

**TABUK AGRICULTURAL
DEVELOPMENT COMPANY (TADCO)
SAUDI JOINT STOCK COMPANY
(Enlisted In Saudi Stock Exchange Market)**



B.O.D. Report 2022

To the company's shareholders for the fiscal
year ending on:
31/12/2022

The Board of Directors in Tabuk Agricultural Development Company (TADCO) is pleased to present its report for the fiscal year ending on December 31, 2022 to the General Assembly of Shareholders.

The report has been prepared in accordance with the requirements of the Companies Law, the Corporate Governance Regulations, the Capital Market Law, and the instructions issued by the Board of Directors of the Saudi Capital Market Authority.

In order to ensure full disclosure of these requirements, this report met the statutory disclosure requirements, and the Board of Directors of Tabuk Agricultural Development Company (TADCO) recommended it to the General Assembly for review and discussion.

Tabuk Agricultural Development Company (TADCO) publishes detailed information on activities and businesses related to the performance of the fiscal year 2022 in its annual report, which contains consolidated annual financial statements for the year ending on December 31, 2022, to enhance Tabuk Company's relationship with its shareholder, stakeholders, and competent bodies.

The Report's Contents

- 1) B.O.D. Chairperson's speech
- 2) Presentation of the processes and factors affecting the company's performance during the year 2022
- 3) The Board of Directors, its committees and executive management
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- 5) The company's internal control
- 6) Effective governance application
- 7) Plan of the farms.
- 8) Social responsibility programs and events.
- 9) Recommendations

Vision:

For Tabuk Agriculture Development Company (TADCO) to become the best choice and most reliable option for food staff and agricultural services

Message:

To provide high quality sustainable agricultural products and services to meet our clients expectations

Shared values:

1. Company's employees are its best assets
2. Passion for work
3. Focus on results
4. Integrity
5. Innovation
6. Teamwork spirit

1) B.O.D. chairperson's speech

Honorable shareholders of Tabuk Agricultural Development Company

Peace, mercy and blessings of Allah be upon you all

Praise be to Allah, prayer and peace be upon the Messenger of Allah,

Principally for myself and on behalf of my colleagues in the Tabuk Agricultural Development Company's Board of Directors, we hereby present to you the B.O.D. annual report, that contains the results of operational and financial performance of the company for the fiscal year ending on 31/12/2022, in addition to all the disclosures required in the Board of Directors' report in full compliance with the requirements and directives of Capital Market Authority.

The report also shows the financial results of the company. The company was able to issue a land ownership deed with a total area of 214,746,890 dunums, and obtain the approval of the Capital Market Authority to list the Food Horizons Company whose capital is 80 million Saudi riyals, and Tabuk owns 50% of the company in the parallel market,.

The company will continue to expand in the commercial sector and increase sales outlets. It will also focus on wheat seed production, as the company is among the three companies approved for seed production.

Finally, the B.O.D. is honored to extend its deepest appreciation and gratitude to the Custodian of the Two Holy Mosques King Salman bin Abdulaziz and his trustworthy Crown Prince His Royal Highness Prince Muhammad bin Salman and our wise government for their continual support for the agricultural sector by launching Vision 2030.

The Board is also pleased to extend its sincere appreciation and gratitude to His Royal Highness Prince Fahd bin Sultan bin Abdulaziz, Governor of Tabuk Region, Honorary Chairman of the company's Board of Directors for his follow-up and support to the company's work and his appreciation for its contribution and role in progression and development of the entire region.

Thanks first and foremost to Allah, Lord of the Worlds.

Alwaleed Bin Khalid Alshathri
B.O.D. Chairman

2) Presentation of the processes and factors affecting the company's performance during the year 2022

2-1) A description of the main types of activity of the company and its subsidiaries. In the event that two or more types of activity are described, a statement of each activity and its impact on the volume of the company's business and its contribution to the results shall be attached:

Main activity (1) - Field Crops:

a. Wheat (grains and fodder):

- 20,886 MT of hard red wheat (Yokoro Rojo) were produced, and 12,751 MT were manufactured, distributed as follows:
- 1,200 MT of registered wheat seeds were specially produced for members of the seed producers and commissioned by the Seed Producers Committee
- 11,551 MT approved first generation seeds
- 11,911 MT of wheat straw were produced.
- 426 MT of ryegrass fodder were produced to feed the company's sheep project

b. Potato

- 2,155 MT of industrial potatoes were produced

Main activity (2) - Fruit:

The volume of fruit production comprised in different types of trees (stone-core almonds - apricots, peaches, nectarines, plums, pears, grapes, dates and olives is: 5,665 tons.

Main activity (3) - Nurseries and Honey:

- The production volume of the nurseries of ornamental plants and fruit seedlings reached 86,895 plants.
- Honey production reached 3,05 tons

Main activity (4) - Sheep Project:

Emphasis was focused on the sheep project and on increasing the number of mothers and stallions to be among profitable sectors. 917 heads of sheep had been sold during the year 2022

Main activity (5) - Trading:

This activity is comprised in the buying and selling operations carried out by the procurement, sales and marketing department in the company. It is the process done for trading in goods and services other than the company's products, with the aim of maintaining their availability in the market during the non-production seasons, in order to meet the needs of customers and increase revenues.

The impact of these main activities on the volume of the company's business and its contribution to the results had been as follows:

Products	Volume
Fodder	9,140
Vegetables	1,496
Fruit	15,082
Grains	33,669
Other products	8,331
Frozen meat	66,653
Total	134,371

2-2) A description of the company's significant plans and decisions (including the company's structural changes, expansion of its business, or cessation of its operations) and potential expectations of the company's business:

2-2-1 Structural Changes:

The restructuring process is a major means that contributes to achieving the strategic objectives of the Tabuk Agricultural Company, raising the efficiency

of performance and removing the restrictions that limit productivity and impede the movement of natural interaction between the related variables at the company level, by bringing about effective radical changes in the prevailing conditions, methods and administrative concepts, and in every economic and social factors related to and interact with it:

- Devoting the concepts of decentralization and strengthening the administrative organization and strategic planning in order to achieve the transformation of the company into a strong and productive economic entity with greater effectiveness than before.
- Improving and rationalizing the use of available and potential human resources, and maximizing the rates of efficiency, effectiveness and productivity in the operational and administrative sectors.
- The continuation of the company as a member of the Committee of Seed Producers (Wheat Seed) from among the three companies accredited by the Ministry. The company has also obtained the SAUDI GAP Certificate for the application of Saudi standards for perfect agricultural practices, and the company has also obtained ISO 2015 and ISO 22000 certificates.
- Effective participation and close follow-up of the subsidiary companies to develop their performance, as some of these companies made profits for the year 2022
- Focusing and greatly enhancing some areas such as nurseries, sheep, and the commercial sector.

Our basic principle had always been comprised in working to stabilize the conditions and requirements of the administrative environment on the one hand, and exploring its potential and its own energies on the other hand through deepening the decentralization policy by delegating sufficient powers to each administrative level that is commensurate with the nature of the activities it carries out and the size of the responsibilities entrusted to it, as well as the redistribution of powers among departments, so that decision-making authority is concentrated at the appropriate organizational level.

Through the follow-up of the organizational development process that extended to the depth of the strategic administrative entity, an agreement was signed with a company to update the human resources system to cover the following practices:

1. Organizational Structure Guide
2. Policy Manual
3. Procedure Manual
4. Powers Guide
5. Job description guide
6. Performance appraisal guide
7. Remunerations and Benefits Manual
8. A mechanism for job placement and evaluation

2-2-2 Changes in the company's capital

There are no changes in the company's capital during the year 2022

2-2-3 Resolution to own the company's land:

During the year 2022, the company was able to own the land, according to two ownership deeds issued by the Notary Public in the Tabuk region, after the approvals of all relevant government agencies, as follows:

1. Deed No. 350105014859, dated 04/05/1444H, to grant the Tabuk Agricultural Development Company ownership of plot No. (1) of Plan No. 1396 located 53 km north of Tabuk, west of the railway and Asphalt Tabuk - Halat Ammar in Tabuk, with an area of 212,487,310 dunums (Two hundred and twelve million four hundred and eighty-seven thousand three hundred and ten square meters).
2. Deed No. 950106011005 dated 04/05/1444H, which stipulates that the Tabuk Agricultural Development Company owns plot No. (2) of Plan No. 1396, located 53 km north of Tabuk, east of the railway and west of Asphalt Tabuk - Halat Ammar, with an area of 2259,580 dunums (two million two hundred fifty-nine thousand five hundred and eighty square meters).

Therefore, the total area owned by the company according to the previous two deeds amounts to 214,746,890 dunums, and an announcement was published on the Tadawul website on 10/30/2022.

2-2-4 Updating the ERP system

In pursuit of the company to develop enterprise resources planning system (ERP) and to ensure the quality of data quality and results of all operations in the company, including financial, operational and administrative operations, the Board of Directors has approved deployment of a specialized company to establish a modern system for the institutional resources of the company in line with the latest technological developments. During the year 2022, the the stage

of preparation, planning and providing the infrastructure for planning the system and its configurations had been completed. It is expected that the preparation of the program will be completed during the year 2023, God willing.

2-3) Information related to any risks faced by the company (whether they are operational risks, financing risks, or market risks) and the policy for managing and controlling such risks:

2-3-1 Risks:

A- Operational risks:

- a- In implementation of the Cabinet Resolution No. (39) dated 16/01/1438, the company stopped producing green fodder by the end of the year 2018 , as this activity represents the largest source of income and cash for the company.
- b- The company has stopped producing silage fodder as one of the production lines that the company has recently developed to support the growth of revenues and profits.

ii. Financing risks:

- a- There is an increase in the cost of finance due to increase of bank interest.

iii. Market risks:

- a. The impact of similar products imported in the harvest season on selling prices

- b. The low market prices for vegetable products (potatoes and onions) after the cessation of green fodder production and the shifting of many farmers to vegetable production.
- c. The possibility of spoilage of products in the event of long waiting in the central markets before the completion of sales by the marketed merchants.
- d. The need to deal with middlemen without adequate financial cover or without cover at times.

2-3-2 Policy of risk management and control.

The company has developed a risk management system that includes a risk management record and an internal risk-based review by gradually applying the Enterprise Risk Management system. This system tends to implement effective management of risks through the following:

- ☐ To identify all of (internal and external) risks that may affect accomplishment of the company's targets.
- ☐ To assess the pre-identified risks and to assess significance of each item of risk in terms of possibility and impact.
- ☐ To determine the appropriate type of responsiveness to deal with risks, as risk management at the enterprise level focuses on the type of response that management chooses against the identified risks, which fall within the company's degree of acceptance of risks.
- ☐ To develop and implement control procedures to ensure that responses to risks are implemented in an effective and timely manner.
- ☐ To validate monitoring and reporting by submitting periodic reports on the results of implementing the control procedures and evaluating the efficiency and effectiveness of the company's risk management system.

- The outcome of applying the system will be to protect the capital base and the company's income without negatively affecting growth rates. It will also result in reducing or eliminating risks in the long run.

2-4) A summary in form of a table or a chart of the company's assets, liabilities, and results of its business in the latest five financial years (2018-2022) or since incorporation, whichever is shorter:

It is noted that the financial statements for the years 2019, 2020, 2021 and 2022 are consolidated statements, while the financial statements for the year 2018 are separate statements for Tabuk Company alone.

2-4-1 Comparison in the form of a table for the statement of income and the statement of financial position:

a) Statement of income (in thousand riyals) during the period from 2018-2022:

Statement	2022	*2021	2020	2019	2018
A) Statement of Income : (in thousand riyals):					
Net revenues	134,371	116,038	158,543	146,517	98,977
Revenue from rents	-	3,375	1,125	-	-
Cost of revenue	(114,705)	(121,425)	(144,257)	(181,112)	(74,436)
Total of rofit / loss	19,666	(2,012)	15,410	(34,595)	24,541
Expenses and burdens during the priod					
Sale and distrubtion expenditures	(29,567)	(21,840)	(27,280)	(40,747)	(40,513)
General and administrative expenditures	(32,908)	(30,636)	(24,196)	(29,646)	(20,198)
Loss from operation	(42,809)	(54,488)	(36,066)	(104,987)	(36,170)
Decline in properties, machines and equipment of subsidiary companies	-	(8,398)	-	(44,351)	(9,600)
Provision of loan guarantee and liabilities from associate	-	-	(1,345)	(18,850)	(13,000)
Provision of governmental payments – Ministry of Finance	(8,806)	-	-	-	-
Provision of expected credit losses	(469)	(3,623)	-	-	-
Decline in properties, machines and	-	(1,102)	-	-	-

equipment categorized as maintained and arranged for sale					
Losses from exclusion of assests	-	-	(24,879)	-	-
Provision of removal and transportation	-	-	(2,150)	-	-
Repayment of decline in sister companies and subsidiary companies and investments in royalty instruments	-	-	16,701	(4,652)	-
Share of the group in profits (losses) of investment in companies under royalty method	3,589	(855)	-	(4,038)	(776)
Profits of investment from short-term Murabaha processes	-	-	102	755	1,027
Financing costs	(106)	(874)	(1,772)	(2,647)	(1,018)
Revenues from settlement of balances with related parties	-	-	3,062	-	-
(expenditures) Other revenues, in net	(1,038)	(4,033)	647	3,841	156
Net loss of the year before Zakat	(49,639)	(73,373)	(45,700)	(174,930)	(59,381)
Zakat	(5,149)	2,840	(6,385)	(6,338)	(2,719)
Net loss of the year	(54,788)	(70,533)	(52,085)	(181,269)	(62,099)
Items of other comprehensive income					
<u>Items that shall not be re-classified within profits and losses</u>					
Actuarial losses generated by remeasuring of EOS liabilities	12	(539)	(1,512)	2,531	-
Unrealized profits from investment in fair value through the other comprehensive income	268	-	-	-	-
<u>Items that might be reclassified later to the statement of profits or losses</u>					
Variations from translation of foreign currencies	(530)	-	-	-	-
Total comprehinsive loss of the year	(55,038)	(71,072)	(53,597)	(178,738)	-
Share basic loss from net loss of the year	(1,4)	(2,07)	(1,86)	(6,30)	
Loss of the year related to:					
Shareholders of the parent company	(52,630)	(70,550)	(53,190)	(179,785)	-
Non-controlling interest	(2,158)	17	1,105	(1,484)	-
	(54,788)	(70,533)	(52,085)	(181,269)	-
Total comprehensive loss related to:					
Shareholders of the parent company	(52,856)	(71,089)	(54,702)	(177,254)	-
Non-controlling interest	(2,182)	17	1,105	(1,484)	-
Total comprehensive loss of the year	(55,038)	(71,072)	(53,597)	(178,738)	-

