

# Ordinary General Assembly Meeting Agenda

## Ordinary General Assembly Meeting Agenda

1. Reviewing and discussing the Board of Directors' report for the fiscal year ended 31/12/2025. ([Attachment](#))

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2. Reviewing and discussing the financial statements for the fiscal year ended 31/12/2025. ([Attachment](#))

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3. Voting on the Company's external auditor report for the fiscal year ended 31/12/2025, following discussion. ([Attachment](#))

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4. Voting on the discharge of liability of the Board of Directors' members for the fiscal year ended 31 December 2025.

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5. Voting on the appointment of the Company's external auditor from among the nominated candidates, based on the Audit Committee's recommendation, to examine, review, and audit the financial statements for the second and third quarters and the annual period of fiscal year 2026, as well as the first quarter of fiscal year 2027, and to determine the auditor's fees.

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6. Voting on the disbursement of SAR 1,850,000 as remuneration to the Board of Directors' members for the fiscal year ended 2025.

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7. Voting of the Board resolution to appoint Mr. Sahem bin Hani Yousuf Nasser as a "Non-Executive Director" in the Board starting from 16 April 2026, to complete the current board term (expiring on 9 February 2029) instead of the previous board member (Mr. Hathal bin Saad Al-Utaibi, Non-Executive Director). ([CV attached](#))

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8. Voting on the Corporate Social Responsibility Policy. ([Attached](#))

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9. Voting on the participation of the Chairman of the Board Mr. Naif bin Al-Saleh Al-Hamdan in a business competing with the Company's business. ([Attachment](#))

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10. Voting on the participation of the Board Member Mr. Mohammed bin Musfir Al-Malki in a business competing with the Company's business. ([Attachment](#))

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11. Voting on the participation of the Board Member Mr. Moath bin Naeem Al-Naeem in a business competing with the Company's business. ([Attachment](#))

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12. Voting on the transactions and contracts concluded between the Company and Al-Sumoud Second Real Estate Development and Investment Company during fiscal year 2025, in which Board Member Mr. Moath bin Naeem Al-Naeem has a direct interest, This pertains to a contract for the sale of a jointly-owned land to the Al-Akaria Company, alongside Al-Riyadh Holding Company and Al-Riyadh Development Company, located in Riyadh, without any preferential terms. Al-Akaria Company's share of the sale price amounted to SAR 1,724,357.50. ([Attached](#))

Attachment for Item No. 1

# Board of Directors' report

## Annual Board of Directors' report 2025



[View the Report](#)

Attachment for Item No. 2

# Annual Financial Statements

## Financial statements for the fiscal year ended 31/12/2025



[View the Report](#)

Attachment for Item No. 3

## Independent Auditor Report

# Audit Committee Report for the financial year ended on 31 December 2025

## INDEPENDENT AUDITORS' REPORT

**TO THE SHAREHOLDERS  
SAUDI REAL ESTATE COMPANY  
(A SAUDI JOINT STOCK COMPANY)  
RIYADH – KINGDOM OF SAUDI ARABIA**

### Opinion

We have audited the consolidated financial statements of **Saudi Real Estate Company** (A Saudi Joint Stock Company) (the "Company") and its subsidiaries (the "Group"), which comprise of the consolidated statement of financial position as at December 31, 2025, and the consolidated statement of income, consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to these consolidated financial statements, including a summary of significant 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 Company as at December 31, 2025, and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards ("IFRSs") endorsed in the Kingdom of Saudi Arabia and other standards and pronouncements issued by Saudi Organization for Chartered and Professional Accountants ("SOCPA").

### Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) 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 Code of Conduct and Ethics adopted in the Kingdom of Saudi Arabia. Also fulfilled the requirements of the conduct of other ethics in accordance with those rules. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Emphasis of Matters

1. We draw attention to note (9) to the consolidated financial statements which state that certain land parcels owned by the Company are currently not available for use or development due to various reasons, of which certain reasons relate to the areas where these lands are located and other related to the fact that they are under study by specialized committees to resolve these matters. The management is currently communicating with the related government agencies to address these reasons to allow the use of these lands. The impact of this matter on the recoverable amount of these lands is still uncertain and depends on the final results of the study by the assigned committees. The carrying amount of these lands amounted to SR 437.7 million as at 31 December 2025 (2024: SR 437.7 million).

2. We draw attention to note (9) to the consolidated financial statements, management was informed by the relevant government agencies that one of the subsidiaries' land which was designated for the Al Widyhan project is located within an area that is currently under study with the aim of developing it by the government agencies, which may result into a material change to the original project's plan and the land's recoverable value. The impact of this matter is uncertain and depends on the completion of the study by the government agencies and future developments in the area. The carrying amount of the land and capital work-in-progress amounted to SR 2.9 billion as at December 31, 2025 (2024: SR 2.9 billion).

