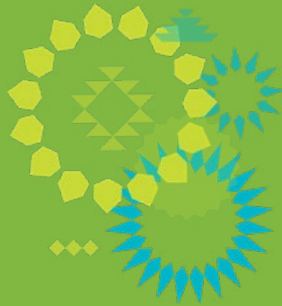


**zain**



Ordinary General Assembly Meeting ( the First Meeting )  
**Mobile Telecommunication Company Saudi Arabia  
(Zain KSA)**

**Location: Riyadh (Via modern technology means)**

**Date: 30 / 06/ 2026**

**Corresponding to: 15 / 01/ 1448H**

**Time: 20:15**

## Zain KSA Ordinary General Assembly Meeting Agenda for the year 2026

- 1 - To review and discuss the Board of Directors' Report for the fiscal year ended December 31, 2025. (Attached)
- 2 - To review and discuss the financial statements for the fiscal year ended December 31, 2025. (Attached)
- 3 - To vote on the External Auditor's Report for the fiscal year ended December 31, 2025, after discussing it. (Attached)
- 4 - To vote on discharging the members of the Board of Directors from liability for their activities during the fiscal year ended December 31, 2025.
- 5 - To vote on the appointment of the Company's external auditor from among the candidates nominated based on the recommendation of the Audit Committee, to examine, review, and audit the financial statements for the second and third quarters and the annual financial statements for fiscal year 2026; the first, second, and third quarters and the annual financial statements for fiscal year 2027; the first, second, and third quarters and the annual financial statements for fiscal year 2028; and the first-quarter financial statements for fiscal year 2029, and to determine the auditor's fees.
- 6 - To vote on the Board of Directors' resolution appointing Eng. Atef bin Saeed Al Sayabi (Non-Executive Board Member) to the Board of Directors effective January 22, 2026, to complete the current Board term ending on April 25, 2029, in the vacant seat on the Board. (Curriculum Vitae attached)
- 7 - To vote on delegating to the Board of Directors the authority of the General Assembly as stipulated in Paragraph (1) of Article (27) of the Companies Law for a period of one year from the date of the General Assembly's approval or until the end of the delegated Board term, whichever occurs first, with respect to business and contracts in which a Board member has a direct or indirect interest, in accordance with the conditions set forth in the Implementing Regulations of the Companies Law applicable to listed joint-stock companies.

## Zain KSA Ordinary General Assembly Meeting Agenda for the year 2026

**8 - To vote on the Board of Directors' recommendation to distribute cash dividends to shareholders for the fiscal year ended December 31, 2025, in the amount of SAR (449,365,000), at SAR (0.50) per share, representing (5%) of the nominal value of each share. Eligibility for the cash dividends shall be for shareholders owning shares at the close of trading on the date of the General Assembly meeting and registered in the Company's shareholder register maintained by the Securities Depository Center Company (Edaa) at the end of the second trading day following the meeting date. Dividend distribution shall commence on Tuesday, July 21, 2026.**

**9 - To vote on the payment of remuneration to the members of the Board of Directors in the amount of SAR (5,043,500) for the fiscal year ended December 31, 2025.**

**10 - To vote on the Corporate Social Responsibility (CSR) Policy. (Attached)**

**11 - Vote on the business and contracts entered into between the Company and Zain Group K.S.C.P., in which the following Board members have an indirect interest: Mr. Bader Nasser Al Kharafi (Vice Chairman), Mr. Ossama Matta (Board Member), Eng. Atef Al Sayabi (Board Member), Eng. Kamil Hilali (Board Member), and Eng. Nawaf Al Gharabally (Board Member). This transaction relates to administrative fees and branding fees amounting to SAR (170,000,000) for the fiscal year 2025. The contract was concluded without any preferential terms or benefits. (Attached)**

**12 - Vote on the business and contracts entered into between the Company and the subsidiaries of Zain Group K.S.C.P., in which the following Board members have an indirect interest: Mr. Bader Nasser Al Kharafi (Vice Chairman), Mr. Ossama Matta (Board Member), Eng. Atef Al Sayabi (Board Member), Eng. Kamil Hilali (Board Member), and Eng. Nawaf Al Gharabally (Board Member). These transactions relate to telecommunication services (roaming/interconnection). The value of revenue arising from the services provided under these transactions amounted to SAR (58,242,000), while the cost of services received amounted to SAR (122,622,000) during the fiscal year 2025. The contract was concluded without any preferential terms or benefits. (Attached)**

## Zain KSA Ordinary General Assembly Meeting Agenda for the year 2026

**13 -** Vote on the business and contracts entered into between the Company and Zain Omantel International (ZOI), in which the following Board members have an indirect interest: Mr. Bader Nasser Al Kharafi (Vice Chairman), Mr. Ossama Matta (Board Member), Eng. Atef Al Sayabi (Board Member), Eng. Kamil Hilali (Board Member), and Eng. Nawaf Al Gharabally (Board Member). The transaction consists of contracts for the right to use transmission cable capacity granted for a period of 15 years, with a value of SAR (37,500,000) during the fiscal year 2025. The contract was concluded without any preferential terms or benefits. (Attached)

**14 -** Vote on the business and contracts entered into between the Company and Hulool ZainTech for Information Technology, in which the following Board members have an indirect interest: Mr. Bader Nasser Al Kharafi (Vice Chairman), Mr. Ossama Matta (Board Member), Eng. Atef Al Sayabi (Board Member), Eng. Kamil Hilali (Board Member), and Eng. Nawaf Al Gharabally (Board Member). The transaction relates to a lease agreement with a value of SAR (5,900,000) in favor of Zain KSA. The contract was concluded without any preferential terms or benefits. (Attached)

