

Supplementary Circular

Seera Group Holding

This Supplementary Circular (“**Supplementary Circular**”) is a supplement to, and must be read in conjunction with the Red Herring Circular dated 18/11/1447H (corresponding to 05/05/2025G) (the “**Red Herring Circular**”) issued by Seera Holding Company (the “**Company**”) in connection with the Capital Reduction of Seera Group Holding from three billion (3,000,000,000) Saudi Riyals, divided into three-hundred million (300,000,000) Ordinary Shares, to two billion seven hundred and forty million four hundred and eighty-six thousand five hundred and twenty (2,740,486,520) Saudi Riyals, divided into two hundred and seventy-four million forty-eight thousand six hundred and fifty-two (274,048,652) Ordinary Shares (the “**Capital Reduction**”).

Financial Advisor



Important Notice

This Circular has been prepared by the Company in accordance with Article 29 of the Rules on the Offer of Securities and Continuing Obligations. Shareholders must read this Supplementary Circular carefully and in full and in conjunction with the Red Herring Circular before making a decision about how to vote on the Capital Reduction.

This Circular contains forward-looking statements. Such forward-looking statements can be identified through the use of future-oriented vocabulary and phrases, such as, without limitation, “anticipate”, “target”, “expect”, “estimate”, “intend”, “plan”, “will”, “believe”, “aim”, “may”, “would”, “could” or “should” or other words of similar meaning or the negative thereof. Forward-looking statements in this Circular include, without limitation, the impact of the Capital Reduction, expected timelines and other statements. These statements are subject to change due to a number of factors that cannot be accurately ascertained, such as future market conditions and the behaviors of other market participants. Therefore, the recipient of this Circular should read these forward-looking statements considering this notice and may not rely on such statements.

This Supplementary Circular has been approved by the CMA on 15/12/1447H (corresponding to 01/06/2026G).

Company's Directory

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Auditor for the Condensed Interim Consolidated Financial Statements for the Nine-Month Period Ended 30/09/2025G and the Preparer of the Limited Assurance Report on the Proposed Capital Reduction Based on the Date of the Condensed Interim Consolidated Financial Statements for the Nine-Month Period Ended 30/09/2025G.

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As at the date of this Supplementary Circular, the above-mentioned Advisors and Auditor have submitted their written consent to the inclusion of their names, logos and statements (as applicable) in the manner and format set out in this Supplementary Circular.

1. THE COMPANY

Seera Group Holding (the "**Company**") is a Saudi joint-stock company established by Royal Decree No. 811, dated 07/05/1426H (corresponding to 14/06/2005G), and registered under Commercial Registration No. 1010148039 issued in Riyadh on 24/07/1418H (corresponding to 25/11/1997G). The Company's current share capital is three billion Saudi Riyals (SAR 3,000,000,000), divided into three hundred million (300,000,000) fully paid ordinary Shares with a nominal value of ten (10) Saudi Riyals per Share.

2. DIRECTORS' DECLARATIONS

The Directors whose names appear on page (8) of the Red Herring Circular hereby acknowledge and confirm the following:

- save as disclosed in this Supplementary Circular, no significant change in material matters disclosed in the Red Herring Circular or additional significant matters have arisen; and
- this Supplementary Circular was presented to the CMA and issued on 15/12/1447H (corresponding to 01/06/2026G) and it supplements the Red Herring Circular issued by the Company and published on the CMA's website on 18/11/1447H (corresponding to 05/05/2026G).

3. NOTICES

This Supplementary Circular should be read in conjunction with the Red Herring Circular.

Defined terms used in this Supplementary Circular shall have the same meaning ascribed to them in Section 2 ("**Definitions and Abbreviations**") of the Red Herring Circular.

The Supplementary Circular has been published in both Arabic and English languages, with the English version being an unofficial translation. In the event of any conflict between the two versions, the Arabic version shall prevail, being the only approved version by the CMA and is legally binding.

4. REASONS FOR THE ISSUANCE OF THIS SUPPLEMENTARY CIRCULAR

In accordance with Article 29 of the OSCOs, an issuer must submit a supplementary circular to the CMA if at any time after the circular has been published, and before the extraordinary general assembly is convened, an issuer becomes aware that:

1. there has been a significant change in material matters contained in the circular,
2. Or significant matters have become known which would have been required to be included in the circular.

As the share trading will not be suspended upon the Extraordinary General Assembly Approval, the Company has made some modifications to the Red Herring Circular, as shown in section 5- ("**Amendments to Certain Information in the Red Herring Circular**") below.

