

Ordinary General Assembly

Modern Mills Company

(First Meeting)

Location : Jeddah - via modern technology (Remotely).

Date : 12/11/1447

Corresponding to 29/04/2026

Time : 08 : 00 PM

Ordinary General Assembly Meeting Agenda

#	Items
01	Review and discuss the Board of Directors' report for the fiscal year ending on 31/12/2025.(attached)
02	Vote on the External Auditors' Report for the financial year ending on 31/12/2025 after discussing it. (attached)
03	Review and discuss the Company's financial statements for the fiscal year ending on 31/12/2025.(attached)
04	Vote on appointing the Company's auditor from among the candidates, based on the recommendation of the Audit Committee, to examine, review and audit the financial statements for the second and third quarters and the full year of the financial year 2026, and the first quarter of the financial year 2027, and determine his fees.(attached)
05	Vote on the delegation of the authority of the Ordinary General Assembly to the Board of Directors with the authorization under Article 27(1) of the Companies Law, for a period of one year from the date of the General Assembly's approval or until the end of the delegated Board of Directors' term, whichever comes first, in accordance with the conditions stated in the Implementing Regulations of the Companies Law for Listed Joint Stock Companies.
06	Vote on the delegation of the authority of the Ordinary General Assembly to the Board of Directors, with the authorization under Article 27(2) of the Companies Law, for a period of one year from the date of the General Assembly's approval, or until the end of the delegated Board of Directors' term, whichever comes first, for the activities of selling flour, bran, and feed.
07	Vote on the disbursement of (1,400,000) SAR as remuneration to the Board members for the financial year ended on 31/12/2025.
08	Vote on authorizing the Board of Directors to distribute interim dividends on a semi/quarterly basis for the financial year ended on 31/12/2026.
09	Vote on the discharge of the members of the Board from any responsibility for the Company's management during the financial year 2025.

Item No.1

Review and discuss the Board of Directors' report for the fiscal year ending on 31/12/2025.

**The Board of Directors' Report for
the fiscal year ending on 31/12/2025.
can be viewed via the link:**

(The Board of Directors' Report)

**Audit Committee Report for
the Fiscal Year 2025**

Audit Committee's Report on the Fiscal Year Ended December 31, 2025

In 2025, the Audit Committee (the Committee) was responsible for overseeing the adequacy of the internal and financial control systems and risk management systems at Modern Mills Company (the Company). To fulfill its responsibilities, the Committee held a series of meetings with the Head of Internal Audit, Senior Management, and External Auditors. In compliance with Article 88a of the Capital Market Authority's Corporate Governance Regulations, this report summarizes responsibilities, activities, and its opinion on the adequacy of these systems.

1- Meetings of the Audit Committee During 2025 :

Member Names	Meetings of the Audit Committee During 2025							Member Number of Meetings	Attendance Rate
	1 st Meeting 30th January	2 nd Meeting 2 nd Marsh	3 rd Meeting 10th Marsh	4 th Meeting 28th April	5 ^h Meeting 24 th July	6 th Meeting 22 nd October			
Ehsan Makhdoum	✓	✓	✓	✓	✓	✓	6	100%	
Mohammed Abdulhafiz	✓	✓	✓	✓	✓	✓	6	100%	
Nafez Almorhabi	✓	✓	✓	✓	✓	✓	6	100%	
Nasser Paracha	✓	✓	✓	✓	✓	✓	6	100%	

2- Responsibilities and activities of the Audit Committee

During 2025, the Committee performed its duties as set forth in the Capital Market Authority's Corporate Governance Regulations by:

Overseen the Company's internal control framework by reviewing interim and annual financial statements—investigating significant issues and evaluating key accounting estimates to ensure accuracy, fairness, and transparency. In relation to external audit oversight, the Committee reviewed the external auditors' work plans and findings, evaluated their independence and performance, and provided recommendations regarding their appointment, dismissal, remuneration, and overall evaluation.

The Committee oversaw the internal audit function by reviewing audit reports and monitoring the implementation of corrective measures.

In addition, the Committee reviewed quarterly legal updates and advised management on refinement of risk assessment criteria, the updating of the risk taxonomy, and the ongoing maintenance of the risk register and response strategies, all of which provide reasonable assurance that emerging risks are appropriately addressed. Further, the committee reviewed the company's policies and made recommendation to the Board of Directors as requested. Also, the Committee reviewed the related party transactions.

Note that while the Committee is responsible to provide opinion on the adequacy of the internal and financial control systems and risk management systems, the executive management is responsible for establishing and maintaining an adequate internal and financial control systems

to safeguard the company's assets and support the achievement of its strategic objectives through approved policies, procedures, and processes.

The Internal Audit function is responsible to conduct independent, periodic evaluations of the design and operating effectiveness of this system and reported significant findings and corrective action recommendations to senior management, the Audit Committee, and the Board.

