

## Minutes of the Extraordinary General Assembly Meeting of the Shareholders of Alkhaleej Training and Education Company

Held on Tuesday, 23/12/1447 Corresponding to 09/06/2026

Pursuant to the invitation issued by the Board of Directors to the Company's shareholders to attend the Extraordinary General Assembly Meeting (Second Meeting), held in person and through modern technology means via the Tadawulaty platform, as announced on the Saudi Exchange (Tadawul) website on 19/11/1447H corresponding to 06/05/2026G.

Accordingly, the meeting was convened at the Company's Head Office in Al Olaya District, Riyadh, at 7:30 PM, both physically and through electronic means (audio and video), under the chairmanship of Mr. Abdulaziz bin Rashid Abdulrahman Al-Rashed, Chairman of the Board of Directors, and in the presence of the following Board members:

1. Mr. Nayef bin Saleh bin Abdulaziz Al Rajhi
2. Eng. Alwaleed bin Abdulrazzaq Saleh Al-dereyaan
3. Dr. Abdullah bin Sughair Mohammed Al-Hussaini
4. Mr. Abdulmalik bin Abdulrahman Abdullah Al Alsheikh
5. Eng. Mohammed bin Hamad Hassan Al-Quraishah

Representatives of the External Auditors, Baker Tilly (KSA) & Co., attended the meeting remotely through electronic means.

Mr. Saud Mutlaq Saad Al-Maliki, representative of the Capital Market Authority, also attended the meeting remotely through electronic means.

The Chairman opened the **First Meeting** at 6:30 PM, welcomed the attendees, and announced that the meeting could not be convened due to the failure to achieve the legal quorum required for the first Extraordinary General Assembly Meeting. The attendance details were as follows:

Voting Method	Number of Shareholders	Number of Shares	Percentage
Through electronic means	81	25,045,088	%38,53

The meeting was therefore postponed to the Second Meeting, to be held one hour later as previously announced on Tadawul.

At 7:30 PM, the Chairman opened the Second Meeting of the Extraordinary General Assembly, welcomed the attendees, and announced the validity of the meeting. The second meeting is deemed valid if attended by shareholders representing at least 25% of the Company's share capital.

The attendance details were as follows:

Voting Method	Number of Shareholders	Number of Shares	Percentage
Shareholders voting remotely	93	25,051,088	%38,54
Shareholders attending in person	5	563,874	%0,87
Total	98	25,614,962	%39,41

Accordingly, the meeting was duly constituted in accordance with Companies Law and the Company's Articles of Association.

The Chairman proposed the appointment of Ms. Alhanouf Saud Fahad Bin Khamis as Secretary of the Assembly. The vote review and counting committee was also formed, consisting of Mr. Adel Amin Othman and Mr. Mahmoud Abdel Sattar. The Chairman then requested the Secretary to commence reviewing the agenda items, reading shareholders' questions, and announcing the voting results.

Thereafter, the agenda of the Extraordinary General Assembly was presented to the shareholders and attendees. The Chairman requested the representative of the External Auditors to present the Auditor's Report and the Financial Statements for the fiscal year ended 31 December 2025, together with the related agenda items.

The External Auditor expressed readiness to answer any inquiries raised by shareholders. A shareholder raised a question regarding related-party transactions. The Auditor clarified that all related-party transactions had been conducted in accordance with the approved regulatory procedures and had been properly disclosed in compliance with the applicable disclosure requirements in the financial statements and annual report.



Upon completion of this item, the Chairman requested the representatives of the External Auditors to leave the session in order to continue discussing the remaining agenda items, as no further questions were raised by shareholders.

Subsequently, Dr. Abdullah bin Sughair Mohammed Al-Hussaini, Chairman of the Audit Committee, presented the Audit Committee Report to the General Assembly.

The Committee's recommendation regarding the auditors who submitted proposals for the examination, review, and audit of the financial statements for the second and third quarters and the annual financial statements for fiscal year 2026, as well as the first quarter of fiscal year 2027, including the determination of their fees, was also presented.

