



# Annual Report 2023

مرنّة  
m r n a  
Digital financial solutions







"We extend our sincere thanks to the wise leadership of the Kingdom of Saudi Arabia for its continued support of the development and innovation environment, and we also express our deep gratitude to the legislator, the Saudi Central Bank, for the unlimited support it provides to enable the non-banking sector to continue to grow and innovate financial and digital services and products."





— Custodian of the Two Holy Mosques —

**King Salman bin Abdulaziz Al Saud**

God save him



— His Royal Highness —

**Prince Mohammed bin Salman bin Abdulaziz Al Saud**

Crown Prince and Prime Minister

God save him





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## Chairman's Statement

### Abdulrahman Mohammed Abdulrahman AlGhamlas

### Dear shareholders and partners, May the peace, blessings, and mercy of Allah be upon you,

Another year passes with more achievements and strategic transformations in the process of growth and giving, as reflected in a set of numbers and facts promising more prosperity, which I am pleased to shed light with you in the pages of our annual report for the year 2023. We invoke the Almighty to be a stage that establishes a renewed start towards more achievements, successes and sustainable development.

In line with the tireless efforts of our wise leadership to support comprehensive development paths in society and to devote the concept of quality of life, being one of the most prominent goals of the Kingdom's Vision 2030G. The financing industry is witnessing stability and steady growth driven by the escalating demand for individual and institutional financing programs, coupled with an increase in various investment opportunities in one of the most developed and secure markets in the region and the world. "Mrna" has succeeded in establishing a leading position and presence as a leading financing company that offers various financing programs and products based on best globally applied practices and Shariah-compliant standards in this industry. The Company leverages its established track record and deep knowledge in the local markets, as well as its direct and sustained knowledge of the industry latest global developments, and its great ability to transfer and adapt its knowledge to the growing financing requirements and needs of individuals, institutions and companies in the Saudi market.

In 2023, "Mrna's" journey witnessed major strategic transformations, including the launch of its renewed brand identity that matches its sustainable development vision, which coincided with the restructuring of the Company within a framework of comprehensive institutional governance, driven by its integrated professional maturity in light of its listing on the Saudi Stock Exchange. A milestone that is considered an ambitious step in the right direction, to achieve its vision and strategic goals to be the best destination in providing financing services and advanced digital financial solutions, which is reinforced by its acquisition of a majority stake (80%) in the Saudi Digital Payments Company "Loop", a large electronic money company, which gives "Mrna" many opportunities to expand its main financing and lending business by providing a comprehensive and integrated platform for financing and payment services with a unique value in order to meet the needs of the small and medium enterprises sector.

The Company continued to expand the base of its strong strategic partnerships with banks, financial

market institutions and suppliers. Banking relationships include Bank Albilad, Riyadh Bank, Al Rajhi Bank, and Alinma Bank, adding to its track record of success with government agencies such as the General Authority for Small and Medium Enterprises (Monsha'at), the Social Development Bank, Saudi Post, and Hunger station Company Limited. In line with "Mrna's" ongoing efforts to expand its business by achieving reliable financial partnerships to advance the development of the business sector, and creating an integrated financial services environment based on technology and innovation to enable its customers to obtain a wider range of advanced financial solutions, in line with the Kingdom's Vision 2030.

"Mrna" always works to develop a stimulating work environment, through which it attracts the best competencies and financial, technical and investment expertise from distinguished Saudi talents, and works to retain them and provide them with a package of comprehensive development and training programs and initiatives, to hone their experiences and raise their capabilities, giving them the opportunity to develop their career paths, and promoting a culture of passion for giving, innovation, and development.

Believing that digital transformation is a critical business enabler for development, "Mrna" has continued to invest in continuously improving its electronic systems and infrastructure to provide faster services to customers, improve customer experience, and implement the Company's strategies. The Company is looking forward to enhancing its operations by allowing the implementation of credit approval procedures and the deposit of financing amounts through the use of the Company's website and smartphone application.

In conclusion, I am pleased to extend my sincere thanks and gratitude to our esteemed shareholders for their precious trust in us, giving us a great incentive to give and develop resources for the benefit of everyone. Thanks go to all members of the Board of Directors and Executive Management, for their great role in supporting the Company's efforts to manage successfully its major transformational journey, and to all the Company's employees at all levels and job roles for their passion and dedication to always providing the best efforts to achieve the Company's strategic goals.

May the Almighty bless you all.





## Managing Director Abdullah Mohammed Abdulaziz Alrayes

### May the peace, blessings, and mercy of Allah be upon you,,,

Last year, Morabaha Marina Financing Company marched ahead in its growth journey that began 10 years ago, achieving positive results that reflect the continued growth in economic activity in the Kingdom, which enhanced levels of demand for financing services, as income from special commissions was (SAR 169.4) million, and net income decreased in 2023G by (33%) compared to 2022G, reaching (SAR 31.1) million. This decrease is attributed to results of the operations of the subsidiary "Loop", as well as the increase in financing expenses

Last year, thanks to Allah Almighty, "Mrna" was able to consolidate its position as a reliable partner and preferred destination for customers wishing to obtain the best innovative financing solutions that meets their expectations and put them on the right path to achieve their economic and social ambitions, thus contributing to advancing the wheel of growth and development in line with the Kingdom's Vision 2030. .

We succeeded, thanks to Allah Almighty, with our tireless efforts to offer the best innovative financing products and provide distinguished services, in expanding the customer base. The Company's financing portfolio grew by (10%) to a total of (SAR 489.1) million, financing for small and medium enterprises was (SAR 605) million, representing (40.6%) of the total debtors of Islamic financing, compared to (SAR 884) million (59.4%) for individuals financing.

The Company maintained its standard performance indicators at positive levels. Total assets reached (SAR 1,343) million, a growth of (10%) compared to last year. We managed in diversification of financing sources, as total loans reached (SAR 527) million. During the year. Meanwhile, the Company increased its capital from (SAR 500) million to (SAR 714) million.

In conclusion, I would like to extend my sincere thanks and gratitude to the Saudi Central Bank for its continuous support to the financing sector institutions. I am also pleased to thank our esteemed shareholders for their trust, which is dear to our hearts, and to all members of the Board of Directors for their great role, wise guidance, and leadership of the Company's development and growth. Thanks and appreciation to our employees at all job levels for their sincere loyalty and dedication to work, in a way that contributes to achieving the Company's strategic goals, with efficiency and ability.

Today, as we are on the edge of a new phase of growth, we promise that the Company will continue its successful rally for advancement, development, and progress in the financial sector in the Kingdom.

**714**  
million Saudi riyals  
Capital for the year 2023

**31.1**  
million Saudi riyals  
net income 2023

**1343**  
million Saudi riyals  
Total assets have been  
reached for 2023



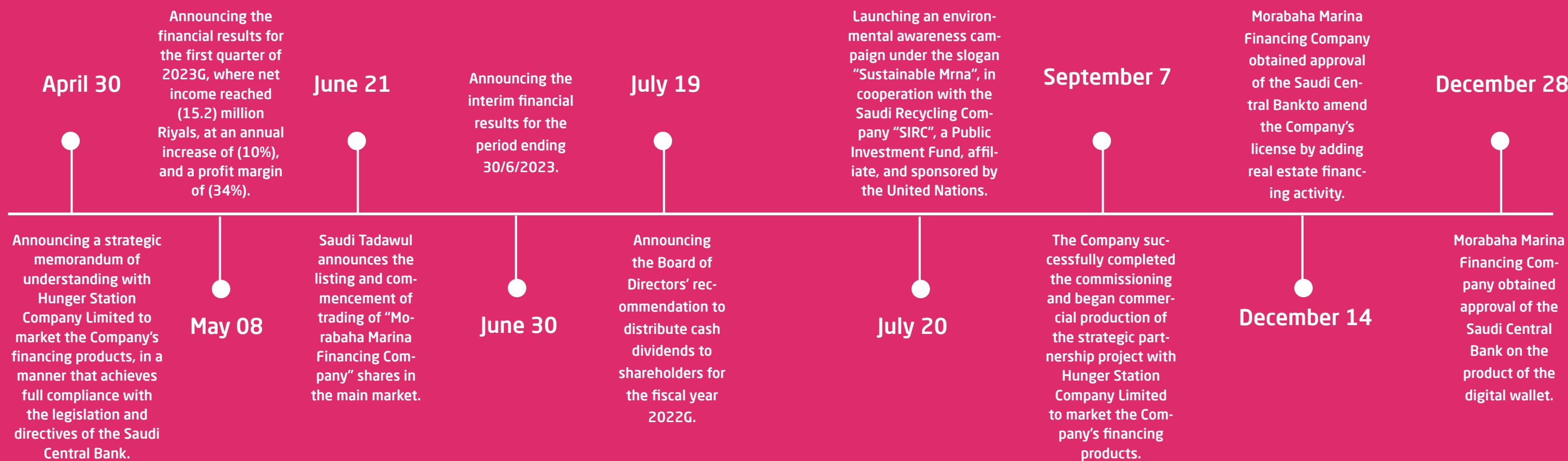


# Executive Summary

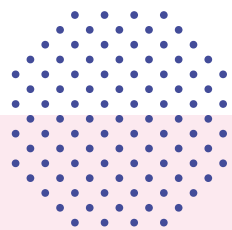


01

# "Mrna" at glance during 2023G







# Operational Performance Indicators

Special commis-  
sion income

169.4  
Million SR

Special commis-  
sion Expense

(46.3)  
Million SR

Other  
Income

17.6  
Million SR

Total operating  
income

140.6  
Million SR

Total compre-  
hensive income

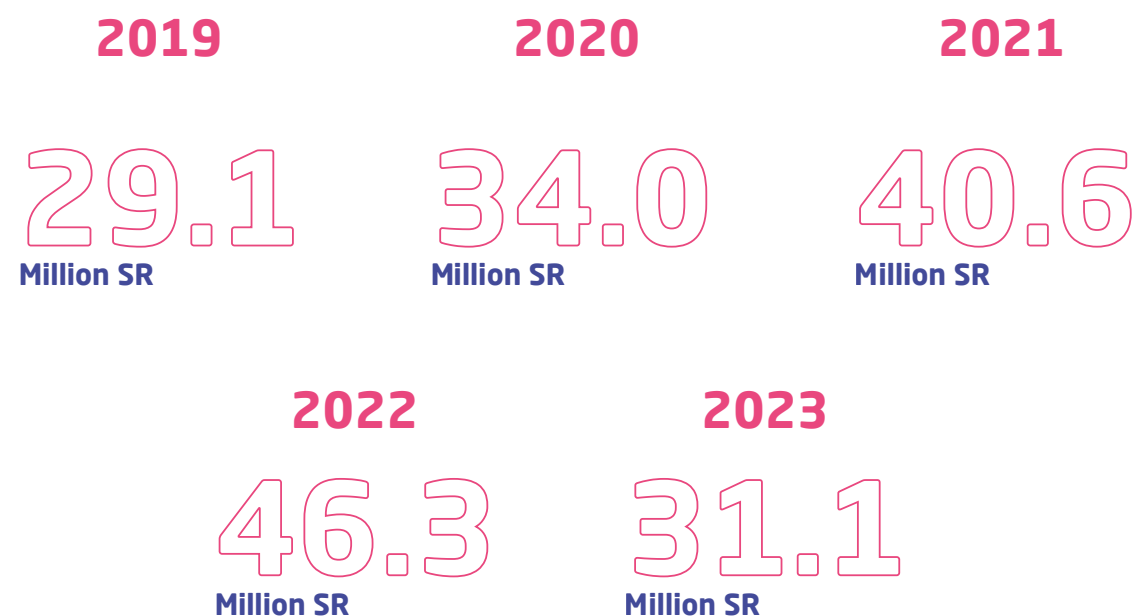
31.1  
Million SR

Net income

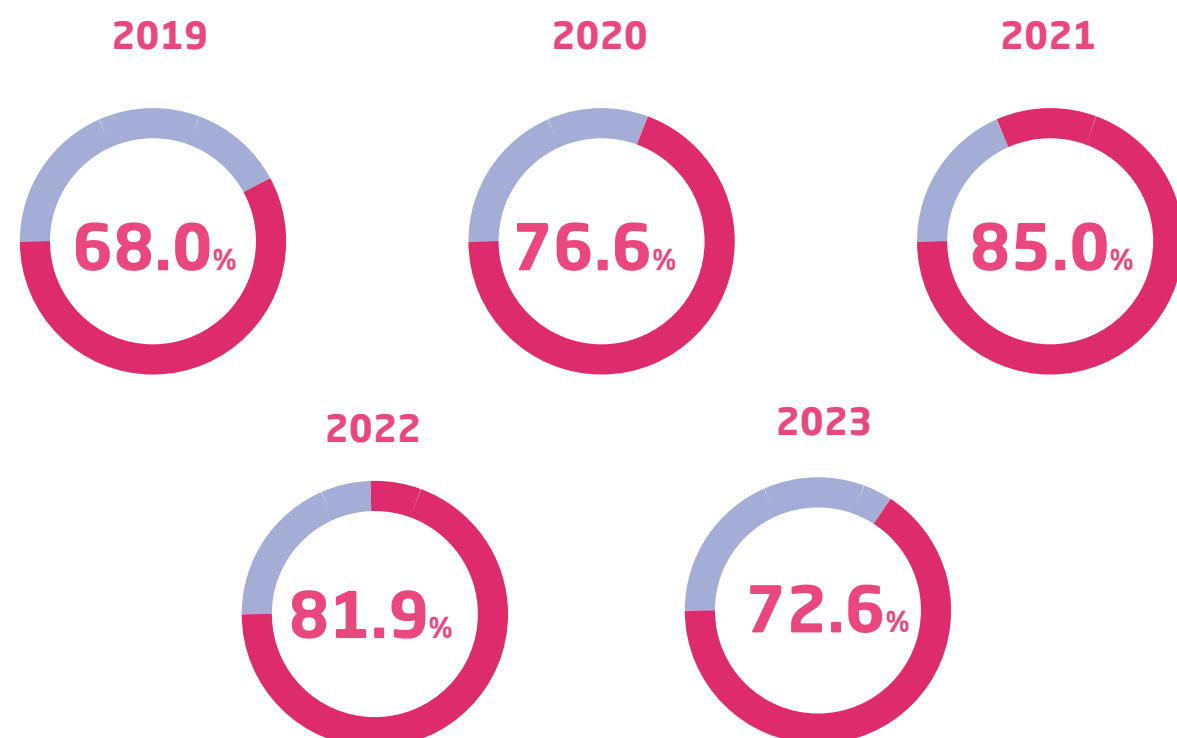
36.8  
Million SR  
(Net income for shareholders of the  
parent company)

# Financial performance indicators

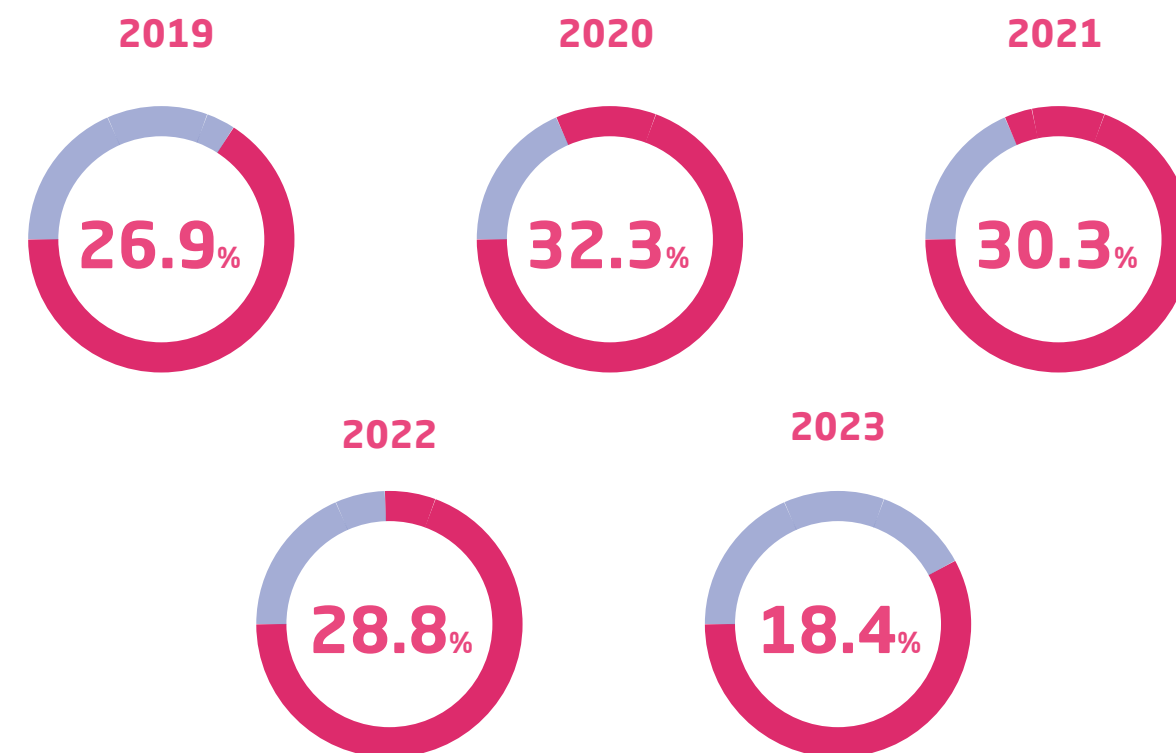
## Net income/loss



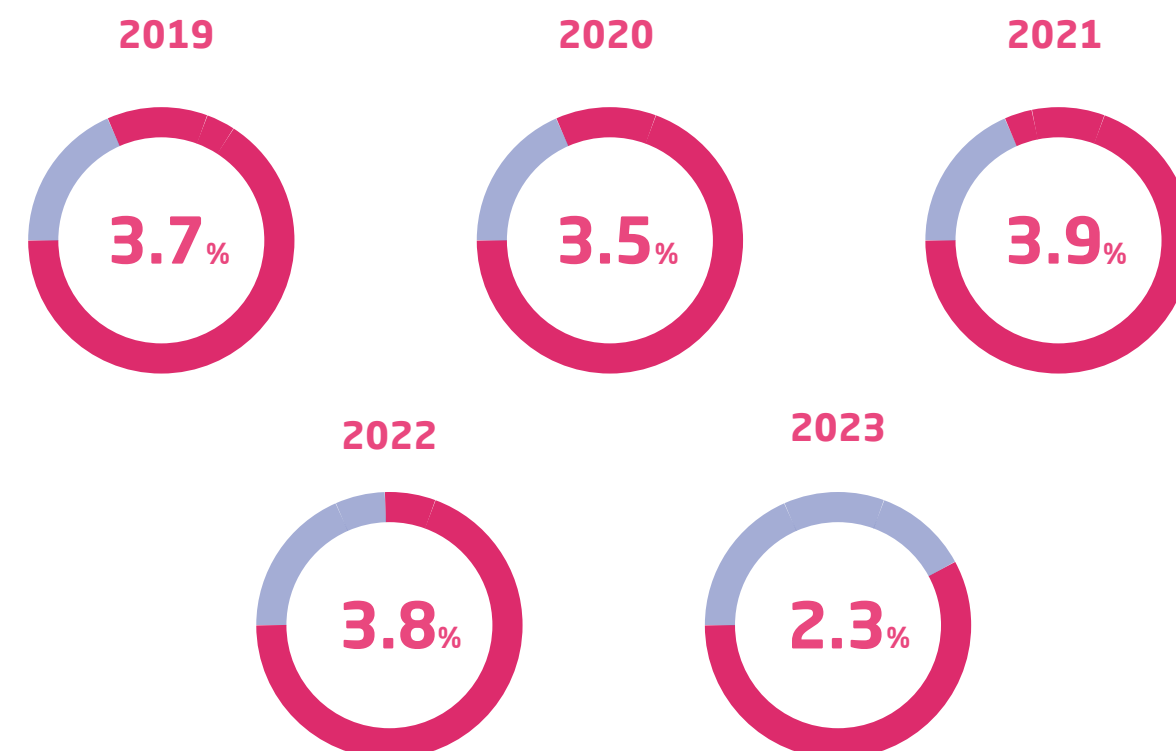
## Gross income margin



## Net margin

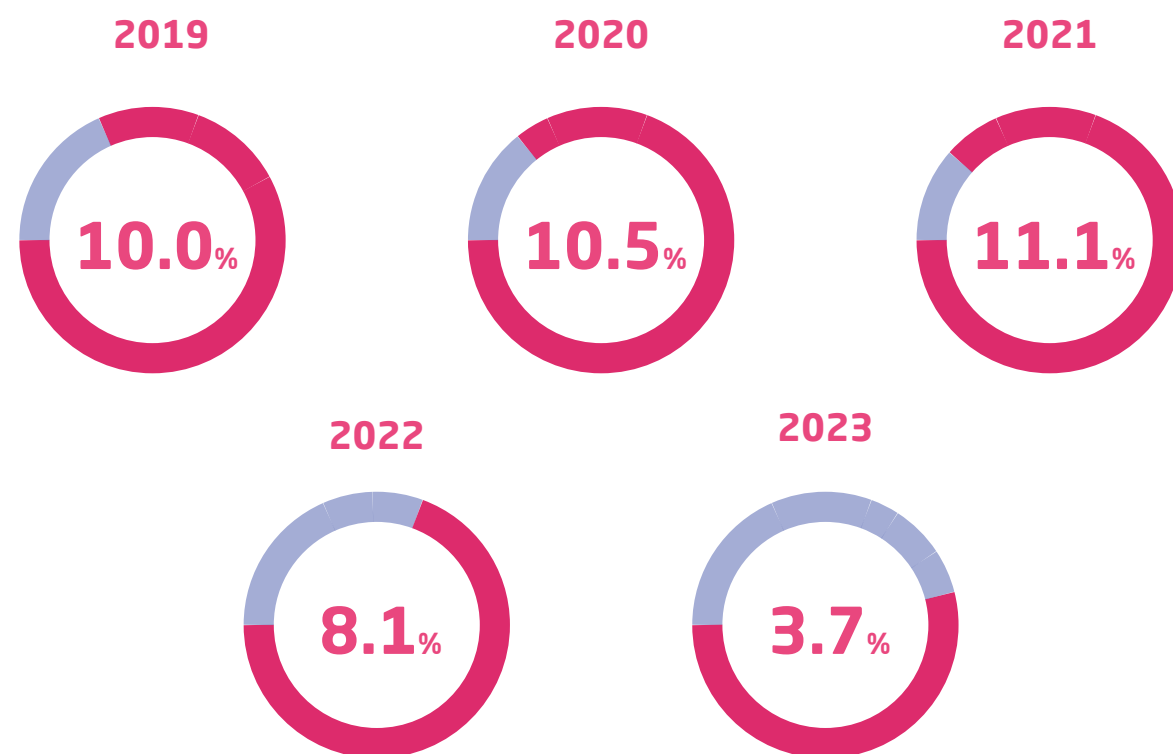


## Return on assets

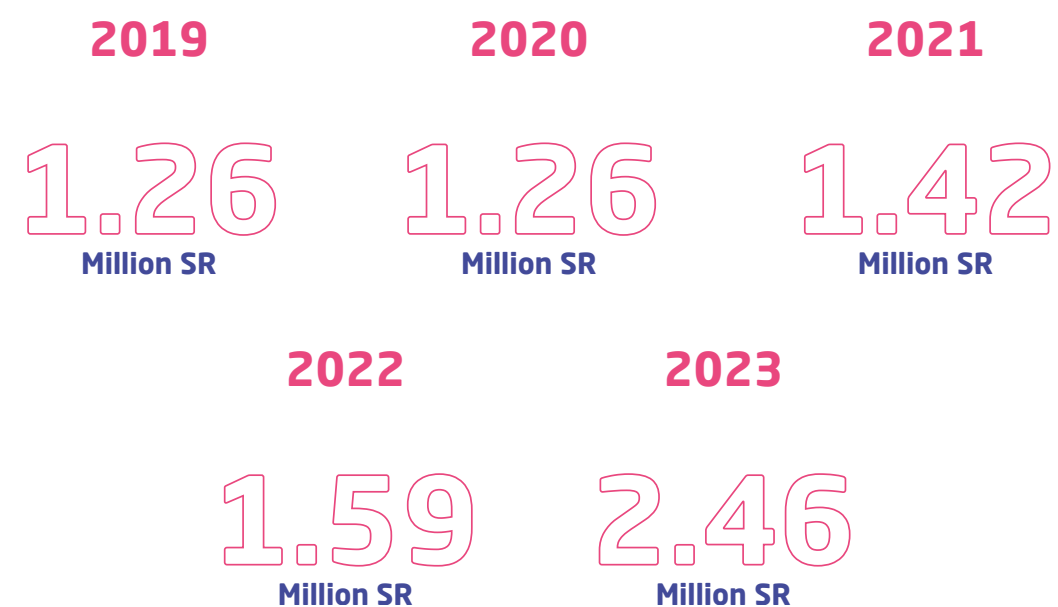




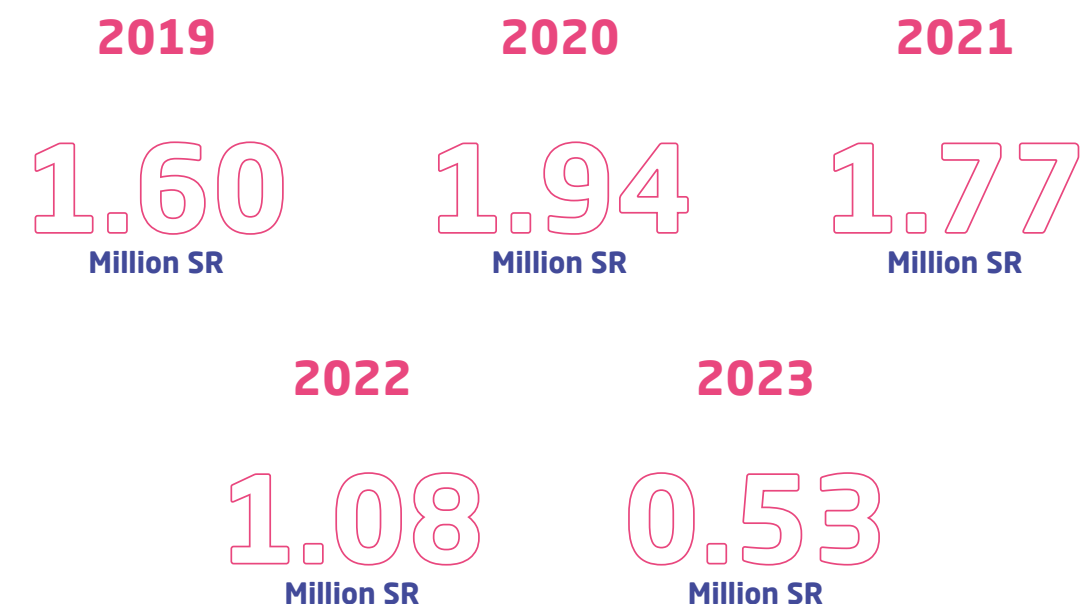
## Return on shareholders' equity



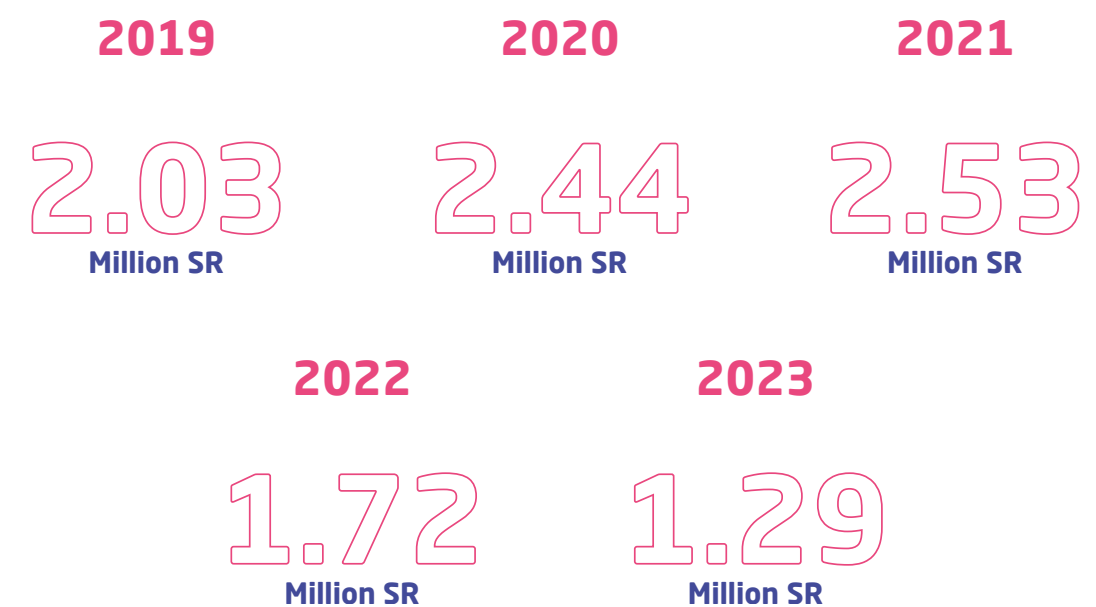
## Net receivables for Islamic finance to loans



