

Annual Report

2022-2023

Board of Directors Report

To the Shareholders of Etihad Atheeb Telecom Company (GO)

For the fiscal year ending on 31 March 2023

	Table of Contents	Page No.
1	Establishment of the Company	3
2	Company business and activities	4
3	Important Company news and decisions	4
4	Plans, operations, and future expectations for the Company's business	8
5	Company assets and liabilities and annual business results	15
6	Company and subsidiaries' revenues	15
7	Potential Company risks	18
8	Summary of the Company's financial results for the fiscal year ending on 31/03/2023 AD.	22
9	Zakat and income tax	24
10	Distribution of profit policy and recommendations of the Board of Directors	25
11	Members of the Board of Directors and members of committees, Executive Management, current and previous jobs, qualifications and experiences	26
12	Composition of the Board of Directors and classification of its members	36
13	Board meetings	37
14	Board Committees	38
15	Remuneration policy for members of the Board of Directors and committees emanating from the Board and the Executive Management	39
16	Remuneration and compensations of members of the Board of Directors, members of committees and senior executives.....	43
17	Annual evaluation of the Board of Directors	45
18	The interests of the members of the Board of Directors and senior executives or their spouses or minor children	45
19	Related Parties transactions	46
20	Waiver of compensation and bonuses	47
21	Shares owned by members of the Board of Directors and senior executives of the Company	47
22	Statutory dues and payments	49
23	Penalties, fines or preventive restrictions and existing lawsuits	49
24	Employees' end of service benefits	50
25	Investments and reserves created for the benefit of the Company's employees	50
26	Compliance with the Corporate Governance Regulations	51
27	Shareholders' Assemblies	54
28	Internal Control and Audit Committee	56
29	External Auditor (Chartered Accountant)	57
30	Reclassification	61
31	Acknowledgments of the Board of Directors.....	61

1- Establishment of the Company

Etihad Atheeb Telecom Company ("GO"), a Saudi joint-stock listed company, was established in accordance with Royal Decree No. M / 6, dated 19/2/1429 AH (corresponding to 26/02/2008 AD), announcing the establishment of the Company. The Company operates under Commercial Register No. 1010263273, issued in Riyadh on 30/02/1430 AH (corresponding to 25/02/2009 AD), and the license of the Communication, Space & Technology Commission (CITC), dated 5/4/1430 AH (corresponding to 01/04/2009 AD).

This union is a strong partnership established with a capital of (1,000,000,000) one billion Saudi Riyals divided into (100,000,000) one hundred million shares, each of which is worth ten (10) Saudi Riyals, all of which are ordinary shares, fully paid. The union includes: "Atheeb Trading Company, its name was later changed to Bithar Trading Company, Nahla Trading and Contracting Company, Bahrain Telecommunications Company "Batelco", Traco Group Company, Atheeb Maintenance and Services Company, its name was later changed to Modern Reyadah for Environment Services, Saudi Internet Company, and Atheeb Company for the Computer and Communications, its name was later changed to Bithar Communications and Information Technology Company, and other partners".

The license obtained by "GO" includes the provision of the following: fixed (limited mobility) telecommunications services and wireless services such as telephone voice communications, data services, broadband services, and voice over Internet services; through 4G and 5G technologies and through fiber optic cables for all homes, business and government entities customers. This is in addition to the Information Technology (IT) services that the Company intends to implement in the future within its operations in the telecommunications sector in the Kingdom of Saudi Arabia. The Board of Directors recommended to the General Assembly held on 6/9/1432 AH (corresponding to 6/8/2011 AD) to reduce the capital from (1,000,000,000) one billion Saudi Riyals to (400,000,000) four hundred million Saudi Riyals by cancelling (60,000,000) sixty million of the Company's shares, at a reduction rate of 60% of the capital. After that, it was recommended to the General Assembly held on 20/02/1433 AH (corresponding to 14/01/2012 AD) to raise the capital by offering priority rights shares at a value of (1,175,000,000) one billion, one hundred and seventy-five million Saudi Riyals, so that the new capital becomes (1,575,000,000) one billion, five hundred and seventy-five million Saudi Riyals. "GO" called for an Extraordinary General Assembly meeting to approve and vote on the capital increase decision on 20/02/1433 AH (corresponding to 14/01/2012 AD), where the capital increase decision was approved and ratified. Accordingly, shares of the capital increase were offered at a value of (117,500,000) one hundred and seventeen million and five hundred thousand shares through the issuance of priority rights shares.

The Board of Directors also recommended to the Extraordinary General Assembly held on 13/07/1438 AH (corresponding to 04/10/2017 AD) to reduce the Company's capital by 60% in order to reduce the accumulated losses to below 50%, in line with the new Companies' Law so that the new capital, after the reduction, becomes (630,000,000) six hundred and thirty million Saudi Riyals. In response to the financial position of the Company, the Board of Directors recommended again to the Extraordinary General Assembly held on 27/05/1439 AH (corresponding to 13/02/2018 AD) to reduce the capital from (630,000,000) six hundred and thirty million Saudi Riyals to (472,500,000) four hundred and seventy-two million and five hundred thousand Saudi Riyals by cancelling (15,750,000) fifteen million and seven hundred and fifty thousand of the Company's shares, at a reduction rate of 25%. In view of the financial difficulties faced by the Company and the accumulated losses reaching half of the capital, and based on the recommendation of the Board of Directors, the shareholders of the Company agreed in the Extraordinary General Assembly held on 19/08/1440 AH (corresponding to 24/04/2019 AD) to reduce the Company's capital from (472,500,000) four hundred and seventy-two million and five hundred thousand Saudi Riyals to (350,529,000) three hundred and fifty million and five hundred and twenty-nine thousand Saudi Riyals by cancelling (12,197,100) twelve million, one hundred and ninety-seven thousand and one hundred of the Company's shares, with a capital reduction rate of 25.81%.

The Extraordinary General Assembly agreed, based on the results of the shareholders' vote on 03/07/1441 AH (corresponding to 27/02/2020 AD), to reduce the Company's capital from (350,529,000) three hundred and fifty million, five hundred and twenty-nine thousand Saudi Riyals to (228,529,000) two hundred and twenty-eight million, five hundred and twenty-nine thousand Saudi Riyals by cancelling (12,200,000) twelve million and two hundred thousand of the Company's shares, with a capital reduction rate of 34.80%.

Based on the recommendation of the Board of Directors, the Company's shareholders, in the Extraordinary General Assembly meeting held on 20/06/1443 AH (corresponding to 23/01/2022 AD), agreed to reduce the Company's capital by 60.62%, to reduce the accumulated losses to below 50%, in line with the new Companies' Law so that the new capital, after the reduction, becomes (89,999,000) eighty-nine million, nine hundred and ninety-nine thousand Saudi Riyals, by cancelling (13,853,000) thirteen million, eight hundred and fifty-three thousands of the Company's shares.

The Board of Directors also recommended to the Extraordinary General Assembly on 13/10/2022 AD to increase the company's capital by issuing priority rights shares at a value of two hundred and fifty million (250,000,000) Saudi riyals, divided into twenty-five million (25,000,000) new ordinary shares (at an offering price of ten (10) Saudi riyals per share). However, the company's shareholders refused to increase the company's capital at the extraordinary general assembly that was held on 16/08/1444 AH corresponding to 08/03/2023 AD.

The Board of Directors also recommended on 29/03/2023 AD, approved a recommendation to the Extraordinary General Assembly to increase the Company's capital through the issuance of rights issue shares is a value of two hundred and fifty million (250,000,000) Saudi riyals, divided into twenty-five million (25,000,000) new ordinary shares (at an offer price of ten (10) Saudi riyals per share), after obtaining the required approvals from the competent authorities, and appointing Alinma Investment Company as a financial advisor, sole underwriter and subscription manager.

2- Company business and activities

"GO" provides the following services:

- Fixed telecommunications services in the Kingdom of Saudi Arabia.
- Fixed Broadband.
- Wired Internet services.
- Wired data services.
- Wireless Internet services.
- Wireless data services.
- Call center services.

3- Important Company news and decisions:

3-1 Appointment of Mr. Meshaal bin Ibrahim bin metaab bin Omeriah as a member (independent) in the Board of Directors of Etihad Atheeb Telecommunication Co.

On 07/04/2022 AD, the Board of Directors approved the appointment of Mr. Meshaal bin Ibrahim bin Metaab bin Omeriah as an (independent) member of the Board of Directors of Etihad Atheeb Telecommunication Co. (GO).

3-2 Approving the financial statements for the year ending on March 31, 2022 AD.

On 31/05/2022 AD, the Board of Directors approved the financial statements and the examination report for the fiscal year ending 31/03/2022 AD.

3-3 Approving the payment of the company's CEO's remuneration due to exceptional previous achievements.

On 05/06/2022 AD, the Board of Directors approved the the payment of the company's CEO remuneration due to exceptional previous achievements at the rate of thirty (30) salaries from the basic salary.

3-4 Approving the payment of remunerations to members of the Board of Directors and committees emanating from the Board from the beginning of the 4th session until the end of the fiscal year ending on 31/03/2022 AD.

On 05/06/2022 AD, the Board of Directors agreed to pay the remunerations of the members of the Board of Directors and the committees emanating from the Board since the beginning of the 4th session of the Board of Directors on 26/10/2020 until the end of the fiscal year ending on 31/03/2022 AD.

3-5 Approving the payment of bonuses for (the company's employees) to the executive management for the year ending on 31/03/2022 AD.

On 05/06/2022 AD, the Board of Directors agreed to approve the disbursement of bonuses (company employees) to the executive management for the fiscal year ending on 31/03/2022 AD.

3-6 Accepting the resignation of Mr. Khalid bin Abdulrahman Alkhudairi (independent member) from the membership of the Board of Directors and the Remuneration and Nomination Committee.

On 20/06/2022 AD, the Board of Directors agreed to accept the resignation of Mr. Khalid bin Abdulrahman Alkhudairi, from his membership in the Board of Directors, and his membership in the Remuneration and Nominations Committee, provided that the resignation takes effect as of 20/06/2022 AD.

3-7 Appointing a member of the Board of Directors, Mr. Meshaal bin Ibrahim bin Metaab bin Omeriah (independent), as a member and chairman of the Remuneration and Nomination Committee.

On 27/06/2022 AD, the Board of Directors approved the appointment of Mr. Meshaal bin Ibrahim bin Metaab bin Omeriah as an (independent) member in the membership and chairman of the Remuneration and Nominations Committee until the end of the 4th term, which ends on 25/10/2023 AD.

3-8 Approval of the appointment of Dr. Eisa bin Yeslam Ba-Eisa (independent) as Chairman of the Executive Committee.

On 27/06/2022, the Board of Directors approved the appointment of Dr. Eisa bin Yeslam Ba-Eisa, Chairman of the Board of Directors and member of the Executive Committee (independent), as Chairman of the Executive Committee from that date until the end of the fourth session on 25/10/2023.

3-9 Approval of the annual report of the Board of Directors to the shareholders for the year 2021/2022 AD.

On 29/06/2022 AD, the Board of Directors approved the annual report of the Board of Directors for the shareholders for the year 2021/2022 AD. It approved the data and related forms contained therein following the instructions issued by the competent authorities.

3-10 Approval of the renewal of the contract of the CEO of Etihad Atheeb Telecommunication Co. Mr. Yahya bin Saleh Al Mansour.

On 06/29/2022, the Board of Directors agreed to renew the contract of the CEO of Etihad Atheeb Telecom Company, Mr. Yahya bin Saleh Al Mansour, for a period of two (2) years.

3-11 Acceptance of the resignation of the Acting Chief Financial Officer Mr. Mahmoud Hamdan Alabdullah, and the appointment of Mr. Jafar Habib Al Hassan as the Acting Chief Financial Officer.

On 03/07/2022, the Board of Directors agreed to accept the resignation of the Acting Chief Financial Officer, Mr. Mahmoud Hamdan Alabdullah, and to appoint Mr. Jafar Habib Al Hassan as the Acting Chief Financial Officer.

3-12 Acceptance of the resignation of Mr. Meshaal bin Ibrahim bin Omeriah Alotaibi (independent) member from the membership of the Board of Directors and the Remuneration and Nomination Committee.

On 03/07/2022 AD, the Board of Directors agreed to accept the resignation of Mr. Mishaal bin Ibrahim bin Omeriah Alotaibi, an (independent) member from the membership of the Board of Directors and the Remuneration and Nominations Committee. The resignation will take effect as of 03/07/2022 AD.

3-13 Appointing Mr. Omar bin Nabil N Alkhudairi as an (independent) member of the Board of Directors of Etihad Atheeb Telecommunication Co.

On 01/08/2022 AD, the Board of Directors approved the appointment of Mr. Omar bin Nabil N Alkhudairi, as an (independent) member of the Board of Directors of Etihad Atheeb Telecom Company until the end of the fourth session on 25/10/2023 AD.

3-14 Appointing Mr. Sager bin Abdullatif bin Mohammed Nadershah as an (independent) member of the Board of Directors of Etihad Atheeb Telecommunication Co.

On 01/08/2022 AD, the Board of Directors approved the appointment of Mr. Sager bin Abdullatif bin Mohammed Nadershah, as an (independent) member of the Board of Directors of Etihad Atheeb Telecom Company until the end of the fourth session on 25/10/2023 AD.

3-15 The amendment to Articles (3-22-24) of the Bylaws of Etihad Atheeb Telecommunication Co.

On 07/08/2022 AD, the Board of Directors approved a recommendation to the Extraordinary General Assembly to amend Articles (3-22-24) of the bylaws of Etihad Atheeb Telecommunications Co.

3-16 Select and appoint the external auditor for the fiscal year 2022/2023.

On 08/08/2022 AD, the Board of Directors approved a recommendation to the General Assembly to approve the selection and appointment of one of the two offices (Al-Azem & Al-Sudairy and Al-Sheikh Office of Certified Public Accountants and Auditors "Crowe Horwath", and the Office of Al-Bassam and his partner / Ibrahim Ahmed Al-Bassam and Partners "Autants and Certified Auditors") who submitted offers To the company to carry out audit work, so that the audit committee can perform its obligations towards taking care of the company's financial affairs.

3-17 Approving the financial statements for the first quarter ending on June 30, 2022 AD.

On 22/08/2022 AD, the Board of Directors approved the financial statements and the report of the independent auditor for the financial period referred to above, according to what was reported by the external auditor.

3-18 Acceptance of the resignation of the Acting Chief Financial Officer Mr. Jafar Habib Al Hassan.

On 06/09/2022 AD, the Board of Directors agreed to accept the resignation of Mr. Jafar Habib Al Hassan, from his position as Acting Chief Financial Officer, starting from 09/30/2022 AD.

3-19 Approval of the appointment of Mr. Omar bin Nabil N Alkhudairi (independent) as a member and chairman of the Remuneration and Nominations Committee.

On 08/09/2022 AD, the Board of Directors approved the appointment of Mr. Omar bin Nabil N Alkhudairi, a member of the Board of Directors (independent), in the membership and chairman of the Remuneration and Nominations Committee from its date until the end of the fourth session on 25/10/2023 AD.

3-20 Approving the appointment of Mr. Mahmoud Hamdan Alabdullah as Acting Chief Financial Officer.

On 08/09/2022 AD, the Board of Directors approved the appointment of Mr. Mahmoud Hamdan Alabdullah as Acting Chief Financial Officer for a calendar year.

3-21 Approval of amending the capital increase from 350 million riyals to 250 million riyals.

On 13/10/2022 AD, the Board of Directors approved the recommendation to the Extraordinary General Assembly to amend the company's capital increase through the issuance of the rights issue to become two hundred and fifty million (250,000,000) Saudi riyals divided into twenty-five million (25,000,000) new ordinary shares (at an offer price It amounts to ten (10) Saudi riyals per share), instead of three hundred and fifty million (350,000,000) Saudi riyals, after obtaining the required approvals from the competent authorities.

3-22 Approving the selection of Al Khair Capital as the sole underwriter and subscription-manager.

On 19/10/2022 AD, the Board of Directors approved the recommendation of the Executive Committee to choose Al Khair Capital as the sole underwriter and subscription manager and to continue AlJazira Financial Markets (AlJazira Capital) as a financial advisor to manage the company's capital increase process.

3-23 Approval of the interim condensed financial statements for the three- and six-month period ending on September 30, 2022 (second quarter) and the examination report

On 26/10/2022 AD, the Board of Directors approved the financial statements and the examination report for the financial period referred to above, according to what was reported by the external auditor.

3-24 Approval of the interim financial statements for the third fiscal quarter (nine months) ending on December 31, 2022, and the examination report.

On 05/02/2023 AD, the Board of Directors approved the financial statements and the examination report for the financial period referred to above, according to what was reported by the external auditor.

3-25 Approving the authorization of Dr. Saleh AlHarthi and Mr. Abdulaziz Al Mishari (together) to open an investment portfolio for depositing fractional shares.

On 20/02/2023, the Board of Directors agreed to authorize Dr. Saleh AlHarthi and Mr. Abdulaziz Al Mishari (together) to open an investment portfolio for depositing fractional shares.

3-26 Approval of the settlement agreement with the Communication, Space & Technology Commission.

On 28/02/2023 AD, the Board of Directors approved the proposed settlement agreement with the Communications, Space & Technology Commission.

3-27 Appointment of Dr. Eisa bin Yeslam Ba-Eisa as a member of the Remuneration and Nomination Committee.

On 28/02/2023 AD, the Board of Directors approved the appointment of Dr. Eisa bin Yeslam Ba-Eisa as an (independent) member of the Remuneration and Nominations Committee until the end of the fourth term, which ends on 25/10/2023 .

3-28 Approval to increase the Company's capital

On 29/03/2023 AD, the Board of Directors approved a recommendation to the Extraordinary General Assembly to increase the Company's capital through the issuance of rights issue shares is a value of two hundred and fifty million (250,000,000) Saudi riyals, divided into twenty-five million (25,000,000) new ordinary shares (at an offer price of ten (10) Saudi riyals per share), after obtaining the required approvals from the competent authorities, and appointing Alinma Investment Company as a financial advisor, sole underwriter and subscription manager.

4- Plans, operations, and future expectations for the Company's business

4-1 Network and service delivery:

4-1.1 Network Deployment

"GO" continued to develop its infrastructure network and reached twenty one cities covering all the provinces of Kingdom: Riyadh, Jeddah, Mecca, Rabigh, Madina, Tabuk, Yanbu, Khamis Mushait, Abha, Dammam, Al Jubail, Al Khobar, Al Hofuf, Al Qatif, Braidah, Al Jouf, Sakaka, Arar, Baha, Najran, Jizan and Hail. "GO" even expand its reach through partner networks by promoting trade agreements and modernizing its interconnection networks to meet the needs of corporate customers. In addition, being one of the main operators providing Internet services, the Company has contributed to the "Open Access" initiative of the Communication, Space & Technology Commission for the fixed broadband service. This enabled the Company to expand its presence throughout the Kingdom through fiber-optic networks owned by all fixed service operators. The Company has fulfilled all its obligations under this initiative which has been promoted by the Communication, Space & Technology Commission, and has achieved full integration between its systems on the network level by interconnecting with Provider Networks in multiple regions and information technology systems of all other fixed line operators, which enabled the Company to provide fiber-optic service to individuals and corporates.

