



خطاب صادر من قبل أعضاء مجلس إدارة الشركة السعودية للصناعات الدوائية والمستلزمات الطبية - سبيماكو الدوائية إلى السادة/ مساهمي الشركة السعودية للصناعات الدوائية والمستلزمات الطبية المحترمين

السلام عليكم ورحمة الله وبركاته،

بالإشارة إلى متطلبات المادة (71) من نظام الشركات الصادر بالمرسوم الملكي رقم (م/132) لعام 1444هـ، والمادة (64) من اللائحة التنفيذية لنظام الشركات الخاصة بشركات المساهمة المدرجة ندرج لكم أدناه الأعمال والعقود التي تمت مع الأطراف ذات العلاقة خلال عام 2023 وتبلغ أكثر من 1% من الإيرادات أو 10 مليون ريال سعودي وذلك وفقاً للضوابط والإجراءات التنظيمية الصادرة تنفيذاً لنظام الشركات الخاصة بشركات المساهمة المدرجة، وتسعى الشركة للحصول على ترخيص السادة المساهمين عليها وهي على النحو التالي:

1. الأعمال والعقود التي تم تجديدها بين الشركة وبنك الراجحي خلال عام 2023، والتي لعضو مجلس الإدارة سعادة الأستاذ/ خالد بن عبدالرحمن القويز مصلحة غير مباشرة فيها، حيث أن سعادة الأستاذ/ خالد بن عبدالرحمن القويز عضو في مجلس إدارة مصرف الراجحي وتتمثل الأعمال والعقود بشكل أساسي في تقديم تسهيلات تمويلية قصيرة الأجل وسندات لأمر بقيمة 250 مليون ريال سعودي لكل منها لمدة سنة واحدة دون شروط وأحكام تفضيلية. بالإضافة إلى ذلك، كانت هناك بعض المعاملات المنتظمة من خلال الحساب الجاري.
2. الأعمال والعقود التي تم تجديدها بين الشركة وبنك الرياض خلال عام 2023، والتي لرئيس مجلس إدارة الشركة السابق معالي الاستاذ محمد بن طلال النحاس مصلحة غير مباشرة فيها، حيث أن معالي الأستاذ/ محمد بن طلال النحاس عضو في مجلس إدارة بنك الرياض، وتتمثل الأعمال والعقود بشكل رئيسي في تقديم التمويل الإسلامي وتسهيلات أئتمانية بقيمة 950 مليون ريال سعودي لكل منها لمدة سنة واحدة دون شروط وأحكام تفضيلية. بالإضافة إلى ذلك، كانت هناك بعض المعاملات المنتظمة من خلال الحساب الجاري.
3. المعاملات والعقود التي تمت مع شركة الدمام فارما (إحدى الشركات التابعة لشركة سبيماكو - الدوائية) وذلك لتقديم خدمات التصنيع للشركة. وكان لرئيس مجلس إدارة الشركة السابق معالي الأستاذ محمد بن طلال النحاس مصلحة غير مباشرة حيث أنه عضو مجلس إدارة سابق في شركة الدمام فارما. وقد بلغت حجم التعاملات 11,052,649 ريال سعودي.
4. المعاملات والعقود التي تمت مع شركة الدمام فارما (إحدى الشركات التابعة لشركة سبيماكو - الدوائية) وذلك لتوفير المنتجات الصيدلانية للشركة. وكان لرئيس مجلس إدارة الشركة السابق معالي الأستاذ محمد بن طلال النحاس مصلحة غير مباشرة حيث أنه عضو مجلس إدارة سابق في شركة الدمام فارما. وقد بلغت حجم التعاملات 18,051,948 ريال سعودي.

والله ولي التوفيق،،،

أحمد بن حمدان الجديع
رئيس مجلس الإدارة

Independent Limited Assurance Report on the Transactions and Balances Between the Company and the Related Parties

To the Shareholders of

Saudi Pharmaceutical Industries and Medical Appliances Corporation (SPIMACO - ADDWAEIH)

(Saudi Joint Stock Company)

Riyadh – Kingdom Saudi Arabia

We have performed a limited assurance engagement to determine whether it has come to our attention a matter that makes us believe that what has been detailed in the subject paragraph below (the "Subject Matter") has not been reported and fairly presented, in all material respects, in accordance with the relevant criteria ("Applicable Criteria") hereinafter referred to below.

