

الذرف السعودي
Saudi Ceramics



Ordinary General Assembly Meeting for the Year 2026

Location: Riyadh City, conducted via modern technology means.

Date: Tuesday, 12 Shawwal 1447H, corresponding to 31 March 2026 – at 8:00 PM.

Agenda of the Ordinary General Assembly Meeting of Saudi Ceramics Company for the Year 2026

1. Review and discuss the Board of Directors' Report for the fiscal year ended 31 December 2025.
2. Vote on the Company's External Auditor's Report for the fiscal year ended 31 December 2025 after discussion.
3. Review and discuss the financial statements for the fiscal year ended 31 December 2025.
4. Vote on authorizing the Board of Directors to distribute interim dividends on a quarterly / semi-annual basis for the fiscal year ending 31 December 2026.
5. Vote on amending the Remuneration and Nomination Committee Charter. (Attached)
6. Vote on amending the Audit Committee Charter. (Attached)
7. Vote on authorizing the Board of Directors with the powers of the Ordinary General Assembly to grant the authorization stated 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 of Directors' term, whichever is earlier, in accordance with the conditions set forth in the Implementing Regulations of the Companies Law for Listed Joint Stock Companies.
8. Vote on the Board of Directors' recommendation to distribute cash dividends amounting to SAR 49,840,000 to shareholders for the second half of the fiscal year ended 31 December 2025, at SAR 0.50 per share, representing 5% of the nominal value per share. Accordingly, the total dividends distributed for the fiscal year ended 31 December 2025 will amount to SAR 99,680,000, at SAR 1.00 per share, representing 10% of the nominal value per share. Eligibility for dividends shall be for shareholders who own shares at the close of trading on the day of the General Assembly meeting and who are registered in the Company's shareholders' register with the Securities Depository Center Company (Edaa) at the end of the second trading day following the date of the General Assembly meeting. The dividend distribution shall commence on 14/04/2026..
9. Vote on appointing the Company's External Auditor from among the nominees based on the Audit Committee's recommendation, to examine, review, and audit the financial statements for the second and third quarters and the annual financial statements for the fiscal year ending 31 December 2026, and the first quarter of the fiscal year ending 31 December 2027, and to determine the auditor's fees. (Attached)
10. Vote on the business and contracts executed during the fiscal year ended 31 December 2025 between the Company and Natural Gas Distribution Company, in which Board Member Eng. Majed bin Abdullah Al-Issa (Non-Executive Member) has an indirect interest through his membership on the Board of Directors of Natural Gas Distribution Company. The transactions involve the purchase of natural gas used in operational activities, with total volume of transactions during 2025 amounting to SAR 54.7 million related to purchase orders under prevailing commercial terms and without any preferential conditions. (Attached)



