

The Ordinary General Assembly Meeting

First Meeting

United International Transportation Company (Budget Saudi)

Thursday, 03/01/1448 AH corresponding to
18/06/2026 at 6:30 PM

Agenda of the Ordinary General Assembly meeting



Agenda of the Ordinary General Assembly meeting

1. Reviewing and discussing the financial statements for the fiscal year ending on 31-12-2025.
2. Reviewing and discussing the Board of Directors' report for the financial year ending on 31-12-2025.
3. Voting on the auditor's report for the fiscal year ending on 31-12-2025 after discussion.
4. Voting on the appointment of the company's external auditor from among the candidates 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 the fiscal year 2026, and for the (first, second, and third quarters and the annual financial statements) for the fiscal year 2027, and for the (first, second, and third quarters and the annual financial statements) for the fiscal year 2028, and for the first quarter of the fiscal year 2029, and to determine their remuneration.
5. Voting on authorizing the Board of Directors to distribute interim profits on a semi- or quarterly basis for the fiscal year 2026.
6. Voting on the Board of Directors' recommendation to distribute dividends for the second half of 2025 at the rate of 0.75 riyals per share, representing 7.5% of the share nominal value, with a total amount of 78,166,668 Saudi riyals, Provided that the entitlement to dividends is for shareholders holding the shares by the end of the trading day of the assembly date, and who are registered in the Company's shareholders registry held with the Securities Depository Center Company (Edaa) at the end of the second trading day following the entitlement date. The dividend distribution will be within fifteen business days from the dividend eligibility date.
7. Voting on the amendment of the Audit Committee Charter. (Attached)
8. Voting on the Delegation of Authority to the Board of Directors for the General Assembly's Ordinary Meeting License, as outlined in paragraph (1) of Article 27 of the Companies Law, for a period of one year



starting from the date of the General Assembly's approval or until the conclusion of the term of the authorized Board of Directors, whichever comes first, in accordance with the provisions stipulated in the Executive Regulations of the Companies Law for Listed Joint-Stock Companies.

9. Voting on the Delegation of Authority to the Board of Directors for the General Assembly's Ordinary Meeting License, as outlined in paragraph (2) of Article 27 of the Companies Law, for a period of one year starting from the date of the General Assembly's approval or until the conclusion of the term of the authorized Board of Directors, whichever comes first, in accordance with the provisions stipulated in the Executive Regulations of the Companies Law for Listed Joint-Stock Companies, and based on the competition standards and controls of the United International Transportation Company (Budget Saudi), as approved by the Ordinary General Assembly on 22-05-2025.
10. Voting on the transactions and contracts executed during the fiscal year ending 31-12-2025, between the United International Transportation Company (Budget Saudi) and the Saudi National Bank, in which the Non-Executive Chairman of the Board, Dr. Ibrahim Saad Almojel, has an indirect interest due to his membership on the Board of Directors of both the Company and the Saudi National Bank. These transactions and contracts consist of bank loans and financing costs for a period of three years, carried out in the ordinary course of business without any preferential conditions. with a value of 76,186 thousands Saudi riyals. (Attached)
11. Voting on the transactions and contracts executed during the fiscal year ending 31-12- 2025, between the United International Transportation Company (Budget Saudi) and the Royal Commission for Jubail & Yanbu, in which the Non-Executive Chairman of the Board, Dr. Ibrahim Saad Almojel, has an indirect interest due to his membership on the Board of Directors of both the Company and the Royal Commission for Jubail & Yanbu. These transactions and contracts consist of sales for a period of three



- years, carried out in the ordinary course of business without any preferential conditions. with a value of 13,672 thousands Saudi riyals. (Attached)
12. Voting on the transactions and contracts executed during the fiscal year ending 31-12- 2025, between the United International Transportation Company (Budget Saudi) and the Food & Fine Pastries Manufacturing Company, in which the Non-Executive Vice Chairman of the Board, Mr. Abdulwahab Abdulkarim Albetari, has an indirect interest due to his membership on the Board of Directors of both the Company and the Food & Fine Pastries Manufacturing Company. These transactions and contracts consist of sales for a period of five years, carried out in the ordinary course of business without any preferential conditions. with a value of 3,675 thousands Saudi riyals. (Attached)
13. Voting on the transactions and contracts executed during the fiscal year ending 31-12- 2025, between the United International Transportation Company (Budget Saudi) and the Catrion Catreing Holding Company, in which the Non-Executive Vice Chairman of the Board, Mr. Abdulwahab Abdulkarim Albetari, has an indirect interest due to his membership on the Board of Directors of both the Company and the Catrion Catreing Holding Company. These transactions and contracts consist of sales for a period of four years, carried out in the ordinary course of business without any preferential conditions. with a value of 14,595 thousands Saudi riyals. (Attached)
14. Voting on the transactions and contracts executed during the fiscal year ending 31-12- 2025, between the United International Transportation Company (Budget Saudi) and the Saudi Fransi Bank, in which the Non-Executive Board Member, Mr. Abdullah Abdulmalik Alshaikh, has an indirect interest due to his membership on the Board of Directors of both the Company and the Saudi Fransi Bank. These transactions and contracts consist of bank loans and financing costs for a period of three years, carried out in the ordinary course of business without any preferential conditions. with a value of 149,463 thousands Saudi riyals. (Attached)



15. Voting on the transactions and contracts executed during the fiscal year ending 31-12- 2025, between the United International Transportation Company (Budget Saudi) and Bupa Arabia for Cooperative Insurance Company, in which the Non-Executive Board member, Mr. Ossama Ahmed Banaja, has an indirect interest due to his membership on the Board of Directors of both the Company and Bupa Arabia for Cooperative Insurance Company. These transactions and contracts consist of insurance premiums for a period of one year, carried out in the ordinary course of business without any preferential conditions. with a value of 10,069 thousands Saudi riyals. (Attached)
16. Voting on the participation of the Board member Mr. Abdulwahab Abdulkarim Albetari in a business that competing with the company. (Attached)
17. Voting on the participation of the Board member Mr. Ali Hadi Almansour in a business that competes with the company. (Attached)

Annual Audit Committee Report



Annual Audit Committee Report 2025

Dear Shareholders of the United International Transportation Company (Budget Saudi),

Greetings,

The Audit Committee is pleased to present its annual report for the fiscal year ended 31/12/2025, which has been prepared in accordance with the requirements of the Companies Law and the regulations and rules of the Capital Market Authority, as well as the Committee's Charter.

1. Audit Committee Structure

The Audit Committee has been formed for the current Board term, which commenced on 21/06/2024. It consists of three (3) members: two independent members and one non-board member. The Chairman and members of the Committee were appointed by a resolution of the Company's Board of Directors for a four-year term ending on 20/06/2028. The Committee's responsibilities and operating guidelines have been defined by the Company's General Assembly in accordance with the relevant regulatory requirements.

2. Committee Members

Name	The type of the membership	The nature of the membership
Adeeb Mohammed Abanumi	Not a board member	Chairman of the Committee
Naif Abduljallel Al saif	independent board member	Committee member
Yazeed Saleh Alyahya	independent board member	Committee member

3. Committee Meetings

In accordance with the Committee's Charter, the Committee holds its meetings upon invitation from its Chairman. The Audit Committee shall meet at least four (4) times per year, and may meet more frequently as required. Meetings are held when the quorum is met, with the attendance of a majority of its members, either in person or by proxy.



