



# The Extraordinary General Assembly (Sixteen)

## Meeting Agenda Items

---

## Meeting's Agenda the Extraordinary General Assembly

### (Sixteen)

1. Reviewing and discussing the report of the Board of Directors for the fiscal year ending on December 31, 2025.
  2. Voting on the auditor's report for the fiscal year ending on December 31, 2025, after discussing it.
  3. Reviewing and discussing the company's consolidated financial statements for the fiscal year ending on December 31, 2025.
  4. Voting to appoint the company's auditor from among the candidates based on the audit committee's recommendation, to examine, review and audit the interim and annual financial statements from the fiscal year 2026 and the first quarter of 2027, and determine their fees.
  5. Voting on absolve the members of the Board of Directors from liability for the fiscal year ending on December 31, 2025.
  6. Voting to pay a reward to the members of the Board of Directors, with a total amount of 2,450,000 riyals for the fiscal year ending on December 31, 2025.
  7. Vote to authorize the Board of Directors to distribute interim cash dividends to shareholders on a semi-annual or quarterly basis for the fiscal year 2026.
  8. Voting to adding an article to the Company's bylaw articles relating to the company's purchase of its own shares. **(according to attach)**
  9. Voting to amending the Remuneration Committee's regulation. **(according to attach)**
  10. Voting to amending the Nominations Committee's regulation. **(according to attach)**
  11. **Voting** on amending the remuneration policy for members of the Board of Directors, committees and executive management. **(according to attach)**
-

12. **Voting on the Board of Directors delegating the authority of the Ordinary General Assembly to the license mentioned in Paragraph (1) of Article (27) of the Companies Bylaw, for a period of one year from the date of approval of the General Assembly or until the end of the session of the authorized Board of Directors, whichever is earlier, in accordance with the conditions mentioned in the controls And the regulatory procedures issued in Implementing Regulation of the Companies Law for Listed Joint Stock Companies.**
  13. **Voting of business deals and contracts to be executed between SASCO and Nahaz, in which some members of the board of directors have an indirect interest in it, Mr. Ibrahim Mohammad Alhudaithi and Mr. Sultan Mohammad Alhudaithi, the dealings with the Ostool Alnaql Company (a subsidiary company) leasing a site from the Nahaz Company by (annually 1,365,000 riyals) for one year to use as a headquarters and a residence for labour, based on non-preferential terms (according to attach).**
  14. **Voting of business deals and contracts to be executed between Zaiti Petroleum Services Co. (subsidiary) and Nahaz Investment Co., in which some members of the board of directors have an indirect interest in it, Mr. Ibrahim Mohammed Alhudaithi and Mr. Sultan Mohammed Alhudaithi, whereby Zaiti Petroleum Services Co. leases two stations (1, 2) from Nahaz Investment Co. for an annual cost of (SAR1.6) million and a period of ten years starting from 01/01/2018, subject to renewal, based on non-preferential terms (according to attach).**
  15. **Voting of business deals and contracts to be executed between Zaiti Petroleum Services Co. (subsidiary) and Al-Madaen Star Group, in which some members of the board of directors have an indirect interest in it, Mr. Ibrahim Mohammed Alhudaithi, Mr. Majed Mohammed Al-Othman and Mr. Sultan Mohammed Alhudaithi, whereby Zaiti Petroleum Services Co. leases station number (8) from Al-Madaen Star Group for an annual cost of (SAR 350,000) and a period of ten years starting from 04/29/2020, based on non-preferential terms (according to attach).**
  16. **Voting of business deals and contracts to be executed between Zaiti Petroleum Services Co. (subsidiary) and Al-Madaen Star Group, in which some members of the board of directors have an indirect interest in it, Mr. Ibrahim Mohammed Alhudaithi, Mr. Majed Mohammed Al-Othman and Mr. Sultan Mohammed Alhudaithi, whereby Zaiti Petroleum Services Co. leases station**
-

