

انجليزي	عربي
1. Reviewing and discussing the Board of Directors' report for the fiscal year ending on 31/12/2025.	١- الاطلاع على تقرير مجلس الإدارة عن السنة المالية المنتهية في ٣١/١٢/٢٠٢٥م ومناقشته
2. Voting on and discussing the Company's auditor's report for the fiscal year ending on 31/12/2025.	٢- التصويت على تقرير مراجع حسابات الشركة عن السنة المالية المنتهية في ٣١/١٢/٢٠٢٥م ومناقشته.
3. Reviewing and discussing the financial statements for the fiscal year ending on 31/12/2025.	٣- الاطلاع على القوائم المالية للسنة المالية المنتهية في ٣١/١٢/٢٠٢٥م ومناقشتها.
4. Voting on the disbursement of an amount of 3,600,000 riyals as an annual remuneration for the Board of Directors' members for the fiscal year ending on 31/12/2025.	٤- التصويت على صرف مكافأة لأعضاء مجلس الإدارة مبلغ ٣,٦٠٠,٠٠٠ ريال عن السنة المالية المنتهية في ٣١/١٢/٢٠٢٥م.
5. Voting on the discharge of liability for the members of the Board of Directors for the fiscal year ending on 31/12/2025.	٥- التصويت على إبراء ذمة أعضاء مجلس الإدارة عن العام المالي المنتهية في ٣١/١٢/٢٠٢٥م.
6. Voting on the appointment of the Company's auditor from among the candidates based on the Audit Committee's recommendation, to examine, review, and audit the financial statements for the (first, second, third, and fourth) quarters and the annual financial statements of the fiscal year 2026, and the first quarter of the fiscal year ending on December 31, 2027, and determining their fees	٦- التصويت على تعيين مراجع حسابات الشركة من بين المرشحين بناءً على توصية لجنة المراجعة، وذلك لفحص ومراجعة وتدقيق القوائم المالية للربع (الأول والثاني والثالث والرابع) والسنوي من العام المالي ٢٠٢٦، والربع الأول للعام المالي المنتهية في ٣١ ديسمبر ٢٠٢٧ وتحديد أتعابه.

<p>7- Voting on delegating the Board of Directors to distribute interim dividends on a semi-annual or quarterly basis for the fiscal year 2026.</p>	<p>٧ التصويت على تفويض مجلس الإدارة بتوزيع أرباح مرحلية بشكل نصف سنوي أو ربع سنوي عن العام المالي ٢٠٢٦ م.</p>
<p>8. Voting on the transactions and contracts that took place between the company and Kite Arabian Company, in which Mr. Mohammed bin Abdulrahman Al-Agil (non-executive member) and Mr. Abdul Karim bin Abdulrahman Al-Agil (executive member) have an indirect interest. These transactions involve execution work, designs, and technical consultations, with the transaction value in 2025 amounting to SAR 39,480,770, noting that these transactions are conducted on a commercial basis without preferential terms (attached).</p>	<p>٨ التصويت على الأعمال والعقود التي تمت بين الشركة وشركة كايث العربية ، والتي للسيد / محمد بن عبد الرحمن العقيل (عضو غير تنفيذي) والسيد / عبد الكريم بن عبد الرحمن العقيل (عضو تنفيذي) مصلحة غير مباشرة فيها، وهي عبارة عن اعمال تنفيذ وتصاميم وإستشارات فنية، علما بأن قيمة التعاملات في عام ٢٠٢٥ م بلغت (٣٩,٤٨٠,٧٧٠) ريال ، مع العلم أن هذه التعاملات تتم بناءا علي أسس تجارية دون شروط تفضيلية (مرفق).</p>
<p>9 Voting on the transactions and contracts that took place between the company and Kite Arabian Company, in which Mr. Mohammed bin Abdulrahman Al-Agil (non-executive member) and Mr. Abdul Karim bin Abdulrahman Al-Agil (executive member) have an indirect interest. These transactions involve a lease contract for an office in the Jarir Building in Riyadh, with the transaction value in 2025 amounting to SAR 189,189, noting that these transactions are conducted</p>	<p>٩. التصويت على الاعمال والعقود التي تمت بين الشركة وشركة كايث العربية ، والتي للسيد / محمد بن عبد الرحمن العقيل (عضو غير تنفيذي) والسيد / عبد الكريم بن عبد الرحمن العقيل (عضو تنفيذي) مصلحة غير مباشرة فيها، وهي عبارة عن عقد تاجير مكتب في مبنى جرير بالرياض ، علما بأن قيمة التعاملات في عام ٢٠٢٥ م بلغت (١٨٩,١٨٩) ريال ، مع العلم أن هذه لتعاملات تتم بناءا على أسس تجارية دون شروط تفضيلية (مرفق).</p>