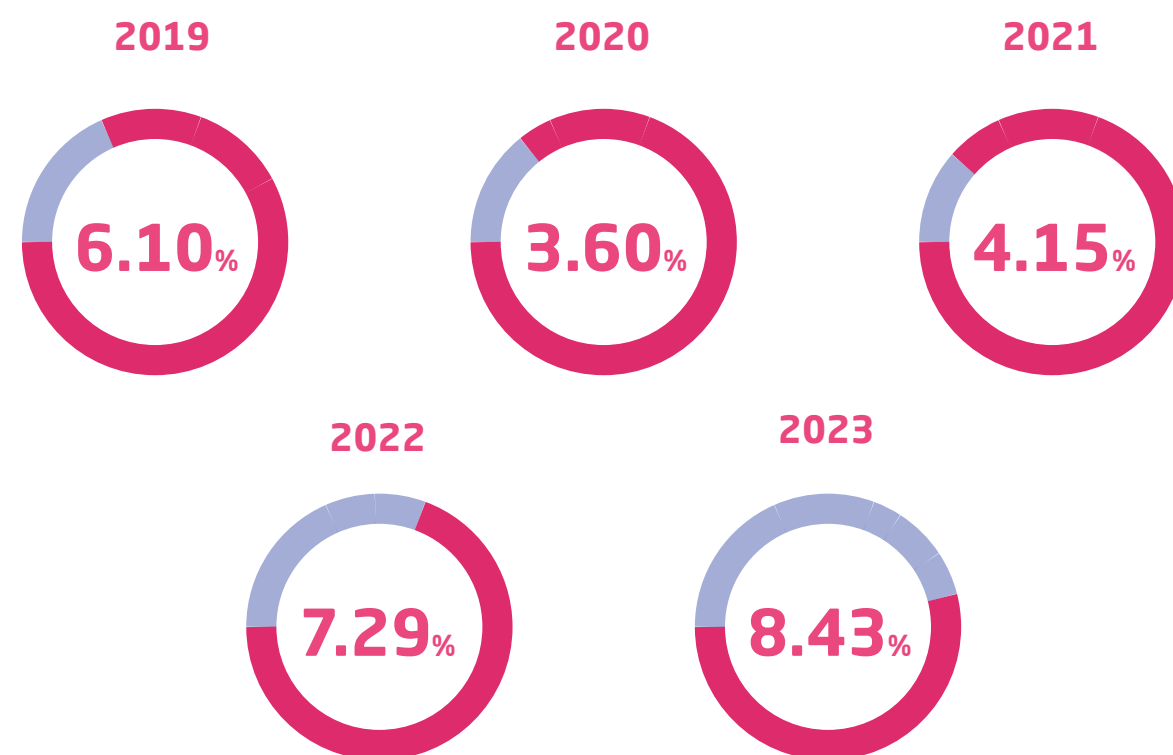
## Debt to equity ratio



## Islamic finance receivables to shareholders' equity

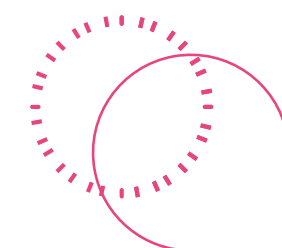
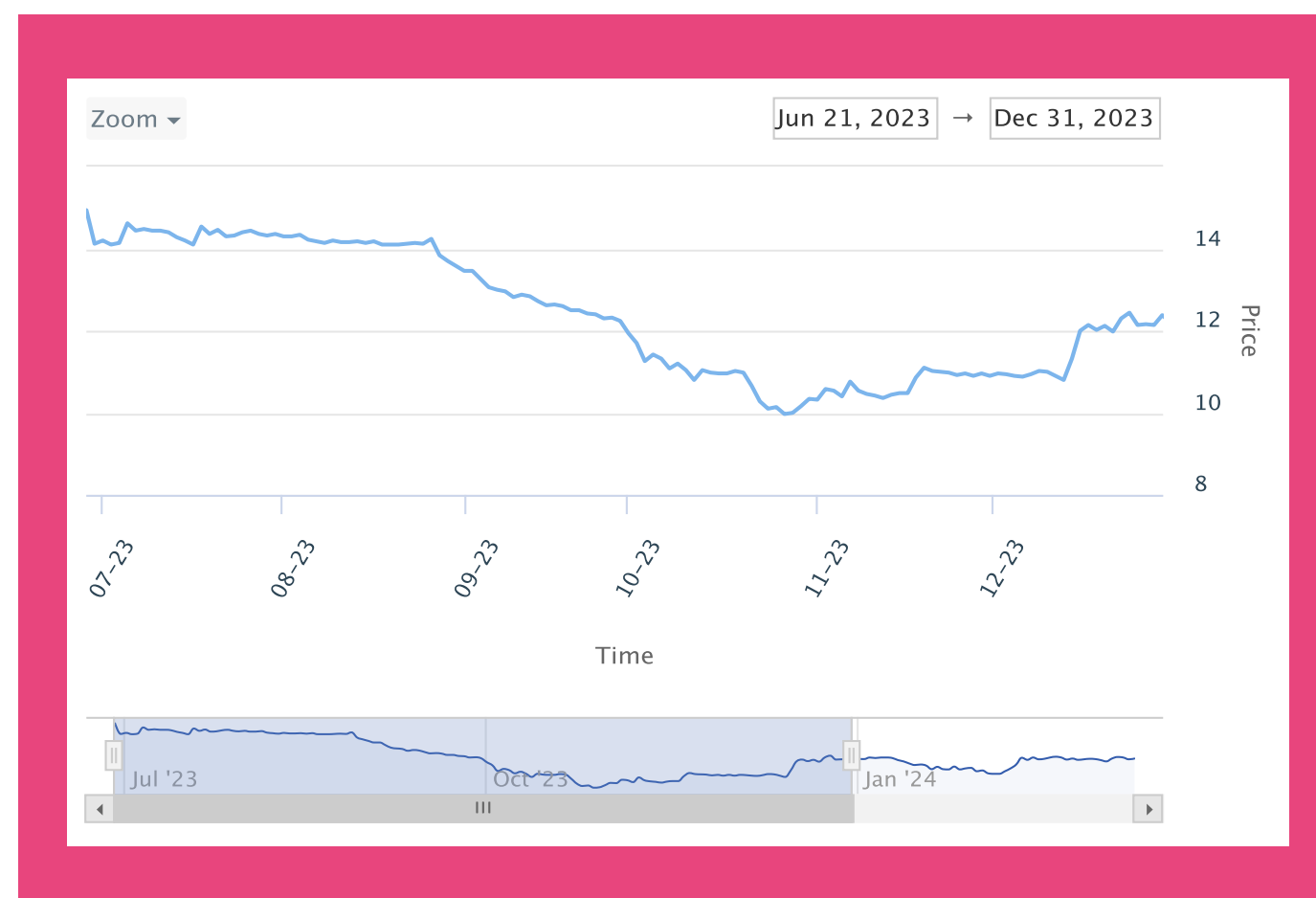


## Average borrowing rate



The Annual Report of Morabaha  
Marina Company 2023

## Marina Stock Performance







# **“MRNA” at Glance**

**01**

# "MRNA" at Glance

The Company launched its business in 2012G in Riyadh as a limited liability company under the name "Morabaha Marina Installment Company". The Company was transformed into a closed joint stock company under the name "Morabaha Marina Financing Company". It operates in the financial non-banking sector, leveraging the wide experience and understanding of its leadership in the financing local market, with the development of the customer

**16**  
Branch

**13**  
City

growing needs and demand of, and investing its great knowledge in direct follow-up of the development of the best international practices applicable in this field.

"Mrna" provides its services and financing solutions through a network consisting of (16) branches distributed in (13) cities throughout the Kingdom, in addition to the main head office in Riyadh. The Company also relies on various channels through the distribution network of its partners, especially Saudi Post and Riyadh Bank, and through the small and medium enterprises financing portal of the General Authority for Small and Medium Enterprises "Monsha'at". The Company is strives also to develop its digital channels to provide its financing solutions through the Company's website and its smartphone application. In 2022G, the Company acquired (80%) of the shares of the Digital Payments Company for

2012

Mrna is a leading independent company compatible with the principles of Islamic Shariah, offering a wide range of flexible and innovative solutions in the field of financing individuals and small and medium enterprises in the Kingdom of Saudi Arabia, in addition to advanced financing solutions such as Tawarruq, .Ijarah, and Murabaha products

Financial Technology "Loop", which is a large electronic money company licensed by the Saudi Central Bank to provide payment services.

"Mrna" provides a wide range of services for financing lease contracts, financing small and medium enterprises, financing individuals, and financing production assets under the license of the Saudi Central Bank. The Company also provides financing solutions through Tawarruq, Ijarah, and Murabaha products for individuals and small and medium enterprises. The Company obtained all licenses from the Saudi Central Bank necessary to provide its services in accordance with the financing Companies Control Law. The Company achieved a strategic shift in its successful journey through the Saudi Tadawul's approval on listing and its shares started trading on the Main Market (Exchange) under the name

"Morabaha Marina Financing Company" in June 2023G.

"Mrna" also invests in strengthening and developing its digital infrastructure, in support of its efforts to provide its digital financial services and solutions and financial technical services to its subsidiary, in addition to its application of the latest cybersecurity applications, through which it ensures the protection of its data and the data of its partners and customers according to the highest levels of security adopted globally in this industry.

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Marina Company 2023



# Vision



The Company's vision is to be the best provider of financing services and digital financial solutions.

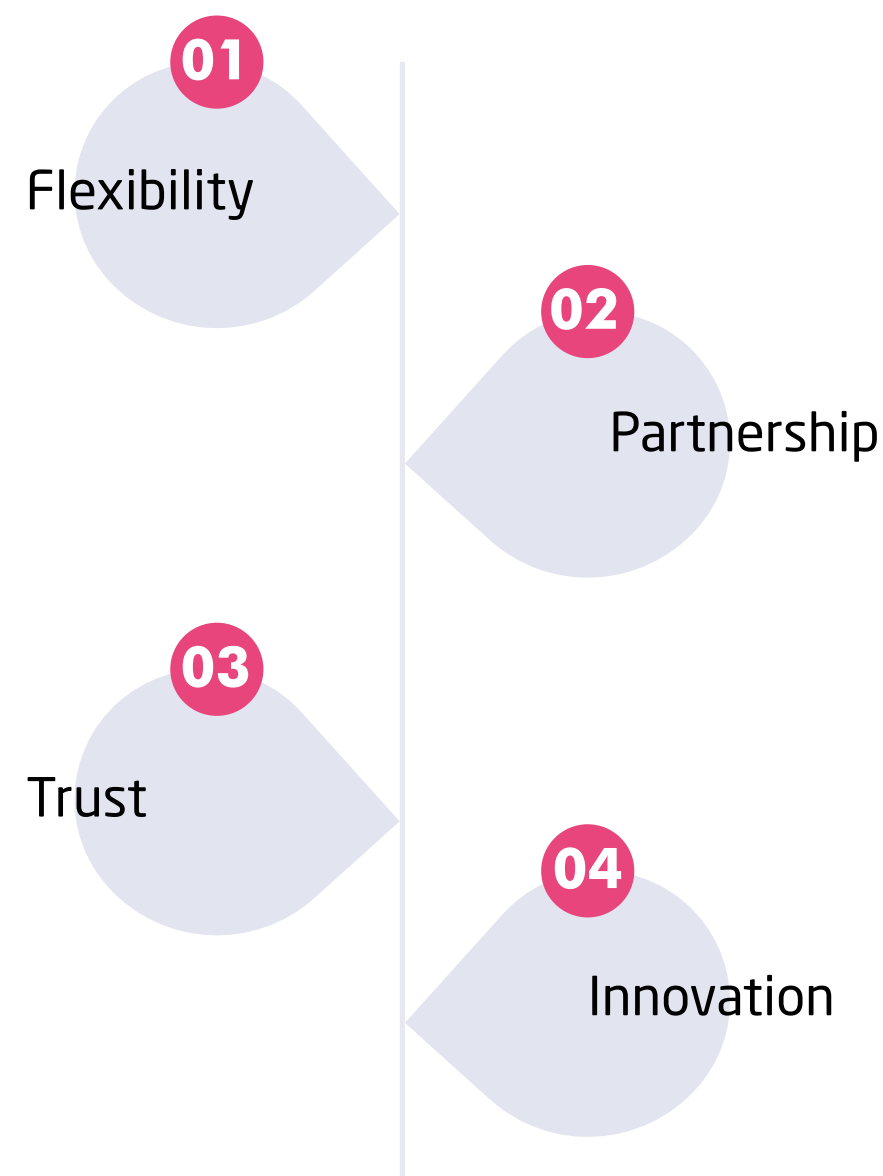
# Mission



Keeping up with changes, developments and taking care of customer service to reach their aspirations with national competencies in the finance sector to achieve reliable financing partnerships to drive development, support individuals in meeting their financial needs and empower institutions through innovative financing solutions and investment partnerships to reach their strategic goals.



# Our values



# Geographic presence

"Mrna" works sustainably to strengthen its leadership position in the financial non-banking services sector, focusing on facilitating the customers journey and raising the efficiency and quality of services provided to them. The Company has presence in most parts of the Kingdom, through (16) branches distributed in (13) cities across the Kingdom, in addition to its head office in Riyadh. Mrna relies on the distribution networks of its strategic partners, such as Saudi Post, Riyadh Bank, and the financing portal for small and medium enterprises, "Monsha'at". It strives to develop its digital channels to provide its financing solutions through its website and smartphone application.





# Company Milestones

Establishment of the "Morabaha Marina Installment" Limited Liability Company.

2012

Increasing the Company's capital to (212,000,000) Saudi Riyals, through the distribution of bonus shares to shareholders and establishing a sukuk issuance program.

2017

Converting the Company into a closed joint stock company under the name "Morabaha Marina Financing Company," and obtaining a license from the Saudi Central Bank to practice financing activities.

2014

Increasing the Company's capital to (228,960,000) Saudi Riyals.

2018

Increasing the Company's capital to (255,000,000) Saudi Riyals, by capitalizing part of the profits and issuing diminishing sukuks with a fixed profit rate of (80,000,000) Saudi Riyals - the second tranche.

2019

Increasing the Company's capital to (280,500,000) Saudi Riyals, by capitalizing part of the profits.

2020

Increasing the Company's capital to (311,355,000) Saudi Riyals, by capitalizing part of the profits.

2021

- Increasing the Company's capital to (500,000,000) Saudi Riyals.  
- Acquisition of 80% of the shares of the "Digital Payments for Financial Technology" Company.  
- Launching and approving the Company's renewed identity.

2022

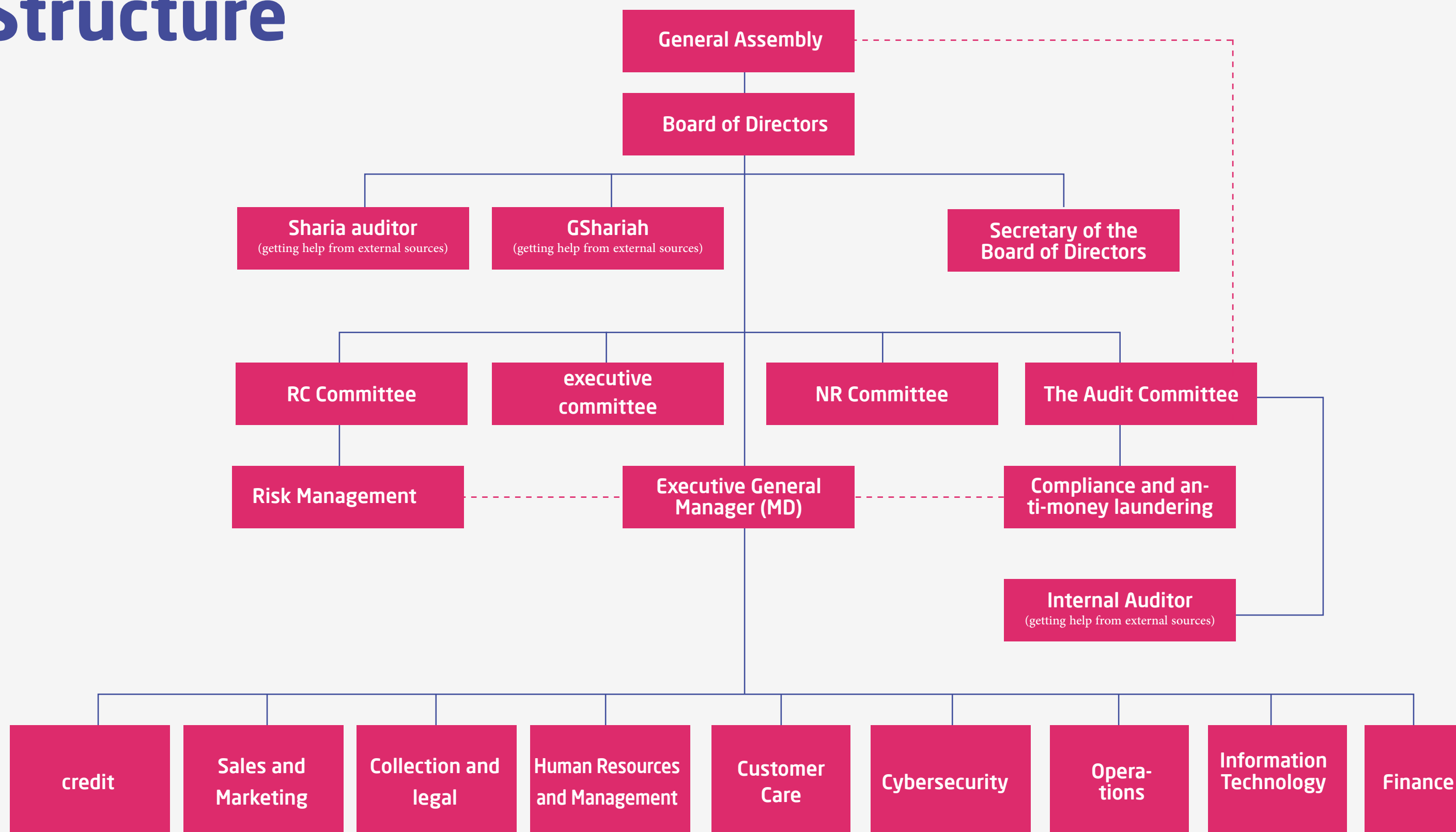
The Annual Report of Morabaha Marina Company 2023

\* The company's capital increased to 714,285,720 SAR million.  
\* Listing and commencing the trading of Morabaha Marina Financing Company shares on the main market of the Saudi Stock Exchange "Tadawul"

2023

# Organizational Structure

The Annual Report of Morabaha  
Marina Company 2023







# Strategic Direction



02



In line with its vision and mission, “Mrna” is committed to implementing an ambitious strategy to achieve its strategic goals, based on its strengths, competitive advantages, and opportunities available in the Saudi market by strengthening its leadership position in the individual sector and the small and medium enterprises sector. We developed a pioneering Shariah-compliant financing platform, to be the preferred partner for its partners, by providing flexible and innovative financing solutions. The Company works to add long-term value and create a positive social impact in line with the Kingdom’s Vision 2030, by providing integrated solutions to its customers, individuals and small and medium enterprises, creditors, shareholders, investors and its other partners through a diverse network of partnerships. This is in addition to providing financing solutions on competitive terms by reducing the cost of financing and enhancing liquidity, maintaining the quality of its credit portfolio, financing promising sectors of high growth, and enhancing digital distribution channels by investing in improving its electronic systems and infrastructure in a sustainable manner.



# Strategy

# 2023



The Annual Report of Morabaha  
Marina Company 2023





## Pillars of Implementing the Strategy

In the context of its endeavor to precisely implement its ambitious strategy, "Mrna" relies on the following strategic pillars:

### 1- Competitive financing with swift financing solutions

The Company seeks to provide financing solutions with highly competitive terms by upholding a strong liquidity position, reducing its cost of funds and maintaining the quality of its credit portfolio. It benefits from a strong liquidity position, a robust capital base and easy access to funding through its banking relationships, government finance as well as its ability to tap the debt capital markets through Sukuk issuances. In addition, the debts of Islamic financing from the individuals sector are guaranteed by bonds for an order, while loans exceeding (100) thousand Saudi riyals are guaranteed with concrete guarantees or personal guarantees. The company's low credit risk enhances its ability to provide financing solutions at low prices and flexible conditions, which enhances its competitiveness.

### 2- Empowering entrepreneurs and SMEs

The Company seeks to expand its business in the SMEs sector and enhance its offers by providing new financing products coupled with more flexibility in credit granting policy. Small and medium enterprises are a pivotal factor for stimulating economic growth and job creation.

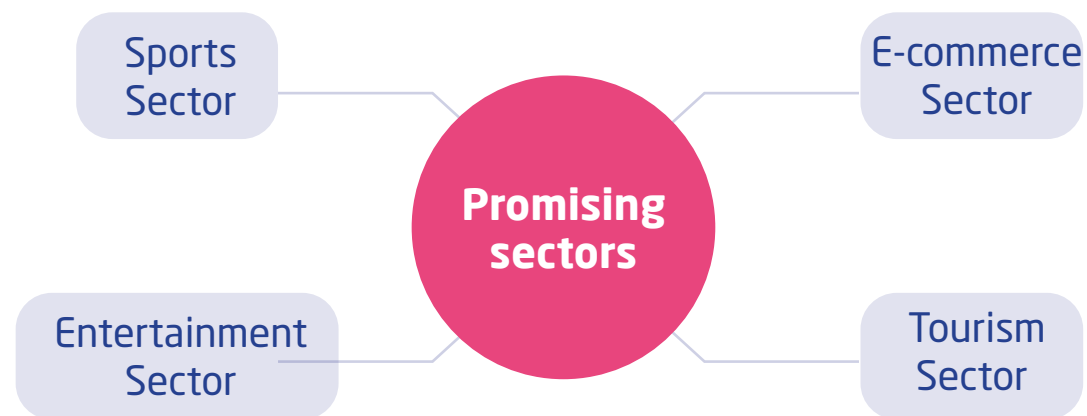
### 3- Financing promising and high growth sectors

The Company is committed to supporting the Saudi economy by providing financing facilities to micro, small and medium enterprises operating in key high-growth sectors. The Company benefits from low-cost financing from the Social Development Bank to provide credit to key sectors.

**The main sectors identified by the “sponsorship program” that the company targets include:**

**Electricity, water and gas, food and housing, administrative and support services, transportation and warehousing, real estate, agriculture, education, health care, manufacturing, arts and manufacturing industries. Entertainment, information and communication.**

**The company also targets promising sectors, in line with the directives of the Central Bank of Saudi Arabia, including: the sports, e-commerce, entertainment, and tourism sectors.**



### 4- Enabling easy access to consumer finance

The Company seeks to improve the quality of life in the Kingdom in line with its commitment toward Vision 2030's to a vibrant society by facilitating individuals' access to finance through financing solutions complementary to banking financing solutions. The Company provides cash financing to individuals with swift procedures through Tawarruq and Murabaha contracts, in addition to financing cars through leasing contracts. The Company has the ability to meet customers' needs for immediate liquidity by depositing financing amounts to customers quickly through a flexible approval and deposit process.

### 5- Enhancing digital distribution channels

The Company seeks to invest in improving its electronic systems and infrastructure on an ongoing basis to provide faster and simpler services to customers, improve customer experience and optimize application of the Company's strategies. It is looking to enhance its operations through the implementation of credit approval and disbursement on its website and mobile application.

### 6- Maintaining balance sheet integrity

"Mrna" strives to maintain balance sheet integrity through a high-quality portfolio underpinned by a disciplined credit approval process, strong risk management, transparent reporting of non-performing assets and conservative provisioning.

### 7- Credit approval process

"Mrna" utilizes a strong credit approval process to mitigate credit risk and ensure Islamic financing receivables are recoverable and credit enhancements are enforceable under Saudi law. The credit process undergoes several checks, including SIMAH rating, proprietary scoring models, documentation review, collateral review and valuation, guarantees and documentation checks, and different approval levels based on the size of the financing. Consumer financing is secured by promissory notes for loans below SAR 100 thousand, and tangible collateral for loans above SAR 100 thousand. MSMEs financing is secured by tangible collateral such as vehicles or real estate or by third party guarantees (including Kafalah).

In-kind guarantees for  
loans exceeding

100

thousand Saudi riyals

Consumer financing is secured by  
promissory notes for loans of less than...

100

thousand Saudi riyals





## 8- Non-performing loans

"Mrna" classifies Islamic financing receivables that are either not yet due or otherwise past due for 90 days or less as "performing" while all receivables that are past due for more than 90 days are classified as "non-performing" and reported in the Company's financial statements.

"Performing"

90

A day or less

"Non-performing"

90

One day and more

## 9- Impairment Provisions

"Mrna" adopted IFRS 9 on **1 January 2018G** and charges impairment accordingly. Provisions for impairments are calculated based on expected credit loss. Defaults are estimated based on historical Company default rates for each receivables age bucket (where every bucket represents a bracket of **30 days** past due). This analysis also includes the identification and calibration of relationships between changes in default rates and changes in key macroeconomic factors on the risk of default, which includes Gross Domestic Product (GDP) and inflation rates.

## 10- Developing an integrated financial solutions platform combining payments, lending and value-added services

The acquisition of the Digital Payments Company provides financial technology with the opportunity to accelerate the Company's digital transformation and enhance the list of services and solutions, through new products targeting the individual and SMEs sectors, according to integrated, value-added financial solutions, based on combining electronic portfolio and financing solutions, and providing financing solutions easily, conveniently safe and fast. "Mrna" is currently studying, through its subsidiary, a number of potential new solutions that fall within the scope of the list of payment service providers issued by the Saudi Central Bank.





## Competitive Advantages

Based on its implementation of a comprehensive development strategy, in accordance with a carefully thought-out vision, the Company was able to strengthen its leadership position in the sector of providers of non-banking financing solutions and products in the Kingdom. This gave it the ability to increase its market share and expand its customer base in various segments, based on its strengths and competitive advantages as follows:

### 1- Strong track record in consumer and SME financing

The Company has an established track record in the field of consumer finance and SME finance, with a unique and diversified credit portfolio in the field.

### 2- High quality portfolio with secured SME financing

### 3- Strong capital base and financing capacity providing a greater room for growth

### 4- Diversified source of funds and access to finance

The Company has succeeded in growing organically through its funding and liquidity strategy, which provides it with strong access to financing through an ideal mix of bank borrowing, Sukuk and government financing. The Company relies on equity financing, debt financing and off-balance sheet financing.

### 5- Strong partnership network

"Mrna" has developed strong relationships with banks, Government-related entities, capital market institutions and other suppliers. Banking relationships include Bank Albilad, Riyadh Bank, Al Rajhi Bank and Al Inma Bank. In addition, the Company has a proven track record of success with Government entities, such as the General Authority for Small and Medium Enterprises (Monsha'at), the Social Development Bank and Saudi Post

## 6- Strong governance with highly qualified and experienced management

"Mrna's" shareholder base is further supported by its Board of Directors, which has significant experience in Shariah banking, law and finance. The Board of Directors is comprised of a majority of non-executive members, including independent members with a wide skillset and strong qualifications and expertise. In addition, the Board of Directors is supported by Board Committees consisting of qualified members with specialized expertise in financial services. The Board of Directors is complemented by a strong Executive Management team with extensive experience and market knowledge of the banking sector as well as an understanding of the business environment and regulatory framework of the Saudi Central Bank.

