

## خطاب تبليغ الجمعية العامة

<b>Date:</b> 19/05/2026G corresponding to 03/12/1447H	<b>التاريخ:</b> 2026/05/19 م الموافق 1447/12/03 هـ
<b>Subject:</b> Notification to the General Assembly of the businesses and contracts in which a Board member has an indirect interest, and the limited assurance report issued by the external auditor in this regard.	الموضوع: خطاب تبليغ الجمعية العامة بالأعمال والعقود التي لعضو مجلس الإدارة مصلحة غير مباشرة فيها، والتقارير الخاص الصادر من مراجع الحسابات بشأنها.
<p>The Board of Directors of City Cement Company (the "Board") is disclosing to the General Assembly the transactions and contracts entered into between the Company and First Gas Company, in which three Board members hold an indirect interest. This disclosure is made in accordance with Article 27, paragraph 1, and Article 71, paragraph 1, of the Companies Law. The Board members concerned are:</p> <ul style="list-style-type: none"><li>• Mr. Badr Omar Al Abdullatif, Chairman of the Board</li><li>• Mr. Majed Abdulrahman Al Asailan, Board Member and Chief Executive Officer</li><li>• Mr. Fahd Omar Al Abdullatif, Board Member</li></ul>	<p>إشارة إلى متطلبات الفقرة (١) من المادة (٢٧) والفقرة (١) من المادة (٧١) من نظام الشركات، يود مجلس إدارة شركة أسمنت المدينة ("المجلس") إبلاغ الجمعية العامة للمساهمين بالأعمال والعقود التي تمت بين الشركة وشركة الغاز الأولى، والتي يملك فيها ثلاثة من أعضاء المجلس مصلحة غير مباشرة، وذلك تمهيداً لعرضها على الجمعية للتصويت على الترخيص بها. وفيما يلي أسماء الأعضاء أصحاب المصلحة:</p> <ul style="list-style-type: none"><li>• بدر بن عمر العبد اللطيف، رئيس مجلس الإدارة</li><li>• ماجد بن عبد الرحمن العسيلان، عضو مجلس الإدارة والرئيس التنفيذي</li><li>• فهد بن عمر العبد اللطيف، عضو مجلس الإدارة</li></ul> <p>وقد عُرضت هذه الأعمال والعقود وتعدلاتها على المجلس، ووافق المجلس عليها بالأغلبية وعلى عرضها على الجمعية العامة للتصويت على الترخيص بها، دون اشتراك</p>

<p>The contract and its amendments were presented to the Board, and the Board approved them by majority and recommended presenting them to the General Assembly to vote on authorizing them, without the participation of the Board members having an indirect interest in voting on the related resolutions.</p> <p>The external auditor's report on the contract and its amendment, prepared in accordance with the auditing standards endorsed in the Kingdom, is attached.</p> <p>The details of the contract, including its nature, value, terms, and the Board members concerned, are set out below.</p>	<p>أعضاء مجلس الإدارة أصحاب المصلحة غير المباشرة في التصويت على القرارات المتعلقة بها.</p> <p>كما نرفق لكم التقرير الصادر من مراجع الحسابات بشأن هذه الأعمال والعقود وتعديلاتها المعد وفق معايير المراجعة المعتمدة في المملكة.</p> <p>وترد أدناه تفاصيل الأعمال والعقود، بما في ذلك طبيعتها وقيمتها وشروطها وأعضاء مجلس الإدارة أصحاب المصلحة فيها.</p>
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*[Handwritten signature]*

Company Name	First Gas Company	شركة الغاز الأولى	اسم الشركة
<b>Interested Board Members</b>	<ul style="list-style-type: none"> <li>Mr. Bader Omar Al-Abdullatif, Chairman of the Board</li> <li>Mr. Majed Abdulrahman Al-Ossailan, Board Member and Chief Executive Officer</li> <li>Mr. Fahad Omar Al-Abdullatif, Board Member.</li> </ul>	<p>الأستاذ/ بدر بن عمر العبد اللطيف، رئيس مجلس الإدارة؛ والأستاذ/ ماجد بن عبد الرحمن العسيلان، عضو مجلس الإدارة والرئيس التنفيذي؛ والأستاذ/ فهد بن عمر العبد اللطيف، عضو مجلس الإدارة.</p>	أسماء الأعضاء أصحاب المصلحة

