

Invitation to an Extraordinary General Assembly Meeting

clause	The statement
Type of association meeting	Extraordinary General Assembly
The number of times a meeting is called	First meeting
Ad title	The Board of Directors of Training and Education Company invites its shareholders to attend the Extraordinary General Assembly Meeting (First Meeting) In person and via modern technological means.
Introduction	The Board of Directors of Al Khaleej Training and Education Company is pleased to invite its shareholders to participate and vote in the Extraordinary General Assembly Meeting (First Meeting), which is scheduled to be held, God willing, on Tuesday, 23/12/1447H, corresponding to 09/06/2026G, at 6:30 PM, In person and via modern technological means using Tadawulaty system
The venue and city of the association	In person at the Company's head office located on Street No. 64, intersecting east with Olaya Main Street, Building No. 9, Al Olaya District, Riyadh (https://2u.pw/R5ckVf), or via modern technological means using the Tadawulaty system (www.tadawulaty.com.sa)
Link to the meeting headquarters	www.tadawulaty.com.sa
The date of the assembly	09/06/2026
The time of the assembly	18:30
How the assembly is held	In person and via modern technological means.
Right to attend	Shareholders registered in the Company's shareholder register at the Securities Depository Center at the end of the trading session preceding the Extraordinary General Assembly meeting are entitled to attend, in accordance with applicable laws and regulations. Eligibility for attendance registration ends at the time of the meeting, and voting eligibility for attendees ends once the vote counting committee completes the counting process.
A quorum is necessary for the assembly to be held	In accordance with Article (38) of the Company's Articles of Association, the Extraordinary General Assembly meeting shall be valid if attended by shareholders representing at least 50% of the Company's capital. If the quorum is not met in the first meeting, a second meeting shall be held one hour after the end of the first meeting, and it shall be valid if attended by shareholders representing at least 25% of the capital.
The agenda of the association	<ol style="list-style-type: none"> 1. To review and discuss the Company's financial statements for the fiscal year ended 31/12/2025. 2. To vote on the External Auditor's Report for the fiscal year ended 31/12/2025 after discussion. 3. To review and discuss the Board of Directors' Report for the fiscal year ended 31/12/2025. 4. To vote on appointing the Company's external auditor from among the nominated candidates based on the recommendation of the Audit Committee, to examine, review, and audit the financial statements for the second and third quarters and the annual financial statements for FY 2026, and the first quarter of FY 2027, and to determine their fees. 5. To vote on discharging the members of the Board of Directors from liability for the fiscal year ended 31/12/2025. 6. To vote on disbursing an amount of SAR 1,500,000 (one million five hundred thousand Saudi Riyals) as remuneration to the members of the Board of Directors for the fiscal year ended 31/12/2025. 7. To vote on authorizing the Board of Directors with the powers of the Ordinary General Assembly as stipulated in 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 delegated Board term, whichever is earlier, in accordance with the conditions set forth in the Implementing Regulations of the Companies Law for listed joint stock companies. 8. To vote on amending Article (4) of the Company's bylaws relating to the Company's activities. (Attached) 9. To vote on amending Article (17) of the Company's bylaws relating to the management of the Company. (Attached) 10. To vote on updating the Audit Committee Charter. (Attached) 11. To vote on the transactions and contracts concluded for the fiscal year ending 31/12/2025 between Al Khaleej Training and Education Company and Tawuniya (The Cooperative Insurance Company), in which Board Member Eng. Mohammed bin Hamad Hassan Al Quraishah (Non-Executive Member) has an indirect interest. These transactions and contracts consist of an insurance contract, contract term: (1) year, terms of operation: providing medical insurance services to Al Khaleej Training and Education Company employees and their families, contract value: SAR 36,232,828.00, and the contract does not include any preferential terms or benefits. (Attached)