## 7- Strong profitability and resilient performance

The Company is one of the fastest growing financing companies in the Kingdom.

## 8- Saudi Central Bank license to carry out financing activities of the Company and provide payment services of the Subsidiary

The licenses of the Company and the Subsidiary provide the opportunity to accelerate the digital transformation of the Company and enhance its list of services and solutions through unique and distinctive new products targeting the individuals and SME sectors, through integrated value-added financial solutions based on the collection of E-portfolio and finance solutions, and providing financing solutions easily, securely and quickly.

# Initiatives and Prospects

"Mrna" consolidates its position as a leader in non-banking financing solutions, by taking advantage of the great development witnessed by the financial sector in line with the relentless government support to raise its efficiency and ensure its stability, in support of its strategic directions in devoting the concept of quality of life in society. Following are some of the Company's initiatives and aspirations for the future:

## 1. Developing products and services

"Mrna" seeks to continuously develop its current offers to target new segments, expand its customer base, and enhance the customer experience. New products are introduced based on market demand, competitive analysis, and the Company's risk and revenue requirements. The Company is also committed to obtaining a non-objection from the Central Bank before launching any new financing product. The introduction of new products and services is subject to a rigorous, multi-stage process, which is as follows:

### Concept Phase

Products are developed and proposed internally based on market and competitive analysis and prospective demand.

### Structuring Phase

Products are structured to meet legal, regulatory, Shariah, risk and revenue requirements, including standardized agreements and eligibility requirements.

### Testing Phase

After obtaining the necessary internal and regulatory approvals (if any), the products are implemented on a small scale and market response and feedback is compiled.

### Product Launch

Large scale implementation. The Company is seeking to expand its business in the SME segment and enhance its offerings through new financing products and additional flexibility in credit underwriting through the approval of new types of collateral, such as collections from points of sale, account receivables assignments and other credit enhancements.

## Digital Solutions

The Company seeks to enhance the customer experience and reduce lead time through the establishment of a fully digital credit cycle, by creating an electronic portal and developing its smartphone application, to allow for customer onboarding and credit underwriting and disbursement through the Company's website or application. Enhancement of the digital solutions will also allow the Company to explore additional financial products including micro lending and buy now pay later services, in addition to potential partnerships with retailers. In addition, the Company is exploring the potential integration of its financing solutions by "Loop Payment application", and enabling customers of the Digital Financial Technology Payments Company to benefit from the Company's financing solutions



# Products and business sectors



03





## First: Product Offering

**“Mrna” provides financing solutions using contracts compatible with Islamic financing formulas, such as Tawarruq, Ijarah, and Murabaha. It obtains a “No Objection Certificate from the Saudi Central Bank” before launching any new product. Below are the most important product offers:**

### 1- Tawarruq

Tawarruq is a Shariah-compliant contract whereby the buyer (customer) purchases a commodity from a seller (Company) on a deferred payment basis. The selling price by the company is comprised of the cost plus an agreed profit margin. The Buyer then sells the same commodity to a third party on a spot payment basis at market price to raise the needed cash. Tawarruq Financing takes place through the customer authorizing a supplier to sell the commodity to a third party other than the Company and the supplier, allowing for fast commodities trade execution and faster loan processing. Tawarruq financing has been the most successful product launched by the Company. This is attributed to the efficient processing of the financing and the ability to provide customers with flexible cash solutions with no restrictions imposed on the use of proceeds..

### 2- Ijarah

Ijarah is an agreement whereby the Company, acting as a lessor, purchases or constructs an asset for lease according to the customer’s (lessee) request, based on the promise to lease the asset for an agreed rent and for a specific period. Ijarah could end by transferring the ownership of the leased asset to the lessee. The Company provides Ijarah financing to individuals and SMEs principally in relation to automobile finance. It leases the vehicle to the customer in return for a rental payment for a financing period of up to five years. The Company transfers the ownership of the vehicle to the customer at the end of the financing period, if all payments have been made through an asset sales contract or by hiba. For the purpose of the ijarah product, the Company acquires the vehicles by dealing directly with the vehicle agencies upon request from the customer, and leases them back to the customer pursuant to an ijarah contract.

### 3- Murabaha

Murabaha is a Shariah-compliant contract whereby the Company sells a commodity or an asset, which the Company had purchased and acquired, based on a promise received from a customer to buy. The selling price is comprised of the cost plus an agreed profit margin. Murabaha product sales have decreased as customers and the Company have a clear preference for Tawarruq products due to faster and more efficient processing. However, the Company provides its customer the option for Murabaha contracts. The Company expects Murabaha sales to pick up as it enables its digital channels to allow for the full credit cycle through the Company’s website and mobile app, as Murabaha contracts are particularly suited to some key prospective digital solutions.

## 4- Factoring

It is an integrated package of financing solutions that combines working capital financing, credit risk protection, accounts receivable management, and collection. Factoring is the purchase of short-term notes receivable (invoices) by paying the agreed-upon financing value in exchange for assignment of the invoices in favor of the discounter, provided that the discounter collects their value from the debtor on the scheduled due date.

**Factoring is defined globally as obtaining at least two of the following services:**



**Financing**



**Security**



**Accounts receivable management.**



**Collection**

**There are many types of factoring:**

**01**

**Local factoring**  
with or without  
recourse

**02**

**International factoring**  
export factoring, import  
factoring

**03**

**Reverse factoring**  
(supply chain  
factoring).

## 5- Payment services (Soon)

The subsidiary provides Fintech services, electronic portfolios, payments services, payment and financial settlement systems, and related services. Following are the subsidiary's most important services:

### E-Wallet

Loop's Electronic Wallet provides individuals and businesses with the ability to store monetary value electronically and to securely receive and make desired payments..

### Money transfer

Fintech digital payments company offers money transfer services including online money transfers.

### Virtual Cards

Loop's virtual card provides an easy and safe way to shop online and perform payments.

## 6- Real estate financing (soon)

"Mrna" provides financing solutions using contracts Shariah-compliant contracts, such as Ijara and Murabaha, where Mrna obtains a "no objection" license from the Saudi Central Bank for real estate financing. Below are the most important product offering:

### Ijara

It is a financing Shariah-compliant program, carried out through a contract between the Company and the customer, through which the Company purchases a specific property and rents this property to the customer for a limited period in exchange for a specific rent paid by the tenant in installments over a specific period, and the Company gives the customer a promise that he will own the property upon payment. Upon the last installment, at the end of the contract, if the tenant wishes to own the property, the Company is committed to transferring ownership to the tenant.

### Murabaha

It is a financing Shariah-compliant program, to finance the customer to purchase the desired property. The term "Murabaha" means "sale at profit," in which the property is sold to the customer on credit with a profit through a sale contract. This is done by the Company purchasing the property that the client desires and selling the property to the customer with a profit (while keeping the property in the Company's name as a mortgage and the client owning the ownership rights without disposing of the property).

## Second: Business Segments

The Annual Report of Morabaha  
Marina Company 2023

### Retail Segment

Mrna provides flexible Shariah-compliant financing solutions to individuals for up to SAR 250,000 with a repayment of up to 60 monthly instalments. Financing is provided by way of Shariah-compliant contracts with vehicle financing provided via the Ijarah product in addition to Consumer Financing via Tawarruq. In terms of customers, the Company has historically targeted the public sector due to the large number of Government employees with stable employment in the Kingdom

### SME Segment

The Company provides financing to institutional clients, which is comprised of micro, small and medium enterprises, as well as institutional non-SME financing (corporates). It has benefited from a number of government initiatives to support the sector, including the Kafalah guarantee programme, the Funding for Lending Programme and other Government funding at below market rates to support SME financing.

The Company seeks to finance MSMEs operating in high growth sectors. Additionally, loans provided to the Company by the Saudi Central Bank and the Social Development Bank carry a number of conditions, one of which is that these loans are to be used for providing financing to specific types/sectors of customers at discounted rates

Flexible financing  
solutions

**250,000**

Saudi SR

**60**  
Monthly installment

كفالة  
**Kafalah**

برنامج ضمان التمويل للمؤسسات الصغيرة والمتوسطة  
Small & Medium Enterprises Loan Guarantee Program

**Guarantee  
warranty**  
Support financing  
small and medium  
enterprises

## Product Distribution

The Company relies on a multi-channel distribution model consisting of the Company's branch network, the partners' distribution network and the Monsha'at SME funding platform. The Company's distribution network consists of branches located in large and medium-sized cities in the Kingdom. In addition, its staff is located in selected Riyadh Bank branches under an agreement with Riyadh Bank with the aim to provide additional financing solutions to Riyadh Bank clients. Additionally, the Company entered into an agreement with the Saudi Post to allow potential clients to apply for financing at select Saudi Post branches

### SME General Authority

#### Funding Portal

The SME funding portal developed by the General Authority for Small and Medium Enterprises (Monsha'at) is a digital platform linking private and public finance providers with SMEs looking for financing solutions. The objective of the platform is to assist SMEs in obtaining the appropriate financing through a simple and unified platform. Since joining the platform in February 2020G, the Company has provided more than 386.0 million in funding requested through the portal **and was awarded the Best Monsha'at Partner under the SME funding portal on five different occasions.**

### Digital Channels

The Company is in the process of setting up an online portal allowing for customer onboarding and credit underwriting through purely digital channels such as the Company's website and mobile application. In addition, the Company is exploring the potential integration of its financing solutions with Loop's application allowing Loop users to request and obtain financing through the Loop app. And enabling the customers of the Digital Payments Company for Financial Technology to benefit from the Company's financing solutions.

منشآت  
**monsha'at**  
الهيئة العامة للمؤسسات الصغيرة والمتوسطة  
Small & Medium Enterprises General Authority

**386**

million RS

Approved to finance  
Munshaat Foundation

loop  
لُوب





# **Executive departments**

**04**



## Executive departments

The Annual Report of Morabaha Marina Company 2023

"Mrna" includes a several executive departments that work to implement the operational plans, policies and programs approved by the Board of Directors, in coordination with the Board committees, to ensure the highest levels of efficiency and quality in all its professional operational and administrative practices in an effort to achieve the Company's strategic goals.

### 01 Credit Department

The Credit Department is responsible for regulating the sale of the Company's financial products to its individual and SME clients and implementing systems and mechanisms for consumer protection, adherence with the Saudi Central Bank regulations and responsible financing that preserves the Company's assets. The Company has a highly experienced credit rating team that works in accordance with the credit policy to verify the financial strength of the customers, which reduces potential credit risks.

The Credit Department works with the Sales Department to achieve monthly goals within the credit approval policies. The credit team works on securing the successful submission of financial offers by the Company to clients and following up with the Operations Department in the execution of client financing.

### 02 Legal and Collections Department

**The Legal and Collections Department is responsible for collecting delinquent and non-performing loans and consists of three departments**

Collection via telephone calls for individuals and companies

Legal collection

Support and field visits

The collection team uses the latest technologies to communicate with customers such as (b-InTouch CRM) through phone calls and SMS.

**Collection takes one of two main paths:**

Collection of individual customers

Collection for SMES.



### 03 Sales and Marketing Department

The company has a sales team of 68 highly qualified and experienced employees with strong experience in selling financial products. It also enjoys a spread throughout the Kingdom through a wide network of branches in multiple cities. The company also reaches its customers through online channels and a team of well-trained telesales representatives and after-sales support. The Sales and Marketing team is responsible for capturing market share by consistently providing superior financial products and levels of customer service.

#### Responsibilities include sales and marketing department

Setting and developing sales and marketing goals and objectives

Develop strategies to increase sales effectiveness and achieve goals,

Supervising the preparation and development of marketing and sales plans and following up on their implementation

Complete all procedures and use best practices in sales management and customer service

Establishing the best mechanisms to sell products and serve customers

Developing plans for promotion, advertising, and sales offers in coordination with other relevant departments.

Supervising the creation of a comprehensive database on markets, competitors, and everything related to products, prices, and marketing plans of competitors, geographic regions, and their distributions;



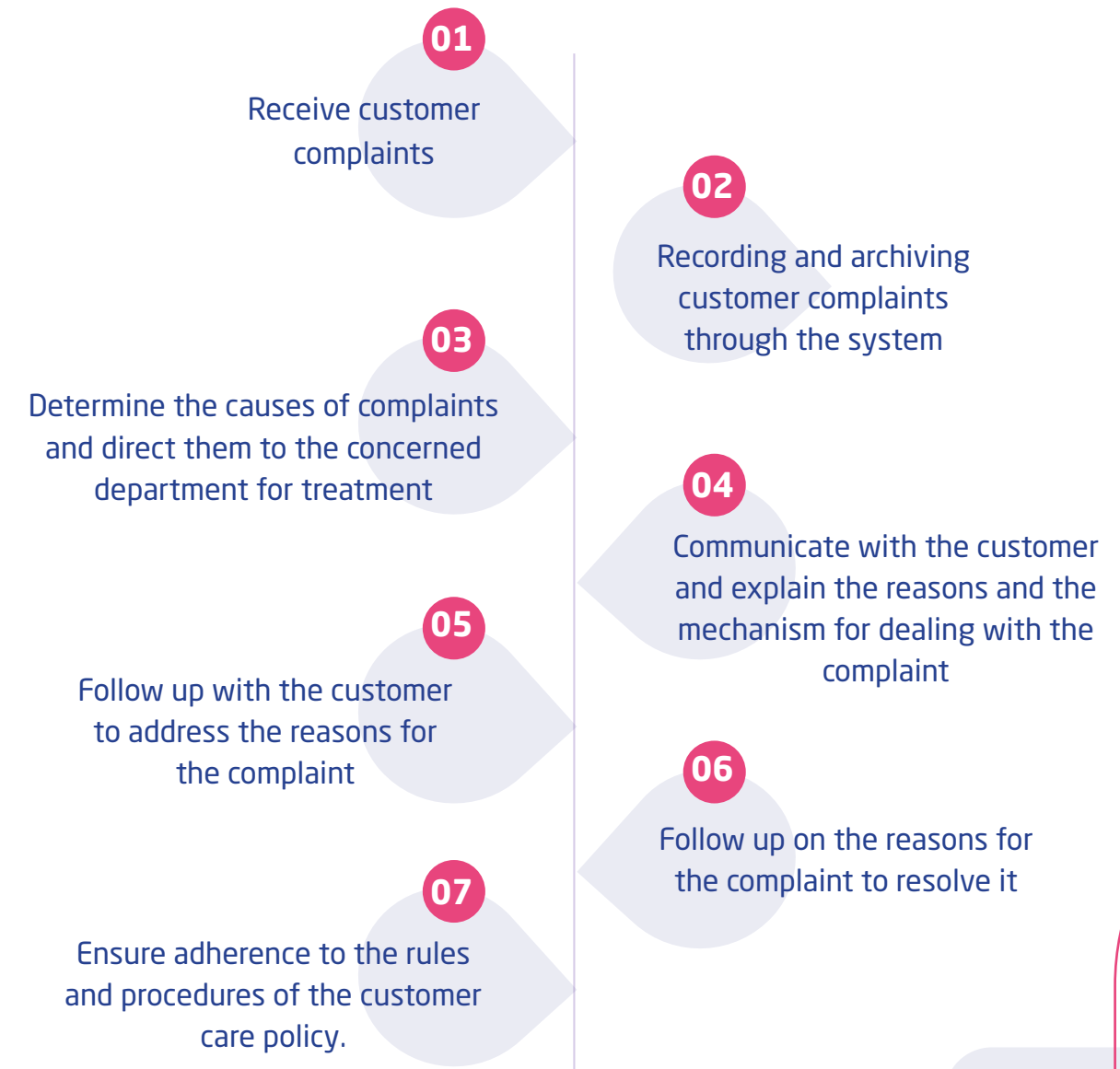


## 04 Customer Care Department

The Customer Care Department is responsible for consumer protection in line with Central Bank of Saudi Arabia regulations and ensuring that customer needs are met and prioritized. The Customer Care Department works to receive all types of complaints (customer complaints, Central Bank of Saudi Arabia affairs, SIMAH Pro complaints) and classify them according to their management and treatment, in order to ensure the provision of the best services to customers. This is done using the latest technologies in the hands of qualified Saudi employees.



### Responsibilities include Customer Care Department





## 05 Operations Department

The Operations Department provides support to several other departments and consists of five internal units:

Postal unit

Insurance  
unit

Audit unit

Payment unit

Preservation and  
Archives Unit

**The scope of work of the Operations Department includes two activities:**

### ■ Management:

The Operations Department acts as a supportive administrative unit for the Company's various departments, by dealing with the requirements of working with clients: executing their contracts, raising bank transfers, matching payments and processing them in the Company's internal system.

### ■ Support:

Operations management works with the company's various departments to implement daily business requirements in addition to striving to achieve the company's strategy.

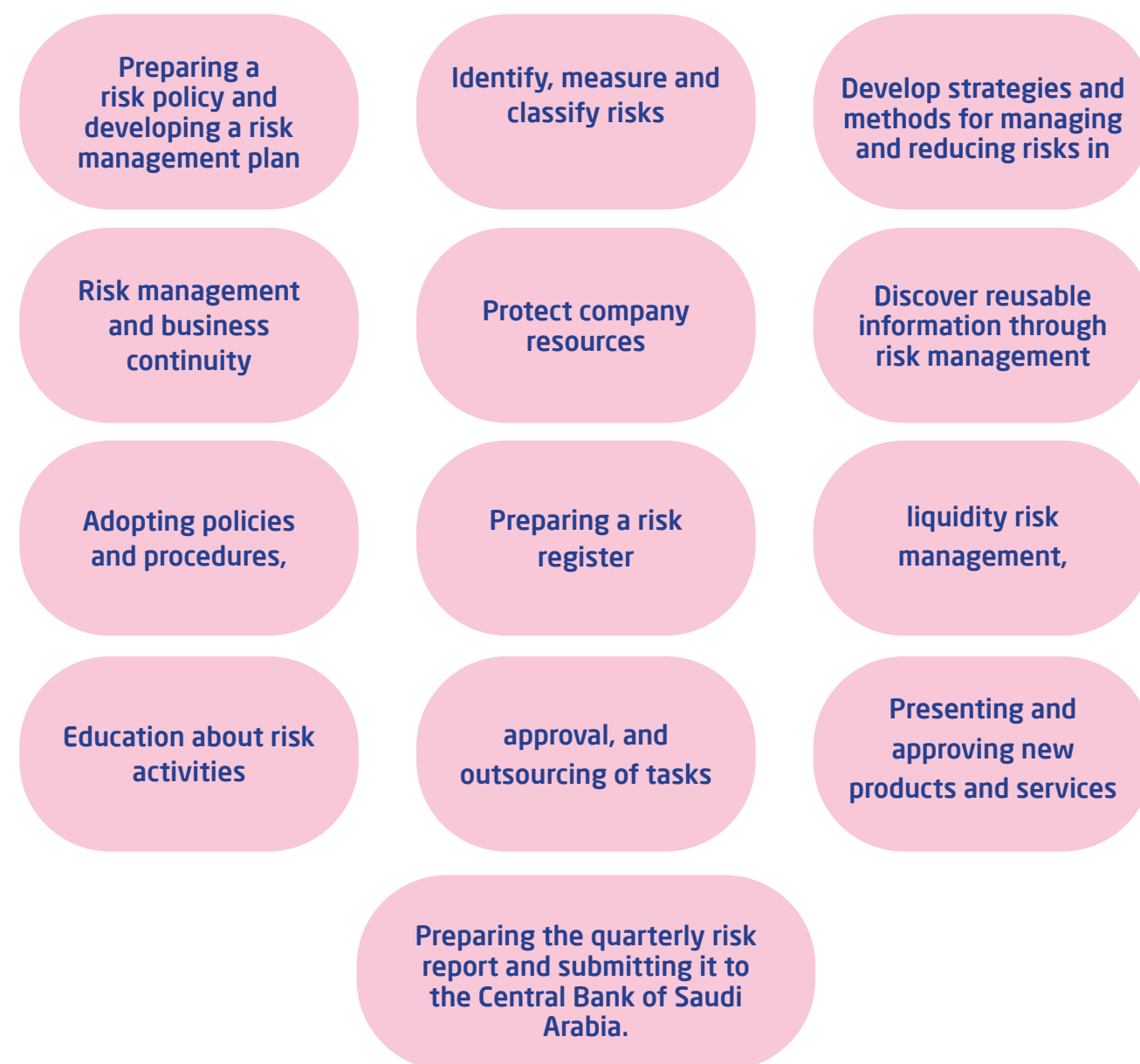
### **Operations department responsibilities include (among others)**

- 01** Managing relationships and agreements with external partners
- 02** Managing contracts between clients and the company and verifying compliance with the standards of supervisory and supervisory authorities
- 03** Day-to-day business management of (matching customer payments, closing contracts) (transferring to customers)
- 04** Follow up on settlements and suspensions and ensure that the necessary corrections are made in cooperation with the financial department
- 05** Ensure that management operates in accordance with approved policies and procedures
- 06** Manage procurement processes and verify that the legal documentation necessary to complete the order exists,
- 07** Evaluate the efficiency of work processes according to organizational objectives and make suggestions for improvement
- 08** Addressing insurance companies and providing the required data (employees, assets, portfolio, medical)

## 06 Risk Management Department

In the ordinary course of its business, the Company is exposed to various types of risks inherent in its financing activities. The Risk Management Department supports the company's various businesses by ensuring that these risks are controlled, managed and mitigated. In addition, risk management ensures that all business-related risks fall within the company's overall risk tolerance, keeping in mind that the **main goal of risk management is to ensure that the overall level of risk is in line with limits. Dictated by company strategy.** To achieve this goal, a set of tools, systems and professional competencies are used to identify, classify, measure and reduce risks.

**Responsibilities of the Risk Management Department include:**



## 07 Human Resources Department

The Human Resources Department is an integrated team within the company and provides support and assistance to other departments meeting their needs in terms of headcount planning, training and employee relationship management. The Human Resources Department works on training and capacity development through coordination with other departments to ensure that all new employees receive appropriate training. Coordination is also carried out with various departments to develop a clear training plan according to the latest approved training models.

**HR team responsibilities include:**







## 08 Information Technology Department

IT management plays an important role in managing and automating a company's daily operations. It procures high-level technology solutions with built-in flexibility for customization while ensuring systems adhere to international standards for safety and cybersecurity.

**The IT department is generally divided into**

**Business  
Solutions Team**

**Cybersecurity  
team**

The business solutions team adopted an integrated system that connects all departments (sales, credit, operations, and collections) with each other through different platforms flowing into a single financial system (ERP). This system can serve the customer from one platform and through several channels according to the customer's preferences. It also provides a wide range of monitoring and protection tools against misuse of powers and provides management with clear and quick data. The company's information technology infrastructure has been developed to provide high-level technical services that enable employees to work remotely, especially in emergency response situations, in addition to laying the foundations for achieving automation of all processes and eliminating the use of paper to reduce the environmental footprint and expanding the scope of digital services and electronic presence.

## 09 Cyber Security Management

The cyber security team has adopted comprehensive policies to protect the Company in all aspects, including information security policy, data management and classification policy, physical environment security policy, information security management policy, internet usage policy, network security management policy and information technology. The Company also implements a rigorous risk management policy for its IT assets through continuous asset management, threat and vulnerability analysis, and its implementation of response and recovery procedures and plans. This policy allows the Company to maintain its security position in the field of information technology considering its integrated operations in line with its mission and business needs. This comprehensive risk management policy allows the Company to prioritize the protection of customer data and critical information in line with the appropriate level of risk.

## 10 Compliance and Anti-Money laundering Department

The Compliance Department is an independent unit that defines policies and procedures for compliance with government regulations. Monitors and evaluates current business practices and prepares regular reports on non-compliance risks related to exposure to legal or administrative penalties, financial losses, or other matters that may harm the company's reputation due to non-compliance with regulations or standards. For sound professional conduct and practice.

### Compliance team responsibilities include:

- Ensure that all other internal departments are aware of compliance protocols and have read and understood the Code of Business Conduct
- Preparing and implementing the company's compliance policy
- Preparing and updating the database received from regulatory authorities
- Prepare a compliance record, and provide compliance advice and support in the implementation of company-wide projects
- Prepare and implement a compliance program
- Follow up and monitor compliance
- Preparing a risk register, preparing and maintaining a register of regular violations, and ensuring that it is updated periodically
- Supervising the application and implementation of corrective measures for regulatory violations
- Preparing periodic reports for the Audit Committee, the Board of Directors, and the executive management body
- Managing the relationship with regulatory and supervisory authorities
- Supervisory, training, education and awareness,
- Approval of new or unusual transactions,
- Approval of new products/services,
- Review internal policies and procedures for products, services and activities and review contracts, forms and advertisements;
- Monitor operations and transactions.

## 11 Finance Department

The finance department plans and implements the Company's accounting work, including forecasting revenues and monitoring expenses. The Department is responsible for preparing financial reports, payroll services, purchasing, accounts payable, and managing outstanding debt liabilities, and prepares the annual budget program. Management is also responsible for completing annual audits and submitting reports to regulators, the audit committee, the board of directors, as well as shareholders. Management's mission statement is to provide timely, accurate, professional financial and accounting information. The finance team's responsibilities include payments, payroll and reconciliations, as well as updating banking facilities, closing accounts, conducting internal and external audits, in addition to budget and cash flow work, IFRS 9 and 16, and preparing the annual financial statement.

## 12 Internal Audit Department

The Company assigns internal audit tasks to an external party in line with the instructions for assigning tasks to a third party issued by the Saudi Central Bank. The Company has entered into a services agreement with Saad Saleh Al-Sabti and his partners, certified accountants and auditors (a member of ECOVIS International), to provide internal audit services, including updates to the internal audit plan, conducting internal audit and quarterly follow-up, in addition to reviewing and updating the internal audit manual and quarterly follow-up of the observations of the Saudi Central Bank.





# Success Partners

05







## Success Partners

“Mrna” is committed to implementing an ambitious strategy to build a distinguished operating environment, and develop it by supporting it with all services, solutions and facilities that make it an integrated, competitive and motivating work environment for its employees to develop their skills, capabilities and experience, and enable them to provide the best and finest in their various tasks and job roles, and work to maintain them in a stable environment, which gives them a great opportunity to develop their professional status and job stability. The Company strives to attract more competencies, skills, and academic and professional capabilities from young Saudi talents, qualify them, and train them according to a set of sustainable development and training programs, stemmed on its belief that its employees are its most important and vital assets and an important key factor for its success in. By the end of 2023, the number of employees in the Company was 172 employees, while the percentage of Saudis was about 85% of the total employees. As part of the Company’s keenness to involve women in the labor market in line with the Kingdom’s Vision 2030, it was keen to employ women, as the percentage of Saudi women reached 35% of its Saudization rate by the end of 2023G. “Mrna” is classified within the platinum range in the Ministry of Human Resources (Nitaqat) program.

**172**  
Employees

**%85**  
Percentage of Saudis

**%35**  
Percentage of Saudis

Employees	2019		2020		2021		2022		2023	
	Number	%	Number	%	Number	%	Number	%	Number	%
Saudis Males	54	59%	54	59%	78	55%	91	56%	86	50%
Saudi Females	22	24%	22	24%	43	30%	47	29%	60	35%
Non-Saudis	15	16%	15	16%	21	15%	24	15%	26	15%



# **Social Responsibility Initiatives**

**05**





## Social Responsibility Initiatives

**Mrna** is committed to participating with her community and clients in many occasions and events through which she seeks to contribute to the development of society, through sponsorship or participation programs, in accordance with her values and moral commitment towards them.

**We summarize the most prominent community initiatives in which the company participated during the year 2023:**

Initiative/Activity	Party	Activity Date	Contributed amount
Collaborative training	Various universities, including: Imam Mohammed bin Saud University, Prince Sultan University, and the Saudi Electronic University	2023	SAR 121,500
Supporting Saudi productive families	Saudi female citizens	2023	SAR 8,730
Planting 201 trees	Saad National Park	2023	SAR 17,750
Mrna initiative with the charitable organization "Khairak"	Company Head office	2023	0
Participation in the employment forum	Riyadh Chamber	2023	0
Mrna recruitment initiative	Arar Chamber Forum	2023	0
Total			SAR 147,980





# Honoring and Accreditation

06



## Honoring and Accreditation

In line with its ambitious strategy to enhance its leadership as a leading company in providing comprehensive quality non-banking financial services, **Mrna** has obtained a number of awards and operational achievements through a wide range of its participation in various local and regional events and competitions, in addition to its record of major achievements throughout its long career.

