



# Saudi Industrial Investment Group

## Extraordinary General Assembly Meeting

3 Dhu Al-Hijjah 1447H (Corresponding to 20 May 2026)

### Attachments:

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Attachment 1: Extraordinary General Assembly Meeting Item.

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Attachment 2: Audit Committee Report for year 2025.

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Attachment 3: Independent limited Report for SIIG share buy-back.

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**SIIG**  
المجموعة السعودية





## Attachment 1: Extraordinary General Assembly Meeting Item.

- 1- To review and discuss the Board of Director Report for the fiscal year ending on 31/12/2025G.
- 2- To review and discuss the Financial Statements for the fiscal year ending on 31/12/2025G.
- 3- To discuss and vote on the Auditor's Report for the fiscal year ending on 31/12/2025G.
- 4- To vote on the absolution of the members of the Board of Directors from liability for the fiscal year ending on 31/12/2025G.
- 5- To vote on the disbursement of SAR 2.3 million as remuneration for the members of the Board of Directors for the fiscal year ending on 31/12/2025G.
- 6- To vote on the delegation of the Board of Directors to declare the distribution of interim dividends, semi-annual or quarterly, for the 2026 fiscal year.
- 7- To vote on the company's purchase of a number of its shares, with a maximum of (10,000,000) shares for the purpose of holding them as treasury shares, where the Board considers that the Company's market share price is below its fair value, the purchase will be funded by the company's own resources and authorize the Board of Directors to complete the purchase within a maximum period of eighteen months from the date of the extraordinary decision of the General Assembly. The company will retain the shares purchased for a period not exceeding five years from the date of approval by the extraordinary General Assembly, after the expiry of this period the company will follow the procedures and controls set out in the relevant laws and regulations. (Attached)



**Attachment 2: Audit Committee Report for year 2024.**

**Date: 5 Mar 2026**

**The Audit Committee Report  
to General Assembly of SIIG for Fiscal Year 2025**

Dear/ Saudi Industrial Investment Group shareholders

**First: The Committee's Formation**

The Audit Committee consists of three members, all of whom have practical and professional experience that qualifies them to participate effectively in the work of the Audit Committee.

<b>Member name</b>	<b>Membership type</b>	<b>Membership status</b>
Saad Saleh AlRwita	Vice-Chairman (Board member Independent)	chairman
Abdullah Ahmed AlShehri	Board member Independent	member
Mohammed Sultan AlSehali	Not Board member – Independent	member

**Second: The Committee's Duties and Responsibilities**

The Committee's Duties and Responsibilities shall be as follows:

**2.1 Financial Reports**

- (A) Consider the Company's initial and annual financial statements before submitting them to the Board of Directors and expressing an opinion and recommendation in their regard; To ensure its integrity, fairness, and transparency.
- (B) Express a technical opinion - at the request of the Board of Directors - as to whether the Board of Directors' report and the Company's financial statements are fair, balanced, and understandable and include information that allows shareholders and investors to evaluate the Company's financial position, performance, business model and strategy.
- (C) Consider any important or unusual issues contained in the financial reports.
- (D) Examine carefully any issues raised by the Company's Financial Director or whoever assumes his duties or the Compliance Officer in the Company or the Auditor.
- (E) Verify the accounting estimates in material matters contained in the financial reports.
- (F) Consider the accounting policies followed in the Company and express an opinion and recommendation to the Board of Directors in this regard.

**2.2 Internal Audit**

- (A) Consider and review the Company's internal and financial control and risk management systems.

