

Ordinary General Assembly

Elm Company

By means of modern technology

Tuesday

25/11/1447H

12/05/2026

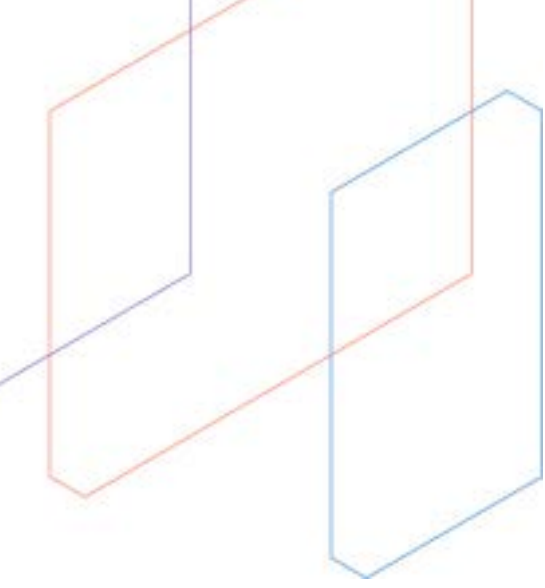


The "Elm" Company Ordinary General Assembly First Meeting Agenda

Agenda of "Elm" Ordinary General Assembly Meeting in Riyadh (Through Modern Technology).
(Tuesday) Evening at 7:00 PM, 12 May 2026, Corresponding to 25 Dhu al-Qi'dah 1447 H (According to the Umm al-Qura calendar).

#	Items
1.	Review and discuss the Board of Directors Report for the fiscal year ending on 31/12/2025.
2.	Review and discuss the Company's financial statements for the fiscal year ending on 31/12/2025.
3.	Voting on the External Auditors Report for the financial year ending on 31/12/2025 after discussing it. (Attached)
4.	Voting on delegating the Board of Directors to distribute interim dividends on a semiannual / quarterly basis for the financial year 2026.
5.	Voting on paying an amount of (2,450,000) SAR as remuneration to the Board members for the fiscal year ending on 31/12/2025.
6.	Voting on the appointment of the company's external auditors among the candidates based on the Audit Committee's recommendation. The appointed auditors shall examine, review, and audit the (Second and third quarters and the annual financial statements of the fiscal year 2026 and the first quarter of 2027, along with determining their fees. (Attached)
7.	Voting on delegating to the Board of Directors the authorization powers of the General Assembly stipulated in paragraph (1) of Article 27 of the Companies Law, for a period of one year starting from the date of the approval by the General Assembly or until the end of the delegated Board of Directors' term, whichever is earlier, in accordance with the conditions set forth in the Implementing Regulation of the Companies Law for Listed Joint Stock Companies.
8.	Voting on the transactions and contracts between the company and the Ministry of Interior, in which the Chairman of the Board, Mr. Raed bin Abdullah bin Ahmed, has an indirect interest. The transaction pertains to the operation of the Makkah Route Initiative for Hajj 1446 dated 21/09/2025, for an amount of (44,991,720) Saudi riyals, this was contract without any preferential conditions or advantages. (Attached)
9.	Voting on the Transactions and contracts between the company and Tawuniya Insurance Company, in which the Board Member, Dr. Khaled bin Abdulaziz Al-Ghunaim, has an indirect interest. The transaction pertains to medical insurance for Elm employees and vehicles and property insurance for an amount of (89,036,414.69) Saudi riyals without any preferential treatment. (Attached)
10.	Voting on the transactions and contracts between the company and Tawuniya Insurance Company, in which the Board Member, Dr. Khaled bin Abdulaziz Al-Ghunaim, has an indirect interest. The transaction pertains to a subscription to the Yaqeen service during the fiscal year 2025, with a total transaction value of (34,770,546.35) Saudi riyals, without any preferential conditions or advantages. (Attached)
11.	Voting on the transactions and contracts between the company and Tawuniya Insurance Company, in which the Board Member, Dr. Khaled bin Abdulaziz Al-Ghunaim, has an indirect interest. The transaction pertains to a subscription to the Fursah service during the fiscal year 2025, with a total transaction value of (23,919,526.83) Saudi riyals, without any preferential conditions or advantages. (Attached)
12.	Voting on the transactions and contracts between the company and Etihad Etisalat Company (Mobily), in which the Board Member, Dr. Khaled bin Abdulaziz Al-Ghunaim, has an indirect interest. The transaction pertains to a telecommunications services agreement during the fiscal year 2025, with a total transaction value of (26,648,489.42) Saudi riyals, without any preferential conditions or advantages. (Attached)
13.	Voting on the transactions and contracts between the company and the Saudi Data and Artificial Intelligence Authority (SDAIA), in which the Board Member, H.E. Dr. Essam bin Abdullah Al-Waqit, has an indirect interest. The transaction pertains to Support project contract for the provision of electronic services and the establishment of Digital Infrastructure for the initiative to leverage Modern Technologies to increase vegetation cover, dated 16/11/2025, for an amount of (24,894,823.02) Saudi riyals, without any preferential conditions or advantages. (Attached)

