

The Ordinary General Assembly Meeting

SHAKER GROUP



مجموعة شاکر

Location: Riyadh – Via Modern Technology Means
Date: Monday 18 May 2026
Corresponding: 01Dhu Al-Hijah 1447 AH
Time: 7:00PM



شركة الحسن غازي ابراهيم شاکر
AL-HASSAN GHAZI IBRAHIM SHAKER CO.

A photograph of a modern building with a glass facade, featuring the 'SHAKER GROUP' logo and Arabic text 'مجموعة شاکر' on the upper part. The image is overlaid with a teal geometric pattern of diamonds and lines.

AGENDA OF THE ORDINARY GENERAL ASSEMBLY MEETING

1. Review and discuss the Board of Directors' report for the fiscal year ended 31/12/2025.
2. Voting on the External auditor's report for the fiscal year ended 31/12/2025 after discussing it.
3. Review and discuss the financial statements for the fiscal year ended 31/12/2025.
4. Voting on the discharge of the members of the Board of Directors from liability for the fiscal year ended 31/12/2025.
5. Voting on authorizing the Board of Directors to distribute interim dividends semi-annually or quarterly basis for the fiscal year 2025.
6. Voting on the delegation of the Board of Directors with the authority of the Ordinary General Assembly with the license mentioned in paragraph (1) of Article seventy-first 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 session of the authorized Board of Directors, whichever is earlier, in accordance to the conditions stipulated in the executive regulations of the Companies Law for listed joint stock companies.
7. Voting on the appointment of the External Auditor of the Company among the candidates based on the recommendation of the Audit Committee, to examine, review and audit the financial statements for the second, third quarters and the annual of the fiscal year 2026 and the first quarter of the fiscal year 2027, and determine their fees.



**First
Item**

**Review and discuss the Board of
Directors' report for the fiscal year ended
31/12/2025**





**The Board of Directors' report for the
fiscal year ended 31/12/2025 can be
viewed via the following link:**

[\(Board of Directors' Report\)](#)





**Second
Item**

**Voting on the External auditor's report for
the fiscal year ended 31/12/2025 after
discussing it**





Independent auditor's report to the shareholders of Al Hassan Ghazi Ibrahim Shaker Company

Report on the audit of the consolidated financial statements

Our opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the consolidated financial position of Al Hassan Ghazi Ibrahim Shaker Company (the "Company") and its subsidiaries (together the "Group") as at December 31, 2025, and its consolidated financial performance and its consolidated 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 Group's consolidated financial statements comprise:

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

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 Consolidated 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 Group 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.

Our audit approach

Overview

Key Audit Matters

- Impairment of trade receivables
 - Valuation of investment in associates
-

PricewaterhouseCoopers Public Accountants
(Professional Limited Liability Company)
Laysen Valley Tower 12 & 13, King Khaled Road
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Independent auditor's report to the shareholders of Al Hassan Ghazi Ibrahim Shaker Company (continued)

Our audit approach (continued)

Overview (continued)

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the consolidated financial statements. In particular, we considered where the directors 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 consolidated financial statements as a whole, taking into account the structure of the Group, the accounting processes and controls, and the industry in which the Group operates.

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.



Independent auditor’s report to the shareholders of Al Hassan Ghazi Ibrahim Shaker Company (continued)

Key audit matters (continued)

Key audit matter	How our audit addressed the Key audit matter
<p><i>Impairment of trade receivables</i></p> <p>As at December 31, 2025, the Group’s gross trade receivables balance was SR 539 million (2024: SR 471 million) with an associated provision for impairment loss of SR 45 million (2024: SR 49 million).</p> <p>The Group assesses at each reporting date whether the trade receivables (carried at amortised cost) are credit-impaired. The Group’s management has applied a simplified expected credit loss (“ECL”) model in accordance with International Financial Reporting Standard 9 (“IFRS 9”), to determine the allowance for impairment of trade receivables. The ECL model involves the use of various assumptions, macro-economic factors and study of historical trends relating to the Group’s trade receivables collections experience.</p> <p>We considered this as a key audit matter as the management applies significant judgment in determining an appropriate impairment loss allowance for trade receivables including macro-economic factors and the calculation of the time value for money.</p> <p><i>Refer to Note 2.2 (p) for the accounting policy, Note 3 (b) for the significant accounting judgments, estimates and assumptions, and Note 6 for the related disclosures in the accompanying consolidated financial statements.</i></p>	<p>Our audit procedures related to impairment losses on trade receivables included:</p> <ul style="list-style-type: none"> • Obtained an understanding of the design and implementation of key controls over the process of ECL calculation. • Obtained management’s model for the impairment assessment and tested key assumptions, including those used to calculate the likelihood of default, by comparing to historical data and challenging these assumptions. We also considered the incorporation of forward-looking macro-economic factors, Gross Domestic Product (GDP), to reflect the impact of future events on expected credit losses. We also tested the arithmetical accuracy of the model. • On a sample basis, we tested the accuracy of the historical data and aging analysis of trade receivables used as inputs to the ECL model. • We involved our internal expert to assist us in reviewing the modeling framework in computing provisions under IFRS 9 for trade receivables including reviewing the model methodology and the ECL computation. • We considered the potential effect of macro-economic factors on the ECL model, including reviewing reasonably possible changes in GDP. • Assessed the adequacy and appropriateness of the related disclosures in the accompanying financial statements.



