

Annual Report

2022

Year of KSA Digital Capabilities Development





His Royal Highness
CROWN PRINCE MOHAMMED
BIN SALMAN AL SAUD



Custodian of the Two Holy Mosques
KING SALMAN BIN ABDULAZIZ
AL SAUD

Table of Content

Strategic Report

- ◆ Chairman of the Chairman’s Message
- ◆ Chief Executive Officer Message
- ◆ Chief Financial Officer’s Message
- ◆ Vision and Mission
- ◆ Main Business Activity
- ◆ Sectors: Overview of our Sectors and their Efficiency
- ◆ Quality Guarantee and Value Realization
- ◆ Key Performance Indicators
- ◆ Human Resources Sector
- ◆ Employees’ Statistics
- ◆ Organizational Structure
- ◆ Sustainability
- ◆ Risk Management
- ◆ Associate Companies

Financial Performance

- ◆ Processes and Operations’ Results Summary
- ◆ Overview of Income and Balance Sheet’s Elements
- ◆ Geographic Analysis of Al Moammar Information Systems (MIS)
- ◆ Borrowing, Regular Payments, Penalties, and Sanctions
- ◆ Dividends

Capital, Investors, and Ownership Notices

- ◆ Capital
- ◆ Key Shareholders and Ownership Shares’ Changes
- ◆ Ownership Structure for Individuals and Corporations

Profit Distribution Policy

- ◆ Capital - Key Shareholders and Ownership Shares’ Changes - Ownership Structure for Individuals and Corporations
- ◆ Prospective Risks and Vision - Risks Faced by Al Moammar Information Systems (MIS)
- ◆ Prospective Vision

Governance Report

- ◆ Board of Directors Formation
- ◆ Board of Directors’ Meetings Attendance Sheet
- ◆ General Assembly of Shareholders’ Meetings Attendance Sheet
- ◆ MIS Requests for the Shareholders’ Register
- ◆ Committees Emanating from the Board of Directors
- ◆ Rewards’ Announcement
- ◆ Employees’ Incentives Programs
- ◆ Shares’ Ownership and Change Rate for the Board Members and Senior Executives
- ◆ Transactions with Relevant Parties
- ◆ Al Moammar Information Systems (MIS) Auditors
- ◆ Board of Directors Acknowledgements

Shareholders Rights and Communication Mechanism

- ◆ Shareholders’ Suggestions and Notes on MIS and its Performance
- ◆ Shareholders Communication Mechanisms
- ◆ Major Events and Developments throughout the Year
- ◆ Shareholders’ Important Dates

Board of Directors



Khaled Abdullah Al Moammar
Chairman Chairman of the Board



Faraj Bin Mansoor Abu Thunain
Board Member



Ibrahim Abdullah Al Moammar
Vice Chairman of the Board



Fahd Saad bin Moammar
Board Member



Abdul Karim Ibrahim Al-Nafi
Board Member

1 Chairman's Message

successes and achievements documented in the archive of excellence and uniqueness of this entity. Since the incorporation of Al Moammar Information Systems (MIS), its business and services and enhancing its position at the forefront of the leading companies in the technology sector in Saudi Arabia.

In 2022, we pursued progress for our business and services, which are diverse and responsive to the technology industry in the Kingdom. We worked on developing AI services, big data, and cloud computing. We have also signed various agreements in digital and technical infrastructure projects and medical devices income, resulting from an improvement in profits and revenues over the previous year, Net profits rose to 96 million riyals, while last year's profits were 56 million riyals, up 70 %. The value of new contracts and projects signed amounted to approximately 3 billion riyals compared to approximately 1.92 billion riyals the previous year.

This year, we adopted a clear and specific strategy to improve profit margins for the upcoming periods, as well as to ensure cost stability and lower OpEx by developing a package of businesses and attracting global technologies to the local market by signing agreements with several international companies, including Microsoft and Cloudera, to improve our services, enhance operational efficiency, and creating better and more

opportunities for our customers. We have also attracted specific technologies, and work is continuing to complete the construction and operation of six data centers in the Kingdom which adopt international standards to unify technology and localize cloud computing services to be within the Kingdom's borders.

Lastly, I thank the shareholders and the Board of Directors for their trust and the tremendous support they provided throughout the year, as well as our customers for their trust in MIS capabilities. I also thank the MIS Team for their dedication and solidarity in supporting MIS to be a leading IT company.

Khaled Abdullah Al Moammar
Chairman of the Board of Directors



“We assured our investors that we would be the best chance for the highest returns, and today they are reaping many multiples of the value of their MIS investments. We seek to realize more profits through our qualitative projects in 2021, and to pursue this future development to realize the sustainable growth of MIS.”



2 CEO Message

It was a challenging year, but thanks to the help of Allah then the concerted efforts, we have realized numerous successes and achievements documented in the archive of excellence and uniqueness of this entity. Since the incorporation of Al Moammar Information Systems (MIS), it has been exerting efforts to develop its business and services to maintain its position as one of the leading IT companies in the Kingdom of Saudi Arabia.

In the year 2022, we were able to achieve revenues from distinguished contracts, amounting to more than SAR 789 million compared to the year 2021, in which the revenues reached more than SAR 638 million, and the total profits grew in the past year to reach more than SAR 202 million compared to the previous year, where it was SAR 166 million. The year 2022 was also a distinguished year, as the number of contracts in operation reached nearly SAR 3 billion, and the company is expected to obtain new projects worth SAR 2 billion during the year 2023.

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Dr. Abdullah Alghamdi
CEO



3 Chief Financial Officer's Message

We remain on track to achieve our strategic objective of net income growth with a 43% increase in the net profit after zakat from core business operations in 2022. We are maintaining best-in-class profitability while continuing to invest in innovation and expand into new markets to enable a sustained stream of future revenues. I am glad to share with you the highlights of the year 2022 financial events:

1. Sales Revenues amounted to SAR 789 million, compared to SAR 639 million achieved during the previous year. Thus, an annual growth rate of 23% has been achieved. The Data Centre business line accounted for SAR 141M of the total revenues reported in 2022.
2. Gross Profits amounted to SAR 203 million, compared to SAR 167 million achieved during the previous year. Thus, an annual growth rate of 22% has been achieved. The Data Centre business line accounted for SAR 14M of the total gross profits reported in 2022.
3. Net Income after Zakat amounted to SAR 96 million, compared to SAR 56 million achieved during the previous year. Thus, an annual growth rate of 70% has been achieved.
4. The earnings per share amounted to SAR 3.2 for each share, compared to SAR 1.8 achieved during the previous year. Thus, an annual growth rate of 77% has been achieved.
5. The shareholders' rights amounted to SAR 371 million, as of the date of the report, compared to SAR 333 million achieved during the previous year. Thus, an annual growth rate of 11% has been achieved.

In fact, our continuous excellence at the level of projects' implementation and delivering services to our clients has contributed to a wide appreciation, thus generating an added value to our financial performance, which has contributed to good growth in earnings per share.

The company's expenses on account of Selling & Marketing and General & Administration Expenses and Impairment losses increased by 13% when compared with the same expenses incurred during the previous year. Such increase was due to the continuous investment in acquiring expert competencies and skills, and investment in the development of solutions that grant rewards to employees with good performance. However, despite the expenses increase, the company

has achieved a net income growth of 70% when compared with the growth achieved during the previous year. We also like to report that the company benefitted SAR 15 million from a gain on the disposal of shares in associate company Edarat as a result of direct listing in the secondary market NOMU. This also contributed to the increase in net income growth in 2022. Furthermore, our endeavour for a consistent dividend pay-out policy has been fulfilled in 2022. For the first half year, the company declared SAR 1.2 per share in 2022, and the shareholders also benefited from a bonus issue of shares at a rate of 1:5 during 2022.

I would like to take this opportunity to express gratitude towards all our employees and thank them for their exceptional contribution in 2022 and for overcoming all market challenges. In fact, their devotion, loyalty, commitment, and determination are worthy of praise and appreciation. Last but not the least, I express my gratitude to our esteemed investors for their continuous trust and support which enables us to bring up desired results year after year.

Karthik Ramaswamy
Chief Financial Officer



We assured investors that we would be the best chance for the highest returns, and today they are reaping many multiples of the value of their MIS investments. We seek to realize more profits through our qualitative projects in 2021, and to pursue this future development with a view to realizing the sustainable growth of MIS.





4 About Al Mommar Information Systems (MIS)

Al Moammar Information Systems Co. (MIS) is one of the largest IT companies in KSA established in 1979, and the first Saudi publicly listed company, which provides integrated solutions for information systems with outstanding quality and suitable technical products for international standards and specifications. Our partnerships are global to ensure the provision of technical services and the best infrastructure systems in line with the Vision 2030 of the Kingdom of Saudi Arabia.



Vision

To be the most distinguished IT solutions and services provider to the Kingdom and the region. It encompasses a wide range of technologies, including hardware, software, telecommunications, and services.



Mission

Empower industries with technology solutions that matter, Inspiring vibrant societies in a world-embracing intelligence and accessibility. The Information Technology (IT) industry is a sector that deals with the development, design, implementation, support, and management of computer-based information systems.



Principles

- ◆ Maximizing returns for our investors
- ◆ Providing an unparalleled customer experience
- ◆ Improving the quality of life for our team members and their families



Values

The outstanding team is known for the success of all its members, and the possibility for them to acquire new and diverse experiences and knowledge.

- ◆ Appreciate Success
- ◆ We communicate effectively
- ◆ Each member of the team is important
- ◆ Invest and build on our people's achievements
- ◆ We do not accept half the solutions and always strive for the best
- ◆ Our company is our second home
- ◆ Passionate about excellence

The mission of MIS is to draw on its extensive knowledge and experience in providing the best IT solutions and supporting the IT industry in the Kingdom of Saudi Arabia and the region in order to play a pivotal role in development and prosperity of society.

Distinctive Features

“Customer-First” Methodology:

As one of MIS’s priorities and in light of its deep belief in its responsibilities towards its customers, MIS continues to make every effort to better serve its customers. A fundamental pillar of MIS’s reputation is the services and products it offers. Thus, MIS makes sure to deliver the maximum level of quality to meet its customer’s expectations and guarantee their

satisfaction. This methodology is a well-established culture within MIS and it has made it one of the most integrated and reliable companies in providing systems and information services in Saudi Arabia. This methodology enables MIS to gain the trust of its customers and contribute to the continuous expansion and growth of its financial resources and capabilities.

Integrated Services and Solutions System

MIS is considered a comprehensive IT service provider that provides a full range of IT services, starting from basic hardware and software maintenance services up

to the largest system integration with sophisticated applications, modern hardware and data centers.

Investment Feasibility:

In light of the investment vision of MIS and as an extension of information systems for investment initiatives, the work is based on financing for venture digital projects. The most important step in this regard was signing several memorandums, such as signing a memorandum of understanding with Al Rajhi Capital

to launch a Shariah-compliant investment fund worth SAR 1 billion; With the aim of partnerships in digital infrastructure and medical equipment projects. MIS also signed an initial pact to establish a venture capital fund worth SAR 150 million, to invest in early-stage technology start-ups in Saudi Arabia.

Work Ethics Charter:

MIS has introduced an organizational culture that promotes the best Work Ethics Charter. Human capital is MIS’s most important asset. Our team consists of top-notch IT systems engineers, dedicated post-sales engineers, and account managers who work to add value and improve the business for our clients at every step of the process. During MIS’s development journey, MIS is always keeping in mind its key mission, which is to enhance the technical capabilities of Saudi Arabia’s vital sectors to become one of the most efficient and advanced countries in the world.

Work Excellence:

MIS incorporates several specialized departments, and the work is done through an integrated system that ensures the quality and excellence of the work to go beyond customers’ expectations. We are proud to provide exceptional services to our clients in various divisions.

2022 Major Events



Data Centers Development Phases

MIS received approval from Saudi Fransi Capital, and the news was published on January 02, 2022. Which stipulates the start of work and the activation of contracts signed between the two parties to implement civil, electromechanical, and technical construction to build 6 data centers in the Kingdom of Saudi Arabia with a capacity of 24 MW.



Board of Directors New Term

The ordinary general assembly of MIS has approved the election of members of the board for the new term starting from July 18, 2022, which would last for 3 years ending on July 18, 2025.



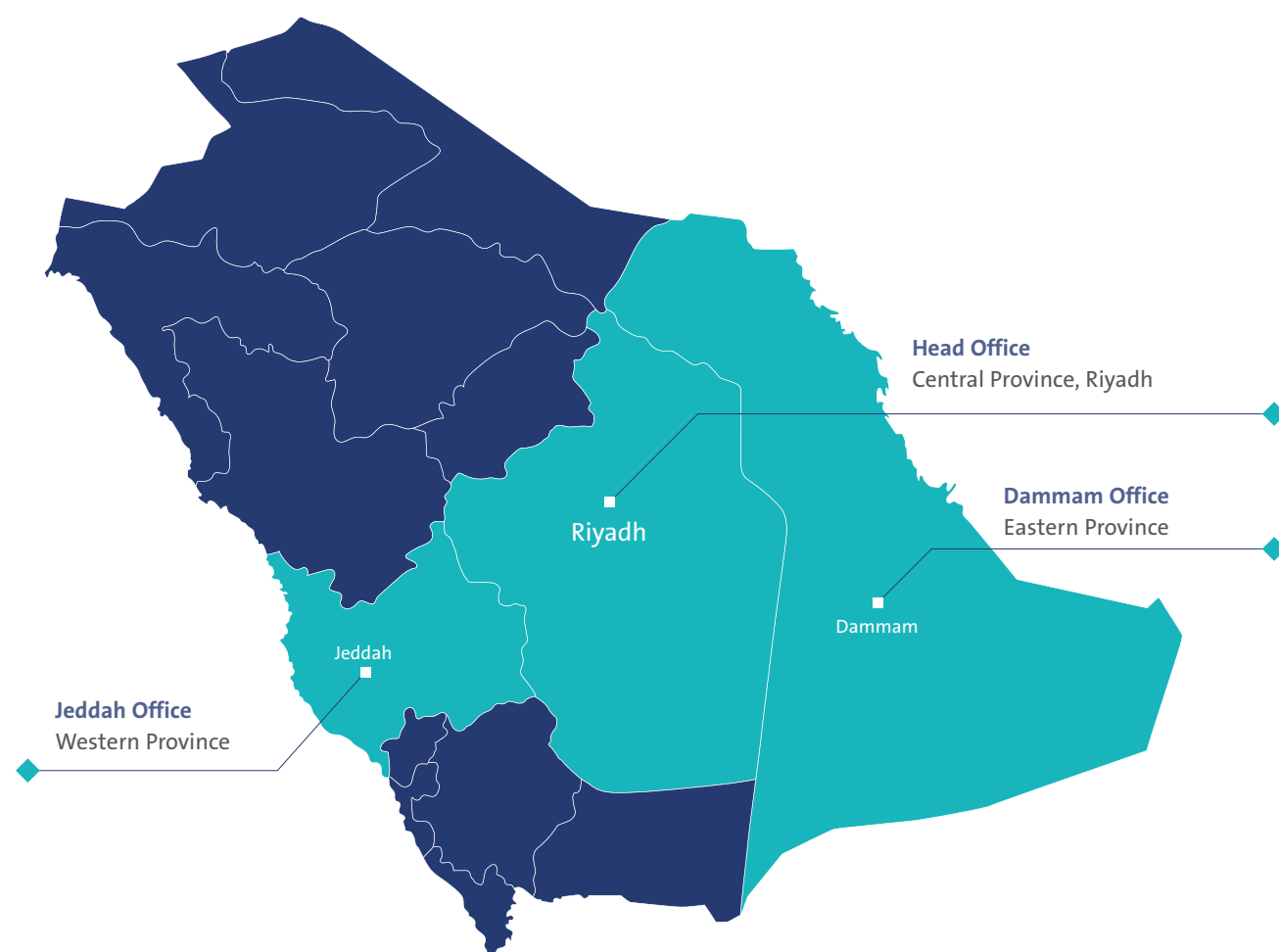
Listing “Edarat” in the “Nomu” Parallel Market

Edarat Communications and Information Technology, %40 owned by MIS, registered its shares for a direct listing in the parallel market “Nomu” back in December 2022.

MIS and its Subsidiaries Activities:

Given the size of the geographical area and the requirements of clients, MIS has three offices covering the Central Region, the Eastern Region, and the Western Region. To ensure the availability of services, MIS's maintenance and operation teams are spread across its client headquarters across the Kingdom of Saudi Arabia.

MIS Branches



Subsidiaries

Name	Activity	Capital (SAR)	MIS's ownership (%)	Country of Incorporation
Excellence Medical Systems - EMS	Medical Systems	1,000,000	100%	KSA
MIS Forward	Technology Solutions	5,000,000	100%	KSA

Associate Companies

Name	Activity	Capital (SAR)	MIS's ownership (%)	Country of Incorporation
Edarat Communications and Information Technology Company	Cloud computing	6,300,000	40%	KSA



5 MIS Main Business Activities

- ◆ Maintenance of medical equipment and supplies
- ◆ Installation of communication equipment
- ◆ Installation of the mainframes
- ◆ Installation of medical and radiological equipment
- ◆ Development of applications
- ◆ Provision and monitor of telecommunications and information networks
- ◆ Cybersecurity
- ◆ Wholesale of computers and their accessories, including (sale of printers and inks)



EMS Main Business Activities

- ◆ Maintenance of medical equipment and supplies
- ◆ Repair and maintenance of optical instruments and equipment
- ◆ Installation of communication equipment
- ◆ Installation of mainframes
- ◆ Installation of radiological and medical equipment and devices
- ◆ Storage of hazardous medical waste
- ◆ Pharmaceutical sales representatives
- ◆ Wholesale of medical devices, equipment and supplies
- ◆ Wholesale of medical laboratory and diagnostic equipment
- ◆ Wholesale of computers and their accessories, including (sale of printers and inks)
- ◆ Wholesale of chemicals and laboratory equipment and supplies
- ◆ Sale of veterinary medicines, including veterinary equipment
- ◆ Transportation of radioactive materials
- ◆ Warehouses of medical equipment and products
- ◆ Operation of canteens and cafeterias on a franchise basis, including (canteens and cafeterias in factories, offices, hospitals, schools, etc.)
- ◆ Development of applications
- ◆ Provision of management and monitor of telecommunications and information networks.
- ◆ Cybersecurity
- ◆ Legal representation for manufacturers of medical equipment and products
- ◆ Laboratories of medical equipment and products
- ◆ Provision of marketing services on behalf of third parties
- ◆ Medical operation of hospitals
- ◆ Day surgery centers
- ◆ Medical operation of medical complexes and Day surgery Centers
- ◆ Medical Laboratories
- ◆ Home medical services centers
- ◆ Mobile medical clinics
- ◆ Telemedicine centers
- ◆ Medical operation of medical laboratories, radiology centers and supporting medical services



MIS Forward Main Business Activities

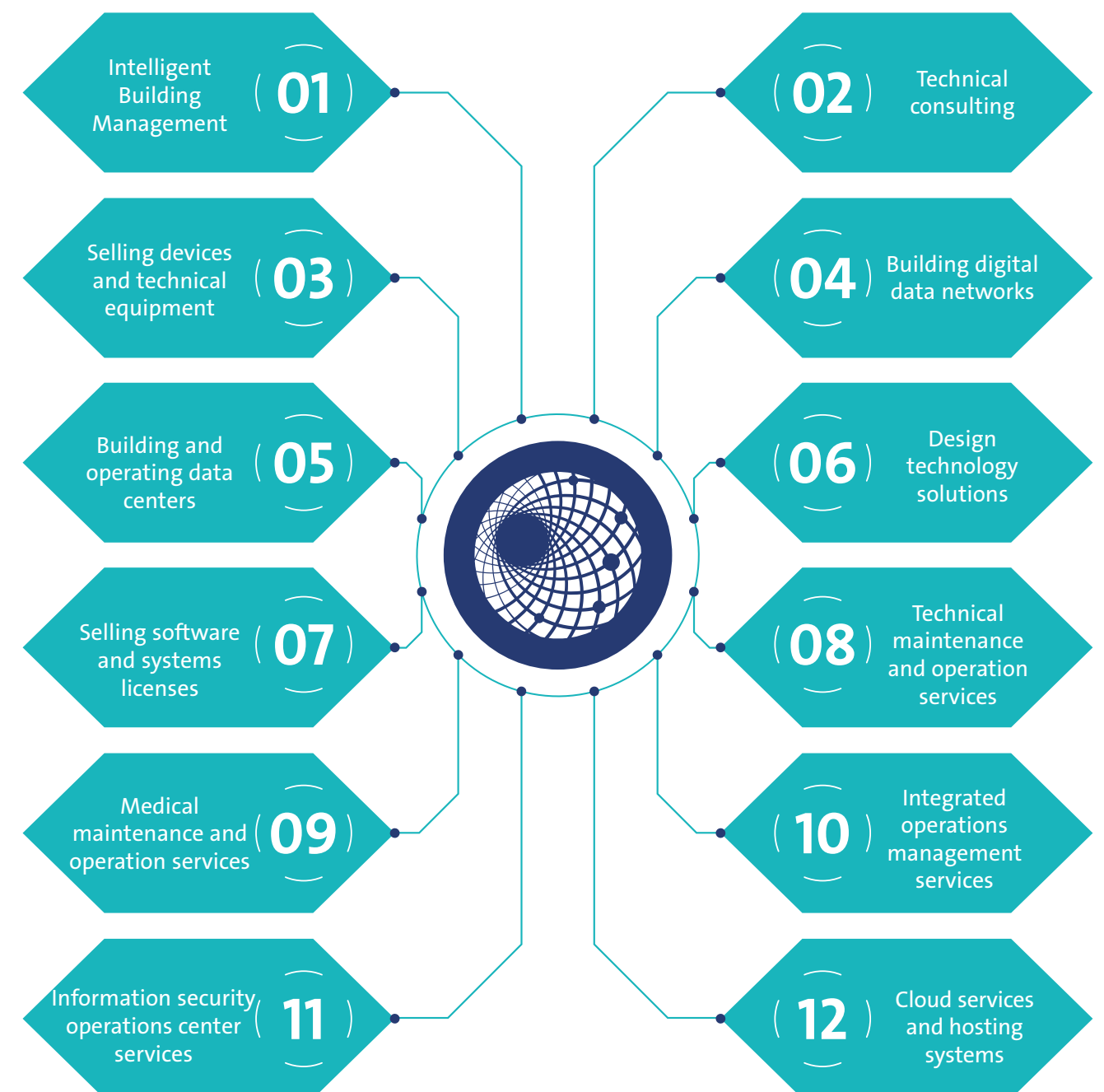
- ◆ Retail sale of home electronic and electrical appliances
- ◆ Publish of ready-made software
- ◆ Systems analysis
- ◆ Design and programming of customized software.
- ◆ Design of interface and user experience
- ◆ Robot technologies
- ◆ Virtual and augmented reality technologies
- ◆ Development of applications
- ◆ Artificial intelligence technologies
- ◆ Fintech solutions
- ◆ Geospatial information systems web software and services
- ◆ Big Data Technologies, Data Science and Analytics
- ◆ Own-account investment activities such as by venture capital companies, investment clubs

MIS conducts its business activities in accordance with the laws in force, upon obtaining the relevant licenses from the competent authorities, if any.

MIS Business Model

The projects, investments and initiatives that are being implemented for the benefit of the company, in addition to its subsidiaries and allied companies, are diversified through five main sectors.

MIS's business units and sectors provide the following services and solutions, which are the most important resources of MIS:





Excellence Medical Systems (EMS)



MIS has launched Excellence Medical Systems (“EMS”) as a medical solutions provider. Both financial and technical support has contributed to enhancing trust in EMS to achieve many achievements and successes.



Vision

To be a major pillar for enabling quality of life through world-class healthcare products and services.



Mission

To build a global network of partnerships with leading healthcare vendors and providers through methodologies of the qualified team and outstanding projects.

EMS Business Sectors Riyadh, Kingdom of Saudi Arabia



Sale of medical equipment



Health care management



Digital health services



Biomedical services



Healthcare consulting



Manufacture of medical equipment and products

MIS Forward



MIS has launched MIS Forward with the purpose of leading the financial technology industry in the market with many innovative products and solutions currently available and developing them soon. It is also considered an incubator for venture ideas.

MIS Forward Services

◆ Buy now and pay later, MIS Pay

In keeping with the economy and the digital transformation of the Saudi Vision 2030, MIS Forward has launched a postpaid service (buy now and pay later, MIS Pay) which allows customers to complete purchases from their favorite stores and pay them at a later time. With MIS Pay, customers will have more flexibility to purchase the products they need at the moment and then pay the purchase amount in fixed, interest-free monthly installments.

