

The Board of Directors of Al Hammadi Holding Company invites its shareholders to attend the ordinary General Assembly Meeting (First Meeting) via modern technology means

Element List	Explanation
Introduction	The Board of Directors of Al Hammadi Holding Company (the "Company") is pleased to invite its honorable shareholders to participate and vote in the ordinary General Assembly Meeting (First Meeting) scheduled to be held at 06:45 PM on Thursday 04/12/1447H corresponding to 21/05/2026G via modern technology means.
City and Location of the General Assembly's Meeting	Riyadh City – using Tadawulaty system
Hyperlink of the Meeting Location	http://tadawulaty.com.sa
Date of the General Assembly's Meeting	2026-05-21 Corresponding to 1447-12-04
Time of the General Assembly's Meeting	18:45
Methodology of Convening the General Assembly's Meeting	Via modern technology means
Attendance Eligibility, Registration Eligibility, and Voting End	Shareholders who are registered in the Company shareholders record at the Depository Center by the end of the trade session prior to the General Assembly meeting and in accordance with the laws and regulations. The right to register to attend the General Assembly meeting ends at the time of convening the General Assembly meeting. The attendee's right to vote on the items of the Assembly's agenda ends upon the end of screening of the votes by the Screening Committee.
Quorum for Convening the General Assembly's Meeting	According to Article No. (34) of the company's articles of association, The convening of the Ordinary General Assembly Meeting shall not be valid unless attended by shareholders representing at least one quarter of the shares of the company that has voting rights.
Meeting Agenda	Attached
Proxy Form	Attached
The shareholder right in discussing the assembly agenda topics, asking questions, and exercising the voting right	Shareholders are entitled to discuss matters listed in the agenda of the ordinary General Assembly and raise relevant questions, noting that the voting is available free of charge for all Shareholders via: http://tadawulaty.com.sa
Details of the electronic voting on the Assembly's agenda	The shareholders who are registered in Tadawulaty Services will be able to remotely vote on the items of the ordinary General Assembly electronically starting from 01:00AM on Sunday 30/11/1447H corresponding to 17/05/2026G until the end of the Assembly Meeting's time. Registration and voting via Tadawulaty Services will be available and free of charge for all shareholder through the following link: www.tadawulaty.com.sa
Method of Communication in Case of Any Enquiries	We would like to draw the shareholders' attention to the fact that questions related to the assembly's items will be received through the Shareholder Affairs Department by phone at (0112329999) or by e-mail to Invest@alhammadi.com
Attached Documents	



The Ordinary General Assembly Meeting Agenda

1. Review and discuss the report of the Board of Directors for the fiscal year ended December 31, 2025 AD.
2. Review and discuss the company's financial statements for the fiscal year ended December 31, 2025 AD.
3. Vote on the independent auditor's report for the fiscal year ended December 31, 2025 AD. (Attached)
4. Vote to release the members of the Board of Directors from liability for their management during the fiscal year ended December 31, 2025 AD.
5. Vote on the payment of remuneration to the members of the Board of Directors for the fiscal year ended December 31, 2025 AD, with a total amount of (1,800,000) Riyals.
6. Vote on delegating the Board of Directors with the authority to distribute interim dividends on a semi-annual or quarterly basis for the fiscal year 2026 AD.
7. Vote on dividend policy for shareholders for a four-year period starting from the 3rd quarter 2025. The dividend policy as follows:
alhammadi commits to distribute at least 60% of its net profits per quarter for the next four years. The dividends policy will remain subject to change based on the following:
A) Any material changes in the strategy and business of the company (including the business environment it operates in);
B) Laws and regulations that are applicable to the Company; and
C) Any banking, other funding or credit rating covenants that the company may be bound to follow from time to time.
8. Voting on the amendment to the Audit Committee Charter. (Attached)
9. Voting on the amendment to the Remuneration and Nomination Committee Charter. (Attached)
10. Vote on delegating the of Board of Directors with the authority of the Ordinary General Assembly with the authorization contained in Paragraph (1) of Article (27) of the Companies Law, for a period of one year from the date of approval of the General Assembly or until the end of the delegated Board of Directors term, whichever is earlier, in accordance with the conditions contained in the Implementing Regulations of the Companies Law for Listed Joint Stock Companies.
11. Vote on the transactions that will be carried out between the company and Aziz Company for Contracting and Industrial Investment, in which the Vice Chairman of the Board, Mr. Mohammad Saleh Al Hammadi, and the board member Dr. Rema Saleh Al Hammadi, and the COO Dr. Abdulaziz Saleh Al Hammadi have an indirect interest in them, noting that the nature of the transaction consists of administrative office lease contracts, and the value of the transaction during the previous year 2025 AD amounted to (160,350) Riyals, noting that there are no preferential terms. (Attached)
12. Vote on the transactions that will be carried out between the company and Al Hammadi for Information Technology Establishment, in which the Vice Chairman of the Board, Mr. Mohammad Saleh Al Hammadi have an indirect interest, noting that the nature of the transactions is purchase orders for technical services, and the value of the transactions during the previous year 2025 AD amounted to (4,254,475) Riyals, noting that there are no preferential terms. (Attached)

