



**Sumou Real estate invites its Shareholders to attend.
the Ordinary General Assembly meeting (First Meeting) via modern technology means**

The Board of Directors is pleased to invite the company shareholders to attend the ordinary general assembly meeting (First Meeting 2025G) that will be conducted by means of modern technology using tadawulaty services which is scheduled to be held at (19:30) on Wednesday 01/12/1446 AH corresponding to 28/05/2025G

City and Location of the General Assembly's Meeting	Through modern technology means from the company's headquarters in Khobar - Prince Turki Bin Abdulaziz Road – Sumou Tower
URL for the Meeting Location	http://tadawulaty.com.sa
Date of the General Assembly's Meeting	01/12/1446H Corresponding to 28/05/2025G
Time of the General Assembly's Meeting	19:30 pm
Attendance Eligibility	Shareholders registered in the company's shareholder register at Edaa center at the end of the trading session preceding the assembly meeting. According to the rules and regulations the contributor is also entitled to discuss topics and ask questions.
Quorum for Convening the General Assembly's Meeting	According to Article (35) of the company's Articles of Association, an ordinary general assembly meeting is valid if attended by shareholders who represent at least half of the

	capital. If the event that the quorum is not completed in the first meeting, the second meeting will be held one hour after the time of the first meeting, and the second meeting will be valid whatever be the number of the stocks represented therein.
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Agenda items

1. Reviewing the Board of Directors' Report for the fiscal year ending on 31st December 2024 and discussing it.
2. Voting on the Auditor's Report on the Company's accounts for the fiscal year ending on 31st December 2024 after discussion it.
3. Reviewing the Financial Statements for the fiscal year ending on 31st December 2024 and discussing it.
4. Voting on appointing the company's auditor from among the candidates, based on the Audit Committee's recommendation. The appointed auditor shall examine, review, and audit the (second, third, and fourth) quarter and annual financial statements, of the fiscal year 2025G, and the first quarter of the fiscal year 2026G. and the determination of the auditor remuneration.
5. Voting on releasing the members of the Board of Directors from their liabilities for the fiscal year ending on 31 December 2024G.
6. Voting on paying an amount of (SAR 1,350,000) as remuneration to the Board members for the fiscal year ending on 31/12/2024 G.
7. Voting on the business and contracts concluded between the Company and Asmo Real Estate Development Company, in which there is an indirect interest of the Chairman of the Board of Directors, Mr. Ayedh bin Farhan Al-Qahtani as it is one of his subsidiaries, and a member of the Board , Mr. Saeed Salem Al-Nahdi, in his capacity as a manager therein, and a member of the Board, Eng. Essam Kalthom, in his capacity as a director in it, which is an agreement for the development of the towers project of Asmo Real Estate Development Company located in the city of Jeddah. The agreement was signed on 01/10/2023 AD, and the company's revenues from the agreement during

the year 2024 amounted to (60,000,000 riyals) sixty million Saudi riyals. There are no preferential terms or benefits in the agreement. **(Attached)**.

8. Voting on the business and contracts concluded with the Company and Adeer Asar real estate Company, in which the Chairman of the Board of Directors, Mr. Ayedh bin Farhan Al-Qahtani, and a member of the Board of Directors, Mr. Saeed Salem Al-Nahdi, have an indirect interest. Which is an Infrastructure Development Management Agreement for the Company's Land in Riyadh – Al-Alya Project: The agreement was signed on 12/09/2022 AD, and the company's revenues from the agreement for the year 2024 amounted to (5,777,709 riyals), Five million even hundred seventy-seven thousand and seven hundred nine Saudi riyals. There are no preferential terms or benefits in the agreement. **(Attached)**.
9. Voting on the business and contracts concluded with the Company and Adeer Asar real estate Company, there is an indirect interest for the Chairman of the Board, Mr. Ayedh Bin Farhan Al-Qahtani, in his capacity as the Chairman of its Board, and for the Board Member, Mr. Saeed Salem Al-Nahdi, in his capacity as a Board Member within the company. Which is an Infrastructure Development Management Agreement for the Company's Land in Riyadh covering an area exceeding 3 million square meters – Al-Alya Project. The agreement was signed on 12/09/2022 AD, an advance payment was received during the year 2024 from Adeer Asar Real Estate Company in the amount of 10,369,351 SAR (Ten Million, Three Hundred Sixty-Nine Thousand, Three Hundred Fifty-One Saudi Riyals). There are no preferential terms or benefits in the agreement. **(Attached)**.
10. Voting on the business and contracts concluded with the Company and Sumou International Investment Company, formerly "Adeer Holding", in which There is an indirect interest for the Chairman of the Board, Mr. Ayidh Bin Farhan Al-Qahtani, as it is one of his subsidiary companies, and the Vice Chairman, Mr. Abdulrahman Ayidh Al-Qahtani, in his capacity as a manager within the company, and for the Board Member, Mr. Saeed Salem Al-Nahdi, also in his capacity as a manager within the company, which is an agreement for providing a Real Estate Services For Projects of Sumou International Investment Company. The agreement was signed on 01/07/2023. The company's revenues from the agreement during the year 2024 amounted to (5,108,475 Saudi riyals), Five million one hundred eight thousand four hundred and seventy-five Saudi riyals. The agreement does not include preferential terms or benefits. **(Attached)**.