◆ Online Shopping Platform (MIS home)

As an extension of the company's plans for the future and in line with the growth and global shift towards e-commerce, then the establishment of the MIS home e-shopping platform, to be a shopping gateway that provides products from various suppliers, retailers, and the campaign for electronic devices, meeting the needs of customers and facilitating integrated e-payment solutions, buy now and pay later MIS pay.

◆ Venture Studio

This studio represents the expert incubator that receives digital workers, exercises arbitration and evaluation of the best ideas for linking them with the financiers and funds, and participates in the establishment and management of the best ideas for linking them with the organizations and funds of finance, as well as to equip them with their own business “ Sticks with investors.

◆ Open banking, Pay Later, and E-Commerce Solutions

Keeping pace with the economy and the digital transformation of the Kingdom's Vision 2030, MIS Forward completes the launch of the Buy Now Pay Later (BNPL) platform “MIS Pay”. It also designs and develops the e-market platform and plans to launch a product to stimulate the transformation towards e-commerce for retailers, the business sector, and individuals.

MIS Forward Business Sectors



Open Banking
Environment



e-marketplace
platform



Venture
Studio



Buy Now Pay Later
(BNPL) platform

Edarat Communication and Information Technology Co.



Edarat Communications and Information Technology Company is a joint stock company established according to the Memorandum of Association on 02/25/2008 AD. The current capital of the company is 6,300,000 Saudi riyals, divided into 630,000 ordinary shares paid in full, the value of each share is 10 Saudi riyals, and the company’s main address is In Riyadh, Al-Sahafa district, Saudi Arabia.

Business Sectors:

Call center service, communication network management, and monitoring service, setting up the infrastructure for hosting websites on the network, data processing services and related activities, systems analysis, design and programming of special software, and others.



Major Achievements

Listing Edarat Communications and Information Technology Company in the Nomu-Parallel Market in 2022.




Major Information and Communication Technology Consulting Services

- ◆ Planning ability
- ◆ IT Strategy and Compliance
- ◆ IT disaster recovery
- ◆ Digital transformation



Major Engineering Services

- ◆ Consulting and planning
- ◆ Site selection
- ◆ Design and engineering
- ◆ CFD analysis
- ◆ Facility management
- ◆ Facility evaluation



Major Intelligent City Services

- ◆ Fiber Optic Network and Optical Distribution Frames (ODF)
- ◆ Infrastructure for data center facilities
- ◆ Information and communication technology infrastructure
- ◆ Security monitoring and access control

Strategic Partnership

MIS Business Model

KSA is the First Step towards Universality

In line with the Kingdom of Saudi Arabia’s notable and remarkable steps in digital development and to enhance the components of the information and data-based knowledge economy has taken the lead in IT systems and solutions. MIS has made a strategic decision to expand strategic relationships with the world’s leading technology companies due to its extensive experience in the information technology market within the Kingdom and abroad.

Continuity of developing MIS Business Model

MIS, to achieve its goal of being one of the most important technology companies in the Kingdom of Saudi Arabia and the Middle East, has decided to expand its business scope and be in good standing to maintain the trust of investors and financing agencies. It decided to take the lead in launching projects, companies, and digital platforms that complement and optimize the capabilities of the Saudi digital economy, to transform from a response business model to implement the solutions needed by all government and private institutions to unleash their capabilities and establish the end-to-end Saudi technological system.

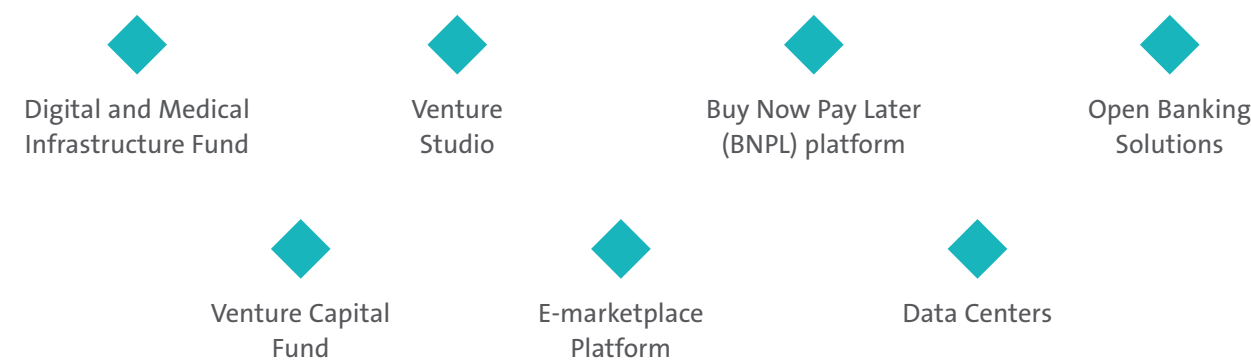
Data Center Infrastructure

The second aspect that MIS focused on was providing the national infrastructure within the Kingdom for data centers, and the subsequent cloud computing services, which are a major necessity for government agencies to develop their systems and smart services, dispense with data center traditional infrastructure, and transform to a system of high security and protection. MIS launched several initiatives, most notably its efforts for consolidation of the data center and update of IT technologies.

Digital and Medical Infrastructure

Upon MIS’s decision to enter the field of operation and maintenance of medical institutions permanently, and through establishing partnerships with major financing institutions, obtaining all licenses to establish a SAR one billion investment fund as a first phase to finance projects of digital and technical infrastructure and medical equipment is still in progress.

Promotion of Saudi Digital Capabilities



MIS Prospective Vision

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In line with the Saudi Vision 2030 and in continuation of supporting the innovation and digital transformation sector in the Kingdom of Saudi Arabia, we employ our expertise to provide integrated technical solutions to support future technological industries.

We are keen to continue the strategy of MIS to provide digital technologies and solutions in addition to developing its services and providing innovative products and solutions for medical technology and financial technology to diversify its upcoming investments.

“

Dr. Abdullah Alghamdi

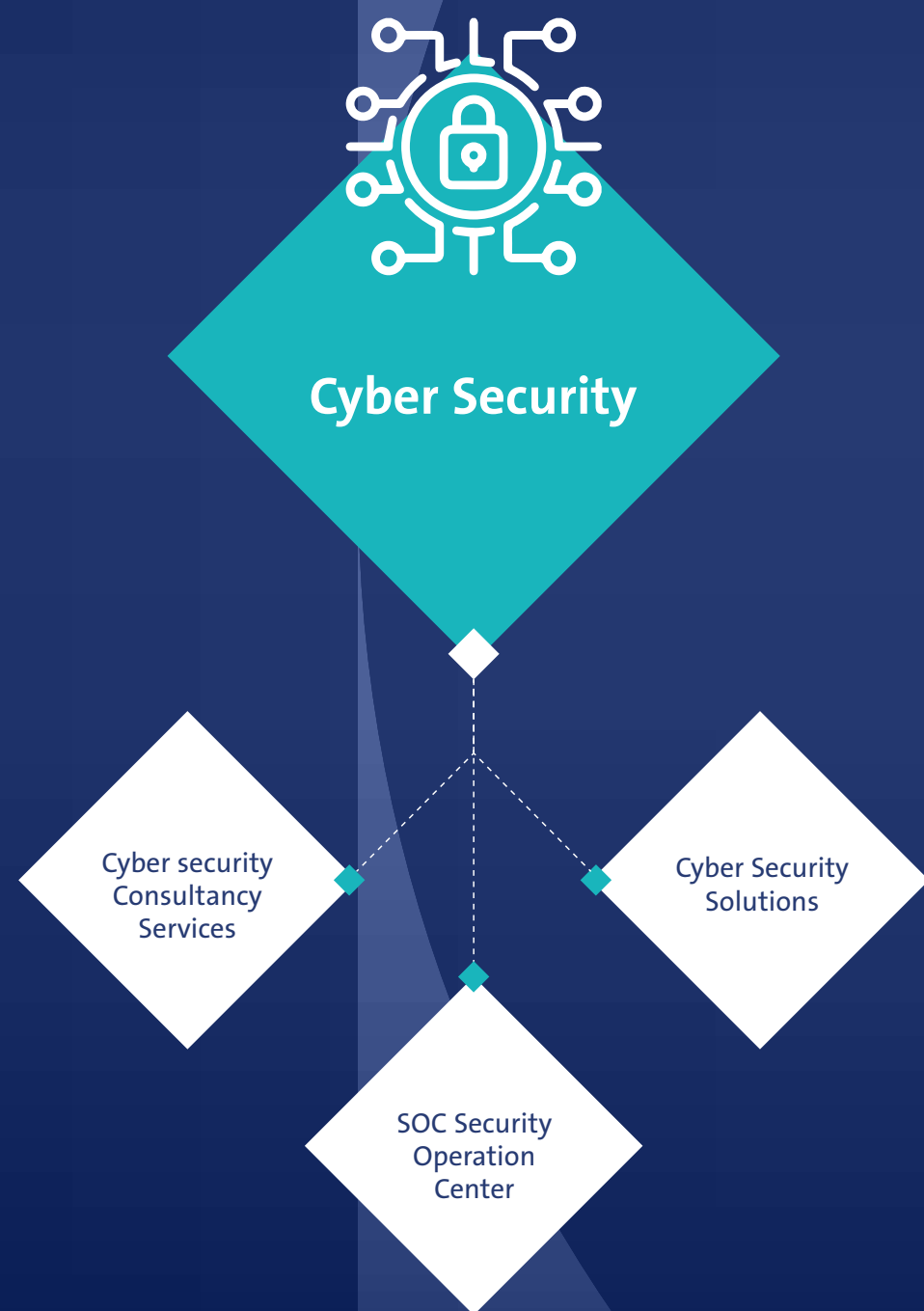
CEO



**Company's Business
Sectors**

Cybersecurity

Cybersecurity Department identifies, evaluates and addresses the existing risk at all phases in organizations. These high-level services promote the security of IT systems and procedures.



Solutions Cybersecurity

Cybersecurity Solutions Unit provides effective solutions for all ten ranges of IT security, starting from personal tools to applications cycle. Additionally, it provides integrated services, such as development and maintenance.

The ten scales of cybersecurity are as follows:

- ◆ **Scale 1:** cybersecurity and risk management
- ◆ **Scale 2:** access control
- ◆ **Scale 3:** digital encryption
- ◆ **Scale 4:** security and design engineering
- ◆ **Scale 5:** telecommunications and network security
- ◆ **Scale 6:** software security development
- ◆ **Scale 7:** business continuity and extreme cases recovery planning
- ◆ **Scale 8:** compliance with cybersecurity rules and legislations
- ◆ **Scale 9:** physical protection of premises
- ◆ **Scale 10:** operational protection, including procedures

There has been increasing interest in IT security from companies and government bodies, as a result of cybersecurity-supported breach incidents. Such interest led to the inclusion of IT security within the organizational structure of companies and government bodies. This transformation is expected to contribute to increasing the Unit's tasks and work to submit reports to the CEO as an independent section instead of a sub-section that falls under the IT Section. The IT Security Systems Unit continues to maintain, review and update the solutions it provides, in cooperation with multiple leading suppliers in the sector. The information management system is flexible, as its speed and flexibility allow the IT Security Systems Unit to be up to date to provide a leading solution in the sector in partnership with the sector's largest suppliers.

IT Security Systems Unit provides the following main solutions and services:

- ◆ Email – safe communications
- ◆ Encryption of static data
- ◆ Broad networks encoder
- ◆ Multi-factor authentication
- ◆ Firewalls
- ◆ Digital identities, public keys infrastructure, and digital signature
- ◆ Safe portals
- ◆ Smartcard and joint sequential transmission code – USB
- ◆ Security and management of content
- ◆ Prevention of data leakage
- ◆ Real-time database security and compliance
- ◆ Automatic warehouse for password – password management
- ◆ End point and multi-layer protection
- ◆ Governance, risk management, and compliance
- ◆ Identification and access control
- ◆ Security information and event management
- ◆ Viruses and spam management systems
- ◆ Detection and prevention of Fraud
- ◆ Electronic boxes – data transmission security
- ◆ Security solutions of e-portals
- ◆ Management solutions of vulnerability
- ◆ Intrusion detection system and intrusion prevention on the host computer and network
- ◆ Encryption of MIS's database and key management sessions

Cyber security Consultancy Services

Cybersecurity Consultancy Services Unit has the necessary experience that customers are looking for regarding security governance, existing technologies, and best practices in the sector. The Unit has an outstanding team of consultants to provide customers with an evaluation of their existing infrastructure, evaluations, and recommendations to ensure access to best practices and the safest methods of implementation.

- ◆ Governance, risk management, and compliance
- ◆ Detection and prevention of fraud Intrusion detection system and intrusion prevention on the host computer and network
- ◆ Incident response
- ◆ Red teaming

SOC Security Operation Center

As the use of technology systems increases; new ways to exploit vulnerabilities, hack companies' software, and threaten the continuity of their business are increasing. Some preventive actions help to mitigate cyber threats partially, so a new project called "iHAWk" has been launched in order to increase protection against hacking and online piracy that exist with the development of digital system components. It is a 24/7 security operation center (SOC). The SOC confirms its commitment to customers by providing them with the following main benefits:

- ◆ Advance detection of hacking attempts
- ◆ Availability around the clock
- ◆ Smart responses
- ◆ Side-alerts exclusion
- ◆ National and international experiences
- ◆ Customer data protection

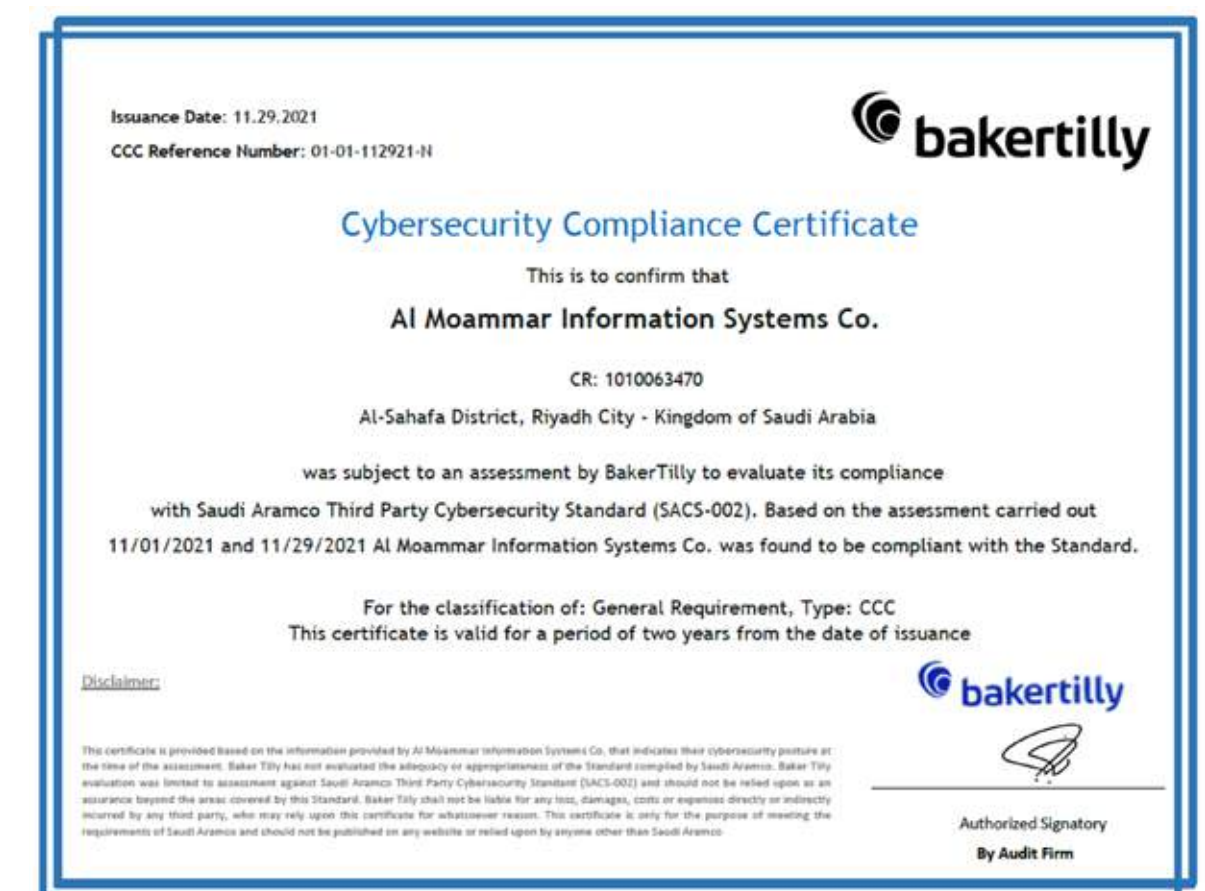
Major 2022 Success Stories

Actual launch of SOC.



Obtaining of SACS-002 Certificate from Aramco as Cybersecurity Services Provider

MIS has met all requirements of cybersecurity services provider of Aramco Company by fulfilling, applying, and complying with all requirements and terms.



Saudi Aramco: Company General Use

◆ Obtaining of ISO 27001 Cybersecurity Certificate

Information Security Management System has been established to reduce IT risks and regularly control information security. This system, which is compatible with ISO/IEC 27001 standards, provides high-level security services with suitable effort. After internal cooperation inside MIS, depth knowledge of MIS's experts in the area of information security management, risk management, and IT operations has been used. Information security management system has been designed especially for MIS to reduce IT risk, as well as the costs and damage caused. Moreover, the risk-oriented work plan aims at improving economic efficiency of security control elements.

MIS emphasizes on the adoption of ISO/IEC 27001 standards, as it ensures compliance of customers' companies with the contractual regulations and obligations that provide MIS with competitive advantage in the global market. Obtaining such certificate allows MIS to show its information security potentials to public bodies, auditors, customers, partners and shareholders.



◆ Distinctive Participation in Blackhat Event



◆ PaloAlto Enterprise Public Sector Partner Award

MIS has won the Public Sector Partner Award from PaloAlto, as a result of the important and strategic projects it implemented, which involve a large number of PaloAlto's products.



◆ Fortinet Enterprise Sector Partner Award

MIS has won the Enterprise Public Sector Partner Award from Fortinet, as a result of important and strategic projects implemented by MIS, which involve a large number of Fortinet's products.



Strategic Partnerships

MIS has well-established relationships with the leading information and communication technology companies in the world through the Cybersecurity Department. The Department provides the needs and emphasizes the fulfilment of the requirements, such as:



◆ **Number of Active Customers:**



◆ **Number of Active Projects:**



◆ **Projects Term:**
It ranges from one to two years.

◆ **Classification of Projects Number by Value:**

Governmental	Semi-governmental	Private Sector
32,806,186	15,398,773	6,655,576

◆ **Total Value of Active Projects (in millions):**
SAR 54,860,535

◆ **Contribution Percentage in the Total of Active Projects:**
7%



Business Solutions

Business Solutions Unit combines between consultancy experience in the analysis of customers' requirements and the design of the best innovative technical solutions to meet their needs. The Unit also serves multiple economic and operational areas, most notably the government sector, oil and its derivatives sector, banking sector, financial services sector, municipality services sector, as well as the smart government sector and the smart cities and digital infrastructure associated with it. MIS is considered one of the most prominent providers of maps and geographical information systems solutions, and it provides solutions for the integrated technology systems.



Major 2022 Success Stories

MOMRA License Renewal

The Ministry of Municipal, Rural Affairs & Housing (MOMRA) chose SAP's solutions to develop business solutions that help in the establishment of the Kingdom's digital vision that is compatible with the 2030 Vision. The project has many benefits that make it a success story, such as its completion in record time, achievement of large returns for the customer, enhancement of the Kingdom's digital position, as well as the facilitation of the citizens' lives and the government transactions.

Project Impacts on MIS Market Position:

- ◆ Winning awards from SAP Global Company
- ◆ Upgrading the MIS's regional position in representing the global supplier
- ◆ Choosing MIS as a favorite provider of advanced technology
- ◆ Opening new markets and making them available for MIS

The project is associated with the objectives of the Kingdom 2030 Vision and the National Transformation Program through:

- ◆ Enhancing and developing the national promising companies into regional and global leading companies
- ◆ Improving the effectiveness and efficiency of social services system
- ◆ Enhancing companies' interest in sustainability of the national economy
- ◆ Attracting national and foreign investments

Project Partners

SAP Company

Development of a Meteorological Information System and Early Warning of Weather Conditions:

The MEWA project entitled "Development of a Meteorological Information System and Early Warning of Weather Conditions" has been awarded.

Project Impacts on MIS's Market Position:

It has a positive financial impact on MIS starting from Q4 of 2022 to Q3 of 2024.

Improve of Operational Efficiency Project for TAAHAKOM

A contract has been signed with TAAHAKOM to implement hardware and software supply project in order to improve the operational efficiency and provide consultancy services.

Partner to Microsoft to provide Licensing Solution Provider (LSP)

This strategic partnership will allow MIS to provide Microsoft comprehensive solutions to its large customer base that will help enhance technology services and technical support.

Project Impacts to MIS market position include the following:

- ◆ Improve operational efficiency and business digitization.

The Backup Site of National Data Bank:

The project's scope of work lies in establishing backup site for existing productive environment of the National Data Bank, including the provision of licenses, training courses, professional services of Cloudera products, databases from Oracle, IBM products and Software AG products.

The project has many benefits that contribute to make it as success story, as it is considered an extension of the National Data Bank project implemented by MIS. The awarding this project represents the documentation of the strategic partnership between MIS and the National Information Center in the Kingdom of Saudi Arabia.

Project Impacts on MIS market position:

- ◆ Raising the MIS's regional position in representing global supplier: Oracle and Cloudera.
- ◆ Choosing MIS as favorite provider of IT by Cloudera, and start strategic partnership with the supplier to provide the best data science solutions in the Kingdom.

The project is associated with the objectives of the Kingdom's 2030 Vision and the National Transformation Program through:

- ◆ Attracting global talents effectively
- ◆ Developing economic relationships with global partners

Project Partners:

Software AG
Cloudera
Oracle
IBM

Development and Support of Integration Management Systems for the Human Resources Development Fund (Hadaaf)

The SOW project includes maintenance and support services by following DevOps approach, which means it can cover both development-related services and infrastructure support services. These services are divided into two parts:

- 01 Operation Services: deal with infrastructure, platform operation after specific response, service level agreement, and systems availability.
- 02 Professional Services: deal with the activities of consultancy, analysis, development, and training.

Project Impacts on MIS Market Position:

- ◆ MIS is working to be a favorite provider of ERP systems development services in the Kingdom.
- ◆ MIS is seeking to be leading in the area of advanced technology provision.
- ◆ MIS is opening new markets that have not been provided earlier by it.

Project Partners:

Link Conducting

Services and Contributions Development Project for Digital Systems in the Ministry of Investment:

The Ministry of Investment chose SAP's solutions to develop business solutions to help them establish the Kingdom's vision that is compatible with the 2030 Vision. The project has many benefits that make it a success story, such as its completion in record time, yield of large returns for the customer, enhancement of the Kingdom's digital position, as well as facilitation of citizens' lives and government transactions.

Project Impacts on MIS's Market Position:

- ◆ Enabling MIS's relationships with global suppliers.
- ◆ choosing MIS as favorite provider of advanced technology.

Project partners:

SAP Company

Central Treasury Management System Project for National Development Fund

The project's scope of work is represented in applying Finestra applications package specialized in central treasury management system solutions while providing the required licenses.

The project has many benefits contributing to increasing and upgrading the Department/Unit Position, yielding large returns for the customer, strengthening the strategic relationships with government funds, raising the MIS's position in the list of ERP systems services providers, and adding a new package of applications and services provided by MIS – financial and banking solutions.

The project is also associated with the objectives of the Kingdom's 2030 Vision and the National Transformation Program through:

- ◆ Developing economic relationships with global partners
- ◆ Attracting the suitable global talents effectively
- ◆ Ensuring sustainable benefit from financial systems
- ◆ Developing digital economy

Project partners:

Finestra

Strategic Partnerships:



◆ **Number of active customers:**



◆ **Number of active projects:**



◆ **Project duration:**
One to three years.

◆ **Classification of projects number by value:**

Government	Semi-government	Private Sector
22,553,630	6,506,594	16,545,239

◆ **Total value of active projects in millions:**
SAR 45,605,464

◆ **Contribution percentage to total active projects:**
6%



Business Services Management Unit (BSM Unit)

The unit was established in 1996 to provide information technology management solutions and business services within the KSA. It is equipped with specialized software tools and highly experienced accredited employees to provide superior solutions. The unit provides smarter applications, faster processes and stronger controls for information technology data centers and information technology processes.