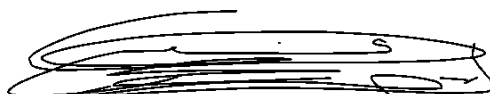
It is essential to acknowledge no control system can provide absolute assurance. And it is not possible to absolutely confirm the comprehensiveness of the examinations and evaluations of internal controls, as auditing is based on random sampling and selective testing.

3- Opinion of the Audit Committee

Based on oversight activities in 2025, the Committee considers that the internal and financial control systems and risk management systems in the Company are adequate to a reasonable extent.

The Committee also stresses the need for the Board and management to continuously update the internal and financial control systems and risk management systems to effectively address current and future challenges.

Modern Mills Company
Audit Committee



Audit Committee Chairman
Mr. Ehsan Amanullah Makhdoum

Item No.2

**Vote on the External Auditors'
Report for the financial year ending
on 31/12/2025 after discussing it.**



KPMG Professional Services Company

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

Headquarters in Riyadh

شركة كي بي إم جي للاستشارات المهنية مساهمة مهنية

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

المركز الرئيسي في الرياض

Independent Auditor's Report

To the Shareholders of Modern Mills Company

Opinion

We have audited the consolidated financial statements of **Modern Mills Company (“the Company”)** and **its subsidiary (“the Group”)**, which comprise the consolidated statement of financial position as at 31 December 2025, the consolidated statements of profit or loss and other comprehensive income, changes in equity and cash flows for the year then ended, and notes to the consolidated financial statements, comprising material accounting policies and other explanatory information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at 31 December 2025, and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRS) that are endorsed in the Kingdom of Saudi Arabia and other standards and pronouncements issued by the Saudi Organization for Chartered and Professional Accountants (SOCPA).

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing that are endorsed in the Kingdom of Saudi Arabia. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the consolidated Financial Statements section of our report. We are independent of the Group in accordance with the International Code of Ethics for Professional Accountants (including International Independence Standards), that is endorsed in the Kingdom of Saudi Arabia, as applicable to audits of the consolidated financial statements of public interest entities. We have also fulfilled our other ethical responsibilities in accordance with the Code's requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.



Independent Auditor's Report

To the Shareholders of Modern Mills Company (continued)

Revenue recognition

Refer Note 22 to the consolidated financial statements.

Key audit matter

During the year ended 31 December 2025, the Group recognized revenue from contract with customers of SR 1,046 million.

Revenue from contract with customers is recognised at point in time when control over the goods is transferred to the customer on dispatch or delivery of the goods in accordance with applicable financial reporting framework.

Revenue is a key indicator for measuring performance, and this implies the presence of inherent risks to overstate revenue recognition to increase profitability and earnings. Therefore, revenue recognition was considered a key audit matter.

How the matter was addressed in our audit

Our audit procedures performed included, among other audit procedures, the following:

- Evaluated the appropriateness of the Company's accounting policies for revenue recognition in line with the requirements of applicable financial reporting framework;
- Evaluated the design and implementation, of the Company's key controls over the recognition of revenue;
- Examined key contractual and returns arrangements by considering relevant documentation and agreements with the customers on sample basis;
- Tested sample of sales transactions and inspected the supporting documents to assess they were recognized at the correct amounts;
- Recalculated and inspected the supporting documents for rebates and discounts on a sample basis according to their arrangements;
- Tested sample of sales transactions taking place before and after the year-end to assess whether revenue was recognized in the correct accounting period; and
- Assessed the adequacy of the relevant disclosures in accordance with the requirements of applicable financial reporting framework included in the consolidated financial statements.

Other Information

Management is responsible for the other information. The other information comprises the information included in the annual report but does not include the consolidated financial statements and our auditor's report thereon. The annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the annual report, when made available to us, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.



Independent Auditor's Report

To the Shareholders of Modern Mills Company (continued)

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS that are endorsed in the Kingdom of Saudi Arabia and other standards and pronouncements issued by SOCPA, the applicable requirements of the Regulations for Companies and Company's By-laws and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance, the Board of Directors, are responsible for overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. 'Reasonable assurance' is a high level of assurance, but is not a guarantee that an audit conducted in accordance with International Standards on Auditing that are endorsed in the Kingdom of Saudi Arabia, will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with International Standards on Auditing that are endorsed in the Kingdom of Saudi Arabia, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, then we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the group as a basis for forming an opinion on the group financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

Independent Auditor's Report

To the Shareholders of Modern Mills Company (continued)

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements (continued)

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit of **Modern Mills Company ("the Company") and its subsidiary ("the Group")**.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