- number (10) from Al- Madaen Star Group for an annual cost of (SAR 1,200,000) and a period of ten years starting from 04/29/2020, based on non-preferential terms (**according to attach**).
17. **Voting of business deals and contracts to be executed between Zaiti Petroleum Services Co. (subsidiary) and Al-Madaen Star Group, in which some members of the board of directors have an indirect interest in it, Mr. Ibrahim Mohammed Alhudaithi, Mr. Majed Mohammed Al-Othman and Mr. Sultan Mohammed Alhudaithi, whereby Zaiti Petroleum Services Co. leases station number (11) from Al-Madaen Star Group for an annual cost of (SAR 450,000) and a period of eight years starting from 01/05/2020, based on non-preferential terms (**according to attach**).**
  18. **Voting of business deals and contracts to be executed with Nahaz Investment Co., in which some members of the board of directors have an indirect interest in it, Mr. Ibrahim Mohammed Alhudaithi and Mr. Sultan Mohammed Alhudaithi, whereby Nahaz Investment Co. enters into a contract to purchase fuel for one year, noting that the total contract value amounted to (SAR 247,153) in 2025, on non-preferential terms (**according to attach**).**
  19. **Voting of business deals and contracts to be executed with Al-Madaen Star Group, in which some members of the board of directors have an indirect interest in it, Mr. Ibrahim Mohammed Alhudaithi, Mr. Majed Mohammed Al-Othman and Mr. Sultan Mohammed Alhudaithi, whereby Al-Madaen Star Group enters into a contract to purchase fuel for one year, noting that the total contract value for 2025 amounted to (SAR 280,109) on non-preferential terms(**according to attach**).**
  20. **Voting of business deals and contracts to be executed with Zawaya Real Estate Co., in which some members of the board of directors have an indirect interest in it, Mr. Ibrahim Mohammed Alhudaithi, Mr. Majed Mohammed Al-Othman and Mr. Sultan Mohammed Alhudaithi, whereby Zawaya Real Estate Co. enters into a contract to purchase fuel for one year, noting that the total contract value for 2025 amounted to (SAR 19,629) on non-preferential terms (**according to attach**).**
  21. **Voting of business deals and contracts to be executed with Fungate Co., in which some members of the board of directors have an indirect interest in it, Mr. Ibrahim Mohammed Alhudaithi, Mr. Majed Mohammed Al-Othman and Mr. Sultan Mohammed Alhudaithi, whereby Fungate Co. enters into a contract to purchase fuel for one year, noting that the total contract value for 2025 amounted to (SAR 19,194) on non-preferential terms (**according to attach**).**
-

22. Voting of business deals and contracts to be executed between company and Fungate Co., in which some members of the board of directors have an indirect interest in it, Mr. Ibrahim Mohammed Alhudaithi, Mr. Majed Mohammed Al-Othman and Mr. Sultan Mohammed Alhudaithi, whereby Fungate Co. leases residential rooms within station number (2) for one year, noting that the total contract value for these deals amounted to (SAR 50 thousand) in 2025, on non-preferential terms (**according to attach**).
  23. Voting of business deals and contracts to be executed with Mulkia Trading Co., in which some members of the board of directors have an indirect interest in it, Mr. Sultan Mohammed Alhudaithi, whereby Fungate Co. enters into a contract to purchase fuel for one year, noting that the total contract value for 2025 amounted to (SAR 39,213) on non-preferential terms (**according to attach**).
-

## Audit Committee report

---

## Audit Committee Report

Saudi Automotive and Equipment Services Company (SASCO)

The Financial year ended December 31, 2025



**M/s Shareholders of Saudi Automotive and Equipment Services Company (SASCO),  
May the peace, mercy, and blessings of God be upon you.**

The Audit Committee of the Saudi Automotive Services and Equipment Company is pleased to submit to the company's esteemed shareholders its annual report for the fiscal year ending December 31, 2025. This report includes its opinion on the adequacy of the company's internal control system and the work carried out by the committee within the scope of the committee's terms of reference, as well as the provisions of the Corporate Governance Regulations issued by the Capital Market Authority Board, in addition to other relevant legal requirements. The Audit Committee is an independent committee affiliated with the Board of Directors. It is responsible for enhancing the effectiveness of the internal and financial control system and risk management, ensuring compliance with applicable laws and regulations, and supporting disclosure and transparency in financial reporting.