**15 -** Vote on the business and contracts entered into between the Company and Hulool ZainTech for Information Technology, in which the following Board members have an indirect interest: Mr. Bader Nasser Al Kharafi (Vice Chairman), Mr. Ossama Matta (Board Member), Eng. Atef Al Sayabi (Board Member), Eng. Kamil Hilali (Board Member), and Eng. Nawaf Al Gharabally (Board Member). The transaction relates to licensing fees and the provision of technical and information technology services for the Company's operational use, with a value of SAR (38,103,000). The contract was concluded without any preferential terms or benefits. (Attached)

**16 -** Vote on the business and contracts entered into between the Company and FOO Holding LLC, in which the following Board members have an indirect interest: Mr. Bader Nasser Al Kharafi (Vice Chairman), Mr. Ossama Matta (Board Member), Eng. Atef Al Sayabi (Board Member), Eng. Kamil Hilali (Board Member), and Eng. Nawaf Al Gharabally (Board Member). The transaction consists of procurement contracts for the development of technical services, with a total value of SAR (1,758,000). The contract was concluded without any preferential terms or benefits. (Attached)

## Zain KSA Ordinary General Assembly Meeting Agenda for the year 2026

**17 -** Vote on the business and contracts entered into between the Company and the General Organization for Social Insurance (GOSI), in which Board Member Mr. Saud bin Sulaiman Al Juhani has an indirect interest. This transaction relates to a “Building Lease Agreement” at Granada Business Complex in Riyadh. The value of transaction during fiscal year 2025 amounted to SAR (19,156,697), excluding VAT, and authorizing this for the coming year. The contract was concluded without any preferential terms or benefits. (Attached)

**18 -** Vote on the business and contracts entered into between the Company and The Mediterranean & Gulf Insurance and Reinsurance Company (MEDGULF), in which Board Member Mr. Umar bin Abdulrahman Al Mahmoud has an indirect interest. These transactions relate to “Telecommunication Services” amounting to SAR (248,000) in favor of Zain KSA. The contract was concluded without any preferential terms or benefits. (Attached)

**19 -** Vote on the business and contracts entered into between the Company and Najm for Insurance Services Company, in which Board Member Mr. Umar bin Abdulrahman Al Mahmoud has an indirect interest. These transactions relate to “Telecommunication Services” amounting to SAR (2,421,262) in favor of Zain KSA. The contract was concluded without any preferential terms or benefits. (Attached)



# First Item

To review and discuss the Board of Directors' Report for the fiscal year ended December 31, 2025.



For reviewing and reading the Board of Directors' report for the fiscal year ending on 31 December 2025.

Please follow the below link:

The Board of Directors' report for the fiscal year ending on 31 December 2025.





# Second Item

To review and discuss the financial statements for  
the fiscal year ended December 31, 2025.



For reviewing and reading the Consolidated Financial Statements  
for the fiscal year ending on 31 December 2025.

Please follow the below link:

The financial statements of the fiscal year  
ending on 31 December 2025





# Third Item

To vote on the External Auditor's Report for the fiscal year ended  
December 31, 2025, after discussing it.



## KPMG Professional Services Company

Roshn Front, Airport Road  
P.O. Box 92876  
Riyadh 11663  
Kingdom of Saudi Arabia  
Commercial Registration No 1010425494

Headquarters in Riyadh

## شركة كي بي إم جي للاستشارات المهنية مساهمة مهنية

واجهة روشن، طريق المطار  
صندوق بريد ٩٢٨٧٦  
الرياض ١١٦٦٣  
المملكة العربية السعودية  
سجل تجاري رقم ١٠١٠٤٢٥٤٩٤  
المركز الرئيسي في الرياض

# Independent Auditor's Report

To the Shareholders of Mobile Telecommunications Company Saudi Arabia

## 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 2025, 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 policies and other explanatory 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 2025, 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 (SOCPA).

## 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, as applicable to audits of the financial statements of public interest entities. We have fulfilled our other ethical responsibilities in accordance with the Code's requirements. 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 our opinion thereon, and we do not provide a separate opinion on these matters.



# Independent Auditor's Report

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

Revenue Recognition	
See Note 4 and 26 to the consolidated financial statements.	
The key audit matter	How the matter was addressed in our audit
<p>Revenue recognition is considered a key audit matter because of:</p> <ul style="list-style-type: none"> <li>reliance on multiple, complex information technology (IT) systems and tools used in the initiation, processing and recording of revenue transactions;</li> <li>variety of customer offerings with multiple pricing and tariff structures, which may frequently change during the course of the year,</li> <li>judgments and estimates involved in revenue recognition of multiple element arrangements; and</li> <li>large volume of transactions.</li> </ul> <p>Revenue recognition involves the exercise of a number of key judgments and estimates around the identification of performance obligations that the Group has in its contracts with the customers, determination of standalone selling prices, allocation of transaction prices to the various performance obligations and the timing of fulfilling those obligations.</p> <p>We also identified a risk of management override through inappropriate manual topside revenue journal entries as revenue is a key performance indicator for management performance.</p> <p>Refer to notes 4 for accounting policies and critical accounting judgements and key sources of estimation uncertainty.</p>	<p>Our procedures included, amongst others, those described below: .</p> <ul style="list-style-type: none"> <li>Assessed the Group's revenue recognition policy for compliance with IFRS 15 and relevant regulatory guidance endorsed by the Saudi Organization for Chartered and Professional Accountants.</li> <li>We obtained an understanding of the Group's revenue and billing processes. This included evaluating controls, IT systems, interfaces, and reports across all stages, from contract initiation to final measurement, recognition, and recording,</li> <li>We involved specific team members with IT knowledge to evaluate the design and operating effectiveness of both general IT controls and application controls embedded within key IT systems and applications. It included evaluating interface integrity, and testing automated controls over relevant data flows of significant revenue streams across various systems;</li> <li>We tested the reconciliations between the general ledgers and the relevant IT system reports for all the key revenue streams;</li> <li>We undertook analytical reviews and performed substantive analytical procedures on significant revenue streams;</li> <li>On a sample basis, we tested whether the revenue recognised during the year agrees with underlying contractual arrangements;</li> <li>On a sample basis, we evaluated the revenue recognition relating to multiple performance obligations with customers in accordance with the applicable financial reporting framework, and,</li> <li>On a sample basis, we tested supporting evidence for manual journal entries posted to revenue accounts.</li> </ul>



# Independent Auditor's Report

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

## Capitalization of Property and Equipment (PPE)

See Note 4 and 12 to the consolidated financial statements.

