

Limited assurance report on the Declaration to be submitted by the Board of Directors to the Extraordinary General Assembly on Proposed Transactions in which there is any interest for any member of the Board of Directors, whether directly or indirectly “Declaration”

**To the shareholders of
Baan Holding Group Company
(Saudi Joint Stock Company)**

Based on the request made by the Management of **Baan Holding Group Company** (the ‘Company’), we carried out limited assurance procedures in accordance with the International Standards on Assurance Engagements as adopted in the Kingdom of Saudi Arabia (hereinafter referred to as the “Engagement”), to report on the Company’s compliance with the requirements of Article (71) of the Companies regulation (the “Subject Matter”) as included in the attached Declaration (Appendix A), which will be submitted by the Board of Directors to the Extraordinary General Assembly regard the proposed transactions 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 Declaration to be submitted by the Board of Directors to the Extraordinary General Assembly, including the statement of transactions with members of the Board of Directors.
- Board of Directors’ circular resolution No. (26) dated 5 October 2025 (corresponding to 13 Rabi’ Al-Thani 1447H).
- Board of Directors’ circular resolution No. (1) dated 15 January 2026 (corresponding to 26 Rajab 1447H).

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 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

Management is further responsible for ensuring that the information presented in the Declaration are free from material misstatement, whether due to fraud or error and for maintaining the supporting documents and financial records and books that support these transactions.

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OUR RESPONSIBILITY

Our responsibility is limited 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.

We conducted this engagement in accordance with the International Standard on Assurance Engagements (ISAE) 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 Procedures Performed

Our procedures performed included the following:

- Obtaining the Declaration to be submitted by the Board of Directors to the Extraordinary General Assembly.
- Obtaining Board of Directors’ circular resolution No. (26) dated 5 October 2025 (corresponding to 13 Rabi’ Al-Thani 1447H).
- Obtaining Board of Directors’ circular resolution No. (1) dated 15 January 2026 (corresponding to 26 Rajab 1447H).
- Verifying that the relevant members of the Board of Directors who had notified the Board of an actual or potential conflict of interest did not participate in voting on the above-mentioned Board resolution.

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.

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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 attached Declaration, which will be submitted by the Board of Directors to the Extraordinary General Assembly regarding the proposed transactions in which there are any interest for any member of the Board of Directors, whether 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 Dr. Mohamed Al-Amri & Co



Maher Al-Khatieb

Certified Public Accountant

Registration No. 514

Date: 01/08/1447 (H)

Corresponding to: 20/01/2026 (G)

المحترمين

السادة / مساهمي شركة مجموعة بان القابضة

الموضوع / تبليغ رئيس مجلس الإدارة للجمعية العامة غير العادية بما للعضو من مصلحة مباشرة و غير مباشرة في الأعمال و العقود مع الأطراف ذو العلاقة مع بيان وصف لهذه الأعمال.

بموجب أحكام الفقرة (1) من المادة (21) والفقرة (1) من المادة (71) من نظام الشركات الصادر بموجب المرسوم الملكي رقم (م/132) بتاريخ 1443/12/01 هـ الموافق 2022/06/30 م. والفقرة (15) من المادة (21) من لائحة حوكمة الشركات الصادرة عن مجلس هيئة السوق المالية بموجب القرار رقم 8-16-2017 وتاريخ 1438/05/16 هـ الموافق 2017/02/13 م والمعدله بقراره رقم 8-5-2023 وتاريخ 1444/06/25 هـ الموافق 2023/01/18 م. نود ان نبليغكم بموجب خطابنا هذا عن وجود تعاملات مع أطراف ذات علاقة ستم في السنة المالية المنتهية بتاريخ 31 ديسمبر 2026 م كالتالي :

م	الطرف ذو العلاقة	طبيعة التعاقد أو التعامل	الطرف المرتبط بالطرف ذو العلاقة	أهم شروط التعاقد	القيمة (ريال)
1	مجموعة عبدالمحسن عبدالعزيز الحكير القابضة	عقود شراء ثلاثة فنادق بالأراضي والأصول العقارية التي تقع عليها	يوجد مصلحة غير مباشرة للأعضاء : أ/ سامي الحكير-أ/ فيصل المالك	مقابل إصدار أسهم (عدد 239,390,154 سهم) وذلك عن طريق رفع رأس المال	651,620,000

سامي بن عبد المحسن الحكير

رئيس مجلس الإدارة

