



Documents pertaining to the Related Parties Transactions and contracts from item # (8) to # (25) of the AGM's Agenda

- Board of Directors notification to the AGM regarding the transactions & contracts with related parties.
- Independent Limited Assurance Report based on the requirements of Article 71 of the Company Law
- Summary Report on Related Party Transactions.

Jeddah on 24 March 2025
Corresponding: 24/09/1446

جدة في: ٢٤ مارس ٢٠٢٥ م
الموافق: ١٤٤٦/٠٩/٢٤ هـ

Dear respected Savola Group's Shareholders,
Greetings,

السادة/ مساهمي مجموعة صافولا
الموقرين
السلام عليكم ورحمة الله وبركاته،

**Subject: Notification from the Board of Directors to the
General Assembly Meeting (AGM) regarding the
transactions with related parties.**

**الموضوع: تبليغ من مجلس الإدارة إلى الجمعية العامة للمساهمين حول
تعاملات الأطراف ذات العلاقة.**

With reference to article (71) of the Saudi Companies' law, we would like to inform you that during the fiscal year 2024, the Savola Group (the "Group"), through its subsidiaries, entered into a number of business transactions and contracts in which some of Board members have an indirect interest, as per the attached report. These contracts and transactions were executed in accordance with the relevant regulations and without preferential conditions.

بالإشارة إلى المادة (٧١) من نظام الشركات السعودي، نود إبلاغكم بأنه خلال العام المالي ٢٠٢٤ م قامت مجموعة صافولا ("المجموعة") من خلال شركاتها الفرعية بالدخول في عقود ومعاملات تجارية كان لبعض أعضاء مجلس الإدارة مصلحة غير مباشرة فيها وذلك وفقاً للتقرير المرفق والتي تم التعامل معها في ضوء الأنظمة ذات العلاقة وبدون أي شروط تفضيلية.

The Annual Directors' Report for the year 2024 includes detailed disclosure regarding the said contracts and transactions in accordance with legal requirements, noting that the Group in such transactions follows the same terms and commercial principles followed with third parties, without any preferential conditions.

كما يتضمن التقرير السنوي لمجلس الإدارة للعام ٢٠٢٤ م إفصاحاً مفصلاً حول هذه التعاملات والعقود، وذلك حسب المتطلبات النظامية علماً بأن المجموعة في مثل هذه التعاملات تتبع نفس الشروط والأسس التجارية المتبعة مع الغير ودون أي تفضيل.

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.

وبهذا الخصوص، فقد تضمن جدول أعمال اجتماع جمعيتكم الموقرة توصية من مجلس الإدارة بالموافقة على هذه التعاملات والعقود وعلى استمرارها وتجديدها (حيث ما ينطبق) وفقاً للمعلومات الواردة في بنود جدول أعمال الجمعية.

Additionally, an Independent Limited Assurance Report on these transactions and contracts has been issued by the Group's External Auditor in line with regulations to be presented to your esteemed General Assembly, which is attached along with the AGM's agenda.

وقد صدر تقرير التأكيد المحدود المستقل حول هذه التعاملات والعقود حسب النظام من قبل مراجع حسابات المجموعة الخارجي لعرضه على جمعيتكم الموقرة والمرفق مع جدول أعمال الجمعية. وتفضلوا بقبول وافر التحية والتقدير،

Signatures of Chairman and Board Members

توقيعات رئيس وأعضاء مجلس الإدارة


ركان عبد العزيز الفضل


فهد عبدالله القاسم


بدر عبدالله العيسى (نائب الرئيس)


سليمان عبد القادر المهيدب (الرئيس)


بدر عبدالله العيسى


أحمد وازع القحطاني


أحمد عبد الرحمن الحميداني


معزز قسبي العزراوي


عصام ماجد المهيدب


محمد إبراهيم العيسى


وليد عبدالله الغزالي



KPMG Professional Services Company

Zahrán Business Center
Prince Sultan Street
P. O. Box 55078
Jeddah 21534
Kingdom of Saudi Arabia
Commercial Registration No 4030290792

Headquarters in Riyadh

شركة كي بي إم جي للاستشارات المهنية مساهمة مehنية

مركز زهران للأعمال
شارع الأمير سلطان
ص. ب. 55078
جده 21534
المملكة العربية السعودية
سجل تجاري رقم 4030290792
المركز الرئيسي في الرياض

Independent Limited Assurance Report to Savola Group Company on the Board of Directors' Declaration on the Requirements of Article 71 of the Companies Law To the Shareholders of Savola Group Company

We were engaged by the management of Savola Group Company (the "Company") to report on the Board of Directors' declaration prepared by the Management in accordance with the requirements of Article 71 of the Companies Law, which comprises the transactions carried out by the Company during the year ended 31 December 2024 in which any of the members of Board of Directors 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, in the form of an independent limited assurance conclusion that based on our work performed and evidence obtained, nothing has come to our attention that causes us to believe that the Subject Matter is not properly prepared, in all material respects, based on the applicable criteria ("Applicable Criteria") below.

