

Annual Report

20 24

بِسْمِ اللَّهِ الرَّحْمَنِ الرَّحِيمِ

My primary goal is to be an exemplary and leading nation in all aspects, and I will work with you in achieving this endeavour.



Custodian of the Two Holy Mosques

King Salman bin Abdulaziz Al Saud

—God save him—

our ambition to build a thriving country in which all citizens can fulfill their dreams, hopes and ambitions.



His Royal Highness

Prince Mohammed bin Salman bin Abdulaziz Al Saud

Crown Prince, Prime Minister

—God save him—



About Jazadco

Jazan Development and Investment Company (JAZADCO) is a Saudi joint stock company established by His Excellency the Minister of Commerce Resolution No. 223 dated 07/02/1414 corresponding to 26/07/1993 with commercial registration no. 5900005403 on 19/02/1414 in the city of Jizan. Its current capital is 500,000,000 divided into fifty million shares, and the nominal value is ten riyals per share. The company's activities are characterized by its diversity in several vital areas, as JAZADCO has achieved great results and achievements in the field of aquaculture, agricultural, industrial, and real estate sectors. JAZADCO is also determined to multiple sources of income through the significant utilization of the company's resources, with a focus on investing in economically feasible projects that support its financial position and add value to its investment portfolio

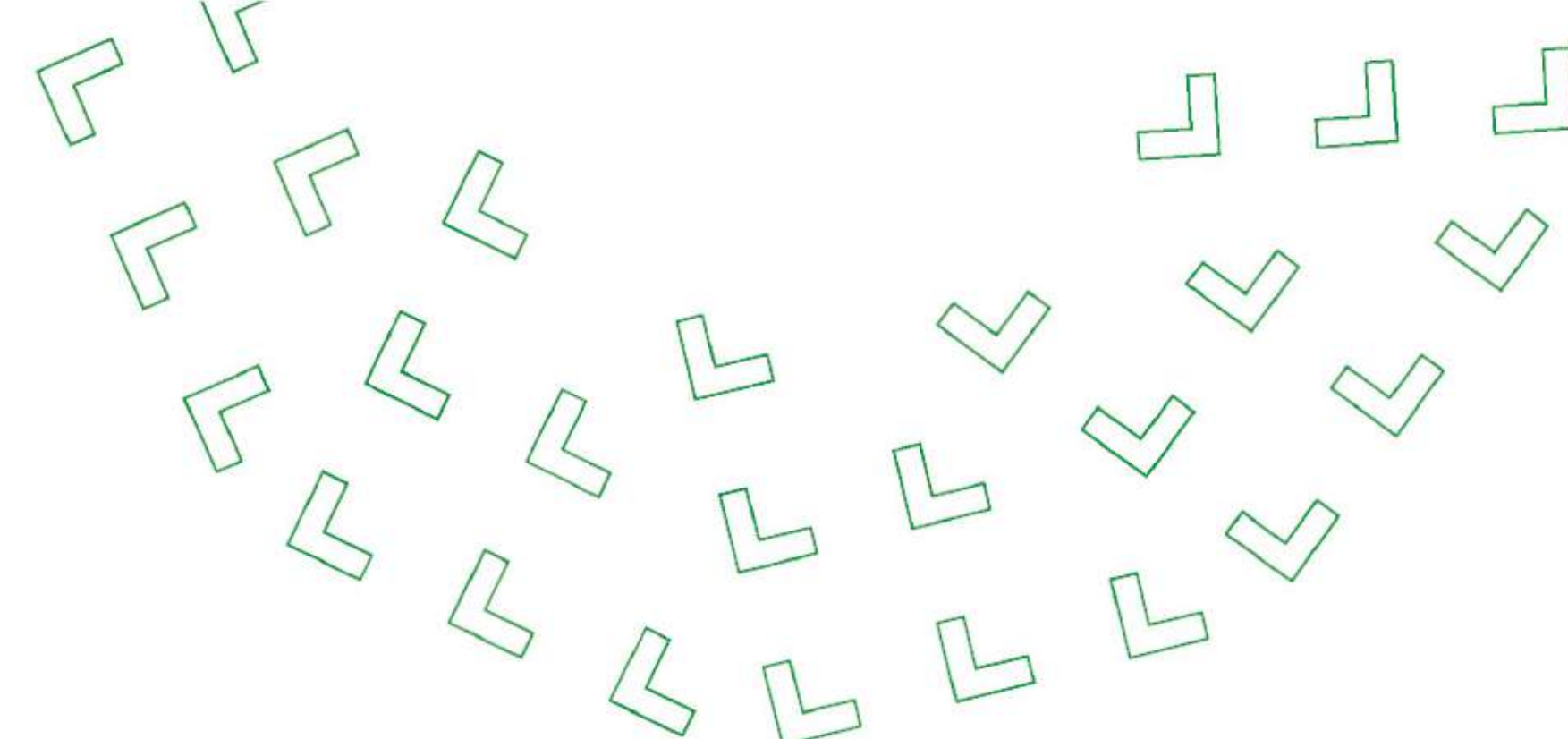
Our Vision

To become a globally respected enterprise by connecting local talents and resources with international markets, while contributing to the sustainable development of the Jazan region through strategic investments and long-term development initiatives

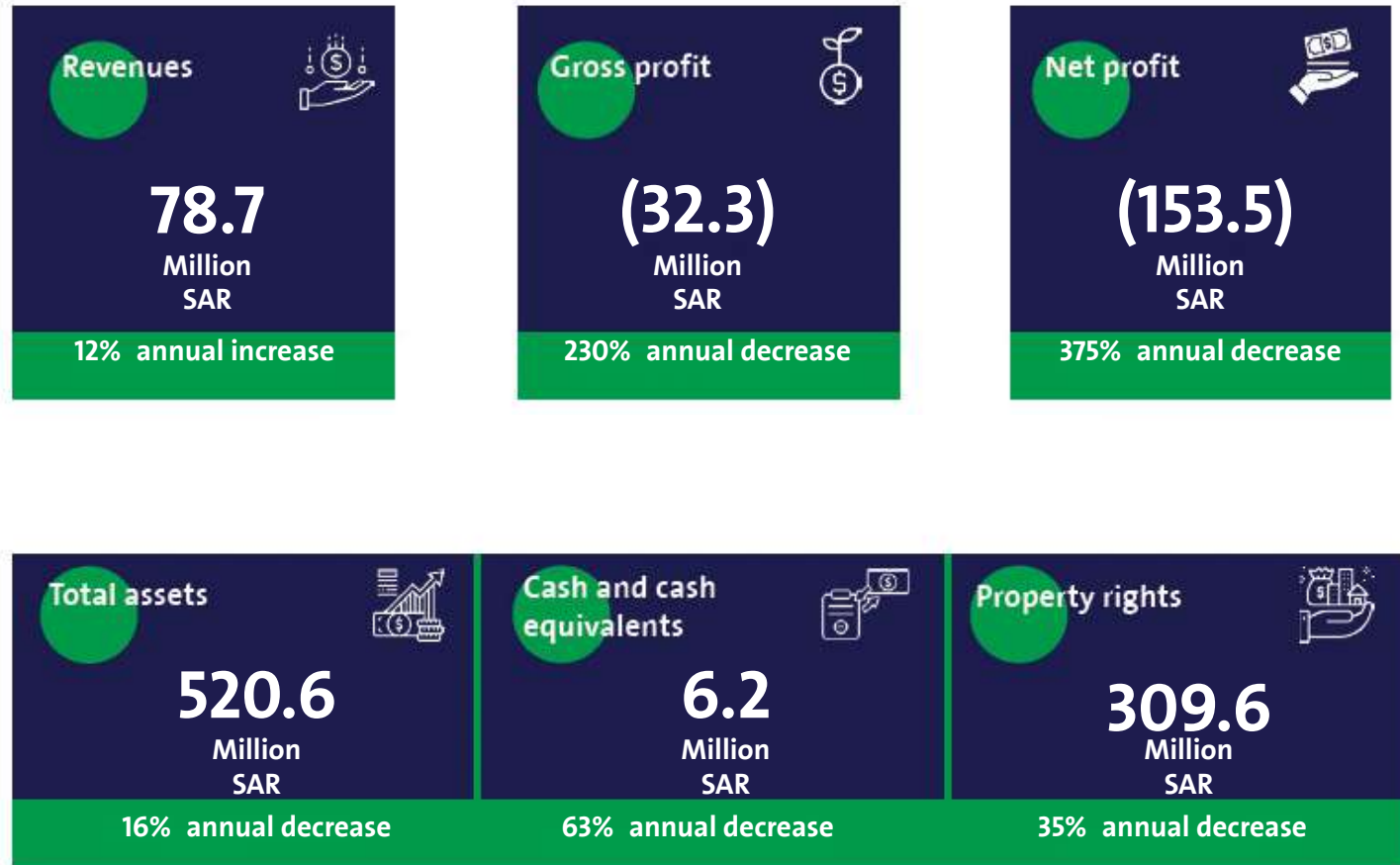
Preamble

The Board of Directors of Jazan Development and Investment Company (Jazadco) is pleased to present its Report for the fiscal year ended on 31 December 2024 and its subsidiaries

This report contains information about the activities and businesses related to its and financial performance in addition to its annual financial statements, to enhance Jazadco communications with its shareholders and other stakeholders. The Report has been prepared in accordance with the disclosure requirements of the Companies Law, Capital Market Law the Corporate Governance Regulations, and the guidance issued by the Board of Directors of the Capital Market Authority. This Report is based on the regulatory disclosure requirements set out therein and the Board of Directors of Jazadco recommended this Report to the General Assembly to view it



Facts and figures



Board of Directors



Chairman of the board
Dr. Sultan Abdulaziz AlMubarak

Vice Chairman
Mr. Firas Khaled Al-Bawardi



Board Member

Mr. Abdul-Ilah Melhem Al-Mafeez



Board Member

Mr. Turki Ahmed Alobilan



Board Member

Mr. Ibrahim Abdullah Al-Jasser



Board Member

Dr. Abdullah Ali Aldubaikhi



Board Member

Mr. Sultan Abdullah al Shalashi



Executive Management



Managing Director
Mr. Firas Khaled Al-Bawardi



Chief Executive Officer
Mr. Mohammed Abdullah Al-Resheid



Chief Financial Officer
Mr. Dunya Zaib Sher Alam



Executive Director of HR and Administrative Affairs
Mr. Naif Dahwi Al-Anzi

Timeline

Jazan Agricultural Development Company

1993

-Jazan Agricultural Development Company

1995

- The opening of Jazadco fruit farm

2002

- Establishing Shrimp aquaculture project

2005

-New activities (real estate and industrial)
- Investing in Tabuk fish

Jazan Development Company

2008

- The opening of the main building
- Operation of the water production plant
- Opening of Jazan Inn Hotel

2013

- Operating Jazadco compound
- Running trade fairs

2017

- Engaging in energy activities

2019

The acquisition of Mango Jizan
- The aquaculture project obtained the BAP certificate.

Jazan Energy and Development Company

2020

- JAzadco Rebranding
- The acquisition of the fish day
-The fruit farm obtained the Saudi GAP certificate

2021

- Entering new markets (Russian, Korean)
- Participation in international exhibitions
- New agricultural crops such as papaya production
And the development of the coffee market by mountainous.

2022

- Raising the shrimp production rate to 12%
- Focus on the company's infrastructure
- The company's plans for the coming years to keep pace with expansion
- Facing global economic challenges

Jazan Development and Investment Company

2023

- Advanced studies in shrimp farming
-Focus on the abundance of repeated fruits and their efficiency by increasing mango trees for varieties, in addition to experimenting with banana reproduction.
- The company cleans, packages, and sells its own agricultural products through its subsidiaries

2024

- Built partnerships to improve sourcing and expand into new markets
- Secured licenses for Chinese and US markets
- Closed the underperforming water factory

Exporting

Exporting Jazadco products to more than 10 countries since its inception

Jordan
Qatar
Egypt
Thailand
Bahrain
China
Russia
South Korea



Total real estate areas

Residential complex
400 apartments of different sizes

Head Office
8 offices of different sizes

Trade fairs
49 units in different locations and sizes

Model plan
142 plots of land of different sizes

Production capacity

Water 3,600,000 tons
Cartoon

Shrimp 4000 tons

Papaya 450 tons

Mango 2000 tons

Age
32 years

Capital
500 million riyals

Employees
381 M&F

Projects
10 different sectors

Investments



Associate companies

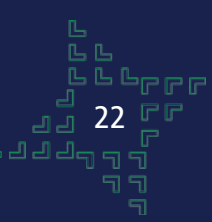


Affiliated companies



Projects





JAZADCO’s future strategy and vision

In 2024, the company’s Board of Directors took decisive steps to restructure the company, based on a pivotal strategy centered around two main elements: financial sustainability—including the improvement of cash flows and focusing on maximizing returns from assets—and the enhancement of human resources by attracting qualified competencies. It was found that these two aspects were among the main factors impacting the company’s performance over the past years. Based on the Board’s directives to implement fundamental and effective changes, a comprehensive review was conducted of the company’s projects in terms of future vision and alignment with strategic objectives. The focus was placed on low-risk investments and the suitability of the investment size for the company, leading to the reprioritization of initiatives and a concentration on projects with higher returns and future potential, while discontinuing economically unviable projects (accumulated legacy). The executive management was also directed to enhance the human infrastructure within the company by attracting the best talents for key projects, in addition to engaging external consulting firms to ensure performance quality and sustainability of results.

Key initiatives implemented during 2024:

- Conducting a comprehensive economic feasibility study for the water plant and making the strategic decision to shut it down.
- Focusing on the model master plan and following up on completing the necessary regulatory procedures to prepare it for disposition.
- Implementing a comprehensive technical study for the aquaculture project, which included identifying and addressing weaknesses through infrastructure improvements, upgrading technical staff efficiency, opening new strategic markets, obtaining export certifications for targeted countries, and restructuring the shrimp farm management to enhance operational expertise and improve production efficiency.
- Reviewing the fruit farm assets and conducting a thorough inspection, with the write-off of non-productive assets to ensure accurate financial representation.
- Following up on zakat-related cases and ensuring their closure, while initiating negotiations with the authority regarding an installment plan to maintain cash liquidity.
- Advance towards digital transformation.
- Develop and implement a comprehensive risk management strategy to identify, assess, and mitigate key risks.



« Here, the Board confirms that the company has taken steady and deliberate steps towards its current and future investments, making it resilient against any risks it faces or may face, God forbid »



Business of the company



Company Business

The company business is characterized by its diversity and concentration in several vital sectors. JAZADCO has achieved an advanced level of growth and distinguished achievements in the agricultural, industrial and real estate fields. The company will continue to support this diversity, especially through the optimal investment of resources in these projects and reducing the Operating cost, which helps improve performance and raise returns.

 Operational Projects

 Subsidiary

 Associate Companies

 Invested Companies



The Company Business

Industrial Activity Shrimp Farming Project

The integrated project is the largest of its kind in the southern region, with a total area of 1,600 hectares and a farmed area of 440 hectares (water surface area). It has an annual production capacity of 4,000 tons of Vanamei shrimp. Attached to the shrimp farm is a shrimp preparation and processing plant with a capacity of 22 tons per day, enabling the preparation and processing of high-quality shrimp products. Both the factory and the farm have obtained the ISO 22000 international quality certification, which includes the Hazard Analysis and Critical Control Points (HACCP) certification for food safety, the Saudi Standards Conformity Certificate, and a SAMAQ certificat

The project has also obtained the Best Aquaculture Practices (BAP) certification. Work is currently underway to develop the farm to meet international standards. Furthermore, the project has obtained the European certification for shrimp export,USA and Chinese, 15% of the product is exported, while approximately 85% is sold locally

Our Numbers



1600 Hectare
The total area

4000 Tons
Annual production



A Year Marked by Logistical Disruptions and Strategic Realignment

JAZADCO entered 2024 with a positive outlook on its shrimp farming business, continuing to execute an ambitious expansion strategy designed to meet global market demand through enhanced efficiency and sustainability. However, during the first quarter, the company encountered unexpected logistical challenges, particularly disruptions in regional supply chains. These resulted in shortages of essential materials required for shrimp cultivation. This situation interrupted production cycles and demanded urgent actions to restore continuity.