**Audit Committee Report to the General Assembly
For the Financial Year Ended December 31, 2025**

Major Committee Activities During the Year 2025

During the year 2025, the Audit Committee of Al Hammadi Holding Company carried out activities that fall within the scope of its competence, the major activities were:

- Supervising the activities of the Internal Audit Department in the company and following up on the implementation of its plan.
- Reviewing the internal audit reports issued during the year 2025 and following up the implementation of corrective measures for the observations contained therein.
- Recommending to the Board of Directors to appoint an external auditor for the financial year ended on December 31, 2025 and the first quarter of 2026.
- Supervising the activities of the external auditor, reviewing the audit plan, verifying his independence, ensuring that there are no technical or administrative activities outside the scope of audit work were submitted, as well as meeting with him periodically.
- Reviewing the quarterly and annual financial statements and submitting the necessary recommendations in this regard to the Board of Directors.
- Continuous communication with the Board of Directors to inform it of the updates of the Audit Committee's recommendations related to internal and external audit activities, as well as what is related to the company's control policies and procedures.

Results of the Annual Review of the Effectiveness of the Company's Internal

Control System:

The internal control system aims to ensure effective and efficient achievement of the company's objectives, compliance with laws, regulations and policies, as well as the management of potential risks. The company's management is responsible for setting-up a comprehensive and effective control system commensurate with the level of risks that the company may be exposed to. The Audit Committee continuously reviews the periodic reports prepared by the internal and external auditors and the company's various departments related to internal control.

Based on what was reached by the results of the annual reviews, the Audit Committee would like to point out that it did not find material issues that could be mentioned in this report. We also point out that there is continuous communication between the Audit Committee and the executive management of the company regarding the periodic follow-up to assess and review the control system to ensure the achievement of internal control objectives by improving the efficiency of operations and raising their effectiveness while adhering to the relevant laws and regulations.



Mr. Aziz Algahtani
Board Member
Audit Committee Chairman



Limited assurance report on the declaration submitted by the Chairman of the Board of Directors on the company's transactions and contracts in which there is any interest for any member of the Board of Directors, whether directly or indirectly

"Declaration"

for year ended 31 December 2025

To the shareholders

Al Hammadi Holding Company

(Saudi Joint Stock Company)

Riyadh -Kingdom of Saudi Arabia

Based on the request made by the Board of Directors of Al Hammadi Holding Company (the 'Company'), we carried out limited assurance procedures on the Declaration submitted by the Chairman of the Board of Directors to the shareholders of the Company on the company's transactions and contracts in which there are interests for any member of the Board of Directors, whether directly or indirectly.

SUBJECT MATTER

The subject matter is the Declaration prepared in accordance with the requirements of Article No. (71) of the Companies law in the Kingdom of Saudi Arabia.