**INDEPENDENT AUDITORS' REPORT (CONTINUED)**

**TO THE SHAREHOLDERS**  
**SAUDI REAL ESTATE COMPANY**  
**(A SAUDI JOINT STOCK COMPANY)**  
**RIYADH – KINGDOM OF SAUDI ARABIA**

**Key Audit Matter**

The key audit matter is that matter that, in our professional judgment, was of most significance in our audit of the consolidated financial statements of the current year. This matter was 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 express a separate opinion on these. The following describes the key audit matter and how it should be addressed:

Key audit matter	How the matter was addressed in our audit
<p><b>Investment Properties</b></p> <p>The Group has investment properties of lands and buildings amounted to SR 5.7 billion which represents 59% of the Group's total assets. Investment properties are stated at cost in the statement of financial position less accumulated depreciation and impairment, if any.</p> <p>For the purposes of assessing impairment and disclosing the fair value in the consolidated financial statements, investment properties are valued by an external, independent, accredited valuer ("Valuer").</p> <p>This matter was considered as a key audit matter as the assessment of impairment of investment properties requires a significant judgment by the management. Also, include key estimates may that the impairment of investment properties is material in the consolidated financial statements.</p> <p>Please refer to (Note 9) to the consolidated financial statements regarding the accounting policy related to investment properties and (Note 4) regarding related disclosures.</p>	<p>We performed the following procedures:</p> <ul style="list-style-type: none"> <li>- Evaluate the objectivity of valuer and its independence and experience and qualification who has been appointed by the management.</li> <li>- Comparing the fair value of investment properties based on the real estate valuer's report with the book balance of investment properties as at December 31, 2025.</li> <li>- Ensuring that the appropriateness of evaluation method and methodology approved by the valuer.</li> <li>- Review on a sample basis, to evaluate the investment properties executed by the valuer to ensure the reasonableness of the key assumptions that were used to determine the fair values of the investment properties.</li> <li>- Obtaining title deeds for investment properties and discussing their legal status with management and the internal legal department.</li> <li>- Ensuring that the consolidated financial statements include sufficient and appropriate disclosures of accounting policies and disclosure related to investment properties.</li> </ul>

**INDEPENDENT AUDITORS' REPORT (CONTINUED)**

**TO THE SHAREHOLDERS  
SAUDI REAL ESTATE COMPANY  
(A SAUDI JOINT STOCK COMPANY)  
RIYADH – KINGDOM OF SAUDI ARABIA**

**Other information**

The other information comprises the information included in the Group's 2025 Annual Report, other than the consolidated financial statements and our auditor's report thereon. Management is responsible for the other information contained in its annual report.

Our opinion on the consolidated financial statements does not cover the other information and we do 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 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. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

**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 International Financial Reporting Standards that are endorsed in the Kingdom of Saudi Arabia and other standards and pronouncements issued by SOCPA and Regulations for Companies and the Company's Bylaws 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, i.e. 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 ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the 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 judgment and maintain professional skepticism 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.

**INDEPENDENT AUDITORS' REPORT (CONTINUED)**

**TO THE SHAREHOLDERS  
SAUDI REAL ESTATE COMPANY  
(A SAUDI JOINT STOCK COMPANY)  
RIYADH – KINGDOM OF SAUDI ARABIA**

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

- 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, 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.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision, and performance of the group audit. We remain solely responsible for our audit opinion, including any significant deficiencies in internal control that we identify during our audit.

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.

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

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 year 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.

Riyadh: 30 marches, 2026  
Shawwal 11, 1447H



FOR EL SAYED EL AYOUTY & CO.



Abdullah A. Balamesh  
Certified Public Accountant  
License No. (345)

# Audit Committee Report for the Financial year 2025

## **Audit Committee Report for the Financial Year 2025**

### **Audit Committee Report for the Financial Year Ending: 31-12-2025**

**To: The Esteemed Shareholders of the Company, Through the Board of Directors**

#### **Scope of the Report:**

This report has been prepared to present the Audit Committee's performance of its supervisory competencies and duties during the referenced financial year, within the limits of the Committee's responsibilities and in accordance with the Corporate Governance Regulations and the approved Committee Charter, based on the information, reports, data, and discussions presented to the Committee with executive management, the external auditor, and the internal auditor.

This report does not constitute a substitute for the principal responsibility of executive management over the financial statements, internal control systems, and risk management, nor for the responsibility of the external auditor to express an opinion on the financial statements in accordance with auditing standards.

#### **Composition of the Audit Committee:**

The Audit Committee was formed by a resolution of the Board of Directors, comprising four members, none of whom are executive members of the Board. The Committee includes specialist members with expertise in financial and accounting affairs, with the independence requirements being met and the independence-disqualifying conditions not applicable to the required proportion.

The Committee also has a charter approved by the General Assembly upon the recommendation of the Board of Directors, which sets out the Committee's working controls and procedures, its duties, member selection rules, nomination mechanism, term of membership, remuneration, and the mechanism for temporary appointment in the event of a vacancy. The Committee has conducted its work in accordance with this charter.

The Company's procedures — through its disclosures — have ensured the confirmation that regulatory restrictions are not applicable to Committee members (including: that a member has not, during the preceding two years, worked in the executive or financial management of the Company or for the Company's external auditor). The restriction on a member not exceeding five audit committee memberships in more than five listed companies has also been observed.

#### **The Committee's Competencies, Powers, and Responsibilities:**

##### **Financial Reporting:**

The Committee reviewed the quarterly and annual preliminary financial statements prior to their presentation to the Board of Directors, and discussed them with executive management and the external auditor, taking into account the integrity, fairness, and transparency of the presentation of the financial statements, significant or unusual matters, and any issues raised by the Chief Financial Officer, the Compliance Department, or the external auditor.

