



شركة زهرة الواحة للتجارة
Zahrat Al Waha for Trading Company



General Assembly Meeting

شركة زهرة الواحة للتجارة
Zahrat Al Waha for Trading Company



Item No 5





شركة زهرة الواحة للتجارة
Zahrah Al-Waha for Trading Company
الرقم الضريبي ٣١٠٢٥٦٤٥٥٠٠٠٣

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 2025

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 2025 in which the Chairman of the Board of Directors had direct or indirect benefits. During the year ending 31 December 2025, 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:



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Kingdom of Saudi Arabia
Commercial Registration No 1010425494

Headquarters in Riyadh

شركة كي بي إم جي للاستشارات المهنية مساهمة مهنية

واجهة روشن، طريق المطار
صندوق بريد ٩٢٨٧٦
الرياض ١١٦٦٣
المملكة العربية السعودية
سجل تجاري رقم ١٠١٠٤٢٥٤٩٤

المركز الرئيسي في الرياض

Independent Limited Assurance Report to the shareholders of Zahrat Al Waha Trading Company on the chairman of the Board of Directors' Declaration on the Requirements of Article 71

To the Shareholders of Zahrat Al Waha Company (A Saudi Joint Stock Company)

We were engaged by the management of Zahrat Al Waha Trading Company (the "Company") to report on the Chairman of the Board of Directors' declaration prepared by the Management in accordance with the requirements of Article (71) of the Saudi Companies Law. This declaration comprises the transactions carried out by the Company during the year ended 31 December 2025, in which a member of the Company's Board of Directors of the Company, had a direct or indirect personal interest, as detailed below (the "Subject Matter"), and the accompanying management's statement thereon as set out in Appendix 1, in the form of an independent limited assurance conclusion that, based on the work we performed and the evidence we obtained, nothing has come to our attention that causes us to believe that the Subject Matter has not been properly prepared, in all material respects, in accordance with the applicable criteria set out below (the "Applicable Criteria").

Subject Matter

The Subject Matter of our limited assurance engagement relates to the Chairman of the Board of Directors' declaration enclosed in Appendix 1 (the "Declaration"), prepared by the Management in accordance with the requirements of Article 71 of the Saudi Companies Law and presented by the Board of Directors of **Zahrat Al Waha Company**. The declaration comprises the transactions carried out by the Company during the year ended 31 December 2025 in which a member of the Company's Board of Directors had a direct or indirect personal interest.

Applicable Criteria

We have used the following as the Applicable Criteria:

1. Article 71 of the Saudi Companies Law issued by the Ministry of Commerce ("MOC").

Zahrat Al Waha Company's Responsibility

The management of the Company is responsible for preparing the Subject Matter information that is free from material misstatement in accordance with the Applicable Criteria and for the information contained therein. The management the Company is also responsible for preparing the Subject Matter information (i.e. Appendix 1).

This responsibility includes: designing, implementing, and maintaining internal control relevant to the preparation and presentation of the Subject Matter that information is free from material misstatement, whether due to fraud or error. It also includes selecting the Applicable Criteria and ensuring that the Company complies with the Companies Law; designing, implementing, and effectively operating controls to achieve the stated control objectives; selecting and applying policies; making judgments and estimates that are reasonable in the circumstances; and maintaining adequate records in relation to the Subject Matter information.



Independent Limited Assurance Report to the shareholders of Zahrat Al Waha Company on the chairman of the Board of Directors' Declaration on the Requirements of Article 71 (Continued)

To the Shareholders of Zahrat Al Waha Company (A Saudi Joint Stock Company)

Zahrat Al Waha Company's Responsibility (continued)

The management of the Company is also responsible for preventing and detecting fraud and for identifying and ensuring that the Company complies with laws and regulations applicable to its activities. The management of the Company is responsible for ensuring that staff involved with the preparation of the Subject Matter information are properly trained, systems are properly updated and that any changes in reporting encompass all significant business units.