- (B) Consider the internal audit reports and follow up the implementation of the corrective measures for the notes contained therein.
- (C) Monitor and supervise the performance and activities of the Internal Auditor and the Internal Audit Department in the Company, to verify the availability of the necessary resources and their effectiveness in performing the works and tasks entrusted to them.
- (D) Recommend to the Board of Directors the appointment of a Director for the Internal Audit Unit or Department, or Internal Auditor, and suggest his remuneration.
- (E) The Committee shall consider the accounting policies adopted by the Company prior to their approval and any change in these policies, it shall also submit whatever proposals the Committee deems appropriate in this regard, taking into consideration the extent to which the accounting policies are appropriate to the nature of the Company's business, and its impact on the Company's financial position, and the results of its operations.
- (F) The Committee shall verify the adequacy of the Company's control activities design, and the effectiveness of their design in an appropriate manner that enables the reduction and limitation of fraud and errors, and detects them immediately upon their occurrence, and the effectiveness of the implementation of control activities in a manner that enables verification of the quality of implementation of control activities and consistency in their implementation, and it also supervises the investigations related to fraud or errors that occur in the Company or any other matters that the Committee deems important to investigate. The Committee shall also evaluate the effectiveness of the Company's assessment of the important risks that it may be exposed to and the steps taken by the Company's Management to monitor and confront these risks.
- (G) The Committee shall perform and carry out the following works with regard to an internal audit:
1. Supervise the Company's internal audit in order to verify its effectiveness in carrying out the works and tasks assigned to it by the Board of Directors.
  2. Approve the Company's internal audit procedures.
  3. Review and approve the annual internal audit plan.
  4. Evaluate the performance of the internal audit.
  5. Verify the independence of the internal auditors.
  6. Consider the reports of the internal audit, and prepare a written report on its opinions and recommendations in this regard.
  7. Develop corrective measures for the notes contained in the internal audit reports.
  8. Consider and evaluate the candidates for the Company's internal audit and their fees, nominate the most suitable one, with a statement of the reasons, consider the termination of the Internal Auditor's work in the event that he did not perform his work as required, and submit the recommendations concluded in this regard to the Board of Directors.
  9. Hold regular meetings with the Internal Auditor, and discuss issues that the Committee deems necessary to discuss with him privately.
- (H) The Committee shall be the link between the Board of Directors and the Internal Auditors.

### 2.3 The Auditor

- (A) Recommend to the Board of Directors the nomination and dismissal of auditors, determine their fees, and evaluate their performance, after verifying their independence and reviewing the scope of their work and the terms of the contract with them.
- (B) Verify the Auditor's independence, objectivity, fairness, and effectiveness of the audit work, taking into account the relevant rules and standards.
- (C) Review the Company's Auditor's plan and work, verify that he has not performed technical, administrative, or advisory work outside the scope of the audit work, and express its opinion in this regard.
- (D) Answer Auditor's inquiries and observations on the financial statements and the measures that have been taken in their regard.
- (E) Consider Auditor's report and his observations on the financial statements and follow up on the measures that have been taken in their regard.

### 2.4 Commitment

- (A) Review the results of the Regulatory Authorities' reports and verify that the Company has taken the necessary measures in this regard.
- (B) Verify the Company's compliance with relevant laws, regulations, policies, and instructions.
- (C) Review the contracts and transactions proposed to be conducted by the Company with the related parties and submit its opinions on this matter to the Board of Directors.
- (D) Submit to the Board of Directors the matters and issues it deems necessary to take action thereon and make its recommendations regarding the actions to be taken.

### **Third: Audit Committee achievement during 2025:**

- To discuss the initial quarterly financial statements for the first, second, third and fourth quarter of the fiscal year 2025 and the audited financial statements for the fiscal year ended 31/12/2025, and to submit the recommendation to the Board for approval.
- Reviewing and discussing internal auditor reports in accordance with the audit plan adopted by the Committee, and developing proposals, solutions and corrective procedures for the observations mentioned in these reports.
- Approve the internal audit plan for FY2026 and provide observations thereon.
- Follow-up and discussion of internal auditor reports in SIIG subsidiaries and follow-up to the implementation plan of internal audit recommendations.
- Emphasize evaluating the effectiveness of a company's assessment of potential risks, and how to monitor and respond to those risks.
- To monitor the functioning of the External Auditor and to ascertain his independence and the absence of any impediments affecting the functioning of the External Auditor.

