

Red Sea International Company

Shareholder Circular

Prepared in connection with the Significant Transaction of The Fundamental Installation for Electric Work Company

The Board of Directors of Red Sea International Company (“**RSI**”), a publicly listed joint-stock company registered under Commercial Registration No. 1010566349 dated 13 Rajab 1440H (corresponding to 20 March 2019G), with a current share capital of SAR 302,344,000 divided into 30,234,400 fully paid-up shares with a nominal value of SAR 10 per share (the “**Shares**”), at its meeting held on 28 Thul-Hijjah 1446H (corresponding to 24 June 2025G), approved the Significant Transaction through an offering by the other shareholders of The Fundamental Installation for Electric Work Company (“**First Fix**”) of twelve million (12,000,000) ordinary shares in First Fix, which represents 30.0 per cent. of its share capital (the “**Significant Transaction**”) through an initial public offering (“**IPO**”) and the listing of such shares on the Main Market of the Saudi Exchange (the “**Exchange**”). The Shares will be sold by existing minority shareholders other than RSI, namely MSB Holding Company, Faris Ismat Abdel Samad Al-Saadi and Ziad Jean Al-Sayegh in accordance with Table 3.3 (*First Fix’s Direct Ownership Structure Before and After the Significant Transaction*). First Fix is a closed joint stock company registered under Commercial Registration No. 4030279152 dated 11 Safar 1436H (corresponding to 3 Thul-Hijjah 2014G), and it is a subsidiary owned by the following shareholders before the proposed IPO: (i) RSI, which owns 51.0 per cent.; (ii) MSB Holding, which owns 34.3 per cent.; (iii) Faris Ismat Abdel Samad Al-Saadi, who owns 9.8 per cent.; and (iv) Ziad Jean Al-Sayegh, who owns 4.9 per cent. The Significant Transaction will become effective if the Ordinary General Meeting of RSI (the “**OGM**”) approves the Significant Transaction, First Fix obtains all regulatory approvals related to the IPO and the Shares are registered and listed on the Exchange. RSI aims to complete the registration and listing of First Fix’s shares in the first half of 2026G subject to market conditions and regulatory approvals. Upon completion of the IPO, RSI will continue to own 51.0 per cent of the Shares and will consequently retain a controlling interest in First Fix.

Financial Advisor



This shareholder circular (this “**Circular**”) contains views of the Board of Directors and the Specialised Committee (as defined below) and advice provided by a financial advisor licensed by the CMA and appointed by RSI to provide advisory services in accordance with the requirements of Paragraph (b) of Article 108 of the Rules on the Offer of Securities and Continuing Obligations issued by the Board of the CMA pursuant to the OSCOs (as defined in Annex A: *Definitions*).

Please read this Circular carefully prior to making any decision in connection with the Significant Transaction. If you do not understand the contents of this document, you should obtain professional advice from a licensed financial advisor to determine the effects of the Significant Transaction and obtain an independent evaluation thereof.

This Circular has been prepared in accordance with the requirements of the OSCOs. The Directors jointly and severally bear the full responsibility for the accuracy of the information contained in this Circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other material facts the omission of which would render any material statement contained in this Circular misleading. The CMA and the Exchange do not assume any responsibility for the contents of this Circular, and do not give any assurance regarding its accuracy or completeness, and expressly disclaim any liability whatsoever for any loss resulting from what is stated in this Circular or from reliance on any part thereof.

In addition, the Directors confirm that they have done the due diligence they deemed sufficient under the circumstances and that the Significant Transaction is in the best interests of RSI and its shareholders.

This Circular is an unofficial English translation of the official Arabic Circular and is provided for information purposes only. The Arabic Circular remains the only official, legally binding version and shall prevail in the event of any discrepancy between the two language versions.

This Circular was issued on 16 Safar 1447H (corresponding to 10 August 2025G).



RED SEA
International



Important Notice

RSI has prepared this Circular to provide information to its shareholders (the “**Shareholders**”) to enable them to make an informed decision when voting on the Directors’ recommendation to approve the Significant Transaction to offer twelve million (12,000,000) ordinary shares representing 30.0 per cent. of the share capital of First Fix through an IPO on the Exchange. The information contained in this Circular is of a general nature and has been prepared without consideration of the individual investment objectives, financial circumstances or particular investment needs of any particular Shareholder. It is the responsibility of each Shareholder, before voting on the Significant Transaction, to obtain independent professional advice from a financial advisor licensed by the CMA to determine the effects of the Significant Transaction and obtain an independent assessment thereof and of the information contained in this Circular with respect to the Shareholder’s individual objectives, financial situation and needs.

This Circular contains information relating to the Significant Transaction. When voting on the Significant Transaction at the OGM of RSI, which will be held for such purpose, the Shareholders will be treated as voting solely on the basis of the information contained in this Circular, which was published as part of the invitation to the OGM. Neither the delivery of this Circular nor any oral or written information in relation to the Significant Transaction is intended to be, or should be construed as or relied upon in any way, as a promise, affirmation or representation as to future earnings, results or events.

This Circular contains information provided in accordance with the requirements of Article 109 of the OSCOs in connection with the Significant Transaction.

RSI has appointed SNB Capital Company as the financial advisor (the “**Financial Advisor**”) to provide advice in relation to the Significant Transaction in accordance with the requirements of Article 108 of the OSCOs. The information contained in the Circular as of the date hereof is subject to change. In particular, the financial position of RSI and the value of its shares could be affected negatively or positively as a result of future developments such as inflationary, economic, political or other factors beyond RSI’s control (refer to Section 2 (*Risk Factors*) of this Circular).

This Circular may not be regarded as a recommendation by the Financial Advisor or the other advisors to vote in favour of the Significant Transaction.

RSI does not intend to take any action to register this Circular in any country other than the Kingdom of Saudi Arabia (the “**Kingdom**”), and therefore it is expressly prohibited to distribute this Circular in any other country. All recipients of this Circular must inform themselves of any legal or regulatory restrictions relevant to this Circular and to observe all such restrictions.

Subject to the applicable laws and regulations, including Article 29 of the OSCOs, RSI shall submit a supplementary shareholders’ circular to the Ordinary General Assembly if, at any time after this Circular has been shared with the Shareholders and prior to the Ordinary General Assembly, it becomes aware of : (a) a significant change in any material information contained in this Circular; or (b) the occurrence of additional significant matters that have become known which would have been required to be included in this Circular. Except in the aforementioned circumstances, RSI does not intend to update or otherwise revise any information in this Circular, whether as a result of new information, future events or otherwise.

RSI’s consolidated financial statements for the financial year ended 31 December 2024G and the accompanying notes thereto, as well as First Fix’s consolidated financial statements for the financial year ended 31 December 2024G and the accompanying notes thereto, have been prepared in accordance with the International Financial Reporting Standards (the “**IFRS**”) as endorsed in the Kingdom and other standards and pronouncements issued by the Saudi Organization for Chartered and Professional Accountants (“**SOCPA**”). RSI’s consolidated financial statements for the financial year ended 31 December 2024G have been audited by the independent auditor, Ernst & Young. First Fix’s consolidated financial statements for the financial year ended 31 December 2024G have been audited by independent auditor, PricewaterhouseCoopers Public Accountants.

Certain financial and statistical information contained in this Circular is subject to rounding. Accordingly, where numbers have been rounded up or down, there may be minor differences between the figures set out in this Circular and the financial statements.

For an explanation of certain defined terms and abbreviations used in this Circular, see Annex A (*Definitions*).

Circular Summary

Name, Description and Incorporation of RSI	Red Sea International Company is a publicly listed joint-stock company registered under Commercial Registration No. 1010566349 dated 13 Rajab 1440H (corresponding to 20 March 2019G). Its head quarter and registered office is located in Riyadh, Saudi Arabia. As of the date of this Circular, the current share capital of RSI is SAR 302,344,000 divided into 30,234,400 fully-paid up ordinary shares with a nominal value of SAR 10 per share.						
Name, Description and Incorporation of First Fix	The Fundamental Installation for Electric Work Company is a closed joint stock company with Commercial Registration No. 4030279152 dated 11 Safar 1436H (corresponding to 3 Thul-Hijjah 2014G). Its registered head office is located at Al Khaliidiyah District, P.O. Box 8940, Jeddah 23423, Kingdom of Saudi Arabia. As of the date of this Circular, the current share capital of First Fix is SAR 400,000,000 divided into 40,000,000 fully-paid up ordinary shares with a fully paid nominal value of SAR 10 per share.						
Summary of RSI's Activities	The main activities of RSI pursuant to its Bylaws include electricity generation, transmission, and distribution, sewage management, building construction, road and railway construction, utility construction projects, civil engineering projects, plumbing, heating, and air conditioning works, building completion and finishing, other specialized construction activities, wholesale trading of solid, liquid, and gaseous fuels and related products, restaurant activities and mobile food services, catering services, other food service activities, real estate activities involving owned or leased properties, general building cleaning, and other building and industrial cleaning activities.						
Summary of First Fix's Activities	The main activities of First Fix pursuant to its Bylaws include water collection, treatment and supply, sewage, construction of buildings, construction of buildings, construction of roads and railways, construction of utility projects, electrical installation, plumbing, heat and air-conditioning installation, other construction installation, and storage.						
First Fix's Substantial Shareholders	A Substantial Shareholder is a person who owns five per cent. or more of First Fix's shares. The following table sets forth the number of shares held by the Substantial Shareholders of First Fix prior to the Significant Transaction.						
	Shareholder	Pre-Significant Transaction			Post- Significant Transaction		
		Number of Shares	Ownership (%)	Overall Nominal Value (SAR)	Number of Shares	Ownership (%)	Overall Nominal Value (SAR)
	Red Sea International Company	20,400,000	51.0%	204,000,000	20,400,000	51.0%	204,000,000
	MSB Holding Company ⁽¹⁾	13,720,000	34.3%	137,200,000	5,320,000	13.3%	53,200,000
	Faris Ismat Abdel Samad Al-Saadi	3,920,000	9.8%	39,200,000	1,520,000	3.8%	15,200,000
	Ziad Jean Al-Sayegh	1,960,000	4.9%	19,600,000	760,000	1.9%	7,600,000
	Public	-	-	-	12,000,000	30.0%	120,000,000
	Total	40,000,000	100.0%	400,000,000	40,000,000	100.0%	400,000,000
	⁽¹⁾ Mohammed Saleh Bin Laden owns the entire capital of MSB Holding Company. As a result, Mohammed Saleh Bin Laden indirectly owns 13,720,000 (34.3%) shares in First Fix.						
First Fix's Share Capital	Four hundred million Saudi Arabian Riyals (SAR 400,000,000).						
Total Number of First Fix's Shares	Forty million (40,000,000) ordinary shares.						
Nominal Value per First Fix share	The nominal value per share is ten Saudi Arabian Riyals (SAR 10).						
Structure of the Significant Transaction	Offering of twelve million (12,000,000) ordinary shares of First Fix (representing 30.0 per cent. of its share capital) through an IPO by its existing minority shareholders, namely MSB Holding Company, Faris Ismat Abdel Samad Al-Saadi and Ziad Jean Al-Sayegh in accordance with Table 3.3 (<i>First Fix's Direct Ownership Structure Before and After the Significant Transaction</i>).						
Purpose of the Significant Transaction	<p>The purpose of the Significant Transaction is to enable First Fix to become a publicly listed company on the Exchange and to support its continued growth, operational independence, and financial resilience. The IPO of twelve million (12,000,000) ordinary shares in First Fix, representing 30.0 per cent. of its share capital is intended to achieve the following key objectives:</p> <ul style="list-style-type: none">– enhance First Fix's capital markets profile;– support long-term value creation for RSI;– maintain strategic control while unlocking value;– provide liquidity for existing minority shareholders;– promote governance maturity and operational independence; and– demonstrate capital discipline and portfolio optimisation. <p>The IPO is therefore intended to strengthen First Fix's strategic positioning, enhance shareholder value, and contribute to the long-term growth and sustainability of both First Fix and RSI. See Section 3.4 (<i>Objective of the Significant Transaction</i>) for further details.</p>						

IPO Share Price	The IPO share price shall be determined in accordance with the Instructions for Book Building Process and Allocation Method in Initial Public Offerings (IPOs) issued pursuant to the CMA Board Resolution No. 2-94-2016 dated 15 Shawwal 1437H (corresponding to 20 July 2016G), as amended.
Use of the Significant Transaction Proceeds	The net proceeds of the IPO (after deduction of the IPO expenses) shall be paid to the other shareholders of First Fix, being MSB Holding Company, Faris Ismat Abdel Samad Al-Saadi and Ziad Jean Al-Sayegh pro rata to the number of shares sold by each one of them. First Fix and RSI will not receive any part of the IPO proceeds.
Actions Required	<ul style="list-style-type: none"> - Provision of the invitation to the OGM meeting and the agenda for the OGM to the CMA; - the Shareholders' approval of the Significant Transaction at the OGM based on the recommendation of the Board of Directors; - First Fix's application to the CMA for the approval of the registration and offering of its shares and submission of an application to the Exchange for approval of the listing of its shares on the Primary Market of the Exchange; - completion of the IPO; and - any other regulatory requirements, if applicable. <p>Shareholders should read this entire Circular carefully, in particular the "<i>Important Notice</i>" section and Section 2 (<i>Risk Factors</i>) before deciding to vote on the Significant Transaction.</p>

This Circular summary provides a brief overview on the information included in this Circular. It does not include all information that may be relevant to the Shareholders. Furthermore, this summary should be read as an introduction to this Circular, and the Shareholders should read and review this Circular in full. Any decision regarding the approval of the Significant Transaction should be reached by the Shareholders after fully taking this Circular into account.