Independent auditor’s report to the shareholders of Al Hassan Ghazi Ibrahim Shaker Company (continued)

Key audit matters (continued)

Key audit matter	How our audit addressed the Key audit matter
<p><i>Valuation of investment in associates</i></p> <p>As at December 31, 2025, the carrying value of the Group’s investment in its associates amounted to SR 530 million (2024: SR 505 million).</p> <p>The Group is exposed to the risk of impairment of its equity-accounted investee, dependent on the performance of the investee and the environment in which it operates. The Group’s management considers whether there are indicators of impairment with respect to the investment in its associates and conducts its impairment test on an at least annual basis to assess the recoverability of the investment using the value-in-use model.</p> <p>Impairment assessment of this investment requires significant judgment with respect to future sales growth and profitability of the investee, cashflow projections and selection of appropriate discount rate. Further, there is a risk that the carrying value of the investment and any related impairment charge may be incorrect.</p> <p>We considered the valuation of the investment in the Group’s associates as a key audit matter due to the significant judgment and assumptions involved in the impairment assessment process, and the significant amount it represents as a proportion of the Group’s total assets.</p> <p><i>Refer to 2.2 (d) for the accounting policy, Note 3 (c) for the significant accounting judgments, estimates and assumptions, and Note 7 for the related disclosures in the accompanying consolidated financial statements.</i></p>	<p>Our audit procedures related to the valuation of investment in associates included:</p> <ul style="list-style-type: none"> • Obtained an understanding of the design and implementation of key controls over the valuation of the Group’s investment in associates. • Utilized our internal valuations expert to assess the valuation approach and methodology and key assumptions used by management in their value-in-use calculation. Further, we have evaluated the appropriateness of the model used by management and assessed the reasonableness of significant management assumptions in respect of estimated future cash flows, sales growth, profitability of associate and discount rates, and we performed a sensitivity analysis on these key assumptions. • Compared management’s assumptions and applied our understanding of the future prospects of the business from internal and external sources and compared the forecasts to the historical past performance of the associate. • Assessed the completeness and accuracy of the information used by the Group management as the basis of their assessment. • Assessed the adequacy and appropriateness of the related disclosures in the accompanying consolidated financial statements.



Independent auditor's report to the shareholders of Al Hassan Ghazi Ibrahim Shaker Company (continued)

Other information

The directors are responsible for the other information. The other information comprises the Annual report of the Group but does not include the consolidated 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 consolidated 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 consolidated 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 consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

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

Responsibilities of the board of directors and those charged with governance for the consolidated financial statements

The Board of directors is responsible for the preparation and fair presentation of the consolidated 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 they determine 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, the board of directors 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 the board of directors 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 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 consolidated financial statements.



Independent auditor's report to the shareholders of Al Hassan Ghazi Ibrahim Shaker Company (continued)

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

As part of an audit in accordance with International Standards on Auditing, that are endorsed in the Kingdom of Saudi Arabia, we exercise professional judgment and maintain professional scepticism 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 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 Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the board of directors.
- Conclude on the appropriateness of the board of directors' 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.
- 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 consolidated 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.



Independent auditor's report to the shareholders of Al Hassan Ghazi Ibrahim Shaker Company (continued)

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

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 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

A handwritten signature in blue ink, appearing to read 'Khalid A. Mahdhar', written over a horizontal line.

Khalid A. Mahdhar
License Number 368

February 26, 2026



**Third
Item**

**Review and discuss the financial
statements for the fiscal year ended
31/12/2025**





**The financial statements for the fiscal
year ended 31/12/2025 can be viewed via
the following link:**

(Financial Statements)





Fourth
Item

**Voting on the discharge of the members
of the Board of Directors from liability for
the fiscal year ended 31/12/2025.**





Fifth Item

Voting on authorizing the Board of Directors to distribute interim dividends semi-annually or quarterly basis for the fiscal year 2026.





Sixth Item

Voting on the delegation of the Board of Directors with the authority of the Ordinary General Assembly with the license mentioned in paragraph (1) of Article seventy-first 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 session of the authorized Board of Directors, whichever is earlier, in accordance to the conditions stipulated in the executive regulations of the Companies Law for listed joint stock companies.