##### **Internal Audit:**

The Committee studied and reviewed the internal control, financial, and risk management systems, reviewed periodic internal audit reports, monitored the implementation of corrective actions for observations, and oversaw the performance and activities of the Internal Audit function to verify the availability and effectiveness of the necessary resources. The Committee submits its recommendations to the Board regarding the appointment, dismissal, evaluation, and remuneration of the internal auditor, as appropriate, during the year.

##### **External Auditor:**

The Committee recommended to the Board of Directors the nomination of the external auditor and the determination of his fees, after considering his independence and reviewing the scope of his work and the terms of engagement. It also considered the objectivity and effectiveness of the audit work, reviewed the audit plan, confirmed that the auditor had not provided work outside the scope of the audit, and discussed his report and observations on the financial statements, and followed up on the actions taken in response.

#### **Compliance Assurance:**

With respect to related-party transactions, the Committee reviewed the proposed contracts and transactions and submitted its views to the Board in accordance with the information presented to it.

#### **Conflict Between the Audit Committee's Recommendations and the Board of Directors' Resolutions:**

No conflict arose during the year between the recommendations of the Audit Committee and the resolutions of the Board of Directors.

#### **Audit Committee Meetings:**

The Committee held five meetings during the financial year. The minutes, voting results, and reservations — if any — were documented in accordance with the approved procedures by the Committee's secretariat.

The meetings included sessions with the Company's external auditor, the internal auditor, and executive management as requested by the Committee and at its discretion.

#### **Whistleblowing Arrangements:**

The Company has an approved policy for reporting irregular practices that allows for confidential submissions. Based on the information and reports available, the Audit Committee has identified no material violations or observations with a financial impact warranting disclosure in this report.

#### **Powers of the Audit Committee:**

The Committee exercised its powers during the year, including the right to access the Company's records and documents, and to request clarifications and data from Board members and executive management when necessary, which enabled the Committee to perform its duties within the scope of its competencies.

No circumstance arose during the year warranting the Committee's exercise of its power to request the convening of the General Assembly.

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

The results of the internal control system assessment revealed certain observations and improvement opportunities in a number of areas, necessitating the strengthening of certain controls and the enhancement of the effectiveness of their application. These observations have been addressed through approved corrective action plans, and the Committee periodically monitors implementation progress.

In application of the principle of transparency, reference is made to the operational observations and improvement opportunities in certain aspects of the internal control system, which may be summarized under the following headings:

- **Technology Systems and Cybersecurity:** The need to complete the alignment of certain controls with updated regulatory standards, and to strengthen automated integration between financial and operational systems to reduce manual intervention.
- **Project Governance:** The need to enhance the efficiency of planning and time-monitoring mechanisms for capital and development projects to ensure adherence to target timelines.

- **Regulatory Updating:** Completing the updating of policies, procedures, and the authority matrix to keep pace with changes in the structure and operations of the Company and its subsidiaries.
- **Emphasis of Matter Items in Financial Statements:** In addition to addressing the emphasis of matter items repeatedly referenced by the external auditor in the financial statement disclosures.

The Committee further affirms that no internal control system, however rigorously designed, can provide absolute assurances; rather, it provides reasonable assurance regarding the achievement of objectives and the management of risks and internal and financial control systems.


This report is submitted to the Board of Directors for the deposit of sufficient copies thereof at the Company's head office, and for its publication on the Company's website and the Exchange's website upon publication of the notice convening the General Assembly. A summary of the report shall also be read out during the General Assembly meeting.

Audit Committee Member	Audit Committee Member
Mohammed Omar Aloyaidi	Abdulrahman Abdulaziz Balghonaim
Audit Committee Member	Chairman of the Audit Committee
Saud Abdullatef Al Sheikh	Mohammed Farhan Nader

Attachment for Item No. 7

**Voting of the Board resolution to appoint Mr. Sahem bin Hani Yousuf Nasser as a “Non-Executive Director” in the Board starting from 16 April 2026, to complete the current board term (expiring on 9 February 2029) instead of the previous board member (Mr. Hathal bin Saad Al-Utaibi, Non-Executive Director).**

## Mr. Sahem Hani Yousef Nasser CV



هيئة السوق المالية  
Capital Market Authority

**Form No. (1) Resume**

a) Personal information of the Nominated Member						
<b>Full Name</b>		Sahem Hani Yousef Nasser				
<b>Nationality</b>		Belize	<b>Date of Birth</b>		07/03/1985	
b) Academic Qualifications of the Nominated Member						
#	Qualification	Specialization	Date of obtaining the qualifications		The issuer of the qualification	
1	Bachelor	Management	2006		Concordia University (Canada)	
c) Experiences of the Nominated Member						
Period		Experience				
2025 – Present		Senior Director, Acting Head of Local Real Estate Investment Strategy Department – Public Investment Fund (PIF)				
2019 – Present		Senior Director, Head of Local Real Estate Asset Management Section – Public Investment Fund (PIF)				
2015 – 2019		Director, Real Estate Investments – Meraas				
2009 – 2015		Senior Manager, Real Estate Deals – PwC				
2007 – 2009		Senior Financial Analyst, Real Estate Transactions – EY				
d) Current membership in the board of directors of other joint-stock companies (listed on non-listed) or any other company, regardless of its legal form or the committees deriving from it:						
#	Company name	Main activity	Membership type (executive, non-executive, independent)	Method of Appointment (Nominee as a Shareholder, appointed by a Shareholder with Appointment Rights under the Company's By-laws, Nominated by a Shareholder)	Committees' Membership	Legal form of the company
1	King Salman International Airport Development Company	Real Estate Development	Non-Executive (Only Committee Membership)	Nominated by a Shareholder	Executive Committee Member	Closed Joint Stock Company
2	Al Waha Duty Free Company	Retail	Non-Executive	Nominated by a Shareholder	None	Closed Joint Stock Company
3	Soudah Development Company	Real Estate Development	Non-Executive (Only Committee Membership)	Nominated by a Shareholder	Investment Committee Member	Closed Joint Stock Company
4	New Murabba Development Company	Real Estate Development	Non-Executive (Only Committee Membership)	Nominated by a Shareholder	Technology Investment Committee Member	Closed Joint Stock Company

