



Second Item

**Review and discuss Board of Directors Report
for the fiscal year ended on 31/12/2024**

The Board of Directors' report Ended December 31 ,2024

For reviewing and reading the board of directors report for the fiscal year ending **December 31, 2024**.
Please follow the below link:

The Board of Directors' report for the fiscal year ending on 31 December 2024.





Third Item

Review and discuss the financial statements for the fiscal year ended 31/12/2024.

The financial statements ended December 31 ,2024

For reviewing and reading the consolidated financial statement report for the fiscal year ending **December 31, 2024.**

Please follow the below link:

The financial statements of the fiscal year ending on 31 December 2024





Fourth Item

Voting on External Auditor Report for the fiscal year ended on 31/12/2024 after discussing it.



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INDEPENDENT AUDITOR'S REPORT

**To the Shareholders of Mobile Telecommunications Company Saudi Arabia
(A Saudi Joint Stock Company)**

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of Mobile Telecommunications Company Saudi Arabia (the “Company”) and its subsidiaries (collectively referred to as the “Group”), which comprise the consolidated statement of financial position as at 31 December 2024, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at 31 December 2024, and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with IFRS Accounting Standards that are endorsed in the Kingdom of Saudi Arabia and other standards and pronouncements that are endorsed by the Saudi Organization for Chartered and Professional Accountants.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing that are endorsed in the Kingdom of Saudi Arabia. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the International Code of Ethics for Professional Accountants (including International Independence Standards) that is endorsed in the Kingdom of Saudi Arabia that is relevant to our audit of the consolidated financial statements, and we have fulfilled our other ethical responsibilities in accordance with that Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current year. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming auditor's opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the consolidated financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.



INDEPENDENT AUDITOR’S REPORT
To the Shareholders of Mobile Telecommunications Company Saudi Arabia
(A Saudi Joint Stock Company) (continued)

Key Audit Matters (continued)

Key audit matter	How our audit addressed the key audit matter
<p>Revenue recognition</p> <p>The Group’s revenue consists primarily of subscription fees for telecommunication, data packages and use of the network totaling SR 10,365 million for the year ended 31 December 2024.</p> <p>We considered this a key audit matter as the application of accounting standard for revenue recognition in the telecommunication sector includes number of key judgments and estimates.</p> <p>Additionally, there are inherent risks about the accuracy of revenues recorded due to the complexity associated with the network environment, dependency on IT applications, large volumes of data, changes caused by price updates and promotional offers affecting the various products and services offered, as well as the materiality of the amounts involved.</p> <p><i>Refer to note 4 and note 5 for the accounting and critical judgements and policy related to revenue recognition and note 27 for the related disclosures.</i></p>	<p>Our audit procedures included, among others, the following:</p> <ul style="list-style-type: none">• Involved our IT specialists to test the design, implementation and operating effectiveness of system of internal controls related to revenue recognition.• Assessed the Group’s revenue recognition policies, for compliance with IFRS Accounting Standards as endorsed by Saudi Organization for Chartered and Professional Accountants (SOCPA).• Inspected a sample of revenue reconciliations prepared by management between the primary billing system and the general ledger.• Tested, on sample basis, the accuracy of customer invoice generation and tested a sample of the credits and discounts applied to customers invoices.• Tested, on a sample basis, customers cash receipts back to the invoice.• Tested transactions which took place before and after year-end to check that revenue is recognized in the appropriate period• Performed analytical procedures by comparing expectations of revenues with actual results and analysed variances.• Assessed the adequacy of the relevant disclosures in the consolidated financial statement.



INDEPENDENT AUDITOR’S REPORT
To the Shareholders of Mobile Telecommunications Company Saudi Arabia
(A Saudi Joint Stock Company) (continued)

Key Audit Matters (continued)