14.	Voting on the transactions and contracts between the company, the Ministry of Interior, and the Saudi Data and Artificial Intelligence Authority (SDAIA), in which the Chairman of the Board, Mr. Raed bin Abdullah bin Ahmed, and H.E. Dr. Essam bin Abdullah Al-Waqit have an indirect interest. The transaction pertains to a Data and Information Resources Development Agreement between (Ministry of Interior, Saudi Data and Artificial Intelligence Authority (SDAIA) and Elm Company) during the fiscal year 2025, with a total transaction value of (603,256,372.00) Saudi riyals, without any preferential conditions or advantages. (Attached)
15.	Voting on the transactions and contracts between the company and the Saudi Data and Artificial Intelligence Authority (SDAIA), in which the Board Member, H.E. Dr. Essam bin Abdullah Al-Waqit, has an indirect interest. The transaction pertains to an addendum to the electronic services agreement (Second Addendum) during the fiscal year 2025, with a total transaction value of (262,868,990) Saudi riyals, without any preferential conditions or advantages. (Attached)



Outcomes of the annual review of the internal control processes' effectiveness (To General Assembly)

Audit Committee Report for 2025

Outcomes of the annual review of the internal control processes' effectiveness

Elm's audit committee seeks to support the board of directors in ensuring the sufficiency of the company's internal control system and its effective implementation. It also aims to provide the Board of Directors with recommendations that would enhance and develop the internal control system to assist Elm in achieving its objectives while safeguarding the interests of shareholders. Additionally, the audit committee supports the board of directors in fulfilling their oversight responsibilities for the company's financial, operational, and information systems.

Elm's audit committee had oversight over the internal audit engagements and outcomes, which provide a periodic review of the adequacy and effectiveness of the internal control system and procedures in a way that enables a continuous assessment of the effectiveness of this system. This serves the objectives of the board of directors to obtain reasonable confirmations regarding the efficiency and effectiveness of the company's internal control system design and implementation.

Audit Committee major activities during 2025

Over 2025, Elm's audit committee, in the presence of the internal audit, external auditor, and other relevant departments and divisions in Elm, held six meetings to discuss several issues related to the committee's roles and responsibilities such as:

- Examine quarterly and annual financial statements before presenting them to the board of directors and discussing the management letter with the external auditor.
- Recommendation for the appointment of the company's external auditor.
- Review external auditor's annual plan.
- Discussing the internal audit strategy and its implementation initiatives.
- Approval of the internal audit plan, and discussion on the periodic internal audit reports.
- Discussion of whistle blowers incidents and the actions taken to resolve them.
- Discussion of the reports of oversight bodies, such as the National Cybersecurity Authority, and the General Bureau of Auditing.
- Discussing periodic reports regarding governance and compliance to verify the company's compliance with relevant rules and regulations.
- Discussing periodic reports regarding cybersecurity to verify the company's compliance with relevant rules and regulations.
- Discussing the outputs of the risk assessment project for the purpose of developing the internal audit plan.
- Reviewing transactions with related parties.

