



KPMG Professional Services

Zahran Business Center
Prince Sultan Street
P. O. Box 55078
Jeddah 21534
Kingdom of Saudi Arabia
Commercial Registration No 4030290792

Headquarters in Riyadh

كي بي إم جي للاستشارات المهنية

مركز زهران للأعمال
شارع الأمير سلطان
ص. ب. 55078
جده 21534
المملكة العربية السعودية
سجل تجاري رقم 4030290792

المركز الرئيسي في الرياض

Agreed- Upon Procedures on Statement of compliance with Article 17, Part 6 Chapter 1 of the Regulatory Rules and Procedures relating to Listed Joint Stock Companies

To the Shareholders of BinDawood Holding Company (the “Company”)

Purpose of this Agreed-Upon Procedures Report and Restriction on Use and Distribution

In accordance with our KPMG Engagement Letter dated 31 January 2024, our report is solely for the purpose of performing the agreed procedures that would assist you in relation to the submission of the Schedule of financial information prepared by the Company pertaining to the solvency requirements (the “Schedule”), in connection with Article 17 from Part 6 Chapter 1 of the ‘Regulatory Rules and Procedures’, issued pursuant to the Companies Law relating to Listed Joint Stock Companies’ to the shareholders of the Company, as part of the annual general assembly package along with other information contained therein, for a share buy-back transaction which the Company intends to execute within a period of twelve (12) months from the date of Extraordinary General Assembly’s resolution and may not be suitable for another purpose. This report is intended solely for the management and should not be used by, or distributed to, any other parties.

Responsibilities of the Engaging Party

The management (“Engaging Party” and “Responsible Party”) has acknowledged that the agreed-upon procedures in this report are appropriate for the purpose of the engagement.

Engaging Party is responsible for the subject matter and the Schedule on which the agreed-upon procedures are performed.

Practitioner’s Responsibilities

We have conducted the agreed-upon procedures engagement in accordance with the International Standard on Related Services (ISRS) 4400 (Revised), Agreed-Upon Procedures Engagements as endorsed in the Kingdom of Saudi Arabia. An agreed-upon procedures engagement involves our performing the procedures that have been agreed with Engaging Party, and reporting the findings, which are the factual results of the agreed-upon procedures performed. We make no representation regarding the appropriateness of the agreed-upon procedures.

This agreed-upon procedures engagement is not an assurance engagement. Accordingly, we do not express an opinion or an assurance conclusion.

Had we performed additional procedures, other matters might have come to our attention that would have been reported.

KPMG Professional Services, a professional closed joint stock company registered in the Kingdom of Saudi Arabia with a paid-up capital of SAR40,000,000 (previously known as “KPMG Al Fozan & Partners Certified Public Accountants”) and a non-partner member firm of the KPMG global organization of independent member firms affiliated with KPMG International Limited, a private English company limited by guarantee. All rights reserved.

كي بي إم جي للاستشارات المهنية شركة مساهمة مغلقة مسجلة في المملكة العربية السعودية، رأس مالها (40,000,000) ريال سعودي مدفوع بالكامل، المسماة سابقاً “الشركة كي بي إم جي للوزان وشركاء محاسبين ومراجعون قانونيون”. و هي عضو غير شريك في الشبكة العالمية للشركات كي بي إم جي المستقلة والتابعة لـ كي بي إم جي العالمية المحدودة، شركة انجليزية محدودة بضمان. جميع الحقوق محفوظة.

Commercial Registration of the headquarters in Riyadh is 1010425494.

Professional Ethics and Quality Control

We have complied with the ethical requirements of International Code of Ethics for Professional Accountants (including International Independence Standards) that is endorsed in the Kingdom of Saudi Arabia. For the purpose of this engagement, there are no independence requirements with which we are required to comply.

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

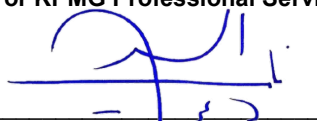
Procedures and Findings

We have performed the procedures described below, on the Schedule prepared by the management of the Company, as attached in Appendix III, in connection with Article 17 from Part 6 Chapter 1 of the 'Regulatory Rules and Procedures (the "Schedule") issued pursuant to the Companies Law relating to Listed Joint Stock Companies'.

