

Agenda items of the 17th
Extraordinary General Meeting
including the proposed increase of the
company's share capital.



TAIBA

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S.	Item
1	<p>Vote on the Board of Directors' recommendation to increase the Company's capital by granting bonus shares to shareholders as follows:</p> <ul style="list-style-type: none"> -Capital before the increase: SAR 2,604,574,830 -Capital after the increase: SAR 5,000,000,000 Number of shares before the increase: 260,457,483 shares -Number of shares after the increase: 500,000,000 shares -Percentage increase in capital: 91.97% -Grant ratio: (1) bonus share for every (1.09) existing shares held by shareholders. -The capital increase will be effected by capitalizing SAR 1,000 million from the statutory reserve balance plus capitalizing SAR 1,395,425,170 from the share premium balance, bringing the total amount to be capitalized to SAR 2,395,425,170. -Reasons for the increase: to strengthen the Company's capital structure, support growth and expansion requirements aligned with the Company's strategic direction, and to confirm the strength and resilience of the Company's financial position. -If this item is approved, the entitlement to the bonus shares will apply to shareholders holding the shares on the General Assembly meeting date who are registered in the Company's shareholders register at the Securities Depository Center at the close of the second trading day following the entitlement date. - Any fractional shares (if any) will be aggregated into a single portfolio for all shareholders, sold at market price, and the proceeds distributed to the eligible shareholders according to their entitlement within no more than 30 days from the date the new shares due to each shareholder are determined. - Vote to authorize the Company's Board of Directors, or any person delegated by the Board, to issue any decision or take any action necessary to implement the requirements related to the capital increase. - Amendment of Article (7) in the Company's Articles of Association relating to (Capital). (Attached) - Amendment of Article (8) in the Company's Articles of Association relating to (Subscription to Shares). (Attached)
2	Review and discuss the Board of Directors' report for the fiscal year ended 31-12-2025.
3	Review and discuss the financial statements for the fiscal year ended 31-12-2025.
4	Vote on the Company's auditor's report for the fiscal year ended 31-12-2025 after discussion.
5	Vote to discharge the liability of the Board members for the fiscal year ended 31-12-2025.
6	Vote on the payment of SAR 6,650,000 as remuneration to the Board members for the fiscal year ended 31-12-2025.

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7	Vote on the Board of Directors' recommendation to distribute cash dividends to shareholders for 2025 equivalent to 6.5% of capital, amounting to SAR 169,297,363.95 (one hundred sixty-nine million two hundred ninety-seven thousand three hundred sixty-three riyals and ninety-five halalas), at SAR 0.65 (sixty-five halalas) per share - applicable to shares held prior to the aforementioned capital increase. Entitlement shall be for shareholders owning the shares at the close of trading on the General Assembly meeting date and who are registered in the Company's shareholders register at the Securities Depository Center at the close of the second trading day following the entitlement date. Dividends will be distributed within 15 business days from the record date.
8	Vote to appoint the Company's auditor from among the nominees based on the recommendation of the Audit Committee, to examine, review and audit the financial statements for Q2, Q3 and the annual financial statements for fiscal year 2026, and for Q1 2027, and to determine its fees.
9	Vote to authorize the Board of Directors to distribute interim dividends on a semi-annual or quarterly basis for the fiscal year 2026.
10	Vote to authorize the Board of Directors with the authority granted to the Ordinary General Assembly under paragraph (1) of Article 27 of the Companies Law for a period of one year from the date of the General Assembly's approval or until the end of the Board's term, whichever is earlier, in accordance with the conditions set forth in the Implementing Regulations of the Companies Law for listed joint-stock companies.
11	Vote to authorize the Board of Directors with the authority granted to the Ordinary General Assembly under paragraph (2) of Article 27 of the Companies Law for a period of one year from the date of the General Assembly's approval or until the end of the Board's term, whichever is earlier, to carry out the transactions and activities related to hotels and residential and commercial units.
12	Vote on the transactions and contracts entered into between the Company and Banda Retail Company (a member of the Savola Group), in which the Chairman Mr. Badr bin Abdullah Al-Eissa and Board member Mr. Fahd bin Abdullah Al-Qassem have an indirect interest as they are members of the Board of Banda Retail Company and of Savola Group. The transactions consist of one of Taiba's subsidiaries leasing a commercial site for 9 years at SAR 12 million per year, on ordinary commercial terms with no preferential conditions. (Attached)

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13	Vote to amend Article (17) of the Company's Articles of Association relating to (Company Management). (Attached)
14	Vote to amend Article (25) of the Company's Articles of Association relating to (Remuneration of Board Members and Committee Members). (Attached)
15	Vote to amend Article (26) of the Company's Articles of Association relating to (Powers of the Chairman, Vice-Chairman, Managing Director and Secretary). (Attached)
16	Vote to reformat, renumber and rename the titles of the Company's Articles of Association to align with the proposed amendments. (Attached)
17	Vote to amend the Policies, Criteria and Procedures for Membership of the Board of Directors of Taiba Investment Company (attached).