<p>on a commercial basis without preferential terms (attached).</p>	
<p>10. Voting on the transactions and contracts that took place between the company and Jarir Commercial Investments Company, in which Mr. Mohammed bin Abdulrahman Al-Agil (non-executive member), Mr. Abdul Karim bin Abdulrahman Al-Agil (executive member), Mr. Mohammed bin Abdullah Al-Agil (non-executive member), and Mr. Fahd bin Abdullah Al-Qasim (non-executive member) have an indirect interest. These transactions involve leasing an office in the Jarir Building in Riyadh, with the transaction value in 2025 amounting to SAR 444,840, noting that these transactions are conducted on a commercial basis without preferential terms (attached).</p>	<p>١٠ التصويت على الاعمال والعقود التي تمت بين الشركة وشركة جرير للاستثمارات التجارية ، والتي للسيد / محمد بن عبد الرحمن العقيل (عضو غير تنفيذي) والسيد / عبد الكريم بن عبد الرحمن العقيل (عضو تنفيذي)، والسيد / محمد بن عبد الله العقيل (عضو غير تنفيذي)، والسيد / فهد بن عبد الله القاسم (عضو غير تنفيذي) (مصلحة غير مباشرة ، وهي عبارة عن تأجير مكتب في مبنى جرير بالرياض ، علما بأن قيمة التعاملات في عام ٢٠٢٥ م بلغت (٤٤٤,٨٤٠) ريال ، مع العلم بأن هذه التعاملات تتم بناء على أسس تجارية دون شروط تفضيلية(مرفق).</p>
<p>11. Voting on the transactions and contracts that took place between the company and Jarir Commercial Investments Company, in which Mr. Mohammed bin Abdulrahman Al-Agil (non-executive member), Mr. Abdul Karim bin Abdulrahman Al-Agil (executive member), Mr. Mohammed bin Abdullah Al-Agil (non-</p>	<p>١١- التصويت على الاعمال والعقود التي تمت بين الشركة وشركة جرير للاستثمارات التجارية ، والتي للسيد / محمد بن عبد الرحمن العقيل (عضو غير تنفيذي) والسيد / عبد الكريم بن عبد الرحمن العقيل (عضو تنفيذي)، والسيد / محمد بن عبد الله العقيل (عضو غير تنفيذي) والسيد / فهد بن عبد الله القاسم (عضو غير تنفيذي) (مصلحة غير مباشرة ، وهي عبارة عن تأجير</p>