During the year 2025, the Audit Committee held five (5) meetings, as follows:

Member name	11/03/2025	11/05/2025	26/06/2025	04/08/2025	02/11/2025	Attendance rate
Adeeb Mohammed Abanumi	✓	✓	✓	✓	✓	100%
Naif Abduljallel Al saif	✓	✓	✓	✓	✓	100%
Yazeed Saleh Alyahya	✓	✓	✓	✓	✓	100%

4. Key Activities Undertaken by the Committee During 2025

- Internal Audit:
 1. Supervision of the activities and performance oversight of the Group's Internal Audit Department in accordance with its approved plan, and ensuring its independence.
 2. Review of the Internal Audit report highlighting key observations included in the quarterly and annual reports for the year 2025.
 3. Follow-up on Internal Audit recommendations by monitoring the progress made in closing the observations raised in previous internal audit reports.
 4. Determination of Internal Audit priorities and development of the proposed risk-based strategic Internal Audit plan.
- External Auditor:
 1. The Audit Committee reviews, on a quarterly basis, the external auditor's report and the draft financial statements issued thereby. It discusses with executive management and the external audit team any items requiring clarification, reviews observations to ensure they are properly addressed, and subsequently recommends their approval after completion of the review process.
 2. Verification of the external auditor's independence, objectivity, and the effectiveness of audit work, in accordance with relevant rules and standards.
 3. Review of the external auditor's report, including observations related to the financial statements, and follow-up on actions taken in this regard.
 4. Review of the external auditor's activities and audit plan for the Group.



- Results of the Evaluation of Internal Control Systems, Financial Controls, and Risk Management:
 1. Based on the annual assessment of internal control procedures during 2025, and in light of the inputs provided by the Company's management, the Internal Audit Department, and the external auditor, the Committee did not identify any material weakness in the internal control or financial systems, nor in relation to risks associated with the Company's operations. The results of this assessment provided reasonable assurance regarding the effectiveness and adequacy of the internal control system implemented within the Company, the accuracy of transactions, the preparation and fair presentation of financial reports, as well as compliance with applicable laws and regulations. It should be noted that any internal control system, regardless of how well it is designed and implemented, cannot provide absolute assurance of achieving its intended objectives.

With sincere regards

First Item

Reviewing and discussing the financial statements for the fiscal year ending on 31-12-2025.

Second Item

Reviewing and discussing the Board of Directors' report for the financial year ending on 31-12-2025.

Third Item

Voting on the auditor's report for the fiscal year ending on 31-12-2025 after discussion.

Fourth Item

Voting on the appointment of the company's external auditor from among the candidates 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 the fiscal year 2026, and for the (first, second, and third quarters and the annual financial statements) for the fiscal year 2027, and for the (first, second, and third quarters and the annual financial statements) for the fiscal year 2028, and for the first quarter of the fiscal year 2029, and to determine their remuneration.

Attachments related to item four



Date:10/03/2026

Corresponding to: 21/09/1447

Recommendation of the Audit Committee Regarding the Appointment of the External Auditor for the Review, Examination, 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 Quarter and Annual Financial Statements for Fiscal Year 2027, the First, Second, and Third Quarter and Annual Financial Statements for Fiscal Year 2028, and the First Quarter of Fiscal Year 2029

To the Chairman and Members of the Board of Directors
Greetings,,,

May God protect them,,

The Audit Committee of the United International Transportation Company (Budget Saudi) held its meeting on 10/03/2026. Pursuant to the authorities granted to it under its bylaw approved by the General Assembly, the Committee reviewed and evaluated the proposals submitted by external audit companies for the review, examination, 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 quarter and annual financial statements for Fiscal Year 2027, the first, second, and third quarter and annual financial statements for Fiscal Year 2028, and the first quarter of Fiscal Year 2029. Following the study and technical and financial evaluation of the candidate audit companies that submitted their proposals to our Company, the Audit Committee recommended to the Board of Directors, for submission to the General Assembly of shareholders at its nearest meeting, the appointment of one of the candidates listed below:

	External Audit Firm	Second and Third Quarters and Annual Financial Statements for Fiscal Year 2026 and the First Quarter of Fiscal Year 2027	Second and Third Quarters and Annual Financial Statements for Fiscal Year 2027 and the First Quarter of Fiscal Year 2028	Second and Third Quarters and Annual Financial Statements for Fiscal Year 2028 and the First Quarter of Fiscal Year 2029	Total
1	Crowe Solutions for Professional Consulting	690,000	770,000	850,000	2,310,000
2	RSM Allied Accountants	850,000	900,000	1,000,000	2,750,000

- All fees above are exclusive of Value Added Tax (VAT).

With sincere regards and appreciation,,

Fifth Item

Voting on authorizing the Board of Directors to distribute interim profits on a semi- or quarterly basis for the fiscal year 2026.

Sixth Item

Voting on the Board of Directors' recommendation to distribute dividends for the second half of 2025 at the rate of 0.75 riyals per share, representing 7.5% of the share nominal value, with a total amount of 78,166,668 Saudi riyals, Provided that the entitlement to dividends is for shareholders holding the shares by the end of the trading day of the assembly date, and who are registered in the Company's shareholders registry held with the Securities Depository Center Company (Edaa) at the end of the second trading day following the entitlement date. The dividend distribution will be within fifteen business days from the dividend eligibility date.

Seventh Item

Voting on the amendment of the
Audit Committee Charter.

Attachments related to item seven



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UNITED INTERNATIONAL TRANSPORTATION COMPANY



Before Amendment



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UNITED INTERNATIONAL TRANSPORTATION COMPANY

Charter Of The Audit Committee



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Introduction

Having an effective internal control system is one of the main responsibilities of the Board of Directors, and the Audit Committee is one of the most important committees in public shareholding companies due to its active role in internal and external auditing and the internal control process. The main task of the Audit Committee is to verify the adequacy of the internal control system, ensure its effective implementation, develop systems and plans related to these activities, monitor their implementation, and ensure the company's compliance and alignment with applicable regulations and standards. The committee is also responsible for providing recommendations to the Board of Directors to activate and enhance control systems, while always adhering to the highest standards of transparency in performance.

Article One: Committee Objectives

1. Verify the adequacy and effectiveness of internal audit activities by reviewing the arrangements related to internal audit management and assessing their compliance and sufficiency.
2. Ensure the company's full responsiveness to the issues identified and monitored by the committee, especially internal and external audit activities, and verify their independence.
3. Confirm the company's acceptance and understanding of the role, work, and value of internal audit through various available mechanisms.
4. Measure and evaluate the effectiveness of the internal control and audit system within the organization.
5. Verify compliance with relevant systems, laws, standards, and policies within its scope of work, duties, and responsibilities.

Article Two: Committee Meetings

1. The Audit Committee meets regularly, provided that its meetings are not less than four meetings during the company's fiscal year.
2. The Audit Committee holds regular meetings with the company's auditors and internal auditors.
3. The internal auditor and external auditors can request a meeting with the Audit Committee whenever necessary.
4. The Audit Committee may hold exceptional meetings as required, and the committee's chairman or the majority of members may call for an exceptional meeting as needed. The legal quorum for a committee meeting is fulfilled when the majority of its members are present.
5. Invitations to attend committee meetings are issued in writing by the committee chairman, a member authorized by the committee, or the secretary, with sufficient notice before the meeting. Committee members are provided with the meeting agenda and necessary documents well in advance of the meeting.
6. In the event that the committee chairman is unable to attend, they may delegate one of the members to chair the meeting.
7. If a member is unable to attend the meeting physically, every effort will be made to enable their participation through modern means of communication. In such cases, the attendance of the member shall be deemed as valid.