Restricted External

Attachment for Item No. 8

# Voting on the Corporate Social Responsibility Policy

**Saudi Real Estate Company (AL AKARIA)**

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**Saudi Real Estate Company (AL AKARIA)**

**(Saudi Joint Stock Company)**

**Corporate Social Responsibility (CSR) Policy**

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## Saudi Real Estate Company (AL AKARIA)

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### Definitions

Subject to the definitions set forth in the Companies Law, the Capital Market Law, and their respective regulations, the following words and expressions shall have the meanings assigned to them below, unless the context otherwise requires.

<b>Term</b>	<b>Definition</b>
<b>Company</b>	Saudi Real Estate Company (AL AKARIA)
<b>General Assembly</b>	The Ordinary and Extraordinary General Assembly of the Company, convened with the attendance of the Company's shareholders in accordance with the provisions of the Companies Law, its Implementing Regulations, and the Company's Articles of Association.
<b>Board of Directors / Board</b>	The Board of Directors of the Saudi Real Estate Company.
<b>Articles of Association</b>	The Articles of Association of the Saudi Real Estate Company.
<b>Policy</b>	Corporate Social Responsibility Policy.
<b>Companies Law</b>	The Saudi Companies Law and the related regulations and resolutions.
<b>Authority</b>	Capital Market Authority.
<b>Capital Market Law</b>	The Saudi Capital Market Law and the related regulations and resolutions.
<b>Corporate Governance Regulations</b>	The Corporate Governance Regulations issued by the Board of the Capital Market Authority.
<b>Executive Management</b>	Persons responsible for managing the Company's daily operations, proposing and implementing strategic decisions, such as the Chief Executive Officer, his deputies, and the Chief Financial Officer.
<b>Chief Executive Officer</b>	The person appointed by the Company's Board of Directors to implement the Board's decisions, manage the Company's daily operations, and lead its employees under the supervision and oversight of the Board.

## **1. Introduction**

### **1.1. Preamble**

Saudi Real Estate Company is committed to aligning its values and business strategy with societal and economic needs and strives to continuously incorporate social responsibility initiatives into its various activities.

### **1.2. Purpose of the Policy**

1.2.1. This policy has been developed to guide the Company in managing its social responsibility while continuing to provide the necessary support to the community to achieve the desired long-term social benefits and to ensure the Company's ongoing operations in a manner that minimizes harmful impacts on society and the environment.

1.2.2. This policy has been developed in accordance with the Company's Articles of Association, the regulatory requirements of the Corporate Governance Regulations issued by the Capital Market Authority, the Companies Law, and other relevant regulatory requirements and laws in the Kingdom of Saudi Arabia. This policy is considered an integral part of the Company's overall governance framework. In the event of any future conflict between the provisions of this policy and the relevant regulatory requirements, the regulatory requirements shall prevail over the provisions of this policy until it is amended accordingly.

### **1.3. Responsibility for Maintaining the Policy**

1.3.1. The Governance Department shall be responsible for maintaining the approved copies of this Policy. The Policy may be shared, disclosed, or published electronically in accordance with the appropriate dissemination mechanism.

1.3.2. This Policy shall be maintained in two formats: an editable version and a non-editable version, provided that only the non-editable version may be distributed.

### **1.4. Review and Update of the Policy**

1.4.1. The Policy shall be reviewed by the Marketing and Corporate Communication Department every three years or whenever necessary, particularly in the event of changes to relevant laws and regulations, organizational structure, or Company activities. The Board of Directors shall be responsible for reviewing any necessary amendments to the Policy before presenting it to the General Assembly for approval, in order to ensure the following:

1.4.1.1. That the Policy covers all aspects related to social responsibility within the Company.

## **Saudi Real Estate Company (AL AKARIA)**

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1.4.1.2. That the Policy is consistent with relevant governance practices.

1.4.1.3. That compliance with laws and regulatory requirements is ensured.

1.4.1.4. Incorporation of any other necessary amendments.

### **2. Definition of Social Responsibility**

2.1. Social responsibility refers to the Company's continuous commitment to act ethically in accordance with applicable laws and public norms, and to contribute to sustainable development for society in general and for its employees in particular, through activities and responsibilities undertaken by the Company that may impact the society or the environment in which it operates. All actions and activities undertaken by the Company must align with the interests of society and sustainable development. Sustainable development is defined as development that meets the needs of the present without compromising the ability of future generations to meet their own needs.