During 2025, the current composition of the committee includes the following members:

Name:	Position:	Membership Type:
Mr. Majed bin Nasser Al-Subaie	Chairman of the Committee & Board Member	Independent
Dr. Abdullah bin Sagheer Al-Hussaini	Committee Member	Independent
Mr. Ali bin Mohammed Al-Hadithi	Committee Member	Independent

The Audit Committee is responsible for monitoring the company's operations, verifying the integrity and accuracy of its financial reports and statements, internal control systems, and accounting policies, and supervising the work of internal audit and external auditors. The committee held nine meetings during the fiscal year 2025. During the fiscal year, the Audit Committee performed tasks within its scope of competence, most notably:

### First: External Audit and Financial Reports:

- Reviewing the Company's interim and annual financial statements before presenting them to the Board of Directors, and expressing an opinion and recommendation thereon, ensuring their integrity, fairness, and transparency, and ensuring their compliance with approved accounting laws and standards.
- Recommending to the Board of Directors the nomination or dismissal of auditors, determining their fees, evaluating their performance, and ensuring that the scope of

A handwritten signature in blue ink, appearing to be 'A. Q.', is located at the bottom right of the page.

## Audit Committee Report

Saudi Automotive and Equipment Services Company (SASCO)

The Financial year ended December 31, 2025



their work and contractual terms comply with regulatory requirements and relevant professional standards.

- Verifying the independence, objectivity, and competence of the external auditor, as well as the effectiveness of their audit work, while taking into account relevant professional rules and standards. Ensuring that the external auditor is committed to conducting examinations and audits in accordance with applicable international standards and signed professional agreements.
- Reviewing the external auditor's work plan, monitoring its implementation, answering their inquiries, and ensuring that they do not provide any consulting or technical services that might affect their independence or fall outside the scope of their audit work, and providing their views thereon.
- Discussing the points contained in the management letter issued by the external auditor and following up on the implementation of the necessary recommendations to ensure that any observations or violations are rectified.
- Ensuring that the external auditor does not encounter any obstacles or difficulties during the performance of their work, and ensuring the extent of management's cooperation with the external auditor.

### Second: Internal Audit, Risk Management, and Compliance:

- In its meetings, the committee emphasizes the independence of the internal auditors and the availability and adequacy of the resources and capabilities necessary to enable them to perform their duties effectively, serving the company's interests and strategic objectives. The committee also directly supervises the recruitment of qualified personnel to ensure the efficient implementation of the approved audit plan.
- The Committee reviewed and approved the annual audit plan prepared by the Internal Audit Department, ensuring its alignment with international best practices and standards. It also monitored the plan's implementation according to the approved timelines.
- As part of its periodic duties, the Internal Audit Department reviews and evaluates the internal control system, ensuring its efficiency and effectiveness and the extent to which various departments adhere to it. This is achieved through the implementation of the approved annual audit plan.
- The Committee monitors the management's implementation of agreed-upon corrective actions, with a focus on addressing high-risk issues to ensure compliance and reduce operational and financial risks.

A handwritten signature in blue ink, consisting of a stylized 'S' followed by a flourish.

## Audit Committee Report

Saudi Automotive and Equipment Services Company (SASCO)

The Financial year ended December 31, 2025



- The Committee held several meetings during 2025 with the external auditor, the company's management, and the Internal Audit Department to enhance communication and oversight of governance and internal control systems, and ensure the highest standards of disclosure and transparency.

### **The Audit Committee's Opinion on the Adequacy of the Internal and Financial Control Systems and Risk Management:**

Based on the results of internal audits within the scope specified in the approved internal audit plan, the risk assessment, and the samples examined, in addition to management's efforts to implement the necessary corrective actions, and based on the reports and results of the external auditor's work, as well as discussions with the auditor and management, and in accordance with the reports submitted to the Audit Committee during the fiscal year 2025, and the investigation and discussion procedures conducted by the Committee, the Committee reviewed and evaluated the effectiveness of the Company's internal control systems, ensuring their effectiveness in achieving the Company's control and administrative objectives. The Committee also studied and analyzed the major operational, financial, and administrative risks that the Company may face, and evaluated the proposed solutions and remedies to ensure the sustainability and integrity of the Company's operations.