This step allowed to increase the spread of "GO" services to cover other regions in the Kingdom. Thus, it is able to provide fixed-line phone service and the Internet at high speeds to a larger segment of users. Furthermore, the Company has contributed to the "fixed number portability" initiative launched by the Communication, Space & Technology Commission.

In addition, "GO" has successfully deployed 5G Network for the telecommunication needs of primarily the Business Customers. This advance radio access in the IMT Band 3500 Mhz, shall enable EATC to provide critical high bandwidth services along different sectors, currently "GO" coverage is available in 18 cities and soon after completing Launch Formalities with Government the service shall be launched.

"GO" continued its services to its valued customers in the business sectors as well as individuals in homes. "GO" has also expanded its capacity and coverage in main business areas in Riyadh, Jeddah and Mecca region and provided the optical fiber network service to some industrial cities and zones such as (the second industrial city in Jeddah) and (the industrial zones in the cities of Riyadh, Jubail, Dammam and Khobar), Diplomatic Quarter in Riyadh and thus it has met the broadband service requirements of the customers.

"GO" continued to modernize and expand its international voice over Internet services (ISP, Voice Network) to fulfill its commitment to provide the best services to customers.

The significant growth in the demand for faster and larger data transmission and the strong increase in sales have resulted in a growth of 35% in the demand for international data transmission and the ISP network and subsystems.

In order to provide best user experience to customer and in line with Communications, Space & Technology Commission and MCIT vision of broadband speed, EATC has standardized to have 100Gbps as international unit of capacity augmentation. This year "GO" acquires and connected multiple 100Gbps links on national and international level.

Therefore, "GO" has strengthened and developed interconnection with new sites worldwide to provide better services to the individual and business sectors, including the global interconnection destinations of London, Paris, Marseille, Palermo, Frankfurt, Dubai and Bahrain. With presence in major exchanges "GO" has made peering agreements and arrangement with popular content throughout the world.

"GO" has also expanded its content delivery network (CDN) by increasing the speeds of interconnection with global content delivery partners, such as Google, YouTube, Snapchat, Facebook, Netflix and Akamai, which had a very positive impact on the customer experience, resulting in lower operational costs due to the subsequent decrease in the demand for international connectivity.

The Cyber Security is the major consideration in bringing any new platform or solution in the existing Network, the 100Gbps connections in the international exchanges are DDoS protected.

“GO” had modernized the BNG and AAA systems used in broadband services provided to the individual and business sectors, by new equipment provided by one of the world's leading companies in this field.

“GO” had also implemented a new voice services network to increase the required capacities and provide new features.

“GO” had launched the new SD-WAN service to enhance its services in the market, as the SD-WAN service requires the use of software to implement and manage large networks, including virtualization (NFV) of routers, firewalls and network centralization technologies. We expect this initiative to open up a new revenue opportunity in the coming year as the Kingdom's business sector continues to grow.

“GO” continued to upgrade the critical Network Platforms as “Carrier Grade Network Address Translation – CGNAT”, “Packet Analysis Platform – DPI”, the International Gateway Platforms, Wirefilters.

“GO” has also initiated a comprehensive network modernization project for both the core network and the access networks, and it plans to cope with market trends and remain up to the level of its customers' expectations in the individual and business sectors. The initial phase has been completed and the Company is preparing to initiate the second phase.

The first and second phase of GO's cloud services has been completed, to provide greater capacity and integrated services, adding more flexibility and features to GO's cloud offerings.

4-1.2 Network Technology

“GO” expanded the capabilities of IP MPLS Layer 2 aggregation networks, and Internet service providers (ISP) for individual and business customers in order to provide the available broadband service through interconnection between optical fiber operators under the supervision of the Communication, Space & Technology Commission. Meanwhile, “GO” continued to develop interconnection networks to provide LTE services in agreement with local partners.

“GO” has also made required agreement and arrangement to Launch 5G Services in agreement with local partners

The Company started to modernize the fixed voice call network for business and home sectors through SIP TRUNKS, and invested in technology supporting “Fixed Number Portability”.

The company is in implementation Phase of Unified Communication as a Service projects to tap into new revenue opportunities with Call Centers and Enterprise Voice Needs.

The Company continues to use PTP and PTMP wireless access networks to serve business sector, and also continues to expand the reach of the optical fiber network to some business centers in Riyadh and Dammam to provide high-speed data and Internet service for business sector and, at the same time, it uses this infrastructure to add the needed flexibility and protection to GO's core network.

“GO” has deployed 5G Access and Core Network in IMT band of 3500 Mhz utilizing the 5G-NR and SA core, with state of art equipment and resilient and redundant design.

In addition to the above, “GO” has enhanced procedures in the area of operation and maintenance in order to provide the best services for business and individual sectors by maximizing the utilization of internal and external resources. This has been positively reflected in the network KPIs and the reduction of operational costs as well.

“GO” has deployed 5G network on 18 cities covering more than 30% of the population to deliver pioneer technologies to the business customers and to meet market demands.

4-1.3 Network Development

“GO” has concentrated on network development in the fields of infrastructure services, capacities and features. To this end, “GO” successfully targeted the development of core networks and access networks to keep them available to higher data rates. This

includes growth in domestics and international transmission infrastructure, the interconnect links on domestic, national and international level, the upgrades in capacities and features of the deployed equipment.

As a part of optimization, the core and access networks have been re-examined and all necessary updates have been made in view of the market's shift to providing broadband service.

"GO" continues to develop the Internet service provider (ISP) network at the local and international levels, and increase the speeds and capacities for data that can be provided to customers, in addition to improvements to the core network. Also, the coverage of the IP-MPLS network has been expanded from the core network to the access network by increasing the capacity and specifications of the core network equipment in certain areas, including the business sector.

This year "GO" witnessed addition of multiple 100Gbps connectivities on National and international level.

"GO" also ensured to upgrade and update the specifications of equipment in currently-served cities and the access network services provided to its customers.

4-1.4 IT Equipment

"GO" continued its investments in expanding its main data center in Riyadh to host and meet the needs of customers.

It is considered the basis for providing distinguished services to the business sector, especially emergency services sector and centers for business continuity. The data center has been designed, built and implemented in accordance with Tier3 standards, which are considered among the highest levels of classification in the Kingdom and the region. In addition, "GO" has gone through a rigorous audit process by certified international consultants and auditors to verify the compliance of its data center with the TIER-III standards, and has obtained official certification.

"GO" has witnessed a continuous rise in business and government customers who have obtained shared hosting services at approved and certified data center locations. "GO" has also taken rapid steps towards growth through its dependence on highly-qualified Saudi and international workforce in information technology, which has taken upon itself the responsibilities of developing and maintaining systems.

"GO" has finalized the 1st phase of the IT systems modernization where the IT systems changed to advanced systems that meets the market and the customers expectation.

4-1.5 Company's assigned frequency spectrum

"GO" has obtained frequencies in different bands from the Communication, Space & Technology Commission to be used in wireless links to connect its towers and various network centers, in addition to frequencies for providing broadband data.

"GO" has successfully met all obligations from Communication, Space and Technology Commission regarding the Network Rollout for 3500 MHz – IMT Spectrum, this shall enable "GO" to reach its business customers in these areas thus expanding the reach in terms of coverage and capacity.

4-1.6 Optical fibers and international communication circuits

"GO" is in possession of leased high-capacity fiber-optic transmission (Lambda) circuits for a period of fifteen years for the so-called Irrevocable Right of Use (IRU) from Bayanat Al-Oula on the Optical Fiber Network (SNFN), in the form of two separate rings that cover the cities of (Riyadh, Jeddah, Mecca, Madina, Dammam, Khobar) in order to link its operations in those cities.

"GO" continues to lease the required capacities of interconnection through long-term and short-term contracts with local and international telecommunications companies to meet the ever-increasing and continuous demand in both the individual and business sectors, which is a precedent for "GO" this year as the total customer traffic increased by 89% as compared to last year. In addition to the existing national and international interconnection with various destinations, "GO" has strengthened its global and local interconnection capabilities by acquiring new long-term and short-term interconnection lines.

The interconnection infrastructure includes the following:

- Two high-capacity transmission (Lambda) circuits with an Irrevocable Right of Use (IRU) from Bayanat Al-Oula on the Optical Fiber Network (SNFN).
- High-capacity transmission between the central and western regions to increase flexibility and meet the requirements of high-speed transmission.
- Direct connection with the national interconnection and Internet exchange points.
- Connection with the Internet exchange point in Dubai by land.
- Direct connection with the Bahrain Internet exchange point, for direct interconnection with Amazon. "GO" made a direct connection with the Bahrain Internet exchange point for interconnection with Amazon.
- Increasing international interconnection capacity through a new high-capacity link to Frankfurt.
- National connection for primary and backup delivery services.

4-2 Commercial Operations:

4.2.1 Strategic partnership with the Saudi Telecom Company (STC)

This partnership has a great impact on the expansion of the Company's business in many directions, in terms of increasing the number of products and expanding the coverage area to include most regions of the Kingdom, and among the most important services provided within this partnership is the optical fiber service for individuals and homes and the fourth generation LTE services for individuals. "GO" also provides solutions to the business sector by providing Internet services and interconnection via optical fibers.

4.2.2 Company services

"GO" services to the individual sector have diversified over the past years to include broadband service via fiber optic home services (FTTH), broadband over the fourth generation LTE technology, in addition to WiMAX technology, which increased the diversity of the Company's services to its customers.

"GO" has also expanded its services to the business sector to include Internet solutions, interconnection, managed services, and information technology (ICT) solutions to serve companies and government agencies, such as dedicated Internet services, virtual private network, maintenance and operation services for local networks, and network installation and operation services, Cloud service, SD-WAN, Digital transformation, cybersecurity, and consultancy services. "GO" is entering into local and international partnerships with many companies to provide cloud services and hosting services, which will enable the Company to acquire a larger market share.

Voice services for the business sector have also varied from geographic numbers, standard numbers (9200xxxx), and toll-free numbers. The voice services for the business sector have received wide acceptance from customers in various private and government sectors. Currently, some branches of the government sectors rely on the voice services provided by "GO" completely.

"GO" has worked to develop the business sector and increase its workforce of sales teams, sales engineers and sales support teams, and has developed a set of distinct solutions for high-speed Internet services, local and international connectivity, and voice services, via wireless links and optical fiber technology, and expanded coverage to include most the regions of the Kingdom where these services are provided in record time and with high quality.

4.2.3 Points of sale and distribution

"GO" is keen to reach all segments of society and provide its services and products to individuals and the business sector alike. "GO" has concluded many agreements with leading companies with a number of large points of sale and companies based on the distribution of the Company's products to the points of sale of computers, communications and retail companies spread

throughout the Kingdom. Thus, the number of points of sale for the Company's products reached more than (700) seven hundred points of sale.

In addition to the points of sale, the Company has created a telephone sales department that targets all potential customers and those wishing to subscribe by convincing them of products that suit their requirements through several options on offer. "GO" provides free delivery service to the location of the customer.

4.2.4 Customer Service

Customer service and after-sales services are considered one of the most important strategic pillars in the important development that "GO" is witnessing. In order to provide a service that meets the client's aspirations, "GO" has invested in restructuring and rehabilitating the customer service center, attracting and developing young and ambitious Saudi competencies capable of understanding the client's needs and dealing with them effectively and with quality. The role of the technologies used also had a major role in developing the level of service, as efforts were focused on using modern multi-channel technical media that ensure fast service and a smooth and coherent experience through all channels of communication with customers, whether through the call center, social media channels, or the Company's website.

4.2.5 Competition

It is no secret to any market follower the fierce competition in it, as price offers and discounts appear constantly by mobile services companies, and "GO" is keen to educate the customer that its services are home and stable to serve the whole family while highlighting audio services as an added value to Internet services.

The Communication, Space & Technology Commission issued its decision to classify telecommunications companies according to the classified markets in the report on determining, classifying and controlling markets in the telecommunications sector (2017 AD/1439 AH). This decision aims to regulate competition in the markets specified in the aforementioned report. However, the delay in applying the regulatory procedures to companies classified according to the Report of the Commission for the Classification of Markets in the Telecommunications Sector (2017 AD/ 1439 AH) has resulted in difficult competition in the telecom market.

4.2.6 Community service and social development

Since its incorporation, "GO" has been keen to play its community role in various fields and circumstances. For example, the Company has played a positive role, in implementation of the vision of our rational government, by trying to mitigate the effects of the coronavirus pandemic by launching educational internet packages at affordable prices to all segments of society, which contributed greatly to helping male and female students to complete their educational path during the distance learning period. In addition, in order to support community participation, "GO", in cooperation with the Saudi German Hospital in Riyadh, has promoted the World Blood Donor Day, as the Hospital staff visited the headquarters of the Company in the city of Riyadh, and distributed awareness brochures about blood donation and its benefits to the Company's employees. The Company has also coordinated with the Hospital to facilitate blood donation by the Company's employees at any time.

"GO" has launched special solution to prisons where it allow communication with familis.

"GO" has launched campaign for quran in Ramadan.

4.3 Human Resources

As a continuation of "GO" strategy in previous years, the Human Resources Department has paid attention to the human element and attracted good human resources. The Human Resources Department has, until the end of the fiscal year 2022/2023, employed 86 permanent employees, of whom approximately 96.5% are Saudis, in various departments and divisions of the Company. In light of the strong competition between companies in the Saudi labor market to attract qualified local and foreign

human resources, and with the increasing demand for localizing jobs, attracting and retaining these resources has become one of the strongest challenges facing companies. This, in turn, caused high rates of salaries and benefits offered by major companies, which led the employee to move towards companies with higher salaries. The Human Resources Department focused in this period on raising the efficiency and productivity of the employee, benefiting from the human element and supporting work needs.

4.4 Future expectations for the Company's business:

4-4-1 Fixed connections

Studies indicate that the number of lines operating in the Kingdom for fixed Internet service by the end of 2020 amounted to about 2.19 million housing lines, which represents about 35.6% of the total lines operating during the year 2020. The broadband initiative was also launched, enabling the Company to grow, as the homes covered by fiber service reached 3.5 million.

As for the business sector, it may flourish with the prosperity of economic and commercial activity in the country and the achievement of Vision 2030. This means that "GO" has a great opportunity to expand its fixed-line services, and obtain a larger market share, by targeting the business sector with promotional offers and modern distinguished services, and targeting the individuals and homes sector at competitive call rates.

4-4-2 Broadband services over fixed telecommunications networks

The demand for broadband services has increased recently, compared to previous years. This is after many government procedures have become carried out through electronic transactions. This increase was also driven by the spread of the use of Internet services in society, as it became a major source of communication, access to information and business management, using many programs and applications that are downloaded; such as social networking applications, business applications, word processing, chat programs, games and others, and these applications require large download capacities and high speeds. This is a promising opportunity for the Company's future to target the increasing demand for fiber-optic services and provide different speeds and packages to suit customers' requirements and wireless services. "GO" has not neglected the business sector in its future plans to expand the provision of modern technical solutions, fiber-optic connectivity services and wireless links. Whereas, "Go" Company carried out drilling operations for fiber optic service in the cities of Riyadh and Dammam, in order to reach a larger share of the business sector.

4.5 Products provided by the Company:

4-5-1 Individuals sector services

4-5-1-1 Fiber Broadband (FTTH)

The Company provides high-speed Internet service with multiple speed options of up to 500 Mbps via the fiber optic technology.

4-5-1-2 LTE Broadband

The Company offers broadband Internet service "LTE Broadband" which provides optimal speeds for sending and receiving data over the network, allowing the customer to enjoy a new Internet experience, whether for instant Internet surfing, downloading large files, playing online games, or watching live broadcasts at a constant speed.

4-5-1-3 5G Broadband

The Company offers broadband Internet service "5G Broadband" which provides optimal speeds for sending and receiving data over the network, allowing the customer to enjoy a new Internet experience with low latency and fast speeds, whether for instant Internet surfing, downloading large files, playing online games, or watching live broadcasts at a constant speed.

4-5-2 Business sector services

4-5-2-1 Voice and fixed phone line solutions (GO Tel) SIP Trunk

This technology enables the integration of fixed voice services into a single network. GO Tel is designed to help customers optimize infrastructure costs and ensure that their employees can communicate easily and efficiently via voice-over-IP data communications. This technology also enables direct inward dialing (DID) and direct outward dialing (DOD), with the ability to use standard and toll-free numbers.

4-5-2-2 Virtual Private Network Solutions (VPN - GO Secure)

The VoIP VPN service enables the connection of two or more sites, buildings or branches through a single virtual private network that allows for a flexible and continuous exchange of data and applications between different users.

4-5-2-3 Dedicated Internet Access (DIA - GO Net)

This service provides dedicated Internet access to customers and ensures that data and applications are transmitted reliably, securely and without sharing, even during network peak times. This service is available with a variety of access speeds, including direct Internet access via microwave technology, or direct Internet access via fiber-optic technology.

4-5-2-4 Global Network Connectivity (GMPLS - GO Global Secure)

This service includes providing (i) international connectivity with any location in the world; (ii) high reliability of data transmission through direct connection; and (iii) support around the clock through a specialized team of customer support engineers working to ensure the optimal performance of network connections without any service interruptions around the clock, seven days a week.

4-5-2-5 Data Center Solutions (GO Co-Location)

The Company provides a space rental service in its data center to host servers and networking equipment for its customers. This service helps reduce costs and mitigate risks related to data centers, as the customers resort to the Company to host, operate and maintain their servers and network connectivity.

4-5-2-6 Protection against Distributed Denial-of-Service (DDoS) Attacks

This service includes cyber security services to protect customers' networking and equipment against Anti-DDoS attacks.

4-5-2-7 Managed Router Service (MRS)

The Company provides router management and maintenance services and solves router problems to ensure a continuous, effective and optimal operation of routers for customers. This service helps reduce operational costs and ensures service continuity and security, and thus business continuity for customers.

4-5-2-8 Cloud Computing Service (GO Cloud)

The Company provides a virtual data center service to customers, as it provides a cloud infrastructure with high flexibility and speed in operation at international standards that are consistent with the regulations of the Saudi market.

4-5-2-9 Managed SD-WAN

Managed SD-WAN from GO is a business solution for enterprises to manage their branches and optimize applications performance digitally and securely. It enables them to have network agility, full visibility on all branches with simplified WAN operations, and full control while enabling secure any to any connectivity and access to cloud services. GO Secure SD-WAN is provided through FORTINET Technology.

4-5-2-10 Digital Transformation Consulting Services

Digital transformation consulting is a professional service provided to who want to improve their work system to become a digital system that ensures that the customer remains in the circle of progress and competition This transformation also requires innovation as well as changes in organizational policies and procedures, understanding customer needs, and knowledge of business and customer culture to take advantage of the opportunities offered by modern advanced technologies, and this is what GO provides through these consulting services.

4.5.3 Wholesale services:

The Company provides wholesale options to operators and carriers inside and outside the Kingdom.

