

## Flynas Company

### The Extraordinary General Assembly Meeting (First Meeting)

- Location:** Riyadh – Via Modern Technology (Remotely)
- Date:** Thursday, 25 June 2026 (Corresponding to 10 Muharram 1448H)
- Time:** 18:45 (06:45 PM) KSA Time



## Meeting Agenda

### The Extraordinary General Assembly Meeting Agenda for flynas Company

جدول أعمال اجتماع الجمعية العامة غير العادية لمساهمي شركة طيران ناس

1. Reviewing & discuss the Board of Directors' Report for the fiscal year ending on 31 December 2025. (attached) .1 الاطلاع على تقرير مجلس الإدارة للسنة المالية المنتهية في 31 ديسمبر 2025م ومناقشته. (مرفق)
2. Voting on the Auditors Report for the fiscal year ending 31 December 2025 after discussion. (attached) .2 التصويت على تقرير مراجع الحسابات للسنة المالية المنتهية في 31 ديسمبر 2025م بعد مناقشته. (مرفق)
3. Reviewing & discuss the Financial Statements for the fiscal year ending on 31 December 2025. (attached) .3 الاطلاع على القوائم المالية للسنة المالية المنتهية في 31 ديسمبر 2025م ومناقشتها. (مرفق)
4. Voting on release Board of Directors members from liability for the fiscal year ending 31 December 2025. .4 التصويت على إبراء ذمة أعضاء مجلس الإدارة عن السنة المالية المنتهية في 31 ديسمبر 2025م.
5. Voting on appointing the External Auditors for the Company from among the candidates based on the Audit Committee recommendation, the appointed auditor shall examine, review and audit the second, third quarter and annual financial statements of the fiscal year 2026, and the first quarter of the fiscal year 2027, and the determination of the auditor remuneration. (attached) .5 التصويت على تعيين مراجع الحسابات الخارجي للشركة من بين المرشحين بناءً على توصية لجنة المراجعة، وذلك لفحص ومراجعة وتدقيق القوائم المالية للربعين الثاني والثالث والقوائم المالية السنوية من السنة المالية 2026م، والربع الأول من السنة المالية 2027م، وتحديد أتعابه. (مرفق)
6. Voting on the approval to pay remuneration to the members of the Board of Directors in the amount of SAR 2,870,000 for the fiscal year ending on 31 December 2025. .6 التصويت على الموافقة على صرف مكافأة لأعضاء مجلس الإدارة بمبلغ قدره 2,870,000 ريال سعودي عن السنة المالية المنتهية في 31 ديسمبر 2025م.
7. Voting on the Approval to authorize the Board of Directors with the authority of the Ordinary General Assembly to authorize the license contained in paragraph (1) of Article Twenty-Seven of the Companies Law, for a period of one year from the date of approval of the General Assembly or until the end of the term of the authorized Board of Directors, whichever is earlier, in accordance with the conditions contained in the Executive Regulations of the Companies Law for listed joint-stock companies. .7 التصويت على الموافقة على تفويض مجلس الإدارة بصلاحيه الجمعية العامة العادية بالترخيص الوارد في الفقرة (1) من المادة السابعة والعشرين من نظام الشركات، وذلك لمدة سنة من تاريخ موافقة الجمعية العامة أو حتى نهاية دورة مجلس الإدارة المفوض، أيهما أسبق، وفقاً للشروط الواردة في اللائحة التنفيذية لنظام الشركات الخاصة بشركات المساهمة المدرجة.
8. Voting on the transfer of statutory reserves amounting to SAR 43,500,959 to retained earnings, as per the Saudi Companies Law issued pursuant to Cabinet Decision No. 678/1443H (2022), which eliminated the mandatory reserve threshold and allows companies to determine reserves based on their needs. .8 التصويت على تحويل الاحتياطي النظامي البالغ قدره 43,500,959 ريال سعودي إلى الأرباح المبقتة، وذلك وفقاً لنظام الشركات السعودي الصادر بموجب قرار مجلس الوزراء رقم 678 لعام 1443هـ الموافق 2022م، والذي ألغى الحد الإلزامي للاحتياطي النظامي وأجاز للشركات تحديد الاحتياطيات وفقاً لاحتياجاتها.