Key audit matter	How our audit addressed the key audit matter
Impairment of property and equipment and intangible assets	
<p>As at 31 December 2024, the Group’s consolidated financial position included property and equipment amounting to SR 4,977 million and intangible assets amounting to SR 13,557 million.</p> <p>At each reporting date, the Group’s management assesses whether there is any indication that property and equipment and intangible assets may be impaired.</p> <p>This involves significant judgments in respect of factors such as technological changes, challenging economic conditions, changing regulatory environment and restrictions, operating or capital costs and other economic assumptions used by the Group.</p> <p>We considered this as a key audit matter as it involves management's assumptions and estimates as well as the materiality of the amounts involved.</p> <p><i>Refer to note 4 and note 5 for the accounting and critical judgements and policies related to valuation of property and equipment and intangible assets.</i></p>	<p>Our audit procedures performed included, among others, the following:</p> <ul style="list-style-type: none">• Assessed the Group’s impairment policies for property and equipment and intangible assets, for compliance with IFRS as endorsed with SOCPA.• Assessed the appropriateness of management’s determination of Cash Generating Units (CGUs), based on the requirements of IAS 36 ‘Impairment of Assets’, that is endorsed in the Kingdom of Saudi Arabia.• Evaluated management’s procedures in identifying impairment indicators in respect of the related CGUs.• Evaluated the reasonableness of management’s assumptions and estimates in determining the recoverable amount of the Group’s CGUs, including those relating to forecasts.• Assessed the adequacy of the relevant disclosures included in the consolidated financial statements.



INDEPENDENT AUDITOR’S REPORT
To the Shareholders of Mobile Telecommunications Company Saudi Arabia
(A Saudi Joint Stock Company) (continued)

Key Audit Matters (continued)

Key audit matter	How our audit addressed the key audit matter
Capitalization of property and equipment	
<p>The Group has a material capital expenditure plan and therefore incurs significant annual expenditure in relation to the development and maintenance of both infrastructure assets and assets in relation to network and related equipment.</p> <p>Costs related to upgrading or enhancing networks are treated as capital expenditures while expenses spent to maintain the network's operating capacity are recognized as expenses in the same year in which they are incurred. Accordingly, the assessment and timing of whether assets meet the capitalization criteria set out in IAS 16 'Property, Plant and Equipment' requires judgement.</p> <p>We consider this as key audit matter since it involves management's assumptions as well as materiality of the amounts involved.</p> <p><i>Refer to note 4 for the accounting policy related to property and equipment and note 13 for the related disclosures.</i></p>	<p>Our audit procedures performed included, among others, the following:</p> <ul style="list-style-type: none">• Tested the design, implementation and operating effectiveness of key controls in place over the capitalization of property and equipment.• Assessed the Group's capitalization policy, for compliance with IFRS Accounting Standards as endorsed by SOCPA.• Tested, on sample basis, costs capitalized are in accordance with the approved budgeted for capital expenditure for the year and the related supporting documents.• Tested, on sample basis, capitalization of expenditure in compliance with the Group's capitalization policy.• Assessed the adequacy of the relevant disclosures included in the consolidated financial statements.



INDEPENDENT AUDITOR'S REPORT

**To the Shareholders of Mobile Telecommunications Company Saudi Arabia
(A Saudi Joint Stock Company) (continued)**

Other information included in the Group's 2024 Annual Report

Other information consists of the information included in the Group's 2024 annual report, other than the consolidated financial statements and our auditor's report thereon. The management is responsible for the other information in its annual report. The Group's 2024 annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS Accounting Standards that are endorsed in the Kingdom of Saudi Arabia and other standards and pronouncements that are endorsed by the Saudi Organization for Chartered and Professional Accountants and the applicable provisions of Regulations of Companies and Company's By-laws, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance i.e. the Audit Committee, is responsible for overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with International Standards on Auditing that are endorsed in the Kingdom of Saudi Arabia will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.



INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Mobile Telecommunications Company Saudi Arabia (A Saudi Joint Stock Company) (continued)

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements (continued)

As part of an audit, in accordance with International Standards on Auditing that are endorsed in the Kingdom of Saudi Arabia, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the group as a basis for forming an opinion on the consolidated financial statements. We are responsible for the direction, supervision and review of the audit work performed for the purposes of the group audit. We remain solely responsible for our audit opinion

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.



INDEPENDENT AUDITOR'S REPORT
To the Shareholders of Mobile Telecommunications Company Saudi Arabia
(A Saudi Joint Stock Company) (continued)

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements (continued)

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current year and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

for Ernst & Young Professional Services

Ahmed Ibrahim Reda
Certified Public Accountant
License No. (356)



Riyadh: 21 Sha'ban 1446 H
(20 February 2025)



Fifth Item

Voting on appointment of an External Auditor for the Company from among the candidates nominated based on recommendation of Audit Committee to review and audit financial statements of the second quarter, third quarter and the annual of the fiscal year 2025, in addition to first quarter of 2026, and determining its fees.