**Below is a list of the most important achievements in this regard:**

01

IBSI Global Fintech Innovation Award, as the most influential project in the Best Islamic Banking Application category.

Best Partner Award in the "Monshaat" portal for two years in a row.

02

03

A prize for the highest invoice value on the "Esal" portal.

The award for the best local currency sukuk deal worth (400) million Saudi riyals, within the "Middle East Award for Bonds, Loans and Sukuks" awards ceremony.

04

05

The Best Non-Banking Financial Company Award in the Kingdom within the Future Banking Summit Awards 2023.

# Sustainability

07





## Sustainability

**Mrna** is committed to sustainable development goals and environmental, social and corporate governance (ESG) practices, and joined the UN Global Compact Network in April 2022. The company has expressed its intention to implement the principles of the UN Global Compact on Human Rights, Rights, labour, environment and anti-corruption and making these principles part of the company's strategy, culture and daily practices, as well as participating in collaborative activities. Projects that promote sustainable development goals. On this basis, the company prepared an implementation plan that includes (14) practical measures to implement the principles of the United Nations Global Compact for Sustainable Development, in addition to the targeted quantitative and qualitative performance indicators.

- 01** The walking initiative under the slogan **"Starts from You,"** which urges employees to exercise for a healthy life.
- 02** An internal plastic recycling campaign in cooperation with SIRCSaudi to reduce plastic pollution.
- 03** As part of the **"Environment Week"**, the Company contributed to planting a tree for each employee activities, out of its belief in its role and to contribute to eliminating desertification and protecting the environment.
- 04** Launching the "Khairak" campaign, which aims to secure 10,000 Eid clothes, in cooperation with the United Nations as a silver sponsor of the project.
- 05** Launching the "Raising Awareness of Internal Cyber Security" program for employees with the aim of increasing their awareness of cyber-attacks, where (8) awareness programs were launched within this program.

# 10

Thousands  
of Eid clothes

# 8

Thousands  
of Eid clothes

Mrna is committed to sustainable development goals and environmental, social and corporate governance (ESG) practices. The Company has joined the UN Global Compact Network in April 2022G. It intends to implement the principles of the United Nations Global Compact on Human Rights, Labor, Environment and Anti-Corruption and integrate these principles with the Company's strategy, culture and daily operations. We also participated in cooperative projects that promote sustainable development goals. On this basis, the Company prepared an implementation plan that includes (14) practical measures to implement the principles of the United Nations Global Compact for Sustainable Development, in addition to the targeted quantitative and qualitative performance indicators.

## First: Environmental practices

The Company is keen to enhance environmental awareness and develop sustainable practices within the work environment and encourage employees and members of executive management to take measures to preserve the environment and reduce negative impacts on it. This environment protection system can be represented in three main parts: determining the environmental impact, mitigation programs of the negative impact, and a monitoring and preparedness plan to reduce them optimally.

### Water resources management

With the aim of controlling and regulating the relationship between water and society in order to reduce the damage resulting from misuse of water, the Company has made clear and strenuous efforts to organize the exploitation of its resources in the most economical and technical way.

### Power consumption management

"Mrna" is committed, in all its facilities and administrative offices, to reducing electrical energy consumption by using energy-efficient lighting, which has led to a significant reduction in energy waste compared to last year.

### Waste management

The Company is keen to properly manage waste in its various forms and types in order to reduce the harmful environmental effects resulting from hazardous waste. The Company is committed to devoting and activating more practical measures with the aim of reducing them.

## Environmental complaints and lawsuits

Thanks to Mrna Company's commitment to applying strict and systematic procedures to preserve the environments in which it operates at all its sites, there are no environmental problems or problems with its neighboring communities, praise be to God.

## Ensuring quality service to customers

In line with its strategy to provide the highest levels of quality, speed and efficiency in all its services provided to customers and partners, the Company has activated a package of distinguished qualitative services, such as developing a "Call Center" equipped with the latest modern technologies and equipment, while using all other advanced digital communication systems, as well as activating text messages addressed to shareholders and partners. The Company conducts periodic questionnaires with its shareholders and partners to obtain their observations and views, and take them into account with the aim of developing its services and raising their quality and efficiency in an optimal way.

## Responsible relations with suppliers

In the context of its efforts to contribute to the national local content, "Mrna" is committed to implementing an integrated mechanism policy for contracting with suppliers in all their specializations and fields, through which it guarantees giving priority to selecting national suppliers and products by ensuring the highest levels of quality and efficiency, within a special mechanism for contracting with him in all its segments and businesses, within the business requirements and needs of products and services, such as furniture, equipment, supplies, and consumables necessary for the operational and administrative process and services attached to it, such as cleaning, maintenance, etc. The Company's Shared Services Department submits periodic reports regarding this matter.

## Second: Social practices

### Human capital

In line with its ambitious strategy, "Mrna" is making unremitting efforts to consolidate its leadership in the financial services sector with high quality and efficiency. It continues to develop competitive and stimulating work environments through which it attracts the elite of distinguished competencies, experiences and qualifications, retains them and provides them with all integrated work capabilities, while It implements an environmental health system to maintain the health of employees, by complying with safety standards in its offices and service facilities, in addition to publishing measures and policies for security and safety therein, while ensuring the provision of all pillars, foundations and requirements of civil defense. The Company has also implemented a comprehensive insurance system for employees and contracted with specialized medical companies to provide them with distinguished medical insurance.

## Training and development of employees

"Mrna" is committed to implementing an integrated strategy to develop its employees, as it has continued to implement many programs for developing, qualifying and training employees, in addition to holding various courses, as well as specific seminars in agreement with reputable specialized training companies. The number of training hours obtained by employees has reached more than ( 83 ) training hours for the year 2023G.

## Equal opportunities

In line with its advanced institutional approach, "Mrna" continues to be committed to applying the principle of equal opportunities, by giving the opportunity to both genders according to the required qualifications and specializations. The number of male employees reached (86) and the number of female employees (60)

## Promoting social and economic development

"Mrna" is committed to always participating in community and economic development annually, by attracting and employing more young Saudi talents, and creating more job opportunities annually, in addition to conducting cooperative training for graduates of Saudi universities. The Company realizes that building an ambitious and integrated society is achieved through effective partnerships with civil society in all sectors to maximize the social impact in building a stable nation in various aspects of life.

# Third: Corporate Governance

"Mrna" is committed to applying good governance as a cornerstone for developing and enhancing the institutional work, especially after its use has increased in the recent years, and it has become widely used by experts and consultants for institutional work. Corporate governance has received a great deal of attention and care from workers in international, regional and local organizations, especially the higher, supervisory and controlling authorities in institutions; because these institutions face challenges and crises that afflict their work and prevent them from fulfilling their role and achieving their goals and tasks. This requires the existence of mechanisms and programs that regulate these processes and procedures, which has contributed to clarifying the logical foundations and procedures for making objective and rational decisions related to work in a "Mrna", to achieve the desired goals, in accordance with the responsibilities and rights it defines for employees, and the nature and form of communication relationships among them, in a way that enhances justice, transparency, integrity and accountability to achieve credibility in the work environment, which develops trust towards the Company and within it.

This has contributed, through the processes of the Company's leadership, to direct the work towards the goal, vision and mission, in a way that provides protection for the interests of members

and assets in it, and achieves alignment between strategic and operational responsibilities in an organized, thoughtful, effective and sound manner, and in a way that helps in achieving the goals and making decisions in the best possible way, based on the available methods and the Company's strategic plan, standards, laws and regulations, to protect the Company's property and capabilities and the interests of members and assets, in addition to distributing powers, responsibilities and tasks in accordance with the desired roles and objectives, enhancing standards of transparency, trust and credibility in the work environment, and building bridges of healthy and effective relationships between all levels of work on the basis of integration and partnership

## Governance mechanisms - Board of Directors

The Company is also in compliance with the standards and conditions of the members of the Board of Directors, where half of the members are considered independent. The roles of the Chairman of, members of the Board and the CEO are segregated. The powers matrix was approved, which defines the tasks and powers granted to each of the shareholders represented by the General Assembly of the Company and the Board of Directors, its committees, and the executive management. The attendance rate at meetings of the Board of Directors reaches 99% The Board of Directors is also interested in discussing several topics of interest to the Company, in particular issues related to sustainability.

## Auditing and internal control

All members of the Audit Committee are independent and have sufficient experience. The committee meets periodically during the Company's fiscal year, and may hold additional meetings whenever necessary, based on the request of the Board of Directors or the internal auditor. The committee's work is concerned with studying the interim and annual financial statements before presenting them. The Board of Directors must express an opinion and recommendation regarding them, study any important issues included in the financial reports, study the accounting policies followed in the Company and express an opinion and recommendation regarding them, in addition to reviewing the efficiency of the internal and financial control and risk management system. The Company was also keen to have an approved internal control system, and there is an internal auditor who carries out internal audits of the Company's departments and submits reports to the committee.

## Shareholders' rights

"Mrna" is committed to continuous annual distributions of profits to shareholders, while it applies a special policy regarding reporting violations and a management of shareholder relations concerned with communication through an official specialized in tasks related to shareholders in order to achieve effective communication between the Company and shareholders.

## Remuneration

Mrna is committed to a remuneration policy approved by the Board of Directors based on the criteria of achieving performance indicators for the results of the annual evaluation and the results of achieving goals, which are announced and detailed in the Company's annual report.



# Business Continuity and Risk Management

08



## Business continuity

The approach to integrating the value of business sustainability and continuity into all **Mrna** businesses and activities defines all imperatives, objectives, priority areas and objectives very clearly in a way that contributes to meeting the legislative requirements of work and managing the risks associated with our business. It takes into account social, environmental and economic impacts, which include ethical values, occupational health and safety, good work practices, employee and community rights, and environmental protection. **Mrna** pledges to work on designing and building its work environments to be an ideal place for giving and socially and commercially responsible work that is environmentally sustainable, fair and safe. Meanwhile, its responsibilities go beyond contractual performance and legislative compliance, by maintaining a sustainable business that is in the interest of its customers, shareholders, partners, employees and the local communities in which it operates by devoting a culture of health, safety and clean environment management, in all its business, supply chains and partners.

**The Board of Directors of «Mrna» declares that there has been no interruption or suspension of the Company's business that could have a material impact on its financial position until the end of the year 2023G, and the Company does not intend to make any fundamental change in the nature of its business.**

## Quality and safety management

**“Mrna”** is committed to enhancing its security and safety management procedures in all its various work environments and service facilities. The Company also exerts strenuous efforts to provide a safe and healthy professional environment for its employees. It is committed to implementing an advanced occupational safety management system with the aim of providing a safe and healthy environment for its employees in accordance with the highest health and safety performance standards and indicators to measure their commitment. They include training on emergency evacuation plans, first aid, the availability of fire and alarm systems, and the safety of the Company's vehicles. **In this context, the Company obtained many international certificates for compliance with international standards for health, safety and environment, as follows:**



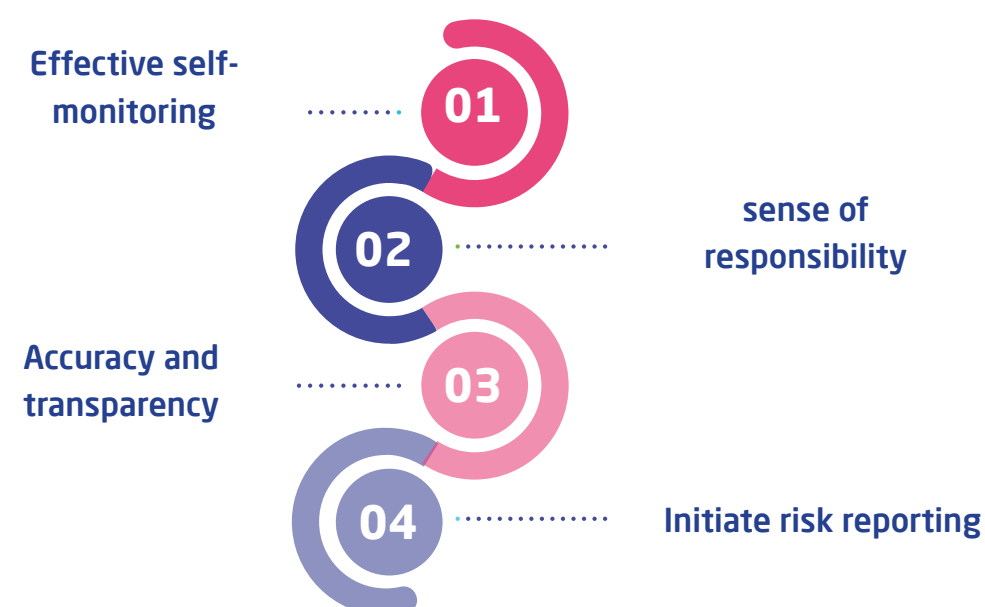


# Risk Management



"Mrna" is keen to adopt and implement thoughtful procedures to address the various risks that could hinder the company's operational performance, in addition to its commitment to enhancing a culture of awareness of the responsibilities of all relevant parties in the company, so that they are fully informed and aware of their responsibilities towards these risks. The company seeks to enhance the effectiveness of internal control and implement corporate governance controls in accordance with the highest standards of transparency, in an effort to spare the various business units and their various activities in the company from any type of risk.

**The company's risk management policy is based on each of the following axes:**



**To achieve the highest levels of preparedness and caution to face risks, the following steps are followed:**





## A summary of the risk factors that could face the Company's business and activities

### First: Risks Related to the Activities and Operations of the Company

- 01 Risks Related to Credit Risk and Payment Default
- 02 Risks Related to the Collection of Customers' Receivables
- 03 Risks Related to the Enforcement of Collateral or Security Interest
- 04 Risks Related to Unsecured Financing
- 05 Risks Related to the Concentration of Financing Products Provided by the Company
- 06 Risks Related to the Concentration of the Company's Business of Providing Financing Products in Individuals and SME Financing
- 07 Risks Related to Material Concentrated Exposure to the Non-Bank Financing Industry and the Macroeconomic Environment in the Kingdom
- 08 Risks Related to the Accuracy and Completeness of Information About Existing Customers and Applicants
- 09 Risks Related to the Company's Financial Resources and Liquidity
- 10 Risks Related to Working Capital
- 11 Risks Related to Limited Lending Room Available
- 12 Risks Related to the Fluctuation of Profit Rates and Financing Costs
- 13 Risks Related to Leverage and Credit Ratings
- 14 Risks Related to Financing
- 15 Risks Related to Interpreting Shariah Principles
- 16 Risks Related to Seasonal Factors on the Company's Revenues
- 17 Risks Related to Challenges from Expansion into New Markets and Ancillary Businesses
- 18 Risks Related to New Products
- 19 Risks Related to the Company's Strategy and Its Failure to Successfully Implement Future Business Strategies
- 20 Risks Related to the Acquisition and Integration of the Subsidiary
- 21 Risks Related to Dependence on Third Parties, Suppliers, Service Providers and Strategic Partners

- 22 Risks Related to Cybersecurity Attacks on Security and the Reliability of Technology Systems
- 23 Risks Related to the Inability to Adequately Maintain the Confidentiality and Integrity of Customer and Employee Data
- 24 Risks Related to the Financial Services Industry's Ongoing Improvements in Operational and Information Technology Infrastructure
- 25 Risks Related to Risk Management Policies and Procedures
- 26 Risks Related to the Outbreak of Infectious Diseases and Public Health Threats
- 27 Risks Related to the Saudi Central Bank Support Programmes
- 28 Risks Related to Reliance on Executive Management and Key Personnel
- 29 Risks Related to Employee Misconduct and Errors
- 30 Risks Related to Employing and Sponsoring Non-Saudi Employees
- 31 Risks Related to Potential Zakat Liability and Tax
- 32 Risks Related to the Change of the Applicable Accounting Policies
- 33 Risks Related to the Use of Accounting Assumptions, Estimates and Judgments, and the Corresponding Errors
- 34 Risks Related to the Conservative Opinion of the Subsidiary's Auditors
- 35 Risks Related to the Accuracy of the Company's Impairment Allowance
- 36 Risks Related to Related Party Transactions and Agreements
- 37 Risks Related to the Engagement of Directors or Senior Executives in Businesses Competing with the Company's Business
- 38 Risks Related to Newly Implemented Corporate Governance Rules
- 39 Risks Related to the Failure by the Audit Committee, the Nomination and Remuneration Committee to Perform their Duties as Required
- 40 Risks Related to the Lack of Experience in Managing a Listed Joint Stock Company
- 41 Risks Related to Leasing of Branches and the Head Office
- 42 Risks Related to the Protection of the Company's Intellectual Property Rights
- 43 Risks Related to Developing and Maintaining Favorable Brand Recognition, including Pursuant to Its Rebranding Strategy
- 44 Risks Related to Litigation
- 45 Risks Related to the Adequacy of the Company's Insurance Coverage



## Second: Risks Related to the Market, Industry, and Regulatory Environment

- 01 Risks Related to General Economic Conditions
- 02 Risks Related to Political Instability and Security Concerns in the Middle East Region
- 03 Risks Related to Competition in the Financial Services Industry
- 04 Risks Related to Changes in the Regulatory Environment
- 05 Risks Related to the Development of the Non-Banking Financial Sector
- 06 Risks Related to Zakat and Income Tax Calculation Mechanism Change
- 07 Risks Related to Non-Compliance with Value Added Tax Regulations
- 08 Risks Related to Licenses and Approvals
- 09 Risks Related to Increases in Government Fees Applicable to Non-Saudi Employees
- 10 Risks Related to Non-Compliance with the Saudization Requirements
- 11 Risks Related to Compliance with the New Companies Law
- 12 Risks Related to De-Pegging the Saudi Riyal Exchange Rate from the U.S. Dollar and its Re Pegging at a Different Rate
- 13 Risks Related to Changes in Laws and Government Policies in the Kingdom

## Third: Risks Related to shares offering

- 01 Risks Related to Effective Control by the Current Shareholders after the Offering
- 02 Risks Related to the Absence of a Prior Market for the Offer Shares
- 03 Risks Related to Selling a Large Number of Shares on the Exchange
- 04 Risks Related to the Issuance of New Shares
- 05 Risks Related to Fluctuations in the Market Price of the Shares
- 06 Risks Related to the Distribution of Dividends



# Summary of Financial Performance

09





## Ownership structure

In June 2022, “**Mrna**” acquired (80%) of the shares of the FinTech Digital Payments Company, which is a large electronic money company (Major Electronic Mone Institution), licensed by the Saudi Central Bank. This subsidiary provides FinTech services, e-wallets and related services.

%80

Acquired by Mrna Digital Payments

**Below is a statement of the ownership structure of this company:**

Subsidiary name	Country of incorporation	Direct share (%)	Non-direct share (%)	Remaining ownership share
Digital Payments Company for Financial Technology	Kingdom of Saudi Arabia	%80	-	Other Investors

Summary of financial information for the last five fiscal years

Million SR	2019	2020	2021	2022	2023
Comprehensive Income statement					
Special commission income	108.3	105.6	133.6	160.8	169.4
Special commission Expense	(34.7)	24.7	(20.0)	(29.1)	(46.3)
Special commission Net income	73.65	80.89	113.57	131.79	123.07
Other Income	16.3	17.4	18.9	38.8	17.6
Gross operating income	89.9	98.3	132.4	170.6	140.6
General and Admin Expenses	(33.8)	(35.0)	(46.1)	(69.6)	(97.2)
Impairment losses on Islamic finance receivables	(20.1)	(23.4)	(38.8)	(46.4)	(3.5)
Income before Zakat	36.0	39.8	47.5	54.5	39.9
Zakat	(6.6)	(5.9)	(6.6)	(9.5)	(8.9)
Net income for the year	29.4	33.9	40.9	45.0	31.0 (Net income for shareholders of the parent company: 31.8)
Gains (actuarial losses) from remeasuring employee defined benefit obligations	(0.3)	(0.1)	(0.3)	1.3	0.2
Total comprehensive income	29.1	34.0	40.6	46.3	31.1
Statement of Financial Position					
Total Assets	778.6	980.8	1,042.3	1,223.8	1,342.6
Total Liabilities	487.2	655.4	676.4	654.3	500.4
Total Shareholders' Equity	291.3	325.3	365.9	569.5	838.9

Million SR	2019	2020	2021	2022	2023
Cash flow statement summery					
Net cash used in operating activities	(77.1)	228.8	(61.2)	(65.9)	(72.9)
Net cash used in investing activities	(1.8)	(2.8)	(1.3)	(15.4)	(4.6)
Net cash from financing activities	151.3	164.2	16.2	107.2	99.8
Net increase/decrease in cash and cash equivalents	72.4	(67.5)	(46.2)	25.9	22.3
Cash and cash equivalents at the beginning of the year/period	84.2	156.6	89.1	42.8	69.6
Cash and cash equivalents at the end of the year/period	156.6	9.1	42.8	69.6	91.9

The Group's key performance indicators for the recent fiscal years

Key financial performance indicators	2019	2020	2021	2022	2023
Net income/loss	29.1	34.0	40.6	46.3	31.1
Gross income margin	68.0 %	76.6 %	85.0 %	81.9 %	72.6 %
Net margin	26.9 %	32.2 %	30.3 %	28.8 %	18.4 %
Return on assets	3.7 %	3.5 %	3.9 %	3.8 %	2.3 %
Return on shareholders' equity	10.0 %	10.5 %	11.1 %	8.1 %	3.7 %
Net receivables for Islamic finance to loans	1.26	1.26	1.42	1.59	2.46
Debt to equity ratio	1.60	1.94	1.77	1.08	0.53
Islamic finance receivables to shareholders' equity	2.03	2.44	2.53	1.72	1.29
Average borrowing rate	6.10 %	3.60 %	4.15 %	7.29 %	8.43 %

Key financial performance indicators	2019	2020	2021	2022	2023
Average lending rate	27.36 %	23.79 %	22.59 %	22.93 %	23.09 %
Net profit margin difference	—	5.33 %	(1.86) %	(1.56) %	(10.41) %
Number of new financing contracts	10,531	9,336	8,014	8,895	8,874
New loan distributions	375.51	548.87	555.42	583.32	621.89
Average amount of new financing	35.66	58.79	69.31	65.58	70.08

Financial Position

Million SR	2019	2020	2021	2022	2023
Islamic finance receivables	590.4	793.6	924.1	981.9	1,089.30
Total assets	778.6	980.8	1,042.30	1,223.80	1,342.60
Total loans	467	631.2	649.3	615.7	443.5
Shareholders’ equity	291.3	325.3	365.9	569.5	842.2

The Company’s main financial statements for the last five years

Particular (Million SR)	2019	2020	2021	2022	2023
Revenue	108.3	105.6	133.6	160.8	169.4
Net revenue (net borrowing costs)	73.6	80.9	113.6	131.8	123.1
Net income after zakat and tax	29.4	33.9	40.9	45	31
Total assets	778.6	980.8	1,042.30	1,223.80	1,342.60
Total liabilities	487.2	655.4	676.4	654.3	500.4
Total equity	291.3	325.3	365.9	569.5	842.2
Return on average equity (percentage)	10.10%	10.40%	11.20%	7.90%	3.70%

Main activities and their revenues

Particular	2023	Relative weight
Tawarruq	162,120,280.00	96%
Ijarah	7,296,886.00	4%
Murabaha	0	0%
Total	169,417,166.00	100%



Associates, their capital, the Company’s ownership percentage in them, their main activity, the country where their main operations are located, and the country where they are incorporated.

Name of the associate	Its capital (SR)	Company ownership percentage	Revenues (Thousands SR)	Its main activity	main country of its operations	Country of incorporation
Digital Payments FinTech Company	60,000,000	80%	0	A large electronic money Company	Saudi Arabia	Saudi Arabia

The Company’s assets, liabilities, and business results in the last five fiscal years or since incorporation, whichever is shorter

Particular	2019	2020	2021	2022	2023	Change 2022/2023
Current assets	400,133	376,461	389,667	528,736	610,607	15%
Non-current assets	358,430	604,290	652,598	695,051	731,979	5%
Total assets	758,563	980,751	1,042,264	1,223,787	1,342,586	10%
Current liabilities	267,733	302,709	323,541	307,545	474,413	54%
Non-current liabilities	205,632	352,716	352,100	347,753	25,940	(99%)
Total liabilities	473,365	655,425	675,641	655,298	500,353	(24%)
Revenues	108,318	105,590	133,620	160,837	169,417	5%
Net income/loss	29,115	34,010	40,553	46,312	31,148	(33%)

Statement of assets, liabilities and shareholders’ equity in the last five fiscal years (SAR’000)

Particular	2019	2020	2021	2022	2023	Change between 2022-2023
Current assets	400,132.7	376,461.1	389,666.8	528,736.3	610,606.8	15%
Non-current assets	358,430.1	604,290.4	352,099.8	695,050.9	731,978.8	5%
Total assets	758,562.8	980,751.5	1,042,264.4	1,223,787.2	1,342,585.6	10%
Current liabilities	267,732.7	302,709.3	323,541.5	307,544.5	474,413.1	54%
Non-current liabilities	205,632.2	352,716.0	352,099.8	347,753.2	25,939.7	-93%
Total liabilities	473,364.9	655,425.3	675,641.3	655,297.8	500,352.8	(24%)
paid Capital	255,000.0	280,500.0	311,355.0	500,000.0	714,285.7	43%
Issue premium	-	-	-	-	-	0%
Statutory reserve and retained earnings	36,316.0	44,826.2	54,524.7	74,855.3	74,678.5	0%
Total equity	291,316.0	325,326.2	365,879.7	569,489.4	842,232.8	48%

## Geographic analysis of the total revenues of the Company and its subsidiaries

Company	year	Central Re- gion	Western Region	Northern Region	Southern Region	Eastern Region	Total
Morabaha Company "Mrna"	2023	84,229,004	35,258,737	12,721,881	7,116,308	30,091,109	169,417,039
Subsidiary	2023	127	-	-	-	-	127

## Regulatory payments to government agencies (SAR'000) \*

Particular	Paid	Due until the end of the annual fiscal period and not paid	Brief description
Zakat	8,910,933	None	
Value added tax	1,029,606	None	VAT is an indirect tax imposed on all goods and services that are bought and sold by entities
General Organization for Social Insurance	2,176,409	None	
Visa and passport costs	24,200	None	
Labor office fees	51,550	None	
Central Bank Licensing	150,000	None	
Others	273,645	None	
Total	12,616,343	None	

(\*) In addition to any payments from other government agencies, if any.

## Material differences in operating results from the results of the previous year (SAR'000)

Particular	2022	2023	changes	Change %
Revenues	160,837	169,417	8,580	5%
Government grants and subsidies	-	-	-	0%
Cost of revenue	(29,050)	(46,350)	(17,299)	60%
Gross profit	131,787	123,068	(8,719)	(7%)
Advertising and publicity expenses	-	143	143	100%
General and administrative expenses	(69,616)	(97,228)	(27,611)	40%
Impairment losses on receivables	(46,450)	(3,537)	42,913	(92%)
Other income	38,774	17,576	(21,198)	(55%)
Operating profit	170,561	140,644	(29,917)	(18%)
Financing costs, net	(29,050)	(46,350)	(17,299)	60%
Zakat	(9,514)	(8,911)	603	(6%)
Net profit	46,312	31,148	(15,165)	(33%)

# Governance and Compliance

10







# Governance and Compliance

**Mrna** is keen to implement governance concept according to an integrated professional framework, based on the best practices followed by listed companies. The Company's general governance framework is based on the following:

- 01** Protecting the rights of the Company's shareholders in a way that ensures the best interests of them and the Company.
- 02** Protecting the rights of all stakeholders and providing stability and functional sustainability through the Company's good financial performance.
- 03** Providing accurate and comprehensive disclosures within the specified time frame to the Company's shareholders, related parties, and relevant regulatory authorities.
- 04** Identifying, reporting, disclosing, and dealing with cases of conflict of interest that may arise between the Company and its stakeholders, which may negatively affect the interests of the Company and its shareholders.
- 05** Enabling employees to report any concerns or incorrect behavior observed within the Company. This is done by providing an objective, confidential and independent reporting and investigation mechanism until appropriate corrective action is taken.
- 06** Regulating transactions with related parties, whether between the Company and its employees, or between the Company and members of its Board of Directors, executive management, subsidiaries, or other related parties.
- 07** Aligning the Company's values and strategy with social and economic needs, by ensuring that responsible and ethical practices are applied in all Company activities while continuing to provide the necessary support to the community.
- 08** Establishing reliable communication channels with investors to enhance the Company's position in the market and attract shareholders and investments.