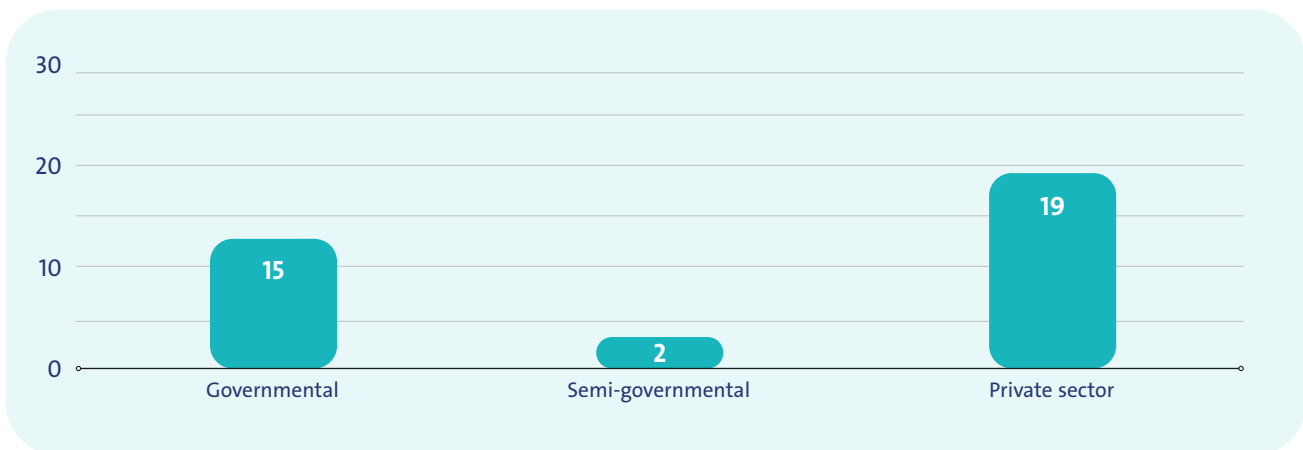
◆ Strategic partnerships



◆ Services

- ◆ Systems monitoring and sensing: monitoring the infrastructure to detect performance issues and find out the root cause of errors.
- ◆ Issues management: enables the institution to analyze the root cause of technical issues occurred in the systems.
- ◆ Asset management: provides a complete vision for all technology assets of the system.
- ◆ Change management: provides a changing model for making the main changes in IT infrastructure.
- ◆ Technical issue management: enables the system to capture the initial response or service request by customers.
- ◆ Availability management: assists the system in improving the capacities of its IT services.
- ◆ Project management: assists in making new additions to IT infrastructure in an organized manner.
- ◆ Knowledge management: assists the system in establishing repository of solutions for the known problems.
- ◆ Automation: improves the overall business efficiency by automating the manual and repetitive tasks and accelerating the overall business process.

◆ Number of active customers:



◆ Number of active projects: 146 Projects

◆ Classification of projects number by value:

Government	Semi-government	Private Sector
5,330,363	31,081,306	7,054,172

◆ Project duration: One to three years.

◆ Total value of active projects in millions: SAR 43,465,841

◆ Contribution percentage to total active projects: 6%

Critical Infrastructure Systems

There is a developed network of servers, interconnected systems, information networks, and data distribution exchanges in all advanced and modern infrastructure sectors in the KSA. This sector of the company is responsible for building all critical systems and supplying advanced electronic equipment.



◆ Strategic partnerships



◆ MAJOR SUCCESS STORIES

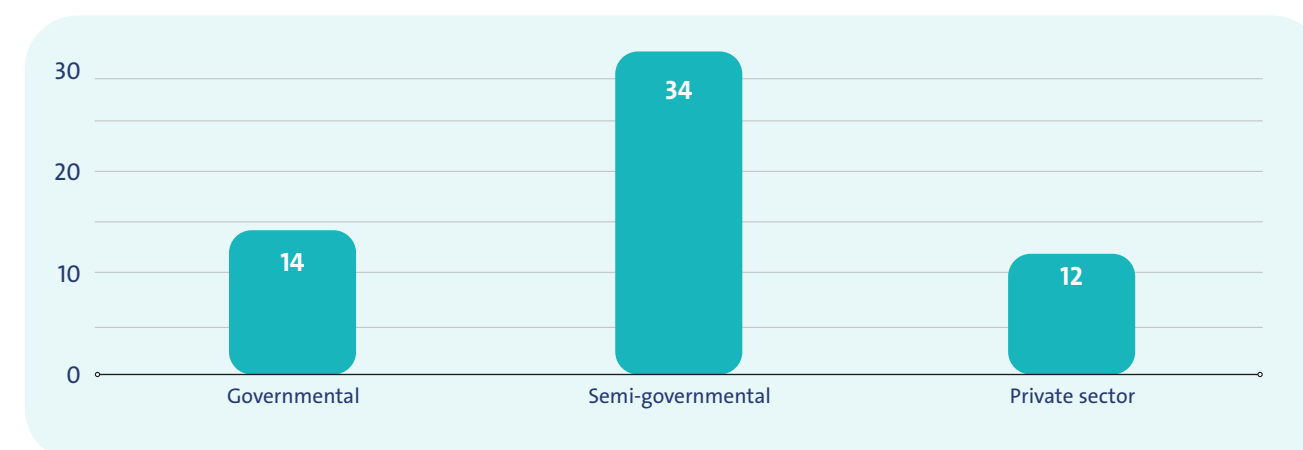
Upgrading the Saudi Electricity Company data center

With the major expansion in adopting the electronic services and digital transformation in the Saudi Electricity Company (SEC), the need to upgrade and develop the infrastructure of the company's data center arose. The team of MIS has conducted a study on the best appropriate solutions for developing the electronic infrastructure capacities and providing high capacity and high-performance servers so as to keep pace with the growing volume of business and advanced processes that are carried out to serve the SEC's business. In addition, the efficiency of the information network has been expanded and the speed of data transmission and storage between the various digital network components has increased. The project has been completed in a record time and has helped to achieve great returns for customers dealing with the SEC, facilitate access to its electronic services, reduce paperwork and adopt green technologies.

Developing control systems in Al Rajhi Bank

Al Rajhi Bank adopts the latest technologies and digital systems. Within this on-going development of these systems, "Control M" program is implemented by BMC International Company to transfer and manage files, connect various systems according to the work cycle adopted in the bank and apply the best international practices, which was reflected in the quality-of-service provision to bank customers. Moreover, the project contributed to accelerating the provision of banking services to customers, and achieving the higher levels of customer satisfaction. The project also contributed to reducing the time required to implement several internal procedures by automating the processes of file exchange and transfer according to each of the bank's procedures.

◆ Number of active customers:



◆ Number of active projects:

60 Project

◆ Classification of projects number by value:

Government	Semi-government	Private Sector
191,119,183	54,721,495	183,620,465

◆ Project duration:

One to three years.

◆ Total value of active projects in millions:

SAR 429,461,143

◆ Contribution percentage to total active projects:

55%

◆ Operation and maintenance

Operation and Maintenance Business Unit was established in 2003 as a supporting arm for all other Business Units in MIS. With the restructuring in 2021G, the unit business was extended and has provided the technical support for IT projects throughout the KSA. It provided support to many government institutions and bodies in building expert teams in maintenance, technical support and managed services for its digital infrastructure.

The business of this sector is of strategic importance for the company, as it is the largest sector in employing technical personnel and it has rare technical expertise utilized by the company to provide quality consulting services. On the other hand, the sector is one of the most important sustainable sources of cash flows, due to the nature of its long-term contracts, and the regularity of the financial payments due on those contracts.

This unit has proven its reliability and qualitative capabilities, as it was able to win contracts for maintenance and operation in a number of sensitive institutions and critical projects, most notably NEOM project, the Royal Commission for Jubail and Yanbu, Ministry of Media, Ministry of Health, Imam Muhammad Ibn Saud Islamic University, General Intelligence Presidency, and the National Information Center in the Ministry of Interior, the General Authority of Civil Aviation, and the Ministry of Finance.

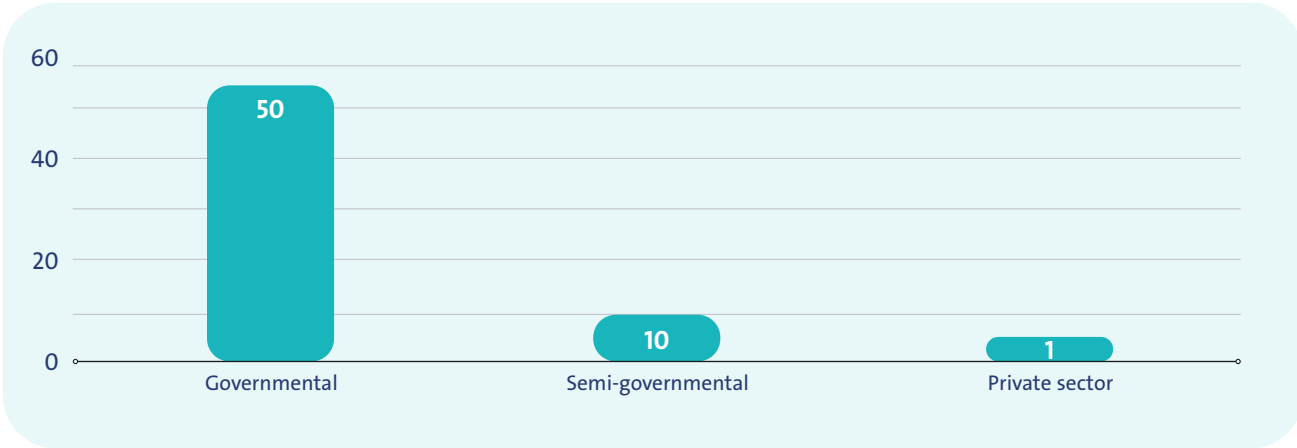


MAJOR 2022 SUCCESS STORIES

Increasing business volume with NEOM, and signing SAR 58.2 million contract in the field of research collaboration and technical patents.



Number of active customers:



Number of active projects:
61 Project

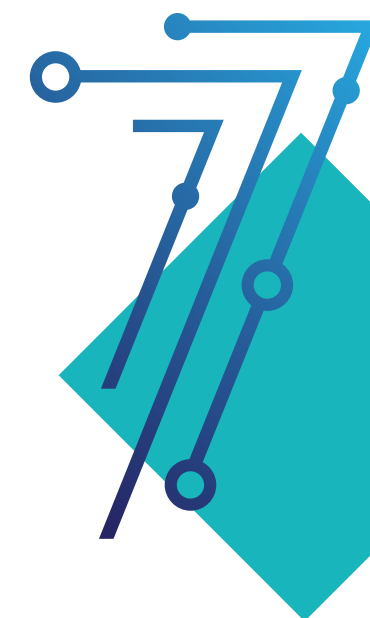
Classification of projects number by value:

Government	Semi-government	Private Sector
198,018,436	15,831,935	275,972

Project duration:
One to three years.

Total value of active projects in millions:
SAR 214,126,343

Contribution percentage to total active projects:
27%



Human Resources Department

7 Human Resources Department

Human Resources Department

MIS' Human Resources Department plans properly to face external challenges represented in compliance with legislations and policies related to human resources, works to benefit from it as required, and protects the company from any violations that may result from non-compliance with the policies of the relevant legislative authorities. The Department devotes all capabilities to contribute to the Saudi vision 2030 through many services, such as promoting integration and diversity, empowering women, training, rehabilitation, and creating an ideal work environment for the company's employees by providing all employee requirements to enable the quality of the work environment.

Saudization:

Employees' Statistics	2021	2022
Number of employees	1071	1055
Saudi employees rate	48.5 %	51%
Non Saudi employees rate	51.5 %	49%
Roles filled by women	183	183
Percentage of roles filled by women	17%	17%
Roles filled by men	888	872

Employment efforts in 2022

Employees' Statistics	2022
New employment	429
Saudis' new employment rate	60%
Non-Saudis' new employment rate	40%
Women employees	74
Men employees	355

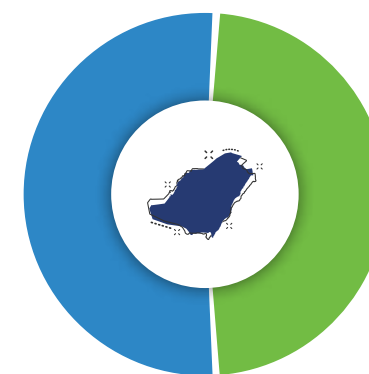
Employees' Statistics for 2022

Saudization Rate:

Saudi: 51% - Non-Saudi: 49%

Employment Rate:

Females: 17% - Males: 83%



Non-Saudi Saudi



Females Males

Achievements of the Human Resources Department for 2022:

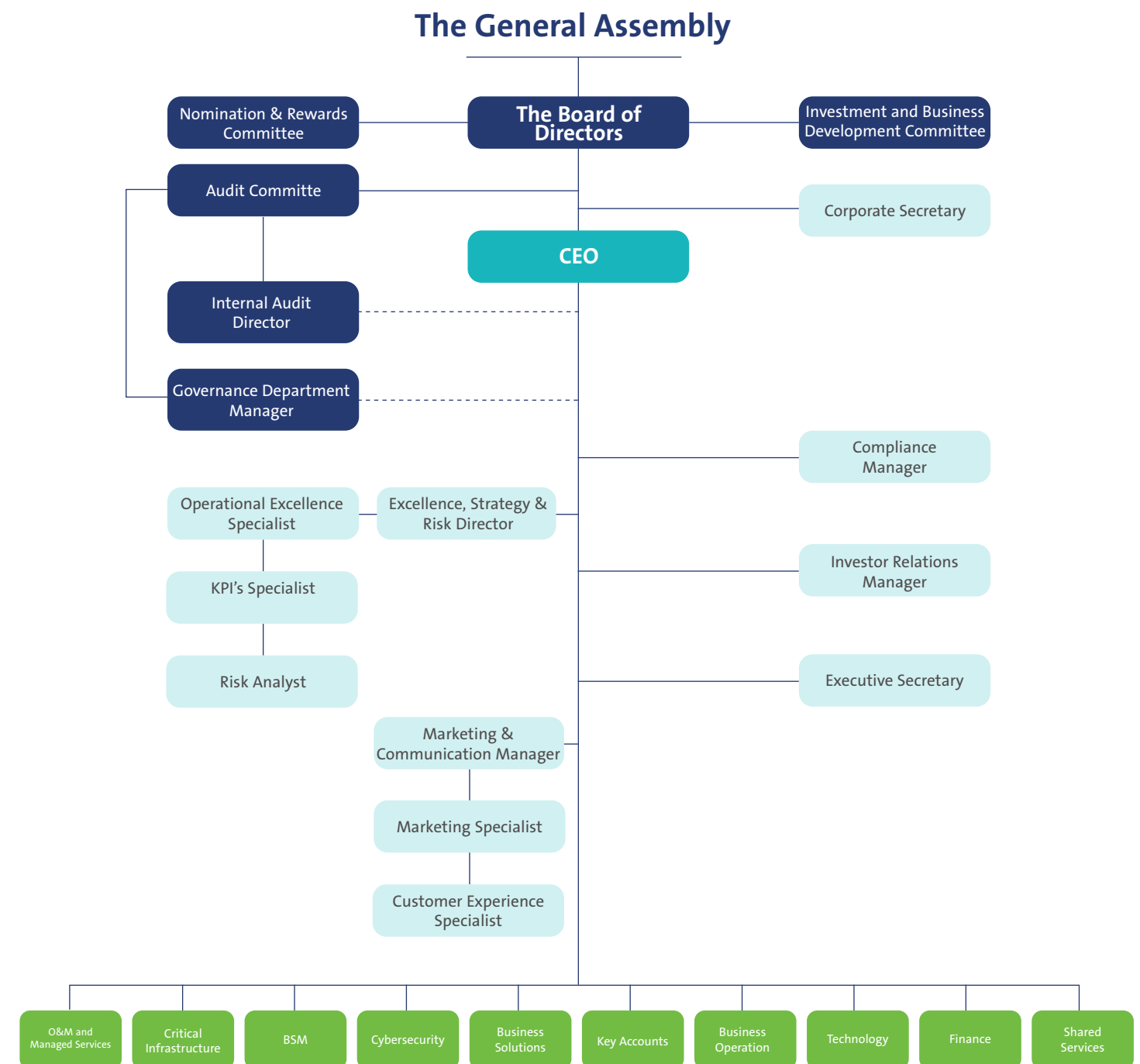
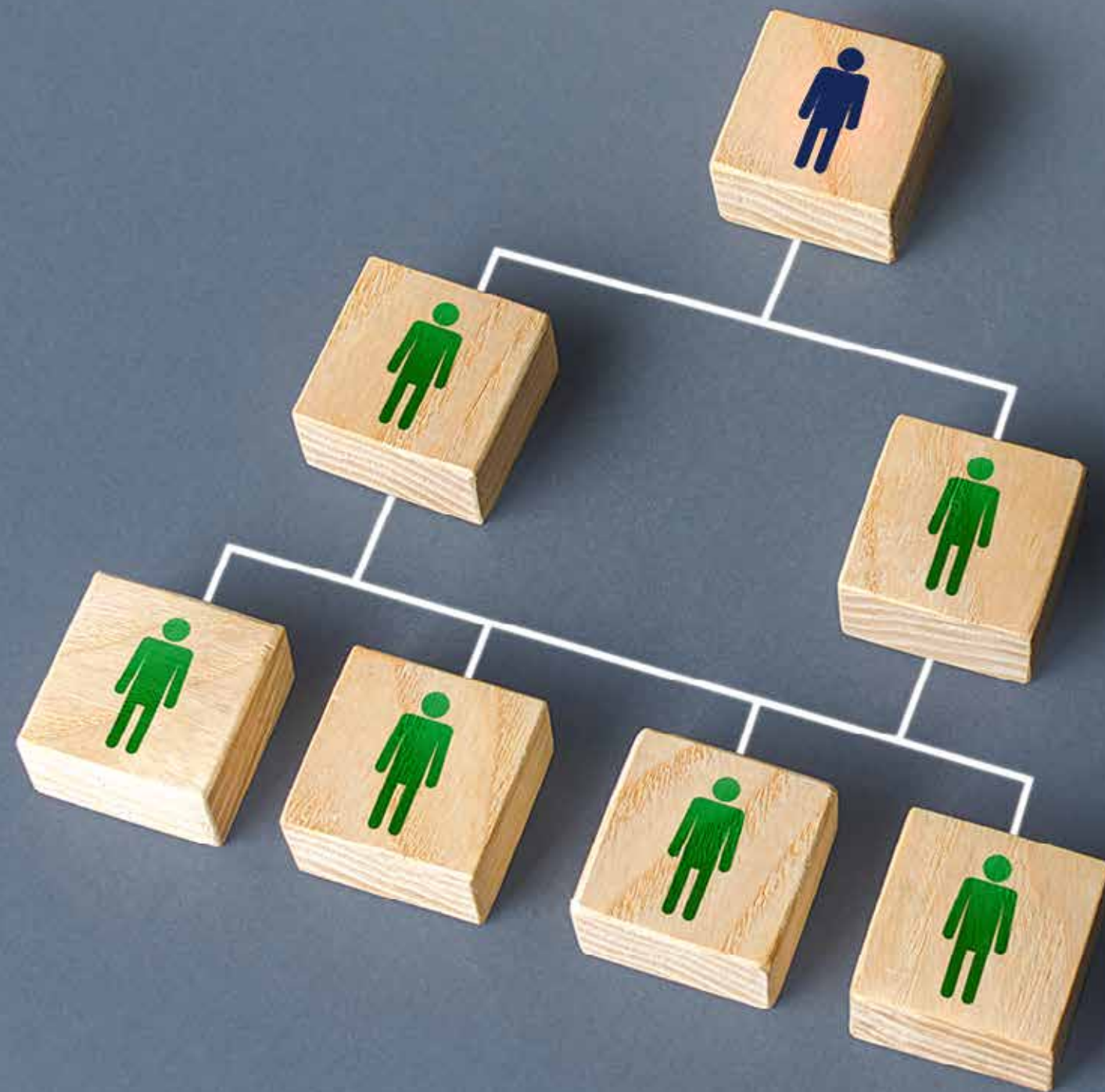
- Benefiting from employment subsidy and Saudization programs (Human Resources Development Fund) with an amount of SAR 2,124,863.
- Employment by government programs (Tawteen/ Employment Subsidy/ Tamheer).
- Employment by participation in local employment fairs and supporting the employment of Saudi cadres.
- Activating cooperative training with specialized institutes and universities.
- Enhancing internal communication of employees.
- Enhancing the new employee's experience by providing a package of welcome gifts and enhancing the new employee's integration into the company.
- Establishing strategic partnerships with companies, local banks and bidders for the employees of the company to activate the quality of a competitive environment.
- Saudization of all jobs for which decisions related to technical, professional and accounting professions were issued.
- Upon the deliverables with Fibonacci Company, new job descriptions for all jobs at various administrative and professional levels are created and maintained.
- New frameworks for policies and procedures related to Human Resources Department.
- Monitoring human resources risks and adherence to business continuity matrix and risk management.
- Providing service level agreement for all human resources services.
- Obtaining ISO 9001 certification for quality of services for Human Resources Department.
- Adoption of comprehensive budget for employment, promotion, and training for 2023.
- Activating social media platforms for employment and enhancing the company's identity.
- Activating and linking attendance and departure system with payroll system.
- Creating succession and replacement program.
- Commencing the implementation of Enterprise Resource Planning Program (ERP-Oracle).



Organizational Structure

8 Organizational Structure

MIS adopts the enterprise work methodology that focuses on the management of human resources, financial affairs, and the governance team, and is based upon vesting competences and assigning roles to individuals, simultaneously to the implementation of an internal work cycle ensuring integration and participation among all the various business units and other sectors of the company working under its marketing, financial, and administrative departments.





Two terms of office of the BoD took place in 2022; the first ended on 2022/07/17G and the second started on 2022/07/18G.

Members of the Board | First Term (completed)

The BoD tenure lasted for 3 years from 18/07/2019 to 17/07/2022:

- Eng. Khaled Abdullah Al Moammar:** Chairman of the Board of Directors (Non-Executive member), elected on 18/07/2019, holder of a bachelor in Industrial Engineering, University of Washington, United States of America (1980). He is currently held many positions, including: Chairman of the BoD of MIS (2008-2022), s, a Board Member and Partner at Esri Saudi Company (Joint-Limited Liability Company) (2011-2022), a Board Member and Partner at Electronic Maps Trading Company Ltd (2008-2022). He has vast experience, where he held the position of the Chief Executive Officer at MIS (1993-2017), and a Project Manager of the Saudi Industrial Development Fund (Governmental Entity) (1981-1983). He also was a board member of Edarat Communications and Information Technology Co. (2008 – 2019).
- Mr. Ibrahim Abdullah Al Moammar:** Vice Chairman of the Board of Directors (Non-Executive Board Member), elected on July 18, 2019, holder of a Bachelor in Business Administration from King Saud University, Riyadh, Kingdom of Saudi Arabia (December 1991). He currently holds many positions, including the Vice Chairman of the Board of Directors of MIS (1994-2022), the Director General and Partner at Electronic Maps Trading Company, a Limited Liability Company, (2008-2022); a Board member and Partner at Esri Saudi Company, a Joint-Limited Liability Company (2008-2022), Vice Chief Executive Officer of MIS (1994-2022), and a Board member of Edarat Communications and Information Technology Co. (2008 – 2019).
- Mr. Abdullah Mohammed Al Moammar:** Member of the Board of Directors (non-executive member) Elected on 07/18/2019 Holds a Bachelor's degree in Project Management from Rice University in the United States of America in 2012. He works as a member of the Board of Directors of Al Moammar Information Systems Company, and was a director of 5 companies, and previously worked as a customer service officer for the Saudi American Bank from 02/15/2003 to 12/31/2005. He was the Director of Human Resources for Al Moammar Information Systems Company for the period from 01/01/2006 to 01/10/2015.
- Mr. Faraj Bin Mansoor Abu Thunain:** Member of the Board of Directors (independent member) elected on 07/18/2019. He holds a Bachelor's degree in Industrial Management from the Milwaukee University of Engineering in the United States of America in 1981. He also took the Chase Manhattan Bank, New York course in financial analysis and evaluation from 1982 to 1983. He is currently serving as a member of the Board of Directors of Al-Moammar Information Systems Company (2018-2022), and Chairman of the Reward and Nominations Committee at Al-Moammar Information Systems Company (2018-2022). He also serves as a member of the Investment Committee and the Reward and Nominations Committee of Aljazira Capital, a board member and member of the Merger and Acquisition Committee, a Chairman of the Reward

and Nominations Committee of the Saudi Industrial Investment Group, and a member of the Performance and Investment Follow-up Committee and the Nominations and Review Committee of the Astra Industrial Group, and he previously worked in several positions in the Development Fund Industrial as Director of the Lending Department (1982-1999) and Senior Vice President for Investment and Finance in the National Industrialization Company (1999-2008).