After review and evaluation, the Audit Committee found no material observations that had a significant impact on the effectiveness of the internal control system that would require disclosure for the fiscal year ending December 31, 2025. It should be noted that no audit or examination system can provide comprehensive and absolute assurances regarding the integrity and effectiveness of the Company's internal control system. Q

Yours sincerely,

Chairman of the Audit Committee

A handwritten signature in blue ink, appearing to read 'Majid bin Nasser Al-Subaie'.

Mr. Majid bin Nasser Al-Subaie

## Business And Contracts

---



To the Board of Directors  
Saudi Automotive Services Company ("SASCO")  
(A Saudi Joint Stock Company)  
Riyadh, Kingdom of Saudi Arabia

***Limited assurance report on the Board of Directors' declaration to the shareholders of Saudi Automotive Services Company***

We have undertaken a limited assurance engagement in respect of the accompanying declaration of related party transactions for the year ended 31 December 2025 relating to Saudi Automotive Services Company (the "Group") prepared by the Board of Directors of the Group (the "Board") 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 Board of Directors as attached to this report and submitted to us.

***Criteria***

The applicable Criteria is the requirement of Article 71 of the Regulations for Companies (the "Regulations") issued by the Ministry of Commerce (the "MoC") which states that, subject to the provision of Article 27 of the Regulations, any member of the Board with any interest, both directly or indirectly, in the transactions or contracts made for the account of the Group shall declare such interests to the Board for the approval of the general assembly of the Group. 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 Board will notify the general assembly of transactions and contracts in which a member of the Board has a direct or indirect interest.

***Board's responsibility***

The Board 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"), which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior, and the ethical and independence requirements applicable in the Kingdom of Saudi Arabia. We have fulfilled our other ethical responsibilities in accordance with these requirements and the Code.

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 Public Accountants  
(Professional Limited Liability Company)  
Laysen Valley Tower 12 & 13, King Khaled Road  
T: +966 (11) 211 0400, F: +966 (11) 211 0401

**[www.pwc.com](http://www.pwc.com)**

CR no.1010371622, UN No.7000928734, Capital of 500,000 SAR  
National address: 2537 Mohammad Ibn Fuhayd St secondary no.  
7912, West Umm Al Hamam Dist, postal code 12329 Riyadh,  
Kingdom of Saudi Arabia



### ***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 (ISAE) 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 Group 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 2025.

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

- Discussed with management the process for obtaining business and contracts by any of the board members with the Group.
- Obtained the accompanying Declaration that includes the list of all transactions and contracts entered into by any of the board members of the Group, either directly or indirectly, with the Group during the year ended December 31, 2025.
- Reviewed the minutes of the Board meetings that indicate that the board member notified to the Board on transactions and contracts entered into by the board member during the year ended December 31, 2025, and further that the concerned board member did not vote on the resolution issued in this regard at the meetings of the Board.
- Reviewed confirmations obtained by management from the board members on transactions and contracts entered into by the board member during the year.
- Reviewed the consistency of transactions and contracts included in the Declaration with the disclosure in Note 27 to the audited consolidated financial statements for the year ended December 31, 2025.

### ***Inherent limitations***

Our procedures 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

A limited assurance engagement is substantially less in scope than a reasonable assurance engagement under ISAE 3000 (Revised) 'Assurance Engagements Other Than Audits or Reviews of Historical Financial Information', 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 around the preparation of the Declaration.

This conclusion relates only to the Declaration for the year ended 31 December 2025 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 Group 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.

**Restriction of use**

This report, including our conclusion, has been prepared solely upon the request of management of the Group, to assist the Group and its Board of Directors in fulfilling its 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 to be distributed to or otherwise quoted or referred to, without our prior consent to any other parties other than the Ministry of Commerce, The Capital Market Authority and the shareholders of the Group. To the fullest extent permitted by law, we do not accept or assume responsibility to any third party.