Sixth Item

Voting on the Board of Directors Resolution to appoint Mr. Nawaf Hisham Al-Gharabally as a Non- Executive Board Member to the Board of Directors, starting from date of his appointment on 22-12-2024 until end of the current term of the Board of Directors on 25-04-2025 in the Vacant Seat in the Board of Directors. (attached).

classified as Public

● هيئة السوق المالية
Capital Market Authority



١. البيانات الشخصية للعضو المرشح
Personal Information of the Member

الاسم الرباعي Full Name			توفيق هشام عبدالرحمن القربلي
الجنسية Nationality	تاريخ الميلاد Date of Birth	1976/1/31	كويتي

٢. المؤهلات العلمية للعضو المرشح
Academic Qualifications of the Member

المؤهل	التخصص	تاريخ "حصول على المؤهل"	اسم الجهة المانحة
Qualifications	Specialization	Date of obtaining the qualifications	The issuer of the qualification
بكالوريوس	هندسة كهربائية	1998	جامعة الكويت - كلية الهندسة
ماجستير إدارة الأعمال	إدارة الأعمال	2021	كلية لندن لإدارة الأعمال

عمال:

Experiences of the Member

[illegible]

Classified as Public

هيئة السوق المالية
Capital Market Authority



٥. العضوية الحالية في مجالس إدارات شركات مساهمة أخرى (مدرجة أو غير مدرجة) أو أي شركة أخرى إما كن شريكاً قانونياً أو اللجان المستمدة منها					
Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it					
رقم	اسم الشركة	النشاط الرئيس	صفة العضوية (تدويني، غير تدويني، مستقل)	طبيعة التمثيل (مؤرخ بصفته مساهماً، أمين من قبل مساهم يتمتع بحق التمثيل بموجب نظام الشركة الأساس، مؤرخ من مساهم)	عضوية اللجان هيكلي القانوني للشركة
	Company name	Main activity	Membership type	Membership Nature	Legal form of the company
1	لا يشغل لعضو عضويات في مجالس إدارة شركات مساهمة مدرجة أو غير مدرجة				
2					
3					
4					
5					
6					



Seventh Item

Voting on the discharge of Board of Directors members for the fiscal year ended on 31/12/2024.



Eighth Item

Voting on disbursement of (4,500,000) SAR remuneration to the Board members for the fiscal year ended on 31/12/2024.



Ninth Item

Vote on delegating the Ordinary General Assembly's authorization mentioned in Paragraph (1) from Article (27) of the Companies Law, for a period of one year from the date of approval of the Ordinary General Assembly or until the end of the term of the delegated Board, whichever is earlier, pursuant to the terms mentioned in the Implementing Regulation of the Companies Law for Listed Joint Stock Companies



Tenth Item

Vote on the recommendation of the Board of Directors to distribute cash dividends to the shareholders for the fiscal year ending 31 December 2024 amounting to (449,365,000) SAR at (0.5) SAR per share representing (5%) of the nominal value per share. The eligibility of Cash dividends will be to shareholders who own the company shares by the end of the trading day of the General Assembly of the company and who are registered in the Company's shareholders record at Securities Depository Center Company (Edaa) at the end of the second trading day following the eligibility date, the dividend distribution will start on Thursday 17/11/1446 AH, corresponding to May 15, 2025.

Statement of Board of Directors’ recommendation to distribute cash dividends to the company’s shareholders for the fiscal year 2024

Mobile Telecommunication Company Saudi Arabia “ZAIN KSA” announces the Board of Directors’ recommendation to distribute cash dividends to shareholders for the fiscal year 2024

