

Board of Directors of BAAN Holding Group Company invites its shareholders to attend the Ordinary General Assembly Meeting (First Meeting) via modern technology means

NO	Item	Explanation
1.	Introduction	The Board of Directors of BAAN Holding Group Company is pleased to invite the esteemed Shareholders to participate and vote in the Ordinary General Assembly Meeting (First Meeting), which is scheduled—God willing—to be held at 7:00 PM on Sunday, 05/12/1446H (corresponding to 01/06/2025G) via modern technology using the Tadawulaty platform
2.	Venue of the General Assembly Meeting	Riyadh via modern technology
3.	Meeting Venue Link	https://liqaa.wamid.sa/agm_page/baan-holding-20250601
4.	Date of the General Assembly Meeting	Sunday 01/06/2025G corresponding to 05/12/1446H
5.	Time of the General Assembly Meeting	7:00PM
6.	Method of Holding the General Assembly	Method of Holding the Meeting: Via modern technology
7.	Right to Attend, Registration Eligibility, and Voting Deadline	Shareholders registered in the issuer's shareholders registry at the Securities Depository Center (Edaa) by the end of the trading session preceding the General Assembly Meeting shall be entitled to attend and vote, in accordance with applicable rules and regulations. The right to register attendance for the meeting ends at the time the assembly convenes, and the right to vote ends upon the completion of vote counting by the counting committee.
8.	Required Quorum for the Meeting	1-In accordance with Article (30) of the Company's Articles of Association, the Ordinary General Assembly Meeting shall be deemed valid if attended by Shareholders representing at least one quarter of the company's shares with voting rights.
9.	General Assembly Agenda	1. Voting on the auditor's report for the fiscal year ending on 31 December 2024, after discussion. 2. Reviewing and discussing the financial statements for the fiscal year ending on 31 December 2024. 3. Reviewing and discussing the Board of Directors' report for the fiscal year ending on 31 December 2024. 4. Voting on the discharge of the Board of Directors from liability for the fiscal year ending on 31 December 2024.



	5.Voting on the disbursement of an amount of (1,649,550 SR) as remuneration to the Board members for the fiscal year ending on 31 December 2024. 6.Voting on authorizing the Board of Directors with the authority of the Ordinary General Assembly and the license stated 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 authorized board term, whichever is earlier, in accordance with the provisions of the Implementing Regulations of the Companies Law for Joint Stock Companies. 7.Voting on authorizing the Board of Directors with the authority of the Ordinary General Assembly and the license stated 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 authorized board term, whichever is earlier, in accordance with the provisions of the Implementing Regulations of the Companies Law for Joint Stock Companies. 8. Voting on amending the remuneration policy of the Board of Directors and its committees and Executives. (Attached) 9. Voting on amending the policy for standards and procedures of Board membership.(Attached) 10. Voting on amending the Audit Committee Charter.(Attached) 11. Voting on amending the Nomination and Remuneration Committee Charter.(Attached) 12.Voting on the Policy of Controls and Standards for Competing Business Activities.(Attached) 13. Voting on the transactions and contracts conducted between the company and Abdulmohsen Al Hokair Holding Group, in which the former Chairman Mr. Majid Al Hokair, Chairman Mr. Sami Al Hokair, and Vice Chairman Mr. Faisal Al Malek have an indirect interest. These contracts are lease agreements without preferential terms or benefits, with a total transaction value for the year 2024 amounting to SAR 44,770,301.(Attached) 14. Voting on the transactions and contracts conducted between the company and Abdulmohsen Al Hokair Holding Group, in which the former Chairman Mr. Majid Al Hokair, Chairman Mr. Sami Al Hokair, and Vice Chairman Mr. Faisal Al Malek have an indirect interest. These contracts are service agreements without preferential terms or benefits, with a total transaction value for the year 2024 amounting to SAR 7,214,047.(Attached) 15. Voting on the participation of Board Member Mr. Sami Al Hokair in competing businesses.(Attached)
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		16. Voting on the participation of Board Member Mr. Faisal Al Malek in competing businesses. (Attached) 17. Voting on the participation of Board Member Mr. Salem Al-Shahrani in competing businesses. (Attached)
10.	Shareholders' Right to Discuss Agenda Items, Ask Questions, and Exercise Voting Rights	Shareholders have the right to discuss the topics listed on the General Assembly's agenda and direct questions to the Board of Directors. Voting is available free of charge to all shareholders via the Tadawulaty platform
11.	Electronic Voting Details on General Assembly Items	Shareholders registered in Tadawulaty services will be able to vote remotely on the General Assembly's agenda items starting from 01:00 AM on Thursday 02/12/1446H, corresponding to 29/05/2025G, until the end of the meeting. Registration and voting through Tadawulaty services are available free of charge to all Shareholders via the following link: www.tadawulaty.com.sa
12.	Contact Information for Inquiries	For inquiries, please contact the Investor Relations Department through: Phone: 0114134444 Email: IR@baanholding.com