Furthermore, the Significant Transaction under this Circular is subject to the approval of the OGM and the further actions detailed in Section 8 (*Actions To Be Taken*). An invitation to hold the OGM to approve the Significant Transaction was issued on 16 Safar 1447H (corresponding to 10 August 2025G). The Shareholders should note that if their approval of the Significant Transaction is not obtained and the further actions detailed in Section 8 (*Actions To Be Taken*) are not taken, the Significant Transaction will not take place, the Significant Transaction will be discontinued, this Circular will be cancelled, and the Shareholders will be notified accordingly.

Key Dates

Expected Schedule of Completion of Significant Transaction Procedures	
Event	Date
1. Actions required in relation to RSI's Ordinary General Assembly on the Significant Transaction	
Approval by the Board of Directors of RSI of the Significant Transaction	28 Thul-Hijjah 1446H (corresponding to 24 June 2025G).
Invitation to RSI's Ordinary General Assembly to vote on the Significant Transaction (noting that a second meeting will be held one hour after the end of the period specified for the first meeting in the event that a quorum of at least 25.0 per cent. of the share capital is not met) and announcement of the invitation on the website of the Exchange	16 Safar 1447H (corresponding to 10 August 2025G).
Availability of this Circular	16 Safar 1447H (corresponding to 10 August 2025G).
Availability of documents for inspection	From 9:00 am until 4:00 pm starting from 16 Safar 1447H (corresponding to 10 August 2025G) until 8 Rabi' al-Awwal 1447H (corresponding to 31 August 2025G).
Voting period by means of modern technology for the shareholders of RSI to vote on the Significant Transaction	From 1:00 am on 4 Rabi' al-Awwal 1447H (corresponding to 27 August 2025G) until the end of the Ordinary General Assembly meeting.
Ordinary General Assembly of RSI	8 Rabi' al-Awwal 1447H (corresponding to 31 August 2025G).
Announcement of the results of the Ordinary General Assembly of RSI	9 Rabi' al-Awwal 1447H (corresponding to 1 September 2025G).
2. Actions Required in the event that RSI's first Ordinary General Assembly held to vote on the Significant Transaction is not quorate	
Second Ordinary General Assembly of RSI (quorum is achieved by any number of shares represented at the second meeting)	Within one hour after the end of the first inquorate Ordinary General Assembly.
Announcement by RSI of resolutions passed at the second Ordinary General Assembly	9 Rabi' al-Awwal 1447H (corresponding to 1 September 2025G).
3. Actions required following RSI's Ordinary General Assembly for the Significant Transaction	
Providing the Authority with a copy of the minutes of RSI's Ordinary General Assembly	Within 10 days from the date of RSI's Ordinary General Assembly.
First Fix's submission of the application to the CMA for the registration and offering of First Fix's shares to the public and its submission of the application to the Exchange to list First Fix's shares on the Primary Market of the Exchange	Before the end of third quarter of 2025G.
Expected date of the CMA's approval of the application for the registration and offering of First Fix's shares to the public and the Exchange's approval of the application to list First Fix's shares on the Primary Market of the Exchange	Before the end of fourth quarter of 2025G.
Expected date of listing of First Fix's shares on the Exchange	Trading of First Fix's shares on the Exchange is expected to take place within six-month of the date of CMA's approval subject to prevailing market conditions. The date of commencement of the trading of the shares will be announced in local newspapers and on the Exchange's website (www.saudiexchange.sa).

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1. FAQs regarding the Significant Transaction

The following summary of questions and answers has been prepared to help explain the Significant Transaction. This Circular should be read in full and Shareholders should not rely solely on the summary questions and answers set out below.

1.1 What is the Significant Transaction?

The Significant Transaction represents the sale of twelve million (12,000,00) ordinary shares in First Fix, representing 30.0 per cent. of its share capital, by shareholders other than RSI, through an IPO and the listing of such shares on the Exchange. RSI, which owns 51.0 per cent. of First Fix's share capital, is not selling any shares in connection with the IPO and will retain its majority ownership following the completion of the Significant Transaction.

For the avoidance of doubt, and in addition to what has been mentioned on the first page of this Circular, a Significant Transaction is defined as any transaction that requires shareholder approval pursuant to Article 107 of the OSCOs, regardless of the method of execution. Although RSI is not itself disposing of any assets, business, or interest in a subsidiary through the IPO, it is seeking shareholder approval for the Significant Transaction due to the materiality of First Fix to RSI's operations and the impact of the IPO on the structure and governance of a core subsidiary.

1.2 Why is RSI proposing the Significant Transaction?

RSI's Board of Directors and Executive Management conducted a comprehensive review of the rationale and feasibility of the Significant Transaction and found that it serves the short and long-term interests of its Shareholders, employees, customers and other stakeholders.

The Significant Transaction will result in the listing of First Fix's shares on the Exchange, allowing both First Fix and RSI to pursue their strategic objectives. In particular, the Board of Directors believes that the Significant Transaction will benefit RSI's Shareholders in terms of the following:

- **Enhancing First Fix's capital markets profile:** The IPO will elevate First Fix's visibility as a standalone, publicly listed company with improved access to capital markets and the ability to pursue strategic initiatives independently while adhering to the corporate governance standards required by the Capital Market Authority;
- **Supporting long-term value creation for RSI:** RSI will retain its 51.0 per cent. stake in First Fix and continue to consolidate its financials. The listing is expected to enhance First Fix's valuation, improve market recognition, and positively impact RSI's consolidated results over time;
- **Maintaining strategic control while unlocking value:** The transaction structure enables RSI to support the listing of First Fix without divesting any of its shares, thereby maintaining majority control while allowing for public market participation;
- **Providing liquidity for existing minority shareholders:** The sale of shares through the IPO will be made solely by First Fix's minority shareholders, allowing them to monetise a portion of their investment without affecting RSI's ownership or capital structure;
- **Promoting governance maturity and operational independence:** Listing First Fix is expected to support greater autonomy at the subsidiary level, strengthening its internal controls, transparency, and strategic clarity in line with public company standards; and
- **Demonstrating capital discipline and portfolio optimisation:** The transaction aligns with RSI's broader strategy to unlock embedded value, promote institutionalisation across its portfolio, and enhance overall shareholder returns through focused, performance-driven subsidiaries.

These strategic and financial considerations led RSI's Board to conclude that the Significant Transaction is in the best interests of RSI and its Shareholders as a whole.

1.3 Why is the Approval of RSI's OGM Required for the Significant Transaction?

Although RSI is not selling any of its shares in First Fix in connection with the IPO, the transaction qualifies as a Significant Transaction due to the materiality of First Fix to RSI's operations and the impact of the IPO on a core subsidiary. As such, and in accordance with Articles 102 to 110 of the OSCOs, it is a condition of the CMA's approval that RSI's shareholders approve the Significant Transaction at the OGM.

1.4 Why was the Specialised Committee formed and what is its role in the Significant Transaction?

The Specialised Committee was formed pursuant to Article 108 of the OSCOs, which stipulates that, in respect of any Significant Transaction subject to shareholder approval, RSI shall form a specialised committee (consisting solely of independent Directors or of other independent persons, or both, who have no substantial interest in the proposed Significant Transaction) (the “**Specialised Committee**”).

Based on the above, on 7 Thul-Hijjah 1446H (corresponding to 3 June 2025G), the Board of Directors formed the Specialised Committee, whose role is to advise Shareholders on whether the terms of the Significant Transaction are fair and reasonable, and whether the Significant Transaction is in the interest of RSI and all of its Shareholders.

1.5 How will the Significant Transaction be Implemented?

The Significant Transaction requires, among others, the OGM's approval of the relevant Significant Transaction resolution, the CMA's approval of the application for the registration and offering of First Fix's shares to the public, the Exchange's approval of the application to list First Fix's shares on the Primary Market of the Exchange, and the successful execution of the IPO.

1.6 When will the Significant Transaction be Completed?

The Significant Transaction is expected to be completed in the first half of 2026G subject to market conditions and regulatory approvals.

2. Risk Factors

Shareholders should read the following risk factors related to the Significant Transaction in addition to all information included in this Circular to reach their own conclusions prior to the vote on the Significant Transaction in the OGM.

The risks and uncertainties described below are those that the Board currently believes relate to the Significant Transaction. However, the risks listed below do not necessarily comprise all such risks and there may be additional risks and uncertainties related to the Significant Transaction that the Directors are currently not aware of, or that the Directors currently believe are immaterial. Moreover, there are additional risks and uncertainties unrelated to the Significant Transaction that apply to both RSI and First Fix. The occurrence of any such risks and uncertainties may materially and adversely affect RSI and First Fix's business, financial condition, results of operations and/or prospects.

RSI's Directors also confirm that, to the best of their knowledge and belief and according to the information available to them as of the date of this Circular, there are no other material risks not disclosed below that could affect the decision of the Shareholders to vote on the Significant Transaction.

The risks listed below are not presented in any assumed order of priority that could reflect their expected impact on RSI and/or the Share price.

2.1 Risks to RSI as a Shareholder Following the Disposal of Shares by Other Shareholders in Connection with the IPO

As RSI is not disposing of any of its shares in First Fix in connection with the Significant Transaction, it will retain a 51.0 per cent. ownership interest in First Fix following the IPO. Accordingly, RSI will continue to consolidate First Fix's financial statements and exercise control over decisions requiring a simple majority of shareholders' votes, including the election of directors and the approval of annual financial statements. Moreover, RSI will continue to consolidate First Fix's assets and revenue, and remain actively involved in guiding its strategic direction through voting at General Assemblies of shareholders. However, the disposal of shares by the other shareholders may result in a broader, more fragmented shareholder base, which could give rise to certain risks for RSI in its role as the majority shareholder.

In particular, RSI may face challenges in convening and achieving quorum requirements for extraordinary general assembly meetings ("EGMs") of First Fix. Under its bylaws, First Fix requires the attendance of shareholders representing at least two-thirds (2/3) of First Fix's share capital on the first call. For certain resolutions, such as capital increases or reductions, extensions or early dissolution of First Fix's term, or mergers, the bylaws require the presence of shareholders representing at least three-quarters (3/4) of the shares to be present at the meeting. With an expanded shareholder base, including public shareholders who may not actively participate in shareholder meetings, there is a heightened risk of EGMs being delayed or adjourned due to lack of quorum. Even if quorum is achieved, the increased diversity in the shareholder base may complicate the process of securing the necessary level of support for special resolutions, which could delay or impede the implementation of strategic initiatives.

Moreover, the introduction of public shareholders and institutional investors may increase the level of scrutiny placed on RSI and First Fix, particularly in relation to governance practices, transparency standards, and responsiveness to minority shareholder interests. This could result in additional pressure on RSI as the controlling shareholder to adopt enhanced disclosure standards and governance protocols in connection with dealing with First Fix. While RSI remains in control, its ability to exercise such control may be influenced by evolving expectations from a more diverse and publicly represented shareholder base.

In addition, as RSI will be subject to a statutory lock-up period of six months following the IPO, during which it will be prohibited from disposing of any of its shares in First Fix. As a result, RSI will have limited flexibility to realise value from its investment in First Fix during such period, which may constrain its ability to respond to unforeseen capital requirements or shifts in strategic priorities. This restriction may limit RSI's liquidity and reduce its financial flexibility in the short term, potentially affecting the timing or funding of other initiatives at the RSI level. Accordingly, shareholders of RSI should consider that, notwithstanding RSI's continuing control over First Fix, the statutory lock-up may restrict RSI's ability to monetise its investment in First Fix in the near term and could impact its financial position or capital allocation decisions during such period.

Finally, RSI and the other shareholders of First Fix are currently parties to a shareholders' agreement dated 16 Rabi' al-Awwal 1445H (corresponding to 1 October 2023G) (the "Shareholders' Agreement"), which governs their rights and obligations in relation to their shareholdings in First Fix. The agreement will automatically terminate upon completion of the IPO. As a result of such termination, RSI will no longer benefit from a number of contractual protections previously available to it, including veto rights over key shareholder and board reserved matters, restrictions on share transfers, board composition and management appointment rights, and enhanced access to information and reporting. The loss of these rights may reduce RSI's contractual ability to influence strategic decisions or prevent actions that may be contrary to its interests as majority shareholder. Following the termination of the Shareholders' Agreement, governance of First Fix will be subject to the standard corporate framework applicable to public joint-stock companies, which may provide RSI with fewer protective mechanisms than those afforded under the Shareholders' Agreement.

These factors may require RSI to adapt its governance approach and shareholder engagement practices to preserve alignment with market expectations and regulatory requirements, while continuing to pursue long-term value creation through its investment in First Fix.

2.2 Risk of Legal or Compliance Exposure from Related Party Transactions

Following the completion of the Significant Transaction, First Fix will become a publicly listed company and subject to the regulatory framework applicable to listed entities in the Kingdom, including the Capital Market Law, the OSCOs and the Corporate Governance Regulations issued by the Capital Market Authority. As RSI will retain a 51.0 per cent. shareholding in First Fix, any current or future transactions between RSI and First Fix, including operational support services, financing arrangements, shared resources or strategic initiatives, may be classified as related party transactions. Such transactions are subject to specific regulatory requirements, including disclosure to the market and assessment by the audit committee of First Fix. Failure to comply with such requirements could expose RSI to regulatory sanctions, reputational risk or challenges from minority shareholders. Furthermore, the need for enhanced transparency and governance over intra-group dealings may increase the administrative and compliance burden on RSI and limit its flexibility in structuring future arrangements with First Fix.

2.3 Risks Related to the Limited Experience of First Fix's Senior Executives in Managing a Publicly Listed Company

Since its incorporation in 2014G, First Fix has conducted its operations as a private company. Certain members of First Fix's senior executive team have limited or no experience in managing joint stock companies listed on the Exchange and complying with the laws and regulations applicable to such listed companies. As a listed company, First Fix will be required to comply with a number of regulatory, governance and disclosure obligations, including periodic and continuous reporting requirements imposed by the CMA and the Exchange. If First Fix fails to comply with such requirements in a timely manner, it may be subject to regulatory sanctions, fines and other penalties. In addition, First Fix may incur significant legal, accounting and administrative costs associated with compliance with the obligations applicable to listed companies, which it would not have incurred as a private company. If First Fix fails to satisfy its ongoing obligations as a listed company, it could be subject to regulatory actions or litigation, and its shares could be suspended or delisted from the Exchange. The imposition of fines, sanctions or other regulatory actions could have a material adverse effect on First Fix's business, financial position, results of operations and/or prospects.