The key audit matter	How the matter was addressed in our audit
<p>The Group has a substantial capital expenditure plan and incurs significant annual expenditures related to the development and maintenance of infrastructure assets and network-related equipment. Costs associated with the upgrading or enhancement of the network are treated as capital expenditures, while expenditures incurred to maintain the network's operating capacity are expensed in the same year in which they are incurred.</p> <p>Determining whether costs meet the capitalization criteria prescribed by IAS 16 'Property, Plant and Equipment' involves management applying significant judgment regarding the classification, timing, and appropriateness of costs capitalized. This includes the evaluation of whether expenditures enhance or maintain the network's operating capacity.</p> <p>Given the materiality of these amounts, reliance on management's assumptions, and the complexity of judgments involved (especially in distinguishing capital costs from operational expenses), this matter is considered a key audit matter.</p> <p>Refer to Note 4 for the accounting policy on capitalization of property and equipment and Note 12 for related disclosures.</p>	<p>Our audit procedures included, among others, the following:</p> <ul style="list-style-type: none"> <li>• Evaluation of policies and key judgments: Assessed the Group's capitalization policy for compliance with IAS 16 and relevant regulatory guidance endorsed by the Saudi Organization for Chartered and Professional Accountants.</li> <li>• Controls testing: Evaluate the design, implementations, governing the capitalization and depreciation of property and equipment, including relevant IT systems.</li> <li>• Sample testing of capitalized expenditures: On a sample basis, we performed test of details on costs capitalized during the year ended 31 December 2025 which included examination of management's assessment as to whether the costs met the criteria for capitalization under IFRS</li> <li>• Disclosures: Assessed the adequacy and completeness of disclosures regarding the Group's PPE capitalization policy, judgments, and material balances in the consolidated financial statements.</li> </ul>

## Other Matters

The consolidated financial statements of the Group for the year ended 31 December 2024, were audited by another auditor who expressed an unmodified opinion on those consolidated financial statements on 21 Sha'ban 1446 H corresponding to 20 February 2025.

## Other Information

Management is responsible for the other information. The other information comprises the information included in the annual report but does not include the (consolidated) financial statements and our auditor's report thereon. The annual report is expected to be made available to us after the date of this auditor's report.



## Independent Auditor's Report

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

### Other Information (continued)

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.

When we read the annual report, when made available to us, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

### 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 that are endorsed in the Kingdom of Saudi Arabia and other standards and pronouncements issued by SOCPA, the applicable requirements of the Regulations for 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, the Board of Directors, are 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated-financial statements.

As part of an audit in accordance with International Standards on Auditing that are endorsed in the Kingdom of Saudi Arabia, we exercise professional judgement and maintain professional scepticism 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.



## Independent Auditor's Report

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

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

- 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, then 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 group financial statements. We are responsible for the direction, supervision and review of the audit work performed for 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 of **Mobile Telecommunication Company Saudi Arabia** ("the Company") and its subsidiaries ("the Group").

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and 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 period 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.

### KPMG Professional Services Company

**Fahad Mubark Al Dossari**  
License No: 469



Al Riyadh, 16 February 2026  
Corresponding to: 28 Sha'aban 1447H



# Fourth Item

To vote on discharging the members of the Board of Directors from liability for their activities during the fiscal year ended December 31, 2025.



# Fifth Item

To vote on the appointment of the Company's external auditor from among the candidates nominated based on the recommendation of the Audit Committee, to examine, review, and audit the financial statements for the second and third quarters and the annual financial statements for fiscal year 2026; the first, second, and third quarters and the annual financial statements for fiscal year 2027; the first, second, and third quarters and the annual financial statements for fiscal year 2028; and the first-quarter financial statements for fiscal year 2029, and to determine the auditor's fees.



# Sixth Item

To vote on the Board of Directors' resolution appointing Eng. Atef bin Saeed Al Sayabi (Non-Executive Board Member) to the Board of Directors effective January 22, 2026, to complete the current Board term ending on April 25, 2029, in the vacant seat on the Board.

(Curriculum Vitae attached)





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العضوية الحالية في مجالس إدارات شركات مساهمة أخرى ( مدرجة أو غير مدرجة) أو أي شركة أخرى أيا كان شكلها القانوني أو اللجان المنبثقة 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

الشكل القانوني للشركة	عضوية اللجان	طريقة التعيين ( مرشح بصفته مساهما، معين من قبل مساهم يتمتع بحق التعيين بموجب نظام الشركة الأساس ، مرشح من مساهم)	صفة العضوية (تفنيدي، غير تفنيدي، مستقل)	النشاط الرئيس	اسم الشركة	م
Legal form of the company	Committees Membership	Membership Nature	Membership type	Main activity	Company name	
						لا يشغل العضو عضويات في مجالس ادارة شركات مساهمة مدرجة أو غير مدرجة
						1
						2
						3
						4
						5
						6

*Handwritten signature*



# Seventh Item

To vote on delegating to the Board of Directors the authority of the General Assembly as stipulated in Paragraph (1) of Article (27) of the Companies Law for a period of one year from the date of the General Assembly's approval or until the end of the delegated Board term, whichever occurs first, with respect to business and contracts in which a Board member has a direct or indirect interest, in accordance with the conditions set forth in the Implementing Regulations of the Companies Law applicable to listed joint-stock companies.



