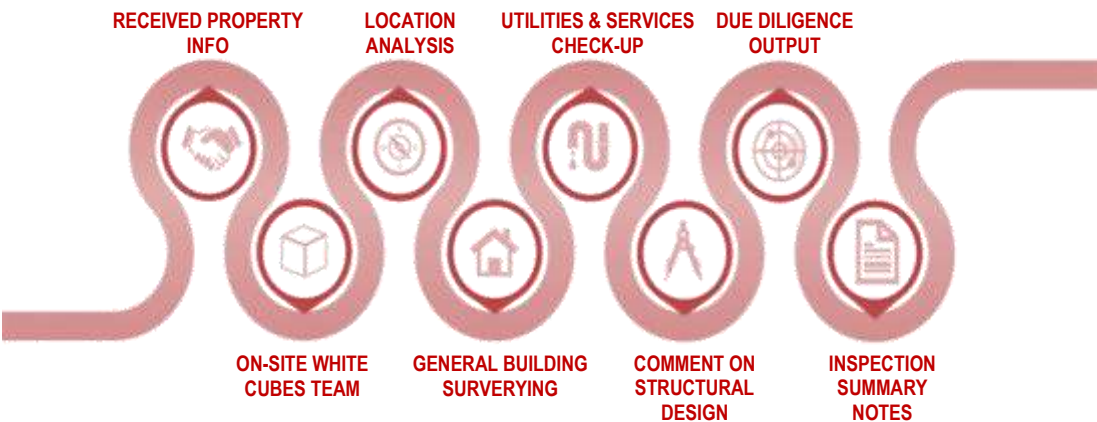
All the outputs will be shown in this report (Values) are based on our best knowledge of the market, documents received from the client (assumed to be correct), market findings and inspection inputs. Yet, the estimated values of the subject property / properties express our opinion of values based on the previously mentioned findings.

1.9 PURPOSE OF VALUATION

The client requested to know the current market value of the subject property for Real Estate Investment Trust (REIT) Purposes. Therefore, and according to the valuation purpose, and as requested by the client, we will adapt the valuation methodologies of The Income Approach & Depreciated Replacement Cost (DRC)

1.10 INSPECTION ROLE

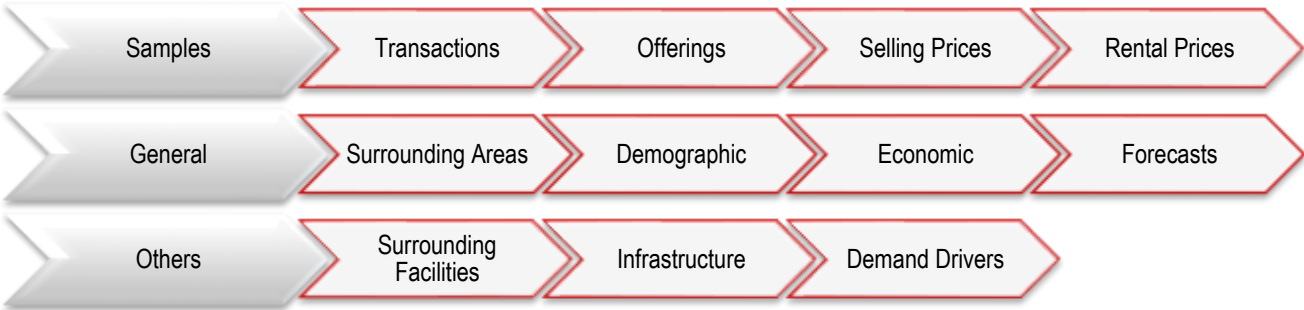
A visit to a property or inspection of an asset, to examine it and obtain relevant information, in order to express a professional opinion of its value. We hereby confirm that we have inspected the subject property / Asset at the date of inspection. Our inspection procedure covers only the surface / boundaries / out layers of the property. No technical inspection has been made such as soil test, construction durability, etc. the following shows the findings from the inspection procedures.





1.11 MARKET SURVEY

During the site visit, our team has made the market survey for the immediate surrounding areas of the subject property to collect all the possible and related data to the valuation process. The collected data will be prices, rents, land offerings, properties transactions, etc. the collected data type will be according to the property data and the purpose of valuation.



PROPERTY DETAILS





1.12 PROPERTY & LOCATION DESCRIPTION

Property Description	The subject property is a commercial project located in Al Andalos district, Jeddah city. It has a total land area of 4,319.75 Sqm, a total BUA of 15,712 Sqm and composed of 7 offices floors and retail unit in the ground floor. As per the site inspection done by our team, the project is open on 3 sides with a direct view on Prince Mohammad Bin Abdulaziz Road from the north side. All infrastructural facilities such as water, electricity, telecommunication and sewage are available in the surroundings and connected the subject property.
Location Description	The property subject of valuation is a commercial project in Al Andalos district, Jeddah City. The property is bordered from the north by Prince Mohammad Bin Abdulaziz Road The property is bordered from the south by an unnamed street The Property is bordered from the east by a private property The property is bordered to the west by an unnamed street
Ease of Access	Based on the current location of the subject property, the access level is high, since it is located on Prince Mohammad Bin Abdulaziz Road.
Area Surrounding the Property	The subject property is mostly surrounded by residential and commercial buildings

Land		Building	
Land Use	Commercial	Building Type	Commercial Building
No. of Streets	4	Building Structural Conditions	Fully Constructed
Land Shape	Graded	External Elevation Conditions	Good
Direct View on the Main Road	Prince Mohammad Bin Abdulaziz Road	Building Finishing Conditions	Good
Direct View on an Internal Street	Unnamed Streets	Overall Building Conditions	Good
Land Condition	Constructed		

1.13 INFRASTRUCTURE FACILITIES

	Available in the surrounding	Connected to the property	
Water	✓	✓	All the infrastructural facilities are available in the surroundings and connected to the subject property.
Electricity	✓	✓	
Tele-Communication	✓	✓	
Sewage	✓	✓	



1.14 LOCATION

The subject property is located in Al Andalos district, Jeddah city and surrounded by several landmarks as follows:

