

BAAN HOLDING GROUP COMPANY
(A SAUDI JOINT STOCK COMPANY)

**The Condensed interim consolidated financial
statements (Unaudited)
For the three-month and six-month periods
ended June 30, 2026
and Independent Auditor`s Review Report on
the condensed interim consolidated financial
statements**

BAAN HOLDING GROUP COMPANY
(A SAUDI JOINT STOCK COMPANY)

Index of the condensed interim consolidated financial statements

For the three-month and six-month periods ended June 30, 2026 (Unaudited)

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INDEPENDENT AUDITOR'S REVIEW REPORT ON THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

To the shareholders of
Baan Holding Group Company
(A Saudi Joint Stock Company)
Riyadh - Kingdom of Saudi Arabia

Introduction

We have reviewed the accompanying condensed interim consolidated statement of financial position of Baan Holding Group Company ("the Company") and its subsidiaries (together "the Group") as at June 30, 2026 and the condensed interim consolidated statement of profit or loss and other comprehensive income for the three-month and six month periods then ended, and the condensed interim consolidated statement of changes in equity and the condensed interim consolidated statement of cash flows for the six-month periods then ended, and other explanatory notes. Management is responsible for the preparation and presentation of those condensed interim consolidated financial statements in accordance with International Accounting Standard ("IAS 34") "Interim Financial Reporting" that is endorsed in the Kingdom of Saudi Arabia. Our responsibility is to express a conclusion on these condensed interim consolidated financial statements based on our review.

Scope of Review

We conducted our review in accordance with the International Standard on Review Engagements 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" that is endorsed in the Kingdom of Saudi Arabia. A review of interim financial statements consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing that are endorsed in the Kingdom of Saudi Arabia and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the accompanying condensed interim consolidated financial statements is not prepared in all material respects in accordance with IAS (34) that is endorsed in the Kingdom of Saudi Arabia.

For BDO Dr. Mohamed Al-Amri & Co.



Maher Al-Khatieb
Certified Public Accountant
Registration No. 514



27/02/1448 (H)
10/08/2026 (G)

BAAN HOLDING GROUP COMPANY
(A Saudi Joint Stock Company)
Condensed interim consolidated statement of financial position
(All amounts in thousands ﷲ unless otherwise stated)

		As at June 30 2026 (Unaudited)	As at December 31 2025 (Audited)
	Notes		
Assets			
Non-current assets			
Investments in equity-accounted investees		28,704	31,424
Property, equipment and projects under construction	6	1,504,300	685,000
Intangible assets		9,385	10,080
Right of use assets		637,947	628,964
Finance lease receivables – non-current		53,750	50,281
Total non-current assets		2,234,086	1,405,749
Current assets			
Inventories		12,969	13,296
Trade receivables		66,153	61,149
Finance lease receivables – current		2,996	4,398
Prepayments and other current assets	7	128,454	67,126
Cash and cash equivalents		30,747	20,995
		241,319	166,964
Investments in equity-accounted investees classified as held for sale	5	-	48,826
Total current assets		241,319	215,790
Total assets		2,475,405	1,621,539
EQUITY AND LIABILITIES			
Equity			
Share capital	9	619,967	315,000
Share premium	9.3	250,954	-
Foreign currency translation reserve		(4,947)	(4,909)
Remeasurement of employees' terminal benefit liabilities		4,654	5,432
Retained earnings / (Accumulated losses)		4,234	(312,732)
Total equity		874,862	2,791
LIABILITIES			
Non-current liabilities			
Non-current portion of long-term loans	8	186,989	211,353
Non-current portion of lease liabilities		730,482	731,180
Employees' terminal benefits liabilities		55,387	55,633
Total non-current liabilities		972,858	998,166
Current liabilities			
Trade payables and other current liabilities		330,722	356,478
Short term loans and current portion of long-term loans	8	184,969	165,854
Current portion of lease liabilities		109,587	95,243
Provision for zakat		2,407	3,007
Total current liabilities		627,685	620,582
Total liabilities		1,600,543	1,618,748
Total equity and liabilities		2,475,405	1,621,539

Chairman of the Board of Directors

Chief Executive Officer

Chief Financial Officer

The accompanying notes 1 to 16 form an integral part of these condensed interim consolidated financial statements

BAAN HOLDING GROUP COMPANY**(A Saudi Joint Stock Company)****Condensed interim consolidated statement of profit or loss and other comprehensive income****(All amounts in thousands ₪ unless otherwise stated)**