<p>executive member), and Mr. Fahd bin Abdullah Al-Qasim (non-executive member) have an indirect interest. These transactions involve leasing an office in the Jarir Building in Riyadh, with the transaction value in 2025 amounting to SAR 160,446, noting that these transactions are conducted on a commercial basis without preferential terms (attached).</p>	<p>مكتب في مبنى جرير بالرياض، علماً بأن قيمة التعاملات في عام ٢٠٢٥م بلغت (١٦٠,٤٤٦) ريال، مع العلم بأن هذه التعاملات تتم بناءً على أسس تجارية دون شروط تفضيلية (مرفق).</p>
<p>12. Voting on the transactions and contracts that took place between the company and Amwaj Tehran Limited, in which Mr. Mohammed bin Abdulrahman Al-Agil (non-executive member), Mr. Abdul Karim bin Abdulrahman Al-Agil (executive member), and Mr. Mohammed bin Abdullah Al-Agil (non-executive member) have an indirect interest. These transactions involve a lease contract for a showroom for Jarir Bookstore in Dhahran, with the transaction value in 2025 amounting to SAR 1,736,438, noting that these transactions are conducted on a commercial basis without preferential terms (attached).</p>	<p>١٢- التصويت على الاعمال والعقود التي تمت بين الشركة وشركة أمواج طهران المحدودة، والتي للسيد / محمد بن عبد الرحمن العقيل (عضو غير تنفيذي) والسيد / عبد الكريم بن عبد الرحمن العقيل (عضو تنفيذي)، والسيد/ محمد بن عبد الله العقيل (عضو غير تنفيذي) مصلحة غير مباشرة، وهي عبارة عن عقد إستئجار معرض لمكتبة جرير بالطهران، علماً بأن قيمة التعاملات في عام ٢٠٢٥م بلغت (١,٧٣٦,٤٣٨) ريال، مع العلم بأن هذه التعاملات تتم بناءً على أسس تجارية دون شروط تفضيلية (مرفق).</p>
<p>13. Voting on the transactions and contracts that took place between the company and Future Markets Trading Company, in which Mr. Mohammed bin Abdulrahman Al-Agil (non-executive member), Mr. Abdul Karim bin</p>	<p>١٣- التصويت على الاعمال والعقود التي تمت بين الشركة وشركة أسواق المستقبل للتجارة والتي للسيد / محمد بن عبد الرحمن العقيل (عضو غير تنفيذي) والسيد / عبد الكريم بن عبد الرحمن العقيل (عضو تنفيذي)، والسيد/ محمد بن عبد الله</p>

<p>Abdulrahman Al-Agil (executive member), and Mr. Mohammed bin Abdullah Al-Agil (non-executive member) have an indirect interest. These transactions involve a lease contract for a showroom for Jarir Bookstore in Riyadh, with the transaction value in 2025 amounting to SAR 2,684,549, noting that these transactions are conducted on a commercial basis without preferential terms (attached).</p>	<p>العقيل ( عضو غير تنفيذي)مصلحة غير مباشرة.وهي عبارة عن عقد إستئجار معرض لمكتبة جرير بالرياض ،علما بان قيمة التعاملات في عام ٢٠٢٥ م بلغت (٢,٦٨٤,٥٤٩)ريال ، مع العلم بأن هذه التعاملات تتم بناء على أسس تجارية دون شروط تفضيلية(مرفق).</p>
<p>14. Voting on the transactions and contracts that took place between the company and Robin Arabia Company, in which Mr. Mohammed bin Abdulrahman Al-Agil (non-executive member) and Mr. Abdul Karim bin Abdulrahman Al-Agil (executive member) have an indirect interest. These transactions involve a lease contract for a showroom for Jarir Bookstore in Riyadh, with the transaction value in 2025 amounting to SAR 2,605,680, noting that these transactions are conducted on a commercial basis without preferential terms (attached).</p>	<p>١٤- التصويت على الاعمال والعقود التي تمت بين الشركة وشركة روبين العربية والتي للسيد / محمد بن عبد الرحمن العقيل ( عضو غير تنفيذي) والسيد / عبد الكريم بن عبد الرحمن العقيل (عضو تنفيذي) ، مصلحة غير مباشرة،وهي عبارة عن عقد إستئجار معرض لمكتبة جرير بالرياض ،علما بان قيمة التعاملات في عام ٢٠٢٥ م بلغت (٢,٦٠٥,٦٨٠) ريال مع العلم بأن هذه التعاملات تتم بناء على أسس تجارية دون شروط تفضيلية(مرفق).</p>