4-5-3-1 Passing international calls and interconnection services

"GO" made agreements with a number of local and international operators by passing voice calls to fixed and mobile communications. This makes interconnection services one of the sources of additional revenue that achieves an adequate profit margin.

5. Company assets and liabilities and annual business results

5.1 Statement of financial position

Description	March 31, 2019 (Audited) SAR	March 31, 2020 (Audited) SAR	March 31, 2021 (Audited) SAR	March 31, 2022 (Audited) SAR	31 March 2023 (Audited) SAR	Clarifications
Current Assets	397,152,533	469,741,092	303,690,232	251,767,133	338,084,747	Increased due to increase in AR - customer accounts and inventory
Non-current Assets	992,230,890	1,183,168,388	731,455,063	586,265,525	548,726,850	Decreased due to decrease in intangible assets and rights of use assets
Total Assets	1,389,383,423	1,652,909,480	1,035,145,295	838,032,658	886,811,597	As mentioned above
Current Liabilities	980,531,920	1,090,366,566	450,023,421	434,341,108	515,400,904	Increased due to increase in trade payable and advance apyment despite derease in lease liabilities and Zakat provision
Non-current Liabilities	186,613,615	411,801,066	473,382,514	329,695,734	255,335,182	Decreased due to decrease in liabilities and lease liabilities
Total Liabilities	1,167,145,535	1,502,167,632	923,405,935	764,036,842	770,736,086	As mentioned above
Shareholders' Equity	222,237,888	150,741,848	111,739,360	73,995,816	116,075,511	Increased due to accumulated profit
Total Liabilities and Shareholders' Equity	1,389,383,423	1,652,909,480	1,035,145,295	838,032,658	886,811,597	As mentioned above

6. Company and subsidiaries' revenues

6.1 Subsidiaries and details of the shares and debt instruments issued for each of them:

There are no subsidiary companies at the present time and therefore "GO" does not own any shares in any subsidiary or associate company, and it has not issued any debt instruments related to this type of company since the date of incorporation until the date of this report. In the future, "GO" will disclose the data of the subsidiary companies and their activities and the countries where their main operations and their place of incorporation are, details of ownership of shares therein, and any details related to debt instruments if they acquire shares therein, Allah willing.

6.2 The main activities of the Company

Activity (1): Providing Internet service (broadband) to the individual and business sectors.

Activity (2): Providing audio services and interconnection for the individual and business sectors.

The impact of these main activities on the Company's business volume and their contribution to the results are as follows:

The main activities	Activity revenues (SAR)	Percentage
Activity (1): Internet service (broadband) to the individual and business sectors	485,762,421	77%
Activity (2): audio services and interconnection for the individual and business sectors	144,577,369	23%
Total	630,339,790	100

6.3 The Company's total revenue analysis

Description	March 31, 2017	March 31, 2018	March 31, 2019	March 31, 2020	31 March 2023	Clarifications
Revenues	Saudi Riyal	Saudi Riyal	Saudi Riyal	Saudi Riyal	Saudi Riyal	
Broadband	321,479,982	285,126,432	249,183,505	300,457,599	485,762,421	Increased as a result of higher LTE, FTTH and business sector revenue
Audio services and interconnection	99,610,958	54,474,622	32,916,164	78,096,166	144,577,369	Increased as a result of higher interconnection revenue
Total revenue	421,090,940	339,601,054	282,099,669	378,553,765	630,339,790	

The provision of the Company's main services (fixed and limited mobility communications, voice services and the Internet) resulted in achieving operating revenue of (630,339,790) Six hundred and thirty million, three hundred and thirty nine thousand, seven hundred and ninety Saudi Riyals, which represent the results of the Company's main activity until 31/3/2023.

6.4 A geographical analysis of the Company's revenues

NO.	Year	A geographical analysis of the Company's total revenues		
		Geographical area	Total revenue	Total
1	2022/2023	Abha	794,955	SAR 485,953,580
2		Al Ahsa	17,742	
3		Al Kharj	474,737	
4		Al Khobar	19,810,990	
5		Ar Rass	64,720	
6		Buraydah	1,089,741.25	
7		Dammam	7,211,567	
8		Hafar Al Batin	888,371	
9		Hail	22,361,703	
10		Al Hofuf	923,777	
11		Jazan	205,779.36	
12		Jeddah	30,813,498	
13		Al Jubail	3,408,850	
14		Khamis Mushait	913,860	
15		Medina	21,783,838	
16		Makkah	788,655	
17		Najran	462,898	
18		Unayzah	94,336	

19		Al Qatif	86,069	
20		Riyadh	371,269,583	
21		Tabuk	365,522	
22		Taif	816,742	
23		Yanbu	44,214	
24		Al-Bahah	794,547	
25		Muhayil Asir	13,947	
26		Rabigh	7,989	
27		Ras Tanura	14,870	
28		Turaif	7,010	
29		Al Wajh	3,201	
30		Sarat Abaida	1,307	
31		Sabt Al alaya	3,607	
32		Al dwadmi	12,643	
33		Sakaka	400,308	
34		Sabya	2,003	

6.5 Operational information of the Company's activities compared to the previous year (Saudi Riyals)

Description	The year ended on 31 March 2023	The year ended on March 31, 2022	Changes Positive or Negative	Percentage change (%)
Operational revenue	630,339,790	378,553,765	251,786,026	67%
Cost of services	(447,651,620)	(286,710,000)	160,941,621	56%
Operating expenses	(139,261,765)	(136,690,984)	3,005,663	2%
Other income	14,473,382	29,354,479	-14,881,097	-51%
Operating loss	57,899,790	(15,492,740)	58,919,146	380%
Gross profit (gross loss) for the year	42,079,695	(37,743,544)	79,823,238	211%

- Operational revenues increased by (252 million) Two hundred fifty two million Saudi Riyals compared to the previous year, mainly due to:
 - Increase in business sector revenues by (83 million) Eighty three million Saudi Riyals.
 - Increase in fiber optic service (FTTH) revenues by (39 million) Thirty nine million Saudi Riyals and increase in high-speed broadband (LTE) revenues by (38 million) Thirty eight million Saudi Riyals.
 - In the same period, the revenues of the broadband (WIMAX) decreased by (14 thousand) Fourteen thousand Saudi Riyals.
 - Increase in interconnection revenues by (57 million) Fifty seven million Saudi Riyals, and wholesale sales (Dark Fiber) increased by (35 million) Thirty five million Saudi Riyals.
- The increase in service costs is due to the increase in costs of rented spaces, inventory and fixture costs, personnel costs and government fees.

- Operational expenses increased by (3 million) Three million Saudi Riyals, as a result of: a decrease in administrative and general expenses by an amount of (7 million) Seven million Saudi Riyals, and impairment losses in trade receivables decreased by an amount of (11 million) Eleven million Saudi Riyals, and selling and marketing expenses increased by (22 million) Twenty two million Saudi Riyals.
- The decrease in the total comprehensive loss for the current year by an amount of (80 million) Eighty million Saudi Riyals is due to the increase in revenue.

6.6 Compliance with the accounting standards issued by the Saudi Organization for Certified Public Accountants

"GO" is fully committed to applying all accounting standards issued by the Saudi Organization for Certified Public Accountants in all its operations and accounts and in preparing its financial statements, and making sure that there are no significant differences in this regard.

The annual financial statements have been prepared in accordance with the International Financial Reporting Standards approved in the Kingdom of Saudi Arabia and other standards and publications issued by the Saudi Organization for Certified Public Accountants.

7. Potential Company risks

It is clear that any economic sector has potential risks, and there is no doubt that "GO" has some risks that impede its operations according to the steady developments in the telecommunications sector inside and outside the Kingdom of Saudi Arabia, especially the entry of new competitors, the unified license granted to Zain and Mobily, the fixed license granted to Integrated Telecom Company, which is of the same core as "GO" license (fixed phones), the high intensity of competition, the tremendous technological development in communication technologies and the rise in their cost.

Also, one of the risks that exacerbate competition is the ability of Internet Service Providers (ISP) to sell the same telecommunications company's services to the business sector, which may cause a decrease in the profits of telecommunications companies, including "GO" Company.

On 02/12/2021 AD, the Company received a letter stating that the Commission's Board of Directors agreed to grant the Company an additional and final grace period of six months ending at the end of the second quarter of 2022 AD, for fulfillment of the Company's obligations and deployment of the network, according to the frequency spectrum license for providing fixed telecommunications services with infrastructure for broadband frequencies (3,500 MHz). The Commission will take the necessary legal actions against the Company if the grace period granted to the Company expires without fulfilling the network deployment obligations.

7.1 Regulatory environment risks

The regulatory environment within which "GO" operates continues to evolve towards liberalising the telecommunications sector and competing in it. In this context, the lack of development of the regulatory environment may limit its ability to implement its business strategies and limit flexibility in responding to changing market conditions, thus achieving its objectives and business plans. There is no guarantee that the laws in force in the Kingdom will not be changed or interpreted in a way that could negatively affect the Company's business. Among these risks, but not limited to, the following regulatory challenges, which may lead to risks that may affect the revenues and profitability of the Company:

- Communication, Space & Technology Commission issued Resolution No. 464/1442, dated 28/10/1442 AH, approving the document "Regulations on Saudization Obligations for Telecommunication Service Providers", whereby a company must comply with the following regulatory requirements:

- 1- The CEO must be a Saudi national.
- 2- Saudization of senior management employees (first level) in a percentage of no less than 75%.
- 3- Saudization of senior management employees (second level) in a percentage of no less than 80%.
- 4- An overall job Saudization of not less than 80% at the level of all employees of the company,

which requires an increase in operational expenses in order to achieve the mechanism contained in the approved documents.

- The Communications, Space & Technology Commission issued decision no. 484\1443 dated 19\09\1443 AH regarding "Updating the Regulations and Licenses for Telecommunications services" , This decision requires an increase in operating expenses to achieve it.
- The Communications, Space & Technology Commission issued decision no. 486/1443 dated 23/11/1443 AH regarding " Approval Of The Document Allocation and Use Regulation for Spectrum Bands Identified for IMT" , This decision might increase the benefits of the company assigned frequencies.
- The Communications, Space & Technology Commission issued decision no.490/1444 dated 03/01/1444 AH regarding " Approval of the Regulations of Cybersecurity Operations in Communications, Information Technology and Postal Sectors" , This decision requires an increase in operating expenses to achieve it.
- The Communications, Space & Technology Commission issued decision no. 491/1444 dated 25/01/1444 AH regarding " Approval of the final document Spectrum Trading Regulations" , This decision might increase the benefits of the company assigned frequencies.
- The Communications, Space & Technology Commission issued decision no. 493/1444 dated 21/03/1444 AH regarding " Approval of Regulations for Curbing SPAM Messages and Calls" , This decision requires an increase in operating expenses to achieve it.
- The Communications, Space & Technology Commission issued decision no. 496/1444 dated 12/08/1444 AH regarding " Approval and publication of the guidelines for the implementation of the Frequency Licensing Fees Regulations" , This decision requires an increase in operating expenses to achieve it.
- Competition rules have not been effectively applied to control abuse of control in the telecommunications sector, particularly in the retail market for Internet and prepaid cards for international calls, and this continues to affect the Company's revenue and profitability.
- Despite the commitment of the companies that control the Saudi National Fiber Network (SNFN) to government and regulatory agencies to enable new operators to participate in the use of this infrastructure, the Company has not yet been able to participate in the use, and the delay of regulators in implementing this commitment affects its ability to reduce operational costs.
- The regulations of the Communication, Space & Technology Commission stipulate that providing the ability to choose the operator (Carrier Selection) will be implemented within 24 months of the first competitor in fixed communications obtaining the license, meaning that this possibility will be available in April 2011. However, the regulator has not started to activate its role so far, the dominant operator still refuses to provide this possibility despite the Company's repeated request for it, and therefore, the delay in providing the possibility of choosing the operator will negatively affect the Company's revenues and profitability.

7.2 Economic and operational risks

7-2-1 Sudden interruption in business or penetration of security measures

"GO" cannot provide services unless it is able to protect its infrastructure and network from disruption or interruption in operations due to restrictions that hinder its capacity, or as a result of bad weather conditions, war, earthquakes, fires, power outages, or defects in hardware and programmers, computer viruses, communication breakdowns, cutting of electrical cables, human errors, unauthorised access, or the like. Over the years, "GO" has demonstrated its ability to face such risks.

7-2-2 Dependence on suppliers

"GO" depends on suppliers of hardware, equipment, software and services. If a major supplier decides to end its relationship with it, it may find it difficult to secure an alternative supplier with suitable qualifications. "GO" competes with other companies to obtain the services of these suppliers, and this may raise the price it pays for their services. If "GO" is unable to maintain its relations with these major suppliers, or if the conditions under which it obtains goods and services from these suppliers increase, or if these suppliers are not able to adequately fulfil their obligations under the relevant agreements, or if the availability of products and services decreases, as this could negatively affect its business, financial position, operations' results and future prospects.

7-2-3 The competition

"GO" faces competition from fixed, mobile and satellite communications and managed data services providers over the Internet. The competition intensified as the companies that obtained licenses from the Communication, Space & Technology Commission entered the market and started their work. Also, competition in the telecom sector affects the expected market share of "GO" and its ability to attract new subscribers, raises marketing costs and affects the Company's price structures, in addition to the factors that may significantly affect the Company's growth, business, financial position and future results of operations. In addition, the increasing competition for skilled workers in the region in general, and the Kingdom in particular, means that "GO" may face difficulties in attracting the appropriate competencies of human resources or may be forced to pay higher salaries than expected, which will be reflected in the increase in operational expenses.

7-2-4 New or emerging technology, new products and services

The telecommunications industry is experiencing rapid and dramatic changes in technology. Developments in the field of communications and information technology may affect competition in the telecommunications market in the Kingdom, noting that technological development has led to a number of new developments, including multiple types of mobile communications, telecommunications services or bundled services, local wireless access networks and telephone services that change the traditional price structure. There are also other technologies that are currently being developed or may be developed in the future, which could have an impact on competition in the telecommunications sector in the Kingdom in general. Since its inception, "GO" has deployed WiMAX-based products, and has not undergone any development to make it a strong competitor to the fourth-generation (4G) LTE and optical fiber system.

On the other hand, the development of new technologies may cause a loss of competitive advantage for some of "GO"'s services, and it may not be able to identify new opportunities at the right time and come to be in need of large additional investments, especially to develop new services and products, to obtain new licenses, or to establish the necessary infrastructure to remain in the circle of competition. The new technologies that "GO" chooses to invest in may affect its ability to achieve its strategic goals, which may result in the loss of existing customers, its inability to attract new customers, or having to incur high costs in order to

maintain its customer base, which may leave a negative impact on the Company's business, financial position, results of operations and prospects.

In order to expand the revenue base (attracting and retaining customers), "GO" must continue to successfully introduce new products and services, knowing that any strategic initiatives in this regard require a large amount of expenditures and human resources. "GO" may not be able to offer new products and services, such as advanced data service and broadband. The success of broadband connectivity depends to a large extent on the availability of content, applications and devices developed and made available by others. In addition, competitors may be able to offer new services before the Company can.

As a result of the foregoing, "GO" may lose a number of its customers and fail to attract new customers or incur large costs in order to maintain its customer base, which may result in a significant negative impact on its business, financial position and the results of its operations.

7.3 Financial risks:

7-3-1 Currency exchange rates

The risk of fluctuation in the value of securities as a result of changes in foreign exchange rates. Although all of "GO" assets, investments, revenues and liabilities are in the local currency (the Saudi Riyal), "GO" has entered into agreements with international companies that require these companies to pay their dues in US Dollars. In this case, large fluctuations in the exchange rate can have a significant negative impact on financial performance.

7-3-2 Insurance cover

"GO" maintains auto and property insurance, business interruption insurance, money insurance, breach of trust insurance, general liability insurance, and health insurance. These documents contain a number of major exceptions and environmental risks. Any losses or liabilities arising from uninsured risks may significantly reduce revenues or increase their costs and may have a significant negative impact on operations and/or financial position.

7-3-3 Liquidity

"GO" constantly monitors liquidity risks, especially in light of the funds available to it and in light of its current and future obligations, and also monitors cash flows and financial liabilities. "GO" considers that it is exposed to substantial liquidity risks, and "GO" is working to diversify and find new sources of income to support liquidity.

7-3-4 Credit

"GO" may be exposed, like its counterparts that provide fixed telecommunications (limited mobility) and the Internet services, to debt risks from clients' accounts or risks of difficult-to-collect debts due to several reasons, for example the deterioration of the economy in general, or the inability to assess credit quality of new or registered subscribers. These risks may contribute negatively to the position and business of the Company and its financial results and future expectations.

7-3-5 Force majeure

Like other companies, "GO" is affected when force majeure occurs beyond its control, such as the outbreak of wars and revolutions or workers' strikes, or the occurrence of natural disasters such as earthquakes or floods and the spread of epidemics. These circumstances may contribute negatively to the position and business of the Company and its financial results and future expectations.

In response to the spread of the Covid-19 virus resulting in disruptions to the social and economic activities in the markets around the world and in the Kingdom of Saudi Arabia, the Company's Management has proactively assessed its impacts on its operations and has taken a series of preventative measures. The wired and wireless telecommunications industry has been designated as an

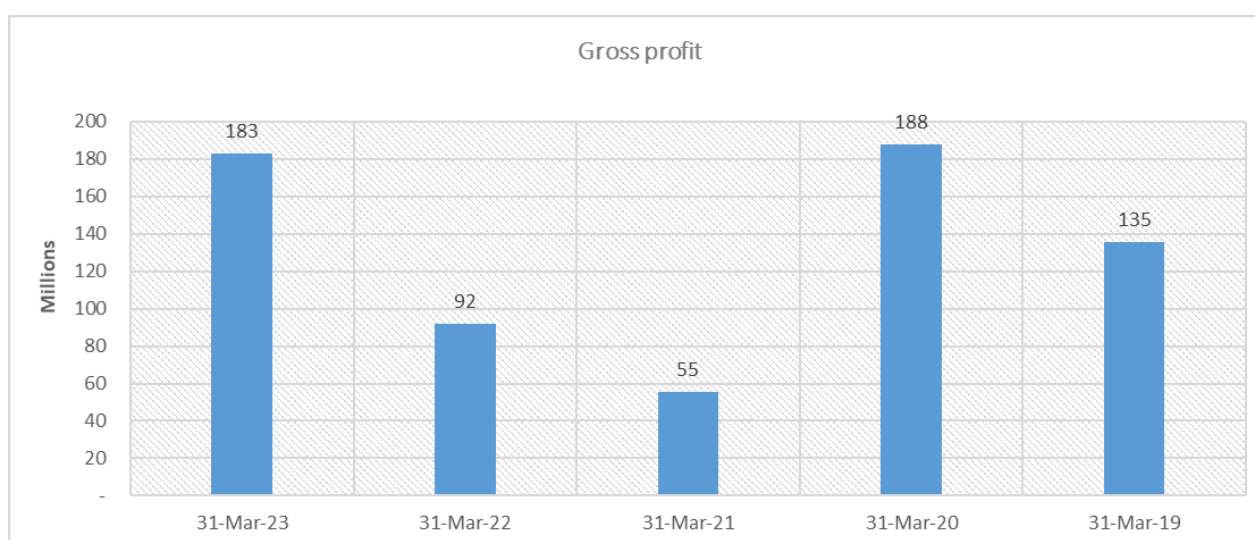
essential service by the Government of the Kingdom of Saudi Arabia and as such the Company continues to operate with the available services, while taking into account the health and safety of its workforce. The Management believes that Covid-19 epidemic has had a material impact on the Company's financial results for the year ended March 31, 2021 for the period from April 1, 2020 to May 31, 2020 (Lockdown period) as a result of the decrease in revenues from the consumer segment due to the inability to attract new customers, in addition to the unavailability of products and supplies used in the operations, and as a result of the decrease in revenues from the business sector due to the deterioration of the financial position of the Company's customers from small and medium-sized companies. In any case, the Management will continue to monitor the situation closely and will adjust any changes required in the future financial reporting periods.