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<b>Nature of Business and Contracts</b>	Contract to connect the Company's plant in Marat Governorate to the natural gas grid under the Liquid Fuel Displacement Program.	عقد تنفيذ مشروع ربط مصنع الشركة في محافظة مرات بشبكة الغاز الطبيعي ضمن برنامج إحلال الوقود.	طبيعة الأعمال والعقود
<b>Terms of Transactions</b>	The contract and its amendments involve no preferential terms or related-party advantages, and were executed on an arm's length basis.	لا توجد شروط أو مزايا تفضيلية، وقد تم إبرام العقد وتعديلاته وفق الشروط التجارية المعتادة.	شروط التعاملات
<b>Amount</b>	Base contract value: SAR 15,420,650; additional amendments: SAR 1,290,555; bringing the total value of the contract and its amendments to SAR 16,711,205.	القيمة الأساسية للعقد: (١٥,٤٢٠,٦٥٠) ريالاً سعودياً، والتعديلات الإضافية: (١,٢٩٠,٥٥٥) ريالاً سعودياً، لتصبح القيمة الإجمالية للعقد وتعديلاته: (١٦,٧١١,٢٠٥) ريالاً سعودياً.	المبلغ

-أنتهى-

رئيس مجلس الإدارة

بدر بن عمر العبد اللطيف

  
بدر بن عمر

**Limited assurance report on the declaration submitted by the Board of Directors on the company's transactions and contracts in which there is any interest for any member of the Board of Directors, whether directly or indirectly  
"Declaration"**

**To the Shareholders of  
(CITY CEMENT COMPANY)  
A Saudi Joint Stock Company  
Riyadh - Kingdom of Saudi Arabia**

**Introduction**

We have been engaged with City Cement Company (a Saudi Joint Stock Company) (the "Company") to carry out limited assurance procedures in respect of the accompanying declaration of related party transactions for the year ended 31 December 2025 submitted to us by the Board of Directors of the Company in accordance with the applicable criteria below to comply with the requirements of Article 71 of the Regulations for Companies (the "Declaration").

**SUBJECT MATTER**

The subject matter of this report is the Declaration prepared by the Board of Directors in accordance with the requirements of Article 71 of the Regulation for Companies issued by Ministry of Commerce.

**APPLICABLE CRITERIA**

The applicable criteria against the subject matter are as follows:

- The requirements of Article 71 of the Regulation for Companies issued by the Ministry of Commerce which states that any member of the board of directors (the "Board") with any interest, both directly or indirectly, in the transactions or contracts made for the account of the Company shall declare such interests for the approval of the general assembly of the Company.

**RESPONSIBILITY OF THE COMPANY'S MANAGEMENT**

The Company's management is responsible for preparing the Declaration in accordance with the applicable criteria mentioned in the previous paragraph "The applicable criteria". The Company's management is also responsible for preparing and presenting the information included in the Declaration and responsible for the application of internal control systems that it deems necessary to determine and present the data included in the Declaration in accordance with applicable criteria and management is responsible for preparation and presentation of the information mentioned in the Declaration in accordance with the applicable criteria and that are free from any material misstatements, whether due to fraud or error, while keeping the supporting documents, records and accounting books for these transactions.

**PROFESSIONAL ETHICS AND QUALITY MANAGEMENT**

We have complied with the ethical and the independence requirements in accordance with the requirements of International Code of Ethics for Professional Accountants (including International Independence Standards), endorsed in the Kingdom of Saudi Arabia (the "Code"), that are relevant to our engagement and we have fulfilled our other ethical responsibilities in accordance with the Code's requirements.

Our firm applies International Standard on Quality Management (ISQM) 1, Quality Management for Firms that Perform Audits and Reviews of Financial Statements, and Other Assurance and Related Services Engagements, 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.

**Limited assurance report on the declaration submitted by the Board of Directors on the company's transactions and contracts in which there is any interest for any member of the Board of Directors, whether directly or indirectly  
"Declaration" "Continued"**

**OUR RESPONSIBILITY**

Our responsibility is to provide limited assurance conclusion on the Declaration based on the procedures we have performed and the evidence we have obtained. We conducted our limited assurance engagement in accordance with International Standard on Assurance Engagement (3000) "Assurance engagements other than audits or reviews of historical financial information" as endorsed in the Kingdom of Saudi Arabia. This standard requires that we plan and perform this engagement to obtain limited assurance about whether anything has come to our attention that causes us to believe that the Company has not complied, in all material aspects, with the applicable requirements of Article 71 of the Regulation for Companies issued by the Ministry of Commerce in the preparation of the Declaration for the year ended 31 December 2025.

