

**Adeer Real estate invites its Shareholders to attend.**

**the Ordinary General Assembly meeting (First Meeting) via modern technology means**

The Board of Directors is pleased to invite the company shareholders to attend the ordinary general assembly meeting (First Meeting) that will be conducted by means of modern technology using Tadawulaty services which is scheduled to be held at (18:30) on Tuesday 19/10/1447 AH corresponding to 07/04/2026

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City and Location of the General Assembly's Meeting	Through modern technology means from the company's headquarters in Khobar - Prince Turki Bin Abdulaziz Road – Sumou Tower
URL for the Meeting Location	<a href="http://tadawulaty.com.sa">http://tadawulaty.com.sa</a>
Date of the General Assembly's Meeting	19/10/1447H Corresponding to 07/04/2026G
Time of the General Assembly's Meeting	18:30 PM
Attendance Eligibility	Each shareholder registered in the company's shareholder register at Edaa Center by the end of the trading session preceding the General Assembly meeting is entitled to attend the meeting. In accordance with the applicable laws and regulations, shareholders have the right to discuss the items on the assembly's agenda and direct their inquiries.
Quorum for Convening the General Assembly's Meeting	According to Article (36) of the company's Articles of Association, an ordinary general assembly meeting is valid if attended by shareholders who represent at least half of the capital. If the event that the quorum is not completed in the first meeting, the second meeting will be held one

hour after the first meeting, and the second meeting will be valid whatever the number of the stocks represented therein.

### Agenda items

1. Review and discuss the Board of Directors' report for the fiscal year ending 31/12/2025.
2. Vote on the Auditor's report for the fiscal year ending 31/12/2025, after discussing it.
3. Review and discuss the Company's financial statements for the fiscal year ending 31/12/2025.
4. Vote on the appointment of the Company's External Auditor from among the candidates based on the Audit Committee's recommendation, to examine, review, and audit the semi-annual and annual financial statements for the fiscal year 2026, and determine their fees.
5. Voting on releasing the members of the Board of Directors from their liabilities for the fiscal year ending on 31/12/2025.
6. Vote on the payment of SAR 1,050,000 (One Million and Fifty Thousand Saudi Riyals) as remuneration for the Board of Directors for the fiscal year ending 31/12/2025.
7. Vote on the business and contracts concluded between the Company and Sumou Holding Company, in which the Chairman of the Board, Mr. Abdulrahman Ayedh Al-Qahtani, has an indirect interest as a board member of Sumou Holding. These consist of an agreement for marketing and selling the "**Al-Mashreq Project**," signed on 14/11/2024. The Company's revenues (**brokerage fees**) from this agreement for the fiscal year ending 31/12/2025 amounted to SAR 2,697,644 (Two Million, Six Hundred Ninety-Seven Thousand, Six Hundred and Forty-Four Saudi Riyals). There are no preferential terms or advantages in this agreement. (**Attached**).
8. Vote on the business and contracts concluded between the Company and Sumou Holding Company, in which the Chairman of the Board, Mr. Abdulrahman Ayedh Al-Qahtani, has an indirect interest as a board member of Sumou Holding. These consist of an agreement for developing the "**Al-Mashreq Project**," signed on 14/11/2024. The Company's revenues (**fees**) from this agreement for the fiscal year ending 31/12/2025 amounted to SAR 2,608,614 (Two

Million, Six Hundred Eight Thousand, Six Hundred and Fourteen Saudi Riyals). There are no preferential terms or advantages in this agreement. **(Attached)**.

9. Vote on the business and contracts concluded between the Company and Sumou Real Estate Company, in which the Chairman of the Board, Mr. Abdulrahman Ayedh Al-Qahtani, has an indirect interest as the Vice Chairman of Sumou Real Estate. These consist of an agreement for marketing and leasing **the Public Utility Market project in Makkah (Mawarid Logistics)**, signed on 09/05/2022. The Company's revenues (brokerage fees) from this agreement for the fiscal year ending 31/12/2025 amounted to SAR 913,733 (Nine Hundred Thirteen Thousand, Seven Hundred and Thirty-Three Saudi Riyals). There are no preferential terms or advantages in this agreement. **(Attached)**.
10. Vote on the business and contracts concluded between the Company and Sumou Real Estate Company, in which the Chairman of the Board, Mr. Abdulrahman Ayedh Al-Qahtani, has an indirect interest as the Vice Chairman of Sumou Real Estate. These consist of an agreement for marketing and selling the "**Al-Rehab Project**," signed on 01/04/2022. The Company's revenues (brokerage fees) from this agreement for the fiscal year ending 31/12/2025 amounted to SAR 1,947,103 (One Million, Nine Hundred Forty-Seven Thousand, One Hundred and Three Saudi Riyals). There are no preferential terms or advantages in this agreement. **(Attached)**.
11. Vote on the business and contracts concluded between the Company and Sumou Real Estate Company, in which the Chairman of the Board, Mr. Abdulrahman Ayedh Al-Qahtani, has an indirect interest as the Vice Chairman of Sumou Real Estate. These consist of an agreement for marketing and selling the "**Sahab Project**," signed on 01/01/2023. The Company's revenues (brokerage fees) from this agreement for the fiscal year ending 31/12/2025 amounted to SAR 4,154,921 (Four Million, One Hundred Fifty-Four Thousand, Nine Hundred and Twenty-One Saudi Riyals). There are no preferential terms or advantages in this agreement. **(Attached)**.
12. Vote on the business and contracts concluded between the Company and Asmou Real Estate Development Company, in which the Chairman of the Board, Mr. Abdulrahman Ayedh Al-Qahtani, has an indirect interest as a board member of Sumou Holding and Manager of Sumou International