5. AMENDMENTS TO CERTAIN INFORMATION IN THE RED HERRING CIRCULAR

5.1 Section 5-1 “Capital Reduction Procedures” included in the Red Herring Circular has been amended by deleting the paragraph related to the suspension of trading of the Company’s shares, to read as follows (after the deletion), as the trading of the Company’s shares will not be suspended:

The Capital Reduction process is subject to the following procedures:

- The Board of Directors recommending the Capital Reduction, announced on 23/12/1446H (corresponding to 19/06/2025G).
- A Financial Advisor being appointed for the Capital Reduction process, announced on 18/01/1447H (corresponding to 13/07/2025G).
- A Legal Advisor being appointed for the Capital Reduction Process.
- An Auditor being appointed to prepare the Auditor’s Report on the Proposed Capital Reduction.
- A Capital Reduction application being prepared and submitted to the CMA in accordance with Article 61 of the Rules on the Offer of Securities and Continuing Obligations, with respect to the terms of the Capital Reduction on 13/06/1447H (corresponding to 04/12/2025G).
- The CMA approving the Company’s Capital Reduction application on 14/10/1447H (corresponding to 02/04/2026G).
- A notice being submitted to Tadawul in the form contained in Annex 5 of the Listing Rules.
- Creditor Objection Period, which commences from the date of the Company’s announcement of the start of the Creditors’ Objection Period and continues for at least 45 days prior to the date of the Company’s General Assembly meeting relating to the Capital Reduction. The Company has announced on the Saudi Exchange website the commencement of the Creditors’ Objection Period on 17/10/1447H (corresponding to 05/04/2026G).
- The Capital Reduction of the Company becomes effective upon the approval of the Extraordinary General Assembly of the Company of the Capital Reduction [•]/[•]/[•]H (corresponding to [•]/[•]/[•]G).
- The Company’s Capital Reduction shall become effective by adjusting the number of shares owned by shareholders on the day of the EGM, who appear in the Company’s records at Edaa at the end of trading on the second day following the EGM on the Capital Reduction.
- The Company shall take the necessary steps with the Ministry of Commerce to file the updated Bylaws and update the Company’s commercial registration.

5.2 Section 5-3 “General Structure of the Capital Reduction” included in the Red Herring Circular has been amended deleting the paragraph related to the suspension of trading of the Company’s shares, to read as follows (after the deletion), as the trading of the Company’s shares will not be suspended:

- The Company’s current capital is three billion (3,000,000,000) Saudi Riyals, divided into three hundred million (300,000,000) Ordinary Shares with a nominal value of ten (10) Saudi Riyals per share.
- A total of twenty-five million, nine hundred and fifty-one thousand, three hundred and forty-eight (25,951,348) ordinary Treasury Shares will be cancelled, including two million, thirty-four thousand, seven hundred and thirty-seven (2,034,737) Ordinary Shares from the total Treasury Shares allocated to the employee stock program, representing a total reduction of 8.65% of the Company’s capital prior to the reduction, amounting to two hundred fifty-nine million five hundred thirteen thousand four hundred eighty (SAR 259,513,480) Saudi Riyals, due to the capital exceeding the Company’s needs.

- The cancellation of 8.65% of the Company's shares will result in a reduction of the capital to two billion, seven hundred forty million, four hundred eighty-six thousand, five hundred twenty (2,740,486,520) Saudi Riyals, divided into two hundred seventy-four million, forty-eight thousand, six hundred fifty-two (274,048,652) Ordinary Shares, each with a nominal value of SAR 10.
- The Company announced the commencement of the Creditors' Objection Period, which begins from the date of the Company's announcement of the start of the Creditors' Objection Period on 17/10/1447H (corresponding to 05/04/2026G) and continues for at least 45 days prior to the date of the Company's General Assembly meeting relating to the Capital Reduction, following the approval of the Capital Market Authority on the capital reduction.
- The reduction decision shall become effective upon the approval of the capital reduction by the Extraordinary General Assembly, with no change to the share price.
- The condensed interim consolidated financial statements (unaudited) for the purposes of the capital reduction for the nine-month period ended 30 September 2025G.

5.3 Schedule 7-1 “Timeline for each stage of the capital reduction process implementation” included in the Red Herring Circular has been amended by deleting the stages related to the suspension of trading of the Company’s shares, to read as follows (after the deletion), as the trading of the Company’s shares will not be suspended:

Event	Time
Creditor Objection Period	45 days before the date of the Extraordinary General Assembly convened to vote on the capital reduction.
Approval of the Extraordinary General Assembly	T = The date on which the Capital Reduction resolution becomes effective and is announced as part of the Extraordinary General Assembly resolution (noting that the announcement of the results of the Extraordinary General Assembly may be made on the Business Day following the date of its convening).