	For the three-month period ended 30 June		For the six-month period ended 30 June	
	2026 Notes (Unaudited)	2025 (Unaudited)	2026 (Unaudited)	2025 (Unaudited)
Revenue from contracts with customers				
- Hospitality	56,274	72,623	128,675	155,742
- Entertainment	63,506	79,351	114,531	141,044
- Others	32,434	26,634	68,221	48,366
Total revenues	152,214	178,608	311,427	345,152
Direct costs				
- Hospitality	(38,739)	(51,758)	(90,300)	(108,612)
- Entertainment	(43,477)	(54,585)	(91,274)	(106,430)
- Others	(32,392)	(24,935)	(63,166)	(43,991)
Total direct costs	(114,608)	(131,278)	(244,740)	(259,033)
Gross profit	37,606	47,330	66,687	86,119
Selling and marketing expenses	(5,947)	(7,714)	(11,767)	(13,904)
General and administrative expenses	(22,676)	(33,860)	(51,740)	(63,735)
Gain from disposal of property and equipment	1,866	8,429	2,298	8,748
Gain from lease termination	6,064	-	6,064	-
Other income / (expenses)	127	(5)	127	-
Reversal of (Provision for) impairment loss on trade receivables	488	(339)	(551)	(2,962)
Net expenses	(20,078)	(33,489)	(55,569)	(71,853)
Operating Profit	17,528	13,841	11,118	14,266
Financial charges on loans	8 (7,289)	(8,233)	(14,293)	(16,576)
Financial charges on lease liabilities	(9,820)	(11,012)	(19,753)	(21,433)
Finance income on lease	1,019	661	2,067	661
Share of net results from equity-accounted investees	3,131	3,122	5,340	4,682
Gain on sale of equity-accounted investee	5 -	-	69,529	-
Profit/(Loss) before zakat and Income tax	4,569	(1,621)	54,008	(18,400)
Zakat	(335)	1,753	(686)	1,753
Net profit /(loss) for the period	4,234	132	53,322	(16,647)
Other comprehensive income /(loss)				
Items that will not be reclassified to profit or loss:				
Re-measurements of post-employment benefit obligations, net of zakat and tax	294	799	(218)	2,452
Share in other comprehensive loss of equity-accounted investees	-	-	(560)	-
Items that will be reclassified to profit or loss:				
Subsidiary's financial statements' translation differences	167	(40)	(38)	(20)
Other comprehensive income / (loss) for the period	461	759	(816)	2,432
Total comprehensive income / (loss) for the period	4,695	891	52,506	(14,215)
Net profit /(loss) for the period attributable to:				
Equity shareholders of the Company	4,234	158	53,322	(16,593)
Non-controlling interest	-	(26)	-	(54)
	4,234	132	53,322	(16,647)
Total comprehensive (loss) / income for the period attributable to:				
Equity shareholders of the Company	4,695	917	52,506	(14,161)
Non-controlling interest	-	(26)	-	(54)
	4,695	891	52,506	(14,215)
(Loss) / earnings per share:				
Basic and diluted (loss) / profit per share (₪)	11 0.008	0.001	0.131	(0.053)

The accompanying notes 1 to 16 form an integral part of these condensed interim consolidated financial statements



Chairman of the Board of Directors



Chief Executive Officer



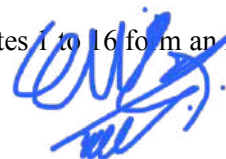
Chief Financial Officer

BAAN HOLDING GROUP COMPANY
(A Saudi Joint Stock Company)
Condensed interim consolidated statement of changes in equity
(All amounts in thousands ₪ unless otherwise stated)

	Share capital	Share premium	Foreign currency translation reserve	Remeasurement of employees' terminal benefit liabilities	Retained earnings / (Accumulated losses)	Equity attributable to the shareholders of the company	Non- controlling interest (Note 1)	Total equity
For the six-month period ended June 30, 2025								
(Unaudited)								
Balance as at January 1, 2025 (Audited)	315,000	-	(5,181)	5,830	(109,007)	206,642	(1,838)	204,804
Net loss for the period	-	-	-	-	(16,593)	(16,593)	(54)	(16,647)
Other comprehensive (loss) / income for the period	-	-	(20)	2,452	-	2,432	-	2,432
Total comprehensive (loss) / income for the period	-	-	(20)	2,452	(16,593)	(14,161)	(54)	(14,215)
Balance as at June 30, 2025 (Unaudited)	315,000	-	(5,201)	8,282	(125,600)	192,481	(1,892)	190,589
For the six-month period ended June 30, 2026								
(Unaudited)								
Balance as at January 1, 2026 (Audited)	315,000	-	(4,909)	5,432	(312,732)	2,791	-	2,791
Net income for the period	-	-	-	-	53,322	53,322	-	53,322
Other comprehensive loss for the period	-	-	(38)	(778)	-	(816)	-	(816)
Total comprehensive (loss) / income for the period	-	-	(38)	(778)	53,322	52,506	-	52,506
Capital increase through asset acquisition (9.2)	304,967	525,153	-	-	-	830,120	-	830,120
Transaction costs directly attributable to issuance of shares (9.2)	-	(10,555)	-	-	-	(10,555)	-	(10,555)
Set-off of accumulated losses (9.3)	-	(263,644)	-	-	263,644	-	-	-
Balance as at June 30, 2026 (Unaudited)	619,967	250,954	(4,947)	4,654	4,234	874,862	-	874,862

The accompanying notes 1 to 16 form an integral part of these condensed interim consolidated financial statements


 Chairman of the Board of Directors


 Chief Executive Officer


 Chief Financial Officer

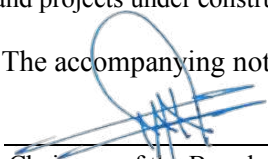
BAAN HOLDING GROUP COMPANY
(A Saudi Joint Stock Company)
Condensed interim consolidated statement of cash flows
(All amounts in thousands ﷲ unless otherwise stated)

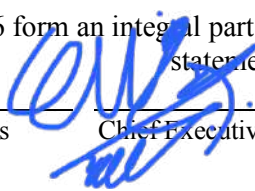
		For the Six-month period ended	
		June 30,	
	Notes	2026	2025
		(Unaudited)	(Unaudited)
Operating activities			
Profit / (loss) before zakat and income tax		54,008	(18,400)
Adjustments for:			
Depreciation of property and equipment	6	34,636	37,958
Amortization of intangible assets		695	490
Depreciation of right of use assets		40,038	46,335
Gain from lease termination		(6,064)	-
Provision for impairment loss on trade receivables		551	2,962
Reversal of provision for slow moving inventories		(200)	-
Share of net results from equity-accounted investees		(5,340)	(4,682)
Gain on sale of equity-accounted investee	5	(69,529)	-
Gain on disposal of property and equipment		(2,298)	(8,748)
Financial charges on loans		14,293	16,576
Financial charges on lease liabilities		19,753	21,433
Finance income on lease		(2,067)	(661)
Provision for employees' terminal benefits liabilities		5,142	5,855
		83,618	99,118
Changes in working capital:			
Trade receivables		(5,555)	(9,106)
Prepayments and other current assets		(20,775)	(6,587)
Inventories		527	(1,209)
Trade payables and other current liabilities		(19,238)	22,207
Cash from operating activities		38,577	104,423
Zakat paid		(1,286)	(1,040)
Employees' terminal benefits paid		(5,606)	(2,161)
Net cash generated from operating activities		31,685	101,222
Investing activities			
Additions to property, equipment and projects under construction		(9,375)	(7,188)
Additions to intangible assets		-	(1,088)
Proceeds from disposal of property and equipment		2,263	621
Lease payments received		-	4,750
Proceeds from sale of equity-accounted investee	5	61,325	-
Net cash generated from / (used in) investing activities		54,213	(2,905)
Financing activities			
Costs directly attributable to capital increase		(6,072)	-
Proceeds from loans	8	77,571	76,670
Repayment of loans	8	(84,100)	(84,995)
Payment of lease liabilities		(50,494)	(61,732)
Payment of finance charges on loans	8	(13,013)	(14,042)
Net cash used in financing activities		(76,108)	(84,099)
Net change in cash and cash equivalents		9,790	14,218
Exchange differences on translation of foreign operations		(38)	(20)
Cash and cash equivalents at the beginning of the period		20,995	38,101
Cash and cash equivalents at the end of the period		30,747	52,299