# Eighth Item

To vote on the Board of Directors' recommendation to distribute cash dividends to shareholders for the fiscal year ended December 31, 2025, in the amount of SAR (449,365,000), at SAR (0.50) per share, representing (5%) of the nominal value of each share. Eligibility for the cash dividends shall be for shareholders owning shares at the close of trading on the date of the General Assembly meeting and registered in the Company's shareholder register maintained by the Securities Depository Center Company (Edaa) at the end of the second trading day following the meeting date. Dividend distribution shall commence on Tuesday, July 21, 2026.

## Statement of Board of Directors' recommendation to distribute cash

dividends to the company's shareholders for the fiscal year 2025

Mobile Telecommunication Company Saudi Arabia (Zain KSA) announces the Board of Directors' recommendation to distribute cash dividends to shareholders for the fiscal year 2025.

Element List	Explanation
Date of the board's recommendation	10 February 2026 Corresponding to 22 Sha'ban 1447H
The Total amount distributed	SAR 449.365 million
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.
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:  Investors Relations Department via direct call: +966592448888  E-mailed to investor.relations@sa.zain.com</p>



# Ninth Item

To vote on the payment of remuneration to the members of the Board of Directors in the amount of SAR (5,043,500) for the fiscal year ended December 31, 2025.



# Tenth Item

To vote on the Corporate Social Responsibility (CSR) Policy.



## Social Responsibility Policy



**Key Abbreviations/Terminologies:**

Abbreviations/Terminology	Definition
Company	The Mobile Telecommunication Company Saudi Arabia (Zain KSA).
Social Responsibility	Organizational commitment to ethical practices and community impact, supporting social, economic, and environmental development through responsible operations and stakeholder engagement.
GHG (Greenhouse Gas)	Gases that trap heat in the atmosphere and contribute to climate change, including carbon dioxide (CO <sub>2</sub> ), methane (CH <sub>4</sub> ), and nitrous oxide (N <sub>2</sub> O).
Community Development	The process of supporting local communities through initiatives that improve well-being, opportunity, infrastructure, and inclusion
Stakeholders	Individuals or groups that are affected by or can influence Zain KSA's operations, including employees, customers, partners, suppliers, regulators, and communities.
Digital Inclusion	Ensuring equitable access to digital infrastructure, tools, and training for all segments of society.
Materiality	The process of identifying and prioritizing social responsibility topics most relevant to Zain KSA's strategy and stakeholders.
ESG (Environmental, Social, and Governance)	A framework used to assess a company's environmental and social impact and the effectiveness of its governance practices.
GRI Framework	A globally recognized standard for disclosing environmental, social, and governance performance.
UN SDGs	The United Nations Sustainable Development Goals, a set of global objectives to promote prosperity while protecting the planet.



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## Social Responsibility Policy



### Policy Details:

#### Description:

The Social Responsibility Policy of Zain KSA serves as a strategic framework that guides the Company's efforts to contribute meaningfully to the social and economic development of the communities it serves.

The policy outlines Zain KSA's approach to identifying, managing, and reporting on social initiatives, setting forth the principles and mechanisms that support inclusive development and community empowerment. It also formalizes the integration of social responsibility into corporate strategy and operations, enhancing transparency, accountability, and cross-functional collaboration.

By establishing clear performance indicators, promoting internal awareness, and disclosing progress through periodic reports, Zain KSA affirms its commitment to responsible business practices that foster long-term value for employees, customers, partners, and the wider community.

#### Objectives:

This policy defines Zain KSA's approach to social responsibility, ensuring that all activities contribute to community development while aligning with national priorities and regulatory requirements. It aims to institutionalize practices that balance business growth with positive social impact.

#### Scope:

This policy applies to all Zain KSA departments, subsidiaries, and employees involved in planning, implementing, or supporting social responsibility programs.

## Social Responsibility Policy



### Policy Statements:

Zain KSA's social responsibility program shall focus on ensuring the Company's operations align with its commitment to the community and enhancing Zain KSA's brand reputation, stakeholder confidence, employee engagement, and compliance with national and international obligations. Through a structured methodology, it highlights the Company's social role and contribution to meaningful community development.

- Zain KSA shall conduct a regular materiality assessment to determine the most relevant and material issues affecting the Company and its stakeholders. This process ensures that resources are directed toward initiatives that deliver the greatest social value and are consistent with organizational priorities.
- Zain KSA upholds a structured stakeholder identification process as part of its materiality assessment to ensure its ESG focus areas reflect the needs of the target groups. This enables the Company to engage meaningfully with key stakeholders and prioritize the sustainability topics that are most relevant to its business and broader society.
- All Zain KSA departments shall promote best management practices and contribute to the Company's commitments to stakeholders, fostering responsible business conduct.
- Zain KSA encourages all teams across the organization to proactively propose and implement initiatives that contribute to the company's social responsibility objectives and create positive impact for society, including:
  - Education, digital inclusion, and youth empowerment, including digital literacy and tech skills
  - Women empowerment and inclusive employment
  - Health, well-being, and safety of communities
  - Accessibility and support for individuals with disabilities and elderly
  - Climate change mitigation and environmental sustainability through green technologies
- Proposals must:
  - Demonstrate measurable impact
  - Be vetted for alignment with the Company values and priorities
  - Be submitted through the established review process with clear KPIs
- All social responsibility initiatives must align with the company's overall strategy and be coordinated with relevant internal stakeholders to ensure effective implementation and impact.
- All campaigns and initiatives must:

## Social Responsibility Policy



- Be inclusive and accessible
  - Avoid conflicts of interest or political affiliations
  - Reflect ethical standards defined by Zain KSA's Code of Conduct and Supply Chain Code of Conduct
  - Uphold strong internal controls for data protection and operational transparency.
  - Share timely and accurate data with the designated department to be included in annual disclosures.
- 
- Zain KSA shall ensure the responsible disposal of assets in accordance with the Data Protection and Privacy Policy and other internal regulations.