9. Voting on the transaction entered into between the Company and Bank Saudi Fransi (BSF Bank) in which Mr. Talal Ibrahim Ali Almainan, (Company Board Vice Chairman - Non-Executive), has an indirect interest. (BSF Board Vice Chairman – Non-Executive)  
a. Nature of Transactions: Regarding the Murabaha Facility obtained through Banque Saudi Fransi, acting as a lead manager, with a total balance of SAR 1,010,318,218 as of 31 December 2025 together with the financing costs of SAR 78,897,297 million during the same period based on Saudi Interbank Offered Rate (SAIBOR) plus additional margin. Furthermore, the Company maintained with BSF the financing facilities pertaining to multi-purpose financing, payment guarantees and treasury product with the total available facility of SAR 716,625,000. Additionally, the Company has arrangement of Payment Gateway Service Agreement with BSF related to the electronic payment and processing services. The transaction was made in the ordinary course of the Company's business without any preferential terms or benefits.
10. Voting on the transaction entered into between the Company and BSF Capital in which Mr. Talal Ibrahim Ali Almainan (Company Board Vice Chairman - Non-Executive) has an indirect interest. (BSF Capital Board Chairman – Non-Executive)  
a. Nature of Transactions: Regarding IPO related fees amounting to SAR 45,325,016 during the year ended 31 December 2025 on account of acting as a lead manager, financial advisor and the underwriter. The transaction was made in the ordinary course of the Company's business without any preferential terms or benefits.
11. Voting on the transaction between the Company and National Air Services (NAS Holding) in which the Company's board members, Mr. Ayed Thawab Manea Allah Aljeaid (Chairman - Non-Executive), Mr. Talal Ibrahim Ali Almainan (Vice Chairman - Non-Executive), Mr. Hamza Bahi Adeen ALSayed AlKholi (Director - Non-Executive), and Mr. Bander Abdulrahman Almohanna (Director - Executive), having an indirect interest, being board members of NAS Holding. The transaction was carried out in relation to the settlement of part of IPO proceeds payable to the pre-IPO shareholders, whereby the amount of SAR150,000,000 settled against the receivable balance due from NAS Holding. The transaction was made in the ordinary course of the Company's business without any preferential terms or benefits.
12. Voting on the transaction entered into between the Company and NAS Private Aviation LLC in which Board member Mr. Bander Abdulrahman Almohanna, (Company Executive Director) has an indirect interest. (Board Member)  
a. Nature of Transactions: Relate to the provision of aircraft management services for an amount of SAR 117,041,498. The transaction was made in the ordinary course of the Company's business without any preferential terms or benefits.