Element List	Explanation
Date of the board’s recommendation	17-02-2025 Corresponding to 18-08-1446
The Total amount distributed	449,365 million SAR
Number of Shares Eligible for Dividends	898,729 million shares
Dividend per share	SAR 0,5
Percentage of Dividend to the Share Par Value (%)	٪5
Eligibility date	The eligibility of Cash dividends will be to Shareholders who own the company shares on the Eligibility date and are enrolled in the Company’s register at Securities Depository Center Company (Edaa) by the end of the second trading day of the day of the General Assembly of the company, which will be announced later.
Distribution Date	Distribution date will be announced later after the approval of the General Assembly.
The name of other official authorities and the details of their non-refusal to the recommendation or decision	N/A
Additional Information	<p>The company urges our respected shareholders to update their banking information to ensure the deposit of the cash dividends directly into their accounts.</p> <p>In addition, we would like to draw the attention of the non-resident foreign investors that the cash dividend distribution which is transferred by the resident financial broker is subject to a withholding tax of ٪5 according to the provisions of Article (68) of the Income Tax Law and Article (63) of the Implementing Regulations.</p> <p>We are pleased to receive the questions and inquiries of our valued shareholders through the following means of communication:</p> <p>Investors Relations Department via direct call: +592448888-966</p> <p>E-mailed to investor.relations@sa.zain.com</p>

Eleventh Item

Voting on the business and contracts concluded between the company and Zain group K.S.C.P in which the members of the Board of Directors have an indirect interest: Mr. Bader Nasser Alkharafi (Vice chairman), Mr. Osama Matta (Board Member), Mr. Martial Caratti (Former Board Member), Mr. Kamil Hilali (Board Member), Mr. Talal Al Mamari (Board Member), and Mr. Nawaf Hisham Al-Gharabally (Board Member). which is Administrative fees, and Branding Fee. noting that the transactions amounted to (170,000,000) SAR for the fiscal year 2024. and there is no Preferential terms for this contract. (attached).

Twelfth Item

Voting on the business and contracts concluded between the company and and Zain group K.S.C.P Subsidiaries, in which the members of the Board of Directors have an indirect interest: Mr. Bader Nasser Alkharafi (Vice chairman), Mr. Osama Matta (Board Member), Mr. Martial Caratti (Former Board Member), Mr. Kamil Hilali (Board Member), Mr. Talal Al Mamari (Board Member), and Mr. Nawaf Hisham Al-Gharabally (Board Member). which is Telecom Services (interconnect/roaming), noting that the provided transactions amounted to (42,507,000) SAR, and received transactions amounted to (90,342,000) SAR for the fiscal year 2024. and there is no Preferential terms for this contract. (attached).

Thirteenth Item

Voting on the business and contracts concluded between the company and Hulool ZainTECH for Information Technology. in which the members of the Board of Directors have an indirect interest: Mr. Bader Nasser Alkharafi (Vice chairman), Mr. Osama Matta (Board Member), Mr. Martial Caratti (Former Board Member), Mr. Kamil Hilali (Board Member), Mr. Talal Al Mamari (Board Member), and Mr. Nawaf Hisham Al-Gharabally (Board Member). which is Licensing fees. noting that the transactions amounted to (2,225,000) SAR for the fiscal year 2024. and there is no Preferential terms for this contract. (attached).

Fourteenth Item

Voting on the business and contracts that will take place between the company and Hulool ZainTECH for Information Technology in which the members of the Board of Directors have an indirect interest: Mr. Bader Nasser Alkharafi (Vice chairman), Mr. Osama Matta (Board Member), Mr. Kamil Hilali (Board Member), Mr. Talal Al Mamari (Board Member), and Mr. Nawaf Hisham Al-Gharabally (Board Member). which is a leasing contract. noting that the transactions amounted to (5,900,000) SAR for the fiscal year 2024, And it will start in 2025. and there is no Preferential terms for this contract. (attached).

Fifteenth Item

Voting on the business and contracts that will take place between the company and Hulool ZainTECH for Information Technology in which the members of the Board of Directors have an indirect interest: Mr. Bader Nasser Alkharafi (Vice chairman), Mr. Osama Matta (Board Member), Mr. Kamil Hilali (Board Member), Mr. Talal Al Mamari (Board Member), and Mr. Nawaf Hisham Al-Gharabally (Board Member). It consists of providing a technical and information services, worth (87,377,000) SAR, And it be implemented in 2025. and there is no Preferential terms for this contract. (attached).

Sixteenth Item

Voting on the business and contracts that will take place between the company and Zain Omantel International ZOI in which the members of the Board of Directors have an indirect interest: Mr. Bader Nasser Alkharafi (Vice chairman), Mr. Osama Matta (Board Member), Mr. Kamil Hilali (Board Member), Mr. Talal Al Mamari (Board Member), and Mr. Nawaf Hisham Al-Gharabally (Board Member). It consists of purchase contracts, worth (79,670,000) SAR, In fiscal year 2025. and there is no Preferential terms for this contract. (attached).