11. Vote on the business and contracts executed during the fiscal year ended 31 December 2025 between the Company and Ceramics Pipes Company (a subsidiary), in which Board Member Eng. Majed bin Abdullah Al-Issa (Non-Executive Member) has an indirect interest through his membership on the Board of Directors of Ceramics Pipes Company. The transactions involve the purchase of materials used in operational activities, with total volume of transactions during 2025 amounting to SAR 0.41 million related to purchase orders under prevailing commercial terms and without any preferential conditions. (Attached)
12. Vote on the business and contracts executed during the fiscal year ended 31 December 2025 between the Company and Ceramics Pipes Company (a subsidiary), in which Board Member Eng. Majed bin Abdullah Al-Issa (Non-Executive Member) has an indirect interest through his membership on the Board of Directors of Ceramics Pipes Company. The transactions involve sales of products, with total volume of transactions during 2025 amounting to SAR 3.6 million related to sales orders under prevailing commercial terms and without any preferential conditions. (Attached)
13. Vote on the business and contracts executed during the fiscal year ended 31 December 2025 between the Company and Chubb Arabia Cooperative Insurance Company, in which Vice Chairman Mr. Abdulaziz Abdulkarim Al-Khuraiji (Non-Executive Member) has an indirect interest through his membership on the Board of Directors of Chubb Arabia Cooperative Insurance Company. The transaction relates to an insurance policy, with total volume of transactions during 2025 amounting to SAR 0.93 million related to the purchase of an insurance policy under prevailing commercial terms and without any preferential conditions. (Attached)
14. Vote on the business and contracts executed during the fiscal year ended 31 December 2025 between the Company and Best Distributor Company (Tazweed), in which Board Member Dr. Mohammed Hamad Rashid Al-Kathiri (Independent Member) has an indirect interest through his membership on the Board of Directors of Best Distributor Company. The transactions involve purchase orders for natural gas used in operational activities, with total volume of transactions during 2025 amounting to SAR 1.7 million related to purchase orders under prevailing commercial terms and without any preferential conditions. (Attached)
15. Vote on the business and contracts executed during the fiscal year ended 31 December 2025 between the Company and Gulf Insurance Group, in which Chairman Mr. Yousuf Saleh Mansour Aba Al-Khail (Non-Executive Member) has an indirect interest through his membership on the Board of Directors of Gulf Insurance Group. The transaction relates to an insurance policy, with total volume of transactions during 2025 amounting to SAR 0.1 million related to the purchase of an insurance policy under prevailing commercial terms and without any preferential conditions. (Attached)
16. Vote on the business and contracts executed during the fiscal year ended 31 December 2025 between the Company and Masdar Building Materials Company, in which Board Member Eng. Ahmed Saeed Abdullah Al-Ghamdi (Non-Executive Member) has an indirect interest through his membership on the Board of Directors of Masdar Building Materials Company. The transactions involve product sales, with total volume of transactions during 2025 amounting to SAR 0.5 million related to sales orders under prevailing commercial terms and without any preferential conditions. (Attached).

Audit Committee Report of Saudi Ceramic Company For the Financial Year Ended December 31, 2025

To: Shareholders of Saudi Ceramic Company

Overview of the Audit Committee Composition for the Year 2025:

- Mr. Abdullah Al- Zahrani – Chairman
- Mr. Sami Al- Essa – Member
- Mr. Abdulaziz Al-ALSheikh – Member
- Mr. Maan Aba - Alkhail– Member

The Audit Committee held six meetings during the year 2025 as follows:

Name	Membership	Audit committee meetings (7)						
		(24 Feb 2025)	(28 Apr 2025)	(23 Jul 2025)	(26 Oct 2025)	(27 Oct 2025)	(17 Nov 2025)	(17 Nov 2025)
Abdullah Al- Zahrani	Chairman	-	✓	✓	✓	✓	✓	✓
Sami Al- Essa heel	Member	-	✓	✓	✓	✓	✓	✓
Abdulaziz Al-ALSheikh	Member	✓	✓	✓	✓	✓	✓	✓
Maan Aba - Alkhail	Member	-	✓	✓	✓	✓	✓	✓



The Audit Committee is responsible for monitoring the company's operations, ensuring the accuracy and integrity of financial statements, and overseeing internal control systems. The committee performed its duties as outlined in its charter as follows:

A. Financial Reports

1. The interim and annual financial statements of the company were reviewed before being presented to the Board of Directors, with opinions and recommendations provided to ensure their integrity, fairness, and transparency.
2. A technical opinion was given, at the request of the Board of Directors, on whether the Board's report and the company's financial statements are fair, balanced, and understandable, and whether they contain information enabling shareholders and investors to assess the company's financial position, performance, business model, and strategy.
3. Any significant or unusual matters included in the financial reports were examined; no such matters were identified by the committee.
4. Any issues raised by the company's CFO, compliance officer, or external auditor were thoroughly investigated; no noteworthy issues requiring attention were identified.
5. The accounting estimates related to significant matters in the financial reports were verified.
6. The accounting policies followed by the company were reviewed, and opinions and recommendations were provided to the Board of Directors accordingly.

B. Internal Audit:

1. The internal control, financial, and risk management systems of the company were reviewed and assessed.
2. Internal audit reports were reviewed, and the implementation of corrective actions for the observations noted therein was monitored.





