

**Zamil Industrial Investment Company
Extraordinary General Assembly Meeting Agenda**

Thursday, 23 May 2024

- 1- Review the Board of Directors' report for the fiscal year ending on 31/12/2023 and discuss it.
- 2- Vote on the External Auditor's report for the fiscal year ending 31/12/2023 after discussion.
- 3- Review the Consolidated Financial Statements for the fiscal year ending 31/12/2023 and discuss it.
- 4- Vote on discharging the Board of Directors from any liabilities for the fiscal year ending 31/12/2023.
- 5- Vote on appointing the External Auditor, as recommended by the Audit Committee, to review and audit the Company's second and third quarters, and annual financial statements for the fiscal year 2024, and the first quarter of the fiscal year 2025, and agree to their service fee.
- 6- Vote on distributing of SAR 1,700,000 as Board Remuneration for the fiscal year ending 31/12/2023.
- 7- Vote on amending the Company Bylaws to conform with the new Companies Law and renumber the articles accordingly. (attached)
- 8- Vote on the amendments to Article (5) of the Company Bylaws in regarding the Company Activities. (attached)
- 9- Vote on amending the Audit Committee Charter. (attached)
- 10- Vote on amending the Nomination and Remuneration Committee Charter. (attached)
- 11- Vote on amending the Board Membership Policies and Standards Charter. (attached)
- 12- Vote on amending the Board, Committees & Executive Management Remuneration Policy. (attached)
- 13- Vote on the Controls and Standards of the Company's Business Competition Charter. (attached)
- 14- Vote on the related party transactions between the Company and Zamil Group Holding Company, in which Mr. Sattam A. Al-Zamil, a member of the Board of Directors, has an indirect interest. Total purchase value in 2023 was SAR 25,778,964 and was agreed upon with the prevailing commercial terms.
- 15- Vote on the related party transactions between the Company and Arabian Gulf Construction Company, in which Mr. Sattam A. Al-Zamil, a member of the Board of Directors, has an indirect interest. Total Sales value in 2023 was SAR 1,654,918 and was agreed upon with the prevailing commercial terms.
- 16- Vote on the related party transactions between the Company and Zamil Group Holding Company, in which Mr. Sattam A. Al-Zamil, a member of the Board of Directors, has an indirect interest. Total Sales value in 2023 was SAR 7,397,768 and was agreed upon with the prevailing commercial terms.
- 17- Voting on the Board of Directors delegating the authority of the Ordinary General Assembly to the license mentioned in Paragraph (1) of Article (27) of the Companies Bylaw, for a period of one year from the date of approval of the General Assembly or until the end of the session of the authorized Board of Directors, whichever is earlier, in accordance with the conditions mentioned in the controls And the regulatory procedures issued in implementation of the Companies Law for listed joint stock companies

Audit Committee Report For the Fiscal Year 2023

The Corporate Internal Audit Department independently implements the audit plan approved by the Audit Committee and regularly assesses the internal control systems applied within the Group and its subsidiaries inside and outside Saudi Arabia. It also follows up with executive departments on the implementation of recommendations and remedy procedures for remarks provided in its reports.

Judging by internal review reports, the Audit Committee verified the effectiveness of financial, operational, and administrative policies and procedures, and it did not reveal any substantial risks that may affect the company's activities. Based on the information obtained by the Audit Committee, there were no major observations for the year 2023 that may have an impact on the company's financial position. Minor remarks are issues within the framework of the daily activities and business of the company and the industries in which it operates; they are taken into account, and appropriate solutions and procedures are immediately devised for their remedy thereof. It is noteworthy that the Executive Management continues to take the necessary remedy procedures to mitigate the risks mentioned in internal review reports and to adhere to the applicable policies, laws, and instructions.

The Committee also verified the external auditor's independence, and a discussion was conducted regarding the company's performance, including annual and quarterly financial statements and appended clarifications, all prior to submission to the Board of Directors.

