



مجموعة فتحي القابضة
FITAIHI HOLDING GROUP

List of Attachments

- 1- Agenda of the AG Meeting**
- 2- AC Report for the fiscal year 2024**
- 3- Names of the audit firms that submitted external audit proposals**

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| - Link of the Financial Statements | Click Here |
| - Link of the BOD's Annual Report | Click Here |

	The Board of Directors of Fitaihi Holding Group Invites its Shareholders to Attend the Ordinary General Assembly Meeting (First Meeting) Through Means of Modern Technology
Introduction	The Board of Directors of Fitaihi Holding Group is pleased to invite its shareholders to participate in and vote at the Ordinary General Assembly Meeting (First Meeting), scheduled for 18:30 on Monday, 14/11/1446H (corresponding to 12/05/2025), through modern technology via the Tadawulaty system.
Venue of AGM	Remotely, through modern technology using the Tadawulaty system, from Fitaihi Headquarters in Jeddah.
Meting Link	https://www.tadawulaty.com.sa
Date of AGM	12-05-2025
Time of AGM	18:30
Methodology of Convening	By means of modern technology
Right of registration and voting	<p>Each shareholder registered in the Company's shareholder register at the Depository Center by the end of the trading session preceding the General Assembly Meeting has the right to attend the meeting in accordance with the applicable rules and regulations.</p> <p>The eligibility to register attendance for the General Assembly Meeting ends at the start of the meeting. The eligibility to vote on the agenda items for attendees ends once the Counting Committee concludes the vote count.</p>
Quorum	As per Article (30) of the Company's Articles of Association, the quorum required to hold the General Assembly Meeting is 25% of the capital. If the quorum is not met in the first meeting, a second meeting will be held within one hour of the scheduled time of the first meeting. The second meeting will be valid regardless of the number of shares represented.
Agenda	<ol style="list-style-type: none"> 1- Review and discuss the Board of Directors' Report for the fiscal year ending on 31/12/2024. 2- Vote on the Auditor's Report for the fiscal year ending 31/12/2024 and discuss it. 3- Review and discuss the Consolidated Financial Statements for the fiscal year ending 31/12/2024.

	<p>4- Vote on discharging the members of the Board of Directors from their liabilities for the fiscal year ending 31/12/2024.</p> <p>5- Vote on delegating the Board of Directors to disburse interim dividends on a biannual/quarterly basis for the fiscal year 2025.</p> <p>6- Vote on delegating to the Board of Directors the authorization powers of the General Assembly stipulated in paragraph (1) of Article (27) of the Companies Law, for a period of one year starting from the date of the approval by the General Assembly or until the end of the delegated Board of Directors' term, whichever is earlier, in accordance with the conditions set forth in the Executive Rules issued pursuant to the Companies Law relating to Listed Joint Stock Companies.</p> <p>7- Vote on the Board of Directors' recommendation not to disburse cash dividends to shareholders for the fiscal year 2024.</p> <p>8- Voting on the appointment of the Company's external auditor from among the candidates, based on the Audit Committee's recommendation, to review and audit the Company's financial statements for the second and third quarters, the annual financial statements for the fiscal year 2025, and the first quarter of 2026, as well as approving their service fees.</p>
Proxy	Attached
Right to discuss Topics of Agenda	Shareholders have the right to discuss the topics listed on the General Assembly agenda and raise relevant questions and inquiries. They can also vote remotely on the agenda items through the Tadawulaty (E-Voting service) by clicking on the following link: www.tadawulaty.com.sa
Electronic voting	Shareholders registered in TADAWULATY services can cast their electronic votes on the General Assembly's agenda items starting at 1:00 a.m. on Friday, 09-05-2025 (corresponding to 11-11-1446H) , and the voting period will conclude at the end of the General Assembly Meeting. Please note that registration in the Tadawulaty service and voting are available and free of charge to all shareholders through the official website: www.tadawulaty.com.sa
Contact details	<p>For further inquiries regarding any items on the agenda for the General Assembly (GA), please contact the Corporate Governance and Investor Relations Department through any of the following means. Please note that inquiries will be addressed during the GA Meeting:</p> <p>Department of Corporate Governance & Investor Relations:</p> <p>- Email: sh@fitaihi.com.sa</p> <p>- Phone: 012-2604200</p>
Attachments	Attached