* some numbers figures for the year 2021 are rechaptered to cope with current tpresentation of the statements

B) Statement of financial position (in thousand riyals) during the period from 2018-2022:

The Assets	2022	*2021	2020	2019	2018
Total non-current assets	344,303	336,125	353,791	353,708	365,060
Total current assets	95,477	149,573	111,784	135,198	220,121
Total assets	439,780	485,698	465,575	488,906	585,181
Shareholders' equity					
Capital	391,767	391,767	241,767	450,000	450,000
Statutory reserve *	-	-	68,020	68,020	68,020
Other reserves	1,859	1,859	1,859	1,859	1,859
Cumulative changes in other comprehensive income items	255	480	1,019	2,531	-
Accumulated profits / losses	(149,043)	(96,413)	(86,545)	(243,079)	(61,708)
Non-controlling interest	39,215	39,510	13,150	10,674	-
Total shareholders equity	284,053	337,203	239,269	290,004	458,171
Total non-current liabilities	13,702	13,071	24,483	15,054	22,002
Total current liabilities	142,025	135,424	201,823	183,848	105,008
Total liabilities	155,727	148,495	226,306	198,902	127,010
Total shareholders' equity and liabilities	439,780	485,698	465,575	488,906	585,181

* some numbers figures for the year 2021 are rechaptered to cope with current tpresentation of the statements

** On May 3, 2021, the company's board of directors approved the use of the statutory reserve of 68 million Saudi riyals to offset part of the accumulated losses according to the audited financial statements as on December 31, 2020, amounting to 86.5 million Saudi riyals.

2-5 Geographical analysis for the total revenues of the company and its subsidiaries:

The agricultural activity represents the main source of the company's revenue, and Table No. 2-5-1 shows the distribution of sales by country and products for the year 2022 compared to the year 2021. Table No. 2-5-2 shows the geographical distribution of sales for the year 2022 compared to the year 2021 according to the areas of sale (regions of the Kingdom in addition to the total sales distributed in the countries of the Gulf Cooperation Council).

2-5-1 Distribution of sales for the year 2022 compared to the year 2021 according to countries and products (in thousand riyals):

Year	Statement	KSA	Kuwait	UAE	Bahrain	Qatar	Oman	Total
2022	Total revenues of sales 2022	134,213	158	-	-	-	-	134,371
	Seed and grains	33,669	-	-	-	-	-	33,669
	Green fodders	9,140	-	-	-	-	-	9,140
	Vegetables	1,496	-	-	-	-	-	1,496
	Fruit	14,924	158	-	-	-	-	15,082
	Other trade products	8,331	-	-	-	-	-	8,331
	Frozen meat	66,653	-	-	-	-	-	66,653
2021	Total revenues of sales 2021	115,738	300	-	-	-	-	116,038
	Seed and grains	22,493	-	-	-	-	-	22,493
	Green fodders	19,215	-	-	-	-	-	19,215
	Vegetables	-	-	-	-	-	-	-
	Fruit	15,308	300	-	-	-	-	15,608
	Other trade products	4,971	-	-	-	-	-	4,971
	Frozen meat	53,752	-	-	-	-	-	53,752

2-5-2 Distribution of sales for the year 2022 compared to the year 2021 according to the regions of the Kingdom and GCC countries (in thousand riyals):

Year	Statement	Eastern province	Central region	Western region	Southern region	Northern borders	GCC countries	Total
2022	Total sales revenue 2022	70,731	10,911	4,668	1,706	46,197	158	134,371
	Grains and seeds					33,669		33,669
	Green fodder	9		1,499		7,632		9,140
	Vegetables					1,496		1,496
	The fruit	2,586	7,958	2,438	1,343	599	158	15,082
	Other commercial products *	1,483	2,953	731	363	2,801		8,331
	Frozen meat	66,653						66,653
2021	Total sales revenue 2021	56,089	8,219	10,956	2,106	38,368	300	116,038
	Grains and seeds	-	-	-	-	22,493	-	22,493
	Green fodder	-	-	7,825	-	11,390	-	19,215
	Vegetables	-	-	-	-	-	-	-
	The fruit	2,111	7,304	2,576	2,081	1,236	300	15,608
	Other commercial products *	226	914	555	26	3,250	-	4,971
	Frozen meat	53,752	-	-	-	-	-	53,752

2-6 A note on any significant variatables in the operating results compared to the results of the previous year or any expectations announced by the company:

Statement	2022	*2021	Variable	Percentage
A) Statement of Income : (in thousand riyals)				
Net revenue	134,371	116,038	18,333	16%
Revenues from rents	-	3,375	(3,375)	-100%
Cost of revenue	(114,705)	(121,425)	6,720	-6%
Total profit	19,666	(2,012)	21,678	-1077%
Expenses and burdens during the period.				
Selling and distribution expenses	(29,567)	(21,840)	(7,727)	35%
General and administrative expenses	(32,908)	(30,636)	(2,272)	7%
Net loss from operation	(42,809)	(54,488)	11,679	-21%
Provision of governmental payments – Ministry of Finance	(8,806)	-	(8,806)	N/A
Provision of expected credit losses	(469)	(3,623)	3,154	-87%
The company's share in profits / (losses) of investments in companies under royalty	3,589	(855)	4,444	-520%
Decline in the value of properties and equipment of a subsidiary	-	(8,398)	8,398	-100%
Decline in the value of properties and equipment arranged for sale	-	(1,102)	1,102	-100%
Costs of finance	(106)	(874)	768	-88%
Other revenues / (expenditures)in net	(1,038)	(4,033)	2,995	-74%
Net loss of the year before zakat	(49,639)	(73,373)	23,734	-32%
Zakat	(5,149)	2,840	(7,989)	-281%
Net loss of the year	(54,788)	(70,533)	15,745	-22%
Items of other comprehensive income				
Items that shall not be reclassified to statement of profits or losses				
Unrealized profits from investment in fair value through the other comprehensive income	268	-	268	N/A
Actuarial losses generated by remeasuring of EOS liabilities	12	(539)	551	-102%
Items that might be reclassified later to the statement of profits or losses	-			
Variations from translation of foreign currencies	(530)	-	(530)	N/A
Total comprehensive loss of the year	(55,038)	(71,072)	16,034	-23%
Share basic loss from net loss of the year	(1.40)	(2.07)	0.67	-32%
Loss of the year related to:				
Shareholders of the parent company	(52,630)	(70,550)	17,920	-25%
Non-controlling roylaties	(2,158)	17	(2,175)	-12794%
	(54,788)	(70,533)	15,745	-22%
Total comprehensive loss related to:				
Shareholders of the parent company	(52,856)	(71,089)	18,233	-26%
Non-controlling roylaties	(2,182)	17	(2,199)	12935%
Total comprehensive loss of the year	(55,038)	(71,072)	16,034	-23%

* some numbers figures for the year 2021 are rechaptered to cope with current tpresentation of the statements

The above table reflects the material differences in the operating results of the company between 2022 and 2021

It is noted that the sales volume increased by 16% compared to the previous year due to the increase in the volume of sales of Seeds, frozen meat, vegetables and some other products. It is also noted that the cost of sales decreased by 6% compared to the previous year and achieved a total profit of 19.7 million riyals compared to the previous year, which recorded a total loss of (2,012) million riyals, and this resulted from the increase in sales and the decrease in the cost of sales.

It is also noted that selling and distribution expenses increased by 35% due to the increase in salaries, wages, freight and transportation expenses, packaging expenses, as well as the increase in promotional offers, fuel and energy expenses. It is also noted that general and administrative expenses increased by 7% due to the formation of a provision for bonuses and allowances of members of the Board of Directors and committees of one of the subsidiaries.

It is also noted that the provision for government grants for the current year 2022 has been included in the amount of 8.8 million riyals, which was recorded in the books of one of the subsidiaries due to elapse of the zakat objection for previous years.

2-7 A note on any difference from the accounting standards validated by the Saudi Organization for Certified Public Accountants:

There is no difference between the accounting standards used in the company and those issued by the Saudi Organization for Saudi Accountants.

It should be noted here that the company has completed and implemented the transformation plan for high-quality international financial standards (IFRS) in accordance with the decision of the Board of Directors of the Saudi Organization of Accountants to fully implement it as of 01/01/2017.

2-8 The name of a subsidiary / associate company, its capital, the percentage of the company's ownership therein and its main activity, and the country comprising the principal place of its operations, and the country of its incorporation:

#	Name of subsidiary	Capital (SAR)	Shares ownership percentage	Main activity	State of its Principal operation	State of its incorporation
1	Rakhaa for Agricultural Investment & Development Company (Joint Stock Company)	12,147,000	21.6 %	Investing in activities producing feed, grains and strategic food commodities	Egypt	Egypt
2	East Asia Agricultural Investment Company (Closed Stock Company)	70,000,000	%28.57	Investing in activities of grain production, olive and citrus products, crop trade, and others	Saudi Arabia	Saudi Arabia
3	Gulf Tech for Sustainable Energy Company (LLC under liquidation)	500,000	%50,00	Technology, uninterruptible and sustainable energy, electrical, wholesale and retail trade in all types of energy (under liquidation)	Saudi Arabia	Saudi Arabia
4	Food Horizons Company (closed stock Company)	80,000,000	%50	Food manufacturing, catering services and chain of restaurants	Saudi Arabia	Saudi Arabia
5	Fooder Sources Company (Limited Liability Company)	1,250,000	%60	Flour and compound feed mills	Saudi Arabia	Saudi Arabia
6	Tabuk Agricultural Marketing Company (under liquidation)	500,000	100%	Trading in food stuffs (under liquidation)	Saudi Arabia	Saudi Arabia
7	Tabuk Nurseries & gardens (under liquidation)	500,000	100%	Projects of nurseries and gardens (under liquidation)	Saudi Arabia	Saudi Arabia

* On March 15, 2023, Tabuk Agricultural Development Company announced the sale of 10% of its total shares owned by it in the Food Horizons Company (subsidiary), with 800,000 shares, at a value of 29.6 million Saudi riyals, by offering the shares of Food Horizons Company in the parallel market, Nomu. The book value of those shares - as of September 30, 2022 according to the approved and unaudited financial statements of Food Horizons Company - is 9.1 million Saudi riyals, which resulted in cash flows of the company amounting to 29.6 million Saudi riyals and achieving an exceptional decrease in accumulated losses of 19.3 million Saudi riyals (after deducting offering costs), noting that Tabuk Agricultural Development Company has not lost control of Food Horizons Company and still owns 3,200,000 shares (equivalent to 40%) in Food Horizons Company, which is still a subsidiary of Tabuk Agricultural Development Company.

2-9 Details of shares and debt instruments issued for each subsidiary:

Subsidiary name	Date of incorporation	Capital as on 31/12/2021 SAR	Number of shares in subsidiary	Nominal value of share (SAR)	Total value of share (SAR)	Total of fair value of share (SAR)
Food Horizons Company	November 2018	80,000,000	4,000,000	10	40,000,000	40,000,000
Fooder Sources Company	28/02/2019	1,250,000	75,000	10	750,000	750,000

2-10 Information related to any loans on the company (whether they are payable on demand or otherwise), a statement of the total debt of the company and its subsidiaries, any amounts paid by the company in repayment of loans during the year, the principal amount of the loan, the name of the lender entity, its duration and the remainder amount, and in case there is no loans payable by the company, it must submit an acknowledgement thereabout:

SN	Name of lending entity	Amount of principle loan (SAR)	Start of loan	End of loan	Term of loan	Amounts paid as repayment for the loan during the year	Remainder balance of the loan	Total debit of the company and its subsidiaries
(1)	Agricultural Development Fund	14,750,166	17/10/2010	08/06/2022	10 years	-	1,499,583	1,499,583
(2)	Agricultural Development Fund	1,598,594	31/10/2011	21/06/2023	10 years	-	319,718	319,859
(3)	Industrial Development Fund *	8,400,000	29/10/2015	30/10/2023	6 years	1,669,614	5,500,000	5,500,000

* This loan for Fodder Sources Agricultural Company (a subsidiary company)

2-11) A statement of the value of the paid and due regular payments to pay any zakat, taxes, fees or any other dues that were not paid until the end of the annual financial period, with a brief description of them and their reasons:

The following table shows the details of the paid and due statutory payments payable by the company for the year 2021, which include the amounts of legal Zakat, premiums of the General Organization for Social Insurance, the costs of

visas, passports, customs duties and other fees, noting that all dues have been paid in full except for the amount of zakat.