Investment (the two owners of Asmou Real Estate Development). These consist of an agreement for marketing and selling "**Sumou Towers**," signed on 12/09/2022. The Company's revenues (**brokerage fees**) from this agreement for the fiscal year ending 31/12/2025 amounted to SAR 1,090,763 (One Million, Ninety Thousand, Seven Hundred and Sixty-Three Saudi Riyals). There are no preferential terms or advantages in this agreement. (**Attached**).

13. Vote on the business and contracts concluded between the Company and Adeer Asar Real Estate Company, in which the Chairman of the Board, Mr. Abdulrahman Ayedh Al-Qahtani, has an indirect interest as the Manager of Sumou International Investment (a partner in Adeer Asar Real Estate) and the Vice Chairman of the Board, Mr. Meteb Hamad Al-Qahtani, has an indirect interest as a member of the Board of Managers at Adeer Asar Real Estate Company. These consist of an agreement for marketing and selling the "**Al-Alia Project**," signed on 12/09/2022. The Company's revenues (**brokerage fees**) from this agreement for the fiscal year ending 31/12/2025 amounted to SAR 9,861,993 (Nine Million, Eight Hundred Sixty-One Thousand, Nine Hundred and Ninety-Three Saudi Riyals). There are no preferential terms or advantages in this agreement. (**Attached**).
14. Vote on the business conducted between the Company and Riyadhah Al Khaleej Company, in which the Chairman of the Board, Mr. Abdulrahman Ayedh Al-Qahtani, has an indirect interest as a board member of Sumou Holding (the owner of Riyadhah Al Khaleej Company). These consist of an agreement signed on 01/01/2022 to **provide administrative and consultancy services** at an annual cost of SAR 400,000 for a renewable three-year term. The Company's expenses from this agreement for the fiscal year ending 31/12/2025 amounted to SAR 400,000. There are no preferential terms or advantages in this agreement. (**Attached**).
15. Vote on the business and contracts concluded between the Company and Sumou International Investment Company, in which the Chairman of the Board, Mr. Abdulrahman Ayedh Al-Qahtani, has an indirect interest as the Manager of Sumou International Investment. These consist of an agreement for **investments in real estate projects**, signed on 10/07/2025. The investment share for the fiscal year ending 31/12/2025 amounted to SAR 11,375,000 (Eleven Million, Three

- Hundred Seventy-Five Thousand Saudi Riyals). There are no preferential terms or advantages in this agreement. (**Attached**).
16. Vote on the business and contracts concluded between the Company and Sumou International Investment Company, in which the Chairman of the Board, Mr. Abdulrahman Ayedh Al-Qahtani, has an indirect interest as the Manager of Sumou International Investment. These consist of an agreement for **property management**, signed on 01/04/2021. The Company's revenues from this agreement for the fiscal year ending 31/12/2025 amounted to SAR 3,466,644 (Three Million, Four Hundred Sixty-Six Thousand, Six Hundred and Forty-Four Saudi Riyals). There are no preferential terms or advantages in this agreement. (**Attached**).
17. Vote on the business and contracts concluded between the Company and Sumou International Investment Company, in which the Chairman of the Board, Mr. Abdulrahman Ayedh Al-Qahtani, has an indirect interest as the Manager of Sumou International Investment. These consist of an agreement for marketing and selling the land of "**Asyaf Project**," signed on 01/01/2025. The Company's revenues (brokerage fees) from this agreement for the fiscal year ending 31/12/2025 amounted to SAR 6,525,415 (Six Million, Five Hundred Twenty-Five Thousand, Four Hundred and Fifteen Saudi Riyals). There are no preferential terms or advantages in this agreement. (**Attached**).
18. Vote on the business and contracts concluded between the Company and Sumou International Investment Company, in which the Chairman of the Board, Mr. Abdulrahman Ayedh Al-Qahtani, has an indirect interest as the Manager of Sumou International Investment. These consist of an agreement for marketing and selling the "**Al-Massa Project**," signed on 30/09/2024. The Company's revenues (brokerage fees) from this agreement for the fiscal year ending 31/12/2025 amounted to SAR 4,774,560 (Four Million, Seven Hundred Seventy-Four Thousand, Five Hundred and Sixty Saudi Riyals). There are no preferential terms or advantages in this agreement. (**Attached**).
19. Voting on the participation of the Chairman of the Board, Mr. Abdulrahman Ayedh Farhan Al-Qahtani, in a business competing with the Company's business. (**Attached**).

