



General Assembly meeting
Zahrat Al Waha for Trading
Saudi Public Joint Stock Company

Item No. 1

**To the Shareholders
Zahrat Al Waha For Trading Company
(Joint Stock Company)**

Limited assurance report on the disclosure of interest in business and contracts in accordance with the requirements of article (71) of the Companies Law in the Kingdom of Saudi Arabia

Scope

We have been engaged by the management of Zahrat Al Waha For Trading Company (the "Company") to prepare a report on the declaration submitted by the Chairman of the Board, as prepared by the management in accordance with the requirements of Article (71) of the Saudi Companies Law issued by the Ministry of Commerce in the Kingdom of Saudi Arabia.

The notification includes transactions executed by the Company during the year ended December 31, 2024, in which any member of the Company's Board of Directors had a personal interest, whether directly or indirectly, as detailed below (the "Subject Matter") and as stated in the attached notification statement related to this subject, as shown in (Appendix) (1), in the form of a limited assurance report

Subject matter

The "Subject Matter" of this limited assurance engagement relates to the notification submitted by the Chairman of the Board, attached as (Appendix) (1) (the "Notification"), which was prepared by the management in accordance with the requirements of Article (71) of the Saudi Companies Law issued by the Ministry of Commerce, and presented by the Chairman of the Board of Zahrat Al Waha For Trading Company (the "Company").

The Notification comprises transactions executed by the Company during the year ended December 31, 2024, in which any member of the Company's Board of Directors had a personal interest, whether directly or indirectly.

Applicable Criteria

In preparing the ("Subject Matter"), the Company applied the following criteria ("Applicable criteria"). These criteria have been specifically designed to comply with the relevant requirements of the Companies Law. Therefore, the information related to the subject may not be suitable for any other purpose.

1. Requirements of Article (71) of the Companies Law issued by the Ministry of Commerce ("the Ministry").
2. The notification submitted by the Chairman of the Board of Directors to the General Assembly of Shareholders.
3. Minutes of Board of Directors' meetings that include disclosures by certain members of the Board regarding transactions and contracts in which they have a direct or indirect personal interest.
4. The Company's accounting records for the year ended December 31, 2024.

Limited Assurance Report on Disclosure of Interest in Business and Contracts in Accordance with Article (71) of the Companies Law in the Kingdom of Saudi Arabia (continued)**Responsibilities of Zahrat Al Waha For Trading Company**

The Company's management is responsible for the preparation and presentation of the notification form ("Subject Matter") free from material misstatements, whether due to fraud or error, while maintaining the supporting documents, records, and accounting books related to these transactions and in accordance with the applicable criteria and the information contained therein.

These responsibilities include the design, implementation, and maintenance of an appropriate internal control system for the preparation and presentation of the subject matter, ensuring the information is free from material misstatements, whether arising from fraud or error. The responsibilities also include selecting the applicable criteria, ensuring the Company's compliance with the Saudi Companies Law issued by the Ministry of Commerce on 1 Dhu al-Hijjah 1443H (corresponding to June 30, 2022); designing, implementing, and operating effective controls to achieve the stated control objectives; selecting and applying policies; using reasonable judgments and estimates under the circumstances; and maintaining adequate records related to the subject matter information.

Additionally, the Company's management is responsible for preventing and detecting fraud, identifying and ensuring the Company's compliance with laws and regulations applicable to its activities. Management is also responsible for ensuring that staff involved in preparing the subject matter information are appropriately trained, that systems are properly updated, and that any reporting changes cover all significant business units.

Our responsibility

Our responsibility is limited to performing a limited assurance and expressing a conclusion on the notification based on the limited assurance procedures we have performed, and to state whether anything has come to our attention that causes us to believe that the notification attached to this report has not been prepared and presented in accordance with the applicable criteria.

We conducted our engagement in accordance with International Standard on Assurance Engagements (ISAE) 3000, "Assurance Engagement Other than Audits or Reviews of Historical Financial Information," adopted in the Kingdom of Saudi Arabia, and in accordance with the terms and conditions of this engagement as agreed upon with the Company on June 9, 2024. This standard requires us to plan and perform our engagement to express a conclusion on whether the disclosure of direct or indirect personal interests of the Company's Board of Directors requires any material modification, to the best of our knowledge, for the subject matter to be in accordance with the applicable criteria, and to issue a limited assurance report. The nature, timing, and extent of the procedures selected depend on our judgment, including the assessment of the risks of material misstatement, whether due to fraud or error.

Independence and Quality Control

We have complied with our independence requirements and confirm that we have fulfilled the requirements of the Code of Professional Conduct and Ethics (including the international independence standards) as adopted in the Kingdom of Saudi Arabia. We also possess the competence and experience necessary to carry out this assurance engagement.

The firm applies International Standard on Quality Control (ISQM) 1, as endorsed in the Kingdom of Saudi Arabia, and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Limited Assurance Report on Disclosure of Interest in Business and Contracts in Accordance with Article (71) of the Companies Law in the Kingdom of Saudi Arabia (continued)

Summary of the procedures performed

We have planned and performed the following procedures to obtain limited assurance over the Company's compliance with the requirements of Article 71 of the Regulations for Companies in the preparation of the Declaration:

- Discussed with management regarding the mechanism, implementation, and approval of transactions and contracts entered into with the company by any member of the Board of Directors.
- Obtained the notification submitted by the Board members, which includes transactions and/or contracts executed in which the company's Board members have a direct or indirect interest during the year ended December 31, 2024.
- Reviewed the minutes of the Board of Directors' meetings indicating that a Board member has informed the Board of an actual or potential conflict of interest, whether directly or indirectly, in relation to the relevant transactions and/or contracts.
- Obtained confirmation that the relevant Board members who informed the Board of an actual or potential conflict of interest, whether directly or indirectly, did not vote on the resolution recommending the execution of the related transactions and/or contracts.
- Obtained the necessary approvals, along with supporting documentation, related to the transactions and/or contracts mentioned in the Chairman's notification, on a sample basis.
- Compared the information and data of the transactions and contracts listed in the prepared notification attached as (Appendix 1) with the transaction amounts disclosed in Note (27) of the Company's audited financial statements for the year ended December 31, 2024.