Statement	2022		Abstract description	Reasons
	Paid (SAR)	Payable until end of the annual financial period		
Zakat	3,450,318	0	-	-
Tax	3,799,938	0	-	-
Custom fees	0	0		
The General Organization of Social Insurance	2,199,694	0	-	-
Costs of visas, passports, and labor office fees	4,419,457	0	-	-
Other	0	0	-	-
Total	13,869,407	0	-	-

2-12) A statement of the value of any investments or reserves created for benefit of the company's employees:

The company did not create any investments or reserves for the benefit of the company's employees during the fiscal year ending on December 31, 2022.

It should also be noted that the company did not issue any treasury shares for the benefit of its employees.

2-13) Details of the company's social contributions:

SN	Entity	Amount (SAR)
1	HH Prince Fahd Bin Sultant Award for the Ideal Farm	35,000
		35,000

2-14) Any penalty, sanction, precautionary measure, or precautionary restriction imposed on the company by the Authority or by any supervisory, regulatory or judicial authority, with an explanation of the reason of the violation, the entity imposing it, and the means of remedying and avoiding their occurrence in the future:

Penalty, sanction, precautionary measure, or precautionary restriction	Reasons of violation	Entity imposing it	Means of remedying and avoiding their occurrence in the future
XXXXXXXXXX	XXXXXXXXXX	XXXXXXXXXX	XXXXXXXXXX

None

2-15 If the auditor's report includes conservations on the annual financial statements, the board of directors' report must clarify those conservations, their reasons, and any information related to them:

Qualified opinion

In our opinion, with the exception of the effect of potential adjustments, which we had been able to determine their extent of necessity if we were able to obtain the data and information referred to in the Basis for Qualified Opinion paragraph shown below, the accompanying consolidated financial statements fairly present, in all material respects, the consolidated financial position of the Group as in December 31, 2021 and its consolidated cash flows for the year then ended, in accordance with the International Financial Reporting Standards (IFRS) validated in Saudi Arabia and other standards and publications accredited by the Saudi Organization for Certified Public Accountants (SOCPA).

We have audited the Group's financial statements, which include the following:

- Consolidated statement of financial position as of December 31, 2022,
- Consolidated statement of profit or loss and other comprehensive income for the year then ended,
- Consolidated statement of changes in equity for the year then ending,
- The consolidated statement of cash flows for the year then ending,
- The notes to the consolidated financial statements, which include a summary of significant accounting policies.

Basis for Qualified opinion

As detailed in Note No. (10) on the consolidated financial statements related to investments in companies using the equity method, we were unable to obtain the audited financial statements in accordance with International Financial Reporting Standards approved in the Kingdom of Saudi Arabia for East Asia Agricultural Investment Company, and the group did not prove its share in The results of the investee company's business, given that the investee company did not issue internal or audited financial statements for the year ending on December 31, 2022 AD, and we were unable to perform other alternative audit procedures to determine whether there were any amendments that might have been necessary to make to each of the consolidated statement of financial position Consolidated profits or losses and other comprehensive income, consolidated changes in equity and consolidated cash flows for the fiscal years ending on December 31, 2022 AD and 2021 AD.

We conducted our audit in accordance with the international standards of auditing adopted in the Kingdom of Saudi Arabia. Our responsibility under those standards is further explained in this report under the section "Auditor's responsibilities for reviewing the consolidated financial statements". We are independent of the Group in accordance with the requirements of professional ethics and behavior approved in the Kingdom of Saudi Arabia related to our audit of the financial statements, and we have also fulfilled the responsibilities of other professional conduct and ethics in accordance with those requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our conservative opinion.

Emphasis of matter

As indicated in Note 6 to the consolidated financial statements, the consolidated financial statements of the Group includes the financial statements of Masader Agricultural Feed Mill Ltd. Company, "Subsidiary Company ,"in which the statutory procedures to transfer ownership of assets and all operation activities to the Company, in accordance with the signed agreement between the establishment owner (one of the shareholders) and the Company, have not been completed and our opinion is not modified in respect of this matter, which total assets of Masader Agricultural Feed Mill Ltd. Company included in these consolidated financial statements amount to SAR 26.12 million, and total liabilities amounted to SAR 47.96 million, revenues amounted to SAR 1.5 million, and the total expenses amounted to SAR 16.13 million.

We would like to draw attention to Note No. (33) on the consolidated financial statements, which indicates that the total accumulated losses of the

group amounted to SAR 149,043,050, representing 38% of the capital (2021: SAR 96,412,880, representing 25% of the capital), and current liabilities exceeded its current assets, which led to a deficit in working capital in the amount of SAR 46,547,575. The group also realized a negative net cash from operating activities in the amount of SAR 19,455,687 (2021: SAR 83,489,487). However, the group relies mainly on the successful implementation of the group's budget plans to generate cash flows sufficient to enable it to fulfil its obligations when they accrued and to continue its operations without a significant deficit. The group's management believes that the consolidated financial statements of the group have been prepared on the basis of going concern and the absence of impairment in the value of assets. These matters, along with other matters described in Note No. (33), indicate the existence of material uncertainties and impairments in the value of assets, which may indicate that there is significant doubt about the Group's ability to continue its business. Our opinion has not been modified in respect of this matter.

Other Matter

The company's consolidated financial statements for the year ending on December 31, 2021 AD were reviewed by another auditor, who expressed a qualified opinion on those lists based on his report issued on Ramadan 3, 1443 AH, corresponding to April 4, 2022 AD.

The following is the basis for the qualified opinion on the audit of the Group's consolidated financial statements for the year ending on December 31, 2021:

We were not able to obtain the financial statements of the East Asia Agricultural Investment Company, and as a result of this matter, we were unable to determine whether there were any adjustments that might have been necessary to make to each of the consolidated statement of financial position as of December 31, 2021 AD, and the consolidated financial statements for the year ending in December 31, 2021 for each of the consolidated financial statements of profit or loss, other comprehensive income, consolidated changes in equity and cash flows for the fiscal year ending on that date

2-16 In the event that the Board of Directors recommends changing the auditor before the end of the period for which he is designated, the report must contain that, with an explanation of the reasons for the recommendation to change:

None

2-17) Description of the company's policy for distributing dividends:

According to the text of Articles 43, 44 and 45 of the articles of association, the company's policy for distributing profits is as follows:

Article 43 - Distribution of profits: The annual net profits of the company are distributable after deducting general expenses and other costs as follows:

- i. Ten percent (10%) of the net profits are set aside to form a statutory reserve, and the Ordinary General Assembly may stop this deduction when the aforementioned reserve reaches 30% of the capital, and the statutory reserve may be used to cover the company's losses or increase the capital, and if the reserve exceeds 30% of the capital Money paid The Ordinary General Assembly may decide to distribute to shareholders.
- ii. The Ordinary General Assembly shall set aside a certain percentage of the net profits to form a consensual reserve to be allocated for a specific purpose or purposes, and it is not permissible to use the consensual reserve except by a decision of the extraordinary general assembly. The management may decide to spend it for the benefit of the company or the shareholders.
- iii. The remaining or carried forward profits from previous years shall be distributed according to what the board of directors recommends to the general assembly, provided that the percentage that it proposes as dividends to shareholders is not less than 3% of the net profits of the company.
- iv. The Ordinary General Assembly may decide to send forward the remainder of the profits (if any) or part thereof as another share for shareholders or to account for the retained earnings or any of the reserves.
- v. After fulfilling the controls set by the competent authorities, the company may distribute semi-annual or quarterly profits.

Article 44 Entitlement for profits:

The shareholder is entitled to his share in the profits in accordance with the decision of the General Assembly issued in this regard, and the decision specifies the date of entitlement and the date of distribution. The Board of Directors may implement the decision of the Ordinary General Assembly regarding the distribution of profits to the shareholders.

Article 45 Distribution of preference shares dividends:

In the event that profits are not distributed for any financial year, it is not permissible to distribute profits for the following years except after paying the percentage specified in accordance with the provisions of Article (114) of the Companies Law for the owners of preference shares for that year. If the company fails to pay this percentage of the profits for a period of three consecutive years, then the private assembly of the owners of these shares held in accordance with the provisions of Article (89) of the Companies Law may decide whether they attend the company's general assembly and participate in the vote or appoint representatives for them in the Board of Directors as appropriate. With the value of their shares in the capital until the company is able to pay the full dividends allocated to the owners of these shares in previous years.

As the following table shows, no profits were distributed during or at the end of the fiscal year 2022.

	Percentages of profits distributed during the year			Percentages of profits distributable by end of the year	Total of profits
	31/03/2022	30/06/2022	30/09/2022		
Percentage	%0	%0	%0	%0	%0
Total	0	0	0	0	0

2-19 Declarations: The company declares that:

- The account records have been arranged in best adequate form.
- The internal control system was arranged on sound basis and has been effectively implemented.
- There is no doubt about the ability of the company to continue its activity.
- There are no competition business for the members of the Board of Directors or for the senior executives with the activities and work of the company.

19-2 Details of the treasury shares held by the company and details of uses of such shares:

None

3) The Board of Directors, its Committees and Executive Management:

3-1 The names of the B.O.D. members, the members of the committees, the executive management, their current and previous positions, qualifications and experiences:

A) Members of the Board of Directors:

#	Name	Current position	Previous position	Qualifications	Experiences
1	Alwaleed Khalid Saleh Alshathri	<ul style="list-style-type: none"> - Deputy General Manager and Director of International Investments for Khaled Al-Shathri Trading Group. - Chairman of the Board of Directors, Tabuk Agricultural Development Company / member of the Executive Committee. - Chairman of the Board of Directors of Food Horizons Company / member of the Executive Committee (closed joint stock company). - Chairman of the Board of Directors of the Tabuk Company for Nurseries and Landscaping - Chairman of the Board of Directors of Tabuk Marketing Company. - Member of the Board of Directors of the Agricultural Feed Sources Company 	<ul style="list-style-type: none"> - Corporate Banking Consultant at The Saudi British Bank - SABB. - Working in managing international and Gulf stocks at Jadwa Investment Company. - Head of Senior Clients at Emirates NBD Investment Company. - Member of the Board of Directors of East Asia Agricultural Investment Company. - Vice Chairman of the Board of Directors of Food Horizons Company (with limited liability) - Member of the Nominations and Rewards Committee, Tabuk Agricultural Development Company. - Director of Development at the 	<ul style="list-style-type: none"> - High School - B Sc. in International Business Administration - Gonzaga University, America * <p>* (the last term is in progress)</p>	Over 19 years of experience in public administration, investments, banks and company establishment

			International Company for Human Resources.		
2	Yousuf Abdullah Abdulaziz Alrajhi	<ul style="list-style-type: none"> - Vice Chairman of the Tabuk Agricultural Company and Chairman of the Executive Committee. - Member of the Board of Directors of Al-Rajhi Company for Human Resources, Education and Training - Vice Chairman of the Board of Directors of Abdullah Abdul Aziz Al-Rajhi and Sons Holding Company. - Chairman of the Board of Directors of Riyada International Hotels - Ramada - Chairman of the Board of Directors of the Airport Group for Travel and Tourism. - Chairman of the Board of Directors of Al-Rajhi Energy Solutions Company. - Chairman of the Board of Directors of Al-Rajhi Company for Logistics Services. - Vice-Chairman of the Board of Directors of the Islamic Bank of Bangladesh and a member of the Executive Committee, and a member of the Board of Directors of the endowment company of the bank. - Member of the Board of Directors of Budget Saudi Company and Chairman of the Investment Committee. - Member of the Board of Directors of Chemanol Company and member of the Audit Committee. - Vice-Chairman of the 	<ul style="list-style-type: none"> General Manager of Al-Rajhi Company for Industry and Trade - Financial Manager at Al-Rajhi Investment Bank - Branch manager at Al-Rajhi Investment Bank - Bank Transfers Officer - Riyad Bank - Member of the Board of Directors of Shurooq Packaging and Food Company (Kuwait) Member of the Board of Directors of Al-Rajhi Industrial Company Member of the Board of Directors of Al-Rajhi Hotels Company. Member of the Board of Directors of the Gulf Technology Company Head of the Arabasas Travel and Tourism Agency - Head of Al-Rajhi Industrial Center Director of Al-Rajhi Factory for Cement Products - Head of Kool Factory for Steel Products 	<ul style="list-style-type: none"> B. Sc. in Economics and Political Science - King Saud University (1986) - Master of Development Management - West Michigan University - United States (1991) 	<ul style="list-style-type: none"> More than 30 years of experience in leadership and public administration positions in the banking sector and managing private and public companies in the industrial, commercial, financial and agricultural sectors

		Endowments Council of Abdullah Abdul Aziz Al-Rajhi and a member of the Investment Committee.			
3	Abdulaziz Ahmed Abdullatif Bin Dayel *	<ul style="list-style-type: none"> - Secretary General of the Board of the Public Pension Agency - The financial advisor to the governor of the Public Pension Agency - BOD member Member of Tabuk Agricultural Development Company, Chairman of the Nominations and Remuneration Committee, and a member of the Audit Committee. - BOD member of Sahara International Petrochemical Company (SPCOM), - Member of the Nomination and Remuneration Committee, (SPCOM), - Chairman of the Governance Committee (SPCOM), 	<ul style="list-style-type: none"> - Executive Director of Selfie Limited Company - one of Al Munajem Group companies - Executive Director of Sales and Marketing - Med Trading Company - a Mawared Group company - Managing Director and member of the Board of Directors of Tihama Advertising, Public Relations and Marketing Company - Central Region Manager - Private Banking and Gold Service (Riyad Bank) Branch Manager (Samba Financial Group) - Director of Diamond Services (Samba Financial Group) - Member of the Board of Directors of Ad Art Media Company - Member of the Board of Directors of Al-Mawarid Food Company - Member of Intermarkets Board of Directors JWT Board Member Member of the Board of Directors of Ogel V 	Bachelor of Business Administration - King Saud University (1998)	More than 20 years of experience in executive management and membership of the boards of directors of public and private joint-stock companies in the banking, commercial, agricultural and petrochemical fields.
4	Yaser Bin Sulaiman Saleh Alaqeel	<ul style="list-style-type: none"> • Member of the Board of Directors of Tabuk Agricultural Company / Member of the Nominations and Rewards Committee of Tabuk Agricultural 	<ul style="list-style-type: none"> Teldine Plastic Solutions Company - (National Industrialization) - Planning and Projects 	<ul style="list-style-type: none"> - Master's degree in Project Management, George Washington University, USA - Master's degree in Management 	More than 11 years of experience in business development, planning and project management in agricultural, industrial