20. Voting on the participation of the Vice Chairman of the Board, Mr. Meteb Hamad Al-Qahtani, in a business competing with the Company's business. **(Attached)**.
21. Voting on the participation of the Board Member, Mr. Abdullah bin Mohammed Al-Qahtani, in a business competing with the Company's business. **(Attached)**.
22. Vote on delegating the Board of Directors with the authority to distribute interim dividends on a semi-annual or quarterly basis for the fiscal year 2026.
23. Vote on the Corporate Social Responsibility (CSR) policy of Adeer Real Estate Company. **(Attached)**.

Proxy Form	Attached
E-Vote	Registered shareholders in Tadawulaty services can vote remotely on the general Assembly's meeting agenda starting from 01:00 am, Friday 15/10/1447 corresponding to 03/04/2026, until the end of the Assembly meeting, the service is provided by Edaa Center free of charge for all shareholders. Registration and voting can be done through the following link: <a href="http://login.tadawulaty.com.sa">login.tadawulaty.com.sa</a>
Eligibility for Attendance Registration and Voting	Eligibility for Registering the Attendance of the General Assembly's Meeting Ends upon the Convenience of the General Assembly's Meeting. Eligibility for Voting on the Business of the Meeting Agenda Ends upon the Counting Committee Concludes Counting the Votes
Method of Communication	If there is an inquiry about the agenda items, contact the following numbers: 0546664609 or 0558671400 or via e-mail <a href="mailto:ir@adeer.com">ir@adeer.com</a>

Additional Information	All data related to the items of the above general assembly Meeting are available at the Investor Relations Department at the company's headquarters.
Attached Documents:	1. Agenda items 2. Supporting documents for the agenda items.

**Chairman of the Board of Directors**

**Abdulrahman Bin Ayedh Al-Qahtani**

**Signature**

## Audit Committee Report of Adeer Real Estate Company

With reference to the duties of the Audit Committee, which include studying and reviewing the Company's internal, financial, and risk management control systems, and preparing a written report outlining its recommendations and opinion on the adequacy of these systems and the activities performed within its scope of authority.

Recognizing the significance of the Company's internal control system, which examines and evaluates financial, administrative, and operational activities to provide accurate information to all management levels for the proper execution of its strategy, as well as assessing and monitoring the mitigation of risks facing the Company.

In its meeting (No. 1/2026) held on 29-01-2026, the Committee reviewed the internal auditor's work regarding the Company's internal controls, studied financial and supervisory reports, and reviewed the external auditor's report while verifying their independence. Additionally, the Committee reviewed the results of regulatory authorities' reports, contracts and transactions with related parties, and the Board of Directors' report, providing technical opinions on all such matters.

Within the framework of its role, the Committee believes that the internal systems are currently sufficient for the purpose of reviewing the Company's various activities, whether financial or operational.

The Committee also reviewed the report of the Company's external auditor, who conducted the audit in accordance with the International Standards on Auditing (ISA) as endorsed in the Kingdom of Saudi Arabia.

### The Committee noted the following in the report:

- The financial statements of Adeer Real Estate Company present fairly, in all material respects.
- the Company's financial position as of 31/12/2025, and its financial performance and cash flows for the year then ended. were prepared in accordance with the International Financial Reporting Standards endorsed by the Saudi Organization for Chartered and Professional Accountants.
- During the current audit process, no violations of the provisions of the Companies Law were identified.

### In Conclusion:

The Audit Committee affirms its commitment to conducting periodic reviews of the Company's internal control and risk management systems and procedures, and evaluating their effectiveness over financial, administrative, and operational activities to reach the highest required standards of oversight.

The Committee further clarifies that no material observations were identified during its review of the internal control and risk management systems.

(Power of Attorney Form)

Our respected shareholders, the proxy form is not available due to the convening of the Assembly meeting through modern technology using Tadawulaty system through modern technology remotely.

( نموذج التوكيل )

السادة المساهمين الكرام نموذج التوكيل غير متاح وذلك بسبب انعقاد اجتماع الجمعية عن طريق وسائل التقنية الحديثة باستخدام منظومة تداولاتي عبر وسائل التقنية الحديثة عن بُعد.