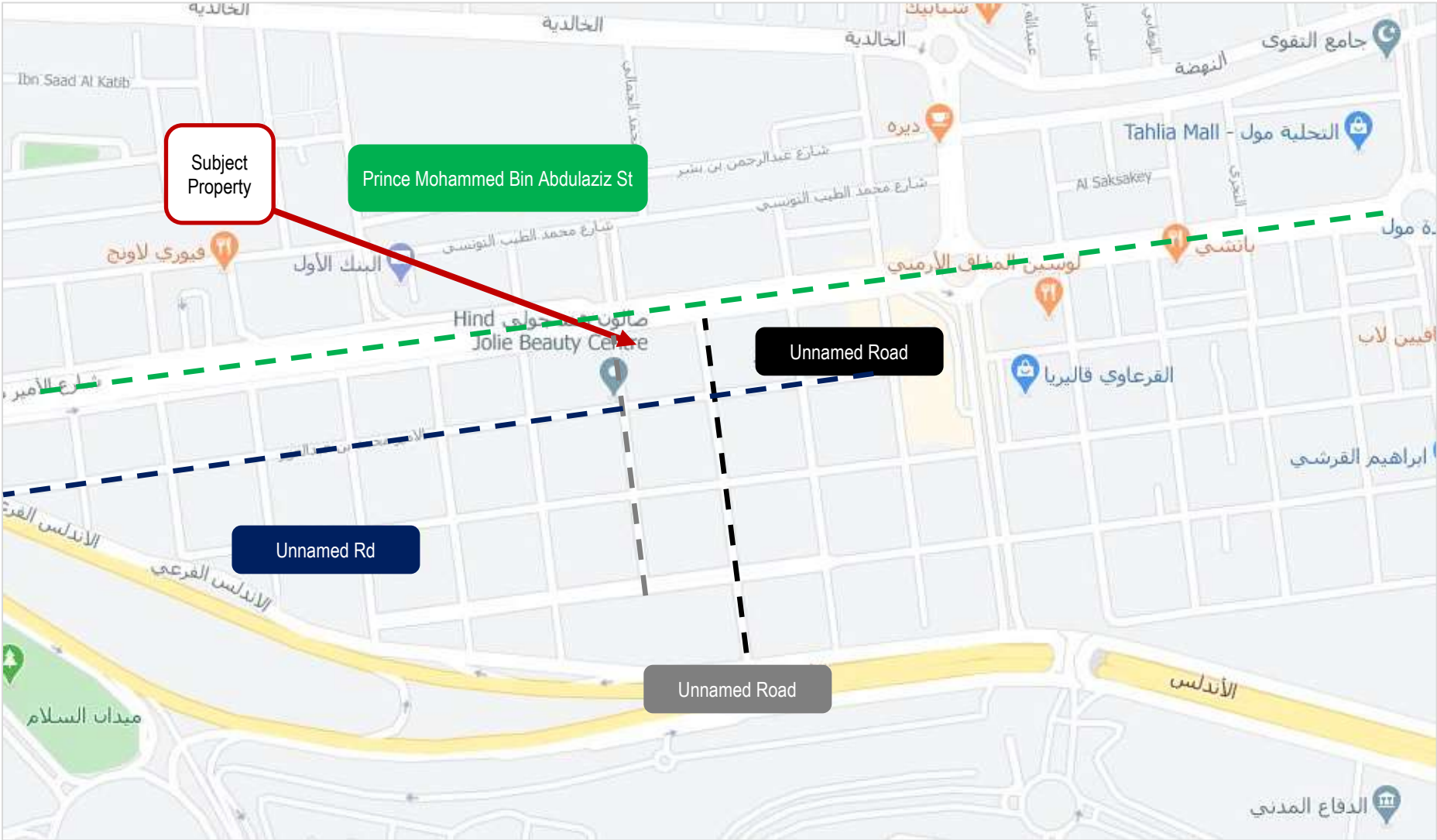


Surrounding Landmarks	
1- Ittihad Fc (0.05 Kilometers)	6- Kaki Soccer Field Khalidya (0.45 Kilometres)
2- Piatto Le Chateau (0.08 Kilometres)	7- Alawwal Bank (0.4 Kilometres)
3- Bank Al Jazira (0.1 Kilometers)	8- Majid Society (0.2 Kilometres)
4- Toni & Guy Jeddah (0.1 Kilometers)	9- Teatro Mall (0.4 Kilometres)
5- Tahlia Roshana Center (0.3 Kilometres)	10- Deera Café (0.6 Kilometres)



1.15 PROPERTY ACCESS

The subject property can be accessed as shown in the map below:





1.16 TITLE DEED & OWNERSHIP

We were provided with copy of the title deed related to the subject property which is owned by one title deed. The details of the subject property:

City	Jeddah	Land Area	4,319.75
District	Al Andalos	Plot No.	1/2
T.D Type	Electronic	Block No.	N/A
T.D Number	420221011608	Layout No.	860/ ت.س
T.D Date	17/08/1440	Owner	شركة أول الملقا العقارية
T.D Value	38,181,818.19 SAR	Ownership Type	Freehold
Date of Last Transaction	17/08/1440	Limitation of Document	Mortgaged
Issued From	Jeddah Notary		
North Side	Prince Mohammad Bin Abdulaziz Road	East Side	Private Property
South Side	Unnamed Street	West Side	Unnamed Street
Notes	The client has provided us with copy of the Title Deed which was assumed to be correct and authentic. It is not in our scope to run legal diagnosis on any legal document.		

1.17 CONSTRUCTION & BUILDINGS

The building permit indicates the maximum permissible BUA approved by the city municipality. However, the actual area may differ from the area mentioned in the building permit. Therefore, if the customer did not provide us with a copy of the approved plans, the valuation will be done based on the building permit provided by the customer. In the event that the customer does not provide us with a copy of the legal documents that show the total building surfaces, we will valuate them using the skills of our team along with the municipality's laws and regulations, and therefore the building surfaces will be estimated only roughly.

Source of BUA		Actual Age of the Property		Status of the property	
Construction Permit	✓	Construction Permit	✓	New	-----
As Built Drawings	-----	As Built Drawings	-----	Fully Constructed	✓
Other Documents	-----	Other Documents	-----	Under Construction	-----
Verbal Information	-----	Verbal Information	-----		
Estimation	-----	Estimation	-----		

The subject property is a fully constructed mix use center composed of 7 upper floors in addition to the ground floor. The client provided us with a building permit for the subject property, which contains the following data:



Subject Property			
Construction Permit Type		New Permit	
Property Type		Mix use	
Construction Permit No.		35218	
Construction Permit Date		18/10/1430 AH	
Permit Expiry Date		09/04/1438 AH	
Description	No. of Units	Area (sqm)	Use
Ground Floor	--	2,468	Showrooms
First Floor	--	2,386	Offices
Second Floor	--	2,468	Offices
Third Floor	---	2,468	Offices
Typical Floors	---	4,911	Offices
Annex	---	1,011	Offices
Total BAU (sqm)		15,712	

1.18 MAINTENANCE & OPERATIONAL EXPENSES

The client provide us with the insurance premium expenses related to the subject property.