### **3. Design of the General Framework for Social Responsibility**

3.1. Ethical conduct, applicable laws, and regulations must be reflected within the Company's ongoing activities. The following shall be taken into consideration when designing the Company's general framework for social responsibility:

3.1.1. Aligning social responsibility objectives with the Company's vision, mission, and strategic goals.

3.1.2. Defining the Company's approach to social responsibility and identifying the areas on which the Company aims to focus through its related programs.

3.1.3. Striving to foster a culture of comprehensive responsibility within the Company to achieve the intended objectives.

3.1.4. Endeavoring to implement social responsibility initiatives that provide sustainable, rather than temporary, benefits to society.

3.1.5. Ensuring that employees are continuously aware of the Company's objectives and initiatives in the field of social responsibility.

3.1.6. Executing the Company's core activities in a responsible manner by prioritizing the interests of the community.

### **4. Duties and Responsibilities**

#### **4.1. Board of Directors**

## **Saudi Real Estate Company (AL AKARIA)**

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4.1.1. Ensuring the alignment between the Company's objectives and societal goals through the Company's social responsibility initiatives.

4.1.2. Establishing performance indicators linking the Company's performance to its social initiatives, and benchmarking against other companies operating in similar fields.

4.1.3. Allocating a budget for social responsibility initiatives to be included within the Company's annual budget approved by the Board.

4.1.4. Ensuring disclosure of the Company's social responsibility initiatives within its periodic reports.

4.1.5. Disclosing the Company's social responsibility objectives to employees and ensuring their awareness and understanding thereof.

### **4.2. Chief Executive Officer (CEO)**

4.2.1. Ensuring the effectiveness of the Marketing and Corporate Communication Department in managing the Company's social responsibility activities in coordination with the relevant business sectors and departments, based on periodic reports received regarding such activities.

### **4.3. Marketing and Corporate Communication Department**

4.3.1. Collaborating with the Governance Department to design the Company's overall framework for social responsibility.

4.3.2. Managing the Company's social responsibility activities.

4.3.3. Highlighting the Company's role in the field of social responsibility.

4.3.4. Ensuring disclosure of the Company's social responsibility objectives to employees and raising their awareness thereof.

4.3.5. Ensuring disclosure of social responsibility plans within the Company's relevant periodic reports (such as the Annual Report).

### **4.4. Governance Department**

## **Saudi Real Estate Company (AL AKARIA)**

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4.4.1. Collaborating with the Marketing and Corporate Communication Department to design the Company's overall framework for social responsibility.

4.4.2. Implementing social responsibility activities related to environmental, social, and governance (ESG) practices.

### **4.5. Human Resources Department**

4.5.1. Contributing to social responsibility initiatives related to employees.

4.5.2. Assisting in organizing awareness sessions for employees regarding social responsibility initiatives within its areas of responsibility.

### **4.6. Employees**

4.6.1. Coordinating with the Marketing and Corporate Communication Department if they wish to volunteer in the Company's social responsibility initiatives and ensuring their awareness of the Company's social responsibility direction, plans, and programs.

## **5. Pillars of an Effective Corporate Social Responsibility Framework**

### **5.1. Responsibilities towards Society**

The Company is committed to positively contributing to the society in which it operates, through:

5.1.1. Establishing partnerships with government, private, and non-profit sectors to enhance the Company's contribution to sustainability and social responsibility objectives and benefit society.

5.1.2. Focusing on strengthening the Saudi national workforce by recruiting local employees, continuously developing their skills, and providing necessary opportunities for growth to enhance their competence and competitiveness.

5.1.3. Supporting the protection of human rights, including respect for diverse cultures and values, and promoting a non-discriminatory work environment.

5.1.4. Effectively considering public interests and economic development.

5.1.5. Serving society in an ethical and lawful manner.

5.1.6. Providing a working environment aligned with recognized occupational health and safety standards.

## **Saudi Real Estate Company (AL AKARIA)**

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5.1.7. Encouraging and promoting positive ethical behaviors (e.g., towards the environment, society, customers, employees, and investors).

5.1.8. Considering the social impact of services/products, including their withdrawal and ensuring prompt responses.

5.1.9. Respecting and complying with applicable laws and regulations.

5.1.10. Designing the Company's activities to align with the economic and cultural conditions of society.

5.1.11. Avoiding any form of corruption, including extortion and bribery.

### **5.2. Responsibilities towards Different Segments of Society**

The Company's contribution to various societal groups includes:

5.2.1. Considering cultural and social differences among community groups.

5.2.2. Respecting individuals with diverse backgrounds, values, traditions, and cultures.

5.2.3. Directing specialized initiatives to support and assist people with disabilities across various fields.

5.2.4. Working to improve the living conditions of the workforce, their families, the local community, and society at large.

5.2.5. Supporting small enterprises, productive families, and professional projects, participating in entrepreneurship programs, and creating new opportunities to serve community groups.

5.2.6. Providing training programs aimed at developing the skills of targeted segments within society.

### **5.3. Stakeholder Engagement**

The Company has multiple stakeholders such as customers, suppliers, employees, shareholders, among others. The relevant departments must ensure continuous engagement and communication with stakeholders to ensure a full understanding and contribution towards social responsibility. This can be achieved through:

5.3.1. Identifying stakeholders' concerns and directions.

## **Saudi Real Estate Company (AL AKARIA)**

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5.3.2. Actively engaging stakeholders in various activities while considering their needs and the outcomes of their involvement.