From Immediate Response to Structural Correction

To address the supply disruptions, JAZADCO acted swiftly by optimizing inventory usage, and coordinating with local partners to stabilize input availability. However, this experience revealed underlying operational and certain gaps—particularly in planning, oversight, and real-time responsiveness. In response, and as part of its commitment to high operational governance, the company appointed external specialists to conduct a comprehensive review of the shrimp farming division. Their recommendations prompted immediate structural enhancements, including hiring a specialized CFO with aquaculture experience to strengthen financial oversight, appointing an Operations Manager to ensure day-to-day control at the farm level, deploying data analysts to support timely, informed decisions using real-time indicators.

Reinforcing Operational Control and Insights

To complement the organizational changes, the company reactivated operational control procedures. These included reinstating routine sampling protocols, conducting regular feed analyses, and enhancing monitoring of shrimp health and biomass indicators. These measures provided better visibility into farm performance and allowed for early detection of issues, leading to improvements in productivity and resource utilization.

Building a Resilient, Data-Driven Future

With supply chain stability gradually restored, JAZADCO shifted its focus toward building a more resilient and agile operating model. A full operational audit was conducted to identify inefficiencies, and SOPs were updated in line with global best practices. In parallel, the company launched an integrated data management program to track pond-level performance in real time. It also began working with accredited international laboratories to conduct precise diagnostics for biological threats, strengthening biosecurity and safeguarding continuity.



Agricultural Activity

Fruit Project in Al-Lakhbasiah

The project is built on an area of 481 hectares (4,812,000 m2) and includes a mango plantation of good varieties such as Tommy, Indian, Gilen and Sensation. The production of new products such as papaya, which was first in 2020 in trial quantities, and in 2021, production became official, as the amount of production exceeded 410 tons at the beginning of the fiscal year 2023. During the year 2024, the company continued to expand the process of planting mango seedlings to contribute to increasing the production of the mango farm for the coming years for high-quality varieties, in addition to replanting banana trees to enter the country production in 2025.

During 2023/2024 season, our mango orchards recorded a moderate decrease in yield compared to 2020–2022/23. This was primarily due to delayed flowering associated with climatic shifts, unseasonal rainfall that impacted early fruit-set, and the declining productivity of certain older trees—especially in the northern blocks. Nevertheless, integrated pest and disease management measures effectively safeguarded our orchards from major fungal and insect threats such as anthracnose, powdery mildew, thrips, and fruit flies, allowing us to preserve produce quality.

Recent assessments identified 1,500 severely weakened trees in the northern blocks, of which 738 require complete removal due to root constriction, suboptimal irrigation, and general deterioration. An additional 762 show a 65% decline in productivity yet remain potentially recoverable through intensive soil, fertilizer, and pruning programs. A further 1,762 trees are moderately affected (30% decline) and demand diligent care to restore stable yields. Meanwhile, 3,208 trees classified as above average (good) will receive targeted support to elevate them to an excellent status. Some of our challenges stem from orchard age, as many trees exceed thirty years and originate from non-certified nurseries that provided root-bound saplings. Heavy clay soils and insufficient irrigation during early growth further constrained root development, leaving these trees vulnerable to stem borers and bark beetles. Our water management infrastructure has since been upgraded via new wells closer to the northern blocks, complemented by a transition from drip irrigation to a bubbler system for more consistent water distribution.

In an effort to revitalize the northern blocks, we have already begun replanting with commercially appealing mango varieties (including Indian, Tommy, Jillian, Langra, and Fajri Kalan). In addition, 4,726 new mango trees were introduced to the farm in 2022, followed by another 4,449 saplings of varieties such as Wendy, Helen, Tony, and Langra in 2024.

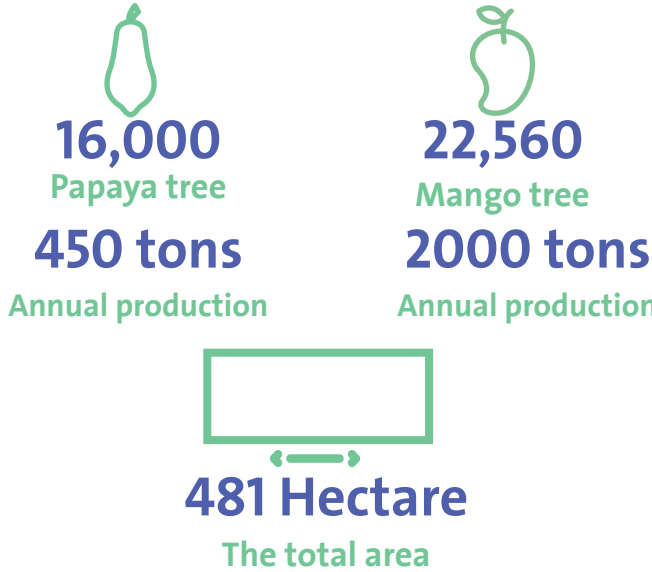
These new additions increased the number of Mango trees to 22,560. These orchard renewal initiatives are further supported by soil enrichment techniques using organic compost, gypsum, sulfur, and humic acid to enhance fertility and mitigate salinity. To uphold our commitment to environmental responsibility, we manage pest pressures through pheromone traps and carefully controlled chemical applications, while disposing of empty chemical containers well away from water sources and cultivated areas.

Looking ahead, we will continue to diversify our portfolio through expanded banana cultivation, anticipated to generate stable returns with potential yields of 80 metric tons per hectare. In addition, new mango fields planted at higher densities are expected to raise average production from 10 metric tons per hectare in older areas to 20 metric tons per hectare in newer ones. These endeavors demonstrate our dedication to sustainable, forward-thinking agricultural practices that meet local and international market demands.

In closing, JAZADCO reaffirms its commitment to optimizing orchard management, preserving ecological balance, and fulfilling the trust placed in us by our stakeholders. We remain steadfast in our aim to deliver safe, abundant, and high-quality produce as we progress into the future.



Our Numbers



Business of the company

Operational Projects/ Real Estate Activity

This report summarizes the performance of JAZADCO’s Property Management division over the past year. During this period, the division oversaw a residential compound of 400 apartments, 49 shops, one hotel, and a head office building with some offices available for rent. Highlights include overall occupancy trends, key financial achievements, and operational improvements. JAZADCO continued to prioritize tenant satisfaction, implementing new facility management measures and improvements to enhance the rental experience across its properties. Market conditions in the region remained competitive; however, strong tenant retention and strategic leasing practices helped maintain stable revenue streams. Additionally, compliance with evolving regulations and further investment in sustainability initiatives positioned the company favorably for future growth. Occupancy rates in the residential compound reached 72%, exceeding the local benchmark of 64%. Annual rental income on Jazadco’s portfolio decreased by 8.24% as a result of market conditions and company restructuring.

Portfolio Overview Residential Compound in Jazan

JAZADCO manages 421 residential apartments within a secure, well-maintained compound. This year, the compound maintained steady occupancy levels, reflecting ongoing tenant loyalty and consistent demand in the local housing market. Efforts to enhance security systems and communal areas contributed to retaining existing tenants and attracting new residents.



Commercial Units

The company’s 49 commercial shops showed resilience amidst market fluctuations, supported by strong foot traffic and local demand. Lease agreements were updated to align with market standards while balancing tenant retention. Additional marketing campaigns aimed at attracting new retail brands boosted overall interest.

JAZAN Inn (Hotel)

JAZAN Inn is operated under a long-term lease agreement with an external operator, ensuring consistent service standards and revenue streams. Over the past year, occupancy rates and average daily rates (ADR) reflected local tourism dynamics. Guest satisfaction programs and selective renovations were undertaken to ensure a positive guest experience.

Head Office Building

The head office building includes 8 offices for rent, excluding the offices occupied by the company. The offices are rented to Human Resources Development Fund ,Medical Dermal Injection Complex, Al Borg Diagnostics. etc.. The occupancy rate and average rent per square meter (or square foot) remained stable. Plans for modernizing these rental offices, such as introducing flexible coworking areas, are under consideration to capture evolving market preferences.

Commercial and residential plan

It is also a contribution from JAZADCO to the development of the area and the enhancement of urban movement in the Jazan region. A typical residential and commercial master plan is being developed on a company-owned plot covering an area of 146,000 square meters. During 2024, the infrastructure works for the master plan were completed, with only the internet connection pending. Several options are currently under consideration regarding the sale or development of individual plots. Further details will be shared in 2025 as plans progress.

Operational Performance

JAZADCO’s Property Management division maintains a rigorous operational framework to ensure smooth day-to-day functions. Regular preventative maintenance schedules were executed to reduce repair costs and extend the lifecycle of building systems. Tenant services focused on quicker response times to maintenance requests and proactive communication channels. Vendor management played a key role, with audits and performance evaluations encouraging high service standards among security, cleaning, landscaping, and other contracted providers. Additionally, the adoption of an upgraded property management software in 2025 will enable better tracking of leases, rent collection, and maintenance workflows. Maintenance costs totaled 620,280.58 SAR for the year, representing 66% of the overall budget, which is on par with local benchmarks.

Market Analysis

JAZADCO continuously benchmarks its performance against local, regional, and global standards. In the residential sector, occupancy rates in typically hover between 85% and 90%. Commercial rental rates vary depending on location, foot traffic, and local economic conditions. Data from international real estate consultancies such as CBRE, JLL, and Colliers International confirm that well-managed properties in prime areas often achieve higher rents and stable occupancy. JAZADCO’s positioning in the local market remains competitive, owing to its well-maintained facilities and diverse property mix. The local economy is booming with the development of Jazan Free Economic Zone, the 7 Project, and other key initiatives, which present significant future potential for the company’s facilities. However, occupancy rates dropped as some governmental offices vacated the buildings due to their own construction projects. The company is actively working to make these apartments available for rent in 2025.

Financial Performance

Financial highlights for the year are presented in the table below.

Financial Metric	Current Year (SAR)	Previous Year (SAR)	Comments/Benchmark
Rental Revenue (Residential)	8,632,604	9,331,816	Down by 7.5%
Rental Revenue (Commercial Shops)	812,084	633,250	Up by 28%
Hotel Revenue	1,162,500	1,550,000	Down by 25%
Office Rental Revenue	847,778	968,503	Down by 12%
Operating Expenses	(6,153,733)	(5,537,413)	Up by 11%
Net Operating Income (NOI)	304,843	3,509,030	Down by 91%
EBITDA	4,036,396	7,368,058	Down by 45%
Capital Expenditures (CAPEX)	163,643.00	786,491.97	Down by 79%

Key Performance Indicators (KPIs)

KPI	Target / Benchmark	Actual	Comments
Occupancy Rate	86%	72%	Didn't achieve targets however, decent occupancy and higher than local benchmark.
Revenue per Square Meter	173.21 SAR/m²	129.71 SAR/m²	Revenue per area is lower than target – planning to increase in the near future.
Net Operating Income (NOI)	1,426,265 SAR	304,843 SAR	Net results vary greatly from target due to a drop in the top line.
Maintenance Cost per Unit	(928,075/400) 2,204.45 SAR/unit	(620,280.58/400) 1,474.63 SAR/unit	Kept maintenance costs to a minimum and outperformed target.
Rent Collection Efficiency	>98% (best practice)*	99.6%	Rent collection was in line with industry best practice and our internal benchmark.

Sustainability & CSR

JAZADCO remains committed to sustainable practices. Energy-saving initiatives, such as LED lighting upgrades and tree plantation, have been gradually implemented across various properties. Waste reduction efforts, including recycling programs and responsible disposal, are encouraged among tenants, businesses, and hotel guests.

Future Outlook & Strategic Initiatives

In the coming year, JAZADCO aims to build upon its strong foundation by exploring the acquisition of new properties and diversifying its tenant mix. Strategic partnerships and joint ventures may be pursued to tap into evolving market segments.

The Company Business

Industrial Activity

Sanitary Water Production and Bottling Plant

The project was established in 2008 and consists of two production lines, where the production capacity of the first production line is 18 thousand bottles per hour for packages of 0.300 liters, 0.500 liters and 0.600 liters, which are marketed under the brand name (Jebal Viva, Nuran, and Wasan). The factory has obtained the international quality certificate ISO 22000, which includes the certificate (HACCP) as well as the administrative quality certificate ISO 9001 and the international quality certificate (NSF) markets the product in the southern region in particular and the rest of the regions of the Kingdom in general.

During 2024, JAZADCO, based on the decision of the Board of Directors, announced the closure of the first production line, which was producing 18,000 bottles per hour of volumes of 0.300 liters, 0.500 liters and 0.600 liters. This decision came in continuation of the previous step to permanently stop operating the second production line, which was intended for the production of mineral water bottles with a capacity of 12 liters. This trend comes as part of the company’s strategy to restructure its assets and its focus on maximizing returns on assets, in light of the competitive challenges witnessed by the market, which are characterized by oversupply and low selling prices, which made the continued operation of this plant economically unfeasible and to avoid further losses accumulated during the previous years. The combined effect of these stops will lead to a complete halt to water bottling operations at Jazadco. The financial impact of the shutdown of the first production line was reflected in the 2024 financial statements.



10,000

Carton per day



Different sizes

300, 500, 600 ml



18,000

Bottle per hour

Affiliates

Believing of growth in the ecommerce sector in Saudi Arabia, the company worked to activate modern technologies and innovative marketing to achieve the rapid development and growth of the company. The company decided to enter the electronic commerce sector through the acquisition of shares exceeding 50% in pioneering national projects, as shown in the following:

Mango Jazan Company

The Jazan Development and Investment Company acquired 65% of the Mango Jazan Company at the end of 2019. The Mango Jazan store is considered one of the distinguished projects as it acts as a link between farmers who produce mangoes in Jazan and its lovers in all regions of the Kingdom. The application is characterized by providing various products at high quality and distinctive style. It has effectively contributed to placing the mango fruit produced by Jazan among the most sought agricultural products in the region. It also stimulates farmers to pay attention to and continue to produce mango fruits and develop good varieties of it. The Mango Jazan Company has also expanded its activities and launched in 2020 an online store (Jabaliyah) specialized in marketing and selling Khawlani coffee produced in the mountainous provinces of Jazan region.

In line with the company’s strategy to diversify its products and expand sales and distribution operations, the company targeted wholesale sales in the fruit sector in 2024, focusing on introducing new products such as papaya. This contributed to increasing wholesale sales to 3.3 million riyals. As for Jabaliyah, the focus was on enhancing sustainable product sales by establishing points of sale in various cities across the Kingdom, reaching a total of 8 locations by the end of the year. Additionally, the company launched the Saudi Coffee Initiative, which involved providing Saudi coffee as one of the black coffee crops, in collaboration with a group of cafes

Fish Day Company

Jazan Development and Investment Company acquired 80% of the Fish Day Company in mid-2020 . The online store provides more than 20 varieties of fresh fish, while ensuring product quality and clarifying the origin of products, in addition to providing a distinctive purchasing experience. The store also contributes to increasing awareness of the final consumer by providing all data related to fresh fish with recipes for cooking of several varieties. The scope of the store’s business is currently located in the city of Riyadh, and work is underway to expand to other regions in the Kingdom. In 2024, JAZADCO is acquiring 100% of Fish Day, as well as expanding shrimp wholesale sales as well as retail sales, contributing to a 15% growth in sales. The company’s strategy aims to reduce costs, with the cost of sales down by 4% and general and administrative expenses down by 9%.