- Mr. Abdullah Muhanna Al Moaibed:** Board Member (Independent), elected on July 18, 2019, holder of a Bachelor of Civil Engineering from Seattle University, Washington, United States of America (1974). He currently Holds the position of Board Member at MIS (2019 – 2022), is a Member at the Auditing Committee of MIS (2019 – 2022), is the Chairman of the BoD of Basic Chemical Industries (BCI), a Listed Public Company, since June 15, 2019, and is a Board Member at the Trade Union Cooperative Insurance Company (Public Company). He has previously held many positions, whereby he has worked as the CEO and partner at Azmi AbdulHadi & Abdullah Al Moaibed Consulting Engineering Company LLC from 1982 to 2019. He has also worked as a Site Engineer at the Basic Chemical Industries Company from 1973 to 1975, a Technical Director at the Basic Chemical Industries Company from 1975 to 1980, and a Board Member at the Basic Chemical Industries Company from 1980 to 1986. He held the position of Chairman of the BoD at the Basic Chemical Industries Company, from 1987 to 2019.

Name	Position	Membership Type
Khaled Abdullah Al Moammar	Chairman	Non-Executive Member
Ibrahim Abdullah Al Moammar	Vice Chairman	Non-Executive Member
Abdullah Mohammed Al Moammar	Board Member	Non-Executive Member
Faraj Bin Mansoor Abu Thunain	Board Member	Independent Member
Abdullah Muhanna Al Moaibed	Board Member	Independent Member

The Chairman of the BoD shall periodically inform the non-executive and independent Board members of the suggestions of the shareholders and their notes on the performance of the company, through periodic meetings and reports.

Companies Relevant to Board of Directors

Names of the companies operating in the Kingdom of Saudi Arabia or abroad, where the Board Member of the company is a member of its current or previous BoD or a Director thereof.

1. Khaled Abdullah Al Moammar/ Chairman / Non-Executive

Name of Company	Membership Position	In/Outside the Kingdom	Legal Type
Current			
Al Moammar Information System	Chairman	Inside the Kingdom	Public-Joint Stock Company
Esri Saudi Company	Chairman	Inside the Kingdom	Joint Limited Liability Company
Electronic Maps Trading Company	Chairman	Inside the Kingdom	Limited Liability Company
Previous			
Basic Chemical Industries (BCI)	Board Member	Inside the Kingdom	Public-Joint Stock Company

2. Ibrahim Abdullah Al Moammar/ Vice Chairman / Non-Executive

Company's Name	Membership Position	In/Outside the Kingdom	Legal Type
Al Moammar Information System	Vice Chairman	Inside the Kingdom	Public-Joint Stock Company
Esri Saudi Company	Vice Chairman	Inside the Kingdom	Joint Limited Liability Company
Electronic Maps Trading Company	Vice Chairman	Inside the Kingdom	Limited Liability Company

3. Abdullah Mohammed Al Moammar/ Board Member/ Non-Executive

Company's Name	Membership Position	In/Outside the Kingdom	Legal Type
Al Moammar Information System	Board Member	Inside the Kingdom	Public-Joint Stock
Emaar Executive Company for Information Technology	General Director	Inside the Kingdom	Sole Proprietorship
Nabed Company for Medical Solutions.	General Director	Inside the Kingdom	Sole Proprietorship
One World Travel Agency	General Director	Inside the Kingdom	Sole Proprietorship
MIS Technology Solutions	Board Member	Inside the Kingdom	Public-Joint Stock Company
Emaar Executive Company for Contracting	General Director	Inside the Kingdom	Sole Proprietorship

4. Faraj Bin Mansoor Abu Thunain\ Board Member\ Independent Board Member

Name of Company	Membership Position	In/Outside the Kingdom	Legal Type
Current			
Astra Industrial Group	Board member	Inside the Kingdom	Listed joint stock company
Al Moammar Information System	Board Member	Inside the Kingdom	Listed joint stock company
Al Rajhi Building & Construction	Board Member	Inside the Kingdom	Limited Liability Company
Saudi Industrial Investment Group	Member of the Board of Directors, member of the Merger and Acquisition Committee, and Chairman of the Remuneration and Nomination Committee	Inside the Kingdom	Listed joint stock company
Previous			
National Petrochemical	Board Member	Inside the Kingdom	Closed joint stock company
Bahri	Board Member	Inside the Kingdom	Listed joint stock company
Bawan	Board Member	Inside the Kingdom	Listed joint stock company
Al Jazira Capital	Board Member	Inside the Kingdom	Closed joint stock company

5. Abdullah Muhanna Abdulziz Al Moaibed / Board Member/ Independent Board Member

Company's Name	Membership Position	In/Outside the Kingdom	Legal Type
Basic Chemical Industries (BCI)	Chairman	Inside the Kingdom	A publicly listed company
Basic Chemical Industries (BCI)	Chairman of Nomi- nations and Rewards Committee	Inside the Kingdom	A publicly listed company
Trade Union Cooperative Insurance Company	Board Member	Inside the Kingdom	A publicly listed company

Board of Directors' Meetings Attendance Sheet

The following table indicates to the Board meetings attendance sheet of the previous term of office from 18/07/2019 to 17/07/2022.

Member's Name	Position	31/01/2022	11/04/2022	02/07/2022
Khaled Abdullah Al Moammar	Chairman of the board of directors	Attended	Attended	Attended
Ibrahim Abdullah Al Moammar	Vice Chairman of the Board of Directors	Attended	Attended	Attended
Faraj Bin Mansoor Abu Thunain	Board Member	Attended	Attended	Attended
Abdullah Al Moammar	Board Member	Attended	Attended	Attended
Abdullah Muhanna Al Moaibed	Board Member	Absent	Absent	Attended
Attendance Rate		80%	80%	100%

The following table indicates to the Board meetings attendance sheet of the previous term of office from 18/07/2019 to 17/07/2022.

Member's Name	Extraordinary General Assembly 06/02/2022	Extraordinary General Assembly 22/06/2022	Ordinary General Assembly 30/06/2022
Khaled Abdullah Al Moammar	Attended	Attended	Attended
Ibrahim Abdullah Al Moammar	Attended	Attended	Attended
Faraj Bin Mansoor Abu Thunain	Attended	Attended	Attended
Abdullah Al Moammar	Attended	Attended	Attended
Abdullah Muhanna Al Moaibed	Attended	Absent	Absent

Committees Emanating from the BoD and General Assembly

First: Auditing Committee

Auditing Committee Members

The Auditing Committee has been established on July 18, 2019 with a tenure of 3 years, ending on July 17, 2022. It has been established pursuant to the election of its members by the Ordinary General Assembly of Shareholders held on July 18, 2019, as follows:

1. Saleh Abdullah AlDebasi, Chairman of the Auditing Committee / independent member (outside the Board), elected on July 18, 2017.

Academic Qualifications	Works and Positions
Bachelor of Geography from Allmam Muhammad ibn Saud Islamic University, Riyadh, Kingdom of Saudi Arabia (1981).	<ul style="list-style-type: none"> Chairman of the Board of Directors at Tatweer School Transportation Company not listed, (owned by the Public Investment Fund). A Board Member at the National Shipping Company of Saudi Arabia (listed). Audit committee Chairman Al Moammar Information Systems (listed company). A member of the Nominations and Rewards Committee, at Tatweer Education Holding Company, a Closed Joint Stock Company operating within the field of education development, since July 2016 ,01 G. A State Security Deputy for the Financial Affairs and Support Services, and a government institution (2019 – to date).
Masters’ Degree in Public Administration from the University of Pittsburgh, Pennsylvania, United States of America (1987).	

2. Fayez Abdullah Al Asmari, Member of the Auditing Committee / independent member (outside the Board), elected on July 18, 2019.

Academic Qualifications	Works and Positions
Bachelor of Industrial Engineering from King Saud University, Riyadh (1992).	<ul style="list-style-type: none"> A Board Member at the National Grain Company, as a representative of Bahri company since 2019 (a Closed Stock Joint Company). Chairman of the Hotels Management Company, since 2019 (a Closed Stock Join Company). A member of the Auditing Committee, since 2019 at MIS Company (a Closed Stock Join Company). A member of the Auditing Committee at the Real Estate Company (a Closed Stock Join Company). A member of the Auditing Committee at the Almarshad Holding Group Company (a Closed Stock Join Company). Financial chief officer of Bahri Company (a Listed Company). He has previously assumed the position of Chief Operating Officer at Aqua Holdings, a Closed Joint Stock Company operating within the field of Energy and Water Treatment (June 2015 – January 2018).

3. Ibrahim Abdullah Al Moammar, Member of the Auditing Committee / Non-Executive Member, elected on July 18, 2019.

Academic Qualifications	Works and Positions
Bachelor of Business Administration from King Saud University, Riyadh (December 1991 G).	<ul style="list-style-type: none"> The Vice Chairman of the Board of Directors, MIS Company (1994-2022G). The General director and Partner at Electronic Maps Trading Company (Limited Liability Company (2008 – 2022G). A Board Member and Partner at Esri Saudi Company (Joint-Limited Liability Company), 2008-2022G. Vice CEO of Al Moammar Information Systems from 1994 to 2017. A Board Member of Edarat Communications and Information Technology Co. (2008 – 2019 G).

4. Abdullah Muhanna Al-Moaibed, Member of the Auditing Committee / independent member (outside the Board), elected on July 18, 2019.

Academic Qualifications	Works and Positions
Bachelor of Civil Engineering from Seattle University, Washington, United States of America (1974G).	<ul style="list-style-type: none"> He currently assumes the position of Board Member at MIS (2019 G – to date), is a Member at the Auditing Committee of MIS (2020 G – Present). A Board Member at Al Moammar Information Systems (2020 G – to date). The Chairman of the BoD of Basic Chemical Industries (BCI), a Listed Public Company, since June 2019 ,15 G. A Board member at the Trade Union Cooperative Insurance Company (Public Stock Joint Company). President and Partner of Azmi AbdulHadi & Abdullah Al Moaibed Consulting Engineering Company LLC from 1982 G to 2019 G. A Site Engineer at the Basic Chemical Industries Company from 1973 G to 1975 G. A Technical Director at the Basic Chemical Industries Company from 1975 G to 1980 G. A Board member at the Basic Chemical Industries Company from 1980 G to 1986 G. Chairman of the BoD at the Basic Chemical Industries Company from 1987 G to 2019 G. A member at the Auditing Committee of MIS (2020 G – to date),

Committees Emanating from the BoD and the General Assembly:

Establishment of the Auditing Committee

The committee was formed by a decision of the company's ordinary general assembly from among the shareholders or others, provided that at least one of them is an independent member, and that it does not include any of the executive members of the Board of Directors. Note that the number of committee members is four. The chairman of the audit committee must be an independent member. The components of the committee are also in conformity with the corporate governance regulations issued by the Capital Market Authority from Article 5. It was approved at the Ordinary General Assembly meeting (the first meeting), which was held on Monday, April 20, 2020, corresponding to Shaaban 27, 1441 AH, to increase the number of seats in the Audit Committee. (3) to (4) seats, so that the number of members of the Audit Committee becomes four, by appointing Eng. Abdullah Muhanna Al-Moaibed to the membership of the Audit Committee (independent member of the Board of Directors) starting from the date of the approval of the Assembly until the end of the period of formation of the current committee on 07/17/2022 AD.

Most Important Decisions and Recommendations Issued by the Auditing Committee

First - Decisions:

1. Issuing recommendation from the committee to the General Assembly to appoint an external auditor.
2. Ratifying and adopting the quarterly results of 2020 (First, second, and third quarters).
3. Issuing recommendation to the BoD to adopt the final financial statement of 2022.
4. Taking decision, by the Committee, to maintain the contract with the auditor for the first quarter of 2023 and officially notifying them of that.
5. Approving the appointment of the internal auditor.
6. Viewing the internal audit report.
7. Having the Auditing Committee oversee the business of the company and verifying the accuracy and integrity of the financial reports and statements, as well as that of the internally adopted monitoring.

Second - Recommendations:

The Audit Committee did not issue any recommendations that contradict the decisions of the Board of Directors, and the Board did not refuse to accept any recommendations raised by the Committee regarding the appointment or dismissal of the company's auditor, determining his fees and evaluating his performance, or appointing the internal auditor.

Violations and Sanctions:

No violations were imposed on the company.

Committees Emanating from the BoD and the General Assembly:

The Competencies, Duties, and Responsibilities of the Auditing Committee

The Auditing Committee is namely competent in terms of the following:

First – Financial Reports:

1. Examining the initial and annual financial statements of the company prior to submitting them to the BoD, and expressing its opinion as well as issuing its recommendation in this respect in order to ensure its integrity, fairness, and transparency.
2. Expressing the technical opinion, pursuant to the request of the BoD in this respect, on whether the report of the BoD and the financial statements of the company are fair, balanced, and understandable, and whether they include the information that would enable shareholders and investors to assess the financial status of the company, and its performance, business model, and strategy.
3. Examining any important or unfamiliar issues covered by the financial reports.
4. Researching, in an accurate manner, and exploring any issues mentioned by the Financial Director of the company or their delegate, or the Adherence Official at the company, or the company's Accounts Auditor.
5. Verifying the accounting estimates pertaining to the major issues covered by the financial reports.
6. Examining the accounting policies adopted by the company, expressing its opinion in this respect, and issuing the relevant recommendation to the BoD. The Auditing Committee shall be responsible for examining the topics falling within its scope of competence, or those referred to it by the BoD. It shall submit its recommendations to the BoD, to enable the latter to issue its decision in this respect, or shall take the relevant decision in the event such competence was delegated to the Committee by the BoD. The Committee shall inform the BoD of its concluded results or the decision taken or issued recommendations.

Second – Internal Auditing:

1. Examining and reviewing the internal and financial auditing and risks' related regulations adopted by the company.
2. Examining the internal auditing reports assigned to a company specialized in internal auditing, and following up on the implementation of the corrective measures of the notes included therein.
3. Auditing and overseeing the performance and activities of the internal auditor and the Internal Auditing Department of the company, as to ensure the availability and efficiency of the resources required to perform the assigned works and tasks.
4. Issuing recommendations to the Board of Directors in order to appoint a Division Director or a Director for the Internal Auditing Department, or an Internal Auditor, and suggesting their remuneration

Third – Auditor:

1. Recommending to the Board of Directors the nomination and dismissal of auditors, determining their fees and evaluating their performance, after verifying their independence and reviewing the scope of their work and the terms of contracting with them.
2. Ensure that the auditors are invited to obtain at least 3 offers for audit work and zakat.

3. .Verifying the auditor's independence, objectivity, fairness, and effectiveness of audit work, taking into consideration the relevant rules and standards..
4. Reviewing the company's auditor's plan and work, and verifying that he does not submit technical or administrative work that is outside the scope of the audit work, and expressing its views in this regard.
5. Answering the company's auditor's inquiries.
6. Studying the auditor's report and his observations on the financial statements and following up on what has been taken in their regard.
7. Ensure that the auditor nominated to audit the company's accounts has not passed the statutory period for the succession of auditors, in line with the professional practices and instructions issued by the control authorities.
8. Pre-approval of all professional services, whether auditing or otherwise, provided by the company's auditor, including services related to the internal control system.

Compliance Guarantee:

1. Reviewing the results of the reports issued by auditing authorities and ensuring that the company decides upon the relevant procedures in this respect.
2. Verifying the abidance of the company to the relevant regulations, bylaws, policies, and instructions.
3. Reviewing contracts and transactions suggested for the company to conduct with the relevant parties, and issuing its recommendations in this respect to the BoD.
4. Submitting issues that require deciding upon procedures before the BoD, and issuing recommendations on the procedures to be decided upon.

Fifth – Internal Control:

1. Based on what was explained by the executive management of the company, the external party entrusted with conducting the annual internal audit of the company, and the external auditor, it was not clear to the committee that there was a fundamental weakness in the company's internal control systems..
2. The Audit Committee did not issue any recommendations that conflicted with the decisions of the Board of Directors, and the Board did not refuse to accept any recommendations raised by the Committee regarding the appointment or dismissal of the company's auditor, determining his fees and evaluating his performance, or appointing the internal auditor.

Auditing Committee's Opinion

In light of the committee's work during the year 2022, the Audit Committee believes that there is no deficiency or any fundamental change in the internal control systems, or a breach of the internal control systems during the year 2022 and that they are effective in preventing and detecting fundamental errors.

Meetings of the Auditing Committee's Members in 2022

Three meetings were held by the Auditing Committee in 2022 in its first session. These meetings have been attended as follows:

Member Name	Position	31/3/2022	11/04/2022	23/05/2022
Saleh Abdullah AlDebasi	Chairman of the Auditing Committee	Attended	Attended	Attended
Ibrahim Abdullah Al Moammar	Committee member	Attended	Attended	Attended
Fayez Abdullah Al Asmari	Committee member	Attended	Attended	Attended
Abdullah Al-Moaibed	Committee member	Attended	Attended	Absent
	Attendance Rate	100%	100%	75%

Nominations and Rewards Committee

The Nominations and Rewards Committee has been established on July 18 2019, with a tenure of 3 years, ending on July 17,2022., pursuant to the decision No. 19-4 issued by the BoD on July 21, 2019, as follows:

1. Mr. Faraj Mansour Abu Thunain

Chairman of the Nominations and Rewards Committee / Independent Member, elected on July 21, 2019 G.

Academic Qualifications	Works and Positions
Bachelor of Industrial Management from the University of Wisconsin – Milwaukee, Milwaukee, United States of America (1981 G).	<ul style="list-style-type: none"> • Board Member/ Chairman of the Nominations and Rewards Committee of MIS since -2018present. • Member of the Investment Committee and the Nomination and Rewards Committee at Al Jazira Capital since -2019present.
Attended a training session in Financial Assessment and Analysis from Chase Manhattan Bank, New York (1983 – 1982 G)	<ul style="list-style-type: none"> • Member of the Mergers and Acquisitions Committee and the Nomination and Rewards Committee at Saudi Industrial Investment Group since -2021present. • Member of the Performance and Investment Follow-up Committee and the Nomination and Rewards Committee at Astra Industrial since -2019 present. • Senior Vice President of Investment and Finance at National Industrialization Company.

2. Ibrahim Abdullah Al Moammar

Member of the Auditing Committee / Non-Executive Member, elected on July 18, 2019 G.

Academic Qualifications	Works and Positions
Bachelor of Business Administration from King Saud University, Riyadh, KSA (December 1991 G)	<ul style="list-style-type: none"> • Vice Chairman of the BoD at MIS Company (1994-2022 G) • General Director and Partner at Electronic Maps Trading Company Mixed Limited Liability Company (2008-2022 G). • Member of the BoD and partner at Esri Saudi Arabia, Mixed Limited Liability Company (2008-2022 G). • Executive Vice President at MIS Company from 1994G to 2017G. • Board Member at Edarat Communications and Information Technology Co. (2008-2019G)

3. Mr. Mohammed Al Haqbani

Member of the Nominations and Rewards Committee / Independent Member
(Elected from the pool of Board of Directors’ candidates), elected on February 26, 2020G, as a replacement of the resigning member, Dr. Samer Shaar, pursuant to the Decision No. 14-20, issued by the BoD on February 26, 2020G.

Academic Qualifications	Works and Positions
Bachelor’s degree in Finance, majoring in Management, with honors, from the University of Virginia, USA, in 2005.	<ul style="list-style-type: none">• CEO of Astra Industrial Group since 2014.• Member of many boards of directors and committees (Audit Committee, Nominations and Remunerations Committee)• General Manager for Investment Research (Acting) of the General Insurance Corporation (July 2006 - December 2013).• Assistant Asset Management Fund Manager at Al Rajhi Bank (July 2005 - July 2006).• Portfolio manager at Seed Fund, Luxembourg, Virginia, USA.

Establishment of the Nominations and Rewards Committee

The Nominations and Remuneration Committee was formed in accordance with Article (60), Article (64), and Paragraph (7) of Article (50) of the Corporate Governance Regulations issued by the Capital Market Authority. The primary objective of the Board Committee is to assist the Board in the following:

1. Issuing recommendations to the BoD pertaining to nominating individuals for the membership of the Board, pursuant to the adopted policies and criteria in this respect.
2. Issuing recommendations to the BoD pertaining to nominating members for assuming positions at the other committees affiliated to the BoD.
3. Periodically assessing the skills of the board members.
4. Reviewing the structure of the BoD.
5. Ensuring the autonomy of the independent Board members.
6. Issuing recommendations on the rewards allocated to the Board members and The Executive Department Officials, pursuant to the Articles of Association of the company.

Competences of the Nominations and Rewards Committee

1. The Committee is competent in terms of issuing recommendations pertaining to the rewards policy adopted in favor of the Board Members and senior executives.
2. The Committee is competent in terms of appointing external consultants, or terminating their services, for assisting the Committee in assuming its assigned tasks. It is also competent in terms of approving the terms and conditions of any similar appointment, and determining the remuneration of any consultant providing consulting and support services to the Committee, upon obtaining the written consent from the Chairman of the BoD in this respect.
3. The Committee may request, in cooperation with the Chief Executive Officer of the company, any official, or other employee at the company, or external consultant, or any other person, to hold a meeting with any other member or consultant to the Committee, or provide other assistance to the Committee in terms of assuming its assigned tasks.

The Committee is competent, in terms of nominations and rewards, in terms of the following:

1. Suggesting clear policies and criteria for membership at the BoD and the Executive Department.
2. Issuing recommendations to the BoD, pertaining to nominating members to the BoD and their renomination, pursuant to the adopted policies and criteria in this respect, upon not taking the nomination of any person who has been previously accused of a crime consisting of a breach of honor or integrity.
3. Drafting descriptions of the abilities and qualifications required for the membership of the BoD and assuming executive positions.
4. Providing advice and counsel to the BoD in terms of selecting senior executives that enjoy the right qualifications and abilities for the operational processes of the company.
5. Reviewing the structure of the BoD and Executive Department of the company, and issuing recommendations on the changes that may be made.
6. Verifying, annually, the autonomy of the independent members, and ensuring that there is no conflict of interests in the event that the member was also a Board member at another company.
7. Conducting an annual review of the required needs in terms of skills or expertise required for the membership at the BoD and the Executive Department positions;
8. Setting special procedures in the event of a vacancy in terms of the positions at the level of the BoD or senior executives.
9. Identifying the weaknesses and strengths of the BoD, and suggesting solutions aimed at addressing such issues in line with the interests of the company;
10. Overseeing the elaboration of an identification program for new members.
11. Issuing recommendations to the BoD in terms of approving the self-assessment annual processes of the BoD and overseeing such processes. These assessments may be conducted through the Committee or through obtaining the assistance of an external third party.

Decisions and Recommendations Issued by the Nominations and Rewards Committee:

1. Issuing recommendations to the BoD, pertaining to nominations for the Board membership, pursuant to the adopted policies and criteria approved for its new term.
2. Issuing recommendations to the BoD about what is related to the choice of the senior executives who have appropriate qualities and qualifications for the company’s operational processes.
3. Assessing Board members in terms of expertise and diversity (financial, legal, and technical diversities, among others).
4. Assessing the skills of the Board members, in a periodic manner.
5. Reviewing the structure of the BoD and Excusive Department.
6. Verifying, annually, the autonomy of the independence of the Board members.

Assessment of the Board of Directors Performance

The performance of the Board of Directors of the company during the year 2022 was outstanding at all levels, according to the Nomination Committee's evaluation of the Board's performance. Where all members committed themselves to attend the meetings and meetings of the council committees, and absence was not allowed except with an excuse acceptable to the council. On the other hand, the Board approved the internal restructuring of the company and attracted an external company specialized in the internal regulations, policies and procedures of the company, and the work is based on their implementation. In cooperation with the Audit Committee, to ensure monitoring of risks and weaknesses and the necessary procedures to address these issues. The Board also supervised the risk management mechanism and tasks in the company on a regular basis, as the Board of Directors identified the main risks and ways to address them through the annual work plan presented to the Board, and built strict procedures with regard to government, internal audit and risk management. In light of this, no complaints or reports on control issues were recorded in the company during the year 2022. The company has established a special department called "Compliance Department", provided that its internal policies and regulations are approved.

The company also reviewed the internal policies and regulations for risk management to identify and evaluate existing or potential risks. This includes a comparative analysis of the company's risk factors with regard to financial affairs, investments and other issues. Then, detailed and comprehensive analytical reports are prepared for all potential risks, and they are presented to the Audit Committee and the executive management of the company, and if necessary, they are submitted to the Board of Directors to take the appropriate decision. The main risks and ways to address them are presented to the Board of Directors through the annual work plan.

Meetings of the Nominations and Rewards Committee:

The following table lists the names and attendance sheet of the meetings held by the Nominations and Rewards Committee within the financial year 2022G, Some of the members have already been introduced among the names and information of the members of the Board of Directors above.

