

**Arabian Contracting Services Co.
Ordinary General Assembly Meeting (First Meeting)**

**Location: Riyadh – Via Modern Technology Means
Date: 17/08/ 1447H Corresponding 05 /02/2026G
Time: 07:30 PM**

The agenda for the Ordinary General Assembly Meeting (First Meeting)

1. Voting on the Board of Directors' decision to enter into a contract with SMC Media Company for the purpose of joint cooperation in marketing, advertising billboards, and attracting advertisers across various locations within the Kingdom of Saudi Arabia, due to an indirect interest of two Board members, Mr. Mohamed Abdelelah Alkhereiji (Chairman in SMC Media Company), Mr. Mohammed Saud Alghaith (Board Member in Saudi Media Company for Advertising and Publicity). (Attached)
2. Voting on Delegating the Board of Directors to complete the subsequent procedures related to the agreement with SMC Media Company and authorizing the Chief Executive Officer to sign the agreement, in accordance with prevailing commercial terms and without any preferential treatment.
3. Voting on the participation of the Chairman of the Board, Mr. Mohamed Abdelelah Alkhereiji. (Non-executive) In a competing similar business with the company through his indirect ownership of SMC Media Company. (Attached)



Item 1 - Voting on entering a contract with SMC Media Company for the purpose of joint cooperation in marketing, advertising billboards, and attracting advertisers across various locations within the Kingdom of Saudi Arabia

Memo to the Alarabia's Shareholders – SMC Media Agreement

Date: 10 January 2026

To: Shareholders of Arabian Contracting Services Company (the “Company”)

Reference is made to the agenda item allocated for voting on entering into a contract with SMC Media—for the purpose of joint cooperation in marketing advertising billboards and attracting advertisers at various locations within the Kingdom of Saudi Arabia—given the existence of an indirect interest for two members of the Board of Directors: Mr. Mohammed bin Abdulillah Al-Khuraiji, in his capacity as Chairman of the Board of Managers of SMC Media, and Mr. Mohammed bin Saud Al-Ghaith, in his capacity as a member of the managers of the SMC Media.

The Company's Board of Directors, in its Twenty-First Meeting held on 04th of October 2025, previously discussed the project of transferring the sales sector of Arabian Contracting Services Company in accordance with the consultancy study prepared by “Alex Partner”. The concept of this project is to transfer the Company's marketing operations for sales to another service provider with broad expertise, strong market power, and significant presence in the media, marketing, and sponsorship sector, which would positively contribute to the results of Arabian Contracting Services Company, as per the consultancy study and the recommendation of the external consultant “Alex Partner”, and would enable the Company to pursue major strategic projects within and outside the Kingdom of Saudi Arabia.

The Board deliberated this matter generally from commercial, risk, and governance perspectives, including that the agreement to be concluded with the service provider should guarantee the rights of the Company, protect shareholders' rights, and maximize financial resources to ensure sustainability. The Board further discussed that the agreement should include provisions enabling Arabian Contracting Services Company to terminate the contract in the event there is no material impact or in the event of material changes in the ownership of the service provider.

This matter was also discussed again by the Board of Directors in its Twenty-Third Meeting held on 31st of December 2025, based on what the Company had sought from external legal advisers regarding their opinion and advice and what is included in the draft agreement. Accordingly, the Board approved entering into the agreement, taking into consideration that this matter will be presented to the General Assembly to enhance governance, transparency, and disclosure to the Company's shareholders, with the two Board members referred to above refraining from voting at the General Assembly on any resolutions related to this matter.

Yours sincerely,

Arabian Contracting Services Company

A statement and description of the company in which the member practices an activity that would compete with the Company

A statement and description of the companies in which Mr. Mohamed Abdelelah Alkhereiji (Chairman of the Board) practices activities that would compete with the Company through his indirect ownership of SMC Media Company.

Member Name	Company Name	Membership	Company Activity
Mr. Mohamed Abdelelah Alkhereiji	SMC Media Company	Chairman	Advertising and Publicity

