

Date: 16/10/1446 H

Corresponding to: 14/04/2025

To the Honorable Shareholders of BAAN Holding Group Company

Subject: Notification from the Board of Directors to the General Assembly about Members' Interests in transactions and contracts with Related Parties during the financial year ending 31 December 2024, Including a Description of Such Activities.

In reference to the requirements of Article 71 of the Companies Law issued by Royal Decree No. (M/132) dated 1/12/1443 H, it stipulates that: a board member must notify the Board of Directors immediately upon becoming aware of any direct or indirect interest in transactions or contracts conducted for the company's account. This disclosure must be recorded in the minutes of the Board meeting. The member must not participate in voting on the decision related to the matter upon Board's meeting and General Assemblies. The Board must notify the General Assembly at its meeting about the transactions and contracts in which a board member has an interest, whether direct or indirect. A special report must be prepared by the company's auditor, based on the approved auditing standards in the Kingdom.

The company wishes to disclose several transactions and contracts where a board member has a direct or indirect interest and has been facilitated by the applicable laws and following policies, the company's conflict of interest policy, and related party transaction policy. Moreover, the Company seeks to obtain the approval of the shareholders at the General Assembly for these contracts and transactions, which do not fulfill the conditions set forth under Article (64) "Article" of the Executive Regulations for Listed Companies. The Company also wishes to disclose that it has utilized the authorization granted to it by the Ordinary General Assembly pursuant to "Article" with respect to contracts and transactions in which a Board member has a direct or indirect interest, in accordance with the conditions set forth in the "Article".

Below is a statement about the business and contracts:

1. Related party transactions during the fiscal year 2024 that exceeded 1% of the Company's Latest Audited Revenues and (SAR 10 million), for which the approval of the General Assembly is required.

No.	Related Party	Nature of Transaction	*The affiliate of the related party	Main Contract Terms	Value (SAR)
1	Abdulmohsen Abdulaziz Al Hokair Holding Group	Lease Contracts	An indirect interest exists for the following Board Members: Mr. Sami Al-Hokair, Mr. Faisal Al-Malik, Mr. Majed Al-Hokair .	No preferential terms or benefits exist.	44,770,301
2	Abdulmohsen Abdulaziz Al Hokair Holding Group	Service Contracts	An indirect interest exists for the following Board Members: Mr. Sami Al-Hokair, Mr. Faisal Al-Malik, Mr. Majed Al-Hokair.	No preferential terms or benefits exist.	7,214,047



2. Related party transactions during the fiscal year 2024 were less than 1% of the Company's latest audited revenues and below SAR 10 million were approved by the Board of Directors under the authority delegated to it by the General Assembly, in accordance with the Companies Law and its Executive Regulations.

No.	Related Party	Nature of Transaction	*The affiliate of the related party	Main Contract Terms	Value (SAR)
1	Borouj Acquisition Company (subsidiary of Hamamat Holding Group)	Lease Contract	An indirect interest exists for the board member Mr. Amr Al-Jallal.	No preferential terms or benefits exist.	1,853,500
2	Advanced Markets Company (subsidiary of Hamamat Holding Group)	Lease Contract	An indirect interest exists for the board member Mr. Amr Al-Jallal.	No preferential terms or benefits exist.	2,005,850
3	Future Markets Company (subsidiary of Hamamat Holding Group)	Lease Contract	An indirect interest exists for the board member Mr. Amr Al-Jallal.	No preferential terms or benefits exist.	4,395,000
4	Azan Sabya Company (subsidiary of Hamamat Holding Group)	Lease Contract	An indirect interest exists for the board member Mr. Amr Al-Jallal.	No preferential terms or benefits exist.	1,128,400
5	Fayd Al Madinah Real Estate Company (subsidiary of Hamamat Holding Group)	Lease Contract	An indirect interest exists for the board member Mr. Amr Al-Jallal.	No preferential terms or benefits exist.	1,215,600
6	Riyadh Plastic Factory Company	Lease Contract	An indirect interest exists for the following Board Members: Mr. Majed Al Hokair, Mr. Sami Al-Hokair, Mr. Faisal Al-Malik .	No preferential terms or benefits exist.	200,000
7	Riyadh Plastic Factory Company	Supply Contract	An indirect interest exists for the following Board Members: Mr. Majed Al Hokair, Mr. Sami Al-Hokair, Mr. Faisal Al-Malik .	No preferential terms or benefits exist.	199,166



No.	Related Party	Nature of Transaction	*The affiliate of the related party	Main Contract Terms	Value (SAR)
8	Abdulmohsen Abdulaziz Al Hokair	Service Contract	An indirect interest exists for the following Board Members: Mr. Majed Al Hokair, Mr. Sami Al-Hokair.	No preferential terms or benefits exist.	884,645
9	Musaed Abdulmohsen Al Hokair	Lease Contract	An indirect interest exists for the following Board Members: Mr. Majed Al Hokair, Mr. Sami Al-Hokair.	No preferential terms or benefits exist.	900,000
10	Tanami Al Arabia Company Limited	Lease Contract	An indirect interest exists for the following Board Members: Mr. Majed Al Hokair, Mr. Sami Al-Hokair.	No preferential terms or benefits exist.	3,071,733
11	Half Moon Resort Beach Company	Lease Contract	An indirect interest exists for the following Board Members: Mr. Majed Al Hokair, Mr. Sami Al-Hokair.	No preferential terms or benefits exist.	600,000
12	Half Moon Resort Beach Company	Services Contract	An indirect interest exists for the following Board Members: Mr. Majed Al Hokair, Mr. Sami Al-Hokair.	No preferential terms or benefits exist.	139,756
13	Lumi Leasing Company	Vehicle Lease Contract	An indirect interest exists for the following Board Members: Mr. Fahd Al-Obailan	No preferential terms or benefits exist.	21,958
14	Al Arjan Projects Company for Real Estate Investment	Lease Contract	An indirect interest exists for the following Board Members: Mr. Eyad Al-Bunyan	No preferential terms or benefits exist.	786,250
15	Mina for Education and Human Resources Development	Service Contract	An indirect interest exists for the following Board Members: Mr. Majed Al Hokair, Mr. Sami Al Hokair, Mr. Faisal Al Malik.	No preferential terms or benefits exist.	286,500