Member Name	Position	18/04/2022	09/05/2022	16/06/2022
Faraj Mansour Abu Thunain	Chairman of the Nominations and Rewards Committee	Attended	Attended	Attended
Ibrahim Abdullah Al Moammar	Committee member	Attended	Attended	Attended
Mohammed Al Haqbani	Committee member	Attended	Attended	Attended
	Attendance Rate	100%	100%	100%

Investment and Business Development Committee

Based on the powers granted to it, the BoD of MIS Company has agreed to establish the Investment and Business Development Committee, where the Committee was established on 24\01\2021G, under the BoD Resolution no. 4-21 dated 20\05\1442 H, corresponding to 04\01\2021 G as follows:

Investment and Business Development Committee Members

1. Dr. Abdullah Al Ghamdy: Chairman of the Investment and Business Development Committee, holder of a doctorate from the Electrical and Mechanical Engineering Faculty from Wales university- Britain, master degree from the Electrical Engineering Faculty from King Saud University – Riyadh, and bachelor degree in the electrical engineering from King Saud University – Riyadh. Moreover, He obtained a certificate of professional engineer (CEng) from the Engineering Council – UK, in addition to being a fellow of the Institution of Engineering and Technology (IET) or fellow of the Institute of Electrical and Electronics Engineers – UK. DR. Abdullah is a senior member at the Institute of Electrical and Electronics Engineers (SMIEEE). He obtained a professional certificate in PMP and a certificate of professional engineer from EUR ING. He has a professional certificate in MSP. He has several courses in leadership: High – performance leading course from International IMD Institute and program on the senior executive leadership from Harvard University.
2. Dr. Mohamed Ali Al Gomaa: A member of the Investment and Business Development Committee. He had the Canadian Board in neurology and Fellow of the Royal College of Physicians of Canada (FRCPC) – in November 1995 G, the American Board of Psychiatry and Neurology in November 1997 G, Fellowship Certificate of Electromyography from the Canadian Association of the Physicians of the Clinical Neurological Physiology dated June 1996 G, and fellowship of the neuromuscular diseases from Alberta University, Canada in July 1995 G – December 1996 G. The doctor has occupied several positions the last of which is a consultant in the Department of Neurology in the King Fahad Medical City and he has occupied several administrative positions, the most important of which is Director General in Inter health Canada and consultant in Itkan Health Consulting.
3. Mr. Ziad Murtaja: A member of the Investment and Business Development Committee. He has a bachelor degree of computer science and software engineering from Kuwait University in 1986 G, in addition to several certificates in the leadership, management, financial affairs and business from the internationally recognized centers. He works as CEO of (Schneider Electric Co.), Director General of (HP Co.) in KSA, and a manager of the Department of Networks in (HP Co.) in the Middle East, Mediterranean and Africa regions. He worked at (Cisco Systems Co.) in KSA for 10 years, through which he occupied several positions, the last of which is the regional manager of North Africa and the Arab Levant. He was appointed as chairman of the BoD of Edarat Communications and Information Technology Co, dated 08\10\2020 G.
4. Mr. Samer Al Kharrat. A member of the Investment and Business Development Committee. He has the bachelor degree of science in the electrical engineering and accounts engineering from Toledo University, master degree in the world executive business management from Duke University, and a diploma from INSEAD in the program of the advanced management. He is a certified main trainer of behavior and senior vice-president for the world sales of the business unit of the modern apps' platform in vmware. In addition, he worked previously for 10 years at SAP. The last position

he occupied is the CEO of the world operations before occupying this position. He led the business of west North America of SAP company as an Administrative Manager. He was a president of the Middle East and North Africa Region, where he succeeded in changing the works of SAP and led one of the growth plans that are the most successful in the history of the company by increasing its business 4 times across 16 country and 12 offices. In addition, he led a leading strong team across the industries and the geographical areas and upgrading the trademark through success of the customers and the government relationships. Samer spent sixteen years at Cisco Systems Company before joining SAP, where he was the Managing Director of the works of the public sector of the company across the emerged markets.

5. Mr. Dorka Bradas: A member of the Investment and Business Development Committee. He occupies the position of CEO at Tera IS Company Limited, where he contributed in multiplying the revenues of the company within 4 years to exceed USD 130 million. Before that, he worked in Wibro Infontik Limited Company and participated in concluding several contracts in the sector of communications and the advanced technological services. He has a great experience in developing the strategic plans, implementation, and leadership, and promoting the profit and enhancement of performance of the companies. In addition, he is an expert in structuring the commercial transactions and negotiations, analyzing, decreasing and controlling the costs, in addition to the management of the growth and business development, management of the financial and legal affairs and risk management.

Powers of Investment and Business Development Committee:

The committee specializes in terms of investment, business development and the nomination of new technologies in which the company will specialize.

The decisions and recommendations of the Investment and Business Development Committee:

1. MIS must expand its works to include the modern technologies.
2. The artificial intelligence is one of the main fields that shall be applied in the Kingdom. It is recommended to accelerate the adoption of the artificial intelligence through the partnership with an experienced provider of artificial intelligence.

Report on meetings of the Investment and Business Development Committee

The names and registers of attendance of the committee members within the financial year 2022 G, are stated as follows:

*Some of them were previously introduced within the names and information of the Board members.

Member's name	Position	20\03\2022
Dr. Abdullah Al Ghamdy	Chairman of the Investment and Business Development Committee	Attended
Dr. Mohamed Abdullah Al Gomaa	A committee member	Attended
Eng. Ziad Murtaja	A committee member	Attended
Mr. Samer Al Kharrat	A committee member	Attended
Mr. Dorka Bradas	A committee member	Attended
Attendance rate		100%



By 18/07/2022

The General Assembly approved the formation of the Board of Directors in its new session, which starts from 07/18/2022 and lasts for three years, ending on 07/18/2025.



The year of 2022 witnessed two terms office of the BoD, the first of which ended on 17\07\2022 G. and started on 18\07\2022 G.

Board Members- Second Term of Office

The term of office of the BoD shall be 3 years from 18\07\2022 G to 17\07\2025 G.

- Eng. Khaled Abdullah Al Moammar:** The Chairman of the BoD (non-executive member). He was elected on 18\07\2022 G. He has bachelor of the industrial engineering from Washington University – USA (1980 G). In addition, he occupies several current positions from which is Chairman of MIS (2008 G – 2025 G), a Board member and partner at Esri Saudi Company (Joint-Limited Liability Company) (2011 G – 2022 G) and a Board member and partner at the Electronic Maps Trading Company (Limited Liability Company) (2008 G till now). He has several experiences where he worked as a CEO for MIS since 1983 G till 2017 G, in addition, he worked as a project manager in the Saudi Industrial Fund, which is a government organization, since 1981 G till 1983 G. He was a Board member at Edarat Communication and Information Technology Co. (2008 G-2019 G).
- Mr. Ibrahim Abdullah Al Moammar:** Vice Chairman of the Board of Directors (Non-Executive Board Member), elected on July 18, 2022G, holder of a Bachelor in Business Administration from King Saud University, Riyadh, Kingdom of Saudi Arabia (December 1991G). He is currently assuming many positions, including the Vice Chairman of the Board of Directors of MIS (1994-2022G), the Director General and Partner at Electronic Maps Trading Company, a Limited Liability Company, (2008 G to date); a Board member and Partner at Esri Saudi Company, a Joint-Limited Liability Company (2008-2022G), Vice Chief Executive Officer of MIS (1994-2022G), and a Board member of Edarat Group Technology Consultants (2008 – 2019G).
- Mr. Abdullah Mohamed Al Moammar:** Member of the Board of Directors (non-executive member) Elected on 07/18/2019 Holds a Bachelor's degree in Project Management from Rice University in the United States of America in 2012. He works as a member of the Board of Directors of Al Moammar Information Systems Company, and was a director of 5 companies, and previously worked as a customer service officer for the Saudi American Bank from 02/15/2003 to 12/31/2005. He was the Director of Human Resources for Al Moammar Information Systems Company for the period from 01/01/2006 to 01/10/2015.
- Faraj Bin Mansoor Abu Thunain:** Member of the Board of Directors (independent member) elected on 07/18/2019. He holds a Bachelor's degree in Industrial Management from the Milwaukee University of Engineering in the United States of America in 1981. He also took the Chase Manhattan Bank, New York course in financial analysis and evaluation from 1982 to 1983. He is currently serving as a member of the Board of Directors of Al-Moammar Information Systems Company (2018-2022), and Chairman of the Reward and Nominations Committee at Al-Moammar Information Systems Company (2018-2022). He also serves as a member of the Investment Committee and the Reward and Nominations Committee of Aljazira Capital, a

board member and member of the Merger and Acquisition Committee, a Chairman of the Reward and Nominations Committee of the Saudi Industrial Investment Group, and a member of the Performance and Investment Follow-up Committee and the Nominations and Review Committee of the Astra Industrial Group, and he previously worked in several positions in the Development Fund Industrial as Director of the Lending Department (1982-1999) and Senior Vice President for Investment and Finance in the National Industrialization Company (1999-2008).

- Mr. Fahad Bin Moammar:** Member of the Board of Directors (independent), elected on 07/18/2022. He holds a Bachelor's degree in Insurance and Real Estate Sciences from the University of Arkansas, USA, in 1979. He currently holds the position of a member of the Board of Directors at Al Moammar Information Systems Company (2022-2025). He held several positions, where he worked as the Chief Investment Officer in the Cooperative Insurance Company (2014-present) and worked as Executive Vice President in Manafea Holding Company from (2012-2014). He worked as the General Manager of Investment in the Saudi Financial Company, Tadawul, from (2008-2012).
- Mr. Abdulkarim Alnafe' :** Member of the Board of Directors (independent), elected on 07/18/2022. He holds a Bachelor's degree in Accounting and Business Administration from Whitworth University, USA, in 1980. He currently holds the position of a member of the Board of Directors and a member of the audit committee at Al Moammar Information Systems Company (2022-2025). Member of the Audit Committee at Astra Industrial Company, member of the Remuneration and Nomination Committee at Mobily Company, and held several positions as General Manager of the Saudi Industrial Development Fund (2015-2018) and CEO of Saudi Ceramic Company (2003-2003).
- Mr. Ziad Murtaja:** Board Member (executive director), elected on 18\07\2022 G, holder of a Bachelor in Computer Science and Software engineering from Kuwait University in 1985 G. He assumed many positions such as: a Board member at MIS till the date of accepting the resignation from the board membership in 10\10\2022G. He was a CEO at MIS (2017-2022 G), (Schneider Electric Company) (2014 G-2022 G) and a Director General of (HP Company) (2009 G – 2014 G).

Name	Position	Membership Type
Khaled Abdullah Al Moammar	Chairman of the BoD	Non-executive member
Ibrahim Abdullah Al Moammar	Deputy chairman of the BoD	Non- executive member
Abdullah Mohamed Al Moammar	Board member	Non-executive member
Faraj Bin Mansoor Abu Thunain	Board member	Independent member
Fahad Bin Moammar	Board member	Independent member
Abdulkarim Alnafe'	Board member	Independent member
Ziad Murtaja*	Board member	Executive member

The Chairman of the BoD shall periodically inform the non-executive and independent Board members of the suggestions of the shareholders and their notes on the performance of the company, through periodic meetings and reports.

*Resigned member

Companies Relevant to the Board members

Names of the companies operating in the Kingdom of Saudi Arabia or abroad, where the Board Member of the company is a member of its current or previous BoD or a Director thereof.

1. Khaled Bin Abdullah Bin Ibrahim Al Moammar/chairman/non-executive

Name of Company	Membership Position	In/Outside the Kingdom	Legal Type
Current			
Al Moammar Information System	Chairman	Inside the Kingdom	Public-Joint Stock Company
Electronic Maps Trading Company	Chairman	Inside the Kingdom	Limited Liability Company
Previous			
Basic Chemical Industries (BCI)	Board Member	Inside the Kingdom	Public-Joint Stock Company
Esri Saudi Company	Chairman	Inside the Kingdom	Joint Limited Liability Company

2. Ibrahim Bin Abdullah Bin Ibrahim Abdullah Al Moammar/ Vice Chairman / Non-Executive

Name of Company	Membership Position	In/Outside the Kingdom	Legal Type
Al Moammar Information System	Vice Chairman	Inside the Kingdom	Public-Joint Stock Company
Electronic Maps Trading Company	Vice Chairman	Inside the Kingdom	Limited Liability Company
Previous			
Esri Saudi Company	Vice Chairman	Inside the Kingdom	Joint Limited Liability Company

3. Abdullah Bin Mohamed Bin Abdullah Al Moammar/ Board Member/ Non-Executive

Company's Name	Membership Position	In/Outside the Kingdom	Legal Type
Emaar Executive Company for Information Technology	General Director	Inside the Kingdom	Sole Proprietorship
Nabed Company for Medical Solutions.	General Director	Inside the Kingdom	Sole Proprietorship
One World Travel Agency	General Director	Inside the Kingdom	Sole Proprietorship
Al Moammar Information System	Board Member	Inside the Kingdom	Listed joint stock company
Emaar Executive Company for Contracting	General Director	Inside the Kingdom	Sole Proprietorship

4. Faraj Bin Mansoor Mutlaq Abu Thunain\ Board Member\ Independent Board Member

Name of Company	Membership Position	In/Outside the Kingdom	Legal Type
Current			
Astra Industrial Group	Board member	Inside the Kingdom	Listed joint stock company
Saudi Industrial Investment Group	Member of the Board of Directors, member of the Merger and Acquisition Committee, and Chairman of the Remuneration and Nomination Committee	Inside the Kingdom	Listed joint stock company
Al Moammar Information System	Board member	Inside the Kingdom	Listed joint stock company
Al Rajhi Building & Construction	Board member	Inside the Kingdom	Limited Liability Company
Previous			
National Petrochemical	Board Member	Inside the Kingdom	Closed joint stock company
Bahri	Board Member	Inside the Kingdom	Listed joint stock company
Bawan	Board Member	Inside the Kingdom	Listed joint stock company
Al Jazira Capital	Board Member	Inside the Kingdom	Closed joint stock company

5. Abdulkarim Bin Ibrahim Bin Abdulkarim Alnafe’ / Board Member /Independent Board Member

Name of Company	Membership Position	In/Outside the Kingdom	Legal Type
United Cement	Board Member	Inside the Kingdom	Closed joint stock company
Bawan	Board Member	Inside the Kingdom	Listed joint stock company
Astra Industrial Group	Board Member	Inside the Kingdom	Listed joint stock company
Mobily	Board Member	Inside the Kingdom	Listed joint stock company
Maan Aljasser & Co. Steel Melting Factory (JMS)	Board Member	Inside the Kingdom	Closed joint stock company
Riyadh Steel Company	Board Member	Inside the Kingdom	Closed joint stock company
Al Moammar Information System	Board Member	Inside the Kingdom	Listed joint stock company

6. Fahad Bin Saad Bin Abdullah Bin Moammar/Board member/Independent Board member

Name of Company	Membership Position	In/Outside the Kingdom	Legal Type
N/A	N/A	N/A	N/A

7. Ziad Hamid Murtaga/ Board member /Executive Board member

Name of Company	Membership Position	In/Outside the Kingdom	Legal Type
N/A	N/A	N/A	N/A

Attendance sheet of the meetings of the board

The following table indicates to the Board meetings attendance sheet of the previous term of office from 18/07/2019G to 17/07/2022 G.

Member's Name	Position	18\07\2022	09\10\2022	17\11\2022
Khaled Abdullah Al Moammar	Chairman of the board of directors	Attended	Attended	Attended
Ibrahim Abdullah Al Moammar	Vice Chairman of the Board of Directors	Attended	Attended	Attended
Faraj Bin Mansoor Abu Thunain	Board Member	Attended	Attended	Attended
Abdullah Bin Mohamed Bin Moammar	Board Member	Attended	Attended	Resigned
Abdulkarim Bin Ibrahim Alnafe'	Board Member	Attended	Attended	Attended
Fahad Bin Saad Bin Moammar	Board Member	Attended	Not-at- tended	Attended
Ziad Murtaja	Board Member	Attended	Resigned	Resigned
Attendance Rate		100 %	83.3 %	100 %

Request for Shareholders' Registers

The shareholders' registers were requested (7) times for various reasons that may be summarized as follows:

No.	Request date	Request Reason
1	06/02/2022G	General Assembly
2	06/02/2022G	General Assembly
3	02/03/2022G	Dividends File
4	19/06/2022G	General Assembly
5	30/06/2022G	General Assembly
6	05/10/2022G	Dividends File
7	22/10/2022G	Others

Committees Emanating from the BoD and General Assembly

First: Auditing Committee

Auditing Committee Members

The Audit Committee was formed for the first session of the Board on 07/18/2022 and will continue until 07/17/2025 by electing its members by the Ordinary General Assembly held on 06/30/2022 as follows:

1. Saleh Abdullah AlDebasi, Chairman of the Auditing Committee / Independent Member (Elected from the pool of external candidates)

Academic Qualifications	Works and Positions
Bachelor of Geography from Imam Mohamed bin Saud University, Riyadh, KSA in 1981 AD.	<ul style="list-style-type: none"> Chairman of the Board of Directors at Tatweer School Transportation Company Not listed, (owned by the Public Investment Fund).
Master degree of the general management, Pittsburgh University, Pennsylvania, US in 1987 AD.	<ul style="list-style-type: none"> A Board Member at the National Shipping Company of Saudi Arabia (listed). A committee Chairman at Al Moammar Information Systems (listed company). A member of the Nominations and Rewards Committee, at Tatweer Education Holding Company, a Closed Joint Stock Company operating within the field of education development, since July 2016 ,01 G. A State Security Deputy for the Financial Affairs and Support Services, and a government institution (2019 – to date).

2. Fayez Abdullah Al Asmari, Member of the Auditing Committee / Independent Member (Elected from the pool of external candidates).

Academic Qualifications	Works and Positions
Bachelor of Industrial Engineering from King Saud University, Riyadh (1992).	<ul style="list-style-type: none"> A Board Member at the National Grain Company, as a representative of Bahri company since 2019 (a Closed Stock Joint Company). A Board Member/ Chairman of the Auditing Committee at Rua Al Madinah Holding Company, since 2019G (a Closed Stock Joint Company). Chairman of the Hotels Management Company, since 2019 (a Closed Stock Join Company). A member of the Auditing Committee, since 2019 at MIS Company (a Closed Stock Join Company). A member of the Auditing Committee at the Real Estate Company (a Closed Stock Join Company). A member of the Auditing Committee at the Almarshad Holding Group Company (a Closed Stock Join Company). Finance Chairman of Bahri Company (a Listed Company). He has previously assumed the position of Chief Operating Officer at Aqua Holdings, a Closed Joint Stock Company operating within the field of Energy and Water Treatment (June 2015G – January 2018G).

3. Ibrahim Abdullah Al Moammar, Member of the Auditing Committee / Non-Executive Member.

Academic Qualifications	Works and Positions
Bachelor of Business Administration from King Saud .(University, Riyadh (December 1991	<ul style="list-style-type: none">• The Vice Chairman of the Board of Directors, MIS Company (1994-2022G).• The Director General and Partner at Electronic Maps Trading Company (Limited Liability Company (2008 – 2022G).• A Board Member and Partner at Esri Saudi Company (Joint-Limited Liability Company), 2008-2022G.• Deputy Chief Executive Officer of Al Moammar Information Systems from 1994 to 2017.• A Board Member of Edarat Communications and Information Technology Co. (2008 – 2019).

4. Abdulkarim Alnafe’ / Member of the Auditing Committee\ Independent Member (Elected from the pool of external candidates).

Academic Qualifications	Works and Positions
Bachelor in Accounting and Business Administration from Whitworth University in USA (1980 G).	<ul style="list-style-type: none">• He assumed many positions as a Director General at the Saudi Industrial Development Fund from (2015 G – 2018 G).• The CEO of Saudi Ceramics Company (2015 – 2003 G).• A Board member and a member of the Auditing Committee at MIS (2025 – 2022 G).• A member of Auditing Committee at Astra Industrial Group.• A member of Nominations and Rewards Committee at Mobily Company.

Committees Emanating from the Board of Directors

Establishment of the Auditing Committee

The committee was formed by a decision of the ordinary general assembly of the company from among the shareholders or others, provided that at least one of them is an independent member, and that it does not include any of the executive members of the Board of Directors. Note that the number of committee members is four. The Chairman of the Audit Committee shall be an independent member. The components of the committee are also in conformity with the Corporate Governance Regulations issued by the Capital Market Authority, Article 5. And it was approved at the Ordinary General Assembly meeting (the first meeting), which was held on 06/30/2022, to form the Audit Committee.

Most Important Decisions and Recommendations Issued by the Auditing Committee

First – Decisions:

1. Issuing recommendation from the committee to the General Assembly to appoint an external auditor.
2. Ratifying and adopting the quarterly results of 2022 G (First, second, and third quarters).
3. Issuing recommendation to the BoD to adopt the final financial statement of 2022 G.
4. Approving the appointment of the internal auditor.
5. Viewing the internal audit report.
6. Having the Auditing Committee oversee the business of the company and verifying the accuracy and integrity of the financial reports and statements, as well as that of the internally adopted monitoring.

Second - Recommendations:

The Auditing Committee did not issue any recommendation conflicting with the decisions of the BoD that did not refuse taking any recommendation issued by the Auditing Committee into account in terms of appointing an auditor for the accounts of the company, dismissing such auditor, determining his remuneration, and assessing his performance, or appointing an internal auditor.

Violations and Sanctions:

No violations were imposed on the company.

Committees Emanating from the Board of Directors

The Competencies, Duties, and Responsibilities of the Auditing Committee

The Auditing Committee is namely competent in terms of the following:

First – Financial Reports:

1. Examining the initial and annual financial statements of the company prior to submitting them to the BoD, and expressing its opinion as well as issuing its recommendation in this respect in order to ensure its integrity, fairness, and transparency.
2. Expressing the technical opinion, pursuant to the request of the BoD in this respect, on whether the report of the BoD and the financial statements of the company are fair, balanced, and understandable, and whether they include the information that would enable shareholders and investors to assess the financial status of the company, and its performance, business model, and strategy.
3. Examining any important or unfamiliar issues covered by the financial reports.
4. Researching, in an accurate manner, and exploring any issues mentioned by the Financial Director of the company or their delegate, or the Adherence Official at the company, or the company's Accounts Auditor.
5. Verifying the accounting estimates pertaining to the major issues covered by the financial reports.
6. Examining the accounting policies adopted by the company, expressing its opinion in this respect, and issuing the relevant recommendation to the BoD. The Auditing Committee shall be responsible for examining the topics falling within its scope of competence, or those referred to it by the BoD. It shall submit its recommendations to the BoD, to enable the latter to issue its decision in this respect, or shall take the relevant decision in the event such competence was delegated to the Committee by the BoD. The Committee shall inform the BoD of its concluded results or the decision taken or issued recommendations.

Second – Internal Auditing:

1. Examining and reviewing the internal and financial auditing and risks' related regulations adopted by the company.
2. Examining the internal auditing reports assigned to a company specialized in internal auditing, and following up on the implementation of the corrective measures of the notes included therein.
3. Auditing and overseeing the performance and activities of the internal auditor and the Internal Auditing Department of the company, as to ensure the availability and efficiency of the resources required to perform the assigned works and tasks.
4. Issuing recommendations to the Board of Directors in order to appoint a Division Director or a Director for the Internal Auditing Department, or an Internal Auditor, and suggesting their remuneration.

Third – Auditor:

1. Recommending to the Board of Directors the nomination and dismissal of auditors, determining their fees and evaluating their performance, after verifying their independence and reviewing the scope of their work and the terms of contracting with the.
2. Ensure that the auditors are invited to obtain at least 3 offers for audit work and zakat.
3. Verifying the independence of the Auditor, his objectivity, and fairness, as well as the efficiency of the auditing tasks, upon taking the relevant rules and criteria into account.
4. Reviewing the company's Auditor plan and his work, and ensuring that he does not submit any technical or administrative works that do not fall within the auditing scope of works, and expressing its opinion thereof.

5. Responding to the inquiries of the company's Auditor.
6. Examining the report submitted by the Auditor and his notes pertaining to the financial statements and following up on the relevant decisions taken.
7. Verifying that the nomination of the Auditor is made within the deadline set for the succession of auditors, hence ensuring abiding by the professional practices and instructions issued by the auditing authorities.
8. Ensuring the prior adoption of all the professional services, whether related to auditing or not, submitted by the company's Auditor, including the services related to the internal auditing system.

Fourth – Compliance Guarantee:

1. Reviewing the results of the reports issued by auditing authorities and ensuring that the company decides upon the relevant procedures in this respect.
2. Verifying the abidance of the company to the relevant regulations, bylaws, policies, and instructions.
3. Reviewing contracts and transactions suggested for the company to conduct with the relevant parties, and issuing its recommendations in this respect to the BoD.
4. Submitting issues that require deciding upon procedures before the BoD, and issuing recommendations on the procedures to be decided upon.