		<p>Development Company.</p> <ul style="list-style-type: none"> • Member of the Board of Directors / Chairman of the Audit Committee / Member of the Investment Committee of the Saudi Arabian Refineries Company - a listed joint stock company. • Member of the Rewards and Nominations Committee (Food Horizons Company - closed joint stock) • Work in the electronic sports sector in project management. 	<p>Department ARASCO - Planning Department</p> <p>- Helicopter company, Business Development Dept.</p>	<p>Information Systems, Bowie State University, USA</p> <ul style="list-style-type: none"> - Bachelor's degree in Management Information Systems, University of Hail - Certified Professional Project Management Project Management Institute 	and aviation fields
5	<p>Almuatasim Billah Zaki Mohammed Abdeljawwad Allam</p>	<p>A faculty member at the Institute of Islamic Economics</p> <p>Member of the Board of Directors of Tabuk Agricultural Development Company/ Member of the Audit Committee</p> <p>Member of the Board of Directors of East Asia Company</p> <p>Member of the Board of Directors of Tihama Advertising and Public Relations Company</p> <p>Owner of Anan Investment Company</p>	<p>Faculty member in the University of Science & Technology</p>	<p>BA, business administration – finance and investment</p> <ul style="list-style-type: none"> - Master Degree in Financial economy <p>Master's in Islamic Finance and Banking</p> <p>PhD in Banking and Finance Sciences</p>	<p>Experience of more than 13 years in the academic field and research and two years in the field of financial advisory and has an associate membership of the Saudi Authority for Accredited Valuers.</p>
6	<p>Majed Ahmed Ibrahim Alsuwaigh</p>	<p>Financial and economic advisor.</p> <ul style="list-style-type: none"> - Member of the Board of Directors / Member of the Nominations and Remuneration Committee / Member of the Audit Committee / Tabuk Agricultural Company. - Member of the Board of Directors / Member of the Remuneration and Nominations Committee / Chairman of the Audit Committee Middle East Specialized Cables Company (MISC) - Member of the Audit Committee Food Horizons Company (closed joint stock). - Entrepreneur, Founder and Owner (Modern Vision Foundation for Information Systems Technology) - A trainer accredited by the 	<ul style="list-style-type: none"> - From 2017-2021 CEO of Talaea Al-Reyada Consulting and Training Company, specialized in the financial, administrative and leadership fields. - From 2016 - 2017 Senior Manager and Head of Treasury Sales at Al Rajhi Bank - From 2015 - 2016 Director of the Financial Institutions and Senior Clients Unit of Riyadh Capital - From 1997-2015 Director of 	<p>Master of Islamic Finance 2018 from the General Council for Banks and Financial Institutions</p> <ul style="list-style-type: none"> - BA in Japanese Language 2000, King Saud University - Holds a Masterclass in Building Organizational Leadership that Leads Change and Implements Strategy from INSEAD Professional University - Business School. 	<p>More than 25 years of experience in the financial, economic and administrative fields Banks, financial investment companies and entrepreneurship And in the field of consulting, management, corporate strategic planning, training, and technical and financial analysis.</p>

		General Organization for Technical and Vocational Training in the financial, administrative, social and self-development fields. - International trainer accredited by Oxford International College. Certified global trainer and training consultant from Harvard Professional University. - Certified global trainer for financial banking services, treasury and Islamic products from the American Institute for Professional Studies. Media spokesperson for local and international satellite channels in the financial and economic field	Corporate Sales in the Kingdom of the Treasury and Investment Department, Riyadh Bank		
7	Muneer Ahmed Ahmed Algazawi	- Senior Director of Finance at Saudi Kayan Petrochemical Company - Member of the Board of Directors of Tabuk Agricultural Development Company. - Member of the Board of Directors of Food Horizons Company (closed joint stock). - Member of the Board of Directors of East Asia Company (closed joint stock)	Credit manager SAMBA Financial Group Member of the executive committee , Tabuk Agricultural Development Company	BSc. Accounting, 2003 King Fahd University for Petroleum and Minerals	More than 4 years of experience in the banking and credit risk management field and more than 13 years in the field of accounting and financial management, financial analysis.

B) Committee members:

Executive committee

#	Name	Current position	Previous position	Qualifications	Experiences
1	Yousuf Abdullah Abdulaziz Alrajhi	- Vice Chairman of the Tabuk Agricultural Company and Chairman of the Executive Committee. - Member of the Board of Directors of Al-Rajhi Company for Human Resources, Education and Training - Vice Chairman of the	General Manager of Al-Rajhi Company for Industry and Trade - Financial Manager at Al-Rajhi Investment Bank - Branch manager at Al-Rajhi Investment Bank - Bank Transfers	B. Sc. in Economics and Political Science - King Saud University (1986) - Master of Development Management - West Michigan University - United States (1991)	More than 30 years of experience in leadership and public administration positions in the banking sector and managing private and public companies in the industrial, commercial, financial and agricultural sectors

		<p>Board of Directors of Abdullah Abdul Aziz Al-Rajhi and Sons Holding Company.</p> <ul style="list-style-type: none"> - Chairman of the Board of Directors of Riyadh International Hotels - Ramada - Chairman of the Board of Directors of the Airport Group for Travel and Tourism. - Chairman of the Board of Directors of Al-Rajhi Energy Solutions Company. - Chairman of the Board of Directors of Al-Rajhi Company for Logistics Services. - Vice-Chairman of the Board of Directors of the Islamic Bank of Bangladesh and a member of the Executive Committee, and a member of the Board of Directors of the endowment company of the bank. - Member of the Board of Directors of Budget Saudi Company and Chairman of the Investment Committee. - Member of the Board of Directors of Chemanol Company and member of the Audit Committee. - Vice-Chairman of the Endowments Council of Abdullah Abdul Aziz Al-Rajhi and a member of the Investment Committee. 	<p>Officer - Riyad Bank</p> <ul style="list-style-type: none"> - Member of the Board of Directors of Shurooq Packaging and Food Company (Kuwait) Member of the Board of Directors of Al-Rajhi Industrial Company Member of the Board of Directors of Al-Rajhi Hotels Company. Member of the Board of Directors of the Gulf Technology Company Head of the Arabasas Travel and Tourism Agency - Head of Al-Rajhi Industrial Center Director of Al-Rajhi Factory for Cement Products - Head of Kool Factory for Steel Products 		
2	Alwaleed Khalid Saleh Alshathri	<ul style="list-style-type: none"> - Deputy General Manager and Director of International Investments for Khaled Al-Shathri Trading Group. - Chairman of the Board of Directors, Tabuk Agricultural Development Company / member of the Executive Committee. - Chairman of the Board of 	<ul style="list-style-type: none"> - Corporate Banking Consultant at The Saudi British Bank - SABB. - Working in managing international and Gulf stocks at Jadwa Investment Company. Head of Senior 	<ul style="list-style-type: none"> - High School - B Sc. in International Business Administration - Gonzaga University, America * 	Over 19 years of experience in public administration, investments, banks and company establishment

		<p>Directors of Food Horizons Company / member of the Executive Committee (closed joint stock company).</p> <p>- Chairman of the Board of Directors of the Tabuk Company for Nurseries and Landscaping</p> <p>- Chairman of the Board of Directors of Tabuk Marketing Company.</p> <p>- Member of the Board of Directors of the Agricultural Feed Sources Company</p>	<p>Clients at Emirates NBD Investment Company.</p> <p>- Member of the Board of Directors of East Asia Agricultural Investment Company.</p> <p>- Vice Chairman of the Board of Directors of Food Horizons Company (with limited liability)</p> <p>- Member of the Nominations and Rewards Committee, Tabuk Agricultural Development Company.</p> <p>- Director of Development at the International Company for Human Resources.</p>	* (the last term is in progress)	
3	Fahd Abdullah Alsameeh	<p>CEO of Tabuk Agricultural Development Company</p> <p>Member of the Board of Directors / Chairman of the Nomination and Remuneration Committee, Shams Company (a listed joint stock company)</p>	<p>CEO of the Saudi Fish Company</p> <p>- Many leadership positions at SABIC, the last of which is General Director of Special Projects Research and Development</p>	Bachelor's degree in chemistry from King Saud University in 1989G.	More than 27 years of experience in leadership positions in SABIC and Saudi Fisheries

The audit committee*

#	Name	Current position	Previous position	Qualifications	Experiences
1	Ahmed Ibrahim Abdulazizi Alsenaidi	<p>- Head of the Finance Sector in Projects at the Public Investment Fund</p> <p>- Chairman of the Audit Committee, Tabuk Agricultural Development Company</p> <p>- Member of the Audit Committee of Food Horizons Company (closed joint stock)</p>	<p>Director of the unit of consolidating Special Purposes Corporations, Saudi Telecom Company</p> <p>Legal Reporter - National Industrialization Company</p>	<p>Bachelor's degree in Accounting (2008), King Saud University</p> <p>- Master of Accounting and Financial Management (2013), Bagnor University, United Kingdom</p> <p>- Certificate of the Saudi Organization for</p>	More than 14 years of experience in accounting, financial management, financial analysis and auditing

			(Tasnee) Financial Reports Analyst - Industrial Development Fund Financial Analyst - Industrial Development Fund Senior Financial Analyst - Industrial Development Fund Associate Accountant - KPMG Assistant Financial Analyst - Industrial Development Fund	Certified Public Accountants (2015)	
2	Abdulaziz Ahmed Abdullatif Bin Dayel	- Secretary General of the Board of the Public Pension Agency - The financial advisor to the governor of the Public Pension Agency Member of the Board of Directors of Tabuk Agricultural Development Company, Chairman of the Nominations and Remuneration Committee, and a member of the Audit Committee. - Member of the Board of Directors of Sahara International Petrochemical Company (Sipchem),	Executive Director of Self Ltd., one of the Al Munjam Group companies - Executive Director of Sales and Marketing - MEED Trading Company - one of Mawared Group companies Managing Director and Member of the Board of Directors of Tuhama Advertising, Public Relations and Marketing Company - Central Region Manager - Private Banking and Gold Service (Riyad Bank) Branch Manager	Bachelor of Business Administration - King Saud University (1998)	More than 20 years of experience in executive management and membership of the boards of directors of public and private joint-stock companies in the banking, commercial, agricultural and petrochemical fields.

			(Samba Financial Group) Diamond Services Manager (Samba Financial Group) Member of the Board of Directors of Ad. Art Median Member of the Board of Directors of Al-Mawared Foods Company - Member of the Board of Directors of Intermarkets Member of the Board of Directors of JWT Member of the Board of Directors of Ogel V.		
3	Mohammed Abdulaziz Abdullah Alshatwi	<ul style="list-style-type: none"> - Head of the Finance Sector, Fund of Funds Company. Member of the Audit Committee, Tabuk Agricultural Development Company - Chief Executive Officer of the Saudi Advanced Industries Company (Advanced) - Member of the Board of Directors of the Saudi Al-Nasr Club 	<ul style="list-style-type: none"> - Adviser and Head of the Financial Settlements Unit - Ministry of Finance. - Assistant to the President of the General Authority of Civil Aviation for Financial Affairs - General Authority of Civil Aviation - Director of Investment and Cash Department - Saudi Electricity Company 	<ul style="list-style-type: none"> - MBA degree MIT2016 - MSc in Financial Engineering, New York University 2008 - Diploma in credit analysis, JP Morgan Bank, New York, 2014 - Bachelor's degree in Administrative Sciences, Financial Management, King Saud University, 2005 	Experience of more than 15 years in investment, cash, financial and accounting affairs and financial consulting
4	Almuatasim Billah Zaki Mohammed Abdeljawwad Allam	<p>A faculty member at the Institute of Islamic Economics</p> <p>Member of the Board of Directors of Tabuk Agricultural Development Company/ Member of the</p>	Faculty member in the University of Science & Technology	<p>BA, business administration – finance and investment</p> <p>- Master Degree in Financial economy</p> <p>Master's in Islamic</p>	Experience of more than 13 years in the academic field and research and two years in the field of financial advisory and has an associate membership of the Saudi Authority for Accredited Valuers.

