



## Ordinary General Assembly Meeting Seera Group Holding

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Riyadh, Headquarter, Via Modern Technology Tools



# Ordinary General Assembly Meeting Agenda

#	Item
1	Voting on the Competition Controls and Standards Policy.
2	Voting on the delegation of the Ordinary General Assembly's authority to the Board of Directors to grant the license stipulated in 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 term of the delegated Board of Directors, whichever occurs first, in accordance with the provisions set out in the Implementing Regulations of the Companies Law for Listed Joint Stock Companies, and in line with the concepts and standards of competing businesses and activities set out in the Competition Controls and Standards Policy.
3	Voting of the participation of the Board member Mr. Abdulaziz bin Majed Al-Kassabi in a business that is competing with the company.



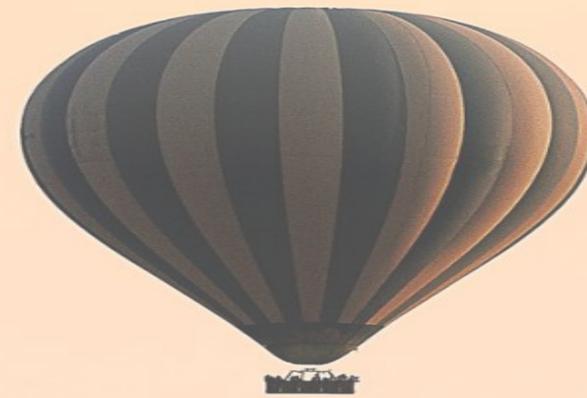
## **Item (1) Attachment**

Competition Controls and Standards Policy.



Item (1) Attachment

# Competition Controls and Standards Policy



# Item (1) Attachment

	<b>SEERA GROUP</b>	Date	2026\0\0	Version	1.0
	<b>Competition Controls and Standards Policy</b>				

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# Item (1) Attachment

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	<b>Competition Controls and Standards Policy</b>				

**Article (1): Preamble** The words and phrases in this policy shall have the meanings assigned to them in the Capital Market Law and its Implementing Regulations unless the context requires otherwise.

**Article (2): Purpose of the Policy** This policy aims to define the controls and standards applied by the Board of Directors when verifying the existence of competition by a Board member or a member of its sub-committees, in any business that would compete with the company or compete in one of its branch activities.

**Article (3): Scope of Application** This policy, along with all relevant laws and regulations in the Kingdom of Saudi Arabia and the company's internal policies, applies to the members of the Board of Directors and the members of its sub-committees in Seera Group Holding.

**Article (4): Competing with the Company** A member of the company's Board of Directors or a member of its sub-committees may not engage in any business that would compete with the company or compete in any of the branch activities it practices, except with a license from the General Assembly in accordance with the provisions of this policy and relevant laws and regulations.

**Article (5): Concept of Competition** The concept of participating in any business that competes with the company or competing in one of its branch activities includes the following:

- A Board member establishing a company, a sole proprietorship, or owning a significant percentage of shares or stakes in another company or entity that practices an activity similar to the activity of the company or its group.
- Accepting membership on the board of directors of a competing company or entity, or its group, or assuming the management of a competing sole proprietorship or competing company regardless of its form, excluding the company's subsidiaries.
- The Board member obtaining a commercial agency or its equivalent, whether apparent or concealed, for a company or another entity competing with the company or its group.

**Article (6): Standards for Verifying the Existence of Competition** The Board of Directors, when verifying the existence of actual competition, shall consider one or more of the following standards:

- If the activity is similar but operates according to a different business model than the one practiced by the company.
- If the activity is practiced in a geographical scope that does not constitute actual competition or an impact on the business of the company or its subsidiaries.

# Item (1) Attachment

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**Article (7): Controls for Obtaining a License** Taking into account the provisions of the Companies Law, the relevant provisions in the Corporate Governance Regulations, related laws and regulations, and the internal policies of the company, if a Board member or a committee member wishes to engage in a business that would compete with the company or compete in one of its branch activities, the following must be observed:

- Notifying the Board of Directors of the competing businesses they wish to practice, and this notification must be documented in the minutes of the Board of Directors meeting.
- The interested member shall not participate in voting on the resolution issued in this regard in the Board of Directors and Shareholders' Assemblies.
- The Board of Directors shall inform the General Assembly, upon its convening, of the competing businesses that the Board member or committee member wishes to practice or is currently practicing, after verifying the presence of the competition element.
- Obtaining a license from the Ordinary General Assembly of the company allowing the member to practice competing businesses, which shall be renewed annually.

**Article (8): Controls for the Delegation of the Ordinary General Assembly to the Board of Directors**

- The Ordinary General Assembly has the right to delegate the licensing authority mentioned in Paragraph (2) of Article Twenty-Seven of the Companies Law to the company's Board of Directors, provided that the General Assembly's decision specifies the businesses and activities in which the Board may grant licenses during the delegation period.
- The duration of the delegation shall be a maximum of one year from the date of the Ordinary General Assembly's approval to delegate its authority mentioned in Paragraph (1) of this article to the company's Board of Directors, or until the end of the term of the delegated Board of Directors, whichever is earlier.
- It is prohibited for any member of the Board of Directors to vote on the items of delegation and cancellation of delegation in the General Assembly.
- It is prohibited for a Board member to vote on the decision of the General Assembly or the delegated Board of Directors regarding the participation of a Board member in a business that would compete with the company or compete in one of its branch activities.

**Article (9): Refusal to Grant a License** If the General Assembly or the Board of Directors - based on a delegation from the Ordinary General Assembly of the company - refuses to grant a license to a Board member or a committee member to participate in a business that would compete with the company or to compete with the company in one of its branch activities in accordance with the provisions of the Companies Law, its Executive Regulations, the Corporate Governance Regulations, and the internal policies of the company, the Board member or committee member must submit their resignation within a period specified by the General Assembly or the Board of Directors - as the case may be - based on the public interest of the company. Otherwise, their membership shall be deemed terminated, unless they decide to withdraw from competing with the company or adjust their status according to the Companies Law and its Executive Regulations before the expiration of the specified deadline.

**Article (10): Review and Amendment of the Policy**

- This policy shall be reviewed periodically or whenever the need arises to ensure its alignment with the laws, regulations, and instructions issued by the relevant authorities, and it shall be approved and amended by a resolution of the General Assembly based on a recommendation from the Board of Directors.
- Anything not specifically provided for in this policy shall be governed by the relevant laws and regulations.

### **Item (3) Attachment**

participation of the Board member Mr. Abdulaziz bin Majed Al-Kassabi in a business that is competing with the company.

According to Article (27) of the Companies Law, Board Member Mr. Abdulaziz Al-Kasabi disclosed his participation in a competing business, represented by his ownership and board membership in an entity that conducts activities falling within the scope of the activities of one of the Group's subsidiaries (Almosafer Travel and Tourism Company), as detailed in the table below.

<b>Name of the Competing Entity</b>	<b>Legal Form of the Competing Entity</b>	<b>Competing Activities</b>	<b>Position in the Competing Entity</b>	<b>Ownership Percentage</b>	<b>Competing Company (Subsidiary)</b>
Jawal Travel and Tourism Company	Limited Liability Company	Travel and Tourism	Partner and Board Member	40%	Almosafer Travel and Tourism Company

**Thank you.**

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