Fifth – Internal Control:

1. Pursuant to the clarification given by the Executive Department of the company, as well as that issued by the external entity to which the annual internal auditing processes of the company have been assigned, and that issued by the external auditor, the Committee did not identify any major weakness in terms of the internal auditing regulations adopted by the company.
2. The Auditing Committee did not issue any recommendation conflicting with the decisions of the BoD that did not refuse taking any recommendation issued by the Auditing Committee into account in terms of appointing an auditor for the accounts of the company, dismissing such auditor, determining his remuneration, and assessing his performance, or appointing an internal auditor.

Auditing Committee's Opinion

In light of the committee's work during the year 2022, the Audit Committee believes that there is no deficiency or any fundamental change in the internal control systems, or a breach of the internal control systems during the year 2022 and that they are effective in preventing and detecting fundamental errors.

Meetings of the Auditing Committee's Members in 2022

Three meetings were held by the Auditing Committee in 2022 in its first session. These meetings have been attended as follows:

Member Name	Position	2022/08/24	2022/11/06	2022/11/20
Saleh Abdullah AlDebasi	Chairman of the Auditing Committee	Attended	Attended	Attended
Ibrahim Abdullah Al Moammar	Committee member	Attended	Attended	Attended
Fayez Abdullah Al Asmari	Committee member	Attended	Attended	Attended
Abdullah Al-Moaibed	Committee member	Attended	Attended	Absent
	Attendance Rate	%100	%100	%75

Committees Emanating from the BoD and General Assembly

Nominations and Rewards Committee

The Nominations and Rewards Committee has been established on 18/07/2022 G., with a term of office that would expire on 17/07/2025 G., pursuant to the decision issued by the BoD on 18/07/2022 G. as follows:

1. Mr. Faraj Bin Mansour Abu Thunain,

Chairman of the Nominations and Rewards Committee/ Independent Member

Academic Qualifications	Former and Current Work and Positions
Bachelor of Industrial Management from the University of Wisconsin- Milwaukee, Milwaukee, United States of America (1981)	<ul style="list-style-type: none"> A member of the BoD/ Chairman of the Nominations and Rewards Committee of MIS since -2018 present. A BoD member in the Investment Committee and the nominations and Rewards Committee in Al Jazira Capital since 2019 G- present.
Attending a training session in Financial Assessment and Analysis from Chase Manhattan, New York (1983- 1982)	<ul style="list-style-type: none"> A member at Merger and Acquisition Committee and Nominations and Rewards Committee of Saudi Industrial Investment Group since -2021 present. A member at Follow- up Performance and Investment Committee and Nominations and Rewards Committee of Astra Industrial Group since -2019 present. He works as Senior Vice President for Investment and Finance of National Industrialization Company.

2. Ibrahim Abdullah Al Moammar

Member of the Notifications and Rewards Committee/Non- Executive Member.

Academic Qualifications	Former and Current Works and Positions
Bachelor of Business Administration from King Saud University, Riyadh(December 1991)	<ul style="list-style-type: none"> Vice Chairman of the BoD , at Al Moammar Information Systems Company(1994 -2022), Chairman of the BoD and Partner, at Electronic Maps Trading Company (Limited Liability 2008-2022) BoD Member and Partner of ESRI Saudi Company (Joint- Limited Liability Company), being a company 2008- 2022) Deputy Chief Executive Officer of Al Moammar Information Systems from 1994 to 2017 A member of the BoD of Edarat Communications and Information Technology Co. (2008-2019)

3. Mohammad Al Haqbani

A member of Nominations and Rewards Committee/ independent Member (outside the BoD).

Academic Qualifications	Former and Current Work and Positions
Bachelor's degree in Finance, majoring in Management, with honors, from the University of Virginia, USA, in 2005.	<ul style="list-style-type: none"> CEO of Astra Industrial Group since 2014. Member of many boards of directors and committees (Audit Committee, Nominations and Remunerations Committee). General Manager for Investment Research (Acting) of the General Insurance Corporation (July 2006 - December 2013). Assistant Asset Management Fund Manager at Al Rajhi Bank (July 2005 - July 2006). Portfolio manager at Seed Fund, Luxembourg, Virginia, USA.

Establishment of the Nominations and Rewards Committee

The Nominations and Rewards Committee was established pursuant to the Article No. 60, Article No. 64, and the seventh paragraph of the Article No. 50 of the Companies' Governance Bylaws issued by the Capital Markets Authority of Saudi Arabia. The Nominations and Rewards Committee, emanating from the BoD, is namely competent in assisting the BoD in terms of the following:

1. Issuing recommendations to the BoD pertaining to nominating individuals for the membership of the BoD, pursuant to the adopted policies and criteria in this respect;
2. Issuing recommendations to the BoD pertaining to nominating members for assuming positions at the other committees affiliated to the BoD;
3. Periodically assessing the skills of the BoD members;
4. Reviewing the structure of the BoD;
5. Ensuring the autonomy of the independent BoD members;
6. Issuing recommendations on the rewards allocated to the BoD members and the executive management officials, pursuant to the Articles of Association of MIS.

Competences of the Nominations and Rewards Committee

1. The Committee is competent in terms of issuing recommendations pertaining to the rewards policy adopted in favor of the BoD Members and senior executives.
2. The Committee is competent in terms of appointing external advisors, or terminating their services, for assisting the Committee in assuming its assigned tasks. It is also competent in terms of approving the terms and conditions of any similar appointment, and determining the remuneration of any consultant providing consulting and support services to the Committee, upon obtaining the written consent from the Chairman of the BoD in this respect.
3. The Committee may request, in cooperation with the Chief Executive Officer, any other official, or employee at MIS, or external consultant, or any other person, to hold a meeting with any other member or consultant of the Committee, or provide other assistance to the Committee in terms of assuming its assigned tasks.

The Committee is competent, in terms of nominations and rewards, in terms of the following:

1. Suggesting clear policies and criteria for membership at the BoD and the Executive Management;
2. Issuing recommendations to the BoD, pertaining to nominating members to the BoD and their renomination, pursuant to the adopted policies and criteria in this respect, upon not taking the nomination of any person who has been previously accused of a crime consisting of a breach of honor or integrity;
3. Drafting descriptions of the abilities and qualifications required for the membership of the BoD and assuming executive positions;
4. Providing advice and counsel to the BoD in terms of selecting senior executives that enjoy the right qualifications and abilities for the operational processes of MIS;
5. Reviewing the structure of the BoD and executive management, and issuing recommendations on the changes that may be made;
6. Verifying, annually, the autonomy of the independent members and ensuring that there are no conflict of interests in the event that the member was also a BoD member at another company;
7. Conducting an annual review of the required needs in terms of skills or expertise required for the membership
8. at the BoD and the executive management positions; Setting special procedures in the event of a vacancy in terms of the positions at the level of the BoD or senior executives;
9. Identifying the weaknesses and strengths of the BoD, and suggesting solutions aimed at
10. addressing such issues in line with the interests of MIS; Overseeing the elaboration of an identification program for new members;
11. Issuing recommendations to the BoD in terms of approving the self-assessment annual processes of the BoD and overseeing such processes. These assessments may be conducted through the Committee or through obtaining the assistance of an external third party.

Decisions and Recommendations Issued by the Nominations and Rewards Committee:

1. Issuing recommendations to the BoD on nominating to the BoD membership pertaining to the policies and criteria adopted to its new term.
2. Issuing recommendations to the BoD pertaining to selecting senior executives, enjoying appropriate specifications and qualifications for the operational process of MIS.
3. Classifying BoD members in terms of experience and diversity in the financial, legal, technical areas, etc.
4. Assessing the BoD members skills periodically.
5. Reviewing the structure of the BoD.
6. Verifying, annually, the autonomy of the independence of the BoD members.

Assessment of the BoD Performance:

In 2022, it has been concluded that the performance of the BoD was distinguished at all levels. Pursuant to the assessment of the Nomination Committee of the BoD performance In fact, all the BoD members abided by attending the BoD meetings and those of its affiliated committees. Absence from these meetings was not allowed unless pursuant to a justified excuse. On another hand, the BoD has approved the internal restructuring for MIS and polarizing an external company that is competent with the internal regulations, policies and procedures of MIS and processing its execution. MIS is connecting its whole resources and departments by Enterprise resource planning programme (ERP) as well overseen the performance of the internal auditing team of MIS, in cooperation with the Auditing Committee, as to ensure the monitoring of risks, weaknesses, and procedures necessary for addressing such issues. It has also overseen the mechanism and tasks pertaining to the periodical monitoring of risks at MIS, whereby the BoD has been able to identify the main risks and the means for addressing them through the annual action plan submitted before the BoD, and to develop the strict procedures in terms of governance, internal auditing, and risks management. As such, no complaints or notices pertaining to auditing issues were noted during 2022. Furthermore, MIS has established a special Directorate known as the “Governance Directorate”, and its internal policies and bylaws were adopted.

MIS has reviewed the internal policies and regulations of risk management to in order to enable the identification and assessment of the current or potential risks. Such processes include a comparative analysis of the risks factors pertaining to MIS, namely in terms of the financial and investment affairs, among other matters. Thereafter, detailed and comprehensive analytical reports shall be elaborated in terms of all the potential risks, whereby such reports shall be submitted before the specialized risks competent committees and the executive management of MIS (internal Auditor), and before the BoD, if needed, for taking the most suitable decision in this respect. These main risks and means for addressing them shall be presented to the BoD through the annual plan.

Meetings of the Nominations and Rewards Committee Report:

The following table lists the names and attendance sheet of the meetings held by the Committee in 2022 G.

* Some of the members were already introduced under the section tackling the names and data pertaining to the BoD members

Member Name	Position	2022/09/01
Faraj Bin Mansour Abu Thunian	Nominations and Rewards Committee Chairman	attended
Ibrahim Abdullah Al Moammar	A Committee Member	attended
Mohammed Al Haqbani	A Committee Member	attended
	Attendance rate	%100

2022 General Assemblies

A statement includes the dates of the General Assemblies of the shareholders which have been convened in the Fiscal year 2022, and the names of the BoD Members who attended these assemblies:

Extraordinary General Assembly 05/07/1443 H. corresponding to 06/02/2022 G.

The extraordinary general assembly has been held through modern technology communication means (Tadawulaty), pursuant to the circular issued by the Capital Market Authority, stipulating holding the assemblies of the listed companies through the remote modern technology means till further notice, the results have been submitted the following day on 07/02/2022.

Names of the Members who attended the assembly meeting:

Member No.	Position	Attendance
1	Mr. Khalid Bin Abdullah Al Moamar (BoD Chairman)	attended
2	Mr. Ibrahim Bin Abdullah Al Moamar (BoD Vice President)	attended
3	Mr. Abdullah Bin Mohammad Al Moamar (A BoD Member)	attended
4	Abdullah Bin Mehana Al Moaibed (A BoD Member)	Could not attend
5	Mr. Faraj Mansour Abu Thunain (A BoD Member)	attended
The Names of the Committee chairmen who attended the assembly or their representatives from the members		
6	Mr. Faraj Mansour Abu Thunain (Nominations and Rewards Committee Chairman)	attended
7	Mr. Ibrahim Bin Abdullah Al Moamar (A Member of the Auditing Committee)	attended

The following decisions and recommendations were taken by the Extraordinary General Assembly in its first meeting in 2022:
Approving the amendments of Article No. 3 of the basic system of MIS pertaining its objectives.

Extraordinary General Assembly dated 23/11/1443 H. corresponding to 22/06/2022 G.:

The extraordinary general assembly has been held through modern technology communication means (Tadawulaty), pursuant to the circular issued by the Capital Market Authority, stipulating holding the assemblies of the listed companies through the remote modern technology means till further notice, the results have been submitted the following day on 23/06/2022.

Names of the Members who attended the Assembly meeting:

Member No.	Position	Attendance
1	Mr. Khalid Bin Abdullah Al Moamar (BoD Chairman)	attended
2	Mr. Ibrahim Bin Abdullah Al Moamar (BoD Vice President)	attended
3	Mr. Abdullah Bin Mohammad Al Moamar (A BoD Member)	Could not attend
4	Abdullah Bin Mehana Al Moaibed (A BoD Member)	Could not attend
5	Mr. Faraj Mansour Abu Thunain (A BoD Member)	attended
The Names of the Committee chairmen who attended the assembly or their representatives from the members		
6	Mr. Faraj Mansour Abu Thunain (Nominations and Rewards Committee Chairman)	attended
7	Mr. Ibrahim Bin Abdullah Al Moamar (A Member of the Auditing Committee)	attended

The following decisions and recommendations were taken by the Extraordinary General Assembly in its first meeting in 2022:

Item No. 1: Approving the recommendation of the BoD, pertaining to increasing the Capital of MIS by granting shares to the shareholders of MIS pursuant to the following:

- Overall increase amount: Fifty Million Saudi Riyals.
- Share Capital before the Increase: SAR 250 Million. The share capital, upon its increase, shall become 300 million Saudi Riyal, thus noting an increase of 20%.
- Number of shares before the share capital increase: 25 million shares. The number of shares, upon the share capital increase, shall become 30 million shares.
- Such recommendations aim at increasing the capital to reinforce the resources of MIS which contributes to achieving better progress rate in the upcoming years.
- Rate of Increase: One share for each five shares.
- Such increase will be through the capitalization of the amount of fifty million Riyal from the reserve and the retained profits.
- In the event that this Item is approved, the entitlement date for the bonus shares will be for the MIS's shareholders who own shares on the day of the Extraordinary General Assembly meeting and are registered in the MIS's shareholder register with the Securities Depository Center Company("Edaa") at the end of the second trading day that follows the entitlement date. In the case of the fractional shares, they will be collected in one portfolio for each shareholder, sold at their market value, and then their amount will be distributed to the shareholders who deserve the award according to each holders' share, within a maximum period of 30 days of the date of allocating the accrued shares for each shareholder.
- Amending Article No.(7) of the main company system pertaining to the capital.
- Amending Article No. (8) of the main company system pertaining to underwriting.

Item No. 2: Disapproval of amending Article No.(3) of the MIS's article of association pertaining to MIS objectives.

Extraordinary General Assembly on 12/01/1443 H Corresponding to 06/30/2022 G:

The Extraordinary General Assembly has been held through modern technology communication means using Tadawulaty system, pursuant to the circular issued by the Capital Market Authority, stipulating holding the assemblies of the listed companies through Remote means of modern technology until further notice. The results were published the next day dated 03/ 07/ 2022 G.

Names of the members attending the assembly meeting:

Member	Position	Attendance
1	Khaled Abdullah Al Moammar (Chairman of the BoD)	Attended
2	Khaled Abdullah Al Moammar (Deputy Chairman of the BoD)	Attended
3	Khaled Abdullah Al Moammar (BoD Member)	Attended
4	Abdullah Muhanna Al Moaibed (BoD Member) *	Could not attend
5	Faraj Bin Mansoor Abu Thunain (BoD Member)	Attended
Names of the Chairmen of the committees attending the assembly or whomever they delegate from the assembly's members		
6	Faraj Bin Mansoor Abu Thunain (Chairman of the Nominations and Rewards Committee)	Attended
7	Saleh Abdullah Al Debasi (Chairman of the Auditing Committee)	Attended

The following decisions and recommendations were taken during the first 2022 G meeting of the General Assembly:

1. Approving the report issued by the BoD on the financial year ending on December 2021 ,13 G.
2. Approving the report issued by the auditor on the financial year ending on December 2021 ,31 G.
3. Approving the financial statements for the fiscal year ending on December 2021 ,31 G.
4. Approving the works and contracts concluded between MIS and ESRI Saudi Company, in which the BoD Members, Khaled Abdullah Al Moammar (Non-executive member) and Ibrahim Abdullah Al Moammar (Non-executive member), hold direct interests. These works and contracts are deemed as (GIS software licenses), noting that the overall amount of transactions between both parties in 2021 G has amounted to SAR 10,078,849 Million, bearing in mind that these transactions are carried out based on commercial basis without preferential conditions.
5. Approving the works and contracts concluded between MIS and the Electronic Maps Trading Company, in which the BoD Members, Khaled Abdullah Al Moammar (Non-executive member) and Ibrahim Abdullah Al Moammar (Non-executive member), hold direct interests. These works and contracts are deemed as (GIS software licenses), noting that the overall amount of transactions between both parties in 2021 G has amounted to SAR 2,920,574 Million, bearing in mind that these transactions are carried out based on commercial basis without preferential conditions.
6. Approving the works and contracts concluded between MIS and Emaar Executive Company for Information Technology, in which the BoD Member, Abdullah Mohammed Al Moammar (Non-executive member), holds direct interests. These works and contracts are deemed as (cable extensions and electrical devices for the installation of computers, devices and operating services), noting that the overall amount of transactions between both parties in 2021 G has amounted to SAR 22,800,372 Million, bearing in mind that these transactions are carried out based on commercial basis without preferential conditions.
7. Approving the works and contracts concluded between MIS and Emaar Executive Company for Information Technology (involved party), in which the BoD Member, Abdullah Mohammed Al Moammar (Non-executive member), holds direct interests. These works and contracts are deemed as (network equipment sales), noting that the overall amount of transactions between both parties in 2021 G has amounted to SAR 1,276,533 Million, bearing in mind that these transactions are carried out based on commercial basis without preferential conditions.
8. Approving the participation of the BoD Member, Khaled Abdullah Al Moammar in businesses competing with those of MIS.
9. Approving the participation of the BoD Member, Ibrahim Abdullah Al Moammar in businesses competing with those of MIS.
10. Approving the participation of the BoD Member, Abdullah Mohammed Al Moammar in businesses competing with those of MIS.
11. Approving the clearance of the BoD Members for the financial year ending on December 2021 ,31 G
12. Approving the selection of the below candidates from among the candidates for MIS's management for the next cycle starting on 2022 /07 /18 G for three (3) years, and ending on 2025 /07 /18 G.
 - a. Khaled Abdullah Al Moammar
 - b. Ibrahim Abdullah Al Moammar
 - c. Abdulkarim Alfadani
 - d. Faraj Bin Mansoor Abu Thunain
 - e. Abdullah Mohammed Al Moammar
 - f. Ziad Murtaja
 - g. Fahd Al Moammar
13. Approving the disbursement of the amount of SAR (1,127,182) million as a reward for the BoD Members, for the financial year ending on December 2021 ,31 G.

Approving the formation of an Auditing Committee for the new cycle starting on 2022 /07 /18 G for three (3) years and ending on 2025 /07 /18 G, and its tasks work controls, and remuneration for its members by:

 - a. Saleh Abdullah Al Debasi (Independent member – From outside the BoD)
 - b. Ibrahim Abdullah Al Moammar (Independent member – From within BoD)
 - c. Fayez Al Asmari (Independent member – From outside the BoD)
 - d. Abdulkarim Alfadani (Independent member – From within the BoD)
14. Approving the authorization of the BoD to distribute interim profits in a half-annual or quarterly manner for the 2022 G financial year.
15. Approving the authorization of the BoD, in its (2nd) cycle starting on 2022 /07 /18 G, the competence pertaining to the Ordinary General Assembly, pertaining to the licensing stipulated under the first (1) paragraph of the seventy first Article of the Companies' Law, for a year as of the date of the approval granted by the General Assembly or until the expiry of the term of office of the current BoD, whichever falls first and that, pursuant to the terms and conditions stipulated by the limitations and regulatory procedures issued in implementation of the Companies Regulations, namely in terms of the listed Joint-Stock Companies.
16. Approving the appointment of M/S KPMG Al Fozan and Partners, chartered accountants and auditors, as MIS's auditor from among the candidates based on the recommendations of Auditing Committee to examine, review and audit the financial statements for the second, third, fourth and annual quarters of the financial year 2022 G as well as the first quarter of the financial year 2023 G, and determining its fees.

Senior Executive Management

Percentage of share ownership and its change during the year 2022 for members of the Board of Directors, senior executives and their spouses and minor children:

• Members of the Board of Directors and their spouses and minor children

The following table clarifies the number of shares of Al -Maamar Company for Information Regulations owned by the members of the Department of Management during the year 2022, with the introduction of the time that the number of the accusation has been adjusted at the beginning of the year, which is appropriate for the increase of the capital of the year, which was done with the general assembly of the year.

Name	Ownership Rate
Ibrahim Bin Abdullah Al Moamar	26 %
Khalid Bin Abdullah Al Moamar	22 %
Abdullah Bin Mohammad Al Moamar	2.8 %

• Senior executives, their spouses and minor children

The following table shows the number of shares of Al Moammar Information Systems Company owned by senior executives during the year 2022 AD

Name	The number of shares owned at the beginning of 2022	The number of shares owned at the end of 2022	Rate of Change during 2022
Abdullah Al Ghamdi	NA	NA	NA
Karthik Ramaswamy	NA	NA	NA
Khalid Sadaqa	NA	NA	NA
Salah Al Wadi	NA	NA	NA
Simon Haidar	NA	NA	NA

Senior Executive Management

Ziad Murtaja, Chief Executive Officer (2017 – May 2022)

He has been appointed on June 11, 2017, and holds a Bachelor of Computer Science and Software Engineering from the University of Kuwait (1986). He also holds many other diplomas and certifications in leadership, management, financial affairs, and business from many internationally accredited centers. He has assumed the position of Chief Executive Officer at Schneider Electric in the Kingdom of Saudi Arabia, the Director General of HP in the Kingdom and the Director of the Networks Department at HP for the MENA and Eastern Mediterranean region. He has also worked for the Saudi branch of Cisco Systems for ten years during which he assumed many positions of which the latest was the regional director for the MENA region, and was appointed Chairman of the BoD of Edarat Communication and Information Technology Co. (EDARAT) on 08/ 10/ 2020 G.

Dr. Abdullah Al-Ghamdi Chief Executive Officer (May 2022 - Until Now)

He has an experience for more than 25 years in the technical and administrative field and business development. He has assumed the position of designated Chief Executive Officer at Al Moammar Information Systems Co. (“MIS”) between May 10, 2022 G and Oct. 2022 G, Chairman of the BoD at Edarat Communication and Information Technology Co. since August 2022 G and Chief Executive Officer at MIS Forward since November, which is a leading company in new technology and application platforms 2021 G. He obtained a Phd from the Faculty of Electrical and Electronics Engineering in University of Wales – Britain, MSc from the Department of Electrical Engineering (EE), King Saud University (KSU) – Riyadh, and BSc in Electrical Engineering from King Saud University (KSU) – Riyadh. He also obtained the certificate of Chartered Engineer (CEng) from the Engineering Council, UK, Fellow IEE or Fellow IET from the Engineering and Technology Organization, UK, senior member – SMIEEE for the Institute of Electrical and Electronics Engineers, certificate of Project Management Professional (PMP), Professional Engineer Certificate (EUR ING) from the European Engineering Organization, Professional Certificate in Managing Successful Programmers (MSP), course of High Performance Leadership from International Institute for Management Development (IMD), Senior Executive Leadership Program from Harvard University. Previously, Dr. Abdullah performed several administrative and leadership roles in addition to membership in BoD and chairing committees, for example:

- Carrying out business and management tasks of the National Information Center
 - Chairman of the Higher Follow-up Committee at the National Information Center
 - Member of the BoD of the General Authority for Statistics
 - Member of the Executive Committee of Riyadh Urban Observatory
 - Member of the Steering Committee for the General Population and Housing Census Project
 - Member of the BoD of a technical company
 - Chairman of the investment and development committee for a private technology company - part-time job
 - Consultant to a government technical agency
 - General Supervisor of Information Security in the Saudi Authority for Data and Artificial Intelligence and its affiliates, and the Minister reference
 - Chairman of the Higher Committee for Information Security at the National Information Center
 - Head of the crisis management team at the National Information Center
 - Chairman of the Restructuring and Planning Committee at the National Information Center, which is the body approving the structural and planning vision for the National Information Center
 - Assistant Director General of the National Information Center for Technical Affairs, representing the technical leadership of the most important digital unit in the Middle East at the time represented in the technical aspect of the National Information Center and the achievement of national achievements
 - Leading the development of innovative solutions in various technologies (information security, vital features...) and coming up with new products
 - Participating and leading major projects in digital transformation
 - Part-time consultant for Elm Information Security Company
- Further, he participated as a spokesperson in international conferences, and published more than thirty (30) researches in prestigious fields and conferences such as IET Proceedings and IEEE Transactions.

Kartik Ramasawami Financial Director

He was appointed to this position on November 03, 2010 G. He holds a Higher Education Diploma in Financial Management from the Indian Chartered Accountancy, Madras, India (1997) and also holds a Bachelor in Commerce and Trade from Madras University, India (1993). He has assumed many positions, including the position of Financial Auditor for Onyx Group, Sharjah, United Arab Emirates (2006 – 2010), Financial Director of Ramco Systems Limited, in its branches in Malaysia, the United States of America, and India (2000 – 2005), and Financial Director for Greenland Fertilizers Limited, India (1998 –2000). At the beginning of his career, he worked as an Assistant Accountant for Sankaraman & Dhandapani Chartered Accounts from 1993 to 1997. He was appointed as a member of the BoD of Edarat Communication and Information Technology Co. (EDARAT).

