

Annex to item from (14) to (22)

To vote on the business and contracts that will be done between  
the company and some of other companies, which is for some of  
.Board Members an indirect interest in it



To the shareholders  
Jarir Marketing Company  
(A Saudi Joint Stock Company)  
Riyadh, Kingdom of Saudi Arabia

***Independent limited assurance report on declaration submitted by the Chairman of the Board of Directors to the shareholders of Jarir Marketing Company***

We have undertaken a limited assurance engagement in respect of the accompanying declaration of related party transactions and contracts for the year ended 31 December 2022 relating to Jarir Marketing Company (the "Company") prepared by the management and approved by the Chairman of the Board of Directors of the Company in accordance with the applicable criteria mentioned below so as to comply with the requirements of Article 71 of the Regulations for Companies (the "Declaration").

***Subject matter***

The Subject Matter for our limited assurance engagement is the Declaration prepared by the management of the Company and approved by the Chairman of the Board of Directors as attached to this report and submitted to us.

***Criteria***

The applicable criteria (the "Criteria") is the requirement of Article 71 of Regulations for Companies issued by the Ministry of Commerce (2015-1437H) and subsequent amendments made therein which states that any member of the Board of Directors (the "Board") with any interest, both directly or indirectly, in the transactions or contracts made for the account of the Company shall declare such interests for the approval of the General Assembly of the Company. The Board member must notify the Board of such interest and excuse himself in vote by the Board to approve such transactions or contracts. The Chairman of the Board will notify the General Assembly of transactions and contracts in which a member of the Board has a direct or indirect interest.

***Management's responsibility***

Management of the Company is responsible for the preparation of the Declaration in accordance with the Criteria and ensuring its completeness. This responsibility includes the design, implementation and maintenance of internal controls relevant to the preparation of the Declaration that is free from material misstatement, whether due to fraud or error.

***Professional ethics and quality management***

We have complied with the independence requirements of the International Code of Ethics for Professional Accountants (including International Independence Standards), endorsed in the Kingdom of Saudi Arabia (the "Code"), that is relevant to our limited assurance engagement and we have fulfilled our other ethical responsibilities in accordance with the Code's requirements.

The firm applies International Standard on Quality Management 1 ("ISQM 1"), as endorsed in the Kingdom of Saudi Arabia, which requires the firm to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

---

PricewaterhouseCoopers, License No. 25,  
Kingdom Tower, P.O. Box 8282, Riyadh 11482, Kingdom of Saudi Arabia  
T: +966 (11) 211-0400, F: +966 (11) 211-0401, www.pwc.com/middle-east

---

### ***Our responsibility***

Our responsibility is to express a limited assurance conclusion on the Declaration based on the procedures we have performed and the evidence we have obtained. We conducted our limited assurance engagement in accordance with International Standard on Assurance Engagements 3000 (Revised), 'Assurance Engagements Other Than Audits or Reviews of Historical Financial Information', as endorsed in the Kingdom of Saudi Arabia. This standard requires that we plan and perform this engagement to obtain limited assurance about whether anything has come to our attention that causes us to believe that the Company has not complied with the applicable requirements of Article 71 of the Regulations for Companies in the preparation of the Declaration, for the year ended 31 December 2022.

The procedures selected depend on our judgment, including the assessment of risks such as failure of systems and controls, whether due to fraud or error. In making those risk assessments, we consider internal controls relevant to the Company's compliance with the requirements of Article 71 of the Regulations for Companies in the preparation of the Declaration. Our procedures included examining, on a test basis, evidence supporting systems and controls in respect of the preparation of the Declaration in accordance with the requirements of Article 71 of the Regulations for Companies.

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

### ***Summary of work performed***

We have planned and performed the following procedures to obtain limited assurance over the Company's compliance with the requirements of Article 71 of the Regulations for Companies in the preparation of the Declaration:

- Discussed with the Company's management the process for conducting business and entering into contracts with any of the Board members, either directly or indirectly, with the Company which includes that the Board member notifies the Board on the transactions and contracts entered into by the Company, in which the Board member may have any interest, either directly or indirectly, and further that the concerned Board member will not vote on the resolution issued in this regard at the meetings of the Board and the shareholders, and resolutions will be passed annually.
- Obtained the accompanying Declaration (enclosed as Appendix I to this report) that includes the lists of all transactions and contracts entered into by any of the Board members of the Company, either directly or indirectly, with the Company during the year ended 31 December 2022.
- Reviewed the minutes of the Board meetings that indicates that the concerned Board member notified the Board on the transactions and agreements entered into by that Board member during the year ended 31 December 2022; and further that the concerned Board member did not vote on the resolution issued in this regard at the meetings of the Board.
- Reviewed the confirmations obtained from the concerned Board members on the transactions and contracts participated by the Board members, either directly or indirectly, during the year ended 31 December 2022.
- Tested the consistency of the transactions included in the Declaration with the disclosure in Note 17 to the Company's audited consolidated financial statements for the year ended 31 December 2022.

### ***Inherent limitations***

Our procedures regarding systems and controls relating to the preparation of the Declaration in accordance with the requirements of Article 71 of the Regulations for Companies, 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.

A limited assurance engagement is substantially less in scope than a reasonable assurance engagement under ISAE 3000 (Revised) as endorsed in the Kingdom of Saudi Arabia. Consequently, the nature, timing and extent of the procedures outlined above for gathering sufficient appropriate evidence were deliberately limited relative to a reasonable assurance engagement, and therefore less assurance is obtained with a limited assurance engagement than for a reasonable assurance engagement.

Our procedures did not constitute either an audit or a review made in accordance with International Standards on Auditing or International Standards on Review Engagements as endorsed in the Kingdom of Saudi Arabia and accordingly we do not express an audit or a review opinion in relation to the adequacy of systems and controls.

