

Agenda of the General Assembly:

- 1) Review and discuss the Board of Directors' report for the financial year ended 31/12/2025.
- 2) Voting on the auditor's report for the financial year ended 31/12/2025.
- 3) Review and discuss the financial statements for the financial year ended 31/12/2025.
- 4) Voting on the appointment and determining fees of the external auditor for the Company from among the nominees, based on the recommendation of the Audit Committee, to examine, review and audit the Company's financial statements for the second, third and annual quarters of the fiscal year 2026 and the first quarter of the fiscal year 2027.
- 5) Voting on the business that will be carried out during the fiscal year 2026 between the Company and Yale Arabia Company for Industry, Commerce and Contracting Ltd., in which Board Member Mr. Ali Hussein bin Barman Al-Yami has a direct interest in it for sale of cement worth 12.5 million riyals as per customer needs with same conditions and prices that the company follows with its other customers.
- 6) Voting on the business that will be carried out during the fiscal year 2026 between the Company and AMAK Mining Company, in which Mr. Majid bin Ali Hussein bin Musallam has a direct interest in it for sale of cement worth 6 million riyals as per customer needs with same conditions and prices that the Company follows with its other customers.
- 7) Voting on the business that will be carried out during the fiscal year 2026 between Wasl Al-Janoub Land Transport Company, a subsidiary of Najran Cement Company and AMAK Mining Company, in which Mr. Majid bin Ali Hussein bin Musallam has a direct interest for providing land transportation services according to the customer's needs worth 8 million riyals as per customer needs with same conditions and prices that the Company follows with its other customers
- 8) Voting on delegating the powers to the Board of Directors as stipulated in paragraph (1) of Article Twenty-Seven of the Companies Law, for a period of one year from the date of approval of the Ordinary General Assembly or until the end of the session of the delegated Board of Directors, whichever is earlier, in accordance with the conditions contained in the Executive Bylaws of the Companies Law for listed joint stock Companies.
- 9) Vote on authorizing the Board of Directors to distribute interim dividends to shareholders on a semi -annual or quarterly basis for the financial year ending on 31-12-2026.

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of
Najran Cement Company (A Saudi Joint Stock Company)
Najran - Saudi Arabia

Qualified Opinion

We have audited the consolidated financial statements of Najran Cement Company - A Saudi Joint Stock Company (the "Company") and its subsidiary (together "the Group"), which comprise the consolidated statement of financial position as at 31 December 2025, and the consolidated statement of profit or loss, 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 the consolidated financial statements, including material accounting policy information.

In our opinion, except for the possible effects of the matter described in the Basis for Qualified Opinion section of our report, 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 IFRS Accounting Standards 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 Qualified Opinion

As disclosed in Note (10-3) to the consolidated financial statements regarding property, plant and equipment, the Group's management has performed an impairment assessment with the assistance of an external consultant to verify that no impairment in the value of property, plant and equipment in accordance with the requirements of International Financial Reporting Standard (IAS 36) "Impairment of Assets." This assessment was based on projected future cash flows and other key assumptions, due to the presence of potential indications of impairment in property, plant and equipment with their carrying amount to SR 1,944 million as of 31 December 2025. These indications include, among others, a decline in the Group's net profit for the year ended 31 December 2025 compared with the profits reported to prior years, and the underutilization of full production capacity of the main production lines, in addition to other factors and considerations, and the assessment concluded that no impairment exists. We were unable to obtain sufficient and appropriate audit evidence to assess the reasonableness of the key assumptions and forecasts used by management and its external consultants in performing this assessment. Accordingly, we were unable to determine whether any adjustments might be necessary to the consolidated financial statements as of and for the year ended 31 December 2025.

We conducted our audit in accordance with International Standards on Auditing as 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), as endorsed in the Kingdom of Saudi Arabia, that are relevant to our audit of the consolidated financial statements, and we have fulfilled our other ethical responsibilities in accordance with that Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion.

Independent Auditor's Report to the Shareholders of Najran Cement Company (A Saudi Joint Stock Company), Najran - Saudi Arabia (Continued)

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.