2. The company's compliance with relevant laws, regulations, policies, and guidelines was confirmed.
3. Contracts and transactions proposed between the company and related parties were reviewed, and opinions were provided to the Board of Directors. The committee did not find any matters that required escalation to the Board.
4. The committee reports any issues it deems necessary for action to the Board of Directors, along with recommendations on the required measures.

Audit Committee's Opinion on Internal Control Systems:

Based on the internal audit reports issued during 2025 and discussions held with the external auditor and company management, the committee did not identify any material issues requiring disclosure. The Board of Directors adopted all committee recommendations, with no conflicts arising between the committee's recommendations and the Board's decisions. The committee also confirmed the independence of the external auditor and the effectiveness of their audit work.

Accordingly, the committee considers the company's internal control, financial management, and risk management systems to be adequate. However, it should be noted that no internal control system, regardless of how well it is designed and implemented, can provide absolute assurance.

On behalf of The

Audit Committee Chairman

Abdullah bin Jamaan Alzahrani



Proposed amendments to the Remuneration and Nomination Committee Charter

Except for the proposed amendments set out below, no changes have been proposed to the other articles; therefore, the provisions of the Remuneration and Nomination Committee Charter that have not been amended shall remain in force as they are without any change

Text of the article in the current policy	Text of the article after amendment	Type of amendment
<p>Article Three: Formation and Membership Regulations of the Remuneration and Nomination Committee</p> <p>1. The Remuneration and Nomination Committee shall be formed by a resolution of the Company's Board of Directors, provided that its members are independent Board members. Non-executive members or individuals who are not members of the Board, whether shareholders or others, may also be appointed.</p> <p>2. The Board resolution shall specify the Chairman of the Committee. The Board may include in the resolution the appointment of a Secretary from among the Committee members or from others, or it may delegate the authority to appoint the Secretary to the Committee.</p> <p>3. The number of members of the Remuneration and Nomination Committee shall not be less than three and not more than five.</p> <p>4. The Chairman of the Board of Directors may not serve as the Chairman of the Remuneration and Nomination Committee.</p> <p>5. The Chairman of the Remuneration and Nomination Committee must be an independent member.</p> <p>6. In the event of a vacancy in the position of any Committee member, the Board of Directors may appoint a replacement member to complete the term of his predecessor. The Board may also leave the position vacant, provided that the number of remaining Committee members does not fall below three.</p> <p>7. The Capital Market Authority shall be notified of the names of the Committee members and the nature of their membership within five working days from the start date of the Board's term or from the date of their appointment, whichever is earlier, as well as any changes to their membership within five working days from the date such changes occur.</p>	<p>Article Three: Formation and Membership Regulations of the Remuneration and Nomination Committee</p> <p>1. The Remuneration and Nomination Committee shall be formed by a resolution issued by the Company's Board of Directors, provided that the number of its members shall not be less than three and not more than five. Its members may be independent or non-executive members of the Board of Directors, or persons from outside the Board, whether shareholders or others, provided that at least one of them is an independent member.</p> <p>2. The Board of Directors' resolution shall specify the Chairman of the Remuneration and Nomination Committee. The Board may include in the resolution the appointment of a Secretary to the Committee from among its members or from others, or it may delegate the Committee to appoint the Secretary. The Chairman of the Committee must be an independent member, and the Chairman of the Board of Directors may not chair the Remuneration and Nomination Committee.</p> <p>3. In the event of a vacancy in the position of any Committee member, the Board of Directors may appoint a replacement member who shall complete the term of his predecessor. The Board may also leave the position vacant, provided that the number of remaining Committee members does not fall below three members.</p> <p>4. The Capital Market Authority shall be notified of the names of the Committee members and the nature of their membership within five working days from the start date of the Board's term or from the date of their appointment, whichever is earlier, and of any changes to their membership within five working days from the date such changes occur.</p>	<p>Amendment of wording</p>
<p>Article Eight: Secretary of the Committee</p> <p>In the event that the resolution forming the Committee does not stipulate the appointment of a Secretary, the Committee shall appoint a Secretary from among its members or from outside its members, provided that the appointed person meets the appropriate qualifications for the position. The Secretary's duties and responsibilities shall include the following:</p> <p>1. Documenting the Committee's meetings and preparing minutes that include the discussions and deliberations that took place, the location of the meeting, its date, start and end time, recording the Committee's resolutions and voting results, maintaining them in a special and organized register,</p>	<p>Article Eight: Duties of the Committee Secretary</p> <p>If the resolution forming the Committee does not stipulate the appointment of a Secretary, the Committee shall appoint one from among its members or from outside the Committee, provided that the appointed person possesses the appropriate competence and experience. The Secretary shall perform the following duties and responsibilities:</p> <p>1. Preparing the meeting agenda in coordination with the Chairman of the Committee and the executive management, arranging the items according to their importance and priority, and obtaining the Chairman's approval before distributing it to the members.</p>	<p>Amendment of wording</p>