2.4 Risks Related to Fluctuations in the Market Price of First Fix's Shares

The price of First Fix's shares to be sold as part of the IPO shall be determined through the book-building process based on several factors, including the First Fix's performance in the previous period, its future business prospects, the sector in which it operates, the markets in which it is located, and an evaluation of First Fix's management, operations and financial results. The price of First Fix's shares may fluctuate after the Significant Transaction, and RSI may not be able to sell additional First Fix shares at or above the Significant Transaction price, or it may not be able to sell them at all. First Fix's share price may be highly volatile and may not be stable due to several factors, including the following:

- volatility in the prices of MEP consumables and equipment such as copper piping, ducting materials, switchgear components and electrical panels, which are primarily sourced from local suppliers in the Kingdom, alongside select imports from Europe and North America, and which represent a significant portion of the Group's project procurement cost;
- fluctuations in project award timelines, mobilisation schedules or procurement deferrals by key clients, including public sector entities and Giga Project developers, which may affect the Group's revenue visibility and backlog conversion;
- negative variations in the Group's performance relative to regional competitors, including contractors with broader design-and-build capabilities, lower cost structures or longer track records in public infrastructure delivery;
- actual or anticipated fluctuations in the Group's quarterly or annual financial results due to delays in certification, seasonal variation in site activity or timing mismatches between billing and cash collection;
- the publication of negative research reports or market commentary by securities analysts or industry observers concerning the Group, its competitors or the industry more broadly;
- operational incidents or negative media coverage concerning subcontractor performance, health and safety issues on project sites, or disputes with suppliers or clients;
- the resignation or retirement of members of Executive Management or key technical personnel responsible for project delivery, client relationships or quality assurance;
- public reaction to strategic decisions such as delays in the Group's expansion into new geographic areas, revisions to its prefabrication strategy or changes to project mix without corresponding financial improvement;
- heightened investor scrutiny regarding the Group's client concentration, especially its reliance on Modern Building Leaders and Giga Project ecosystems;

- changes in the regulatory landscape, including construction classification rules, Saudization quotas or environmental compliance obligations that increase operating complexity;
- amendments to financial reporting standards, taxation rules or Zakat regulations impacting contracting entities operating under milestone-based revenue models;
- regional geopolitical tensions, including conflict or unrest in the Red Sea region or along key shipping corridors that affect the importation of MEP systems, HVAC units or prefabricated materials;
- natural disasters, extreme weather events or public health emergencies that affect labour mobilisation, site access or productivity, particularly in remote project zones;
- any changes to the policy of pegging the Saudi Arabian Riyal to the U.S. Dollar, which could affect the Group's procurement costs denominated in non-USD currencies, such as the British Pound or Canadian Dollar, applicable to imported lighting products and specialised equipment sourced from select European and North American suppliers; and
- broader macroeconomic trends, including interest rate changes, inflationary pressures or fiscal tightening, which may affect public sector capital expenditure or the Group's cost of working capital.

If any of these risks or other factors occur, this could lead to a significant decline in the market price of First Fix's shares. In general, the stock market experiences price surges and an increase in the magnitude volatility from time to time. Periodic and continuous market fluctuations can lead to extreme volatility in the prices of listed shares. This could cause a decrease in the value of First Fix's shares and increased price volatility if the trading volume of First Fix's shares decreases, which would have a negative impact on RSI's ownership of First Fix's shares.

2.5 Risk of Misalignment Between RSI and First Fix's Public Shareholders

Following the completion of the Significant Transaction, First Fix will have a broader shareholder base comprising public investors who may have differing investment horizons, risk appetites, and expectations compared to RSI as the controlling shareholder. While RSI will retain a 51.0 per cent. shareholding in First Fix and continue to exert control over matters requiring a simple majority of shareholders' votes, certain strategic decisions, particularly those requiring enhanced shareholder approval thresholds or consensus, may give rise to potential misalignment between RSI and other shareholders. Public shareholders may prioritise short-term financial returns, dividend distributions or enhanced governance oversight, while RSI may focus on long-term strategic objectives, operational integration or broader Group-level considerations. This divergence in priorities could complicate decision-making at the board or general assembly level, particularly in the context of capital allocation, related party transactions or transformational initiatives, such as mergers or acquisitions. Such misalignment may result in delays, heightened scrutiny or challenges in executing strategic plans, and may increase governance complexity and reputational exposure for RSI as the majority shareholder.

2.6 Risk of Reputational Exposure Due to First Fix's Public Market Performance

Following the completion of the Significant Transaction, First Fix will become a publicly listed company on the Main Market of the Saudi Exchange, subject to ongoing public disclosure and regulatory requirements. As RSI will retain a 51.0 per cent. shareholding in First Fix and continue to consolidate its financial statements, RSI will remain closely associated with First Fix's operational, financial and governance performance in the public domain. Any underperformance by First Fix, whether in terms of share price, earnings, operational execution, regulatory compliance or market disclosures, may negatively affect investor perception of RSI. In particular, any adverse market commentary, public scrutiny or regulatory action relating to First Fix may be attributed, directly or indirectly, to RSI as the controlling shareholder. This could lead to reputational risk for RSI, and could also give rise to potential regulatory or contractual consequences for RSI in the event of any perceived or actual breaches of applicable laws, regulations or obligations as a result of its control over First Fix, potentially affecting its credibility with investors, regulators, business partners and other stakeholders. Furthermore, negative sentiment associated with First Fix's post-listing performance may have a broader impact on RSI's capital markets profile and public positioning within the infrastructure and construction sectors in the Kingdom.

2.7 Risks Related to Dividend Distribution

The future distribution of dividends by First Fix will depend on a range of factors, including its future earnings, financial position, cash flows, working capital requirements, capital expenditure plans and distributable reserves under applicable law. There can be no assurance that First Fix will have sufficient available profits or free cash to support dividend payments. The Board of Directors of First Fix may choose not to recommend dividends, or the general assembly may decide not to approve such distributions. In addition, First Fix may become subject to restrictions imposed by financing or credit facilities entered into in the future, which may prohibit or limit its ability to distribute dividends.

Furthermore, as RSI will continue to hold a controlling interest in First Fix following the Significant Transaction, RSI may influence dividend policy in a manner that reflects broader Group-level capital allocation objectives. These objectives may not always align with the preferences of public shareholders who may expect regular and predictable dividend distributions. This potential divergence in expectations could lead to shareholder dissatisfaction, reduced investor confidence or negative market sentiment. If First Fix does not distribute dividends, its shareholders, including RSI, may not receive any return in the form of dividend income, and the market price of First Fix's shares may be adversely affected.

3. Proposed Structure and Objective of the Significant Transaction

3.1 Overview of RSI

3.1.1 History of RSI

RSI, formerly known as Red Sea Housing Services Company, was formed as a Saudi general partnership with Commercial Registration Number 4030052466 dated 3 Jumada al-Ula 1406H (corresponding to 13 January 1986G). RSI was converted on 7 Thul-Qi'dah 1411H (corresponding to 21 May 1991G) into a Saudi limited liability company with Commercial Registration Number 2055006105 dated 26 Shawwal 1424H (corresponding to 20 December 2003G), as amended. The Minister of Commerce and Industry has, pursuant to resolution No. 1801 dated 5 Rajab 1427H (corresponding to 30 July 2006G), authorised the conversion of RSI into a joint stock company and it was listed on the Main Market of the Saudi Exchange in the same year. At the time of listing, RSI had a share capital of three hundred and two million three hundred forty four thousand Saudi Arabian Riyals (SAR 302,344,000) divided into thirty million two hundred and thirty four thousand four hundred (30,234,400) shares with a nominal value of ten Saudi Arabian Riyals (SAR 10) each.

On 26 Jumada al-Akhirah 1433H (corresponding to 18 April 2012G), RSI's share capital was increased to four hundred million Saudi Arabian Riyals (SAR 400,000,000). On 24 Jumada al-Akhirah 1435H (corresponding to 24 April 2014G), RSI's share capital was increased to six hundred million Saudi Arabian Riyals (SAR 600,000,000).

In 2017G, RSI changed its name from "Red Sea Housing Services" to "Red Sea International Company" and in 2021G, it changed its registered address to Riyadh, Kingdom of Saudi Arabia and converted a branch Commercial Registration No. 1010566349 into its main commercial registration. On 25 Thul-Hijjah 1443H (corresponding to 24 July 2022G), RSI's capital was reduced to three hundred and two million three hundred forty-four thousand Saudi Arabian Riyals (SAR 302,344,000). As of the date of this Circular, the current share capital of RSI is SAR 302,344,000 divided into thirty million two hundred and thirty-four thousand four hundred (30,234,400) fully-paid up ordinary shares with a nominal value of ten Saudi Arabian Riyals (SAR 10) per share.

3.1.2 Summary of RSI's Activities

RSI provides specialised prefabricated modular buildings for various real estate and industrial sectors and for a wide variety of purposes including for residential, commercial, hospitality, corporate, government, military and industrial use.

RSI's portfolio comprises the businesses of Red Sea Housing Services (RSHS), the Industrial Housing Division, Red Sea Affordable Housing (RSAH), the affordable housing arm, and Red Sea Building Materials (RSBM), the Building Materials Division. Since the establishment of its first subsidiary four decades ago, RSHS has become the largest and most advanced modular building solution provider throughout Middle East, Africa and Asia. It has a footprint in over 65 countries worldwide.

The main activities of RSI pursuant to its Articles of Association include electricity generation, transmission, and distribution, sewage management, building construction, road and railway construction, utility construction projects, civil engineering projects, plumbing, heating, and air conditioning works, building completion and finishing, other specialized construction activities, wholesale trading of solid, liquid, and gaseous fuels and related products, restaurant activities and mobile food services, catering services, other food service activities, real estate activities involving owned or leased properties, general building cleaning, and other building and industrial cleaning activities.

3.1.3 Financial Highlights - RSI

The following table sets out the key financial indicators of RSI for the financial years ended 31 December 2022G, 2023G and 2024G, and the three-month period ended 31 March 2025G:

Table 3.1: Key Financial Indicators of RSI for the Financial Years ended 31 December 2022G, 2023G and 2024G, and the Three-month Period Ended 31 March 2025G

SAR '000	Year Ended 31 December 2022G	Year Ended 31 December 2023G	Year Ended 31 December 2024G	Three-month Period Ended 31 March 2025G
Revenue	404,207	1,378,489	2,984,238	700,663
Profit for the year	(197,769)	(23,131)	4,061	(4,525)
Total assets	778,744	2,673,084	2,887,560	2,969,850
Total liabilities	685,070	2,182,458	2,393,091	2,479,906

Source: RSI.

3.2 Overview of First Fix

3.2.1 History of First Fix

First Fix is a closed joint stock company with Commercial Registration No. 4030279152 dated 11 Safar 1436H (corresponding to 3 Thul-Hijjah 2014G). Its registered head office is located at Al Khalidiyah District, P.O. Box 8940, Jeddah 23423, Kingdom of Saudi Arabia. As of the date of this Circular, the current share capital of First Fix is SAR 400,000,000 divided into 40,000,000 fully-paid up ordinary shares with a fully paid nominal value of SAR 10 per share.

First Fix was established on 26 Thul-Qi'dah 1435G (corresponding to 21 September 2014G) as a limited liability company with a share capital of one hundred thousand Saudi Arabian Riyals (SAR 100,000), divided into one hundred (100) shares of equal nominal value of one thousand Saudi Arabian Riyals (SAR 1,000) each. It was registered under Commercial Registration No. 4030279152 dated 11 Safar 1436H (corresponding to 3 December 2014G) issued in Jeddah, Kingdom of Saudi Arabia. Upon incorporation, Innovative Seventh Holding Company owned 75.0 per cent. of the First Fix's capital, equivalent to seventy-five (75) shares with a nominal value of seventy-five thousand Saudi Arabian Riyals (SAR 75,000). Mohammed Saleh Bin Laden owned 25.0 per cent. of the Company's capital, equivalent to twenty-five (25) shares with a nominal value of twenty-five thousand Saudi Arabian Riyals (SAR 25,000). Pursuant to the amended Articles of Association dated 15 Muharram 1438H (corresponding to 16 October 2016G), Innovative Seventh Holding Company sold its entire ownership of seventy-five (75) shares with a nominal value of seventy-five thousand Saudi Arabian Riyals (SAR 75,000) to: (i) Mohammed Saleh Mohammed Bin Laden, who acquired fifty-five (55) shares with a nominal value of fifty-five thousand Saudi Arabian Riyals (SAR 55,000); and (ii) Fares Ismat Abdulsamad Alsaadi, who acquired twenty (20) shares with a nominal value of twenty thousand Saudi Arabian Riyals (SAR 20,000). Pursuant to the amended Articles of Association dated 17 Ramadan 1443H (corresponding to 18 April 2022G), Mohammed Saleh Mohammed Bin Laden sold ten (10) shares with a nominal value of ten thousand Saudi Arabian Riyals (SAR 10,000) to Ziad Jan Al-Sayegh. Pursuant to the amended Articles of Association dated 14 Ramdan 1444H (corresponding to 5 April 2023G), Mohammed Saleh Mohammed Bin Laden sold his entire remaining ownership in First Fix, consisting of seventy (70) shares with a nominal value of seventy thousand Saudi Arabian Riyals (SAR 70,000), to MSB Holding Company, a company wholly owned by him. Pursuant to the amended Articles of Association dated 4 Rabi' al-Awwal 1445H (corresponding to 19 September 2023G), the nominal value of each share was split from one thousand Saudi Arabian Riyals (SAR 1,000) to one hundred Saudi Arabian Riyals (SAR 100). Additionally, 51.0 per cent. of the shares in First Fix was sold to RSI, and the shares were distributed among the partners as follows: (i) RSI acquired 51.0 per cent. of First Fix's capital, equivalent to 510 shares with a nominal value of fifty-one thousand Saudi Arabian Riyals (SAR 51,000); (ii) MSB Holding Company owned 34.3 per cent. of the First Fix's capital, equivalent to three hundred and forty-three (343) shares with a nominal value of thirty-four thousand three hundred Saudi Arabian Riyals (SAR 34,300); (iii) Faris Ismat Abdel Samad Al-Saadi owned 9.8 per cent. of First Fix's capital, equivalent to ninety-eight (98) shares with a nominal value of nine thousand eight hundred Saudi Arabian Riyals (SAR 9,800); and (iv) Ziad Jean Al-Sayegh owned 4.9 per cent. of First Fix's capital, equivalent to forty-nine (49) shares with a nominal value of four thousand nine hundred Saudi Arabian Riyals (SAR 4,900). Pursuant to the partners' resolution dated 20 Ramadan 1446H (corresponding to 20 March 2025G), the Company increased its share capital from one hundred thousand Saudi Arabian Riyals (SAR 100,000), divided into one thousand (1,000) shares with a nominal value of one hundred Saudi Arabian Riyals (SAR 100) each, to four hundred million Saudi Arabian Riyals (SAR 400,000,000), divided into forty million (40,000,000) shares with a nominal value of ten Saudi Arabian Riyals (SAR 10) each. Under the same resolution, the Company was also transformed from a limited liability company into a closed joint-stock company.