8. Delegation: In the event that a member is unable to attend the meeting physically, they may delegate another member of the committee to act on their behalf. A committee member who is physically present cannot act as a substitute for more than one member in the same meeting.
9. Voting: Each committee member has one vote, and committee decisions are made by a majority of the votes of the members present and represented at the meeting. In the event of a tie, the opinion supported by the committee chairman or the person delegated by the chairman prevails.
10. The committee secretary is responsible for documenting the committee meetings, preparing minutes that include discussions, deliberations, recording committee recommendations and voting results, and keeping them in a dedicated and organized register. The attendance of the present members and the reservations expressed should be noted, and the minutes should be signed by all attending members and the secretary. These minutes should be preserved as part of the company's documents.
11. The Board of Directors shall monitor the work and performance of the committee through regular reports submitted to the Board of Directors.
12. Except for the committee secretary and committee members, no other member of the Board of Directors or executive management is entitled to attend its meetings unless requested by the committee to hear their opinion or seek their advice, or upon a prior invitation to attend the meeting.
13. The committee decisions may be approved by circulation based on the decision of the committee chairman.

Article Three: Committee Responsibilities

The Audit Committee is responsible for monitoring the company's operations and verifying the integrity and fairness of the reports, financial statements, and internal control systems. The committee's specific tasks include:

- **Financial Reporting:**

1. Reviewing the company's preliminary and annual financial statements before they are presented to the Board of Directors and expressing its opinion and recommendations regarding their fairness, integrity, and transparency.
2. Providing expert opinion, at the request of the Board of Directors, on whether the Board's report and the company's financial statements are fair, balanced, understandable, and include information that enables shareholders and investors to assess the company's financial position, performance, business model, and strategy.
3. Studying any significant or unusual issues included in the financial statements.
4. Thoroughly examining any issues raised by the Chief Financial Officer or the person in charge of their duties, the company's compliance officer, or the auditors.
5. Verifying accounting estimates in the essential matters presented in the financial statements.
6. Studying the accounting policies adopted by the company and providing opinions and recommendations to the Board of Directors on these policies.

- **Internal Audit:**

1. Studying and reviewing the company's internal control, financial management, and risk management systems.
2. Studying internal audit reports and monitoring the implementation of corrective actions for the observations mentioned in these reports.
3. Supervising and overseeing the performance and activities of the internal auditors and the internal audit management in the company to ensure the availability and effectiveness of resources in carrying out their assigned tasks and responsibilities.
4. Recommending to the Board of Directors the appointment of the head of the internal audit unit or management, or the internal auditor, and proposing their compensation.

- **Auditor:**

1. Recommending to the Board of Directors the nomination, dismissal of auditors, determination of fees, and evaluation of external auditors after verifying their independence and reviewing the scope of their work and contract terms.
2. Verifying the independence, objectivity, fairness, and effectiveness of the auditors' work, considering the relevant rules and standards.
3. Reviewing the company's audit plan, work, and verifying that they do not provide technical or administrative services outside the scope of auditing, and expressing their opinions on that.
4. Responding to inquiries from the company's auditors.
5. Studying the auditor's report and their comments on the financial statements and following up on actions taken regarding them.

- **Compliance Assurance:**

1. Reviewing the results of regulatory authorities' reports and verifying that the company has taken the necessary actions regarding them.
2. Verifying the company's compliance with relevant systems, regulations, policies, and instructions.
3. Reviewing contracts and proposed transactions that the company intends to engage in with related parties and providing its opinions to the Board of Directors.
4. Elevating any issues that require action to be taken to the Board of Directors and providing recommendations on the necessary measures.

Article Four: Selection Criteria for Committee Members

The Audit Committee shall be formed according to the following guidelines:

1. The Audit Committee shall be formed by a decision of the Board of Directors.
2. The Committee members may be shareholders of the company or others.
3. The members of the Audit Committee shall not be executive members of the Board of Directors.
4. At least one member of the Audit Committee must be independent.
5. The Audit Committee shall not be less than three and not more than five.

6. At least one member of the Audit Committee must be specialized in financial and accounting affairs.
7. The Chairman of the Audit Committee may be an independent member or a non-executive member, and the Chairman of the Committee shall be selected by the other members.
8. The Chairman of the Board of Directors shall not be a member of the Audit Committee.
9. No person who has worked or was employed during the past two years in the executive or financial management of the company or with the company's auditors shall be a member of the Audit Committee.
10. An Audit Committee member shall not engage in any activities that compete with the company or trade in any branches of the company's business.
11. The Audit Committee members shall adhere to the confidentiality of the company's secrets, and they shall not disclose to the shareholders unless it is during the general assembly meetings or to third parties what they have become aware of due to their work on the committee; otherwise, they shall be dismissed and held accountable for any damages that may arise from such disclosure.
12. An Audit Committee member shall maintain the necessary competence to carry out the tasks assigned to them and keep abreast of modern developments related to the company's activities.
13. An Audit Committee member shall disclose to the Board of Directors the transactions conducted between them and the company, the nature of the relationship, and in accordance with the requirements of the standard governing transactions with related parties. They shall also disclose the relationship that connects them to the Board of Directors and the company's executive directors.

Article Five: Rules for Selecting Members and their Term of Membership

1. The Audit Committee shall be formed by a decision of the Board of Directors for a period of four years starting from the date of the Board's resolution to form the committee, and it may be extended for a similar period or periods.
2. Committee members may be re-nominated and appointed by the Board of Directors for a similar period or periods.
3. The committee is tasked with evaluating the qualifications and capabilities of candidates with relevant skills and expertise in the field of the company's operations.
4. The chairman and members of the committee are committed to acting in the best interests of the company, shareholders, and stakeholders and prioritizing the company's welfare over personal interests.
5. The company must notify the Capital Market Authority of the names of the committee members and their membership descriptions within the statutory period specified by the Corporate Governance Regulations issued by the Capital Market Authority. And any changes that occur within the statutory period specified by the Corporate Governance Regulations issued.
6. The Board may dismiss any committee member or members and may appoint replacements from outside the committee.

7. If the position of one of the committee members becomes vacant, the Board of Directors may appoint a member in the vacant position, provided that he is one of those with sufficient experience, and the Capital Market Authority must be notified within the statutory period from the date of the appointment.
8. The chairman of the committee or whomever he delegates from among its members must attend the general assemblies to answer shareholders' questions.
9. The membership of the Committee may become vacant under the following circumstances during the term:
 - The committee member requests resignation from their position, following the necessary approvals and requirements set by the board of directors, and the committee should discuss the resignation with the board and present their opinion.
 - The committee member is dismissed by the board of directors for violating the committee's rules, regulations, or other reasons based on the justifications and conditions specified in these bylaws.
 - The occurrence of any conditions specified by the Audit Committee.
 - Death.
 - Ineligibility or disqualification.

Article Six: Responsibilities of the Audit Committee

1. The Audit Committee has the authority to form a task force for any purpose it deems appropriate and necessary to achieve its objectives. It also has the power to delegate some of its authorities and powers to the task force it forms when it sees fit.
2. Investigating any activity falling within its jurisdiction or any matter requested by the Board of Directors, the General Assembly of Shareholders, or the external auditor.
3. Seeking legal and technical advice from any external or consulting entity when necessary to assist the Committee in carrying out its duties.
4. The Audit Committee is responsible for overseeing the company's operations and has the following powers to perform its duties:
 - The right to access the company's records and documents.
 - The right to request clarification or information from the members of the Board of Directors or the executive management.
 - The right to request the Board of Directors to convene the General Assembly of Shareholders if the Board hinders its work or if the company suffers significant damages or losses.
 - Conducting interviews with external auditors, company employees, including the internal auditor, to inquire about the audit work and provide any relevant comments within its scope of work.

