



Extraordinary General Assembly Meeting Seera Group Holding

Riyadh, Headquarter, Via Modern Technology Tools



Extraordinary General Assembly Meeting Agenda

#	Item
1	Reviewing and discussing the financial statements for the fiscal year ended on 31-12-2025.
2	Reviewing and discussing the Board of Directors' report for the fiscal year ended on 31-12-2025.
3	Voting on the company's auditor report for the fiscal year ended on 31-12-2025 after discussing it.
4	Voting on appointing the company's auditor from among the candidates based on the Audit Committee's recommendation; to examine, review, and audit the financial statements for the second and third quarters and the annual statements of the fiscal year 2026, and the first quarter of the fiscal year 2027, and determining their fees.
5	Voting on discharging the members of the Board of Directors from liability for the fiscal year ended on 31-12-2025.
6	Voting on disbursing (2,730,821.92) Saudi Riyals as remuneration to the Board of Directors members for the fiscal year ended on 31-12-2025.

Extraordinary General Assembly Meeting Agenda

#	Item
7	<p>Voting on the Board of Directors' recommendation to reduce the company's capital from 3,000,000,000 Saudi Riyals to 2,740,486,520 Saudi Riyals, and consequently reducing the number of the company's shares from 300,000,000 shares to 274,048,652 shares by canceling 25,951,348 ordinary shares from treasury shares, including 2,034,737 ordinary shares from the total treasury shares allocated to the employee shares program, according to the following:</p> <ul style="list-style-type: none">- Capital before reduction: 3,000,000,000 Saudi Riyals.- Capital after reduction: 2,740,486,520 Saudi Riyals.- Capital reduction percentage: 8.65%.- Number of shares before reduction: 300,000,000.- Number of shares after reduction: 274,048,652.- Reason for capital reduction: It exceeds the company's need.- Methods of changing capital: By canceling 25,951,348 ordinary shares from treasury shares, including 2,034,737 ordinary shares from the total treasury shares allocated to the employee shares program.- Effective date of reduction: The reduction resolution becomes effective upon the approval of the Extraordinary General Assembly.- Impact of the company's capital reduction on the company's obligations: There will be no impact of the capital reduction on the company's obligations.- Amending Article (Seven) of the Company's Bylaws, relating to (Capital). (Attached)- Amending Article (Eight) of the Company's Bylaws, relating to (Subscription in Shares). (Attached)

Extraordinary General Assembly Meeting Agenda

#	Item
8	Voting on deleting Article (Twenty-Two) of the Company's Bylaws, relating to (Board of Directors). (Attached)
9	Voting on deleting Article (Twenty-Four) of the Company's Bylaws, relating to (Powers of the Chairman of the Board). (Attached)
10	Voting on deleting Article (Twenty-Six) of the Company's Bylaws, relating to (Board of Directors Meetings). (Attached)
11	Voting on deleting Article (Thirty) of the Company's Bylaws, relating to (Executive Committee). (Attached)
12	Voting on deleting Article (Thirty-One) of the Company's Bylaws, relating to (Audit Committee). (Attached)
13	Voting on deleting Article (Thirty-Two) of the Company's Bylaws, relating to (Nomination and Remuneration Committee). (Attached)
14	Voting on amending Article (Forty-Three) of the Company's Bylaws, relating to (Resolutions). (Attached)
15	Voting on delegating to the Board of Directors the authority of the Ordinary General Assembly with the authorization mentioned in Paragraph (1) of Article Twenty-Seven 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 of Directors' term, whichever is earlier, according to the conditions stated in the Implementing Regulations of the Companies Law for Listed Joint Stock Companies.

**Audit Committee Report For The Fiscal Year Ending
On December 31, 2025 AD**



Audit Committee Report

To: The Shareholders of Seera Group Holding – Riyadh, Kingdom of Saudi Arabia

Introduction

Establishing appropriate and effective internal control, financial, and risk management systems is a key responsibility of the Board of Directors (the Board). The Audit Committee (the Committee) supports the Board in fulfilling this responsibility by overseeing the existence, adequacy, and effective implementation of these systems. In addition, the Committee provides recommendations to enhance and strengthen them, ensuring they contribute to the achievement of the Group's objectives while safeguarding shareholders' interests in an efficient and cost-effective manner.

Activities of the Audit Committee

The Audit Committee convened sixteen (16) times during 2025 to fulfil its oversight responsibilities effectively. These meetings focused on reviewing the interim and annual financial statements, monitoring internal and external audit activities, and evaluating compliance matters. The Committee's discussions and decisions were based on reports and information provided by executive management, internal audit, and the external auditor.