**PricewaterhouseCoopers**

  
Khalid A. Mahdhar  
License Number 368  
26 April 2026





# Report of the Board of Directors Saudi Automotive Services Company (SASCO)

Business and Contracts

31 December 2025



## Business and contracts to which the board members have interest:

There are business and contracts to which some of the board members have interest as follows:

Entity	Business/Contract	Related Party	Description	Contract Period	Board Notification	Committee Notification
Nehaz Investment Co.	Lease contract signed by Nehaz Investment Co. to be used as a head office of Transport Fleet Co. (affiliate) and staff accommodation.	Ibrahim Mohammed Alhudaithi Sultan Mohammed Alhudaithi	Contract value SR 1,365,000 Yearly	One year	✓	✓
Maleeka Investment Co.	Management of investment portfolior with Alahli Financial Company.	Ibrahim Mohammed Alhudaithi Majed Mohammed Alothman Sultan Mohammed Alhudaithi	Contract to invest aportfolio by 50 M, No Transactions in 2025	Contract Ended in December 2025	✓	✓
Nehaz Investment Co.	Leasing station No. (1-2) by Zeiti Company for Petroleum Services from Nehaz Investment Co.	Ibrahim Mohammed Alhudaithi Sultan Mohammed Alhudaithi	Contract value:1.6 Million Riyal For 2025.	Ten years as of 01/01/2018, renewable	✓	✓
Madaen Star Real Estate Co.	Leasing station No. (8) by Zeiti Company for Petroleum Services from Madaen Star Real Estate Co.	Ibrahim Mohammed Alhudaithi Majed Mohammed Alothman Sultan Mohammed Alhudaithi	Contract value: SR 350 thousand For 2025.	Ten years as of 29/04/2020, renewable	✓	✓
Madaen Star Real Estate Co.	Leasing station No. (10) by Zeiti Company for Petroleum Services, from Madaen Star Real Estate Co.	Ibrahim Mohammed Alhudaithi Majed Mohammed Alothman Sultan Mohammed Alhudaithi	Contract 1,2 Milion Riyal For 2025 .	Ten years as of 29/04/2020	✓	✓
Madaen Star Real Estate Co.	Leasing station No. (11) by Zeiti Company for Petroleum Services, from Madaen Star Real Estate Co.	Ibrahim Mohammed Alhudaithi Majed Mohammed Alothman Sultan Mohammed Alhudaithi	Contract Value: SR 450 thousand For 2025.	The contract is annual and was renewed for 8 years from 01/05/2020	✓	✓
Nehaz Investment Co.	Sales of fuels for Nehaz Investment Co.	Ibrahim Mohammed Alhudaithi Sultan Mohammed Alhudaithi	Fuel Sales for 2025 amounted SR 247,153	One year	✓	✓
Madaen Star Real Estate Co. Group	Sales of fuels for Madaen Star Real Estate Co. Group	Ibrahim Mohammed Alhudaithi	Fuel sales for 2025 amounted SR 280,109	One year	✓	✓



Entity	Business/Contract	Related Party	Description	Contract Period	Board Notification	Committee Notification
		Majed Mohammed Alothman Sultan Mohammed Alhudaithi				
Zawaya Real Estate Co.	Sales of fuels for Zawaya Real Estate Co.	Ibrahim Mohammed Alhudaithi Majed Mohammed Alothman Sultan Mohammed Alhudaithi	Fuel Sales for 2025 amounted 19,629 SR	One year	✓	✓
Joy Gate Co.	Sales of fuels for Joy Gate Co.	Ibrahim Mohammed Alhudaithi Majed Mohammed Alothman Sultan Mohammed Alhudaithi	Fuel Sales for 2025 amounted 19,194 SR	One year	✓	✓
Joy Gate Co.	Leasing (10) residential rooms in station No. (2) by Joy Gate Co.	Ibrahim Mohammed Alhudaithi Majed Mohammed Alothman Sultan Mohammed Alhudaithi	Amounting SR 50 thousand during 2025	One year	✓	✓
Maleeka Trading Co.	Sales of fuels for Maleeka Trading Co.	Sultan Mohammed Alhudaithi	Fuel Sales for 2025 amounted 39,213 SR	One Year	✓	

✓ Reported.

