The background features a low-angle, upward-looking view of a city skyline with several skyscrapers. The image is heavily blue-tinted. A large, white, curved diagonal band cuts across the frame from the top-left towards the bottom-right. The text 'Agenda Items 8-11' is positioned in the upper right area, within the blue-tinted section.

Agenda Items 8-11

LIMITED ASSURANCE REPORT TO THE SHAREHOLDERS OF SUSTAINED INFRASTRUCTURE HOLDING COMPANY (A SAUDI JOINT STOCK COMPANY)

Scope

We have been engaged by Sustained Infrastructure Holding Company (the “Company”) and its subsidiaries (together referred to as the “Group”) 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 Group’s compliance with the requirements of Article (71) of the Companies’ Law (the “Subject Matter”) contained in the Group’s attached notification (Appendix A) which is presented by the Group’s Board of Directors to the Extraordinary General Assembly on the transactions and contracts in which some members of the Group’s Board of Directors have a direct or indirect personal interest in them dated 16 April 2025.

Criteria Applied by the Group

In preparing the Subject Matter the Group applied the below criteria (the “Criteria”). Such Criteria were specifically designed for the notification presented by the Group’s Board of Directors to the Extraordinary 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.
- Notification presented by the Group’s Board of Directors to the Extraordinary General Assembly (Appendix A) dated 16 April 2025.
- Declarations submitted by some of the Group’s Board of Directors’ members regarding the transactions and contracts in which some members of the Group’s Board of Directors have a direct or indirect personal interest in them.

Management’s Responsibilities

The Group’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.

LIMITED ASSURANCE REPORT TO THE SHAREHOLDERS OF SUSTAINED INFRASTRUCTURE HOLDING 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”) that is endorsed in the Kingdom of Saudi Arabia, and the terms of reference for this engagement as agreed with the Group on 12 May 2025. 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.

**LIMITED ASSURANCE REPORT TO THE SHAREHOLDERS OF
SUSTAINED INFRASTRUCTURE HOLDING COMPANY
(A SAUDI JOINT STOCK COMPANY) (continued)**

Description of Procedures Performed (continued)

Our procedures included:

- Obtained the notification presented by the Group's Board of Directors to the Extraordinary General Assembly (Appendix A) regarding the transactions and contracts entered between some of the Board of Directors' members directly or indirectly with the Group dated 16 April 2025.
- Obtained the declarations from the Group's Board of Directors' for the transactions and contracts done with the Group's in which some members of the Group's Board of Directors have a direct or indirect personal interest in them dated 16 April 2025.
- Discussed with the management the contracts and transactions between the Board of Directors' members either directly or indirectly with the Group during the year ended 31 December 2024.

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 Group referred to above.

for Ernst & Young Professional Services



Hussain Saleh Asiri
Certified Public Accountant
License No. (414)



Jeddah: 23 Thul-Qi'dah 1446H
(21 May 2025G)

سيسكو القابضة SISCO HOLDING

Date: 18/10/1446
Corresponding: 16/04/2025

التاريخ: ١٤٤٦/١٠/١٨ هـ
الموافق: ٢٠٢٥/٠٤/١٦ م

Dear respected SISCO Holding Shareholders,

السادة/ مساهمي شركة "سيسكو القابضة" الموقرين
السلام عليكم ورحمة الله وبركاته،

Subject: Notification from the Chairman and members of the Board of Directors to the Extraordinary General Assembly on Related Party Transactions, which will be held on June 29, 2025

الموضوع: تبليغ مقدم من رئيس وأعضاء مجلس الإدارة إلى الجمعية العامة غير العادية حول تعاملات الأطراف ذات العلاقة، والمقرر لها

٢٩ يونيو ٢٠٢٥ م

With reference to article (71) of the Companies' Law, I would like to inform you that during the fiscal year 2024, the company, through its subsidiaries, has entered a number of business transactions and contracts in which some of the Board members have an interest (whether directly or indirectly), such contracts and transactions were executed in accordance with the relevant regulations.

بالإشارة إلى المادة (٧١) من نظام الشركات، أود إبلاغكم بأنه خلال السنة المالية ٢٠٢٤ م قامت المجموعة من خلال شركاتها التابعة بالدخول في معاملات تجارية كان لبعض أعضاء مجلس الإدارة مصلحة فيها (سواءً بطريقة مباشرة أو غير مباشرة)، والتي تم التعامل معها في ضوء الأنظمة ذات العلاقة.

The nature of these transactions were also disclosed in 2024 Annual Directors' Report as per the statutory requirements, the terms of which are on an arm's length basis and are consistent with those offered to third parties with no preference.

تم الإفصاح عن طبيعة هذه المعاملات في تقرير مجلس الإدارة السنوي لعام ٢٠٢٤ م وفقاً للمتطلبات النظامية، والتي تشترط أسساً تجارية ومتوافقة مع تلك المقدمة إلى أطراف ثالثة بدون تفضيل.