Subject Matter

The Subject Matter for our limited assurance engagement is related to the Board of Directors' declaration enclosed in the attached Appendix 1 (the "Declaration") prepared by the Management in accordance with the requirements of Article 71 of the Companies Law, presented by the Board of Directors of Savola Group Company (the "Company"), which comprises the transactions carried out by the Company during the year ended 31 December 2024 in which any of the members of Board of Directors of the Company had direct or indirect personal interest.

Applicable Criteria

We have used the following as the Applicable Criteria:

- Article 71 of the Companies Law issued by Ministry of Commerce ("MOC").

Savola Group Company's Responsibility

The management of the Company is responsible for preparing the Subject Matter information that is free from material misstatement in accordance with the Applicable Criteria and for the information contained therein. The management the Company is also responsible for preparing the Subject Matter information (i.e. Appendix 1).

This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and presentation of the Subject Matter that 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 Companies Law; 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.

KPMG Professional Services Company, a professional closed joint stock company registered in the Kingdom of Saudi Arabia with a paid-up capital of SAR110,000,000 and a non-partner member firm of the KPMG global organization of independent member firms affiliated with KPMG International Limited, a private English company limited by guarantee. Commercial Registration of the headquarters in Riyadh is 1010425494.

شركة كي بي إم جي للاستشارات المهنية مساهمة، شركة مهنية مساهمة مقفلة، مسجلة في المملكة العربية السعودية، رأس مالها (110,000,000) ريال سعودي مدفوع بالكامل، وهي عضو غير شريك في الشبكة العالمية لشركات كي بي إم جي المستقلة والتابعة لـ كي بي إم جي العالمية المحدودة، شركة انجليزية محدودة بضمان. رقم السجل التجاري للمركز الرئيسي في الرياض هو 1010425494.

Savola Group Company's Responsibility (continued)

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.

Our Responsibility

Our responsibility is to examine the Subject Matter information prepared by the Company and to report thereon in the form of an independent limited assurance conclusion based on the evidence obtained. 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 for this engagement as agreed with the Company's management. That standard requires that we plan and perform our procedures to obtain a meaningful level of assurance about whether the Subject Matter information is properly prepared, in all material respects, as the basis for our limited assurance conclusion.

The firm applies International Standard on Quality Management 1 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.

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, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior.

The procedures selected depend on our understanding of the Subject Matter and other engagement circumstances, and our consideration of areas where material misstatements are likely to arise.

In obtaining an understanding of the Subject Matter and other engagement circumstances, we have considered the process used to prepare the Subject Matter information in order to design assurance procedures that are appropriate in the circumstances, but not for the purposes of expressing a conclusion as to the effectiveness of the Company's process or internal control over the preparation and presentation of the Subject Matter information.

Our engagement also included: assessing the appropriateness of the Subject Matter, the suitability of the criteria used by the Company in preparing the Subject Matter information in the circumstances of the engagement, evaluating the appropriateness of the procedures used in the preparation of the Subject Matter information and the reasonableness of estimates made by the Company.

The 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. We did not perform procedures to identify additional procedures that would have been performed if this were a reasonable assurance engagement.

As part of this engagement, we have not performed any procedures by way of audit, review or verification of the Subject Matter information nor of the underlying records or other sources from which the Subject Matter information was extracted.

Procedures Performed

Our procedures performed are as follows:

- Obtained the declaration that includes the transactions and/or contracts performed in which any of the BOD members of the Company has either direct or indirect interest during the year ended 31 December 2024;

Procedures Performed (continued)

- Reviewed the minutes of meetings of the BoD that indicate notifications to the BoD by certain director(s) of actual or potential conflicts of direct or indirect interest in relation to transactions and/or contracts involving the BoD member;
- Checked that the minutes of meetings of the BOD that the relevant director(s) who notified the BoD of actual or potential conflicts of direct or indirect interest did not vote on the resolution to recommend the related transaction(s) and/or contract(s);
- On a sample basis, obtained the required approvals along with supporting documents in respect of the transactions and/or contracts included in the declaration; and
- Checked the transaction amounts included in the Declaration agree, where applicable, to the transaction amounts disclosed in note 32 to the audited consolidated financial statements of the Company for the year ended 31 December 2024.