Khaled Sadaqa Vice President of Infrastructure

He is a specialist in information technology with more than 22 years of extensive experience in communication and information technology in the Saudi market. He has a wealth of technical knowledge and experience through a variety information technology solutions, as well as a deep understanding of how to fulfil the technological and commercial requirements. Khaled has a proven track record in driving sales results and exceeding growth initiatives, as he was awarded large projects by benefiting from the multifunctional resources in many industries.

Khaled holds a BA in Computer Engineering (2020). He started his professional career in MIS as a Presales Engineer (2001 - 2002), and moved on to become a Presales Engineer (2004 - 2007). Following, he was promoted to a Presales Manager (2007 - 2009), and then was appointed as the Director of the Systems Department (2009 - 2016), Network Department Manager (2016 - 2020). With his rich technical expertise and knowledge across a wide range of ICT solutions, Khaled managed to make major contributions in his company's growth and success as the Vice President of Infrastructure. He continues to lead his team towards achieving their goals while ensuring that the company remains at the forefront of technological advancements in the industry.

Salah Alwadi Vice President of Cyber Security

He is a specialist in information technology with more than 28 years of extensive experience in the field of Cyber Security. He was graduated from Amman Private University – Jordan with BA in Computer Information System (1994).

Salah started his professional career in Orange Telecom – Jordan, where he worked as the head of technical support team for five (5) years, then moved to Dubai Internet City to work in the E-Government Program for three (3) years before joining MIS.

At MIS, he started as a security consultant and soon rose through the ranks to become a senior security consultant within two (2) years. Since 2008, he has managed the Security Department in MIS, supervising all aspects of MIS and working to become the Vice President of Cyber Security.

Throughout his professional career, Salah demonstrated technical skills and extraordinary leadership, and he is known for his ability to develop and implement effective safety strategies that would protect the institutions from cyber threats and ensure compliance with industry regulations.

Salah's extensive experience and skills made him a respectful figure in the industry of information technology, and he is greatly appreciated his colleagues and peers because of his professionalism, dedication and commitment to excellence.

Simon Haidar Vice President of Business Solutions

He has 28 years of experience in Business Solutions. He holds a BA in Computer Science from Lebanese University – Beirut, which is a certificate of his academic prowess. He worked for various companies throughout his professional career, including MIS. Currently, he assumes the position of Vice President of LoB Business Solutions since August 2013. In this position, he is responsible for LoB Business Solutions. Business Solutions Team works with the end-users to provide specialized applications designed to solve business solutions in the real world in their respective specialties – from data-driven decision-making to complex workflows designed for enterprises. BS LoB provides different applications such as ERP/ CRM Solutions, ECM Solutions, EPM Solutions, GIS Solutions, Workplace Solutions Visualizations, Smart Cities, Data Management, Digital Transformation Services, Application Modernization, Artificial Intelligence and Analytics, Digital Twin and Predictive Analytics. Before he joins MIS, he worked as a Regional Sales Manager in ITec-EBC (April 2011 – July 2012), and in Abu Dhabi – UAE/ HYPERLINK Lebanon (February 2008 – March 2011), where he was responsible for sales in the Gulf region and the Middle East. HI's Sales Team was distributed in the Gulf region and the Middle East, and was responsible for sales in Oracle ERP and Technology Solutions, in addition to other solutions, development services, and sales and operations of UAE and Gulf for Physical Security Solutions. In addition to his experience as a project manager responsible for technical management interface and customer communication where he managed more than 100 projects. He also worked as a technical consultant/ head of the information technology department for a government company in Abu Dhabi (January 1997 – June 1999), in addition to being a certified tutor in Microsoft in Lebanon/ Abu Dhabi (July 1995 – January 1997). Generally, Simon's extensive experience makes him an asset to our organization.

The policy has stipulated that the reward to be granted to the BoD members or affiliated committees shall be as follows:

The reward to be granted to the BoD Members or affiliated committees shall be formed of a specific amount and an attendance allowance for attending meetings or for incurring expenses, given such amount shall not exceed the amount stipulated by the Companies’ Law, and its executive bylaws, and Articles of Association of MIS, as follows:

- Annual reward of two hundred thousand Saudi Riyals (SAR 200,000) granted to each BoD Member.
- Annual reward of fifty thousand Saudi Riyals (SAR 50,000) awarded to the BoD member and committee member for each committee he is a member of.
- Annual reward of one hundred thousand Saudi Riyals (SAR 100,000) for the committee member from outside the BoD.
- Attendance allowance for attending meetings, amounting to five thousand Saudi Riyals (SAR 5,000) per meeting, granted to each member, whether a BoD or a member of the affiliated committees.
- Other allowances and benefits, including travel expenses, among others, shall be granted pursuant to the policy adopted by MIS in this respect.
- Allowances and other benefits, such as travel expenses, etc., are added according to the company’s policy.

The policy has stipulated that the reward to be granted to the executive management shall be as follows:

MIS shall grant its executive management specific financial benefits set pursuant to the scale of salaries and its policy adopted in this respect. The rewards to be granted to the executive management shall be as follows:

- Basic salary to be settled monthly, by the end of each calendar month.
- Medical insurance for the directors and their family.
- Transportation allowance.
- Housing allowance.
- Annual travel tickets to the directors and their family, to be granted to them at the time of their annual leave.
- Annual reward which amount shall be set pursuant to the performance.
- Long-term motivational reward.

The following table provides details pertaining to the rewards settled in favour of the BoD, executive Management, and members of the affiliated committees in 2022:

- BoD Members’ Remuneration: A breakdown of the remuneration paid to BoD Members during the financial year 2022

Name	Position	Attending Allowance	Annual Allowance
Khaled Abdullah Al Moammar	BoD Chairman	SAR 30.000	SAR 200.000
Ibrahim Abdullah Al Moammar	BoD Deputy Chairman	SAR 30.000	SAR 200.000
Abdullah Mohammed Al Moammar**	A BoD Member	SAR 20.000	SAR 200.000
Faraj Mansoor Abu Thunain	A BoD Member	SAR 30.000	SAR 200.000
Abdullah Muhanna Al Moaibed*	A BoD Member	SAR 5.000	SAR 200.000
Fahd Bin Saad Bin Moammar	A BoD Member	SAR 10.000	SAR 200.000
Abdulkarim Alfadani	A BoD Member	SAR 15.000	SAR 200.000
Ziad Murtaja**	A BoD Member	SAR 5.000	SAR 200.000

* Previous Term Member

** Resigned Member

Auditors Committee’s Remuneration

Name	Attending Allowance	Annual Allowance
Saleh Abdullah Al Debasi	SAR 35,000	SAR 100,000
Ibrahim Bin Abdullah Al Moammar	SAR 35,000	SAR 70,000
Abdullah Muhanna Al Moaibed*	SAR 10,000	SAR 70,000
Fayez Al Asmari	SAR 35,000	SAR 100,000
Fayez Al Asmari	SAR 20,000	SAR 100,000

* Previous Term Member

Nominations and Rewards Committee’s Remuneration

Name	Attending Allowance	Annual Allowance
Faraj Abu Thunain	SAR 25,000	SAR 70,000
Ibrahim Bin Abdullah Al Moammar	SAR 25,000	SAR 70,000
Mohammed Al Haqbani	SAR 25,000	SAR 100,000

Investment and Business Development Committee

Name	Attending Allowance	Annual Allowance
Abdullah Al Ghamdi	SAR 5,000	SAR 100,000
Abdullah Al Jumah	SAR 5,000	SAR 100,000
Ziad Murtaja	SAR 5,000	SAR 100,000
Samer Al Kharat	SAR 5,000	SAR 100,000
Durka Pradas	SAR 5,000	SAR 100,000

A breakdown of the remunerations paid to five Senior Executives, who received the highest remuneration:

Name	Position	Salary (SAR)	Periodic Remuneration (SAR)	Annual Variable (SAR)	End of Service Remuneration (SAR)	Total (SAR)
Abdullah Al Ghamdi*	CEO	70,000	140,000	300,000	23,527	463,527
Ziad Murtaja **	Former CEO until 10/05/2022	150,000	1,800,000	1,177,713	408,750	2,228,145
Kartik Ramasawami	CFO	85,000	799,375	220,000	821,431	1,840,806
Khaled Sadaqa	Executive Vice President of Cyber Security	48,000	560,500	250,000	936,000	1,746,500
Salahaddin Alwadi	Executive Vice President of Cyber Security	50,000	590,000	280,000	865,555	1,735,555
Simon Haidar	Executive Vice President of Cyber Security	48,000	568,000	280,000	384,000	1,232,000

* Appointing Dr. Abdullah Al-Ghamdi as successor to Eng. Ziad Murtaja in May of the year 2022, in addition to his role as CEO of MIS Forward.

Dividends Policy

Article One:

General Policy for Dividends Distribution

1. The BoD developed a transparent policy on the distribution of dividends in accordance with Article No. 49 of MIS's Articles of Association and in a way that achieves the interests of the shareholders and the interests of MIS at the same time, noting that the shareholders were informed of this policy during the previous General Assembly meetings, as well as the reference to that policy in the reports of the BoD.
2. The profit distribution process in MIS depends on the net profits achieved, cash flows and future expectations for major investments, taking into account the importance of maintaining a strong financial position to meet any changes in the general situation or any significant changes that may affect the market situation and the economic climate in general, although MIS is keen to disburse annual profits to its shareholders to maximize the return on investment, but there are no guarantees for this and no guarantees for the value of future profits, and the Profit Distribution Policy may change from time to time according to the financial performance of MIS and the vision of the BoD based on an analysis of investment opportunities, monetary and capital needs and expectations of expansion in main activities, and the distribution process is carried out by submitting a proposal from the BoD to the General Assembly that approves or rejects the proposal, and in the event that it is approved, the distribution will take place at the place and dates determined by the BoD in accordance with the instructions and regulations issued by the competent authorities in this regard.

Article Two:

Mechanism for Dividends Distribution

1. The exchange of dividends depends, among other factors, on the evaluation and recommendations of MIS's BoD, based on the following matters:
 - The financial position of MIS.
 - The results of MIS's operational processes.
 - Cash flow needs in the short and long term, taking into account the plans and projects of MIS's expansion.
 - Obligations and restrictions that may restrict these distributions.
 - Covering the losses that MIS may have suffered in the past years and after setting aside the statutory provisions and reserves.
1. According to the Articles of Association of MIS, the net profits of MIS are distributed annually or in stages after the Ordinary General Assembly authorizes the BoD to do so, and this authorization is renewed annually, after deducting all general expenses and other costs as follows:
 - Retain 10% of the net profits to form MIS's statutory reserve, and the Ordinary General Assembly may stop this retention when the aforementioned reserve reaches 30% of the paid capital.
 - The Ordinary General Assembly may, upon the proposal of the BoD, retain 30% of the net profits to form an agreement reserve and allocate it to support the financial position of MIS.
 - The statutory reserve is used to cover the losses of MIS or increase the capital, and if this reserve exceeds 30% of the paid capital, the General Assembly of MIS may decide to distribute the increase to the shareholders in the years in which MIS does not achieve net profits sufficient to distribute the share determined for them in MIS's Articles of Association.

- The Ordinary General Assembly may decide to set up other reserves, to the extent that it serves the interest of MIS or ensures that fixed profits are distributed as much as possible to the shareholders, and the aforementioned Assembly may also deduct from the net profits amounts to establish social establishments for the MIS's employees or to assist what may exist from these establishments.
- From the remainder after that, it is distributed to the shareholders at a rate not less than 5% of the paid capital.
- The BoD must approve its annual report submitted to the General Assembly, the percentages of profits that have been distributed to shareholders during the different periods of the current year, in addition to the percentage of profits proposed to be distributed at the end of the financial year and the total of these profits.
- Zakat and any other applicable regulations in the Kingdom of Saudi Arabia shall be applied.
- MIS may distribute interim profits to the shareholders in a semi-annual or quarterly manner according to the regulations issued by the Financial Market Authority, based on a mandate issued by the Ordinary General Assembly of the BoD to distribute interim profits that is renewed annually.
- The cash profits to be distributed to the shareholders are deposited in their accounts linked to their investment portfolios, and the shares granted are deposited in the shareholders' investment portfolios after being announced on the Saudi Stock Exchange website (Tadawul).

The following table shows the historical development of cash dividends for MIS to date:

Year	Announcement Date	Due Date	Distribution Date	Distribution Method	Dividend per Share	Total Amount Distributed (SAR)	Distribution Percentage	Outstanding number of Shares	Half
2022	03-07-2022	03-07-2022	03-07-2022	Transfer to Account	1.20	03-07-2022	03-07-2022	03-07-2022	03-07-2022
2022	31-01-2022	31-01-2022	31-01-2022	Transfer to Account	1.00	31-01-2022	31-01-2022	31-01-2022	31-01-2022
2021	07-07-2021	07-07-2021	07-07-2021	Transfer to Account	1.00	07-07-2021	07-07-2021	07-07-2021	07-07-2021
2021	04-01-2021	04-01-2021	04-01-2021	Transfer to Account	1.10	04-01-2021	04-01-2021	04-01-2021	04-01-2021
2020	05-07-2020	05-07-2020	05-07-2020	Transfer to Account	1.00	05-07-2020	05-07-2020	05-07-2020	05-07-2020
2020	05-01-2020	05-01-2020	05-01-2020	Transfer to Account	1.00	05-01-2020	05-01-2020	05-01-2020	05-01-2020
2019	16-10-2019	16-10-2019	16-10-2019	Transfer to Account	1.00	16-10-2019	16-10-2019	16-10-2019	16-10-2019

Employees Incentives Programs

In order to enhance competencies loyalty, as well as work to attract new competencies from the employees, MIS established a system of incentives for the employees, including granting the MIS management according to which its senior employees are granted the right to obtain a material incentive compensation at the end of the entitlement period if specific conditions are met. The calculation of these bonuses is linked to the growth achieved by MIS in its annual profits, which is determined in accordance with the initial consolidated financial statements of MIS. Bonuses for sales personnel and general managers are also given annual bonuses and sales incentives, which are linked to performance to a large extent during the year according to an annual evaluation.

Transactions with Relevant Parties

Transfer of services, resources or obligations between relevant parties regardless of the existence of a consideration that was assessed for this transfer, and the parties' transactions may be related in a recurring or non-recurring nature during the financial year 2022 G. Some of these contracts, to which MIS was a party, continued and some BoD members had an interest in them. Some of these contracts were agreed upon years ago and are an extension of continuous relations that began before the financial year 2022 G. These contracts are listed in the table below, as follows:

Contract Party	Work Nature	Contract terms	Name of the member related	Transaction amount during 2022	Implimentation period (Days)	Clarifications
ESRI Company	Provide products related to Esri Company	General Assembly approval	Khaled Al Moammar Ibrahim Al Moammar	409,340	341	• AHAD Business Services Company
				16,600	365	• Al Hassa Irrigation & Drainage Authority
				393,570	634	• General Authority of Statistics - STATS
				40,000	365	• KACST
				18,750	30	• MIS
				545,500	367	• SAR - Saudi Railway Company
				739,200	733	• Saudi Post
				971,595	718	• STC Advanced Solutions
				Total 3,134,555		
Electronic Maps Trading Co.	Provide products related to Esri Company	General Assembly approval	Khaled Al Moammar Ibrahim Al Moammar	18,750	30	• MIS
				49,192	367	• SAR - Saudi Railway Company
				688,236	390	• Saudi Aramco
				Total 756,178		
Emaar Executive Company for Information Technology	Implimentation, extention and installation of network services	General Assembly approval	Abdullah Al Moammar	294,000	839	• Al Bawani Ltd.
				46,154	492	• Mobily
				18,987	1168	• Presidency of State Security - GID
				16,173	679	• Royal Court
				2,983,122	1080	• Saudi Authority for Data and Artificial Intelligence – NIC
				1,125,880	566	• Saudi Central Bank
				2,000	563	• SEC - Saudi Electricity Company
				36,230	1428	• STC
				43,380	994	• Tabuk Cement Company
				38,130	926	• Tahakom Co.
				Total 4,604,057		

MIS Auditors

Based on the results of the Ordinary General Assembly meeting (the first meeting), which was held on Sunday, 01/12/1443 H corresponding to 03/06/2022 G, the following was undertaken:

Approving the appointment of M/S KPMG Al Fozan and Partners, chartered accountants and auditors, as MIS's auditor from among the candidates based on the recommendations of Auditing Committee to examine, review and audit the financial statements for the second, third, fourth and annual quarters of the financial year 2022 G as well as the first quarter of the financial year 2023 G, and determining its fees.

MIS confirms that the financial statements were prepared during the financial year 2022 G in accordance with the International Financial Reporting Accounting Standards approved by the BoD of the Saudi Organization for Certified Public Accountants.

Corporate Governance Regulations Application

In compliance with the governance controls approved for the Joint-Stock Companies, MIS ensured that all the principles and provisions of the governance system apply to all employees of MIS and the relevant parties, unless a special provision is mentioned in any of the Authority's legislation. MIS also discloses in its reports its commitment to implementing the principles and provisions of this system, and there is currently no case of non-compliance.

BoD Acknowledgment Regarding the Accuracy and Safety of the Information Published in its Annual Report

MIS BoD hereby acknowledges the following:

1. The account records have been properly prepared.
2. The internal control system has been well founded and effectively implemented.
3. There is no doubt about the ability of MIS to continue its activity.

MIS BoD also confirms that:

1. There is no penalty, penance or precautionary restriction imposed on MIS from the Financial Market Authority or any supervisory, regulatory, or judicial body - except for what is mentioned in this report -.
2. There are no significant differences in the operating results from the results of the previous year or any expectations previously announced by MIS, and as indicated in the financial results.
3. There is no difference from the International Accounting Standards, and there are also no material notes from the Certified Public Accountant on the annual financial statements of MIS during the year 2022, and the BoD is committed to providing the Financial Market Authority with any additional information that it requires at any time in the event that the auditor expresses any reservations about MIS Annual Financial Statements.



Key Performance Indicators “KPIs”:

The consolidated list of profits and losses for the year ended December 31, 2022 G:

Revenue and Expense	2022 (SAR)	2021 (SAR)
Revenue	789,621,989	638,823,83
Cost of sales	586,847,849	472,108,683
Gross profit	202,774,140	166,715,145
General and administrative expenses	86,778,161	60,820,520
Selling and marketing expenses	12,518,121	10,159,776
Impairment loss of trade receivables and contract assets	1,700,000	18,470,961
Operating profit	101,777,858	77,263,888
Other revenue	3,010,136	3,583,405
The share in the profits of invested companies using the equity method	6,115,191	1,903,715
Profit from stock exclusion	15,238,980	-
Financial costs	23,552,258	18,911,999
Financial revenue	2,873,853	1,041,544
Profit before deduction of Zakat	105,463,760	64,880,554
Zakat	9,600,000	8,400,805
Net profit for the year	95,863,760	56,479,749

Other Comprehensive Loss:

Item that will not be reclassified to profit and loss:

Revenues/ Expenses	2022 (SAR)	2021 (SAR)
Loss on re-measurement of employee defined benefit obligations, other comprehensive loss	2,575,957	273,661
Total other comprehensive loss	2,575,957	273,661
Total comprehensive income for the year	98,439,717	56,206,088

Earnings per Share “EPS”

Earnings per share	2022	2021
Basic EPS and diluted of net income for the year	3,20	1,88

Financial Statements:

	2022 (SAR)	2021 (SAR)
Assets		
Non-current assets		
Property and equipment	40,622,269	42,386,878
Intangible assets	5,494,771	6,315,141
Companies invested in by equity method	8,807,719	6,551,183
Advance payment for investments	25,000,000	25,000,000
Contract assets	22,259,987	45,477,359
Total non-current assets	102,184,746	125,730,561
Current assets		
Contract assets	628,031,875	522,265,988
Contract costs	25,741,087	72,075,505
Trade and other receivables	506,985,897	388,122,120
Advance payments and other assets	191,957,8213	22,007,053
Inventory	1,508,743	-
Cash and cash equivalents	152,282,200	21,563,199
Total current assets	1,506,508,633	1,026,033,865
Total assets	1,608,693,379	1,151,764,426

Equity and Liabilities

Equity

	2022 (SAR)	2021 (SAR)
Capital	300,000,000	250,000,000
The statutory reserve	9,586,376	5,647,975
Other reserves	9,744,876	7,168,919
The remaining profits	51,767,686	70,842,327
Total shareholders' equity	371,098,938	333,659,221

Liabilities

Non-current liabilities		
The employee benefits	22,891,760	22,575,107
Contract assets	9,986,647	24,495,304
Lease contracts liabilities	90,844	368,055
Total non-current liabilities	32,969,251	47,438,466
Current liabilities		
Loans and advances	370,942,909	370,753,812
Trade and other receivables	501,737,708	264,781,063
Other liabilities	682,753	4,181,537
Current liabilities	322,614,569	123,499,301
Due Zakat	8,647,251	7,451,026
Total current liabilities	1,204,625,190	770,666,739
Total liabilities	1,237,594,441	818,105,205
Total equity and liabilities	1,608,693,379	1,151,764,426

Investments in associate companies:

MIS has investments in the associate companies below:

Names of associates	Main activities	Country of incorporation and	نسبة الملكية
Edarat Sall Group	Technical solutions	Lebanon	%50
Edarat Communications and Information Technology Company	Development, installation and maintenance of computer programs and device	KSA	%40
Finchia Global Information Technology BVI	Technical solutions	British Virgin Islands	%50

All the above investments are accounted based on the equity method.

The following table shows the summarized consolidated financial information of the MIS's investments in associate companies. The disclosed information reflects the amounts appearing in the financial statements of the associates as o December 31, 2021 and 2022:

Edarat Group Ltd		Edarat Communications and Information Technology Company	Finchia Global Information Technology BVI	Total (SAR)
The balance as of January 2021 ,1 G	179,165	4,468,186	271,991	4,919,342
The share in the profit (loss)	84,131	1,986,906	941	1,903,716
The received dividends	-	-	271,875	271,875
The balance as of December ,31 2021	95,034	6,455,092	1,057	6,551,183
The share in the profit (loss)	69,482	5,987,392	58,316	6,115,191
The received dividends	-	1,732,500	-	1,732,500
Investment exclusion	-	2,126,154	-	2,126,155
The balance as of December ,31 2022 G	164,516	8,583,830	59,373	8,807,719

Loans Owed by the Company:

Bank Name	Type of facilities	Murabaha rate approved	In compliance with Sharia	Financing term	Opening balance	New loans	Total loans	Net loans
Al-Rajhi Bank	Projects Financing	5.78%	Yes	270 Days	55,803,182	101,641,451	157,444,633	-
Bank Albilad	Projects Financing	4.78%	Yes	180 Days	1,095,133	-	1,095,133	-
Arab National Bank	Projects Financing	5.78%	Yes	360 Days	-	43,619,815	35,021,660	8,598,155
Banque Saudi Fransi	Projects Financing	4.71%	Yes	270-180 Days	105,320,430	581,638,340	374,464,151	312,494,619
Cisco financial management	Projects Financing	3.40%	Yes	360 Days	22,392,015	32,116,695	37,018,417	17,490,293
Gulf International Bank	Projects Financing	5.78%	Yes	180 Days	63,025,401	20,391,482	72,388,825	11,028,059
National Bank of Kuwait	Projects Financing	5.98%	Yes	270 Days	21,318,983	11,060,202	32,379,185	-
Riyad Bank	Projects Financing	5.78%	Yes	360 Days	38,781,028	9,080,484	47,861,512	-
Saudi Investment Bank	Projects Financing	5.63%	Yes	270 Days	-	4,045,420	-	4,045,420
Saudi British Bank	Projects Financing	6.03%	Yes	180 Days	63,017,641	102,079,142	147,810,419	17,286,364
Total	Projects Financing				370,753,813	905,673,031	905,483,935	370,942,909

Statutory Payments & Dues

Zakat:

Payment month during 2022 G	January	February	March	March	May	June	July	August	September	October	November	December	Total
The paid amount	-	-	-	8,403,775	-	-	-	-	-	-	-	-	-
The due period	-	-	-	Zakat-2021	-	-	-	-	-	-	-	-	8,403,775.17
Note	The regularity of payment shall be in accordance with the law.												

VAT:

Payment month during 2022 G	January	February	March	March	May	June	July	August	September	October	November	December	Total
The paid amount	2,901,249	3,211,298	5,597,043	8,927,750	3,720,831	19,437,547	32,127,990	13,620,568	4,729,682	(4,408,218)	(6,526,682)	16,357,313	99,696,372
The due period	Dhu'l-H-21	Jan-22	Feb-22	Mar-22	Apr-22	May-22	Jun-22	Jul-22	Aug-22	Sep-22	Shwl-22	Nov-22	-
Note	The regularity of payment shall be 30 days as stated in law.												