First: Interim and Annual Financial Statements

1. Reviewed the Group's interim and annual financial statements before submission to the Board, provided opinions, and made recommendations to ensure integrity, fairness, and transparency.
2. Provided technical opinions on whether the Board's report and financial statements were fair, balanced, understandable, and included sufficient information to enable shareholders and investors to assess the Group's financial position, performance, business model, and strategy.
3. Reviewed any significant or unusual matters included in financial reports.
4. Thoroughly examined any issues raised by the Group's CFO, compliance officer, or auditors.
5. Reviewed accounting estimates for significant matters in the financial reports.
6. Reviewed accounting policies applied according to the nature of operations, provided opinions, and made recommendations to the Board

Second: Internal Audit

1. Monitored and supervised the performance and activities of the internal audit department to ensure adequate resources and effectiveness in assessing the internal control, financial, and risk management systems across the Group.
2. Reviewed internal audit reports and followed up on corrective actions regarding observations, informing the Board of significant findings.
3. Activated the whistleblowing policy for employees to confidentially report financial or other irregularities.
4. Reviewed and approved the annual internal audit plan.
5. Verified the independence of the internal audit department and the effectiveness of audit activities in accordance with relevant standards.

Third: External Auditor

1. Reviewed the external auditor's work plan and activities, ensured no technical or administrative services were provided beyond the audit scope, and provided opinions accordingly.
2. Verified the external auditor's independence, objectivity, fairness, and audit effectiveness, considering relevant rules and standards.
3. Responded to queries from the external auditor.
4. Reviewed the external auditor's report and observations on the financial statements and monitored related actions taken.

Fourth: Compliance Review

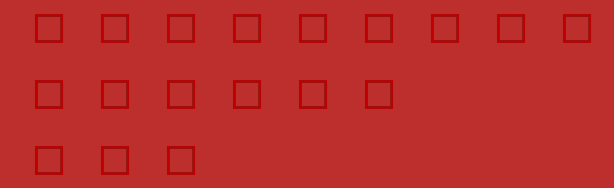
1. Reviewed proposed contracts and transactions with related parties, providing opinions to the Board.
2. Verified the Group's compliance with relevant regulations, policies, and instructions.
3. Raised issues requiring Board action and provided recommendations for necessary procedures.
4. Reviewed regulatory authorities' reports and verified that the Group took necessary corrective actions.

The Opinion of the Audit Committee

During its meetings, the Audit Committee reviewed periodic internal audit reports, engaged in discussions with the external auditor, and examined the auditor's reports. The Committee also closely monitored executive management's efforts to address audit observations and implement appropriate controls to mitigate risks related to the internal control, financial, and risk management systems. Based on these activities, the Committee did not identify any significant issues that would affect the fairness or integrity of the financial statements or the Company's operations for the year 2025. It is acknowledged, however, that no internal control, financial, or risk management system can provide absolute assurance; rather, such systems offer reasonable assurance regarding their effectiveness and reliability. Furthermore, there were no conflicts between the recommendations of the Audit Committee and the decisions of the Board of Directors.

Chairman of the Audit Committee

Abdullah Alayadhi



Item (1) Attachment

To View The Financial Statements For The Fiscal Year Ending On December 31, 2025
AD, Please Use The Following Link:

[Click here](#)



Item (2) Attachment

To View The Board of Directors' Report For The Fiscal Year Ending On December 31, 2025 AD, Please Use The Following Link:

[Click here](#)

Item (3) Attachment
The Company's Auditor's Report For The Ending Fiscal Year
On December 31, 2024 AD

[Click here](#)

Item (7) Attachment

Please view the shareholders' circular attached to the announcement.

Attached is a table of the proposed amendments to the Company's Articles of Association, related to the General Assembly items referred to above.