3.2.2 Overview of First Fix's Business

First Fix is one of the leading contractors in the Kingdom specialising in the execution of MEP systems and MEP-related infrastructure works across high-profile projects. Its operations span the full lifecycle of project delivery, from engineering and design through to procurement, construction, commissioning and maintenance. Its service offering is structured to support a broad spectrum of end-markets, including Giga-Projects, healthcare, aviation, hospitality, industrial and commercial developments. It has established a strong track record in delivering complex, high-value infrastructure aligned with the Kingdom's Vision 2030 priorities.

First Fix's service portfolio is built around its core expertise in MEP systems and complemented by a range of supporting civil and infrastructure works tailored to meet the technical requirements of large-scale developments. Its vertically integrated delivery model allows for end-to-end execution, combining in-house engineering, prefabrication, procurement and installation capabilities.

3.2.2.1 MEP Services

MEP services encompass the mechanical, electrical and plumbing systems that underpin the safe, efficient and reliable operation of modern buildings and infrastructure. These systems are critical to ensuring environmental performance, functionality and occupant comfort across a wide range of sectors. The Group provides a fully integrated suite of MEP services, covering the complete project lifecycle from engineering and design to procurement, construction and commissioning. As of 31 December 2024G, the Group had executed over 200 major MEP projects, including those supporting NEOM, Red Sea Global and King Salman Park.

The Group's core MEP capabilities are structured across four primary service categories. Its engineering and design services form the foundation of MEP works, ensuring technical accuracy and integration across disciplines. Delivered by an in-house Engineering and BIM Division of over 150 professionals, these include building information modelling, modular design, technical documentation, equipment selection and system testing.

In mechanical services, the Group provides HVAC and refrigeration systems, centralised cooling and heating networks, automation for energy efficiency, and VRF installations, ensuring thermal comfort and indoor air quality. Its electrical services cover medium and low voltage systems, switchgear, UPS, lighting, fire detection, smart controls and SCADA integration, supporting operational continuity and safety. The Group's plumbing services address clean water delivery, drainage, pump rooms, firefighting systems and specialised installations, such as Jacuzzis and saunas.

In addition to core offerings, the Group delivers specialised services tailored to smart buildings and critical infrastructure. These include CCTV, access control, building management systems, greywater recycling, district cooling, solar energy systems and advanced water treatment. These services are integrated within larger scopes and align with national sustainability targets and Vision 2030 priorities.

The Group's ability to deliver all services in-house supports its position as a trusted MEP contractor for complex, large-scale infrastructure developments in the Kingdom.

3.2.2.2 Civil and Infrastructure Works (MEP-Related)

The Group also delivers a range of civil and infrastructure works that directly support the integration and long-term reliability of MEP systems. These works are critical enablers for MEP execution, preparing and stabilising the built environment to accommodate complex installations. Key elements such as duct banks, pipe supports, utility corridors and equipment bases are constructed to ensure seamless routing and protection of MEP components throughout construction.

Executed in-house or under integrated scopes, these services align civil and MEP timelines, reduce coordination risks and enhance precision, especially in fast-track projects like Giga-Projects and high-rise buildings. The Group's scope includes trench excavation and backfilling, waterproofing for below-grade structures, piling for structural stability and concrete casting for MEP equipment bases. By integrating these works with MEP design and installation, the Group ensures dimensional accuracy, facilitates installation readiness and enables turnkey project execution, particularly in modular and prefabricated settings where civil readiness is essential.

3.2.3 Financial Highlights – First Fix

The following table sets out the key financial indicators of First Fix for the financial years ended 31 December 2022G, 2023G and 2024G, and the three-month period ended 31 March 2025G:

Table 3.2: Key Financial Indicators of First Fix for the Financial Years Ended 31 December 2022G, 2023G and 2024G, and the Three-Month Period Ended 31 March 2025G

SAR '000	Year Ended 31 December 2022G	Year Ended 31 December 2023G	Year Ended 31 December 2024G	Three-Month Period Ended 31 March 2025G
Revenue	1,496,796	2,410,545	2,626,200	600,113
Profit for the year	147,150	236,744	246,028	39,970
Total assets	1,021,315	1,439,403	1,848,895	1,946,406
Total liabilities	788,633	905,172	1,066,391	1,123,944

Source: First Fix.

3.2.4 Vision, Mission, Strategy and Competitive Advantages of First Fix

3.2.4.1 Vision

To redefine construction excellence in the GCC by leading with innovation, embracing sustainability and consistently exceeding client expectations.

3.2.4.2 Mission

To provide seamless MEP solutions by integrating design, engineering and construction disciplines. Through innovation and expertise, First Fix creates sustainable, high-performance systems that drive efficiency and reliability.

3.2.4.3 Strategy

First Fix's strategy is anchored on four core pillars: market leadership, service diversification, innovation and sustainability. These pillars are embedded across its strategic focus areas, which include expanding its presence in Giga-Projects, enhancing digital capabilities and strengthening geographic and sectoral reach. The Group aims to capitalise on opportunities arising from Vision 2030 by building on its execution track record, supply chain resilience and workforce capabilities to deliver high-value, technically complex projects. Strategic partnerships, joint ventures and local content alignment further support its ability to compete for larger project scopes and deliver integrated solutions across the Kingdom's evolving infrastructure landscape.

a. Focus

First Fix remains focused on expanding its leadership in MEP and infrastructure services, diversifying its client base and integrating digital and sustainable solutions to support the Kingdom's evolving construction landscape. Through targeted growth initiatives, strategic service diversification and technological innovation, First Fix is positioned to strengthen its market presence and capitalize on opportunities arising from Vision 2030's large-scale infrastructure developments. In particular, the Group's strategic focus is articulated across the following four pillars:

- **Expanding Market Leadership in MEP and Infrastructure Works:** First Fix is committed to maintaining and reinforcing its position as one of the Kingdom's leading MEP contractors, recognised by MEED and other industry bodies for its contributions to landmark projects. With an established presence in projects such as NEOM, Red Sea Global, RAC and King Salman Park, it continues to align its business strategy with the growing demand for large-scale infrastructure, commercial and industrial developments;
- **Diversification of Services and Client Sectors:** To support sustainable growth, First Fix is expanding its presence in underpenetrated sectors such as oil and gas, stadiums, high-rise buildings and industrial facilities. It is strengthening capabilities in smart city solutions, automation and renewable energy, including district cooling, energy-efficient HVAC systems and prefabricated MEP installations;
- **Innovation and Digital Transformation:** First Fix is using advanced digital technologies, including building information modelling, modular construction, and automation, to boost efficiency, reduce waste and improve coordination; and
- **Sustainability and ESG Commitment:** Sustainability is a core element of First Fix's long-term growth strategy. It promotes green infrastructure through low-carbon MEP systems, greywater recycling, solar energy, and eco-friendly procurement practices, reinforcing its commitment to Vision 2030.

b. Growth Approach

First Fix has established a structured growth strategy aimed at expanding its presence in Giga-Projects, strengthening its footprint in the Kingdom and enhancing its workforce capabilities. These initiatives are designed to align with Saudi Vision 2030's infrastructure transformation, the increasing demand for high-quality MEP services and the evolution of smart and sustainable construction solutions. The Group's growth approach is focused across four main pillars:

- **Targeting Giga-Projects and High-Value Contracts:** First Fix is focused on securing high-value contracts across Giga-Projects and major infrastructure developments. It leverages its technical expertise, track record and relationships with key stakeholders to strengthen its role as a preferred contractor for landmark projects such as NEOM, Red Sea Global and Diriyah Gate. It is expanding into transportation, logistics and industrial infrastructure while positioning itself as a leader in energy-efficient and smart MEP solutions. These efforts are designed to grow the pipeline, improve revenue visibility and enhance First Fix's strategic role in national developments;
- **Geographic Expansion in the Kingdom:** First Fix is actively expanding across high-demand provinces to support client proximity and rapid deployment. As of 31 December 2024G, it had operations in Riyadh and Jeddah, 26 labour camps across major cities, warehouses in Thuwal, KAEC and Bahra, and support presence in Egypt and Lebanon. With projects delivered across nearly all major regions, including NEOM and King Salman Park, the Group is strengthening presence in Tabuk, Red Sea areas, and exploring hubs in Al Madinah, Al Qassim and Asir;
- **Strategic Partnerships:** First Fix is forming joint ventures and consortia to broaden services and improve financial and operational capacity. These partnerships enable bidding as a primary contractor, access to advanced technologies and execution of EPC and design-and-build mandates. Ties with global suppliers support energy-efficient MEP solutions; and
- **Enhancing Workforce and Talent Development:** First Fix invests in training, recruits specialists in renewable energy and digital engineering, and collaborates with institutes to build a qualified workforce. Digital workforce management tools further enhance productivity and project execution.

c. Operational Excellence

First Fix is committed to enhancing operational efficiency, strengthening risk management, leveraging technology and integrating sustainable construction practices to optimise project delivery and maintain competitiveness in the Kingdom's MEP and infrastructure sector. First Fix continues to drive cost efficiency, quality enhancement and long-term resilience through standardised workflows, financial governance, digital tools and sustainability compliance:

- **Lean Construction and Process Optimisation:** First Fix applies lean construction to improve efficiency, cost control and resource use. It standardises workflows to reduce rework and enhance coordination across engineering, procurement and execution. Procurement is optimised through long-term supplier agreements, real-time material tracking and centralised inventory. Advanced scheduling tools support phased and multi-site project execution;
- **Risk Management and Financial Stability:** First Fix follows a structured risk management framework with strong financial governance and independent audits. It diversifies its revenue base to reduce client concentration risk and actively manages cash flow. Contracts include escalation clauses and milestone-based payments to mitigate cost volatility. As of 31 December 2024G, around 91.0 per cent. of procurement was local, with 26.5 per cent. local content;
- **Technology-Driven Performance Improvement:** Digital tools, including Oracle ERP and building information modelling, support real-time monitoring, predictive analytics and error reduction, enhancing execution and coordination; and
- **Sustainability in Operations:** First Fix promotes sustainable construction through low-carbon MEP systems, energy-efficient designs and compliance with LEED, Mostadam and ISO 14001. It integrates solar lighting and smart-grid solutions to support Vision 2030 goals.

d. Market Positioning and Differentiation

First Fix has established itself as one of the leading providers of MEP and infrastructure services in the Kingdom, distinguished by its strong reputation, client-centric approach and cost-efficient solutions. Its market position is supported by the following pillars:

- **Brand Recognition and Reputation:** First Fix is a trusted partner for complex, high-value projects across NEOM, Red Sea Global and Diriyah Gate. It reinforces its brand by delivering to global standards and engaging in industry forums and exhibitions;
- **Client-Centric Approach:** It offers integrated, lifecycle solutions with customised execution strategies, dedicated client teams and predictive maintenance tools for smart infrastructure; and
- **Competitive Pricing and Value Engineering:** First Fix applies value engineering, modular MEP systems, prefabrication and supply chain efficiencies to maintain competitive pricing and secure long-term, high-margin contracts.

e. Expansion of Prefabrication and Modular Construction Capabilities

First Fix is expanding its prefabrication and modular construction capabilities to meet rising demand for fast-track, cost-effective and sustainable delivery, in alignment with Vision 2030. Its modular systems are critical for healthcare, data centres, hospitality and smart city projects. The Group's strategic focus in this area is reflected across the following key pillars:

- **Prefabrication and Modular Integration:** By 31 December 2024G, First Fix had implemented modular methods across high-profile projects, improving timelines, labour efficiency and safety;
- **Technology and Facility Investment:** The Group plans investment in automated prefabrication lines, factory assembly and digital workflows for precision and scalability;
- **Strategic Role of Modularisation:** Modularisation reduces on-site labour, improves quality assurance and ensures cost predictability and flexibility; and
- **Partnerships and Capability Development:** First Fix is exploring partnerships and licensing to enhance technology access and align with international standards.