- Audit, study and recommend to the Board and the General Assembly about the proposals submitted from the Offices of the External Auditors.

#### **Fourth: Audit Committee attendees during 2025:**

The committee held five meetings during the year 2025, and the attendance of committee members was as follows:

No	Member name	Membership status	5 Feb	9 Mar	7 May	30 Jun	28 Oct
1	Saad Saleh AlRwita	chairman	✓	✓	✓	✓	✓
2	Abdullah Ahmed AlShehri*	member	✓	✓	✓	✓	✓
3	Mohammed Sultan AlSehali*	member	✓	✓	✓	✓	✓

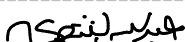
#### **Fifth: The Audit Committee's Opinion on the Adequacy of the Company's internal control system.**

The audit committee has not been aware of any major issue, in the design and implementation of the internal control system and the risk management systems, and there were no restrictions nor limitations that may affect the company's ability to prepare its financial statements under IFRS standards, which are accredited in the Kingdom of Saudi Arabia, therefore Saudi Industrial Investment Group has issued its financial statements for the year ended 31<sup>st</sup> December 2025.

**Committee Chairman**  
**Saad AlRwita**



**Committee Member**  
**Abdullah AlShehri**



**Committee Member**  
**Mohammed AlSehali**





**Attachment 3: Independent limited Report for SIIG share buy-back.  
(item 7)**



To the Board of Directors  
Saudi Industrial Investment Group Company  
(A Saudi Joint Stock Company)  
Riyadh, Kingdom of Saudi Arabia

***Independent limited assurance report over the schedule of information prepared in connection with the Implementing Regulation of the Companies Law for Listed Joint Stock Companies relating to the proposed buy-back of shares transaction***

We have undertaken a limited assurance engagement in respect of the accompanying schedule of proposed buy-back of shares transaction (the “Schedule”) of Saudi Industrial Investment Group Company (the “Company”) and its subsidiaries (collectively the “Group”) as at 19 April 2026, prepared in accordance with the applicable Criteria mentioned below.

***Subject matter***

The subject matter for our limited assurance engagement is the Schedule prepared by management of the Group as attached to this report and submitted to us.

***Criteria***

The criteria are the applicable requirements of Part Six, Chapter One, Article 17.3 of the Implementing Regulation of the Companies Law for Listed Joint Stock Companies issued by the Capital Market Authority (“CMA”) of the Kingdom of Saudi Arabia dated 5 January 2026 (as amended) (the “Implementing Regulation” or the “Criteria”).

***Management’s responsibility***

The management of the Group is responsible for:

- the preparation of the Schedule in accordance with the Criteria and ensuring its completeness and accuracy;
- the design, implementation and maintenance of internal control relevant to the preparation of the Schedule that is free from material misstatement, whether due to fraud or error; and
- the calculation of capital requirements and working capital sufficiency in accordance with the Criteria.

***Professional ethics and quality management***

We have complied with the independence requirements of the International Code of Ethics for Professional Accountants (including International Independence Standards), endorsed in the Kingdom of Saudi Arabia (the “Code”), that is relevant to our limited assurance engagement and we have fulfilled our other ethical responsibilities in accordance with the Code’s requirements which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour, 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.

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### ***Our responsibility***

Our responsibility is to express a limited assurance conclusion on the Schedule based on the procedures we have performed and the evidence we have obtained. We conducted our limited assurance engagement in accordance with International Standard on Assurance Engagements 3000 (Revised), 'Assurance Engagements Other Than Audits or Reviews of Historical Financial Information' (ISAE 3000 (Revised)), 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 Schedule is not prepared, in all material respects, in accordance with the applicable requirements of the Implementing Regulation relating to the proposed buy-back of shares.

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 in respect of the Schedule.