<p>15. Voting on the transactions and contracts that took place between the company and Riyouf Tabuk Limited, in which Mr. Mohammed bin Abdulrahman Al-Agil (non-executive member), Mr. Abdul Karim bin Abdulrahman Al-Agil (executive member), and Mr. Mohammed bin Abdullah Al-Agil (non-executive member) have an indirect interest. These transactions involve a lease contract for a showroom for Jarir Bookstore in Tabuk, with the transaction value in 2025 amounting to SAR 1,983,960, noting that these transactions are conducted on a commercial basis without preferential terms (attached).</p>	<p>١٥- التصويت على الاعمال والعقود التي تمت بين الشركة ريوف تبوك المحدودة والتي للسيد / محمد بن عبد الرحمن العقيل (عضو غير تنفيذي) والسيد / عبد الكريم بن عبد الرحمن العقيل (عضو تنفيذي)، والسيد / محمد بن عبد الله العقيل (عضو غير تنفيذي) مصلحة غير مباشرة، وهي عبارة عن عقد إستئجار معرض مكتبة جرير بتبوك ، علما بان قيمة التعاملات في عام ٢٠٢٥ م بلغت (١,٩٨٣,٩٦٠) ريال. مع العلم بأن هذه التعاملات تتم بناءا على أسس تجارية دون شروط تفضيلية (مرفق).</p>
<p>16. Voting on the transactions and contracts that took place between the company and Robin Arabia Company, in which Mr. Mohammed bin Abdulrahman Al-Agil (non-executive member) and Mr. Abdul Karim bin Abdulrahman Al-Agil (executive member) have an indirect interest. These transactions involve a contract for providing management, operation, and maintenance services (excluding rental-related services) for Robin</p>	<p>١٦- التصويت على الاعمال والعقود التي تمت بين الشركة وشركة روبين العربية والتي للسيد / محمد بن عبد الرحمن العقيل (عضو غير تنفيذي) والسيد / عبد الكريم بن عبد الرحمن العقيل (عضو تنفيذي) ، مصلحة غير مباشرة، وهي عبارة عن عقد لتقديم خدمات الإدارة والتشغيل والصيانة ( غير شامل الخدمات المرتبطة بالتأجير) لمجمع روبين بلازا التجاري بالرياض ، علما بان قيمة التعاملات في عام ٢٠٢٥ م بلغت (٧٩٢,٤٧٦) ريال ، مع العلم بأن هذه التعاملات تتم بناءا على أسس تجارية دون شروط تفضيلية (مرفق).</p>

**Jarir Marketing Co.**



**شركة جَرِير للتسويق**

Plaza Commercial Complex in Riyadh, with the transaction value in 2025 amounting to SAR 792,476, noting that these transactions are conducted on a commercial basis without preferential terms (attached).



Shape the future  
with confidence

**Ernst & Young Professional Services (Professional LLC)**  
Paid-up capital (ﷲ5,500,000 – Five million five hundred thousand Saudi Riyal)

Head Office  
Financial Boulevard 3126, Al Aqeeq Dist. 6717, Riyadh 13519  
KAFD 1.11 B, South Tower, 8<sup>th</sup> Floor  
P.O. Box 2732, Riyadh 11461  
Kingdom of Saudi Arabia

C.R. No.: 1010383821  
Unified No.: 7000117205

Tel: +966 11 215 9898  
+966 11 273 4740  
Fax: +966 11 273 4730

[ey.ksa@sa.ey.com](mailto:ey.ksa@sa.ey.com)  
[ey.com](http://ey.com)

## **INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF JARIR MARKETING COMPANY (A SAUDI JOINT STOCK COMPANY)**

### **Report on the Audit of the Consolidated Financial Statements**

#### **Opinion**

We have audited the consolidated financial statements of Jarir Marketing Company (A Saudi Joint Stock Company) and its subsidiaries (the "Group"), which comprise the consolidated statement of financial position as at 31 December 2025, and the consolidated statement of income, consolidated statement of comprehensive income, consolidated statement of changes in shareholders' equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of material accounting policy information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at 31 December 2025, and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with IFRS Accounting Standards that are endorsed in the Kingdom of Saudi Arabia and other standards and pronouncements that are endorsed by the Saudi Organization for Chartered and Professional Accountants.

#### **Basis for Opinion**

We conducted our audit in accordance with International Standards on Auditing that are endorsed in the Kingdom of Saudi Arabia. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the International Code of Ethics for Professional Accountants (including International Independence Standards) that is endorsed in the Kingdom of Saudi Arabia, as applicable to audit of consolidated financial statements of public interest entities. We have fulfilled our other ethical responsibilities in accordance with that Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming auditor's opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the consolidated financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.