Article Seven: Remunerations Policy for Audit Committee Members

1. The annual remunerations for Audit Committee members are determined based on the policy set by the Board of Directors, in line with the compensation policies for Board members, subcommittees, and the recommendations of the Remunerations and Nomination Committee.
2. The remunerations for Audit Committee members consists of a fixed amount in addition to an attendance allowance for meetings and any other benefits specified in the remunerations policy set by the Board of Directors for its members and committee members. The disbursement of compensation is subject to the guidelines outlined in that policy.
3. The company is responsible for covering the travel, accommodation, and any other expenses incurred by members to attend meetings and participate in committee-related activities.

Article Eight: Study of Matters

1. The Audit Committee is responsible for studying matters within its jurisdiction or referred to it by the Board of Directors. It should submit its recommendations to the Board for decision-making or make decisions if delegated by the Board to do so.
2. The Audit Committee may seek the assistance of experts and specialists, whether from within or outside the company, within the limits of its authority. This should be ensured in the minutes of the committee's meeting, mentioning the name of the expert and their relationship with the company or the executive management.

Article Nine: Conflict between the Audit Committee and the Board of Directors

If there is a conflict between the recommendations of the Audit Committee and the decisions of the Board of Directors, or if the Board rejects the Committee's recommendation regarding the appointment, removal, determination of fees, or evaluation of the performance of the company's auditors or internal auditor, the Board of Directors must include in its report the Committee's recommendation, justifications, and reasons for not adopting it.

Article Ten: Arrangements for submitting observations

The Audit Committee must establish a mechanism that allows employees of the company to submit their observations on any deviation in financial reports or other matters confidentially. The Committee should verify the implementation of this mechanism by conducting an independent investigation commensurate with the magnitude of the error or deviation and adopt appropriate follow-up procedures.

Article Eleven: Audit Committee Report

The Audit Committee issues an annual report that includes a comprehensive summary of its work, performance, significant achievements, and how it carries out its responsibilities and tasks in light of the requirements of laws and regulations regarding the contents and requirements of this report, as well as professional customs and good practices. The Committee is also required to prepare a report that includes its recommendations and opinions on the adequacy of the company's internal control, financial management, and risk management systems. The Board of Directors must deposit sufficient copies of this report at the company's main office and publish it on the company's website and the stock market's website when announcing the invitation to the General Assembly, to provide interested shareholders with a copy of it. The report should be read during the General Assembly meeting.

Article Twelve: Final Provisions (Publication, Effectiveness, and Amendment)

This Regulation comes into effect upon its adoption by the General Assembly of Shareholders, and the company shall comply with it. This Regulation shall be published on the company's website to enable shareholders, the public, and stakeholders to access it. The contents of this Regulation may be amended as needed.

Any proposed amendments shall be presented to the General Assembly of Shareholders at the nearest meeting for approval of the proposed amendments.

Approval date: 24/08/2023 based on the decision of the Extraordinary General Assembly Meeting.



UNITRANS

الشركة المتحدة الدولية للمواصلات
UNITED INTERNATIONAL TRANSPORTATION COMPANY



After Amendment



UNITRANS

الشركة المتحدة الدولية للمواصلات
UNITED INTERNATIONAL TRANSPORTATION COMPANY

Charter Of The Audit Committee

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Introduction

Having an effective internal control system is one of the main responsibilities of the Board of Directors, and the Audit Committee is one of the most important committees in public shareholding companies due to its active role in internal and external auditing and the internal control process. The main task of the Audit Committee is to verify the adequacy of the internal control system, ensure its effective implementation, develop systems and plans related to these activities, monitor their implementation, and ensure the company's compliance and alignment with applicable regulations and standards. The committee is also responsible for providing recommendations to the Board of Directors to activate and enhance control systems, while always adhering to the highest standards of transparency in performance.

Article One: Committee Objectives

1. Verify the adequacy and effectiveness of internal audit activities by reviewing the arrangements related to internal audit management and assessing their compliance and sufficiency.
2. Ensure the company's full responsiveness to the issues identified and monitored by the committee, especially internal and external audit activities, and verify their independence.
3. Confirm the company's acceptance and understanding of the role, work, and value of internal audit through various available mechanisms.
4. Measure and evaluate the effectiveness of the internal control and audit system within the organization.
5. Verify compliance with relevant systems, laws, standards, and policies within its scope of work, duties, and responsibilities.

Article Two: Committee Meetings

1. The Audit Committee meets regularly, provided that its meetings are not less than four meetings during the company's fiscal year.
2. The Audit Committee holds regular meetings with the company's auditors and internal auditors.
3. The internal auditor and external auditors can request a meeting with the Audit Committee whenever necessary.
4. The Audit Committee may hold exceptional meetings as required, and the committee's chairman or the majority of members may call for an exceptional meeting as needed. The legal quorum for a committee meeting is fulfilled when the majority of its members are present.
5. Invitations to attend committee meetings are issued in writing by the committee chairman, a member authorized by the committee, or the secretary, with sufficient notice before the meeting. Committee members are provided with the meeting agenda and necessary documents well in advance of the meeting.
6. In the event that the committee chairman is unable to attend, they may delegate one of the members to chair the meeting.
7. If a member is unable to attend the meeting physically, every effort will be made to enable their participation through modern means of communication. In such cases, the attendance of the member shall be deemed as valid.

8. Delegation: In the event that a member is unable to attend the meeting physically, they may delegate another member of the committee to act on their behalf. A committee member who is physically present cannot act as a substitute for more than one member in the same meeting.
9. Voting: Each committee member has one vote, and committee decisions are made by a majority of the votes of the members present and represented at the meeting. In the event of a tie, the opinion supported by the committee chairman or the person delegated by the chairman prevails.
10. The committee secretary is responsible for documenting the committee meetings, preparing minutes that include discussions, deliberations, recording committee recommendations and voting results, and keeping them in a dedicated and organized register. The attendance of the present members and the reservations expressed should be noted, and the minutes should be signed by all attending members and the secretary. These minutes should be preserved as part of the company's documents.
11. The Board of Directors shall monitor the work and performance of the committee through regular reports submitted to the Board of Directors.
12. Except for the committee secretary and committee members, no other member of the Board of Directors or executive management is entitled to attend its meetings unless requested by the committee to hear their opinion or seek their advice, or upon a prior invitation to attend the meeting.
13. The committee decisions may be approved by circulation based on the decision of the committee chairman.

Article Three: Committee Responsibilities

The Audit Committee is responsible for monitoring the company's operations and verifying the integrity and fairness of the reports, financial statements, and internal control systems. The committee's specific tasks include:

- **Financial Reporting:**

1. Reviewing the company's preliminary and annual financial statements before they are presented to the Board of Directors and expressing its opinion and recommendations regarding their fairness, integrity, and transparency.
2. Providing expert opinion, at the request of the Board of Directors, on whether the Board's report and the company's financial statements are fair, balanced, understandable, and include information that enables shareholders and investors to assess the company's financial position, performance, business model, and strategy.
3. Studying any significant or unusual issues included in the financial statements.
4. Thoroughly examining any issues raised by the Chief Financial Officer or the person in charge of their duties, the company's compliance officer, or the auditors.
5. Verifying accounting estimates in the essential matters presented in the financial statements.
6. Studying the accounting policies adopted by the company and providing opinions and recommendations to the Board of Directors on these policies.

- **Internal Audit:**

1. Studying and reviewing the company's internal control, financial management, and risk management systems.
2. Studying internal audit reports and monitoring the implementation of corrective actions for the observations mentioned in these reports.
3. Supervising and overseeing the performance and activities of the internal auditors and the internal audit management in the company to ensure the availability and effectiveness of resources in carrying out their assigned tasks and responsibilities.
4. Recommending to the Board of Directors the appointment of the head of the internal audit unit or management, or the internal auditor, and proposing their compensation.