No.	Related Party	Nature of Transaction	*The affiliate of the related party	Main Contract Terms	Value (SAR)
16	Faisal Al Malik	Lease Contract	The direct interest exists for the following Board Members: Mr. Faisal Al Malik	No preferential terms or benefits exist	200,000
17	Sami Abdulmohsen Al Hokair Establishment	Lease Contract	The direct interest exists for the Board Member Mr. Sami Al Hokair and indirect for Mr. Majed Al Hokair.	No preferential terms or benefits exist	65,790
18	Majed Abdulmohsen Al Hokair	Supply Contract	The direct interest exists for the Board Member Mr. Majed Al Hokair, and indirect for Mr. Sami Al Hokair	No preferential terms or benefits exist	12,156
19	Al Hokair Company for Manufacturing Entertainment Games	Supply Contract	Direct interest exists for the following Board Members: Mr. Majed Al Hokair, Mr. Sami Al Hokair.	No preferential terms or benefits exist	No value stated for the year
20	Majed Abdulmohsen Al Hokair & Heirs of Khaled Al Hokair	Lease Contract	Direct interest exists for the following Board Members: Mr. Majed Al Hokair, and indirect interest exists for Mr. Sami Al Hokair.	No preferential terms or benefits exist	No value stated for the year

*Some of the related parties mentioned above were members of the previous Board whose term ended in April 2024.

Signatories:

Nabil Dawood Al-Hoshan

Board Member

Signature:

Yanal Moufaq Al-Saudi

Board Member

Signature:

Salem Ali Al-Shahrani

Board Member

Signature:

Mishal Ibrahim Al-Shunaifi

Board Member

Signature:

Fahd Mohammed Al-Obailan

Board Member

Signature:

Faisal Mohammed Al Malik

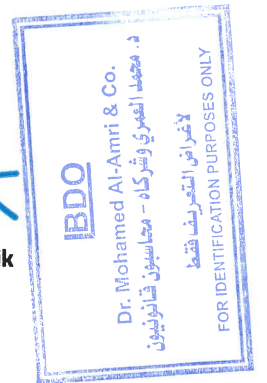
Vice Chairman

Signature:

Sami Abdulmohsen Al Hokair

Chairman of the Board

Signature:



Competitive Activities of Board Members

Member Name: Sami Abdulmohsen Al-Hokair				
No.	Name of the Competing Legal Entity	Type of the Competing Legal Entity	Competing Business Activities	Position Held in the Competing Legal Entity
1	Abdulmohsen Al-Hokair Holding Group	Company	Hospitality (Hotels)	Partner and Manager
2	Tanami Arabia Limited Company	Company	Hospitality (Hotels)	Manager
3	Half Moon Beach Resort Company	Company	Hospitality	Manager
4	Osoul Al-Mubadara Hospitality Company	Company	Hospitality (Hotels)	Manager
5	Real Estate and Tourism Development Company	Company	Hospitality (Hotels)	Holds 0.5% ownership
6	Madinah Pearl Hospitality Company	Company	Hospitality (Hotels)	Manager

Member Name: Faisal Mohammed Al-Malik				
No.	Name of the Competing Legal Entity	Type of the Competing Legal Entity	Competing Business Activities	Position Held in the Competing Legal Entity
1	Abdulmohsen Al-Hokair Holding Group	Company	Hospitality and Hotels	Chief Executive Officer

Member Name: Salem Ali Al-Shahrani				
No.	Name of the Competing Legal Entity	Type of the Competing Legal Entity	Competing Business Activities	Position Held in the Competing Legal Entity
1	Accor Hotels (Fairmont Makkah Clock Royal Tower, Raffles Makkah Palace, Swissôtel Makkah, Swissôtel Al Maqam Makkah)	Company	Hospitality and Hotels	Executive Director



الأنشطة و الأعمال المنافسة الذي يرغب مجلس الإدارة بأخذ تفويض عليه من الجمعية العامة بموجب المادة 27 من نظام الشركات و لائحته التنفيذية

تشغيل وإدارة مشاريع الإعاشة المقامة في مدينة نيوم	تشغيل وإدارة المراكز الترفيهية داخل المملكة العربية السعودية	تشغيل وإدارة الفنادق داخل المملكة العربية السعودية
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Competing Activities and Operations for Which the Board of Directors Seeks Authorization from the General Assembly Pursuant to Article 27 of the Companies Law and Its Implementing Regulations

Hotel Operations and Management within the Kingdom of Saudi Arabia	Entertainment Centers Management and Operations within the Kingdom of Saudi Arabia	Catering Projects Management and Operations within NEOM City
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بناء | ابتكار | نمو
BUILD | INNOVATE | GROW