5.4 Section 9 “Expected Timetable for the Capital Reduction Process” included in the Red Herring Circular has been amended by deleting the stages related to the suspension of trading of the Company’s shares, to read as follows (after the deletion), as the trading of the Company’s shares will not be suspended:

Expected Timetable for the Capital Reduction	Date
1. Procedures for Obtaining the CMA's Approval of the Capital Reduction	
The Company's announcement regarding the Board of Directors' recommendation of the Capital Reduction on the website of Tadawul	23/12/1446H (corresponding to 19/06/2025G)
Appointment of the financial advisor for the capital reduction process	18/01/1447 AH (corresponding to 13/07/2025G)
Submission of the capital reduction application file to the Capital Market Authority	13/06/1447H (corresponding to 04/12/2025G)
Obtaining the Capital Market Authority's approval for the Company's capital reduction application	14/10/1447H (corresponding to 02/04/2026G)

Expected Timetable for the Capital Reduction	Date
2. Procedures Related to the Creditor Objection Period	
Announcement of the commencement of the Creditors' Objection Period, which commences from the date of the Company's announcement of the start of the Creditors' Objection Period and continues for at least 45 days prior to the date of the Company's General Assembly meeting relating to the Capital Reduction.	17/10/1447H (corresponding to 05/04/2026G)
End of the Creditors' Objection Period	02/12/1447H (corresponding to 19/05/2026G)
Announcement of the end of the Creditors' Objection Period	03/12/1447H (corresponding to 20/05/2026G)
Company's announcement regarding the existence or absence of creditor objections and the methods of handling them (as applicable)	03/12/1447H (corresponding to 20/05/2026G)
3. Procedures Related to the Extraordinary General Assembly for the Capital Reduction	
Invitation to attend the Extraordinary General Assembly for the capital reduction and announcement on the Exchange website (with reference to the possibility of holding a second meeting one hour after the end of the period scheduled for the first meeting in the event that the legal quorum is not met).	18/11/1447H (corresponding to 05/05/2026G)
Making the documents available for inspection for a period of not less than 14 days prior to the date of the Extraordinary General Assembly convened to vote on the Capital Reduction.	18/11/1447H (corresponding to 05/05/2026G)
Commencement of electronic voting on the items of the Extraordinary General Assembly meeting (First Meeting)	[•]H (corresponding to [•]G)
<ul style="list-style-type: none"> • Holding of the Extraordinary General Assembly for the capital reduction (first meeting), where the quorum for the first meeting shall be met by the attendance of Shareholders representing at least one-half of the Company's Shares having voting rights. • Holding the Extraordinary General Assembly including the Capital Reduction (second meeting), one hour after the expiry of the period specified for the first meeting of the Extraordinary General Assembly in the event that the quorum required for the first meeting is not met. The quorum for the second meeting shall be met by the attendance of Shareholders representing at least one-quarter of the Company's Shares having voting rights. 	[•]H (corresponding to [•]G)
Publishing the Capital Reduction resolution and the other resolutions adopted at the first or second meeting of the Company's Extraordinary General Assembly on the Saudi Stock Exchange (Tadawul) website (or announcing the non-convening of the Extraordinary General Assembly in the event that the required quorum is not met).	[•]H (corresponding to [•]G)
4. Procedures in Case the Legal Quorum Is Not Met for the First and Second Extraordinary General Assembly Meetings	
Announcement on the Exchange website of the invitation to the third Extraordinary General Assembly meeting	[•]H (corresponding to [•]G)
Commencement of electronic voting by Shareholders for the third Extraordinary General Assembly meeting	[•]H (corresponding to [•]G)
Holding of the third Extraordinary General Assembly meeting. The legal quorum for the third meeting shall be deemed valid regardless of the number of shares represented therein	[•]H (corresponding to [•]G)

Expected Timetable for the Capital Reduction	Date
Publication of the capital reduction resolution and other resolutions adopted at the third Extraordinary General Assembly meeting on the Exchange website	[•]H (corresponding to [•]G)
5. Procedures for Completion of the Capital Reduction Process	
Entry into force of the Capital Reduction resolution and execution of share cancellation, change of Shareholders' ownership percentages, without any change to the share price	[•]H (corresponding to [•]G)



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