Withholding tax:

Payment month during 2022 G	January	February	March	March	May	June	July	August	September	October	November	December	المجموع
The paid amount	596,579	654,890	1,417,678	470,323	224,565	1,142,917	496,689	1,344,623	699,865	1,085,526	711,007	662,117	9,506,779
The due period	Dhu'l-Q-21	Dhu'l-H-21	Mhrm-22	Safr-22	Rab. I-22	Rab. II-22	Jmd. I-22	Jmd. II-22	Rajb-22	Shbn-22	Rmdn-22	Shwl-22	-
Note	The regularity of payment shall be 30 days as stated in law.												

Summary of the consolidated income statement of the company during the period from 2018 to 2022

Revenues	2018 (SAR)	2019 (SAR)	2020 (SAR)	2021 (SAR)	2022 (SAR)
Revenues	886150723	997,515,170	674,793,096	638,823,83	789,621,989
Sales cost	-752528170	(833,693,238)	(501,563,514)	472,108,683	586,847,849
total profit	133,622,553	163,821,932	173,229,582	166,715,145	202,774,140
General and administrative expenses	-37201962	(44,258,309)	(55,380,278)	60,820,520	86,778,161
Selling and marketing expenses	-9720394	(11,782,844)	(9,617,212)	10,159,776	12,518,121
Impairment loss on trade receivables and contract assets	-812488	(7,581,286)	(9,931,472)	18,470,961	1,700,000
profit from operations	85,887,709	100,199,493	98,300,620	77,263,888	101,777,858
Other income	485,584	1,283,372	5,385,914	3,583,405	3,010,136
The share in the profits of invested companies using the equity method	(241,807)	833,200	2,267,366	1,903,715	6,115,191
Profit from stock disposal	-	-	-	-	15,238,980
financial costs	(19,520,329)	(22,132,186)	(18,443,057)	18,911,999	23,552,258
financial revenue	3,732,023	2,806,149	1,960,388	1,041,544	2,873,853
profit before zakat	70,343,180	82,990,028	89,471,231	64,880,554	105,463,760
zakat	(5,830,700)	(7,010,217)	(8,192,758)	8,400,805	9,600,000
net profit for the year	64,512,480	75,979,811	81,278,473	56,479,749	95,863,760



Community Contributions and Sustainability

11

Community Contributions and Sustainability

Sustainability is a main principle that we believe in while practicing our business in MIS since our establishment four decades ago, and we will continue to comply with it to achieve long-term growth and prosperity for MIS, contribute to the building of this country, and achieve the Kingdom's Vision 2030. Sustainability concept in our business practices proceeds from balance between profitability, environment protection, and provision of technical business system in line with the following business sustainability pillars:

- 1. Environmental Factor:** Products and digital systems provided by MIS represent a main factor in the reduction of paper consumption in all governmental and private institutions dealing with MIS. These systems help provide services to the public remotely, reducing the need to move and consume fuel adversely impacting the environment. In the solutions and systems we use internally or apply to our customers, we focus on the reduction of carbon footprint and packaging waste, water use and its overall impact on the environment.
- Social Responsibility: MIS believes in the importance of social responsibility in terms of achieving sustainable development. MIS considers itself a part of the society it cooperates with. Henceforth, in 2020, MIS has made many social contributions, including donating 500,000 SAR for Ehsan Platform.
- 2. Economic Factor:** MIS is committed, towards its investors, to conduct profitable commercial works that generate the highest revenues on their investments. However, profitability may not be more important than the major two pillars of sustainability, since achieving such profit may not be done regardless of consequences, especially since such manner does not reflect alignment with the economic factor for business sustainability. Accordingly, meeting the requirements of the economic factor goes hand in hand with abiding by governance and risks management.

MIS in the Media

SAR 2.5 billion, the number of contracts under operation

The number of contracts under operation during the year 2022 amounted to approximately SAR 2.5 billion, and the company is expected to acquire new projects worth SAR 2 billion during the year 2023.

Expectations of more than 70% net value growth

The profits of MIS increased to SAR 95.9 million at the end of 2022 at a rate of 70%. Compared to profits of SAR 56.5 million, during the same period in 2021. The profits of the fourth quarter amounted to SAR 3.4 million.

Strategic Clients

Strengthening the relationship with strategic clients and expanding the scope of clients had a vital role in increasing the growth, as the contracts with government entities contributed to revenues during the fourth quarter with an amount of up to 60% compared to 40% in the private sector.



Risk Management

12 Risk Management

The BoD of MIS, emanating committees and the executive management shall set, evaluate and handle the risk criteria, and they shall also monitor and set the controls that help reduce any of the operational risks to provide a professional and effective working environment.

Examples of the Potential Risks:



Economic Risks:

The global or regional economic situation may have an indirect impact on the company's future business including changes in market performance, liquidity, funding costs, recession, inflation and political and diplomatic events that could have an impact on company IT markets.



Regulations and Laws Risks:

The Company's Business Management is subject to different regulations and laws and any change in them or the issuance of new regulations from any government or supervisory authority may be one of the potential risks.



The Risk of Being Unable to Keep Pace with the Innovation and Digital Transformation:

The IT sector is classified as one of the evolving and accelerating changing sectors that may create some challenges and risk of failure to keep up.



The Risks of Cyber-Attacks and Cloud Computing Security:

The IT sector and IT companies which provide the cloud services are the most sectors targeted from the cyber-attacks.

Risk Management Plans

Economic Risks:

The BoD decided to adopt a policy of diversifying the nature of activity on the economic front, thus the services of MIS are not limited to one limited sector of technical services sectors, which may affect the resources of company if any disturbance occurs. Therefore, MIS offers a comprehensive and integrated range of technical services and partnerships with various types of technical suppliers around the world. MIS was not merely relying on external suppliers, but it has also established an internal arm to provide technical professional and consulting services, representing a new refining supplier that replicates MIS's other traditional business lines.

Regulations and Laws Risks:

MIS has included risk management in the working methodology of its internal project management office protecting MIS from any contractual or operational risks or potential damages that may affect the projects that are being implemented. MIS is keen to select its customers to be governmental authorities or credible and reputable private sector institutions with a great financial standing, in order to avoid any risks that may affect the collection of its receivables.

On the other hand, regarding the political or legislative risks, MIS is fully aligned with the directives and instructions issued by the Government of Saudi Arabia, which are issued according to studies and knowledge of local and global economic situations, and thus MIS is based on the integrated vision of the Government of the Kingdom.

The BoD, through the Review Committee, follows up the details of MIS's contracts and business transactions it conducts. The members of the Committee continuously direct the executive management of MIS to avoid all types of economic risks, protect the interests of investors and ensure the highest returns on their rights.

The Risk of Being Unable to Keep Pace with the Innovation and Digital Transformation:

In order to ensure that MIS keeps pace with the developments of innovation and accelerated digital transformation in industry, a specialized committee was established in the BoD on behalf of the "Investment and Business Development Committee", which specializes in exploration of the best business opportunities in all areas of modern technologies, such as AI applications, IoT, and addressing the language of human conversation in its local and standard dialects, in addition to the cloud computing applications of institutions. Through this step, MIS seeks to ensure that it keeps pace with the developments of innovation that characterizes IT industry globally.

The Risks of Cyber-Attacks and Cloud Computing Security:

In compliance with the controls of institutional governance, the BoD directed MIS to launch a comprehensive initiative to protect digital files and documents, and ensure that they are encrypted and maintain backup copies thereof, as well as promote and update the on-premises data center of MIS, and provide it with the latest information security and anti-hacking systems, and in many of its centralized systems. In many of its central systems, MIS relies on highly secure, encryption and protection cloud technologies.

Financial Risk Management and Capital Management:

The main financial instruments of MIS consist of the bank balance and trade receivables, which are directly earned from the operations. MIS has various other financial instruments such as the amounts due from the relevant authorities, insurance against the letter of guarantee, letter of credit, trade creditors, short-term loans and amounts due to the relevant authorities, which are incurred to fund operations during the cycle of normal business.

When managing risks, the objective of MIS is to create and maintain benefits for shareholders, whereas the activities of MIS may be exposed to risks, but they are managed through a process of continuous identification, measurement and monitoring. They are subject to risk limits and other control procedures. The risk management is of great importance to MIS’s ongoing profitability. MIS is exposed to market risk, including currency price risks, commission change risks, liquidity risks, credit risks and stock price risks.

MIS senior management is responsible for identifying and monitoring risks. MIS risks is measured using a method that reflects both the expected loss that is likely to arise during normal conditions and the unexpected loss that is an estimate of actual ultimate loss based on the statistical models. The models use possibilities based upon previous experience which are amended to reflect the economic environment.

The risk monitoring and identification procedures are mainly developed to be implemented on the basis of the limits established by the BoD. These limits reflect the business strategy, including the risks MIS is willing to take, and MIS’s market environment.

Furthermore, MIS shall monitor and measure the overall risk with regard to the total risk exposure for all types of risks and activities.

MIS has investment guidelines indicating its general business strategies, its risk tolerance and MIS’s general risk management philosophy. Trading in derivative instruments for speculative purposes is prohibited by MIS policy.

Market Risks:

Market risks are the risks arising from changes in market prices such as currency prices and commission rates affecting the income of MIS or the value of its ownership of financial instruments. The objective of market risk management is to manage the market risk exposures and keep them within acceptable levels to increase revenues.

Commission Prices Risks:

Commission price risks are the risks resulting from fluctuating the value of a financial instrument as a result of changes in the commission prices prevailing in the market. MIS has no assets associated with an important commission, but it has commission-related liabilities as of December 31, 2021 and December 31, 2020. MIS manages exposure to commission price risks by monitoring the changes in commission prices, on a continuous basis.

The following table indicates the impact of reasonable potential changes, while remaining all other static variables, on the income of company before deduction of Zakat (by having impact on loans associated with a floating commission) for the year ended 31 December:

Profits (losses) through the income statement	2022 (SAR)	2021 (SAR)
+ 50 Points	1,811,523	524,610
- 50 Points	(1,811,523)	(524,610)

The sensitivity analysis was performed based on the exposure to commission rate risk of non-derivative financial instruments at the end of the financial statement preparation period. Regarding the liabilities associated with a floating commission, the analysis is performed on the assumption that the amount of the existing obligation at the end of the financial statement preparation period was outstanding for the entire period.

An increase or decrease of 50 basis points is used when internally preparing a report on commission prices risks to senior management employee and it represents management’s assessment of reasonable potential changes in commission prices.

Risks of credit:

The risks of credit are the inability of one party to meet its obligations, resulting in a financial loss incurred by the other party. MIS manages customer-related credit risks by setting credit limits for each customer and monitoring the existing accounts receivable. The maximum exposure to credit risks at the date of preparation of financial statements is the book value of each category of financial assets. MIS does not have any trade receivables at the date of preparation of financial statements that individually represents more than 10% of the balance of trade receivables. Concentration in risks of credit is limited due to the large and the diversity of customer base.

The Risks of Credit Related to Term Deposits and Cash Deposits:

The risks of credit related to balances are managed by banks and financial institutions in accordance with MIS's policy. Cash is mainly deposited with local banks with a good credit rating. MIS does not consider itself exposed to risk concentrations of credit regarding the banks due to its solid financial position.

Liquidity Risks:

Liquidity risks are the difficulties faced by MIS in meeting the obligations relating to the financial liabilities that are paid in cash or in the form of other financial assets. The method of MIS is to manage the liquidity risks by ensuring, as much as possible, that it has sufficient liquidity to meet its obligations when due during the normal and unusual conditions, without incurring unacceptable losses or facing the reputational risks for MIS. The management believes that MIS is not exposed to significant liquidity risks and maintains various credit limits.

By comparing the financial liabilities included in the current liabilities with the financial assets that are form part of the current assets, there seems to be reasonable risk coverage between these two categories.

The Contractual Benefits for Financial Liabilities:

As of December 2021 ,31 G	Book value	Total	Within 3 months	From 6 - 4 months	More than 6 months
Loans and Advances	370,942,909	370,942,909	186,991,268	167,552,737	16,398,904
Trade and other payables*	490,945,752	490,945,752	171,974,149	293,321,297	25,650,306
Other obligations	682,753	682,753	682,753	-	-
	640,363,980	862,571,414	359,648,170	460,874,034	42,049,210

As of December 2021 ,31 G	Book value	Total	Within 3 months	From 6 - 4 months	More than 6 months
Loans and Advances	370,753,812	370,753,812	41,078,811	251,175,676	78,499,325
Trade and other payables*	254,910,607	254,910,607	198,757,599	34,551,129	21,601,879
Other obligations	4,181,537	4,181,537	4,181,537	-	-
	629,845,956	629,845,956	244,017,947	285,726,805	100,101,204

Capital Management:

When managing the capital, the main objective of MIS is to ensure that the good capital ratios are maintained in order to support its operations and maximize the utility for shareholders. MIS shall manage and amend its capital structure in the light of changes in economic conditions and requirements for financial pledges. In order to maintain or amend the capital structure, MIS may amend the dividends to shareholders, repatriate capital to shareholders or issue new stocks.

MIS shall monitor the capital using the financial leverage ratio, which represents net debt divided by total capital plus net debt. MIS shall include short-term loans, trade payables and other obligations minus cash and cash equivalents in the in net debt.

	December 2022 ,31	December 2021 ,31
Loans and Advances	370,942,909	370,753,812
Trade and other payables	501,737,708	264,781,063
Less: cash and cash equivalents	152,283,200	21,563,199
Net debt	720,397,417	613,971,676
Equity	371,098,938	333,659,221
Equity and net debt	1,091,496,355	947,630,897
Debit ratio	66%	54%

In order to entirely achieve this objective, the management of MIS's capital is aimed, among others, to ensure that MIS meets the financial pledges entirely relating to loans that specify the requirements of the capital structure. Failure to meet the financial pledges allows banks to demand for immediate payment of loans. MIS was not committed to certain loan pledges which may result in termination of facility agreements by banks. However, MIS was able to obtain a letter of exemption from the relevant banks regarding this matter. There were no changes to the objectives, policies and procedures for capital management during the years ended December 31, 2021 and December 31, 2022 G.

MIS Announcements on Tadawul Website in 2022 G

During the year 2022 G, the total number of announcements issued by MIS through the official website of Tadawul reached (73) announcements. They ranged between key events that MIS went through and notices sent to the shareholders. The following table (starting from the most recent to the oldest) summarizes these announcements by date, type and title:

1.	MIS announces the launch of Venture Studio through on of its affiliates (MIS Forward) that is fully owned (100%).	3\1\2022
.2	MIS announces inviting its shareholders to attend the Extraordinary General Assembly (First Meeting).	12\1\2022
.3	MIS announces the latest developments regarding MIS's announcement of signing a Joint strategic agreement with BMC Software, Inc. to provide cloud information technology management services in the Kingdom (Helix).	20\1\2022
.4	MIS announces the signing of a contract with Edarat Communication and Information Technology Company (related party) to provide information center services.	23\1\2022
.5	MIS announces the signing of an (Infrastructure as a service (IaaS)) contract with Edarat Communication and Information Technology Company (related party).	23\1\2022
.6	A corrective announcement from MIS regarding MIS's announcement of signing a contract with Edarat Communication and Information Technology Company (related party) to provide information center services.	24\1\2022
.7	A corrective announcement from MIS regarding MIS's announcement of signing of an (Infrastructure as a service (IaaS)) contract with Edarat Communication and Information Technology Company (related party).	24\1\2022
.8	MIS announces the distribution of cash dividends to shareholders for the second half of 2021.	31\1\2022
.9	MIS announces the BoD's recommendation for increasing the MIS's capital by granting shares.	31\1\2022
.10	MIS announces the start date of electronic voting on the items of the Extraordinary General Assembly (First Meeting).	3\2\2022
.11	Appending announcement from MIS regarding MIS's announcement of the start date of electronic voting on the items of the Extraordinary General Assembly (First Meeting).	6\2\2022
.12	MIS announces the results of the Extraordinary General Assembly (First Meeting)	7\2\2022

.13	MIS announces opening of the candidacy for membership of the BoD.	20\2\2022
.14	MIS announces obtaining a financing in compliance with the provisions of Islamic Sharia.	7\3\2022
.15	MIS announces the date and manner of dividends distribution for the second half of the financial year of 2021 G.	13\3\2022
.16	MIS announces awarding a project with the Ministry of Environment, Water and Agriculture with a total value of SR39,939,700.65, Including value added tax (VAT%).	27\3\2022
.17	MIS announces the latest updates regarding Edarat Communication and Information Technology Company (50% owned by MIS) obtaining of a license to provide cloud computing services.	27\3\2022
.18	MIS announces awarding a project with the Ministry of Health with a total value of (SAR 79,817,403.84), Including value added tax (VAT%).	28\3\2022
.19	MIS announces awarding a project with King Abdulaziz City for Science and Technology with a total value of (SAR 21,872,518.10), Including value added tax (VAT %).	28\3\2022
.20	MIS announces the General Court of the Presidency of State Security with a total value of SAR 25,105,093.4, Including value added tax (VAT%).	28\3\2022
.21	MIS announces the financial results for the period ending in 31-12-2021.	31\3\2022
.22	Appending announcement from MIS regarding MIS's announcement of the financial results for the period ending in 31-12-2021.	3\4\2022
.23	MIS announces the latest developments regarding the Memorandum of Understanding signed with Saudi Fransi Capital to launch a Private Investment Fund of SAR 150 Million to invest in the venture capital in the Technology Sector in the Kingdom of Saudi Arabia.	6\4\2022
.24	MIS announces a renewing credit facility agreement compliant with the provisions of Islamic Sharia with Al-Rajhi Bank.	13\4\2022
.25	A corrective announcement from MIS regarding MIS's announcement of the financial results for the period ending in 31-12-2021.	18\4\2022

.26	MIS announces the renewal and modification of Sharia-compliant credit facilities agreements with the Saudi Investment Bank.	27\4\2022
.27	MIS announces the last updates of MIS's conclusion of a contract with Saudi Fransi Capital (SFC) to develop, design, and manage facilities of six data centers in the Kingdom of Saudi Arabia with an estimated budget of SAR 1,2 bn for the first phase.	28\4\2022
.28	MIS announces the appointment of new CEO.	10\5\2022
.29	MIS announces the signing of a contract with General Court of Presidency of State Security with a total value of SAR 25,105,093.4 (VAT included).	11\5\2022
.30	MIS announces the information about primary financial results for the period ending on 31/03/2022 (3 months).	24\5\2022
.31	MIS announces the signing of a contract with Directorate of Health Affairs in Makkah with a total value of SAR 79,817,403.84 (VAT included).	29\5\2022
.32	MIS announces the invitation of its shareholders to attend the Extraordinary General Assembly meeting pertaining to MIS's capital increase by giving shares to shareholders (first meeting) through modern technology methods.	30\5\2022
.33	MIS invites its shareholders to attend the Ordinary General Assembly meeting (first meeting) through modern technology methods.	9\6\2022
.34	MIS announces the awarding of a project with the Saudi Authority for Data and Artificial Intelligence with a total value of SAR 169,336,345.4 (VAT included).	12\6\2022
.35	MIS provides an addendum announcement regarding its announcement of its shareholders invitation to attend the Ordinary General Assembly meeting (first meeting) through modern technology methods.	13\6\2022
.36	MIS provides the latest updates about its announcement of signing memorandum of understanding with Al Rajhi Capital to launch special investment fund (in compliant with provisions of Islamic Sharia) with an amount of SAR 1 bn for the first phase in order to finance digital and technical infrastructure projects and medical equipment.	14\6\2022
.37	MIS provides its shareholders with the start date of e-voting on the items of the Extraordinary General Assembly meeting pertaining to MIS's capital increase by giving shares to shareholders (first meeting) through modern technology methods.	19\6\2022
.38	MIS announces the results of the Extraordinary General Assembly meeting, pertaining to MIS's capital increase by giving shares to shareholders (first meeting) through modern technology methods.	23\6\2022

.39	MIS provides its shareholders with the start date of e-voting on the items of the Ordinary General Assembly meeting (first meeting) through modern technology methods.	26\6\2022
.40	MIS announces the signing of a memorandum of understanding with Cloudera Inc, which is a leading company in big data management, to host and distribute Cloudera Inc's services and solutions on special environments and cloud computing in the Kingdom of Saudi Arabia to be the first of its kind in the Middle East.	29\6\2022
.41	MIS announces the signing of a contract with TAHAKOM with a total value of SAR 34,386,744.32 (VAT included).	3\7\2022
.42	MIS announces the results of the Ordinary General Assembly meeting (first meeting) through modern technology methods.	3\7\2022
.43	MIS announces the distribution of cash profits to shareholders for the first half of 2022.	3\7\2022
.44	MIS announces the signing of a contract with KACST with a total value of SAR 21,872,518.10 (VAT included).	3\7\2022
.45	MIS announces the signing of an agreement with Microsoft.	13\7\2022
.46	MIS announces the awarding of a project to develop the infrastructure of the monitoring and control system (SCADA) for the main monitoring room throughout the Kingdom, and link it to branches and facilities of the Saudi Irrigation Organization with a total value of SAR 40,044,878.24 (15% VAT included).	13\7\2022
.47	MIS provides addendum announcement regarding MIS's announcement of signing an agreement with Microsoft.	14\7\2022
.48	MIS announces the BoD's decision to appoint chairman and deputy chairman, and form committees for his new session.	18\7\2022
.49	MIS announces the deposit of the fractions shares sale proceeds arising out of MIS's capital increase by giving shares.	31\7\2022
.50	MIS announces the signing of a contract with the Saudi Authority for Data and Artificial Intelligence.	3\8\2022
.51	MIS announces the signing of a contract with MEWA with a total value of SAR *39,099,867.75 (VAT included).	17\8\2022

.52	MIS announces the primary financial results for the period ending on 30/06/2022 (6 months).	25\8\2022
.53	MIS announces the renewal and modification of banking facilities in compliant with provisions of Islamic Sharia with the SABB.	7\9\2022
.54	MIS announces the awarding of a contract with Advanced Electronics Company with a total value of SAR 47,026,004.74 (VAT included).	6\10\2022
.55	MIS announces the resignation of a BoD member.	10\10\2022
.56	MIS announces the date and method of profit distribution for the first half of financial year 2022 G.	13\10\2022
.57	MIS announces the appointment of the CEO, who is designated to be the CEO of MIS.	17\10\2022
.58	MIS announces the awarding of a project with NEOM with a total amount of SAR 58,187,481.96 (VAT included).	18\10\2022
.59	MIS announces the signing of a contract with ABSAL PAUL to implement technical infrastructure works, supply and install networks and data center in favor of one of its customers in KAFD with a total value of SAR 54,261,022 (VAT included).	18\10\2022
.60	MIS announces the awarding of two projects with both of (Al Hashemiah Contracting Company – HATCO) and (BK GCC).	20\10\2022
.61	MIS announces the resignation of a BoD member.	20\10\2022
.62	MIS announces the awarding of a project with NEOM with a total amount of SAR 58,187,481.96 (VAT included).	31\10\2022
.63	MIS announces the awarding of a project to develop the infrastructure of the monitoring and control system (SCADA) for the main monitoring room throughout the Kingdom, and link to branches and facilities of the Saudi Irrigation Organization with a total value of SAR 40,044,878.24 (15% VAT included).	3\11\2022
.64	MIS announces the primary financial results for the period ending on 30/09/2022 (9 months).	6\11\2022

.65	MIS announces the obtaining of credit facilities compliant with provisions of Islamic Sharia.	13\11\2022
.66	MIS announces the awarding of a project with Riyadh Municipality with a total value of SAR 96,971,039.45 (VAT included).	14\11\2022
.67	MIS announces the awarding of a contract with Petro Rabigh to unify data center and update IT technologies with a total amount of SAR 42,712,084.45 (VAT included).	24\11\2022
.68	MIS announces that Edarat Communication and Information Technology Co. (50% owned by MIS) obtained the Authority's approval on the direct listing in Parallel Market (Nomu).	29\11\2022
.69	MIS announces the signing of a contract with Petro Rabigh to unify data center and update IT technologies with a total amount of SAR 42,712,084.45 (VAT included).	8\12\2022
.70	MIS announces the signing of a contract with Saudi Electricity Company to supply and install infrastructure servers with a total value of SAR 40,020,000.00 (VAT included).	13\12\2022
.71	MIS announces the awarding of a contract with BK GCC to supply and install low current systems and IT infrastructure with a total value of SAR 37,554,821.74 (VAT included).	15\12\2022
.72	MIS announces the date of listing and commencement of Edarat Communication and Information Technology Company's shares trading in Nomu (50% of the capital owned by MIS) in the Capital Market Authority (CMA).	22\12\2022
.73	MIS provides a corrective announcement regarding MIS's announcement of the date of listing and commencement of Edarat Communication and Information Technology Company's shares trading in Nomu (50% of the capital owned by MIS) in the CMA.	25\12\2022