## Pillars of governance implementation

### Transparency

The Board of Directors must explain to shareholders the reasons for making key decisions.  
Responsibility

01

### Accountability

Board members must be accountable to shareholders for mistakes committed (if any).

02

03

04

### responsible

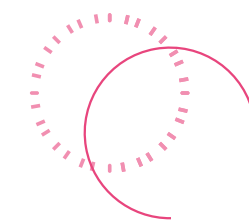
Each member of the Board of Directors is responsible for carrying out his duties with the highest degree of professionalism.

### justice

All shareholders are equal before members of the Board of Directors and senior management.



## Board of Directors



### Responsibilities of the Board of Directors

The Company is supervised by the Board of Directors consisting of professional and highly experienced personnel. Subject to the powers set by the General Assembly in the Companies Law and its implementing regulations, as well as the Company's Bylaws, the Board of Directors is vested with full powers to manage the business of the Company and supervise its affairs. The Board of Directors delegates responsibility for the overall day-to-day management of the Company to the Executive Management

### Composition of the Board of Directors

The Board of Directors consists of eight Directors who are appointed by the General Assembly by means of a cumulative vote, after satisfying the Saudi Central Bank's eligibility requirements and obtaining a non-objection letter from the Saudi Central Bank. The Companies Law, the Corporate Governance Regulations, the bylaws, and the internal corporate governance regulations of the Company determine the duties and responsibilities of the Board of Directors. The term of the Directors' membership on the Board of Directors, including the Chairman, shall be for a maximum period of three years.

8

Members

3

Years of  
membership term



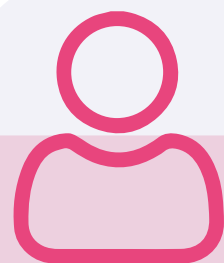


## Member of the Board of Directors



Name	Position	Nationality	Capacity	Direct Share Ownership		Indirect Share Ownership		Date of appointment
				Before offering	After offering	Before offering	After offering	
Abdulrahman Mohammed Abdulrahman Al-Ghumlas	Chairman	Saudi	Non-Executive	10.46%	7.45%	-	-	13/06/2022
Khalid Mohammed Ali Al-Onaizan	Deputy Chairman	Saudi	Independent	0.50%	0.00%	-	-	13/06/2022
Waleed Yousef Abdulrazzaq Al-Ghumlas	Member	Saudi	Non-Executive	0.22%	0.33%	-	-	13/06/2022
Abdullah Mohammed Abdulaziz Alrayes	Managing Director	Saudi	Executive	-	-	-	-	13/06/2022
Ibrahim Abdullah Issa Al-Ghumlas	Member	Saudi	Non-Executive	1.96%	0.25%	-	-	13/06/2022
Fhaid Moazi Fhaid AlOsaimi	Member	Saudi	Non-Executive	173%	1.21%	-	-	13/06/2022
Naif Talal Ibrahim Al-Maiman	Member	Saudi	Non-Executive	0.35%	0.29%	-	-	13/06/2022
Saad Abdulaziz Mohammed Al-Hoshan	Member	Saudi	Non-Executive	1.60%	1.30%	-	-	13/06/2022

# Biographies of the Board of Directors and Board Secretary



**Abdulrahman Mohammed Abdulrahman Al-Ghumlas**  
Chairman

## Nationality

Saudi

## Age

46

## Capacity

Non-Executive

## Date of appointment

06/13/2022G

## Academic and Professional Qualifications

- Bachelor's Degree in Islamic Shariah, Imam Muhammad Ibn Saud Islamic University, Riyadh, Kingdom of Saudi Arabia, 2000G;
- Diploma in Applied Legal Procedures, Riyadh Chamber of Commerce, Riyadh, Kingdom of Saudi Arabia, 2000G;
- Certified Arbitrator, Ministry of Justice, Riyadh, Kingdom of Saudi Arabia, 2003G;
- Certified Lawyer, Ministry of Justice, Riyadh, Kingdom of Saudi Arabia, 2003G; and
- Certified Documenter, Ministry of Justice, Riyadh, Kingdom of Saudi Arabia, 2016G.

## Current Positions:

- Company Chairman of the Board of Directors, since 2014G; and
- Lawyer, Ghumlas Law firm, a sole proprietorship, legal advisory services sector, since 2000G;

## Key Previous Experience:

- None



**Khalid Mohammed Ali Al-Onaizan**  
Deputy Chairman

## Nationality

Saudi

## Age

59

## Capacity

Independent

## Date of appointment

13/06/2022G

## Academic and Professional Qualifications

- Bachelor's Degree in Statistics, King Saud University, Riyadh, Kingdom of Saudi Arabia, 1985G.

## Current Positions:

- Company Deputy Chairman of the Board of Directors, Chairman of the Risk and Credit Committee and Member of the Nomination and Remuneration Committee, since 2019G until now.
- Member of the Risk and Compliance Committee, Small and Medium Enterprise Bank, a governmental owned company, affiliated to the National Development Fund, November 2021G - November 2023G.
- Chairman of the Risk Committee, Member of the Remuneration and Nomination Committee, Digital Payments Company for FinTech, since 2023 until now

## Key Previous Experience:

- Local Corporate Banking General Manager, Samba Financial Group (merged with the Saudi National Bank), a public joint stock company, banking and financial services sector, from 2020G to 2021G;
- Domestic Corporate Banking Risk Director, Samba Financial Group (merged with the Saudi National Bank), a public joint stock company, banking and financial services sector, from 2019G to 2020G;
- Global Consumer Credit Risk Head, Samba Financial Group (merged with the Saudi National Bank), a public joint stock company, banking and financial services sector, from 2008G to 2019G;
- Deputy Chairman and Chairman of the Executive Committee, Saudi Credit Bureau (SIMAH), a closed joint stock company, credit reporting sector, from 2010G to 2017G;
- Collection Head and Anti-Financial Fraud Officer, Samba Financial Group (merged with the Saudi National Bank), a public joint stock company, banking and financial services sector, from 2006G to 2008G;
- Personal Finance - Mortgage and Card Initiation Head, Samba Financial Group (merged with the Saudi National Bank), a public joint stock company, banking and financial services sector, from 2003G to 2006G; and
- Commitment and Policy Manager in Personal Finance, Samba Financial Group (merged with the Saudi National Bank), a public joint stock company, banking and financial services sector, from 2000G to 2003G.



**Nationality**

Saudi

**Age**

58

**Capacity**

Executive

**Date of appointment**

13/06/2022G

**Academic and Professional Qualifications**

- Bachelor's Degree in Economics, King Abdulaziz University, Jeddah, Kingdom of Saudi Arabia, 1987G;
- Bachelor's Degree in Economics, Economic Institute Boulder, Boulder, Colorado State, United States of America, 1989G; and
- Master's Degree in Economics, Ohio University, Athens, Ohio, United States of America, 1993G.

**Current Positions:**

- Company Executive Managing Director, since 19/12/2023G until now.
- Company Director and Chairman of the Executive Committee, since 2014G;
- Chairman of the Board of Directors, Rana Medical Services Company, a closed joint stock company, healthcare sector, since 2016G;

**Key Previous Experience:**

- Chairman of the Board of Directors, Azaim Alarab Company, a closed joint stock company, food operations sector, from 2017G to 2021G.
- Executive Managing Director of the Board of Directors, Rana Investment Company, a closed joint stock company, investments sector, from 2011G to 18/12/2023G.
- Deputy Chairman of the Board of Directors, Delma Brokerage Company, an Emarati closed joint stock company, investment banking and brokerage sector, from 2011G to 2016G;
- Vice President of Assets, Rana Investment Company, a closed joint stock company, investments sector, from 1998G to 2008G;
- Economic Analyst, Ministry of Finance, a Saudi governmental ministry, from 1996G to 1997G; and
- Economic Specialist, Ministry of Finance, a Saudi governmental ministry, from 1987G to 1996G.

**Abdullah Mohammed Abdulaziz Alrayes**  
Managing Director



**Nationality**

Saudi

**Age**

65

**Capacity**

Non-Executive

**Date of appointment**

13/06/2022G

**Academic and Professional Qualifications**

- Bachelor's degree in city planning, Jacksonville University, Jacksonville, Florida, United States of America, 1985G
- Youth Management Programme, College of Business, Insead University, Paris, France, 2006G

**Current Positions:**

- Member of the board of directors, since 2019G
- Company Executive Managing Director, since 2014G;
- Member of the Board of Directors, Azaim Alarab Company, a closed joint stock company, food operations sector, since 2013G to date
- Founding Partner, Hawa Amman Company for Restaurants, a limited liability company, food operations sector, since 2020G.

**Key Previous Experience:**

- Company Executive Managing Director, from 2019G to 2022G
- Chief Executive Officer of the Company, from 2014G to 2019G;
- Member of the Board of Directors, Jeddah Economic City, a Saudi governmental entity, from 2018G to 2022G
- Member of the Board of Directors, Small and Medium Enterprise Bank, a Government-owned company, affiliated to the National Development Fund from 2020G to 2021G;
- General Director, Nayifat Finance Company, a public joint stock company, financial services sector, from 2010G to 2014G; and
- Sales Manager, Samba Financial Group (merged with the Saudi National Bank), a public joint stock company, banking and financial services sector, from 1990G to 2010G.

**Waleed Yousef Abdulrazzaq Al-Ghumlas**  
Board Member ,





**Ibrahim Abdullah Issa Al-Ghumlas**  
Board member

**Nationality**

Saudi

**Age**

56

**Capacity**

Non-Executive

**Date of appointment**

13/06/2022G

**Academic and Professional Qualifications**

- Diploma in Accounting Financial Studies, Institute of Management, Riyadh, Kingdom of Saudi Arabia, 1989G.

**Current Positions:**

- Company Board member, since 2014G;
- Chairman of the Board of Directors, Alarabiya Dates Factory Company, a limited liability company, Agriculture sector, since 2007G;
- Chairman of the Board of Directors, Rokn Alelaj Company, a limited liability company, healthcare sector, since 1998G;

**Key Previous Experience:**

- Accountant, Zakat, Tax and Customs Authority, a Saudi governmental ministry, from 1989G to 2006G.
- Company Member of the Executive Committee and Audit Committee, from 2019G to 2022G



**Fhaid Moazi Fhaid AlOsaimi**  
Board member

**Nationality**

Saudi

**Age**

48

**Capacity**

Non-Executive

**Date of appointment**

13/06/2022G

**Academic and Professional Qualifications**

- High School Diploma, Badr Secondary School, Riyadh, Kingdom of Saudi Arabia, 1992G.

**Current Positions:**

- Company Board member, since 2019G.
- Company Risk and Credit Committee Member, since 2016G.

**Key Previous Experience:**

- None.



**Naif Talal Ibrahim Al-Maiman**  
Board member

**Nationality**

Saudi

**Age**

41

**Capacity**

Non-Executive

**Date of appointment**

13/06/2022G

**Academic and Professional Qualifications**

- Bachelor's Degree in Banking and Financial Management, Lebanese American University, Beirut, Republic of Lebanon, 2007G.

**Current Positions:**

- Company Board member and Member of the Risk and Credit Committee, since 2019G;
- Chief Executive Officer, Kingdom Brokerage Company for Insurance, a mixed limited liability company, insurance sector, since 2021G; and
- General Manager, Total Management Company, a limited liability company, various sectors including investments, real estate development, contracting, wholesale and retail trade, management and operation of restaurants and decoration works, since 2010G.

**Key Previous Experience:**

- Relationship Manager, The Saudi British Bank, a public joint stock company, banking and financial services sector, from 2008G to 2013G.



**Essa Abdulrahman Essa Bin Ghumlas**  
Board Secretary ,

**Nationality**

Saudi

**Age**

31

**Date of appointment**

16/06/2022G

**Academic and Professional Qualifications**

- Bachelor's Degree in Finance and Investment, Imam Mohammad Ibn Saud Islamic University, Riyadh, Kingdom of Saudi Arabia, 2018G.
- Diploma in Computer Applications, Imam Mohammad Ibn Saud Islamic University, Riyadh, Kingdom of Saudi Arabia, 2018G.

**Current Positions:**

- Company's Board of Directors Secretary, since 2020G to date

**Key Previous Experience:**

- Company's Credit Supervisor, from 2019G to 2020G; and
- Company's Credit Analyst, from 2016G to 2019G.

**Nationality**

Saudi

**Age**

55

**Capacity**

Non-Executive

**Date of appointment**

13/06/2022G

**Academic and Professional Qualifications**

- Commercial Diploma in Accounting, Secondary Commercial Institute, Riyadh, Kingdom of Saudi Arabia, 1988G.

**Current Positions:**

- Company Board Member, since 2019G; and
- Member of the Company's Audit Committee, since 2022G.

**Key Previous Experience:**

- Consultant, Branch Management, Saudi National Bank, a public joint stock company, banking and financial services sector, from 2021G to 2022G;
- Regional Director, Samba Financial Group (merged with the Saudi National Bank), a public joint stock company, banking and financial services sector, from 2016G to 2020G;
- Regional Manager, Samba Financial Group (merged with the Saudi National Bank), a public joint stock company, banking and financial services sector, from 2013G to 2016G;
- Branch Manager, Samba Financial Group (merged with the Saudi National Bank), a public joint stock company, banking and financial services sector, from 2002G to 2013G;
- Operations Director, Samba Financial Group (merged with the Saudi National Bank), a public joint stock company, banking and financial services sector, from 1998G to 2002G;
- Head Cashier, Samba Financial Group (merged with the Saudi National Bank), a public joint stock company, banking and financial services sector, from 1989G to 1998G; and
- Teller, Samba Financial Group (merged with the Saudi National Bank), a public joint stock company, banking and financial services sector, from 1988G to 1989G.

**Saad Abdulaziz Mohammed Al-Hoshan**  
Board member

## A statement of companies inside or outside the Kingdom that have Board members on their previous and current boards of directors or managers

Member name	Position	Current companies in which he is a board member or a manager	Inside or outside the Kingdom	Current companies in which he is a board member or a manager	Inside or outside the Kingdom
Abdulrahman Mohammed Abdulrahman Al-Ghumlas	Chairman	FinTech Digital Payments Company (LOOP)	Inside	-	-
Khalid Mohammed Ali Al-Onaizan	Deputy Chairman	Small and Medium Enterprise Bank	Inside	-	-
Waleed Yousef Abdulrazzaq Al-Ghumlas	Member	FinTech Digital Payments Company (LOOP)	Inside	Hawa Amman Company for Restaurants	Inside
Abdullah Mohammed Abdulaziz Alrayes	Managing Director	Rana Medical Services Company	Inside	Rana Investment Company	Inside
Ibrahim Abdullah Issa Al-Ghumlas	Member	Alarabiya Dates Factory Company	Inside	Rokn Alelaj Company	Inside
Fhaied Moazi Fhaied AlOsaimi	Member	-	-	-	-
Naif Talal Ibrahim Al-Maiman	Member	Kingdom Brokerage Company for Insurance	Inside	Total Management Company	Inside
Saad Abdulaziz Mohammed Al-Hoshan	Member	FinTech Digital Payments Company (LOOP)	Inside	-	-

## Board of Directors meetings held during the fiscal year ending 2023

Members	First meeting 2/27/2023	Second meeting 5/2/2023	Third meeting 11/5/2023	Fourth meeting 7/24/2023	Fifth meeting 8/16/2023	Sixth meeting 9/5/2023	Seventh meeting 9/17/2023	Eighth meeting 10/17/2023	Ninth meeting 10/24/2023	Tenth meeting 12/12/2023	Eleventh meeting 12/13/2023	The twelfth meeting 12/18/2023	Attendance percentage
Abdulrahman Mohammed Abdulrahman Al-Ghumlas	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	100 %
Khalid Mohammed Ali Al-Onaizan	✗	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	92 %
Waleed Yousef Abdulrazzaq Al-Ghumlas	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✗	92 %
Abdullah Mohammed Abdulaziz Alrayes	✓	✓	✓	✗	✓	✓	✓	✓	✓	✓	✓	✓	92 %

Members	First meeting 2/2/2023	Second meeting 5/2/2023	Third meeting 11/5/2023	Fourth meeting 7/24/2023	Fifth meeting 8/16/2023	Sixth meeting 9/5/2023	Seventh meet- ing 9/17/2023	Eighth meeting 10/17/2023	Ninth meeting 10/24/2023	The tenth meet- ing 12/12/2023	Eleventh meet- ing 12/13/2023	The twelfth meeting 12/18/2023	Attendance percentage
Ibrahim Abdullah Issa Al-Ghumlas	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	100%
Fhaid Moazi Fhaid AlOsaimi	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	100%
Naif Talal Ibrahim Al-Maiman	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	100%
Saad Abdulaziz Mo- hammed Al-Hoshan	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	100%

# Committees of the Board of Directors

## Audit Committee

The Audit Committee assists the Board with the oversight of:

The integrity, effectiveness and accuracy of the Company's financial statements, reports and internal control system.

The Company's compliance with legal and regulatory requirements and the rules of professional conduct.

The qualifications and independence of the Company's external auditors.

The performance of the Company's internal audit (Noting that an external source is used to carry out the internal audit work).

## Responsibilities of the Audit Committee include the following:

### 01 Financial Statements and Reports:

- Reviewing significant issues related to accounting and reporting matters, including complex or unusual transactions, critical discretionary areas, and emerging professional and organizational announcements, and assessing their impact on the financial statements.
- Reviewing material or unusual issues included in the Company's financial statements and reports and issues raised by the Company's Chief Financial Officer (or his/her delegate), compliance officer, or the external auditors.
- Reviewing the results of the external audit, along with the management and the external auditors, including any difficulties encountered.
- Reviewing the Company's interim and annual financial statements, expressing an opinion thereon, and making recommendations in this regard to the Board prior to their submission to the Board to ensure the validity, integrity and transparency thereof; and considering whether they are complete and consistent with information that the members are aware of and whether they reflect appropriate accounting principles and policies.
- Reviewing other sections of the annual report and related organizational files before they are issued, and considering the accuracy and completeness of the information.
- Reviewing all issues required to be referred to the Committee in light of the generally accepted auditing standards, in cooperation with the management and the external auditors.
- Considering the accounting policies followed by the Company, expressing an opinion thereon and making recommendations to the Board in respect of the same.
- Identifying how the management develops preliminary financial information, and the nature and extent of involvement of the Internal Audit Department and the external auditors.
- Providing a technical opinion, at the request of the Board, regarding whether the Board's report and the Company's financial statements are fair, balanced and understandable and contain information that enables the Shareholders and investors to assess the Company's financial position, performance, business model and strategy; and
- Examining the accounting estimates with regard to significant matters contained in the Company's financial statements and reports.



## 02 Internal Control:

Considering and reviewing the Company's internal and financial control and risk management systems and the effectiveness thereof, including IT security and controls; and

Understanding the scope of the internal audit of financial reports by the Internal Audit Department, and obtaining reports that include important findings and recommendations, and management's observations and comments.

## 03 Internal Audit:

- Adopting the internal audit charter.
- Reviewing the performance and activities of the Head of the Internal Audit Department, and ensuring that there are no unjustified restrictions on his/her activities, and making recommendations to the Board with respect to his/her appointment, dismissal, annual remuneration and salary.
- Overseeing and supervising the performance and activities of the Company's Internal Audit Department to verify the availability of the necessary resources and the effectiveness thereof in performing the tasks and duties assigned thereto in accordance with appropriate professional standards.
- Approving the annual audit plan and all changes to the plan, and reviewing the performance and activities of the Internal Audit Department compared to the plan.
- Working with the Head of the Internal Audit Department to review the internal audit budget, resource plan, activities, and organizational structure for the internal audit duties.
- Reviewing the Company's internal audit procedures.
- Considering the internal audit reports, and following up on the implementation of corrective measures with regard to the observations contained therein; and
- Meeting separately with the Head of the Internal Audit Department on a regular basis to discuss any matters that the Committee or Internal Audit Department deem necessary to be discussed in private sessions.

## 04 External Auditors:

- Reviewing the external auditors' proposed audit scope, approach and plan, and providing an opinion thereon, including coordinating audit efforts with internal audit activities.
- Recommending that the Board nominate, dismiss, and determine the fees of the external auditors, and review the scope of the work thereof and the terms of contract with the same, provided that the recommendation takes into account the independence of the external auditors.
- Reviewing the performance of the external auditors, supervising the activities thereof, and approving any activity outside the scope of audit work assigned thereto during the performance of the duties thereof.
- Reviewing the external auditors' report, observations and reservations on the Company's financial statements, and following up on the relevant actions.
- Verifying the independence, objectivity and fairness of the external auditors, and the effectiveness of auditing, taking into account the relevant rules and standards, and making recommendations to the Board in this regard.
- Verifying that the external auditors is not providing technical or management services outside the scope of the audit work, and making recommendations to the Board in this regard.
- Meeting privately with the external auditors on a regular basis to discuss any matters that the Audit Committee or external auditors deems necessary to be discussed in private sessions.
- Responding to the inquiries of the external auditors; and
- Settling any disputes that arise between the management and the external auditors regarding financial reporting.

## 05 Compliance:

- Verifying and monitoring the Company's compliance with the applicable laws, regulations, policies and instructions.
- Reviewing the effectiveness of the control system, ensuring compliance with laws and regulations, the results of investigations conducted by management, and following up on any non-compliance matters (including taking disciplinary action).
- Reviewing reports and results of investigations conducted by competent auditors or supervisors in addition to any remarks given by the external auditors or internal auditors, and guaranteeing that the Company is taking the required measures in this regard.
- Reviewing the process of communicating the rules of professional conduct to the Company's employees and observing compliance with the same.

- Reviewing the contracts and transactions to be entered into by the Company with any related party, and making recommendations to the Board in relation to the same.
- Ensuring that appropriate arrangements are put in place and implemented to allow for the confidential and anonymous submission by the Company's employees of concerns regarding any financial, accounting or auditing matters or any cases of non-compliance through a reasonable mechanism; and
- Obtaining regular updates from the Company's management and legal advisor regarding compliance issues.

## 06 Reporting:

- Submitting periodic reports to the Board regarding the Committee's activities and identified issues and providing recommendations to the Board that it deems appropriate in any matter within its competencies, as necessary.
- Providing an open avenue of communication amongst the Internal Audit Management, the external auditors and the Board.
- Providing an annual report to Shareholders describing the Committee's formation, duties and the performance of such duties in addition to such other information as may be required by applicable rules, including approving services outside the auditing scope.
- Reviewing any other reports on the Committee's responsibilities, issued by the Company.
- Preparing an annual written report assessing the adequacy and efficiency of the Company's internal control, financial and risk management systems - including information technology security and controls and its recommendations in respect thereof, as well as the tasks undertaken by the Committee within its competence. Copies of the report should be made available for the Company's Shareholders at the Company's head office and published on the website of the Company and the Exchange at the time of publishing the invitation to convene the relevant annual General Assembly meeting, and at least ten days prior to such General Assembly meeting. A copy of the report should be read out at that meeting.
- Preparing a written report to the Board regarding the Company's internal audit procedures and the Committee's recommendations in this regard.

## 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

The Audit Committee of Morabaha Marina Finance Company is pleased to present to the Company's esteemed shareholders its annual report for the financial year ending on December 31, 2023G, which includes details of its performance of its mandate and tasks stipulated, and its opinion regarding the adequacy of the Company's internal and financial control systems and the work and tasks carried out by the committee involved within the scope of its jurisdiction, in line with the provisions of the Companies Law and the relevant regulatory requirements.

### 1- Jurisdiction of the Audit Committee

The Audit Committee is responsible for monitoring the Company's business. For this purpose, it has the right to review the Company's records and documents and request any clarification or statement from members of the Board of Directors or Executive Management. The committee performs its approved tasks, including supervising the Company's internal audit, compliance and anti-money laundering, and studying their reports, in addition to Studying the initial and annual financial statements, the adopted accounting policies, recommending to the Board of Directors to nominate the Company's auditors, and studying the reports of the regulatory authorities regarding the Company's compliance with the regulations and instructions.

In accordance with the tasks and responsibilities assigned to it according to its work regulations and rules, the Audit Committee plays a fundamental and important role in assisting the Board of Directors to fulfill its duties with regard to the integrity of the Company's financial statements, the qualifications and independence of the Company's auditors, the performance of the Company's disclosure controls and procedures, the effectiveness of the internal audit group and external auditors, as well as assessing and examining the adequacy of the Company's internal accounting systems and financial controls, and the Company's commitment to ethical policies.

The Audit Committee holds at least four meetings a year, and its meetings are attended continuously by the Head of Compliance, the Head of Compliance and Anti-Money Laundering as Secretary of the Committee, the Chief Financial Officer, and the Executive Managing Director, who attends if needed.

### 2- Regulations for the work of the Audit Committee

In accordance with the Company's plan to harmonize governance requirements, the committee's work regulations were reformulated for the fourth edition in February 2023 in accordance with regulatory requirements, and were approved by the General Assembly at its first meeting during the year 2023.

### 3- Tasks of the Audit Committee and its Main activities during the year 2023G

During the year 2023, the Audit Committee carried out many activities, and the following is a summary of the most important ones:

#### Financial statements:

The Audit Committee examined the annual financial statements for the fiscal year 2022G, in addition to the interim consolidated financial statements for the first, second, and third quarters of the fiscal year 2023G. The auditor's report was reviewed, important issues were discussed, comparisons were reviewed, the reasons for the influential changes were verified, the adequacy of disclosures was made, the accounting policies and standards were applied, all relevant aspects were discussed, and external auditors' statement was obtained about the cooperation of the Company's management in terms of submitting all required documents and answering the fairness of the financial statements. The committee expressed its opinion and recommendations to the Board of Directors regarding these matters in due course.

#### Internal audit:

The Committee approved the annual risk-based internal audit plan. The committee also followed up and reviewed the periodic reports issued by the Company's internal audit group, monitored the extent of progress in implementing the approved plans, considered the most prominent observations, and gave the necessary directions to address deficiencies.

#### Compliance and combating money laundering and terrorist financing:

The committee discussed the reports issued by the Compliance and Anti-Money Laundering and Combating the Financing of Terrorism Department, approved the annual plan, followed up on the adequacy of efforts made to raise the level of compliance, considered the most prominent observations and reports of legislative bodies and cases of non-compliance with regulations and instructions, and made its recommendations.

### 4- Results of the annual internal audit of the effectiveness of the Company's internal control procedures

The Company adopts a regulatory framework based on defensive lines. The various departments and business segments of the Company align their activities in accordance with the rules and regulations established and approved by the competent authorities as a first line of defense, while the internal control departments of compliance and risk management play the role of the second line of defense and are concerned with evaluating, measuring, and monitoring the various levels of risks to ensure compliance with the controls that have been established to ensure that the Company is meeting the regulatory requirements. These departments submit periodic reports to the Board's committees, including the Audit Committee and the Risk Committee. Internal audit performs the tasks of the third line of defense by providing objective and independent assurances with the aim of adding qualitative value to the Company, protecting its assets, and improving and developing its operations.

In general, it has been reasonably confirmed that the internal control procedures and systems are effective in that these procedures cover the important control aspects that may fundamentally affect the Company's achievement of its objectives.

### 5- The Audit Committee's opinion on the adequacy of internal control

The executive management is responsible for maintaining an effective internal control system in the Company that includes all policies, procedures and processes that have been designed under the supervision of the Board of Directors to achieve the Company's strategic objectives. An integrated internal control system has been designed at the Company as recommended by the regulatory and supervisory authorities. The Company evaluates and monitors the internal control system through the Company's oversight departments and the relevant committees.