8. Summary of the Company's financial results for the fiscal year ending on 31 March 2023 AD

8.1 Income statement:

Description	For the year ending on March 31, 2019	For the year ending on March 31, 2020	For the year ending on March 31, 2021	For the year ending on March 31, 2022	For the year ending on 31 March 2023
	(Audited)	(Audited)	(Audited)	(Audited)	(Audited)
	SAR	SAR	SAR	SAR	SAR
Gross profit (loss)	135,386,636	187,616,247	160,051,833	91,843,765	182,688,170
Total operating expenses	(210,761,990)	(241,467,045)	(190,089,864)	(136,690,984)	(139,261,765)
Profit (loss) from major operations	(38,431,580)	(50,608,251)	(32,552,370)	(15,492,740)	57,899,790
Total comprehensive profit (loss) for the year	(52,215,075)	(71,496,040)	(39,002,488)	(37,743,544)	42,079,695

Total Profit



8.2 Initial cash flows statement:

Description	For the year ending on March 31, 2019	For the year ending on March 31, 2020	For the year ending on March 31, 2021	For the year ending on March 31, 2022	For the year ending on 31 March 2023
	(Audited)	(Audited)	(Audited)	(Audited)	(Audited)
	SAR	SAR	SAR	SAR	SAR
Net profit (loss) for the year before Zakat	(53,291,075)	(71,608,040)	(13,558,894)	(34,615,191)	42,468,239
Net cash used in operating activities	77,303,470	68,901,963	(16,173,557)	65,188,762	14,062,480
Net cash used in investing activities	(2,541,440)	(2,731,078)	7,092,662	(23,281,366)	(12,360,634)
Net cash generated from financing activities	(31,068,059)	(41,214,808)	28,151,425	(29,763,511)	(31,895,739)
Increase in balances with banks and cash on hand during the year	43,693,971	24,956,077	(51,417,644)	12,143,885	(30,193,893)
Balances with banks and cash on hand at the end of the year	97,574,234	122,530,311	71,112,667	83,256,552	53,062,659
Significant non-cash transactions:					
Impact of applying IFRS 9	9,496,132				
Disposal of intangible assets			292,196,494		
Reduction in prepaid expenses and other current assets			97,800,000		
Addition in stock/Transfer			(4,903,750)	2,116,369	8,782,994
Clearing the current portion of lease liabilities			(18,000,000)	(48,018,765)	(22,933,701)
Reduction in accrued expenses and other current liabilities			(22,565,429)	(1,484,027)	-
Right-of-use asset disposals		9,108,803		139,807,996	7,274,910
Right-of-use asset additions		(21,621,998)	(26,435,307)	-	(15,973,406)
Reduction in accounts payable			(445,659,703)		-
Impact of applying IFRS 16		298,234,404			
Disposal of lease liabilities				101,117,678	5,502,070
Capital reduction		(243,971,000)			

8.3 Loans and liabilities:

There are no outstanding loans owed by the Company.

Description	31 March 2023	31 March 2022
Loans	0	0
Liabilities payable and accrued expenses	469,747,543	395,361,550
Deferred revenue	45,653,361	38,979,558
Other liabilities	255,335,182	329,695,734
Total in Saudi Riyals	770,736,086	764,036,842

8-4 Debt instruments, guarantees, transfer and subscription rights, and similar transferable rights

"GO" has not issued or granted any debt instruments, options, subscription rights, or any similar rights that are convertible into shares or option rights from the date of incorporation until the date of this report.

8-5 Transfer rights and redeemable debt instruments

"GO" has not depreciated, purchased, redeemed or canceled any redeemable debt instruments from the date of incorporation until the date of this report.

9 Zakat and income tax

Zakat and taxes are calculated in accordance with the financial regulations in force in the Kingdom of Saudi Arabia, and are a liability of shareholders, and the zakat and income tax provision is charged to the list of changes in shareholders' equity at the end of the year.

9-1 Zakat charged for the year / period

	2023	2022
Adjusted loss:		
Loss for the period	42,468,239	(34,615,191)
Adjustments: Provisions and others	671,696	(4,761,675)
Adjusted profit/Adjusted loss for the year	43,139,935	(39,376,866)
Saudi shareholders' share of adjusted profit/loss 96%	41,414,337	(19,242,399)
Additives:		
Share capital	89,999,000	228,529,000
Long-term accounts payable	154,312,785	196,833,647
Provisions	135,336,460	221,517,621
Lease liabilities	147,999,072	188,147,170
Total	527,647,317	835,027,438
Deductions:		
Accumulated losses at beginning of year	(16,003,183)	(116,789,639)
Net book value of property and equipment at end of year	(548,726,850)	(586,265,525)
	4,331,621	131,972,274
Share of Saudi shareholders 96%	41,414,337	126,693,383
Saudi shareholders' share of adjusted profit / (adjusted loss)	4,158,356	130,630,183
Zakat base	41,414,337	111,387,783
Zakat charged for the year	1,035,358	2,784,695

9-2 Income tax charged for the period

There is no income tax payable due to the loss incurred during the year / period.

9-3 Zakat and tax assessments

"GO" submitted the zakat and tax returns to the Department of Zakat and Income Tax for the period ending on March 31, 2022 AD, and the assessment has not yet been made.

10 Distribution of profit policy and the recommendations of the Board of Directors

10-1 Distribution of profit policy

It should be noted that the Company's fiscal year begins on the first of April and ends on March 31 of the following calendar year. The Bylaws - Chapter Eight have clarified the mechanism for distributing annual profits. The Board of Directors has adopted a policy for distributing profits in a manner that does not conflict with the Companies' Law and its Bylaws. The distribution policy aims at maximising shareholder wealth, as the ideal distribution policy balances current dividends with future growth that maximises the share price.

The distribution of the annual net profit after deducting all general expenses and other costs is as follows:

- a. (10%) of the net profit is set aside to form the statutory reserve of the Company, the Ordinary General Assembly may decide to stop this retainer when the said reserve reaches (30%) of the paid-up capital.
- b. The Ordinary General Assembly may, based on the proposal of the Board of Directors, set aside a percentage of annual profits to form a consensual reserve to be allocated for the purpose or purposes to be decided by the General Assembly.
- c. The Ordinary General Assembly may decide to form other reserves, to the extent that achieves the interest of the Company or ensures the distribution of fixed profits as much as possible to the shareholders. The aforementioned Assembly may also deduct sums from the net profits for the establishment of social institutions for the Company's employees or to assist the existing ones.
- d. The Ordinary General Assembly may, based on the proposal of the Board of Directors, decide to distribute a down payment to shareholders from the remainder (if any) equal to (5%) of the Company's paid-up capital.
- e. Subject to the provisions stipulated in Article (Twenty-one) hereof and Article (Seventy-six) of the Companies' Law, the General Assembly may, after the above, allocate remuneration for the members of the Board of Directors, provided that the entitlement to this remuneration is proportional to the number of sessions attended by the member.
- f. The Ordinary General Assembly may, based on the proposal of the Board of Directors, decide to distribute the remainder after the above (if any) to the shareholders as an additional share of profits.
- g. The Company may distribute interim dividends to its shareholders on a semi-annual or quarterly basis in accordance with the regulations issued by the competent authority, based on an authorisation issued by the Ordinary General Assembly of the Board of Directors to distribute interim dividends.

The shareholder is entitled to his share of the profits, in accordance with the resolution of the General Assembly issued in this regard which indicates the maturity date and the date of distribution. The eligibility for profits is to the owners of shares registered in the shareholders' records at the end of the day specified for entitlement, or upon a decision of the Board of Directors to distribute interim dividends which indicates the maturity date and distribution date, provided that the decision is implemented in accordance with what is stipulated in the regulatory controls and procedures issued in implementation of the Companies Law for a listed joint stock company. The profits to be distributed to the shareholders shall be paid at the place, dates and mechanisms determined by the Board of Directors in accordance with the instructions issued by the competent authorities.

If no dividends are distributed for any fiscal year, then no dividends may be distributed for the following years until after paying the specified percentage in accordance with the provision of Article (One Hundred and Fourteen) of the Companies' Law for Preferred Shareholders for this year. If the Company fails to pay the specified percentage in accordance with the provisions of Article (One Hundred and Fourteen) of the Companies' Law of profits for a period of three consecutive years, then the special assembly of the owners of these shares, held in accordance with the provisions of Article (Eighty-nine) of the Companies' Law, may decide either that they attend the meetings of the Company's General Assembly and participate in voting, or appoint representatives thereof on the Board of Directors in proportion to the value of their shares in the capital, until the Company is able to pay all the priority dividends allocated to the owners of these shares for the previous years.

10-2 Board of Directors' recommendations for dividend distribution for the fiscal year 2022/2023

The fiscal year ending on 31/03/2023 is the first fiscal year in which the company made profits, and due to the company's need for liquidity to develop its business, the Board of Directors did not recommend paying dividends for the fiscal year ending on 31/03/2023.

11 Members of the Board of Directors and members of committees, Executive Management, current and previous jobs, qualifications and experiences

11-1 Members of the Board of Directors as on 31 March, 2023

No.	Name	Current Occupation	Previous Occupation	Academic Qualifications	Vocational Experience
1	Dr. Eisa bin Yeslam Ba-Eisa	<ul style="list-style-type: none"> Chairman of the Board of Directors of Etihad Atheeb Telecom Company. Founder and partner of Bait Al Balak Company. Consultant / Trader Member of the Board of Directors - Padel Advanced Sports Company 	<ul style="list-style-type: none"> Member of the Board of Directors, and Chairman of the Remuneration and Nomination Committee - Etihad Atheeb Telecom Company 2020. General Manager - AL JOUF Cement Company. General Manager – Tabuk Cement Company Strategic Projects Manager - Arabian Cement Company Technical Services Manager - Arabian Cement Company 	<ul style="list-style-type: none"> Bachelor of Mining Engineering in 1997. MBA 2008 Certified Consultant Engineer – Saudi Council of Engineers in 2012 PhD in Business Administration in 2013. 	<ul style="list-style-type: none"> More than 20 years in the field of cement industry and construction materials. 10 years in executive positions and in joint-stock companies. Extensive experience in management improvement and development and strategic projects. Member of the executive committees and audit committees in joint-stock companies.
2	Dr. Yazeed bin Saleh AlSubaie	<ul style="list-style-type: none"> Vice Chairman of the Board of Directors of Etihad Atheeb Telecom Company. Member of the Remuneration and Nomination Committee at Etihad Atheeb Telecom Company. 	<ul style="list-style-type: none"> Head of the commercial and projects sector in the Saudi Technology Development and Investment Company Vice President – Taqnia Space. Head of the commercial sector – Holool Aloula Company-Mobily. Vice President for Regulatory Affairs and Wholesale Sales at Etihad Atheeb Telecom Company. General Manager of Network and Information Systems at Saudi Telecom Company. 	<ul style="list-style-type: none"> Master of Computer Science in 1997. PhD in the field of machine learning and artificial intelligence in 2020. 	<ul style="list-style-type: none"> More than 20 years of experience in the field of communications and informatics.
3	Mr. Omar bin Nabil Alkhudairi	<ul style="list-style-type: none"> Member of the Board of Directors - Etihad Atheeb Telecom Company Chairman of the Remuneration and Nominations Committee - Etihad Atheeb Telecom Company Chairman of the Board of Directors - Al Mutlaq Real Estate Investment Company Member of the Board of Directors - National Water Company Member of the Board of Directors - Nanostone Company 	<ul style="list-style-type: none"> CEO of Qudra Energy Company Adviser to the Minister of Environment, Water and Agriculture CEO of Miyahuna Holding Company Vice President of Development for Aqua Holding Company Vice President of Development, General Electric Senior Manager - Emaar Economic City Leader of IT Logistics Procter & Gamble Company 	<ul style="list-style-type: none"> Bachelor's degree in Industrial Engineering in 1999 	<ul style="list-style-type: none"> More than 20 years of experience in executive positions, government and joint stock companies

No.	Name	Current Occupation	Previous Occupation	Academic Qualifications	Vocational Experience
		<ul style="list-style-type: none"> Member of the Board of Directors - Qantara Development Company Member of the Board of Directors - NAPCO National Company 			
4	Mr. Sager bin Abdullatif Nadershah	<ul style="list-style-type: none"> Member of the Board of Directors - Etihad Atheeb Telecom Company Member of the Board of Directors - Al Jazeera Takaful Company Member of the Executive Committee - Al Jazeera Takaful Company Member of the Investment Committee - 2022 Aljazeera Takaful Company Chairman of the Audit Committee - McCain Capital 	<ul style="list-style-type: none"> Assistant General Manager - Saudi American Bank. Director of Marketing Department - National Commercial Bank Director of Sales Department - National Commercial Bank Western Region Manager - National Commercial Bank. Vice President, Director of Branches and Premium Services Department - Mashreq Bank. Director of the Retail Banking Services Department - Bank Aljazira. Member of the Board of Directors - Traveler's Checks Company. Independent Board Member and Chairman of the Audit Committee - Maceen Capital. Executive Board Member - Al Jazeera Takaful Cooperative Company. 	<ul style="list-style-type: none"> Bachelor of Criminal Law in 1988 	<ul style="list-style-type: none"> More than 30 years of experience in banking and insurance
5	Mr. Isa Abbas Alsabea	<ul style="list-style-type: none"> Member of the Board of Directors - Etihad Atheeb Telecom Company. Director of mergers and acquisitions - Batelco 	<ul style="list-style-type: none"> Investment Banking, UBS Group Investment, Arcapita Corporation 	<ul style="list-style-type: none"> Bachelor of Philosophy, Politics and Economics in 2007. Master in Economics in 2008. 	<ul style="list-style-type: none"> More than 12 years in the economic, banking and investment field..
6	Mr. Hani bin Fahad Kattan	<ul style="list-style-type: none"> Member of the Board of Directors and Member of the Audit Committee - Etihad Atheeb Telecom Company. Head of the Public Equity and Fixed Income Department – Alnahla Group. 	<ul style="list-style-type: none"> Commercial Attaché in Washington, DC. Corporate Relationship Manager at Arab National Bank. 	<ul style="list-style-type: none"> Master of Business Administration in 2016. Bachelor of Business Administration in 2009. 	<ul style="list-style-type: none"> More than 10 years in the economic, banking and investment field.
7	Mr. Ayman bin Hilal Aljaber	<ul style="list-style-type: none"> Member of the Board of Directors - Etihad Atheeb Telecom Company Chairman of the Audit Committee - Etihad Atheeb Telecom Company Chief Executive Officer of Internal Audit - Halala Trading Company 	<ul style="list-style-type: none"> Member of the Audit Committee - First Finance Company Director of the Internal Audit Department - Saudi Real Estate Company. Director of Accounts and Financial Reports Department - Customs. Chief Executive Officer of Internal 	<ul style="list-style-type: none"> Bachelor of Accounting in 2010. Certified Information Systems Auditor in 2014. Certified Internal Auditor in 2019. 	<ul style="list-style-type: none"> More than 15 years in the audit field in various sectors, including oil and gas, telecommunications, banks, finance and real estate.

No.	Name	Current Occupation	Previous Occupation	Academic Qualifications	Vocational Experience
			<ul style="list-style-type: none"> Audit - Al Yusr Rental Company ■ Senior Director of Internal Audit at The Saudi British Bank. ■ Chief internal auditor at Mobily. ■ Senior Auditor at PricewaterhouseCoopers 		
7	Mr. Faisal Mohammed Nazeeh Qamhiyah	<ul style="list-style-type: none"> ■ Member of the Board of Directors - Etihad Atheeb Telecom Company. ■ Chief Financial Officer - Batelco. 	<ul style="list-style-type: none"> ■ Chief Financial Officer - Umniah. ■ Chief Financial Officer and Chief Operating Officer - Zain Jordan. ■ Investments Manager - ERN Capital. 	<ul style="list-style-type: none"> ■ Bachelor's degree in Economics and Accounting, Yarmouk University, Jordan. ■ Passed the American Institute of Certified Public Accountants (AICPA) exams in Delaware, United States. 	<ul style="list-style-type: none"> ■ Long and diversified experience in commercial and financial divisions in many sectors, including the financial sector and the telecommunications sector.
8	Mr. Saad bin Omar Albaiz	<ul style="list-style-type: none"> ■ Member of the Board of Directors and Member of the Remuneration and Nomination Committee, Secretary of the Board and Committee - Etihad Atheeb Telecom Company. ■ Member of the Board of Directors of Nesma & Partners. ■ CEO – Atheeb Holding Company. ■ Member of the Board of Directors of Atheeb Group's subsidiaries in the Kingdom of Saudi Arabia. ■ Member of the Board of Directors of Atheeb Group's subsidiaries outside the Kingdom (in the United Kingdom and Cayman Islands). 	<ul style="list-style-type: none"> ■ Vice President of Administration and Human Resources for Bithar Trading Co. Ltd. ■ Deputy General Manager for Business Development and Projects – Atheeb Trading Company. ■ Fighter Pilot, Fighter Squadron Commander, Flight Wing Commander, Aircrew Training Director and Director of Air Force Programs Department (Royal Saudi Air Force) from 1973 to 2005. 	<ul style="list-style-type: none"> ■ Bachelor of Aviation Science from King Faisal Air Academy in 1973. 	<ul style="list-style-type: none"> ■ Long and diversified experience in the fields of: aviation, management and leadership, pilot training, project and program management, administrative affairs and human resources..

11-2 Board members who resigned during the fiscal year ending on 31 March, 2023

No.	Name	Current Occupation	Previous Occupation	Academic Qualifications	Vocational Experience
1	Mr. Khalid bin Abdulrahman Alkhudairi	<ul style="list-style-type: none"> ■ Member of the Board of Directors - Etihad Atheeb Telecom Company. ■ Chairman of the Remuneration and Nomination Committee - Etihad Atheeb Telecom Company ■ Founder / Partner – Gulf Elite Consultancy. ■ Member of the Board of Directors – Maharah Human Resources Company, since May 2021 AD. 	<ul style="list-style-type: none"> ■ Member of the Board of Directors – Tabuk Agricultural Development Company. ■ Chairman of the Remuneration and Nomination Committee – GlobeMed Saudi Company. ■ Advisor to the Chairman of the Volkswagen Group Saudi Arabia. ■ Member of the Board of Directors / Partner in Rafad Business for Corporate Services. ■ Partner – Horizon Alliance Limited. 	<ul style="list-style-type: none"> ■ Executive MBA in 2019. ■ Bachelor of Human Resource Management in 2014. ■ Higher Diploma in Human Resource Development in 2011. ■ Executive Program for Human Resource in 2018. 	<ul style="list-style-type: none"> ■ More than 15 years of experience in the field of human resources, institutional transformation and shared services. ■ Experience in executive management of more than 10 years in a number of different sectors, local and international companies.