1. Inspected the resolution approved by the Board of Directors of the Company dated 11 March 2026, in which the proposed shares buy-back was approved.
2. Obtained the Schedule as at 19 April 2026, and the underlying workings and calculations, that support the requirements specified in the Implementing Regulation.
3. Compared the proposed number of shares for buy-back as set out in the Schedule with the number of shares approved in the Board of Directors resolution dated 11 March 2026.
4. With respect to the working capital details included in Part A of the Schedule, traced the working capital amount to the unaudited consolidated forecasted working capital of the Group as at 31 May 2027, as approved by the Company's Chief Executive Officer and Chief Financial Officer who have been authorized to approve the forecasted working capital by the Board of Directors. We also inquired about the parameters and the nature of the assumptions applied in the unaudited consolidated forecasted working capital calculation of the Group and their consistency with the historical basis of preparation of the consolidated budget of the Group, including the most recent consolidated budget of the Group for the year ending 31 December 2026 approved by the Company's Board of Directors, and we applied analytical and other procedures to confirm our understanding of such consistency.
5. With respect to the summary of assets, liabilities and contingent liabilities (as per the Glossary of Defined Terms used in the Implementing Regulation and Rules of the Capital Market Authority) outstanding as at 31 December 2025 and the purchase price of the shares included in Part B of the Schedule:
  - a) Agreed the amount of total assets, total liabilities and total contingent liabilities as disclosed in the Schedule to the Group's audited consolidated financial statements for the year ended 31 December 2025;
  - b) Agreed the estimated price for the buy-back of treasury shares to the quoted market price of the Company's shares as quoted on Tadawul on 19 April 2026; and
  - c) Checked the arithmetical accuracy of the computation of the surplus assets as reported in the Schedule (being the amount of assets remaining after the deduction of liabilities, contingent liabilities and estimated purchase cost of shares).



6. With respect to the treasury shares:

- a) Agreed the carrying value of treasury shares and retained earnings as disclosed in Part C of the Schedule with the Group's audited consolidated financial statements for the year ended 31 December 2025; and
- b) Verified the arithmetical accuracy of the computation i.e. excess of retained earnings as at 31 December 2025 (i.e. being the excess of retained earnings after deduction of the treasury shares to be purchased by the Company after the proposed shares buy-back) as detailed in Part C of the Schedule.

Our procedures did not include evaluating the suitability of design or operating effectiveness of control activities, testing the data on which the estimates are based or separately developing our own estimates against which to evaluate the Group's estimates.

### ***Inherent limitations***

Our procedures are subject to inherent limitations and, accordingly, errors or irregularities may occur and not be detected.

Given the announcement requirements by the CMA, our report is issued well before the expected date of the proposed shares buy-back. As a result, the share price of the Company on the actual date of execution of the proposed share buy-back transaction may be substantially different from the share price used in arriving at the estimated purchase cost of the proposed shares buy-back transaction in the Schedule as at the date prepared by management of the Group and accompanying our report. Further, the working capital following the proposed share buy-back transaction may also differ significantly from the calculation made by management and reflected in the Schedule.

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

Our procedures did not constitute either an audit or a review made in accordance with International Standards on Auditing or International Standards on Review Engagements, that are endorsed in the Kingdom of Saudi Arabia, and accordingly we do not express an audit opinion or a review conclusion. Furthermore, our procedures did not include testing or assessing any forward-looking statements or other information.

In the Middle East there are macroeconomic and geopolitical developments, the implications of which (both in terms of their duration and the extent of their potential or actual impact on the Group) cannot be assessed with certainty by the Group (together, the "Uncertainty Events"). In particular, the consequences of measures taken, or which may be taken, by governments, regulators or other authorities in response to such events remain uncertain and difficult to predict.

It is not possible for the Group or us to assess with certainty the implications of the Uncertainty Events on the Group, including potential impacts on operations, or services.

This conclusion relates only to the Schedule as at 19 April 2026 and should not be seen as providing assurance as to any future dates or periods, as changes in circumstances may alter the validity of our conclusion.

### ***Emphasis of matter***

We draw attention to Part A of the Schedule which states that the forecasted working capital amount presented in the Schedule is based on the unaudited consolidated forecasted working capital of the Group as at 31 May 2027. Our conclusion is not modified in respect of this matter.