BAAN HOLDING GROUP COMPANY
(A Saudi Joint Stock Company)
Condensed interim consolidated statement of cash flows (Continued)
(All amounts in thousands ﷲ unless otherwise stated)

		For the Six-month period ended	
		June 30,	2025
		2026	2025
Notes		(Unaudited)	(Unaudited)
Non-cash transactions:			
Dividends received from investments in equity-accounted investees		7,500	-
The impact of the disposal of an investment in equity-accounted investee has been excluded as follows:			-
- Additions to property, equipment and projects under construction		12,976	-
- Prepaid expenses included in other current assets		40,553	-
- Due to related party offset against other receivables		3,501	-
Additions to property, equipment and projects under construction through share issuance		830,120	-
Capital increase through asset acquisition		304,967	-
Share premium recognised	9	525,153	-
Set-off of accumulated losses using share premium	9	263,644	-
Accrued costs directly attributable to capital increase		4,483	-
Additions to right of use assets		49,174	-
Additions to lease liabilities		(49,174)	-
Financial charges on lease liabilities capitalized to property, equipment and projects under construction		1,430	-

The accompanying notes 1 to 16 form an integral part of these condensed interim consolidated financial statements


Chairman of the Board of Directors


Chief Executive Officer


Chief Financial Officer

BAAN HOLDING GROUP COMPANY**(A Saudi Joint Stock Company)****Notes to the condensed interim consolidated financial statements****For the Six-month period ended 30 June 2026****(All amounts in thousands ﷲ unless otherwise stated)****1. General information**

BAAN Holding Group Company (the "Company") is a Saudi Joint Stock Company that operates under commercial registration number 1010014211 dated 16 Sha'aban 1398H (corresponding to July 22, 1978) (unified number 7018064233) and has branches and divisions operating in Riyadh, Jeddah, Khobar and other cities within the Kingdom of Saudi Arabia ("KSA").

The registered address of the company is 2755 Northern Ring Branch Road, Al Murooj District, P.O. Box 20755, Riyadh 12283, Kingdom of Saudi Arabia.

On November 5, 2024 the Extraordinary General Assembly meeting was held and a vote was taken to change the name of the company from Abdul Mohsen Al Hokair Tourism and Development Company to BAAN Holding Group Company.

The Company and its subsidiaries listed below (the "Group") are engaged in the establishment, management and operations of the following activities:

- Hotels and furnished apartments.
- Entertainment centers, recreation centers and tourist resorts.
- Commercial malls.
- Restaurants, parks and similar facilities.

The Company has invested in the following subsidiaries, which are included in these condensed interim consolidated financial statements:

Subsidiary	Direct and indirect ownership %		Principal activity	Country of incorporation
	June 30, 2026	December 31, 2025		
Sparky's Land Amusement Toys Company ("Sparky's")	100%	100%	Operation and management of electrical games hall, children amusement games hall and electronic games.	United Arab Emirates
Asateer Company for Entertainment and Tourism	100%	100%	Operation and management of electrical games hall, children amusement games hall and electronic games	Arab Republic of Egypt
Osool Al Mazaya Hospitality Company*	100%	100%	Establishment and operation of sport facilities projects	Kingdom of Saudi Arabia

*During 2025, the non-controlling interests in Osool Al-Mazaya Hospitality Company waived their share to the group, resulting in an increase in the group's ownership percentage from 85% to 100%. No consideration was paid for this waiver. Since this transaction did not result in a loss of control, it was recognized as an equity transaction. The carrying amount of the non-controlling interests amounted to ﷲ 1.9 million, was derecognized and recognized directly in retained earnings

BAAN HOLDING GROUP COMPANY

(A Saudi Joint Stock Company)

Notes to the condensed interim consolidated financial statements

For the Six-month period ended 30 June 2026

(All amounts in thousands ﷲ unless otherwise stated)

2. Going concern

Management has assessed the Group's ability to continue as a going concern and has prepared cash flow forecasts covering a period of at least twelve months from the date of approval of these condensed interim consolidated financial statements.

In preparing these forecasts, management considered all reasonably expected cash inflows and outflows, considering the circumstances and available information.

The assessment is based on the following key assumptions and factors:

- The condensed interim consolidated financial statements as at June 30, 2026, indicate that the Group realised a net profit of ﷲ 53.3 million for the six-month period then ended (net loss of ﷲ 16.6 million for the six-month period ended June 30, 2025). In addition, the Group's current liabilities exceeded its current assets by ﷲ 386.4 million as at June 30, 2026 (December 31, 2025: ﷲ 404.8 million).
- The Group has settled all loans maturing as of the second quarter of 2026, amounting to ﷲ 84.1 million, and has incorporated repayments of ﷲ 184.9 million within its cash flow forecasts for the next twelve months.
- The Group was able to renew all bank facilities historically and it believes they have the ability to utilize the available facilities and its revolving credit lines during the next 12 months.
- The Group generated positive operating cash flows of ﷲ 31.7 million during the period ended June 30, 2026, and management expects operating activities to generate positive cash flows over the forecast period. Management's forecast reflects a net positive cash position for the twelve months from the reporting date.