- **Auditor:**

1. Recommending to the Board of Directors the nomination, dismissal of auditors, determination of fees, and evaluation of external auditors after verifying their independence and reviewing the scope of their work and contract terms.
2. Verifying the independence, objectivity, fairness, and effectiveness of the auditors' work, considering the relevant rules and standards.
3. Reviewing the company's audit plan, work, and verifying that they do not provide technical or administrative services outside the scope of auditing, and expressing their opinions on that.
4. Responding to inquiries from the company's auditors.
5. Studying the auditor's report and their comments on the financial statements and following up on actions taken regarding them.

- **Compliance Assurance:**

1. Reviewing the results of regulatory authorities' reports and verifying that the company has taken the necessary actions regarding them.
2. Verifying the company's compliance with relevant systems, regulations, policies, and instructions.
3. Reviewing contracts and proposed transactions that the company intends to engage in with related parties and providing its opinions to the Board of Directors.
4. Elevating any issues that require action to be taken to the Board of Directors and providing recommendations on the necessary measures.

- **Risk Management:**

1. Reviewing the ERM Policy and Risk Appetite Statement and endorsing it to the Board for approval.
2. Reviewing the top risks and the related mitigation action plans and providing updates to the Board.
3. Ensuring the independence of Risk Management function and its effective coordination with Executive Management Committee (EX-COM).
4. Monitoring the progress of risk management maturity roadmap by reviewing annual maturity gap assessment report.

Article Four: Selection Criteria for Committee Members

The Audit Committee shall be formed according to the following guidelines:

1. The Audit Committee shall be formed by a decision of the Board of Directors.
2. The Committee members may be shareholders of the company or others.
3. The members of the Audit Committee shall not be executive members of the Board of Directors.
4. At least one member of the Audit Committee must be independent.
5. The Audit Committee shall not be less than three and not more than five.
6. At least one member of the Audit Committee must be specialized in financial and accounting affairs.
7. The Chairman of the Audit Committee may be an independent member or a non-executive member, and the Chairman of the Committee shall be selected by the other members.
8. The Chairman of the Board of Directors shall not be a member of the Audit Committee.
9. No person who has worked or was employed during the past two years in the executive or financial management of the company or with the company's auditors shall be a member of the Audit Committee.
10. An Audit Committee member shall not engage in any activities that compete with the company or trade in any branches of the company's business.
11. The Audit Committee members shall adhere to the confidentiality of the company's secrets, and they shall not disclose to the shareholders unless it is during the general assembly meetings or to third parties what they have become aware of due to their work on the committee; otherwise, they shall be dismissed and held accountable for any damages that may arise from such disclosure.
12. An Audit Committee member shall maintain the necessary competence to carry out the tasks assigned to them and keep abreast of modern developments related to the company's activities.
13. An Audit Committee member shall disclose to the Board of Directors the transactions conducted between them and the company, the nature of the relationship, and in accordance with the requirements of the standard governing transactions with related parties. They shall also disclose the relationship that connects them to the Board of Directors and the company's executive directors.

Article Five: Rules for Selecting Members and their Term of Membership

1. The Audit Committee shall be formed by a decision of the Board of Directors for a period of four years starting from the date of the Board's resolution to form the committee, and it may be extended for a similar period or periods.
2. Committee members may be re-nominated and appointed by the Board of Directors for a similar period or periods.
3. The committee is tasked with evaluating the qualifications and capabilities of candidates with relevant skills and expertise in the field of the company's operations.

4. The chairman and members of the committee are committed to acting in the best interests of the company, shareholders, and stakeholders and prioritizing the company's welfare over personal interests.
5. The company must notify the Capital Market Authority of the names of the committee members and their membership descriptions within the statutory period specified by the Corporate Governance Regulations issued by the Capital Market Authority. And any changes that occur within the statutory period specified by the Corporate Governance Regulations issued.
6. The Board may dismiss any committee member or members and may appoint replacements from outside the committee.
7. If the position of one of the committee members becomes vacant, the Board of Directors may appoint a member in the vacant position, provided that he is one of those with sufficient experience, and the Capital Market Authority must be notified within the statutory period from the date of the appointment.
8. The chairman of the committee or whomever he delegates from among its members must attend the general assemblies to answer shareholders' questions.
9. The membership of the Committee may become vacant under the following circumstances during the term:
 - The committee member requests resignation from their position, following the necessary approvals and requirements set by the board of directors, and the committee should discuss the resignation with the board and present their opinion.
 - The committee member is dismissed by the board of directors for violating the committee's rules, regulations, or other reasons based on the justifications and conditions specified in these bylaws.
 - The occurrence of any conditions specified by the Audit Committee.
 - Death.
 - Ineligibility or disqualification.

Article Six: Responsibilities of the Audit Committee

1. The Audit Committee has the authority to form a task force for any purpose it deems appropriate and necessary to achieve its objectives. It also has the power to delegate some of its authorities and powers to the task force it forms when it sees fit.
2. Investigating any activity falling within its jurisdiction or any matter requested by the Board of Directors, the General Assembly of Shareholders, or the external auditor.
3. Seeking legal and technical advice from any external or consulting entity when necessary to assist the Committee in carrying out its duties.
4. The Audit Committee is responsible for overseeing the company's operations and has the following powers to perform its duties:
 - The right to access the company's records and documents.
 - The right to request clarification or information from the members of the Board of Directors or the executive management.

- The right to request the Board of Directors to convene the General Assembly of Shareholders if the Board hinders its work or if the company suffers significant damages or losses.
- Conducting interviews with external auditors, company employees, including the internal auditor, to inquire about the audit work and provide any relevant comments within its scope of work.

Article Seven: Remunerations Policy for Audit Committee Members

1. The annual remunerations for Audit Committee members are determined based on the policy set by the Board of Directors, in line with the compensation policies for Board members, subcommittees, and the recommendations of the Remunerations and Nomination Committee.
2. The remunerations for Audit Committee members consists of a fixed amount in addition to an attendance allowance for meetings and any other benefits specified in the remunerations policy set by the Board of Directors for its members and committee members. The disbursement of compensation is subject to the guidelines outlined in that policy.
3. The company is responsible for covering the travel, accommodation, and any other expenses incurred by members to attend meetings and participate in committee-related activities.

Article Eight: Study of Matters

1. The Audit Committee is responsible for studying matters within its jurisdiction or referred to it by the Board of Directors. It should submit its recommendations to the Board for decision-making or make decisions if delegated by the Board to do so.
2. The Audit Committee may seek the assistance of experts and specialists, whether from within or outside the company, within the limits of its authority. This should be ensured in the minutes of the committee's meeting, mentioning the name of the expert and their relationship with the company or the executive management.

Article Nine: Conflict between the Audit Committee and the Board of Directors

If there is a conflict between the recommendations of the Audit Committee and the decisions of the Board of Directors, or if the Board rejects the Committee's recommendation regarding the appointment, removal, determination of fees, or evaluation of the performance of the company's auditors or internal auditor, the Board of Directors must include in its report the Committee's recommendation, justifications, and reasons for not adopting it.

Article Ten: Arrangements for submitting observations

The Audit Committee must establish a mechanism that allows employees of the company to submit their observations on any deviation in financial reports or other matters confidentially. The Committee should verify the implementation of this mechanism by conducting an independent investigation commensurate with the magnitude of the error or deviation and adopt appropriate follow-up procedures.