Audit Committee's opinion on the adequacy of the internal control system

Considering the audit committee's scope of work, and based on the periodic reports submitted by the company's internal audit, external auditor, the company's executive management; discussions with internal control system's respective parties including finance and risk management and the management's assurances about the adequacy of the Company's control system, the audit committee did not find any material matters of significant impact on the internal control system, finance and risk management for the financial year ending 31st December 2025. Noting that no internal control system can provide absolute assertions about the soundness and effectiveness of the internal control system, but rather reasonable ones. There is also no conflict between the decisions and recommendations of the Audit Committee and those of the Board of Directors.

Chairman of the Audit Committee: Dr. Abdulrahman Mohammad Albarrak

Signature:

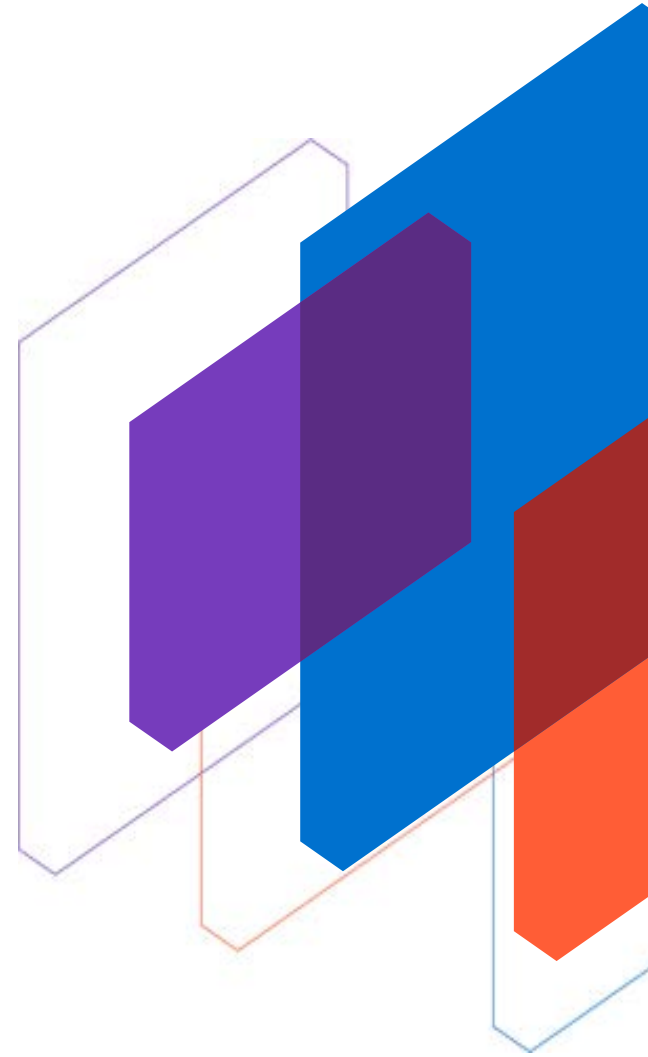
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Date:

26/02/2026

Item No.1

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

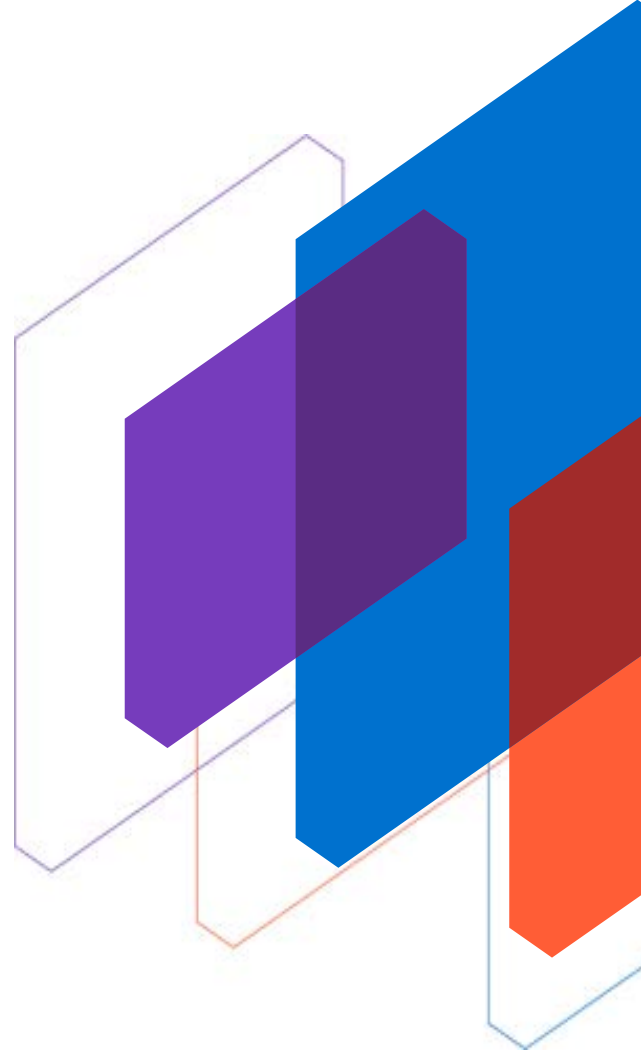


The Board of Directors Report for the fiscal year ending on 31/12/2025. Can be viewed via the link:

[\(The Board of Directors Report\)](#)

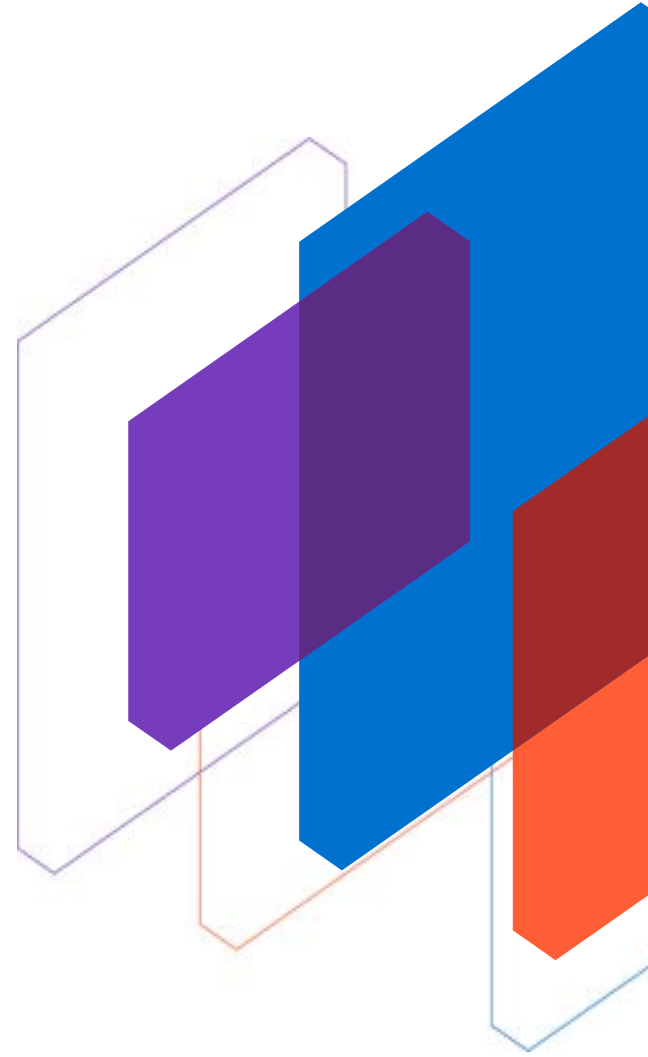
Item No.2

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



Item No.3

Voting on the External Auditors Report for the financial year ending on 31/12/2025 after discussing.