5.3.3. Dealing transparently with stakeholders regarding the Company's different social responsibility activities and informing them of progress.

5.3.4. Ensuring that an effective mechanism is in place to receive and address stakeholders' concerns, inquiries, ideas, and initiatives promptly.

5.3.5. Maintaining regular interaction with stakeholders to establish long-term relationships that contribute to achieving the Company's objectives.

The Stakeholder Protection Policy provides further details regarding stakeholder engagement.

### **5.4. Employee Development**

Developing employees, creating a healthy work environment, and ensuring mutual communication between the Company and its employees have a significant impact on enhancing the Company's role in social responsibility. The executive management is responsible for ensuring that the concerned department has established policies and procedures to protect employees' right to development through the following, without limitation:

5.4.1. Establishing a positive work culture and environment, ensuring fair treatment of all employees without discrimination.

5.4.2. Providing a safe and stable work environment for all employees, respecting human rights and labor rights.

5.4.3. Organizing orientation workshops to facilitate the transfer of professional experience and work-related information from managers and leaders to the rest of the employees.

5.4.4. Organizing initiatives and programs aimed at training employees and developing their professional skills, as well as succession plans to ensure the continued availability of qualified personnel in key positions.

5.4.5. Promoting the Company's culture and professional standards across all its branches and informing subsidiaries about Al Akaria's direction regarding social responsibility.

5.4.6. Fostering and encouraging a culture of social responsibility and sustainability within the workplace and among employees.

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## **Corporate Social Responsibility (CSR) Policy**

5.4.7. Promoting the principles of solidarity within the workplace.

5.4.8. The Human Resources Policy and the Code of Professional Conduct and Ethical Values provide further details.

## **6. Corporate Social Responsibility Programs**

6.1. The Marketing and Corporate Communication Department shall be responsible for preparing an annual program that includes the Corporate Social Responsibility (CSR) initiatives the Company intends to implement during the year. The Department shall also be responsible for ensuring the execution of the approved annual program in coordination with the relevant sectors/departments. The program may include, but is not limited to, the following:

- 6.1.1. Sponsorships/Support
- 6.1.2. Donations
- 6.1.3. Charitable Events
- 6.1.4. Educational Programs
- 6.1.5. Volunteering Programs
- 6.1.6. Employee and Community Awareness Programs and Campaigns

6.2. The Marketing and Corporate Communication Department must continuously seek to identify the most efficient and effective ways to improve and contribute positively to the community in which the Company operates. This commitment should be reflected through the CSR programs adopted and implemented by the Company.

6.3. The annual CSR program shall be approved by the Chief Executive Officer (CEO), while the associated budget shall be approved as part of the Company's annual budget ratified by the Board of Directors.

6.4. The CEO shall oversee the implementation of the CSR program and ensure it is executed in a manner that achieves the Company's objectives.

6.5. No financial amounts relating to CSR activities shall be deposited into the accounts of the Chairman, Board members, committee members, executive management, any officer, employee, or supplier under any circumstances.

## **7. Raising Awareness of Corporate Social Responsibility**

7.1. The Marketing and Corporate Communication Department, in coordination with the relevant departments, shall ensure that all employees are aware of and understand the importance of CSR programs. The Department must also ensure, through awareness programs and other communication means, that Company employees have a comprehensive understanding of the Company's CSR objectives and initiatives on

an ongoing basis, thereby contributing to enhancing the Company's performance level.

7.2. Additionally, the Department shall ensure that CSR programs include awareness initiatives targeting various members of the community to introduce and promote the Company's CSR role. These efforts aim to highlight the social causes that the Company supports and contributes to, ultimately improving living, social, and economic conditions.

### **8. Disclosure of Corporate Social Responsibility**

The Marketing and Corporate Communication Department shall ensure disclosure of the following, in accordance with the Department's approved procedures:

- 8.1. The CSR objectives adopted by the Company, communicated to employees to raise their awareness and understanding.
- 8.2. CSR achievement plans included in the periodic reports concerning the Company's activities (such as the Company's annual report).

Attachment for Item No. 9

**Voting on the participation of the Chairman of the Board Mr. Naif bin Al-Saleh Al-Hamdan in a business competing with the Company's business.**

## Voting on the participation of the Chairman of the Board Mr. Naif bin Al-Saleh Al-Hamdan in a business competing with the Company's business.

Company Name	Company Description	Member's Roles	Ask
<b>Ardara Real Estate Development</b>	A company specializing in modern real estate project development, focused on delivering integrated communities and innovative urban solutions that meet market needs and enhance quality of life.	Board Member · Executive Committee Member	Authorization for a Board Member's Participation in a Competing Business
<b>Emaar Economic City</b>	A leading company in developing integrated economic cities and promoting investment and infrastructure.	Board Member · Executive Committee Member · Nominations & Remuneration Committee Member	
<b>Rua Al-Madinah Holding</b>	A holding company dedicated to developing major projects in Madinah and supporting the tourism sector.	Chairman of the Board	
<b>Rua Al-Haram Al-Makki</b>	A company specializing in residential and commercial development in areas surrounding the Grand Mosque, to enhance the experience of visitors and Umrah pilgrims.	Board Member · Executive Committee Member · Nominations & Remuneration Committee Chairman	
<b>Al-Balad Development Co</b>	A company engaged in revitalizing and developing historic and heritage districts and transforming them into vibrant urban destinations.	Board Member · Executive Committee Member	
<b>AlUla Development Co</b>	AlUla Development oversees the development and operation of a global portfolio of hotel, residential, retail, and commercial assets.	Board Member · Executive Committee Chairman	
<b>Red Sea Global</b>	A company leading the development of luxury, sustainable tourism destinations along the Red Sea coast.	Governance, Risk and Compliance Committee Member · Land Committee Member · Nominations & Remuneration Committee Member	
<b>Jeddah Central Development Co</b>	A company responsible for developing the Downtown Jeddah project into a modern, mixed-use urban center.	Board Member · Nominations & Remuneration Committee Chairman	
<b>Destinations Development Co</b>	A company focused on developing innovative tourism and entertainment destinations to enhance quality of life.	Non-Executive Board Member · Nominations & Remuneration Committee Chairman	