3.2.4.4 Strengths and Competitive Advantages

First Fix's competitive advantages are rooted in its ability to consistently deliver high-quality, technically complex projects across diverse sectors in the Kingdom. Through a client-centric approach, integrated capabilities, advanced project execution frameworks and strong supplier relationships, First Fix has established itself as a trusted partner for Giga-Projects, Government developments and private sector infrastructure initiatives. Its strengths in innovation, scalability, service diversity and sustainability underpin its differentiated position in the market and support long-term growth in alignment with Vision 2030. The following are the key drivers of First Fix's operational and competitive advantage.

a. Client-Centric Approach

First Fix maintains a client-focused business model, ensuring that service delivery is aligned with the specific requirements of Government entities, Giga-Projects and private sector developers. It leverages long-term partnerships, tailored project execution strategies and a strong commitment to quality and sustainability. This client-centric approach is built on the following three pillars:

- **Strong Relationships with Government and Strategic Clients:** First Fix has long-standing partnerships with key public and private sector clients, serving Government ministries, Giga-Projects and semi-Government entities. It is a trusted provider for major developments including NEOM, Red Sea Global and Diriyah Gate. It also supports cities development authorities and private sector clients in industrial and energy sectors. These relationships contribute to repeat business and a strong pipeline of high-value projects;
- **Tailored Solutions and Value-Added Services:** First Fix offers customised MEP and infrastructure solutions using value engineering, integrated lifecycle services and technical designs that meet client needs, specifications and sustainability goals; and
- **Commitment to Quality and Sustainability:** First Fix implements international quality and sustainability standards (ISO, LEED, Mostadam) through rigorous protocols, energy-efficient systems, and eco-friendly procurement strategies, ensuring compliance and long-term project performance.

b. Ability to Execute

First Fix has established itself as one of the leading MEP and infrastructure contractors in the Kingdom, with a strong track record in delivering large-scale, high-value projects. By leveraging technical expertise, financial strength, scalable workforce and digital project management, it ensures efficient and high-quality execution. This execution strength is anchored on the following three pillars:

- **Proven Capacity for Large-Scale Project Delivery:** As of 31 December 2024G, First Fix had delivered over 200 major projects, including NEOM, Red Sea Global and King Salman Park. These showcase its ability to manage complex MEP and smart city installations. It is consistently ranked by MEED among the top MEP contractors in the Kingdom;
- **Scalability and Flexibility in Project Execution:** With over 10,000 skilled employees and SAR 2.6 billion in revenue, First Fix ensures rapid deployment and financial stability. It supports fast-track execution through modular construction and prefabrication technologies; and
- **Advanced Project Management and Execution Efficiency:** First Fix integrates Oracle ERP and building information modelling for real-time coordination, automation, cost control and high-quality delivery across multi-disciplinary teams.

c. Service Diversity

First Fix provides a broad spectrum of MEP and infrastructure solutions, integrating design, engineering, construction and commissioning to meet growing demand for sustainable, cost-efficient and technologically advanced developments. Its service diversity is demonstrated through the following pillars:

- **Comprehensive MEP and Infrastructure Services:** First Fix delivers integrated electrical, mechanical and plumbing works across large-scale projects. Its services include medium and low-voltage systems, HVAC, district cooling, water treatment and fire suppression. This full-scope delivery ensures coordination, cost efficiency and technical reliability;

- **End-to-End Project Delivery Capabilities:** First Fix offers turnkey project execution, from design to commissioning. It leverages prefabrication, modular construction, building information modelling and automation to reduce timelines, ensure quality and optimise resources; and
- **Sectoral Reach Across Multiple Industries:** First Fix operates across residential, commercial, industrial and Giga-Projects such as NEOM, Qiddiya and Red Sea Global. It also serves oil and gas, manufacturing, stadiums and smart infrastructure, reinforcing its market position in high-growth sectors.

d. Technological and Sustainability Leadership

First Fix's leadership in MEP and infrastructure services is built on its focus on innovation, sustainability and health and safety. These pillars support Vision 2030 goals and enhance project outcomes, as reflected across the following areas:

- **Digitalisation and Technology Integration:** First Fix uses Oracle ERP, building information modelling, predictive analytics and smart technologies to improve project accuracy, reduce rework and ensure real-time resource tracking;
- **Sustainability and Environmental Responsibility:** Aligned with Vision 2030, First Fix integrates energy-efficient systems, solar infrastructure and eco-friendly materials. It works with LEED and Mostadam-certified partners to ensure compliance; and
- **Health, Safety and Employee Welfare Initiatives:** First Fix implements rigorous HSE policies, safety drills and risk assessments. It supports employee well-being through wellness programmes, enhanced accommodation and mental health initiatives, promoting retention and project performance.

e. Integrated In-House Capabilities

First Fix benefits from integrated in-house capabilities spanning design, engineering, BIM, procurement and execution. This model ensures strict control over quality, coordination and cost. With over 150 professionals as of 31 December 2024G in its BIM and Engineering Division, First Fix delivers complex projects with real-time simulation and modular planning. In-house functions reduce rework, accelerate decision-making and enhance project responsiveness, giving First Fix a competitive edge in fast-track Vision 2030 developments.

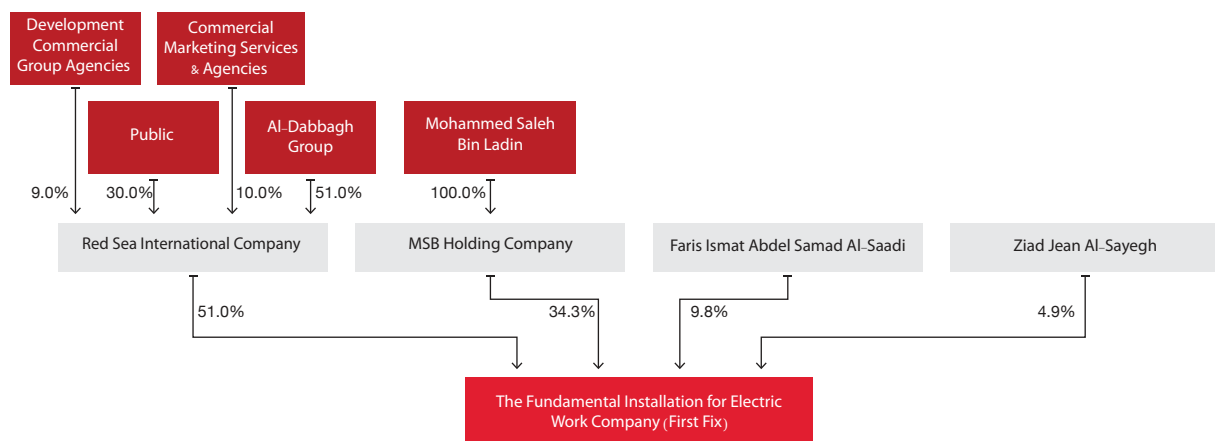
f. Strong Procurement Network and Supplier Relationships

First Fix maintains a robust procurement network built on long-standing relationships with leading local and international suppliers. Exclusive agreements ensure priority access to critical materials, price stability and timely delivery. This enables fast-track execution, cost predictability and reduced supply chain risk, while performance-based partnerships ensure quality, strategic sourcing and continuity across geographically dispersed project sites.

3.2.5 Ownership Structure

The following chart illustrates First Fix's ownership structure as of the date of this Circular:

Exhibit (3.1): First Fix's Ownership Structure as of the Date of this Circular:



Source: RSI.

As of the date of this Circular, First Fix's share capital is SAR 400,000,000 divided into 40,000,000 fully-paid up ordinary shares with a fully paid nominal value of SAR 10 per share. The following table sets out First Fix's pre- and post-Significant Transaction direct ownership structure:

Table 3.3: First Fix's Direct Ownership Structure Before and After the Significant Transaction

Shareholder	Pre-Significant Transaction			Post- Significant Transaction		
	Number of Shares	Ownership (%)	Overall Nominal Value (SAR)	Number of Shares	Ownership (%)	Overall Nominal Value (SAR)
Red Sea International Company	20,400,000	51.0%	204,000,000	20,400,000	51.0%	204,000,000
MSB Holding Company	13,720,000	34.3%	137,200,000	5,320,000	13.3%	53,200,000
Faris Ismat Abdel Samad Al-Saadi	3,920,000	9.8%	39,200,000	1,520,000	3.8%	15,200,000
Ziad Jean Al-Sayegh	1,960,000	4.9%	19,600,000	760,000	1.9%	7,600,000
Public	-	-	-	12,000,000	30.0%	120,000,000
Total	40,000,000	100.0%	400,000,000	40,000,000	100.0%	400,000,000

Source: First Fix.

3.2.6 First Fix's Board of Directors

The Board of Directors of First Fix consist of seven directors who are appointed by the General Assembly by means of a cumulative vote. The Companies Law, the Corporate Governance Regulations, the Bylaws (once adopted), and First Fix's Corporate Governance Manual determine the duties and responsibilities of First Fix's Board of Directors. The term of the Directors' membership in the Board of Directors, including the Chairman, shall be for a maximum period of four years for each term.

The following table sets out First Fix's directors as of the date of this Circular:

Table 3.4: First Fix's Board of Directors as of the Date of this Circular

Name	Position	Nationality	Status and Independence	Direct Share Ownership		Indirect Share Ownership		Date of Appointment
				Pre-IPO	Post-IPO	Pre-IPO	Post-IPO	
Sami Ahmed Salem Bin Mahfouz	Chairman	Saudi	Non-Executive	-	-	-	-	16 Rabi' al-Awwal 1445H (corresponding to 1 October 2023G)
Mohammed Husnee Jazeel	Director	Sri Lankan	Non-Executive	-	-	-	-	16 Rabi' al-Awwal 1445H (corresponding to 1 October 2023G)
Ghassan Jean Al-Sayegh	Director	Lebanese	Non-Executive	-	-	-	-	16 Rabi' al-Awwal 1445H (corresponding to 1 October 2023G)
Anil Chohan Punnoo Chohan	Director	Pakistani	Non-Executive	-	-	-	-	26 Muharram 1446H (corresponding to 1 August 2024G)
Gerard Lawlor	Director	Irish	Non-Executive	-	-	-	-	5 Safar 1447H (corresponding to 31 July 2025G)
Waleed Khaled Omar Balbaid	Director	Saudi	Independent	-	-	-	-	5 Safar 1447H (corresponding to 31 July 2025G)
Ghassan Yasser Ahmad Shalabi	Director	Saudi	Independent	-	-	-	-	5 Safar 1447H (corresponding to 31 July 2025G)

Source: First Fix.

There is currently no formal Secretary of the Board of Directors.

3.2.7 First Fix's Executive Management

First Fix's Executive Management consists of qualified and experienced members who have the relevant knowledge and experience necessary to manage the First Fix's business in line with the objectives and directives of the Board of Directors and the Shareholders. First Fix has successfully recruited and retained its Executive Management team, developing qualified employees and promoting them to senior positions.

The following tables sets out the details of the members of First Fix's Executive Management:

Table 3.5: Details of First Fix's Executive Management

Name	Position	Appointment Date	Nationality	Age (Years)	Number of Shares Held Pre-IPO	Number of Shares Held Post-IPO
Tariq Mulhim Al-Halabi	Chief Executive Officer	11 Ramadan 1437H (corresponding to 16 June 2016G)	Lebanese	38	-	-
Hasan Mahmoud Talib	Chief Financial Officer	2 Muharram 1441H (corresponding to 1 September 2019G)	Lebanese	42	-	-
Mohammed Abdulaziz Al Buraiddi	Chief Operating Officer	7 Jumada al-Ula 1439H (corresponding to 24 January 2018G)	Lebanese	37	-	-
Waleed Saad Al Harthi	Head of Health, Safety, and Environment	22 Shawwal 1443G (corresponding to 23 May 2022G)	Saudi	41	-	-
Ahmed Nabil Jamjoom	Head of Human Resources and Administrative Affairs	7 Thul-Qi'dah 1437H (corresponding to 10 August 2016G)	Saudi	41	-	-
Samer Elias Farah	Head of Commercial Affairs	23 Rajab 1440H (corresponding to 30 March 2019G)	Lebanese	38	-	-
Ahmed Khairuddin Hakim	Head of Supply Chain and Technology	21 Sha'ban 1440H (corresponding to 26 April 2019G)	Lebanese	35	-	-
Moatasem Saad Kamouni	Head of Contract Management	21 Thul-Qi'dah 1438H (corresponding to 13 August 2017G)	Lebanese	34	-	-
Syed Mohammed Othman	Director of Internal Audit	16 Safar 1446H (corresponding to 20 August 2024G)	Pakistani	40	-	-

Source: First Fix.

3.3 Proposed Structure of the Significant Transaction

The proposed structure of the Significant Transaction is an offering of twelve million (12,000,000) ordinary shares in RSI's subsidiary, First Fix, representing 30.0 per cent. of First Fix's share capital, by the other shareholders of First Fix through an initial public offering on the Exchange.

3.4 Objective of the Significant Transaction

The completion of the Significant Transaction shall enable RSI to achieve its objectives in the following ways:

- **Enhancing First Fix's capital markets profile:** The IPO will elevate First Fix's visibility as a standalone, publicly listed company with improved access to capital markets and the ability to pursue strategic initiatives independently while adhering to the corporate governance standards required by the Capital Market Authority;
- **Supporting long-term value creation for RSI:** RSI will retain its 51.0 per cent. stake in First Fix and continue to consolidate its financials. The listing is expected to enhance First Fix's valuation, improve market recognition, and positively impact RSI's consolidated results over time;
- **Maintaining strategic control while unlocking value:** The transaction structure enables RSI to support the listing of First Fix without divesting any of its shares, thereby maintaining majority control while allowing for public market participation;
- **Providing liquidity for existing minority shareholders:** The sale of shares through the IPO will be made solely by First Fix's minority shareholders, allowing them to monetise a portion of their investment without affecting RSI's ownership or capital structure;

- **Promoting governance maturity and operational independence:** Listing First Fix is expected to support greater autonomy at the subsidiary level, strengthening its internal controls, transparency, and strategic clarity in line with public company standards; and
- **Demonstrating capital discipline and portfolio optimisation:** The transaction aligns with RSI's broader strategy to unlock embedded value, promote institutionalisation across its portfolio, and enhance overall shareholder returns through focused, performance-driven subsidiaries.

4. Financial Impact of the Significant Transaction

The expected benefits of the Significant Transaction are set out in Section 3.4 (*Objective of the Significant Transaction*).