Article	Article Subject	Text Before Amendment	Text After Amendment
7	capital	Determine the company's issued capital Three billion Saudi Riyals (3000000000) . Saudi Riyal, divided into (300000000) Shares of equal nominal value, each with a value of (10.0) Saudi Riyals, all ordinary shares in exchange for cash contributions, and the amount paid in cash is the sum of Three billion Saudi Riyals (3000000000.0) Saudi Riyals, and the cash amounts paid from the issued capital have been deposited with one of the licensed banks.	The company's issued capital was determined. Two billion, seven hundred and forty million, four hundred and eighty-six thousand, five hundred and twenty (2,740,486,520) Saudi Riyal, divided into (274,048,652) Two hundred and seventy-four million, forty-eight thousand, six hundred and fifty-two Shares of equal nominal value, each with a value of (10.0) Saudi Riyals, all ordinary shares in exchange for cash contributions, and the amount paid in cash is the sum of Two billion, seven hundred and forty million, four hundred and eighty-six thousand, five hundred and twenty (2,740,486,520) Saudi Riyals, and the cash amounts paid from the issued capital have been deposited with one of the licensed banks.
8	Subscription to shares	Shareholders subscribed to all issued share capital shares amounting to 3000000000.0 Saudi Riyals fully paid	Shareholders subscribed to all issued share capital shares amounting to 2,740,486,520 Saudi Riyals fully paid
22	Board of Directors	<p>1. The company shall be managed by a board of directors consisting of seven members elected by the ordinary general assembly for a term not exceeding four years, and the ordinary general assembly may re-elect them at any time. 2. Membership of the Board ends upon the expiry of its term, the expiry of the member's eligibility for membership, or termination of membership at the request of the Board, in accordance with any applicable regulations or instructions in the Kingdom. Membership may also end upon the dismissal of any member based on the recommendation of the Board, provided that two-thirds of the members approve. The General Assembly may, based on a recommendation from the Board of Directors, terminate the membership of any member who is absent from three consecutive meetings or five separate meetings during their term of membership without a legitimate excuse accepted by the Board of Directors. However, the Ordinary General Assembly may, at any time, dismiss all or some members of the Board of Directors, provided that (66%) of the total number of votes of the shareholders present at the meeting approve. In this case, the General Assembly shall elect a new Board of Directors or a replacement for the dismissed member, as the case may be, in accordance with the company's Articles of Association, the Companies Law, and its implementing regulations. This is without prejudice to the dismissed member's right to claim compensation from the company if the dismissal occurred for an unacceptable reason or at an inappropriate time. A member of the Board of Directors may resign from membership of the Board by submitting a written notification to the Chairman of the Board, provided that this is done at an appropriate time, otherwise they shall be liable to the company for any damages resulting from their resignation. 3. If a seat on the Board of Directors becomes vacant due to the death or resignation of any of its members, and this vacancy does not result in a breach of the conditions necessary for the validity of the Board's meeting due to the number of its members falling below the minimum, then the Board has the option of keeping the seat vacant until the end of the term, or of appointing (temporarily) to the vacant position someone who has the experience and competence, provided that the Commercial Registry and the Capital Market Authority, if the company is listed on the Financial Market, are notified of this within (fifteen) days from the date of appointment, and that the appointment is presented to the Ordinary General Assembly at its first meeting, and the appointed member completes the term of his predecessor.</p>	Deleted (due to its duplication with Article 17)

Article	Article Subject	Text Before Amendment	Text After Amendment
24	Powers of the Council Chairman	<p>1. Convening the Board of Directors or any of its committees. 2. Chairing the General Assembly meetings of shareholders. 3. Representing the company in its dealings with third parties before all official bodies, courts, government departments, companies, individuals, and all judicial and quasi-judicial bodies of all types and levels. This includes the right to litigate and defend the company, appoint and dismiss arbitrators, enter into settlements, conciliations, and acknowledgments, and the right to file appeals, challenges, and cassation. It also includes the right to assign all or some of the company's rights with third parties after obtaining the approval of the Board of Directors. 4. Signing, on behalf of the company, articles of incorporation for companies established by the company with third parties or in which it participates, and any amendments thereto, and all partner resolutions related to amending certain clauses of the articles of incorporation, including amendments related to increasing or decreasing the company's capital, purchasing and assigning shares to third parties, or related to liquidation and mergers, before a notary public and all official authorities (after obtaining the written approval of the Board members). It has the right to open branches and appoint their managers, and to obtain and receive official documents, industrial licenses, and commercial registers, and to register, amend, or cancel agencies and trademarks. 5. To provide all types of guarantees, sureties, and undertakings, including but not limited to: mortgaging and assigning the company's assets and holdings to secure loans, obligations, and debts of the company or companies in which it is a partner or shareholder. To this end, it may, without limitation, restrict the disbursement of profits and commit to maintaining ownership of the company's shares in other companies in which it is a partner or shareholder for any period, in accordance with financing requirements. 6. To sign all types of letters and documents before any party, and to conclude all contracts, agreements, and tenders, and to buy and sell fixed and movable assets, land, and real estate, and to transfer, borrow, mortgage, and release mortgages in favor of the company. 7. Opening bank accounts, making deposits and withdrawals on behalf of the company, opening letters of credit, issuing guarantees, drafting, endorsing, and settling commercial papers, operating and closing accounts, requesting loans in the company's name and for its benefit from commercial banks and government financing institutions after obtaining the written approval of the Board of Directors, signing all banking transactions and agreements related to the company's current accounts, restructuring and rescheduling loans, approving the signatures of company officials for managing bank accounts, and conducting all banking transactions within and outside the Kingdom. 8. Representing the company before all official bodies, government ministries, the General Investment Authority, the Emirate, the police, the passport office, the labor office, the recruitment office, the General Organization for Social Insurance, the notary public, and the commercial registry. The representative also has the right to approve the signatures of company officials before chambers of commerce. 9. Donating to charitable causes and community activities. 10. Forming committees and delegating to them as deemed appropriate. 11. 12. Approval of the company's internal, financial, administrative, organizational, and technical regulations, general policies, committee and employee regulations, and other regulations that contribute to achieving the company's objectives. 13. Appointing third parties, including lawyers, certified public accountants, government relations representatives, professionals, and experts in all or some of the aforementioned areas. The appointed agent has the right to sub-appoint others. 14. The Chairman of the Board may, by written resolution, delegate some of his powers to other members of the Board or to third parties to carry out specific tasks.</p>	Deleted (due to its duplication with Article 21)