- All above business and contracts are approved and licensed for the next year in general assembly No. 40 held on 17 June 2025, and the general assembly shall approve to renew such works and contracts.
- No member of the Board of Directors has any business competing with the Company or any branches of the business in which it operates.
- There are no preferable requirements for such business and contracts.
- Except the abovementioned, there are no transactions between the Company and related parties.



Date:  
17/02/2025

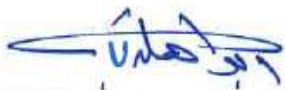
**Dear shareholders**  
**Saudi Automotive Services Company (SASCO)**

Greetings,

Based on the requirements of Article (71) of the Companies Bylaw, which states “A member of the Board of Directors shall immediately inform the Board of any interest he has, whether direct or indirect, in the business and contracts that made for the account of the company, and this notification shall be recorded in the minutes of the meeting of the Board when it meets. This member may not participate in voting on the decision issued in this regard by the Council and the general assemblies. The Board informs the General Assembly, when it convenes, of the business and contracts in which a member of the Board has a direct or indirect interest, and a special report from the company's auditor is attached to the report prepared in accordance with the auditing standards adopted in the Kingdom”.

Accordingly, the Board of Directors would like to inform the AGM of the transactions of business and contracts that are made for board members.

Best regards.



Ibrahim Mohammed Alhudaithi  
Chairman

**Board member's signature**

Name	Signature	Name	Signature
Sultan Mohammed Alhudaithi Vise Chairman and MD		Majed Mohammed Alothman Board Member	
Riyadh Saleh Almalik Board Member & CEO		Turki Abdullah Aljawini Board Member	
Majed Naser Alsubaie Board Member		Yousef Hamad Alyousifi Board Member	

## **Business deals and contracts**

1. Voting on business deals and contracts to be executed between SASCO and Nahaz, in which some members of the Board of Directors have an indirect interest, namely, Mr. Ibrahim Mohammad Alhudaithi, and Mr. Sultan Mohammad Alhudaithi, the dealings with the Ustool Alnaql Company (a subsidiary company) leasing a site from the Nahaz Investment Company by (1,365,000 riyals annually) for a period of one year, to use as a headquarters and a residence for labor accommodation, based on non-preferential terms in these businesses and contracts.
2. Voting on business deals and contracts to be executed between SASCO and Nahaz Investment Co., in which some members of the Board of Directors have an indirect interest, namely, Mr. Ibrahim Mohammad Alhudaithi, and Mr. Sultan Mohammad Alhudaithi, the dealing whereby SASCO leases two stations (number 1 and 2) from Nahaz Investment Co. for an annual cost of SAR 1.6 million for 10 years started 01/01/2018 renewable, based on non-preferential terms in these businesses and contracts.
3. Voting on business deals and contracts to be executed between SASCO and Al-Madaen Star real estate co., in which some members of the Board of Directors have an indirect interest, namely, Mr. Ibrahim Mohammed Alhudaithi, Mr. Majed Mohammed Al-Othman, and Mr. Sultan Mohammed Alhudaithi, the dealing whereby SASCO leases station number (8) from Al-Madaen Star real estate co. for an annual cost of SAR 350,000 for 10 years started 29/04/2020, based on non-preferential terms in these businesses and contracts.
4. Voting on business deals and contracts to be executed between SASCO and Al-Madaen Star real estate co., in which some members of the Board of Directors have an indirect interest, namely, Mr. Ibrahim Mohammed Alhudaithi, Mr. Majed Mohammed Al-Othman, and Mr. Sultan Mohammed Alhudaithi, the dealing whereby SASCO leases station number (10) from Al- Al-Madaen Star real estate co. for an annual cost of SAR 1.2 million for 10 years started 29/04/2020, based on non-preferential terms in these businesses and contracts.
5. Voting on business deals and contracts to be executed between SASCO and Al-Madaen Star real estate co., in which some members of the Board of Directors have an indirect interest, namely, Mr. Ibrahim Mohammed Alhudaithi, Mr. Majed Mohammed Al-Othman, and Mr. Sultan Mohammed Alhudaithi, the dealing whereby SASCO leases station number (11) from Al- Al-Madaen Star real estate co. for an annual cost of SAR 450,000 for 8 years started 01/05/2020 , based on non-preferential terms in these businesses and contracts.
6. Voting on business deals and contracts to be executed between SASCO and Nahaz Investment Co., in which some members of the Board of Directors have an indirect interest, namely, Mr. Ibrahim Mohammad Alhudaithi, and Mr. Sultan Mohammad Alhudaithi, the dealing whereby Nahaz Investment Co. purchases fuel for one year, noting that the total contract value amounted to SAR 247,153 in 2025, based on non-preferential term in these businesses and contracts.
7. Voting on business deals and contracts to be executed between SASCO and Al-Madaen Star Group, in which some members of the Board of Directors have an indirect interest, namely, Mr. Ibrahim Mohammed Alhudaithi, Mr. Majed Mohammed Al-Othman, and Mr. Sultan Mohammed Alhudaithi, the dealing whereby Al-Madaen Star Group purchases fuel for one year, noting that the total contract value amounted to SAR 280,109 in 2025, based on non-preferential term in these businesses and contracts.