### Review:

Social Responsibility Policy is subject to regular review for enhancement and amendment aligned with Company's Bylaw, relevant laws, regulations, guidelines, or legislation that issued by the Relevant Regulatory Authorities. and shall be presented to the General Assembly for approval.

### Publication and Entry into Force

Social Responsibility Policy shall be effective as per General Assembly Resolution approval and shall be published on the official website of Zain KSA to enable Shareholders and Stakeholders to review it. And any matter not explicitly stated in this Policy shall be governed by the Company's Bylaws, as well as the relevant laws, regulations, guidelines, and legislation issued by the competent Regulatory Authorities.

Social Responsibility Policy



**Appendix:**

Name
<a href="#">Corporate Governance Regulations issued by the Capital Market Authority</a>
<a href="#">Corporate Sustainability   Zain KSA</a>
<a href="#">Supplier Code of Conduct</a>
<a href="#">Human Rights Policy</a>
<a href="#">Responsible MarCom Strategy</a>

### Eleventh Item

Vote on the business and contracts entered into between the Company and Zain Group K.S.C.P., in which the following Board members have an indirect interest: Mr. Bader Nasser Al Kharafi (Vice Chairman), Mr. Ossama Matta (Board Member), Eng. Atef Al Sayabi (Board Member), Eng. Kamil Hilali (Board Member), and Eng. Nawaf Al Gharabally (Board Member). This transaction relates to administrative fees and branding fees amounting to SAR (170,000,000) for the fiscal year 2025. The contract was concluded without any preferential terms or benefits. (Attached)

### Twelfth Item

Vote on the business and contracts entered into between the Company and the subsidiaries of Zain Group K.S.C.P., in which the following Board members have an indirect interest: Mr. Bader Nasser Al Kharafi (Vice Chairman), Mr. Ossama Matta (Board Member), Eng. Atef Al Sayabi (Board Member), Eng. Kamil Hilali (Board Member), and Eng. Nawaf Al Gharabally (Board Member). These transactions relate to telecommunication services (roaming/interconnection). The value of revenue arising from the services provided under these transactions amounted to SAR (58,242,000), while the cost of services received amounted to SAR (122,622,000) during the fiscal year 2025. The contract was concluded without any preferential terms or benefits. (Attached)

### Thirteenth Item

Vote on the business and contracts entered into between the Company and Zain Omantel International (ZOI), in which the following Board members have an indirect interest: Mr. Bader Nasser Al Kharafi (Vice Chairman), Mr. Ossama Matta (Board Member), Eng. Atef Al Sayabi (Board Member), Eng. Kamil Hilali (Board Member), and Eng. Nawaf Al Gharabally (Board Member). The transaction consists of contracts for the right to use transmission cable capacity granted for a period of 15 years, with a value of SAR (37,500,000) during the fiscal year 2025. The contract was concluded without any preferential terms or benefits. (Attached)

### Fourteenth Item

Vote on the business and contracts entered into between the Company and Hulool ZainTech for Information Technology, in which the following Board members have an indirect interest: Mr. Bader Nasser Al Kharafi (Vice Chairman), Mr. Ossama Matta (Board Member), Eng. Atef Al Sayabi (Board Member), Eng. Kamil Hilali (Board Member), and Eng. Nawaf Al Gharabally (Board Member). The transaction relates to a lease agreement with a value of SAR (5,900,000) in favor of Zain KSA. The contract was concluded without any preferential terms or benefits. (Attached)

### Fifteenth Item

Vote on the business and contracts entered into between the Company and Hulool ZainTech for Information Technology, in which the following Board members have an indirect interest: Mr. Bader Nasser Al Kharafi (Vice Chairman), Mr. Ossama Matta (Board Member), Eng. Atef Al Sayabi (Board Member), Eng. Kamil Hilali (Board Member), and Eng. Nawaf Al Gharabally (Board Member). The transaction relates to licensing fees and the provision of technical and information technology services for the Company's operational use, with a value of SAR (38,103,000). The contract was concluded without any preferential terms or benefits. (Attached)

### Sixteenth Item

Vote on the business and contracts entered into between the Company and FOO Holding LLC, in which the following Board members have an indirect interest: Mr. Bader Nasser Al Kharafi (Vice Chairman), Mr. Ossama Matta (Board Member), Eng. Atef Al Sayabi (Board Member), Eng. Kamil Hilali (Board Member), and Eng. Nawaf Al Gharabally (Board Member). The transaction consists of procurement contracts for the development of technical services, with a total value of SAR (1,758,000). The contract was concluded without any preferential terms or benefits. (Attached)

### Seventeenth Item

Vote on the business and contracts entered into between the Company and the General Organization for Social Insurance (GOSI), in which Board Member Mr. Saud bin Sulaiman Al Juhani has an indirect interest. This transaction relates to a "Building Lease Agreement" at Granada Business Complex in Riyadh. The value of transaction during fiscal year 2025 amounted to SAR (19,156,697), excluding VAT, and authorizing this for the coming year. The contract was concluded without any preferential terms or benefits. (Attached)

### Eighteen Item

Vote on the business and contracts entered into between the Company and The Mediterranean & Gulf Insurance and Reinsurance Company (MEDGULF), in which Board Member Mr. Umar bin Abdulrahman Al Mahmoud has an indirect interest. These transactions relate to "Telecommunication Services" amounting to SAR (248,000) in favor of Zain KSA. The contract was concluded without any preferential terms or benefits. (Attached)

### Nineteenth Item

Vote on the business and contracts entered into between the Company and Najm for Insurance Services Company, in which Board Member Mr. Umar bin Abdulrahman Al Mahmoud has an indirect interest. These transactions relate to "Telecommunication Services" amounting to SAR (2,421,262) in favor of Zain KSA. The contract was concluded without any preferential terms or benefits. (Attached)