The Significant Transaction will have no impact on RSI's assets, profit/loss or revenue as RSI is not selling any of its shares in First Fix. RSI's assets will not be impacted as RSI will not receive any net IPO proceeds from the Significant Transaction. Moreover, RSI will continue to consolidate First Fix's assets. RSI will also continue to consolidate First Fix's financial results, and any profit or loss attributable to First Fix will remain reflected in RSI's consolidated financial statements. In addition, RSI will continue to consolidate First Fix's revenue in full, and the Significant Transaction will have no impact on RSI's revenue reporting or recognition in its consolidated financial statements.

Moreover, RSI will not bear the expenses and costs related to the IPO as these will be born pro rata by the selling shareholders of First Fix.

5. The Views of RSI's Board of Directors on the Significant Transaction

Pursuant to Articles 102 to 110 of the OSCOs, the Significant Transaction requires the approval of the OGM of RSI's Shareholders (please refer to Section 1.3 (*Why is the Approval of RSI's OGM Required for the Significant Transaction?*)).

5.1 Formation of the Specialised Committee

On 7 Thul-Hijjah 1446H (corresponding to 3 June 2025G), the Board of Directors of RSI formed the Specialised Committee required pursuant to Article 108 of the OSCOs. The Specialised Committee consists of the following members:

Table 5.1: Members of the Specialised Committee

Name	Position	Nationality	Membership/ Independence Status	Appointment Date
Mohammed Zaher Salahuddin Al Munajjed	Independent Board Member and Audit Committee Chairperson	Saudi	Independent	7 Thul-Hijjah 1446H (corresponding to 3 June 2025G)
Dr. Lama Abdulaziz Al Sulaiman	Independent Board Member and Nomination and Remuneration Committee Chairperson	Saudi	Independent	7 Thul-Hijjah 1446H (corresponding to 3 June 2025G)
Dr. Hans Martin Stockmeier	Independent Board Member, RSI Safety and Sustainability Committee Chairperson	German	Independent	7 Thul-Hijjah 1446H (corresponding to 3 June 2025G)

Source: RSI.

The following is a description of the experience, qualifications and current and previous positions of the Specialised Committee members:

- Mohammed Zaher Salahuddin Al Munajjed:** A graduate in Business Administration (MBA) from Harvard Business School, Mr. Al-Munajjed also holds a master's in French International Law from the St. Joseph University in Beirut. He is the Chairman Emeritus of the Harvard Business School Club of the GCC, an honorary title recognising his distinguished past leadership of the club, which fosters networking, lifelong learning and professional development among Harvard Business School alumni in the GCC region. He has over 30 years of experience in leading positions, playing key roles in building and developing businesses and advising large family business groups in Saudi Arabia. He also has hands-on knowledge of business reorganisation and restructuring, turnaround situations and acquisition deals, in addition to being a board member in a number of joint stock companies;
- Dr. Lama Abdulaziz Al Sulaiman:** Dr. Lama Al Sulaiman holds a PhD in Health and Nutrition (2003G) and an MPhil in Health and Nutrition (1999G) from King's College London, as well as a Bachelor of Science in Biochemistry (1989G) from King Abdulaziz University. She is also a Certified Managing Director (2021G) from INSEAD Business School. With over 20 years of experience in leadership roles, Dr. Al Sulaiman has been a board member and shareholder of various organisations since 2000G, Vice Chair of Kingdom Holdings Investments since 2021G, and served as a board member of Alkhabeer Capital from 2022G to 2024G. She joined the advisory board of JLL Real Estate Consultancy in 2025G. Additionally, she serves as a consultant partner at Business Family House Consultation since 2021G. Her expertise spans investment, business consultation, and strategic leadership, with a focus on independent board membership in joint stock companies; and
- Dr. Hans Martin Stockmeier:** Dr. Hans Martin Stockmeier holds a PhD in Economics (1998G) from Humboldt University, Berlin, a Master of Science in Finance (1991G) from the London School of Economics, a Master's in Economics and Business (1991G) from University Witten/Herdecke, and a Bachelor Honours in Economics (1990G) from Carleton University, Ottawa. With over 30 years of experience, Dr. Stockmeier has served as a Senior Partner at McKinsey & Company in Management Consulting since 1991G. His expertise includes strategic business advisory and leadership in diversified business sectors. He currently serves as an independent board member at Al Ghurair Investment, contributing to their Executive Committee and the Nomination and Remuneration Committee.

None of the members of the Specialised Committee have any material interest in the Significant Transaction (please refer to Section 1.4 (*Why was the Specialised Committee formed and what is its role in the Significant Transaction?*)).

5.2 Recommendation of RSI's Board of Directors

RSI's Board of Directors recommends the Shareholders vote in favour of the Significant Transaction at the OGM, after taking into account the strategy of RSI, which serves the short and long-term interests of its Shareholders, employees, customers and other stakeholders. Shareholders should also consider the ability of the Significant Transaction to drive sustainable future growth for First Fix and promote the ability of independent and focused management and governance to achieve First Fix's business objectives as of the date of this Circular. This follows the review of the letter of the Specialised Committee recommending voting in favour of the Significant Transaction and the letter of the financial advisor submitted to the Specialised Committee, which recommends the Shareholders to vote in favour of the Significant Transaction. The Board of Directors reserves the right to withdraw or modify its recommendation in accordance with the statutory duties and obligations of the Directors. As of the date of this Circular, the Board of Directors has not withdrawn or modified its aforementioned recommendation.

According to the information available to it on the date specified in its letter, and subject to the assumptions, exclusions and limitations set forth in the said letter, the Financial Advisor has notified the Specialised Committee that the Significant Transaction is in the interests of RSI and its Shareholders as a whole for the following reasons:

- it supports the strategic objectives of RSI by facilitating the public listing of First Fix while retaining a 51.0 per cent. shareholding and full consolidation of financials;
- it enables RSI to unlock long-term value from its investment in First Fix by enhancing the market visibility and standalone valuation of a core subsidiary;
- it reinforces First Fix's operational and governance independence in line with the regulatory framework for listed companies, supporting transparency, performance monitoring and institutionalisation;
- it broadens First Fix's shareholder base, diversifies funding avenues and enhances its strategic and financial flexibility to pursue growth across the Kingdom's high-growth infrastructure sectors; and
- the IPO is structured so that RSI does not divest any of its shares and will not receive any net proceeds, thereby preserving its capital structure while benefiting from First Fix's continued expansion as a listed company.

The advice provided by the Financial Advisor should be read in the context of its letter, a copy of which is attached in Annex B: *"Letter from the Financial Advisor"* of this Circular. The original copy of the Financial Advisor's letter will be available at RSI's headquarters during the period from the date of publication of this Circular until the OGM is convened, as specified in Section 10 (*Documents Available for Inspection*) below.

The Board of Directors did not take into account, when making its recommendation, the specific investment objectives, financial situation, tax or Zakat position or individual circumstances of any particular Shareholder. Given that Shareholders have different investment objectives and portfolios, the Board of Directors recommends that each individual Shareholder consult with its independent financial advisor with respect to the Significant Transaction and rely on its own study of the Significant Transaction and the information contained herein regarding the objectives, financial situation and needs of each individual Shareholder.

The Shareholders should also note that the trading of RSI's Shares and First Fix's shares after the Significant Transaction are subject to, among other things, the performance and prospects of RSI and First Fix, and their subsidiaries and affiliates, prevailing market conditions, economic outlook and stock market conditions and sentiments (see Section 2 (*Risk Factors*) for a discussion of risks applicable in connection with the Significant Transaction).

Accordingly, the Board's recommendation related to the Significant Transaction does not and cannot take into account future trading activities, patterns or price levels that may be established for RSI's shares after the date of this Circular or First Fix's shares after the Significant Transaction.

6. Legal Information

6.1 Legal Arrangements Related to the Significant Transaction

RSI's Board of Directors confirms that there will be no transfer of any assets, liabilities, employees or intellectual property from RSI to First Fix as a result of the Significant Transaction. The Significant Transaction will consist solely of the initial public offering of twelve million (12,000,000) ordinary shares in First Fix, representing 30.0 per cent. of its share capital, by the other shareholders of First Fix. RSI is not offering any of its shares and will not receive any net IPO proceeds from the Significant Transaction.

RSI will continue to consolidate First Fix's assets, financial results and revenue in its consolidated financial statements following the completion of the Significant Transaction. As such, the transaction will not impact RSI's ownership, control or financial reporting in respect of First Fix.

In the event that the OGM approves the Significant Transaction, First Fix's Board of Directors shall make any decisions that fall within its scope pursuant to the applicable laws and regulations and shall carry out all necessary procedures to complete the Significant Transaction.

6.2 First Fix's Compliance with Corporate Governance

First Fix's policy is to adopt high standards of corporate governance. First Fix's Board of Directors undertakes to comply with the Corporate Governance Regulations issued by the CMA on 16 Jumada al-Ula 1438H (corresponding to 13 February 2017G), as amended on 25 Jumada al-Akhirah 1444H (corresponding to 18 January 2023G).

The Corporate Governance Regulations set out the rules and standards that regulate the management of First Fix to ensure compliance with the best corporate governance practices to protect the rights of Shareholders and other stakeholders. The provisions of the Corporate Governance Regulations are mandatory, except for certain provisions that are designated as guiding provisions.

First Fix's internal Corporate Governance Manual, which will be adopted prior to its application to the CMA and the appointment of the rest of its board of directors, will include provisions in relation to the following:

- rights of the shareholders;
- the Board of Directors (including the Board formation, membership, meetings, working procedures, competencies, duties and powers, development, support, evaluation and remuneration);
- committees of the Board of Directors;
- management;
- internal control and audit; and
- internal policies.

Further, prior to its application to the CMA for the Significant Transaction, First Fix will comply with the mandatory provisions of the Corporate Governance Regulations, except for the following articles:

- Article 8(a) on First Fix announcing information about the nominees for the membership in the Board of Directors on the Exchange's website upon the invitation or calling for the general assembly;
- Article 8(b) on limiting the general assembly voting to candidates whose information was announced according to Article 8(a);
- Article 13(d) on publishing the invitation to the general assembly on the websites of the Exchange and Company;
- Article 13(e) on amending the agenda of the general assembly;
- Article 14(c) on making information related to the general assembly's agenda available to the shareholders through the websites of the Exchange and Company;
- Article 15(d) on granting the shareholders and the CMA access to the minutes of the general assembly meetings;
- Article 15(e) on announcing to the public and notifying the CMA and Exchange of the results of the general assembly as soon as it ends;
- Article 17(d) on notifying the CMA of the names of the members of the Board of Directors, a description of their memberships, as well as any changes in their memberships;
- Article 19(b) on the Board of Directors annually evaluating the extent of the Board member's independence and ensuring that there are no relationships or circumstances that affect or may affect his/her independence;

- Article 54 on the Audit Committee meeting at least four times during First Fix's financial year, as well as meeting periodically with First Fix's external and internal auditors;
- Article 55 on the Audit Committee developing arrangements that enable First Fix's employees to confidentially provide their remarks in respect of any inaccuracies in the financials;
- Article 65 on First Fix publishing the Board membership nomination announcement on the websites of First Fix and the Exchange to invite those interested in being nominated for Board membership, provided that the nomination period shall remain open for at least a month from the date of the announcement;
- Articles 73 and 75 on the composition of the internal audit department, and the approval of the audit plan as well as the audit report;
- Article 78 on the appointment of the external auditor by the ordinary general assembly based on a recommendation from the Board; and
- Articles 86, 87, 88(b), 89 and 90, relating to disclosure matters.

First Fix will not be complying with the above requirements of the Corporate Governance Regulations applicable to listed companies prior to its application to the CMA for the Significant Transaction because it will not yet be at such time a listed company. The Directors undertake to comply with such requirements, with effect from admission, as soon as approval is issued for the listing of the shares.

Moreover, prior to its application to the CMA for the Significant Transaction, First Fix will have three Board Committees (the Audit Committee, the Nomination and Remuneration Committee and the Executive Committee), which will be responsible for reviewing First Fix's operations within their particular areas of expertise and presenting their findings and recommendations to the Board of Directors.

First Fix's Board of Directors currently consists of four directors. It is expected that First Fix's Board of Directors will, by or around the date of listing of First Fix's shares on the Exchange, consist of seven directors who are appointed by the General Assembly by means of a cumulative vote, most of whom will be non-executive Directors in compliance with the provisions of the Corporate Governance Regulations. The Board of Directors ensures, among other things, that:

- all the Board of Directors committees have clear competencies and that the roles and responsibilities of each Committee shall be detailed; and
- minutes of all meetings will be prepared, reviewed and signed by the Board of Directors in accordance with the Bylaws of First Fix.

Cumulative voting method must be used in relation to the appointment of Directors as will be reflected in First Fix's Bylaws (once adopted) as required by the Implementing Regulations of the Companies Law for Listed Joint Stock Companies issued by the Board of the CMA pursuant to Resolution No. 8-127-2016 dated 16 Muharram 1438H (corresponding to 17 October 2016G) as amended by the Resolution of the Board of the CMA No. 2-114-2024 dated 4 Rabi' al-Thani 1446H (corresponding to 7 October 2024G). This method of voting gives each shareholder voting rights equivalent to the number of shares he/she holds. Each shareholder has the right to use all of his/her voting rights for one nominee or to divide such voting rights between his/her selected nominees without any duplication of such votes. This method increases the chances for minority shareholders to be represented in the Board of Directors through the right to accumulate votes for one nominee.

6.3 First Fix Dividend Distribution Policy

Pursuant to Article 107 of the Companies Law, Shareholders shall have all rights related to shares, including, in particular, the right to obtain a share of the dividends to be distributed. First Fix's Board of Directors is generally responsible for recommending the distribution of any dividends before they are approved by Shareholders at the General Assembly meeting. First Fix shall not be obligated to announce any dividends, and any decision to distribute profits shall depend on a number of factors, including First Fix's previous and expected profits, cash flows, financing and capital requirements, market data and economic factors in general and Zakat, as well as other legal and regulatory considerations. The distribution of dividends is subject to the restrictions contained in the financing agreements concluded with financing entities. Dividend distributions will be also subject to the restrictions contained in First Fix's Bylaws (once adopted). Dividends shall be distributed in Saudi Arabian Riyals.