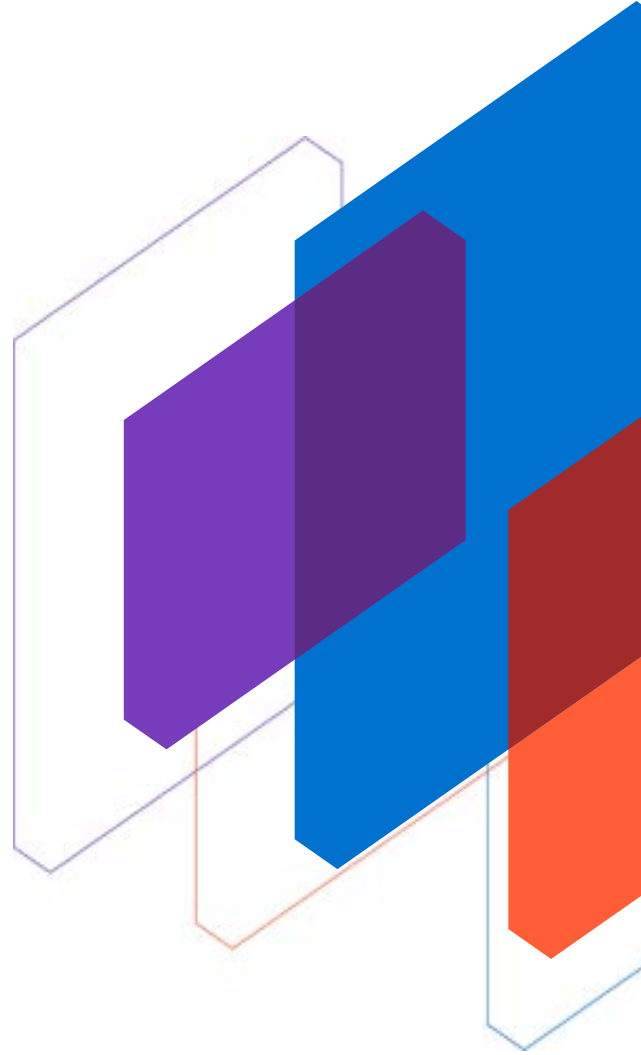


The Company's Financial Statements and External Auditors report for the fiscal year ending on 31/12/2025 can be viewed via the link:

[\(The Company's Financial Statements and External Auditors Report\)](#)

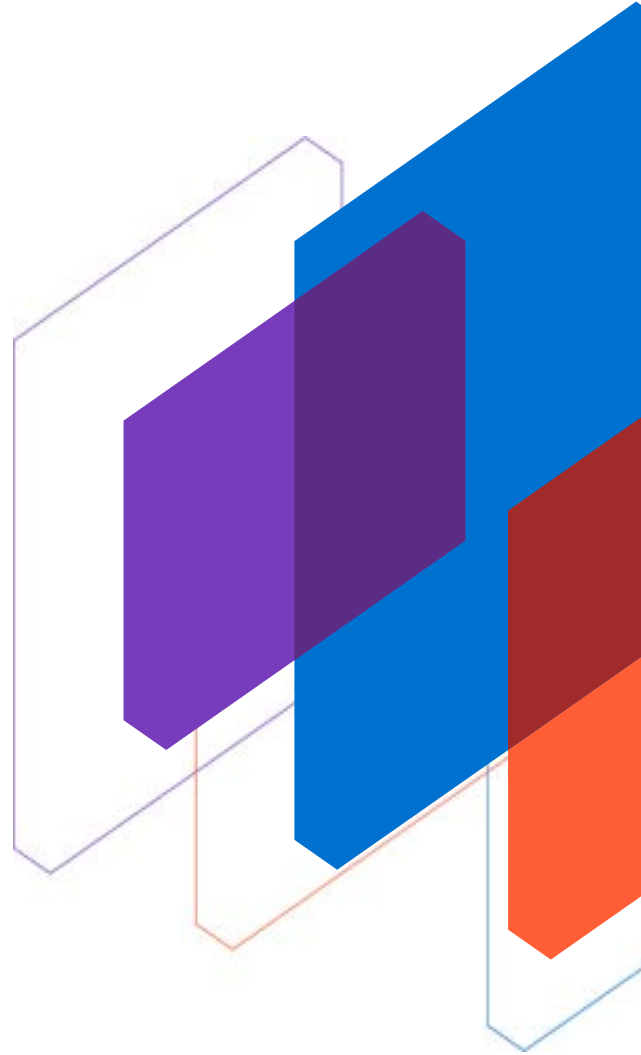
Item No.4

Voting on delegating the Board of Directors to distribute interim dividends on a semiannual/quarterly basis for the financial year 2026.