## KPMG Professional Services Company

Roshn Front, Airport Road  
P.O. Box 92876  
Riyadh 11663  
Kingdom of Saudi Arabia  
Commercial Registration No 1010425494

Headquarters in Riyadh

## شركة كي بي إم جي للاستشارات المهنية مساهمة مهنية

واجهة روشن، طريق المطار  
صندوق بريد ٩٢٨٧٦  
الرياض ١١٦٦٣  
المملكة العربية السعودية  
سجل تجاري رقم ١٠١٠٤٢٥٤٩٤  
المركز الرئيسي في الرياض

# Independent Limited Assurance Report to Mobile Telecommunications Company Saudi Arabia on the Board of Directors' Declaration on the Requirements of Article 71 of the Companies Law

## To the Shareholders of Mobile Telecommunications Company Saudi Arabia

We were engaged by the management of **Mobile Telecommunications Company Saudi Arabia** (the "Company") to report on the the Board of Directors' declaration prepared by the Management in accordance with the requirements of Article 71 of the Companies Law , which comprises the transactions carried out by the Company during the year ended 31 December 2025 in which any of the members of Board of Directors of the Company had direct or indirect personal interest as detailed below ("Subject Matter") and the accompanying management's statement thereon as set out in Appendix 1 (the "Declaration"), in the form of an independent limited assurance conclusion that based on our work performed and evidence obtained, nothing has come to our attention that causes us to believe that the Subject Matter is not properly prepared, in all material respects, based on the applicable criteria ("Applicable Criteria") below.

### Subject Matter

The Subject Matter for our limited assurance engagement is related to the Board of Directors' declaration enclosed in the attached Appendix 1 (the "Declaration") prepared by the Management in accordance with the requirements of Article 71 of the Companies Law, presented by the Board of Directors of Mobile Telecommunications Company Saudi Arabia (the "Company"), which comprises the transactions carried out by the Company during the year ended 31 December 2025 in which any of the members of Board of Directors of the Company had direct or indirect personal interest.

### Applicable Criteria

We have used the following as the Applicable Criteria:

1. Article 71 of the Companies Law issued by Ministry of Commerce ("MOC").

### Management Responsibility

The management of the Company is responsible for preparing the Subject Matter information that is free from material misstatement in accordance with the Applicable Criteria and for the information contained therein. The management of the Company is also responsible for preparing the Subject Matter information.

This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and presentation of the Subject Matter that information is free from material misstatement, whether due to fraud or error. It also includes selecting the Applicable Criteria and ensuring that the Company complies with the Companies Law ; designing, implementing and effectively operating controls to achieve the stated control objectives; selecting and applying policies; making judgments and estimates that are reasonable in the circumstances; and maintaining adequate records in relation to the Subject Matter information.

The management of the Company is also responsible for preventing and detecting fraud and for identifying and ensuring that the Company complies with laws and regulations applicable to its activities. The management of the Company is responsible for ensuring that staff involved with the preparation of the Subject Matter information are properly trained, systems are properly updated and that any changes in reporting encompass all significant business units.

KPMG Professional Services Company, a professional closed joint stock company registered in the Kingdom of Saudi Arabia with a paid-up capital of SAR110,000,000 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.

شركة كي بي إم جي للاستشارات المهنية مساهمة مهنية، شركة مساهمة مهنية مغلقة مسجلة في المملكة العربية السعودية، رأس مالها (١١٠.٠٠٠.٠٠٠) ريال سعودي مدفوع بالكامل، وهي عضو غير شريك في الشبكة العالمية لشركات كي بي إم جي المستقلة والتابعة لـ كي بي إم جي العالمية المحدودة، شركة الجليزية خاصة محدودة بالضمان.



# Independent Limited Assurance Report to Mobile Telecommunications Company Saudi Arabia on the Board of Directors' Declaration on the Requirements of Article 71 of the Companies Law

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

## Our Responsibility

Our responsibility is to examine the Subject Matter information prepared by the Company and to report thereon in the form of an independent limited assurance conclusion based on the evidence obtained. We conducted our engagement 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 and conditions for this engagement as agreed with the Company's management. That standard requires that we plan and perform our procedures to obtain a meaningful level of assurance about whether the Subject Matter information is properly prepared, in all material respects, as the basis for our limited assurance conclusion.

The firm applies International Standard on Quality Management 1 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.

We have complied with the independence and other ethical requirements of the International Code of Ethics for Professional Accountants (including International Independence Standards) that is endorsed in the Kingdom of Saudi Arabia, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior.

The procedures selected depend on our understanding of the Subject Matter and other engagement circumstances, and our consideration of areas where material misstatements are likely to arise.

In obtaining an understanding of the Subject Matter and other engagement circumstances, we have considered the process used to prepare the Subject Matter information in order to design assurance procedures that are appropriate in the circumstances, but not for the purposes of expressing a conclusion as to the effectiveness of the Company's process or internal control over the preparation and presentation of the Subject Matter information.

Our engagement also included: assessing the appropriateness of the Subject Matter, the suitability of the criteria used by the Company in preparing the Subject Matter information in the circumstances of the engagement, evaluating the appropriateness of the procedures used in the preparation of the Subject Matter information and the reasonableness of estimates made by the Company.

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. We did not perform procedures to identify additional procedures that would have been performed if this were a reasonable assurance engagement.

As part of this engagement, we have not performed any procedures by way of audit, review or verification of the Subject Matter information nor of the underlying records or other sources from which the Subject Matter information was extracted.