	<p>12. To vote on the transactions and contracts concluded for the fiscal year ending 31/12/2025 between Al Khaleej Training and Education Company and Al-Ahsa Schools Complex, in which the Chairman of the Board of Directors, Mr. Abdulaziz bin Rashid Abdulrahman Al-Rashid (Non-Executive Member), has a direct interest. This is an operating contract, with a term of (20) years, and the terms of the transaction are as follows: (The owner of the school complex contracts with Al Khaleej Training and Education Company to operate Al-Ahsa Schools Complex in exchange for a profit margin on operating costs). The value of the transaction is (1,039,273) Saudi Riyals. The contract does not include any preferential terms or benefits. (Attached)</p> <p>13. To vote on the transactions and contracts concluded during the fiscal year ending December 31, 2025, between Al Khaleej Training and Education Company and Al Khaleej Company Limited, in which the Chairman of the Board, Mr. Abdulaziz bin Rashid Abdulrahman Al-Rashid (Non-Executive Member), has an indirect interest. These transactions and contracts consist of a lease agreement, contract term: (1) year, terms of the transaction: lease of a building from Al Khaleej Company Limited to Al Khaleej Training and Education Company with a total area of (4000) four thousand square meters, contract value: (900,000) Saudi Riyals. The contract does not include any preferential terms or benefits. (Attached)</p> <p>14. To vote on the transactions and contracts concluded for the fiscal year ending December 31, 2025, between Al Khaleej Training and Education Company and each of the following: Ramadi Company Limited (represented by Mr. Nayef bin Saleh Abdulaziz Al-Rajhi), Mr. Abdulaziz bin Rashid Abdulrahman Al-Rashed, and Eng. Alwaleed bin Abdulrazzaq Saleh Al-dereyaan, (non-executive members) of the Board of Directors, with a direct interest therein. This transaction is a lease agreement, with a term of two (2) years, and the terms of the agreement stipulate that Al Khaleej Training and Education Company will lease the Taif Health Center for Women's Sports – Riyadh Branch to the related parties. The contract value is SAR 4,392,080, and the contract does not include any preferential terms or benefits. (Attached)</p> <p>15. To vote on the transactions and contracts concluded for the fiscal year ending December 31, 2025, between Al Khaleej Training and Education Company and each of the following: Ramadi Limited Company (represented by Mr. Nayef bin Saleh Abdul Aziz Al-Rajhi), Mr. Abdul Aziz bin Rashid Abdul Rahman Al-Rashid, and Eng. Al-Waleed bin Abdul Razzaq Saleh Al-dereyaan (non-executive members) who have a direct interest therein. This transaction is a lease agreement, with a term of two (2) years, whereby Al Khaleej Training and Education Company leased the Vogue Women's Beauty Center – Riyadh Branch to the related parties. The contract value is SAR 789,360, and the contract does not include any preferential terms or benefits. (Attached)</p> <p>16. To vote on the transactions and contracts concluded for the fiscal year ending December 31, 2025, between Al Khaleej Training and Education Company and each of the following: Ramadi Limited Company (represented by Mr. Nayef bin Saleh Abdul Aziz Al-Rajhi), Mr. Abdul Aziz bin Rashid Abdul Rahman Al-Rashid, and Eng. Al-Waleed bin Abdul Razzaq Saleh Al-dereyaan (non-executive members) who have a direct interest therein. Contract type: Lease agreement. Contract term: (2) years. Terms of transaction: Al Khaleej Training and Education Company leased the Taif Health Centers for Women's Sports – Al-Khobar branch to the related parties. Contract value: (787,152) Saudi Riyals. The contract does not include any preferential terms or benefits. (Attached)</p> <p>17. To vote on the transactions and contracts concluded for the fiscal year ending December 31, 2025, between Al Khaleej Training and Education Company and each of the following: Ramadi Limited Company (represented by Mr. Nayef bin Saleh Abdul Aziz Al-Rajhi), Mr. Abdul Aziz bin Rashid Abdul Rahman Al-Rashid, and Eng. Al-Waleed bin Abdul Razzaq Saleh Al-dereyaan (non-executive members) who have a direct interest therein. Contract type: Lease agreement. Contract term: (2) years. Terms of transaction: Gulf Al Khaleej Training and Education Company leased the Vogue Women's Beauty Center – Al-Khobar branch to the related parties. Contract value: (112,608) Saudi Riyals. The contract does not include any preferential terms or benefits. (Attached)</p>
Power of Attorney Form	(Attachment)
The shareholder's right to discuss topics on the association's agenda, ask questions, and how to exercise the right to vote	Extraordinary General Assembly
Electronic voting	First meeting
How to communicate	The Board of Directors of Training and Education Company invites its shareholders to attend the Extraordinary General Assembly Meeting (First Meeting) In person and via modern technological means.
additional information	The Board of Directors of Al Khaleej Training and Education Company is pleased to invite its shareholders to participate and vote in the Extraordinary General Assembly Meeting (First Meeting), which is scheduled to be held, God willing, on Tuesday, 23/12/1447H, corresponding to 09/06/2026G, at 6:30 PM, In person and via modern technological means using Tadawulaty system
Attached files	In person at the Company's head office located on Street No. 64, intersecting east with Olaya Main Street, Building No. 9, Al Olaya District, Riyadh (https://2u.pw/R5ckVf), or via modern technological means using the Tadawulaty system (www.tadawulaty.com.sa)

**Audit Committee Report
To the General Assembly of Shareholders
For the Fiscal Year Ended 31 December 2025**

Date: 12 April 2026

Dear Shareholders of AlKhaleej Training and Education Company,

Peace, mercy, and blessings of Allah be upon you,

The Audit Committee is pleased to present to the esteemed shareholders its annual report for the fiscal year ended 31 December 2025. This report provides an overview of the Committee's activities and the duties it performed during the year, within the scope of its responsibilities and authorities as stipulated under the Company's Law, the relevant Corporate Governance Regulations, and in accordance with the Audit Committee Charter.

Throughout the fiscal year 2025, the Committee diligently carried out its oversight role to support the effectiveness of the internal control framework, enhance principles of transparency and disclosure, and monitor the integrity of the financial statements and reports. In addition, the Committee supervised both internal and external audit activities and followed up on the Company's compliance with applicable laws and regulations.