9. التصويت على المعاملة المبرمة بين الشركة والبنك السعودي الفرنسي ، التي يكون المهندس طلال ابراهيم علي الميمان (نائب رئيس مجلس إدارة الشركة - غير تنفيذي) (نائب رئيس مجلس إدارة البنك السعودي الفرنسي - غير تنفيذي)، مصلحة غير مباشرة فيها. أ. طبيعة المعاملات: تتعلق بتسهيلات المرابحة التي تم الحصول عليها من خلال البنك السعودي الفرنسي، بصفته مديرًا رئيسيًا، بإجمالي رصيد قدره (1,010,318,218) ريال سعودي كما في 31 ديسمبر 2025، بالإضافة إلى تكاليف التمويل البالغة (78,897,297) ريال سعودي خلال الفترة ذاتها، وذلك على أساس سعر الإقراض ما بين البنوك (SAIBOR) مضافاً إليه هامش إضافي. علاوةً على ذلك، احتفظت الشركة لدى البنك بتسهيلات تمويلية تتعلق بالتمويل متعدد الأغراض، وضمانات السداد، ومنتجات الخزينة، بإجمالي تسهيلات متاحة قدرها (716,625,000) ريال سعودي. كما أبرمت الشركة اتفاقية خدمات بوابة الدفع مع البنك تتعلق بخدمات الدفع الإلكتروني ومعالجة المدفوعات. وقد تمت هذه المعاملة ضمن سياق الأعمال الاعتيادية للشركة ودون أي شروط أو مزايا تفضيلية.
10. التصويت على المعاملة المبرمة بين الشركة والسعودي الفرنسي كابيتال، و التي يكون المهندس طلال ابراهيم علي الميمان (نائب رئيس مجلس إدارة الشركة - غير تنفيذي) (رئيس مجلس إدارة السعودي الفرنسي كابيتال - غير تنفيذي) ، مصلحة غير مباشرة فيها. أ. طبيعة المعاملات: تتعلق بأتعاب مرتبطة بالطرح العام الأولي، بلغت (45,325,016) ريال سعودي خلال السنة المنتهية في 31 ديسمبر 2025، وذلك نظير القيام بدور مدير الاكتتاب ومستشار مالي ومتعهد التغطية، وقد تمت هذه المعاملة ضمن سياق الأعمال الاعتيادية للشركة ودون أي شروط أو مزايا تفضيلية.
11. التصويت على المعاملة بين الشركة و الشركة الوطنية لخدمات الطيران «ناس القابضة» والتي كانت لأعضاء مجلس إدارة الشركة الأستاذ عايض ثواب منيع الله الجعيد (رئيس مجلس إدارة - غير تنفيذي)، والمهندس طلال ابراهيم علي الميمان (نائب رئيس مجلس الإدارة - غير تنفيذي)، والدكتور حمزة بهي الدين الخولي (عضو مجلس إدارة - غير تنفيذي)، والأستاذ بندر عبدالرحمن المهنا (عضو مجلس إدارة - تنفيذي)، مصلحة غير مباشرة فيها. (بصفتهم أعضاء مجلس إدارة في ناس القابضة). تم تنفيذ المعاملة فيما يتعلق بتسوية جزء من متحصلات الطرح العام الأولي المستحقة الدفع لمساهمي ما قبل الطرح، حيث إن المبلغ (150,000,000) ريال سعودي تم تسويته مقابل رصيد الذمم المدينة المستحق من شركة ناس القابضة. وقد تمت هذه المعاملة ضمن سياق الأعمال الاعتيادية للشركة ودون أي شروط أو مزايا تفضيلية.
12. التصويت على المعاملة التي تمت بين الشركة وشركة ناس للطيران الخاص المحدودة، والتي يكون لعضو مجلس الإدارة الأستاذ بندر عبدالرحمن المهنا (عضو مجلس إدارة - تنفيذي)، مصلحة غير مباشرة فيها. (عضو مجلس إدارة) أ. طبيعة المعاملات: تتعلق بتقديم خدمات إدارة الطائرات بمبلغ قدره (117,041,498) ريال سعودي، وقد تمت هذه المعاملة ضمن سياق الأعمال الاعتيادية للشركة ودون أي شروط أو مزايا تفضيلية.



13. Voting on the transaction entered into between the Company and Saudi Air Navigation Services (SANS) in which Board member Mr. Bander Abdulrahman Almohanna, (Company Executive Director) has an indirect interest. (Board Member)
- a. Nature of Transactions: Regarding the air navigation services in Saudi Arabia for a total amount of SAR 166,293,058 as of 31 December 2025. The transaction was made in the ordinary course of the Company's business without any preferential terms or benefits.

13. التصويت على المعاملة التي تمت بين الشركة وشركة خدمات الملاحة الجوية السعودية، والتي يكون لعضو مجلس الإدارة الأستاذ بندر عبدالرحمن المهنا (عضو مجلس إدارة - تنفيذي)، مصلحة غير مباشرة فيها. (عضو مجلس إدارة)
- أ. طبيعة المعاملات: تتعلق بخدمات الملاحة الجوية في المملكة العربية السعودية، بإجمالي مبلغ قدره (166,293,058) ريال سعودي للسنة المنتهية في 31 ديسمبر 2025، وقد تمت هذه المعاملة ضمن سياق الأعمال الاعتيادية للشركة ودون أي شروط أو مزايا تفضيلية.



**Item 1: Review the Board of Directors' Report for the fiscal year ending on 31 December 2025.**

**Board of Directors' Report** 

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**Item 2: Voting on the Auditors Report for the fiscal year ending 31 December 2025  
(attached)**





# **Independent auditor's report to the shareholders of Flynas Company**

## **Report on the audit of the financial statements**

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### **Our opinion**

In our opinion, the financial statements present fairly, in all material respects, the financial position of Flynas Company (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, 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).

### **What we have audited**

The Company's financial statements comprise:

- the statement of financial position as at December 31, 2025;
- the statement of profit or loss and other comprehensive income for the year then ended;
- the statement of changes in equity for the year then ended;
- the statement of cash flows for the year then ended; and
- the notes to the financial statements, comprising material accounting policy information and other explanatory information.