Associate Companies

Rakhaa Agricultural Investment Company

It is a Saudi limited liability company headquartered in Egypt. It produces agricultural crops, such as wheat, alfalfa and corn on a 4,000-hectare land in East Owainat. Jannat Agricultural Investment Company owned 77.73% of the shares of Rakha Agricultural Investment Company. However, due to the default of Jannat Company and its being under liquidation, on January 2, 2020 , the ownership of 17,288 shares of Rakha Agricultural Investment Company was transferred to Jazan Development and Investment Company, so that the JAZADCO owns 21.6% of Rakha Agricultural Investment Company.

During 2024, the company signed an agreement with the Agricultural Development Fund to transfer the responsibility of repaying the outstanding loan to the Fund, so that the repayment date will be postponed to January 2027, which helped resolve a key issue related to the public offering of Rakhaa as well as the company intends to go public in the public stock market in the first half of 2025 and all necessary steps have been taken to support the IPO process.

Advanced Aquaculture Company

It is a limited liability company established with a capital of 100,000 riyals with Tabuk Fisheries Company, Tharwat Al Bahar Company and Al Sharq Farms Aquaculture Company in accordance with the Saudi Companies Law. It operates in the aquaculture sector under the name of the Advanced Aquaculture Company. The share of JAZADCO is 25% of the new company. With the aim of merging into one entity according to the evaluation that will be agreed upon, in addition to negotiating with investors (local or foreign) and studying opportunities for obtaining financing from government development funds or any other agreed method for cooperation and progress in the integration plan. The new company will contribute to achieving the goals of “Vision 2030” in the aquaculture sector, and share the resources of the Red Sea with consumers all over the world in order to achieve the goals of food security in the Kingdom, through innovative and sustainable production systems, to become a world leader in the fields of fish and shrimp farming. By operating integrated farms according to the latest systems and technologies.

During the year 2024 , the Ministry of Commerce’s approval was issued on 23/01/2024, approving the publication of the decision of the partners of the advanced aquaculture company to liquidate the company and canceling the commercial register on 17/01/2024, and taking all necessary measures for this purpose, as the company has not carried out any activity or work since its establishment and the purpose has not been fulfilled since the founding of the company.



Invested Companies

Al-Reef Sugar Refining Company

Al Reef Sugar Refining Company is a closed joint stock company established with a capital of SAR 300 million and headquartered in Jeddah. JAZADCO contributes 15% of the company’s capital (equivalent to SAR 45 million), which was paid from its internal resources. This investment aligns with JAZADCO’s strategic direction to expand and diversify in industrial investments. The project is financed by the Saudi Industrial Development Fund, which covers 75% of the total investment cost due to its location within the promising zones of Jazan city in the southern region of the Kingdom of Saudi Arabia.

On June 15, 2016, the SIDF approved a loan of SAR 840 million to support the establishment of Al Reef Sugar Refinery, aimed at meeting the needs of the local market and exports to regional markets. To date, approximately SAR 672 million has been disbursed from the total loan, which has been used to purchase equipment and carry out construction works, representing about 60% of the core project works on site.

However, the project faced several challenges that affected progress and caused delays in completing the remaining work. Among the most notable challenges was the relocation of the project site in 2017 from Jazan Port to Jazan City for Primary and Downstream Industries (formerly known as the Economic City). The timing of the completion of essential infrastructure in the city significantly impacted the project’s construction schedule, resulting in extended implementation timelines and an overall cost increase of approximately 38% (around SAR 470 million). The company was unable to secure additional financing, while administrative expenses and other fees placed financial pressure on shareholders to continue funding the remaining works.

On November 17, 2024, JAZADCO received an official notice from the SIDF regarding its obligation to guarantee 15% of the loan, amounting to SAR 100.8 million. In response, JAZADCO disclosed the claim notice and reflected the financial impact in its 2024 annual financial statements. In its disclosure, the company stated that it will request the Board of Directors of Al Reef Sugar Refining Company to conduct a fair valuation of the company’s assets, seek potential investors, and initiate negotiations with the SIDF to reach a reasonable repayment plan.



Tabuk Fish Company

This company was established as a closed joint stock company in 2005. It is based in Riyadh, with a capital of 200 million Saudi riyals (after its reduction in 2011 by 50%) distributed to 20 million shares of equal value and fully paid (the value of the share is 10 riyals). JAZADCO owns 10% of the share capital. The main objectives of the company are the farming of fish and other aquatic organisms and the marketing of marine products. It is worth noting that during the year 2024, a joint agreement was signed with NEOM Company and Tabuk Fish Company to establish the Tobyan Aquaculture Company. The project aims to achieve the goals of the National Program for the Development of the Livestock and Fisheries Sector by producing 600,000 tons of fish products annually by 2030. The project includes fish hatcheries that are expected to become the largest in the Middle East and North Africa region.

Biodiesel Project (Methyl Ester)

The company is developing a project with a production capacity of 45,000 metric tons per year to produce biodiesel from waste edible oil and other raw materials that come from Saudi Arabia and neighboring countries, with the aim of exporting the biodiesel product to Europe and other markets. This project is still subject to further market, technical and financial studies and the issuance of the necessary licenses for it from the competent authorities.



BiodieselProject
(MethylEster)

The background of the slide features a dark blue gradient. On the left, there is a faint, semi-transparent image of a hand pointing at a computer screen displaying a financial candlestick chart. On the right side, there is a large, solid green L-shaped graphic that extends from the top towards the bottom of the slide.

Historical Growth of the Most Important Indicators for a Period of Five Years

Assets

	2024	2023	2022	2021	2020
Current Assets	55,323,752	126,528,189	121,848,415	106,394,566	84,847,165
Non-Current Assets	462,779,196	491,850,886	485,819,505	526,432,165	515,757,463
Total	520,602,948	618,379,075	607,667,920	632,826,731	600,604,628

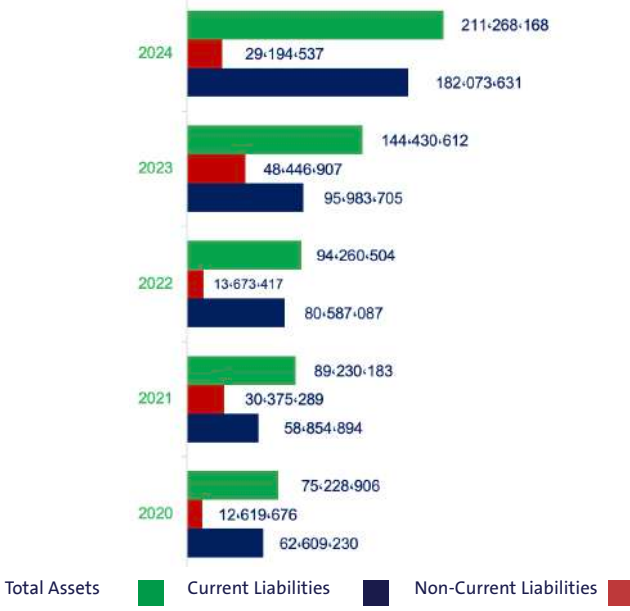
Liabilities

	2024	2023	2022	2021	2020
Current Liabilities	182,073,631	95,983,705	80,587,087	58,854,894	62,609,230
Non-Current Liabilities	29,194,537	48,446,907	13,673,417	30,375,289	12,619,676
Total	211,268,168	144,430,612	94,260,504	89,230,183	75,228,906

Assets

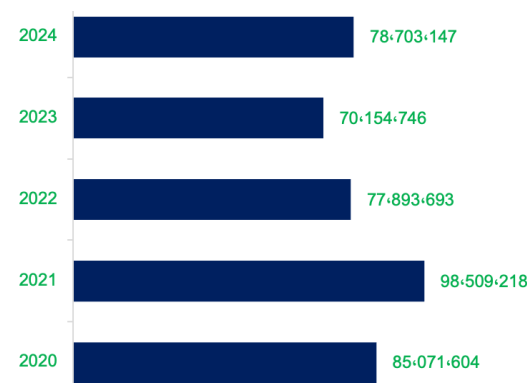


Liabilities

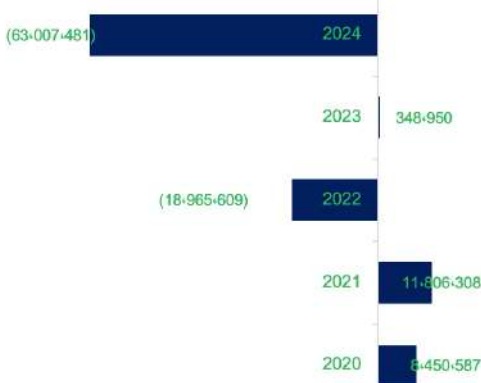


	2024	2023	2022	2021	2020
Revenues	78,703,147	70,154,746	77,893,693	98,509,218	85,071,604
Operating Profit / Loss	(63,007,481)	348,950	(18,965,609)	11,806,308	8,450,587
Net Profit / Loss	(153,499,750)	(32,336,333)	9,868,072	11,661,289	10,783,359
Total Equity	309,334,780	473,948,463	513,407,416	543,596,548	525,375,722

Revenues



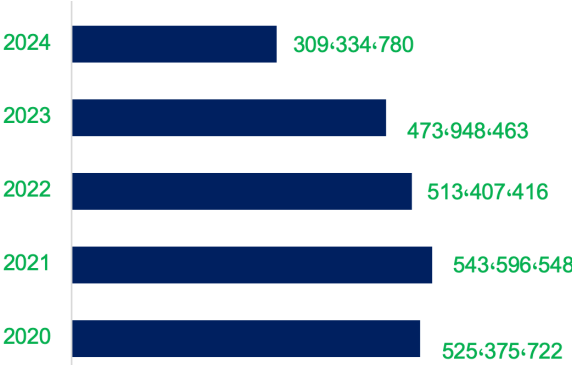
Operating Profit / Loss



Net Profit / Loss



Shareholder Equity



A dark blue banner with a background of financial charts, including a line graph with an upward arrow and a bar chart. A large green L-shaped graphic is on the right side.

Financial Management

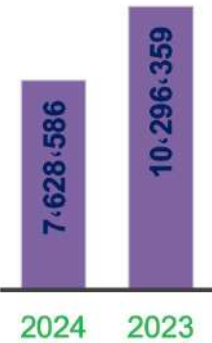
Financial Management

Contribution of each Activity to the Company’s Results

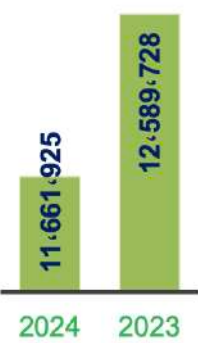
Contribution of each activity to the total revenues of the company’s activities on 31/12/2024, compared to 2023, as follows:

Statement	Activity revenues for 2024		Activity revenues for 2023		Change Percentage
	Amount	Ratio	Amount	Ratio	
Agricultural activity	59,412,636	75%	47,268,659	67%	26%
Real estate activity	11,661,925	15%	12,589,728	18%	-7%
Commercial activities	7,628,586	10%	10,296,359	15%	-26%
Total	78,703,147	100%	70,154,746	100%	12%

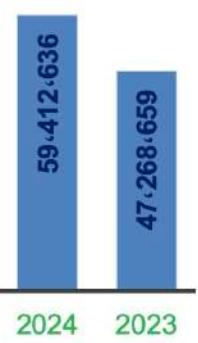
Commercial activities



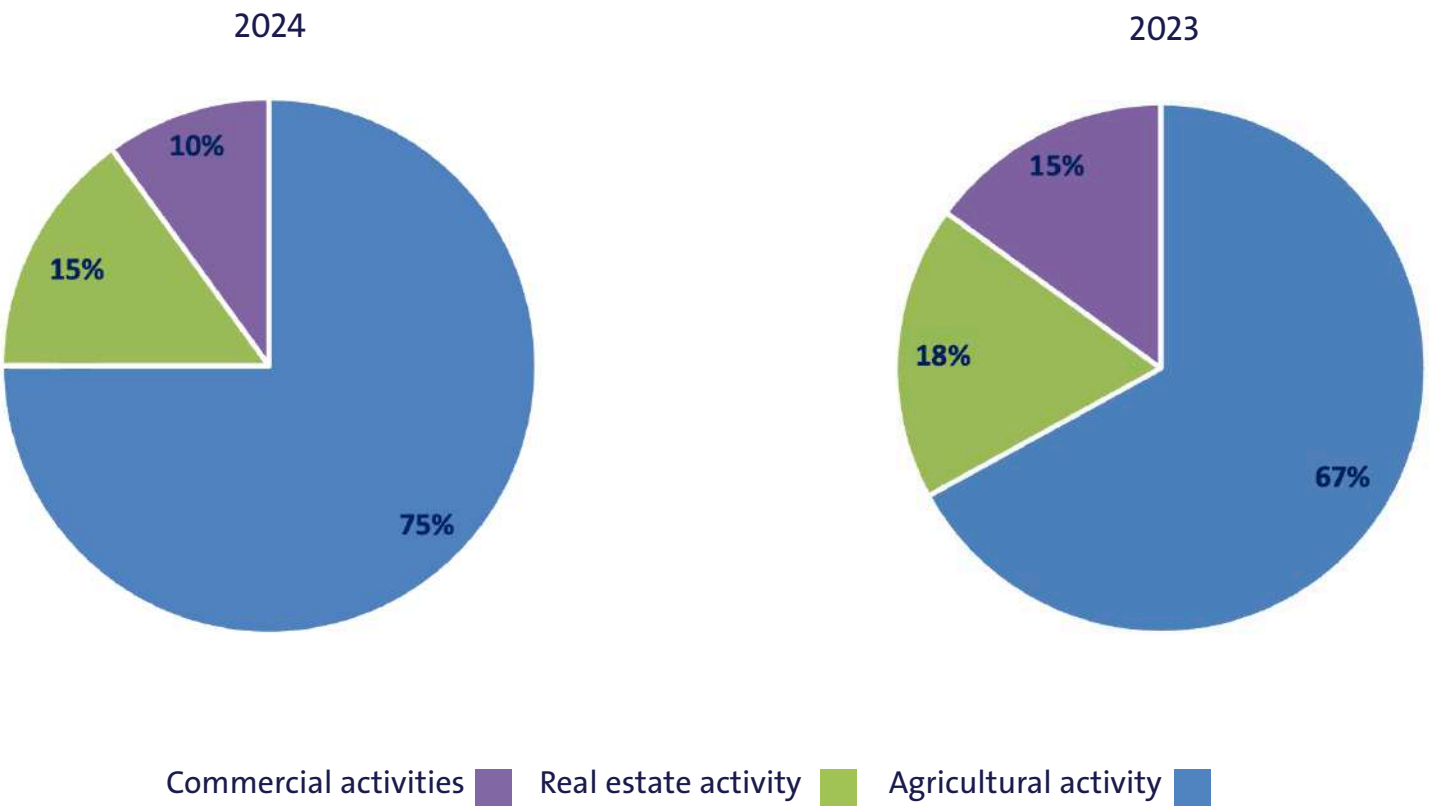
Real estate activity



Agricultural activity



Sectors Contribution to the total revenues of



Revenue according to the company’s main and subsidiary activities

Revenues according to the company’s main activities

Statement	2024	Change Percentage
Fruit	7,931,051	10%
Shrimp	59,110,171	75%
Real Estate Lease Income	11,661,925	15%
Total	78,703,147	100%

Revenues according to the activities of the subsidiary (Mango Jazan Company)

Statement	2024	Change Percentage
Mangoes Sales	6,182,347	81%
papaya sales	86,908	1%
Coffee Sales	1,359,332	18%
Total	7,628,587	100%