1.19 BUILDING GROSS LEASABLE AREA (GLA)

Use	No. of Units	BUA (Sqm)	GLA (Sqm)	Information Source
Show Rooms	----		2,169	Rental spaces are provided by the client
Offices	----	15,712	9,882	
Mezzanine	----		1,715	

1.20 PROPERTY ACTUAL RENTAL RATES

As per the site inspection done by our team, the subject property is semi occupied by several tenants. Yet, and as per the client, the client intends to acquire the subject property as an income generating property rented to the previous owner by triple net lease of SAR 16,000,000 annually which increases every 5 years

1.21 INSURANCE

Property	Insurance Type	Policy Number	Insurance Company	Policy Expiry Date
Elite Center	Property All Risks	P0420-PAR-HCAB-12566893	Al Rajhi Company for Cooperative Insurance	30/03/2021
Elite Center	Covered	P0420-TPL-HCAB-12566820	Al Rajhi Company for Cooperative Insurance	03/04/2021



1.22 PHOTO RECORD



MARKET INDICATORS





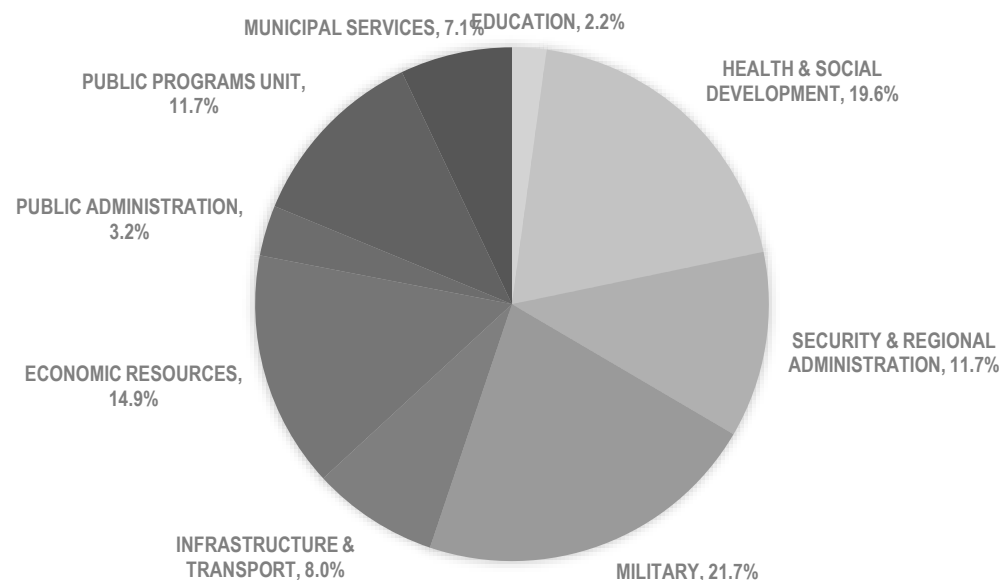
1.23 SAUDI ARABIA ECONOMIC INDICATORS

Economic Indicator	2018	2019	2020
GDP (Source: General Authority for Statistics)	(Q2) 732,747 Bn	642.8 Bn (E)	657.58 Bn (E)
GDP Growth (Source: Ministry of Finance)	%2.3	0.5%	2% (E)
Inflation Rate (Source: SAMA)	2.45%	-1.22%	-1.5% (E)
Interest Rates (Source: Trading Economics)	2.75%	3%	2.5% (E)
Government Revenues (Source: General Authority for Statistics)	895 Bn	978 Bn	833 Bn (E)
Government Spending (Source: General Authority for Statistics)	1,079 Bn	1,050 Bn (E)	1,020 Bn (E)
Unemployment Rate (Source: General Authority for Statistics)	6%	5.6%	5.2% (E)
Population (Source: General Authority for Statistics)	33,413,660	34,413,660	34,218,169

1.24 BUDGET ALLOCATION FOR 2019

Public Administration	28 SAR bn
Military	191 SAR bn
Security & Regional Adm.	103 SAR bn
Municipal Services	62 SAR bn
Education	193 SAR bn
Health & Social Dev.	172 SAR bn
Economic Resources	131 SAR bn
Infrastructure & Transport	70 SAR bn
Public Programs Unit	103 SAR bn

Source: Ministry of Economy





1.25 SWOT ANALYSIS

Strength - Open on 3 sides - Have a direct view on the main street - Near the seashores	Weakness - None
Opportunities - Mostly surrounded by several residential units	Threats - Existing and upcoming similar projects

The strength and weakness points mentioned above are considered as an indicator only, where no full market study was conducted in this matter. Yet, all the mentioned points are based only on the site inspection of the subject property.

1.26 SECTOR BRIEF

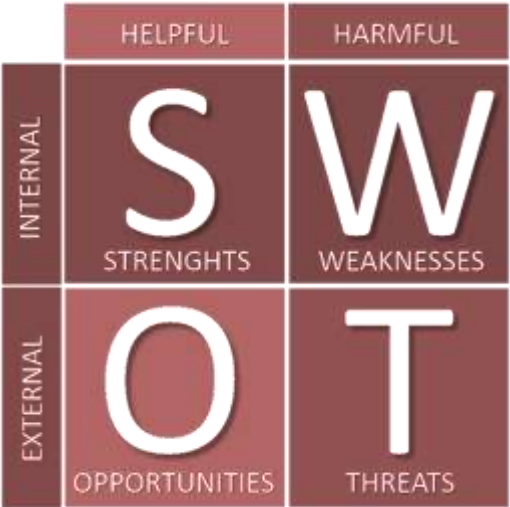
In the following we will insert general information about the real estate sector related to the property subject of our valuation and which is intended to give an initial indication on the sector. These information and indicators are estimated based on our experience, the current sector performance and some other historical data collected from our side, In addition to some current economic changes in general.