		<p>Audit Committee</p> <p>Member of the Board of Directors of East Asia Company</p> <p>Member of the Board of Directors of Tihama Advertising and Public Relations Company</p> <p>Owner of Anan Investment Company</p>		<p>Finance and Banking</p> <p>PhD in Banking and Finance Sciences</p>	
5	Majed Ahmed Ibrahim Alsuwaigh	<p>Financial and economic advisor.</p> <ul style="list-style-type: none"> - Member of the Board of Directors / Member of the Nominations and Remuneration Committee / Member of the Audit Committee / Tabuk Agricultural Company. - Member of the Board of Directors / Member of the Remuneration and Nominations Committee / Chairman of the Audit Committee Middle East Specialized Cables Company (MISC) - Member of the Audit Committee Food Horizons Company (closed joint stock). - Entrepreneur, Founder and Owner (Modern Vision Foundation for Information Systems Technology) - A trainer accredited by the General Organization for Technical and Vocational Training in the financial, administrative, social and self-development fields. - International trainer accredited by Oxford International College. Certified global trainer and training consultant from Harvard Professional University. - Certified global trainer for financial banking services, treasury and Islamic 	<ul style="list-style-type: none"> - From 2017-2021 CEO of Talaea Al-Reyada Consulting and Training Company, specialized in the financial, administrative and leadership fields. - From 2016 - 2017 Senior Manager and Head of Treasury Sales at Al Rajhi Bank - From 2015 - 2016 Director of the Financial Institutions and Senior Clients Unit of Riyadh Capital - From 1997-2015 Director of Corporate Sales in the Kingdom of the Treasury and Investment Department, Riyadh Bank 	<p>Master of Islamic Finance 2018 from the General Council for Banks and Financial Institutions</p> <ul style="list-style-type: none"> - BA in Japanese Language 2000, King Saud University - Holds a Masterclass in Building Organizational Leadership that Leads Change and Implements Strategy from INSEAD Professional University - Business School. 	<p>More than 25 years of experience in the financial, economic and administrative fields</p> <p>Banks, financial investment companies and entrepreneurship</p> <p>And in the field of consulting, management, corporate strategic planning, training, and technical and financial analysis s.</p>

		products from the American Institute for Professional Studies. Media spokesperson for local and international satellite channels in the financial and economic field			
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- * The Ordinary General Assembly, held on 02/14/2022, approved increasing the number of Audit Committee members' seats from (3) to (5) seats, so that the number of Audit Committee members becomes (5) members, by appointing Dr. / Al-Moatasem Billah Zaki Muhammad Abdel-Gawad Allam (member) Non-executive Board of Directors) and Mr. Majed Ahmed Ibrahim Al-Sweegh (independent member of the Board of Directors) are members of the Audit Committee starting from the date of the Assembly's approval until the end of the Committee's work period on 06/30/2024

Nominations and remunerations committee*

#	Name	Current position	Previous position	Qualifications	Experiences
1	Abdulaziz Ahmed Abdullatif Bin Dayel	<ul style="list-style-type: none"> - Secretary General of the Board of the Public Pension Agency - The financial advisor to the governor of the Public Pension Agency Member of the Board of Directors of Tabuk Agricultural Development Company, Chairman of the Nominations and Remuneration Committee, and a member of the Audit Committee. - Member of the Board of Directors of Sahara International Petrochemical Company (Sipchem), 	<ul style="list-style-type: none"> Executive Director of Thati Company Ltd., one of the Al Munjam Group companies - Executive Director of Sales and Marketing - MEED Trading Company - one of Mawared Group companies Managing Director and Member of the Board of Directors of Tuhama Advertising, Public Relations and Marketing Company - Central Region Manager - Private Banking and Gold Service (Riyad Bank) Branch Manager (Samba Financial Group) Diamond Services Manager (Samba Financial Group) Member of the Board of 	Bachelor of Business Administration - King Saud University (1998)	More than 20 years of experience in executive management and membership of the boards of directors of public and private joint-stock companies in the banking, commercial and agricultural fields.

			<p>Directors of Ad. Art Median</p> <p>Member of the Board of Directors of Al-Mawared Foods Company</p> <p>- Member of the Board of Directors of Intermarkets</p> <p>Member of the Board of Directors of JWT</p> <p>Member of the Board of Directors of Ogel V.</p>		
2	Yaser Bin Sulaiman Saleh Alaqeel	<ul style="list-style-type: none"> • Member of the Board of Directors of Tabuk Agricultural Company / Member of the Nominations and Rewards Committee of Tabuk Agricultural Development Company. • Member of the Board of Directors / Chairman of the Audit Committee / Member of the Investment Committee of the Saudi Arabian Refineries Company - a listed joint stock company. • Member of the Rewards and Nominations Committee (Food Horizons Company - closed joint stock) • Work in the electronic sports sector in project management. 	<p>Teldine Plastic Solutions Company - (National Industrialization)</p> <p>- Planning and Projects Department</p> <p>ARASCO - Planning Department</p> <p>- Helicopter company, Business Development Dept.</p>	<ul style="list-style-type: none"> - Master's degree in Project Management, George Washington University, USA - Master's degree in Management Information Systems, Bowie State University, USA - Bachelor's degree in Management Information Systems, University of Hail - Certified Professional Project Management Institute 	More than 11 years of experience in business development, planning and project management in agricultural, industrial and aviation fields
3	Majed Ahmed Ibrahim Alsuaigh	<p>Financial and economic advisor.</p> <p>- Member of the Board of Directors / Member of the Nominations and Remuneration Committee / Member of the Audit Committee / Tabuk Agricultural Company.</p> <p>- Member of the Board of Directors / Member of the Remuneration and Nominations Committee / Chairman of the Audit Committee Middle East Specialized Cables Company (MISC)</p> <p>- Member of the Audit Committee Food Horizons Company (closed joint stock).</p> <p>- Entrepreneur, Founder and Owner (Modern Vision Foundation for Information</p>	<p>- From 2017-2021 CEO of Talaia Al-Reyada Consulting and Training Company, specialized in the financial, administrative and leadership fields.</p> <p>- From 2016 - 2017 Senior Manager and Head of Treasury Sales at Al Rajhi Bank</p> <p>- From 2015 - 2016</p>	<p>Master of Islamic Finance 2018 from the General Council for Banks and Financial Institutions</p> <p>- BA in Japanese Language 2000, King Saud University</p> <p>- Holds a Masterclass in Building Organizational Leadership that Leads Change and Implements Strategy from INSEAD Professional University - Business School.</p>	More than 25 years of experience in the financial, economic and administrative fields Banks, financial investment companies and entrepreneurship And in the field of consulting, management, corporate strategic planning, training, and technical and financial analysis s.

		<p>Systems Technology)</p> <ul style="list-style-type: none"> - A trainer accredited by the General Organization for Technical and Vocational Training in the financial, administrative, social and self-development fields. - International trainer accredited by Oxford International College. - Certified global trainer and training consultant from Harvard Professional University. - Certified global trainer for financial banking services, treasury and Islamic products from the American Institute for Professional Studies. - Media spokesperson for local and international satellite channels in the financial and economic field 	<p>Director of the Financial Institutions and Senior Clients Unit of Riyadh Capital</p> <ul style="list-style-type: none"> - From 1997-2015 Director of Corporate Sales in the Kingdom of the Treasury and Investment Department, Riyadh Bank 		
4	Yousuf Abdullah Abdulaziz Alrajhi	<ul style="list-style-type: none"> - Vice Chairman of the Tabuk Agricultural Company and Chairman of the Executive Committee. - Member of the Board of Directors of Al-Rajhi Company for Human Resources, Education and Training - Vice Chairman of the Board of Directors of Abdullah Abdul Aziz Al-Rajhi and Sons Holding Company. - Chairman of the Board of Directors of Riyadh International Hotels - Ramada - Chairman of the Board of Directors of the Airport Group for Travel and Tourism. - Chairman of the Board of Directors of Al-Rajhi Energy Solutions Company. - Chairman of the Board of Directors of Al-Rajhi Company for Logistics Services. - Vice-Chairman of the Board of Directors of the Islamic Bank of 	<p>General Manager of Al-Rajhi Company for Industry and Trade</p> <ul style="list-style-type: none"> - Financial Manager at Al-Rajhi Investment Bank - Branch manager at Al-Rajhi Investment Bank - Bank Transfers Officer - Riyadh Bank - Member of the Board of Directors of Shurooq Packaging and Food Company (Kuwait) - Member of the Board of Directors of Al-Rajhi Industrial Company - Member of the Board of Directors of Al-Rajhi Hotels Company. - Member of the Board of Directors of the Gulf Technology 	<p>B. Sc. in Economics and Political Science - King Saud University (1986)</p> <ul style="list-style-type: none"> - Master of Development Management - West Michigan University - United States (1991) 	<p>More than 30 years of experience in leadership and public administration positions in the banking sector and managing private and public companies in the industrial, commercial, financial and agricultural sectors</p>

		<p>Bangladesh and a member of the Executive Committee, and a member of the Board of Directors of the endowment company of the bank.</p> <ul style="list-style-type: none"> - Member of the Board of Directors of Budget Saudi Company and Chairman of the Investment Committee. - Member of the Board of Directors of Chemanol Company and member of the Audit Committee. - Vice-Chairman of the Endowments Council of Abdullah Abdul Aziz Al-Rajhi and a member of the Investment Committee. 	<p>Company Head of the Arabasas Travel and Tourism Agency</p> <ul style="list-style-type: none"> - Head of Al-Rajhi Industrial Center Director of Al-Rajhi Factory for Cement Products - Head of Kool Factory for Steel Products 		
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- The members of the committee at the beginning of the year 2022 are (Abdul Aziz Ahmed bin Dayel, Yasser bin Suleiman Al-Aqeel, Youssef Abdullah Al-Rajhi, Majid bin Ahmed Al-Sweegh), then the Board of Directors decided in Session No. ((5) on 02/1/2022 to amend the number of Members of the Nominations and Remuneration Committee to become (3) members instead of (4) members, provided that the members of the committee are (Abdulaziz Ahmed bin Dayel, Yasser bin Suleiman Al-Aqeel, Majid bin Ahmed Al-Sweegh).

C) Executive Management:

#	Name	Current position	Previous position	Qualifications	Experiences
1	Fahd Abdullah Alsameeh	<p>CEO of Tabuk Agricultural Development Company</p> <p>Member of the Board of Directors / Chairman of the Nomination and Remuneration Committee, Shams Company (a listed joint stock company)</p>	<p>CEO of the Saudi Fish Company</p> <p>-Many leadership positions at SABIC, the last of which is General Director of Special Projects Research and Development</p>	Bachelor's degree in chemistry from King Saud University in 1989G.	More than 27 years of experience in leadership positions in SABIC and Saudi Fisheries
2	Yahya Ahmed Mubarak	<ul style="list-style-type: none"> - Executive Vice President. - Head of the operating sector (And assigned the duties of the head of the joint services sector) 	<p>Director of the Tabuk Agricultural Field Crops Business Unit</p> <p>Director of the Field Crops Department in Tabuk Agricultural</p> <p>Agricultural Supervisor at Tabuk Agricultural Company</p>	Bachelor of Agricultural Sciences - King Saud University (2002)	16 years experience in crop management and agricultural projects

3	Mohamed Saad Ali Kamel Bakri	Head of Finance Sector	<ul style="list-style-type: none"> - Head of the financial sector at the former Al-Fawzan Group for 7 and a half years. - Financial manager of the importer house group and the investment house group for more than 5 years. - Principal Auditor at Hazem Hassan's office - KPMG - Egypt and at the office of Osama Abdullah Al-Khuraji, a member of the Prime Global Group 	<ul style="list-style-type: none"> - Bachelor of Commerce and Business Administration - English Division, Accounting Department, 2000, Helwan University - Cairo. He is certified by the International Financial Reporting Standards (IFRS) from the Association of Chartered Certified Accountants (ACCA). He holds a certified financial advisor certificate from the Institute of Financial Advisors registered in the United States of America - (CFC). 	22 years of experience in accounting, financial management, investment, financial advisory and auditing in international offices
4	Hashim Farid Asaad Aburrah	General Manager of Marketing and Sales	<ul style="list-style-type: none"> General Manager of Sales of Mohammed Ba Wazir Company. Executive Director of Al Qasr Foodstuff Company. Sales Manager at Al Muhaideb Company General Manager of Procurement and Marketing at Danube Company. Sales Manager at Al-Sunbulah Company 	<ul style="list-style-type: none"> Master of Career Guidance Psychology (Administrative Guidance) University of Algiers 1998 BA in Professional Guidance Psychology - University of Algiers, 1985 	Diverse experience of more than 30 years in the field of sales and marketing of food products in the markets of major customers in the Kingdom of Saudi Arabia
3	Hatim Mohammed Hamid Imam	Head of the Shared Services Sector at Tabuk Agricultural Development Company	<ul style="list-style-type: none"> - General Manager of Human Resources and Administrative Affairs - SAMACO Automotive Company - Jeddah., Human Resources Manager - Al Muftah Car Rentals, Jeddah. Head of Human 	<ul style="list-style-type: none"> Master's degree in human resources - University of Washington 2004 Bachelor's degree in Computer Science - University of Washington 2003 Bachelor's degree in Business Administration - University of 	More than 20 years of experience in corporate restructuring and human resource leadership, setting strategies, policies, procedures and effective development programs, extensive experience in performance evaluation, change management, career counseling and information technology. Member of the

			Resources and Administrative Affairs - Almarai Western Bakeries Company (Lusine), Jeddah. Regional Director of Human Resources - Saudi Arabia and the Gulf - Attia Group, Jeddah.	Washington, 2001 Higher Technical Diploma in Aircraft Structures and Engines, University of Washington, 1999	Nominations Committee (NRC)
4	Hashim Farid Asaad Aburrah	General Manager of Marketing and Sales	General Manager of Sales of Mohammed Ba Wazir Company. Executive Director of Al Qasr Foodstuff Company. Sales Manager at Al Muhaideb Company General Manager of Procurement and Marketing at Danube Company. Sales Manager at Al-Sunbulah Company	Master of Career Guidance Psychology (Administrative Guidance) University of Algiers 1998 BA in Professional Guidance Psychology - University of Algiers, 1985	Diverse experience of more than 30 years in the field of sales and marketing of food products in the markets of major customers in the Kingdom of Saudi Arabia
5	Michel Jeorges Grageoski	GM of Logistic Services	- Group Supply Chain Manager, AFI Supply Chain Manager, Ball Corporation - Director of Procurement, Logistics and Development, UFI Corporation NORIS Factory Manager Logistics Manager, Cargotec	- Master of Science in Mechanical Engineering, Poznan Technological University, 1999 - Postgraduate Master's Degree, Business Administration, Bogdan Jansky Academy, 2013	- 21 years of supply chain experience, 20 years of leadership /management experience

* The BOD approved, in Session No. (5) on 1/2/2022, the appointment of Eng. Yahya Ahmed Mubarak (formerly head of the operating sector) to become Deputy Chief Executive Officer.