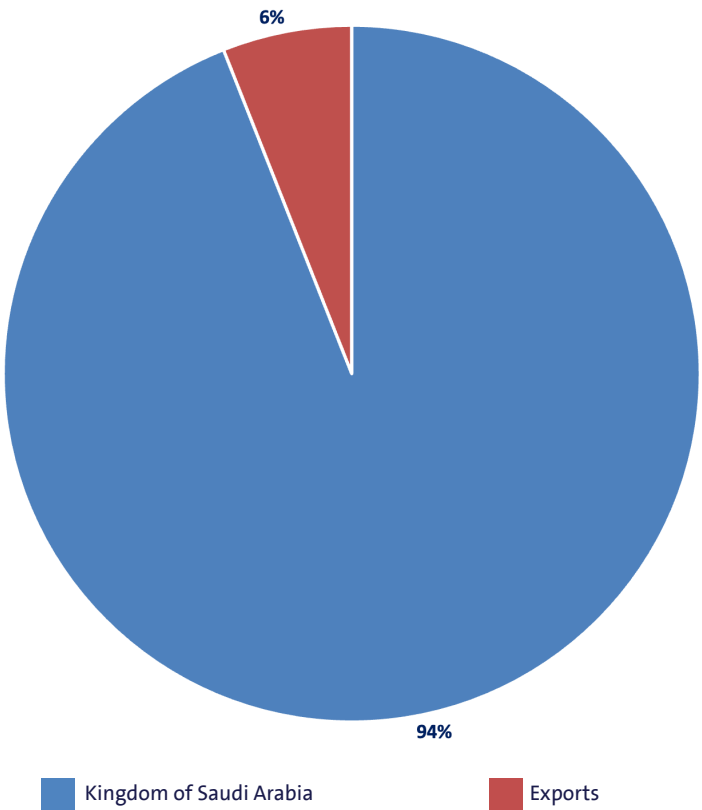
Revenues according to the activities of the subsidiary company (Fish Day Company)

Statement	2024	Change Percentage
Fish Sales	3,384,284	100%

Geographical analysis of revenues according to the company’s main activities

Geographical analysis of the total revenue of the main company

Statement	2024	Change Percentage
Kingdom of Saudi Arabia	73,700,777	94%
Exports	5,002,370	6%
Total	78,703,147	100%



The geographical analysis of the total revenues of the subsidiary company (Mango Jazan Company)

Statement	2024	Change Percentage
Kingdom of Saudi Arabia	7,628,587	100%

The geographical analysis of the total revenue of the subsidiary (Fish Day Company)

Statement	2024	Change Percentage
Kingdom of Saudi Arabia	3,384,284	100%

Major differences in operating results

Comparison of operating results with that of previous year

The material differences in the operating results for the fiscal year ending on December 31, 2024 reflect the impact of the steps taken by the company, which included restructuring the company and its sectors, initiatives to reduce and control costs, in addition to adopting new mechanisms in sales and marketing that were achived in 2024, which contributed to the material differences of the income state-ment items.

Changes in Revenue and Gross Profit

Statement	2024	2023	Change	Change Percentage
Sales	78,703,147	70,154,746	8,548,401	12%
Gains on proof of biological assets at fair value	(30,321,624)	11,915,372	(42,236,996)	-354%
Sales cost	(80,661,395)	(57,300,332)	(23,361,063)	41%
Total profit / loss	(32,279,872)	24,769,786	(57,049,658)	-230%

- The reason for the increase in sales/revenues during the current year compared to the previous year is primarily due to growth in the aquaculture segment. Shrimp sales increased by 22% to SAR 59.1 million compared to SAR 48.9 million in the previous year. This in-crease was driven by higher local market demand, despite a 30% decline (From SAR 7.1 million to SAR 5.0 million) in export sales due to geopolitical and economic challenges in the Company’s key export markets.
- The fruit segment remained relatively stable, with a modest decrease of 9% in sales, amounting to SAR 8.0 million compared to SAR 8.7 million in the prior year. This was due to extreme weather condition which affected the yield.
- The real estate segment recorded a decrease of 8% in revenue, reaching SAR 11.7 million compared to SAR 12.6 million last year. This decline is attributed to renovation activities carried out during the year, which temporarily impacted rental income.

Material Differences in Operating Profit Results

Statement	2024	2023	Change	Change Percentage
Total profit / loss	(32,279,872)	24,769,786	(57,049,658)	-230%
General and administrative expenses	(22,199,326)	(20,946,700)	(1,252,626)	6%
Selling and distribution expenses	(4,611,584)	(4,072,869)	(538,715)	13%
Impairment loss of property, plant and equipment	(4,208,727)		(4,208,727)	
Other income	292,028	598,733	(306,705)	-51%
Profit / (loss) from main operations	(63,007,481)	348,950	(63,356,431)	-

- The reason for the increase in net loss during the current year compared to the previous year is primarily due to several adverse factors that significantly impacted the Company’s profitability.
- Cost of revenue increased from SAR 57.3 million in 2023 to SAR 80.7 million in 2024, driven by operational disruption mainly in the shrimp business during the first half of the year. In addition, the Company recorded fair value losses on biological assets amounting to SAR 30.3 million in 2024, compared to fair value gains of SAR 11.9 million in the previous year, reflecting lower shrimp biomass yield and valuation.
- Furthermore, the Company recognized an impairment loss of SAR 4.2 million on property, plant, and equipment.
- A provision of SAR 66.9 million was also recorded in relation to the guarantee obligation of Al-Reef Sugar Co., compared to SAR 33.9 mil-lion which is restated in the prior year.
- The share of results from associates declined to SAR 1.2 million in 2024, compared to SAR 5.4 million in 2023. Additionally, the Company incurred a net loss from discontinued operations (Water factory closure as announced earlier) amounting to SAR 13.7 million, compared to SAR 1.4 million in the previous year.
- The Zakat expense increased significantly from SAR 3,272,354 in 2023 to SAR 8,873,229 in 2024. This increase is primarily due to the ex-ecution of long-pending cases related to the years 2014–2020, along with an additional assessment pertaining to the years 2021–2022.
- As a result of these factors, the Company reported a net loss of SAR 153.3 million for the year ended 31 December 2024, compared to a net loss of SAR 32.3 million in the previous

Significant Differences in Net Profit / (Loss) for the Year

Statement	2024	2023	Change	Change Percentage
Profit / (loss) from main operations	(63,007,481)	348,950	(63,356,431)	-
Finance expenses	(2,248,569)	(1,431,713)	(816,856)	57%
Group's share in the profit / (loss) of the associate	1,239,221	5,442,346	(4,203,125)	-77%
Unrealized gains from financial investments at fair value through profit or loss		213,644	(213,644)	-100%
Expected credit loss on the financial guarantee commitment	(66,940,000)	(33,860,000)	(33,080,000)	98%
Income from government grants		1,735,650	(1,735,650)	-100%
Loss on sale of property, plant and equipment, net		(85,365)	85,365	-100%
Zakat & other expenses			(17,596,985)	374%
Net profit / loss after Zakat	(153,499,750)	(32,336,333)	(120,917,326)	374%
Other comprehensive income for the year	(11,113,933)	(7,122,620)	(3,991,313)	56%
Total comprehensive income for the period	(164,613,683)	(39,458,953)	(124,908,639)	317%

The company’s net loss increased during the year ending on 31 December 2024, as it reached an amount of (153,253,659) Saudi riyals compared to a net loss of (32,336,333) Saudi riyals, and the total comprehensive loss for the fiscal year 2024 amounted to (164,367,592) Saudi riyals compared to (39,458,953) riyals in 2023.

Earnings / (Loss) per share during the year

Statement	2024	2023	Change	Change Percentage
Earnings / (Loss) per share	(3.06)	(0.64)	(2.42)	378%

The earnings per share decreased to (3.06) Saudi riyals for the year ended December 31, 2024, compared to (0.64) Saudi riyals on December 31, 2023, reflecting a decline of 2.42 riyals due to changes in income statement items.

Review of changes in cash flows

The company achieved a net change in the balances of cash and cash equivalents amounting to (10,611,140) Saudi riyals resulting from changes in the terms of cash flow statement, as follows:

Statement	2024	2023
Cash flows from operating activities	(3,211,947)	(9,676,401)
Cash flows used in investing activities	(6,519,943)	7,991,050
Cash flows generated from / (used in) financing activities	(897,250)	16,413,805
Net change in cash and cash equivalents	(10,611,140)	14,728,454

Loans

Agricultural Development Fund

Loan Start Date	Loan Term	Loan Value	Balance at the beginning of 2024	Paid during the year	End-of-year balance
03/09/1442	4 Years	15,000,000	15,602,735	-	16,078,746
21/12/1442	10 years	5,902,781	5,793,963	690,629	5,309,086
21/06/1445	2 Years	21,000,000	19,360,677	-	20,554,795

- On 8 Shaban 1442 H (21 March 2021), Jazan Development and Investment Company (formerly: Jazan Energy and Development Company (JAZADCO)) signed a long-term loan agreement with the Saudi Agricultural Development Fund in the amount of 15,000,000 Saudi riyals for the purpose of financing the operating costs of shrimp farming. The loan is guaranteed. By mortgaging the title deeds of the included project assets (equipment and machinery), the agreement included a pledge by Jazan Development and Investment Company (formerly: Jazan Energy and Development Company (Jazadco)) not to dispose of the areas that exist on the land on which the loan was granted or in which the operation of the farm or project stops. It is obligated to dispose of it in any way, whether these areas were previously lent or not, except after written approval from the Fund along with some other conditions and pledges contained in the contract. During the first quarter of 2023, the company obtained final approval to postpone payment of the loan installment for two years, provided that the total loan amount is paid in one installment on 1 Shawwal 1446 H (corresponding to 31 March 2025).

- On 8 Shaban 1442 H (21 March 2021), Jazan Development and Investment Company (formerly: Jazan Energy and Development Company (JAZADCO)) signed a long-term loan agreement with the Saudi Agricultural Development Fund in the amount of 5,902,781 Saudi riyals for the purpose of contributing to a shrimp breeding project. The loan is guaranteed. By mortgaging title deeds to mortgage the included project assets (equipment and machinery), the agreement included a pledge by Jazan Development and Investment Company (formerly: Jazan Energy and Development Company (Jazadco)) not to dispose of the areas that exist on the land on which the loan was granted or in which the operation of the farm or The project is subject to any form of disposal, whether these areas were previously lent or not, except after written approval from the Fund along with some other conditions and pledges contained in the contract, provided that payment is made in equal annual installments, each of which is 590,278 Saudi riyals, provided that the installment is due. The first is dated 21 March 2024.
- On 21 Jumada Al-Ula 1445 H (16 November 2023), Jazan Development and Investment Company (formerly: Jazan Energy and Development Company (JAZADCO)) signed a long-term loan agreement with the Saudi Agricultural Development Fund in the amount of 21,000,000 Saudi riyals, and the full amount was received in December 2023. For the purpose of contributing to an operational loan for a shrimp farming project, the loan is guaranteed by mortgaging title deeds to mortgage the included project assets (equipment and machinery). The agreement included a pledge by Jazan Development and Investment Company (formerly: Jazan Energy and Development Company (Jazadco)) not to dispose of the areas located on The land on which the loan was granted or on which the operation of the farm or project depends in any form of disposal, whether these areas were previously lent or not, except after written approval from the Fund along with some other conditions and pledges contained in the contract, provided that the loan is repaid in one installment. On 25 Jumada al-Ula 1447 H (corresponding to 16 November 2025).

Zakat and Statutory Payments

The following are the statutory payments made during the fiscal year ending on December 31, 2024

Statement	Paid	Outstanding until the end of the year and not paid	Brief description	Statement of reasons
Sharia Zakat	253,957	23,596,530	Disputes/under settlement	-
Social Security	2,148,012	156,457	-	-
Visas, passports and employment office	1,602,017	-	-	-
Saudi Stock Exchange Company (Tadawul)	296,203	-	-	-

Zakat status details are as follows:

(Year(s	Status / Action Taken	(Outstanding Balance (SAR	Remarks
2006 – 2010	Amended assessment issued by ZATCA with additional zakat.	11,369,721	Dispute referred to committees.
2014	Final order issued with additional zakat	859,694	Under Installment request
2015	Final assessment issued with additional zakat	755,630	Under Installment request
2016	Final assessment issued with additional zakat	953,811	Under Installment request
2017	Final assessment issued with additional zakat	–	Fully Settled
2018	Final assessment issued with additional zakat	736,792	Under Installment request
2019	Final assessment issued with additional zakat	765,431	Under Installment request
2020	Final assessment issued with additional zakat	1,212,766	Under Installment request
2021-2022	Zakat return submitted; additional info requested by ZATCA	3,424,240	Under preliminary assessment
2023	Zakat return submitted; under review; no assessment issued yet	3,272,354	Under Installment request
2024	Provisions for 2024; no assessment issued yet	246,091	Under Review

Related-party transactions and balances

The Group has transactions with each other and with other related parties. The relevant parties in senior management are the members of the Board of Directors and senior management employees of the group, where senior management employees are considered the persons who exercise authority and responsibility in planning, managing and monitoring the activities of the group directly or indirectly, including managers. Prices and payment terms are approved and authorized by the group’s management. All material transactions between the entities of the group have been settled in these consolidated financial statements.

Related parties	Nature of relationship	Nature of transactions	31 December 2024		31 December 2023	
			Debit	Credit	Debit	Credit
National Aquaculture Group	A related party to a board member	Purchasing for feed supply and raw material	1,147,942	1,147,942	-	-
Mrs. Sarah Al-Humaidi Rabie Al-Harbi	Partner in a subsidiary Company	Financing	-	-	15,000	-
Mr. Suleiman bin Ahmed Al-Ismail	Executive Director	Paying expenses on behalf of the company	-	-	130,927	144,846
Mr. Abdullah Sultan Al-Buqayshi	of a subsidiary company	Financing	43,102	28,727	-	-

The balance due from related party as follows:

Related parties	31 December 2024	31 December 2023
Mr. Abdullah Sultan Al-Buqayshi	14,375	-

As of 31 December 2024, the Group believes that the balance due from related parties will be paid upon demand. As a result, these balances are classified as current assets. These balances bear no interest and there is no set repayment schedule. Balances due from related party are not secured, but management believes that all related parties are in good financial position and have sufficient funds to settle the balances upon demand.

The balance due to related party as follows:

Related parties	31 December 2024	31 December 2023
Mr. Suleiman bin Ahmed Al-Ismail	-	24,234

external auditor’s report

- **Emphasis of Matters:** We draw attention to Note (12-4) to the accompanying consolidated financial statements, which describes the effects of the management observation of a decrease in the value of the group’s biological assets amounting to SR 32,079,795 during the three- month period ended 31 March 2024 which was primary due to a significant reduction in shrimp biomass. Our opinion is not modified in respect of this matter.
- **Material Uncertainty Related to Going Concern:** We draw attention to Note (5.1) to the accompanying consolidated financial statements, which states that the total comprehensive loss for the year ended 31 December 2024, amounted to SR 164 million (31 December 2023: SR 39.5 million). The accumulated losses as of 31 December 2024, amounted to SR 133.3 million. As of that date, the Group’s current liabilities exceeded its total current assets by SR 126.5 million. These events or conditions, collectively, indicate the existence of a material uncertainty that may cast significant doubt on the Group’s ability to continue as a going concern. The consolidated financial statements have been prepared on a going concern basis.

Our opinion has not been modified in this regard





Social Responsibility



The company’s Ordinary General Assembly held on 04/18/2018 , approved the social responsibility policy, its objectives, scope of work and controls to develop society’s social and economic conditions. It aims to define the general framework for the work and programs of social responsibility organized by the company and determine the controls that govern it to ensure the achievement of the required goals.

Fields

1

Cooperation and interaction with social actors and organizations

2

Supporting community programs and sectors

3

Paying attention to everything that contributes to supporting activities and programs and sponsoring events and occasions of value and benefit to the individual and society

4

Environmental preservation

5

Supporting the youth group in a way that serves their interests and develops their awareness by adopting training programs for Saudi youth with educational institutions and attracting competencies to create job opportunities

6

Supporting people with special needs

7

Establishing the concept of social responsibility in the region as a symbol of loyalty to the homeland and its citizens



Risk Management and Financial Instruments

Changes in Global Economy



That negatively affects product prices especially shrimp exports. The company continuously monitors the changes in global economy and works to diversify sources of revenue by diversifying the company’s activities.