The distribution of dividends will be subject to certain restrictions in accordance with First Fix's Bylaws, which will stipulate the following:

- the General Assembly shall define the percentage of net profits to be distributed to the Shareholders after the deduction of the reserves, if any; and
- the Ordinary General Assembly may set aside a percentage of the net profits to form reserves, provided that the use of these reserves is based on a proposal from the Board of Directors and such reserves are used in ways that benefit First Fix or the Shareholders, to the extent that this achieves the interests of First Fix or ensures the distribution of fixed dividends as much as possible to the Shareholders. The aforementioned Assembly may also deduct amounts from the net profits to serve social purposes for First Fix's employees.

First Fix may distribute interim dividends quarterly or semi-annually in accordance with the rules established by the competent authority. Following the Significant Transaction, First Fix will be able to develop its strategy and form investment and dividend distribution policies in alignment with its own interests. The Significant Transaction will mean that First Fix will have greater flexibility to finance its growth in the implementation of its strategy.

6.4 The Impact of the Significant Transaction on RSI's Listing Rating

The Significant Transaction will not affect the direction of RSI's business or the strategic nature of its business, and RSI will remain listed on the Exchange in the Real Estate Management and Development category.

7. Taxation and Zakat

As RSI will not be selling any of its shares in First Fix as part of the IPO, the Significant Transaction has no tax or Zakat impact on RSI.

8. Actions To Be Taken

8.1 Actions To Be Taken in Relation to the OGM to Approve the Significant Transaction

- Providing the CMA with a copy of the invitation to the OGM meeting and the agenda for the OGM meeting.
- Shareholders' voting on the Significant Transaction at the OGM, based on the recommendation of the Board of Directors and the Specialised Committee. The necessary threshold for the validity of the OGM is the presence of Shareholders who own no less than 25.0 per cent. of RSI's shares, either in person or by proxy at the OGM, or via remote voting channels. The resolutions to be proposed at the OGM, including the resolution approving the Significant Transaction, shall be passed by the majority of voting rights represented in the OGM.
- In the event that the quorum requirements for OGM are not met, a second OGM (the "**Second OGM**") will be called. The quorum for the Second OGM is the presence of Shareholders who own any number of RSI's shares, either in person or by proxy, or through remote voting channels. The resolutions to be proposed at the Second OGM, including the resolution to approve the Significant Transaction, shall be passed by the majority of voting rights represented in the Second OGM.
- Shareholders who are unable to attend the first OGM or Second OGM in person will be able to nominate a proxy and direct them to vote for (or against) the resolutions to be proposed at the said RSI ordinary general assemblies or vote through remote voting channels in accordance with the instructions contained in Annex D: "*Notice of the Ordinary General Assembly Meeting*".

8.2 Actions To Be Taken To Implement the Significant Transaction After Approval at the OGM

- First Fix's submission of an application to the CMA approval for the registration and offer of its shares, and submission of an application to the Exchange and the CMA for approval of the listing of its shares on the Exchange.
- Completion of the IPO.
- Any other regulatory requirements, if applicable.

9. Responsibility for the Circular

RSI's Board of Directors, jointly and severally, are responsible for the accuracy of all information contained herein, including the Annexes hereof, with the exception of the Financial Advisor's letter contained in **Annex B: "Letter from the Financial Advisor"**, for which the Board will only be responsible for correctly reproducing it. Subject to this limitation and the knowledge of the Board of Directors, all of the information contained in this Circular as of the date hereof is correct, and the Board of Directors is not aware of any facts or circumstances affecting the validity of this Circular.

Statement of the Board of Directors:

This Circular has been prepared in accordance with Article 109 of the OSCOs in relation to the Significant Transaction.

The Directors named below acknowledge that they have complied with their statutory duty to conduct due diligence and confirm that the information contained herein is correct to the best of their knowledge:

Table 9.1: RSI Directors

Name	Position	Nationality	Status and Independence	Date of Appointment
H.E. Mr. Amr Al-Dabbagh	Chairman	Saudi	Non-Executive	2 Muharram 1441H (corresponding to 1 September 2019G)
Mohammed Zaher Salahuddin Al Munajjed	Director	Saudi	Independent	28 Ramadan 1442H (corresponding to 10 May 2021G)
Sami Ahmed Binmahfouz	Director	Saudi	Executive	3 Jumada al-Alkhirah 1433H (corresponding to 24 April 2012G)
Shahad Khalid Nejaim	Director	Saudi	Non-Executive	2 Thul-Qi'dah 1445H (corresponding to 10 May 2024G)
Dr. Lama Abdulaziz Al Sulaiman	Director	Saudi	Independent	2 Thul-Qi'dah 1445H (corresponding to 10 May 2024G)
Dr. Hans Martin Stockmeier	Director	German	Independent	2 Thul-Qi'dah 1445H (corresponding to 10 May 2024G)
Mohammed Hosni Jazeel	Director	Sri Lankan	Non-Executive	2 Thul-Qi'dah 1445H (corresponding to 10 May 2024G)

Source: RSI.

10. Documents Available for Inspection

The following documents will be available for inspection at the headquarters of RSI located at 3485 Al Thumamah Road, Al-Rabi District, 8450, Riyadh 13316, Kingdom of Saudi Arabia, from 9:00 am until 4:00 pm starting from 16 Safar 1447H (corresponding to 10 August 2025G) until 8 Rabi' al-Awwal 1447H (corresponding to 31 August 2025G) for a period of not less than 14 business days before the General Assembly held to vote on the Significant Transaction:

- RSI's consolidated financial statements for the financial years ended 31 December 2022G, 2023G and 2024G;
- First Fix's articles of association and the amendments made thereto;
- First Fix's commercial registration certificate issued by the Saudi Arabian Ministry of Commerce;
- RSI's undertaking to bear any additional claims that may arise from the Zakat, Tax and Customs Authority (ZATCA) for the past years prior to the date of the Significant Transaction;
- Letter from the Financial Advisor; and
- Letter from the Specialised Committee.

Annex A: Definitions

Board of Directors or Board	The board of directors of RSI.
CMA	The Capital Market Authority of the Kingdom.
Director(s)	The directors of RSI who were appointed by the General Assembly and whose names appear in the Circular Summary.
Exchange	The Saudi Exchange.
Executive Management	The Senior Management of RSI.
Financial Advisor	SNB Capital Company.
financial year	The financial year of RSI, which begins on 1 January and ends on 31 December of each Gregorian year.
First Fix	The Fundamental Installation for Electric Work Company.
G	Refers to the Gregorian calendar.
GCC	The Gulf Cooperation Council, which consists of the Kingdom of Bahrain, the State of Kuwait, the Sultanate of Oman, the State of Qatar, the Kingdom of Saudi Arabia and the United Arab Emirates.
Group	First Fix together with its subsidiaries.
H	The Hijiri calendar.
International Financial Reporting Standards (IFRS)	The International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board (IASB) as endorsed in the Kingdom and other standards and issuances approved by the Saudi Organization for Chartered and Professional Accountants (SOCPA), including the standards and pronouncements approved by SOCPA, which include technical standards and issuances related to matters not covered by international standards, such as Zakat.
Kingdom	The Kingdom of Saudi Arabia.
MEP	Mechanical, electrical and plumbing.
Ministry of Commerce	Ministry of Commerce of the Kingdom.
OGM	An Ordinary General Assembly of RSI's Shareholders convened in accordance with its Bylaws. The Significant Transaction will be presented and voted upon at the OGM.
OSCOs	The Rules on the Offer of Securities and Continuing Obligations issued by the Board of the Capital Market Authority of the Kingdom of Saudi Arabia pursuant to Resolution No. 3-123-2017 dated 9 Rabi' al-Thani 1439H (corresponding to 27 December 2017G), as amended by CMA Board Resolution No. 1-53-2025 dated 21 Thul-Qi'dah 1446H (corresponding to 19 May 2025G).
RSI	Red Sea International Company.
Saudi Arabian Riyals or SAR	The Saudi Riyal is the official currency of the Kingdom.
Shareholder	Any Shareholder of RSI as of the date of the OGM.
SOCPA	The Saudi Organisation for Chartered and Professional Accountants.
Specialised Committee	The Specialised Committee was formed by the Board of Directors on 7 Thul-Hijjah 1446H (corresponding to 3 June 2025G) in accordance with Article 108 of the OSCOs. The Specialised Committee is made up of independent Directors only, or other independent persons, or both, all of whom have no material interest in the Significant Transaction. The purpose of the Specialised Committee is to provide advice to the Shareholders on whether the conditions of the Significant Transaction are fair and reasonable and whether the Significant Transaction serves the interests of RSI and all its Shareholders.
Value Added Tax (VAT)	On 2 Safar 1438H (corresponding to 30 January 2017G), the Council of Ministers issued a resolution approving the Unified Agreement for VAT of the Cooperation Council for the Arab States of the Gulf, effective as of 1 January 2018G. This was added as a new tax to the system of taxes and fees applicable to specific sectors in the Kingdom and GCC countries. The amount of this tax is 5.0 per cent., and a number of products (such as staple foodstuffs and services related to health care and education) are exempt from VAT. As of 1 July 2020G, the Ministry of Finance announced a further increase in VAT to 15.0 per cent.

Annex B: Letter from the Financial Advisor

19 June 2025G

Shareholders and Specialised Committee of the Board of Directors

Red Sea International Company

P.O. Box 13316, Al Thumamah Road, ArRabie District

Riyadh

Kingdom of Saudi Arabia

Dear Sirs, Madams,

Red Sea International Company ("**RSI**") is the majority shareholder in The Fundamental Installation for Electric Work Company ("**First Fix**"), holding 51.0 per cent. of the share capital of First Fix.

We understand that MSB Holding Company, Faris Ismat Abdel Samad Al-Saadi, and Ziad Jean Al-Sayegh, the other shareholders in First Fix, wish to sell twelve million (12,000,000) ordinary shares in First Fix (which represents 30.0 per cent. of First Fix's share capital), on a pro rata basis, through an initial public offering and listing of First Fix's ordinary shares on the Main Market of the Saudi Exchange ("**Tadawul**") for public subscription (the "**Transaction**").

The share price for the initial public offering will be determined in accordance with the Instructions for Book-Building Process and Allocation Method in Initial Public Offerings, issued pursuant to CMA Board Resolution No. 2-94-2016 dated 15 Shawwal 1437H (corresponding to 20 July 2016G), as amended (the "**Book-Building Instructions**").

Pursuant to Article 108 of the Rules on the Offer of Securities and Continuing Obligations issued by the Board of the Capital Market Authority ("**CMA**") pursuant to Resolution No. 3-123-2017 dated 9 Rabi' al-Thani 1439H (corresponding to 27 December 2017G), as amended by CMA Board Resolution No. 3-114-2024 dated 4 Rabi' al-Thani 1446H (corresponding to 7 October 2024G) ("**OSCOs**"), on 8 Thul-Hijjah 1446H (corresponding to 4 June 2025G), the Board of Directors of RSI (the "**Board**") has appointed SNB Capital Company ("**SNBC**" or "**we**") as financial advisor (the "**Financial Advisor**") to provide this letter to the specialised committee of RSI (the "**Specialised Committee**") and the shareholders of RSI (the "**Shareholders**") to advise, in our opinion, whether the terms of the Transaction are fair and reasonable and whether the Transaction is in the interest of RSI and its Shareholders taken as a whole (the "**Opinion**").

The Transaction will become effective if the general assembly of RSI approve the Transaction in accordance with Article 107 of the OSCOs, if RSI obtains all of the requisite regulatory approvals in connection with the Transaction and First Fix's ordinary shares (the "**Shares**") are registered and listed on Tadawul.

This Opinion is provided to the Specialised Committee appointed by the Board of RSI on 7 Thul-Hijjah 1446H (corresponding to 3 June 2025G) and the Shareholders pursuant to Article 108 of the OSCOs.

In arriving at the Opinion, SNBC has undertaken such reviews, analyses and inquiries as it deemed necessary and appropriate under the circumstances. For the purposes of giving the Opinion, SNBC has:

- met with certain members of the management of RSI and First Fix to discuss the operations, financial condition and prospects of First Fix, as well as the rationale and certain terms for the Transaction, including information related to certain strategic, financial and operational outcomes anticipated from the completion of the Transaction and certain risks associated with, RSI and First Fix's existing and future operations, infrastructure, services or business models;
- reviewed First Fix's business plan and assumptions prepared by the management of First Fix on 16/06/2025;
- reviewed the draft Shareholders' Circular prepared by RSI pursuant to Article 109 of the OSCOs (the "**Shareholders' Circular**");
- reviewed RSI's audited consolidated financial statements for the financial years ended 31 December 2022G, 2023G and 2024G;
- reviewed First Fix's audited consolidated financial statements for the financial years ended 31 December 2022G, 2023G and 2024G; and
- conducted such other inquiries, reviewed such other information and considered such other factors as we have deemed appropriate.