3-2) Names of companies inside or outside the Kingdom of which a member of the company's board of directors is a member of its current and previous boards of directors or of its managers:

Name of member	Names of companies where the BOD member is a member of their previous boards of directors or among their managers	Within the Kingdom/ Outside the kingdom	Legal entity (Joint Stock Listed / Joint Stock Unlisted/ Limited Liability) /	Names of companies where the BOD member is a member of their previous boards of directors or among their managers	Within the Kingdom/ Outside the kingdom	Legal entity (Joint Stock Listed / Joint Stock Unlisted/ Limited Liability) /
Member (1) Alwaleed Khalid Alshathri	Khaled Al Shathry Trading Group	inside KSA	Limited Liability Company	East Asia Investment Company	inside KSA	Closed Joint Stock
	Food Horizons Company	inside KSA	Closed Joint Stock	Food Horizons Company	inside KSA	Limited Liability Company
	Tabuk Company for nurseries and landscaping	inside KSA	One person closed joint stock company			
	Tabuk Marketing Company	inside KSA	One person closed joint stock company			
	Agricultural Feed Sources Company	inside KSA	Limited Liability Company			
Member (2) Yousuf Alabdullah Alrajhi	United International Transportation Company - Budget Saudi Arabia	Inside KSA	Listed joint stock company	- General Manager of Al-Rajhi Company for Industry and Commerce	Inside KSA	Limited liability company
	Chemanol Company	Inside KSA	Listed joint stock company	- Member of the Board of Directors of Shurooq Packing and Food Company (Kuwait)	Outside KSA	Limited liability company
	Vice Chairman of the Board of Directors of the Islamic Bank of Bangladesh and a member of the Executive Committee and a member of the Board of Directors of the endowment company of the bank	Outside KSA	Joint stock company	- Member of the Board of Directors of Al-Rajhi Company for Human Resources, Education and Training	Inside KSA	Limited liability company
	- Member of the Board of Directors of Al-Rajhi Company for Human Resources, Education and Training	Inside KSA	Limited liability company	- Member of the Board of Directors of Al-Rajhi Hotels Company	Inside KSA	Limited liability company

	- BOD Deputy of Abdullah Abdul Aziz Al-Rajhi and Sons Holding Company	Inside KSA	Limited liability company	- Member of the Board of Directors of the Gulf Technology Company	Inside KSA	Limited liability company
	Chairman of the Board of Directors of Riyadh International Hotels - Ramada	Inside KSA	Limited liability company	- GM of Abdullah Abdul Aziz Al-Rajhi and Sons Company	Inside KSA	Limited liability company
	BOD Chairman, Airport Travels Group Company	Inside KSA	Limited liability company			
	BOD Chairman, Alrajhi Power Solutions Company	Inside KSA	Limited liability company			
	BOD Chairman, Alrajhi Logistic Services Company	Inside KSA	Limited liability company			
Member (3) Abdulaziz Ahmed Abdullatif Bin Dayel	Sahara International Petrochemical Company (Sipchem),	inside the Kingdom	a listed joint stock	- CEO of Self Ltd., one of the Al Munjam Group companies	inside the Kingdom	unlisted joint stock
				Managing Director and Member of the Board of Directors of Tuhama Advertising, Public Relations and Marketing Company	inside the Kingdom	a listed joint stock
				Member of the Board of Directors of AD Art Median	inside the Kingdom	unlisted joint stock
				Member of the Board of Directors of Al-Mawared Foods Company	inside the Kingdom	unlisted joint stock
				- Member of the Board of Directors of Intermarkets Member of the Board of Directors of JWT	inside the Kingdom	unlisted joint stock
				- Member of the Board of Directors of Ogel V - inside the Kingdom	inside the Kingdom	unlisted joint stock
Member (4) Yaser Sulaiman AlAqeel	Saudi Arabian Refineries Company Member of the Board of Directors / Chairman of the Audit Committee / Member of the Investment Committee	Inside KSA	Listed joint stock	-	-	-
Member (5) Majed Ahmed	Middle East Cables Specialized Company	Inside KSA	Listed joint stock	Wafa Insurance Company BOD chairman Executive	Inside KSA	Listed joint stock

Ibrahim Alsuaigh	(MSK)			Committee member Investment Committee member		
Member (6) Almutasim Billah Zaki Allam	BOD member in Eastern Asia	Inside KSA	Unlisted joint stock			
	BOD member Tuhama Advertising and Public Relation Company	Inside KSA	Listed joint stock			
	Owner of Anan Investment Company	Inside KSA	Limited Laibility Company			
Member (7) Muneer Ahmed Alghazawi	Eastern Asia Agricultural Investment Company	Inside KSA	Closed Stock			
	Food Horizons Company	Inside KSA	Closed Stock			

3-3) Formation of the Board of Directors and classification of its members as follows: Executive Board Member, Non-Executive Board Member, Independent Board Member:

Name of member	Classification of membership (executive / Non-executive/ independent)
Member (1) Alwaleed Khalid Alshethry	Non-executive
Member (2) Yousif Abdullah Alrajhi*	Non-executive
Member (3) Abdulaziz Ahmed Bin Dayel	Independent
Member (4) Yasir Sulaiman Saleh Alaqeel	Independent
Member (5) Almutasim Billah Zaki Mohamed Abduljawwad Allam	Non-executive
Member (6) Majed Ahmed Ibrahim Alsuaigh	Independent
Member (7) Munir Ahmed Ahmed Alghazawi	Non-executive

*

3-4) Actions taken by the Board of Directors to inform its members - especially non-executives - of shareholders' proposals and comments about the company and its performance:

Usually, the board includes and presents the proposals and notes that it receives from the shareholders about the company and their performance on its members within the agenda of the periodic meetings of the board, and during the year 2022 the board did not receive anything in this regard.

3-5) The number of board meetings that were held during the last fiscal year, their dates, and the attendance record for each meeting indicating the names of those present:

Number of meetings (10)									
Name	Position	1 st meeting 01/02/2022	2 nd meeting 16/02/2022	3 rd meeting 28/03/2022	4 th meeting 22/05/2022	5 th meeting 12/06/2022	6 th meeting 24/08/2022	7 th meeting 08/11/2022	Total
Member (1) Alwaleed Khalid Alshethry	BOD chairman	1	1	1	1	1	1	1	7
Member (2) Yousif Abdullah Alrajhi*	BOD VP	1	0	1	1	1	1	1	6
Member (3) Abdulaziz Ahmed Bin Dayel	BOD member	1	0	1	1	1	1	1	6
Member (4) Yasir Sulaiman Saleh Alaqeel	BOD member	1	1	1	1	1	1	1	7
Member (5) Almutasim Billah Zaki Mohamed Abduljawwad Allam	BOD member	1	1	1	1	1	1	1	7
Member (6) Majed Ahmed Ibrahim Alsuwaigh	BOD member	1	1	1	1	1	1	1	7
Member (7) Munir Ahmed Ahmed Alghazawi	BOD member	1	1	1	1	1	1	1	7

3-6) A brief description of the committees' specialties and tasks, such as: the Audit Committee, the Nomination Committee and the Remuneration Committee, with mentioning the names of the committees, their chairmen and members, the number of their meetings, dates of their meetings, and the attendance data of the members for each meeting.

3-6-1 Executive Committee:

A) A brief description of the committee's functions and functions:

The committee charges the responsibilities of the board of directors related to managing the company's business during the periods between the regular meetings scheduled for the board, or when it is not possible to hold the board meetings for any urgent reasons or beyond control. It makes recommendations to the board of directors on various topics related to the preparation and implementation of the company's strategy and investment in partnership

projects and acquisitions. The Board of Directors authorizes the committee to do some of its tasks, such as approving investment policies, appointing senior leaders, and procurement (under two million riyals).

B) Committee Meetings *:

Number of meetings (4)							
#	Name	Position	1 st meeting 08/08/2022	2 nd meeting 04/12/2022	3 rd meeting 26/12/2022	4 th meeting 29/12/2022	Total
1	Member (1) Yousif Abdullah Alrajhi	Committee chairman	1	1	1	1	4
2	Member (2) Alwaleed Khalid Alshethry	Committee Vice-chairman	1	1	1	1	4
3	Member (3) Fahd Abdullah Alsemaih	Committee member	1	1	1	1	4

3-6-2) Audit Committee:

A) A brief description of the committee's functions and functions:

Supervising the company's internal audit department in order to verify its effectiveness in carrying out the work and tasks set by the board of directors. Study the internal control system and draw up a written report on its opinion and recommendations regarding it. Study the internal audit reports and follow up the implementation of corrective actions for the observations contained therein. Recommending the appointment of statutory accountants and their dismissal and determining their fees. When recommending appointment, it is taken into consideration to ensure their independence. And following up on the work of chartered accountants, and approving any work outside the scope of the audit work that they are assigned to do while performing the audit work. Study the audit plan with the chartered accountant and make her observations on it. And study the chartered accountant's notes on the financial statements and follow up on what has been done about them. Study the initial and annual financial statements before submitting them to the Board of Directors and express opinion and recommendation in this regard. Study the accounting policies used and give opinion and recommendation to the Board of Directors in this regard.

B) Committee meetings*:

#	Name	Position	Number of meetings (6)						Total
			1 st meeting 14/03/2022	2 nd meeting 23/03/2022	3 rd meeting 15/05/2022	4 th meeting 14/08/2022	5 th meeting 18/08/2022	6 th meeting 03/11/2022	
1	Member (1) Ahmed Alsenaidi	Member	1	1	1	1	1	1	6
2	Member (2) Abdulaziz Ahmed Bin Dayel	Member	1	1	1	1	1	1	6
3	Member (3) Mohammed Abdulaziz AlShetwy	Member	1	1	1	1	1	1	6
4	Member (4) Almutasim Billah Zaki Allam	Chairman	1	1	1	1	1	1	6
5	Member (5) Majed Ahmed Ibrahim Alsuaigh	Member	1	1	1	1	1	1	6

* Based on the decision of the Ordinary General Assembly held on 02/14/2022, the number of Audit Committee members' seats has been increased from (3) to (5) seats, and Dr. Al-Mu'tasim Billah Zaki Muhammad Abdul-Jawad Allam and Mr. Majed Ahmed Ibrahim Al-Sweegh have been appointed as members of the Audit Committee starting from the date of the association's approval until the end of the committee's work period on 06/30/2024

3-6-3)The Nomination and Remuneration Committee:

A) A brief description of the committee's functions and functions:

The committee is concerned with recommending to the Board of Directors the nomination for membership of the Board in accordance with the approved policies and standards, taking into account not to nominate any person previously convicted of a crime involving breach of honor and trust. And the annual review of the required needs of appropriate skills for membership of the Board of Directors and the preparation of a description of the capabilities and qualifications required for membership of the Board of Directors, including determining the time that the member must devote to the work of the Board of Directors. Review the structure of the Board of Directors and make recommendations regarding changes that can be made. Determine the strengths and weaknesses of the board of directors, and propose solutions that are consistent with the interest of the company. And to make sure on an annual basis that the independent members are independent, and that there is no

conflict of interest if the member is a member of the board of directors of another company. And the development of clear policies for compensation and bonuses of members of the Board of Directors and senior executives, and take into account when developing these policies the use of standards related to performance.

B) Committee Meetings:

#	Name	Position	Number of meetings 45)					الاجمالي
			1 st meting 10/03/2022	2 nd meeting 12/03/2022	3 rd meeting 26/07/2022	4 th meeting 06/08/2022	5th meeting 01/12/2022	
1	Member 1 Abdulaziz Ahmed Bin Dayel	Chairman	1	1	1	1	1	5
2	Member 2: Yasir Sulaiman Saleh Alaqeel		1	1	1	1	1	5
3	Member 3: Majed Ahmed Ibrahim Alsuwaigh	Member	1	1	1	1	1	5

3-7) Where applicable, the means adopted by the Board of Directors in assessing its performance and the performance of its committees and members, and the external body that performed the assessment and its relationship to the company, if any:

The Board conducts two types of assessment for its members using models borrowed from the literature and experiences of global governance: one of them is a self-evaluation in which each member evaluates his performance from the perspective of the duties and duties of the board and the results achieved by the council's policies and actions in developing and growing the business, revenues and profits of the company, and the amount of the member's personal contribution to that. In addition, the members of the Board shall together evaluate the performance of the Board within the framework of the aforementioned perspective.

There is no external body that supervises the evaluation of the Board, but the evaluation is carried out under the supervision of the Nomination, Remuneration and Governance Committee, based on its responsibility for this, as stipulated in the committee's work regulations.