Based on the periodic reports presented to the Committee by the Internal Audit, Compliance Department, Anti-Money Laundering and Combating the Financing of Terrorism, and the reports of the External Auditor, and based on the annual confirmations and disclosures obtained from the Executive Management, the Audit Committee believes that the internal control system currently in place is working to a degree acceptable with the need to improve and develop some aspects of the effectiveness of the internal control and governance system for the previous fiscal year. Note that any internal control system, regardless of how sound its design and effectiveness of its application is, cannot provide an absolute assurance.





### Audit Committee’s recommendation regarding the need to appoint an internal auditor in the Company in the event that one does not exist

None

**Audit Committee recommendations which have conflicts with the decisions of the Board of Directors, or which the Board refused to take into account regarding appointing the Company’s auditor, dismissing him, determining his fees, evaluating his performance, or appointing the internal auditor, the justifications for those recommendations, and the reasons for not taking them into account.**

None

## Audit Committee Members

The Audit Committee was formed, and its members were appointed according to the Company’s Ordinary General Assembly decision dated 14/11/1443H (corresponding to 13 June 2022G). Their membership will end with the end of the current term of the Board of Directors on 18/12/1446H (corresponding to 14 June 2025G). The Audit Committee charter was approved by the Company’s General Assembly resolution dated 14 /11/1443H (corresponding to 13 June 2022G)

**and is comprised of the following members:**

Name	Position	Capacity
Nasser Mohammed Nasser Alsadoun	Chairman	Independent
Saad Abdulaziz Mohammed Al-Hoshan	Member	Non-Independent
Abdulrahman Sultan Abdulaziz Al-Sultan	Member	Independent

## Biographies of the Members of the Audit Committee



### Nationality

Saudi

### Age

41 years

### Appointment Date

15/06/2022G

### Academic and Professional Qualifications

- Bachelor's degree in financial accounting, King Saud University, Riyadh, Kingdom of Saudi Arabia, 2001G;
- Master's degree in financial accounting, Monash University, Melbourne, Australia, 2007G; and
- PhD in Philosophy of Accounting, Monash University, Melbourne, Australia, 2011G.

### Current Positions

- Member of the Board of Directors, the Algerian Saudi Investment Company, a closed joint stock company, investment sector, since 2022G.
- Assistant Vice President for Administrative and Financial Affairs, Prince Sultan University, a Saudi private university, since 2021G.
- Company's Audit Committee Chairman, since 2019G.
- Audit Committee Member, Takaful Charity Foundation, a Saudi governmental entity, since 2018G.
- Chairman of the Audit Committee, Abdullah Bin Saedan and Sons Real Estate Company, a closed joint stock company, real estate sector, since 2017G.
- Chairman of the Audit Committee, Education and Training Evaluation Commission, a Saudi governmental entity, since 2017G.
- Member of the Board of Directors, Mulkia Gulf Real Estate REIT, a listed fund, real estate funds sector, since 2017G.
- Member of the Board of Directors, Saudi Authority for Accredited Valuers, a Saudi governmental entity, since 2011G.
- Assistant Professor of Accounting, King Saud University, a public university, since 2001G.

### Key Previous Experience

- Member of the Accounting Standards Board, Saudi Organization for Chartered and Professional Accountants, a Saudi governmental entity, from 2018G to 2022G.
- Audit Committee Member, Tatweer Education Holding Company, a closed joint stock company owned by the Public Investments Fund, education development sector, from 2018G to 2020G.
- Chairman of the Board of Directors, Saudi Accounting Association, a Saudi governmental entity, from 2017G to 2020G.
- Audit Committee Member, King Abdulaziz and his Companions Foundation for Giftedness and Creativity, a Saudi governmental entity, from 2017G to 2020G.
- -Audit Committee Member, General Authority for Small and Medium Enterprises (Monsha'at), a Saudi governmental entity, from 2017G to 2019G.
- -Member of the Board of Directors, Mulkia Saudi Equity and IPO Fund, an open-ended fund, a fund investing in investing in the Saudi capital market and listed securities in the Saudi capital market, from 2015G to 2019G.
- -Chairman of the Audit Committee, Rana Investment Company, a closed joint stock company, investments sector, from 2013G to 2019G.
- -Member of the Auditing Standards Committee, Saudi Organization for Chartered and Professional Accountants, a Saudi governmental entity, from 2012G to 2017G.

**Nasser Mohammed Nasser Alsadoun**  
Audit Committee Chairman



### Nationality

Saudi

### Age

55

### Capacity

Non-Executive

### Date of appointment

13/06/2022G

### Academic and Professional Qualifications

- Commercial Diploma in Accounting, Secondary Commercial Institute, Riyadh, Kingdom of Saudi Arabia, 1988G.

### Current Positions:

- Company Board Member, since 2019G; and
- Member of the Company's Audit Committee, since 2022G.

### Key Previous Experience:

- Consultant, Branch Management, Saudi National Bank, a public joint stock company, banking and financial services sector, from 2021G to 2022G;
- Regional Director, Samba Financial Group (merged with the Saudi National Bank), a public joint stock company, banking and financial services sector, from 2016G to 2020G;
- Regional Manager, Samba Financial Group (merged with the Saudi National Bank), a public joint stock company, banking and financial services sector, from 2013G to 2016G;
- Branch Manager, Samba Financial Group (merged with the Saudi National Bank), a public joint stock company, banking and financial services sector, from 2002G to 2013G;
- Operations Director, Samba Financial Group (merged with the Saudi National Bank), a public joint stock company, banking and financial services sector, from 1998G to 2002G;
- Head Cashier, Samba Financial Group (merged with the Saudi National Bank), a public joint stock company, banking and financial services sector, from 1989G to 1998G; and
- Teller, Samba Financial Group (merged with the Saudi National Bank), a public joint stock company, banking and financial services sector, from 1988G to 1989G.

**Saad Abdulaziz Mohammed Al-Hoshan**  
Board member

**Nationality**

Saudi

**Age**

43 years

**Appointment Date**

15/06/2022G

**Abdulrahman Sultan Abdulaziz Al-Sultan**  
Audit Committee member

**Academic and Professional Qualifications**

- Bachelor's Degree in Pharmacy, King Saud University, Riyadh, Kingdom of Saudi Arabia, 2001G.
- Higher Diploma in Business in Management, Riyadh Chamber of Commerce, Riyadh, Kingdom of Saudi Arabia, 2003G.
- Master's Degree in Media, King Saud University, Riyadh, Kingdom of Saudi Arabia, 2012G.

**Current Positions**

- Company's Audit Committee Member, since 2022G; and
- Director General of General Management and Strategic Communication, Saudi Ministry of Defence, a Saudi governmental ministry, since 2019G.

**Key Previous Experience**

- Director of Consumer Awareness Department, Saudi Food and Drug Authority, a Saudi governmental entity, from 2013G to 2019G.
- Head of Consumer Awareness Department, Saudi Food and Drug Authority, a Saudi governmental entity, from 2009G to 2013G.
- Government Relations Manager, Aljazira Pharmaceutical Industries Company, a closed joint stock company, pharmaceuticals sector, from 2005G to 2009G.
- Registration Manager, Dallah Healthcare Company, a public joint stock company, health care sector, from 2002G to 2005G.

**Audit committee meetings**

Members	First meeting 2/26/2023	Second meet- ing 4/30/2023	Third meeting 7/23/2023	Fourth meeting 10/23/2023	Fifth meeting 12/20/2023	Attendance percentage
Nasser Mohammed Nasser Alsadoun	✓	✓	✓	✓	✓	100%
Saad Abdulaziz Mohammed Al-Hoshan	✓	✓	✓	✓	✓	100%
Abdulrahman Sultan Abdulaziz Al-Sultan	✓	✓	✓	✓	✓	100%

**Nomination and Remuneration Committee****Responsibilities of the Nomination and Remuneration Committee**

The Nominations and Remuneration Committee oversees the nomination of directors and remuneration policy for directors and senior executives

**The duties and responsibilities of the Nominations and Remuneration Committee are primarily as follows:**

lead the  
process of  
nominating and  
evaluating the  
Directors, Senior  
Executives and  
employees of  
the Company.

Ensure the  
effectiveness and  
soundness of the  
Company's Board and  
Executive Management  
structures and the  
relevant internal  
policies and  
procedures

Assist the Board in the  
review and determination  
of the remuneration of  
Directors, members of  
the Committees, Senior  
Executives and employees  
of the Company. The  
responsibilities of  
the Nomination and  
Remuneration Committee  
further include the following:

**01 Nomination**

- Preparing, recommending to the Board, and overseeing policies and criteria in relation to the appointment of Directors and members of the Executive Management (the "Nomination Policy").
- Ensuring that all necessary and appropriate inquiries are made into the backgrounds and qualifications of such candidates before recommending them to the Board for nomination.
- Recommending candidates for nomination (or re-nomination) to the Board in accordance with the applicable law and the Nomination and Remuneration Committee Charter.
- At least annually reviewing, assessing and recommending to the Board the skills, qualifications, and credentials required for membership on the Board and the Executive Management, including setting the timeline required for such membership and the job specifications for executive, non-executive, and independent Directors and members of the Executive Management.
- Verifying on an annual basis the independence of each independent Director in accordance with the applicable law and the absence of any conflicts of interest, in the case a Director also serves as a member of the board of directors of another company.



- Periodically reviewing and making recommendations to the Board concerning the succession plans for Directors and Senior Executives, taking into account the challenges and opportunities facing the Company, as well as the skills and expertise required in the future.
- Evaluating and recommending to the Board potential candidates for Executive Management positions in the Company and, in particular, assisting the Board in selecting, developing, and evaluating potential candidates for the position of Chief Executive Officer.
- Developing and periodically reviewing procedures for filling vacancies on the Board and the Executive Management, and making recommendations to the Board regarding the selection and approval of candidates to fill such vacancies.

## 02 Review and Assessment

- Regularly reviewing the structure, size, composition, strengths and weaknesses of the Board (including the skills, knowledge, and experience) and the Executive Management and making appropriate recommendations to the Board that are compatible with the interests of the Company.
- Developing and overseeing an orientation program for new Directors.
- Developing, recommending and overseeing an annual self-evaluation process for the Directors and certain Senior Executives.

## 03 Remuneration

- Preparing, recommending and overseeing the implementation and disclosure of a policy for the remuneration of Directors, executives of the Company, and members of the Committees (the “Remuneration Policy”), which shall be presented before the General Assembly for approval.
- Preparing an annual report on the remuneration and other payments (in cash or in kind) received by the Directors, Executive Management and members of the Committees, and the basis for the remuneration received with respect to the Remuneration Policy (including a description of any significant departures from the Remuneration Policy) (the “Annual Report on Remuneration”), for presentation before the Board for consideration.
- Regularly reviewing and assessing the effectiveness and appropriateness of the Remuneration Policy and making recommendations to the Board in relation to the same.
- Recommending to the Board the form and amount of remuneration to be granted to the Directors, Senior Executives, and members of the Board committees, in accordance with the approved Remuneration Policy.

- Reviewing and making recommendations to the Board regarding the Company’s incentive plans for Directors and employees, including in relation to adopting, amending, and terminating such plans.
- Preparing and overseeing a career progression framework for the Company’s employees detailing, among other things, the general range of professional ranks and levels, salary scale, benefits and allowances (in cash or in kind) for the relevant professional rank and level.
- Preparing all disclosures required under the policies of the Company and any laws, regulations, or rules to which the Company is subject, including, disclosures relating to the Remuneration Policy and the Annual Report on Remuneration.

## Members of the Nominations and Remuneration Committee

The Nomination and Remuneration Committee was formed, and its members were appointed pursuant to the Board of Directors’ decision dated 17 Thul-Qi’dah 1443H (corresponding to 16 June 2022G). Their membership will end with the end of the current term of the Board of Directors on 18 Thul-Hijjah 1446H (corresponding to 14 June 2025G). The Nomination and Remuneration Committee charter was approved by the Company’s General Assembly resolution dated 14 Thul-Qi’dah 1443H (corresponding to 13 June 2022G). The Nomination and Remuneration Committee is comprised of the following members.

**The Nomination and Remuneration Committee is comprised of the following members.**

Name	Position	Capacity
Samir Mohamed Idris Mahmoud	Committee Head	Non-Independent
Khalid Mohammed Ali Al-Onaizan	Member	Independent
Abdulahman Sultan Abdulaziz Alsultan	Member	Independent

**Nationality**

Saudi

**Age**

59

**Capacity**

Independent

**Date of appointment**

13/06/2022G

**Academic and Professional Qualifications**

- Bachelor's Degree in Statistics, King Saud University, Riyadh, Kingdom of Saudi Arabia, 1985G.

**Current Positions:**

- Company Deputy Chairman of the Board of Directors, Chairman of the Risk and Credit Committee and Member of the Nomination and Remuneration Committee, since 2019G until now.
- Member of the Risk and Compliance Committee, Small and Medium Enterprise Bank, a governmental owned company, affiliated to the National Development Fund, November 2021G - November 2023G.
- Chairman of the Risk Committee, Member of the Remuneration and Nomination Committee, Digital Payments Company for FinTech, since 2023 until now

**Key Previous Experience:**

- Local Corporate Banking General Manager, Samba Financial Group (merged with the Saudi National Bank), a public joint stock company, banking and financial services sector, from 2020G to 2021G;
- Domestic Corporate Banking Risk Director, Samba Financial Group (merged with the Saudi National Bank), a public joint stock company, banking and financial services sector, from 2019G to 2020G;
- Global Consumer Credit Risk Head, Samba Financial Group (merged with the Saudi National Bank), a public joint stock company, banking and financial services sector, from 2008G to 2019G;
- Deputy Chairman and Chairman of the Executive Committee, Saudi Credit Bureau (SIMAH), a closed joint stock company, credit reporting sector, from 2010G to 2017G;
- Collection Head and Anti-Financial Fraud Officer, Samba Financial Group (merged with the Saudi National Bank), a public joint stock company, banking and financial services sector, from 2006G to 2008G;
- Personal Finance - Mortgage and Card Initiation Head, Samba Financial Group (merged with the Saudi National Bank), a public joint stock company, banking and financial services sector, from 2003G to 2006G; and
- Commitment and Policy Manager in Personal Finance, Samba Financial Group (merged with the Saudi National Bank), a public joint stock company, banking and financial services sector, from 2000G to 2003G.

**Khalid Mohammed Ali Al-Onaizan**

Head of the Nomination and Remuneration Committee

**Nationality:**

Saudi

**Age:**

51

**Appointment Date:**

16/06/2022G

**Samir Mohammed Idris Mahmoud**

Nomination and Remuneration Committee member

**Academic and Professional Qualifications:**

- Bachelor's Degree in Science, King Saud University, Riyadh, Kingdom of Saudi Arabia, 1996G

**Current Positions**

- Company's Nomination and Remuneration Committee member, since 2022G.
- General Manager, Samir Mohammed Idris Trading Company Ltd., a Limited Liability Company, Constructions sector, Since 2013G.

**Key Previous Experience**

- None.

**Nationality**

Saudi

**Age**

43 years

**Appointment Date**

15/06/2022G

**Abdulrahman Sultan Abdulaziz Al-Sultan**

Audit Committee member

**Academic and Professional Qualifications**

- Bachelor's Degree in Pharmacy, King Saud University, Riyadh, Kingdom of Saudi Arabia, 2001G.
- Higher Diploma in Business in Management, Riyadh Chamber of Commerce, Riyadh, Kingdom of Saudi Arabia, 2003G.
- Master's Degree in Media, King Saud University, Riyadh, Kingdom of Saudi Arabia, 2012G.

**Current Positions**

- Company's Audit Committee Member, since 2022G; and
- Director General of General Management and Strategic Communication, Saudi Ministry of Defence, a Saudi governmental ministry, since 2019G.

**Key Previous Experience**

- Director of Consumer Awareness Department, Saudi Food and Drug Authority, a Saudi governmental entity, from 2013G to 2019G.
- Head of Consumer Awareness Department, Saudi Food and Drug Authority, a Saudi governmental entity, from 2009G to 2013G.
- Government Relations Manager, Aljazira Pharmaceutical Industries Company, a closed joint stock company, pharmaceuticals sector, from 2005G to 2009G.
- Registration Manager, Dallah Healthcare Company, a public joint stock company, health care sector, from 2002G to 2005G.

Nominations and Remuneration Committee meetings during the fiscal year 2023G

Members	First meeting 1/4/2023	Second meeting 7/3/2023	Third meeting 12/19/2023	Attendance percentage
Khalid Mohammed Ali Al-Onaizan	✓	✓	✓	100%
Samir Mohamed Idris Mahmoud	✓	✓	✓	100%
Abdul Rahman Sultan Abdulaziz Alsultan	✓	✓	✓	100%

Risk and Credit Committee

The Risk and Credit Committee takes the necessary decisions regarding matters subject to its authority and recommends them to the Board of Directors for approval or approval in accordance with the powers, powers and responsibilities assigned to it by the Board of Directors. Include

Responsibilities of the Risk and Credit Committee

- 01
- Supervising the performance of the Company’s risks and credit risks and monitoring operational risks.
- 02
- The committee must establish a risk management function and directly monitor its performance.
- 03
- All changes that occur in credit standards, new product releases, offers, promotions, pricing, regulation, flow process, credit policies and procedures, and deviation policies are reviewed and approved by the Risk and Credit Committee before being approved by the Company.
- 04
- Submit a quarterly report to the Board of Directors that includes details of the performance of the products and the strengths and weaknesses of the portfolio.
- 05
- Maintaining the appropriate balance in the portfolio by introducing and monitoring the implementation of credit limits and customer segments based on the expected risks of each.
- 06
- All committee activities must be automated through systems and information technology to the greatest extent possible.

Members of the Risk and Credit Committee

The Risk and Credit Committee was formed, and its members were appointed pursuant to the Board of Directors’ decision dated 17 Thul- Qi’dah 1443H (corresponding to 16 June 2022G). Their membership will end with the end of the current term of the Board of Directors on 18 Thul-Hijjah 1446H (corresponding to 14 June 2025G)

The Risk and Credit Committee is comprised of the following members:

Name	Position	Capacity
Khalid Mohammed Ali Al-Onaizan	Committee Head	Independent
Fhaid Moazi Fhaid AIOsaimi	Member	Non-Independent
Naif Talal Ibrahim Al-Maiman	Member	Non-Independent
Yazeed Mohammed Ibrahim Ababtain	Member	Independent

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**Khalid Mohammed Ali Al-Onaizan**  
Deputy Chairman

#### Nationality

Saudi

#### Age

59

#### Capacity

Independent

#### Date of appointment

13/06/2022G

#### Academic and Professional Qualifications

- Bachelor's Degree in Statistics, King Saud University, Riyadh, Kingdom of Saudi Arabia, 1985G.

#### Current Positions:

- Company Deputy Chairman of the Board of Directors, Chairman of the Risk and Credit Committee and Member of the Nomination and Remuneration Committee, since 2019G; and
- Member of the Risk and Compliance Committee, Small and Medium Enterprise Bank, a governmental owned company, affiliated to the National Development Fund, since 2021G.

#### Key Previous Experience:

- Local Corporate Banking General Manager, Samba Financial Group (merged with the Saudi National Bank), a public joint stock company, banking and financial services sector, from 2020G to 2021G;
- Domestic Corporate Banking Risk Director, Samba Financial Group (merged with the Saudi National Bank), a public joint stock company, banking and financial services sector, from 2019G to 2020G;
- Global Consumer Credit Risk Head, Samba Financial Group (merged with the Saudi National Bank), a public joint stock company, banking and financial services sector, from 2008G to 2019G;
- Deputy Chairman and Chairman of the Executive Committee, Saudi Credit Bureau (SIMAH), a closed joint stock company, credit reporting sector, from 2010G to 2017G;
- Collection Head and Anti-Financial Fraud Officer, Samba Financial Group (merged with the Saudi National Bank), a public joint stock company, banking and financial services sector, from 2006G to 2008G;
- Personal Finance - Mortgage and Card Initiation Head, Samba Financial Group (merged with the Saudi National Bank), a public joint stock company, banking and financial services sector, from 2003G to 2006G; and
- Commitment and Policy Manager in Personal Finance, Samba Financial Group (merged with the Saudi National Bank), a public joint stock company, banking and financial services sector, from 2000G to 2003G.



**Fhaid Moazi Fhaid ALOsaimi**  
Board member

#### Nationality

Saudi

#### Age

48

#### Capacity

Non-Executive

#### Date of appointment

13/06/2022G

#### Academic and Professional Qualifications

- High School Diploma, Badr Secondary School, Riyadh, Kingdom of Saudi Arabia, 1992G.

#### Current Positions:

- Company Board member, since 2019G.
- Company Risk and Credit Committee Member, since 2016G.

#### Key Previous Experience:

- None.



**Naif Talal Ibrahim Al-Maiman**  
Board member

#### Nationality

Saudi

#### Age

41

#### Capacity

Non-Executive

#### Date of appointment

13/06/2022G

#### Academic and Professional Qualifications

- Bachelor's Degree in Banking and Financial Management, Lebanese American University, Beirut, Republic of Lebanon, 2007G.

#### Current Positions:

- Company Board member and Member of the Risk and Credit Committee, since 2019G;
- Chief Executive Officer, Kingdom Brokerage Company for Insurance, a mixed limited liability company, insurance sector, since 2021G; and
- General Manager, Total Management Company, a limited liability company, various sectors including investments, real estate development, contracting, wholesale and retail trade, management and operation of restaurants and decoration works, since 2010G.

#### Key Previous Experience:

- Relationship Manager, The Saudi British Bank, a public joint stock company, banking and financial services sector, from 2008G to 2013G.

**Nationality:**

Saudi

**Age:**

36 years

**Appointment Date:**

16/06/2022G

**Academic and Professional Qualifications:**

- Bachelor's Degree in Computer Information Technology, Purdue University Northwest, Indiana, United States of America, 2013G.
- Master's Degree in Computer Information Technology, Purdue University Northwest, Indiana, United States of America, 2014G.
- PhD in Philosophy of Computer Information Technology, Purdue University Northwest, Indiana, United States of America, 2018G.

**Current Positions:**

- Company's Risk and Credit Committee member, since 2022G. --Cyber Security and Business Continuity Head, King Faisal Specialist Hospital and Research Centre, a non-profit organization, medical and research sector, since 2020G.

**Key Previous Experience:**

- Networks and Security Director, King Faisal Specialist Hospital and Research Centre, a non-profit organization, medical and research sector, in 2020G.
- Information Security and Disaster Recovery Analyst, King Faisal Specialist Hospital and Research Centre, a non-profit organization, medical and research sector, from 2018G to 2020G.

**Yazeed Mohammed Ibrahim Ababtain**  
Risk and Credit Committee member

## Risk and Credit Committee meetings during the fiscal year 2023

Members	First meeting 2/26/2023	Second meeting 5/8/2023	Third meeting 5/28/2023	Fourth meeting 7/16/2023	Fifth meeting 8/30/2023	Sixth meeting 11/2/2023	Attendance percentage
Khalid Mohammed Ali Al-Onaizan	✓	✓	✓	✓	✓	✓	100%
Fhaid Moazi Fhaid AIOsaimi	✓	✓	✓	✓	✓	✓	100%
Naif Talal Ibrahim Al-Maiman	✓	✓	✓	✓	✓	✓	100%
Yazeed Mohammed Ibrahim Ababtain	✓	✓	✓	✓	✓	✓	100%

## Executive Committee

The Executive Committee shall have the right to exercise all of the authorities delegated to it by the Board and shall supplement the role of the Board within the set limits in the interim period between meetings of the Board. The exercise of such authorities by the Committee shall not prejudice the authority reserved for the Board.

The responsibilities of the Executive Committee further include the following:

**The responsibilities of the Executive Committee further include the following:**

### Review and Assessment

Reviewing and providing recommendations on the following matters where applicable:

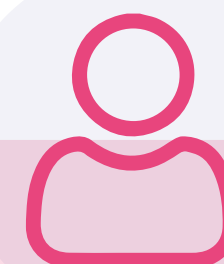
- Annual operating plans, and capital expenditure budgets and any material changes to them;
- Interim and annual declarations and distributions of dividends;
- Changes in the Company's share capital and/or equity;
- Approval of the Company's investor relations website framework and content (through which the Company communicates with its shareholders);
- The Company's investment plans and strategies, including expansion into new business sectors and new geographic areas;
- Any decision to cease to operate all or any material part of the Company's business operations;
- Joint-ventures, acquisitions and divestments in line with long term business, financial and operating plans;
- Financing agreements and related security arrangements; and
- Changes in delegation levels as specified in the Authority Matrix.
- Monitoring and receiving reports on the execution and completion of the Company's major projects and expansions;
- Receiving and discussing reports from management on legal matters and litigation of material concern and providing recommendations on the required actions;
- Receiving informational reports on miscellaneous subjects, including financial and operational reports, and providing recommendations thereon to the Company's management;
- Monitoring the performance of the Company and its individual business units and seeking explanations for any departures or deviations from the approved plans and budget; and
- Receiving reports on all key decisions made by the Company's management, making recommendations as appropriate for action, and assisting the Board in focusing discussions on relevant matters related to those recommendations.



## Executive Committee Members

Name	Position	Membership Status
Abdullah Mohammed Abdulaziz AlRayes	Committee Head	Executive
Abdullah Ahmed Abdullah AlFadda	Member	Independent
Nasser Mohammed Othman AlKasabi	Member	Independent
Waleed Yousef Abdulrazzaq Al-Ghumlas	Member	Non-Independent

## Biographies of the Members of the Executive Committee



### Nationality

Saudi

### Age

58

### Capacity

Executive

### Date of appointment

13/06/2022G

### Academic and Professional Qualifications

- Bachelor's Degree in Economics, King Abdulaziz University, Jeddah, Kingdom of Saudi Arabia, 1987G;
- Bachelor's Degree in Economics, Economic Institute Boulder, Boulder, Colorado State, United States of America, 1989G; and
- Master's Degree in Economics, Ohio University, Athens, Ohio, United States of America, 1993G.

### Current Positions:

- Company Executive Managing Director, since 2022G until now.
- Company Director and Chairman of the Executive Committee, since 2014G;
- Chairman of the Board of Directors, Azaim Alarab Company, a closed joint stock company, food operations sector, since 2017G;
- Chairman of the Board of Directors, Rana Medical Services Company, a closed joint stock company, healthcare sector, since 2016G; and
- Executive Managing Director of the Board of Directors, Rana Investment Company, a closed joint stock company, investments sector, since 2011G.

### Key Previous Experience:

- Deputy Chairman of the Board of Directors, Delma Brokerage Company, an Emarati closed joint stock company, investment banking and brokerage sector, from 2011G to 2016G;
- Vice President of Assets, Rana Investment Company, a closed joint stock company, investments sector, from 1998G to 2008G;
- Economic Analyst, Ministry of Finance, a Saudi governmental ministry, from 1996G to 1997G; and
- Economic Specialist, Ministry of Finance, a Saudi governmental ministry, from 1987G to 1996G.

**Abdullah Mohammed Abdulaziz Alrayes**  
Managing Director



**Nationality:**

Saudi

**Age:**

54 years

**Appointment Date:**

16/06/2022G

**Abdullah Ahmed Abdullah AlFadda**

Executive Committee member

**Academic and Professional Qualifications:**

- Bachelor's Degree in Pharmaceutical Sciences, King Saud University, Riyadh, Kingdom of Saudi Arabia, 1993G.

**Current Positions:**

- Company's Executive Committee member, since 2022G.
- Audit Committee member, Dr. Mohammed Rashed Al-Faqeeh and Partners, a closed joint stock company, owning and operating medical facilities sector, since 2016G.
- Member of the Board of Directors, Dr. Mohammed Rashed Al-Faqeeh and Partners, a closed joint stock company, owning and operating medical facilities sector, since 2016G.

**Key Previous Experience:**

- Consultant, importing and distributing pharmaceutical materials and medical consumables Company, a closed joint stock company, working in the field of importing and distributing pharmaceutical materials and medical consumables, from 1998G until 2003G.
- Pharmacist, Ministry of Health, a Saudi government agency, from 1993G until 1998G..

**Nationality:**

Saudi

**Age:**

44

**Appointment Date:**

16/06/2022G

**Nasser Mohammed Othman AlKasabi**

Executive Committee member

**Academic and Professional Qualifications:**

- Bachelor's Degree in Industrial Engineering, King Abdulaziz University, Jeddah, Kingdom of Saudi Arabia, 2002G; and
- Master's Degree in Business Administration, University of Glasgow, Glasgow, United Kingdom, 2009G.

