

LIMITED ASSURANCE REPORT TO THE SHAREHOLDERS OF MOBILE TELECOMMUNICATIONS COMPANY SAUDI ARABIA (A SAUDI JOINT STOCK COMPANY)

Scope

We have been engaged by Mobile Telecommunications Company Saudi Arabia (the "Company") to perform a 'limited assurance engagement,' as defined by International Standards on Assurance Engagements endorsed in the Kingdom of Saudi Arabia, here after referred to as the engagement, to report on the Company's compliance with the requirements of Article (71) of the Companies' Law (the "Subject Matter") contained in the Company's attached notification (Appendix A) which is presented by the Company's Board of Directors to the Ordinary General Assembly on the transactions and contracts in which some members of the Company's Board of Directors have a direct or indirect personal interest in them dated 23 May 2024.

Criteria Applied by the Company

In preparing the Subject Matter the Company applied the below criteria (the "Criteria"). Such Criteria were specifically designed for the notification presented by the Company's Board of Directors to the Ordinary General Assembly (Appendix A). As a result, the subject matter information may not be suitable for another purpose.

- Article (71) of the Companies' Law issued by the Ministry of Commerce ("MC") (1443H -2022G).
- Notification presented by the Company's Board of Directors to the Ordinary General Assembly (Appendix A) dated 23 May 2024.
- Declarations submitted by some of the Company's Board of Directors' members regarding the transactions and contracts in which some members of the Company's Board of Directors have a direct or indirect personal interest in them.
- Meeting minutes of the Board of Directors meeting which include disclosures by some of the Company's Board of Directors' members regarding transactions and contracts in which some members of the Company's Board of Directors have a direct or indirect personal interest in them.

Company's Responsibilities

The Company's management is responsible for selecting the Criteria, and for presenting the Subject Matter in accordance with that Criteria, in all material respects. This responsibility includes establishing and maintaining internal controls, maintaining adequate records and making estimates that are relevant to the preparation of the Subject Matter, such that it is free from material misstatement, whether due to fraud or error.

Our Responsibilities

Our responsibility is to express a conclusion on the presentation of the Subject Matter based on the evidence we have obtained.



LIMITED ASSURANCE REPORT TO THE SHAREHOLDERS OF MOBILE TELECOMMUNICATIONS COMPANY SAUDI ARABIA (A SAUDI JOINT STOCK COMPANY) (continued)

Our Responsibilities (continued)

We conducted our engagement in accordance with the *International Standard for Assurance Engagements Other Than Audits or Reviews of Historical Financial Information* ('ISAE 3000') that is endorsed in the Kingdom of Saudi Arabia, and the terms of reference for this engagement as agreed with the Company on 15 May 2024. Those standards require that we plan and perform our engagement to express a conclusion on whether we are aware of any material modifications that need to be made to the Subject Matter in order for it to be in accordance with the Criteria, and to issue a report. The nature, timing, and extent of the procedures selected depend on our judgment, including an assessment of the risk of material misstatement, whether due to fraud or error.

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

Our Independence and Quality Management

We have maintained our independence and confirm that we have met the requirements of the International Code of Ethics for Professional Accountants (including International Independence Standards) that is endorsed in the Kingdom of Saudi Arabia, and have the required competencies and experience to conduct this assurance engagement.

Our firm also applies International Standard on Quality Management 1, *Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements*, and accordingly maintains a comprehensive system of quality management including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Description of Procedures Performed

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. Our procedures were designed to obtain a limited level of assurance on which to base our conclusion and do not provide all the evidence that would be required to provide a reasonable level of assurance.

Although we considered the effectiveness of management's internal controls when determining the nature and extent of our procedures, our assurance engagement was not designed to provide assurance on internal controls. Our procedures did not include testing controls or performing procedures relating to checking aggregation or calculation of data within IT systems.

A limited assurance engagement consists of making enquiries, primarily of persons responsible for preparing the Subject matter and related information and applying analytical and other appropriate procedures.

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MOBILE TELECOMMUNICATIONS COMPANY SAUDI ARABIA
(A SAUDI JOINT STOCK COMPANY) (continued)**

Description of Procedures Performed (continued)

Our procedures included:

- Obtained the notification presented by the Company's Board of Directors to the Ordinary General Assembly (Appendix A) regarding the transactions and contracts entered between some of the Board of Directors' members directly or indirectly with the Company dated 23 May 2024.
- Obtained the declarations from some of the Company's Board of Directors' members for the transactions and contracts done with the Company's in which some members of the Company's Board of Directors have a direct or indirect personal interest in them.
- Obtained Board of Directors minutes of meetings that indicates some members' notification to the Board of Directors of transactions and contracts done with the Company in which some members of the Company's Board of Directors have a direct or indirect personal interest in them.
- Discussing with the management the contracts and transactions between the Board of Directors' members either directly or indirectly with the Company during the year ended 31 December 2023.