Seventeenth Item

Voting on the business and contracts that will take place between the company and Zain Global Communications Co. SPC in which the members of the Board of Directors have an indirect interest: Mr. Bader Nasser Alkharafi (Vice chairman), Mr. Osama Matta (Board Member), Mr. Kamil Hilali (Board Member), Mr. Talal Al Mamari (Board Member), and Mr. Nawaf Hisham Al-Gharabally (Board Member). It consists of Providing technical and information services, worth (1,204,000) SAR, to be implemented In 2025. and there is no Preferential terms for this contract. (attached).

Eighteen Item

Voting on the business and contracts that will take place between the company and FOO Holding Sal. in which the members of the Board of Directors have an indirect interest: Mr. Bader Nasser Alkharafi (Vice chairman), Mr. Osama Matta (Board Member), Mr. Kamil Hilali (Board Member), Mr. Talal Al Mamari (Board Member), and Mr. Nawaf Hisham Al-Gharabally (Board Member). It consists of purchase contracts, worth (1,758,000) SAR, to be implemented in 2025. and there is no Preferential terms for this contract. (attached).

Nineteenth Item

Voting on the business and contracts concluded between the company and Al Marai company, in which the Chairman of the Board of Directors has an indirect interest: HH Prince Naif bin Sultan bin Mohammed bin Saud Al Kabeer. which is Telecom Services (interconnect/roaming), noting that the transactions amounted to (5,150,000) SAR for the fiscal year 2024. and there is no Preferential terms for this contract. (attached).

Twenty Item

Voting on the business and contracts concluded between the company and Yamama Cement company, in which the Chairman of the Board of Directors has an indirect interest: HH Prince Naif bin Sultan bin Mohammed bin Saud Al Kabeer. which is Telecom Services (interconnect/roaming), noting that the transactions amounted to (2,081,000) SAR for the fiscal year 2024. and there is no Preferential terms for this contract. (attached).

Twenty-one Item

Voting on the business and contracts concluded between the company and Golden Lattice company, in which the Chairman of the Board of Directors has an indirect interest: HH Prince Naif bin Sultan bin Mohammed bin Saud Al Kabeer. which is the Towers sale transaction, noting that the transactions amounted to (3,026,000,000) SAR for the fiscal year 2023. and there is no Preferential terms for this contract. (attached)

Twenty-second Item

Voting on the business and contracts concluded between the company and Golden Lattice company, in which the Chairman of the Board of Directors has an indirect interest: HH Prince Naif bin Sultan bin Mohammed bin Saud Al Kabeer. which is Towers rental and operating expenses, noting that the transactions amounted to (510,589,000) SAR for the fiscal year 2023. and there is no Preferential terms for this contract. (attached).

Tenty-Thirty Item

Voting on the business and contracts concluded between the company and Golden Lattice company, in which the Chairman of the Board of Directors has an indirect interest: HH Prince Naif bin Sultan bin Mohammed bin Saud Al Kabeer. which is Towers rental and operating expenses, noting that the transactions amounted to (815,867,000) SAR for the fiscal year 2024. and there is no Preferential terms for this contract. (attached).



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LIMITED ASSURANCE REPORT TO THE SHAREHOLDERS OF MOBILE TELECOMMUNICATIONS COMPANY SAUDI ARABIA (A SAUDI JOINT STOCK COMPANY)

Scope

We have been engaged by Mobile Telecommunications Company Saudi Arabia (the “Company”) 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 Company’s compliance with the requirements of Article (71) of the Regulations for Companies (the “Subject Matter”) contained in the Company’s attached notification (Appendix A) which is presented by the Company’s Board of Directors to the Ordinary General Assembly on the transactions and contracts in which some members of the Company’s Board of Directors have a direct or indirect personal interest in them dated 20 March 2025.

Criteria Applied by the Company

In preparing the Subject Matter the Company applied the below criteria (the “Criteria”). Such Criteria were specifically designed for the notification presented by the Company’s Board of Directors to the Ordinary General Assembly (Appendix A). As a result, the subject matter information may not be suitable for another purpose.