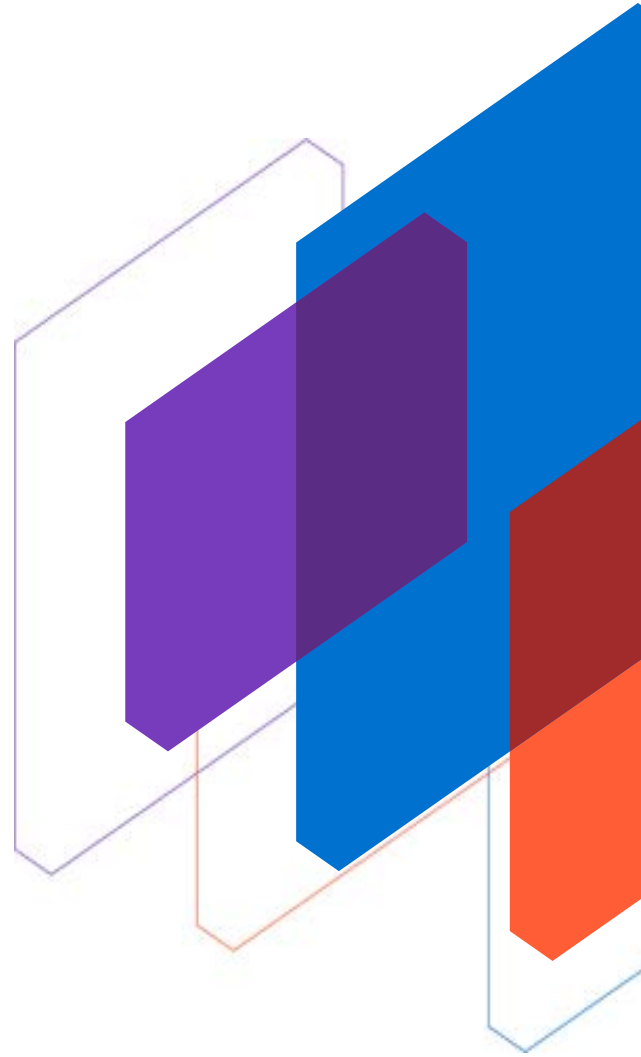
Item No.5

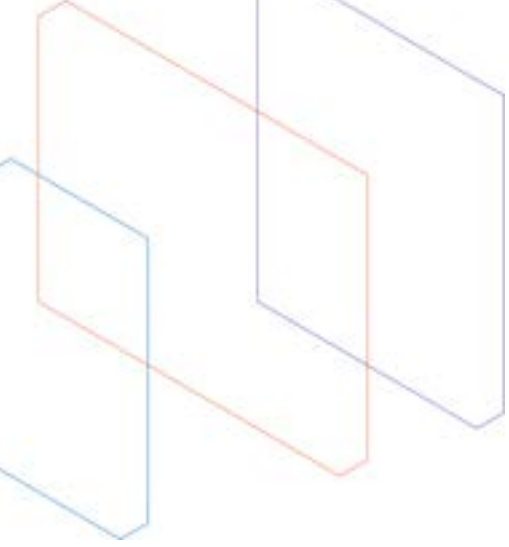
Voting on paying an amount of SAR (2,450,000) as remuneration to the Board members for the fiscal year ending on 31/12/2025.



Item No.6

Voting on the appointment of the company's External Auditors among the candidates based on the Audit Committee's recommendation. The appointed Auditors shall examine, review and audit the (second and third quarter and the annual financial statements of the fiscal year 2026 and the first quarter of 2027 along with determining their fees.





Voting on the Appointment of the external Auditors of the company among the candidates based on the Audit Committee's recommendation