<p>recording the names of attending members and any reservations expressed—if any—and ensuring that the minutes are signed by all attending members.</p> <ol style="list-style-type: none"> 2. Preparing the agenda for Committee meetings in coordination with the Chairman of the Committee and the executive management, and organizing the items for discussion according to their importance and priority, provided that the agenda is reviewed and approved by the Chairman of the Committee before being distributed to the members. 3. Sending meeting invitations to each member of the Committee, accompanied by the agenda, working papers, documents, and relevant information, as well as any additional documents or information requested by any Committee member related to the agenda items, at least five days prior to the meeting date unless circumstances require an urgent meeting. 4. The Secretary of the Committee shall be responsible for following up on the implementation of the Committee's resolutions and submitting periodic reports to the Committee members on the status of those resolutions. The Secretary shall also perform all other tasks assigned by the Committee. 5. The Secretary of the Committee shall not have the right to participate in or vote on any of the Committee's resolutions unless he or she is a member of the Committee 	<ol style="list-style-type: none"> 2. Sending meeting invitations, accompanied by the agenda, working papers, relevant documents, and any additional documents requested by the members, at least five (5) days prior to the meeting date, unless circumstances require an urgent meeting. 3. Organizing meetings, ensuring that the legal quorum is met, and documenting attendance. 4. Recording discussions and deliberations and preparing a summary of recommendations and resolutions for each agenda item. 5. Preparing the draft minutes of the meeting, including the date, location, start and end time, names of attendees and absentees, a summary of discussions, the text of recommendations and resolutions, voting results, and any reservations, as well as indicating any resolutions passed by circulation prior to the meeting. 6. Sending the draft minutes to the members and requesting their comments within one week, then finalizing the minutes and obtaining the signatures of the attending members and the Secretary, with all pages duly initialed. 7. Maintaining and organizing the Committee's records, including minutes, resolutions, voting results, correspondence, and related documents, while ensuring the confidentiality of information in accordance with the Company's policies. 8. Following up on the implementation of the Committee's decisions and recommendations and submitting periodic reports on the status of implementation and any obstacles, if any. 9. Performing any other duties assigned by the Committee or its Chairman within the scope of its responsibilities. 10. The Secretary shall not participate in deliberations or vote on the Committee's decisions unless he or she is a member of the Committee, in which case the provisions governing Committee members shall apply. 	
<p>Article Nine: Meetings and Operating Regulations of the Committee</p> <ol style="list-style-type: none"> 1. The Committee shall hold its meetings to follow up on its activities at least once every six months or whenever necessary. 2. The Committee shall meet upon the invitation of its Chairman. The Chairman shall also convene a meeting if two Committee members submit a written request addressed to the Chairman. 3. The Committee meetings shall be held at the Company's head office or at any other place agreed upon by the Committee members. Meetings may also be held through modern technological means. 4. A meeting of the Remuneration and Nomination Committee shall be valid only if attended by a majority of its members. The Committee's decisions shall be issued by a majority vote of the members present, and in the event of a tie, the side supported by the Chairman of the meeting shall prevail. 	<p>Article Nine: Meetings and Operating Regulations of the Committee</p> <ol style="list-style-type: none"> 1. The Committee may hold meetings to follow up on its activities every three months, provided that it holds no fewer than two meetings during the Company's financial year. 2. The Committee shall meet upon the invitation of its Chairman. The Chairman shall also convene a meeting if two Committee members submit a written request addressed to the Chairman. 3. The Committee meetings shall be held at the Company's head office or at any other place agreed upon by the Committee members. Meetings may also be held through modern technological means. 4. A meeting of the Remuneration and Nomination Committee shall be valid only if attended by a majority of its members. The Committee's decisions shall be issued by a majority vote of the members present, and in the event of a tie, the side supported by the Chairman of the meeting shall prevail. 	<p>Allowing the Committee to meet every three months and amending the wording.</p>