**Current Positions:**

- Company's Executive Committee member, since 2022G.
- Corporate Strategy Department General Manager, Saudi Fund for Development, a Saudi governmental entity, since 2019G.

**Key Previous Experience:**

- Regional manager for a number of loan portfolios in several countries, Saudi Fund for Development, a Saudi governmental entity, from 2016G to 2018G;
- Project management office manager, Saudi Fund for Development, a Saudi governmental entity, from 2010G to 2015G;
- Industrial Engineer, Saudi Fund for Development, a Saudi governmental entity, from 2005G to 2008G; and
- Industrial Loans Technical Analyst, Saudi Fund for Development, a Saudi governmental entity, from 2003G to 2005G.

**Nationality**

Saudi

**Age**

65

**Capacity**

Non-Executive

**Date of appointment**

13/06/2022G

**Academic and Professional Qualifications**

- Bachelor's degree in city planning, Jacksonville University, Jacksonville, Florida, United States of America, 1985G
- Youth Management Programme, College of Business, Insead University, Paris, France, 2006G

**Current Positions:**

- Member of the board of directors, since 2019G
- Company Executive Managing Director, since 2014G;
- Member of the Board of Directors, Azaim Alarab Company, a closed joint stock company, food operations sector, since 2013G to date
- Founding Partner, Hawa Amman Company for Restaurants, a limited liability company, food operations sector, since 2020G.

**Key Previous Experience:**

- Company Executive Managing Director, from 2019G to 2022G
- Chief Executive Officer of the Company, from 2014G to 2019G;
- Member of the Board of Directors, Jeddah Economic City, a Saudi governmental entity, from 2018G to 2022G
- Member of the Board of Directors, Small and Medium Enterprise Bank, a Government-owned company, affiliated to the National Development Fund from 2020G to 2021G;
- General Director, Nayifat Finance Company, a public joint stock company, financial services sector, from 2010G to 2014G; and
- Sales Manager, Samba Financial Group (merged with the Saudi National Bank), a public joint stock company, banking and financial services sector, from 1990G to 2010G.

## Executive Committee meetings during the fiscal year 2023

Members	First meeting 2/27/2023	Second meeting 5/2/2023	Third meeting 7/24/2023	Fourth meeting 10/26/2023	Fifth meeting 12/11/2023	Sixth meeting 12/12/2023	Attendance percentage
Abdullah Mohammed Abdulaziz AlRayes	✓	✓	✓	✓	✓	✓	100 %
Abdullah Ahmed Abdullah AlFadda	✓	✓	✓	✓	✓	✓	100 %
Nasser Mohammed Othman AlKasabi	✓	✓	✓	✓	✓	✓	100 %
Waleed Yousef Abdulrazzaq Al-Ghumlas	✓	✓	✓	✓	✓	✓	100 %

## Shariah Committee

### Responsibilities of the Shariah Committee

The Shariah Committee oversees the Company's business with respect to the principles of Islamic Shariah. Its responsibilities include the following:

- Holding meeting periodically and whenever needed, at least once every six months;
- Issuing decisions on Shariah issues referred to it in a timely manner and ensuring that the Company's operations are not affected by the difficulty of obtaining a decision from the committee;
- Reviewing the Company's Shariah policies and procedures to ensure they comply with the provisions of Islamic Shariah;
- Ensuring the compliance of the Company's financing products with the provisions and principles of Islamic Shariah, and approving the terms and conditions contained in the product manual, forms, contracts and other legal documents used in the implementation of operations;

- Adopting an orderly procedure for issuing, documenting, approving and maintaining Shariah decisions to ensure the reliability of the decision-making process and protect the committee from any potential unjustified effects;
- Informing the Board and recommending appropriate measures to resolve the situation in the event that it is proven to the committee that the Company has engaged in financing activities that are not in accordance with the provisions of Islamic Shariah;
- Submitting to the Board an annual Shariah report on the Company's business and its compliance with Shariah controls; and
- Informing the Saudi Central Bank of cases in which the Company's business is not addressed in accordance with the provisions and principles of Islamic Shariah, or in which the Company has not taken any corrective measures in this regard.

## Members of the Shariah Committee

The Company entered into an agreement with the "Experts Investment Company" to provide Shariah consulting services, especially with regard to the Company's commitment to the principles of Islamic Shariah. Services include Shariah audit, review of compliance with Shariah provisions, Shariah approval of the Company's financing products and agreements, and other related services. The Shariah Committee appointed by the Experts Investment Company consists of scholars specialized in the fields of Islamic financial transactions and contemporary Islamic economics, and they are:

Name	Position
His Eminence Dr. Abdullah bin Muhammad Al-Omrani	Chairman of the Committee
His Eminence Sheikh Dr. Fahd bin Abdul Rahman Al-Aiban	vice president
His Eminence Sheikh Dr. Abdullah bin Muhammad Al-Dakhil	A member

## Measures taken by the Board of Directors to inform its members, especially non-executives, of the shareholders' proposals and observations regarding the Company and its performance

The Investor Relations Unit was formed, which is the link between the Board of Directors and the shareholders, where many direct meetings were held with them. They participated in several conferences that included individual and group meetings with investors on the local and international levels. Shareholders can also contact the Investor Relations Department by sending an email to:

**investors.relation@morabaha.com.**

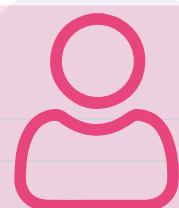
The Company's governance regulations also included the work procedures of the Board of Directors, which gave special attention to hearing and responding to shareholders' proposals and inquiries. Further, the Company provides members with minutes of assembly meetings that include shareholders inquiries.

## Executive Management

"Mrna" includes an elite group of distinguished national Managerial and financial competencies and qualifications.

### Biographies of members of executive management

(Please review the biographies of the Board of Directors members)



**Abdullah Mohammed Abdulaziz Alrayes**  
Managing Director



**Mohammed Saleh Abdullah Al-Noshan**  
Chief Financial Officer

#### Nationality:

Saudi

#### Age:

41 years

#### Appointment Date:

24/03/1444H (corresponding to 20/10/2022G)

#### Academic and professional qualifications:

- Bachelor's degree in Accounting, Qassim University, Qassim, Kingdom of Saudi Arabia, in 2005.
- Master's degree in Islamic banking and finance, Bangor University, Wales, United Kingdom, in 2011.

#### Current positions:

- The Company's CFO, from 2022 to date.
- Supervision Manager of Endowments, General Authority of Endowments, a Saudi government agency, from 2021G to date.

#### Key Previous Experience:

- Director of Licensing, Small and Medium Enterprises Authority (Monsha'at), a Saudi government agency, from 2018G until 2019G.
- Head of off-site inspection - Finance Companies Supervision Department, Central Bank of Saudi Arabia (SAMA), a Saudi government entity, working in the field of banking and financial services, from 2017G until 2018G.
- Team leader - Off-site Supervision Department, Central Bank of Saudi Arabia (SAMA), a Saudi government entity, from 2016G until 2017G.
- Financial Supervisor - Off-Site Control Department, Central Bank of Saudi Arabia (SAMA), a Saudi government entity, working in the field of banking and financial services, from 2015G until 2016G.
- Financial Supervisor of Licensing, Central Bank of Saudi Arabia (SAMA), a Saudi government entity, working in the field of banking and financial services, from 2012G until 2015G.
- Collaborating lecturer, Al Majmaah University, a Saudi government agency, working in the field of education, from 2011G until 2012G.
- Financial Officer, National Company for Industry, a closed joint stock company, working in the field of industry, from 2005G until 2008G.
- Accounting trainee, Mohammed Abdulaziz Al Rajhi Contracting Establishment, a sole proprietorship, working in the field of individual establishments, construction and contracting, in 2005.





**Heba Baddah Al-Shahrani,**  
Head of Compliance and Anti-Money Laundering

**Nationality:**

Saudi

**Age:**

37 years

**Date of hiring:**

• 28/09/1442H (Corresponding to 10/05/2021)

**Academic and professional qualifications:**

- Bachelor's degree in English Literature, Princess Noura bint Abdul Rahman University, Riyadh, Kingdom of Saudi Arabia, in 2008G.
- Certificate in Effective Leadership of Compliance, Henley Business School, Greenland, United Kingdom, in 2014.
- Certified Compliance and Anti-Money Laundering Manager, Henley Business School, Greenland, United Kingdom, in 2016.
- Certified Compliance Specialist, International Academy of Business and Financial Management, Riyadh, Kingdom of Saudi Arabia, in 2018.
- Certified Anti-Money Laundering Expert, Association of Certified Anti-Money Laundering Specialists, Florida, USA, in 2019.

**Current positions:**

- Head of Compliance and Anti-Money Laundering at the company, from 2021 to date.

**Key Previous Experience:**

- Head of Compliance and Anti-Money Laundering, Allianz Saudi Fransi, a public joint stock company, working in the field of insurance services, from 2020G until 2021G.
- Head of Compliance and Anti-Money Laundering, Saudi Finance Company, a closed joint stock company, working in the field of finance, from 2016G until 2020G.
- Senior Director of Compliance and Anti-Money Laundering, Saudi Orax Leasing Company, a closed joint stock company, working in the field of finance, from 2014G until 2016G.



**Taha Abdullah Al-Ibrahim**  
Director of Information Technology

**Nationality:**

Saudi

**Age:**

42 years

**Date of hiring:**

- 26/02/1442H (corresponding to 13/10/2020G).

**Academic and professional qualifications:**

- Master of Business Administration, Cleveland State University, Ohio, USA, in 2014.
- Bachelor's degree in Computer Engineering, King Fahd University of Petroleum and Minerals, Dhahran, Kingdom of Saudi Arabia, in 2005.
- Professional Certificate in Project Management, Arizona Innovative Solutions Group, Arizona, USA, in 2007.

**Key Previous Experience:**

- Information Technology Manager at the company, from 2020 to date.
- Manager of Information Technology Department, Al Jabr Finance Company, a closed joint stock company, working in the field of financial services, from 2015G until 2020G.
- Assistant Manager of Technical Support, Saudi Investment Bank, a public joint stock company, working in the field of banking and financial services, from 2009G until 2011G.



**Sarah Abdullah Al-Yousef,**  
Sales and Marketing Manager

**Nationality:**

- Saudi

**Age:**

- 36 years

**Date of hiring:**

- 05/10/1442 (Corresponding to 17/05/2021)

**Academic and professional qualifications:**

- General secondary school certificate, Al Yamamah Secondary School, Riyadh, Kingdom of Saudi Arabia, in 2004G.

**Key Previous Experience:**

- Sales and Marketing Manager at the company, from 2021 to date.
- Head of Telephone Sales, Riyad Bank, a public joint stock company, working in the field of banking and financial services, from 2019G until 2021G.
- Head of Telephone Sales, The Saudi Investment Bank, a public joint stock company, working in the field of banking and financial services, from 2017G until 2019G.
- Telephone Sales Manager, Saudi Mobile Telecommunications Company, a public joint stock company, working in the field of communications, from 2014G until 2019G.
- Telephone sales supervisor, Saudi Xerox Company, a limited liability company, working in the field of digital services, from 2009G until 2014G.

**Nationality:**

- Saudi

**Age:**

- 47 years

**Date of hiring:**

- 25/10/1434 (Corresponding to 01/09/2013)

**Academic and professional qualifications:**

- Bachelor's degree in Business Administration, King Saud University, Riyadh, Kingdom of Saudi Arabia, in 1999.
- Certified Financial Analyst, Arab Institute of Certified Public Accountants, Dubai, United Arab Emirates, in 2021G.
- International Governance and Compliance Risk Management Certificate, Arab Institute of Certified Public Accountants, Riyadh, Kingdom of Saudi Arabia, in 2021G.
- Diploma in Risk Management, Arab Institute of Accountants and Chartered, Riyadh, Kingdom of Saudi Arabia, in 2021G..

**Key Previous Experience:**

- Member of the company's Risk Committee, from 2019 to 2022.
- Member of the Risk Committee for Finance Companies, a committee subject to the supervision of the Central Bank of Saudi Arabia, a government agency, from 2016G to 2018G.
- Credit Manager, Al Rajhi Bank, a public joint stock company, working in the field of banking and financial services, from 2010G until 2013G.
- Operations Manager and Credit Analyst, Al Rajhi Bank, a public joint stock company, working in the field of banking and financial services, from 1999G until 2010G.

### Faisal Jamil Abdul Salam Al Qadi

#### Chief Risk Officer

**Nationality:**

Saudi

**Age:**

37 years

**Date of hiring:**

- 17/10/1439 (Corresponding to 01/07/2018)

**Academic and professional qualifications:**

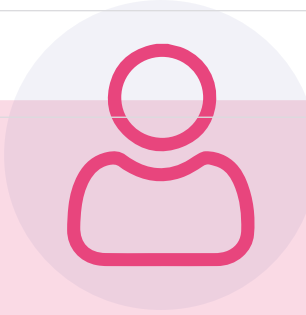
- General secondary school certificate, Al-Shuala Schools, Riyadh, Kingdom of Saudi Arabia, in 2003G.

**Key Previous Experience:**

- Director of Human Resources at the company, from 2018 to date.
- Human Resources Manager, Manazel Contracting Company, a limited liability company, working in the field of contracting, from 2012G until 2018G.
- Head of Human Resources, Murabaha Finance Company, a closed joint stock company, working in the financial field, from 2016G until 2017G.
- Human Resources Specialist, Saudi Limestone Industries Company, a closed joint stock company, working in the field of industry, from 2007G until 2012G.
- Human Resources Officer, Advanced Business Office for Human Resources Development, a sole proprietorship, working in the field of financial and administrative consulting, from 2003G until 2005G.

### Mohammed Abdullah Al-Khulaifi,

#### Human Resources Director

**Nationality:**

Saudi

**Age:**

54 years

**Date of hiring:**

- 11/16/1439 AH (corresponding to 07/29/2018G).

**Academic and professional qualifications:**

- General secondary school certificate, Al-Badr Secondary Schools, Riyadh, Kingdom of Saudi Arabia, in 1991G.

**Key Previous Experience:**

- Manager of Legal Affairs and Collections at the company, from 2018 to date.
- Collections Manager, Bank Al Jazira, a public joint stock company, working in the field of banking and financial services, from 2011G until 2018G.
- Individual Collections Manager, Bank Al Bilad, a public joint stock company, working in the field of banking and financial services, from 2006G until 2011G.
- Deputy Director of Collections, Arab National Bank, a public joint stock company, working in the field of banking and financial services, from 2001G until 2006G.
- Head of the collection team, Samba Financial Group (merged with the National Bank of Saudi Arabia), a public joint stock company, working in the field of banking and financial services, from 1995G until 2000G.

### Yazid Abdul Latif Al-Shuwaier

#### Head of Credit Management

**Nationality:**

- Saudi

**Age:**

- 35 years

**Date of hiring:**

- 17/10/1439 (Corresponding to 01/07/2018)

**Academic and professional qualifications:**

- Bachelor's degree in Accounting, King Saud University, Riyadh, Kingdom of Saudi Arabia, in 2010.
- Credit Consultant Certificate, Financial Academy, Riyadh, Kingdom of Saudi Arabia, in 2017G
- Advanced Corporate Credit Analysis Certificate, Financial Academy, Riyadh, Kingdom of Saudi Arabia, in 2019

**Key Previous Experience:**

- Head of the company's credit department, from 2018 to date.
- Member of the Small and Medium Enterprises Committee for Finance Companies, a committee subject to the supervision of the Central Bank of Saudi Arabia, a government agency, from 2021G to date.
- Head of the Financial Technology and Product Innovation Department, Saudi Contract Registration Company (Sijil), a closed joint stock company, working in the field of contract registration, in 2019.
- Manager of Credit Products, Alinma Bank, a public joint stock company, working in the field of banking and financial services, from 2017G until 2019G.
- Credit Manager, Alinma Bank, a public joint stock company, working in the field of banking and financial services, from 2014G until 2017G.

**Nationality:**

Saudi

**Age:**

33 Years

**Date of hiring:**

• 15/10/1442 (Corresponding to 27/05/2021)

**Academic and professional qualifications:**

- Bachelor's degree in Business Administration, Imam Mohammed bin Saud Islamic University, Riyadh, Kingdom of Saudi Arabia, in 2011G;
- Master of Business Administration, Flinders University, Adelaide, Australia, in 2017.
- Credit Consultant Certificate, Financial Academy, Riyadh, Kingdom of Saudi Arabia, in 2020G.
- Project management professional, Project Management Institute, Riyadh, Kingdom of Saudi Arabia, in 2021G.

**Key Previous Experience:**

- Director of Operations at the company, from 2021 to date.
- Deputy Director of Operations, Kwara Finance Company, a closed joint stock company, working in the field of financial services, from 2020G until 2021G.
- Project Manager, Center for Employment and Entrepreneurial Business Services, Imam Muhammad bin Saud Islamic University, a Saudi government university, from 2020G until 2021G.
- Academic teacher, Imam Mohammed bin Saud Islamic University, a Saudi government university, from 2012G until 2020G.

**Ahmed Mohammed Al Mutawa**  
Director of Operations

**Nationality:**

Saudi

**Age:**

40 years

**Date of hiring:**

• 09/07/1437 AH (corresponding to 06/12/2016G).

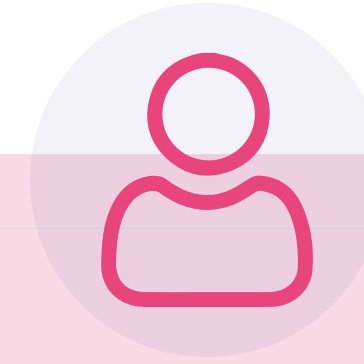
**Academic and professional qualifications:**

- General secondary school certificate, Dar Al-Ma'rifa School, Riyadh, Kingdom of Saudi Arabia, in 1999.

**Key Previous Experience:**

- Sales and Marketing Manager at the company, from 2021 to date.
- The company's designated Customer Service Manager, from 2016G until 2021G; And
- Customer Service and Sales Officer, Nayifat Finance Company, a public joint stock company, working in the field of financial services, from 2013G until 2016G.

**Hoda Ibrahim Bin Jumaa**  
Customer Care Manager

**Nationality:**

• Saudi

**Age:**

• 45 years

**Date of hiring:**

• 18/10/2022G.

**Academic and professional qualifications:**

- Bachelor's degree in Computer Engineering, King Fahd University of Petroleum and Minerals, Dhahran, Kingdom of Saudi Arabia, in 2003.
- Master's in Internet Science, University of Technology, Sydney, Australia, in 2010.

**Current positions:**

- Manager of Cybersecurity for the company, since 2022G.

**Key Previous Experience:**

- Director of Cybersecurity, Al Tayseer Arabia Company, a closed joint stock company, working in the field of finance, from 2020G until 2022G.
- Information Security Supervisor, Kafaat Business Solutions Company, a limited liability company, working in the field of management consulting services, from May 2019 until December 2019.
- Senior Security Manager for Sarea System and System Administrator, National Bank of Bahrain, a limited company with Gulf capital, working in the field of banking and financial services, from 2012G until 2019G.
- Software support engineer, quality controller and quality assurance, Bel Saudi Company, a foreign limited liability company, working in the field of information technology, from 2011G until 2012G.
- Information Security Specialist, Emirates NBD Bank, a joint stock company with Gulf capital, working in the field of banking and financial services, from 2005G until 2008G.
- Computer Engineering Lecturer, Riyadh College of Technology, a Saudi government university, from 2004 to 2005.
- Trainee, Cooperative Training Program, King Fahd University of Petroleum and Minerals, a Saudi government university, from 2002 to 2003.

**Muhammad Ali Al-Salman**  
Director of Cyber Security

## Methods adopted by the Board of Directors for assessment of its performance and the performance of its committees and members, and the external party that carried out the assessment and its relationship with the Company.

The Board evaluates the overall performance of the Board and the Company's committees through a questionnaire submitted to the Nominations and Remuneration Committee. The Company will appoint an external party to carry out assessment tasks in the future whenever the need arises.



# Remuneration for members of the Board of Directors, Committees, and Executive Management

## Standards and principles of remuneration for members of the Board of Directors and committees

Based on the stipulation of Article (90) of the Corporate Governance Regulations, the Company's Board of Directors is committed to the following:

- 01 The remuneration must be fair and proportionate to the member's skills and specializations and the work and responsibilities that he performs. It may vary from one member to another based on the member's experience, tasks assigned to him by the Board, the number of sessions he attends, and any other considerations that are in the interest of the Company.
- 02 The remuneration may be a specific amount, an attendance allowance for sessions, or in-kind benefits. Two or more of these benefits may be combined
- 03 The remuneration must be consistent with the Company's strategy and objectives.
- 04 The remuneration should be provided for the purpose of urging Board members to make the Company successful and develop it in the long term, such as linking the variable part of the remuneration to long-term performance.
- 05 The remuneration must be consistent with the size, nature of work and profitability of the Company, taking into account the level of risks surrounding the Company.
- 06 The practices of other companies shall be considered in determining remuneration, while avoiding what may result in an unjustified increase in remuneration and compensation.
- 07 The remuneration must aim to attract professional competencies and maintain their motivation, without exaggerating the amount of the remuneration.
- 08 The remuneration for independent Board members should not be a percentage of the profits achieved by the Company or be based directly or indirectly on the Company's profitability.
- 09 The remuneration is due to a member of the Board of Directors or a member of the committee at the end of each fiscal year.
- 10 A member of the Board of Directors may be granted a remuneration in exchange for his membership in the Audit Committee, or in exchange for any work or additional executive, technical, administrative, or advisory positions assigned to him by the Company, in addition to the remuneration he receives in his capacity as a member of the Board of Directors and any other committees.
- 11 The remuneration is calculated until the date of membership expiration, and if it is decided to terminate the member's directorship due to his failure to attend three consecutive meetings without a legitimate excuse or for emergency reasons, the member's remuneration is calculated based on the last meeting the member attended before terminating his membership

## Remuneration and allowances for members of the Board of Directors:

01 Remuneration of Directors: Remuneration is paid to executive and non-executive members of the Board of Directors according to the following:

150,000

Saudi riyals for the Chairman of the Board of Directors

140,000

Saudi riyals for Vice Chairman of the Board of Directors

120,000

Saudi riyals for the remaining members of the Board of Directors.

02 Allowances: A member of the Board of Directors is paid a meeting attendance allowance of (3000) riyals for each meeting.

03 Other benefits

A- Medical insurance for members of the Board of Directors and their families according to the company's medical insurance policy.

04 The remuneration will be cut off for any member of the Board of Directors who is absent from more than 50% of Board of Directors meetings annually.

05 In the event that a member resigns or is appointed during the fiscal year, the amount of the remuneration is calculated in proportion to the period of his work on the Council.

## Remuneration for members of Board committees

An attendance fee for meetings in the amount of (2,000) Saudi riyals will be paid for attendance of a committee member to each meeting.

The remuneration will be withheld from any member of the subcommittees who is absent for more than 50% of the committee meetings per year.

In the event of a member resigning or being appointed during the fiscal year, the amount of the remuneration is calculated in proportion to his period of work on the committee.

## Remuneration of Company management

An annual remuneration is paid to the Company's management based on criteria linked to achieving performance indicators, annual evaluation results, and the results of achieving goals.

## Relationship between the Remuneration granted and the applicable Remuneration policy

The remuneration granted are consistent with the approved remuneration policies, and the principles and standards related to calculating and entitlement to remuneration have been taken into account.

## Remuneration of Board members

	Fixed Remuneration							Variable Remuneration						Indemnity	Grand Total	Expense allowance
member name	Fixed amount	Allowance for attending Board meetings	Total remuneration and allowance for attending committee sessions	Benefits	A statement of what BORO members received in their capacity as workers or administrators or what they received in exchange for technical or administrative work or consultations.	Remuneration of the Chairman, Managing Director, or Secretary, if he is a member	Total	percentage of profits	Periodic bonuses	Short-term incentive plans (offering bonus)	Long-term incentive plans	Value of shares granted	Total			
First: Independent Members																
Khalid Al-Onaizan	140,000	33,000	18,000	0	0	0	191,000	0	0	292,719	0	0	292,719	0	483,719	0
Second: Non-Executive Members																
Abdullah Alrayes	120,000	33,000	12,000	0	0	0	165,000	0	0	292,719	0	0	292,719	0	457,719	0
Third: Executive Members																
Waleed Al-Ghumlas	120,000	33,000	12,000	0	1,000,000	1,927,800	3,092,800	0	0	1,667,829	0	0	1,667,829	0	4,760,629	17,010
Abdulrahman Al-Ghumlas	150,000	36,000	0	0	0	0	186,000	0	0	292,719	0	0	292,719	0	478,719	0
Saad Al-Hosha	120,000	36,000	10,000	0	0	0	166,000	0	0	292,719	0	0	292,719	0	458,719	0