Shape the future  
with confidence

**INDEPENDENT AUDITOR'S REPORT (CONTINUED)  
TO THE SHAREHOLDERS OF JARIR MARKETING COMPANY  
(A SAUDI JOINT STOCK COMPANY)**

**Key Audit Matters (Continued)**

Key audit matter	How our audit addressed the key audit matter
<p><b>Revenue recognition</b></p> <p>The Group's revenue totalling SR 11.4 billion during the year ended 31 December 2025 (2024: SR 10.6 billion) consists primarily from sales of retail outlets, wholesale and e-commerce.</p> <p>Revenue recognition is considered to be a key audit matter as the revenue is one of the key measures of the Group's performance. Further, the major source of the Group's revenue is directly through cash sales, these factors present risk of revenue recognition.</p> <p><b>Refer to note (2.14) to the consolidated financial statements for the accounting policy of revenue recognition and note (19) for revenue disclosure.</b></p>	<p>Our audit procedures included, among others, the following:</p> <ul style="list-style-type: none"> <li>• Assessed the Group's internal controls system over the recognition of revenue;</li> <li>• Involved IT Audit specialists to evaluate the design and implementation and tested the operating effectiveness of key application controls identified relating to revenue recognition;</li> <li>• Evaluated the Group's revenue recognition policy for compliance with IFRS 15 -Revenue from contracts with customers;</li> <li>• Tested, on a sample basis, transactions taking place before and after the consolidated financial statements date to evaluate whether revenue was recognised in the proper accounting period;</li> <li>• Tested, on a sample basis, daily cash deposits back to the daily sales report;</li> <li>• Performed analysis for material variances by comparing the current year's revenue with the historical trend (based on segments and product categories), and discussed material variances, if any; and</li> <li>• Assessed the adequacy of the relevant disclosures in the consolidated financial statements.</li> </ul>



Shape the future  
with confidence

**INDEPENDENT AUDITOR'S REPORT (CONTINUED)  
TO THE SHAREHOLDERS OF JARIR MARKETING COMPANY  
(A SAUDI JOINT STOCK COMPANY)**

**Key Audit Matters (Continued)**

Key audit matter	How our audit addressed the key audit matter
<p><b>Existence and valuation of inventories</b></p> <p>As at 31 December 2025, the gross value of inventories amounted to Saudi Riyals 1.94 billion (2024: SR 2 billion) and the provision for slow moving inventory items amounted Saudi Riyals 228 million (2024: SR 208 million).</p> <p>The Group has cyclical and periodical inventory count system in place to conduct the stock count in retail outlets and warehouses throughout the year.</p> <p>The Group's significant purchases are covered under the agreement with certain vendors where the Group is able to return the damaged inventory.</p> <p>We considered it to be a key audit matter given that:</p> <ul style="list-style-type: none"> <li>• The Group deals with significant values of inventory items at multiple locations with high volume of daily transactions which increases the risks associated with inventory; and</li> <li>• Significant judgement and assumptions applied by the Group management in assessing the level of provisions required as of yearend.</li> </ul> <p><b>Refer to note (2.1) to the consolidated financial statements for the critical accounting estimates and judgements and note (2.5) for the material accounting policy of inventories and note (5) for the disclosure of inventories.</b></p>	<p>Audit procedures included, among others, the following:</p> <ul style="list-style-type: none"> <li>• Attended a sample of inventory counts of the retail outlets and warehouses, to validate counts performed by the Group. Also, we evaluated the stock-taking process, which included understanding how stock movements are controlled and managed during the count, and assessed its reasonableness</li> <li>• Involved IT Audit specialists to evaluate the design and implementation and tested the operating effectiveness of key controls identified relating to inventories;</li> <li>• Evaluated the assumptions made by Group management, and particularly the key assumption that current system provision levels are consistent with historical pattern, in assessing stock obsolescence provisions through an analysis of inventory items by category and age as well as the level of inventory write downs in relevant categories during the year.</li> <li>• Assessed reasonableness of the assumptions used in estimating the provision including reviewing of accuracy and completeness of the key inputs;</li> <li>• Assessed the adequacy of the related disclosure in the consolidated financial statements of the Group.</li> </ul>