The nature, timing and extent of the procedures selected depend on our professional judgment, including the assessment of risks such as failure of systems and controls, whether due to fraud or error. In making these risk assessments, we considered internal controls relevant to the Company's compliance with the requirements of Article 71 of the Regulation for Companies in the preparation of the Declaration. Our procedures included examining, on test basis, evidence supporting systems and controls in respect of the preparation of the Declaration in accordance with the requirements of Article 71 of the Regulation for Companies.

The procedures performed in the limited assurance engagement differ in nature and timing from the reasonable assurance engagement and are lower in scope and thus the level of assurance that is achieved in the limited assurance engagement is much less than the assurance that would have been reached if a reasonable assurance engagement had been performed.

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

**Summary of the Work Performed**

Our procedures included the following:

- Obtain the report submitted by the company's Board of Directors to the General Assembly meeting regarding the transactions and contracts in which any of the company's Board members have a direct or indirect personal interest with the company for the year ending 31 December 2025. It specifies the interest of each concerned Board member in those transactions.
- Obtain notification letters from the Board of Directors by some Board members regarding actual or potential conflicts of direct or indirect interests related to transactions and/or contracts involving a Board member.
- Obtain the Board of Directors' resolution indicating that Board members were informed about the transactions and contracts with the company in which some Board members have a direct or indirect personal interest and that the concerned Board members did not vote on the resolution issued in this regard during the Board meeting.
- Obtain the subsequent Board of Directors' resolution approving the change order related to the First Gas contract, and verify that the relevant Board members with indirect interest disclosed their interest and abstained from voting on the related resolution.

**Limited assurance report on the declaration submitted by the Board of Directors on the company's transactions and contracts in which there is any interest for any member of the Board of Directors, whether directly or indirectly  
"Declaration" "Continued"**

**Inherent limitations**

Our procedures regarding systems and controls relating to the preparation of the Declaration in accordance with the requirements of the Article 71 of the Regulations for Companies are subject to inherent limitations and, accordingly, errors or irregularities may occur and not be detected. Furthermore, such procedures may not be relied upon as evidence of the effectiveness of the systems and controls against fraudulent collusion, especially on the part of those holding positions of authority or trust.

A limited assurance engagement is substantially less in scope than a reasonable assurance engagement under ISAE 3000 (Revised), as endorsed in the Kingdom of Saudi Arabia. Consequently, the nature, timing and extent of the procedures outlined above for gathering sufficient appropriate evidence were deliberately limited relative to a reasonable assurance engagement, and therefore less assurance is obtained with a limited assurance engagement than for a reasonable assurance engagement.

Our procedures did not constitute either an audit or a review made in accordance with International Standards on Auditing or International Standards on Review Engagements, as endorsed in the Kingdom of Saudi Arabia, and, accordingly, we do not express an audit opinion or a review conclusion in relation to the adequacy of systems and controls around the preparation of the Declaration.

This conclusion relates only to the Declaration for the year ended 31 December 2025, and should not be seen as providing assurance as to any future dates or periods, as changes to systems or controls may alter the validity of our conclusion.

**Limited assurance conclusion**

Based on the limited assurance procedures performed and evidence obtained, nothing has come to our attention that causes us to believe that the Declaration of related party transactions for the year ended 31 December 2025 dated 24 May 2026 has not been prepared in all material respects, in accordance with the Applicable Criteria.

**Specific purpose and restriction of use**

We performed our engagement in accordance with International Standard on Assurance Engagements (3000) "Assurance engagements other than reviews or examinations of historical financial information" issued by the International Standards Board for Auditing and Assurance and the instructions set forth in the requirements of provisions of Article 71 of the Regulation for Companies issued by the Ministry of Commerce.

This report, including our conclusion, has been prepared solely upon the request of the management of the Company, to assist the Company and its Board of Directors in fulfilling its reporting obligations to the General Assembly in accordance with Article 71 of the Regulations for Companies. The report should not be used for any other purpose or to be distributed to or otherwise quoted or referred to, without our prior consent to any other parties other than the Ministry of Commerce, Capital Market Authority and the shareholders of the Company.

**Limited assurance report on the declaration submitted by the Board of Directors  
on the company's transactions and contracts in which there is any interest for  
any member of the Board of Directors, whether directly or indirectly  
"Declaration" "Continued"**

**OTHER MATTERS**

We have no responsibility to update this report for events and circumstances occurring after the date of this report.

We stamped the attached Declaration for identification purpose only.

**For Dr. Mohamed Al-Amri & Co.**



**Gihad Mohamed Al-Amri  
Certified Public Accountant  
License Number 362**

**Riyadh, on: 07 Dhu al-Hijjah 1447 (H)  
Corresponding to: 24 May 2026 (G)**