Attachment for Item No. 10

**Voting on the participation of the Board Member Mr. Mohammed bin Musfir Al-Malki in a business competing with the Company's business.**

## Voting on the participation of the Board Member Mr. Mohammed bin Musfir Al-Malki in a business competing with the Company's business

Company Name	Company Description	Member's Roles	Ask
<b>Thakher Development</b>	A real estate development company formed through a strategic partnership between Masek Group and real estate investors, focused on delivering innovative investment solutions and developing leading hospitality projects that contribute to advancing the real estate market in the Kingdom.	Board Member	Authorization for a Board Member's Participation in a Competing Business
<b>Mdr Investment</b>	An investment company dedicated to growing and managing investments across various sectors to achieve sustainable returns.	Chairman of the Board of Managers	
<b>Mdr Development</b>	A company operating in real estate investment & development, specializing in the development and execution of infrastructure and superstructure projects.	Chief Executive Officer	

Attachment for Item No. 11

## **Voting on the participation of the Board Member Mr. Moath bin Naeem Al-Naeem in a business competing with the Company's business**

## Voting on the participation of the Board Member Mr. Moath bin Naeem Al-Naeem in a business competing with the Company's business.

Company Name	Company Description	Member's Roles	Ask
<b>Sumood Al-Thaniyah Real Estate Investment &amp; Development</b>	Sumood is a leading Saudi real estate development company aligned with Saudi Vision 2030. The company combines ambitious vision with strong commitment to achieving Vision goals and delivering innovative, distinguished real estate solutions. Sumood considers itself an integral part of society's ongoing development, with the overarching goal of building active, progressive communities that reflect the spirit of the age and meet residents' needs in the best possible manner.	Shareholder (35% ownership stake)	Authorization for a Board Member's Participation in a Competing Business

### Attachment for Item No. 12

**Voting on the transactions and contracts concluded between the Company and Al-Sumoud Second Real Estate Development and Investment Company during fiscal year 2025, in which Board Member Mr. Moath bin Naeem Al-Naeem has a direct interest, This pertains to a contract for the sale of a jointly-owned land to the Al-Akaria Company, alongside Al-Riyadh Holding Company and Al-Riyadh Development Company, located in Riyadh, without any preferential terms. Al-Akaria Company's share of the sale price amounted to SAR 1,724,357.50**

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## إبلاغ مجلس الإدارة للجمعية العامة بالتعاملات والعقود

To the respected shareholders of the Saudi Real Estate Company,

إلى السادة المساهمين في الشركة العقارية السعودية  
السلام عليكم ورحمة الله وبركاته

We would like to inform you of the transactions and contracts in which members of the Board of Directors had a direct or indirect interest during the fiscal year ending December 31, 2025, and in which the company seeks approval from the General Assembly, as follows:

نود إبلاغكم بالتعاملات والعقود والتي كان لأعضاء مجلس الإدارة مصلحة مباشرة أو غير مباشرة خلال السنة المالية المنتهية في 31 ديسمبر 2025 م والتي تسعى الشركة فيها للحصول على ترخيص من الجمعية العامة وهي على النحو التالي:

قيمة التعامل المالي المباشر 2025 م Direct financial transaction value 2025	طبيعة التعامل Nature of the transaction	طبيعة العلاقة Nature of the relationship	الطرف ذي علاقة Related party	عضو مجلس الإدارة Board member
1,724,357.50	عبارة عن عقد لبيع أرض مشاعه للشركة العقارية الى جانب شركة الرياض القابضة وشركة الرياض للتعمير في مدينة الرياض بدون شروط تفضيلية حيث بلغ نصيب الشركة العقارية من ثمن البيع مبلغ (1,724,357.50) ريال سعودي.  This pertains to a contract for the sale of a jointly-owned land to the Al-Akaria Company, alongside Al-Riyadh Holding Company and Al-Riyadh Development Company, located in Riyadh, without any preferential terms. Al-Akaria Company's share of the sale price amounted to SAR 1,724,357.50.	يملك العضو حصة 35% من شركة الصمود الثانية للتطوير والاستثمار العقاري  The member owns a 35% stake in Sumoud Al-Thaniya Real Estate Development and Investment Company	شركة الصمود الثانية للتطوير والاستثمار العقاري  Sumoud Al-Thaniya Real Estate Development and Investment Company	عضو مجلس الإدارة الأستاذ/ معاذ بن نعيم النعيم  Mr. Moath Naeem Al-Naeem

Regards,,,

والله الموفق،،،

نايف بن صالح الحمدان

رئيس مجلس الإدارة

## THE INDEPENDENT AUDITOR'S REPORT ON LIMITED ASSURANCE

To The Shareholders of  
Saudi Real Estate Company  
(Saudi Joint Stock Company)  
Riyadh, Kingdom of Saudi Arabia

### Limited assurance report on the declaration provided by the Board of Directors to the Company's shareholders

We have undertaken a limited assurance engagement in respect of anything has come to our attention that causes us to believe that what has been detailed in the subject matter paragraph below (the "Subject matter") has not been reported and fairly presented, in all material respects, in accordance with the applicable criteria ("Criteria") mentioned below.