Key audit matter	
Revenue recognition	How the matter was addressed in our audit
<p>The Group has recognized revenue from operations for the year ended 31 December 2025 amounted to SR 516 million. (2024: SR 535 million).</p> <p>The Group recognizes the revenue at a point in time when control over the goods is transferred to the customer, generally on delivery of the goods.</p> <p>Revenue is considered as a key audit matter as this requires the management to establish the fact that control over goods is transferred at the time of delivery in accordance with "IFRS 15 - Revenue from contracts with customers", and that the variety of terms that define when control is transferred to the customer as well as the high volume of the transactions give rise to the risk that revenue is not recognized in the correct period.</p> <p>The Group focuses on revenue as a key performance measure which could create an incentive for revenue to be recognized before the control has been transferred. Accordingly, revenue was considered a Key Audit Matter.</p>	<p>Our audit procedures to assess the recognition of revenue included the following:</p> <ul style="list-style-type: none"> • Assessed Group's revenue recognition policy and its compliance in terms of IFRS 15; • Assessed the design and implementation of controls related to revenue recognition; • Performed tests on selected samples by tracing the individual sales transaction to sales invoices, sales orders, delivery notes and other related documents. Further in respect of the samples tested, we checked that the revenue has been recognized as per the shipping terms; • Performed sample tests of revenue transactions made pre- and post-year end and agreed the period of revenue recognition to third party support such as transporter invoice and customer confirmation of receipt of goods; • Assessed the adequacy of the related disclosures.
<p>Refer to note (4) for the accounting policy and note (22) for related disclosures.</p>	

Independent Auditor's Report to the Shareholders of Najran Cement Company (A Saudi Joint Stock Company), Najran - Saudi Arabia (Continued)

Key Audit Matters (Continued)

Key audit matter	How the matter was addressed in our audit
Existence and valuation of inventories	
<p>As at 31 December 2025, The inventory of the Group includes raw materials and work in process amounted to SR 371,9 million. (2024: SR 328,7 million).</p> <p>This mainly includes Clinker, Bauxite and Iron ore which are stored in stockpiles in yards. As the weighing of these inventories is not practically possible, management appoints an external surveyor to assess the reasonableness of the quantities on hand by obtaining measurements of the stockpiles and converting these measurements to unit of volumes by using angle of induction and bulk density.</p> <p>Existence and valuation of inventories is considered as a key audit matter because of the significance of inventory balances and related estimations involved in determining the quantities.</p>	<p>Our audit procedures to assess the existence and valuation of inventory included the following:</p> <ul style="list-style-type: none"> • Attended physical inventory counts performed by the Group and the external surveyor; • Evaluated the competence, capabilities and objectivity of the surveyor; • Obtained and reviewed the inventory count report of the external surveyor for major stock items on sample basis; • Assessed the reasonableness of management's measurements of stockpiles during the physical count and calculation of the conversion of stockpiles to the volumes; • Assessed the completeness and adequacy of disclosures relating to the inventories.
Refer to note (4) for significant accounting estimate and note (12) for related disclosure	

Other Information

Other information consists of the information included in the Group's annual report for the year ended 31 December 2025, other than the consolidated financial statements and our auditor's report thereon. Management is responsible for the other information 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 with 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.

Independent Auditor's Report to the Shareholders of Najran Cement Company (A Saudi Joint Stock Company), Najran - Saudi Arabia (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 Accounting 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 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 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 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 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 ISAs 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 omission, 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, 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.

Independent Auditor's Report to the Shareholders of Najran Cement Company (A Saudi Joint Stock Company), Najran - Saudi Arabia (Continued)

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

- 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.

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, 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 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.

For BDO Dr. Mohamed Al-Amri & Co.

Maher Al-Khatieb
Certified Public Accountant
License No. 514



18/10/1447(H)
06/04/2026 (G)

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"

For the year ended 31 December 2025

**To the shareholders
Najran Cement Company
(Saudi Joint Stock Company)
Najran-Kingdom of Saudi Arabia**

Based on the request made by the Management of **Najran Cement Company (Saudi Joint Stock Company)** (the 'Company'), we carried out limited assurance procedures on the Declaration submitted by the Board of Directors to the shareholders of **Najran Cement Company** on the company's transactions and contracts in which there are interests for any member of the Board of Directors, whether directly or indirectly.