	Fixed Remuneration						Variable Remuneration									
member name	Fixed amount	Allowance for attending Board meetings	Total remuneration and allowance for attending committee sessions	Benefits	A statement of what BORD members received in their capacity as workers or administrators, or what they received in exchange for technical or administrative work or consultations	Remuneration of the Chairman, Managing Director, or Secretary, if he is a member	Total	percentage of profits	Periodic bonuses	Short-term incentive plans (offering bonus	Long-term incentive plans	Value of shares granted	Total	Indemnity	Grand Total	Expense allowance
Third: Executive Members																
Total	1,010,000	279,000	76000	0	1000000	1927800	4,292,800	0	0	3,716,862	0	0	3,716,862	0	8,009,662	17,010
	150,000	36,000	12,000	0	0	0	168,000	0	0	292,719	0	0	292,719	0	460,719	0
	120,000	36,000	0	0	0	0	156,000	0	0	292,719	0	0	292,719	0	448,719	0
	120,000	36,000	12,000	0	0	0	168,000	0	0	292,719	0	0	292,719	0	460,719	0
	150,000	36,000	12,000	0	0	0	168,000	0	0	292,719	0	0	292,719	0	460,719	0
	120,000	36,000	0	0	0	0	156,000	0	0	292,719	0	0	292,719	0	448,719	0
	120,000	36,000	12,000	0	0	0	168,000	0	0	292,719	0	0	292,719	0	460,719	0
	150,000	36,000	12,000	0	0	0	168,000	0	0	292,719	0	0	292,719	0	460,719	0
	120,000	36,000	0	0	0	0	156,000	0	0	292,719	0	0	292,719	0	448,719	0
	120,000	36,000	12,000	0	0	0	168,000	0	0	292,719	0	0	292,719	0	460,719	0
	150,000	36,000	12,000	0	0	0	168,000	0	0	292,719	0	0	292,719	0	460,719	0
	120,000	36,000	0	0	0	0	156,000	0	0	292,719	0	0	292,719	0	448,719	0
	120,000	36,000	12,000	0	0	0	168,000	0	0	292,719	0	0	292,719	0	460,719	0
	150,000	36,000	12,000	0	0	0	168,000	0	0	292,719	0	0	292,719	0	460,719	0
	120,000	36,000	0	0	0	0	156,000	0	0	292,719	0	0	292,719	0	448,719	0
	120,000	36,000	12,000	0	0	0	168,000	0	0	292,719	0	0	292,719	0	460,719	0
	150,000	36,000	12,000	0	0	0	168,000	0	0	292,719	0	0	292,719	0	460,719	0
	120,000	36,000	0	0	0	0	156,000	0	0	292,719	0	0	292,719	0	448,719	0
	120,000	36,000	12,000	0	0	0	168,000	0	0	292,719	0	0	292,719	0	460,719	0
	150,000	36,000	12,000	0	0	0	168,000	0	0	292,719	0	0	292,719	0	460,719	0
	120,000	36,000	0	0	0	0	156,000	0	0	292,719	0	0	292,719	0	448,719	0
	120,000	36,000	12,000	0	0	0	168,000	0	0	292,719	0	0	292,719	0	460,719	0
	150,000	36,000	12,000	0	0	0	168,000	0	0	292,719	0	0	292,719	0	460,719	0
	120,000	36,000	0	0	0	0	156,000	0	0	292,719	0	0	292,719	0	448,719	0
	120,000	36,000	12,000	0	0	0	168,000	0	0	292,719	0	0	292,719	0	460,719	0
	150,000	36,000	12,000	0	0	0	168,000	0	0	292,719	0	0	292,719	0	460,719	0
	120,000	36,000	0	0	0	0	156,000	0	0	292,719	0	0	292,719	0	448,719	0
	120,000	36,000	12,000	0	0	0	168,000	0	0	292,719	0	0	292,719	0	460,719	0
	150,000	36,000	12,000	0	0	0	168,000	0	0	292,719	0	0	292,719	0	460,719	0
	120,000	36,000	0	0	0	0	156,000	0	0	292,719	0	0	292,719	0	448,719	0
	120,000	36,000	12,000	0	0	0	168,000	0	0	292,719	0	0	292,719	0	460,719	0
	150,000	36,000	12,000	0	0	0	168,000	0	0	292,719	0	0	292,719	0	460,719	0
	120,000	36,000	0	0	0	0	156,000	0	0	292,719	0	0	292,719	0	448,719	0
	120,000	36,000	12,000	0	0	0	168,000	0	0	292,719	0	0	292,719	0	460,719	0
	150,000	36,000	12,000	0	0	0	168,000	0	0	292,719	0	0	292,719	0	460,719	0
	120,000	36,000	0	0	0	0	156,000	0	0	292,719	0	0	292,719	0	448,719	0
	120,000	36,000	12,000	0	0	0	168,000	0	0	292,719	0	0	292,719	0	460,719	0
	150,000	36,000	12,000	0	0	0	168,000	0	0	292,719	0	0	292,719	0	460,719	0
	120,000	36,000	0	0	0	0	156,000	0	0	292,719	0	0	292,719	0	448,719	0
	120,000	36,000	12,000	0	0	0	168,000	0	0	292,719	0	0	292,719	0	460,719	0
	150,000	36,000	12,000	0	0	0	168,000	0	0	292,719	0	0	292,719	0	460,719	0
	120,000	36,000	0	0	0	0	156,000	0	0	292,719	0	0	292,719	0	448,719	0
	120,000	36,000	12,000	0	0	0	168,000	0	0	292,719	0	0	292,719	0	460,719	0
	150,000	36,000	12,000	0	0	0	168,000	0	0	292,719	0	0	292,719	0	460,719	0
	120,000	36,000	0	0	0	0	156,000	0	0	292,719	0	0	292,719	0	448,719	0
	120,000	36,000	12,000	0	0	0	168,000	0	0	292,719	0	0	292,719	0	460,719	0
	150,000	36,000	12,000	0	0	0	168,000	0	0	292,719	0	0	292,719	0	460,719	0
	120,000	36,000	0	0	0	0	156,000	0	0	292,719	0	0	292,719	0	448,719	0
	120,000	36,000	12,000	0	0	0	168,000	0	0	292,719	0	0	292,719	0	460,719	0
	150,000	36,000	12,000	0	0	0	168,000	0	0	292,719	0	0	292,719	0	460,719	0
	120,000	36,000	0	0	0	0	156,000	0	0	292,719	0	0	292,719	0	448,719	0
	120,000	36,000	12,000	0	0	0	168,000	0	0	292,719	0	0	292,719	0	460,719	0
	150,000	36,000	12,000	0	0	0	168,000	0	0	292,719	0	0	292,719	0	460,719	0
	120,000	36,000	0	0	0	0	156,000	0	0	292,719	0	0	292,719	0	448,719	0
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	150,000	36,000	12,000	0	0	0	168,000	0	0	292,719	0	0	292,719	0	460,719	0
	120,000	36,000	0	0	0	0	156,000	0	0	292,719	0	0	292,719	0	448,719	0
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	150,000	36,000	12,000	0	0	0	168,000	0	0	292,719	0	0	292,719	0	460,719	0
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	120,000	36,000	12,000	0	0	0	168,000	0	0	292,719	0	0	292,719	0	460,719	0
	150,000	36,000	12,000	0	0	0	168,000	0	0	292,719	0	0	292,719	0	460,719	0
	120,000	36,000	0	0	0	0	156,000	0	0	292,719	0	0	292,719	0	448,719	0
	120,000	36,000	12,000	0	0	0	168,000	0	0	292,719	0	0	292,719	0	460,719	0
	150,000	36,000	12,000	0	0	0	168,000	0	0	292,719	0	0	292,719	0	460,719	0
	120,000	36,000	0	0	0	0	156,000	0	0	292,719	0	0	292,719	0	448,719	0
	120,000	36,000	12,000	0	0	0	168,000	0	0	292,719	0	0	292,719	0	460,719	0
	150,000	36,000	12,000	0	0	0	168,000	0	0	292,719	0	0	292,719	0	460,719	0
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	150,000	36,000	12,000	0	0	0	168,000	0	0	292,719	0	0	292,719	0	460,719	0
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	150,000	36,000	12,000	0	0	0	168,000	0	0	292,719	0	0	292,719	0	460,719	0
	120,000	36,000	0	0	0	0	156,000	0	0	292,719	0	0	292,719	0	448,719	0
	120,000	36,000	12,000	0	0	0	168,000	0	0	292,719	0	0	292,719	0	460,719	0
	15															

A statement of the amounts received by members of the Board of Directors in their capacity as employees or managers, or the amounts they received in exchange for technical, administrative or consulting work: The remuneration of the former Executive Managing Director has been consolidated in the statement of remuneration for senior executives.

## A statement of the amounts received by members of the Board of Directors

	Fixed remuneration				Variable remuneration						End of service bonus paid	Total executive remuneration for the Board, if any	Grand total
	Salaries	Allowances	Benefits	Total	Periodic bonuses	Offer bonus	earnings	Long-term incentive plans	Granted shares	Total			
Bonuses and compensation granted to the top five executives, including the CEO and CFO	3,795,336	704,642	0	4,499,978	1,000,000	2,238,300	0	0	0	3,238,300	0	34,000	7,772,278

## Statement of remuneration for senior executives

	Fixed Remuneration except for attendance allowance	Attending allowance	Total
<b>Audit Committee Members</b>			
Nasser Alsadoun	0	30,000	30,000
Saad Al-Hoshan	0	10,000	10,000
Abdulrahman Al-Sultan	0	10,000	10,000
<b>Nomination and Remuneration Committee Members</b>			
Khalid Al-Onaizan	0	6,000	6,000
Abdularahman Alsultan	0	6,000	6,000
Samir Idris	0	6,000	6,000
<b>Risk and Credit Committee Members</b>			
Khalid Al-Onaizan	0	12,000	12,000
Naif Al-Maiman	0	12,000	12,000
Yazeed Ababtain	0	12,000	12,000
Fhaid AlOsaimi	0	12,000	12,000
<b>Executive Committee Members</b>			
Abdullah AlRayes	0	12,000	12,000

	Fixed Remuneration except for attendance allowance	Attending allowance	Total
Waleed Al-Ghumlas	0	12,000	12,000
Nasser AlKasabi	0	12,000	12,000
<b>Shariah Committee Members</b>			
Contracted (Experts Investment Company) His Eminence Dr. Abdullah bin Mohammad Al-Om-rani, Head of the Committee His Eminence Sheikh Dr. Fahd bin Abdul Rahman Al-Aiban, Deputy Head His Eminence Sheikh Dr. Abdullah bin Muhammad Al-Dakhil , Member	SAR 171,020 (For Shariah Audit)	SAR 1850 (per hour if a legal advice is requested)	171,020

## General Assembly of Shareholders

Based on its awareness of the importance of effective communication with shareholders, Mrna is committed to making constructive use of the annual general assembly meeting by having the Board of Directors, its chairman, and members, meet with shareholders to hear their opinions and answer their inquiries. Therefore, we are keen to encourage shareholders in advance to participate in the annual general assembly meeting by attending and voting, whether on their own behalf or by proxy. The Company also seeks to maximize shareholders' ability to participate in the General Assembly meeting through:

# 01

Appropriate arrangements for the General Assembly to motivate a larger number of shareholders to participate, including specifying the appropriate place and time.



**02** Making Board members, Board committees Chairmen, executive management, and auditors available to shareholders in the General Assembly.

**03** Providing shareholders with a reasonable opportunity while attending the General Assembly meeting to raise inquiries regarding agenda items, including asking questions to the external auditor regarding the conduct of the audit process and the preparation and content of the auditor's report.

**04** The Company may call for a general assembly of shareholders using contemporary technology methods.

**05** The Company invites the General Assembly of shareholders to vote electronically on the work agenda items through the Tadawulati services portal.

**06** Shareholders are motivated to participate in the General Assembly or appoint their agents to attend and vote at the meetings in their favor and on their behalf in the event that they are unable to attend the meetings.

Following is a list of the names of Directors who attended the ordinary and extraordinary General Assembly meetings of shareholders:

Name	General Assembly meeting	
	Ordinary on 30/3/2023	Extraordinary on 27/8/2023
Abdulrahman Mohammed Abdulrahman Al-Ghumlas		✓
Khalid Mohammed Ali Al-Onaizan	✓	✓
Waleed Yousef Abdulrazzaq Al-Ghumlas	✓	✓
Abdullah Mohammed Abdulaziz Alrayes		✓

Name	General Assembly meeting	
	Ordinary on 30/3/2023	Extraordinary on 27/8/2023
Ibrahim Abdullah Issa Al-Ghumlas		✓
Fhaid Moazi Fhaid AlOsaimi		✓
Naif Talal Ibrahim Al-Maiman	✓	✓
Saad Abdulaziz Mohammed Al-Hoshan	✓	✓

## Dividends Policy

Pursuant to Article (110) of the Companies Law, each Shareholder is entitled to the rights attached to the Shares, including in particular:

The right to receive a portion of the dividends declared. The declaration and distribution of any dividends will be recommended by the Board of Directors before being approved by the Shareholders at a General Assembly meeting. The Company is under no obligation to declare dividends, and any decision to do so will depend on, amongst other things, the Company's historic and anticipated earnings and cash flows, financing and capital requirements, market and general economic conditions, and the Company's Zakat position, as well as legal and regulatory considerations. Dividend distribution is subject to restrictions set out in the Company's financing agreement entered into with financiers. Dividends distribution will also depend on the limitations contained in the Company's Bylaws and Article 26 of the Implementing Regulation of the Finance Companies Control Law, which obliges the Company as follows:

**01** the distribution shall not cause capital adequacy, or liquidity to drop below required levels;

**02** the distributions of the fiscal year may not exceed the actual net profit for the previous fiscal year;

## 03

and any other conditions set by the Saudi Central Bank, in addition to obtaining the non-objection from the Saudi Central Bank before distribution of dividends or any kind of distribution or any announcement or intention.

The Company's annual net profits shall be distributed in Saudi riyals after deducting all general expenses and other costs as follows:

- A.** ten per cent. **(10%)** of the annual net profits shall be set aside to form the Company's statutory reserve. Such provisioning may be discontinued by the Ordinary General Assembly when such statutory reserve totals thirty per cent. **(30%)** of the Company's paid-up capital;
- B.** The Ordinary General Assembly may, upon the request of the Board of Directors, set aside five per cent. **(5%)** of the net profits to form a voluntary reserve to be allocated to support the financial position of the Company;
- C.** The Ordinary General Assembly may resolve to form other reserves to the extent that they serve the Company's interests, or to ensure the distribution of fixed dividends - as far as possible - to the Shareholders;
- D.** The remaining shall be distributed to the Shareholders at a percentage of not less than five per cent. **(5%)** of the Company's paid-up capital;
- E.** Ten per cent. **(10%)** of the remaining shall be allocated to the remuneration of the Board of Directors, provided that the entitlement to this remuneration is proportional to the number of meetings attended by the member; and
- F.** The remaining profits shall be distributed to the Shareholders as a share in the profits or transferred to the retained earnings account.

The Company may distribute interim dividends quarterly or semi-annually. Also, the Ordinary General Assembly may authorize the Board of Directors to distribute interim dividends by written resolution renewed annually in accordance with the rules established by the competent authority.

No dividends were distributed in the financial years ended 31 December **2019G**, **2020G** and **2021G**, and the six-month period ended 30 June **2022G**.

Following is a statement of the percentages of profits distributed to shareholders during the fiscal year **2023**, in addition to the percentage of profits proposed to be distributed after the end of the fiscal year **2023G**, and the total of these profits (in SAR)

Capital	Number of shares	Percentages of profits distributed during the fiscal year 2023G			Dividends proposed to be distributed after the end of the fiscal year 2023	Total distributed and proposed profits
		distribution date	Percentage	Total		
714,285,720	71,428,572	06/09/2023	5.3%	37,049,810	-	37,049,810

### Company requests for shareholder register

Request Number	Date	Request reason
1	02/07/2023	Corporate procedures
2	02/07/2023	Corporate procedures
3	27/08/2023	General Assembly
4	13/08/2023	Profits file
5	23/10/2023	Corporate procedures
6	20/12/2023	Corporate procedures

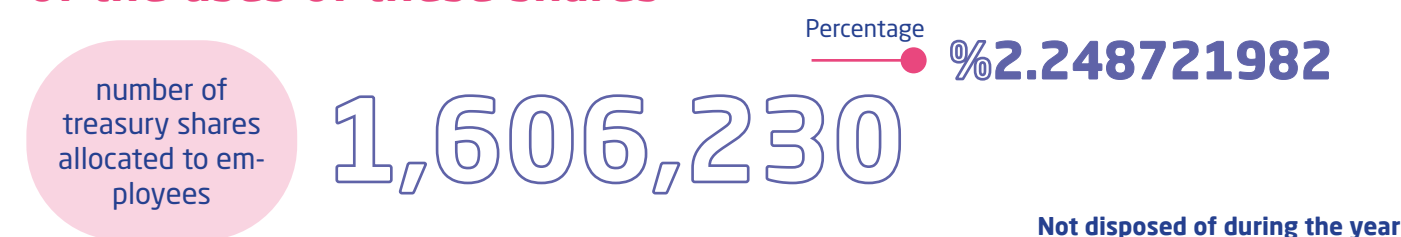
## Company announcements on Tadawul Website

Date	Announcement content
13/7/2023	Morabaha Marina Financing Company announces the strategic partnership with Hunger Station Company Limited to market Mrna's financing products.
20/7/2023	Morabaha Marina Financing Company announces the Board of Directors' recommendation to distribute cash dividends to shareholders for the fiscal year 2022G.
31/7/2023	Morabaha Marina Financing Company announces the interim financial results for the period ending on 30-6-2023 (six months).
6/8/2023	Morabaha Marina Financing Company announces the invitation to its shareholders to attend the extraordinary general assembly meeting (first meeting).
10/8/2023	Correction announcement from Morabaha Marina Financing Company regarding its announcement of the financial results for the period ending on 30-6-2023 (six months).
28/8/2023	Morabaha Marina Financing Company announces the results of the extraordinary general assembly meeting (first meeting).
28/8/2023	A follow-up announcement from the Morabaha Marina Financing Company regarding the announcement of the distribution of cash dividends to shareholders for the financial year ending on December 31, 2022G.
7/9/2023	Morabaha Marina Financing Company announces the latest developments its announcement of a strategic partnership with Hunger Station Company Limited to market the Company's financing products.
30/10/2023	Morabaha Marina Financing Company announces the interim financial results for the period ending on 30-9-2023 (nine months).
14/12/2023	Morabaha Marina Financing Company announcement regarding the license amendment.
20/12/2023	Morabaha Marina Financing Company announces the acceptance of the Executive Managing Director's request by the Board of Directors.

## A statement of the names, number of shares, and ownership percentages of the Substantial shareholders in the Company

Shareholder name	Nationality	Number of shares at the beginning of 2023G (before the offering)	Ownership percentage at the beginning of 2023G (before the offering)	Number of shares at the end of 2023G (after the offering)	Ownership percentage at the end of 2023G (after the offering)
Talal Ibrahim Ali Al-Maiman	Saudi	5,223,943	10.45%	5,550,000	7.77%
Abdulrahman Mohammed Abdulrahman Al-Ghumlas	Saudi	5,231,809	10.46	5,321,628	7.45%
Sultan Moazi Fhaid AlOsaimi	Saudi	4,739,870	9.48%	4,739,870	6.63%
Mohammed Othman Al-Abdellah Al-Kasabi	Saudi	2,581,786	5.16%	2,581,786	3.61%

## Details of treasury shares held by the Company and details of the uses of these shares



## Details of shares and debt instruments issued for each subsidiary

Name of Subsidiary	Country of Incorporation	Direct Stake (%)	Indirect Stake (%)	Remaining Ownership Stake
Digital Payments Company for Financial Technology	Kingdom of Saudi Arabia	80%	-	Other Investors



## Interests in the Company's shares and debt instruments for Board members and senior executives

**01** A description of any interest in the Company's shares or debt instruments belonging to members of the Board of Directors and their relatives in the Company's shares or debt instruments or any of its subsidiaries, and the changes thereto during the year 2023 G.

None

**02** A statement of any interest of senior executives or their relatives in the shares or debt instruments of the Company or any of its subsidiaries during the year 2023G.

None

## Businesses or contracts to which the Company is a party with related parties

Related party	Nature of the work or contract	Contract amount	Duration of the contract	Remaining Amount	Name of member/senior executives or related person
Safwa Perfumes Trading Company (one person company)	Kafalah 95% program	4,000,000	36	447,368	Member of the Board of Directors, Mr. Saad bin Abdulaziz Al-Hoshan, has an interest in it
Mohammed bin Abdulaziz Al-Hoshan	A guarantor because the amount is higher than 100,000	580,000	36	351,878	Member of the Board of Directors, Mr. Saad bin Abdulaziz Al-Hoshan, has an interest in it
Gulf Horizons Contracting Est	real estate 189% guarantee	275,000	36	265,833	Chairman of the Board of Directors, Mr. Abdul Rahman bin Mohammed Al-Ghamlas, has an interest in it

Related party	Nature of the work or contract	Contract amount	Duration of the contract	Remaining Amount	Name of member/senior executives or related person
Gulf Horizons Contracting Est	Mortgage 189%	829,000	36	801,367	Chairman of the Board of Directors, Mr. Abdul Rahman bin Mohammed Al-Ghamlas, has an interest in it
Gulf Horizons Contracting Est	Mortgage 189%	350,000	36	338,333	Chairman of the Board of Directors, Mr. Abdul Rahman bin Mohammed Al-Ghamlas, has an interest in it
Gulf Horizons Contracting Est	Mortgage 189%	186,000	36	179,800	Chairman of the Board of Directors, Mr. Abdul Rahman bin Mohammed Al-Ghamlas, has an interest in it

## Description of any transaction between the Company and a related party

None

## Penalties and fines imposed on the Company

Subject of the violation	Fiscal year 2022G		Fiscal year 2023G	
	Number of executive decisions	Total amount of financial fines in SAR	Number of executive decisions	Total amount of financial fines in SAR
Violating the Central Bank's supervisory and regulatory instructions	1	(Warning)	-	-
Violating Central Bank instructions regarding customer protection	-	-	-	-
Violating the instructions of the Central Bank regarding exercising due diligence in combating money laundering and terrorist financing	1	137.500	-	-

Details of the movement of loans from internal banks as of December 31, 2023

Bank name	Opening balance 2023G				Ending balance 2023G					
	Credit limit	Principal amount of the loan	Accrued interest	Total opening balance	Additions during 2022	Repayments during 2022	Principal amount of the loan	Accrued interest	Ending balance	Loan period
Albilad	300,000,000	237,217,251	26,859,845	264,077,096	50,000,000	120,253,327	184,197,434	19,728,931	203,926,365	Year 4
Riyad	117,000,000	36,527,778	1,857,675	38,385,453	75,000,000	46,907,215	64,444,444	1,741,298	66,185,743	Year 3
Alinma	100,000,000	96,875,000	17,951,757	114,826,757	-	32,595,311	71,875,000	10,108,316	81,983,316	Year 4
Al Rajhi	75,000,000	35,404,393	3,412,880	38,817,272	28,741,791	28,768,008	37,929,250	5,353,566	43,282,816	Year 4
Social Development Bank	220,000,000	118,055,562	3,600,000	121,655,562	-	52,866,660	66,388,902	2,400,000	68,788,902	Year 4
Secured Financing Initiative	290,000,000	104,386,822	-	104,386,822	-	84,304,309	20,082,513	-	20,082,513	Year 3

A statement of the value of any investments or reserves established for the benefit of the Company’s employees.

Number of shares allocated to employees	Percentage
1,606,230	2.248721982%

Information related to any business competing with the Company or any of its branches, which is or was conducted by any member of the Board of Directors. The statement shall include the names of those involved in the competing business, and the nature and conditions of this business.

None

Qualifications in the auditor’s report on the annual financial statements and their reasons.

None

The Board of Directors’ recommendation to change the auditor before the period for which he was appointed and the reasons therefor.

None

A description of any interest in the voting class of shares belonging to persons (other than members of the Company’s Board of Directors, senior executives and their relatives) who have informed the Company of such rights under Article Eighty-Five of the Rules on the Offer of Securities and Continuing Obligations, and any change in such rights during the last financial year.

None

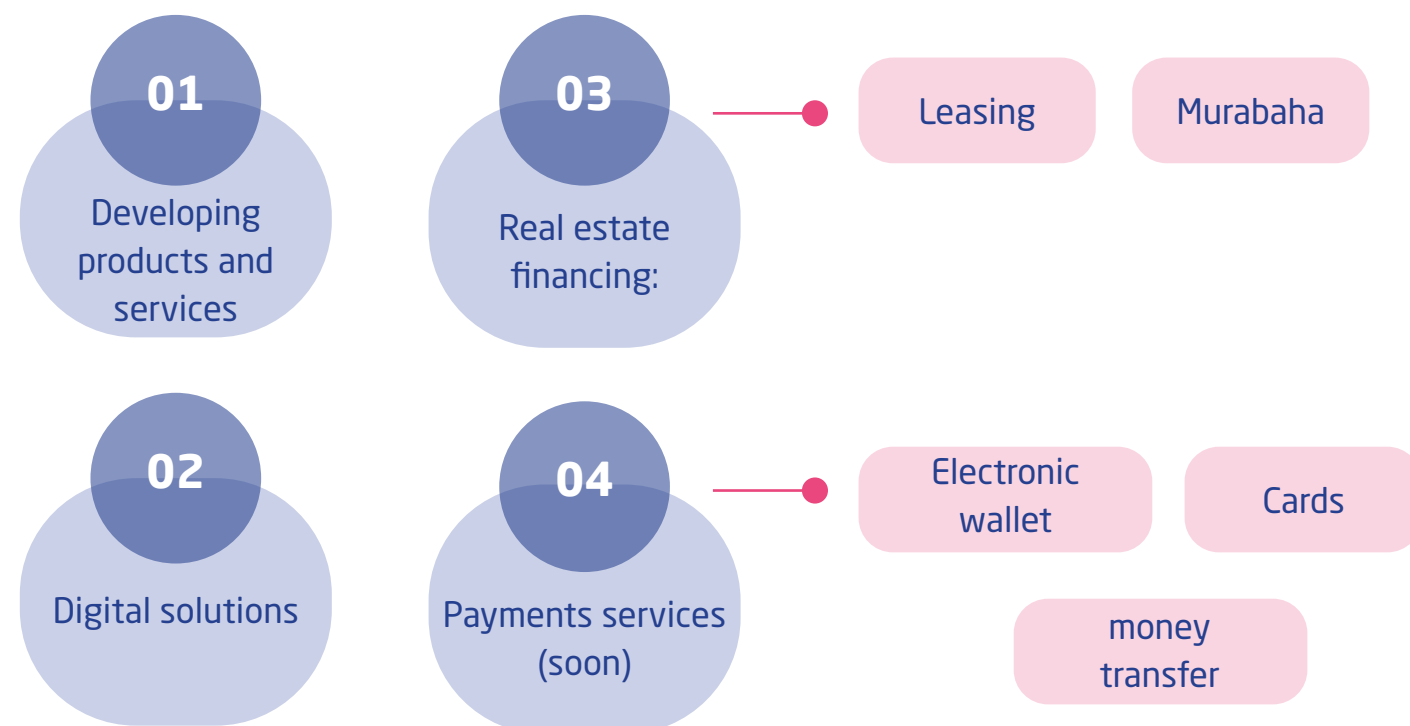
## Description of the company's important plans and decisions (including structural changes to the company, expanding its business, or stopping its operations) and future expectations for the company's business

### Company's important decisions

- Signing a marketing partnership with the largest order delivery application company (Hunger station).
- Completing the procedures for listing the Company on the Main Market of the Saudi Stock Exchange.
- Obtaining a real estate financing product license.
- Obtaining the approval of the Saudi Central Bank to launch the digital corporate financing platform.

### Prospects of the Company's business

"Mrna" is working to consolidate its leadership as the most prominent provider of non-banking financing solutions, by launching and developing many of the following promising initiatives and aspirations:



## Applied provisions of the Corporate Governance Regulations and the non-applied provisions and the reasons for that

In implementation of the Corporate Governance Regulations issued by the Capital Market Authority, which necessitate that the Company must disclose what provisions of this regulation have been applied and what have not been applied, along with a statement of the reasons for non-applied, in the report of its Board of Directors. It should be noted here that "Mrna" has prepared its governance regulations in accordance with the requirements mentioned in the Corporate Governance Regulations issued by the Capital Market Authority. The Company has committed to implementing all the provisions contained in these regulations, with the exception of the following articles:

Article/Paragraph No.	Article Text	Reason of non-applied	Comments
Article 16 / (3)	The number of Independent Directors shall not be less than two members or one-third of the Board members, whichever is greater.	The Executive Managing Director has been changed and the correction is being worked on	None
Article 39 / (E)	The Board shall carry out the necessary arrangements to obtain an assessment of its performance from a competent third party every three years.	Guiding Article	None
Article 39 / (F)	Non-Executive Directors shall carry out a periodic assessment of the performance of the chairman of the Board after getting the opinions of the Executive Directors, without the presence of the chairman of the Board in the discussion on this matter, provided that weaknesses and strengths shall be identified and a solution shall be proposed in the best interests of the Company.	Guiding Article	None
Article 44 / (3)	The Board informs the Ordinary General Assembly, once convened, of the competing businesses that the member of the Board is engaged in, after the Board assesses the board member's competition with the company's business or if he/she is in competition with one of the branch activities that it conducts in accordance with the standards issued by the Ordinary General Assembly upon a proposal from the Board and published on the company's website, provided that such businesses are assessed on annual basis.	Competition standards have been set and displayed on the website, and we are until waiting for the General Assembly to convene to approve the conflict of interest and business ethics policy.	None
Article 82 / (1)	Forming committees or holding specialised workshops to hear the opinions of the Company's employees and discuss the issues and topics that are subject to important decisions;	Guiding Article	None
Article 82 / (3)	Establishing social organisations for the benefit of the Company's employees.	Guiding Article	None
Article 85 / (from 1 to 4)	"Establishing indicators that link the Company's performance with its social initiatives  Disclosing the objectives of the Company's social responsibility to its employees and raising their awareness and knowledge of social responsibility;  Disclosing plans for achieving social responsibility in the periodical reports on the activities of the Company's;  Establishing awareness programmes to the community to familiarise them with the Company's social responsibility."	Guiding Article	None
Article 92	Formation of the Corporate Gvernance Committee	Guiding Material	None



## Board of Directors Declarations

- 01** The Board declares that the account records were prepared correctly, in accordance with the accounting standards approved by Saudi Organization for Chartered and Professional Accountants (SOCPA).
- 02** The Board declares that the internal control system was prepared on sound foundations and implemented effectively.
- 03** The Board declares that there is no doubt about the Company's ability to continue as a going concern.
- 04** There is no interest in the class of shares entitled to vote that belongs to persons who informed the Company of those rights in accordance with Article (68) of the Rules on the Offer of Securities and Continuing Obligations issued by the Capital Market Authority.
- 05** There are no categories or numbers of any transferable debt instruments, any contractual securities, subscription rights memorandums, or similar rights issued or granted by the Company during the fiscal year.
- 06** There are no transfer or subscription rights under transferable debt instruments, contractual securities, subscription right memorandums, or similar rights issued or granted by the Company.
- 07** There is no recovery, purchase or cancellation by the Company of any recoverable debt instruments.
- 08** There are no arrangements or agreement under which a member of the Company's Board of Directors or a senior executive waived any remuneration.
- 09** There are no arrangements or agreement under which any of the Company's shareholders waived any rights to profits.





Annual Report  
2023

[mrna.sa](http://mrna.sa)