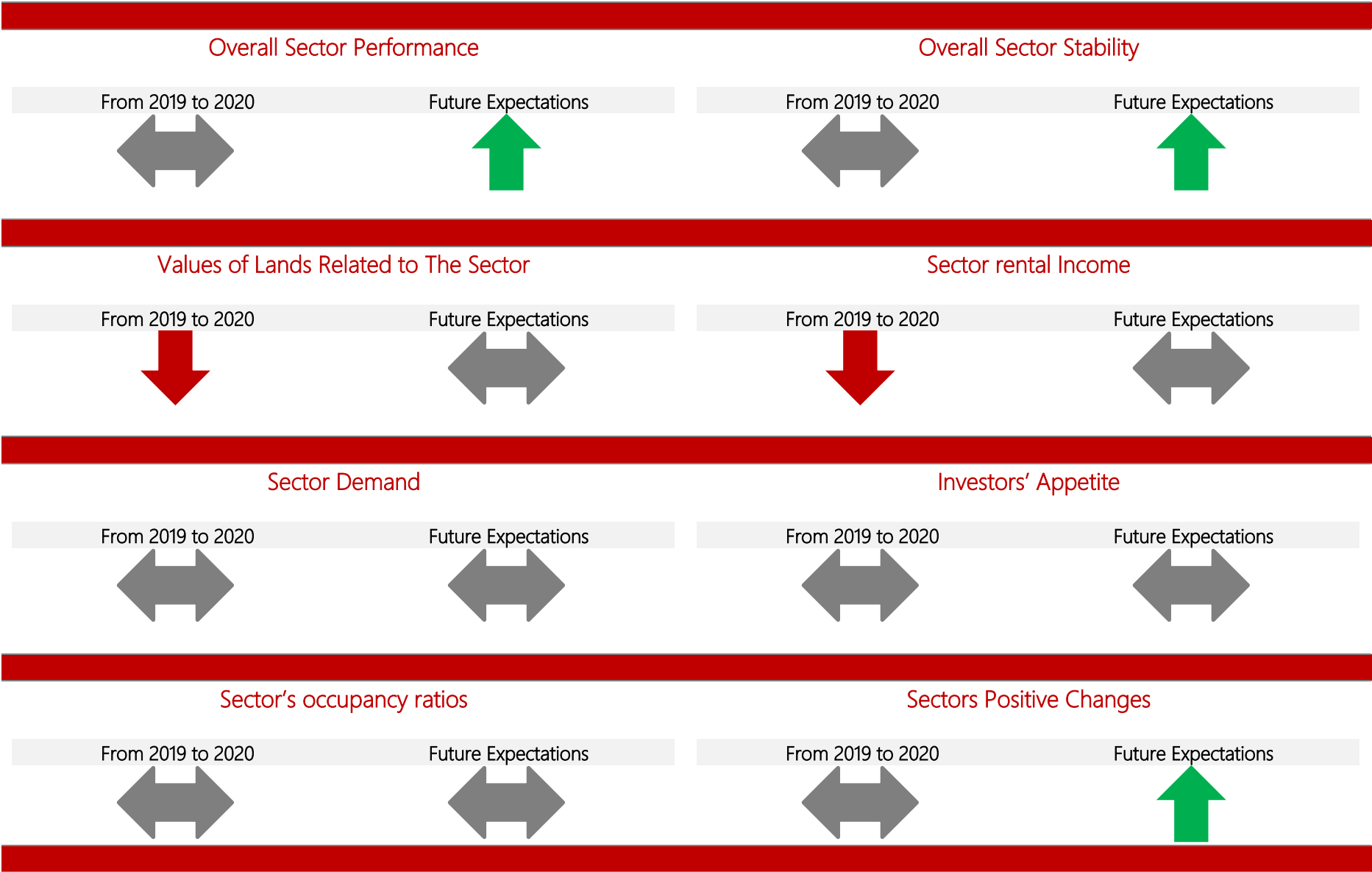
- 


- Indicator showing a decrease in the current performance comparing to the last year

Indicator showing an increase in the current performance comparing to the last year

Indicator showing a stable position in the current performance comparing to the last year





White Cubes Team's Analysis



1.27 RISK ANALYSIS

Risk Factor	Very Low Risk (1) 1-6	Minimal Risk (2) 8-12	Medium Risk (3) 13-18	Elevated Risk (4) 19-24	Very High Risk (5) 25-30
Overall Economy			✓		
Sector Current Performance			✓		
Sector Future Performance		✓			
Occupancy Rates			✓		
Supply Rate			✓		
Demand Rate			✓		
Total Risk	0	2	15	0	0
Risk Category 17 Risk Points - Medium Risk					

Sector Analysis

Risk Category- 17 Risk Points - Medium Risk

Risk Factor	Very Low Risk (1) 1-5	Minimal Risk (2) 6-10	Medium Risk (3) 11-15	Elevated Risk (4) 16-20	Very High Risk (5) 21-25
Access		✓			
Location		✓			
Land Shape		✓			
Surrounding Area facilities		✓			
Total Risk	0	8	0	0	0
Risk Category 8 Risk Points – Minimal Risk					

Land Analysis

Risk Category- 8 Risk Points – Minimal Risk

Risk Factor	Very Low Risk (1) 1-3	Minimal Risk (2) 4-6	Medium Risk (3) 7-9	Elevated Risk (4) 10-12	Very High Risk (5) 13-15
Facilities & Amenities			✓		
Management Skills			✓		
Overall Condition		✓			
Total Risk	0	2	6	0	0
Risk Category 8 Risk Points - Medium Risk					

Property Analysis

Risk Category- 8 Risk Points - Medium Risk

PROPERTY VALUATION





1.28 DOCUMENTS RECIEVED

The client has provided us by clear copy of the following documents.

Title Deed Copy	Construction Permit	Krooki
Master Plan	Fire & Safety Docs	3D Design & Perspectives
Pictures	Presentation of the subject property	Location Map
Layouts	Contact Details	Costing & Budget
Tenant List	Income & Revenues	Operational Cost - OPEX

1.29 GENERAL ASSUMPTIONS

- The subject property is valued under the assumption of freehold status unless otherwise stated in the report.
- All the written and verbal information provided to us by the Client assumed to be up to date, complete and correct in relation to elements such as title deed, construction permits, land area, and any other relevant matters that are set out in the report.
- This report is a valuation report and not structural / building survey. Therefore, we did not carry out any structural due diligence, utilities check, services check, soil test, etc.
- All the inputs used in the valuation methodologies are based on the collected market data using our best know how and experience in the related market.
- The output of this report (Final Value), is based on the used assumptions, received documents from the client and available market data. Yet, the output estimates show an indicative value of the subject property / properties.

1.30 LEGAL NOTICES

We are not aware of and have not been notified of any legal notices on the property, whether they are ongoing or pending in the courts.



1.31 INFORMATION SOURCE

Referring to the purpose of this report, it has been assumed that all information received from the client, whether verbal or written, is up-to-date and correct. Our team conducted a field research in order to ensure the validity of some market information for the purpose of valuation, which included the values of assets in the region, occupancy rates and market information related to the asset being valued in order to reach the market value of the asset being valued. During the field research process, some sources were relied on as follows:

- The field survey prepared by us
- Site inspection done by our team
- Our historical database for the similar assets of the property being valued
- Sales agents specialized with the same type of assets subject to valuation

1.32 STRUCTURAL EXAMINATION OF BUILDINGS (IF ANY)

Our service’s scope does not include any technical testing of buildings and / or structural examinations and does not include any quality assurance of these constructions. However, in the event of any visible and observed deficiencies in the structural structure, we will write it down in our report and reflect such effect on the value.

1.33 VALUATION APPROACH

With reference to the valuation purpose, taking into consideration the nature of the subject property, we will use the following ticked methods to estimate the market value of the subject property:

	DRC	Comparable	Income Cap	DCF	RLV
Land		✓			
Building	✓				
Overall Property			✓		

COMPARABLE METHOD

This is the method most are familiar with as it is the accepted method for valuing residential real estate. Typically, this method involves selecting properties with similar characteristics in the same market area that have recently sold. Once those properties are found they are compared to the property in question and a professional appraiser will deduct value from the subject property for comparative deficiencies and increase value for advantages. Typically, this method is required if the investor is seeking conventional financing. For comparable information, property brokers, dealers and estate agents are contacted to ascertain the asking and selling prices for property of the nature in the immediate neighborhood and adjoining areas. Neighboring properties, which have been recently sold or purchased, are investigated to ascertain a reasonable selling price.



DEPRECIATED REPLACEMENT COST (DRC)

A cost approach is a real estate valuation method that surmises that the price someone should pay for a piece of property should not exceed what someone would have to pay to build an equivalent building. In cost approach pricing, the market price for the property is equivalent to the cost of land plus cost of construction, less depreciation. It is often most accurate for market value when the property is new. Generally, the cost approach considers what the land, devoid of any structures, would cost, then adds the cost of building the structures, then depreciation is subtracted. The cost approach is most often used for public buildings, such as schools and churches, because it is difficult to find recently sold comparable properties in the local market, and public buildings do not earn income, so the income approach cannot be used, either. A property that already has improvements will usually contribute a certain amount of value to the site, but improvements can also lower property value if the site's potential buyers wish to use the property for another use that would entail removing some of the improvements to the current site. The cost approach is best used when improvements are new and there is adequate pricing information to value the property components. The cost approach may be less desirable if there are no recent sales of vacant land for which to compare, since the major method of valuing vacant lands is to use the sales comparison approach, or when construction costs are not readily available. The cost approach method includes:

- Estimate what the vacant property would be worth.
- Estimate the current cost of building the structures, then add that value to the value of the vacant land.
- Estimate the amount of accrued depreciation of the subject property, then subtract it from the total to arrive at the property's worth.