<p>5. A member shall not be considered to have objected to or reserved against a decision unless his objection or reservation is recorded in the minutes of the meeting, stating the reasons for his opposition.</p> <p>6. No member of the Board of Directors or executive management, other than the Committee Secretary and the members of the Remuneration and Nomination Committee, may attend the Committee's meetings unless the Committee requests their opinion or consultation.</p> <p>7. If a committee member is unable to attend the meeting in person, he may attend using any modern communication means.</p> <p>8. A Committee member may not authorize any other person to attend the Committee meeting or vote on his behalf, whether such person is a member of the Committee or not.</p> <p>9. The Committee may issue its decisions in urgent matters by circulation among members. Such decisions shall be valid if approved by the majority of members, unless one of the members requests in writing that the Committee convene a meeting to deliberate on the matter. Such decisions shall be presented to the Committee at its next meeting to be recorded in the meeting minutes.</p>	<p>5. A member shall not be considered to have objected to or reserved against a decision unless his objection or reservation is recorded in the minutes of the meeting, stating the reasons for his opposition.</p> <p>6. No member of the Board of Directors or executive management, other than the Committee Secretary and the members of the Remuneration and Nomination Committee, may attend the Committee's meetings unless the Committee requests their opinion or consultation.</p> <p>7. If a Committee member is unable to attend the meeting in person, he may attend using any modern means of communication.</p> <p>8. A Committee member may not authorize any other person to attend the Committee meeting or vote on his behalf, whether such person is a member of the Committee or not.</p> <p>9. The Committee may issue its decisions in urgent matters by circulation among members. Such decisions shall be valid if approved by the majority of members, unless one of the members requests in writing that the Committee convene a meeting to deliberate on the matter. Such decisions shall be presented to the Committee at its next meeting to be recorded in the meeting minutes.</p>	
<p>Article Twelve: Remuneration and Allowances of Committee Members</p> <p>1. Each member of the Committee, including the Chairman, shall be entitled to financial remuneration as follows:</p> <p>a) An annual remuneration for each member amounting to SAR 30,000.</p> <p>b) A meeting attendance allowance for each member amounting to SAR 3,000 for each meeting attended.</p> <p>2. In all cases, the total annual remuneration and attendance allowances for each member shall not exceed SAR 54,000 per year.</p> <p>3. A portion of the annual remuneration shall be deducted from any member who is absent, in proportion to the number of meetings missed relative to the total number of Committee meetings held.</p>	<p>Article Twelve: Remuneration and Allowances of Committee Members</p> <p>1. Subject to the provisions of the Board of Directors' Remuneration Policy, the remuneration of the members of the Remuneration and Nomination Committee shall be paid as follows:</p> <p>a) An annual remuneration for each member amounting to SAR 100,000.</p> <p>b) A meeting attendance allowance for each member amounting to SAR 3,000 for each meeting attended.</p> <p>c) A portion of the annual remuneration shall be deducted from any member who is absent, in proportion to the number of meetings missed relative to the total number of Committee meetings held.</p>	<p>Amendment of the annual remuneration</p>
<p>Article Thirteen: General Provisions</p> <p>1. This Charter shall become effective from the date of its approval by the General Assembly. No provisions of this Charter may be amended, deleted, or added except with the approval of the General Assembly.</p> <p>2. This Charter shall complement the Company's Articles of Association, its Corporate Governance Regulations, and other relevant regulations.</p> <p>3. This Charter shall supersede and replace any procedures, decisions, or internal regulations of the Company that contradict its provisions.</p>	<p>Article Thirteen: Publication and Effectiveness</p> <p>1. This Charter shall become effective from the date of its approval by the General Assembly. No provisions of this Charter may be amended, deleted, or added except with the approval of the General Assembly.</p> <p>2. The Committee shall review this Charter periodically or whenever necessary and submit its recommendations to the Board of Directors, which in turn shall submit the Committee's proposals to the General Assembly.</p> <p>3. Any matters not addressed in this Charter shall be subject to the applicable laws and regulations issued by the competent authorities.</p>	<p>The title of the article has been amended, and some paragraphs have been merged together.</p>