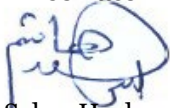
### **Limited assurance conclusion**

Based on the procedures we have performed and the evidence we have obtained, nothing has come to our attention that causes us to believe that the accompanying Schedule as at 19 April 2026 is not prepared, in all material respects, in accordance with the applicable requirements of the Implementing Regulation relating to the proposed buy-back of shares.

### **Restriction of use**

This report, including our conclusion, has been prepared solely upon the request of the Board of Directors of the Company, to assist the Company in fulfilling its reporting obligations to the CMA in accordance with the Implementing Regulation. The report should not be used for any other purpose or published except as permitted under the terms of our agreement. To the fullest extent permitted by law, we do not accept or assume responsibility to any third party.

### **PricewaterhouseCoopers**



Sahar Hashem  
License Number 439

20 April 2026



## Schedule of the financial information

Date: 19 April 2026

Schedule of the financial information pertaining to the Group's (Saudi Industrial Investment Group Company (the "Company") and its subsidiaries (collectively the "Group")) compliance with the solvency requirements specified in Part Six, Chapter One, Article 17.3 of the Implementing Regulations of the Companies Law for Listed Joint Stock Companies issued by the Capital Market Authority ("CMA) of the Kingdom of Saudi Arabia dated 5 January 2026 (Article 17).

### Background

The Board of Directors (BOD) of Saudi Industrial Investment Group have recommended the shareholders to purchase a number of Company's shares, with a maximum of 10 million shares as of 11 March 2026.

#### A) Working capital sufficiency

Working capital used in this schedule refers to the net difference between current assets and current liabilities as defined by International Financial Reporting Standards ("IFRS"), that are endorsed in the Kingdom of Saudi Arabia, and other standards and pronouncements issued by Saudi Organization for Chartered and Professional Accountants ("SOCPA").

The Company will start executing the transaction if approved by the shareholders during the general assembly meeting expected in May 2026.

<i>Amount in Saudi Riyal 000's</i>			
Date	Forecasted working capital before the purchase of treasury shares*	Estimated Purchase cost of treasury shares**	Surplus working capital after purchase of treasury shares
	A	B	C=A-B
31 May 2027	685,777	140,300	545,477

\* Forecasted working capital of the Group as at 31 May 2027 is unaudited.

\*\* 10 million shares multiplied by market price of Saudi Riyal 14.03 per share as at the close of the trading day of 19 April 2026.

#### B) Summary of Assets and Liabilities including Contingent Liabilities

<i>Amount in Saudi Riyal 000's</i>					
Total Assets as at 31 December 2025	Total Liabilities as at 31 December 2025	Total Contingent Liabilities as at 31 December 2025*	Net Assets	Estimated Purchase Cost of Treasury Shares**	Totals surplus assets
A	B	C	D=A-B-C	E	F=D-E
8,822,747	200,892	2,400	8,619,455	140,300	8,479,155

\* Contingent liabilities represent contingencies disclosed in the audited consolidated financial statements for the year ended 31 December 2025.

\*\* 10 million shares multiplied by market price of Saudi Riyal 14.03 per share as at the close of the trading day of 19 April 2026.

**C) Treasury shares**

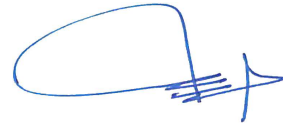
*Amount in Saudi Riyal 000's*

Amount of treasury shares held as at December 31, 2025	Retained Earnings as at December 31, 2025	Excess of retained earnings as at December 31, 2025	Estimated Purchase Cost of Treasury Shares *	Excess of retained earnings after share buy-back
A	B	C=B-A	D	E=C-D
200,117	382,332	182,215	140,300	41,915

\* 10 million shares multiplied by market price of Saudi Riyal 14.03 per share as at the close of the trading day of 19 April 2026.



Abdulrahman S. Alismail  
CEO



Husam Albader  
CFO