Conclusion

Our conclusion has been formed on the basis of, and is subject to, the matters outlined in this report.

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


Based on the procedures performed and evidence obtained, nothing has come to our attention that causes us to believe that the Subject Matter information is not prepared, in all material respects, in accordance with the Applicable Criteria.

Restriction of Use of Our report

Our report should not be regarded as suitable to be used or relied on by any party wishing to acquire rights against us other than the Company and MOC for any purpose or in any context. Any party other than the Company and MOC who obtains access to our report or a copy thereof and chooses to rely on our report (or any part thereof) will do so at its own risk. To the fullest extent permitted by law, we accept or assume no responsibility and deny any liability to any party other than the Company and MOC for our work, for this independent limited assurance report, or for the conclusions we have reached.

Our report is released to the Company and MOC on the basis that it shall not be copied, referred to or disclosed, in whole (save for the Company's own internal purposes) or in part, without our prior written consent.

KPMG Professional Services Company


Nasser Ahmed Al Shutairy
License No. 454



Jeddah, 20 March 2025
Corresponding to 20 Ramadan 1446H

Value Built on Values



Summary Report on Related Party Transactions for the Year 2024

Summary of related party transactions for 2024 in which some of the Board members have an indirect interest

Introduction:

During 2024, the Savola Group carried out a number of transactions with related parties in the ordinary course of business. In this respect, the Group follows the same conditions and principles, with no preference in dealing with such type of transactions with third parties. These transactions include the transactions and contracts in which some of the Board members have an interest (indirectly) and such transactions require AGM ratification, in accordance with article (71) of the Companies Law, item (14) of article (28) and item (2) of article (12) of the Corporate Governance Regulations issued by the Capital Market Authority. Below is a summary of these transactions:

1) Transactions and contracts with indirect interest between the Company and Abdulkadir Al Muhaidib & Sons Co. and Al Muhaidib Group and their subsidiaries or any person related to any of them:

No.	The nature of the transaction or contract	The value amount of the transaction or contract for 2024	The conditions 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 one of them
a. Savola and Al Muhaidib: Business or contract in which Abdulkadir Al Muhaidib & Sons Co. and its subsidiaries or any person related to any of them has indirect interest. The total amount of the transactions is SAR 576.03 million.					
1.	Purchasing food products by Panda Retail Co. (a subsidiary of Savola) from Mayar Foods Co.	SAR 193.44 million	In the ordinary course of business and general commercial terms worked without any preferential treatment (including product quality, payment method, pricing, delivery, delay penalties, etc.)	Annually	Mr. Sulaiman Abdulkadir Al Muhaidib who is the chairman of Abdulkadir Al Muhaidib & Sons Co. Group as well as the Chairman of Savola, in addition to, Mr. Isam Majed Almuheidib who is a Board member in Savola Group and in the Executive Management of Al Muhaidib Group.
2.	Purchasing food products by Panda Retail Co. (a subsidiary of Savola) from Del Monte Saudi Arabia	SAR 13 thousand			
3.	Purchasing food products by Panda Retail Co. (a subsidiary of Savola) from Nestle Group and its subsidiaries.	SAR 350.92 million			
4.	Purchasing food products by Panda Retail Co. (a subsidiary of Savola) from Manhal Water Factory Co. Ltd.	SAR 8.44 million			
5.	Leasing spaces to sell its products along with trading foods products inside Panda Shopping Centers by Panda Retail Co. (a subsidiary of Savola) to Almehbaj Alshamiyah Trading Co.	SAR 20.73 million	In the ordinary course of business and general commercial terms worked without any preferential treatment (including renewal, payment methods, maintenance, insurance, etc.)		
6.	Scrap sales by Panda Retail Co. (a subsidiary of Savola) to Waste Collection & Recycling Company	SAR 2.38 million			
7.	Leasing spaces to sell its products inside Panda Shopping Centers by Panda Retail Co. (a subsidiary of Savola) to Zohoor Alreef Co.	SAR 103 thousand			
Total		SAR 576.03 million			