# Independent Limited Assurance Report to Mobile Telecommunications Company Saudi Arabia on the Board of Directors' Declaration on the Requirements of Article 71 of the Companies Law

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

## Procedures Performed

Our procedures performed are as follows:

- Obtaining the declaration that includes the transactions and/or contracts performed in which any of the BOD members of the Company has either direct or indirect interest during the year ended 31 December 2025;
- Reviewing the minutes of meetings of the BOD that indicate notifications to the BOD by certain director(s) of actual or potential conflicts of direct or indirect interest in relation to transactions and/or contracts involving the BOD member;
- Checking that the minutes of meetings of the BOD that the relevant director(s) who notified the BOD 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);
- On a sample basis, obtaining the required approvals along with supporting documents in respect of the transactions and/or contracts included in the declaration.

## Conclusion

Our conclusion has been formed on the basis of, and is subject to, the matters outlined in this report.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our conclusion.

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

## Restriction of Use of Our report

Our report should not be regarded as suitable to be used or relied on by any party wishing to acquire rights against us other than the Company and MOC for any purpose or in any context. Any party other than the Company and MOC who obtains access to our report or a copy thereof and chooses to rely on our report (or any part thereof) will do so at its own risk. To the fullest extent permitted by law, we accept or assume no responsibility and deny any liability to any party other than the Company and MOC for our work, for this independent limited assurance report, or for the conclusions we have reached.

Our report is released to the Company and MOC on the basis that it shall not be copied, referred to or disclosed, in whole (save for the Company's own internal purposes) or in part, without our prior written consent.

## KPMG Professional Services Company



**Fahad Mubarak Aldossari**  
License No: 469



Al Riyadh on: 15 Thul-Hijjah 1447H  
Corresponding to: 1 June 2026

## 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 (15) of Article (21) of the Corporate Governance Regulations, relevant to informing the General Assembly of the businesses and contracts carried out on behalf of the Mobile Telecommunications Company Saudi Arabia (Zain Saudi Arabia) in which any member of the Board of Directors has a direct or indirect interest in it. The Board of Directors would like to inform the General Assembly of the following transactions for voting:

#	Related Party	Nature and conditions of transaction, business or contract	Duration Term /	Net Value / amount during 2025  SAR'000	Related party relationship with Zain KSA	Board members / senior executives with interest (directly or indirectly)
1	MTC KSCP	Administration and Branding Fee	Open	(170,000)	Founding Shareholder of Zain KSA	<p>Mr. Bader bin Nasser AL-Kharafi (Vice Chairman) Mr. Ossama Michel Matta (Board Member) Eng. Nawaf Hisham Al Gharabally (Board Member) Mr. Kamil Hilali (Board Member) Eng. Atif Said Al Siyabi (Board Member)</p>
2	Oman Tel	Telecom Services (Interconnect/roaming)	Open	30,977 (37,964)	Oman Tel is a shareholder in MTC KSCP which is a Founding Shareholder of Zain KSA	
3	Zain Bahrain	Telecom Services (Interconnect/roaming)	Open	1,389 (2,447)	Zain Bahrain is a subsidiary to MTC KSCP which is a Founding Shareholder of Zain KSA	
4	Zain Jordan	Telecom Services (Interconnect/roaming)	Open	1,026 (1,632)	Zain Jordan is a subsidiary to MTC KSCP which is a Founding Shareholder of Zain KSA	
5	MTC Lebanon S.A.R.L (Touch)	Telecom Services (Interconnect/roaming)	Open	64 (78)	MTC Lebanon S.A.R.L is a subsidiary to MTC KSCP which is a Founding Shareholder of Zain KSA	
6	Zain Kuwait	Telecom Services (Interconnect/roaming)	Open	2,360 (615)	Zain Kuwait is a subsidiary to MTC KSCP which is a Founding Shareholder of Zain KSA	
7	Zain Sudan	Telecom Services (Interconnect/roaming)	Open	205 (18)	Zain Sudan is a subsidiary to MTC KSCP which is a Founding Shareholder of Zain KSA	
8	Zain Iraq	Telecom Services (Interconnect/roaming)	Open	1,051 (205)	Zain Iraq is a subsidiary to MTC KSCP which is a Founding Shareholder of Zain KSA	
9	Mada Bahrain	Telecom Services (Interconnect)	Open	65	Mada Bahrain is a subsidiary to MTC KSCP which is a Founding Shareholder of Zain KSA	

#	Related Party	Nature and conditions of transaction, business or contract	Duration Term /	Net Value / amount during 2025  SAR'000	Related party relationship with Zain KSA	Board members / senior executives with interest (directly or indirectly)
10	Hulool Zain Tech for information Technology	IT Licensing and service fees *	1 to 5 years	(38,103)	Hulool 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 Chairman) Mr. Ossama Michel Matta (Board Member) Eng. Nawaf Hisham Al Gharabally (Board Member) Mr. Kamil Hilali (Board Member) Eng. Atif Said Al Siyabi (Board Member)
11	Hulool Zain Tech for information Technology	Lease	Annually - for 5 years	5,900	Hulool Zain Tech for information Technology is a subsidiary to MTC KSCP which is a Founding Shareholder of Zain KSA	
12	Zain Omantel International (ZOI)	Telecom Services (Interconnect)	Open	21,105  (79,663)	Zain Omantel International (ZOI) is a subsidiary to MTC KSCP which is a Founding Shareholder of Zain KSA	
13	Zain Omantel International (ZOI)	Right to use transmission cable capacity for specified period.	Fifteen years	(37,500)	Zain Omantel International (ZOI) is a subsidiary to MTC KSCP which is a Founding Shareholder of Zain KSA	
14	FOO Holding Company	Procurement Contracts	One year	(1,758)	FOO Holding Company is a subsidiary to MTC KSCP which is a Founding Shareholder of Zain KSA	
15	The Mediterranean and Gulf Cooperative Insurance and Reinsurance Company (Medgulf)	Telecom Services	Open	248	Entities linked through key management personnel.	
16	Najm for Insurance Services Company	Telecom Services	Open	2,421	Entities linked through key management personnel.	
17	General Organization for Social Insurance - Osool Integrated Real Estate Company	Zain HQ - Lease	Annually - for 5 years	(19,157)	Entities linked through key management personnel.	Mr. Saud Bin Sulaiman AL Juhani (Board Member)

\* Including the service that began and was approved in 2024

Other than what is mentioned above, there are no other transactions that took place during 2025 with any of the members of the Board of Directors.