11. Voting on the business and contracts concluded with the Company and Sumou Holding Company, in which The Chairman of the Board, Mr. Ayidh Bin Farhan Al-Qahtani, the Vice Chairman, Mr. Abdulrahman Ayidh Al-Qahtani, and the Board Member, Mr. Saeed Salem Al-Nahdi, have an indirect interest in it, as Mr. Ayidh Bin Farhan Al-Qahtani serves as its Chairman, Mr. Abdulrahman Ayidh Al-Qahtani serves as a Board Member, and Mr. Saeed Salem Al-Nahdi serves as its Vice Chairman. Which is a real estate services agreement for projects of Sumou Holding Company. The agreement was signed on 05/01/2023. The company's revenues from Labirla project during the year 2024 amounted to (13,107,802 Saudi riyals), thirteen million one hundred seven thousand eight hundred two Saudi riyals. There are no preferential terms or benefits in the agreement. **(Attached)**.
12. Voting on the business and contracts concluded with the Company and Sumou Holding Company, in which The Chairman of the Board, Mr. Ayidh Bin Farhan Al-Qahtani, the Vice Chairman, Mr. Abdulrahman Ayidh Al-Qahtani, and the Board Member, Mr. Saeed Salem Al-Nahdi, have an indirect interest in it, as Mr. Ayidh Bin Farhan Al-Qahtani serves as its Chairman, Mr. Abdulrahman Ayidh Al-Qahtani serves as a Board Member, and Mr. Saeed Salem Al-Nahdi serves as its Vice Chairman, which is a real estate services agreement for projects of Sumou Holding Company. The agreement has been signed on 05/01/2023g the commission earned by Sumou Real Estate Company from the Sumou Al-Khobar Project during the year 2024 amounted to (893,418 SAR) Eight Hundred Ninety-Three Thousand Four Hundred Eighteen Saudi Riyals. There are no preferential conditions or advantages in the agreement. **(Attached)**
13. Voting on the business concluded with the company and Sumo Holding Company, in which there is an indirect interest of Mr. Ayidh Bin Farhan Al-Qahtani: Chairman of the Board, in his capacity as the Chairman of Sumou Holding Company and Mr. Abdulrahman Ayidh Al-Qahtani: Vice Chairman, in his capacity as a Board Member of Sumou Holding Company and Mr. Saeed Salem Al-Nahdi: Board Member, in his capacity as the Vice Chairman of Sumou Holding Company, which is an agreement to manage the development and marketing of raw land located in Dammam (Sahab Project) with a total area of 415,967 m². The agreement has been signed on 15/03/2022 AD, and the company revenues from this agreement for the year 2024 amounted to (3,108,650 Saudi riyals), Three million one hundred and Eight thousand Six hundred and fifty Saudi riyals, there are no preferential conditions or benefits in the agreement. **(attached)**.

