



12 April 2026
Private and confidential

12 أبريل ٢٠٢٦
خاص وسري

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

إلى السادة المساهمين
شركة المملكة القابضة
(شركة مساهمة سعودية) الرياض، المملكة العربية السعودية

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

الموضوع: إشعار من مجلس الإدارة إلى اجتماع الجمعية العمومية بشأن
المعاملات مع الجهات ذات العلاقة

Dear Sirs,

تحية طيبة وبعد،

With reference to Article (71) of the Companies law,
Kingdom Holding Company's Board of Directors would like
to inform you that on first April 2026, 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).

بالإشارة إلى المادة (٧١) من نظام الشركات، يود مجلس إدارة شركة المملكة
القابضة إبلاغكم بأنه في ١ أبريل ٢٠٢٦م، أبرمت الشركة معاملة أعمال وعقدًا
يكون لأحد أعضاء مجلس الإدارة مصلحة فيهما (سواء بشكل مباشر أو غير
مباشر).

Such contract and transaction were executed in accordance
with the relevant regulations. The said contract and
transaction will be disclosed in 2026 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.

تم تنفيذ هذا العقد وهذه المعاملة وفقًا للأنظمة واللوائح ذات الصلة. وسيتم
الإفصاح عن هذا العقد وتلك المعاملة في تقرير مجلس الإدارة السنوي لعام
٢٠٢٦م، وذلك وفقًا للمتطلبات النظامية، مع العلم أن شركة المملكة القابضة
تتبع في مثل هذه العقود والمعاملات نفس الشروط والمبادئ المتبعة عند
التعامل مع أطراف أخرى، دون أي تفضيل.

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:

يُبين الملحق رقم ١ جدولًا يتضمن أسماء الأطراف المعنية بهذه المعاملات
والعقود، وطبيعة هذه المعاملات والعقود، ومدتها، وقيمتها. كما أرفقنا تقرير
المراجع الخارجي للشركة بهذا الشأن.

Appendix - 1

الملحق رقم ١ -

الشروط - Conditions	المدة - Duration	المبالغ بالريال السعودي Amounts in Saudi Riyal	طبيعة الأعمال والعقود - Nature of business and contracts	اسم الشركة - Company Name	العضو - Member
معاملة بشروط تجارية، لا يوجد أي شروط تفصيلية	لمرة واحدة خلال ٢٠٢٦	٢٥٥,٠٠٠,٠٠٠	استحواذ شركة المملكة القابضة على حصة في شركة بريكترو إنرجي فنتشرز من صاحب السمو الملكي	بريكترو إنرجي فنتشرز	صاحب سمو الملكي الأمير الوليد بن طلال بن عبد العزيز آل سعود
At arm's length transaction, no Preferential terms	One-off during 2026	255,000,000	Acquisition of stake in Breakthrough Energy Ventures by Kingdom Holding Company from HRH	Breakthrough Energy Ventures	HRH Prince Alwaleed bin Talal bin Abdulaziz Al Saud

Yours faithfully,

وتفضلوا بقبول فائق
الاحترام،

س

س

أعضاء مجلس الإدارة

Board of Directors

صاحب السمو الملكي الأمير الوليد بن طلال بن عبدالعزيز آل سعود
HRH Prince Alwaleed bin Talal Al Saud

المهندس / طلال إبراهيم الميمان
Eng. Talal Ibrahim Almaiman

الدكتورة / لما عبدالعزيز السليمان
Dr. Lama Abdulaziz Alsulaiman

الأستاذ / سمرمد ذوق
Mr. Sarmad Zok

الأستاذ / عبدالمجيد أحمد الحقباني
Mr. Abdulmajid Ahmad Alhagbani

الأستاذة / ريم محمد أسعد
Ms. Reem Mohammed Alasaad

الأستاذ / عادل عبدالعزيز العبدالسلام
Mr. Adel Abdulaziz Alabdulsalam

الأستاذ / تميم بسام جبر
Mr. Tamim Bassam Jabr

الأستاذ / هشام سليمان الحبيب
Mr. Hesham Sulaiman Alhabib



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INDEPENDENT LIMITED ASSURANCE REPORT

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

Report on the declaration submitted by the Chairman of the Board of Directors of Kingdom Holding Company (“Subject Matter”) in accordance with Article 71 of the Regulations for Companies requirements (“Applicable Criteria”)

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 detailed below “Subject Matter”, has not been prepared and presented, in all material respects, in accordance with the “Applicable Criteria” below.