KPMG Professional Services Company

Ebrahim Oboud Baeshen
Regional Managing Partner - Jeddah
License No. 382



Jeddah, 8 March 2026
Corresponding to 19 Ramadan 1447H

Item No.3

**Review and discuss the Company's
financial statements for the fiscal
year ending on 31/12/2025.**

**The Company's Financial Statements
for the Fiscal year ending on
31/12/2025 can be viewed via the
following link:**

(Financial Statements)

Item No.4

Vote on appointing the Company's auditor from among the candidates, based on the recommendation of the Audit Committee, to examine, review and audit the financial statements for the second and third quarters and the full year of the financial year 2026, and the first quarter of the financial year 2027, and determine his fees.(attached)

المطاحن الحديثة MODERN MILLS

Sub: Audit Committee's Recommendation on External Auditor appointment.
Date: 27/09/1447 H
Corresponding to: 16/03/2026 G

الموضوع: توصية لجنة المراجعة لاختيار مراجع الحسابات
التاريخ: 1447/09/27 هـ
الموافق: 2026/03/16 م

Following an invitation extended to various external auditors' firms to review the preliminary financial statements for the second and third quarters of the fiscal year 2026, and the first quarter of the fiscal year 2027, as well as to conduct an audit of the annual financial statements at the end of fiscal year 2026 for the Modern Mills Company, the Committee has received the following proposals:

بناء على الدعوة الموجهة لعدد من مكاتب المراجعة الخارجية لفحص القوائم المالية الأولية للربع الثاني والثالث من العام المالي 2026م والربع الأول من العام المالي 2027م ومراجعة وتدقيق القوائم المالية السنوية كما في نهاية العام المالي 2026م لشركة المطاحن الحديثة للمنتجات الغذائية وقد استلمت اللجنة العروض التالية:

Offer provided by	Service Charge (SAR)	اتعاب التدقيق (ريال سعودي)	عرض مقدم من
KPMG Professional Service	885,000	885,000	شركة كي بي ام جي للاستشارات المهنية
Ernst & Young Professional Services	840,000	840,000	شركة ارنست ويونغ للخدمات المهنية
Dr. Mohamed Al-Amri & Co.	650,000	650,000	شركة الدكتور محمد العمري وشركاه - محاسبون قانونيون

The proposed changes does not include VAT.

هذه الإتعاب غير شاملة ضريبة القيمة المضافة.

Conclusion

After reviewing and discussing the proposals received, the Audit Committee recommends selecting one of the above-mentioned offers, chosen for its technical and financial appropriateness. The committee recommends reappointing KPMG for professional consulting for an additional year, recognizing the firm's credibility with shareholders and investors.

الخلاصة

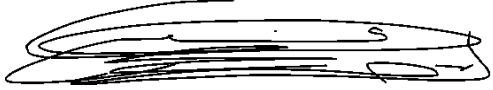



بعد الاطلاع على العروض التي وصلت إلى اللجنة وبعد مناقشتها، ترشح لجنة المراجعة اختيار أحد العروض المذكورة أعلاه وقد تم ترشيحها بناء على ملاءمتها من الناحية الفنية والمالية وتوصي اللجنة بإعادة تعيين شركة كي بي ام جي للاستشارات المهنية لسنة إضافية لكونها شركة تحظى بثقة المساهمين والمستثمرين ولضمان استقرار أعمال المراجع الخارجي وتفادي عملية التغيير خلال فترة وجيزة.

المطاحن الحديثة
MODERN MILLS

This recommendation aims to maintain the stability of the external auditor's services and to prevent any disruptions that could arise from changes in a short timeframe.

وتم اعتماد هذه التوصية من قبل:

This recommendation is approved by:

التوقيع Signature	Role	الاسم Name
Ehsan Makhdoum	Chairman	
Mohamed Abdel Hafez	Member	
Nafez Almorhabi	Member	
Nasser A. Paracha	Member	

Item No.5

Vote on the delegation of the authority of the Ordinary General Assembly to the Board of Directors with the authorization under Article 27(1) of the Companies Law, for a period of one year from the date of the General Assembly's approval or until the end of the delegated Board of Directors' term, whichever comes first, in accordance with the conditions stated in the Implementing Regulations of the Companies Law for Listed Joint Stock Companies.

Item No.6

Vote on the delegation of the authority of the Ordinary General Assembly to the Board of Directors, with the authorization under Article 27(2) of the Companies Law, for a period of one year from the date of the General Assembly's approval, or until the end of the delegated Board of Directors' term, whichever comes first, for the activities of selling flour, bran, and feed.

Item No.7

Vote on the disbursement of (1,400,000) SAR as remuneration to the Board members for the financial year ended on 31/12/2025.

Item No.8

Vote on authorizing the Board of Directors to distribute interim dividends on a semi/quarterly basis for the financial year ended on 31/12/2026.

Item No.9

Vote on the discharge of the members of the Board from any responsibility for the Company's management during the financial year 2025.