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| <p>4. The Committee shall review this Charter periodically or whenever necessary and submit its recommendations to the Board of Directors, which in turn shall submit the Committee's proposals to the General Assembly.</p> <p>5. The Board of Directors may submit its proposals regarding this Charter to the General Assembly.</p> <p>6. Any matters not addressed in this Charter shall be subject to the applicable laws and regulations issued by the competent authorities.</p> | | |
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Proposed amendments to the Audit Committee Charter

Except for the proposed amendments set out below, no changes have been proposed to the other articles; therefore, the provisions of the Audit Committee Charter that have not been amended shall remain in force as they are without any change.

Text of the article in the current policy	Text of the article after amendment	Type of amendment
<p><u>Article Sixteen: Remuneration and Allowances of Committee Members</u></p> <p>1. Each member of the Committee, including the Chairman, shall be entitled to financial remuneration as follows:</p> <p style="margin-left: 20px;">a. An annual remuneration for each member amounting to SAR (100,000).</p> <p style="margin-left: 20px;">b. A meeting attendance allowance for each member amounting to SAR (3,000) for each meeting attended.</p> <p>2. In all cases, the total annual remuneration and attendance allowances for each member shall not exceed SAR (124,000) per year.</p> <p>3. A portion of the annual remuneration shall be deducted from any member who is absent, in proportion to the number of meetings missed relative to the total number of Committee meetings held.</p>	<p><u>Article Sixteen: Remuneration and Allowances of Committee Members</u></p> <p>Subject to the provisions of the Board of Directors' Remuneration Policy, the remuneration of the members of the Remuneration and Nomination Committee shall be paid as follows:</p> <p style="margin-left: 20px;">a) An annual remuneration for each member amounting to SAR 150,000.</p> <p style="margin-left: 20px;">b) A meeting attendance allowance for each member amounting to SAR 3,000 for each meeting attended.</p> <p style="margin-left: 20px;">c) A portion of the annual remuneration shall be deducted from any member who is absent, in proportion to the number of meetings missed relative to the total number of Committee meetings held.</p>	<p>The remuneration amount has been amended, and Clause No. (2) has been deleted</p>

INDEPENDENT AUDITOR'S LIMITED ASSURANCE REPORT

TO THE SHAREHOLDERS OF SAUDI CERAMIC COMPANY
SAUDI JOINT STOCK COMPANY

(1 /3)

INTRODUCTION

According to the request of the management of Saudi Ceramic Company ("the Company"), We have been engaged to perform a limited assurance engagement in order to state whether anything has come to our attention that causes us to believe that the subject matter detailed below ("Subject Matter"), has not been prepared, in all material respects, in accordance with the applicable criteria mentioned below ("applicable criteria").

SUBJECT MATTER

The scope of the engagement relates to the limited assurance engagement to the information submitted by the Chairman of the Board of Directors attached in Appendix No. (1) ("The Notification") prepared in accordance with the requirements of Article (71) of the Regulation of Companies and presented by the Chairman of the Board of Directors of the Company. It consists of the transactions that were carried out by the Company during the year ended 31 December 2025 in which any of the members of the Company's Board of Directors had a personal interest in it, whether directly or indirectly.

