

Respected Emaar the Economic City Shareholders,

السادة مساهمي شركة إعمار المدينة الاقتصادية المحترمين

Greetings,

السلام عليكم ورحمة الله وبركاته،

With reference to the provisions of Article 71 of the Companies Law, which requires the Board of Directors to notify the General Assembly regarding any businesses or contracts that the Board members have an interest in.

بالإشارة إلى متطلبات المادة الحادية والسبعون من نظام الشركات والتي تقتضي بأن يبلغ مجلس الإدارة الجمعية العامة عند انعقادها عن الأعمال والعقود التي يكون لأحد أعضاء مجلس الإدارة مصلحة فيها.

Accordingly, I would like to notify you of the businesses and contracts that have been entered by the company and members of the board disclosed an interest in relation thereto, as follows:

عليه أود إبلاغكم عن تفاصيل الأعمال والعقود التي تمت لحساب الشركة ويوجد بها مصلحة لأحد أعضاء مجلس الإدارة، وهي على النحو التالي:

1- Transactions and contracts that was conducted between the Company and CEER National Automotive Company, in which the Chairman of the Board Mr. Fahad Abduljalil Al Saif and the (former) Board member Mr. Majed Al Sorour have an indirect interest in them, which is land sale agreement to construct and operate automotive manufacturing and assembly facility together with all ancillary services, for SAR 359.04 million (without preferential terms).

١- الأعمال والعقود التي تمت بين الشركة وشركة سبير الوطنية للسيارات والتي لكل من رئيس مجلس الإدارة الأستاذ فهد عبد الجليل السيف وعضو مجلس الإدارة (السابق) الأستاذ ماجد محمد السرور مصلحة غير مباشرة فيها، وهي عبارة عن عقد بيع ارض صناعية لإنشاء وتشغيل منشأة لتصنيع وتجميع السيارات مع كافة الخدمات المساندة، بمبلغ ٣٥٩,٠٤ مليون ريال سعودي (بدون شروط تفضيلية).

2- Transactions and contracts that was conducted between the Company and Public Investment Fund, in which the Chairman of the Board Mr. Fahad Abduljalil Al Saif and the Board member Mr. Naif Saleh Al-Hamdan have an indirect interest in them, which is signing of a term loan facility agreement, up to SAR 1,000 million (without preferential terms).

٢- الأعمال والعقود التي تمت بين الشركة وصندوق الاستثمارات العامة والتي لكل من رئيس مجلس الإدارة الأستاذ فهد عبد الجليل السيف وعضو مجلس الإدارة الأستاذ نايف صالح الحمدان مصلحة غير مباشرة فيها، وهي عبارة عن توقيع اتفاقية تسهيل قرض لأجل، بمبلغ يصل إلى ١,٠٠٠ مليون ريال سعودي (بدون شروط تفضيلية).

Related Party Transaction that was approved by the General Assembly in 9/6/2022:

تعاملات مع أطراف ذات علاقة تمت الموافقة عليها في الجمعية العامة في تاريخ: ٩/٦/٢٠٢٢

1- Transactions and contracts that was conducted with the National Security Services Company, which was represented by a contract to provide security services for SAR 60 million for 5 years to King Abdullah Economic City. It is considered that the (former) Chairman of the Board Mr. Assim Alsuhailani and the (former) Board member Mr. Majed Alsorour had an indirect interest in this contract, as they were the representatives of The Public Investment Fund, the owner of National Security Services Company.

١- التعاملات والعقود التي تمت مع الشركة الوطنية للخدمات الأمنية والمتمثلة في عقد تقديم خدمات أمنية بمبلغ ٦٠ مليون ريال لمدة ٥ سنوات لمدينة الملك عبد الله الاقتصادية، والتي كان يعتبر لكل من سعادة رئيس مجلس الإدارة (السابق) الأستاذ عاصم السحيلياني وسعادة عضو مجلس الإدارة الأستاذ (السابق) ماجد السرور مصلحة غير مباشرة في هذا العقد حيث أنهما كانا ممثلين لصندوق الاستثمارات العامة المالك للشركة الوطنية للحراسات الأمنية.

2- Transactions and contracts that was conducted between the Company and Lucid Company which the (former) Chairman of the Board Mr. Assim Al-Suhaibani and the (former) Board member Mr. Majed Al-Sorour had an indirect interest in them, which is a development leasing contract for an industrial plot in King Abdullah Economic City Industrial Valley for 25 years, for SAR 113.5 million (without preferential terms) as they were the representatives of The Public Investment Fund, an investor in Lucid Company.

I would also like to inform you that the Board has taken the necessary regulatory measures to ensure that there is no preference, for the aforementioned parties or members of the Board, in the aforementioned contracts, and that applicable approved policies and procedures and the Capital Market Authority rules and regulations were followed.