Article Eleven: Audit Committee Report

The Audit Committee issues an annual report that includes a comprehensive summary of its work, performance, significant achievements, and how it carries out its responsibilities and tasks in light of the requirements of laws and regulations regarding the contents and requirements of this report, as well as professional customs and good practices. The Committee is also required to prepare a report that includes its recommendations and opinions on the adequacy of the company's internal control, financial management, and risk management systems. The Board of Directors must deposit sufficient copies of this report at the company's main office and publish it on the company's website and the stock market's website when announcing the invitation to the General Assembly, to provide interested shareholders with a copy of it. The report should be read during the General Assembly meeting.

Article Twelve: Final Provisions (Publication, Effectiveness, and Amendment)

This Regulation comes into effect upon its adoption by the General Assembly of Shareholders, and the company shall comply with it. This Regulation shall be published on the company's website to enable shareholders, the public, and stakeholders to access it. The contents of this Regulation may be amended as needed.

Any proposed amendments shall be presented to the General Assembly of Shareholders at the nearest meeting for approval of the proposed amendments.

Eighth Item

Voting on the Delegation of Authority to the Board of Directors for the General Assembly's Ordinary Meeting License, as outlined in paragraph (1) of Article 27 of the Companies Law, for a period of one year starting from the date of the General Assembly's approval or until the conclusion of the term of the authorized Board of Directors, whichever comes first, in accordance with the provisions stipulated in the Executive Regulations of the Companies Law for Listed Joint-Stock Companies.

Ninth Item

Voting on the Delegation of Authority to the Board of Directors for the General Assembly's Ordinary Meeting License, as outlined in paragraph (2) of Article 27 of the Companies Law, for a period of one year starting from the date of the General Assembly's approval or until the conclusion of the term of the authorized Board of Directors, whichever comes first, in accordance with the provisions stipulated in the Executive Regulations of the Companies Law for Listed Joint-Stock Companies, and based on the competition standards and controls of the United International Transportation Company (Budget Saudi), as approved by the Ordinary General Assembly on 22-05-2025.

Tenth Item

Voting on the transactions and contracts executed during the fiscal year ending 31-12-2025, between the United International Transportation Company (Budget Saudi) and the Saudi National Bank, in which the Non-Executive Chairman of the Board, Dr. Ibrahim Saad Almojel, has an indirect interest due to his membership on the Board of Directors of both the Company and the Saudi National Bank. These transactions and contracts consist of bank loans and financing costs for a period of three years, carried out in the ordinary course of business without any preferential conditions. with a value of 76,186 thousands Saudi riyals.

Eleventh Item

Voting on the transactions and contracts executed during the fiscal year ending 31-12- 2025, between the United International Transportation Company (Budget Saudi) and the Royal Commission for Jubail & Yanbu, in which the Non-Executive Chairman of the Board, Dr. Ibrahim Saad Almojel, has an indirect interest due to his membership on the Board of Directors of both the Company and the Royal Commission for Jubail & Yanbu. These transactions and contracts consist of sales for a period of three years, carried out in the ordinary course of business without any preferential conditions. with a value of 13,672 thousands Saudi riyals.

Twelfth Item

Voting on the transactions and contracts executed during the fiscal year ending 31-12- 2025, between the UnitedInternationalTransportationCompany (Budget Saudi) and the Food & Fine Pastries Manufacturing Company, in which the Non-Executive Vice Chairman of the Board, Mr. Abdulwahab Abdulkarim Albetari, has an indirect interest due to his membership on the Board of Directors of both the Company and the Food & Fine Pastries Manufacturing Company. These transactions and contracts consist of sales for a period of five years, carried out in the ordinary course of business without any preferential conditions. with a value of 3,675 thousands Saudi riyals.

Thirteenth Item

Voting on the transactions and contracts executed during the fiscal year ending 31-12- 2025, between the United International Transportation Company (Budget Saudi) and the Catrion Catreing Holding Company, in which the Non-Executive Vice Chairman of the Board, Mr. Abdulwahab Abdulkarim Albetari, has an indirect interest due to his membership on the Board of Directors of both the Company and the Catrion Catreing Holding Company. These transactions and contracts consist of sales for a period of four years, carried out in the ordinary course of business without any preferential conditions. with a value of 14,595 thousands Saudi riyals.

Fourteenth Item

Voting on the transactions and contracts executed during the fiscal year ending 31-12- 2025, between the United International Transportation Company (Budget Saudi) and the Saudi Fransi Bank, in which the Non-Executive Board Member, Mr. Abdullah Abdulmalik Alshaikh, has an indirect interest due to his membership on the Board of Directors of both the Company and the Saudi Fransi Bank. These transactions and contracts consist of bank loans and financing costs for a period of three years, carried out in the ordinary course of business without any preferential conditions. with a value of 149,463 thousands Saudi riyals.

Fifteenth Item

Voting on the transactions and contracts executed during the fiscal year ending 31-12- 2025, between the United International Transportation Company (Budget Saudi) and Bupa Arabia for Cooperative Insurance Company, in which the Non-Executive Board member, Mr. Ossama Ahmed Banaja, has an indirect interest due to his membership on the Board of Directors of both the Company and Bupa Arabia for Cooperative Insurance Company. These transactions and contracts consist of insurance premiums for a period of one year, carried out in the ordinary course of business without any preferential conditions. with a value of 10,069 thousands Saudi riyals.

Attachments related to items ten through fifteen



Date: 23/04/2026

Corresponding: 06/11/1447

**Notification from the Board of Directors to the General Assembly Meeting (AGM) regarding
the transactions with related parties, For the year ended 31/12/2025.**

Dear shareholders of the United International Transportation Company (Budget Saudi),

Peace and blessings of Allah be upon you,

year 2025, the United International Transportation Company (Budget Saudi) (“the company”), entered into a number of business transactions and contracts in which some of the Board members have an indirect interests, as per the attached report. These contracts and transactions were executed in accordance with the relevant regulations and without preferential treatment.

The Annual Directors’ Report for the year 2025 includes detailed disclosure regarding the said contracts and transactions in accordance with legal requirements, noting that the company in such transactions follows the same terms and commercial principles followed with third parties, without any preferential treatment.

In this regard, the agenda of your AGM includes a recommendation from the Board of Directors to approve these transactions and contracts, as well as their continuation and renewal (where applicable), in accordance with the details provided in the AGM agenda.

Additionally, an Independent Limited Assurance Report on these transactions and contracts has been issued by the company External Auditor in line with regulations to be presented to your esteemed General Assembly.

With sincere regards and appreciation



Summary of related party transactions for 2025 in which some of the Board members have indirect interest

The United International Transportation Company (Budget Saudi) entered transactions with related parties during the year 2025. In such transactions, the same terms and commercial principles applied to third parties are followed without any preferential treatment. These transactions are approved by the Company's General Assembly after being endorsed by the Board of Directors (in accordance with Article (71) of Companies Law). A detailed statement of these transactions is set out below.