8. Voting on business deals and contracts to be executed between SASCO and Zawaya Real Estate Co., in which some members of the Board of Directors have an indirect interest, namely, Mr. Ibrahim Mohammed Alhudaithi, Mr. Majed Mohammed Al-Othman, and Mr. Sultan Mohammed Alhudaithi, the dealing whereby Zawaya Real Estate Co. purchases fuel for one year, noting that the total contract value amounted to SAR 19,629 in 2025, based on non-preferential term in these businesses and contracts.
9. Voting on business deals and contracts to be executed between SASCO and Fun Gate Co., in which some members of the Board of Directors have an indirect interest, namely, Mr. Ibrahim Mohammed Alhudaithi, Mr. Majed Mohammed Al-Othman, and Mr. Sultan Mohammed Alhudaithi, the dealing whereby Fun Gate Co. purchases fuel for one year, noting that the total contract value amounted to SAR 19,194 in 2025, based on non-preferential term in these businesses and contracts.
10. Voting on business deals and contracts to be executed between SASCO and Fun Gate Co., in which some members of the Board of Directors have an indirect interest, namely, Mr. Ibrahim Mohammed Alhudaithi, Mr. Majed Mohammed Al-Othman, and Mr. Sultan Mohammed Alhudaithi, the dealing whereby Fun Gate Co. leases residential rooms within station number (2). for one year, noting that the total contract value amounted to SAR 50 thousand in 2025, based on non-preferential terms in these businesses and contracts.
11. Voting of business and contracts that will be concluded between SASCO and Mulkia Trading Co., in which some members of the board of directors have an indirect interest in it, Mr. Sultan Mohammed Alhudaithi, the dealing whereby Mulkia Trading Co. purchases fuel for one year, noting that the total contract value amounted to SAR 39,216 in 2025, based on non-preferential term in these businesses and contracts.

## Proposed Statement of Articles Added to the Articles of Association

---

### Statement of Articles Added to the Articles of Association:

Article	Before Amendment	After Amendment
<p>Addition of an article on the company's buy-back, sale, and pledge of its shares</p>	<p>Not available</p>	<p><b><u>Article Eighteen: The Company's Purchase, Sale, and Pledge of Its Shares:</u></b></p> <ol style="list-style-type: none"> <li>1. The company may buy-back its ordinary and preferred shares with the approval of the Extraordinary General Assembly in accordance with the Companies Law, its implementing regulations, and the controls set by the relevant authority in this regard. The shares purchased by the company shall have no voting rights in the shareholders' assembly.</li> <li>2. The company may buy-back its shares for the purpose of allocating them to the company's employees under an employee share program in accordance with the controls and procedures of the relevant authority.</li> <li>3. The company may pledge its shares as security for a debt in accordance with the controls and procedures of the relevant authority.</li> <li>4. After obtaining the approval of the Board of Directors, the company may sell treasury shares in one or several stages in accordance with the controls and procedures of the relevant authority.</li> </ol>