CAPITALIZATION METHOD (CAP RATE)

The income approach values property by the amount of income that it can potentially generate. Hence, this method is used for apartments, office buildings, malls, and other property that generates a regular income.

The appraiser calculates the income according to the following steps:

- Estimate the potential annual gross income by doing market studies to determine what the property could earn, which may not be the same as what it is currently earning.
- The effective gross income is calculated by subtracting the vacancy rate and rent loss as estimated by the appraiser using market studies.
- The net operating income (NOI) is then calculated by subtracting the annual operating expenses from the effective gross income. Annual operating expenses include real estate taxes, insurance, utilities, maintenance, repairs, advertising and management expenses. Management expenses are included even if the owner is going to manage it, since the owner incurs an opportunity cost by managing it herself. The cost of capital items is not included, since it is not an operating expense. Hence, it does not include mortgage and interest, since this is a debt payment on a capital item.

Estimate the capitalization rate (aka cap rate), which is the rate of return, or yield, that other investors of property are getting in the local market.



DISCOUNTED CASH FLOW (DCF)

The Discounted Cash Flow Method involves estimating net cash flows of an income generating property over specific period of time, and then calculating the present value of that series of cash flows by discounting those net cash flows using a selected "discount rate." A discounted cash flow method (DCF) is a valuation method used to estimate the attractiveness of an income generating property

RESIDUAL LAND VALUE (RLV)

The residual land value is a method used to determine the value and potential profitability of a piece of property less any expenses related to the land. Residual land value is the value of the land that remains after any and all deductions associated with the cost of developing, maintaining or reselling the land. The application of the residual method of valuation is based on the principle that the price to be paid for a property that is suitable for development is equal to the difference between (i) the completed value of the highest and best form of permitted development and (ii) the total cost of carrying out that development. Thus, the net capital value of the completed development is assessed (after deducting any costs of sale) on the assumption that it has been developed for the most valuable form of development, and from that value is deducted the cost of all construction and building work required to carry out the development (including all ancillary costs, e.g. purchase costs, letting fees, finance, etc.), as well as an appropriate allowance for profit on the development

1.34 INPUT VALUATION PROCESS

After carrying out the inspection process of the subject property, and based on the purpose of the valuation, we surveyed the surrounding area for the purpose of bringing in information related to the same sector to begin the actual assessment. This information may include similar land prices, residual values, income rates and other information that may be useful, depending on the assessment method to be followed in this report.

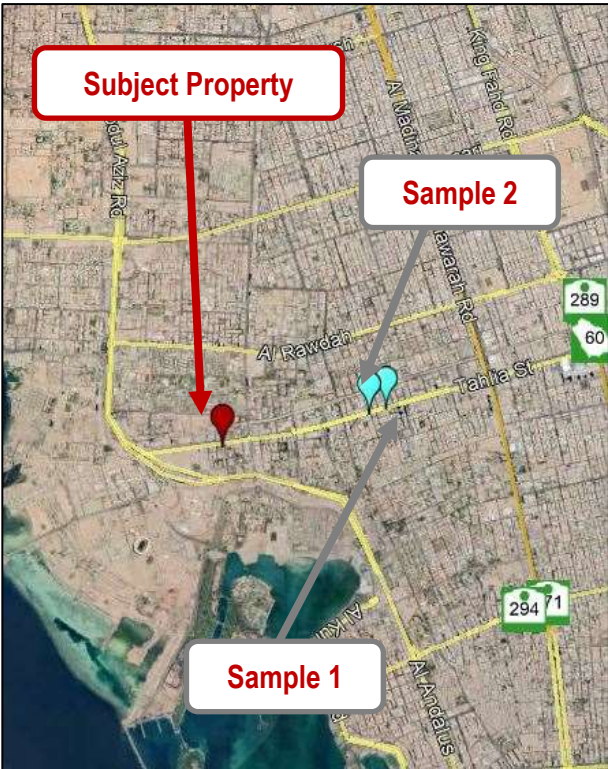


1.35 COMPARABLE APPROACH

This method aims to collect data and information on actual sales and / or current offers of similar properties within the surrounding market, and then make the necessary adjustments to these comparisons in terms of area, location, shape, quality, content and others. Below is a summary of the valuation process using the comparable method and the amendments made to the available comparisons

Characteristics of Samples			
Feature	Subject Property	Sample 1	Sample 2
Quoting	-----	Offering	Offering
District	Al Andalos	Al Andalos	Al Andalos
Sale Price	-----	SAR 32,000,000	SAR 60,000,000
Data Source	Title Deed	Market Survey	Market Survey
Area Size	4,319.75	2,800.00	3,806.00
SAR / Sqm	-----	SAR 11,429	SAR 15,765
Sides Open	3	1	3

Adjustment Analysis					
		SAMPLE 1		SAMPLE 2	
Area size	4,319.75	2,800.00	-10.00%	3,806.00	-5.00%
Location Desirability	Average	Average	0.00%	Average	0.00%
Accessibility	Excellent	Excellent	0.00%	Excellent	0.00%
Main Street Width (m)	40	40	0.00%	40	0.00%
Sides Open	3	1	5.00%	3	0.00%
Land Shape	Regular	Regular	0.00%	Regular	0.00%
Close to main street	Yes	Yes	0.00%	Yes	0.00%
Negotiable	-----	Yes	-10.00%	No	0.00%
Other Factor	-----	-----	0.00%	-----	0.00%
Total Adjustments Ratio		-15.00%		-5.00%	
Total Adjustment Amount		-SAR 1,714.3		-SAR 788.2	
Net After Adjustment		SAR 9,714.3		SAR 14,976.4	
SAR / Sqm		SAR 12,345			
Rounded Value		SAR 12,500			



SENSITIVITY ANALYSIS					
	-10%	-5%	0%	5%	10%
Land Area	4,320	4,320	4,320	4,320	4,320
SAR / Sqm	SAR 11,250.0	SAR 11,875.0	SAR 12,500.0	SAR 13,125.0	SAR 13,750.0
Property Value	SAR 48,597,188	SAR 51,297,031	SAR 53,996,875	SAR 56,696,719	SAR 59,396,563
PROPERTY VALUE					



Based on the market samples obtained with the assistance of some real estate experts in the region and the inspection made by our team, the average prices for similar properties falls in the range of 12,000 - 13,000 SAR / Sqm with an average of 12,500 SAR / Sqm. When comparing with the results of the analysis of comparisons, we found that the property value falls within the same range and is close to the market average values.

1.36 COST APPROACH (DRC)

As a first step, the cost of reconstructing the building (the cost of replacement) was estimated, based on the average construction costs of similar properties and at the same level of finishes, services, utilities, and others. The opinion of some engineering experts was used in this regards. The following table shows the expected replacement costs for such property.