3-8) Disclosure of the BOD members and the Executive Management's remuneration in accordance with what is stipulated in Article 93 of the Corporate Governance Regulations:

In accordance with the provisions of Article (19) of the Articles of Association - Remuneration for Board Members - the Nomination, Remuneration and Governance Committee of the company, based on its work regulations, recommends to the Board of Directors an annual amount that constitutes the annual remuneration of the Board members, and it may be combined with the attendance allowances for each session and other benefits provided that it does not exceed Total remuneration and financial and in-kind benefits for a member is five hundred thousand (500,000) Saudi riyals.

3-8-1 Remuneration for Board Members:*

Fixed remuneration								Variable remuneration							
Name	Specific amount	BOD seessions attendance allowance	Total allowance for attending committee sessions	Material privileges	Benefits in kind A statement of what board members have received as workers or	Remuneration for the Chairman of the Board or the Managing Director, etc.	Total	percentage of profits	Periodic bonuses	Short-term incentive plans	Long-term incentive plans	Shares awarded (value is entered)	Total	EOS entitlement	Grand total
First : Independent members															
Abdulaziz Ahmed Bin Dayel	460,000	18,000	22,000	-	-	-	500,000								500,000
Yasir Sulaiman Saleh Alaqeel	350,000	21,000	10,000	-	-	-	381,000								381,000
Majed Ahmed Ibrahim Alsuaigh	450,000	21,000	22,000		-	-	503,000		10,000						503,000
Khalid Saad Almurshid	75,000	-	-				75,000								75,000
Mohammed Abdulaziz Alshatwi	75,000	-	12000				87,000								87,000
Tariq Abdulaziz Alhamad	75,000	-	-				75,000								75,000
Khalid Abdulrahman Alkhudiari	75,000	-	-				75,000								75,000
Total of (First)	1,560,000	60,000	66,000				1,686,000		10,000						1,696,000
Second: Non-executive members															
Alwaleed Khalid Alshathri	351,000	21,000	8,000		-	-	380,000		120000	-	-	-	120000		500,000
Yousuf Abdullah Alrajhi	400,000	18,000	8,000		-	-	426,000		60000	-	-	-	60000		486,000
Almotasim Billah Zaki Mohamed Abduljawwad Allam	350,000	21,000	12,000		-	-	385,000		2,000	-	-	-	2,000		385,000
Muneer Ahmed Ahmed Alghazawi	250,000	21,000			-	-	271,000		-	-	-	-	-		271,000
Total of (Second)	1,351,000	81,000	28,000				1,462,000		182,000				182,000		1,642,000
Third: Executive members															
None															
Total of (Third)															
Grand total	2,911,000	141,000	94,000				3,146,000		192,000				192,000		3,338,000

* Based on the policy of disbursing remuneration and entitlements to members of the Board of Directors and its committees. On 27/12/2021, the Board of Directors approved the recommendation of the Nominations and Remuneration Committee on 23/12/2021, by disbursing the remuneration of the members of the Board of Directors for the fiscal year ending on 31/12/2021 at 150,000 riyals for each member of the Board, including the Chairman, and 100,000 One riyal for each member of the board committees, in addition to an amount of 50,000 for each chairperson of one of the board committees, provided that these remunerations are paid during the year 2022 based on the policy of disbursing the remunerations and entitlements of the members of the board of directors and its committees.

** The twelfth session of the Board of Directors ended on 30/06/2021, however, the members of the Board who left the Board received their rewards in 2022 for their membership period in 2021 and they are (Khalid bin Saad Al-Murshid, Muhammad Abdul Aziz Al-Shetwi, Tariq Abdulaziz Al-Hamad, Khaled Abdul-Rahman Al-Khudairi).

*** The Remuneration and Nominations Committee, in session No. (7-13) on 01/12/2022, recommended to the Board of Directors bonuses for the members of the Board and committees for the fiscal year ending on 31/12/2022, with a total amount of 3,625,000 riyals, and the inclusion of a provision for that in the company's financial statements and a report The Board of Directors, provided that the disbursement takes place in the year 2023 after the approval of the Board and based on the policy of disbursing the remuneration and entitlements of the members of the Board of Directors and its committees.

3-8-2 Remuneration of committee members:

Members of the committees shall receive an allowance for attending the sessions at the rate of two thousand (2000) Saudi riyals for each session in addition to the annual remuneration approved by the Board of Directors.

	Fixed remunerations (except sessions attendance allowance)	sessions attendance allowance	Total
Audit committee members			
1- Waleed Ahmed Bammarouf ***	75,000	-	75,000
2- Abdulrahman Alsultan ***	50,000	-	50,000
3- Ahmed Ibrahim Alsunaidi	125,000	12,000	137,000
4- Abdulaziz Bin Dayel	100,000	12,000	112,000
5- Mohamed Abdulaziz Alshatwi	50,000	12,000	62,000
6- Almutasim Billah Zaki Allam**	-	12,000	12,000
7- Majed Ahmed Alsuwaigh **	-	12,000	12,000
Total	400,000	60,000	460,000

Nominations and remuneration committee members			
1- Abdulaziz Ahmed bin Dayel	150,000	10,000	160,000
2- Alwaleed Khalid Alshathri***	50,000	-	50,000
3- Aljawharah Sulaiman allayed ***	50,000	-	50,000
4- Yousuf Abdullah Alrajhi***	50,000	-	50,000
5- Yaser Sulaiman Alaqeel	50,000	10,000	60,000
6- Majed Ahmed Alsuwaigh	50,000	10,000	60,000
Total	400,000	30,000	430,000
Executive committee members			
1- Yousuf Abdullah Alrajhi	150,000	8,000	158,000
2- Alwaleed Khalid Alshathri	100,000	8,000	108,000
3- Fahd Abdullah Alsameeh	100,000	8,000	108,000

4- Almotasim Billah Zaki Mohamed Abduljawwad Allam****	36,111	-	36,111
5- Muneer Ahmed Ahmed Alghazawi ****	36,111	-	36,111
Total	422,222	24,000	446,222
Governance, abidance and risks committee members *****			
1- Muria Saad Alhabbash ***	75,000	-	75,000
2-Samah Hamad Alsubai ***	50,000	-	50,000
3- Khalid Mahmoud Alnajjar ***	50,000	-	50,000
Total	175,000	-	175,000
Gross total	1,397,222	114,000	1,511,222

* Based on the policy of disbursing remuneration and entitlements to members of the Board of Directors and its committees. On 27/12/2021, the Board of Directors approved the recommendation of the Nominations and Remuneration Committee on 23/12/2021 by disbursing a bonus of 100,000 riyals for each member of the Board committees, in addition to an amount of 50,000 for each chairperson of one of the Board committees, provided that these bonuses are paid during the year 2022 Based on the policy of disbursing remuneration and entitlements to members of the Board of Directors and its committees.

** Based on the decision of the Ordinary General Assembly held on 14/02/2022, the number of Audit Committee members' seats has been increased from (3) to (5) seats, and Dr. Al-Mu'tasim Billah Zaki Muhammad Abdul-Jawad Allam and Mr. Majed Ahmed Ibrahim Al-Sweegh have been appointed as members of the Board. The Audit Committee, starting from the date of the association's approval until the end of the committee's work period on 30/06/2024.

*** In the year 2022, the remunerations for the members of the Council committees were paid for the fiscal year 2021, noting that the year 2021 included two sessions of the Council (the end of the twelfth session of the Council in the first half of the year 2021, and the beginning of the thirteenth session of the Council in the second half of the year 2021) and that is as follows follows:

First: Audit Committee:

- The half of the fiscal year 2021, which ended on 30/06/2021, included the end of the twelfth session of the Board of Directors, which included the four members of the Audit Committee (Walid bin Ahmed Bamarouf as Chairman, and the membership of

Mr. Ahmed bin Ibrahim Al-Sunaidi, Mr. Abdul Rahman Al-Sultan and Mr. / Abdulaziz Ahmed bin Dayel) and the second half of the same year began on 07/01/2021 with the thirteenth session of the Board of Directors, with three members of the Audit Committee, and they are (A/ Ahmed bin Ibrahim Al-Sunaidi as Chairman, A/ Abdul Aziz bin Ahmed bin Dayel, A/ Muhammad bin Abdul Aziz Al-Shetwi), who were chosen based on the decision of the Ordinary General Assembly on 15/06/2021.

- Based on the decision of the Ordinary General Assembly held on 14/02/2022, the number of Audit Committee members' seats has been increased from (3) to (5) seats, and Dr. Al-Mu'tasim Billah Zaki Muhammad Abdul-Jawad Allam and Mr. Majed Ahmed Ibrahim Al-Sweegh have been appointed as members of the Committee. The audit starts from the date of the association's approval until the end of the committee's work period on 30/06/2024.

Second: Nominations and Remunerations Committee:

On 30/06/2021, the session of the Board of Directors ended, which included (Abdul Aziz Bin Dayel as Chairman, and the membership of Al-Walid Al-Shathri, Al-Jawhara Suleiman Al-Ayed), then a new session of the Board began on 07/01/2021, and the members of the Nominations and Remuneration Committee were elected For the new session, they are (Abdulaziz bin Ahmed bin Dayel as Chairman, and the membership of Yasser bin Suleiman Al-Aqeel, Youssef Abdullah Al-Rajhi, Majid bin Ahmed Al-Sweegh).

Third: Executive Committee:

The first half of the fiscal year 2021, which ended on 30/06/2021, included the end of the twelfth session of the Board of Directors, which included the three members of the Executive Committee (Youssef Abdullah Al-Rajhi, Al-Waleed bin Khaled Al-Shathri, Fahd bin Abdullah Al Samih) and began The second half of the same year, on 07/01/2021, with five members (Youssef Abdullah Al-Rajhi, Al-Waleed bin Khaled Al-Shathri, Al-Mu'tasim Billah bin Zaki Allam, Munir bin Ahmed Al-Ghazwi and Fahd bin Abdullah Al-Samih). And on the date of 10/11/2021, the Board of Directors decided to limit the members of the Executive Committee to (3) members only, and they are (Youssef Abdullah Al-Rajhi, Al-Waleed bin Khaled Al-Shathri, Fahd bin Abdullah Al Samih), and therefore both (Al-Mu'tasim Billah bin Zaki Allam, Munir bin Ahmed bin Ghazwi).

Fourth: Governance, Compliance and Risk Committee:

This committee worked until the first half of the year 2021, and therefore its rewards were paid for the first half of the year 2021 only and for the members (Dr. Marie Habbash Al-Habbash as Chairman, with the membership of Samah bin Hamad Al-Subaie, and Khaled Mahmoud Al-Najjar). Where the Board of Directors decided on 30/06/2021 to cancel the Governance, Compliance and Risk Committee and establish a "Compliance, Governance and Risk Department" to direct the company's business, procedures and internal and external policies to ensure its compliance with local laws and instructions related to the company's business, in addition to external instructions

and global best practices in this field This enhances the safety of the company's operations and increases their efficiency and effectiveness.

**** The two members (Al-Mu'tasim Billah, Mounir Al-Ghazwi) joined the Executive Committee from 07/01/2021 to 11/10/2021, and the membership rewards due to them were disbursed for that period, and the disbursement took place in 2022.

**** This committee was canceled from the Board committees based on the decision of the Board of Directors on 30/06/2021, but it was mentioned due to the payment of the dues of the committee members for the year 2021 in the year 2022.

3-8-3 Remuneration of senior executives:

Statement	Fixed remunerations				Variable remunerations						Others			Gross total
	Salaries	Allowances	Material awards	Total	Periodic remuneration	Profits	Short-term incentive plan	Long-term incentive plan	Awarded shares (insert)	Total	EOS	Allowances for sessions of BOD and committees	Total remuneration for the executives	
1- CEO	1,080,000		270,000	1,350,000										1,350,000
2- Deputy CEO	724,500	2,400	181,125	908,025										908,025
3- Head of financial sector	468,000	2,400	117,000	587,400										587,400
4- GM of sles	468,000	2,400	117,000	587,400										587,400
5- GM of Supply chain	368,667	-	92,167	460,834										460,834
Total	3,109,167	7,200	777,292	3,893,659										3,893,659

*On 01/02/2022, the BOD resolved to designate Engr. Yahya Ahmed Mubarak, (ex-chairman of operation sector) as a CEO deputy.

3-9) A statement of the dates of the general assemblies of shareholders held during the last fiscal year and the names of the members of the board of directors attending these assemblies:

SN	Name	Attendees record		
		1 st meeting * 14/02/2022	2 nd meeting ** 25/05/2022	3 rd meeting *** 26/06/2022
1	Alwaleed Khalid Alshathri	1	1	1
2	Yousuf Abdullah Alrajhi	Apology	1	1
3	Abdulaziz Ahmed bin Dayel	1	1	1
4	Yassir Sulaiman Alaqueel	1	1	1
5	Majed Ahemd Alsuwaigh	1	1	1
6	Almutasim Billah Zaki Allam	1	1	1
7	Muneer Ahmed Al Ghazawi	1	1	1

* The Ordinary General Assembly (2nd meeting).

** The Ordinary General Assembly (2nd meeting).

*** The Ordinary General Assembly (2nd meeting).

3-10) The number of the company's requests for the shareholders' register, the dates and reasons for those requests:

Number of the company's requests for shareholders record	Date of request	Reasons for request
1	17/01/2022	To hold the general assmebly
2	22/05/2022	To hold the general assmebly
3	01/06/2022	To hold the general assmebly
4	22/06/2022	To hold the general assmebly
5	22/06/2022	To hold the general assmebly
6	29/12/2022	Others
7	29/12/2022	Others

3-11) A statement of any arrangements or agreement under which a member of the company's board of directors or a senior executive waived any remuneration:

During the fiscal year ending on December 31, 2022, there were no arrangements or agreements whereby any of the members of the Board of Directors or a senior executive waived any salary or compensation; There are also no board members or senior executives who did not receive any allowances for attending board meetings or any travel or transportation expenses or any other allowances or waived their remuneration and compensation during the aforementioned year.