Shape the future  
with confidence

**INDEPENDENT AUDITOR'S REPORT (CONTINUED)  
TO THE SHAREHOLDERS OF JARIR MARKETING COMPANY  
(A SAUDI JOINT STOCK COMPANY)**

**Other information included in The Group's 2025 Annual Report**

Other information consists of the information included in the Group's 2025 annual report, other than the consolidated financial statements and our auditor's report thereon. Management is responsible for the other information in its annual report. The Group's 2025 annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

**Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements**

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS Accounting Standards that are endorsed in the Kingdom of Saudi Arabia and other standards and pronouncements that are endorsed by the Saudi Organization for Chartered and Professional Accountants and the applicable provisions of the Regulations for Companies and Company's By-laws, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance i.e, the Audit Committee is responsible for overseeing the Group's financial reporting process.

**Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with International Standards on Auditing that are endorsed in the Kingdom of Saudi Arabia will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.



Shape the future  
with confidence

**INDEPENDENT AUDITOR'S REPORT (CONTINUED)  
TO THE SHAREHOLDERS OF JARIR MARKETING COMPANY  
(A SAUDI JOINT STOCK COMPANY)**

**Auditor's Responsibilities for the Audit of the Consolidated Financial Statements (Continued)**

As part of an audit in accordance with International Standards on Auditing that are endorsed in the Kingdom of Saudi Arabia, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the group as a basis for forming an opinion on the consolidated financial statements. We are responsible for the direction, supervision and review of the audit work performed for the purposes of the group audit. We remain solely responsible for our audit opinion.



Shape the future  
with confidence

**INDEPENDENT AUDITOR'S REPORT (CONTINUED)  
TO THE SHAREHOLDERS OF JARIR MARKETING COMPANY  
(A SAUDI JOINT STOCK COMPANY)**

**Auditor's Responsibilities for the Audit of the Consolidated Financial Statements (Continued)**

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

for Ernst & Young Professional Services



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



Riyadh: 11 Shawwal 1447H  
(30 March 2026)



## Audit Committee Report

This report has been prepared in accordance with article (88) of the corporate governance regulations issued by the CMA, which requires that the audit committee's report must include details of its performance of its roles and duties stated in the corporate governance regulations, and must include its recommendations and opinion about the adequacy of the company's internal and financial control systems, and risk management.

### Composition of the audit committee:

The audit committee, composed of the following members, was formed in accordance with the resolution of the Board of Directors' resolution on March 11, 2025, which is the Board of Directors that was elected at the Ordinary General Assembly meeting on March 5, 2025:

- 1) Medhat bin Farid bin Abbas Tawfiq, Chairman, (independent non-board member)
- 2) Abdulsalam bin Abdurrahman Al-Agil, (non-executive non-board member)
- 3) Mohamed bin Dahash bin Othman Al-Dahash (independent board member)

### Committee meetings:

With respect to the fiscal year 2025, the Committee held six meetings on the following dates:

- First meeting: April 9, 2025
- Second meeting: May 10, 2025
- Third meeting: August 3, 2025
- Fourth meeting: November 4, 2025
- Fifth meeting: December 23, 2025
- Sixth meeting: March 29, 2026

### The tasks and duties performed by the Committee:

- Analyzing the Company's financial statements before presenting them to the Board and providing its opinion thereon to ensure integrity, fairness and transparency.
- Discussing the issues raised by the company's CFO.
- Examining the accounting estimates involved in the significant issues related to the financial reports.
- Examining and reviewing the effectiveness of internal and financial control and risk management systems in the company through:
  - Reviewing significant changes in these systems, if any, discussing internal audit reports, its recommendations and management responses, and following up actions taken towards recommendations.
  - Reviewing and discussing the external auditor's reports, its recommendations and management responses on matters related to internal and financial control, and risk management.