No.	Name	Current Occupation	Previous Occupation	Academic Qualifications	Vocational Experience
		<ul style="list-style-type: none"> Chairman of the Remuneration and Nomination Committee – Maharah Human Resources Company. Member of the Nominations Committee - Mawten Real Estate Company. Executive Vice President of Shared Services - National Center for Privatization. 	<ul style="list-style-type: none"> General Director of the Human Resources of the National Housing Company. CEO of the Modern Gates Corporation for Information Technology. Director of Talent Management and Organisational Development for Al Safi Company. Director of Human Resources Department in the Modern Electronic Company. Member of the Saudi Business Group Committee at the Saudi Institute of Electronics and Home Appliances. 		
2	Mr. Meshaal bin Ibrahim Bin Omeriah	<ul style="list-style-type: none"> Member of the Board of Directors - Etihad Atheeb Telecom Company CEO of Abdullah Al-Othaim Investment Company 	<ul style="list-style-type: none"> Chief Executive Officer of Mohammed Abdulaziz Al-Rajhi & Sons Investment Company Acting CEO of Manafa Investment Company Vice President for Finance, Human Resources and Information Technology for Al-Rajhi Steel Industries Director of Subsidiaries - Taqah "Manufacturing and Energy Services Company Executive Financial Director (CFO), Arab Geophysical Surveys Company Chief Financial Officer (CFO), Al-Essa Industries Limited Chief Financial Officer / Chief Financial Officer (Acting) (CFO), Middle East Aircraft Engines Company Limited Accounting Manager, Middle East Aircraft Engines Company Limited Accounting Manager, Middle East Aircraft Engines Company Limited Corporate references, General Auditing Bureau 	<ul style="list-style-type: none"> Bachelor of Accounting in 1995. INSEAD Certificate in Corporate Governance in 2018. INSEAD Certificate in International Management in 2018. 	<ul style="list-style-type: none"> More than 25 years in the administrative and financial field.

11-3 Names of the companies in which the Board member is a member of their current and previous boards of directors or one of their managers

Members of the Board of Directors as at the end of the fiscal year on 31 March, 2023

Member	Names of the companies Board members are currently board members or managers in	Location		Legal Entity (Listed, unlisted joint stock company, LLC/....)	Names of the companies Board members were previously board members or managers in	Location		Legal Entity (Listed, unlisted joint stock company, LLC/....)
		KSA	Aboard			KSA	Aboard	
Dr. Eisa bin Yeslam Ba-Eisa	Etihad Atheeb Telecom Company	✓		Listed joint stock company	AL JOUF Cement Company	✓		Listed joint stock company
	Bait Al Balak Company	✓		Limited liability	Tabuk Cement Company	✓		Listed joint stock company
					Arabian Cement Company	✓		Listed joint stock company
Dr. Yazeed bin Saleh AlSubaie	Etihad Atheeb Telecom Company	✓		Listed joint stock company	Taqnia Space Co	✓		Limited liability
	Saudi Technology Development and Investment Company	✓		Limited liability	Sanad Insurance Company	✓		Listed joint stock company
					Holool Aloula Company	✓		Limited liability
					Saudi Telecom Company	✓		Listed joint stock company
Mr. Saad bin Omar Albaiz	Etihad Atheeb Telecom Company	✓		Listed joint stock company				
	Ithraa Capital	✓		Closed joint stock				
	Atheeb Holding Company	✓		Limited liability company				
	Abdulaziz Ahmad Abdulaziz Humanitarian Foundation	✓		Charity				
	Atheeb Holding	✓		Limited liability company				
	Atheeb Intergraph Saudi Company	✓		Limited liability company				
	Atheeb for Catering Co. Ltd.	✓		Limited liability company				
	Atheeb Netsol Saudi Company	✓		Limited liability company				
	Etihad Shams Co.	✓		Limited liability company				
	Nesma & Partners Contracting Co. Ltd.	✓		Limited liability company				
	Pannesma Co. Ltd.	✓		Limited liability company				
	Nokhbat Almaarefa Co. Ltd.	✓		Limited liability company				
	Ithraa Medical Services Co. Ltd.	✓		Limited liability company				
	Ithraa for Investment and Real Estate Development Co. Ltd.	✓		Limited liability company				
	Ithraa Sport Center & Gyms Co.	✓		Limited liability company				
	Bithar Al-Amal Co. Ltd.	✓		Limited liability company				
	Bithar Alaqaria for Real Estate Co. Ltd.	✓		Limited liability company				
	Maarif Alhayat Co. Ltd.	✓		Limited liability company				

Member	Names of the companies Board members are currently board members or managers in	Location		Legal Entity (Listed, unlisted joint stock company, LLC/....)	Names of the companies Board members were previously board members or managers in	Location		Legal Entity (Listed, unlisted joint stock company, LLC/....)
		KSA	Aboard			KSA	Aboard	
	Almunsha'at Almutakamila Contracting Co. Ltd.	✓		Limited liability company				
	Ataa' Almutagadema Co. Ltd.	✓		Limited liability company				
	Saudi Sport Technology Trading Co.	✓		Limited liability company				
	Al-Riyadh Al-Mutaqademah Co. Ltd.	✓		Limited liability company				
	Nurash Design Co. Ltd.	✓		Limited liability company				
	Saudi Kidney Center	✓		Limited liability company				
	Ajeer Investment Co.	✓		Limited liability company				
	Viva Fit Investment Co.	✓		Limited liability company				
	Viva Saudi Company for Commercial Services	✓		Limited liability company				
	Da'am Aljawad Alarbi Co. Ltd.	✓		Limited liability company				
	Athba Stud (UK)		✓	Limited liability company				
	Atheeb (UK)		✓	Limited liability company				
	Athbah Stud (Cayman)		✓	Limited liability company				
	Arabian Horse Services		✓	Limited liability company				
	Equine International		✓	Limited liability company				
	Training Volunteers		✓	Limited liability company				
	Telecom Investments		✓	Limited liability company				
	Wavelength		✓	Limited liability company				
	Kensington Property		✓	Limited liability company				
	North Star Investment Company		✓	Limited liability company				
	Park Holdings		✓	Limited liability company				
	Starpoint		✓	Limited liability company				
	Rock Castle Properties		✓	Limited liability company				
	Two Stars Holdings		✓	Limited liability company				
Mr. Sager bin Abdullatif Nadershah	Etihad Atheeb Telecom Company	✓		Listed joint stock company	National Commercial Bank	✓		Listed joint stock company
	Al Jazeera Takaful Cooperative Company	✓		Public contribution	Mashreq Bank		✓	
					Al Jazeera Bank	✓		Listed joint stock company
					Traveler's Checks Company	✓		

Member	Names of the companies Board members are currently board members or managers in	Location		Legal Entity (Listed, unlisted joint stock company, LLC/....)	Names of the companies Board members were previously board members or managers in	Location		Legal Entity (Listed, unlisted joint stock company, LLC/....)
		KSA	Aboard			KSA	Aboard	
					McCain Capital Company	✓		Closed contribution
					Al Jazeera Takaful Cooperative Company	✓		Public contribution
Mr. Omar bin Nabil Alkhudairi	Etihad Atheeb Telecom Company	✓		Listed joint stock company	Qudra Energy Company	✓		Limited liability company
	Al Mutlaq Group Company	✓		Closed contribution	Ministry of Environment, Water and Agriculture	✓		
	Al Mutlaq Real Estate Investment Company	✓		Closed contribution	Miyahuna Holding Company Group	✓		
	Nanostone Corporation	✓		Limited liability company	General Electric Company	✓		
	Qantara Development Company	✓		Limited liability company	Emaar Economic City	✓		
	Napco National Company	✓		Limited liability company	Procter & Gamble	✓		
Mr. Ayman bin Hilal Aljaber	Etihad Atheeb Telecom Company	✓		Listed joint stock company	Saudi Real Estate Company	✓		Listed joint stock company
	Halala Company	✓		Unlisted joint stock company	Tamweel Al-Oula Company	✓		Unlisted joint stock company
					Customs Authority	✓		Governmental
					British Saudi Bank			Listed joint stock company
					Mobily Company	✓		Listed joint stock company
					PricewaterhouseCoopers Company	✓		Limited liability company
Mr. Faisal Mohammed Nazeem Qamhiyah	Etihad Atheeb Telecom Company	✓		Listed joint stock company	Zain Jordan		✓	Closed joint stock company
	Batelco Company		✓	Listed joint stock company				
	Dhivehi Raajjeyge Gulhun Plc (Dhiraagu)		✓	Listed joint stock company				
	Sabafon		✓	Closed joint stock company				
	BTC Sure Group		✓	Limited liability company				
	BEYON Solutions		✓	Limited liability company				
	Batelco Financial Services (BFS)		✓	Closed joint stock company				
	Dhivehi Raajjeyge Gulhun Plc (Dhiraagu)		✓	Listed joint stock company				
Mr. Isa Abbas Alsabea	Etihad Atheeb Telecom Company	✓		Listed joint stock company	UBS Group (Dubai Branch)		✓	Listed joint stock company
	Batelco Company		✓	Listed joint stock company	Dhivehi Raajjeyge Gulhun Plc (Dhiraagu)		✓	Listed joint stock company
	ARC Solutions		✓	Limited liability company				
	BEYON Connect		✓	Closed joint stock company				
	Batelco International Group Holding Limited		✓	Limited liability company				
	Batelco Financial Services (BFS)		✓	Closed joint stock company				

Member	Names of the companies Board members are currently board members or managers in	Location		Legal Entity (Listed, unlisted joint stock company, LLC/....)	Names of the companies Board members were previously board members or managers in	Location		Legal Entity (Listed, unlisted joint stock company, LLC/....)
		KSA	Aboard			KSA	Aboard	
	Batelco Middle East Holding Company		✓	Closed joint stock company				
Mr. Hani bin Fahad Kattan	Etihad Atheeb Telecom Company	✓		Listed joint stock company	The Commercial Attaché in Washington, D.C		✓	
	Al Nahla Group	✓		Limited liability company				

Board members who resigned during the fiscal year ending on 31 March 2023

Member	Names of the companies Board members are currently board members or managers in	Location		Legal Entity (Listed, unlisted joint stock company, LLC/....)	Names of the companies Board members were previously board members or managers in	Location		Legal Entity (Listed, unlisted joint stock company, LLC/....)
		KSA	Aboard			KSA	Aboard	
Mr. Khalid bin Abdulrahman Alkhudairi	Etihad Atheeb Telecom Company	✓		Listed joint stock company	Horizon Alliance Company Limited	✓		Limited liability company
	Maharah Human Resources Company	✓		Listed joint stock company	Tabuk Agricultural Development Company	✓		Listed joint stock company
	Mawten Real Estate Company	✓		Closed joint stock company				
Mr. Meshaal bin Ibrahim bin Omeriah	Abdullah Al-Othaim Investment Company	✓		Closed joint stock company	Abdullah Al-Othaim Investment Company	✓		Closed joint stock company
	RIVA Development Co	✓		Limited liability company	Mohammed Abdul Aziz Al-Rajhi & Sons Company	✓		Closed joint stock company
	Al-Othaim Holding Company	✓		Closed joint stock company	Manafea Investment Company	✓		
	Wamda Company	✓		Closed joint stock company	Al-Rajhi Steel Industries Company	✓		
	Global Beverage Holding Company	✓		Closed joint stock company	Manufacturing and Energy Services Company "TAQA"	✓		
	Advanced Systems and Technologies Co. [ATM]	✓		Closed joint stock company	The Arab Company for Geophysical Surveys	✓		Limited liability company
	Falcon Plastic Products Company	✓		Closed joint stock company	Al-Essa Industries Co. Ltd	✓		
	Saudi Tourism Development Company	✓		Closed joint stock company	Middle East Aircraft Engines Co. Ltd	✓		
	DAEM Real Estate Investment	✓		Closed joint stock company	General Auditing Bureau	✓		
	ACIG Insurance Company	✓		Listed joint stock company				
	Al Jazeera Home Appliances Company	✓		Limited liability company				
	Mohammed Abdul Aziz Al-Rajhi & Sons Company	✓		Closed joint stock company				

Members of Board Committees (from outside the Board) during the fiscal year ending on 31 March 2023

Member	Names of the companies Board members are currently board members, committee members or managers in	Location		Legal Entity (Listed, unlisted joint stock company, LLC/....)	Previous Occupation	Academic Qualifications	Vocational Experienc e
		KSA	Aboard				
Mr. Ehsan Amanallah Makhdom	Etihad Atheeb Telecom Company - Member of the Audit Committee	✓		Listed joint stock company	Partner - Deloitte & Touche	- (Diploma in Board Directorship) from (Board Directors Institute)/the Financial Academy -B.A. in Accounting from King Fahd University of Petroleum & Minerals (KFUPM) - Dhahran - Fellowship of the Saudi Organization for Chartered and Professional Accountants (SOCPA) - American Fellowship of Certified Public Accountants (CPA)	More than 20 years of experience in the field of auditing and accounting. Inside the Kingdom: Deloitte & Touche - Saudi Arabia Outside the Kingdom: Deloitte & Touche - USA
	Cooperative Insurance Company - Member of the Audit Committee	✓		Listed joint stock company			
	Saudi Downtown Company - Member of the Audit Committee	✓		Unlisted joint stock company			
	Milling Company 3 - Member of the Audit Committee	✓		Unlisted joint stock company			
	Roshn Real Estate Company - Member of the Audit Committee	✓		Unlisted joint stock company			
	Saudi Lime Industries Company - Member of the Audit Committee	✓		Unlisted joint stock company			
	Crédit Agricole CIB Arabia Financial Company - Board Member and Chairman of the Audit Committee	✓		Unlisted joint stock company			
	Al Wadi Development Company - Member of the Audit Committee	✓		Unlisted joint stock company			
	Rayan Advanced Industrial Co.- Member of the Audit Committee	✓		Unlisted joint stock company			
	Middle East Company for the manufacture of fiber optic cables - Chairman of the Audit Committee	✓		Unlisted joint stock company			
	Noon Investments Company - Member of the Audit Committee	✓		Unlisted joint stock company			

Members of the Executive Management

No.	Name	Current Occupation	Previous Occupation	Academic Qualifications	Vocational Experience
1	Mr. Yahya bin Saleh AlMansour	Chief Executive Officer (CEO)	CEO of Consumer Sales at Zain	- Bachelor of Business Administration - Master of Business Administration	Practical experience of more than 22 years, during which he worked in several companies including Zain and the Saudi Telecom Company, and other leading companies in the Kingdom of Saudi Arabia.
2	Mr. Mahmoud Hamdan Al Abdullah	Acting Chief Financial Officer (CFO)	GM, Budget, Planning and Reporting	- Bachelor of Accounting - MBA Finance	Practical experience of more than 31 years in financial management and in the field of communications and information technology, during which he worked in several companies, including Orange Company and Saudi Telecom Company.

3	Dr. Saleh bin Khalaf AlHarthi	Chief Business Support Officer	CEO of Aon Hewitt Saudi Arabia	<ul style="list-style-type: none"> - Bachelor of Electrical Engineering - Master of Electrical Engineering - PhD in electrical and communication engineering 	More than 22 years of practical experience in the field of public administration, communications and information technology, in which he held several positions in various companies, including the Saudi Telecom Company and Aon Hewitt Saudi Arabia.
5	Eng. Turki bin Ramadan Al-Enezi	Chief Technology Officer	Advisor to the Vice President of the Business Operations Sector at STC	<ul style="list-style-type: none"> - Bachelor of Engineering and Computer Science 	More than 19 years of practical experience in the field of communications and information technology. He held many positions in the communications sector, the most recent of which was the position of the Advisor to the Senior Vice President of Business Operations at Saudi Telecom Company for the implementation of the NEOM communications network. He also held the position of Chief Officer of Customers and Business Operations Department at Mobily.
6	Eng. Fahad bin Abdulrahman Albawardy*	Executive Assistant to the CEO for Technical and Strategic Affairs	Acting Chief Executive Officer (CEO)	<ul style="list-style-type: none"> - Master's in Computer Science 	More than 32 years in several technical and administrative positions in the field of communications and information technology, where he held several positions in a number of telecommunications companies.
7	Eng. Mohammed Khalil Qaoud	VP, B2C, carriers and operators	Director of International Trade Department	<ul style="list-style-type: none"> - Bachelor of Electrical Engineering - Master of Computer Engineering 	More than 27 years of practical experience in the field of communications and information technology, in which he held many positions in various companies, including Integrated Telecom Company, Palestinian Telecommunications Company, Verizon and T-Mobile
8	Eng. Ibrahim bin Waleed Al Obaida	VP, Regulatory Affairs	GM, Regulatory and Legal Affairs	<ul style="list-style-type: none"> - Bachelor of Electrical Engineering - Master's in communications engineering 	More than 20 years of practical experience in the field of communications and information technology, in which he held many positions in various companies, including the Integrated Telecom Company.
9	Eng. Mostafa Mohammed Elamin	VP, Marketing	Business Marketing Manager at Zain	<ul style="list-style-type: none"> - Bachelor of Electronics Engineering - Master of Business Administration 	More than 18 years of practical experience, during which he held several positions, including director of business sector marketing at Zain, pricing advisor at Saudi Telecom Company, and pricing manager at Zain Sudan and other leading companies in the Kingdom of Saudi Arabia.
10	Mr. Mohammed Mansour Kerhan	VP, Business Sales	GM of Corporate Sales at Mobily	<ul style="list-style-type: none"> - Bachelor of Public Administration 	More than 15 years of practical experience in the telecommunications field, during which he held several positions in Zain and Mobily, and held other positions in leading companies in the Kingdom of Saudi Arabia.
11	Mr. Bashar Sameer Shinawi	VP of Information Technology Sector	VP of Information Sector at "Jawwy" from STC	<ul style="list-style-type: none"> - Bachelor of Computer Systems - Master in Information Systems 	More than 23 years of practical experience in the field of communications and information technology, in which he held many positions in various companies, including the Saudi Telecom Company, Etihad Etisalat Company "Mobily" and Ericsson.
12	Mr. Ayedh bin Saleh AlShehri	Vice President of Logistics Support Division	VP of Support Services, Ajayel Company	<ul style="list-style-type: none"> - Bachelor of Business Administration - Master of Business Administration 	Practical experience of more than 20 years, during which he worked in many companies such as Al-Ayuni Investment and Contracting Company, Saudi Pan Kingdom Company

					(SAPAC) and other leading companies in the Kingdom of Saudi Arabia.
13	Eng. Radwan Abbas	VP, Network Engineering	Acting GM of Network Engineering	- Bachelor of Electrical Engineering	More than 23 years of practical experience in the field of communications and information technology, in which he held many positions in various companies, including the Warid Telecom Pakistan (Abu Dhabi Group).
Remarks:					
* Eng. Fahad bin Abdulrahman Albawardy resigned as of 31/01/2023 AD.					

