

The agenda of the Ordinary General Assembly meeting of the shareholders of BATIC Company, September 2021G

- 1- Voting on the works and contracts that will take place between BATIC Investment and Logistics Company and Smart Parking Holding Company, for which the Chairman of the Board of Directors Mr. Ahmed Mohammed AlSanea, and the member of the Board of Directors Mr. Firas Khalid AlBawardi has an indirect interest in them, is to buy part of the shares owned Smart Parking Holding Company, which amounts to 35.8% of the shares of Smart Cities Solutions Company (a subsidiary of the Arabian Company for Security and Safety Services "AMNCO" of BATIC) In the amount of one hundred and seven million eight hundred seventy-four thousand eight hundred and twelve (107,874.812) SR and in accordance with the prevailing trading conditions and without any preferential conditions (attached)
- 2- Voting on the works and contracts that will take place between BATIC Investment and Logistics and the Arabian Company for Security and Safety Services (AMNCO) (a subsidiary company), which is the Chairman of the Board of Directors Mr. Ahmed Mohammed AlSanea, Vice Chairman Eng. Majid Abdullah AlEssa and Managing Director Eng. Mohammed Saud AlZamil, a member of the Board of Directors Mr. Firas Khalid AlBawardi and Board Member Mr. Fahad Mubarak AlGathami, his indirect interest is to buy the entire shares owned by the Arabian Company for Security and Safety Services (AMNCO) in the capital of Smart Cities Solutions Company Against the nominal value of the capital in the amount of 35,000 SR SR and without any preferential conditions (attached)

Date: 16/8/2021

General Assembly of The Shareholders of BATIC Investment and Logistics Company.

May God save them

Greetings,,,

Based on the requirements of Article 71 of the Corporate System and Article 27 of Corporate Governance, which requires that the Board member inform the Board of his personal interest in the business and contracts made on behalf of the company, the Board of Directors wishes to offer your esteemed association the following transactions that took place during the year:

1- Agreement to buy a 35.8% stake in Smart Cities Solutions, owned by Smart Parking Holdings

The following members of the Board of Directors (related) are:

- Mr. Ahmed Mohammed Alsanea
- Mr. Firas Khalid Albwardi

They have an indirect interest in the above transactions and contracts as follows:

Nature of interest: Agreement to buy 35.8% of the capital of Smart Cities Solutions company of shares owned by Smart Stand Holdings limited liability and the total shares owned by 40% of the capital of Smart Cities Solutions company in exchange for cash

Interest limits :

Mr. Ahmed Al-Sana: Chairman of BATIC and owner of a number of capital shares of Smart Cities Solutions

Mr. Firas Albwardi: Board Member of BATIC Investment and Logistics, owner of shares in the company and CEO of Jasara owner of 7% of the capital of Smart Cities Solutions.

Interest expected to be obtained directly or indirectly, whether financial or non-financial: **no** .

Preferential terms of the contract disclosed: **no**.

2- The agreement to buy BATIC Investment and Logistics company for the full shares owned by The Arabian Security and Safety Services Company "AMNCO" in the capital of Smart Cities Solutions Company

The following members of the Board of Directors (related) are:

Mr. Ahmed Mohammed Alsanea

Eng. Majid Abdullah Alessa

Eng. Mohammed Saud Alzamil

Mr. Firas Khalid Albwardi

Mr. Fahad Mubarak Alqathami

They have an indirect interest in the above transactions and contracts as follows:

Nature of interest: The agreement to buy BATIC Investment and Logistics company for the full shares owned by The Arabian Security and Safety Services Company (AMNCO) in the capital of Smart Cities Solutions company in return for cash

Interest limits :

- Mr. Ahmed Alsanea: Chairman of BATIC and Property in his direct and indirect capacity, Chairman of the Board of Directors of The Arabian Company for Security and Safety Services (AMNCO) and owner of a number of shares of the capital of Smart Cities Solutions Company
- Eng. Majid Alessa is a member of the Board of Directors of BATIC Investment and Logistics Company and owner of its shares and a member of the Board of Directors of the Arabian Security and Safety Services Company (AMNCO)
- Engineer Mohammed Alzamil is a board member of BATIC Investment and Logistics Company and a member of the Board of Directors of The Arabian Security and Safety Services Company (AMNCO)
- Mr. Firas Albwardi is a Board Member of BATIC Investment and Logistics Company, owner of shares in the company, member of the Board of Directors of The Arabian Company for Security and Safety Services (AMNCO) and CEO of Jasara, owns 7% of the capital of Smart Cities Solutions.
- Mr. Fahad Alqathami is a member of the Board of Directors of BATIC Investment and Logistics Company and owner of its shares and a member of the Board of Directors of The Arabian Company for Security and Safety Services "AMNCO"

Interest expected to be obtained directly or indirectly, whether financial or non-financial: **no** .

