

Theeb Rent a Car Co. Annual General Assembly Meeting (Frist Meeting)

Annual General Assembly Meeting Agenda:

- 1- Voting on the Board of Directors' report for the fiscal year ending on 31/12/2020G.
- 2- Voting on the auditor/s report on the Company's accounts for the fiscal year ending on 31/12/2020G.
- 3- Voting on the financial statements for the fiscal year ending on 31/12/2020G.
- 4- Voting on appointing the auditor for the Company from among the candidates based on the Audit Committee's recommendation. The appointed auditor shall examine, review, and audit the (second, and third) quarter and annual financial statements, of the fiscal year 2021G., and the first quarter of the fiscal year 2022G., and the determination of the auditor remuneration.
- 5- Voting on paying an amount of (SAR 287,500) as remuneration to the Board members for the fiscal year ending on 31/12/2020G.
- 6- Voting on paying an amount of (SAR 32,500) as remuneration to the Nomination and Remuneration Committee for the fiscal year ending on 31/12/2020G.
- 7- Voting on absolve board of directors of the company from during the fiscal year ending 31/12/2020G.
- 8- Voting on delegating to the Board of Directors the authorization powers of the General Assembly stipulated in paragraph (1) of Article 71 of the Companies Law, for a period of one year starting from the date of the approval by the General Assembly or until the end of the delegated Board of Directors' term, whichever is earlier, in accordance with the conditions set forth in the Regulatory Rules and Procedures issued pursuant to the Companies Law relating to Listed Joint Stock Companies.
- 9- Voting on the business and contracts concluded between the company and Al Theeb Sons Company in which the Board member Mr. Mohammed Ahmed Abdullah Al-Theeb and the CEO Mr. Naif Mohammed Ahmed Abdullah Al-Theeb have indirect interest. These businesses and contracts are Purchasing used cars for One Year with a value of SR (1,992) Thousand, according to the pre-vailing business conditions. (Attached)

10- Voting on the business and contracts concluded between company and Madareem Co. which owned by one of the major shareholders Mr. Mohammed Hamoud Abdullah Al-Theeb in which the Board member Mr. Mohammed Hamoud Abdullah Al-Theeb has indirect interest. These businesses and contracts are Purchasing used cars for One Year, with a value of SR (482) Thousand, according to the prevailing business conditions. (Attached)

11- Voting on the business and contracts concluded between the company and the Board member Mr. Mohammed Ahmed Abdullah Al-Theeb. in which he has direct interest. These businesses and contracts are Lease contract of one of the company's sites in Riyadh for One Year, with a value of SR (300) Thousand, according to the prevailing business conditions. (Attached)

Audit Committee Report for 2020

Audit Committee Report for the fiscal year ending 12/31/2020.

Sirs / Shareholders
Theeb Rent A Car Company

Among the responsibilities of the executive management of Theeb Rent A Car Company, is the responsibility of implementing an appropriate and effective internal control system to identify, monitor and limit the company's risks, which contributes to achieving the company's objectives efficiently and effectively. Accordingly, an internal control system has been established that is in line with the corporate governance by defining the responsibilities assigned to the board of directors and forming committees emanating from it to set the appropriate controls and follow up their implementation.

In addition, the internal audit department, which is independent from the executive management of the company, submits reports to the audit committee, these reports include an objective and unbiased assessment of the efficiency and effectiveness of the internal control system and the extent of compliance with the company's policies and procedures.

The audit committee approve the internal audit plan, which review the various departments and divisions of the company, this plan is designed based on risks.

The Internal Audit Department provided the necessary recommendations within its work framework to address the deficiencies in the control system and the application of the company's policies and procedures, and these recommendations are implemented by the executive management of the company in accordance with the approved plan.

In addition to review the work of the Internal Audit Department, The Audit Committee reviews the work plan of the external auditor, considers financial statements' reports and audit observations, and expresses opinion on any accounting or internal control issues.

Based on the audit committee's evaluation of the internal audit results in relation to the internal control system, and the discussion of the external auditor's reports, the committee believes that the company's internal control system and procedures are reasonably effective, and it has not demonstrated a fundamental weakness, given that any internal control system regardless of the appropriateness of its design and effectiveness of its implementation, cannot provide absolute assurance.

Mr. Saleh Abdulrahman Alfadhel
Chairman of the Audit Committee
Theeb Rent A Car Company

Items number (9), (10) and (11)



Ernst & Young & Co.-(Certified Public Accountants)
General Partnership
Head Office
Al Faisaliah Office Tower - 14th floor
King Fahad Road
PO Box 2732
Riyadh 11461,
Kingdom of Saudi Arabia

Registration No. 45/11/323
C.R. No. 1010383821
Tel: +966 11 215 9898
+966 11 273 4740
Fax: +966 11 273 4730
riyadh@sa.ey.com
www.ey.com/mena

**Limited Assurance Report to the Shareholders of
Theeb Rent a Car Company
(A Saudi Joint Stock Company)**

We have carried out a limited assurance engagement in order to state whether anything has come to our attention that causes us to believe that the subject matter mentioned below ("Subject Matter"), has not been properly prepared, in all material respects, in accordance with the applicable criteria ("Applicable Criteria") mentioned below.