14. Voting on the business concluded with the company and Sumo Holding Company, in which there is an indirect interest of Mr. Ayidh Bin Farhan Al-Qahtani: Chairman of the Board, in his capacity as the Chairman of Sumou Holding Company and Mr. Abdulrahman Ayidh Al-Qahtani: Vice Chairman, in his capacity as a Board Member of Sumou Holding Company and Mr. Saeed Salem Al-Nahdi: Board Member, in his capacity as the Vice Chairman of Sumou Holding Company, which is an Agreement to manage Development, Marketing and Execution of Infrastructure For the Land Located on Buqayq-Dhahran Road – Hitteen Project, the agreement has been signed on 26/09/2021, and the revenues from this agreement for the year 2024 amounted to (4,611,714 Saudi riyals), Four million six hundred and eleven thousand seven hundred and fourteen Saudi riyals. There are no preferential terms or benefits in the agreement. **(Attached)**
15. Voting on the business concluded with the company and Riyadhah Al Khaleej Company, in which there is an indirect interest of the Chairman of the Board, Mr. Ayidh Bin Farhan Al-Qahtani, as it is one of his subsidiary companies, and for the Board Member, Mr. Saeed Salem Al-Nahdi, in his capacity as a manager within the company. Which is an agreement signed on 01-01-2022g which Riyadhah Al Khaleej receives an amount of (1,200,000 SAR) One Million Two Hundred Thousand Saudi Riyals for providing consultancy and administrative services to Sumou Real Estate Company. The expenses incurred by Sumou Real Estate Company under this agreement for the year 2024 amounted to 1,200,000 SAR (One Million Two Hundred Thousand Saudi Riyals). There are no preferential conditions or benefits in the contract. (attached).
16. Voting on the business concluded with the company and Sumou International Investment Company (formerly Adeer Holding), There is an indirect interest for the Chairman of the Board, Mr. Ayidh Bin Farhan Al-Qahtani, as it is one of his subsidiary companies; and the Vice Chairman, Mr. Abdulrahman Ayidh Al-Qahtani, in his capacity as a manager within the company, and for the Board Member, Mr. Saeed Salem Al-Nahdi, also in his capacity as a manager within the company, which is an agreement that Adeer Holding Company rents the administrative offices of Sumou Company according to the contract signed on 1/1/2024. The value of the rents paid to Adeer Holding Company for the year 2024 amounted to (334,928 Saudi riyals), three hundred and thirty-four thousand nine hundred and twenty-eight Saudi riyals. There are no preferential conditions or benefits in the contract. **(Attached)**.

17. Voting on the business concluded with the company and Sumou International Investment Company (formerly Adeer Holding), There is an indirect interest for the Chairman of the Board, Mr. Ayidh Bin Farhan Al-Qahtani, as it is one of his subsidiary companies; and the Vice Chairman, Mr. Abdulrahman Ayidh Al-Qahtani, in his capacity as a manager within the company, and for the Board Member, Mr. Saeed Salem Al-Nahdi, also in his capacity as a manager within the company, which is an agreement that Adeer Holding Company rents the administrative offices of Sumou Company according to the contract signed on 1/1/2024. The value of the rents paid to Adeer Holding Company for the year 2024 amounted to (162,624 Saudi riyals), One hundred and sixty-two thousand six hundred and twenty-four Saudi riyals. There are no preferential conditions or benefits in the contract. **(Attached)**.
18. Voting on the business concluded with the company and Sumou International Investment Company (formerly Adeer Holding), There is an indirect interest for the Chairman of the Board, Mr. Ayidh Bin Farhan Al-Qahtani, as it is one of his subsidiary companies; and the Vice Chairman, Mr. Abdulrahman Ayidh Al-Qahtani, in his capacity as a manager within the company, and for the Board Member, Mr. Saeed Salem Al-Nahdi, also in his capacity as a manager within the company, which is an agreement that Adeer Holding Company rents the administrative offices of Sumou Company according to the contract signed on 01/07/2022g. The value of the rents paid to Sumou International Investment Company for the year 2024 amounted to (112,000 SAR), One hundred and twelve thousand Saudi riyals. There are no preferential conditions or benefits in the contract. **(Attached)**.
19. Voting on the business concluded with Sumou real estate Company and Buna Aljazeera Contracting Company, in which There is an indirect interest for the Chairman of the Board, Mr. Ayidh Bin Farhan Al-Qahtani, as it is one of his subsidiary companies, and for the Board Member, Mr. Saeed Salem Al-Nahdi, in his capacity as a manager within the company. which is related to a contract for cleaning, leveling, excavation, backfilling, roadworks, infrastructure networks, and spatial surveying for the Al-Rehab Plan approved under number (1-32-54). The agreement was signed on 19/11/2023g, the costs incurred by the company amounted to (32,921,776 SAR) Thirty-Two Million, Nine Hundred Twenty-One Thousand, Seven Hundred Seventy-Six Saudi Riyals, during the year 2024g, and there are no preferential terms or benefits in the agreement. **(Attached)**.