	Min Cost (SAR / Sqm)	Max Cost (SAR / Sqm)	Average Cost
Skeleton - Concrete Cost	SAR 900	SAR 1,100	SAR 1,000
MEP	SAR 350	SAR 450	SAR 400
Finishing Materials	SAR 1,200	SAR 1,400	SAR 1,300
Site Improvements	SAR 80	SAR 120	SAR 100
Owner Profit	18%	22%	20%

In the following table, we will estimate the direct replacement cost of the property taking into consideration the main components of the building, such as the concrete structure, electromechanical work, finishes, site improvements, etc. Then we will estimate the value of the indirect costs as a percentage of the total direct costs to estimate the total construction costs of the project

LAND					
Land Area		SAR / Sqm		Total Value	
4,319.75		SAR 12,500		SAR 53,996,875	
Building					
	Unit	No of Floors		Total BUA	
Ground Floor	Sqm	----		2,468.00	
Upper Floors	Sqm	----		12,233.00	
Annex	Sqm	----		1,011.00	
Fences	Lm	----		69.00	
Total (SQM)	15,712.00				
Development Cost					
Hard Cost - Upper Floors					
	Area	SAR / Sqm	Total	Completion Rate	Total Cost
Skeleton & Block	15,712.00	SAR 1,000	SAR 15,712,000	100%	SAR 15,712,000
Electro Mechanic	15,712.00	SAR 400	SAR 6,284,800	100%	SAR 6,284,800
Finishing	15,712.00	SAR 1,300	SAR 20,425,600	100%	SAR 20,425,600
Fit outs & Appliances	15,712.00	SAR 0	SAR 0	100%	SAR 0
Furniture	15,712.00	SAR 0	SAR 0	100%	SAR 0
Site Improvement	4,319.75	SAR 100	SAR 431,975	100%	SAR 431,975
Total			SAR 42,854,375	100.00%	SAR 42,854,375



Overall Soft Cost		Total Hard Cost	Ratio	Soft Cost
Initial Project Pre Cost		SAR 42,854,375	0.10%	SAR 42,854
Design		SAR 42,854,375	0.50%	SAR 214,272
Eng Consultant		SAR 42,854,375	1.00%	SAR 428,544
Management		SAR 42,854,375	5.00%	SAR 2,142,719
Contingency		SAR 42,854,375	5.00%	SAR 2,142,719
Others		SAR 42,854,375	0.00%	SAR 0
TOTAL			11.60%	SAR 4,971,107.50
Total Hard Cost	SAR 42,854,375	BUA	15,712.00	
Total Soft Cost	SAR 4,971,107.50	SAR / Sqm	SAR 3,044	
Total Construction Cost	SAR 47,825,482.50	Overall Completion	100.0%	

After knowing the total construction costs at a rate of 3,044 SAR per square meter, we will estimate the economic life of the property according to the type of construction and its general condition, then apply the depreciation rates based on the actual age of the property. The developer's profitability will be added to the property's value after depreciation to reflect the estimated market value of the building

DEVELOPMENT VALUE			
Total Dev Cost	SAR 47,825,483	Net Dep Rate	20.00%
Economic Age	40	Dev Cost After Depreciation	SAR 38,260,386
Annual Dep Rate	2.50%	Total Completion Rate	100.00%
Actual Age	8	Developer Profit Rate	20.0%
Total Dep Rate	20.00%	Dev. Profit Amount	SAR 7,652,077
Add Appr Rate	0.00%	Development Value	SAR 45,912,463
Net Dep Rate	20.00%		

The total value of the building is 45,912,463 SAR, which will be added to the value of the land in order to get the full value of the property as follows:

Total Dev. Value	Land Value	Total Property Value	Rounded Value
SAR 45,912,463	SAR 53,996,875	SAR 99,909,338	SAR 99,900,000



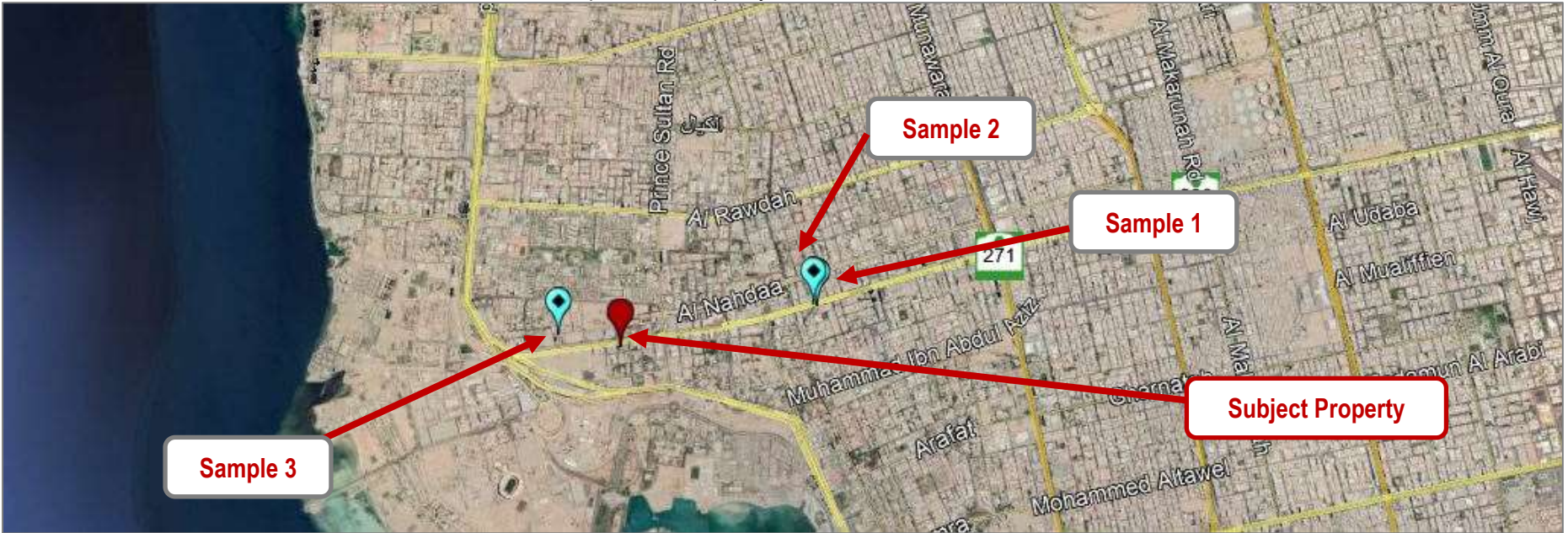
1.37 INCOME APPROACH- MARKET RATES

Market Rental Analysis

We were not able to find similar samples within the property’s area. Yet, we have executed some trade interviews with local real estate agents, in addition to the actual rental rates of the subject property, we have found that the rental rates fall between 2,000 to 3,000 SAR/ Sqm. We have also noted that some of the units are showrooms including internal mezzanine. Taking into consideration all the mentioned, we will base our valuation analysis on 2,550 SAR/ Sqm as a rental rate for showrooms. As for the offices rental rates, falls between:

Comparable No.	Office Units
	Rental Rate/ Unit
Comparable 1	800 SAR/ Sqm
Comparable 2	700 SAR/ Sqm
Comparable 3	650 SAR/ Sqm
Average	730 SAR/ Sqm

As for the offices, we will base our valuation on 850 SAR/ Sqm to better quality, services, etc.