During 2023, the Audit Committee held a total of (5) meetings. The Committee works in compliance with the duties and procedures provided in the companies' law, the corporate governance regulations, the company's articles of association, and the Audit Committee's work regulations.

Generally, the Audit Committee is confident in the effectiveness of the company's internal control system and risk management. Thus, the Committee acknowledges the functionality and effectiveness of the company's internal control system and risk management in the realization of the company's purposes and shareholders' benefit.



Khalid M. Al-Fuhaid
AC Chairman



Sattam A. Al-Zamil
Member



Adel S. Al-Ghassab
Member



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LIMITED ASSURANCE REPORT TO THE SHAREHOLDERS OF ZAMIL INDUSTRIAL INVESTMENT COMPANY (A SAUDI JOINT STOCK COMPANY)

Scope

We have been engaged by Zamil Industrial Investment Company (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) dated 28 March 2024, which will be 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.

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 28 March 2024.
- Declarations submitted by the Company’s Board of Directors’ members for the year ended 31 December 2023 regarding the transactions and contracts in which a member 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.

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 31 March 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.

**LIMITED ASSURANCE REPORT TO THE SHAREHOLDERS OF
ZAMIL INDUSTRIAL INVESTMENT COMPANY
(A SAUDI JOINT STOCK COMPANY) (continued)**

Our Responsibilities (continued)

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.

Our procedures included:

- Obtained the notification presented the 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 28 March 2024.
- Obtained the declaration from the Company's Board of Directors' members for the transactions and contracts done with the Company's in which a 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.

LIMITED ASSURANCE REPORT TO THE SHAREHOLDERS OF
ZAMIL INDUSTRIAL INVESTMENT COMPANY
(A SAUDI JOINT STOCK COMPANY) (continued)

Description of Procedures Performed (continued)

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



Marwan S. AlAfaliq
Certified Public Accountant
License No. (422)

Al Khobar: 14 Shawwal 1445H
23 April 2024



A Notification Submitted by the Chairman of the Board of Directors of Zamil Industrial Investment Company

To the General Assembly
Zamil Industrial Investment Company
Dammam, Saudi Arabia

A statement of the business and contracts in which the members of the Board of Directors have a direct or indirect personal interest, including the transactions that took place with the shareholders of the company and were represented by the member of the Board of Directors on the board or with the companies owned by the members of the Board of Directors during the year ending on 31 December 2023.

As part of the continuous activities of the subsidiaries of Zamil Industrial Investment Company, there are business transactions and contracts between them and Zamil Group Holding Company in 2023, indirectly related to Mr. Sattam A. Al Zamil, as CFO of Zamil Group Holding Company, who is a member of the Board.

- The following is a list of the transactions relating to sales, purchases, and other transactions that the company undertook during the year that ended on 31 December 2023:

(A) Sale of goods and services made by the company to the following companies:

Company Name	Business Relation	Amount (SAR)
Zamil Group Holding Company	Affiliated with a shareholder	7,397,768
Arabian Gulf Construction Company	Affiliated with a shareholder	1,654,918

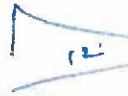
(B) Purchase of the company's goods and services from the following companies:

Company Name	Business Relation	Amount (SAR)
Zamil Group Holding Company	Affiliated with a shareholder	25,778,964
Arabian Gulf Construction Company	Affiliated with a shareholder	-

- We assure the respected shareholders that the transactions described in this notification have been reviewed and approved by the CFO, the CEO, and the Board of Directors of the company.
- We assure the respected shareholders that all transactions described in this notification have been recorded in the company's consolidated financial statements for the year ended 31 December 2023. Only material information has been disclosed in these consolidated financial statements, specifically in Note No. (36), based on the accepted accounting standards issued by the Saudi Organization for Chartered and Professional Accountants in the Kingdom of Saudi Arabia.
- We assure the respected shareholders of the accuracy of the calculations for the transactions described in this notification.


Abdulla M. Al Zamil


Bander A. Al-Zamil


Sattam A. Al-Zamil

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