	Procedures	Findings
1	Obtain from the management the schedule of financial information pertaining to the Company's compliance with the solvency requirements as attached in appendix III, comprising the following:	
	a) The forecasted working capital of the company for 12 months immediately following the proposed completion date of share buyback 31 December 2024.	We have obtained the forecasted working capital of the Company for 12 months immediately following the expected date of completion of share buy-back 31 December 2024, attached as Appendix A to this report and no exceptions were noted.
	b) The balances of the total assets, total liabilities and total contingent liabilities of the Company outstanding as at 30 September 2023.	We have obtained the balances of assets, liabilities, contingent liabilities, and net assets of the Company outstanding as at 30 September 2023, attached as Appendix A to this report and no exceptions were noted.
	c) Balance of retained earnings of the company, balance of treasury shares after the proposed buy-back and excess of the balance of retained earnings over balance of treasury shares as at 30 September 2023.	We have obtained the balance of retained earnings of the Company, balance of treasury shares after the purchase and excess of the balance of retained earnings over balance of treasury shares as at 30 September 2023, attached as Appendix A to this report and no exceptions were noted.
2	With respect (a):	
	i. Check the arithmetical accuracy of the calculation of the forecasted working capital for 12 months immediately following the proposed completion date of share buy-back.	The working capital forecast was arithmetically accurate, and the amount of the working capital was agreed to the approved working capital forecast and no exceptions were noted.
3	With respect to (b):	
	i. Obtain the closing market price per share of the Company prevailing on AUP report date from Tadawul and compare the same with the closing market price used by management to estimate the purchase cost of the share buy-back.	The market price per share of the Company prevailing on the date of the AUP Report were agreed to market price per share to the Tadawul and no exceptions were noted.
	ii. Compare the balances of total assets, total liabilities, and total	The balances of total assets, total liabilities and total contingent liabilities were matched to the

	contingent liabilities with the reviewed financial statements of the Company as at and for the period ended 30 September 2023.	reviewed financial statements of the Company for the period ended 30 September 2023 and no exceptions were noted.
	iii. Check the arithmetical accuracy of the computation of the surplus assets as reported in the schedule therein (being the amount of assets remaining after deduction of liabilities, contingent liabilities, and estimated cost of proposed share buy-back).	The computation of the surplus net asset remaining after deduction of liabilities, contingent liabilities and estimated cost of proposed share buy-back were arithmetically accurate and no exceptions were noted.
4	With respect to (c):	
	i. Compare the balance of retained earnings of the Company as disclosed in the Schedule with the balance of retained earnings as per the reviewed financial statements of the Company for the period ended 30 September 2023 as mentioned in step 1 above.	The balance of the retained profits (comprising balance of retained earnings of the Company were agreed with the respective balance in the financial statements of the Company for the period ended 30 September 2023 and no exceptions were noted.
	ii. Check the arithmetical accuracy of the calculation of the balance of retained earnings of the Company net of treasury shares balance after the buy-back of such treasury shares.	The calculation of the balance of the retained profits of the Company, net of treasury shares balance after the buy-back of such treasury shares were arithmetically accurate and no exceptions were noted.

For KPMG Professional Services



Nasser Ahmed Al Shutairy
License No. 454

Jeddah, 06 February 2024
Corresponding to: 25 Rajab 1445 H

Appendix A - Schedule of Financial Information

BinDawood Holding Company

Schedule of financial information prepared by the Company, pertaining to the Company's solvency requirements in connection with Article 17 from Part 6 of Chapter 1 of the 'Regulatory Rules and Procedures', issued pursuant to the Companies Law relating to Listed Joint Stock Companies.

a. Adequacy of working capital

Prior to buying its shares, the Company must have, sufficient working capital for the twelve (12) months immediately following the date of completion of the share buy-back transaction. The management expects the date of completion of share buy-back transaction as 31 December 2024.

(Amounts in SR "000")

As per Management Forecast	January 31, 2025	February 28, 2025	March 31, 2025	April 30, 2025	May 31, 2025	June 30, 2025	July 31, 2025	August 31, 2025	September 30, 2025	October 31, 2025	November 30, 2025	December 31, 2025
Excess of current assets over current liabilities – After buy back transaction (Amount)	585,029	590,640	596,298	602,003	607,756	613,557	619,407	625,306	631,254	637,252	643,300	649,398



b. Summary of the assets and liabilities as at 30 September 2023

	As at 30 September 2023 Amount in SR ("000")
Total Assets	4,967,116
Total Liabilities	(3,518,068)
Total contingent liabilities	(253,690)
Net Assets	<u>1,195,358</u>
Estimated Cost of the treasury shares to be purchased (2,000,000 * 6.58)	
[Maximum shares to be purchased (2,000,000 shares) * Estimated purchase price per share (SR 6.58)]	<u>(13,160)</u>
Net Assets after share buy-back	<u>1,182,198</u>

c. Retained profits after share buy-back

	As at 30 September 2023 Amount in SR ("000")
Retained profits	265,778
Estimated Cost of the treasury shares to be purchased	<u>(13,160)</u>
Retained Profits after the share buy back	<u>252,618</u>

This appendix should be read in conjunction with our factual finding report, dated 6 February 2024, issued vide an engagement letter between KPMG and BinDawood Holding Company, dated 31 January 2024.


Chief Executive Officer




Chief Financial Officer