Subject Matter

The Subject matter of our limited assurance engagement relates to the letter submitted and approved by the Chairman of the Board of Directors of Saudi Pharmaceutical Industries and Medical Corporation (SPIMACO - ADDWAEIH) regarding the business and contracts in which the Board members have a direct or indirect interest during the year ended December 31, 2023, as attached to this report.

Applicable Criteria

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

Article (64) of Implementing Regulation of the Companies Law for Listed Joint Stock Companies issued by the Board of the Capital Market Authority.

Management Responsibility

The management of the Company is responsible for the preparation and fair presentation of the information mentioned in the above Subject Matter paragraph in accordance with the Applicable Criteria. In addition, the Management is responsible for implementing internal control systems that are deemed necessary to prepare and present the information contained in the above Subject Matter paragraph free from any material misstatements, whether due to fraud or error, and to apply appropriate controls, maintain adequate records, and make reasonable estimates according to the relevant circumstances and events.

Our Responsibility

Our responsibility is to express a limited assurance conclusion on the above Subject Matter based on the assurance engagement we performed in accordance with the International Standard on Assurance Engagement (ISAE) 3000: "Assurance Engagements Other than Audits or Reviews of Historical Financial Information" as endorsed by the Kingdom of Saudi Arabia, along with the terms and conditions related to this engagement which have been agreed with the Company's Management.

Our procedures have been designed to obtain a limited level of assurance that is sufficient to provide a basis for expressing our conclusion. Accordingly, we have not obtained all of the evidence required to provide a reasonable level of assurance. The implemented procedures depend on our professional judgment, including the risk of material misstatements in the Subject Matter, whether due to fraud or error. We also took into consideration the effectiveness of internal control systems when determining the nature and extent of our procedures, and our engagement was not designed to provide assurance about the effectiveness of those systems.

**Independent Limited Assurance Report on the Transactions and
Balances Between the Company and the Related Parties (Continued)**

Independence and quality control

We have complied with independence and other ethical requirements in accordance with the International Code of Ethics for Professional Accountants (including International Independence Standards) issued by the International Ethics Standards Board for Accountants and endorsed in the Kingdom of Saudi Arabia ("IESBA Code").

In addition, we comply with the International Standard on Quality Management (1) as endorsed in the Kingdom of Saudi Arabia, in order to maintain a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable regulatory requirements.

Summary of the Performed Procedures

The procedures performed in a limited assurance engagement differ in nature, and timing, and are less in scope than those performed in a reasonable assurance engagement. As a result, the level of assurance that is obtained in the limited assurance engagement is significantly less than the assurance that would be obtained if a reasonable assurance engagement was performed.

The performed procedures included, but were not limited to, the following:

- Obtained the list of companies, inside and outside the Kingdom of Saudi Arabia, for which any of the members of the Board of Directors is/was serving as a Board member or as a director.
- Obtained the attached letter that includes a list of business and contracts in which the members of the Board of Directors have a direct or indirect interest during the year ended December 31, 2023.
- Obtained an understanding of the nature of the transactions carried out during the year ended December 31, 2023, between the Company and the entities in which the members of the Board of Directors have a direct or indirect interest.
- Obtained the accounting journal entry recorded in the Company's books for each transaction.
- Obtained the underlying contracts and evaluated those contracts as per underlying transactions.
- Evaluated transactions and considered whether they meet the Subject Matter as defined above.

Limited Assurance Conclusion

Based on the limited assurance procedures performed, and the evidence obtained, nothing came to the attention that caused us to believe that what was detailed in the above Subject Matter paragraph and reported in the attached letter, has not been reported and presented fairly, in all material respects, in accordance with the Applicable Criteria.

Restriction of Use

This report has been solely prepared on the request of the Company's Management to assist the Company in fulfilling its obligations in reporting to the General Assembly under Article (71) and of the Companies Law and Article (64) of Implementing Regulation of the Companies Law for Listed Joint Stock Companies issued by the Board of the Capital Market Authority. The report may not be used for any other purpose or distributed to any other parties other than the Ministry of Commerce, the Capital Market Authority, and the Shareholders of the Company. In addition, no quote or reference can be made to this report without our prior consent.

BAKER TILLY MKM & CO.
Certified Public Accountants

Majid Muneer Alnemer

License No. 381
Riyadh on Shawwal 20, 1445 H
Corresponding to April 29, 2024