Article	Article Subject	Text Before Amendment	Text After Amendment
26	Board meetings	1. The Board of Directors shall meet at least four times a year at the invitation of its Chairman. The invitation shall be in writing and shall include the agenda. The Chairman must convene the Board whenever requested by a member. Each member shall be notified by registered mail, hand delivery, fax, or email at least three days prior to the scheduled meeting date. 2. The Board of Directors shall determine the venue for its meetings, which may be held using modern technology.	Deleted (due to its duplication with Article 17)
30	Executive Committee	The Board of Directors may form an executive committee from among its members, and the members of the formed committee shall choose from among themselves a chairman, and the Board of Directors shall determine the method of work of the committee and its powers.	Delete
31	Review Committee	An audit committee shall be formed by a resolution of the company's board of directors. The committee shall consist of no fewer than three and no more than five members, whether shareholders or others, provided that none of the executive board members are included. One member must be a specialist in financial and accounting affairs, and at least one member must be independent. The resolution shall specify the committee's duties, operating procedures, and members' remuneration. A quorum for a valid audit committee meeting is a majority of its members. Decisions shall be made by a majority vote of those present. In the event of a tie, the chairman's vote shall prevail. The company's general assembly, upon the board's recommendation, shall issue the audit committee's operating regulations. These regulations shall include the committee's operating procedures, duties, selection criteria, term of office, and remuneration. The audit committee shall meet periodically, with no fewer than four meetings during the company's fiscal year. The audit committee is responsible for monitoring the company's operations and, to that end, has the right to access its records and documents and to request any clarification or statement from members of the board of directors or executive management. The audit committee may request the board of directors to convene the company's general assembly if the board obstructs this. The management's work or the company has suffered significant damage or losses. The audit committee must consider the company's financial statements, reports, and observations submitted by the auditor and express its views on them, if any. It must also prepare a report on its opinion regarding the adequacy of the company's internal control system and on other work it has undertaken within its jurisdiction.	Delete
32	Nominations and Remuneration Committee	A special committee for nominations and remuneration shall be formed by a decision of the Board of Directors, consisting of members who are not executive members of the Board, provided that at least one of them is an independent member. The company's General Assembly shall issue, based on a proposal from the Board of Directors, the bylaws of the Remuneration Committee, which shall include the controls and procedures of the committee's work, its tasks, the rules for selecting its members, the term of their membership, and their remuneration. The committee shall be responsible for recommending to the Board of Directors the nomination for membership of the Board in accordance with the approved criteria, for the annual review of the skills required for membership of the Board, for reviewing the structure of the Board and submitting recommendations regarding changes that can be made. The committee shall also be responsible for identifying the weaknesses and strengths of the Board and proposing to address them, and for ensuring annually the independence of the independent members. The committee shall also be responsible for setting clear policies for the compensation and remuneration of members of the Board of Directors and senior executives of the company. The committee shall meet periodically at least every six months, or whenever the need arises.	Delete
43	Decisions	Resolutions of the Ordinary General Assembly By an absolute majority of shares The resolutions of the Extraordinary General Assembly are issued by a two-thirds majority of the shares represented at the meeting, unless the resolution relates to increasing or decreasing capital, extending the company's term, dissolving the company before the expiry of the term specified in its bylaws, or merging the company into another company or institution, in which case the resolution shall be valid only if it is issued by a three-quarters majority of the shares represented at the meeting.	Resolutions of the Ordinary General Assembly are issued by majority of shares The resolutions of the Extraordinary General Assembly are issued by a two-thirds majority of the shares represented at the meeting, unless the resolution relates to increasing or decreasing capital, extending the company's term, dissolving the company before the expiry of the term specified in its bylaws, or merging the company into another company or institution, in which case the resolution shall be valid only if it is issued by a three-quarters majority of the shares represented at the meeting.

Thank you.

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