12- Composition of the Board of Directors and classification of its members

The Company's Bylaws set the number of the Company's Board of Directors at (9) nine members, and 9 members were appointed and elected for the current (fourth) session of the Board of Directors, which began on 26/10/2020 AD and extending for a period of three years (ending on 25/10/2023), by the General Assembly held on 25/10/2020 AD.

The following table shows the list of members of the Board of Directors at the end of the fiscal year ending on March 31, 2022 AD:

Members of the Board of Directors as at the end of the fiscal year ending on March 31, 2022 AD			
No.	Name	Membership Type (Executive / Non-Executive / Independent)	Representative
1	Dr. Eisa bin Yeslam bin Farag BaEisa	Independent	The Public
2	Dr. Yazeed bin Saleh bin Mirzam AlSubaie	Independent	The Public
3	Mr. Omar bin Nabil N Alkhudairi*	Independent	The Public
4	Mr. Sager bin Abdullatif bin Mohammed Nadershah**	Independent	The Public
5	Mr. Ayman bin Hilal bin Ali Aljaber	Independent	The Public
6	Mr. Hani bin Fahad bin Jamil Kattan	Non- Executive	AlNahla Group
7	Mr. Isa Abbas Isa Alsabea	Non- Executive	Bahrain Telecommunications Company (Batelco)
8	Mr. Faisal Mohammed Nazeeh Qamhiyah*	Non- Executive	Bahrain Telecommunications Company (Batelco)
9	Mr. Saad bin Omar bin Saad Albaiz	Non- Executive	Bithar Trading Company
*Mr. Omar bin Nabil Alkhudairi was appointed to the Board of Directors as of 01/08/2022 AD.			
**Mr. Sager bin Abdullatif Nadershah was appointed to the Board of Directors as of 01/08/2022 AD.			

Board members who resigned during the fiscal year ending on March 31, 2022 AD			
No.	Name	Membership Type (Executive / Non-Executive / Independent)	Representative
1	Mr. Khalid bin Abdulrahman bin Ali Alkhudairi	Independent	The Public
2	Mr. Meshaal bin Ibrahim bin Omeriah	Independent	The Public
Acceptance of the resignation of Mr. Khalid bin Abdulrahman Alkhudairi from the Board of Directors as of 20/06/2022 AD.			
Acceptance of the resignation of Mr. Meshaal bin Ibrahim bin Omeriah from the Board of Directors as of 03/07/2022 AD.			

13- Board meetings

The following table shows the number of Board meetings and the attendance of members in those meetings during the fiscal year ending on 31/3/2023 AD. The failure of some members to attend some meetings of the Board of Directors and the sub-committees is due to special circumstances or travels. The Chairman of the Board of Directors did not receive any written request to hold any emergency meetings from any of the Board members or the External Auditor during the fiscal year ending on 31 March 2023 AD. During its sessions, the Board is keen to discuss strategic and important matters, as well as shareholders' proposals and observations about the Company and its performance in the presence of the majority of members.

Attendance record of current Board members

No.	Name / Member	Number of meetings (4) meetings			
		2023			
		1 st Meeting 22 May	2 nd Meeting 29 May	3 rd Meeting 26 June	4 th Meeting 08 September
1	Dr. Eisa bin Yeslam Ba-Eisa	✓	✓	✓	✓
2	Dr. Yazeed bin Saleh AlSubaie	✓	✓	✓	✓
3	Mr. Ayman bin Hilal Aljaber	✓	✓	✓	✓
4	Mr. Khalid bin Abdulrahman Alkhudairi**	✗	✓		
5	Mr. Meshaal bin Ibrahim bin Omeriah*	✓	✓	✓	
6	Mr. Omar bin Nabil N Alkhudairi*			✓	✓
7	Mr. Sager bin Abdullatif bin Mohammed Nadershah*			✓	✓
8	Mr. Isa Abbas Alsabea	✓	✓	✓	✓
9	Mr. Faisal Mohammed Nazeeh Qamhiyah	✓	✓	✓	✓
10	Mr. Hani bin Fahad Kattan	✓	✓	✓	✓
11	Mr. Saad bin Omar Albaiz	✓	✓	✓	✓
<p>*Mr. Mishaal bin Ibrahim Omairah was appointed to succeed Mr. Omar Subhi Shana on 07/04/2022.</p> <p>*Mr. Omar bin Nabil Alkhudairi was appointed to succeed Mr. Khalid bin Abdulrahman Alkhudairi on 01/08/2022.</p> <p>*Mr. Sager bin Abdullatif Alkhudairi was appointed to succeed Mr. Mishaal bin Ibrahim Omairah on 01/08/2022.</p> <p>** The membership of Mr. Khalid bin Abdulrahman Alkhudairi from the Board of Directors expired on 20/06/2022.</p> <p>** The membership of Mr. Mishaal bin Ibrahim Omairah from the Board of Directors expired on 03/07/2022.</p>					

Attendance record of resigned Board members

No.	Name / Member	Number of meetings (4) meetings			
		2023			
		1 st Meeting 22 May	2 nd Meeting 29 May	3 rd Meeting 26 June	4 th Meeting 08 September
1	Mr. Khalid bin Abdulrahman Alkhudairi	✗	✓		
2	Mr. Mishaal bin Ibrahim Omairah	✓	✓	✓	
<p>** The membership of Mr. Khalid bin Abdulrahman Alkhudairi from the Board of Directors expired on 20/06/2022.</p> <p>** The membership of Mr. Mishaal bin Ibrahim Omairah from the Board of Directors expired on 03/07/2022.</p>					

14- Board Committees

During the current fiscal year (2022-2023), the fourth session, the Board of Directors formed three committees, and the following is a list of the names, members, tasks and meetings of these committees:

Audit Committee:

The Audit Committee was formed and its members were appointed for the fourth session of the Board of Directors with the approval of the General Assembly held on 26/10/2020 AD, and the Audit Committee was formed for the fourth session with the approval of the General Assembly held on 01/12/2020 AD. The Audit Committee performs its work according to the executive regulations issued by the official competent authorities and the work regulations of the Audit Committee approved by the General Assembly on 26/10/2017 AD.

Members and meetings of the Audit Committee, the fourth session

No.	Name	Membership rating	Number of meetings of the fourth session (7)						
			2023						
			24 April	26 May	18 August	31 August	25 October	01 February	02 February
1	Mr. Ayman bin Hilal Aljaber	Chairman	✓	✓	✓	✓	✓	✓	✓
2	Mr. Hani bin Fahad Kattan	Member	✓	✓	✓	✓	✓	✓	✓
3	Mr. Ehsan Amanallah Makhdom	Member	✓	✓	✓	✓	✓	✓	✓

*Mr. Ihsan bin Amanullah Makhdom, member of the Audit Committee from outside the Board of Directors.

Executive Committee :

The Executive Committee was formed and its members were appointed by the Board of Directors on 25/04/2021 AD. The Committee periodically reviews matters related to operation and financial programs before the Board of Directors meeting. It may also carry out some emergency tasks that cannot wait for the Board of Directors to convene. The Executive Committee submits its reports to the Board of Directors. The Executive Committee also supports the Board of Directors in the performance of its responsibilities, and provides the Executive Management with direction and guidance towards the best practices of the Company's Management, and emphasizes the necessity of achieving the Company's plans and objectives. The main objective of the Committee is to raise the level of the Company's performance, set goals for the Company's senior management and coordinate on the Company's strategies, business objectives and activities.

Members and meetings of the Executive Committee

No.	Name	Membership rating	Number of meetings (4)			
			15 June	11 October	13 November	07 March
1	Dr. Eisa bin Yeslam Ba-Eisa	Chairman	✓	✓	✓	✓
2	Dr. Yazeed bin Saleh AlSubaie	Member	✓	✓	✓	✓
3	Mr. Isa Abbas Alsabea	Member	✓	✓	✓	✓
4	Mr. Saad bin Omar Albaiz	Member	x	✓	✓	x

*Dr. Yazeed AlSubaie request to exempt him from chairing the Executive Committee was accepted on 26/06/2022 AD.

**Dr. Eisa Ba-Eisa was appointed Chairman of the Executive Committee on 27/06/2022 AD.

Remuneration and Nomination Committee:

The Remuneration and Nomination Committee shall recommend to the Board of Directors the nomination for membership of the Board in accordance with the approved policies and standards, conduct an annual review of the required needs of the appropriate skills for membership of the Board of Directors, review the structure of the Board of Directors and make recommendations regarding changes that can be made, as well as identifying weaknesses and strengths in the Board of Directors, and suggesting them to be addressed in line with the interest of the Company, and also ensuring on an annual basis the independence of the independent members and setting clear policies for the compensation and remuneration of the members of the Board of Directors and senior executives.

Members and meetings of the Remuneration and Nomination Committee

No.	Name	Membership rating	Number of meetings (10) meetings		
			25 May	28 June	16 October
1	Mr. Khalid bin Abdulrahman Alkhudairi	Chairman	✓		
2	Mr. Mishaal bin Ibrahim Omairah	Chairman		✓	
3	Mr. Omar bin Nabil N Alkhudairi	Chairman			✓
4	Dr. Eisa bin Yeslam Ba-Eisa	Member			
5	Dr. Yazeed bin Saleh AlSubaie	Member	✓	✓	✓
6	Mr. Saad bin Omar Albaiz	Member	✓	✓	✓

* The resignation of Mr. Khalid Alkhudairi from the Remuneration and Nominations Committee was accepted on 20/06/2022 AD.

* Mr. Meshaal bin Omeriah was appointed as a member and chairman of the Remuneration and Nominations Committee on 27/06/2022 AD.

* The resignation of Mr. Meshaal bin Omeriah from the Remuneration and Nominations Committee was accepted on 03/07/2022 AD.

* Mr. Omar Alkhudairi was appointed as a member and chairman of the Remuneration and Nominations Committee on 08/09/2022 AD.

15- Remuneration policy for members of the Board of Directors and committees emanating from the Board and the Executive Management

On 28/07/2021 AD, the Board of Directors approved the policy of the remuneration of members of the Board of Directors, committees emanating from the Board and executive management, and the mechanism for disbursement. This policy was put in place from the date of its approval by the General Assembly of the Company on 25/08/2021 AD, in compliance with the rules and provisions of the Corporate Governance Regulations issued by the Board of the Capital Market Authority pursuant to Resolution No. (8-2017-16) dated 16/05/1438 AH and in accordance with the requirements of the Companies Law issued by Royal Decree No. M/3, dated 28/01/1437 AH.

The Remuneration and Nomination Committee is concerned with recommending to the Board of Directors the remuneration of the members of the Board of Directors and members of the committees emanating from the Board, in addition to the remuneration of the Company's senior executives in accordance with the provisions of this policy, provided that the Committee observes the following criteria:

- Its compatibility with the Company's strategy and objectives.
- The remunerations are offered for the purpose of urging the members of the Board of Directors and the Executive Management to make the Company successful and ensure its long-term development, such as linking the variable part of the remunerations to long-term performance.
- That the remuneration be determined based on the job level, the tasks and responsibilities assigned to the incumbent, educational qualifications, practical experience, skills, and the level of performance.

- d. Compatibility with the size, nature and degree of risks with the Company.
- e. Taking into consideration the practices of other companies, especially those operating in the same field that engage in the same activities, in determining remuneration, while avoiding the unjustified rise in remuneration and compensation that might result from that.
- f. The remunerations should aim to attract, maintain and motivate professional competencies to work in the Company, without exaggerating them.
- g. If the Company wishes to adopt a program to grant shares in the Company to members of the Board of Directors and the Executive Management, whether it is a new issue or shares purchased by the Company, this must be done under the supervision of the Remuneration and Nomination Committee in accordance with the Company's Articles of Association, the Companies Law, and the Capital Market Authority Regulations and related Executive Regulations .
- h. Meeting attendance allowances and other benefits or expenses related to the meetings of the Board, its committees, general assemblies and other official meetings shall be paid immediately after each meeting, provided that all the amounts paid to the members of the Board and the committees are disclosed in the Board's annual report according to the item referred to in the Board's annual report, based on the instructions of the Capital Market Authority.

15-1 Criteria and mechanism for disbursing the remuneration of members of the Board of Directors and members of the committees emanating from the Board:

- a. The remuneration of the members of the Board of Directors and members of the committees emanating from the Board shall consist of an attendance allowance for meetings, benefits in kind, a flat rate or a certain percentage of the Company's net profits, and two or more of these benefits may be combined.
- b. The remuneration of the members of the Board of Directors may be a percentage of the profits achieved by the Company, or it may be based directly or indirectly on the profitability of the Company.
- c. If the remuneration is a certain percentage of the Company's profits, then this percentage may not exceed (10%) of the net profits, after deducting the reserves decided by the General Assembly to apply the provisions of the Companies Law and the Company's Articles of Association, and after distributing a profit to shareholders not less than (5%) of the Company's paid-up capital, provided that the entitlement to this remuneration is proportional to the number of sessions attended by the member, and any assessment to the contrary is void.
- d. The remuneration allocated to the members may be of varying amount and its value varies from one member to another according to the number of times the member attends meetings as a proportion. The value of the remuneration for each member is estimated at the recommendation of the Remuneration and Nomination Committee and the approval of the Board of Directors.
- e. The remuneration of the executive and non-executive members of the Board shall be paid based on the recommendation of the Board of Directors and subject to the approval of the General Assembly..
- f. The remuneration of the independent members of the Board shall be paid by a decision of the Board of Directors according to the classification shown in the table below, based on the recommendation of the Remuneration and Nomination Committee.
- g. The remunerations of all members of the committees emanating from the Board shall be paid by a decision of the Board of Directors based on the recommendation of the Remuneration and Nomination Committee.
- h. The maximum amount that a member may receive as allowance for attending meetings of the Board of Directors, sub-committees and assemblies shall not exceed SAR 72,000 in one fiscal year.
- i. The maximum amount that a member may receive as remuneration for membership in Board committees, if he is a member of more than one committee, shall not exceed SAR 100,000 in one fiscal year.

- j. The minimum annual remuneration for the Chairman of the Board shall be (200,000) two hundred thousand Saudi Riyals, and the minimum annual remuneration for members of the Board shall be (150,000) one hundred and fifty thousand Saudi Riyals, provided that the maximum annual remuneration does not exceed the amount shown in the table below.
- k. At the end of each fiscal year, the Remuneration and Nomination Committee shall recommend the payment of a financial reward to the members of the Board of Directors and the committees emanating from the Board, taking into account the attendance rate, as follows:

Remuneration Classification	Chairman of the Board of Directors	Member of the Board of Directors	Board Committees	Audit Committee	Attendance Allowance	Maximum Amount
Minimum Amount When no profits are) (made	200,000	150,000	50,000	75,000	3,000	300,000
Maximum Amount (When profits are made)	250,000	200,000	50,000	75,000	3,000	400,000

- l. The Company bears the costs of first-class travel tickets, transportation, food and accommodation in a five-star hotel for members residing outside the city of the meeting location. In the event that none of these facilities and services is secured by the Company, the members shall be compensated for these actual expenses after submitting the invoices and documents supporting the amounts disbursed, and in accordance with the policy of attending the meetings of the Board of Directors and committees emanating from the Board and assemblies and paying the travel expenses and expenses approved by the Board in this regard.
- m. In all cases; the sum of what a member of the Board of Directors receives in terms of financial or in-kind remunerations and benefits shall not exceed the amounts shown in the table above, in accordance with the provisions of the Companies Law and its Executive Regulations and the controls set by the competent authority.

15-2 Remunerations of the Chairman, Vice-Chairman, Board Secretary, and Board Committee Secretaries:

Taking into account what is stated in Article (5) above, the Board of Directors may approve the payment of an additional remuneration other than what is stipulated in Paragraph (5) above to the Chairman and Vice-Chairman upon the recommendation of the Remuneration and Nomination Committee. The Board of Directors also approves the remuneration of the Secretary of the Board and the secretaries of the committees emanating from the Board appointed from outside the Board on the recommendation of the Remuneration and Nomination Committee, provided that the remuneration paid thereto does not exceed the maximum limit stated above.

15-3 Remuneration of the Executive Management:

Remuneration aims to provide the competitive position required to attract and retain qualified and competent employees and maintain the high level of skills that the Company needs. The Board of Directors determines the types of remunerations granted to senior executives in the Company - based on the recommendation of the Remuneration and Nomination Committee - such as fixed remuneration, remuneration related to performance and incentive remuneration, in a manner that does not conflict with the controls and procedures governing this in joint stock companies. The following matters are taken into account when disbursing remuneration to the Executive Management team:

- a. The Remuneration and Nomination Committee shall periodically review the approved salary scale for all employees, including senior executives, and recommend plans and programs to motivate employees whenever the need arises.

- b. The appointment of the CEO shall be recommended by the Remuneration and Nomination Committee, and a proposal for the term of the employment contract with him/her and his/her compensation with the proposed remuneration provision for him/her shall be recommended and disbursed by the Committee. The final approval and consent shall be given by the Board of Directors.
- c. The performance standards for the CEO are determined and linked to remuneration by the Remuneration and Nomination Committee. The final approval and consent shall be given by the Board of Directors.
- d. The performance standards for senior executives are determined by the CEO, which are related to the Company's general directives and take into account the objectives required of the CEO. The final approval and consent shall be given by the Remuneration and Nomination Committee.
- e. The Remuneration and Nomination Committee shall discuss the recommendations of the Executive Management to disburse annual or exceptional rewards for performance and present them to the Board of Directors for approval.
The Remuneration and Nomination Committee reviews the incentive plans for senior executives on an ongoing basis, and also reviews the employment contracts concluded with them regarding annual remunerations (if any) and makes recommendations in this regard to the Board of Directors for approval.
- f. Rewards are determined based on the job level, tasks, responsibilities, educational qualifications, practical experience, skills and level of performance.
- g. Travel and assignment allowances are paid to all employees according to grades, job levels, employment contracts and in accordance with the internal policies approved by the Board of Directors based on the recommendations of the Remuneration and Nomination Committee in this regard.

15-4 Suspension of the Disbursement of Rewards and Cases of Claiming Compensation and Refund:

Taking into account the Company's financial conditions and work requirements, the Remuneration and Nomination Committee may recommend to the Board of Directors to stop disbursing the rewards to all beneficiaries and demand their refund in certain cases (including, but not limited to the employee or member committing an act of dishonor or dishonesty or forgery and/or breaching his/her responsibilities or duties resulting in harm to the interests of the Company and/or terminating his/her membership by a decision of the general assembly if he fails to attend three consecutive sessions without a legitimate excuse accepted by the Board, the member must return all the rewards that were spent for the period following the last meeting he/she attended) or deduct them in any appropriate way, if it appears that they were decided based on inaccurate information provided by a member of the Board of Directors or the Executive Management, in order to prevent the exploitation of the job position to obtain undue rewards. It is worth noting that the remuneration policy for members of the Board of Directors and committees emanating from the Board and the Executive Management was approved by the General Assembly of the Company on 25/08/2021 AD, and is effective as of the date of its approval by the General Assembly and applicable as of the fourth session of the Board of Directors.