SUBJECT MATTER

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

APPLICABLE CRITERIA

The applicable criteria for the subject matter are as follows:

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

MANAGEMENT RESPONSIBILITY

The Company's management is responsible for the preparation of the Declaration in accordance with the Applicable Criteria mentioned in the above section "Applicable Criteria". Further, the Management of the Company is responsible for preparing and presenting the 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.

Limited assurance report on the declaration submitted by the Board of Directors to the shareholders of Najran Cement Company on the year ended 31 December 2025 (Continued)

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.

Our procedures were designed to obtain a limited level of assurance to provide appropriate base for our conclusion on the Declaration 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:

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

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

Limited assurance report on the declaration submitted by the Board of Directors to the shareholders of Najran Cement Company on the year ended 31 December 2025 (Continued)

CONCLUSION

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

RESTRICTION OF USE

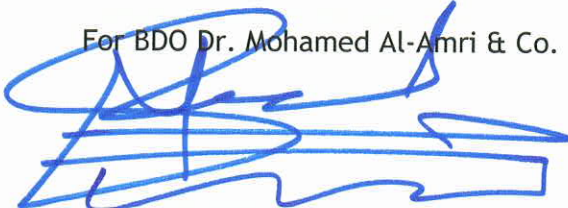
This report is solely issued for the purpose of submission to the management of the Company along with the Declaration by the **Board of Directors** therein to be submitted to the shareholders of **Najran Cement Company** which discloses any interest for any member of the Board of Directors, both directly 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 BDO Dr. Mohamed Al-Amri & Co.



Maher Al-Khatieb
Certified Public Accountant
License No. 514

Date: 02/11/1447(H)
Corresponding to: 19/04/2026(G)



05/04/2026

To the Shareholders of Najran Cement Company

Based on requirements of Article 71 of the Companies Law, the Board of Directors, when it convenes, shall disclose to the Ordinary General Assembly about the transactions and contracts in which one of the members of the Board has a direct or indirect interest.

Accordingly, the Board of Directors would like to inform the respected assembly that the business and contracts with related parties that were made for the Company's account during the year 2025 are according to the following schedule:

S.No	Related party	Name of the Board Member	Nature of the relationship	Nature of dealing	Transaction value for the year 2025	Expected transaction value for the year 2026
1	Yale Arabia Company for Industry, Commerce and Contracting	Mr. Ali bin Hussein bin Barman Al-Yami	A member of the Board of Directors and one of the Partners of Yale Arabia Company for Industry, Commerce and Contracting. Owns 50% share in the Company and he is the Director of the Company	Selling cement with same conditions and prices that the company follows with its other customers according to the customer's need.	Nil	SAR 12,500,000
2	Almasane Alkobra Mining Company	Mr. Majed Ali Hussein Bin Musallam	Member of the Board of Directors of the Company and having membership in Board of Directors of Almasane Alkobra Mining Company.	Selling cement with same conditions and prices that the company follows with its other customers according to the customer's need.	Nil	SAR 6,000,000
3	Almasane Alkobra Mining Company	Mr. Majed Ali Hussein Bin Musallam	Member of the Board of Directors of the Company and having membership in Board of Directors of Almasane Alkobra Mining Company.	For providing land transportation services by its subsidiary Company, Wasl Janub Land Transportation Company with same conditions and	Nil	SAR 8,000,000

				prices that the Company follows with its other customers.		
--	--	--	--	---	--	--

Please accept our sincere greetings and appreciation,

Members of the Board of Directors

Board Member

Majid Bin Ahmed Al-Suwaigh

Board Member

Hussein bin Ahmed Qahat

Board Member

Abdullah bin Mansour Al-Shuqair

Board Member

Abdullah bin Jaber Al-Fifi

Chairman of the Board of
Directors

Fahd bin Abdullah Al-Rajhi

Vice Chairman

Mr. Majed Ali Hussein Bin
Musallam

Board Member

Ziyad Bin Ibrahim Al-Jard

Board Member

Ali Bin Hussein Berman Alyami

