



Financial Solvency Report

INDEPENDENT LIMITED ASSURANCE REPORT

To the Shareholders of
Retail Urban Development Company
(A Saudi Joint Stock Company)
Khobar, Kingdom of Saudi Arabia

INTRODUCTION

According to the request of the management of Retail Urban Development 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 reported and presented fairly, 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 over the Solvency Statement ("the Statement") presented in Annexure (A), to be submitted to the Capital Market Authority of the Kingdom of Saudi Arabia ("CMA").

APPLICABLE CRITERIA

Part Six 'Buy-back, Sale, Pledge of Shares', Chapter One 'Share Buy-back Rules', Article 17, Section (3) of the Implementing Regulations of the Companies Law applicable to Listed Joint Stock Companies, issued by the Capital Market Authority of the Kingdom of Saudi Arabia on 27 March 2023.

MANAGEMENT RESPONSIBILITY

The management and the chairman of the Company's board of directors are 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 and presentation 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.

OUR 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.

INDEPENDENT LIMITED ASSURANCE REPORT (CONTINUED)

To the Shareholders of
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(2 /4)

OUR RESPONSIBILITY (Continued)

Our procedures were designed to obtain a limited level of assurance on which to base our conclusion, and as such do not provide all of the evidence that would 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.

INDEPENDENCE AND QUALITY CONTROL

We have complied with the independence requirements in accordance with the Code of Professional Conduct and 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”).

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. Accordingly, ISQM 1 maintains a comprehensive system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

SUMMARY OF PROCEDURES PERFORMED

Our procedures regarding systems and controls, are subject to inherent limitations and, accordingly, errors or irregularities may occur and not be detected. Furthermore, such procedures may not be relied upon as evidence of the effectiveness of the systems and controls against fraudulent collusion, especially on the part of those holding positions of authority or trust.

The procedures performed in the limited assurance engagement differ in nature and timing and are less in scope than the reasonable assurance engagement. Consequently, the level of assurance obtained in the limited assurance engagement is much less than the assurance that would have been obtained had we performed the reasonable assurance engagement. As part of this engagement, we have not performed any procedures of reviewing, examining, or verifying the subject matter of assurance, nor of the records or other sources from which the subject in question was extracted. Accordingly, we will not express reasonable assurance opinion.

INDEPENDENT LIMITED ASSURANCE REPORT (CONTINUED)

To the Shareholders of
Retail Urban Development Company
(A Saudi Joint Stock Company)

(3 /4)

SUMMARY OF PROCEDURES PERFORMED (Continued)

Our procedure are as follows:

1. Obtain the Statement prepared by the management providing financial information as at 31 March 2026 based on the reviewed condensed consolidated interim financial statements for the three months period ended March 31, 2026 and based on the consolidated forecast prepared by the management as of 31 July 2026 (the estimated date of transaction) and 31 July 2027.
2. Agree the financial information related to the current liabilities, contingent liabilities, total liabilities, current assets and total assets in the Statement with the condensed consolidated interim financial statements of the Company for the three months period ended 31 March 2026 and with the consolidated forecast prepared by the management on the date of 31 July 2026 and 31 July 2027.
3. Perform the below calculation:
 - The adequacy of working capital as at 31 March 2026, based on the latest reviewed consolidated condensed interim financial statements, as well as the working capital position before and after the proposed buy-back transaction, and whether the Company has maintained sufficient working capital throughout the periods under consideration;
 - Excess of total assets over total liabilities and contingent liabilities as of 31 March 2026 (the latest reviewed condensed consolidated interim financial statements) and after buy back of proposed treasury shares and check that total assets exceed the total liabilities including contingent liabilities; and
 - Amount of proposed treasury shares and check that its does not exceed the amount of retained earnings as reported in the forecasted financial information on the expected date of shares buy-back on 31 July 2026.

CONCLUSION

Based on the limited assurance procedures we performed and the evidence we obtained, nothing has come to our attention that causes us to believe that the Solvency Statement (“the Statement”) included in Annexure (A) has not, in all material respects, been prepared in accordance with Part Six ‘Buy-back, Sale, Pledge of Shares’, Chapter One ‘Share Buy-back Rules’, Article 17, Section (3) of the Implementing Regulations of the Companies Law applicable to Listed Joint Stock Companies, issued by the Capital Market Authority of the Kingdom of Saudi Arabia on 27 March 2023.