- Article (71) of the Regulations for Companies issued by the Ministry of Commerce (“MC”) (1443H -2022G).
- Notification presented by the Company’s Board of Directors to the Ordinary General Assembly (Appendix A) dated 20 March 2025.
- Declarations submitted by some of the Company’s Board of Directors’ members regarding the transactions and contracts in which some members of the Company’s Board of Directors have a direct or indirect personal interest in them.
- Meeting minutes of the Board of Directors meeting which include disclosures by some of the Company’s Board of Directors’ members regarding transactions and contracts in which some members of the Company’s Board of Directors have a direct or indirect personal interest in them.

Company’s Responsibilities

The Company’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 MOBILE TELECOMMUNICATIONS COMPANY SAUDI ARABIA (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 Company on 15 January 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*, and accordingly maintains a comprehensive system of quality management including documented policies and 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
MOBILE TELECOMMUNICATIONS COMPANY SAUDI ARABIA
(A SAUDI JOINT STOCK COMPANY) (continued)**

Description of Procedures Performed (continued)

Our procedures included:

- Obtained the notification presented by the Company’s Board of Directors to the Ordinary General Assembly (Appendix A) regarding the transactions and contracts entered between some of the Board of Directors’ members directly or indirectly with the Company dated 20 March 2025.
- Obtained the declarations from some of the Company’s Board of Directors’ members for the transactions and contracts done with the Company’s in which some members of the Company’s Board of Directors have a direct or indirect personal interest in them.
- Obtained Board of Directors minutes of meetings that indicates some members’ notification to the Board of Directors of transactions and contracts done with the Company in which some members of the Company’s Board of Directors have a direct or indirect personal interest in them.
- Discussing with the management the contracts and transactions between the Board of Directors’ members either directly or indirectly with the Company 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 Company referred to above.

for Ernst & Young Professional Services

Ahmed Ibrahim Reda
Certified Public Accountant
License No. (356)



Riyadh: 24 Ramadhan 1446 H
(24 March 2025)

Notification of business and contracts in which members of the Board of Directors have an interest.

In accordance with the provisions of Paragraph (A) of Article (71) of the Companies Law and Paragraph (9) of Article (27) of the Corporate Governance Regulations, relevant to informing the General Assembly of the businesses and contracts carried out by Mobile Telecommunications Company Saudi Arabia (Zain Saudi Arabia) in which any member of the Board of Directors has a direct or indirect interest in them. I would like to inform the esteemed Assembly of the following transactions:

#	Related Party	Nature and conditions of transaction, business or contract	Duration / Term	Net Value / amount during 2024	Related party relationship with Zain KSA	Board members / senior executives with interest (directl or indirectl)
				SAR'000		
1	MTC KSCP (Zain Group)	Administration and Branding Fee	Open	(170,000)	Founding Shareholder of Zain KSA	Mr. Bader bin Nasser AL-Kharafi (Vice President) Mr. Ossama Michel Matta (Board Member) Mr. Martial Antoine Caratti (Former Board Member) Mr. Nawaf Hisham Al Gharabally (Board Member) Mr. Kamil Hilali (Board Member) Mr. Talal Said Al Mamari (Board Member)
2	Oman Tel	Telecom Services (Interconnect/ roaming)	Open	36,639 (86,060)	Oman Tel is a shareholder of MTC KSCP which is a Founding Shareholder of Zain KSA	
3	Zain Bahrain	Telecom Services (Interconnect/ roaming)	Open	1,042 (1,909)	Zain Bahrain is a subsidiary of MTC KSCP which is a Founding Shareholder of Zain KSA Shareholder of Zain KSA	
4	Zain Jordan	Telecom Services (Interconnect/ roaming)	Open	642 (801)	ain Jordon is a subsidiary of MTC KSCP which is a Founding Shareholder of Zain KSA	
5	MTC Lebanon S.A.R.L (Touch)	Telecom Services (Interconnect/ roaming)	Open	52 (227)	MTC Lebanon S.A.R.L is a subsidiary of MTC KSCP which is a Founding Shareholder of Zain KSA	
6	Zain Kuwait	Telecom Services (Interconnect/ roaming)	Open	3,297 (355)	Zain Kuwait is a subsidiary of MTC KSCP which is a Founding Shareholder of Zain KSA	
7	Zain Sudan	Telecom Services (Interconnect/ roaming)	Open	299 (851)	Zain Sudan is a subsidiary of MTC KSCP which is a Founding Shareholder of Zain KSA	
8	Zain Iraq	Telecom Services (Interconnect/ roaming)	Open	443 (139)	Mada Bahrain is a subsidiary of MTC KSCP which is a Founding Shareholder of Zain KSA	
9	Mada Bahrain	Telecom Services (Interconnect/ roaming)	Open	95 (1)	Mada Bahrain is a subsidiary to MTC KSCP which is a Founding Shareholder of Zain KSA	
10	Hulool Zain Tech for information Technology	License fees	Open	(2,225)	Hulool Zain Tech for information Technology is a subsidiary of MTC KSCP which is a Founding Shareholder of Zain KSA	