APPLICABLE CRITERIA

Article (71) of the Saudi Regulation of Companies issued by the Ministry of Commerce and Investment (1443 H - 2022 G).

MANAGEMENT RESPONSIBILITY

The Company's management is responsible for preparing the subject matter of assurance and presenting it as appropriate in accordance with applicable criteria. The Company's management is also responsible for establishing and maintaining an adequate internal control system for the preparation of the subject matter of assurance that are free of material misstatements, whether arising from fraud or error, choosing and applying appropriate controls, maintaining adequate records, and making reasonable estimates according to the circumstances.

PRACTITIONER RESPONSIBILITY

It is our responsibility to express the conclusion of a limited assurance on the subject matter of assurance based on the limited assurance engagement that we have performed in accordance with the *International Standard for Assurance Engagements 3000 (Revised) "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information"* that is endorsed in the Kingdom of Saudi Arabia and the terms and conditions of this engagement as agreed with the Company's management.

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INDEPENDENT AUDITOR'S LIMITED ASSURANCE REPORT

TO THE SHAREHOLDERS OF SAUDI CERAMIC COMPANY
SAUDI JOINT STOCK COMPANY

(2 /3)

PRACTITIONER RESPONSIBILITY (CONTINUED)

Our procedures were designed to obtain a limited level of assurance on which to base our conclusion, and as such do not provide all of the evidence that would require to provide a reasonable assurance. The procedures performed depend on our professional judgment, including the risk of material misstatement of the subject matter, whether due to fraud or error. While, we considered the effectiveness of management's internal control when determining the nature and extent of our procedure, our engagement was not designed to provide assurance on the effectiveness of internal control system.

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

PROFESSIONAL ETHICS AND QUALITY MANAGEMENT

We have complied with the International Code of Ethics for Professional Accountants, issued by the International Ethics Standard Board for Accountants, that is endorsed in the Kingdom of Saudi Arabia by the Saudi Organization for Chartered and Professional Accountants ("SOCPA"), "referred as IESBA Code" and the independence requirements in Part 4A of IESBA Code.

Our firm applies International Standard on Quality Management (ISQM) 1, *Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements*, that is endorsed in the Kingdom of Saudi Arabia and accordingly, maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

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 control 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.

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INDEPENDENT AUDITOR'S LIMITED ASSURANCE REPORT

TO THE SHAREHOLDERS OF SAUDI CERAMIC COMPANY
SAUDI JOINT STOCK COMPANY

(3 /3)

DESCRIPTION OF PROCEDURES PERFORMED (CONTINUED)

Our assurance procedures are as follows:

- Obtained a statement that includes a notification from the Board of Directors specifying all transactions and contracts executed during the year ended 31 December 2025 by any member of the company's Board of Directors, whether directly or indirectly, for the benefit of the company during the year, Appendix No. (1); and
- Compared the information contained in the notification from the Board of Directors with the Company's accounting records for the year ended 31 December 2025
- Ensured that the transactions executed during the year ended 31 December 2025 are included in the statement prepared by the Board of Directors

We also performed such other procedures as we considered necessary in the circumstances.

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 applicable criteria applied by the Company referred to above.

RESTRICTIONS ON THE USE OF OUR REPORT

Our report has been solely prepared upon the request of the Company's management to be presented to the Shareholders in accordance with the requirements of the subject matter, and it should not be used for any other purpose.

PKF Al-Bassam
Chartered Accountants
Riyadh, Kingdom of Saudi Arabia



Abdullellah Al Bassam
Certified Public Accountant
License No. 703
Riyadh: 15 Ramadhan 1447 H
Corresponding to: 4 March 2026



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Nomination of the Company's external auditor to review and audit the financial statements for the second and third quarters and the annual financial statements for 2026, and the first quarter of 2027

	Nominated External Auditor	Annual Fees (Saudi Riyals)
First Nominee	Ibrahim Ahmed Al Bassam & Co	695,000
Second Nominee	Al Zoman, Al Fahad, & Al Hajjaj	535,000
Third Nominee	Sulaiman Abdullah Al Kharashi & Co	750,000