- o Discussing significant changes in the company's business and work environment and its impact on internal control and risk management systems.
- Examining the accounting policies of the company by examining the important changes and the requirements of the new amendments to the international financial reporting standards adopted in Saudi Arabia, and providing an opinion and recommendation to the Board on them.
- Approving the internal audit plan and reviewing internal audit reports and following up their implementation.
- Reviewing the findings of regulatory reports and ensuring that the company has taken the necessary actions.
- Reviewing the company's compliance with the relevant laws, regulations, policies and instructions through the reports of regulators, internal audit and external auditors, and verifying that the company has taken the necessary actions.
- Reviewing contracts and proposed transactions with related parties, and providing its views to the Board.
- Providing its recommendations to the Board to appoint the external auditor, determining his fee, assessing his performance and independence, and reviewing the plan of his work and discussing work performed to ensure that he is able to perform his work effectively and has unrestricted access to information.
- Providing recommendation to the Board on the actions it deems necessary to be taken in relation to the matters that fall within its powers.

**The Audit Committee's opinion on the adequacy of the internal and financial control system and risk management:**

- As a result of the work performed by the committee in relation to fiscal year 2025, no material deficiency came to its attention with respect to the company's internal and financial control systems and risk management that impedes the achievement of the goals for which they are designed.

Chairman of the Audit Committee

Medhat Farid Abbas Tawfeeq



**Shape the future  
with confidence**

**ERNST & YOUNG PROFESSIONAL SERVICES (PROFESSIONAL LLC)**  
**Paid-Up Capital: # 5,500,000 (Five Million Five Hundred Thousand Saudi Riyals)**

Head Office  
Financial Boulevard 3126, Al Aqeeq Dist. 6717, Riyadh 13519  
KAFD 1.11 B, South Tower, 8<sup>th</sup> Floor  
P.O. Box 2732, Riyadh 11461  
Kingdom of Saudi Arabia

C.R. No. 1010383821  
Unified No. 7000117205

Tel: +966 11 215 9898  
+966 11 273 4740  
Fax: +966 11 273 4730  
[ey.ksa@sa.ey.com](mailto:ey.ksa@sa.ey.com)  
[ey.com](http://ey.com)

## **LIMITED ASSURANCE REPORT TO THE SHAREHOLDERS OF JARIR MARKETING COMPANY (A SAUDI JOINT STOCK COMPANY)**

### **Scope**

We have been engaged by Jarir Marketing 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 notification presented by the Company’s Board of Directors (Appendix A) to the General Assembly on the transactions and contracts in which a member of the Company’s Board of Directors have a direct or indirect personal interest in them dated 30 March 2026.

### **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 General Assembly (Appendix A). As a result, the subject matter information may not be suitable for another purpose.

- Article (71) of the Saudi Companies Law (1443H – 2022G).
- The declaration submitted by the Board of Directors of the Company (Appendix A).
- The declarations submitted by the members of the Company's Board of Directors about the business and contracts in which a member of the Company's Board of Directors has a direct or indirect personal interest for the year ended 31 December 2025.
- The Company's accounting records for the year ended 31 December 2025.

### **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.



Shape the future  
with confidence

**LIMITED ASSURANCE REPORT TO THE SHAREHOLDERS OF  
JARIR MARKETING COMPANY  
(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” Revised) that is endorsed in the Kingdom of Saudi Arabia, and the terms of reference for this engagement as agreed with the Company on 12 April 2026. 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*, that is endorsed in the Kingdom of Saudi Arabia, which requires that we 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.

**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.



Shape the future  
with confidence

**LIMITED ASSURANCE REPORT TO THE SHAREHOLDERS OF  
JARIR MARKETING COMPANY  
(A SAUDI JOINT STOCK COMPANY) (continued)**

**Description of Procedures Performed (continued)**

Our procedures included:

- Obtain the declaration submitted by the members of the Board of Directors, which includes financial information for the businesses and contracts in which a member of the Company's Board of Directors has a direct or indirect personal interest for the year ended 31 December 2025, in accordance with the requirements of Article (71) of the Companies Law (Appendix A).
- Obtain declarations from the members of the Board of Directors regarding the businesses and contracts that they performed with the Company for the year ended 31 December 2025.
- Compare the financial information in (Appendix A) with the Company's accounting records for the year ended 31 December 2025.