APPLICABLE CRITERIA

The applicable criteria against the subject matter are as follows:

- The requirements of Article No. (71) of the Companies law in the Kingdom of Saudi Arabia.
- The minutes of the general assembly meetings of shareholders of the Company that permitted the transactions and contracts.
- The company's accounting records and books for the fiscal year ended 31 December 2025.
- Annual Consolidated Financial Statement for the fiscal year ending December 31, 2025.

MANAGEMENT RESPONSIBILITY

The Company's management is responsible for the preparation of the Declaration in accordance with the Applicable Criteria mentioned in the above section "Applicable Criteria". Further, the Management of the Company is responsible for preparing and presenting the financial information that included in the Declaration Form and for such internal controls determined necessary to the preparation and presentation of the financial information included in the Declaration in accordance with the Applicable Criteria that are free from material misstatement, whether due to fraud or error and maintaining the supporting documents and financial records and books that support these transactions.

Limited assurance report on the declaration submitted by the Chairman of the Board of Directors of Al Hammadi Holding Company (for year ended 31 December 2025) (Continued)

OUR RESPONSIBILITY

Our responsibility is to provide a limited assurance report on the subject matter to form a conclusion, based on our limited assurance procedures on whether anything has come to our attention to indicate that the Declaration is not prepared in all material respects, in accordance with the applicable criteria.

We conducted our engagement in accordance with the International Standard on Assurance Engagements (3000). ("Assurance engagements other than audits or reviews of historical financial information") as endorsed in the Kingdom of Saudi Arabia.

Our procedures were designed to obtain a limited level of assurance to form a base of conclusion on the Declaration related to any company's member of the Board of Directors with any interest, both directly and indirectly and on this context, it does not provide all the evidence that would be required to give a reasonable level of assurance.

We have complied with the independence and other ethical requirements of the Code of Ethics for Professional Accountants issued by the International Ethics Standards Board for Accountants endorsed in the Kingdom of Saudi Arabia, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour

The firm applies International Standard on Quality Control (1). "Quality Control for Firms That Perform Audits and Reviews of Financial Statements, and other assurance and Related Services Engagements" and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Summary of the Work Performed

Our procedures included the following:

- Agree the information and data included in the Declaration to the company's accounting records and books for the fiscal year ended 31 December 2025.
- Agree the information included in the Declaration to the approval of the shareholders' general assembly meetings of the company that permitted the transactions and contracts for the fiscal year ended 31 December 2025.
- Agreeing the information included in the declaration form with the transactions with related parties disclosed in the consolidated financial statements of the Company for the year ended December 31, 2025.

The procedures performed in the limited assurance engagement differ in the nature and timing from the reasonable assurance engagement and are less in scope, and thus the level of assurance that is achieved in the limited assurance engagement is much less than the assurance that would have been obtained if a reasonable assurance engagement had been performed.

Limited assurance report on the declaration submitted by the Chairman of the Board of Directors of Al Hammadi Holding Company for year ended 31 December 2025) (Continued)

CONCLUSION

Based on the limited assurance procedures performed and evidence obtained, nothing has come to our attention causing us to believe that the information included in the attached Declaration are not prepared, in all material respects, in accordance with the applicable criteria.

RESTRICTION OF USE

This report is solely issued for the purpose of submission to the management of the Company along with the Declaration submitted by the Chairman of Board of Directors to the Company's Shareholders, therein which discloses any interest for any member of the Board of Directors, both directly or indirectly, and may not be suitable, used or provided for any other purposes.

OTHER MATTERS

We have no responsibility to update this report for events and circumstances occurring after the date of this report.

We stamped the attached Declaration for identification purpose only.