Our Responsibility

Our responsibility is to examine the Subject Matter information prepared by the Company and to report thereon in the form of an independent limited assurance conclusion based on the evidence obtained. We conducted our engagement in accordance with the International Standard on Assurance Engagements (ISAE) 3000, "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" endorsed in the Kingdom of Saudi Arabia and the terms and conditions for this engagement as agreed with the Company's management. That standard requires that we plan and perform our procedures to obtain a meaningful level of assurance about whether the Subject Matter information is properly prepared, in all material respects, as the basis for our limited assurance conclusion.

The firm applies the International Standard on Quality Management (1) which requires the firm to design, implement, and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards, and applicable legal and regulatory requirements.

We have complied with the independence and other ethical requirements of the International Code of Ethics for Professional Accountants (including International Independence Standards) that is endorsed in the Kingdom of Saudi Arabia, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior.

The procedures selected depend on our understanding of the Subject Matter and other engagement circumstances, and our consideration of areas where material misstatements are likely to arise.

In obtaining an understanding of the Subject Matter and other engagement circumstances, we have considered the process used to prepare the Subject Matter information in order to design assurance procedures that are appropriate in the circumstances, but not for the purposes of expressing a conclusion as to the effectiveness of the Company's process or internal control over the preparation and presentation of the Subject Matter information.

Our engagement also included: assessing the appropriateness of the Subject Matter, the suitability of the criteria used by the Company in preparing the Subject Matter information in the circumstances of the engagement, evaluating the appropriateness of the procedures used in the preparation of the Subject Matter information and the reasonableness of estimates made by the Company.

The procedures performed in a limited assurance engagement vary in nature and timing from and are less in extent than for, a reasonable assurance engagement. Consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed. We did not perform procedures to identify additional procedures that would have been performed if this were a reasonable assurance engagement.

As part of this engagement, we have not performed any procedures by way of audit, review, or verification of the Subject Matter information nor of the underlying records or other sources from which the Subject Matter information was extracted.



Independent Limited Assurance Report to the shareholders of Zahrat Al Waha Company on the chairman of the Board of Directors' Declaration on the Requirements of Article 71 (Continued)

To the Shareholders of Zahrat Al Waha Company (a Saudi Joint Stock Company)

Procedures Performed

Our procedures performed are as follows:

- Obtained the declaration submitted by the Chairman of the Board of Directors, which includes all transactions and contracts executed in which a member of the Board of Directors had a direct or indirect personal interest during the year ended 31 December 2025.;
- Reviewed the minutes of the Board of Directors' meetings indicating that the member of the Board of Directors did not vote on the resolution related to recommending the approval of the related transactions and contracts;
- Obtained a sample of the supporting documents related to the transactions mentioned in Board of Directors' Meeting Minutes No. (1) for the year 2026;
- Agreed the declaration submitted by the Chairman of the Board of Directors with Board of Directors' Meeting Minutes No. (1) for the year 2026, with the transactions disclosed in Note No. (26) to the Company's audited financial statements for the year ended 31 December 2025.

Conclusion

Our conclusion has been formed on the basis of, and is subject to, the matters outlined in this report.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our conclusion.

Based on the procedures performed and evidence obtained, nothing has come to our attention that causes us to believe that the Subject Matter information is not prepared, in all material respects, in accordance with the applicable criteria.

Restriction of Use of Our Report

Our report should not be regarded as suitable to be used or relied on by any party wishing to acquire rights against us other than the Company and MOC for any purpose or in any context. Any party other than the Company and MOC who obtains access to our report or a copy thereof and chooses to rely on our report (or any part thereof) will do so at its own risk. To the fullest extent permitted by law, we accept or assume no responsibility and deny any liability to any party other than the Company and MOC for our work, for this independent limited assurance report, or for the conclusions we have reached.

Our report is released to the Company and MOC on the basis that it shall not be copied, referred to, or disclosed, in whole (save for the Company's own internal purposes) or in part, without our prior written consent.

KPMG Professional Services Company

Dr. Abdullah Hamad Al Fozan
License No: 348

Al Riyadh, 26 Ramadan 1447
Corresponding to: 15 March 2026