Competition Risks



The company sells its fish products of shrimp, and fruits products in a competitive domestic and overseas markets. The company’s management works to reduce competition risks by diversifying investments and maintaining competitive prices and quality.

Risks of Biodiseases



They have a direct impact on production, especially shrimp. The company takes measures to prevent these diseases in accordance with standards, procedures and conditions determined by the Ministry of Environment, Water and Agriculture to reduce these diseases.

Risks of Price Changes



This is in the prices of production inputs and selling prices, which affects the profit margin. This risk is addressed by working to diversify investments and reduce operating, selling and distribution costs.

Credit Risk



Financial assets that are likely to be exposed to credit risk mainly from cash, cash equivalents, receivables and other assets. Cash is deposited in banks with high credit capacities and thus credit risk is limited. As for credit risk for receivables, it is limited for not accepting any client before determining and analyzing his credit capacity and dealing with him according to the authorities, as net receivables and other debit balances represent only about 10% of the total assets of the company.

Interest Rate Risk



Interest rate risk arises from the possibility that fluctuation in interest rates will affect the future profitability or fair value of financial instruments due to the change in interest rate in the market. The company is subject to interest rate risk on its commission-related assets and liabilities. The company deals with interest-free financing funds and Islamic finance in addition to diversifying sources of financing.

Foreign Currency Risk



It is the risk resulting from a change in foreign currency exchange that affects the value of assets, foreign investments and operating activities and fluctuation of the fair value of future cash flows. The company’s management monitors the fluctuations in foreign exchange rates on a continuous basis. It also believes that it is not necessary to cover against foreign currency risks at the present time. When the company’s management determines the existence of these risks, financial commitments will be formed to reduce the risk of change in foreign currencies.

Capital risk management



The company’s capital includes common shares owned by ordinary shareholders. The company aims mainly through capital management to maintain strong capital ratios in order to support projects and maximize shareholder value. The company manages its capital structure in light of changes in economic conditions and the requirements of financial agreements. In order to maintain and adjust the companys capital structure, a company may adjust dividends to shareholders, return capital to shareholders, or issue new shares

Liquidity Risk



those that the Group may face in providing the liquidity necessary to meet its commitments on financial instruments for the benefit of third parties. To reduce liquidity risks and associated losses on the group’s business, the group retains, where possible, sufficient high-liquidity trad-ed assets in all working conditions. The Group is moving away from financing long-term capital requirements through short-term borrowing. Long-term projects are now funded through long-term loans only. The Group also had a highly dynamic cash flow assessment policy and a system through which to estimate the entitlement dates of its liabilities and develop appropriate plans to provide the resources required to meet those liabilities in a timely manner.

Equity Price Risk



The listed and unlisted securities of the company are exposed to market price risk arising from the uncertainty of the future values of invest-ment in securities. The company manages equity price risk by diversifying investments.

Climate hazards and agricultural diseases



These risks are due to climatic conditions and agricultural epidemics affecting crops. The ability to cope with climatic conditions may be lim-ited, but as far as epidemics are concerned, the actions available to the company to deal with them depend on its accumulated experience and the possible requirements for prevention and control

A hand holding a glowing blue pen draws a sine wave on a dark blue grid background. The wave starts from the left, rises to a peak, falls to a trough, and then rises again towards the right. A bright blue light emanates from the pen's tip at the second peak. On the right side of the image, there is a large, solid green L-shaped graphic. The text "Governance Regulations" is written in white, bold, sans-serif font across the middle of the image.

Governance Regulations



The governance regulation is defined as the system by which the company’s business is directed and monitored in a way that serves the interests of shareholders in order to sustain the value of the company and promote rights of shareholders. It defines the governance structure and the distribution of powers and responsibilities among the various parties related to the company, such as members of the board of directors, committees of the board, executive management and shareholders. The regulations clarify the rules and procedures for taking decisions regarding company affairs.



Company Governance

The company applies all the provisions mentioned in the Corporate Governance Regulations issued by the Capital Market Authority (CMA), except for the following:

Article Number	Paragraph	Article Requirements	Reasons for not Applying
Thirty-seventh	2	training Develop the necessary mechanisms for each of the members of the Board of Directors, members of committees and executive management to obtain programs and courses on an ongoing basis in order to develop their skills and knowledge in areas related to the company's activities.	Guidance material
Thirty-ninth	E	Evaluation The Board of Directors makes the necessary arrangements to obtain an evaluation by a competent external body of its performance every three yearsation by a competent external body of its performance every three years	Guidance material to be applied in the future
	F	The non-executive members of the Board of Directors shall periodically evaluate the performance of the Chairman of the Board, after taking the views of the executive members - without the Chairman of the Board attending the discussion designated for this purpose - provided that the strengths and weaknesses are identified and proposed to address them in accordance with the interest of the company	Guidance material to be applied in the future
Forty-fourth	3	Company's Competition Controls Competition standards issued by the company's General Assembly based on the proposal of the Board of Directors and published on the company's website	The company has worked on updating the company's corporate governance regulations to comply with the Corporate Governance Regulations issued by the Capital Market Authority, and the Board of Directors approved in February 2024 to adopt the policy and submit it to the next assembly .for approval to be published on the company's website
Sixty-seventh	-	Formation of the Risk Management Committee A committee called (Risk Management Committee) is formed by a decision of the company's board of directors	Guidance Material The Board of Directors does not see the necessity of forming an independent committee at the present time and entrusts the Executive and Investment Committee withits duties
Eighty- two	2	Motivating Employees Programs granting employees shares in the company or a part of the profits realized and retirement programs, and establishing an independent fund to spend on these programs	Guidance Material
	3	Motivating Employees Establishing social institutions for company employees	Guidance Material
Eighty- five	1	Social Work Initiatives Establishing measurement indicators that link the company's performance with its social work initiatives and compare that with other companies of similar activity	Guidance Material
	4	Social Work Initiatives Establishing community awareness programs to define the company's social responsibility	Guidance Material
Ninety-two	1	The formation of the Corporate Governance Committee A committee concerned with corporate governance is formed	Guidance Material The Board of Directors does not see the necessity of forming an independent committee at the present time and entrusts the Executive and Investment Committee withits duties



Board of Directors

Board of Directors

The Board of Directors consists of seven (7) members appointed at the General Assembly meeting for a term of three (3) years, in accordance with Article (14) of the company’s Articles of Association. (It is noteworthy that the company’s Articles of Association were amended on 26/12/2023, modifying Article (14) to extend the Board’s term to four (4) years, which will be implemented starting from the next Board formation). Seven (7) members were appointed during the General Assembly meeting held on 11/04/2022, following the cumulative voting method. The composition of the Board aligns with the provisions of Article (16) of the Corporate Governance Regulations issued by the Capital Market Authority. The Board is vested with all the necessary powers to manage the company as specified in the Articles of Association. Furthermore, the Policies, Standards, and Membership Procedures Regulation clearly defines the Board’s responsibilities. The Board of Directors consists of the following members:

Member Name	Membership Status	Position
Sultan Abdulaziz AlMubarak	Independent	Chairman
Feras Khalid Albawardi	Executive	Vice Chairman & Managing Director
Abdulelah Mulhem Al-Mofeez	Independent	Board Member
Turki Ahmed Alobilan	Independent	Board Member
Ibrahim Abdullah Al-Jasser	Independent	Board Member
Abdullah Ali aldubaikhi	Non-executive	Board Member
Sultan Abdullah al Shalash	Independent	Board Member

During the year 2024, changes in the Board membership were as follows:

- The appointment of Dr. Abdullah Ali aldubaikhi as a Non-Executive Board Member, effective from his appointment on 03-01-2024, to complete the Board’s term until the end of the current cycle on 12-04-2025, replacing the former member, Ms. Bedor Nasser Al-Rashoudi (Non-Executive).
- The appointment of Mr. Ibrahim Abdullah Al-Jasser as an Independent Board Member, effective from his appointment on 03-01-2024, to complete the Board’s term until the end of the current cycle on 12-04-2025, replacing the former member, Mr. Mohammed Abdullah Alkhttaf (Independent).
- The appointment of Mr. Sultan Abdullah al Shalash as an Independent Board Member, effective from his appointment on 07-01-2024, to complete the Board’s term until the end of the current cycle on 12-04-2025, replacing the former member, Eng. Majed Abdullah Alissa (Independent).



Dr.
Sultan Abdulaziz AlMubarak
Chairman of the Board

Current Positions

- Executive Director of Innovation and Knowledge Translation at the National Health Research Institute of the National Transformation Program
- Chairman of the board, Jazan Development and Investment Company (JAZADCO).
- Board Member, QMEL Company.
- Active Participant, Riyadh Economic Forum

Former Positions

- Senior Clinical Scientist/Consultant, Biostatics, Epidemiology, and Science Computing Department (BESC)/Main Hospital, King Faisal Specialist Hospital & Research Centre.
- Advisory Board Member, Technopolicy Network, The Netherlands.
- Consultant, King Abdulaziz City for Science and Technology (KACST), Riyadh Saudi Arabia Supporting and implementing the National, Science, Technology, and Innovation Plan.
- Vice Chair, The Committee of Scientific Research Support, of the Saudi National Science Technology and Innovation Plan NSTIP (Maarifah 2).
- Referee member, Ibticar competition for Innovation, Mawhiba, Saudi Arabia
- Director, BADIR Program for Biotechnology Business Incubator, (KACST), Riyadh, Saudi Arabia
- Other positions, Partial listing: Multiple posts, involvement and trainer in the fields of Business Incubation Process and Management, Virtual Services, Establishing Mentoring programs, Patent Searches and evaluation, and Ambitious Entrepreneurs.

Qualifications

- Stanford Research Institute, Disciplines of Innovation, USA 2012
- Office of Technology Transfer, National Institute of Health, USA 2010.
- PhD in Periodontology State University of New York at Buffalo New York USA, 2000.
- Bachelor of Dental Surgery King Saud University, Riyadh, KSA. 1989

Experience

- Worked in a number of organizations as a motivating and inspiring leader who can achieve positive results in demanding work environments. He also possesses many interpersonal and management skills. He is also able to cooperate in managing diverse and complex issues related to operational aspects and improving the financial position of the transformation of the leading innovative enterprises. He has a comprehensive, high- level network of communication in the public and private sectors, has research and scientific publications including books on innovation in health. He frequently participates as a guest speaker in international and local conferences about incubators, innovation, and technology transfer. Participated as an international researcher and lecturer in many conferences.

Current Corporate Board Members or their Directors

Within the Kingdom

- Jazan Development and Investment Company (JAZADCO) - Listed Joint Stock
- QMEL Company- Closed Joint Stock Company

Former Corporate Board Members or their Directors

Within the Kingdom

- BATIC Investment and Logistics Company (BATIC) - Listed Joint Stock



Mr.
Firas Khaled Al-Bawardi
Vice Chairman of the Board Member

Current Positions

- Managing Director of Jazan Development & Investment Company
- Chairman - Mango Jazan Company
- Chairman - Fish Day Company

Former Positions

- CEO - Jazil Investment Company
- CEO - Jasara Holding Company
- Real Estate dep. Director - Istedamah
- Project Manager - Council of Economic and Development Affairs
- Local and International Equity Analyst at Samba Bank

Qualifications

- Bachelor of Finance Management, University of Oregon, USA in 2011

Experience

- Investment, financial analysis, local and international stocks



Mr.
Abdul-Ilah Melhem Al-Mafeez
Board Member

Current Positions

- CEO of Dhurrah Financial Company

Former Positions

- CFO of AlSaif Stores for Development and Investment Company
- CFO of Jazan Development and Investment Company
- Credit Consultant at the Industrial Fund
- Consultant for the investments and strategic partnerships of Elm Information Security Company

Qualifications

- CFA Certified Financial Analyst
- Master degree of Business Administration
- Bachelor’s degree in Finance

Experience

- He worked as a legal and real estate consultant for a number of institutions and companies

Current Corporate Board Members or their Directors
Within the Kingdom

- Artex Industrial Investment Company (BATIC) - Listed Joint Stock
- BATIC Investment and Logistics Company (BATIC) - Listed Joint Stock
- Jazan Development and Investment Company (JAZADCO) - Listed Joint Stock
- Mango Jazan Company - LLC
- Fish Day Company – LLC
- Tabuk Fish Company - Closed Joint Stock
- AlJouf Municipality Investment Company (Ghars) - Closed Joint Stock
- Smart City Solutions Company – LLC
- Arabian Security & Safety Services Company (AMNCO) – LLC
- Batic Real Estate Company – LLC
- Abeen Medical Company – LLC

Outside the Kingdom

- Rakha Agricultural Investment and Development Company – Closed Joint Stock

Former Corporate Board Members or their Directors
Within the Kingdom

- Jazil Investment Company – Closed Joint Stock
- Jassara Holding Company - LLC
- TAAQAAT Technical Services Company – LLC
- AXIS Contracting Company – LLC
- Performance Minerals Factory – LLC
- ALWAFA International Factory Co. – LLC
- AMNCO Facility Management Company – LLC
- Saudi Transport & Investment Co. – LLC
- Al Reef Sugar Refining Company - Closed Joint Stock

Outside the Kingdom

- Trukkin Company – Limited Liability Company

Current Corporate Board Members or their Directors
Within the Kingdom

- Jazan Development and Investment Company (JAZADCO) - Listed Joint Stock

Former Corporate Board Members or their Directors
Within the Kingdom

- Mango Jazan Company – LLC
- Tabuk Fish Company - Closed Joint Stock
- Fish Day Company – LLC
- Al Reef Sugar Refining Company - Closed Joint Stock

Outside the Kingdom

- Rakha Agricultural Investment and Development Company – Closed Joint Stock



Mr.
Turki Ahmed Alobilan
Board Member

Current Positions

- Board Member at Batic Investment and Logistics company (Batic and Audit committee member
- Board member at Almarqab commercial markets company
- Audit Committee member (GIG)

Former Positions

- CEO of Batic Real Estate Company
- Head of Local Bank Inspection at the Saudi Central Bank
- Banking supervision at the Saudi Central Bank
- Banking Inspection Department at the Saudi Central Bank

Qualifications

- Master of Business Administration (MBA) from (Hull) University in 2008, and Bachelor of Financial Business Administration from King Saud University in 2001

Experience

- Examination and review of local banks in the field of credit, risk management, compliance and corporate governance.
- Experience in the field of real estate investment and development.



Mr.
Ibrahim Abdullah Al-Jasser
Board Member

Current Positions

- CFO - National Water Company

Former Positions

- CFO – Saudi Telecommunications Channels Group
- CFO - Al Hoshan Group
- CFO - Saudi Speed Logistics Company
- CFO - Abdullah Fouad Holding Company

Qualifications

- Bachelor of Industrial Management Accounting from King Fahd University of Petroleum and Minerals in 1994.
- Other Studies (Accounting, Auditing and Taxation) - University of Alabama - USA 1995.

Experience

- He has extensive experience across multiple sectors, with over 30 years in financial management within telecommunications and technology, projects, real estate, logistics, banking, and external auditing. In addition, he has expertise in financial restructuring, deal management, corporate transformation, human resources management, asset and cost management, numerous acquisitions and liquidations, and the integration of financial and accounting systems. He currently holds leadership positions on audit committees to enhance governance and financial oversight.