Analysis of Operating and Maintenance Expenses

The operating expenses of similar properties reached between 10% to 15% of the total expected income for the property. These ratios depend on the condition and quality of the property and the type of services and public facilities available in the property itself. These ratios are divided into several main categories as follows:

Management expenses	3% to 5%
Operating and maintenance expenses	3% to 5%
General service bills expenses	1% to 2%
Other incidental expenses	1% to 2%

Property Operation and Maintenance Expenses

We will apply the rate of 11% as the OPEX which will be calculated from the total revenues of the property. This ratio is based on the condition and quality of the property and the type of services and public facilities available in the property itself.

Market Capitalization Rate Analysis

Based on recent transactions of real estate properties and funds, the average capitalization rate of acquiring such property falls in the range of 8.5% to 9.5%. This average is mainly driven by several factors such as the quality of the building, finishing materials, the general location, ease of access, actual age of the property, size of the project, and the extent of income stability in it. In addition to the above, the capitalization rates are also affected directly by the supply and demand rates for the same type of real estate

The Capitalization Rate Used for the Valuation

With regard to the capitalization rate used in the valuation, we will base our analysis on the average capitalization rates based on the market and then make some adjustments based on the property situation in terms of its characteristics, location and some other important elements.



Minimum capitalization rate	8.50%
Maximum capitalization rate	9.50%
Average	9.00%
The effect of the property specifications on the property	
Item	Status Influence Notes
Ease of access to the property	----- -0.25% several major methods
General condition of the property	----- 0.00% The actual age of the property is 7 years
The general location of the property	----- -0.25% The area is served excellently
Quality and finishes	----- 0.25% Average quality finishes
Project Management Team	----- 0.25% Average management and operational team level
Services and public facilities	----- 0.50% level and availability of services is average
Total	0.50%
<i>Note: When the effect is negative (-), this reduces the capitalization rate, which increases the value of the property. And when the effect is positive (+), this increases the capitalization rate, which reduces the value of the property</i>	
Total adjustments on capitalization rate	0.50%
Capitalization rate, according to market averages	9%
Estimated capitalization rate of the property valuation	9.50%

With regard to the capitalization rate used in the valuation, we will rely on the averages of the capitalization rate by market and then make some adjustments based on the real estate situation in terms of the following:

- Easy access to the property
- The general condition of the property
- The general location of the property
- Quality of finishes
- Quality and presence of management team
- Services and public utilities

The estimated capitalization rate for the property, which will be based on the valuation process, is 9.5%, which will be applied subsequently to the net operating income of the property.

Based on the above, the value of the property using the income capitalization method is as follows:

REVENUES						
Unit Type	Quantity	No of Units	SAR / Sqm	SAR / Unit	Total Revenues	
Show Rooms	2,169	0	SAR 2,550	SAR 10	SAR 5,530,950	
Offices	9,882	0	SAR 850	SAR 0	SAR 8,399,700	
Mezzanine	1,715	0	SAR 1,350	SAR 0	SAR 2,315,250	
Total Revenues					SAR 16,245,900	
EXPENSES						
Unit Type	Management	Utilities	Maintenance	Vacancy	Total Expenses	
Show Rooms	3.00%	3.00%	5.00%	5.00%	16.00%	
Offices	3.00%	3.00%	5.00%	5.00%	16.00%	
Mezzanine	0.00%	0.00%	0.00%	0.00%	0.00%	
NET OPERATING INCOME						
Unit Type	Total Revenues	Total Expenses	NOI			
Show Rooms	SAR 5,530,950	16.00%	SAR 4,645,998			
Offices	SAR 8,399,700	16.00%	SAR 7,055,748			
Mezzanine	SAR 2,315,250	0.00%	SAR 2,315,250			
Total			SAR 14,016,996			
Total Property Revenues			SAR 16,245,900			
Total Property Expenses			-SAR 2,228,904			
Net Operating Income			SAR 14,016,996.00			
Net Operating Income	Cap Rate	Property Value	Rounded Value			
SAR 14,016,996.00	9.50%	147,547,326.32 SAR	147,500,000.00 SAR			



1.38 INCOME APPROACH BASED ON THE LEASING CONTRACT

As per the site inspection done by our team, the subject property is semi occupied by several tenants. Yet, and as per the client, the client intends to acquire the subject property as an income generating property rented to the previous owner by triple net lease of SAR 16,000,000 annually which increases every 5 years with an insurance premium of 50,000 SAR.

REVENUES					
Unit Type	Quantity	No of Units	SAR / Sqm	SAR / Unit	Total Revenues
Commercial Building		The subject property is Fully leased to 1 tenant			SAR 16,000,000
	0	0	SAR 0	SAR 0	SAR 0
	0	0	SAR 0	SAR 0	SAR 0
Total Revenues					SAR 16,000,000
EXPENSES					
Unit Type	Management	Utilities	Maintenance	Others	Total Expenses
Commercial Building	0.00%	0.00%	0.00%	SAR 50,000	SAR 50,000
	0.00%	0.00%	0.00%	0.00%	0.00%
	0.00%	0.00%	0.00%	0.00%	0.00%
NET OPERATING INCOME					
Unit Type	Total Revenues	Total Expenses	NOI		
Commercial Building	SAR 16,000,000	SAR 50,000	SAR 15,950,000		
	SAR 0	0.00%	SAR 0		
	SAR 0	0.00%	SAR 0		
Total					SAR 15,950,000
Total Property Revenues					SAR 16,000,000
Total Property Expenses					-SAR 50,000
Net Operating Income					SAR 15,950,000.00
Net Operating Income	Cap Rate	Property Value	Rounded Value		
SAR 15,950,000.00	9.50%	167,894,736.84 SAR	167,890,000.00 SAR		

1.39 SUBJECT PROPERTY VALUE IN DIFFERENT APPROACHES

Methodology	Subject of Valuation	Value in Numbers	Value in Letters
Income- Market	Property	SAR 147,500,000	One Hundred Seventy Million and Two Hundred Thousand Saudi Riyals
Income- Contract	Property	SAR 167,890,000	One Hundred Sixty-Seven Million and Eight Hundred Ninety Thousand Saudi Riyals
DRC Approach	Land + Building	SAR 99,900,000	Ninety-Nine Million and Nine Hundred Thousand Saudi Riyals



1.40 VALUATION NOTES

As the purpose of valuation is for REIT, and as the REIT fund (acquire income generating properties), we believe that most appropriate approach to do the valuation for such properties should be based on income methodology.