Attachment related to item No. (10) of the General Assembly meeting agenda

Transactions and contracts conducted between the company and Saudi National Bank

#	Member name / any related party	The nature of the transaction or contract	The conditions of the transaction or contract	The duration of the transaction or contract	The value amount of the transaction or contract for 2025 (In Thousands of SAR)
1	Dr. Ibrahim Saad Almojel (Non-Executive Chairman of the Board)	Loan proceeds	No preferential terms	Three years	50,000
2		Finance cost			26,186
Total					76,186

Attachment related to item No. (11) of the General Assembly meeting agenda

Transactions and contracts conducted between the company and the Royal Commission for Jubail & Yanbu

#	Member name / any related party	The nature of the transaction or contract	The conditions of the transaction or contract	The duration of the transaction or contract	The value amount of the transaction or contract for 2025 (In Thousands of SAR)
1	Dr. Ibrahim Saad Almojel (Non-Executive Chairman of the Board)	Sales	No preferential terms	Three years	13,672
Total					13,672

Attachment related to item No. (12) of the General Assembly meeting agenda

Transactions and contracts conducted between the company and the Food & Fine Pastries Manufacturing Company

#	Member name / any related party	The nature of the transaction or contract	The conditions of the transaction or contract	The duration of the transaction or contract	The value amount of the transaction or contract for 2025 (In Thousands of SAR)
1	Mr. Abdulwahab Abdulkarim Albetari (Non-Executive Vice Chairman of the Board)	Sales	No preferential terms	five years	3,675
Total					3,675



Attachment related to item No. (13) of the General Assembly meeting agenda

Transactions and contracts conducted between the company and the Catrion Catreing Holding Company

#	Member name / any related party	The nature of the transaction or contract	The conditions of the transaction or contract	The duration of the transaction or contract	The value amount of the transaction or contract for 2025 (In Thousands of SAR)
1	Mr. Abdulwahab Abdulkarim Albetari (Non-Executive Vice Chairman of the Board)	Sales	No preferential terms	Four years	14,595
Total					14,595

Attachment related to item No. (14) of the General Assembly meeting agenda

Transactions and contracts conducted between the Saudi Fransi Bank

#	Member name / any related party	The nature of the transaction or contract	The conditions of the transaction or contract	The duration of the transaction or contract	The value amount of the transaction or contract for 2025 (In Thousands of SAR)
1	Mr. Abdullah Abdulmalik Alshaikh (Non-Executive Board Member)	Loan proceeds	No preferential terms	Three years	145,000
2		Finance cost			4,463
Total					149,463

Attachment related to item No. (15) of the General Assembly meeting agenda

Transactions and contracts conducted between the company and Bupa Arabia for Cooperative Insurance Company

#	Member name / any related party	The nature of the transaction or contract	The conditions of the transaction or contract	The duration of the transaction or contract	The value amount of the transaction or contract for 2025 (In Thousands of SAR)
1	Mr. Ossama Ahmed Banaja (Non-Executive Board Member)	Insurance Services	No preferential terms	One year	10,069
Total					10,069



UNITRANS

الشركة المتحدة الدولية للمواصلات
UNITED INTERNATIONAL TRANSPORTATION COMPANY



Signatures

نائب رئيس المجلس: أ/ عبد الوهاب عبد الكريم البتيري

التوقيع: 
abdulwahab al betairi (Apr 23, 2026 17:17:18 GMT+3)

رئيس مجلس الإدارة: د/ ابراهيم سعد المعجل

التوقيع: 
Ibrahim Saad Al-Majdal (Apr 23, 2026 09:36:24 PDT)

عضو المجلس: أ/ يزيد صالح اليحيى

التوقيع: 
Mr. Yehya Saalch Al-Yahya (May 5, 2026 11:39:45 GMT+3)

عضو المجلس: م/ أحمد عبداللطيف البراك

التوقيع: 
Ahmed Albarak (Apr 28, 2026 09:18:05 GMT+3)

عضو المجلس: أ/ نايف عبدالجليل آل سيف

التوقيع: 
Naif Al-Saif (May 5, 2026 10:27:26 GMT+3)


عضو المجلس: أ/ عبدالله عبدالملك آل الشيخ

التوقيع: 
Abdullah Al-Sheikh (Apr 23, 2026 17:55:09 GMT+3)

عضو المجلس: أ/ اسامه احمد باناجه

التوقيع: 
Ossama Banaja (May 5, 2026 13:48:58 GMT+3)

عضو المجلس: أ/ علي هادي آل منصور

التوقيع: 
Ali Al Mansour (Apr 27, 2026 17:04:25 GMT+3)

Limited assurance report on the disclosure of interest in business and contracts in accordance with the requirements of Article No. (71) of the Companies Law in the Kingdom of Saudi Arabia

To the shareholders of United International Transportation Company (A Saudi Joint Stock Company)

Scope

We were engaged by the management of United International Transportation Company (the “Company”) to carry out a reasonable limited assurance engagement to report on the Chairman’s declaration prepared by the Management in accordance with the requirements of Article 71 of the Saudi Arabian Regulations for Companies issued by Ministry of Commerce (“MOC”), 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 (“BOD”) 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..

Subject Matter

The Subject Matter for our limited assurance engagement is related to the Chairman’s declaration enclosed in the attached Appendix 1 (the “Declaration”) prepared by the Management in accordance with the requirements of Article 71 of the Saudi Arabian Regulations for Companies issued by MOC, presented by the Chairman of 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

In preparing the (“subject Matter”) the company has applied the following controls (“Applicable Controls”). These controls have been specifically designed to comply with the requirements of the relevant Article of the Companies Law. Accordingly, the subject matter information may not be suitable for any other purpose.

1. Requirements of Article 71 of the Companies Law issued by the Ministry of Commerce (“the Ministry”).
2. Declaration submitted by the Chairman of the Board of Directors to the General Assembly of Shareholders.
3. Declarations submitted by the members of the Board of Directors of the Company regarding the business and contracts in which a member of the Board of Directors of the Company has a direct or indirect personal interest (Appendix 1).
4. The Company’s accounting records and audited financial statements for the year ending 31 December 2025.

Company’s Responsibility

The management of the Company is responsible for preparing the subject matter information that is free from material misstatement, whether due to fraud or error, while maintaining the documents, records, and accounting books supporting these transactions in accordance with the applicable controls and the information contained therein.

This responsibility includes designing, implementing, and maintaining internal control relevant to the preparation and presentation of the subject matter so that the 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 Saudi Arabian Regulations for Companies issued by MOC issued on 1 Dhu al-Hijjah 1443H (corresponding to 30 June 2022); 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.

**Limited assurance report on the disclosure of interest in business and contracts
in accordance with the requirements of Article No. (71) of the Companies Law
in the Kingdom of Saudi Arabia (Continued)**

Our responsibility

Our responsibility is to perform the limited assurance and express a conclusion on the communication in light of the limited assurance procedures we have performed, and to state whether anything has come to our attention that causes us to believe that the communication accompanying this report has not been prepared and presented in accordance with the applicable criteria.

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 of this engagement were agreed with the Company on 19 April 2026. This standard requires that we plan and perform our engagement to express a conclusion on the disclosure of the direct and indirect personal interest of the Company’s Board of Directors, whether, to our knowledge, there is a need to make significant adjustments to the subject matter under discussion to make it consistent with the criteria, and to issue a limited assurance report. The nature, timing and extent of the procedures selected depend on our judgment, including the assessment of the risks of material misstatement, whether due to fraud or error.

Independence and quality control

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, and we have the necessary competence and experience to perform the limited assurance engagement.

We have also applied the International Standard on Quality Management (1) “Quality Management for Firms that Perform Audits and Reviews of Financial Statements, Other Assurance Engagements and Related Services Engagements” and therefore we maintain a comprehensive system of quality management, including documented policies and procedures regarding compliance with ethical requirements, professional standards, and prevailing legal and regulatory requirements.

Procedures Performed

- Discussing with the management the mechanism, implementation, and approval of the works and contracts concluded with the company by any member of the Board of Directors.
- Obtained the declaration that includes the transactions and/or contracts performed in which any of the BOD members of the Company have either direct or indirect interest during the year ended 31 December 2025.
- Reviewed the minutes of meetings of the BOD that indicate notifications to the BOD by certain directors of actual or potential conflicts of direct or indirect interest in relation to transactions and/or contracts involving the BOD member.
- Obtained a statement that the board members concerned notified the BOD of actual or potential conflicts of direct or indirect interest, did not vote on the resolution to recommend the related transactions and/or contracts; and
- Obtained the required approvals along with supporting documents in respect of the transactions and/or contracts included in the declaration.
- Comparing the information and data for the works and contracts included in the prepared report attached in (Appendix 1) with the transaction amounts disclosed in note (21) to the audited financial statements of the Company for the year ended 31 December 2025.