- Current Corporate Board Members or their Directors
Within the Kingdom
- Jazan Development and Investment Company (JAZADCO) - Listed Joint Stock
 - Batic Investment and Logistics company (Batic) - Listed Joint Stock
 - Almarqab commercial markets company - Limited Liability

None

Former Corporate Board Members or their Directors

- Current Corporate Board Members or their Directors
Within the Kingdom
- Jazan Development and Investment Company (JAZADCO) - Listed Joint Stock
 - SHL Company - Listed Joint Stock
 - Al Jeri Investment Company - Closed Joint Stock
 - Lidar Investment Company - Closed Joint Stock

- Former Corporate Board Members or their Directors
Within the Kingdom
- Matarat Holding Company – Government-owned company
- Outside the Kingdom
- ljar Crane Company - Closed Joint Stock



Mr.
Sultan Abdullah al Shalashi
Board Member

Current Positions

- Chairman of the Board - Alaqtar Real Estate Development Company

Former Positions

- Founder and CEO - best offer company
- Advisor to the Chairman of the Board - thimar alarabiya company

Qualifications

- Bachelor of International Business from the American University (London Britain) in 2012

Experience

He has over 16 years of experience in the real estate and investment sector, spanning both local and Gulf markets, and has a proven track record in developing real estate, investment, and technology projects. He currently serves as Chairman of the Board of Directors of a real estate development company and is a member of several committees.



DR
Abdullah Ali Aldubaikhi
Board Member

Current Positions

- Chief Executive Officer – Al-Aqtar Real Estate Development Company

Former Positions

- Chief Executive Officer – Bahri
- CEO – SALIC (Saudi Agricultural and Animal Production Investment Company)
- Chief Executive Officer – Afuwaf Investment Company

Qualifications

- Doctor of Business Administration from Bocconi University Italy in 2022
- MBA from the University of Oxford, UK in 2011
- Bachelor of Electrical Engineering from King Fahd University of Petroleum and Minerals in 1987

Experience

- He has over 35 years of experience in various fields, having held leadership positions in the agriculture, logistics, and real estate sectors. He has contributed to developing investment and management strategies that have enhanced growth and sustainability in the companies he has worked for.
- He currently serves as Chairman of the Board of Directors of a holding company, in addition to Chairman of the Board of Directors of a cooperative society, and as a member of the boards of directors of major companies spanning the airport, investment, and aquaculture sectors. He also chairs several audit, nomination, and remuneration committees, contributing to strengthening governance and financial oversight.

Current Corporate Board Members or their Directors

- Within the Kingdom**
- Jazan Development and Investment Company (JAZADCO) - Listed Joint Stock
 - Alaqtar Real Estate Development Company - Limited Liability Company

None

Former Corporate Board Members or their Directors

Current Corporate Board Members or their Directors

- Within the Kingdom**
- Jazan Development and Investment Company (JAZADCO) - Listed Joint Stock
 - Mulkia Investment Company - Public Joint Stock
 - Matarat Holding Company - Public Joint Stock
 - Abu Dhabi Maritime Academy - Locked contribution
 - Qassim Municipality Investment Company - Locked contribution
 - Sulaiman Al Rajhi Company - Locked contribution
 - Naqua Company - Locked contribution
 - Saeer Logistics Services Company - Locked contribution
 - Red Sea Farmers Cooperative Society (Tamala) - Locked contribution

Former Corporate Board Members or their Directors

Within the Kingdom

Nane

Board Meetings

The members of the Board allocated sufficient time to read and prepare well for the meetings of the Board and its committees and their keenness to attend them, and no member of the Board has ever submitted a written request to hold emergency meetings of the Board during the ending fiscal year and no member has ever objected to the Board’s agenda and decisions. The Board was keen to schedule its sessions on specific dates and always prepare for the Board meetings before the sessions and ensure that all Board members are committed to attend the meetings and discuss all agenda items raised in the meeting and record the results of the meeting in the minutes assigned to the Secretary of the Board and follow up the implementation of the minutes with the executive management of the company, and the Board was keen to follow up the tasks assigned to each of its members and ensure that they are implemented in accordance with what the Board decided in its meetings, and follow up the Board committees and their periodic meetings and ensure that their members fulfill their duties and responsibilities and implement the minutes of the meetings.

Means adopted by the Board of Directors in evaluating its performance and the performance of its committees and members

The Nominations and Remuneration Committee determines the strengths and weaknesses of the Board of Directors and proposes to address them in accordance with the interests of the company. The committees of the Board of Directors are also evaluated during the period of their commitment to the tasks assigned to them by the Board of Directors.
No external entity has assessed the performance of the Board and its committees during the year 2024.

Attendees

Attendance Record of board meetings during 2024, a total of (8) meetings

Name	Board Meeting Dates								Total Attendance
	02/03	26/03	18/05	03/08	31/08	10/11	18/11	29/12	
Sultan Abdulaziz AlMubarak	√	√	√	X	√	√	√	√	7
Feras Khalid Albawardi	√	√	√	√	√	√	√	√	8
Abdulelah Mulhem Al-Mofeez	√	√	√	√	√	X	√	√	7
Turki Ahmed Alobilan	√	√	√	√	√	√	√	√	8
Ibrahim Abdullah Al-Jasser	√	√	√	√	√	√	√	√	8
Abdullah Ali aldubaikhi	√	√	√	√	√	√	√	√	8
Sultan Abdullah al Shalash	√	√	√	√	√	√	√	√	8
Date of the last meeting of the General Assembly 15/05/2024									

(√) Attendance (X) Non-attendance

Executive management



Managing Director
Mr. Firas Khaled Al-Bawardi

Please see the previous section for biographies of board members



Mr.
Mohammed Abdullah Al-Resheid
Chief Executive Officer

Former Positions

- Strategic Planning Manager at the Global Company for Down-stream industries
- Business Development Specialist at the Global Company for Down-stream industries
- Visiting Lecturer in the King Saud University

Qualifications

- Master of Science in Engineering Management, Projects and Systems form Catholic University of America
- Business Administration and Management, Finance from King Saud University
- Engineering Management Professional Certificate from Catholic University of America
- Management of Information Technology Professional from Catholic University of America
- English as a Second Language from Virginia Tech University

Experience

He has held several positions, including Director of Strategic Planning at the International Company for Manufacturing Industries, and has participated in the founding of several entrepreneurial ventures. He also serves as a committee member in several publicly listed and limited liability companies.



Mr.
Dunya Zaib Sher Alam
Chief Financial Officer

Former Positions

- Chief Financial Officer – National Aquaculture Group
- General Manager of Strategy - National Aquaculture Group
- Financial Manager – Takween Advanced Industries
- Financial Manager – Reshmatex Limited
- Senio Auditor – Accountant General Pakistan Revenue

Qualifications

- Stanford LEAD – Executive Education Stanford Graduate School of Business
- Certificate of Specialization in Strategy: Harvard Business School
- Chartered Management Accountant (FCMA) ICMA Pakistan
- Strategic CFO Program: MECA CFO Academy
- Certified Director: ICMA Pakistan
- MBA: Virtual University of Pakistan
- Bachelor of Commerce: University of Peshawar

Experience

With over 20 years of experience, he is committed to aligning financial objectives with business strategy. His extensive experience in financial management, mergers and acquisitions, and strategic planning has enabled organizations to succeed in a constantly evolving business landscape. He is committed to sustainable growth, attracting top talent, and ensuring responsible financial management.



Mr.
Naif Dahwi Al-Anzi

Executive Director
of Human Resources
and Administration

Former Positions

- Human Resources Director, Gazelle Investment

Qualifications

- Bachelor’s degree in Business Administration

Experience

More than 22 years of experience in human resources management and administrative affairs in many companies operating in the fields of contracting, industry and investment

In 2024, some administrative changes took place as follows

- On 02/06/2024, Mr. Dunya Zaib Alam was appointed as Chief Financial Officer, replacing Mr. Ehab Rifai.

committees

The committees formed by the Board of Directors and emanating from it in compliance with the Articles of Association of the company and the regulations for governance and optimum management consist of three committees, as follows:

- Executive and Investment Committee
- Audit Committee
- Nomination and Remuneration Committee

Executive and Investment Committee

Committee Composition

The Executive and Investment Committee consists of three members as follows:



Mr.
Firas Khaled Al-Bawardi
Chairman of the Executive
and Investment Committee

Please refer to the previous section
of board members biographies



Mr.
Abdulelah Mulhem Al-Mofeez
Member of the Executive and
Investment Committee

Please refer to the previous section
of board members biographies



Mr.
Mohammed Abdullah Al-Resheid
Member of the Executive and
Investment Committee (External)

Please refer to the previous section of the
Executive Management biographies

During the year 2024, there was a change in the membership of the committee, where Mr. Mohammed Abdullah Al-Khattab submitted the resignation with membership on 02/01/2024.

Duties and competence of the committee

The Executive and Investment Committee assists the Board in performing its assigned duties and responsibilities by studying matters before presenting them to the Board, making the necessary recommendations, or making decisions if the Board authorizes it to do so. The Committee's responsibilities include the following:

Executive Committee:

1. Supervise the development of the company's strategic plan, evaluate the proposals and initiatives submitted by the executive management concerned with the vision and mission of the company and the strategic objectives, and submit appropriate recommendations.
2. Ensure the implementation of the strategy and its effectiveness in achieving the desired goals.
3. Study and review the estimated budget (capital and operating) annual and submit appropriate recommendations.
4. Supervise the implementation of the estimated budget, follow up the actual performance periodically, analyze the causes of deviations, if any, and propose appropriate solutions.
5. Study strategic and important topics and projects and monitor their implementation on a regular basis.
6. Review and monitor the company's performance on a regular basis through the performance indicators approved by the Board and raise any important issues in this regard.
7. Supervise the management of the company's finances, cash flows, financing plans, and financial and credit relations with third parties.
8. Review and develop the company's internal policies and propose appropriate amendments.
9. Review the social responsibility policy and the programs and means proposed by the executive management to launch the company's initiatives in the field of social work.
10. Any other tasks assigned by the Board to the Committee or delegated thereunder in the list of financial and administrative powers.

Investment Committee

1. Supervise the executive management in preparing the investment strategy and policy in the company, develop plans and objectives commensurate with the nature of the company's business and the activities it engages, determine the acceptable levels of investment risks, and work to review them periodically to ensure their suitability to changes in the market.
2. Follow up the company's investment activities periodically and develop the necessary procedures to evaluate the company's investment performance through appropriate performance indicators related to the extent to which the company's investment goals and plans are achieved, the quality of risk management related to them, identifying the strengths and weaknesses, and submitting to the Board appropriate proposals and solutions.
3. Study and evaluate investment opportunities, whether through the establishment of companies, participation with others in their establishment, owning shares and shares in other existing companies, acquiring them or merging with them, and investment of all kinds, whether real estate investments or investments in deposits, sukuk, bonds, shares, funds, etc., or disposing of them, and submitting appropriate recommendations in this regard.
4. Periodic follow-up of the work of any other company that is affiliated with it or shareholding in it, including:
 - Develop policies and mechanisms for nominating the company's representatives in its boards of directors and propose the nomination of representatives and submit them to the board.
 - Follow up and analyze the financial and operational performance of these companies according to their financial results, and meet periodically with the company's representatives in its boards of directors, discuss them and evaluate potential opportunities and risks.
 - Work with the executive management to study the topics on the agenda of the assemblies of these companies well in advance of holding their meetings and determine the appropriate decisions and what needs to be presented to the Board for approval.
5. Any other tasks assigned by the Board to the Committee or delegated thereunder in the list of financial and administrative powers.

Additional Tasks

The Board of Directors assigned the Executive and Investment Committee the duties of the Risk Committee on 12/04/2022 and the terms of reference established under Article (68) of the Corporate Governance Regulations issued by the Board of the Capital Market Authority as follows:

- Developing a comprehensive risk management strategy and policies commensurate with the nature and size of the company's activities, verifying their implementation, reviewing and updating them based on the internal and external variables of the company.
- Determining and maintaining an acceptable level of risks that the company may be exposed to, and verifying that the company does not exceed it.
- Verifying the feasibility of the company continuation and the successful continuation of activity, while identifying the risks that threaten its continuation during the next twelve months.
- Supervising the company's risk management system and evaluating the effectiveness of systems and mechanisms for identifying, measuring and following up the risks that the company may be exposed to, in order to determine its deficiencies.
- Periodically re-evaluate the company's ability to withstand risks and exposure to them (by conducting stress tests, for example).
- Preparing detailed reports on exposure to risks and the proposed steps for managing these risks, and submitting them to the Board of Directors.
- Submitting recommendations to the Board on issues related to risk management.
- Ensuring the availability of adequate resources and systems for risk management.
- Reviewing the organizational structure of risk management and making recommendations regarding it before approval by the Board of Directors.
- Verifying the independence of the risk management personnel from the activities that may result in exposing the company to risks.
- Verifying that the risk management personnel understand the risks surrounding the company, and work to increase awareness of risk culture.
- Reviewing the issues raised by the audit committee that may affect the risk management in the company.

Attendees

The Committee held nine meetings during 2024 as follows:

Committee Members	Position	Meeting Dates										Total Attendees
		19/03	03/04	24/04	01/05	12/05	10/07	29/07	18/08	31/10	25/12	
Firas Khaled Al-Bawardi	Chairman	√	√	√	√	√	√	√	√	√	√	10
Abdulelah Mulhem Al-Mofeez	Member	√	√	√	√	√	√	√	√	√	√	10
Mohammed Abdullah Al-Resheid	Member	√	√	√	√	√	√	√	√	√	√	10

(√) Attendance (X) Non-attendance

Audit committee

The Audit Committee was formed by the General Assembly on 15/05/2022, from three independent members specialized in financial and accounting affairs as follows:



Mr.
Turki Ahmed Alobilan
Chairman of the Audit Committee

Please refer to the previous section of board members biographies



Mr.
Abdulmajeed Sulaiman Aldakhil
External Audit Committee Member

Please see the next section for a CV



Mr.
Abdulaziz Sulaiman Al-dukhill
External Audit Committee Member

Please see the next section for a CV



Mr.
Abdulmajeed Sulaiman Aldakhil
External Audit Committee Member



Mr.
Abdulaziz Sulaiman Aldukhail
External Audit Committee Member

Former Positions

- Partner at ValuHub

Experience

- External Auditor and Financial Advisor at BKF & Al-Bassam
- External Auditor and Financial Advisor at Ernst & Young

Qualifications

- Fellowship of the Saudi Authority for Accredited Valuers (Taqeem)
- Fellowship of the Saudi Organization for Accountants and Auditors
- American Accounting Fellowship
- Bachelor Accounting from Southern Utah University

Experience

- Having experience of more than 10 years in advising on growth strategies, capital structure, funding needs. Moreover, having leading M&A transactions and conducting business valuations for many purposes. Having board memberships and committees memberships in public companies.

Qualifications

- Bachelor of Finance and Investment Concordia University in 2015

Experience

- Distinguished practical experience for more than 10 years in the field of investment and strategy in several private companies and semi-governmental entities.
- Establishing and offering several companies and holding leadership positions in several entities, in addition to working as a consultant in several private companies.

Committee’s Duties and Competencies

The Audit Committee, based on the approved bylaws and without prejudice to the tasks and responsibilities contained in the Companies Law, the Company’s Articles of Association and the Corporate Governance Regulations, shall monitor the Company’s business and verify the integrity and integrity of the reports, financial statements and internal control systems therein, and the Committee’s tasks include, in particular, the following:

Financial Reports

- Study the company’s interim and annual financial statements and related announcements before presenting them to the Board and expressing its opinion and recommendation thereon, to ensure their integrity, fairness and transparency, and to ensure that they are prepared in accordance with the accounting standards adopted in the Kingdom and the provisions of the Companies Law and the Company’s Articles of Association and in line with the instructions issued by the supervisory authorities.
- Provide technical opinion - at the request of the Board - on whether the Board report and the financial statements of the company are fair, balanced and understandable and include information that allows shareholders and investors to evaluate the company’s financial position, performance, business model and strategy.
- Study any important or unusual issues contained in financial reports.
- Thoroughly research any issues raised by the company’s financial director, his assume, the company’s compliance officer, the internal auditor or the auditor.
- Verification of accounting estimates in material matters contained in financial reports.
- Study the accounting policies followed in the company and express an opinion and recommendation to the Board of Directors in this regard.