Inherent limitations

The procedures applied to the subject matter of the engagement differ in nature, timing, and are less in extent than those applied in a reasonable assurance engagement. As a result, the level of assurance obtained in a limited assurance engagement is significantly lower than that which would have been obtained had we performed a reasonable assurance engagement. Our procedures were designed to obtain limited assurance as a basis for expressing our conclusion; accordingly, we did not gather all the evidence that would have been required to obtain reasonable assurance.

Although we considered the effectiveness of the internal control systems implemented by management in determining the nature and extent of our procedures, our engagement was not designed to provide assurance on the effectiveness of internal controls. Our procedures did not include testing of control systems or performing procedures relating to verification or recalculation of data within information technology systems

Limited Assurance Report on Disclosure of Interest in Business and Contracts in Accordance with Article (71) of the Companies Law in the Kingdom of Saudi Arabia (continued)**Inherent limitations (continued)**

Our procedures to obtain an understanding of the systems and controls related to the preparation of the notification in accordance with the requirements of Article (71) of the Companies Law are subject to inherent limitations. Therefore, errors or non-compliance may occur and not be detected. Furthermore, these procedures should not be relied upon as evidence of the effectiveness of systems and controls against potentially fraudulent activities or collusion that may exist.

This conclusion relates solely to the notification for the year ended December 31, 2024, and should not be interpreted as providing assurance for any future dates or periods, as changes in systems or controls may occur that could affect the validity of our conclusion

Limited assurance conclusion

Based on the limited assurance procedures we have performed and the evidence obtained , nothing has come to our attention that causes us to believe that Zahrah Al Waha Trading Company (the "Company") has not complied, in all material respects, with the applicable requirements of Article No. (71) of the Regulations for Companies Law in the Kingdom of Saudi Arabia in relation to the preparation of the notification of related to the information and data relevant to the transactions and contracts included in the notification prepared and attached in (Appendix 1) for the year ended 31 December 2024.

Restriction of the use of Our Report

This report has been prepared at the request of the Company's management solely to assist the Company in fulfilling its reporting obligations to the General Assembly of Shareholders in accordance with Article (71) of the Companies Law. This report may not be used for any other purpose or distributed to any parties other than the Ministry of Commerce, the Capital Market Authority, and the Company's shareholders, nor may it be quoted or referred to without our prior consent.

Other Matters

- We have no responsibility to update this report for events or circumstances occurring after the date of this report.
- The attached form has been stamped with the auditor's seal for identification purposes only.

RSM Allied Accountants Professional Services



Mohammed Bin Farhan Bin Nader

License No. 435

Khobar, Saudi Arabia

Ramadan 6, 1446 (corresponding to March 6, 2025)



Gentlemen Shareholders of Zahrat Al Waha Trading Company

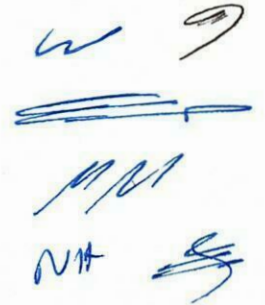
Greetings

Subject: Notifying the Board of Directors of Zahrat Al Waha Trading Company regarding transactions with related parties for the year ending on 31 December 2024

Regarding the requirements of Article No. 71 of the Companies Law and the Financial Market Law to disclose commercial transactions and contracts related to "Zahrat Al Waha Trading Company" in which a member of the Board of Directors has direct or indirect benefits, which stipulates that a member of the Board of Directors must immediately upon learning of any benefits he has Whether directly or indirectly in business and contracts for the company's account, the Board of Directors must be notified of this, and this shall be recorded in the minutes of the Board of Directors meeting when it meets. This member may not participate in voting on the decision issued in this regard by the Board of Directors and the General Assembly, and the Board of Directors shall be notified. When the General Assembly is held, it deals with business and contracts in which a member of the Board of Directors has direct or indirect benefits. The notification to the Board of Directors is accompanied by a special report from the company's auditor prepared by the auditing standards approved in the Kingdom of Saudi Arabia and based on the policy of dealings with related parties of the "Company." Zahrat Al Waha Trading.

We would like to inform you that "Zahrat Al Waha Trading Company" has carried out several transactions with related parties in which the Chairman of the Board of Directors has direct or indirect benefits, and "Zahrat Al Waha Trading Company" is seeking to obtain a license from the shareholders of "Zahrat Al Waha Trading Company".

The following is a statement of transactions with related parties for the year ending on 31 December 2024 in which the Chairman of the Board of Directors had direct or indirect benefits. During the year ending 31 December 2024, the company carried out transactions with related parties, and these transactions were carried out at the regular price and without discrimination or conditions. preferential, and the following is a statement of these transactions:





- All transactions are in Saudi Riyals
- The report of the external auditor is attached