# Annual Audit Committee Report 2025

### Audit Committee:

The Audit Committee consists of three (3) members serving a four-year term. The current term commenced on 26 April 2025 and will expire on 25 April 2029, pursuant to a resolution of the Board of Directors. The Committee comprises the following members:

### Audit Committee Members:

1. Mr. Talal AlMamari: Chairman of the Audit Committee (Non-Executive)
2. Mr. Ossama Michel Matta: Member (Non-Executive)
3. Mr. Umar AlMahmoud: Member (Independent)

### Audit Committee Roles and Responsibilities

The Audit Committee is responsible for overseeing the Company's operations and ensuring the integrity, accuracy, and transparency of its financial reports, financial statements, and internal control systems. During 2025, the Committee held five (5) meetings, during which it discussed matters within its mandate, including oversight of the Company's operations, review of financial reporting, assessment of the adequacy and effectiveness of internal control systems, supervision of internal audit activities, recommendation of the appointment of the external auditor and monitoring of its performance, as well as reviewing regulatory reports and related-party transactions.

Throughout the year, the Committee evaluated the quality and effectiveness of these areas through its regular meetings with the Vice President of Internal Audit, executive management, and

the external auditor, enabling it to effectively oversee the Company's activities and ensure the soundness of the procedures in place.

The Committee's duties and responsibilities include the statutory obligations set out in the Corporate Governance Regulations issued by the Capital Market Authority, the relevant provisions of the Companies Law, and any additional responsibilities assigned by the Board of Directors. The Committee's key responsibilities include the following:

- Assisting the Board of Directors in assessing the adequacy and effectiveness of the Company's internal control systems, financial controls, accounting practices, information systems, and audit processes.
- Monitoring and reviewing the activities of the Company, as well as the work of the internal and external auditors, to ensure the effectiveness of financial policies and compliance with approved accounting principles and financial practices.
- Reviewing and discussing accounting policies and any changes thereto, and submitting recommendations and observations to the Board of Directors.
- Reviewing and analyzing the interim and annual financial statements before submission to the Board, and providing recommendations to ensure their integrity, accuracy, and transparency.
- Recommending the appointment of the Company's external auditor, evaluating its performance, and determining its remuneration.
- Supervising and overseeing the Internal Audit Department to assess its effectiveness in carrying out its assigned duties and responsibilities.

- Reviewing the effectiveness of systems and processes established to monitor compliance with applicable laws and regulations, including corporate governance requirements, and reviewing the results of management investigations and any instances of non-compliance.
- Holding separate and periodic meetings with the Vice President of Internal Audit to discuss any matters deemed necessary by either the Audit Committee or the Internal Audit function.

### Audit Committee Meetings

The Audit Committee held five (5) meetings during 2025. The following table includes the meetings attended by each member.

#	Name	Position	16 February 2025	26 February 2025	6 May 2025	24 July 2025	22 October 2025	Total
1	Mr. Talal AlMamari	Chairman	✓	✓	✓	✓	✓	5
2	Mr. Ossama Michel Matta	Member	✓	✓	✓	✓	☒	4
3	Mr. Umar AlMahmoud	Independent member	His committee membership term has not yet commenced		✓	✓	✓	3
4	Eng. Abdullah Fahad AlFaris	Independent member	✓	✓	His term of membership ended upon concluding the committee term			2
5	Mr. Saud bin Abdullah AlBawardi	Independent member	✓	☒	His term of membership ended upon concluding the committee term			1

## Audit Committee's Opinion on the Adequacy of the Internal Control Systems

The internal control system plays a vital role in the success of any organization. Accordingly, Zain KSA is committed to ensuring an effective internal control system to achieve regulatory objectives, help protect assets, ensure accurate internal and external reporting, risk reduction and adherence to control requirements. The Audit Committee oversees the work and activities of the Internal Audit function, which periodically reviews the adequacy and effectiveness of the internal control system to provide a continuous assessment of its effectiveness. The Committee also reviews the external auditor's reports and its report to the Board, which may include any internal control deficiencies identified by the external auditor as part of its internal controls assessment.

Based on the above, the Audit Committee did not identify any material matters that require disclosure or that are believed to have a material impact requiring mention in this report. The Committee considers that the Company's internal control systems, financial systems and risk management framework are generally adequate and effective, as the majority of its activities are governed by approved written policies and procedures covering most operational and administrative activities. Management also responds positively to recommendations and improvement initiatives aimed at enhancing the internal control framework and increasing its effectiveness.

However, the Audit Committee emphasizes that no internal control system, regardless of its level of efficiency and effectiveness, can provide absolute assurance that its objectives will be achieved. Rather, it provides a reasonable level of assurance regarding risk mitigation and the achievement of control and operational objectives.

### 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 evaluating all proposals based on experience and qualifications, Ernst & Young & Co. (EY) and KPMG were recommended to the Board on 25 March 2025 to be presented to the Annual General Assembly for the selection of an external auditor. During the General Assembly, held on 24 April 2025 (corresponding to 10/26/1446 AH), KPMG Professional Services was selected as the external auditor to review and audit the quarterly financial statements for the second and third quarters, as well as the annual financial statements for 2025 financial year and the first quarter of 2026, for a total fee of SAR 5,226,000 (excluding VAT)

**Declarations:**

- An independent internal audit function exists and has carried out its activities comprehensively during the year.
- There were no conflicts between the Audit Committee's recommendations and the Board's resolutions regarding the appointment, dismissal, performance evaluation or determination of the external auditor's fees, nor in respect of the appointment of the internal auditor.