Preferential terms of the contract disclosed: **no**.

The company's auditors, Mr. Ibrahim Ahmed Albassam and his partners (chartered accountants) have been appointed to report on these transactions in accordance with the statutory requirements in accordance with the standards issued by the Saudi Authority of Chartered Accountants .

Accordingly, these transactions will be presented to your esteemed association

Chairman

Ahmed Bin Mohammed Alsaena



Ibrahlm Ahmed Al-Bassam & Co
Certified Public Accountants - Al-Bassam & Co.
(member firm of PKF International)

LIMITED ASSURANCE REPORT

**To the Shareholders of
Batic Investments and Logistics Company
(Saudi Joint Stock Company)
Riyadh, Kingdom of Saudi Arabia**

At the request of the management of Batic Investment and Logistics Company (the "Company"), We have carried out a limited assurance engagement in order to state whether anything has come to our attention that causes us to believe that the subject matter detailed below ("Subject Matter"), has not been reported and presented fairly, in all material respects, in accordance with the applicable criteria mentioned below.

SUBJECT MATTER

The scope of the engagement relates to the limited assurance engagement to the information submitted by the Chairman of the Board of Directors attached in Appendix No. (1) ("The Notification") prepared in accordance with the requirements of Article (71) of the Regulation of Companies and presented by the Chairman of the Board of Directors of the Company. It consists of the transactions that were carried out by the Company during the year ended on 31 December 2021 in which any of the members of the Company's board of directors had a personal interest in it, whether directly or indirectly.

APPLICABLE CRITERIA

Article (71) of the Regulation of Companies issued by the Ministry of Commerce (1437H - 2015).

MANAGEMENT RESPONSIBILITY

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

OUR RESPONSIBILITY

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

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

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Ibrahim Ahmed Al-Bassam & Co
Certified Public Accountants - Al-Bassam & Co.
(member firm of PKF International)

LIMITED ASSURANCE REPORT (Continued)

**To the Shareholders of
Batic Investments and Logistics Company
(Saudi Joint Stock Company)
Riyadh, Kingdom of Saudi Arabia**

INDEPENDENCE AND QUALITY CONTROL

We have complied with the independence and ethical requirements in accordance with the professional code of conduct and ethics that are endorsed in the Kingdom of Saudi Arabia. We are independent of the Company in accordance with professional code of conduct and ethics endorsed in the Kingdom of Saudi Arabia that are relevant.

Our firm applies International Quality Control Standard (1) and accordingly maintains a comprehensive quality control system, including documented policies and procedures regarding compliance with ethical requirements, professional standards, and applicable legal and regulatory requirements.

SUMMARY OF PROCEDURES PERFORMED

The procedures performed in the Limited Assurance Engagement differ in nature and timing and are less in scope than the Reasonable Assurance Engagement. Consequently, the level of assurance obtained in the limited Assurance Engagement is much less than the assurance that would have been obtained if we had performed the reasonable Assurance Engagement.

As part of this engagement, we have not performed any procedures of reviewing, examining, or verifying the subject matter of assurance, nor of the records or other sources from which the subject in question was extracted. Accordingly, we will not express such an opinion.

- Obtaining a statement that includes a notification from the Chairman of the Board of Directors specifying all transactions and contracts to be concluded during the year ended 31 December 2021 by any of the members of the Board of Directors of the Company, either directly or indirectly,
- Reviewing the minutes of Board meetings that indicate that a Board member has communicated the board of directors of the transactions and contracts executed by the member of the board of directors;
- Obtaining the necessary approvals related to those transactions mentioned in the notification of the Chairman of the Board of Directors;
- Obtaining confirmation from the member of the Board of Directors of the works and contracts by the member.

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Ibrahim Ahmed Al-Bassam & Co
Certified Public Accountants - Al-Bassam & Co.
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LIMITED ASSURANCE REPORT (Continued)

To the Shareholders of
Batic Investments and Logistics Company
(Saudi Joint Stock Company)
Riyadh, Kingdom of Saudi Arabia

CONCLUSION

Based on the limited assurance procedures implemented and the evidence we have obtained, nothing has come to our attention that causes us to believe that the subject matter above has not been reported and presented fairly, in all material respects, in accordance with applicable criteria.