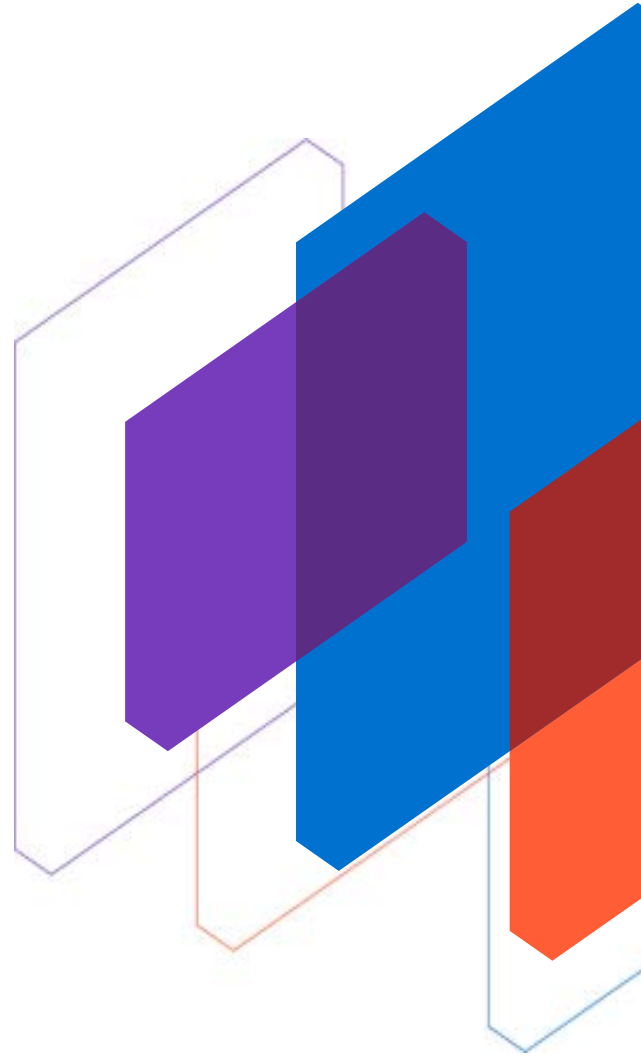
Based on Elm Company Board of Directors Resolution and the Audit Committee resolution to recommend for the Board of Directors to nominate one of the auditors after verifying the suitability of the technical offers for both nominees, in order to review the consolidated financial statements of Elm Company, below are the nominated auditors:

- 1- **BDO Saudi Arabia, Dr. Mohamed Al-Amri & Co**
- 2- **Baker Tilly Audit Firm**

In view of the experience and knowledge of BDO Saudi Arabia, Dr. Mohamed Al-Amri & Co in auditing the company's financial statements, and accordingly the Board of Directors approved the recommendation of the Audit Committee and recommend to the General Assembly to vote on one of the nominated auditors.

Item No.7

Voting on delegating to the Board of Directors the authorization powers of the General Assembly stipulated in paragraph (1) of Article 27 of the Companies Law, for a period of one year starting from the date of the approval by the General Assembly or until the end of the delegated Board of Directors' term, whichever is earlier, in accordance with the conditions set forth in the implementing regulation of the companies law for listed stock companies.



Item No.8 – Item.15

#	Items
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Limited assurance report on the declaration submitted by 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"

**To the Board of Directors of
Elm Company
(Saudi Joint Stock Company)
Riyadh -Kingdom of Saudi Arabia**

Based on the request made by the Management of Elm Company (the 'Company'), we carried out limited assurance procedures on the Declaration submitted by the Board of Directors to the shareholders of Elm 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. (27 & 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 Articles No. (27 & 71) of the Companies law as endorsed in the Kingdom of Saudi Arabia and issued on 30 June 2022.
- The company's accounting records and books for the financial year ended 31 December 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 information that included in the Declaration Form and for such internal controls determined necessary to the Identification and presentation of the information included in the Declaration in accordance with the Applicable Criteria that are free from material misstatement, whether due to fraud or error. Company's management is responsible for maintaining the supporting documents and financial records and books that support these transactions.

OUR RESPONSIBILITY

Our responsibility is to provide a limited assurance and express conclusion, based on our limited assurance procedures we have performed 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. Set out above

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.

Limited assurance report on the declaration submitted by 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" "Continued"

OUR RESPONSIBILITY "Continued"

Our procedures were designed to obtain a limited level of assurance to provide appropriate basis for our conclusion on the Declaration by the Company, of any member of the Board of Directors with any interest, both directly and indirectly and as such does not provide all the evidence that would be required to give a reasonable level of assurance.

We have complied with the requirements of International Code of Ethics for Professional Accountants (including International Independence Standards), that are endorsed in the Kingdom of Saudi Arabia (the "Code"), and the 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.