- **Capital increase through acquisition of income-generating assets:**

On 7 May 2026, the Company completed the acquisition procedures relating to the acquisition of income-generating hotel and real estate assets in exchange for newly issued shares. The transaction was approved by the shareholders on 23 April 2026 and completed following the fulfillment of all regulatory and contractual requirements. Accordingly, the acquired assets and the related increase in share capital and share premium were recognized upon completion of the transaction. The acquisition is expected to enhance the Group's portfolio of income-generating assets and contribute to future cash flows.

- **Disposal of non-core investment:**

On January 29, 2026, the Group completed the disposal of its 48.5% equity interest in Touresco, resulting in a gain of ﷲ 69.5 million. The proceeds have strengthened liquidity and are being redeployed toward core operations.

In addition, as part of the management's ongoing efforts to strengthen the Group's financial position and address accumulated losses, management has initiated and/or is pursuing the following actions:

- **Operational restructuring and cost optimization:**

Ongoing initiatives to improve efficiency, reduce costs, and enhance operating margins across the Group's segments.

- **Portfolio restructuring:**

Continuous review of existing operations, including the discontinuation or exit of underperforming projects to reduce recurring losses.

- **Revenue growth and diversification:**

Expansion into sectors with favorable growth prospects, particularly tourism and entertainment, alongside the development of the catering business and new investment opportunities to diversify revenue streams. Based on the above assessment and the expected successful implementation of the mitigating actions, the consolidated financial statements have been prepared on a going concern basis. Notwithstanding the above, the Group's ability to meet its obligations as they fall due remains dependent on a number of factors, including:

- Successful execution of the Group's business plan and achievement of forecast operating cash flows;
- Continued renewal of existing bank facilities upon maturity and in the event of covenant breaches;
- Continued availability of unutilized credit facilities; and
- Ability to roll over existing revolving credit facilities as they fall due.

BAAN HOLDING GROUP COMPANY

(A Saudi Joint Stock Company)

Notes to the condensed interim consolidated financial statements

For the Six-month period ended 30 June 2026

(All amounts in thousands ﷲ unless otherwise stated)

3. Significant accounting policies

3.1 Basis of preparation

These condensed interim consolidated financial statements have been prepared in accordance with International Accounting Standard, “Interim Financial Reporting” (“IAS 34”) as endorsed in the Kingdom of Saudi Arabia and other standards and pronouncements that are issued by the Saudi Organization for Chartered and Professional Accountants (“SOCPA”).

These condensed interim consolidated financial statements should be read in conjunction with the Group’s annual audited consolidated financial statements as at and for the year ended December 31, 2025 and do not include all of the information required for a complete set of financial statements under International Financial Reporting Standards “IFRS” as endorsed by SOCPA. However, selected accounting policies and explanatory notes are included to explain events and transactions that are significant to an understanding of the changes in the Group’s condensed interim consolidated financial position and performance since the last annual audited consolidated financial statements.

The results for the six-month period ended June 30, 2026, may not necessarily be indicative of the results that can be expected for the year ending on December 31, 2026.

3.2 Historical cost convention

These condensed interim consolidated financial statements have been prepared under the historical cost convention. Except for employees’ terminal benefits liabilities are recognized at the present value of future obligations using the Projected Credit Unit Method.

3.3 Functional and presentation currency

These condensed interim consolidated financial statements are presented in Saudi Riyal (ﷲ) which is also the group functional currency and all values are rounded to the nearest thousands (ﷲ), except when otherwise indicated.

3.4 Consistent application of accounting policies

These accounting policies adopted in the preparation of the condensed interim consolidated financial statements are consistent with those followed in the preparation of the Group’s annual financial statements for the year ended December 31, 2025.

3.5 New standards, amendment to standards and interpretations adopted by the group:

No new standards have been issued, but there are a number of amendments to the standards that are effective from 1 January 2026 and are explained in the Group’s consolidated annual financial statements, but they do not have a material impact on the Group’s condensed consolidated interim financial statements as of 30 June 2026.

IFRS 18 Presentation and Disclosure in Financial Statements will replace IAS 1 Presentation of Financial Statements and applies for annual reporting periods beginning on or after 1 January 2027. The Group has not early adopted the new accounting standard in preparing these condensed interim consolidated financial statements; however, earlier application is permitted.

The Group is in the process of assessing the estimated impact that the initial application of IFRS 18 will have on its consolidated financial statements.

a) Structure of the statement of profit or loss

IFRS 18 requires entities to classify all income and expenses into categories in the statement of profit or loss - namely operating, investing, financing, zakat income tax and discontinued operations. Classification of income and expenses depends on the main business activities of an entity.

Neither net profit nor net assets will change as a result of the Group’s adoption of IFRS 18. The Group will be required to present two new well-defined subtotals, which are ‘operating profit’ and ‘profit or loss before financing and income taxes. However, operating profit subtotal differs from the current operating profit subtotal presented by the Group. Based on the information currently available, the Group expects changes to the current structure of the statement of profit or loss to result from the following.