RESTRICTIONS ON THE USE OF OUR REPORT

Our report has been solely prepared upon the request of the Company's management to be presented to the shareholders in their meeting in the Ordinary General Assembly in accordance with the requirements of Article (71) of the Regulation of Companies, and it should not be used for any other purpose.

For Al-Bassam & Co.


Ibrahim Ahmed Al-Bassam
Certified Public Accountant
License No. 337
14 Muharram 1443H
Corresponding to: 19 August 2021G



Summary of related party transactions for 2021 in which some of the board members have a direct or indirect interest

(This report was issued based on the chairman notifications in this regards)

Introduction:

Summary includes the works and contracts in which some members of the Board of Directors have an interest (direct or indirect), as they are treated as transactions with related parties, which is the company approving by the Assembly during the meeting of the General Assembly of Shareholders in accordance with Article (71) of the Companies Regulations and paragraph (9) of Article (27) and paragraph (2) of Article (12) of the Corporate Governance Regulation issued by the Capital Market Authority, the following is a statement detailing those transactions:

- 1) Transactions and contracts with a direct or indirect interest between the company

No.	The nature of the transaction or contract	The value amount of the transaction or contract for 2020	The condition of the transaction or contract	The duration of the transaction or contract	Name of the Board member/ senior executive or any person related to any of them
1	Buying 35.8% of Smart Cities Solutions Company's capital from the shares owned by Smart Stand Holding Company with limited liability and the total shares owned by it 40% of the capital of Smart Cities Solutions Company in exchange for cash	For one hundred seven million eight hundred seventy-four thousand eight hundred twelve (107.874.812) Saudi riyals	On the date of completion of the transaction, the following conditions ("Preconditions") are required unless the buyer waives any of them in writing: 1. The buyer has completed the financial examination of the evaluation and the unfair legal and financial examination of the company in a satisfactory and reasonable manner to the buyer in accordance with the relevant regulations. 2. The buyer receives, as it deems appropriate, the financing necessary to pay the purchase price. 3. Results the amounts owed by the seller in favor of Smart Cities Solutions Company. 4. The rest of the company's partners independently waive in writing any priority or intercession rights to purchase the shares sold. 5. Obtain the approvals of the relevant official and private bodies.	Does not apply	Mr. Ahmed Al-Sanea: Chairman of the Board of Directors of BATIC Company, directly and indirectly, owner of several shares of the capital of Smart Cities Solutions Company Mr. Firas Al Bawardi is a member of the Board of Directors of BATIC Investment and Logistics, shareholder of the company and CEO of JASARA, owner of 7% of the capital of Smart Cities Solutions.

2	<p>Buying BATIC Investment and Logistics Company for all shares owned by the Arabian Company for Security and Safety Services (AMNCO) in the capital of Smart Cities Solutions Company for cash</p>	<p>The Arabian Security and Safety Services Company (AMNCO) renounced ownership of all the shares it owns in Smart Cities Telecom and Information Technology (LLC) solutions for its nominal value of 35,000 riyals, as well as its rights and obligations.</p>	<p>1- Arab Security and Safety Services Company AMNCO has committed to paying the book value of shares sold (losses) to BATIC. 2- BATIC is committed to replacing AMNCO in financing agreements with banks that finance Smart Cities Solutions Company. 3- Transferring and settling the obligations registered on City Solutions Company in favor of AMNCO to BATIC. 4. The rest of the company's partners independently waive in writing any priority or intercession rights to purchase the shares sold. 5. Obtain the approvals of the relevant official and private bodies.</p>	<p>Does not apply</p>	<ul style="list-style-type: none"> • Mr. Ahmed Al Sanea: Chairman of the Board of Directors of BATIC and proprietary directly and indirectly, Chairman of the Board of Directors of the Arabian Security and Safety Services Company (AMNCO) and owner of several shares of the capital of Smart Cities Solutions • Eng. Majid AlEssa is a member of the Board of Directors of BATIC Investment and Logistics, owner of a shareholder and a member of the Board of Directors of the Arabian Security and Safety Services Company (AMNCO) • Eng. Mohammed AlZamil is a member of the Board of Directors of BATIC Investment and Logistics Company and a member of the Board of Directors of the Arabian Security and Safety Services Company • Mr. Firas Al Bawardi is a Member of the Board of Directors of BATIC Investment and Logistics Company, shareholder of the company, member of the Board of Directors of Arabian Security and Safety Services Company (AMNCO) and CEO of JASARA, owner of 7% of the capital of Smart Cities Solutions Company. • Mr. Fahad Alghathi is a member of the Board of Directors of BATIC Investment and Logistics Company, owner of shares and a member of the Board of Directors of the Arabian Security and Safety Services Company (AMNCO)
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