In particular, SNBC has discussed with the management of First Fix and RSI the following potential outcomes for First Fix, RSI and the Shareholders:

- the listing of First Fix is expected to enhance its capital markets profile and public visibility, improving access to diversified sources of capital and supporting its long-term growth objectives;
- the Transaction is structured to maintain RSI's 51.0 per cent. ownership of First Fix, thereby preserving control while allowing First Fix to operate with greater financial and operational independence in line with regulatory requirements applicable to listed companies;

- First Fix would be required to adopt higher standards of corporate governance as a public entity in compliance with the Corporate Governance Regulations issued by the CMA to ensure compliance with the best corporate governance practices which provide protection to the rights of its shareholders and other stakeholders. This should also benefit RSI as one of the core shareholders of First Fix will have a highly experienced, dedicated, and independent management team and board of directors; this independence governance structure should help guide First Fix in achieving long-term shareholder value;
- the increased governance standards, transparency and institutionalisation resulting from the listing are expected to improve First Fix's ability to attract strategic clients, enhance operational efficiency and drive higher performance;
- the Transaction allows existing minority shareholders in First Fix to monetise part of their investment without impacting RSI's ownership, and RSI will not receive any net proceeds or be required to sell any of its shares;
- RSI is expected to continue to consolidate First Fix's financials following the Transaction, and therefore will continue to benefit from any future performance improvements and valuation uplifts resulting from the IPO; and
- the Transaction is aligned with RSI's long-term strategy to unlock value from its portfolio companies, promote sustainability, and reinforce its presence in high-growth infrastructure and construction sectors in the Kingdom in support of Vision 2030.

In giving the Opinion, we have relied on the following assumptions and qualifications, and have assumed, without independent verification:

- the accuracy and completeness of all data and information and all other material provided to or discussed with us or publicly available and have not assumed any responsibility with respect to such data, information and other material nor for verification of the same;
- the accuracy or reasonableness of any forecasts and projections with respect to the future financial results and conditions, or the assumptions on which they are based and have assumed that such projections, forecasts and analyses were prepared with due care and skill, in good faith and on bases reflecting the best currently available estimates and judgments. We express no opinion with respect to such projections, forecasts and analyses or the assumptions upon which they are based;
- that there has been no material change in the assets, liabilities, financial condition, results of operations, business or prospects of RSI or First Fix since the date of the most recently published available audited financial statements, and that there is no information or any facts that would make any of the information reviewed by us incomplete or misleading; and
- that the Transaction will be consummated as described in the Shareholders' Circular without waiver or modification thereto. We have further assumed that all governmental, regulatory or other consents and approvals necessary for the consummation of the Transaction will be obtained without any adverse effect on RSI or First Fix or on the contemplated outcomes of the Transaction; and
- the assessment by the management of RSI and of First Fix of the rationale for the Transaction and information related to certain strategic, financial and operational outcomes anticipated from completion of the Transaction and of the validity of, and risks associated with RSI and First Fix's existing and future operations, infrastructure, services or business models.

We have not prepared or been furnished with any independent valuation or appraisal of the assets or of the liabilities of RSI or First Fix. Furthermore, in connection with this Opinion, we have not been requested to make, and have not made, nor have we commissioned any physical inspection or independent appraisal of any of the assets, properties or liabilities (fixed, contingent, derivative, off- balance-sheet or otherwise) of RSI, First Fix or any other party. We express no opinion regarding the value of any entity.

We have not been asked to, nor do we, express any opinion as to the commercial assessments of the Board to effect the Transaction. We have not been asked to, nor do we, express any opinion as to the validity of any legal agreements relating to the Transaction.

This Opinion is necessarily based on financial, economic, market and other conditions as in effect on, and publicly available information as it exists and as disclosed to us as at the date hereof. We shall not and are under no obligation, to update, revise, reaffirm or withdraw this Opinion, or otherwise comment on or consider events occurring after the date hereof. In particular, we note that the share price for the initial public offering, which forms part of the Transaction, is not known at the date hereof but will be determined in accordance with the Book-Building Instructions.

In addition to SNBC acting as financial adviser to RSI, we are also acting as financial adviser to First Fix in relation to the Transaction and expect to receive a fee for our services, which is contingent upon completion of the Transaction. In addition, both First Fix and RSI have agreed to indemnify us in relation to certain liabilities incurred within the scope of our engagement on this Transaction.

This Opinion is furnished solely for the use and benefit of the Specialised Committee and the Shareholders in connection with the Transaction and is not intended to, and does not, confer any rights or remedies upon any other person, and is not intended to be used, and may not be used, for any other purpose or relied upon or used by any other person, without our prior written consent. Without prejudice to the generality of the foregoing, as this Opinion is required to be published in the Shareholders' Circular in accordance with Article 109(a)(3) of the OSCOs, we consent to its inclusion therein.

This Opinion should not be construed as creating any fiduciary duty on the part of the Financial Advisor to any party. This Opinion is not intended to be, and does not constitute, a recommendation to any security holder or any other person as to how such person should act or vote with respect to the Transaction. The decision to approve the Transaction in accordance with Article 107 of the OSCOs rests with the Shareholders in general assembly.

The Opinion is issued in the Arabic language and reliance may only be placed on this Opinion as issued in the Arabic language. If any translations of this Opinion are delivered, they are provided only for ease of reference, have no legal effect and the Financial Advisor makes no representation as to (and accepts no liability in respect of) the accuracy nor completeness of any such translations.

On the basis of the work set out above and subject to the various assumptions and limitations set forth herein, and in reliance thereon, it is our opinion that, as at the date hereof, the terms of the Transaction are fair and reasonable and the Transaction is in the interest of RSI and its Shareholders taken as a whole.

Yours faithfully,

SNB Capital Company

Name: Rashed Ibrahim Sharif

Title: Chief Executive Officer

Annex C: Letter from the Specialised Committee

Dear Sirs and Madams,

This letter is being provided to the shareholders (the “**Shareholders**”) of Red Sea International Company (“**RSI**”) in connection with the offer of 12,000,000 ordinary shares of The Fundamental Installation for Electric Work Company (“**First Fix**”) (representing 30.0 per cent. of First Fix’s share capital) by the other shareholders of First Fix, and the listing of First Fix’s shares on the Main Market of the Saudi Exchange (the “**Exchange**”) through an initial public offering (the “**Significant Transaction**”). First Fix is a closed joint-stock company in which RSI has a 51.0 per cent. ownership interest. The Significant Transaction will become effective if First Fix receives all regulatory approvals in connection with the initial public offering and if First Fix’s shares are registered and listed on the Exchange.

This letter is prepared on the basis of the requirements set out in the Rules on the Offer of Securities and Continuing Obligations issued by the Board of the Capital Market Authority (“**CMA**”) pursuant to Resolution No. 3-123-2017 dated 9 Rabi’ al-Thani 1439H (corresponding to 27 December 2017G), as amended by CMA Board Resolution No. 3-114-2024 dated 4 Rabi’ al-Thani 1446H (corresponding to 7 October 2024G) (“**Regulations**”). RSI’s board of directors has requested that the specialised committee (the “**Specialised Committee**”) composed of the members listed below provide this letter to the shareholders (the “**Specialised Committee Letter**”).

In connection with this Specialised Committee Letter, the members of the Specialised Committee have undertaken such reviews, analyses, and inquires that the deemed necessary and appropriate under the circumstances. For the purposes of providing the Specialised Committee Letter, each member of the specialised committee:

- met with certain members of the management of First Fix and RSI to discuss the operations, financial condition and future prospectus of the companies, as well as the rational for the Specialized Transaction, including information related to certain strategic, financial and operational benefits anticipated from the completion of the Significant Transaction and the risks associated with First Fix and RSI’s existing and future operations, business strategies and prospects;
- considered the business plan and assumptions that are prepared by First Fix’s management;
- considered the draft shareholder circular prepared by First Fix pursuant to Article 109 of the Regulations (the “**Shareholder Circular**”);
- considered and took into account the recommendations to the Specialised Committee by the financial advisor appointed in connection with the Significant Transaction as contained in the Letter from the Financial Advisor attached as Annex B to the Shareholders’ Circular;
- considered RSI’s audited consolidated financial statements for the financial years ended 31 December 2022G, 2023G and 2024G;
- considered First Fix’s audited consolidated financial statements for the financial years ended 31 December 2022G, 2023G and 2024G; and
- conducted such other inquiries, reviewed such other information and considered such other factors as we deemed appropriate.

We have relied upon and assumed, without independent verification, the accuracy and completeness of all data and information and all other material provided to or discussed with us or publicly available and have not assumed any responsibility with respect to such data, information and other material or for verification of the same. In addition, we have assumed and relied upon and express no views with respect to the accuracy or reasonableness of any forecasts and projections with respect to the future financial results and condition of First Fix and RSI, or the assumptions on which they are based and have assumed that such projections, forecasts and analyses were prepared with due care and skill, in good faith and on bases reflecting the best currently available estimates and judgments. We express no views with respect to such projections, forecasts and analyses or the assumptions upon which they are based.

We have relied upon and assumed, without independent verification, that there has been no material change in the assets, liabilities, financial condition, results of operations, business or prospects of RSI since the date of the most recently published publicly available interim financial statements, and that there is no information or any facts that would make any of the information reviewed by us incomplete or misleading.

We have also assumed that the Significant Transaction will be consummated as described in the Shareholders’ Circular without waiver or modification thereto and that the completion of the Significant Transaction is targeted in the first half of 2026G subject to market conditions and regulatory approvals. We have further assumed that all governmental, regulatory or other consents and approvals necessary for the consummation of the Significant Transaction will be obtained without any adverse effect on RSI or First Fix or on the contemplated benefits of the Significant Transaction.

We have not been furnished with any independent valuation or appraisal of the assets or liabilities of First Fix. Furthermore, in connection with this Specialised Committee Letter, we have not been requested to make, and have not made, nor have we commissioned any physical inspection or independent appraisal of any of the assets, properties or liabilities (fixed, contingent, derivative, off-balance-sheet or otherwise) of First Fix, RSI or any other party. In addition, we have not reviewed any of the books and records of First Fix, RSI or any other party. We express no views regarding the value of any entity.

This Specialised Committee Letter is necessarily based on financial, economic, market and other conditions in effect on, and publicly available information as they exist and are disclosed to us as of the date hereof. We have not undertaken, and are under no obligation, to update, revise, reaffirm or withdraw this Specialised Committee Letter, or otherwise comment on or consider events occurring after the date hereof.

This Specialised Committee Letter is furnished solely for the use and benefit of the Shareholders in connection with its consideration of the Significant Transaction and is not intended to, and does not, confer any rights or remedies upon any other person, and is not intended to be used, and may not be used, for any other purpose or relied upon or used by any other person, without our prior written consent. Without prejudice to the generality of the foregoing, we consent to the inclusion of this Specialised Committee Letter in the Shareholders' Circular. This Specialised Committee Letter is not intended to be, and does not constitute, a recommendation to any security holder or any other person as to how such person should act or vote with respect to the Significant Transaction.

The Specialised Committee Letter is issued in the Arabic language and reliance may only be placed on this Specialised Committee Letter as issued in the Arabic language. If any translations of this Specialised Committee Letter are delivered, they are provided only for ease of reference, have no legal effect and the Specialised Committee members make no representation as to (and accept no liability in respect of) the accuracy nor completeness of any such translations.

Based upon and subject to the foregoing, including the various assumptions and limitations set forth herein, and in reliance thereon, it is our view that, as of the date hereof, the terms of the Significant Transaction are fair and reasonable and the Significant Transaction is in the interests of RSI and all of its Shareholders.

Yours faithfully,

Specialised Committee

Mohammed Zaher Salahuddin Al Munajjed

Dr. Lama Abdulaziz Al Sulaiman

Dr. Hans Martin Stockmeier

Annex D: Notice of the Ordinary General Assembly Meeting

RSI's Announcement Inviting its Shareholders to Attend an Ordinary General Assembly Meeting

Introduction:

The Board of Directors of Red Sea International Company is pleased to invite the shareholders to participate and vote at the Ordinary General Assembly meeting, which will be held at 5:00 p.m. on Sunday, 8 Rabi' al-Awwal 1447H (corresponding to 31 August 2025G), by means of modern technology.

City and Location of the Ordinary General Assembly's Meeting:

Riyadh - Head office – By means of modern technology

URL for the Meeting Location:

<http://www.tadawulaty.com.sa>

Date of the Ordinary General Assembly's Meeting:

8 Rabi' al-Awwal 1447H (corresponding to 31 August 2025G).

Time of the Ordinary General Assembly's Meeting:

5:00 p.m.

Attendance Eligibility:

Each shareholder registered in the company's shareholders list at Eda'a centre at the end of the trading session preceding the general assembly meeting has the right to attend the assembly meeting, according to the rules and regulations.

As per Article 33 of the company's bylaws, the Ordinary General Meeting shall be valid only if attended by shareholders representing at least 25.0 per cent. of the share capital. In the event of the failure to meet the quorum at this meeting, a second meeting will be held within one hour of the scheduled time for the first meeting. The second meeting shall be valid regardless of the number of shares represented.

General Assembly Meeting Agenda:

Voting on the significant transaction of The Fundamental Installation for Electric Work Company, a subsidiary that is 51.0 per cent. owned by Red Sea International Company. The other shareholders of The Fundamental Installation for Electric Work Company propose to offer twelve million (12,000,000) ordinary shares of The Fundamental Installation for Electric Work Company (representing 30.0 per cent. of its share capital) through an initial public offering on the Exchange. Red Sea International Company will not sell any of its shares in The Fundamental Installation for Electric Work Company in connection with the offering and will retain 51.0 per cent. of the share capital of The Fundamental Installation for Electric Work Company. (Attached is a copy of the shareholders' circular).

E-vote:

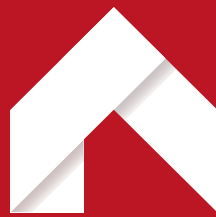
The shareholders who registered in Tadawulaty services will be able to vote electronically and remotely on the agenda items of the association starting at 1:00 a.m. on Wednesday, 4 Rabi' al-Awwal 1447H (corresponding to 27 August 2025G) until the end of the assembly time, and the registration and voting in the Tadawulaty services available free of charge to all shareholders by using the following link (www.tadawulaty.com.sa).

Eligibility for Attendance Registration and Voting:

The eligibility to register attendance at the assembly meeting ends at the time of the assembly, and the right to vote on the assembly's items for the attendees ends when the counting committee finishes counting votes.

Method of Communication:

If you have any inquiries, please do not hesitate to contact the Investor Relations Department by phone (+966 11 827 4063) or by email (ir@redseaintl.com).



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