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**Audit Committee's Report of Fitaihi Holding Group
For the Fiscal Year Ending on 31/12/2024, Submitted to the General Assembly¹**

About the Formation of the Board's Audit Committee:

The Audit Committee consists of three Members as follows:

- Dr. Adnan Abdulfattah Soufi (Chair - Independent).
- Dr. Ibrahim Hassan Al-Madhoun (Member - Non-Executive).
- Dr. Ibrahim M. Omar Badawood (Member - Independent).

Duties and Responsibilities:

The audit committee shall be competent to monitor the Company's activities and to ensure the integrity and effectiveness of the reports, financial statements and internal control systems. The duties of the audit committee shall particularly include the following:

A) Financial Reports:

1. Examining the Company's interim and annual financial statements before referring to the Board and providing its opinion and recommendations thereon to ensure their integrity, fairness, and transparency;
2. Examining the accounting estimates in respect of significant matters that are contained in the financial reports;
3. Examining the accounting policies followed by the Company and providing its opinion and recommendations to the Board thereon;
4. Reporting its proposals and recommendations to the Board for approval;
5. Ensuring that the Board is aware of all matters that affect substantially the financial matters and administrative affairs; and
6. Auditing the annual report prior to its publication and ensuring that the information is understandable and in conformity with the knowledge of Members about the Company and its activities as well as reviewing any legal issues that affect the financial position of the Company.

B) Internal Audit:

1. Examining and reviewing the Company's internal and financial control systems and risk management system;
2. Examining the internal audit reports and following up on the implementation of the corrective measures in respect of the remarks made in such reports;
3. Providing a recommendation to the Board on appointing the manager of the internal audit department, or the internal auditor and suggest his/her remunerations;
4. Verifying the adequacy and efficiency of the control activities in the facility, in an appropriate way, limiting and detecting fraud and errors, immediately upon occurrence, and the effectiveness of the implementation of control activities;

¹ Paragraph A - -2) of Article 88 - Corporate Governance Regulations (Audit Committee Report)



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5. Overseeing investigations related to fraud or errors occurred in the Company or any matters that the committee deems important for investigation;
6. Examining the nomination applications for the internal auditor post in the Company, remuneration, allowances, and other benefits allocated and nomination of the most suitable person;
7. The Audit Committee's selected **(Talal Abu-Ghazaleh Global)** to conduct the internal audit tasks;
8. The Audit Committee and the Risk Management Committee have selected **(Talal Abu-Ghazaleh Global)** to examine and assess the risks that may encounter the Company and methods for managing the same; and
9. There are no recommendations of the Audit Committee that conflict with the resolution of the Board of Directors, or the Board disregarded the same with regard to the appointment, dismissal, fees determination, and performance evaluation of the Company's auditor or the internal auditor.

C) External Auditor

1. Providing recommendations to the Board to nominate, dismiss, determine the fees and assess the performance of the external auditors after verifying their independence and reviewing the scope of their work and the terms of their contracts;
2. Reviewing the plan of the Company's auditor and its activities, and ensuring that it does not provide any technical or administrative works that are beyond its scope of work, and provides its opinion thereon;
3. Responding to queries of the Company's external auditor;
4. Reviewing the external auditor's reports and its comments on the financial statements, and following up the procedures taken in connection therewith;
5. Ensuring that the important notices and recommendations submitted by the auditor have been received and discussed timely; and
6. Ensuring the response of the management to the recommendations of the auditor.

D) Ensuring Compliance

1. Reviewing the findings of the reports of supervisory authorities and ensuring that the Company has taken the necessary actions in this regard.
2. Ensuring the Company's compliance with the relevant laws, regulations, policies and instructions.
3. Currently, the Audit Committee is concerned with everything related to the implementation of the corporate governance laws and regulations.
4. Reviewing the contracts and proposed Related Party transactions, and providing its recommendations to the Board in this regard.
5. Reporting to the Board any issues it deems necessary to take action thereon, and providing recommendations as to the actions to be taken.