BAAN HOLDING GROUP COMPANY
(A Saudi Joint Stock Company)
Notes to the condensed interim consolidated financial statements
For the Six-month period ended 30 June 2026
(All amounts in thousands ﷲ unless otherwise stated)

3. Significant accounting policies (Continued)

3.5 New standards, amendment to standards and interpretations adopted by the group (Continued)

a) Structure of the statement of profit or loss (Continued)

- Interest income and expenses are generally included in finance income and finance costs under the Group's current accounting policy and are presented in the 'net finance costs' subtotal. IFRS 18 provides specific guidance on the income and expenses classified in the investing and financing categories.
- Interest cost on employee benefit obligations, which is currently presented within employee costs, will be classified and presented within finance costs.
- Net foreign exchange losses are currently included in finance costs and presented in net finance costs. Under IFRS 18, foreign exchange differences are required to be presented in the same category as the income and expenses from the items that gave rise to the differences. The Group has determined that it has foreign exchange differences to be classified in the operating. For example, foreign exchange differences on trade payables and trade receivables will be classified in the operating category.

b) Management-defined performance measures

Management-defined performance measures (MPMs) are subtotals of income and expenses used in public communications outside the financial statements that communicate to users management's view of an aspect of the financial performance of the entity as a whole. The Group will be required to disclose specific information about MPMs in a single note in the financial statements.

The Group is in process to determine which public communications should be considered when identifying MPMs. MPMs relate to the same reporting period as the financial statements. Therefore, MPMs disclosed by the Group following adoption of IFRS 18 will be determined based on public communications issued by the Group relating to the 2027 interim reporting period.

c) Principles of aggregation and disaggregation

IFRS 18 provides enhanced principles on how to group information in the financial statements (i.e. the primary financial statements and the notes). It also introduces guidance on labelling and describing items presented in the primary financial statements or disclosed in the notes.

The Group is assessing the grouping of items on the basis of similar and dissimilar characteristics. Based on this assessment, it will present line items in the primary financial statements that provide useful structured summaries and disclose additional material information in the notes.

The Group is also assessing line items currently labelled as 'other' and will use more informative labels.

d) Consequential amendments

IFRS 18 introduces consequential amendments to IAS 7, which require entities to use the newly defined operating profit subtotal as the starting point for the statement of cash flows when presenting operating cash flows under the indirect method. The Group currently uses profit for the year/period as the starting point of the reconciliation to cash flows from operating activities. Certain adjusting items included in the reconciliation will change as a result of the new starting point.

The consequential amendments also provide specific guidance on the classification of interest and dividend cash flows. The Group will classify cash flows from interest paid as financing activities rather than operating activities under this guidance. Cash flows from interest and dividends received and from dividends paid will continue to be classified as investing activities and financing activities, respectively.

BAAN HOLDING GROUP COMPANY**(A Saudi Joint Stock Company)****Notes to the condensed interim consolidated financial statements****For the Six-month period ended 30 June 2026****(All amounts in thousands ﷲ unless otherwise stated)**

3. Significant accounting policies (Continued)**3.6 Basis of consolidation**

These condensed interim consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at June 30, 2026. The financial statements of the subsidiaries are prepared for the same reporting period as that of the Company, using consistent accounting policies.

Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if, and only if, the Group has the following:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure, or rights, to variable returns from its involvement with the investee
- The ability to use its power over the investee to affect its returns

Generally, there is a presumption that a majority of voting rights results in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement(s) with the other vote holders of the investee
- Rights arising from other contractual arrangements
- The Group's voting rights and potential voting rights

The Group re-assesses whether or not it controls an investee, if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the period are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. When a Group loses control over a subsidiary, it derecognizes the assets and liabilities of the subsidiary, and any related non-controlling interest and other components of equity. Any resulting gain or loss is recognized in the consolidated statement of profit or loss and other comprehensive income. Any interest retained in the former subsidiary is measured at fair value when control is lost.

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4. Significant judgements, assumptions and estimates

The preparation of the Group's condensed interim consolidated financial statements require management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities, at the reporting date. However, uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amount of the asset or liability affected in the future.

These estimates and assumptions are based upon experience and various other factors that are believed to be reasonable under the circumstances and are used to judge the carrying values of assets and liabilities that are not readily apparent from other sources. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised or in the revision period and future periods if the changed estimates affect both current and future periods. However, may change due to market changes or circumstances arising beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

The significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty are the same as those that applied to the Group's last annual audited consolidated financial statements as at and for the year ended December 31, 2025.

Going concern

The condensed interim consolidated financial statements have been prepared on a going concern basis. The Group's management has made an assessment of the Group's ability to continue as a going concern and is satisfied that the Group has the resources to continue in business for the foreseeable future. Please refer to note 2 for further details.

Impairment of non-financial assets

An impairment exists when the carrying value of an asset or cash generating units (CGU) exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a DCF model. The cash flows are derived from the budget for the next five years and do not include restructuring activities that the Group is not yet committed to or significant future investments that will enhance the asset performance of the CGU being tested. The recoverable amount is most sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes.

Provision for expected credit losses of trade receivables

The Group uses a provision matrix to calculate ECLs for trade receivables. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns.

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions (i.e., gross domestic product) are expected to deteriorate over the next year which can lead to an increased number of defaults in, the historical default rates are adjusted. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analyzed.

The assessment of the correlation between historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and of forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of the customer's actual default in the future.

Property and equipment useful life and residual value

Management estimated and assessed that the useful life and residual value of property and equipment have not changed significantly. Any change in the estimated useful life or depreciation pattern will be accounted for prospectively.

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The Group held a 48.5% interest in Real Estate and Tourism Development Company (a joint venture) as of December 31, 2025. During 2025, and based on a comprehensive assessment of available investment alternatives, management decided to dispose of this investment, considering it the most appropriate option at this stage in light of the review and reassessment of the Group's income sources and core operating activities.

On January 29, 2026, the Group disposed of its entire 48.5% stake for a total consideration of ₪ 118.8 million. The carrying amount of the investment was ₪ 48.8 million, resulting in a gain on disposal of ₪ 69.53 million.