20. Voting on the business and contracts concluded with related parties, which is a transaction conducted during 2024 by Sumou Holding Company (the largest shareholder), in which The Chairman of the Board, Mr. Ayidh Bin Farhan Al-Qahtani, the Vice Chairman, Mr. Abdulrahman Ayidh Al-Qahtani, and the Board Member, Mr. Saeed Salem Al-Nahdi, have an indirect interest in it, as Mr. Ayidh Bin Farhan Al-Qahtani serves as its Chairman, Mr. Abdulrahman Ayidh Al-Qahtani serves as a Board Member, and Mr. Saeed Salem Al-Nahdi serves as its Vice Chairman, for the purpose of settlement of certain expenses on behalf of Sumou Real Estate Company, The expenses settled on behalf of Sumou Real Estate Company for the year 2024 amounted to (220,322 SAR) Two Hundred Twenty Thousand Three Hundred Twenty-Two Saudi Riyals. and there are no preferential terms or benefits in the agreement. **(Attached)**.
21. Voting on the business and contracts concluded with the Company and Adeer Real Estate Company, in which There is an indirect interest for the Chairman of the Board, Mr. Ayidh Bin Farhan Al-Qahtani, as it is one of his subsidiary companies, and for the Vice Chairman, Mr. Abdulrahman Ayidh Al-Qahtani, as he serves as its Chairman of the Board, which related to an agreement for Marketing Al-Samya project . The agreement was signed on 12/09/2022g, the commission earned by Adeer Real Estate Company from the agreement during the year 2024 amounted to (2,710,032 SAR) Two Million, Seven Hundred Ten Thousand, Thirty-Two Saudi Riyals, and there are no preferential terms or benefits in the agreement. **(Attached)**.
22. Voting on the business and contracts concluded with the company and Adeer Real Estate Company, in which There is an indirect interest for the Chairman of the Board, Mr. Ayidh Bin Farhan Al-Qahtani, as it is one of his subsidiary companies, and for the Vice Chairman, Mr. Abdulrahman Ayidh Al-Qahtani, as he serves as its Chairman of the Board, which is an marketing agreement for Al-Asila project. The agreement was signed on 29/09/2022g, the commission earned by Adeer Real Estate Company from the agreement during the year 2024 amounted to (4,362,143 SAR) Four Million, Three Hundred Sixty-Two Thousand, One Hundred Forty-Three Saudi Riyals, and there are no preferential terms or benefits in the agreement. **(Attached)**.
23. Voting on the participation of the Board member (Ayedh Bin Farhan Al-Qahtani) in a business competing with the Company's business. **(Attached)**.

24. Voting on the participation of the Vice Chairman (Abdulrahman Ayedh Farhan Al-Qahtani) in a business competing with the Company's business. **(Attached)**.
25. Voting on the participation of the Board member (Saeed Salem AL Nahdi) in a business competing with the Company's business. **(Attached)**.
26. Voting on the participation of the Board member (Essam Ahmed Kholthoum Salem AL Nahdi) in a business competing with the Company's business. **(Attached)**.
27. Voting on the amendment of the Policy for the Remuneration and Nomination Committee.
28. Voting on the amendment of the Remuneration and Compensation Policy for the Board of Directors, its Subcommittees, and the Executive Management.
29. Voting on the amendment of the Policy for the Audit Committee.
30. Voting to delegate the Board of Directors to distribute interim dividends on a biannual / quarterly basis for the fiscal year 2025G.