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)



Riyadh: 24 Shawwal 1447H  
(12 April 2026)



### Report on Transactions and agreements with related parties.

Dear Shareholders of Jarir Marketing Company (the "Company")

The Board of directors is glad to present you with this report on the transactions and agreements with related parties during the year ended 31 December 2025. The Company engaged in transactions with the following related parties at terms and conditions that are not different from those applicable with unrelated parties and with no special terms.

These transactions are summarized as follows:


SN	Party	Nature of agreement	Amount of transactions (Riyal)	Duration of the agreement	Agreement terms	Name of Board member, senior executives, or a related party to them
1	Kite Arabia Company	Construction, design, and consultancy, & technical, commenced 1/1/2011	39,480,770	Five years, auto renewable	No special terms	Muhammad Abdulrahman Al Agil, Abdulkarim Abdulrahman Al Agil
2	Kite Arabia Company	Office lease at Jarir headquarters (Riyadh), commenced 15/11/2012	189,189	Five years, auto renewable	No special terms	Muhammad Abdulrahman Al Agil, Abdulkarim Abdulrahman Al Agil
3	Jarir Commercial Investment Company	Office lease at Jarir headquarters (Riyadh), commenced 15/11/2012	444,840	Five years, auto renewable	No special terms	Muhammad Abdulrahman Al Agil, Abdulkarim Abdulrahman Al Agil, Mohammad Abdullah Al Agil, Fahad bin Abdullah Al-Qasim
4	Jarir Commercial Investment Company	Office lease at Jarir headquarters (Riyadh), commenced 15/11/2012	160,446	Five years, auto renewable	No special terms	Muhammad Abdulrahman Al Agil, Abdulkarim Abdulrahman Al Agil, Mohammad Abdullah Al Agil, Fahad bin Abdullah Al-Qasim
5	Amwaj Dhahran Limited Company	Showroom lease in Dhahran, commenced 15/12/2008	1,736,438	Twenty-two years	No special terms	Muhammad Abdulrahman Al Agil, Abdulkarim Abdulrahman Al Agil, Mohammad Abdullah Al Agil
6	Aswaq Almustaqbal Trading Company	Panorama Showroom lease (Takhasusi St- Riyadh), commenced 1/12/2005	2,684,549	Twenty-two years	No special terms	Muhammad Abdulrahman Al Agil, Abdulkarim Abdulrahman Al Agil, Mohammad Abdullah Al Agil
7	Rubeen Arabia Company	Rubeen Plaza Showroom lease (North Ring Road- Riyadh), commenced 1/5/2017	2,605,680	Twenty-five calendar years, renewable	No special terms	Muhammad Abdulrahman Al Agil, Abdulkarim Abdulrahman Al Agil

شركة Ernst & Young المهنية  
(مهيئة ذات مسؤولية محدودة)  
FOR IDENTIFICATION PURPOSES ONLY / فقط للتعريف فقط  
Ernst & Young Professional Services  
(Professional LLC) R5



SN	Party	Nature of agreement	Amount of transactions (Riyal)	Duration of the agreement	Agreement terms	Name of Board member, senior executives, or a related party to them
8	Ryoof Tabuk Limited Company	Tabuk Showroom lease (Tabuk Park Mall- Tabuk), commenced 1/4/2018	1,983,960	Twenty calendar years	No special terms	Muhammad Abdulrahman Al Agil, Abdulkarim Abdulrahman Al Agil, Mohammad Abdullah Al Agil,
9	Rubeen Arabia Company	Management, operating and maintenance (excluding leasing services), for Rubeen Plaza Mall, commenced 1/7/2019	792,476	One calendar year, renewable	No special terms	Muhammad Abdulrahman AlAgil, Abdulkarim Abdulrahman AlAgil
10	Muhammad Abdulrahman AlAgil	Selling a building in Madinah 25/2/2025	1,650,000	—	No special terms	Muhammad Abdulrahman AlAgil

Chairman


  
Muhammad Abdulrahman Al Agil