**Limited assurance report on the disclosure of interest in business and contracts
in accordance with the requirements of Article No. (71) of the Companies Law
in the Kingdom of Saudi Arabia (Continued)**

Associated restrictions

- The procedures applied to the subject matter are limited assurance procedures and different in nature, timing, and less in extent than those applied in a reasonable assurance engagement. As a result, the level of assurance obtained in a limited assurance engagement is significantly less than the assurance that would be obtained if we had performed a reasonable assurance engagement. Our procedures were designed to obtain a limited level of assurance to provide a basis for our conclusion and accordingly, we did not provide all the evidence that might have been required to provide a reasonable level of assurance.
- Although we considered the understand of the internal control systems followed by management when determining the nature and extent of our procedures, our engagement was not designed to provide assurance about the effectiveness of the internal control systems. Our procedures did not include testing the control systems.
- Our own procedures for obtaining an understanding of the systems and controls relating to the preparation of the report in accordance with the requirements of Article 71 of the Companies Law are subject to inherent restrictions, and accordingly, errors or violations may occur that are not discovered. Furthermore, these procedures may not be relied upon as evidence of the effectiveness of the systems and controls against fraudulent and collusive activities that may exist.
- This conclusion relates only to the reporting year ending 31 December 2025 and should not be considered as providing assurance of any future dates or periods, as the systems or controls may change that could affect the validity of our conclusion.

Limited Assurance Conclusion

Based on the limited assurance procedures we have performed and the evidence obtained, nothing has come to our attention that causes us to believe that the Company has not complied with the requirements of Article No. 71 of the Companies Law in the Kingdom of Saudi Arabia when preparing the report of information and relevant data for the business and contracts included in the report prepared and attached in (Appendix 1) for the year ending 31 December 2025.

Restriction of Use and Distribution of Our Report

This report has been prepared, upon request from the Company's management only, to assist the Company in fulfilling its reporting obligations to the General Assembly of Shareholders under Article No. (71) of Companies Law. The report may not be used for any other purpose or distributed to any other parties except the Ministry of Commerce, the Capital Market Authority, and the Company's shareholders, or quoted or referred to without obtaining our prior approval.

RSM Allied Accountants Professional Services



Abdullah bin Ahmed Al-Faddaghi

License No. 706

Jeddah, Saudi Arabia

20 Dhu'l Qa'da 1447H (Corresponding to 7 May 2026)



Sixteenth Item

Voting on the participation of the Board member Mr. Abdulwahab Abdulkarim Albetari in a business that competing with the company.

Attachments related to item sixteen



المرفق المتعلق بالبند رقم (١٦) من جدول اجتماع الجمعية

Competing Activities Description	بيان اعمال المنافسة
<p>The United International Transportation CompanySavola Group ("The group") follows the procedures related to conflict of interest and any activities that may lead to competition with its Board members and senior executives and takes all the necessary measures in line with the relevant laws and regulations. In light of foregoing, it would like to clarify the following:</p> <p>1. Mr. Abdulwahab Abdulkarim Albetari - Vice Chairman of the Board of Directors</p> <p>The nature of the Competing Activity: The above member take part in an activity that may lead to competition with the Company in one of its activities this is represented in their direct and indirect participation:</p> <p>Mr. Abdulwahab Abdulkarim Albetari owns 50% of Amalak Al-Dhahriah Company, an investment holding company. Amalak Al-Dhahriah holds 42.5% of Hala Auto, a company engaged in car sales. Hala Auto fully owns Pioneer renting Company, which currently operates more than 1,000 cars under an operational leasing model. This activity is considered a competitor to the business of one of the group's subsidiaries.</p>	<p>إن الشركة المتحدة الدولية للمواصلات ("المجموعة") تراعي حالات تعارض المصالح وأعمال المنافسة المحتملة سواء المرتبطة بأعضاء مجلس إدارتها أو كبار تنفيذيها وتقوم باتخاذ الإجراءات اللازمة بما ينسجم مع الأنظمة والقوانين ذات العلاقة، وفي ضوء ذلك تود أن توضح ما يلي:</p> <p>الأعضاء المشتركين في أعمال من شأنها منافسة الشركة:</p> <p>١. الأستاذ/ عبدالوهاب عبدالكريم البتيري - نائب رئيس مجلس الإدارة</p> <p>طبيعة الأعمال المنافسة:</p> <p>العضو أعلاه يشترك في نشاط من شأنه منافسة الشركة في أحد الفروع التي تعمل بها تتمثل في اشتراكه بطريقة مباشرة وغير مباشرة:</p> <p>الأستاذ/ عبدالوهاب عبدالكريم البتيري يمتلك في شركة أملاك الدرعية بنسبة ٥٠٪ وهي شركة قابضة استثمارية تمتلك شركة أملاك الدرعية نسبة ٤٢,٥٪ من شركة هلا أوتو، التي تعمل في بيع السيارات حيث تمتلك هلا أوتو بالكامل شركة بايونير للتأجير، والتي تشغل أكثر من ١,٠٠٠ سيارة بنظام التأجير التشغيلي. حيث يعتبر هذا النشاط منافساً لنشاط أحد الشركات التابعة للمجموعة.</p>

Seventeenth Item

Voting on the participation of the Board member Mr. Ali Hadi Almansour in a business that competes with the company.

Attachments related to item seventeen



المرفق المتعلق بالبند رقم (١٧) من جدول اجتماع الجمعية

Competing Activities Description	بيان أعمال المنافسة
<p>The United International Transportation CompanySavola Group ("The group") follows the procedures related to conflict of interest and any activities that may lead to competition with its Board members and senior executives and takes all the necessary measures in line with the relevant laws and regulations. In light of foregoing, it would like to clarify the following:</p> <p>1. Mr. Ali Hadi Almansour - Board member</p> <p>The nature of the Competing Activity: The above member take part in an activity that may lead to competition with the Company in one of its activities this is represented in their direct and indirect participation:</p> <p>Mr. Ali Hadi Almansour owns Misarati Global Company, a limited liability company. Its core business is providing limousine rental services with drivers to hotels and companies, operating a fleet of around 50 vehicles. This activity is considered a competitor to the business of one of the group's subsidiaries.</p>	<p>إن الشركة المتحدة الدولية للمواصلات ("المجموعة") تراعي حالات تعارض المصالح وأعمال المنافسة المحتملة سواء المرتبطة بأعضاء مجلس إدارتها أو كبار تنفيذيها وتقوم باتخاذ الإجراءات اللازمة بما ينسجم مع الأنظمة والقوانين ذات العلاقة، وفي ضوء ذلك تود أن توضح ما يلي:</p> <p>الأعضاء المشتركين في أعمال من شأنها منافسة الشركة:</p> <p>١. الأستاذ/ علي هادي آل منصور - عضو مجلس الإدارة</p> <p>طبيعة الأعمال المنافسة:</p> <p>العضو أعلاه يشترك في نشاط من شأنه منافسة الشركة في أحد الفروع التي تعمل بها تتمثل في اشتراكه بطريقة مباشرة وغير مباشرة:</p> <p>الأستاذ/ علي هادي آل منصور يمتلك بالكامل شركة مساراتي العالمية وهي شركة ذات مسؤولية محدودة يتمثل نشاطها الأساسي في خدمة تأجير سيارات الليموزين بالسائق للفنادق والشركات بأسطول يتكون من ما يقارب ٥٠ مركبة. حيث يعتبر هذا النشاط منافساً لنشاط أحد الشركات التابعة للمجموعة.</p>