We also performed such other procedures as we considered necessary in the circumstances.

Other Matter

The attached notification (Appendix A) is stamped by us for identification purposes only.

Conclusion

Based on our procedures and the evidence obtained, we are not aware of any material modifications that need to be made to the Subject Matter, in order for it to be in accordance with the Criteria applied by the Company referred to above.

for Ernst & Young Professional Services



Ahmed Ibrahim Reda
Certified Public Accountant
License No. (356)



Riyadh: 18 Duh Al-Qi'dah 1445 H
(26 May 2024)

Notification of business and contracts in which members of the Board of Directors have an interest.

In accordance with the provisions of Paragraph (A) of Article (71) of the Companies Law and Paragraph (9) of Article (27) of the Corporate Governance Regulations, relevant to informing the General Assembly of the businesses and contracts carried out on behalf of the Mobile Telecommunication Company Saudi Arabia "ZAIN KSA" in which any member of the Board of Directors has a direct or indirect interest in it. I would like to inform your esteemed Assembly of the following transactions:

#	Related Party	Nature and conditions of transaction, business or contract	Duration /	Net Value / amount during 2023	Related party relationship with Zain KSA	Interested Board members / senior executives (directly or indirectly)
			Term	SAR'000		
1	MTC KSCP	Operational	Open	5,817	Founding Shareholder of Zain KSA	Mr. Bader Nasser Alkharafi (Vice chairman) - Mr. Ossama Matta (Board Member) - Mr. Martial Caratti (Board Member) - Mr. Firas Oggar (Board Member) - Mr. Kamil Hilali (Board Member) - Mr. Talal Al Mamari - (Board Member)
2	MTC KSCP	Admiatration and Branding Fee	Open	(170,000)	Founding Shareholder of Zain KSA	
3	Oman Tel	Telecom Services (Interconnect/roaming)	Open	(52,992)	Oman Tel is a shareholder in MTC KSCP which is a Founding Shareholder of Zain KSA	
4	Zain Bahrain	Telecom Services (Interconnect/roaming)	Open	898	Zain Bahrain is a subsidiary to MTC KSCP which is a Founding Shareholder of Zain KSA	
5	Zain Jordan	Telecom Services (Interconnect/roaming)	Open	(792)	Zain Jordon is a subsidiary to MTC KSCP which is a Founding Shareholder of Zain KSA	

6	MTC Lebanon S.A.R.L (Touch)	Telecom Services (Interconnect/roaming)	Open	(432)	MTC Lebanon S.A.R.L is a subsidiary to MTC KSCP which is a Founding Shareholder of Zain KSA	
7	Zain Kuwait	Telecom Services (Interconnect/roaming)	Open	3,816	Zain Kuwait is a subsidiary to MTC KSCP which is a Founding Shareholder of Zain KSA	
8	Zain Sudan	Telecom Services (Interconnect/roaming)	Open	(3,988)	Zain Sudan is a subsidiary to MTC KSCP which is a Founding Shareholder of Zain KSA	
9	Zain Iraq "IRQAT"	Telecom Services (Interconnect/roaming)	Open	16	Zain Iraq "IRQAT" is a subsidiary to MTC KSCP which is a Founding Shareholder of Zain KSA	
10	Mada Bahrain	Telecom Services (Interconnect/roaming)	Open	383	is a subsidiary to MTC KSCP which is a Founding Shareholder of Zain KSA	
11	Zain Global Communications Co. SPC	Telecom Services	Open	723	Zain Global Communications Co. SPC is a subsidiary to MTC KSCP which is a Founding Shareholder of Zain KSA	
12	Al Marai Company	Telecom Services	Open	37,907	HH Prince Nayef bin Sultan bin Mohammed bin Saud Al Kabeer serves as Chairman of Al Marai Company's Board of Directors	HH Prince Nayef bin Sultan bin Mohammed bin Saud Al Kabeer (Chairman)
13	Yamama Cement Company	Telecom Services	Open	7,418	HH Prince Nayef bin Sultan bin Mohammed bin Saud Al Kabeer serves as a Board Member in Yamama Cement Company	