Proxy Form	Attached
E-Vote	Registered shareholders in Tadawulaty services can vote remotely on the general Assembly's meeting agenda starting from 01:00 am, Saturday 26/11/1446 corresponding to 24/05/2025, until the end of the Assembly meeting, the service is provided by Edaa Center free of charge for all shareholders. Registration and voting can be done through the following link: login.tadawulaty.com.sa
Eligibility for Attendance Registration and Voting	Eligibility for Registering the Attendance of the General Assembly's Meeting Ends upon the Convenience of the General Assembly's Meeting. Eligibility for Voting on the Business of the Meeting Agenda Ends upon the Counting Committee Concludes Counting the Votes

Method of Communication	If there is an inquiry about the agenda items, contact the following numbers: 0590084195 or 0500900340 or via e-mail info@sumou.com.sa
Additional Information	All data related to the items of the above general assembly Meeting are available at the Investor Relations Department at the company's headquarters.
Attached Documents:	<ol style="list-style-type: none"> 1. Agenda items 2. Supporting documents for the agenda items.

Chairman of the Board of Directors

Ayedh Bin Farhan Al-Qahtani

Signature

Audit Committee Report of Sumou Real Estate Company

Adequacy of the Internal Control System at the Company During the Fiscal Year 2024

With reference to the duties of the Audit Committee as stipulated in the Corporate Governance Regulations issued by the Capital Market Authority Board under Resolution No. 8-16-2017 dated 16-5-1438 AH (13-2-2017), based on the Companies Law issued by Royal Decree No. M/3 dated 28-1-1437 AH, and amended by the Capital Market Authority Board Resolution No. 8-5-2023 dated 25-6-1446 AH (18-1-2023), in accordance with the Companies Law issued by Royal Decree No. 2/132 dated 1-12-1443 AH, as per Article 55, paragraph (b), item (1), which includes studying and reviewing internal control and financial systems, as well as risk management in the company, and preparing a written report containing its recommendations and opinion on the adequacy of these systems and the activities it has carried out within its scope of responsibility.

Recognizing the importance of the internal control system at the company, which examines and evaluates financial, administrative, and operational activities to provide accurate information to management at all levels for the proper implementation of the company's strategy, as well as to assess potential risks and monitor how they are addressed.

The Audit Committee of **Sumou Real Estate Company** reviewed the company's internal control system, financial and control reports, supervised the performance of internal auditing, studied the external auditor's report, verified their independence, reviewed reports from regulatory bodies, contracts and transactions with related parties, and evaluated the board of directors' report. The committee believes that these internal systems meet the purpose of auditing various activities—both financial and operational—through the internal audit department.

To enhance transparency in the internal control system, the committee recommended contracting an external specialized firm for internal audit operations. Offers were obtained from various firms, and the committee recommended appointing **Talal Abu-Ghazaleh & Co.** to perform internal auditing. The board approved this appointment on 1-1-2023.

The committee also reviewed periodic reports issued by the internal audit department and found no material negative observations regarding the financial and operational activities of the company.

The committee made several suggestions to strengthen internal control, such as:

- Emphasizing the continuous updating of company policies, regulations, and organizational structures.
- Utilizing modern technology in company management.
- Continuously updating the company's vision, mission, and goals.
- Continue operating based on the estimated budgets for the company's various sectors after their approval by the competent person.

The committee reviewed the external auditor's report, which was conducted in accordance with international auditing standards adopted in Saudi Arabia, and found that:

The committee found the following in the auditor's report:

- The financial statements of **Sumou Real Estate Company** are presented fairly in all material respects.
- The company's statement of financial position as of 31/12/2024, along with its financial performance and cash flows for the year then ended, have been prepared in accordance with the International Financial Reporting Standards adopted in the Kingdom of Saudi Arabia, and other standards and pronouncements approved by the Saudi Organization for Auditors and Accountants.
- During the course of our current audit, no violations of the Companies Law were found.

The committee also studied the risks that may face the company based on the external auditor's report. After reviewing these risks—whether they relate to liquidity, capital, credit, currency, or market—the committee believes that they do not pose a threat to the company's operations. However, the company should aim to diversify its short- and long-term investments as a strategic alternative to mitigate any potential future risks.

In their commitment to risk assessment, the Audit Committee members urge the company's Board of Directors to continuously review risks, explore their underlying causes, and develop appropriate scientific and practical solutions to reduce any potential impact on the company (if applicable).

In conclusion:

The Audit Committee affirms that it conducts periodic reviews of the internal control system and its effectiveness on financial, administrative, and operational activities to ensure optimal control levels.

The committee confirms that the company's internal control system is well-founded and effectively implemented, and no material findings were discovered during its review.

Best Regards,

**Board Member
Chairman of the Audit Committee**

Ziyad Bassam Al Bassam