Internal Audit

- Study and review the internal and financial control systems and risk management in the company, and make recommendations on the proposed amendments to develop and raise their efficiency.
- Consider how efficiently the Company assesses the material risks it may be exposed to and the steps taken by the Company to monitor and address these risks.
- Study, approve and update the overall internal audit plan annually, and should include a review of key activities and processes, including risk management and compliance activities, at least annually.
- Study the internal audit reports and follow up the implementation of corrective actions for the observations contained therein.



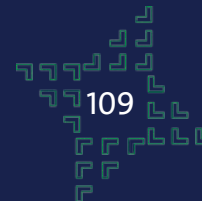
- Control and supervise the performance and activities of the internal auditor and the internal audit department in the company to verify the availability of the necessary resources and their effectiveness in performing the work and tasks entrusted to it.
- Recommending to the Board of Directors the appointment of the Director of the Internal Audit Unit or Department or the Internal Auditor and proposing his remuneration.
- Recommending to the Board of Directors to appoint a director of an internal audit unit or department or the internal auditor and suggesting his remuneration

Auditor

- Recommending to the Board of Directors the nomination of auditors, dismissing them, determining their fees and evaluating their performance, after verifying their independence and reviewing the scope of their work and the terms of their contract.
- Verify the independence, objectivity and fairness of the auditor, and the effectiveness of the audit work, taking into account the relevant rules and standards.
- Review the company's auditor's plan and work, verify that he has not submitted technical or administrative work outside the scope of audit work, and express its views thereon.
- Answering the inquiries of the company's auditor.
- Study the auditor's report and observations on the financial statements and follow up on what has been taken in this regard.

Ensuring Commitment

- The Audit Committee shall establish a mechanism that allows employees of the company to submit their observations on any violation in financial or other reports confidentially. The committee shall verify the application of this mechanism by conducting an independent investigation commensurate with the magnitude of the error or transgression and adopting appropriate follow-up procedures.
- Propose to the Board to develop policies or procedures for stakeholders to submit their complaints or report violating practices.



Additional Tasks

The Board of Directors relied on the Governance Duties Review Committee on 12/04/2022. The terms of reference are established under Article (49) of the Corporate Governance Regulations issued by the Board of the Capital Market Authority as follows:

- Verifying that the company adheres to these rules.
- Reviewing and updating the rules in accordance with legal requirements and best practices.
- Reviewing and developing the rules of professional conduct that represent the values of the company, and other internal policies and procedures to meet the needs of the company and conform to best practices.
- Keep members of the Board of Directors informed of developments in the field of corporate governance and best practices, or delegate this to the Audit Committee or any other committee or management.

The committee should follow up on any issues related to governance applications and provide the Board of Directors at least annually with the reports and recommendations it concluded.

Attendees

The Committee held (8) meetings during the fiscal year 2024, and the following are the attendees :

Committee Members	Position	Meeting Date								Total Attendees
		18/03	20/03	13/05	01/08	26/08	23/10	04/11	23/12	
Turki Ahmed Alobilan	Chairman	√	√	√	√	√	√	√	√	8
Abdulmajeed Sulaiman Aldakhil	Member	√	√	√	√	√	√	√	√	8
Abdulaziz Sulaiman Aldukhail	Member	√	√	√	√	√	√	√	√	8

(√) Attendance (X) Non-attendance

Results of Internal Audit, Evaluation of Internal Control Effectiveness and Audit Committee Opinion

The company adopts an internal control framework based on the Three Lines of Defense model (business units, internal control departments, and internal audit department). The business units, representing the first line of defense, align their activities with the company’s approved systems and regulations. Meanwhile, the internal control departments, forming the second line of defense, assess, measure, and monitor various risk levels across operations and business activities, ensuring alignment with approved controls and procedures to meet regulatory requirements. The internal audit department acts as the third line of defense, conducting necessary examinations and audits to verify the company’s compliance with operational procedure manuals, based on the risk-based audit plan executed throughout the year across the company’s different departments.

The Audit Committee ensures the adequacy of the company’s internal controls by reviewing and studying reports issued by the internal and external auditors and verifying their independence. The company’s executive management, as part of its responsibility, ensures the implementation of internal control procedures that reasonably guarantee the effectiveness and efficiency of company operations and the applied control measures, including the reliability and integrity of financial reports, and compliance with relevant laws, regulations, and company policies. The company’s Internal Audit Department implements the annual risk-based audit plan approved by the Audit Committee to assess the internal control environment. The focus is placed on evaluating the control environment, organizational structure, risks, policies and procedures, segregation of duties, and the efficiency of information systems. This is done by selecting random samples from planned audit activities to examine and verify the effectiveness and efficiency of the internal control systems and to obtain reasonable assurance on the performance of internal controls throughout the year. The Audit Committee also ensures that the external auditor fulfills their responsibilities towards the company by monitoring the planning and execution of audit activities to obtain reasonable assurance that the International Financial Reporting Standards (IFRS) adopted in Saudi Arabia have been applied.

Based on the Audit Committee’s activities during the year, the Committee affirms that through the tasks it carried out, it has reviewed the observations and discussions presented by the company’s external auditor during the examination and audit of the financial statements.

The Committee also supervised the Internal Audit Department within its scope of authority and responsibilities, as the department submits its reports to provide observations and recommendations aimed at enhancing the internal control system and its procedures.

Executive management continuously implements corrective actions, including updating, developing, and completing policies, procedures, and organizational structures, in addition to improving IT systems and automating processes, all under the Committee’s oversight. Accordingly, there are no material observations that affect the normal course of business under the current control system.

However, the Committee emphasizes the need for periodic review, development, and continuous improvement of the internal control system, highlighting the Committee’s pivotal role in monitoring the observations and recommendations issued by the Internal Audit Department to ensure their effective implementation and application.

Nomination and Remuneration Committee

Composition

The Nomination and Remuneration Committee was formed of three members, two of them are independent and one is a non-executive member as follows:



Mr.
Turki Ahmed Alobilan
Chairman of the Nomination
and Remuneration Committee

Please refer to the previous section of board members biographies



Dr.
Abdullah Ali aldubaikhi
Member of the Executive and
Investment Committee

Please refer to the previous section of board members biographies



Mr.
Abdulelah Mulhem Al-Mofeez
Member of the Executive and
Investment Committee

Please refer to the previous section of board members biographies

During 2024, there were changes in the membership of the committee and the Board decided to reconstitute the committee as follows:

- On 07/01/2024, Mr. Sultan Abdulaziz AlMubarak was appointed as a member of the committee instead of Mr. Mohammed Abdullah Alkhttaf.
- On 24/01/2024, Dr. Abdullah Ali aldubaikhi was appointed as a member of the committee instead of Mr. Sultan Abdulaziz AlMubarak.

Tasks and Functions of the Committee

The Nomination and Remuneration Committee, based on the approved bylaws and without prejudice to the tasks and responsibilities set forth in the Companies Law, the Company's Articles of Association and the Corporate Governance Regulations, shall do the following:

Regarding Nominations

- Proposing clear policies and criteria for membership in the Board and the executive management.
- Recommending to the Council the nomination and renomination of its members in accordance with the approved policies and standards, taking into account the non-nomination of those who have previously been convicted of a crime against trust.
- Prepare a description of the capabilities and qualifications necessary for membership of the Board and fill the positions of executive management.
- Determine the time that the member must devote to the work of the Council.
- Annual review of the necessary needs of skills or experience appropriate to the membership of the Board and executive management functions.
- Review the structure of the Board and Executive Management and make the necessary recommendations on making any changes to it.
- Verify on an annual basis the independence of independent members, and the absence of any conflict of interest if the member is a member of the board of directors of another company.
- Statement of job descriptions for executive members, non-executive members, independent members and senior executives.
- Determine the procedures to be followed in the event of a vacancy in the position of a member of the Board of Directors or senior executives.
- Identify the weaknesses and strengths of the Board, and propose solutions to address the weaknesses in accordance with the interest of the Company.

Regarding Remuneration

- Prepare a clear policy for the remuneration of the members of the Council, the committees emanating from it and the executive management, and submit it to the Council for consideration in preparation for approval by the General Assembly, taking into account the adoption of standards related to performance, disclosure thereof, and verification of their implementation.
- Clarify the relationship between the bonuses granted and the approved remuneration policy, and indicate any material breach of this policy.
- Periodically review the remuneration policy, and evaluate its effectiveness in achieving its objectives.
- Recommending to the Board the remuneration of the members of the Board and the committees emanating from it and seniorexecutives of the company in accordance with the approved policy
- from the date of announcement.
- The provisions of this chapter shall not prejudice the right of every shareholder in the company to nominate himself or someone else for membership in the Board of Directors in accordance with the provisions of the Companies Law, its executive regulations, and the company's Articles of Association.

Attendees

The Committee held (5) meetings during the fiscal year 2024, and the attendance is as follows:

Committee Members	Position	Meeting Date					Total Attendees
		01/02	01/07	04/23	08/07	10/12	
Turki Ahmed Alobilan	Chairman	√	√	√	√	√	5
Abdulelah Mulhem Al-Mofeez	member	√	√	√	√	√	5
Abdullah Ali aldubaikhi	member	Appointed on 24/01/2024		√	√	√	3
Sultan Abdulaziz AlMubarak (Resigned)	member	Appointed on 07/01/2024	√	Resignation on 24/01/2024			1
Mohammed Abdullah Alkhttaf (Resigned)	member	√	Resignation on 07/01/2024			1	

(√) Attendance (X) Non-attendance

Policy related to the Remuneration and Compensation of Board members, Committees, and Executive Management

This policy aims to establish clear standards, controls, and procedures for determining the remuneration of members of the Board of Directors, its committees, and executive management, in compliance with the provisions of relevant laws and regulations. The remuneration policies include the following:

Remuneration of the members of the Board of Directors

- The reward for board members for their work consists of a specific amount, or an attendance allowance for sessions, or in-kind benefits, or a specific percentage of net profits, or a combination of two or more of these.
- An attendance allowance for one session of the Board of Directors is set at SAR 3,000 per member.
- The board members’ rewards are disbursed after approval by the General Assembly.
- The attendance allowances for board sessions are paid at the end of each Gregorian quarter.

In any event, the total amount received by a board member for their membership in the Board of Directors or in one or more of its subcommittees does not exceed SAR 500,000 per year, excluding the attendance allowances received for the sessions.

Remuneration of committee members

- The compensation for committee members for their work consists of a specific amount and an attendance allowance for sessions.
- An attendance allowance for one committee meeting session is SAR 3,000 per member.
- The annual committee compensation and attendance allowances are disbursed at the end of each Gregorian quarter.

Bonus for the Chairman of the Board and the Managing Director

Based on a recommendation from the Compensation and Nomination Committee and upon approval by the Board of Directors, and according to its discretion:

- The Chairman of the Board may be granted a special bonus in addition to the bonus allocated for his membership on the Board of Directors or its subcommittees.
- The Managing Director, if appointed, shall be awarded a bonus and benefits commensurate with the tasks and responsibilities assigned to him, in addition to the bonus allocated for his membership on the Board of Directors or its subcommittees.

Compensation for the board member for technical, advisory, and administrative work

- A member of the Board of Directors may receive remuneration for any additional executive, technical, administrative or advisory work or positions assigned to him by the Company , in addition to the remuneration that he may receive as a member of the Board of Directors or in the committees emanating from it in accordance with the Companies Law and the Company’s Articles of Association
- of Directors who participate in the work of the committees emanating from the Board of Directors.

Executive Management Remuneration

The Nomination and Remuneration Committee shall review the salary scale set for the Executive Management and the incentive program and plans on an ongoing basis and approve them by the Board of Directors, based on the recommendation of the Executive Management.

- Basic salary (paid at the end of each calendar month and on a monthly basis); allowances including, but not limited to: housing allowance, transportation allowance, etc.
- Other benefits include but are not limited to: medical insurance, annual leave, social insurance contributions paid in accordance with the regulations, and others
- End of service gratuity in accordance with the work system and the company’s regulations and policies.
- An annual bonus, if any, linked to performance indicators according to the annual evaluation carried out in this regard.
- Short-term incentive plans, if any, associated with exceptional performance
- Long-term stimulus plans, if any, such as stock options programs.

The CEO shall implement the remuneration policy for the various levels of employees in the company in light of the plans and programs recommended by the Remuneration and Nomination Committee and approved by the Board of Directors, and submit the required reports thereon.The committee considers that there is no material deviation between the remuneration granted and the applicable remuneration policy.

The committee considers that there is no material deviation between the remuneration granted and the applicable remuneration policy.

Remuneration of the Members of the Board of Directors

Details of remuneration paid to members of the Board of Directors during the fiscal year 2024 (in their capacity as members of the Board): (amounts are in thousand riyals)

Statement	Fixed Remuneration								Variable Remuneration			Grand Total	Expense Allowance
	A certain amount (Annual Remuneration)	Allowance for attending council sessions	Committee Sessions		Benefits in kind	Technical, Administrative and Advisory Work Remuneration	Remuneration for the Chairman of the Board, the Managing Director or the Secretary, if he is a member	Total Fixed Remuneration	Percentage of Profits	Periodic Remuneration	Total variable Remunerations		
			Remuneration	Attendance allowance									
First: Independent Members													
Sultan Abdulaziz AlMubarak	100	21	10	3				134				134	
Turki Ahmed Alobilan	100	24	100	39				263				263	
Abdulelah Mulhem Al-Mofeez	100	21	100	45				266				266	
Ibrahim Abdullah Al-Jasser	100	24						124				124	
Sultan Abdullah al Shalash	100	24						124				124	
Total	500	114	210	87	0	0	0	911	0	0	0	911	0
Second: Non-Executive Members													
Abdullah Ali aldubaikhi	100	24	30	9				163				163	
Total	100	24	30	9	0	0	0	163				163	
Second: Non-Executive Members													
Feras Khalid Albawardi	100	24	30				*840	1,044				1,044	
Total	100	24	30		0	0	840	1,044				1,044	
Total Complex	700	162	290	126	0	0	840	2,118	0	0	0	2,118	0
The amount of the annual remuneration of the Board of Directors is linked to the approval of the General Assembly													

*For his services under a full-time employment agreement

Remuneration for Senior Executives

A breakdown of the remuneration paid to five senior executives who received the highest remuneration, including the CEO and the CFO, during the fiscal year 2024: (amounts are in thousand riyals)

Name	Fixed Remuneration				Variable Remuneration						End of Service Indemnity	Total Remuneration forw Board Executives	Grand Total
	Salaries	Allowances	Benefits in kind	Total Fixed Remunera- tion	Periodic Remuneration	Profits	Short-term incentive plans	Long-term incentive plans	Granted shares	Total variable rewards			
Five senior executives, including the current CEO and CFO	2,156	817	-	2,973	-	-	-	-	-	-	285	84	3,342

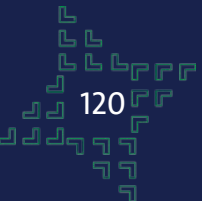
The above amounts include the salaries and allowances of the Managing Director despite being included in the previous statement being a member of the Board of Directors.