11	Zain Tech for information Technology	Technical and information services	Open	(18,009)	Zain Tech for information Technology is a subsidiary to MTC KSCP which is a Founding Shareholder of Zain KSA	Mr. Bader bin Nasser AL-Kharafi (Vice President) Mr. Ossama Michel Matta (Board Member) Mr. Martial Antoine Caratti (Former Board Member) Mr. Nawaf Hisham Al Gharabally (Board Member) Mr. Kamil Hilali (Board Member) Mr. Talat Said Al Mamari (Board Member)
12	Zain Tech for information Technology	Procurement Contracts	Open	(60,000)	Zain Tech for information Technology is a subsidiary of MTC KSCP which is a Founding Shareholder of Zain KSA	
13	Zain Tech for information Technology	Lease	Open	5,900	Zain Tech for information Technology is a subsidiary of MTC KSCP which is a Founding Shareholder of Zain KSA	
14	Zain Omantel International (ZOI)	Procurement Contracts	Open	(79,670)	Zain Omantel International (ZOI) is a subsidiary of MTC KSCP which is a Founding Shareholder of Zain KSA	
15	Zain global communication SBC	Technical and information services	Open	(1,204)	Zain global communication SBC is a subsidiary of MTC KSCP which is a Founding Shareholder of Zain KSA	
16	Foo Holding Company	Procurement Contracts	Open	(1,758)	Foo Holding Company is a subsidiary of MTC KSCP which is a Founding Shareholder of Zain KSA	
17	Al Marai Company	Telecom Services	Open	5,150	H.H Prince Naif bin Sultan bin Mohammed bin Saud Al Kabeer serves as Chairman of Al Marai Company's Board of Directors.	H.H Prince Naif bin Sultan bin Mohammed bin Saud Al Kabeer (Chairman)
18	Yamama Cement Company	Telecom Services	Open	2,081	H.H Prince Naif bin Sultan bin Mohammed bin Saud Al Kabeer serves as a Board Member in Yamama Cement Company	
19	Golden Lattice Investment Company	Tower Rental and Operating Expenses 2023	Until January 2038	(510,589)	H.H Prince Naif bin Sultan bin Mohammed bin Saud Al Kabir has an interest Golden Lattice Investment Company	
20	Golden Lattice Investment Company	Sale of Towers	2023	3,026,000	H.H Prince Naif bin Sultan bin Mohammed bin Saud Al Kabir has an interest Golden Lattice Investment Company	
21	Golden Lattice Investment Company	ower Rental and Operating Expenses 2024	Until January 2038	(815,867)	H.H Prince Naif bin Sultan bin Mohammed bin Saud Al Kabir has an interest Golden Lattice Investment Company	

Other than what is mentioned above, there are no other transactions that took place during 2024 with any of the members of the Board of Directors.



Annual Audit committee Report 2024

The Audit Committee

The Audit Committee shall be competent by a decision of the Board of Directors for a period similar to the Board's term. It shall be from shareholders or others who meet all the requirements for membership in the Audit Committee. During 2024, the Audit Committee consisted of the following members:

1. Martial Antoine Caratti: Chairman (Non-Executive Board member) – resigned on 03 September 2024
2. Mr. Ossama Michel Matta: Member (Non-Executive Board member)
3. Mr. Saud bin Abdullah Al-Bawardi: Member (Independent Board member)
4. Mr. Talal Said Al Mamari: Chairman of the Audit Committee (Non-Executive member) – appointed as a member of the Audit Committee on 16 September 2024

Internal Control

The internal control system has an important role to play in the success of any organization. Accordingly, Zain KSA is committed to ensuring an effective internal control system to achieve regulatory objectives, asset protection, accurate internal and external reporting, risk reduction, and adherence to regulatory requirements.