16 Remunerations and compensations of members of the Board of Directors, members of committees and senior executives:

Remuneration of members of the Board of Directors during the fiscal year ending on 31 March 2023

Members		Fixed Remunerations							Variable Remunerations						End of service award	Total	Expense Allowance (*)
		Specific amount	Allowance for attending Board meetings	Total allowance for attending committees meetings	In-kind benefits	Remuneration for technical, managerial and consultative work	Remuneration of the Chairman and the Secretary	Total	Percentage of profits	Periodic remuneration	Short term incentive plans	Long term incentive plans	Granted shares	Total			
First: Independent members																	
1	Eisa bin Yeslam BaEisa	332,739	21,000	12,000	0	0	0	365,739	0	0	0	0	0	0	0	365,739	8,850
2	Yazeed bin Saleh AlSubaie	314,028	21,000	24,000	0	0	0	359,028	0	0	0	0	0	0	0	359,028	0
3	Ayman bin Hilal Aljaber	321,781	21,000	15,000	0	0	0	357,781	0	0	0	0	0	0	0	357,781	0
4	Khalid bin Abdulrahman Alkhudairi	286,028	9,000	6,000	0	0	0	301,028	0	0	0	0	0	0	0	301,028	0
5	Omar bin Nabil Alkhudairi	0	9,000	3,000	0	0	0	12,000	0	0	0	0	0	0	0	12,000	0
6	Sager bin Abdullatif Nadershah	0	9,000	0	0	0	0	9,000	0	0	0	0	0	0	0	9,000	0
7	Meshaal bin Ibrahim bin Omeriah	0	9,000	3,000	0	0	0	12,000	0	0	0	0	0	0	0	12,000	0
Total		1,254,576	99,000	63,000	0	0	0	1,416,576	0	0	0	0	0	0	0	1,416,576	8,850
Second: Non-executive members																	
1	Saad bin Omar Albaiz	314,028	18,000	18,000	0	0	0	350,028	0	0	0	0	0	0	0	350,028	0
2	Isa Abbas Alsabea	0	6,000	9,000	0	0	0	12,000	0	0	0	0	0	0	0	12,000	0
3	Omar Subhi Shanaah	241,165	0	0	0	0	0	241,165	0	0	0	0	0	0	0	241,165	0
4	Faisal Mohd Nazih Qamhiyah	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
5	Hani bin Fahad Kattan	324,781	21,000	15,000	0	0	0	360,781	0	0	0	0	0	0	0	360,781	4,634
Total		879,974	45,000	42,000	0	0	0	963,974	0	0	0	0	0	0	0	963,974	4,634
Third: Executive members																	
-	None	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0

* Note: [1] Expense allowance includes (compensation for actual expenses incurred by members and/or the value of airfare and/or hotel accommodation costs provided by the Company).

* Note: [2] In addition to the bonuses and allowances shown in the above table, the allowance for attending the meetings of the (ordinary and extraordinary) General Assembly held during the fiscal year ending on 31 March 2023 was disbursed at 3,000 Riyals per assembly.

* Note: [3] Remunerations disbursed and included in the above table since the beginning of the fourth term of the Board of Directors, which began on 26/10/2020 AD until the end of the fiscal year ending on 31/03/2022 AD.

Remuneration of members of sub-committees during the fiscal year ending on 31 March 2023

Members		Fixed remunerations	Meeting attendance allowance	Expense Allowance (*)	Total
Audit Committee Members					
1	Ayman bin Hilal Aljaber	107,250	15,000	0	122,250
2	Hani bin Fahad Kattan	107,250	15,000	0	122,250
3	Ehsan Amanallah Makhdom*	31,233	15,000	0	46,233
Total		245,733	45,000	0	290,733
*Mr. Ehsan Amanallah Makhdom is a member of the Audit Committee from outside the Board of Directors.					
Executive Committee Members					
1	Yazeed bin Saleh AlSubaie	50,000	12,000	0	62,000
2	Eisa bin Yeslam Ba-Eisa	50,000	12,000	0	62,000
3	Saad bin Omar Albaiz	50,000	6,000	0	56,000
4	Isa Abbas Alsabea*	0	9,000	0	9,000
5	Hani bin Fahad Kattan**	31,000	0	0	31,000
6	Omar Subhi Shanaah**	29,500	0	0	29,500
Total		210,500	39,000	0	249,500
Remuneration and Nomination Committee Members					
1	Khalid bin Abdulrahman Alkhudairi	71,507	6,000	0	77,507
2	Yazeed bin Saleh AlSubaie	71,507	12,000	0	83,507
3	Saad bin Omar Albaiz	71,507	12,000	0	83,507
4	Omar bin Nabil Alkhudairi	0	3,000	0	3,000
5	Meshaal bin Ibrahim bin Omeriah	0	3,000	0	3,000
Total		214,521	36,000	0	250,521

* Note: [1] Expense allowance includes (compensation for actual expenses incurred by members and/or the value of airfare and/or hotel accommodation costs provided by the Company).

* Note: [2] Remunerations disbursed and included in the above table since the beginning of the fourth term of the Board of Directors, which began on 26/10/2020 AD until the end of the fiscal year ending on 31/03/2022 AD.

Remuneration of the Top Five Senior Executives (Including the CEO and CFO) during the fiscal year ending on 31 March 2023

Fixed Remunerations					Variable Remunerations						End of service award	Total remuneration of executives on behalf of the Board	Net Total
SAR	Salaries	Allowances	In-kind benefits	Total	Periodic remunerations	Earnings	Short- term incentive plans	Long- term incentive plans	Shares Granted	Total			
Total	5,581,400	1,058,329	-	6,639,729	5,993,527	-	-	-	-	5,993,527	994,972	-	13,628,228

16-1 Relationship between the granted remuneration and the applicable remuneration policy

It is worth noting that the remuneration policy described in item (15) above was approved by the Board of Directors on the recommendation of the Remuneration and Nomination Committee on 28/07/2021 AD, and it was included in the agenda of the 14th Ordinary General Assembly meeting held on 25/08/2021 AD, and according to the results of the shareholders' vote, this

policy was approved. The relationship between the granted remuneration and the applicable remuneration policy, and any substantial deviation from this policy, will be clarified.

17- Annual evaluation of the Board of Directors

The Board of Directors conducts an annual internal evaluation based on the self-evaluation and review/evaluation processes by the heads of the committees, where the strengths and weaknesses are identified and ways to address them are suggested in line with the Company's interest. There is no external body that has evaluated the performance of the Board of Directors and the performance of its committees. It is worth noting that the Remuneration and Nomination Committee is in the process of preparing a mechanism and a comprehensive policy for the annual evaluation process for the performance of the Board of Directors, members, committees and Executive Management, and final improvement procedures are underway in preparation for approval by the Board of Directors and commencement of implementation. The Company will be keen to fully comply with what is stated in the guiding Article No. (41) of the Corporate Governance Regulations in the future and disclose this in the upcoming reports, God willing.

18- The interests of the members of the Board of Directors and senior executives or their spouses or minor children

18-1 Description of the interests in a class of voting shares (Notification of Ownership of Significant Numbers of Shares)

The Executive Management of the Company or the shareholders' relations department did not receive any reports or notifications from any natural or legal person who owns (5%) or more of the issued shares of the Company, or reports of any interest in the class of shares entitled to vote, whether from related persons or from the Capital Market Authority in accordance with Article 30 of the registration and listing rules from the date of incorporation until the date of this report. Therefore, there are no interests in the class of voting shares from the shareholders, members of the Board of Directors, senior executives, their spouses and their minor children.

18-2 Interest, option rights and subscription rights for Board members and senior executives, or their spouses or minor children

There are no interests, option rights, or subscription rights belonging to any of the Board members or senior executives of the Company, or their spouses or minor children in the shares or debt instruments of the Company.

18-3 The interests of Board members, senior executives and their relatives in the contracts concluded with Etihad Atheeb Telecom Company

The Board of Directors acknowledges that none of the members of the Board, the Chief Executive Officer, the Chief Financial Officer or their relatives have any personal interests in the contracts concluded by the Company other than the contracts shown in the table below:

No	Nature of work/contract	Amount of work/contract	Duration of work/contract	Terms of work/contract	Name of the member/ senior executives or any person related to any of them
1	Voice Interconnection agreement with Batelco	The value of the calls is calculated according to the prices for each country and the duration of the call for each call separately, at variable rates	This agreement was signed in February 2009. It is renewed annually	This agreement is part of the interconnection agreement with Batelco (Technical Partner) that was signed and agreed upon in February 2009.	Batelco Company (Corporate Board Member and Founder) represented on the Board of Directors by: Mr. Faisal Mohd Nazih Qamhiyah, and Mr. Issa Abbas Al-Sabaa.

2	Data (international access circuits) Interconnection agreement with Batelco	Each circuit is calculated separately at a competitive price	This agreement was signed on 10/11/2016 and renewed on a monthly basis	A linking circuit for the international access circuits for high-capacity information that is used by both Batelco and "GO" customers to benefit from the service.	Batelco Company (Corporate Board Member and Founder) represented on the Board of Directors by: Mr. Faisal Mohd Nazih Qamhiyah, and Mr. Issa Abbas Al-Sabaa.
3	Dark fiber optics agreement with Batelco	Estimated value: 5 million Saudi Riyals	This agreement was signed on February 26, 2018 and has a term of 15 years	Using a specific part of the dark fiber optics purchased from the GCC Interconnection Authority, which connects several different points in the Arab Gulf countries	Batelco Company (Corporate Board Member and Founder) represented on the Board of Directors by: Mr. Faisal Mohd Nazih Qamhiyah, and Mr. Issa Abbas Al-Sabaa.

In addition to what was mentioned in the above table, the Company provides its services for telecommunications, data and internet solutions to some of the legal Board members and the companies related to them in exchange for subscription fees like the rest of the Company's other clients without any preferential benefits, and they are disclosed within the transactions with related parties in the financial statements according to the practice, and reported at the annual general assembly meeting. For more information on related party transactions, please see paragraph (19) below.

19- Related Parties transactions:

The transactions with related parties were based on agreed terms and prices that represent the usual business dealings with customers or suppliers. The details are as follows:

Related Party	Relationship	Type of Deal / Operation	Duration	Value (SAR)	
				2023	2022
Bahrain Telecommunications Company (Batelco)	Founding Shareholder	data revenue	From January 2010	1,902,763	1,082,090
		interconnection revenue	From February 2009	270,270	189,140
		interconnection cost	From February 2009	2,343,943	4,418,193
		Settlement expenses	December 2021		3,652,886
Saudi Arabian Marketing And Agencies Company Ltd. (SAMACO)	A sister company of Al-Nahla Group	data revenue	From October 2012		56,464
Bithar Trading Co. Ltd.	Founding Shareholder	data revenue	From November 2009		66,051
Etihad Shams Co.	A sister company of Bithar Trading Co. Ltd.	data revenue	From January 2011		5,947
Atheeb Intergraph Saudi Company	A sister company of Bithar Trading Co. Ltd.	data revenue	From June 2012		58,296
-					

19-1 Dues from related parties

No.	Names of the parties or any person related to any of them	Relationship	Type of Operation	2023 (SAR)	2022 (SAR)
1	Bahrain Telecommunications Company (Batelco) represented by Board Members Mr. Faisal Mohd Nazih Qamhiyah and Mr. Issa Abbas Al-Sabaa.	Founding Shareholder	business dealing	670,583	841,493

20- Waiver of compensation and bonuses

No compensation or bonus was waived by the Company's senior executives.

21- Shares owned by members of the Board of Directors and senior executives of the Company

21-1 Shares owned by members of the Board of Directors

21-1.1 Shares owned by members of the Board of Directors (Corporate Members)

No.	Member name	Shares owned at the beginning of the year 1/4/2022	Shares owned at the end of the year 31/3/2023	Net change	Percentage change (%)
1	Bahrain Telecommunications Company (Batelco) represented by Board Members Mr/ Faisal Mohd Nazih Qamhiyah and Mr. Issa Abbas Al-Sabaa.	1,349,988 shares	1,349,988 shares	0 shares	0%
2	Bithar Trading Co. Ltd. represented by the Board Member, Mr. Saad Bin Omar Albaiz.	0 shares	0 shares	0 shares	0%
3	ALNAHLA for Trading & Contracting Co. Ltd. represented by the Board Member, Mr. Hani bin Fahad Kattan.	0 shares	0 shares	0 shares	0%

21-1.2 Shares owned by the natural/personal members of the Board, and their spouses and minor children

No.	Member name	Shares owned at the beginning of the year 1/4/2022	Shares owned at the end of the year 31/3/2023	Net change	Percentage change (%)
1	Dr. Eisa bin Yeslam Ba-Eisa	0 shares	0 shares	0 shares	0%
2	Dr. Yazeed bin Saleh AlSubaie	0 shares	0 shares	0 shares	0%
3	Mr. Faisal Mohd Nazih Qamhiyah	0 shares	0 shares	0 shares	0%
4	Mr. Isa Abbas Alsabea	0 shares	0 shares	0 shares	0%
5	Mr. Saad bin Omar Albaiz	58 shares	58 shares	0 shares	0%
6	Mr. Hani bin Fahad Kattan	0 shares	0 shares	0 shares	0%
7	Mr. Ayman bin Hilal Aljaber	0 shares	0 shares	0 shares	0%
8	Mr. Omar bin Nabil Alkhudairi	0 shares	0 shares	0 shares	0%
9	Mr. Sager bin Abdullatif Nadershah	0 shares	10 shares	10 shares	100%

*** Note: The wives of the members of the Board of Directors or their minor children do not own any personal shares in the Company until the date of preparing this report.**

21-1.3 Shares owned by senior executives, their spouses and their minor children (Executive Management)

No.	Member name	Position	Shares owned at the beginning of the year 1/4/2022	Shares owned at the end of the year 31/3/2023	Net change	Percentage change (%)
1	Mr. Yahya bin Saleh AlMansour	Chief Executive Officer (CEO)	None	None	0	0%
2	Mr. Mahmoud Hamdan Abdullah	Acting Chief Financial Officer (CFO)	None	None	0	0%
3	Dr. Saleh bin Khalaf AlHarthi	Chief Business Support Officer	None	None	0	0%
4	Eng. Turki bin Ramadan Al-Enezi	Chief Technology Officer	None	None	0	0%
5	Eng. Fahad bin Abdulrahman Albawardy*	Executive Assistant to the CEO for Technical and Strategic Affairs	None	None	0	0%

*** Eng. Fahad bin Abdulrahman Albawardy resigned as of 31/01/2023 AD.**

*** Note: None of the current senior executives, their wives or their minor children own any personal shares in the Company until the date of preparing this report.**

21-2 Waiver of dividends

There are no agreements or arrangements under which any of the shareholders of the Company has waived any rights to profits.

22 Statutory dues and payments

Statement	Paid amount (Saudi Riyals)	Due unpaid amount until the end of the fiscal period	Description	Reasons
Government fees/license	15,010,087	135,771,642	Communication, Space & Technology Commission fees for the use of the frequency spectrumCommunication, Space & Technology Commission	Statutory requirement
Customs fees	12,274		Customs clearance fee	Statutory requirement
General Organization for Social Insurance	5,525,896		Social insurance for employees	Statutory requirement
Zakat and taxes	797,393	170,482	Taxes on foreign purchases and zakat	Statutory requirement
Labor office fees and passports	801,615		Fees for issuing and renewing work licenses and visas	Statutory requirement
Total amounts owed and paid to governmental and semi-governmental entities	22,147,264	135,942,125	Represent the statutory amounts owed and paid to the Government of the Kingdom of Saudi Arabia	

23 Penalties, fines or preventive restrictions and existing lawsuits

Punishment / penalty / fine / precautionary measure / preventive restriction	Causes of the violation	Violation entity	Ways to remedy the violation and prevent its occurrence in the future
5,000	The Company's failure to submit reports though (Buniah) as requested by the Commission	The Communications, Space & Technology Commission	We already pay the penalty amount, , In order to prevent its occurrence in the future the Company implementing correction plan with related department.
5,000	The Company's failure to submit reports though (Buniah) as requested by the Commission	The Communications, Space & Technology Commission	Studying the Company's position on the violation and implementing its statutory right to object to it, and setting accurate standards in following up the performance of the departments concerned in responding to the Communications and Information Technology Commission's requests. In order to preserve the legal and statutory right of the Company, the violation was objected to before the judicial authorities.

50,000	Report violation case in the voice system because the upgaring of the company's system	The Communications, Space & Technology Commission	<p>Studying the Company's position on the violation and implementing its statutory right to object to it, and setting accurate standards in following up the performance of the departments concerned in responding to the Communications and Information Technology Commission's requests.</p> <p>In order to preserve the legal and statutory right of the Company, the violation was objected to before the judicial authorities.</p>
25,000	The Company's failure to achieve the required actions to residential consumer complains as specified by the Commission.	The Communications, Space & Technology Commission	<p>Studying the Company's position on the violation and implementing its statutory right to object to it, and setting accurate standards in following up the performance of the departments concerned in responding to the Communications and Information Technology Commission's requests.</p> <p>In order to preserve the legal and statutory right of the Company, the violation was objected to before the judicial authorities.</p>
25,000	The Company's failure to achieve the required actions to residential consumer complains as specified by the Commission.	The Communications, Space & Technology Commission	<p>Studying the Company's position on the violation and implementing its statutory right to object to it, and setting accurate standards in following up the performance of the departments concerned in responding to the Communications and Information Technology Commission's requests.</p> <p>In order to preserve the legal and statutory right of the Company, the violation was objected to before the judicial authorities.</p>

The Company has a number of pending lawsuits, including lawsuits between it and the Communication, Space & Technology Commission at the Administrative Court (Board of Grievances) related to the frequencies allocated to the Company, decisions and licenses. When resorting to the competent judicial authorities, the Company is keen that the authority's decisions regarding the Company are fair in accordance with the laws and regulations applicable in the Kingdom of Saudi Arabia. It is not possible to predict the final outcome of the aforementioned lawsuits, but the Company will take all legitimate means to protect it's rights.

24 Employees' end of service benefits

The balance of the total end-of-service benefits for the Company's employees amounted to **(8,069,431)** eight million, sixty nine thousand and four hundred and thirty one thousand Saudi Riyals as on 31/03/2023 AD.

25 Investments and reserves created for the benefit of the Company's employees

"GO" has not created any investments or reserves for the benefit of its employees since the date of incorporation and until the end of the fiscal year ending on 31/03/2023.