Thereafter, the Chairman opened the floor for discussion and invited shareholders and attendees to direct their questions to the Board in accordance with the agenda.

During the discussions, several shareholders raised inquiries regarding the Company's financial position and future plans, particularly concerning financing, financial obligations, and the improvement of operational performance.

The Chairman of the Board explained that the Company had experienced exceptional financial and operational challenges over the past years, which had affected its results. He stated that the Board of Directors and Executive Management are actively working on restructuring and reorganizing obligations and debts to strengthen the Company's financial position.

He further explained that the Company follows a conservative policy regarding borrowing and operating expenses and is committed to cost rationalization and enhancing operational efficiency. The Board is focused on restoring the Company to a path of growth and profitability through carefully studied strategic plans based on performance indicators and future projects.

He also noted that the education and training sector in which the Company operates is a promising sector that continues to receive strong support and attention. He emphasized that the Board welcomes all comments and suggestions from shareholders, whether during General Assembly meetings or through investor relations and communication channels. The Chairman affirmed the Board's commitment to improving the Company's profitability and maximizing shareholder value in the coming periods. He added that the current strategic plans and performance indicators provide positive signs regarding the Company's future prospects and expected improvement in performance over the coming years, God willing.

Following this, the members of the Vote Review and Counting Committee reviewed and verified the vote counting report (voting results) received from the attending shareholders and from the Securities Depository Center Company (Edaa). The Secretary of the Assembly then read out the voting results, which were as follows:

Assembly Agenda Items				
No.	Agenda Item	Approve	Disapprove	Abstain
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.	21,527,998 %84.04	675,382 %2.64	3,411,582 %13.32
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.			
	No.	Nominees	Number of Shares	Percentage
	1	Baker Tilly MKM & Co., Certified Public Accountants, submitted a bid of SAR 1,470,000 (one million four hundred and seventy thousand riyals).	21,417,805	%83.61
	2	Dr. Abdulqader Mohammed Banqa & Co. (United Accountants), Certified Public Accountants and Auditors, submitted a bid of SAR 1,175,000 (one million one hundred and seventy-five thousand riyals).	3,334,799	%13.02
	Abstain		862,358	%3.37
5	To vote on discharging the members of the Board of Directors from liability for the fiscal year ended 31/12/2025.	18,257,948 %80.89	4,075,379 %18.06	237,377 %1.05
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.	18,157,195 %80.45	4,223,090 %18.71	190,419 %0.84

صفحة 2 من 4



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.	18,295,774 %81.06	885,718 %3.92	3,389,212 %15.02
8	To vote on amending Article (4) of the Company's bylaws relating to the Company's activities.	24,485,229 %95.59	897,310 %3.50	232,423 %0.91
9	To vote on amending Article (17) of the Company's bylaws relating to the management of the Company.	8,497,812 %33.17	4,115,566 %16.07	13,001,584 %50.76
10	To vote on updating the Audit Committee Charter.	21,402,181 %83.56	823,487 %3.21	3,389,294 %13.23
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.	21,274,437 %83.05	4,148,837 %16.20	191,588 %0.75
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.	21,311,446 %83.20	921,466 %3.60	3,382,050 %13.20
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.	21,312,553 %83.20	916,312 %3.58	3,386,097 %13.22
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.	18,265,001 %80.93	919,535 %4.07	3,386,268 %15.00
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.	18,263,557 %80.91	922,188 %4.09	3,385,059 %15.00



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.	18,263,307 %80.92	921,229 %4.08	3,386,268 %15.00
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.	18,262,307 %80.91	922,229 %4.09	3,386,268 %15.00

The meeting concluded at 8:30 PM, whereupon the Chairman of the Assembly, on behalf of the Company's Board of Directors and all its employees, extended his sincere appreciation to all attendees for their participation and active engagement in the meeting. He also expressed his gratitude to the Executive Management for their dedicated efforts and contributions throughout the year 2025.

Assembly Secretary	Chairman of the Assembly
Ms. Alhanouf Saud Fahad Bin Khamis	Mr. Abdulaziz bin Rashid Abdulrahman Al-Rashed
	