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### **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing, that are 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 Financial Statements* section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### **Independence**

We are independent of the Company in accordance with the International Code of Ethics for Professional Accountants (including International Independence Standards), endorsed in the Kingdom of Saudi Arabia (the "Code"), as applicable to audits of financial statements of public interest entities. We have also fulfilled our other ethical responsibilities in accordance with the Code's requirements.

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### **Our audit approach**

#### **Overview**

- |                   |   |
|-------------------|---|
| Key Audit Matters | <ul style="list-style-type: none"><li>• Measurement of Aircraft related provisions (heavy maintenance and return-condition costs)</li><li>• Revenue recognition for Flynas Low-Cost Carrier (LCC) segment</li></ul> |
|-------------------|---|

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## ***Independent auditor's report to the shareholders of Flynas Company (continued)***

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### ***Our audit approach (continued)***

#### **Overview** (continued)

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the financial statements. In particular, we considered where management made subjective judgements; for example, in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain. As in all of our audits, we also addressed the risk of management override of internal controls, including among other matters consideration of whether there was evidence of bias that represented a risk of material misstatement due to fraud.

We tailored the scope of our audit in order to perform sufficient work to enable us to provide an opinion on the financial statements as a whole, taking into account the structure of the Company, the accounting processes and controls, and the industry in which the Company operates.

#### **Key audit matters**

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

## Independent auditor's report to the shareholders of Flynas Company (continued)

### Key audit matters (continued)

Key audit matter	How our audit addressed the Key audit matter
<p><i>Measurement of Aircraft related provisions (heavy maintenance and return-condition costs)</i></p> <p>The Company has recognised Aircraft related provisions amounting to Saudi Riyals 3.4 billion as at December 31, 2025.</p> <p>These provisions arise from the Company's lease arrangements, under which it is contractually committed either to return aircraft in a specified condition or to compensate the lessor based on the actual condition of the aircraft and its major components upon return.</p> <p>The measurement of the aircraft-related provision requires management to exercise judgement when assessing aircraft utilisation patterns (expected flight hours and cycles) and when determining the anticipated timing of major maintenance events such as airframe checks, engine performance restorations, life-limited parts (LLP) replacement cycles, and overhauls of landing gear and Auxiliary Power Units (APU), as well as evaluating the return-condition requirements stipulated in the lease agreements. The related cost components, including market pricing for these maintenance activities, inflationary escalations, and the discount rate applied in determining the present value of the provision, represent key estimation inputs subject to inherent uncertainty.</p> <p>Given the inherent level of judgement involved and the sensitivity of the provision to these estimation variables, we considered the measurement of aircraft related provisions to be a key audit matter.</p> <p><i>Refer to Note 3.14 and Note 3.17 for the accounting policies, Note 4.1.3, 4.2 (ii) and 4.2 (iii) for the significant judgements and estimates required in calculating the Aircraft related provisions, and Note 17 for the specific disclosures relating to the Aircraft related provisions in the accompanying financial statements.</i></p>	<p>We assessed Aircraft related provisions by performing the following procedures:</p> <ul style="list-style-type: none"><li>• Obtained an understanding of contractual terms relating to the lease terms to return the aircraft in a specified condition, and evaluated, the process used to determine the provision, including key input data, assumptions, and significant judgements and estimates.</li><li>• Inspected a sample of lease agreements (with emphasis on new contracts entered into during 2025) and ensured management's mapping of the redelivery/return-condition clauses to the underlying provisioning calculations.</li><li>• Compared cost assumptions for airframe checks, engine performance restorations, LLP replacement cycles, landing gear and APU overhauls, and related escalations to recent vendor invoices (where applicable) and contractual terms from the relevant agreements.</li><li>• Validated key utilisation inputs (flight hours and cycles) to independent non-financial data sources; and tested the integrity of those sources.</li><li>• Performed a look-back test to assess the accuracy of past estimates by comparing prior period assumptions to actual data.</li><li>• Assessed the sensitivity analysis performed by the management over costs, utilization and escalation assumptions considered most exposed to estimation uncertainty and assessed the impact of reasonably possible changes.</li><li>• Assessed the methodology used by management to discount the gross provision to present value using appropriate discount rate.</li><li>• Re-performed the present-value calculations supporting the provision.</li><li>• Assessed the adequacy of the related disclosures regarding significant judgements and estimates made in determining Aircraft related provisions.</li></ul>