Seventh Item

Voting on the appointment of the External Auditor of the Company among the candidates based on the recommendation of the Audit Committee, to examine, review and audit the financial statements for the second, third quarters and the annual of the fiscal year 2026 and the first quarter of the fiscal year 2027, and determine their fees.





Audit Committee Report

The Audit Committee of Al Hassan Ghazi Ibrahim Shaker Company (the “Company”) has prepared its annual report in accordance with regulatory requirements. The report includes details on the Audit Committee’s performance, its mandates, and the duties assigned to it, as well as its recommendations and opinion regarding the adequacy of the Company’s internal control systems, financial controls, and risk management.





Attendance of Audit Committee Meetings held in 2025

The Audit Committee met five times during 2025, to evaluate the debate the quarterly as well as annual the annual financial statements and reports presented by the Internal Audit Department.

Name	Date and Schedule of Meetings					Total
	First Meeting	Second Meeting	Third Meeting	Fourth Meeting	Fifth Meeting	
	17-Feb-2025	5-May-2025	31-Jul-2025	3-Nov-2025	24-Dec-2025	
Eid bin Faleh Al Shamri (Chairman)	✓	✓	✓	✓	✓	5/5
*Ahmed Zaki Al-Fraih (Member)	✓	✓	✓	-	-	2/5
Mohammed Abdulmohsen Al-Qurainis (Member)	✓	✓	✓	✓	✓	5/5
**Khaled Mohammed Al Solai (Member)	-	-	✓	✓	✓	3/5

*Membership ended in 24/05/2025

**Joined the Committee in 25/05/2025





Audit Committee's Performance for the Financial Year 2025

1. Financial Reporting

The Committee reviewed the quarterly and annual financial statements and ensured accuracy and integrity before submission it to the Board of Directors, and the extent of their compliance adherence with applicable accounting standards.

The Committee also discussed the financial results with executive management and the external auditor, reviewed significant accounting estimates, and the extent of their compliance with approved accounting standards and monitored the impact of any changes in accounting policies. Audit Committee has evaluated the adequacy and effectiveness of internal control systems related to financial reporting through its review of and access to what is presented to it by the Company's departments, the external auditor, and the internal audit department .

In addition, the Audit Committee have reviewed the reports submitted by external auditors along with the recommendations and has also followed up on the implementation of these observations .

The Audit Committee have ensured the auditor's independence and have not observed any material issues affecting the fairness of the financial statements.

2. Internal Audit

The Audit Committee have supervised the internal audit function in line with regulatory requirements. The Committee has approved the risk-based annual internal audit plan and ensured its implementation.

The Audit Committee have reviewed the reports submitted by the internal audit department, discussed significant observations with executive management, and followed corrective actions to ensure implementation within the specified timelines, furthermore, ensuring that a robust monitoring mechanism is in place. along with activating a monitoring mechanism to ensure compliance with the audit work schedule, the implementation of recommendations, addressing observations raised in internal audit reports. Audit Committee have also ensured the efficiency and effectiveness of the internal audit function

Furthermore, the Committee have directed for taking measures for enhancement and development of national talent within the department to ensure continuous development of the department and its employees. The Committee reviewed the adequacy and effectiveness of internal control and risk management systems and reviewed the adequacy of internal control system.

3. External Auditor

During 2025, the Audit Committee has provided recommendations to the Board of Directors for the nomination of external auditors along with the determination of associated audit fees and ensuring the independence of external auditors. Audit Committee have also supervised the work of the external auditor in accordance with Corporate Governance Regulations .

The Audit Committee have reviewed the external auditor's work and audit scope and discussed periodic reports and audit findings (if any), including any observations on the financial statements and the auditor's opinion thereon, Audit Committee have also held dedicated periodic meetings with the external auditor, both with and without the presence of executive management, to ensure transparency and objectivity.

The Audit Committee have followed up on the implementation of the external auditor's recommendations and ensured that necessary corrective actions were implemented in a timely manner.

The Audit Committee have not observed any material issues affecting the external auditor's independence or the fairness of the financial statements. The Audit Committee recommended re-appointing the External Auditor for upcoming audit period due to their professional competency and quality of performance.





Audit Committee's Opinion

Based on the quarterly and annual reports submitted by the external auditor, the internal audit function, and the Company's management. the Audit Committee did not observe any indications of weaknesses in the financial systems or internal control systems. The Committee commends the ongoing efforts of the internal audit department, the external auditor, and the Company's management in strengthening the internal control environment and encourages continued improvement to maintain sound financial management and effective governance.

It is important to note that, regardless of how well-designed or effective a control system may be, no internal control system can provide absolute assurance regarding its accuracy or reliability.

In conclusion, the Audit Committee's recommendations and decisions are fully aligned with those issued by the Board of Directors, and no discrepancies or conflicts were observed.

Mr. Eid bin Faleh Al-Shammari

Chairman of the Audit Committee