6. Property, equipment, and projects under construction

- During the Six-month period ended June 30, 2026, the Group added property and equipment and project under construction with a total cost of ₪ 853.9 million (June 30, 2025: ₪ 7.188 million).
- During the Six-month period ended June 30, 2026, the Group disposed of property and equipment with a total cost of ₪ 27 million (June 30, 2025: ₪ 71.839 million) The profit from the disposal amounted to ₪ 2.29 (June 30, 2025: 8.74 million).
- During the Six-month period ended June 30, 2026, depreciation expense amounted to ₪ 34.64 million (June 30, 2025: ₪ 37.96 million).
- Projects under construction represent the costs of entertainment centers (December 31, 2025: one entertainment center) which were not ready for use for their intended purpose as at the reporting date. The balance also includes 86 residential units within the "Aden Midrise – Al Khobar project", which were acquired through the issuance of shares in consideration for income-generating assets during the period. These assets are recognized at cost and will be reclassified to the appropriate asset class upon completion of their intended use.

7. Prepayments and other current assets

	June 30, 2026 (Unaudited)	December 31, 2025 (Audited)
Other receivables	48,052	7,500
Other current assets	29,235	26,900
Prepaid expenses	23,440	15,030
Advances to suppliers	17,569	7,754
Amounts due from related parties (note 10.3)	7,218	6,598
Contract assets	4,283	5,207
Employees' receivables	1,971	1,451
	131,768	70,440
Less: provision for expected credit losses	(3,314)	(3,314)
	128,454	67,126

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8. Loans

The following is a summary of the loans:

	June 30, 2026 (Unaudited)	December 31, 2025 (Audited)
Current portion of long-term loans	123,223	131,346
Short term loans	61,746	34,508
	184,969	165,854
Non-current portion of long-term loans	186,989	211,353
	371,958	377,207

The movement in the loans is as follows:

	June 30, 2026 (Unaudited)	December 31, 2025 (Audited)
At the beginning of the period / year	377,207	442,495
Proceeds during the period / year	77,571	142,003
Financial charges for the period / year	14,293	32,917
Repayments during the period / year	(84,100)	(205,617)
Finance cost paid during the period / year	(13,013)	(34,591)
At the ending of the period / year	371,958	377,207

The Group has recognised financial charges on loans in the condensed interim consolidated statement of profit or loss and other comprehensive income for the period ended 30 June 2026 amounted to ﷲ 14.3 million (31 December 2025: ﷲ 32.9 million).

* The loan agreements contain financial covenants and other contractual conditions. Under the terms of these agreements, the lending banks have the right to demand immediate repayment of the outstanding borrowings in the event of a breach of any of these covenants, unless a waiver of compliance is obtained. As at 30 June 2026, the Group was in compliance with all applicable financial covenants and other conditions stipulated in its financing arrangements. Accordingly, the borrowings have been classified in accordance with their contractual repayment terms, and the Group retained the legal right to settle these borrowings in accordance with the repayment schedules specified in the respective loan agreements.

** Management has assessed that the fair value of the borrowings approximates their carrying amount.

The Group has available unutilized facilities amounting to ﷲ 63.5 million (2025: ﷲ 68 million) from various local banks mainly to finance working capital.

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9. Share capital

The authorized, issued and fully paid share capital of the Company consists of 619.97 million shares of ﷲ 1 each (31 December 2025: 315 million shares of ﷲ1 each).

9.1 Movement in share capital during the period:

Description	Number of shares	Share value ﷲ	Value in thousands of ﷲ
Balance as of January 1, 2026	315,000,000	1	315,000
Shares issued under the capital increase in exchange for an in-kind contribution	304,966,936	1	304,967
Balance as of June 30, 2026	619,966,936		619,967

9.2 Capital increase through acquisition of hotel and real estate assets

On 28 Jumada Al-Akhirah 1446H (corresponding to 29 December 2024), the Group entered into two agreements as follows:

- An agreement was signed with Al Oula Real Estate Development Company (the “Seller”), with Ajdan Real Estate Development Company acting as guarantor of the Seller’s obligations. Under this agreement, the Group agreed to acquire all 86 residential units in the Ajdan Waterfront Project Tower located in Al Khobar in exchange for the issuance of new shares through a capital increase in favor of Al Oula Real Estate Development Company. The agreed value of the acquired asset amounted to ﷲ 178.5 million.
- An agreement was signed with Abdul Mohsen Al Hokair Holding Group Company (the “Seller”), pursuant to which the Group agreed to acquire ownership of six real estate properties comprising three hotels located in Riyadh and Jeddah, in exchange for the issuance of new shares through a capital increase in favor of Abdul Mohsen Al Hokair Holding Group Company. The agreed value of the acquired assets amounted to ﷲ 651.62 million.

On 23 April 2026, the Extraordinary General Assembly approved the increase in the Company's share capital through the issuance of 304,966,936 new ordinary shares in exchange for the acquisition of income-generating hotel and real estate assets, following the receipt of all required regulatory approvals. The acquisition and transfer of ownership of the acquired assets were completed on 7 May 2026.

Accordingly, the Group recognized acquired assets at a fair value of ﷲ 830.1 million. Share capital increased by ﷲ 305.0 million, while the excess amount of ﷲ 525.1 million was recognized as share premium. The acquired assets comprised three hotel properties and 86 residential units located within the Kingdom of Saudi Arabia.

The transaction was completed on 7 May 2026, upon the legal transfer of ownership of the acquired assets to the Group. Transaction costs directly attributable to the issuance of the new shares amounting to ﷲ 10.55 million were deducted from share premium.

9.3 Extinguishment of accumulated losses

At the Extraordinary General Assembly meeting held on 28 June 2026, the shareholders approved the transfer of ﷲ 263.644 million from the share premium reserve to the accumulated losses account for the purpose of extinguishing a portion of the Group's accumulated losses.