## Independent auditor's report to the shareholders of Flynas Company (continued)

### Key audit matters (continued)

Key audit matter	How our audit addressed the Key audit matter
<p><i>Revenue recognition for Flynas Low Cost Carrier (LCC) segment</i></p> <p>Revenue from contracts with customers, specifically the commercial scheduled flights operations (Flynas LCC), represents the Company's core offering and the majority of its revenue (approximately Saudi riyals 7.1 billion of Saudi riyals 7.8 billion revenue recognized during the year ended December 31, 2025).</p> <p>Given this financial significance, the very high volume of automated transactions flowing from the passenger service/booking platform into the ERP, this area required significant audit attention. Furthermore, the migration undertaken within the Company's financial reporting environment during the year required specific consideration of the related Information-Technology (IT) general controls, interfaces and data-migration processes.</p> <p>Because of these factors, we considered revenue recognition for Flynas LCC operations to be a key audit matter.</p> <p><i>Refer to Note 3.12 and Note 3.13 for the accounting policies, and Note 22 for the related disclosures in the accompanying financial statements.</i></p>	<p>We assessed revenue recognition by performing the following procedures:</p> <ul style="list-style-type: none"><li>• Obtained and evaluated understanding of the revenue (Flynas LCC) process, from booking and ticketing through to recognition in the general ledger, including the interfaces and reconciliations between the passenger service/booking platform and the ERP environment.</li><li>• Obtained an understanding of the key controls over the revenue recognition process and tested the operating effectiveness of such controls identified over revenue recognition.</li><li>• Assessed relevant IT general controls and key application controls over revenue processing. In light of the migration within the Company's ERP environment during the year, we evaluated change management, access provisioning and data-migration reconciliations, and considered the results of independent assurance provided over relevant third-party system.</li><li>• Performed substantive audit procedures on a sample basis to verify that revenue was recognised in accordance with IFRS 15.</li><li>• Assessed the adequacy of disclosures relating to revenue accounting policies and revenue recognition in accordance with IFRS 15.</li></ul>

### Other information

Management is responsible for the other information. The other information comprises the Company's annual report for the year ended December 31, 2025 (the "Annual Report") but does not include the financial statements and our auditor's report thereon, which is expected to be made available to us after the date of this auditor's report.

Our opinion on the financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.



## ***Independent auditor's report to the shareholders of Flynas Company (continued)***

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### ***Responsibilities of management and those charged with governance for the financial statements***

Management is responsible for the preparation and fair presentation of the 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 the applicable requirements of the Regulations for Companies and the Company's By-laws, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company'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 Company 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 Company's financial reporting process.

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### ***Auditor's responsibilities for the audit of the financial statements***

Our objectives are to obtain reasonable assurance about whether the 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 International Standards on Auditing, 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 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 judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the 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 Company'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 Company'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 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 Company to cease to continue as a going concern.

## ***Independent auditor's report to the shareholders of Flynas Company (continued)***

### ***Auditor's responsibilities for the audit of the financial statements (continued)***

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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 financial statements of the current period 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.

#### **PricewaterhouseCoopers**



Waleed A Alhidiri  
License Number 559

March 10, 2026



### **Item 3: Reviewing the Financial Statements for the fiscal year ending on 31 December 2025**

**Financial Statement**



Click to view



**Item 5: Voting on appointing the External Auditor for the Company from among the candidates based on the Audit Committee recommendation, the appointed auditor shall examine, review and audit the second, third quarter and annual financial statements of the fiscal year 2026, and the first quarter of the fiscal year 2027, and the determination of the auditor remuneration. (attached)**



### **Audit Committee Recommendation – Appointment of External Auditors**

The Company requested proposals from major auditing firms to conduct the audit of the Company's financial statements for the year ending 31 December 2026, in addition to the first quarter of 31 March 2027 as below:

<b>Audit Firm</b>	<b>Proposed Base Fee</b>
PriceWaterhouse Coopers (PwC)	SAR 2,950,000
Deloitte & Touche	SAR 2,900,000
Ernst & Young (EY)	SAR 2,350,000
Baker Tilly	SAR 2,300,000
Crowe	SAR 1,750,000

#### **Audit Committee recommendation:**

In view of the high level of professionalism and extensive experience demonstrated by the current external auditors, PwC, particularly in relation to the Company's field and nature of business, and considering the prevailing requirements and their continued engagement, the Audit Committee, having reviewed the Company's Articles of Association, the Corporate Governance Regulations, and all relevant laws and regulations, recommends to the General Assembly the appointment of PwC as the Company's external auditors for the fiscal year 2026 and the first quarter of 2027, for a total fee of SAR 2,950,000.

