



29 April 2024

29 أبريل 2024

To Shareholders,
Kingdom Holding Company,
(A Saudi Joint Stock Company)
Riyadh, Kingdom of Saudi Arabia.

**Subject: Notification from the Board of Directors to
the General Assembly Meeting regarding the
transactions with related parties.**

Dear Sirs,

With reference to Article (71) of the Companies law, Kingdom Holding Company's Board of Directors would like to inform you that during the fiscal year 2023, Kingdom Holding Company has entered into a business transaction and a contract in which one of the Board members have an interest (whether directly or indirectly).

Such contracts and transactions were executed in accordance with the relevant regulations. The said contract and transaction were also disclosed in the 2023 Annual Directors Report as per statutory requirements, knowing that Kingdom Holding Company follows the same conditions and principles in such contracts and transactions, that are followed in dealing with such type of transactions with third parties with no preference.

A table containing the names of those involved in these business transactions and contracts, the nature of these business transactions and contracts, the duration and amounts is shown in Appendix -1. We have also attached the report of the Company's external auditor in this regard.

Your faithfully,

للمساهمين،

شركة المملكة القابضة

(شركة مساهمة سعودية)

الرياض، المملكة العربية السعودية

العنوان: إشعار من مجلس الإدارة إلى اجتماع الجمعية العامة بشأن

التعاملات مع أطراف ذات علاقة

السادة الأعزاء،

بالإشارة إلى المادة (71) من نظام الشركات، يود مجلس إدارة شركة المملكة القابضة إفادتكم أنه خلال العام المالي 2023م، قامت شركة المملكة القابضة بإبرام صفقة تجارية وعقد، وكان لأحد أعضاء مجلس الإدارة مصلحة (سواء مباشرة أو غير مباشرة).

وقد تم تنفيذ هذه العقود والمعاملات وفقاً للوائح ذات الصلة. كما تم الإفصاح عن العقد والمعاملة المذكورة في تقرير مجلس الإدارة السنوي لعام 2023م وفقاً للمتطلبات النظامية، علماً أن شركة المملكة القابضة تتبع نفس الشروط والمبادئ المتبعة في مثل هذه العقود والمعاملات المتبعة في التعامل مع مثل هذا النوع من المعاملات مع أطراف ثالثة. بدون تفضيل.

يوجد في الملحق -1 جدول يحتوي على أسماء المشاركين في هذه المعاملات والعقود التجارية وطبيعة هذه المعاملات والعقود التجارية ومدتها ومبالغها. كما أرفقنا تقرير مدقق الحسابات الخارجي للشركة في هذا الشأن.

تقبلوا خالص التحية،

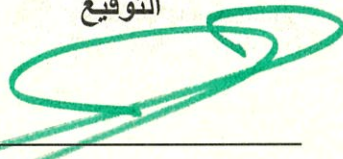

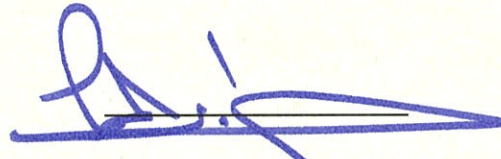
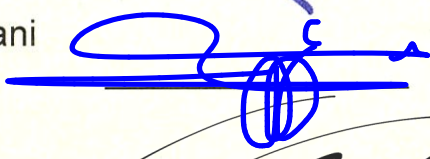
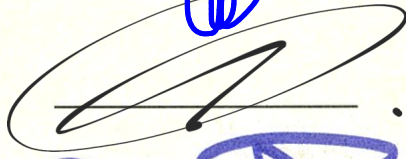
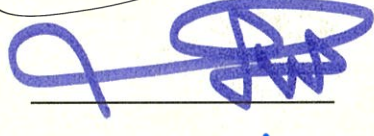
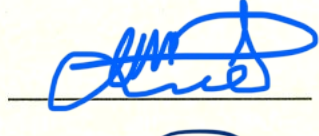