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10. Related party transactions and balances

10.1 Related party transactions

The following are the details of significant related party transactions:

Related Party	Nature of transaction	Transactions for the Six-month period ended June 30,	
		2026 (Unaudited)	2025 (Unaudited)
Abdul Mohsen Al Hokair Holding Group Company (Ultimate parent)	Rent expense/ Lease payments (a)	18,803	22,831
	Revenue	980	1,208
	Management fees income (c) & (d)	1,745	1,429
Key management executives	Salaries and related benefits (b)	3,607	3,094
	Post-employment benefits	463	665
Equity-accounted investees	Revenue	128	2,685
Under common control	Rent expense (a)	1,339	1,648
	Revenue	636	613
	Management fees income	76	90
	Plastic materials supplies	206	20
Key management compensation-Non executive	Remuneration for meetings	1,011	1,200
	Rent expense/Lease payments (a)	100	-

(a) This amount represents lease/rent payments for 22 properties (30 June 2025: 23 properties) that are leased by the Group from the principal shareholder (Abdulmohsen Abdul Aziz Al Hokair Holding Group Company), parties Under common control and members of the Board of Directors.

(b) Key management executives are those persons having authority and responsibility for planning, directing and controlling the activities of the Group, directly or indirectly, including any director (whether executive or otherwise) and the board of members of the company. Salaries and related benefits of ﷲ 2.9 million (30 June 2025: ﷲ 3.1 million) were paid to five key management executives of the Group.

(c) This amount represents management fees for hotels owned by the ultimate parent in UAE. The Group's management fees from these hotels amounted to ﷲ 0.36 million for the period ended 30 June 2026 (30 June 2025: ﷲ 0.54 million).

(d) During 2023, the Group agreed with its Ultimate parent company to terminate long-term lease contracts of two hotels amounted to approximately ﷲ 6 million per annum. Simultaneously, the Group entered into two agreements with its Ultimate parent company for a period of 8-10 years to operate such two hotels against fixed and variable monthly management fees. The term of the agreements includes rights of using the Group's privileges that exist at the hotel's locations, including the property and equipment.

(e) During the period ended June 30, 2026, the Group waived the two hotels' revenue of ﷲ 10.51 million (June 30, 2025: ﷲ 13.5 million), and recharged the two hotels' expenses of ﷲ 11.62 million (June 30, 2025: ﷲ 11.47 million) to the Ultimate parent company. The Group's management fees from these two hotels amounted to ﷲ 0.89 million for the period ended June 30, 2026 (June 30, 2025: ﷲ 0.89 million).

10.2 Terms and conditions relating to related party balances

Outstanding balances with related parties at the period-end are unsecured, interest free, settled in cash and due within 12 months of the consolidated statement of financial position date. There have been no guarantees provided or received for any related party receivables or payables. This assessment is undertaken each reporting period by examining the financial position of the related party and the market in which the related party operates.

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10. Related party transactions and balances (Continued)

10.3 Related party balances

The following are the details of major related party balances recorded under trade receivables and trade payables as at June 30, 2026, and December 31, 2025:

	June 30,2026 (Unaudited)	December 31, 2025 (Audited)
i) <u>Amounts due from related parties</u>		
Halfmoon Resort Company (Under common control)	4,287	3,533
Asl Al-Ban Company Ltd. (Under common control)	2,693	2,693
Tarfeeh Company for Projects and Tourism Limited (a joint venture)	1,722	1,722
Mena Company for Education and Development (Under common control)	387	651
Malahi Leisure Company (a joint venture)	174	44
	9,263	8,643
Less; provision for impairment of related party receivables	(2,045)	(2,045)
	7,218	6,598
	June 30,2026 (Unaudited)	December 31, 2025 (Audited)
ii) <u>Amounts due to related parties</u>		
Abdulmohsen Al Hokair Holding Group Company (Ultimate parent)	9,374	25,968
Tanami Arabia Co. Ltd. (Under common control)	6,609	6,572
Riyadh Plastic Factory (Under common control)	372	379
Tourism and Real Estate Development Company (a joint venture)	-	2,647
	16,355	35,566
iii) <u>Movement in provision for impairment of related party receivables:</u>	June 30,2026 (Unaudited)	December 31,2025 (Audited)
At the beginning of the period / year	2,045	2,813
Provision for the period / year	-	(768)
At the end of the period / year	2,045	2,045

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11. Basic and diluted profit / (loss) per share

The following table reflects the profit / (loss) per share calculations:

	For the three-month period ended June 30,		For the six-month period ended June 30,	
	2026	2025	2026	2025
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Profit / (loss) for the period attributable to equity shareholders of the company	4,234	158	53,322	(16,593)
	Thousands	Thousands	Thousands	Thousands
Weighted average number of ordinary shares outstanding during the period (Note 9)*	499,321	315,000	407,670	315,000
Basic and diluted profit / (loss) per share (ﷲ)	0.008	0.001	0.131	(0.053)

*During the period ended 30 June 2026, the Company completed a capital increase through the issuance of 304,966,936 ordinary shares in exchange for income-generating hotel and real estate assets. The transaction was completed on 7 May 2026 and the new shares were admitted to trading on Tadawul on 10 May 2026. The newly issued ordinary shares were included in the weighted average number of ordinary shares outstanding from the date of completion of the transaction.

12. Commitments and contingencies.

12.1 Legal contingencies

The Group is involved in litigation in the ordinary course of business, which are being defended. While the ultimate results of these matters cannot be determined with certainty based on the advice of the Group's legal counsel, management does not expect these will have a material adverse effect on the Group's consolidated financial position or results of operations.

12.2 Letters of credit and guarantee

As at 30 June 2026, the Group had outstanding letters of credit and guarantee amounting to ﷲ 24.7 million (31 December 2025 ﷲ 30.6 million).

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The Executive Management Committee monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the consolidated financial statements.

13.1 The Group's reportable segments under IFRS 8:

Hospitality: engaged in hotel, tourism, health resorts, furnished apartments, restaurants and cafes.

Entertainment: engaged in the establishment, management, operation and maintenance of fun cities, entertainment centers, parks and gardens.