**Item 9-13: Limited assurance report on the Board of Directors' declaration to the shareholders on the businesses and contracts in which members of the Board of Directors have any direct or indirect interest**





To the Board of Directors  
Flynas Company

***Limited assurance report on the Board of Directors' declaration to the shareholders of Flynas Company***

We have undertaken a limited assurance engagement in respect of the accompanying declaration of related party transactions for the year ended 31 December 2025 relating to Flynas Company (the "Company") prepared by the Board of Directors (the "Board") of the Company in accordance with the applicable criteria mentioned below so as to comply with the requirements of Article 71 of the Regulations for Companies (the "Declaration").

***Subject matter***

The Subject Matter for our limited assurance engagement is the Declaration prepared by the management of the Company and approved by the Board of Directors as attached to this report and submitted to us.

***Criteria***

The applicable Criteria is the requirement of Article 71 of the Regulations for Companies issued by the Ministry of Commerce (the "Regulations") which states that, subject to the provision of Article 27 of the Regulations, any member of the board of directors (the "Board") with any interest, both directly or indirectly, in the transactions or contracts made for the account of the Company shall declare such interests to the Board for the approval of the general assembly of the Company. The board member must notify the Board of such interest and excuse himself in vote by the Board to approve such transactions or contracts. The Board will notify the general assembly of transactions and contracts in which a member of the Board has a direct or indirect interest.

***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.

***Professional ethics and quality management***

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 (the "Code"), which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour, and the ethical and independence requirements applicable in the Kingdom of Saudi Arabia. We have fulfilled our other ethical responsibilities in accordance with the Code's requirements.

The firm applies International Standard on Quality Management ("ISQM1"), 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 requirement.

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## ***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 (Revised), '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 Company has not complied, in all material respects, with the applicable requirements of Article 71 of the Regulations for Companies in the preparation of the Declaration for the year ended 31 December 2025.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our limited assurance conclusion.

## ***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:

- Discussed with the management the process for obtaining business and contracts by any of the board members with the Company.
- Obtained the accompanying Declaration that includes the list of all transactions and agreements entered into by any of the board members of the Company, either directly or indirectly, with the Company during the year ended 31 December 2025.
- Reviewed the minutes of the Board meetings that indicate that the board member notified the Board on the transactions and agreements entered into by the board member during the year ended 31 December 2025; and further that the concerned board member did not vote on the resolution issued in this regard at the meetings of the Board.
- Reviewed confirmation obtained by the management from the board member of the transactions and agreements entered into by the board member during the year.
- Reviewed the consistency of the transactions and agreements included in the Declaration with the disclosure in Note 31 to the audited consolidated financial statements for the year ended 31 December 2025.

## ***Inherent limitations***

Our procedures relating to the preparation of the Declaration in accordance with the requirements of the Article 71 of the Regulations for Companies, are subject to inherent limitations and, accordingly, errors or irregularities may occur and not be detected.

A limited assurance engagement is substantially less in scope than a reasonable assurance engagement under ISAE 3000 (Revised). Consequently, the nature, timing and extent of the procedures outlined above for gathering sufficient appropriate evidence were deliberately limited relative to a reasonable assurance engagement, and therefore less assurance is obtained with a limited assurance engagement than for a reasonable assurance engagement.

Our procedures did not constitute either an audit or a review made in accordance with International Standards on Auditing or International Standards on Review Engagements, that are endorsed in the Kingdom of Saudi Arabia, and, accordingly, we do not express an audit opinion or a review conclusion in relation to the adequacy of systems and controls around the preparation of the Declaration.

This conclusion relates only to the Declaration for the year ended 31 December 2025 and should not be seen as providing assurance as to any future dates or periods, as changes to systems or controls may alter the validity of our conclusion.

## ***Limited assurance conclusion***

Based on our work described in this report, nothing has come to our attention that causes us to believe that the Company has not complied, in all material respects, with the applicable requirements of Article 71 of the Regulations for Companies in the preparation of the Declaration.