I. Audit Committee Composition

The Audit Committee is comprised of the following members:

- 1- Dr. Abdullah bin Sagheer Mohammed Al-Hussaini - Chairman of the Audit Committee
- 2- Dr. Abdulkarim bin Hamad Al-Nujaidi*** - Member of the Audit Committee
- 3- Mr. Nabeel Ali Hassan Shoaib - Member of the Audit Committee
- 4- Mr. Khalid Mohammed Al-Eid - Member of the Audit Committee

**** Resigned from the Board of Directors and the Audit Committee on 15/02/2026*

During the fiscal year 2025, the Committee held total of **(15) meetings**, which were attended by its members, representatives of executive management, the external auditor, and the Head of Internal Audit based on the meeting agenda.

II. Audit Committee Responsibilities

The Audit Committee undertakes range of oversight duties and responsibilities, the most notable of which include:

1. Reviewing and recommending the Company's interim and annual financial statements to the Board
2. Overseeing the internal audit function and ensuring its independence and effectiveness.
3. Recommending to the Board of Directors the appointment of external auditor, determining its fees, and monitoring its performance and independence.
4. Reviewing the adequacy and effectiveness of the Company's internal control systems and risk management framework.
5. Reviewing contracts with related parties entered into by the Company during the fiscal year.
6. Monitoring the Company's compliance with applicable laws, regulations, and instructions.
7. Reviewing any matters of financial or control significance referred by the Board of Directors.

III. Review of Financial Statements

The Audit Committee reviewed and discussed the Company's interim and annual financial statements for the year 2025 with the external auditor and senior management, submitted its related recommendations to the Board of Directors, and further discussed the applied accounting policies, significant accounting estimates, and any matters that may have a material impact on the financial statements; it also received a presentation from the external auditor on the audit results, and based on its review, did not identify any material observations that would affect the fairness of the presentation of the Company's financial statements.

IV. External Auditor

The Committee reviewed the technical and financial proposals submitted by approved external audit firms and evaluated enabling to select the most suitable firm, and also monitored the work of the external auditor, discussing with it the scope and results of the audit, while further assessing the auditor's independence and objectivity and ensuring that no circumstances existed that could impair its impartiality; in addition, the Committee discussed with the external auditor the annual audit plan, significant accounting estimates, and the observations included in the management letter.

V. Internal Audit

The Committee reviewed the Internal Audit Department's work plan and its periodic reports, followed up on the results of audit activities including the observations and recommendations raised, and monitored the corrective actions taken by executive management to address such observations; the Committee is of the view that the Internal Audit function operates with an appropriate level of independence and effectively fulfills its role in evaluating the effectiveness of the internal control system and enhancing the efficiency of the Company's control environment.

VI. Compliance and Governance

The Audit Committee monitored the Company's compliance with applicable laws, regulations, and instructions, including corporate governance and disclosure requirements, and reviewed and updated several policies and procedures during 2025 in line with applicable practices, recommending for its approval by the relevant authorities; in addition, the Committee reviewed related party transactions entered into by the Company during the fiscal year ended 2025 based on the information presented to it, and did not identify any indications of preferential terms, undue advantages, or transactions that were not conducted on an arm's length basis.

VII. Audit Committee's Opinion on the Adequacy of the Internal Control System

Given the importance of an effective internal control framework, the Audit Committee assesses its effectiveness and efficiency on an annual basis through its comprehensive review, which includes evaluating the adequacy and effectiveness of all policies, practices, and procedures across the Company's departments, as well as the effectiveness of governance, risk management, and internal controls, thereby enabling the Company to achieve its objectives and safeguard its assets; the Committee also considers matters related to the effectiveness of internal controls through its review of the external auditor's work and the Internal Audit Department's activities, deriving relevant recommendations for improvement and submitting them periodically to the Board of Directors to ensure the overall efficiency and effectiveness of the internal control system, and based on its annual review, confirms that there are no material findings or significant issues that require disclosure with respect to the integrity of the financial and accounting systems, internal controls, or matters related to financial reporting.

The Audit Committee is of the view, based on annual confirmations and disclosures from executive management, the Audit Committee believes that the current internal control, finance, and risk management systems operate with acceptable effectiveness. However, some areas require improvement. It is important to note that no internal control system, regardless of its design and application, can provide absolute assurance.

The Committee affirms that it performs its duties and responsibilities with full independence and continues its efforts to enhance the effectiveness of the internal control and risk management framework, thereby supporting sound governance practices and reinforcing the principles of transparency, integrity, and the overall efficiency of internal control systems.

In conclusion, the Audit Committee extends its appreciation to the Board of Directors, executive management, the external auditor, and the Internal Audit Department for their cooperation with the Committee during the fiscal year 2025.

Chairman of the Audit Committee

Dr. Abdullah bin Sagheer Mohammed Al-Hussaini