الملحق رقم -1- Appendix

العضو - Member	اسم الشركة - Company Name	طبيعة الأعمال والعقود - Nature of business and contracts	المبلغ بالآلاف الريالات السعودية - Amounts in SAR ('000)	المدة - Duration	الشروط - Conditions
HRH Prince Alwaleed bin Talal Al Saud	HRH - Private Office	Purchase of Citi Group shares at the value of SAR 1,685,868,750 (USD 449,565,000)	1,685,868	One-off during the year 2023	No preferential terms
صاحب السمو الملكي الأمير الوليد بن طلال بن عبدالعزيز آل سعود	المكتب الخاص - صاحب السمو الملكي	شراء أسهم مجموعة سيتي بقيمة 1,685,868,750 ريال سعودي (449,565,000 دولار أمريكي)	1,685,868	لمرة واحدة خلال عام 2023	لا يوجد أي شروط تفصيلية



Members of Board of Directors

أعضاء مجلس الإدارة:

Name	التوقيع	الاسم
HRH Prince Alwaleed bin Talal Al Saud		صاحب السمو الملكي الأمير الوليد بن طلال بن عبدالعزيز آل سعود
Dr. Lama Suliman		الدكتورة/ لما عبدالعزيز السليمان
Eng. Talal Al-Maiman		المهندس/ طلال إبراهيم الميمان
Mr. Abdulmajid Alhagbani		الأستاذ/ عبدالمجيد أحمد الحقباني
Mr. Sarmad Zok		الأستاذ/ سمرمد زوك
Mr. Adel Al-Abdulsalam		الأستاذ/ عادل عبدالعزيز العبد السلام
Mr. Hesham Al Habib		الأستاذ/ هشام سليمان الحبيب
Ms. Reem Assad		الأستاذة/ ريم محمد أسعد



To the Shareholders
Kingdom Holding Company
A listed Joint Stock Company

Limited assurance report on the Board of Directors' declaration to the shareholders of Kingdom Holding Company

We have undertaken a limited assurance engagement in respect of the accompanying declaration of related party transactions for the year ended 31 December 2023 from the Board of Directors of Kingdom Holding Company (the "Company") prepared 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 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, subject to the provision of Article 27 of the Regulations, any member of the board of directors (the "Board") with any interest, both directly or indirectly, in the transactions or contracts made for the account of the Company shall declare such interests to the Board 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 transactions or contracts. The Board will notify the general assembly of transactions and contracts 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.

Professional ethics 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 in the Kingdom of Saudi Arabia and we have fulfilled our other ethical responsibilities in accordance with the Code's requirements.

The firm applies International Standard on Quality Management (ISQM) 1, as endorsed in the Kingdom of Saudi Arabia, 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 31 December 2023.

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 transactions and agreements entered into by any of the board members of the Company, either directly or indirectly, with the Company during the year ended 31 December 2023.
- Reviewed the minutes of the Board meetings that indicate that the board member notified the Board on the transactions and agreements entered into by the board member during the year ended 31 December 2023; and further that the concerned board member did not vote on the resolution issued in this regard at the meetings of the Board.
- Obtained confirmation from the concerned board member of the transactions and agreements entered into by the board member during the year and in the case of those board members who had no transactions a confirmation that there were no transactions during the year.
- Reviewed the consistency of the transactions and agreements included in the Declaration with the disclosure in Note 9 to the audited consolidated financial statements for the year ended 31 December 2023.

Inherent limitations

Our procedures 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.

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, that are 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 31 December 2023 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.



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 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. To the fullest extent permitted by law, we do not accept or assume responsibility to any third party.

PricewaterhouseCoopers

A handwritten signature in blue ink, appearing to be 'Khalid A. Mahdhar', written over a horizontal line.

Khalid A. Mahdhar
License Number 368

29 April 2024