**Restriction of use**

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 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.

**PricewaterhouseCoopers**



Waleed Alhidiri  
License Number 559

2 June 2026



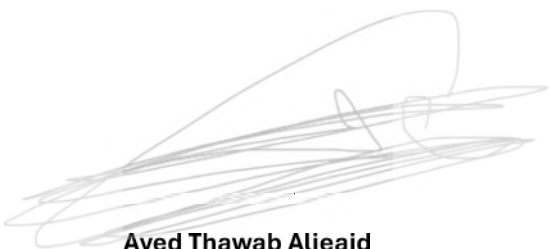
Date:14/12/1447H  
Corresponding to 31/05/2026

Subject: Notification by the Members of the Board of Directors to the Extraordinary General Assembly of the business and contracts in which the Board Members and Related Parties have a Direct or indirect interest

**Dear Shareholders of Flynas Company (the “Company”)**

In accordance with the requirements of Article (27) and Article (71) of the Companies Law and the Corporate Governance Regulations, the Board of Directors is pleased to present this report on the transactions and contracts entered into with related parties during the year ended 31 December 2025. in which some members of the Board of Directors’ have an interest that has not been previously disclosed, with a statement of the details related to the names of those involved in these businesses and contracts, their duration and amounts, as shown in Annex (1). These transactions were carried out on the same terms applied to transactions with other parties, and there are no preferential terms for the local market.

Please accept our sincere greetings and appreciation



**Ayed Thawab Aljeaid**

**Chairman of the Board**

**Annex 1**

SN	Related Party	Related Party's relationship type with the company	Type of interest	Contract Party	Transaction/Contract Nature	Transaction/Contract Value (Saudi Riyal "SAR")	Transaction/Contract Duration	Transaction/Contract Terms
1	Mr. Talal Ibrahim Ali Almaiman	Non-Executive Director	Indirect	Banque Saudi Fransi (BSF)	Banking Facilities	Murabaha Facility Balance = SAR 1,010,318,218; Financing Cost = SAR 78,897,297; Total Credit Facility = SAR 716,625,000.		No preferential or exceptional terms.
2	Mr. Talal Ibrahim Ali Almaiman	Non-Executive Director	Indirect	Banque Saudi Fransi (BSF) Capital	Financial (IPO) advisory and underwriting services	SAR 45,325,016		No preferential or exceptional terms.
3	Mr. Ayed Tahawab Manea Allah Aljeaid	Non-Executive Director	Indirect	NAS Holding	Payment settlement against the receivable balance due from NAS Holding	SAR 150,000,000	One-time	No preferential or exceptional terms.
	Mr. Talal Ibrahim Ali Almaiman	Non-Executive Director						
	Mr. Hamza Bahiadeen Alsayed Alkholi	Non-Executive Director						
	Mr. Bander Abdulrahman Almohanna	Executive Director						
4	Mr. Bander Abdulrahman Almohanna	Executive Director	Indirect	NAS Private Aviation LLC.	Aircraft management services	SAR 117,041,498		No preferential or exceptional terms.
5	Mr. Bander Abdulrahman Almohanna	Executive Director	Indirect	Saudi Air Navigation Services (SANS)	Air Navigation Services	SAR 166,293,058		No preferential or exceptional terms.

## The Audit Committee Report for the Fiscal Year Ending On 31 December 2025





# Audit Committee Annual Report

for the year ending on  
31 December 2025

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## **| Executive Summary**

This report provides details on the work performed by the Audit Committee in discharge of its responsibilities during the year 2025 with regard to risk, controls and governance.

During the year 2025, the Committee reviewed effectiveness of both the external audit process and the internal audit function as part of the continuous improvement of financial reporting and controls environment across Flynas. The committee also focused particularly on the appropriateness of Flynas financial statements to ensure compliance with applicable international accounting and financial reporting standards along with relevant local laws and regulations of Kingdom of Saudi Arabia (KSA). The Committee has ensured itself, and has advised the Board accordingly, that the 2025 financial statements are fair, balanced and understandable, and provide the information necessary for shareholders to assess Flynas performance, business model and strategy.

The Committee held seven meetings during the year 2025.