With best regards,

٢- الأعمال والعقود التي تمت بين الشركة وشركة لوسيد المحدودة والتي كان يعتبر لكل من رئيس مجلس الإدارة الأستاذ (السابق) عاصم السحيباني وعضو مجلس الإدارة الأستاذ (السابق) ماجد السرور مصلحة غير مباشرة فيها، وهي عبارة عن عقد إيجار تطويري لقطعة أرض في الوادي الصناعي بمدينة الملك عبد الله الاقتصادية لمدة ٢٥ عام، بمبلغ ١١٣,٥ مليون ريال (بدون شروط تفضيلية) حيث أنهما كانا ممثلين لصندوق الاستثمارات العامة، المساهم في شركة لوسيد.

كما أود إفادتكم بأن المجلس قد اتخذ الإجراءات النظامية اللازمة للتأكد بأنه لا يوجد تفضيل للجهات المذكورة أو لرئيس/ عضو مجلس الإدارة في العقود المشار إليها، وأنها تمت وفقاً للسياسات والإجراءات المعتمدة وأنظمة ولوائح هيئة السوق المالية.

وتقبلوا خالص التحية والتقدير،



Fahad Abduljalil Al Saif
Chairman of the Board of Directors

فهد عبد الجليل السيف
رئيس مجلس الإدارة



**To the Shareholders
Emaar The Economic City**

Limited assurance report on the Chairman of the Board of Directors' declaration to the shareholders of Emaar The Economic City

We have undertaken a limited assurance engagement in respect of the accompanying declaration of related party contracts and transactions entered during the year ended December 31, 2022, relating to Emaar The Economic City (the "Company") prepared by the Chairman of the Board Directors of the Company in accordance with the applicable criteria mentioned below so as to comply with the requirements of Article 71 of the Regulations for Companies (the "Declaration").

Subject matter

The Subject Matter for our limited assurance engagement is the Declaration prepared by the management of the Company and approved by the Chairman of the Board of Directors as attached to this report and submitted to us.

Criteria

The applicable Criteria is the requirement of Article 71 of the Regulations 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 contracts or transactions made for the account of the Company shall declare such interests for the approval of the general assembly of the Company. The Board member must notify the Board of such interest and excuse himself in vote by the Board to approve such contracts or transactions. The Chairman of the Board will notify the general assembly of contracts or transactions in which a member of the Board has a direct or indirect interest.

Management's responsibility

The management of the Company is responsible for the preparation of the Declaration in accordance with the Criteria and ensuring its completeness. This responsibility includes the design, implementation and maintenance of internal controls relevant to the preparation of the Declaration that is free from material misstatement, whether due to fraud or error.

Our independence and quality management

We have complied with the independence requirements of the International Code of Ethics for Professional Accountants (including International Independence Standards), endorsed in the Kingdom of Saudi Arabia (the "Code"), that is relevant to our limited assurance engagement and we have fulfilled our other ethical responsibilities in accordance with the Code's requirements and the ethical requirements that are relevant to our limited assurance engagement in the Kingdom of Saudi Arabia, which includes independence and other requirements founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior.

Our firm applies the International Standard on Quality Management (ISQM) 1, 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.

Our responsibility

Our responsibility is to express a 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 Engagements 3000 (Revised), '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 respects, with the applicable requirements of Article 71 of the Regulations for Companies in the preparation of the Declaration for the year ended December 31, 2022.

The procedures selected depend on our judgment, including the assessment of risks such as failure of systems and controls, whether due to fraud or error. In making those risk assessments, we consider internal controls relevant to the Company's compliance with the requirements of Article 71 of the Regulations for Companies in the preparation of the Declaration. Our procedures included examining, on a 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 Regulations for Companies.

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

Summary of work performed

We planned and performed the following procedures to obtain limited assurance over the Company's compliance with the requirements of Article 71 of the Regulations for Companies in the preparation of the Declaration:

- Discussed with the management the process for obtaining business and contracts by any of the Board members with the Company.
- Obtained the accompanying Declaration that includes the list of all contracts and transactions entered into by any of the Board members of the Company, either directly or indirectly, with the Company during the year ended December 31, 2022.
- Reviewed the minutes of the Board meetings that indicate the Board member's notified the Board on the contracts and transactions entered during the year ended December 31, 2022, and further that the concerned Board member did not vote on the resolution issued in this regard at the meetings of the Board.
- Reviewed the consistency of the transactions and agreements included in the Declaration with the disclosure in Note 30 to the audited consolidated financial statements for the year ended December 31, 2022.

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 December 31, 2022 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 our work described in this report, nothing has come to our attention that causes us to believe that the Company has not complied, in all material respects, with the applicable requirements of Article 71 of the Regulations for Companies in the preparation of the Declaration of related party transactions for the year ended December 31, 2022.

Restriction of use

This report, including our conclusion, has been prepared solely upon the request of the management of the Company, to assist the Company and its Chairman of the 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.

PricewaterhouseCoopers



Mufaddal A. Ali
License Number 447



May 04, 2023