For Dr. Mohamed Al-Amri & Co.,



Ahmad Aljumah
Certified Public accountant
License No.: 621



Riyadh, on: 9 Dhual-Qa'dah 1447(H)
Corresponding to: 26 April 2026(G)



Date: March 14, 2026

Respected Shareholders of Al Hammadi Holding Company

Subject: Board of Directors Reporting to the General Assembly about transactions and contracts in which the members of the Board of Directors have a direct or indirect interest during the financial year ended on December 31, 2025

Based on the requirements of Article (71) of the Companies Regulations and Clause (15) of Article (21) of the Corporate Governance Regulations issued by the Capital Market Authority; the Board of Directors of the Company would like to inform your esteemed assembly of the transactions and contracts that took place during the financial year ended on December 31, 2025 in which some members of the Board of Directors have an interest, with a statement of the details related to the names of those concerned with such transactions and contracts, the nature of these transactions and contracts, their duration, and amounts as shown in Annex No. (1). We would also like to point out that those transactions and contracts are subject to the same terms as those applicable to transactions with other parties, and there are no preferential terms.

We also attach to you the report of the company's external auditor in this regard.

Noting that the transactions and contracts expected to be completed during the financial year ending on December 31, 2026 have been submitted to the company's board of directors for their recommendation to be presented to the general assembly for approval.

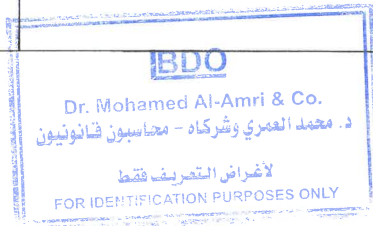
Please accept the highest consideration and respect.


Dr. Abdul Aziz Mohammed Al Hammadi
Chairman of the Board



Annex No. (1)

Sr.	Contracting Party	Nature	Related Parties	Interest	Duration	Amount During 2025 (SAR)
1	Dr. Abdul Aziz Mohammad Al Hammadi	Employee Residential Lease Agreement	Dr. Abdul Aziz Mohammad Al Hammadi	Direct	Fifteen years, starting from December 31, 2022 according to the approval of the General Assembly on June 20, 2022	4,300,000
2	The heirs of / Saleh Mohammed Al Hammadi & Seven Spikes Investment Co.	Employee Residential Lease Agreement	Mr. Mohammed Saleh Al Hammadi	Direct	Fifteen years, starting from December 31, 2022 according to the approval of the General Assembly on June 20, 2022	8,600,000
			Dr. Abdul Aziz Saleh Al Hammadi	Direct		
			Dr. Rema Saleh Al Hammadi	Direct		
3	Aziz Contracting and Industrial Investment Co.	Office lease agreements for the company, its subsidiaries, and branches	Mr. Mohammed Saleh Al Hammadi	Indirect	From one to three years	160,350
			Dr. Abdul Aziz Saleh Al Hammadi	Indirect		
			Dr. Rema Saleh Al Hammadi	Indirect		
4	Al Hammadi for Information Technology Co.	Contracts and purchase orders for IT services and solutions	Mr. Mohammed Saleh Al Hammadi	Indirect	Not applicable	4,254,475
5	Mrs. Haya Mohammed Al Hammadi & Mrs. Sara Mohammed Al Hammadi	Employee Residential Lease Agreement	Dr. Abdul Aziz Mohammad Al Hammadi	Indirect	Fifteen years, starting from December 31, 2022 according to the approval of the General Assembly on June 20, 2022	700,000



Handwritten signature and initials.

نموذج التوكيل

Proxy Form

Dear Shareholders of Al Hammadi Holding Company...

Please note that the proxy form is unavailable, as the General Assembly Meeting shall be held by Means of Modern Technology.

Only shareholders registered in the Tadawulaty can electronically vote on the agenda items of the General Assembly Meeting. Registration and voting on the Tadawulaty is free for all shareholders.

السادة / مساهمي شركة الحمادي القابضة الكرام...

نحيطكم علماً بأن نموذج التوكيل غير متوفر حيث سيتم عقد الجمعية العامة عن طريق وسائل التقنية الحديثة.

ويحق فقط للمساهمين المسجلين في خدمة تداولاتي التصويت إلكترونياً على بنود جدول أعمال اجتماع الجمعية العامة .

علماً بأن التسجيل في خدمة تداولاتي والتصويت متاح مجاناً لجميع المساهمين.