2) Transactions and contracts with an indirect interest between the Company and Almarai Co.:

No.	The nature of the transaction or contract	The value amount of the transaction or contract for 2024	The conditions 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 one of them
b. Savola and Almarai Co: Business or contract in which Almarai Co. and its subsidiaries, or any person related to any of them, has an indirect interest. The total amount of the transactions is SAR 990.48 million.					
1.	Purchasing consumer foods goods by Panda Retail Co. (a subsidiary of Savola) from Almarai Co. and its subsidiaries	SAR 868.48 million	In the ordinary course of business and general commercial terms worked without any preferential treatment (including product quality, payment method, pricing, delivery, delay penalties, etc.	Annually	Both Mr. Sulaiman Abdulkadir Al Muhaidib, Mr. Bader Abdullah Alissa are Board members in Almarai as well as Savola Group. In addition to Mr. Walid Fatani Group CEO who is a member of Almarai Board.
2.	Selling sugar by United Sugar Company (a subsidiary of Savola Foods Co.) to Almarai Co. and its subsidiaries	SAR 47.55 million			
3.	Selling specialty fats products by International Foods Industries Co. (a subsidiary of Savola Foods Co.) to Almarai Co. and its subsidiaries	SAR 74.44 million			
4.	Selling Legumes by Bayara Saudi Arabia Limited (a subsidiary of Savola Foods Co.) to Almarai Co. and its subsidiaries	SAR 14 thousand			
Total		SAR 990.48 million			

3) Transactions and contracts with an indirect interest between the Company and Herfy Food Services Co.:

No.	The nature of the transaction or contract	The value amount of the transaction or contract for 2024	The conditions 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 one of them
c. Savola and Herfy Co: Business or contract in which Herfy Food Services Co. and its subsidiaries or any person related to any of them has indirect interest. The total amount of the transactions is SAR 50.09 million.					
1.	Leasing shops and retail purchases of food products by Panda Retail Co. (a subsidiary of Savola) to/from Herfy Food Services Co.	SAR 25.28 million	In the ordinary course of business and general commercial terms worked without any preferential treatment (including renewal, payment methods, maintenance, insurance, etc.)	Annually	Eng. Mutaz Qusai AlAzzawi, who is the Chairman of Herfy Board, and Herfy Board member Mr. Isam Majed Almuheidib are both Board members in Savola Group. Also Mr. Waleed Fatani Group CEO who is a Board member in Herfy.
2.	Selling edible oil products by Afia International (a subsidiary of Savola Foods Co.) to Herfy Food Services Co.	SAR 16.08 million	In the ordinary course of business and general commercial terms worked without any preferential treatment (including product quality, payment method, pricing, delivery, delay penalties, etc.)		
3.	Selling sugar by United Sugar Co.(a subsidiary of Savola Food Co.) to Herfy Food Services Co.	SAR 3.36 million			

No.	The nature of the transaction or contract	The value amount of the transaction or contract for 2024	The conditions 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 one of them
4.	The sale of specialty fats products by the International Foods Industries Co. (a subsidiary of Savola Foods Co.) to Herfy Food Services Co.	SAR 5.05 million			
5.	Selling Spices by Bayara Saudi Arabia Limited (a subsidiary of Savola Foods Co.) to Herfy Food Services Co.	SAR 322 thousand			
Total		SAR 50.09 million			

4) Transactions and contracts with an indirect interest between the Company and other companies:

No.	The nature of the transaction or contract	The value amount of the transaction or contract for 2024	The conditions 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 one of them
1.	Leasing of shop by Panda Retail Co. (a subsidiary of Savola) from Dur Hospitality Co. (a subsidiary of Taiba Investments Co.)	SAR 12 million	In the ordinary course of business and general commercial terms worked without any preferential treatment including renewal, payment methods, maintenance, insurance, etc.	Annually	Mr. Badr Abdullah Alissa is a Board member and Mr. Fahad Abdullah Al Kassim are both Board members in Taiba Investments Co. (the owner of Dur Hospitality Co.) ,Savola Group and Panda Retail Co.
2.	Leasing of ATM locations by Banque Saudi Fransi from Panda Retail (a Savola Group company).	SAR 216.5 thousand	In the ordinary course of business and general commercial terms worked without any preferential treatment (including renewal, payment methods, maintenance, insurance, etc.)	Annually	Mr. Badr Abdullah Alissa is a Board member In Banque Saudi Fransi and vice chairman of Savola Group.

- The End-