Subject Matter

The Subject Matter for our limited assurance engagement is the Declaration enclosed in the attached Appendix (“the Declaration”) by the Chairman of the Board of Directors of Kingdom Holding Company (“the Company”) for the year ended 31 December 2025.

The Declaration states the transactions with related parties where a Board of Directors member has a relationship and confirms whether the member has any interest, whether directly or indirectly, in the transactions or contracts made with the Company for the year ended 31 December 2025.

Applicable Criteria

- Article (71) of the Companies’ Law issued by the Ministry of Commerce (“MC”) (1443H-2022G).
- Board of Directors resolution which includes approvals of the Company’s Board of Directors’ on the transactions and contracts in which some members of the Company’s Board of Directors have a direct or indirect personal interest in, and for which a notification is presented by the Company’s Board of Directors to the Ordinary General Assembly (Appendix A).

Those Charged with Governance and Management Responsibility

Those charged with governance and management of the Company are responsible for the preparation and presentation of the Subject Matter in accordance with the Applicable Criteria and are responsible for the selection of methods used in the Applicable Criteria. Further, those charged with governance and management of the Company, are responsible for establishing and maintaining internal controls relevant to the preparation and presentation of the Subject Matter 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 based on our limited assurance engagement conducted in accordance with the International Standard on Assurance Engagements (ISAE) 3000 “Assurance Engagements Other Than Audits or Reviews of Historical Financial Information” endorsed in the Kingdom of Saudi Arabia and the terms of engagement as agreed with the Company’s management.

INDEPENDENT LIMITED ASSURANCE REPORT (CONTINUED)**Our Responsibility (continued)**

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 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.

Independence and Quality Controls

We are independent of the Company in accordance with the International Code of Ethics for Professional Accountants (including International Independence Standards) ("the Code") that is endorsed in the Kingdom of Saudi Arabia that are relevant to our assurance engagement, and we have fulfilled our ethical responsibilities in accordance with the Code requirements.

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*, 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.

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:

- a) Obtaining the Declaration that includes the transactions and / or contracts performed in which any of the Board of Directors members of the Company had either a direct or indirect interest during the year ended 31 December 2025;
- b) Reviewing the minutes of meetings of the Board of Directors that indicate notifications to the Board of Directors by certain director(s) of actual or potential conflicts of direct or indirect interest in relation to transactions and /or contracts involving the Board of Directors member;
- c) Checking that the minutes of meetings record that the relevant director(s) who notified the Board of Directors of actual or potential conflicts of direct or indirect interest did not vote on the resolution to recommend the related transaction(s) and / or contract(s);
- d) On a sample basis, obtaining the required approvals along with supporting documents in respect of the transactions and / or contracts included in the Declaration; and
- e) Checking that the transaction amounts included in the Declaration agree, where applicable, to the transaction amounts disclosed in note 9 to the audited consolidated financial statements of the Company for the year ended 31 December 2025.

Limited Assurance Conclusion

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

INDEPENDENT LIMITED ASSURANCE REPORT (CONTINUED)

Restriction of Use of Our Report

Our report is prepared upon the request of the management of the Company to be presented in the Company's General Assembly meeting in order for the Company to comply with the requirements of Article 71 of the Regulations of Companies in the Kingdom of Saudi Arabia and should not be used for any other purposes.

**Deloitte and Touche & Co.
Chartered Accountants**



Waleed bin Moh'd Sobahi
Certified Public Accountant
License No. 378
25 Shawwal | 1447H
(13 April 2026)