Subject Matter:

The Subject Matter of our limited assurance engagement is related to the financial information set out in the attached declaration ("Appendix I") prepared by the Chairman of the Board of Directors ("BOD") of Theeb Rent a Car Company ("the Company"), to be presented to the Company's Ordinary General Assembly, in respect of the transactions and contracts in which any of the members of the BOD of the Company has a direct or indirect interest, occurred during the financial year ended 31 December 2020, in accordance with the requirements of the Article 71 of the Companies' Law.

Applicable Criteria:

- Article 71 of the Companies Law issued by Ministry of Commerce and Investment ("MOCI") (1437H -2015).
- Declaration submitted by the Chairman of the Company's BOD (Appendix 1).
- The Company's accounting records for the year ended 31 December 2020.

Management Responsibility:

The management is responsible for the preparation and presentation of the Subject Matter above in accordance with the applicable criteria and is also responsible for the selection of methods used in the applicable criteria. Further, the management is responsible for establishing internal controls relevant to the preparation and presentation of the Subject Matter above that is free from material misstatement, whether due to fraud or error; selecting and applying appropriate criteria; maintaining adequate records and making estimates that are reasonable in the circumstances.

Our Responsibility:

Our responsibility is to express a limited assurance conclusion on the Subject Matter above based on our assurance engagement conducted in accordance with International Standard on Assurance Engagements (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.



**Limited Assurance Report to the Shareholders of
Theeb Rent a Car Company
(A SAUDI JOINT STOCK COMPANY) (continued)**

Our Responsibility:

Our procedures were designed to obtain a limited level of assurance on which to base our conclusion, and, as such, do not provide all of the evidence that would be required to provide a reasonable level of assurance. The procedures performed depend on our judgement including the risk of material misstatement of the Subject Matter, whether due to fraud or error. While we considered the effectiveness of internal controls when determining the nature and extent of our procedures, our engagement was not designed to provide assurance on effectiveness of those controls.

Independence and quality controls:

We have complied with the independence and other ethical requirements of the professional code of conduct and ethics endorsed in the Kingdom of Saudi Arabia, which was founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior.

Our firm applies International Standard on Quality Control (1) standard and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Summary of Procedures:

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.

Our procedures included, but were not limited to:

- Obtaining the BOD Chairman's declaration that includes the financial information about the transactions and contracts in which any of the members of the Company's BOD has a direct or indirect interest, occurred during the year ended 31 December 2020, in accordance with the requirements of Article (71) of the Companies Law (Appendix 1).
- Reviewing the minutes of the BOD that indicate the BOD members' notification to the BOD on the transactions and contracts which they are carrying out for the year ended 31 December 2020.
- Comparing the financial information set out in Appendix 1 to the Company's accounting records for the year ended 31 December 2020.



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**Limited Assurance Report to the Shareholders of
Theeb Rent a Car Company
(A SAUDI JOINT STOCK COMPANY) (continued)**

Limited Assurance Conclusion:

Based on our limited assurance procedures performed and evidence obtained, nothing has come to our attention that causes us to believe that the information in the Subject Matter above has not been properly prepared, in all material aspects, in accordance with the Applicable Criteria.

Other matters:

The attached Appendix I has been stamped by us for identification purpose only.

for Ernst & Young

Abdulaziz A. Al-Sowailim
Certified Public Accountant
License No. (277)

Riyadh: 8 Shawwal 1442H
(20 May 2021)



May 18, 2021

To Shareholders

Theeb Rent a Car

Subject: Compliance with Article 71 of Saudi Arabia Companies Law

Below table shows the transactions in which Directors had any interest

Member / Executive	Related Party	Nature of Dealing	Amount (in Thousands SAR)	Period	Conditions
Mr. Mohammed Ahmed Abdullah Al-Theeb. Chairman Mr. Naif Mohammed Ahmed Abdullah Al-Theeb. CEO	Al Theeb Sons Co.	Purchasing used cars	1992	One Year	According to the prevailing business conditions
Mr. Mohammed Hamoud Abdullah Al-Theeb. Director	Madareem Co. which owned by on of the major shareholders Mr. Mohammed Hamoud Abdullah Al-Theeb	Purchasing used cars	482	One Year	According to the prevailing business conditions
Mr. Mohammed Ahmed Abdullah Al-Theeb. Chairman	Mr. Mohammed Ahmed Abdullah Al-Theeb. Chairman	Lease contract of one of the company's sites in Riyadh	300	One Year	According to the prevailing business conditions

Yours faithfully

Mohammed Ahmed Abdullah Al-Theeb

Chairman