## I The Composition and Attendance of Audit Committee

The Company has an Audit Committee formed of five members whose appointment was recommended pursuant to the Board of Directors' resolution dated 26 June 2024 and approved by the General Assembly resolution dated 3 October 2024, for a term ending with the end of the Board of Directors' term on 25 November 2027.

Name	Committee Role	Membership classification	Number of Meetings: 7 meetings						
			1st meeting 16/02/2025	2nd meeting 27/02/2025	3rd meeting 15/03/2025	4th meeting 15/05/2025	5th meeting 21/05/2025	6th meeting 05/08/2025	7th meeting 06/11/2025
Mohammed Bin Saleh Albuty	Chairman	Independent	✓	✓	✓	✓	✓	✓	✓
Saleh Abdullah Saleh Alhenaki	Member	Non-Board member	✓	✓	✓	✓	✓	✓	✓
Fouad Abdullah Abdul Rahman Alrashed	Member	Non-Board member	✓	✓	✓	✓	✓	✓	✓
Khaled Saleh Fahd Alsabil	Member	Non-Board member	✓	✓	✓	✓	✓	✓	✓
Mamdouh Suleiman Eid Almajid	Member	Non-Board member	✓	✓	✓	✓	✓	✓	✓

## **I Responsibilities of the Audit Committee**

The Audit Committee supports the Board in overseeing financial reporting, internal controls, and the effectiveness and independence of the audit function. Its responsibilities include recommending the appointment of external auditors, approving audit and non-audit services provided by the external auditor “if any”, reviewing the scope and effectiveness of audits, and discussing audit findings and financial statements with external auditors prior to Board consideration.

The Committee evaluates the adequacy of the Company’s internal control systems in coordination with internal and external auditors and reports its findings to the Board. It also ensures that appropriate mechanisms are in place for employees to confidentially report concerns relating to financial or other matters and oversees the review of such matters. Furthermore, the Committee evaluates the Company’s overall risk management program, particularly in relation to operational and financial risks, and oversees measures aimed at minimizing potential adverse effects on the Company’s operations.

The Committee is authorized to obtain information from management through established channels and to seek independent, third-party legal or professional advice where required. It may be recommended that the Board convene a General Assembly in the event of significant issues or where its work is obstructed. The Chairman of the Committee, or a delegate, attends General Assembly meetings to respond to Shareholders’ queries.

## I Key activities and Recommendations of the Audit Committee 2025

- Recommended the appointment of PwC as the external auditor, for the fiscal year 2025 and the quarterly financial statements Q2 2025, Q3 2025, and Q1 2026.
- Review the External Auditors plan, scope of work, the results of the financial audits, the relevant audit reports, and management letter.
- Seek confirmation of the independence of the external auditor, their objectivity, fairness, and effectiveness of audit activities.
- Confirm that appropriate assistance was given by the Executive Management team to the External Auditors and that no difficulties were encountered during the audit.
- Review the Financial statements and recommend their approval to the Board.
- Review and approve the internal audit department charter, Strategy, budget, risk-based audit plan, and outputs and ensure whether the function has the necessary authority and resources to carry out its work while maintaining its independence.
- Review and assess internal audit reports and monitor the tracking and follow-up of implementation process, determining whether appropriate actions are taken in respect of the internal audit recommendations therein.
- Review the company's compliance with applicable laws, regulations, policies, and procedures through regulators and internal auditors' reports, and ensure that the company has taken the necessary corrective actions and oversee the availability of a whistleblowing reporting mechanism to capture and document concerns raised by stakeholders.

## External Auditor Review

*“In our opinion, the financial statements present fairly, in all material respects, the financial position of Flynas Company (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, 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).”*

## Results of the Annual Review of Internal Controls

The Audit Committee, supported by the Internal Audit function, reviewed the effectiveness of the Company’s internal control procedures and risk management programs during the year. Based on the results of this review, the Audit Committee is of the opinion that the Company’s internal control system is effective and adequate to provide reasonable assurance regarding the reliability of financial reporting, the safeguarding of assets, and compliance with applicable policies and procedures. No material weaknesses were identified during the year requiring disclosure.



**Mohammed Albuty** |  
Audit Committee Chairman

## Proxy Form

The proxy form is not available due to the Extraordinary General Assembly Meeting being held via modern technology means and voting will be through Tadawulaty system at the following link:

<https://login.tadawulaty.com.sa/ir/user/login.xhtml>