INDEPENDENT LIMITED ASSURANCE REPORT (CONTINUED)

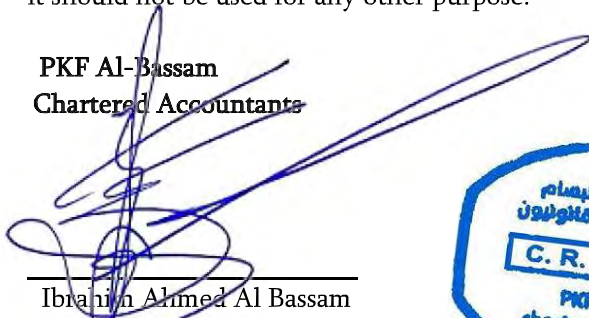
To the Shareholders of
Retail Urban Development Company
(A Saudi Joint Stock Company)

(4 /4)

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 their meeting in the Extra-Ordinary General Assembly in accordance with the requirements of Part Six 'Buy-back, Sale, Pledge of Shares', Chapter One 'Share Buy-back Rules', Article 17, Section (3) of the Implementing Regulations of the Companies Law applicable to Listed Joint Stock Companies, issued by the Capital Market Authority of the Kingdom of Saudi Arabia on 27 March 2023, and it should not be used for any other purpose.

PKF Al-Bassam
Chartered Accountants


Ibrahim Ahmed Al Bassam
Certified Public Accountant
License No. 337
Khobar: 30 Dhu'l-Qi'dah 1447H
Corresponding to: 17 May 2025



RETAL URBAN DEVELOPMENT COMPANY
 (A Saudi Joint Stock Company)
STATEMENT OF SOLVENCY
 (Expressed in Saudi Riyal thousands unless otherwise stated)

Annexure A

Capital Market Authority of Kingdom of Saudi Arabia
Regulatory Rules and Procedures
Part Six 'Buy-back, Sale, Pledge of Shares', Chapter One 'Share Buy-back Rules', Article 17, Section (3)
The expected date of shares buy-back is July 31, 2026

(i) *Prior to buying its shares the Company must have, on its own or with its subsidiaries, sufficient working capital for the twelve (12) months immediately following the date of completion of the share buy-back transaction.*

	March 31, 2026 (Reviewed)	July 31, 2026 (Forecast)	July 31, 2027 (Forecast)
Current assets	4,976,578	5,215,835	5,737,260
Current liabilities	4,103,394	4,139,885	4,313,215
Excess of current assets over current liabilities before proposed buy-back transaction	873,184	1,075,950	1,424,045
Excess of current assets over current liabilities after proposed buy-back transaction	N/A	1,067,950	1,416,045

(ii) *The value of the Company's assets must not be less than the value of its liabilities (including contingent liabilities), prior to and immediately upon payment of the purchase price, according to the latest reviewed interim financial statements or audited annual financial statements, whichever is later.*

	March 31, 2026 (Reviewed)	July 31, 2026 (Forecast)
Excess of total assets over total liabilities and contingent liabilities after buy back of proposed treasury shares *	288,017	243,458

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Chief Executive Officer



Chief Financial Officer

RETAL URBAN DEVELOPMENT COMPANY
(A Saudi Joint Stock Company)
STATEMENT OF SOLVENCY (Continued)
(Expressed in Saudi Riyal thousands unless otherwise stated)

Annexure A (Continued)

Capital Market Authority of Kingdom of Saudi Arabia
Regulatory Rules and Procedures
Part Six 'Buy-back, Sale, Pledge of Shares', Chapter One 'Share Buy-back Rules', Article 17, Section (3) (Continued)
The expected date of shares buy-back is July 31, 2026

(iii) The amount of Treasury Shares held must not exceed the amount of the retained earnings of the Company as of the expected date of shares buy-back as per the management report.

	July 31, 2026
	(Forecast)
Excess of retained earnings over the value of proposed treasury shares buy-back at the expected date on July 31, 2026	<u>581,938</u>

* Forecast financial information is as per management calculation.

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Chief Executive Officer


Chief Financial Officer