Others: includes the operations of the head office, commercial center and other segments.

The Group's primary business is conducted in Saudi Arabia with three subsidiaries, Sparky's UAE, Asateer Company for Entertainment and Tourism – Egypt and Osool Al Mazaya Hospitality Company. However, the total assets, liabilities, commitments and results of operations of those subsidiaries are not material to the Group's overall consolidated financial statements. Transactions between the operating segments are on terms as approved by the management. There are no material items of income or expense between the operating segments. Majority of the segment assets and liabilities comprise operating assets and liabilities.

Following is a summary of key financial information for the six-month period ended June 30, 2026 and 2025 and year ended December 31, 2025.

For the period ended at June 30, 2026**(Unaudited)**

	<u>Hospitality</u>	<u>Entertainment</u>	<u>Others</u>	<u>Total</u>
Revenue	128,675	114,531	68,221	311,427
Depreciation of property and equipment - direct costs	(11,301)	(16,484)	(5,825)	(33,610)
Depreciation of right of use assets	(5,574)	(29,984)	(3,885)	(39,443)
Other direct costs	(73,425)	(44,806)	(53,456)	(171,687)
Gross profit	38,375	23,257	5,055	66,687
Expenses	(31,317)	(19,784)	(12,406)	(63,507)
Gain on disposal of property and equipment	-	2,298	-	2,298
Gain from lease termination	-	6,064	-	6,064
Other income	-	127	-	127
Reverse/ (impairment) loss on trade receivable	614	83	(1,248)	(551)
Finance cost charges	(5,773)	(19,413)	(8,860)	(34,046)
Finance income on lease	-	-	2,067	2,067
Share of net results from equity-accounted investees	-	-	5,340	5,340
Gain on sale of equity-accounted investee	-	-	69,529	69,529
Zakat and income tax	-	-	(686)	(686)
Net profit / (loss)	1,899	(7,368)	58,791	53,322
Investments in equity-accounted investees	-	-	28,704	28,704
Property, equipment and projects under construction	318,555	413,405	772,340	1,504,300
Right of use assets	96,694	389,700	151,553	637,947
Total assets	491,142	855,349	1,128,914	2,475,405
Total liabilities	343,043	918,336	339,164	1,600,543

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13. Segmental information (continued)

13.1 The Group's reportable segments under IFRS 8 (continued):

For the period ended at June 30, 2025

<u>(Unaudited)</u>	<u>Hospitality</u>	<u>Entertainment</u>	<u>Others</u>	<u>Total</u>
Revenue	155,742	141,044	48,366	345,152
Depreciation of property and equipment - direct costs	(10,770)	(21,379)	(4,343)	(36,492)
Depreciation of right of use assets	(6,289)	(34,477)	(4,973)	(45,739)
Other direct costs	(91,553)	(50,573)	(34,676)	(176,802)
Gross profit	47,130	34,615	4,374	86,119
Expenses	(34,640)	(24,623)	(18,376)	(77,639)
Gain on disposal of property and equipment	-	319	8,429	8,748
Reverse/ (impairment) loss on trade receivable	258	(901)	(2,319)	(2,962)
Finance cost	(5,557)	(21,646)	(10,806)	(38,009)
Finance income on lease	-	-	661	661
Share of net results from equity-accounted investees	-	-	4,682	4,682
Zakat and income tax	-	-	1,753	1,753
Net profit / (loss)	7,191	(12,236)	(11,602)	(16,647)

For the year ended December 31, 2025

(Audited)

Investments in equity-accounted investees	-	-	31,424	31,424
Property, equipment and projects under construction	327,218	246,054	111,728	685,000
Right of use assets	102,268	373,583	153,113	628,964
Total assets	503,063	663,602	454,874	1,621,539
Total liabilities	379,089	895,279	344,380	1,618,748

In addition to the segment information presented above, the Group's revenue and non-current assets are generated from the following subsidiaries and countries:

<u>For the period ended at June 30, 2026 (Unaudited)</u>	<u>Kingdom of Saudi Arabia</u>	<u>United Arab Emirates</u>	<u>Arab Republic of Egypt</u>	<u>Total</u>
The Company	292,927	-	-	292,927
Osool Al Mazaya Hospitality Company	310	-	-	310
Sparky's Land Amusement Toys Company	-	17,416	-	17,416
Asateer Company for Entertainment and Tourism	-	-	774	774
Total revenue	293,237	17,416	774	311,427
Investments in equity-accounted investees	28,704	-	-	28,704
Property, equipment and projects under construction	1,474,640	28,074	1,586	1,504,300
Right of use assets	556,712	81,235	-	637,947

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13. Segmental information (continued)

13.1 The Group's reportable segments under IFRS 8 (continued):

For the period ended at June 30, 2025 (Unaudited)	Kingdom of Saudi Arabia	United Arab Emirates	Arab Republic of Egypt	Total
The Company	323,807	-	-	323,807
Osool Al Mazaya Hospitality Company	785	-	-	785
Sparky's Land Amusement Toys Company	-	19,871	-	19,871
Asateer Company for Entertainment and Tourism	-	-	689	689
Total revenue	324,592	19,871	689	345,152
For the year ended December 31, 2025 (Audited)				
Investments in equity-accounted investees	31,424	-	-	31,424
Property, equipment and projects under construction	655,028	28,722	1,250	685,000
Right of use assets	542,530	86,434	-	628,964

14. Fair values of financial instruments

The fair value of financial instruments is not significantly different from their carrying value at the date of preparing the financial statements due to the short-term maturities of these instruments.

15. Subsequent Events

The management believes that there are no other significant subsequent events since the period ended June 30, 2026, that could have a material impact on the financial position of the Group as shown in these condensed interim consolidated financial statements.

16. Approval of the Condensed Interim Consolidated Financial Statements

These condensed interim consolidated financial statements were approved by the Board of Directors on 21/02/1448 AH (corresponding to 04/08/2026 AD).