This conclusion relates only to the Declaration for the year ended 31 December 2022 and should not be seen as providing assurance as to any future dates or periods, as changes to systems or controls may alter the validity of our conclusion.

**Limited assurance conclusion**

Based on our work described in this report, nothing has come to our attention that causes us to believe that the Company has not complied, in all material respects, with the applicable requirements of Article 71 of the Regulations for Companies in the preparation of the Declaration of related party transactions for the year ended 31 December 2022.

**Restriction of use**

This report, including our conclusion, has been prepared solely upon the request of the management of the Company, to assist the Company and its Chairman of the Board of Directors in fulfilling their reporting obligations to the General Assembly in accordance with Article 71 of the Regulations for Companies. The report should not be used for any other purpose or be distributed to or otherwise quoted or referred to, without our prior consent to any other parties other than the Ministry of Commerce, Capital Market Authority and the shareholders of the Company.

**PricewaterhouseCoopers**



Bader I. Benmohareb  
License Number 471  
23 March 2023



### Report on Transactions and agreements with related parties

Dear Shareholders of Jarir Marketing Company (the "Company")

Board of directors is glad to present you this report on the transactions and agreements with related parties during the year ended 31 December 2022. The Company engaged in transactions with the following related parties at terms and conditions that are not different from those applicable with unrelated parties and with no special terms.

These transactions are summarized as follows:

SN	Party	Nature of agreement	Amount of transaction (Riyal)	Duration of the agreement	Agreement terms	Name of Board member, senior executives, or a related party to them
1	Kite Arabia Company	Construction, design and consultancy, & technical, commenced 1/1/2011	26,578,408	Five years, auto renewable	No special terms	Mohammad Abdulrahman AlAgil, Nasser Abdulrahman AlAgil, Abdullah Abdulrahman AlAgil, Abdulkarim Abdulrahman AlAgil
2	Kite Arabia Company	Office lease at Jarir headquarters (Riyadh), commenced 15/11/2012	196,020	Five years, auto renewable	No special terms	Mohammad Abdulrahman AlAgil, Nasser Abdulrahman AlAgil, Abdullah Abdulrahman AlAgil, Abdulkarim Abdulrahman AlAgil
3	Jarir Commercial Investment Company	Office lease at Jarir headquarters (Riyadh), commenced 15/11/2012	444,840	Five years, auto renewable	No special terms	Mohammad Abdulrahman AlAgil, Nasser Abdulrahman AlAgil, Abdullah Abdulrahman AlAgil, Abdulkarim Abdulrahman AlAgil
4	Jarir Commercial Investment Company	Office lease at Jarir headquarters (Riyadh), commenced 15/11/2012	145,860	Five years, auto renewable	No special terms	Mohammad Abdulrahman AlAgil, Nasser Abdulrahman AlAgil, Abdullah Abdulrahman AlAgil, Abdulkarim Abdulrahman AlAgil
5	Amwaj Aldhaharan Limited Company	Showroom lease in Dhaharan, commenced 15/12/2008	1,653,750	Twenty two years	No special terms	Mohammad Abdulrahman AlAgil, Nasser Abdulrahman AlAgil, Abdullah Abdulrahman AlAgil, Abdulkarim Abdulrahman AlAgil
6	Aswaq Almustaqbal Trading Company	Panorama Showroom lease (Takhasusi St-Riyadh), commenced 1/12/2005	2,556,696	Twenty two years	No special terms	Mohammad Abdulrahman AlAgil, Nasser Abdulrahman AlAgil, Abdullah Abdulrahman AlAgil, Abdulkarim Abdulrahman AlAgil
7	Jarir Real Estate Company	Office lease at Jarir headquarters (Riyadh), commenced 14/10/2015	171,625	Two years, renewable	No special terms	Mohammad Abdulrahman AlAgil, Nasser Abdulrahman AlAgil, Abdullah Abdulrahman AlAgil, Abdulkarim Abdulrahman AlAgil
8	Rubeen Arabia Company	Rubeen Plaza Showroom lease (North Ring Road-Riyadh), commenced 1/5/2017	2,368,800	Twenty five calendar years, renewable	No special terms	Mohammad Abdulrahman AlAgil, Nasser Abdulrahman AlAgil, Abdullah Abdulrahman AlAgil, Abdulkarim Abdulrahman AlAgil
9	Riyoof Tabuk Limited Company	Tabuk Showroom lease (Tabuk Park Mall- Tabuk), commenced 1/4/2018	1,803,600	Twenty calendar years	No special terms	Mohammad Abdulrahman AlAgil, Nasser Abdulrahman AlAgil, Abdullah Abdulrahman AlAgil, Abdulkarim Abdulrahman AlAgil
10	Sehat Alsharq Medical Limited Company	Housing building lease, South Rakah - Khobar, commenced 1/9/2019	2,816,458	Twenty calendar years	No special terms	Mohammad Abdulrahman AlAgil, Nasser Abdulrahman AlAgil, Abdullah Abdulrahman AlAgil, Abdulkarim Abdulrahman AlAgil



SN	Party	Nature of agreement	Amount of transaction (Riyal)	Duration of the agreement	Agreement terms	Name of Board member, senior executives, or a related party to them
11	Rubeen Arabia Company	Management, operating and maintenance (excluding leasing services), for Rubeen Plaza Mall, commenced 1/7/2019	761,000	One calendar year, renewable	No special terms	Mohammad Abdulrahman AlAgil, Nasser Abdulrahman AlAgil, Abdullah Abdulrahman AlAgil, Abdulkarim Abdulrahman AlAgil

Chairman


  
 Mohammad Abdulrahman AlAgil
