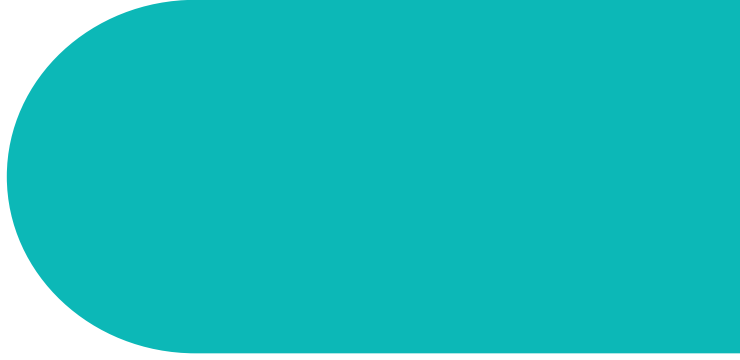
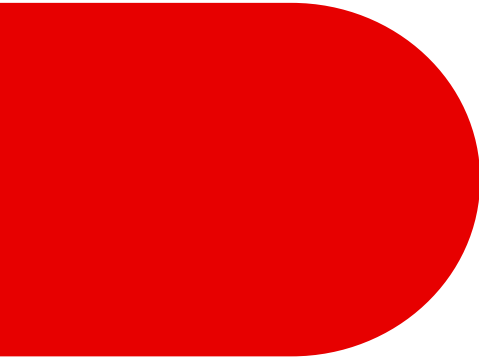




BODYSMART FINANCE LIMITED
12% SENIOR BOND DUE 2025 (US\$)



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BODY
SMART

ISSUER

BodySmart Finance Limited

PROGRAMME

US\$100m MTN Programme

BOND

BodySmart Finance Limited 12% 2025

SERIES NUMBER

2020-B1

COUPON

12% per annum, paid semi-annually for a 5-year term

BORROWER

BodySmart Investment Group LLC

STATUS

Senior Debt under English Law and UAE Law

SERIES ISSUE SIZE

Up to US\$15m

ISIN

GB00BMQ56V55

SEDOL

BMQ56V5

ISSUE DATE

3 June 2020

SPECIFIED DENOMINATIONS

US\$125,000

CALCULATION AMOUNT

US\$1,000

LISTING

Frankfurt (Open Market)

OPOL

XFRA

CLEARING / SETTLEMENT

CREST, Euroclear, Clearstream

ISSUER LEGAL COUNSEL

DWF Law LLP

TRUSTEE

Woodside Corporate Services (Tricor Global)

REGISTRAR

Avenir Registrar Limited

THE BOND

The BodySmart Finance Limited 12% 2025 Bond offers investors a fixed return over a 5-year term. Funds from the Bond will be used to strategically build BodySmart Investment Group's portfolio by acquiring, establishing and then managing the following type of entities:

- Cosmetic surgeries
- Polyclinic practices
- Health club practices
- Wellness, beauty and spa companies
- Medical equipment distribution companies

ACQUISITION LED STRATEGY

BodySmart Investment Group's diversified trading activities are focused on the highly profitable aesthetic and wellness industry – a sector on the rise in the GCC and wider MENA region.

There is an opportunity now to consolidate elements of the growing cosmetic and wellbeing market. The capital from the Bond will be concentrated on acquiring and investing in businesses with strong past earnings that complement BodySmart's service range and geographical strategy. The recent health and economic conditions offer a unique occasion to derive high value from low priced assets in the market place.

BodySmart holds a strong position in the market and is concentrating on the Bond's primary aim of seizing acquisition opportunities that present themselves. BodySmart has already identified a series of targets – whether for their whole business, team or brand – to add to its already extensive portfolio.

In addition, they expect the job market to be flooded with talent and wishes to play a key role in retaining those jobs in the region and sector. Unlike smaller and less-prepared aesthetic and wellness businesses in the market, BodySmart will have the funding to be a major growth proposition.

SECURITY

The Bond Programme has security via a share pledge, granted by all the holders of the issued share capital; and a bank account pledge, securing all the bank accounts of BodySmart's portfolio of businesses.

The Issuer security is governed by and enforceable under English Law and are pledged to the trustee under a secure trust structure governed by UAE Law.

KEY FEATURES



High Yield



Fixed Return



Acquisition Led



Diversified Security

US\$

Denomination

THE BODYSMART CONCEPT

BodySmart already owns a successful portfolio of cosmetic clinics and wellbeing studios – so is uniquely placed to provide progressive treatments and procedures that support people's desire to look and feel their best.

Their escalator concept is flexible and enables BodySmart to transition clients across their service offering. BodySmart's team of nurses, coaches, and aesthetic practitioners along with their experienced doctors and surgeons, advise, support and treat patients and clients to achieve their aims – at whatever stage of the aesthetics journey they may be.

A typical client initially undertakes body and face toning/sculpting options – available at BodySmart's health and slimming studios. The HYPOXI® vacuum and compression technology, is their most popular weight loss service, and targets stubborn fat and cellulite. With many clients also opting for LPG® electro mechanical body and face massages, which smooths wrinkles and fine lines and rejuvenates and tightens skin across the body.

Clients frequently migrate to other services and treatments including laser hair removal, microdermabrasion or chemical peels; or Botox and fillers; all the way through to full cosmetic and reconstructive surgery such as liposuction, abdominoplasty, breast augmentation and various types of lifts.



BODYSMART'S MARKET

BodySmart is well positioned to benefit from the following growth trends in the market:

- WELLNESS TOURISM – The UAE is the largest wellness tourism destination in MENA and wellness tourism revenues will reach US\$18.7bn by 2022¹
- SURGICAL – Global surgical cosmetic procedures increased by 15% between 2014 and 2018² with the trend predicted to continue
- NON-SURGICAL – Botox and dermal fillers are up globally by 21% and 28% respectively since 2014². BodySmart also have high demand for laser hair removal and microdermabrasion from their local clients
- WEIGHT-LOSS AND BODY TONING – The GCC weight loss market is expected to grow to US\$5bn by 2024 (a growth rate of over 9%)³

1. Global Wellness Institute
2. The 2018 International Society of Aesthetic Plastic Surgery annual report
3. IMARC Group



LEGAL DISCLAIMER

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