## Proposed Amendments to the Charter of the Remuneration Committee and the Charter of the Nomination Committee

---

## Proposed Amendments to the Charter of the Remuneration Committee and the Charter of the Nomination Committee

### Remuneration Committee Charter:

Article	Before Amendment	After Amendment
Point 2 of Article 2 / Third	The Board of Directors shall compare and select among the candidates for committee membership, and the committee members shall be formed for a term of three years or the term of the Board of Directors, whichever is shorter.	The Board of Directors shall compare and select among the candidates for committee membership, and the committee members shall be appointed for the term of the Board of Directors.

### Nomination Committee Charter:

Article	Before Amendment	After Amendment
Point 2 of Article 2 / Third	The Board of Directors shall compare and select among the candidates for committee membership, and the committee members shall be formed for a term of three years or the term of the Board of Directors, whichever is shorter.	The Board of Directors shall compare and select among the candidates for committee membership, and the committee members shall be appointed for the term of the Board of Directors.

## Proposed Amendments to the Policy for the Remuneration of Board Members, Board Committees, and Executive Management

---

**Proposed Amendments to the Policy for the Remuneration of Board Members, Board Committees, and Executive Management**

No.	Article	Before Amendment	After Amendment
1.	2.3 Annual Remuneration	None	<p>The remuneration of Board members shall consist of the following:</p> <ol style="list-style-type: none"> <li>If a Board member is assigned administrative, technical, or advisory work, or is assigned a specific task that results in a positive benefit to the Company, the member may, subject to the Board's discretion, receive a special remuneration for such assignment following a recommendation from the Nomination and Remuneration Committee, in accordance with the applicable statutory standards and considerations and the criteria established by the Nomination and Remuneration Committee.</li> </ol>
1.	4.3 Criteria for the Remuneration of a Board Member	None	<p>The determination and disbursement of Board members' remuneration shall adhere to the relevant provisions stipulated in the applicable laws and regulations, and the remuneration must be linked to actual performance, in accordance with the following criteria and indicators:</p> <ol style="list-style-type: none"> <li>Remuneration shall be granted based on the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors, in accordance with the approved policy, and in a manner proportionate to the nature of the Company's activities and the level of experience and skills,</li> </ol>

No.	Article	Before Amendment	After Amendment
			<p>consistent with its strategy and objectives.</p> <ol style="list-style-type: none"> <li>2. Eligibility for remuneration shall be linked to achieving financial results that reflect performance efficiency, according to indicators including revenue growth, profitability, cash flows, and return on capital.</li> <li>3. Performance shall contribute to creating value for shareholders through the Company's performance and total return compared with benchmark indices or peer companies, in addition to the efficiency of managing the Company's investments and maximizing their returns.</li> <li>4. Performance shall reflect operational efficiency through increasing market share, the quality of products or services, and the level of customer satisfaction.</li> <li>5. Performance shall be linked to achieving the approved strategic objectives, including the implementation of key initiatives such as expansion, acquisitions, and the development of products and services.</li> <li>6. The member's actions and decisions shall comply with regulatory requirements and the approved governance framework, and shall reflect commitment to risk management in accordance with approved standards, while taking sustainability principles into account.</li> <li>7. The evaluation shall take into account the member's leadership efficiency and contribution to strengthening the</li> </ol>

No.	Article	Before Amendment	After Amendment
			<p>institutional culture, in accordance with the results of the Board evaluation.</p> <p>8. Remuneration shall be fair and proportionate to the Board member's experience and competencies, as well as to the nature of the work and responsibilities the member undertakes and bears.</p>