1.41 SUBJECT PROPERTY VALUE

We are of an opinion that the total market value of the subject property taking into consideration the purpose of valuation by using the Income Approach based on the leasing contract is:

Property Value: 167,890,000 SAR
One Hundred Sixty-Seven Million and Eight Hundred Ninety Thousand Saudi Riyals

1.42 REPORT USE

This valuation is for the sole use of the named Client. This report is confidential to the Client, and that of their advisors, and we accept no responsibility whatsoever to any third party. No responsibility is accepted to any third party who may use or rely upon the whole or any part of the contents of this report. It should be noted that any subsequent amendments or changes in any form thereto will only be notified to the Client to whom it is authorized.

1.43 DISCLAIMER

In undertaking and executing this assignment, extreme care and precaution has been exercised. This report is based on the information supplied by the bank and or the owner/s of the property. The values may differ or vary periodically due to various unforeseen factors beyond our control such as supply and demand, inflation, local policies and tariffs, poor maintenance, variation in costs of various inputs, etc. It is beyond the scope of our services to ensure the consistency in values due to changing scenarios.

1.44 CONCLUSION

We trust that this report and valuation fulfills the requirement of your instruction. The contents, formats, methodology and criteria outlined in this report are pending copyright. This report is compiled based on the information received to the best of our belief, knowledge and understanding. The information revealed in this report is strictly confidential and issued for the consideration of the client. The valuer's approval is required in writing to reproduce this report either electronically or otherwise and for further onward distribution, hence no part of this report may be copied without prior consent. We trust that this report and valuation fulfills the requirement of your instruction. The contents, formats, methodology and criteria outlined in this report are pending copyright.



Essam Hussaini
Site Inspection Check

A handwritten signature in blue ink, appearing to be 'Essam Hussaini'.

Member of (Taqeem)
License No. 1210000474



GENERAL NOTES





1.45 CONSULTANT STATUS

We confirm that the consultant / valuator has no physical contact or affiliation with the original subject matter of valuation or with the client and can provide objective, unbiased valuation. We confirm that the valuator is competent to carry out the valuation task and has sufficient skills and market knowledge concerned to conduct the valuation.

1.46 DISCLOSING CONFLICT OF INTEREST

We affirm that we are completely independent of the customer and the subject of the valuation, and nothing contained in this agreement must be interpreted as constituting any relationship with the customer except for the normal official relationship of work, or that it aims to establish any business relationship whatsoever between the customer and Whitecubes employees. We also confirm that we do not have any conflicts of interest with the customer's property. We would like to draw your attention to the following:

The subject property was previously valued by White Cubes
White Cubes was previously involved in selling activities related to the property
White Cubes was previously involved in advisory services related to the property

No	If Yes		Remarks
	Client	Date	
✓	Al Khabeer Capital	Sep 2020	_____
✓	_____	_____	_____
✓	_____	_____	_____

1.47 CONFIDENTIALITY

This document and / or any other documents received from the client are confidential between White Cubes Est. and the client. Except as may be required by any court or authority, the subject service shall not disclose or use or cause to be disclosed or used, at any time during the Term.

Any of the Client's secrets and/or confidential information, any other non-public information relating to the client business, financial or other affairs acquired by the subject service during the process remain confidential.



1.48 ENVIRONMENTAL MATTERS

We are not aware of the content of any environmental audit or other environmental investigation or soil survey which may have been carried out on the property and which may draw attention to any contamination or the possibility of any such contamination.

In undertaking our work, we have been instructed to assume that no contaminative or potentially contaminative use has ever been carried out on the property.

We have not carried out any investigation into past or present uses, either of the properties or of any neighboring land, to establish whether there is any contamination or potential for contamination to the subject properties from the use or site and have therefore assumed that none exists.

However, should it be established subsequently that contamination exists at the properties or on any neighboring land, or that the premises has been or is being put to any contaminative use, this might reduce the value now reported.

DOCUMENTS COPIES



Construction Permit

الجمهورية العربية السورية
 وزارة العدل
 [٢٧٧]
 كتابة العدل الأولى بحدة

بسم الله الرحمن الرحيم

١٧٠٩٩١٠٩١٩٠٨
 الرقم ١٧٠٩٩١٠٩١٩٠٨
 التاريخ ١٧٠٩٩١٠٩١٩٠٨

صك رهن وتملك عقار

الحمد لله وحده وصلاة والسلام على من لا نبي بعده
 فإن قطعة الأرض رقم ٦ من المخطط رقم ٨٦٠ / س.أ.ت الواقع في حي الاندلس بمدينة حدة
 وحدها وطولها كالتالي
 شمالاً: شارع الأمير محمد بن عبد العزيز عرض ٨٠ م.
 بطول (١٧) سبعة و أربعون متر يبدأ من الشرق للغرب ثم
 شطره جنوب غرب ٨٦,٦٤ م.
 جنوباً: شارع عرض ٨٥ م.
 شرقاً: قطعة رقم ١
 غرباً: شارع عرض ٥ م.
 ومساحتها (٤,٢١٩,٧٥) أربعة آلاف وثلاثمائة وتسعة عشر متر مربعاً وخمسة وسبعون سنتيمتر مربعاً فقط
 المأخوذة (١) شركة أول النفا العقارية بموجب سجل تجاري رقم ١٠٨٩٣٨٠٩ وتنتهي في ١٩ / ١٠ / ١٤٤٤ هـ بأصل الصادر من
 هذه الإدارة برقم ٦٢٠١١٤٠٩٢١٥ في ١٥ / ٦ / ١٤٤١ هـ قد تم رهنها وما أقدم لو سيقام عليها من بناء لصالح شركة (أ) وهي
 المسرفية للاستثمار بموجب سجل تجاري رقم ١٠١١١١٠٠٩١ في ٢٥ / ١٠ / ١٣٩٩ هـ ضماناً لوفاءها بأبلغ ٣٨٨٥٨٨١,١٩ ثمانية
 و ثلاثون مليوناً ومائة وأحد و ثمانون ألفاً و ثمانمائة و ثمانية عشر ريالاً وتسعة عشر هللة على أن يتم مبداء الضمانية على
 اقتباس شكل ٦ أشهر من تاريخ صرف التمويل بقيمة كل قسط ٩٠٠٠٠٠ سبعة مليون و عشرة آلاف تدفع في نهاية السنة اعتباراً من
 تاريخ ٢١ / ١٢ / ١٩٩٩ في حالة عدم السداد فالطرفون يبيع المعلن بالقيمة التي تنتهي عندها الرضايات واستقفاً ما لا يذم الفرض من مبلغ
 وما يقرب من ربع قيمة عادله بعد اكتمال مايقدم شرعاً وعليه جرى التصديق تعريفاً في ١٢ / ٨ / ١٤٤٠ هـ ووصلني الله على نبيينا محمد
 وآله وصحبه وسلّم

الختم الرسمي

وزارة العدل
 كتابة العدل الأولى بحدة
 كاتب العدل

صك العدل
 أحمد بن غفر الله بن عطية الزهراني

هذا الصك قد أعدته بموافقة - وتوقيع - أو تأييد - وصيغة سنة وادي في يوم الثلاثاء ١٢٠٩٩١٠٩١٩٠٨
 في حدة
 صك رقم ١٧٠٩٩١٠٩١٩٠٨

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