### Subject Matter

The subject matter relevant for the limited assurance engagement is relates to the declaration submitted by the Board of Directors of the Saudi Real Estate Company, Saudi Joint Stock Company ("the Company") to the General Assembly of Shareholders regarding the business and contracts in which a member of the Company's Board of Directors has a direct or indirect interest during the year ending December 31, 2025 ("the declaration") - Appendix 1, which was prepared in accordance with the applicable controls mentioned below in order to comply with the requirements of Article (71) of the Companies Law.

### Applicable Criteria

The applicable Criteria is the requirement of Article 71 of the Companies' Act Issued by the Royal Decree No. M/132 dated 01/12/1443 H corresponding to 30/06/2022, regarding the Disclosure of Interest in Transactions and Contracts, which states: "Taking into account the provisions of Article (27) of the Law, regarding the disclosure of interest in business and contracts, "taking into account the provisions of Article (27) of the Law," which stipulates that a board member shall immediately disclose to the board of directors any direct or indirect interest that may have in the company transactions and contracts. Such disclosure shall be recorded in the minutes of the board meeting. The said member may not vote on a resolution by the board of directors and the general assemblies relating to such transactions and contracts. The board shall notify the general assembly, when it convenes, of the transactions and contracts in which such member has direct or indirect interest; the notice shall be accompanied with a special report prepared by the company auditor in accordance with auditing standards approved in the Kingdom.

### Restriction of Use of Our report

This limited assurance engagement relates only to the declaration submitted by the Company's Board of Directors for the year ended December 31, 2025. It should not be considered to provide assurance or conclusions about any contracts or transactions not included in the Board of Directors' declaration, nor about contracts or transactions that have been or will be completed during periods other than the stated declaration period.

This report, including our conclusion, has been prepared solely upon the request of the management of the Company, to assist the Company 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, Capital Market Authority and the shareholders of the Company. To the fullest extent permitted by law, we do not accept or assume responsibility to any third party.

## THE INDEPENDENT AUDITOR'S REPORT ON LIMITED ASSURANCE

To The Shareholders of  
Saudi Real Estate Company  
(Saudi Joint Stock Company)  
Riyadh, Kingdom of Saudi Arabia

Limited assurance report on the declaration provided by the Board of Directors to the Company's shareholders...(Continued)

### Management's Responsibility

The management of the Company 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.

### 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 (3000), '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 Board of Directors' declaration for the year ending December 31, 2025 has not been prepared, in all material aspects, in accordance with the requirements of Article (71) of the Companies Law.

Our procedures are designed to obtain a limited level of assurance sufficient to provide a basis for our conclusion. When determining the nature and extent of the procedures performed, we consider the process used to prepare the declaring information. We also exercise our professional judgment when planning and performing the limited engagement, including identifying the risks of material misstatement of the declaring information, whether due to fraud or error, and the appropriateness of the information and evidence we have obtained.

### Professional Ethics and Quality Management

The firm applies International Standard on Quality Management (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.

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, that is relevant to our limited assurance engagement.

### Summary Of Work Performed

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

- Obtained the accompanying Declaration that includes the list of all contracts and transactions entered into by any of the board members of the Company, either directly or indirectly, with the Company during the year ended December 31, 2025, in accordance with the requirements of Article (71) of the Companies Law (Appendix No. 1).
- Comparison of the financial information contained in Appendix No. 1 and the Company's accounting records for the period from January 01, 2025 to December 31, 2025.

The procedures performed in a limited assurance engagement vary in nature and timing and are less in extent than for a reasonable assurance engagement. As a result, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had we performed a reasonable assurance engagement. We believe that the procedures we have performed and the evidence we have obtained are sufficient and appropriate to provide a basis for our limited assurance conclusion.

**THE INDEPENDENT AUDITOR'S REPORT ON LIMITED ASSURANCE**

To The Shareholders of  
Saudi Real Estate Company  
(Saudi Joint Stock Company)  
Riyadh, Kingdom of Saudi Arabia

Limited assurance report on the declaration provided by the Board of Directors to the Company's shareholders...(Continued)

**Limited assurance conclusion**

Based on the procedures implemented and the evidence obtained, nothing has come to our attention that causes us to believe that the attached declaration of Board of Directors was not presented fairly, in all material respects, in accordance with the applicable requirements of "Article 71 of the Companies Law."

**FOR EL SAYED EL AYOUTY & CO.**

Jeddah: May 12, 2026  
Dhul-Qa'dah 25, 1447H



Abdullah Ahmad Balamash  
Certified Public Accountant  
License No. (345)



Saudi Real Estate Company (Al Akaria),  
Khalid Ibn Yazid Ibn Muawiyah, Al Olaya,  
Riyadh 12244, Saudi Arabia

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