The firm applies International Standard on Quality Management (ISQM) 1 that requires a firm to design, implement and operate a system of quality management including 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:

- Obtain the report submitted by the company's Board of Directors to the General Assembly meeting regarding the transactions and contracts in which any of the company's Board members have a direct or indirect personal interest with the company for the year ending December 31, 2025. It specifies the interest of each concerned Board member in those transactions.
- Obtain notification letters from the Board of Directors by some Board members regarding actual or potential conflicts of direct or indirect interests related to transactions and/or contracts involving a Board member.
- Obtain the Board of Directors' resolution indicating that Board members were informed about the transactions and contracts with the company in which some Board members have a direct or indirect personal interest and that the concerned Board members did not vote on the resolution issued in this regard during the Board meeting.
- Obtain a statement of transactions for entities in which Board members have a direct or indirect interest and compare the transaction volume with what was mentioned in the notification letter submitted and approved by the Board of Directors.
- Matching data included in the declaration with the Board of Directors' decisions that authorized the contracts and transactions for the year ending December 31, 2025, in accordance with the delegation granted by the General Assembly of Shareholders to the Board of Directors in this regard at its session held on May 11, 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 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" "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 prepared for the purpose of submission to the management of the Company along with the Declaration by the **Board of Directors** therein to be submitted to the shareholders of **Elm Company** which discloses any interest for any member of the Board of Directors, both directly or indirectly, and may not be useful, 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.,

Gihad Mohamed Al-Amri
Certified Public Accountant
License No.362



Riyadh on, 29 March 2026 (G)
Corresponding to: 10 Shawwal 1447 (H)



Date: 09/09/1447
Corresponding 26/02/2026

Notification from Elm Board of Directors to the General Assembly regarding the Transactions with Related Parties.

Dear Elm Company Shareholders,

Based on the requirements of Article (27) and Article (71) of the Companies Law, which are related to notifying the General Assembly when it convenes of the transactions and contracts in which there is interest for any member of the Board of Directors, whether directly or indirectly.

These transactions were presented to the Board of Directors without the participation of Board members with an indirect interest in voting on such resolutions, as follows:

#	Entity	Type of Transaction	Date	Value of Transactions	Member who has an indirect interest
1	Ministry of Interior	Operation of the Makkah Route Initiative Hajj 1446	21/09/2025	44,991,720	Mr. Rayed bin Abdullah bin Ahmad
2	Tawuniya Insurance Company	Health insurance for the company's employees' vehicles and buildings insurance	During the year 2025	89,036,414.69	Dr. Khaled bin Abdulaziz AlGhoneim
3	Tawuniya Insurance Company	Subscription to Yaqeen Service.	During the year 2025	34,770,546.35	Dr. Khaled bin Abdulaziz AlGhoneim
4	Tawuniya Insurance Company	Subscription to Fursah Service.	During the year 2025	23,919,526.83	Dr. Khaled bin Abdulaziz AlGhoneim
5	Etihad Etisalat (Mobily)	Connectivity Agreement	During the year 2025	26,648,489.42	Dr. Khaled bin Abdulaziz AlGhoneim
6	Saudi Data and Artificial Intelligence Authority (SDAIA)	Support project contract for the provision of electronic services and the establishment of Digital Infrastructure for the initiative to leverage Modern Technologies to increase vegetation cover	16/11/2025	24,894,823.02	H.E Dr. Issam bin Abdullah Al-Waqit
7	Ministry of Interior Saudi Data and Artificial Intelligence Authority (SDAIA)	Data and Information Resources Development Agreement between (Ministry of Interior, Saudi Data and Artificial Intelligence Authority (SDAIA) and Elm Company)	During the year 2025	603,256,372.00	Mr. Rayed bin Abdullah bin Ahmad H.E Dr. Issam bin Abdullah Al-Waqit





Annex to the Electronic Services Agreement (Annex II)

This annex includes the following services:

8	Saudi Data and Artificial Intelligence Authority (SDAIA)	1. Unified National Access Service.	During the year 2025	262,868,990	H.E Dr. Issam bin Abdullah Al-Waqit
		2. Biometric Verification Service. Beneficiary Mobile Ownership Verification Service.			
		3. Beneficiary Mobile Ownership Verification Service.			

We attach with this notification the report of the Company's Auditor regarding this transaction according to the statutory requirements and in accordance with the standards issued by the Saudi Organization for Chartered and Professional Accountants,

Regards,
Elm Board of Directors.