In this regard, the Board recommends approving the continuation of these transactions as per the details included in the agenda items of the General Assembly Meeting.


وفي هذا الصدد، يوصي المجلس بالموافقة على استمرار هذه المعاملات وفقاً للتفاصيل الواردة في بنود جدول أعمال اجتماع الجمعية العامة.

Also, as per the relevant regulations, we have requested the Groups' External Auditors to issue a report on those transactions of the Board Members to be presented to the Shareholder General Assembly "Attached".

كما طلبنا أيضاً، وفقاً للنظام تقريراً خاصاً من مراجع الحسابات الخارجي للمجموعة حول هذه المعاملات الخاصة بأعضاء مجلس الإدارة لعرضه على الجمعية الموقرة والمرفق مع جدول أعمال الجمعية.

Sincerely,

وتفضلوا بقبول وافر التحية والتقدير،،


عامر عبدالله علي رضا
رئيس مجلس الإدارة شركة سيسكو القابضة

Aamer Abdullah Alireza
Chairman, SISCO Holdings



Summary Report on Related Part Transactions for the year 2024

Related Party	Relationship	Nature of Transaction	Amount of Transaction ر
Karam Al Arabi Catering	Xenel Industries (SISCO Holding shareholder) is also a shareholder of Karam Fedics. Also, Mr. Aamer A. Alireza (SISCO Holding Chairman) is a board member of Karam Fedics.	Purchase of goods and services including catering and employee housing by RSGT.	20,773,020
Xenel Industries Limited (XIL)	XIL is a shareholder of SISCO Holding. Mr. Aamer A. Alireza (SISCO Holding Chairman) is also board members of XIL.	Payments made by the Group on behalf of shareholder. Expenses incurred by shareholder on behalf of the Group.	- 42,814
International Water Distribution Co. Ltd. (Tawzea)	SISCO Holding owns 50% of Tawzea. Eng. Saleh Hefni (SISCO Holding Board Member) is a Board Member of Tawzea & Eng. Khalid Suleimani (SISCO CEO) is a Board Member of Tawzea.	Sale of water from kindasa. Expenses incurred by SISCO Holding on behalf of Tawzea.	71,712,899 66,952
Ektefaa for Social Studies and Research Studies	Eng. Khalid Suleimani (SISCO CEO) is a Board Member of Ektefaa. Mr. Aamer Alireza (SISCO Chairman) his wife Dr. Leena Merdad serving as Chairman of Strategic Planning Committee of Ektefaa on a voluntary basis.	Donation	200,000

تقرير مختصر حول تعاملات الأطراف ذات العلاقة لعام ٢٠٢٤م

المبلغ ر	نوع العملية	العلاقة	الأطراف ذات علاقة
20,773,020	شراء بضائع وخدمات تشمل التموين وإدارة سكن الموظفين الخاص بشركة محطة بوابة البحر الأحمر.	شركة زينل للصناعات (مساهمين في شركة «سيسكو») هي أحد المساهمين أيضاً في شركة كرم العربي، والأستاذ عامر عبدالله علي رضا (رئيس مجلس إدارة «سيسكو القابضة») عضواً في مجلس إدارة شركة كرم العربي.	شركة كرم العربي للتموين
42,814	مدفوعات من قبل المجموعة نيابة عن المساهمين. مصروفات مدفوعة من قبل شركة زينل للصناعات نيابة عن المجموعة.	شركة زينل للصناعات (مساهمين في شركة «سيسكو»)، والأستاذ عامر عبدالله علي رضا (رئيس مجلس إدارة «سيسكو القابضة») هو عضو في مجلس إدارة شركة زينل للصناعات المحدودة.	شركة زينل للصناعات المحدودة
71,712,899	بيع مياه من شركة «كنداسة» لخدمات المياه.	تمتلك سيسكو حصة 50 ٪ من شركة توزيع، المهندس صالح أحمد حفي (عضو مجلس إدارة «سيسكو القابضة») والمهندس خالد سليمان (الرئيس التنفيذي لشركة «سيسكو القابضة»)، جميعهم أعضاء في مجلس إدارة شركة توزيع.	الشركة الدولية لتوزيع المياه المحدودة (توزيع)
66,952	المصروفات المتكبدة من قبل «سيسكو القابضة» نيابة عن الشركة الدولية لتوزيع المياه.		
200,000	التبرع	المهندس خالد سليمان (الرئيس التنفيذي لشركة سيسكو القابضة) هو عضو مجلس إدارة شركة اكتفاء. تشغل الدكتورة لينا مرداد منصب رئيس لجنة التخطيط الاستراتيجي في جمعية اكتفاء تطوعياً، وهي زوجة الأستاذ عامر علي رضا، رئيس مجلس إدارة سيسكو القابضة.	جمعية اكتفاء للبحوث والدراسات الاجتماعية