The Audit Committee oversees the Internal Audit work, which periodically reviews the adequacy and effectiveness of the internal control system to provide a continuous assessment of the system. The Committee also reviews the External Auditor's reports and management letter, which might include any lack of internal control noted by the External Auditor as part of their internal controls assessment.

Based on the above The Audit Committee also considers that the management position in general regarding internal control is positive, as the majority of activities are governed by written policies and procedures, and management reacts positively towards the recommended policies or improvements

Audit Committee Roles and Responsibilities

The Audit Committee is responsible for overseeing the Company's operations and ensuring the accuracy and integrity of its financial reports and statements, as well as its internal control systems. And any topics referred to Audit Committee by the Board of Directors. To assess that, a number of meetings were held during 2024 with the Internal Audit Vice President , senior management and the external auditor. This section briefly introduces the committee's roles and responsibilities, composition and the meetings conducted.

As outlined in the CMA's Corporate Governance Regulations and the relevant articles of the Corporate Law, as well as the responsibilities stated by the Board of Directors, the main responsibilities of the Audit Committee are outlined as follows:

- Analyzing the Company's interim and annual financial statements before presenting them to the Board and providing its opinion and recommendations thereon to ensure their integrity, fairness, and transparency.
- Analyzing any important or non-familiar issues contained in the financial reports.
- Examining the accounting policies followed by the Company and providing its opinion and recommendations to the Board thereon.
- Examining and reviewing the Company's internal and financial control systems and risk management system.
- Monitoring and overseeing the performance and activities of the internal auditor and internal audit department of the Company to ensure the availability of the necessary resources and their effectiveness in performing the assigned activities and duties.

- Approval the internal audit department annual plan.
- Providing recommendations to the Board to nominate external auditors, dismiss them, determine their remunerations, and assess their performance after verifying their independence and reviewing the scope of their work and the terms of their contracts.
- Verifying the independence of the external auditor, its objectivity, fairness, and effectiveness of the audit activities, considering the relevant rules and standards.
- Reviewing the external auditor's reports and its comments on the financial statements and following up the procedures taken in connection therewith.
- Reviewing the findings of the reports of supervisory authorities and ensuring that the Company has taken the necessary actions in connection therewith.
- Reviewing the contracts and proposed Related Party transactions and providing its recommendations to the Board.
- Reporting to the Board any issues in connection with what it deems necessary to take action on, and providing recommendations as to the steps that should be taken.

Audit Committee meetings

The Audit Committee held four (4) meetings during 2024. The following table includes the meetings attended by each member:

#	Name	Capacity	1st meeting 25 February 2024	2nd meeting 8 May 2024	3rd meeting 23 June 2024	4th meeting 27 October 2024	Total
1	Martial Antoine Caratti — resigned on 03 September 2024	Chairman	✓	✓	✓	x	3
2	Mr. Ossama Michel Matta	Member	✓	✓	✓	✓	4
3	Mr. Saud bin Abdullah Al-Bawardi	Member	✓	✓	x	✓	3
4	Mr. Talal Said Al Mamari 1. appointed as a member of the Audit Committee on 16 September 2024	Committee Head	x	x	x	✓	1

External Audit

The Audit Committee evaluated the proposals of External Auditors and provided recommendations to the Board of Directors to nominate an External Auditor for the Company. After evaluation of all proposals with consideration of experience and qualifications, Ernst & Young & Co. (EY) and Deloitte were recommended on May 30, 2024, to the Board to present this recommendation to the Annual General Assembly to select one of them as an external auditor. The General Assembly meeting was held on July 30th, 2024 and Ernst & Young was selected to be the External Auditor to review and audit Zain KSA and its subsidiaries' financial statements for the second, third, and full-year annual financial audit for the FY-2024, the first quarter of 2025.

Declarations

- There is a fully-fledged and independent internal audit function operating throughout the year.
- There was no conflict between the Audit Committee's recommendations and the Board's resolutions regarding the appointment, dismissal, performance assessment, or determining the remuneration of the external auditor or relating to the appointment of the internal auditor.