3-12) A statement of any arrangements or agreement under which a shareholder of the company waived any rights to profits:

During the fiscal year ending on December 31, 2022, there were no arrangements or agreements whereby any of the shareholders of the company waived their rights to profits.

4) Shares, Rights and Debt Instruments:

4-1) A description of any interest, contractual securities and subscription rights of the company's board members, senior executives and their relatives in the shares or debt instruments of the company or any of its subsidiaries, and any change in that interest or those rights during the last fiscal year:

#	Name of person to whom interest or contractual instruments or underwriting rights refer	Start of year		End of year		Net change	Change %
		Number of shares	Debt tools	Number of shares	Debt tools		
First: B.O.D. members							
1	Alwaleed Khalid Alshathri	1074	0	1074	0	0	0
2	Yousuf Abdullah Alrajhi	10000	0	37653	0	27653	%276
3	Abdulaziz Ahmed bin Dayel	100	0	100	0	0	0
4	Yaser Sulaiman Alaqeel	25	0	25	0	0	0
5	Almuatasim Billah Zaki Allam	0	0	0	0	0	0
6	Majed Ahmed Amsuwaigh	0	0	0	0	0	0
7	Munir Ahmed Alghazawi	0	0	0	0	0	0
Second: B.O.D. members' relatives *							

1	Abdullah Abdulaziz Alrajhi (Father Yousuf Abdullah Alrajhi)	1611785	0	0	0	1611785-	%100-
2	Endowments of sheikh Abdullah Abdulaziz Alrajhi (Father Yousuf Abdullah Alrajhi)	0	0	537262	0	537262	%100

* There has been a change in the name of one of the members of the Board of Directors in the Shareholders Register, where at the beginning of the year it was (Abdullah Abdul Aziz Saleh Al-Rajhi) - may God have mercy on him - and at the end of the year the name became (Awqaf of Sheikh Abdullah Abdul Aziz Saleh Al-Rajhi), and he is the father of the Vice-Chairman of the Board Mr. Youssef Abdullah Abdel Aziz Al-Rajhi.

4-2) A description of any interest in the category of shares eligible to vote belonging to persons (other than members of the company's board of directors, senior executives and their relatives) who informed the company of those rights under Article 45 of the Registration and Listing Rules, and any change in these rights during the last fiscal year:

There was no notification of any interest or change in the category of shares eligible to vote belonging to the concerned persons during the fiscal year ending on December 31, 2022.

4-3) A description of the categories and numbers of any convertible debt instruments and any contractual securities, subscription right notes, or similar rights issued or granted by the company during the fiscal year, with an explanation of any compensation obtained by the company for that:

There were no transfer or subscription rights under convertible debt instruments, contractual securities, subscription right notes, or similar rights issued or granted by the company during the year ending on December 31, 2022.

4-4) A description of any transfer or subscription rights under convertible debt instruments, contractual securities, subscription right notes, or similar rights issued or granted by the company:

There were no convertible debt instruments, contractual securities, subscription right notes, or similar rights issued or granted by the company during the year ending on December 31, 2022, and therefore there is no compensation obtained by the company in this regard.

4-5) A description of any redemption, purchase or cancellation by the company of any redeemable debt instruments, and the value of the remaining securities, with a distinction between the listed securities purchased by the company and those purchased by its subsidiaries:

During the fiscal year ending on December 31, 2022, there were no refunds, purchases or cancellations by the company of any recoverable debt instruments.

4-6) A description of any transaction between the company and a related party:

None

4-7) Information related to any business or contracts in which the company is a party or in which there is an interest for a member of the company's board of directors or for its senior executives or for any person related to any of them, as it includes the names of those involved in business or contracts, the nature of these business or contracts and their terms and duration And its amount, and if there are no such works or contracts, the company must submit a declaration of that:

The company's management acknowledges that it does not have any business or contracts concluded during the year 2022 in it, or there was an interest in it for a member of the board of directors, the CEO, the head of the finance sector, or any person related to any of them.

5) The company's internal control:

5-1) Results of the annual audit of the effectiveness of the company's internal control procedures, in addition to the audit committee's opinion on the adequacy of the company's internal control system:

Realizing the importance of internal control and its role in protecting the company's assets and supporting it in achieving its objectives, the Board of Directors verifies on an annual basis the effectiveness of internal control procedures for financial and administrative transactions and operational operations through an annual review of them in order to reduce the risks of misuse of the company's assets and the negative impact on its business.

5-2) Internal Audit Department:

The company has an internal audit department that enjoys an appropriate organizational position as it is affiliated with the Audit Committee, and works in pursuit of its mission of promoting and protecting the values in the company by providing assurance and consulting services in an objective and risk-based manner under the authority and powers granted to it in Internal audit charter.

5-3) Annual internal audit work:

The administration works in cooperation with one of the consulting offices (the office of Osama El Khereiiji and his partner, chartered accountants and business consultants - a member of the Prime Global Group to provide internal audit work), taking into account the recommendation of the Audit Committee.

To carry out audit work (operational / financial / compliance) with the aim of evaluating and improving governance, control and risk management processes. What was implemented during the year 2022 is a review of the internal audit charter, an assessment of high-level risks for all departments, and the development of a risk-based audit plan that was approved by the Audit Committee. On the departments' progress in implementing recommendations and corrective actions and submitting reports on the results, and all reports are shared with the executive management on an ongoing basis.

5-4) The Audit Committee's opinion on the efficiency of the company's internal control system:

The company's internal auditor submits periodic reports to the audit committee on operational, administrative and financial operations to verify the effectiveness of internal control, as the periodic reports did not show any material weakness in the company's internal control system as of December 31, 2022. The external auditor also evaluates internal control procedures as part of the audit tasks. The company, where they were allowed to view all the minutes of the meetings of the Board of Directors and the committees emanating from the Board and the internal audit reports.

5-5) The Audit Committee's recommendation regarding the need to appoint an internal auditor in the company, if not already employed therein:

- The company has an independent internal audit department with qualified human cadres supported by the necessary powers and performs its work tasks in accordance with the internal audit charter approved by the Audit Committee.
- The company has contracted with an external audit office to carry out internal audit work as an independent entity.

5-6) Recommendations of the Audit Committee that conflict with the decisions of the Board of Directors, or which the Board refused to take into account regarding the appointment of the company's auditor, discharging him, determining his fees, evaluating his performance, or appointing the internal auditor, and the justifications for those recommendations, and the reasons for not taking them in account:

None

6) Implementing effective governance:

6-1) The implemented and the un-implemented provisions of the Corporate Governance Regulations, and the reasons for such:

The company abides to application of all provisions mentioned in the Corporate Governance Regulations issued by the Capital Market Authority, without exception.

6-2) Corporate Governance Regulations:

The Board of Directors has set corporate governance rules that do not conflict with the mandatory provisions in the Corporate Governance Regulations issued by the Capital Market Authority. The Corporate Governance Regulations, in addition to the basic contents related to the shareholders and the Board of Directors, include the mechanism for selecting Board members, the matrix of qualifications and capabilities for members of the Board and its committees, and the policy Conflict of interest, succession plan for the board of directors and executive management.

The Board of Directors approved the updated regulation, and the General Assembly also approved the update of some of the regulations and policies included in the regulation, as they are among the powers of the Assembly, which are (the work regulation of the Audit Committee, the work regulation of the Nomination and Remuneration Committee, the policy, standards and procedures for membership of the Board of Directors, the policy of disbursing the remuneration and entitlements of members of the Board of Directors and its committees). .

6-3) Legal Affairs, Governance and Compliance Department:

Based on the recommendation of the Nominations and Remuneration Committee, the Board of Directors decided on 24/08/2022 to establish a department in the company called the “Legal Affairs, Governance and Compliance Department”, provided that the tasks of the Legal Affairs Department are merged into this department, so that governance and compliance are monitored by the Board of Directors and the Executive Management through a team Qualified internal at the company level, to ensure the effective application of corporate governance and the decisions issued by the Board, and to promote and establish the principle of transparency and disclosure, in addition to general supervision by the Board of Directors and the CEO of the company on the development and application of governance in general, and the application of sound practices and rules for managing the company, and ensuring The company's commitment, internal policies and work procedures to all laws, regulations and instructions issued by the regulatory and supervisory authorities.

7) Farms plan:

The following is a review of the progress of work in the farm plan:

7-1 Introduction of new field crops (under the pivot irrigation system):

In light of the company's commitment to the decisions and directions of the country's agricultural policy aimed at preserving groundwater resources and rationalizing its consumption represented in the decision to stop the production of green fodder, which came into effect at the end of the year 2018, coordination has been made with the Ministry of Environment, Water and Agriculture to experiment with the cultivation of Egyptian fodder and ray grass on small areas to study water consumption.

7-2 Fruit project development (under drip irrigation system):

This project is considered one of the largest fruit projects in the Kingdom of Saudi Arabia with an area of more than a thousand hectares and many types and varieties of almond trees (apricots, peaches, nectarines, and plums), grapes, apples, pomegranates and olives, which are close to a million trees, and this size represents the biggest strength of the company, where work is being done in a manner. Regular and continuous replacement of trees whose useful life has expired and whose productivity has deteriorated below the economic limit and cultivate new varieties and varieties that meet the renewable needs in the internal markets of the Kingdom.

7-3 Sheep Breeding and Fattening Project:

Based on the positive results achieved, this activity has been developed by increasing the number of mothers, as this project will lead to the creation of agricultural animal integration in Tabuk agricultural farms, which enables the company's farms to achieve the targeted operational excellence in its strategic plan.

8) Social Responsibility Programs and Events:

Tabuk Agriculture's commitment to its social responsibility contributions stems from the company's mission of contributing actively. The following is a review of the most important social responsibility activities and programs that took place during the year 2022:

8-1 Sponsoring and organizing the Model Farms Award in the region:

The company sponsors and organizes annually, and since the first years of its establishment, the annual festival of the Model Farms Award in the Tabuk region, which is organized by the Emirate of the region. The award was organized in its thirtieth edition in 2021 and was held by the company's project.

8-2 Providing coaching services to farmers in the region:

The company provides extension and agricultural services to the farmers of the Tabuk region and the surrounding areas, where this effort contributes to the continuous development of agriculture in the Tabuk region, and this culminates in the farmers competing for the award of the model farm in the region.

8-3 Receiving scientific visits and visitors to the region:

The company receives many scientific visits to schools and universities. In 2021, studies were carried out by the University of Tabuk, represented by the College of Information Technology, to conduct a study on "Identification of diseases that infect grape leaves using artificial intelligence techniques" and Prince Fahd bin Sultan University represented by the Department of Plant Biology, where the Information and facilitation required. The company receives many visits from visitors to the region, including ambassadors of countries, leaders inside and outside the Kingdom, and government officials during their visit to the Tabuk region.

8-4 Financial support for charities and festivals:

The company provides financial support to charities and public festivals in the Tabuk region, such as the Prince Fahd bin Sultan bin Abdulaziz Social Program Association, and the King Abdulaziz Charitable Society. The company participates in the festivals of the Ministry of Environment, Water and Agriculture, such as the "Agricultural Caravan" and the "Olive Festival", as a sponsor of the event.

8-5 Cooperative and Summer Training Programs:

The company, through its cooperative training programs, opens summer training opportunities for students of schools, universities and higher institutes.

8-6 Localization of jobs:

Despite the increase in the turnover of Saudi labor, the company continued, during 2022, to implement its policies in the localization, aiming to enhance the proportion of citizens among its employees, as the number of Saudi employees reached by the end of the year 2022 represents 23.7 % of the total number of the company's employees. Tabuk Agricultural Company has been classified within the platinum range in the job localization program of the Saudi Ministry of

Labor (Nitaqat), and the company is targeting more Saudis to maintain the platinum range for the year 2023.

9) Recommendations:

Based on what has been presented in this report, the Council recommends to your esteemed society the following:

1.	To access to the Board of Directors' report for the year ending on 31/12/2022.
2.	To vote to the auditor's report for the year ending on 31/12/2022
3.	To access to the company's financial statements for the year ending on 31/12/2022
4.	To vote to absolve the members of the Board of Directors from liability for the year ending on 31/12/2022.
5.	To vote on appointing the auditor of the company from among the candidates based on the recommendation of the Audit Committee, in order to examine, review and audit the financial statements for the second, third and annual quarters of the fiscal year 2023 and the first of the year 2024 and determine his fees.
6.	View the Board of Directors' report for the year ending on 31/12/2022.

لَا يُكَلِّفُ اللَّهُ نَفْسًا إِلَّا وُسْعَهَا أَلْهَا مَا كَسَبَتْ وَعَلَيْهَا مَا اكْتَسَبَتْ رَبَّنَا لَا تُؤَاخِذْنَا إِنْ نَسِينَا أَوْ أَخْطَأْنَا رَبَّنَا وَلَا تَحْمِلْ عَلَيْنَا إَصْرًا كَمَا حَمَلْتَهُ عَلَى الَّذِينَ مِنْ قَبْلِنَا رَبَّنَا وَلَا تُحَمِّلْنَا مَا لَا طَاقَةَ لَنَا بِهِ طَافُوا عَلَيْنَا وَاعْفُ عَنَّا وَاعْفُ لَنَا وَارْحَمْنَا أَنْتَ مَوْلَانَا فَانصُرْنَا عَلَى الْقَوْمِ الْكَافِرِينَ... الآية (286) البقرة.