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E) Summary of the Most Significant Achievements of the Audit Committee during the FY 2024:

1. Review the Company's interim and annual financial statements and reporting to the Board about these recommendations;
2. Follow up on the work of (BDO), external auditor, as well as periodic meetings with its representatives, and check the progress of their work;
3. Follow up the internal auditor's work (**Talal Abu-Ghazaleh & Partners**), meeting periodically with their representatives and checking the progress of their work (internal audit - risk assessment); and
4. Ensure the Company's compliance with the relevant laws, regulations, policies, and instructions.
5. Approve the yearly Internal Audit work plan.

F) Audit Committee Meetings

The Audit Committee held in its 9th term, (6) meetings during the FY 2024. Below is the attendance status of the Committee Members in these meetings:²

During the 9th. Term

Member Name	Membershi p Nature	Number of Meetings (4 meetings)*				Total	%
		1st. Meeting 05/02/2024	2nd. Meeting 28/03/2024	3rd. Meeting 19/05/2024	4th. Meeting 08/08/2024		
Dr. Adnan Abdulfattah Soufi	Chair	✓	✓	✓	✓	4/4	100%
Dr. Ibrahim Hassan Al- Madhoun	Member	✓	✓	✓	✓	4/4	100%
Dr. Ibrahim M. Omar Badawood	Member	✓	✓	✓	✓	4/4	100%

² Paragraph 31) of Article 87- Corporate Governance Regulations- (Disclosure in the Board's Report)



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Member Name	Membership Nature	Number of Meetings (2 meetings)*		Total	%
		5th. Meeting 15/10/2024	6th. Meeting 05/11/2024		
Dr. Adnan Abdulfattah Soufi	Chair	✓	✓	2/2	100 %
Dr. Ibrahim Hassan Al-Madhoun	Member	✓	✓	2/2	100 %
Dr. Ibrahim M. Omar Badawood	Member	✓	✓	2/2	100 %

* In addition to field visits to the branches and periodic meetings with the external auditor, the internal auditor and some of the Company's departments (particularly the financial department) in order to assess their work from time to time and supervise the inventory operations in specific periods.

G) The Audit Committee's Opinion on the Adequacy of the Company's internal control system

The Audit Committee disregarded any matters, leading to a perception there is a fundamental deficiency that requires disclosure regarding the internal control systems and what is related to the preparation of the financial reports.

We believe that the Company's internal control system is operating effectively, which assists to develop a general perception of the risks that the Company may encounter. There are no material events that occurred during the **FY 2024** that requires disclosure ([other than what was announced on the Tadawul website](#)).

According to the Audit Committee's recommendation, (**Talal Abu-Ghazaleh Global**) is appointed to conduct the internal audit tasks, examine, and assess the risks that the Company may encounter and relevant means to manage the same during the FY 2025.

Chairman of Audit Committee
Dr. Adnan Abdulfattah Mohammed Soufi

Signature



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Proposals of External Auditors (for the year 2025)

عروض مراجعي الحسابات الخارجيين (للعام المالي 2025م)

مراجع الحسابات الخارجي	
1	السادة/ شركة حلول كرو للاستشارات المهنية (CROWE)
2	السادة/ شركة ار اس ام المحاسبون المتحدون للاستشارات المهنية (RSM)
3	السادة/ شركة السيد العيوطي وشركاه (محاسبون قانونيون) (MOORE)

External Auditor	
1	Crowe Solutions for Professional Consulting (CROWE)
2	RSM Allied Accountants for professional Services (RSM)
3	El Sayed El Ayouty & Co. (Certified Public Accountants) (MOORE)

P.S

E-voters, via Tadawulaty, will be able to find out the fees for each audit proposal, and read the recommendation of the Audit Committee.

سيتمكن المصوتون آلياً عبر موقع تداولاتي من معرفة أتعاب المراجعة لكل عرض وقراءة توصية لجنة المراجعة.