Remuneration for Members of Committees

A breakdown of the remuneration paid to committee members during the fiscal year 2024: (amounts are in thousand riyals)

Member Name		Fixed Remuneration (Except for Allowance of Session Attendance)	Session Attendance Allowance	Total
Members of the Audit Committee				
Turki Ahmed Alobilan	Current Membership	50	24	74
Abdulmajeed Sulaiman Aldakhil	Current Membership	50	24	74
Abdulaziz Sulaiman Aldukhail	Current Membership	50	24	74
Total		150	72	222
Members of the Remuneration and Nomination Committee				
Turki Ahmed Alobilan	Current Membership	50	15	65
Abdulelah Mulhem Al-Mofeez	Current Membership	50	15	65
Abdullah Ali aldubaikhi *	Current Membership	30	9	39
Sultan Abdulaziz AlMubarak *	Current Membership	10	3	13
Mohammed Abdullah Alkhhtaf *	Current Membership	10	3	13
Total		150	45	195
Members of the Executive and Investment Committee				
Firas Khaled Al-Bawardi	Current Membership	50	30	80
Abdulelah Mulhem Al-Mofeez	Current Membership	50	30	80
Mohammed Abdullah Al-Resheid	Current Membership	50	30	80
Total		150	90	240
Grand Total		450	207	657

* Members bonuses were distributed based on the changes that have been made and shown in the membership of the formation of paradise.



Related Parties

Transactions in which the company is a party and in which a member of the board of directors, a senior executive, or any person related to any of them has an interest

The Company’s written policy on conflict of interest addresses any potential conflict of interest among Board members, senior executives, or any person related to any of them. The General Assembly is informed of any potential conflict of interest for approval.

The following transactions with related parties during 2024 required the approval of the General Assembly, as follows:

Dealing Party	Contract Nature	Amount	Period time	Conditions	Name of the relationship party
National Aquaculture Group (NAQUA)	Buy shrimp larvae and chemicals	1,439,219.48 SAR	2024	Prevailing commercial conditions in the market	Board Member Dr. Abdullah Ali aldubaikhi

Competing Business Activities

Below is a statement of the competing business activities:

Board Member Engaged or Previously Engaged in Competing Activities	Nature and Conditions of the Competing Activities
Dr. Abdullah Ali aldubaikhi	<p>The competing activity is represented by his indirect membership in the Board of Directors of the National Aquaculture Group (NAQUA), a closed joint stock company specializing in shrimp farming. This activity is considered to be in competition with the shrimp farming operations of Jazan Development and Investment Company.</p> <p>Note: This participation will be presented to the upcoming General Assembly meeting for approval, in accordance with applicable regulations.</p>



Subsidiary Company

Name of the Subsidiary	Activity Type	Capital (SAR)	Ownership Percentage	Main Activity	Headquarters	State of Incorporation	Principal State of its Operations	Debt Instruments
Mango Jazan Trading Company	Limited Liability Company	10,000	65%	Retail online	Jazan	Kingdom	Kingdom	None
Fish Day Company for Fish Sale	Limited Liability Company	15,000	80%	Retail sale of fish	Riyadh	Kingdom	Kingdom	None

Associate Company

Name of the Subsidiary	Activity Type	Capital	Ownership Percentage	Main Activity	Headquarters	State of Incorporation	Principal State of its Operations	Debt Instruments
Rakha For Agricultural Investment Company	Closed joint stock	100,000,000 EGP	21.6%	Wheat, fodder and barley cultivation	Cairo	Egypt	Egypt	None
Advanced Aquaculture Company	Limited liability	100,000 SAR	25%	Fishing and Marine Aqua-culture (Investor)	Riyadh	Kingdom	Kingdom	None

Investments

Name of the Subsidiary	Activity Type	Capital (SAR)	Ownership Percentage	Main Activity	Headquarters	State of Incorporation	Principal State of its Operations	Debt Instruments
Al-Reef Sugar Refining Company	Closed joint stock company	300,000,000	15%	Transformative Industries	Jeddah	Kingdom	Kingdom	None
Tabuk Fish Company	Closed joint stock	200,000,000	10%	Fish farming	Tabuk	Kingdom	Kingdom	None



Capital

The company’s capital is 500 million Saudi riyals, and the number of its shares is 50 million, at a par value of 10 riyals per share.

Shares ownership percentages and the change therein during the fiscal year 2024

Members of the company’s Board of Directors, their spouses and minor children

SN	Member Name	Number of Shares		Change duringthe year	Change Percentage	Debt Instruments
		Beginning of the year	End of the year			
Members of the Board of Directors						
1	Sultan Abdulaziz AlMubarak	151,183	151,183	0	0%	None
2	Feras Khalid Albawardi	0	0	0	0%	None
3	Abdulelah Mulhem Al-Mofeez	0	0	0	0%	None
4	Turki Ahmed Alobilan	0	0	0	0%	None
5	Ibrahim Abdullah Al-Jasser *	1,100	1,100	0	0%	None
6	Abdullah Ali aldubaikhi *	500	500	0	0%	None
7	Sultan Abdullah al Shalash *	20	20	0	0%	None
Relatives of the members of the Board of Directors (their wives and minor children)						
1	Aljoharah Fahad Bin Dekhayel (Mr. Feras Albawardi’s wife)	650,000	200,000	(450,000)	(69.23%)	None

* The shares were added at the beginning of 2024 based on the date of their appointment to the membership of the Board as previously clarified in the composition of the Board of Directors.



Senior executives and their spouses and minor children

According to the detailed report from the Depository Center as on 31/12/2024, senior executives, their wives or their minor children do not own shares in the company.

SN	Member Name	Number of Shares		Change duringthe year	Change Percentage	Debt Instruments
		Beginning of the year	End of the year			
Senior Executives						
1	Mohammed Abdullah Al-Resheid	-	-	-	-	None
2	Dunya zeb alam	-	-	-	-	None
3	Naif Dahwi Al-Anzi	-	-	-	-	None
Relatives of senior executives: (their wives and minor children)						

According to the detailed report from the Depository Center as on 31/12/2024, there are no relatives of any senior executives who own shares or debt instruments.

Change in Ownership Shares of Major Shareholders

The following table shows the changes in the ownership shares of major shareholders who own an impact of 5% of the company’s capital.

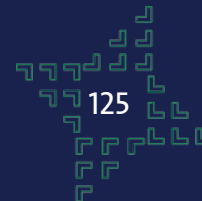
Member Name	Beginning of the year		End of the year	
	Shares	Percentage	Shares	Percentage
Muhammad Abdullah Saleh Al-Othaim	5,000,000	10%	5,203,818	10.41%



Contributions and Rights of Shareholder

The main decisions taken by the Board of Directors and important events related to the year that were announced through Tadawul or published on the company's web-site.

SN	Date	Decision / Announcement Subject Matter
1	02/01/2024	Jazan Energy and Development Co. Announces Resignation of a Board Member
2	02/01/2024	Jazan Energy and Development Co. Announces Resignation of a Board Member
3	03/01/2024	Jazan Energy and Development Co. Announces Appointment of two board members
4	04/01/2024	Jazan Energy and Development Co. Announces Resignation of a Board Member
5	07/01/2024	Jazan Energy and Development Co. Announces the completion of all legal procedures to amend the company's name
6	08/01/2024	Jazan Development and Investment Co. Announces Appointment of board member
7	24/01/2024	Jazan Development and Investment Co. announces the issuance of the approval of the Ministry of Commerce to publish the decision of the partners of the Advanced Aquaculture Company to terminate the company
8	31/03/2024	Jazan Development and Investment Co. announces its Annual Financial results for the period ending on 31-12-2023
9	22/04/2024	The Board of Directors of Jazan Development and Investment Co. invites its shareholders to attend the Ordinary General Assembly Meeting (First Meeting)
10	09/05/2024	Jazan Development and investment Co. Announces the start of electronic voting on the Ordinary General Assembly Meeting Agenda (First Meeting)
11	16/05/2024	Jazan Development and Investment Co. Announces the Results of the Ordinary General Assembly Meeting, (Second Meeting)
12	19/05/2024	Jazan Development and Investment Co. announces its Interim Financial results for the Period Ending on 2024-03-31 (Three Months)
13	11/08/2024	Jazan Development and Investment Co. announces its Interim Financial results for the Period Ending on 2024-06-30 (Six Months)
14	03/09/2024	Jazan Development and Investment Company Announces Closure of Water Bottling Production Line and Close the Water activity
15	11/11/2024	Jazan Development and Investment Co. announces its Interim Financial results for the Period Ending on 2024-09-30 (Nine Months)
16	17/11/2024	Jazan Development and Investment Co. Announces receiving a letter of demand from the Saudi Industrial Development Fund for the loan of Al-Reef Sugar Refining Co.



A statement of the dates of shareholders ’general assemblies and the attendance record of Board members held

SN	Name	Attendance Record Ordinary General Assembly 15/05/2024
1	Sultan Abdulaziz AlMubarak	√
2	Feras Khalid Albawardi	√
3	Abdulelah Mulhem Al-Mofeez	√
4	Turki Ahmed Alobilan	√
5	Ibrahim Abdullah Al-Jasser	√
6	Abdullah Ali aldubaikhi	√
7	Sultan Abdullah al Shalash	√

(√) Attendance (X) Non-attendance

The results of the two ordinary general assemblies resulted in the voting by the shareholders on all the items presented as follows:

Ordinary General Assembly on 15/05/2024

1. The Board of Director’s report for the fiscal year ending on December 31, 2023, has been reviewed and discussed.
2. Non-Approve the audit report for the fiscal year ending on December 31, 2023.
3. The financial statements for the fiscal year ending on December 31, 2023, have been reviewed and discussed.
4. Approve the appointment of Al-Saleh and Al-Zoman and Al-Fahad- CPA as the auditor from the candidates based on the recommendation of the Audit Committee, for the examination, review, and auditing of the financial statements for the second and third quarters and the annual fiscal year 2024, and the first quarter of the financial year 2025, and determining their fees by 400,000 SAR, excluding VAT.
5. Non-Approve an amendment to the Corporate Social Responsibility Policy.
6. Non-Approve the adoption of the Competition Policies and Standards.
7. Non-Approve an amount of (700,000) Saudi Riyals as a bonus for the Board of Directors members for the fiscal year ending on December 31, 2023.
8. Approve the appointment of Dr. Abdullah bin Ali Al-Dubaikhi as a non-executive member of the Board of Directors, effective from his appointment date on January 3, 2024, to complete the current Board’s term until its expiration on April 12, 2025, replacing the former member Ms. Badour bint Nasser Al-Rashoudi - non-executive.
9. Approve the appointment of Mr. Ibrahim bin Abdullah Al-Jasser as an independent member of the Board of Directors, effective from his appointment date on January 3, 2024, to complete the current Board’s term until its expiration on April 12, 2025, replacing the former member Mr. Mohammed bin Abdullah Al-Khattaf - independent.
10. Approve the appointment of Mr. Sultan bin Abdullah Al-Shalash as an independent member of the Board of Directors, effective from his appointment date on January 7, 2024, to complete the current Board’s term until its expiration on April 12, 2025, replacing the former member Engineer Majid bin Abdullah Al-Issa - independent.
11. Non-Approve the authorization of the Board of Directors with the powers of the Ordinary General Assembly, as stipulated in Article 27, Paragraph (1) of the Companies Law, has been approved for a period of one year from the date of the General Assembly’s approval or until the end of the authorized Board’s term, whichever comes first, in accordance with the conditions stated in the Executive Bylaws of the Companies Law applicable to listed joint stock companies

Actions taken by the Board of Directors to inform its members of shareholder’s proposals and comments on the company’s performance

The company has designated the Shareholders Relations Department to receive all shareholders ’notes and suggestions, if any, and present them to the Chairman and CEO of the company, who in turn notify the Company’s Board of Directors members to be discussed during the first meeting of the Board of Directors to take those comments into consideration and take action.

Company’s Requests for a Record of Shareholders

In 2024, the company requested through Tadawulaty service (6) shareholder registers, according to the following data:

Date of Request	Ownership File Date	Reasons for Request
02/05/2024	15/05/2024	General Assembly
20/03/2024	19/03/2024	
16/07/2024	30/06/2024	
14/10/2024	30/09/2024	Company procedures
10/12/2024	30/11/2024	
30/12/2024	31/12/2024	

Profit Distribution Policy

The company distributes profits according to the company’s Articles of Association within the competence of the Ordinary General Assembly based on the recommendation of the company’s Board of Directors. The distribution mainly depends on the amount of net profits achieved each year and the size of expected spending on future investment projects and expected cash flows. According to the provisions of Article (48) of the Articles of Association, the annual net profits of the company are distributed after deducting all general expenses and other costs as follows:

- 1. The Ordinary General Assembly may, when determining the share of shares in the net profits, decide to form reserves to the extent that it is in the interest of the company or ensures the distribution of fixed dividends, to the extent possible, to the shareholders. The said association may also deduct from the net profits sums for the social purposes of the company’s employees.
- 2. The General Assembly shall determine the percentage to be distributed to shareholders from the net profits after deducting reserves, if any.

The Board of Directors may distribute semi-annual and quarterly dividends during the fiscal year after fulfilling the following requirements:

- Obtaining an authorization from the general assembly of the company by virtue of a resolution renewed annually to distribute interim dividends.
- The company must be of regular profitability.
- The company has liquidity and can reasonably predict its level of profits.
- The company shall have distributable profits in accordance with the latest audited financial statements, sufficient to cover the profits proposed to be distributed, after deducting the dividends that have been distributed and capitalized after the date of these financial statements.

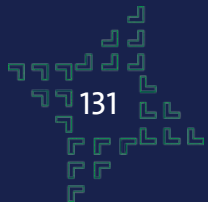
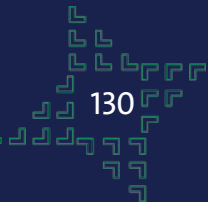
Implemented decisions and proposed recommendations for the fiscal year 2024 in the distribution of profits

There are no profits distributed to shareholders during the fiscal year, nor at the end of the fiscal year 2024.

Declarations of the Board of Directors

Whereas the Corporate Governance Regulations issued by the Capital Market Authority emphasize the need to disclose in the annual report of the Board of Directors all the items required in accordance with the annual report form, and the Board is obligated to disclose them whenever they apply to the company:

Declaration / Confirmation	
1	There is no penalty (of material effect), sanction, precautionary measure, or precautionary restriction imposed on the company by the Capital Market Authority or any other supervisory, regulatory or judicial authority during the year 2024.
2	The statements have been prepared in accordance with the accounting standards approved for international reports issued by the Saudi Organization for Certified Public Accountants.
3	There is no interest in the voting-eligible shares category belonging to persons (other than members of the board of directors, senior executives, their spouses and minor children) who informed the company of those rights or any change in those rights during the fiscal year 2024,except for what was mentioned in this report
4	There is no interest, contractual securities and subscription rights belonging to the members of the company’s board of directors, senior executives and their relatives in the shares or debt instruments of the company or its subsidiaries, during the fiscal year ending on 31/12/2024,except for what was mentioned in this report.
5	There are no classes and numbers of any transferable debt instruments and any contractual securities or memoranda of subscription right or similar rights issued or granted by the company during the fiscal year ending on 31/12/2024.
6	There are no transfer or subscription rights under convertible debt instruments, contractual securities, subscription right notes, or similar rights issued or granted by the company.
7	There is no refund, purchase or cancellation by the company of any recoverable debt instruments, and the value of the remaining securities, with a distinction between the listed securities purchased by the company, and those purchased by its subsidiaries.
8	There is no arrangement or agreement under which a member of the board of directors or a senior executive waived any remuneration, except for what was mentioned in this report.
9	There is no arrangement or agreement whereby any of the shareholders waived any rights to profits.
10	There were no investments or other reserves established for the benefit of the company’s employees.
11	The auditor’s report on the annual financial statements for the fiscal year 2024 did not include any comments or reservations. except for what was mentioned in this report
12	No recommendation was made by the Board of Directors to change the company’s auditor before the end of the period for which he was appointed.
13	The company has no treasury shares held.



The company’s board of directors, according to the information available to it and based on the company’s auditor’s report, current market data, as well as future indicators, approves the following:

- 1. The account records were prepared correctly.
- 2. The internal control system was set up on sound foundations and was effectively implemented.
- 3. There is no doubt about the source’s ability to continue its activity.

« God bless »

