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**Limited assurance report to the shareholders of
Saudi Telecom Company
(A Saudi Joint Stock Company)**

Scope:

We have been engaged by Saudi Telecom Company ("the Company") to perform a "limited assurance engagement" as defined by International Standards on Assurance Engagements endorsed in the Kingdom of Saudi Arabia, here after referred to as the engagement, to report on the Company's compliance with the requirements of Article (71) of the Companies' Law (the "Subject Matter") contained in the Company's attached notification (Appendix A) which is presented by the Company's Board of Directors Chairman to the Ordinary General Assembly on the transaction and contract in which some members of the Company's board of directors have a direct or indirect personal interest for the period from 1 January 2021 to 31 October 2021.

Criteria Applied by the Company:

In preparing the Subject Matter, the Company applied the below criteria (the "Criteria"). Such Criteria was specifically designed for the notification presented by the Company's Board of Directors Chairman to the Ordinary General Assembly (Appendix A). As a result, the subject matter information may not be suitable for another purpose.

- Article (71) of the Companies' Law issued by the Ministry of Commerce as amended (1439H - 2018).
- Notification presented by the Company's Board of Directors Chairman to the Ordinary General Assembly (Appendix A).
- Declarations submitted by the Company's board of directors' members regarding the transaction and contract in which some members of the Company's board of directors have a direct or indirect personal interest in.
- The draft bookrunners agreement dated 31 October 2021 for the potential transaction in which some of the Company's board of directors' members have an indirect personal interest in.

Company's Responsibilities:

The Company's management is responsible for selecting the Criteria, and for presenting the Subject Matter in accordance with that Criteria, in all material respects. This responsibility includes establishing and maintaining internal controls, maintaining adequate records and making estimates that are relevant to the preparation of the subject matter, such that it is free from material misstatement, whether due to fraud or error.

Our Responsibilities:

Our responsibility is to express a conclusion on the presentation of the Subject Matter based on the evidence we have obtained.

We conducted our engagement in accordance with the *International Standard for Assurance Engagements Other Than Audits or Reviews of Historical Financial Information ("ISAE 3000")* endorsed in the Kingdom of Saudi Arabia, and the terms of reference for this engagement as agreed with the Company on 4 November 2021. Those standards require that we plan and perform our engagement to express a conclusion on whether we are aware of any material modifications that need to be made to the Subject Matter in order for it to be in accordance with the Criteria, and to issue a report. The nature, timing, and extent of the procedures selected depend on our judgment, including an assessment of the risk of material misstatement, whether due to fraud or error.



Limited assurance report to the shareholders of
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(A Saudi Joint Stock Company) - continued

Our Responsibilities (continued):

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

Our Independence and Quality Control:

We have maintained our independence and confirm that we have met the requirements of the professional code of conduct and ethics endorsed in the Kingdom of Saudi Arabia, and have the required competencies and experience to conduct this assurance engagement.

Our firm also applies International Standard on Quality Control 1, *Quality Control for Firms that Perform Audits and Reviews of Financial Statements, and Other Assurance and Related Services Engagements*, 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 controls 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.

Our procedures included:

- Checked the notification presented by the Company's Board of Directors Chairman to the Ordinary General Assembly (Appendix A) regarding transactions and contracts entered between some of the board of directors' members directly or indirectly with the Company.
- Checked the declarations from the Company's Board of Directors members of the transactions and contracts done with the Company in which they have a direct or indirect interest in.
- Checked the draft bookrunners agreement dated 31 October 2021 for the potential transaction in which some of the Company's Board of Directors' members have an indirect personal interest in.


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

Limited assurance report to the shareholders of
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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 Criteria applied by the Company referred to above.

For Ernst & Young & Co.
Public Accountants



Saad M. Al-Khathlan
Certified Public Accountant
License No. (509)

Riyadh: 2 Rabi Al-Thani 1443H
(7 November 2021G)