26 Compliance with the Corporate Governance Regulations

The Company has committed to implementing all the provisions contained in the Corporate Governance Regulations issued by the Capital Market Authority, except for the mandatory and indicative provisions listed below:

No.	Article / paragraph number	Text of Article / paragraph	Reasons for non-application
1	Article 24: Oversight over the Executive Management	<p>The Board shall form the Executive Management of the Company, regulate its operating procedures, monitor and oversee it and ensure that it performs the duties assigned to it, and to achieve this, the Board shall:</p> <ol style="list-style-type: none"> 1) develop the necessary administrative and financial policies. 2) ensure that the Executive Management operates in accordance with the policies approved by the Board. 3) select and appoint the Chief Executive Officer of the Company, and oversee his/her work. 4) appoint the manager of the internal audit unit or department, or the internal auditor and dismiss him and determine his remuneration. 5) Convene periodic meetings with the Executive Management to explore the work progress and any obstacles and problems in connection therewith, and review and discuss the important information in respect of the company business. 6) Develop standards for the performance Of Executive Management consistent with the objectives and strategy of the company. 7) review and evaluate the performance of the Executive Management. 8) Develop succession plans on the management of the company. 	<p>The Company complied with Article (25) except for Paragraph (8), where succession plans have not been formally developed in writing, but the Company's internally available cadres are used, or they search for potential candidates in the labor market through the considered channels</p> <p>The Company is working on developing succession plans for the Executive Management, starting from 2023-2025.</p>
2	Article 37: Training	<p>The company shall pay adequate attention to training and preparation of the Board members, committee members and the Executive Management, and shall develop the necessary programs required for the same, taking the following into account:</p> <ol style="list-style-type: none"> 1- Preparing programs for the recently – appointed Board members, committees members, and Executive Management to familiarize them with the progress of the company's business and activities, particular the following: <ol style="list-style-type: none"> a) The strategy and objectives of the company. b) The financial and operational aspects of the company's activities. c) the obligations of the Board members and their duties, responsibilities and rights. d) Duties of the company's committees and their terms of reference. 2- Developing the necessary mechanisms for each of the members of the Board of Directors and the Executive Management to obtain training programs and courses on an ongoing basis in order to develop their skills and knowledge in areas related to the company's activities. 	<p>This Article is indicative, and the members of the Board of Directors and the Executive Management are fully qualified and have sufficient experience to manage the Company, and the Board is convinced that it is not necessary to retrain and rehabilitate them, taking into account the financial situation of the Company at the present time. Training plans will be developed for all management levels as an essential part of the Company's strategic plan.</p>
3	Article 39: Evaluation	<p>The Board of Directors, based on the proposal of the Nominations Committee, shall establish the necessary mechanisms to annually evaluate the performance of the Board, its members and committees, and the executive management; This is done through appropriate performance measurement indicators related to the extent to which the strategic objectives of the company are achieved, the quality of risk management, the adequacy of internal control systems, and others, provided that the strengths and weaknesses are identified and a proposal to address them in accordance with the company's interest.</p> <ol style="list-style-type: none"> b) Performance appraisal procedures must be written and clear and disclosed to the members of the Board of Directors and the persons concerned with the appraisal. c) The performance evaluation must include the expertise and skills that the council possesses, and identify its weaknesses and strengths, while working to address the weaknesses in possible ways, such as nominating professional competencies that can develop the council's performance. The performance evaluation must also include an evaluation of the council's work mechanisms in general. 	<p>This is an indicative Article. The Board conducts an internal evaluation, and the performance of the Board or the Executive Management has not been evaluated by any external party. The Company is in the process of developing a mechanism and a comprehensive policy for the process of evaluating the performance of the Board of Directors, members, committees and Executive Management after the Company's financial conditions improve.</p>

No.	Article / paragraph number	Text of Article / paragraph	Reasons for non-application
		<p>d) The individual evaluation of the members of the Board of Directors takes into account the extent of the member's effective participation and commitment to performing his duties and responsibilities, including attending the meetings of the Board and its committees and allocating the necessary time for them.</p> <p>e) The Board of Directors shall make the necessary arrangements to obtain an evaluation by a competent third party for its performance every three years.</p> <p>f) The non-executive members of the Board of Directors shall conduct a periodic assessment of 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 a proposal to address them is in accordance with the interest of the company.</p>	
4	Article 67: Formation of a risk management committee	By a decision of the company's board of directors, a committee called (Risk Management Committee) will be formed, with its chairman and the majority of its members being non-executive board members. Its members are required to have an appropriate level of knowledge of risk management and financial affairs.	<p>This Article is indicative, and the Board did not see the need to form a committee specialized in risk management currently and is satisfied with the reports prepared by the Audit Committee.</p> <p>The Company will ensure to adhere to it in the future, according to the needs of the business and in accordance with the rules and regulations approved by the relevant authorities.</p>
5	Article 68: Terms of Reference of the Risk Management Committee	<p>The Risk Management Committee is responsible for the following:</p> <ol style="list-style-type: none"> 1) Developing a comprehensive risk management strategy and policies in line with the nature and size of the company's activities, and verifying their implementation, review and update based on the company's internal and external variables. 2) Determining and maintaining an acceptable level of risks to which the company may be exposed, and ensuring that the company does not exceed it. 3) Verifying the feasibility of the company's continuation and its successful continuation of its activity, with identification of the risks that threaten its continuity during the next twelve months. 4) Supervising the company's risk management system and evaluating the effectiveness of the systems and mechanisms for identifying, measuring and following up on the risks that the company may be exposed to; so as to identify its shortcomings. 5) Periodically reassess the company's ability to take risks and be exposed to them (for example, by conducting stress tests). 6) Preparing detailed reports on exposure to risks and the proposed steps to manage these risks, and submitting them to the Board of Directors. 7) Make recommendations to the Board on issues related to risk management. 8) Ensure the availability of adequate resources and systems to manage risks. 9) Reviewing the organizational structure of risk management and making recommendations in this regard before it is approved by the Board of Directors. 10) Verify the independence of risk management personnel from activities that may expose the company to risks. 11) Verify that the risk management staff understand the risks surrounding the company, and work to raise awareness of the culture of risks. 12) Reviewing issues raised by the Audit Committee that may affect risk management in the company. 	<p>This Article is indicative, and the Company will ensure to adhere to it in the future in accordance with the needs of the work and in accordance with the rules and regulations approved by the relevant authorities.</p> <p>The Company's Board of Directors approved a risk management policy and a mechanism for dealing with it, under the supervision of the Audit Committee on 30/01/2018 AD.</p>
6	Article 69: Risk Management Committee Meetings	The Risk Management Committee shall meet at least every six months, and whenever the need arises.	This Article is indicative, and the Company will be ensure to adhere to it in the future according

No.	Article / paragraph number	Text of Article / paragraph	Reasons for non-application
			to the business needs when forming a risk committee.
7	Article 72: Duties of the internal audit unit or department	The internal audit unit or department undertakes evaluating the internal control system and supervising its implementation, and verifying the extent to which the company and its workers comply with the applicable laws, regulations, instructions, and company policies and procedures.	The company's internal auditor submitted his resignation on 10-15-2022 . The company is currently searching for a suitable candidate to be appointed to the position of internal auditor.
8	Article 73: Composing of an internal audit unit or department	The internal audit unit or department consists of at least one internal auditor whose appointment is recommended by the Audit Committee and who is responsible to it. The formation and work of the internal audit unit or department takes into account the following: 1) That its employees have competence, independence, and appropriate training, and that they not be assigned any other work that conflicts with the objectives of internal auditing or prejudices its independence. 2) That the unit or department submit its reports to the Audit Committee, be associated with it and be responsible to it. 3) Determine the remuneration of the director of the internal audit unit or department based on the proposal of the audit committee in accordance with the company's policies. 4) To be able to view and obtain information, documents and papers without restriction.	The company is currently searching for a suitable candidate to be appointed as an internal auditor.
9	Article 75: Internal audit report	a) The internal audit unit or department shall prepare a written report on its work and submit it to the Board of Directors and the Audit Committee on at least a quarterly basis. Management regarding the treatment of the results and recommendations of the previous audit and any observations thereon, especially in the event of not being treated in a timely manner and the reasons for that. b) The internal audit unit or department prepares a general written report and submits it to the Board of Directors and the Audit Committee regarding the audits conducted during the fiscal year and compares them with the approved plan, in which it indicates the reasons for any breach or deviation from the plan - if any - during the quarter following the end of the relevant fiscal year. . c) The Board of Directors determines the scope of the report of the internal audit unit or department based on the recommendation of the Audit Committee and the internal audit unit or department, provided that the report includes in particular the following: 1) Procedures for controlling and supervising financial affairs, investments and risk management. 2) Evaluate the development of risk factors in the company and existing systems to face radical or unexpected changes. 3) Evaluate the performance of the Board of Directors and senior management in implementing the internal control system, including determining the number of times the Board was notified of control issues (including risk management) and the manner in which these issues were dealt with. 4) Failures in the application of internal controls or weaknesses in their application or emergencies that affected or may affect the financial performance of the company, and the procedure followed by the company in addressing this failure (especially the problems disclosed in the annual reports of the company and its financial statements) 5) The company's compliance with internal control systems when identifying and managing risks. 6) Information describing the company's risk management processes.	The company's internal auditor submitted his resignation on 10-15-2022 . in the middle of the fiscal year. The internal auditor submitted written reports on the work of the internal audit department in the company to the Audit Committee in the first and second quarters of the fiscal year. The company is currently working on searching for A suitable candidate to be appointed to the position of internal auditor.
10	Article 82: Motivating the staff	The company shall develop programs to develop and motivate the participation and performance of the employees of the company - provided that they include in particular the following:	This is an indicative Article. The Company makes questionnaires to take the Company's employees' views on some issues that are the subject of important decisions. The Company has also developed a policy and other incentive

No.	Article / paragraph number	Text of Article / paragraph	Reasons for non-application
		<p>1- Forming committees or holding specialized workshops to listen to the opinions of employees in the company and discuss with them the issues and topics subject to important decisions.</p> <p>2- Programs for granting employees shares in the company or a share of the profits it achieves, retirement programs, and the establishment of an independent fund to spend on these programs.</p> <p>3- Establishing social institutions for the company's employees.</p>	<p>programs to develop and disburse performance rewards to Company's employees, but not including granting employees shares in the Company or a share in profits, as well as establishing social institutions. The Company will ensure to take this into account in the future.</p>
11	Article 84: Social Responsibility	The Ordinary General Assembly, based on a proposal from the Board of Directors, shall set a policy that ensures a balance between its goals and the goals that society aspires to achieve, for the purpose of developing the social and economic conditions of society.	This Article is indicative, and the Company seeks to participate in social events and activities as much as possible according to the budget allocated for that. The Board of Directors has also set an internal policy for the Company's social responsibility, which is being updated, and then this policy is approved by the General Assembly.
12	Article 85: Social Action Initiatives	<p>The Board of Directors sets the programs and determines the means necessary to present the company's initiatives in the field of social work, and this includes the following:</p> <p>1- Establishing measurement indicators linking the company's performance with the initiatives it offers in social work, and comparing that with other companies with similar activity.</p> <p>2- Disclosure of the objectives of social responsibility adopted by the company to its employees in order to make them aware and educate them about it.</p> <p>3- Disclosure of plans to achieve social responsibility in the periodic reports related to the company's activities.</p> <p>4- Developing community awareness programs to introduce the company's social responsibility.</p>	This Article is indicative. The Company's initiatives in the field of social work are currently entrusted to the Executive Management, and this Article will be considered in the future.
13	Article 92: Formation of the Corporate Governance Committee	In the event that the Board of Directors forms a committee specialized in corporate governance, it must delegate to it the functions stipulated in Article Ninety-four of these Regulations. This committee must follow up on any issues related to corporate governance applications, and provide the Board of Directors, at least annually, with the reports and recommendations it reaches.	This Article is indicative, and the Company will ensure to adhere to it in the future in accordance with the needs of the work and in accordance with the rules and regulations approved by the relevant authorities.

27- Shareholders' Assemblies

27-1 General Assemblies of the shareholders held during the fiscal year 2022/2023 and the names of the members of the Board of Directors present in these assembly meetings:

No.	General Assembly meetings	Attendance record of Board members
1	15 th Ordinary General Assembly (2 nd meeting) held on 08/09/2022 AD	<ul style="list-style-type: none"> - Dr. Eisa bin Yeslam BaEisa - Dr. Yazeed bin Saleh AlSubaie - Mr. Ayman bin Hilal Aljaber - Mr. Omar bin Nabil Alkhudairi - Mr. Hani bin Fahad Kattan - Mr. Faisal Mohd Nazih Qamhiyah - Mr. Isa Abbas Alsabea - Mr. Sager bin Abdullatif Nadershah - Mr. Saad bin Omar Albaiz
2	14 th Extraordinary General Assembly meeting, which includes increasing the company's capital (2 nd Meeting) held on 08/03/2023 AD	<ul style="list-style-type: none"> - Dr. Eisa bin Yeslam BaEisa - Dr. Yazeed bin Saleh AlSubaie - Mr. Ayman bin Hilal Aljaber - Mr. Omar bin Nabil Alkhudairi - Mr. Hani bin Fahad Kattan

		<ul style="list-style-type: none"> - Mr. Isa Abbas Alsabea - Mr. Sager bin Abdullatif Nadershah -
--	--	--

27-2 Shareholders' Register

The Company obtains a periodic report every month for the shareholder register from the Saudi Stock Exchange (Tadawul). The Company has applied for the shareholder register (17) seventeen times during the past fiscal year. The following is a statement of the dates of these requests and the reasons for them:

Number of the Company's requests for Shareholders' register	Request date	Reasons for request
1	28/04/2022 AD	Corporate Actions
2	01/06/2022 AD	Corporate Actions
3	30/06/2022 AD	Corporate Actions
4	31/07/2022 AD	Corporate Actions
5	29/08/2022 AD	Corporate Actions
6	07/09/2022 AD	Ordinary General Assembly
7	01/10/2022 AD	Corporate Actions
8	31/10/2022 AD	Corporate Actions
9	29/11/2022 AD	Corporate Actions
10	29/12/2022 AD	Corporate Actions
11	05/02/2023 AD	Corporate Actions
12	01/03/2023 AD	Corporate Actions
13	01/03/2023 AD	Corporate Actions
14	01/03/2023 AD	Corporate Actions
15	07/03/2023 AD	Corporate Actions
16	08/03/2023 AD	Extraordinary General Assembly
17	29/03/2023 AD	Corporate Actions

27-3 Informing the members of the Board of Directors of the shareholders' proposals and their comments regarding the Company and its performance:

The Company's Shareholders Relations Department is responsible for meeting investors' requests, responding to their inquiries, and taking their comments and suggestions. The Company's Executive Management informs the Board of Directors of the shareholders' suggestions and questions. The Company has also allocated several means to receive shareholders' comments and suggestions, including telephone calls, postal correspondence, and e-mail communication.

27-4 Recommendations of the Board of Directors to the Annual General Assembly

The Board of Directors recommends to the General Assembly of the Company the following:

1. Voting on the report of the Board of Directors for the fiscal year ending on 31/03/2023 AD.
2. Voting on the auditors' report for the fiscal year ending on 31/03/2023 AD.
3. Ratification of the Company's financial statements as at 31/03/2023 AD.
4. Vote for the selection of the auditor from among the candidates based on the recommendation of the Audit Committee, in order to examine, review and audit the quarterly financial statements for the second, third and fourth quarters and

the annual financial statements for the year 2022/2023 AD and the first quarter of 2023/2024 AD, and to determine his fees.

5. Voting on the transactions that took place with related parties as indicated in Note No. (31) of the annual financial statements for the fiscal year ending on 31/03/2023 AD.
6. Any other business.

28 Internal Control and Audit Committee

28-1 Internal Control

Internal control is an objective and independent assurance and advisory activity for the purpose of adding value and improving the Company's operations. The internal control also plays a major role in the Company's achievement of its objectives by securing and providing a regular approach to evaluating and improving the effectiveness of risk management and control and the work involved in the control performance in the Company. Ensuring the existence of a comprehensive and effective internal control system in proportion to the level of risks that the Company may be exposed to and including work policies and procedures prepared under the supervision of the Board of Directors, is one of the responsibilities of the Executive Management. Also, the existence of an effective internal control system is considered one of the Board's responsibilities in achieving the strategic objectives of the Company. The Audit Committee monitors the Company's business and reasonably verifies the integrity of its reports, financial statements and internal control systems through direct and periodic meetings and contacts with the Executive Management and the Board of Directors, as well as through what is submitted to it by the internal audit department and the external auditor, each in his own business.

Based on the results of the work that the Committee was briefed on during the year, whether the internal audit work, with the internal audit consultant's team, what the external auditor has done within the scope of his work, in addition to the risk assessment practice that had been done by the new internal audit consultant, it became clear to us that there are several observations regarding the control systems, policies, procedures and operational processes in the Company, in which the Executive Management and the Board of Directors were engaged. The Audit Committee periodically follows up on the implementation of recommendations to address these observations with the Company's Executive Management and the Board of Directors. Accordingly, the Audit Committee considers that there are many factors affecting the internal control system in the company negatively, such factors are represented in:

- Lack of human resources in the main control functions in the company, either in the second line of defense (Governance, Risk & Compliance), or the third line of defense (Internal Audit).
- Longer timeframe needed in developing policies & procedures to govern the business operations in the company.
- The results of the risk assessment and the current control system prepared by the internal audit consultant, which highlighted a high level of residual risk at several levels in the company, such as financial management, cyber security, information technology and its assets, and others in the company's branches.

Based on the above-mentioned elements, the internal control system still needs major improvements. It is worth mentioning that the audit committee has changed the internal audit consultant due to the poor performance during the fiscal year and is working on appointing an internal audit manager, while continuing to work with an external consultant in the current period. Further, the Audit Committee in coordination with the executive management will develop a comprehensive mitigation plan for all material risks that came within the report of the internal auditing consultant and will follow up on it periodically. Based on the prepared risk assessment, the consultant will prepare a risk-based audit plan internal audit plan, and the committee will develop the appropriate execution plan of it. Further, the company is currently working to hire Director of Governance, Risk and Compliance

Department, and the committee will follow up with the executive management in this regard for the purpose of enhancing the internal control system in the company and the development of the governance of policies and procedures in the company.

28-2 Audit Committee

The Audit Committee emanating from the Board of Directors supervises the internal control work of the Company, which periodically checks the adequacy and effectiveness of the internal control system, which helps to evaluate the internal control system on an ongoing basis and ensure its effectiveness, in addition to reviewing the (initial and final) financial statements and coordinating with the concerned authorities and supervising the work of chartered accountants. The Audit Committee held meetings with certified public accountants, internal auditors and the Company's Executive Management to discuss financial and legal matters and other obligations related to the Company's workflow.

The Committee reviewed the annual financial statements as at 31 March 2023 AD, and the quarterly statements, and made recommendations to the Board regarding them, as well as reviewing the "management letter" issued by the external auditors, reviewing the reports received from the Company's Management on legal and regulatory requirements and following up on the implementation of the recommendations included in the reports. The Committee informs the Board of Directors on the activities of the Committee by submitting the minutes of its meetings to the Board. It is worth noting that there has not been, and has not been proven that there is, any conflict during the past fiscal year ending on 31 March 2023 AD between the recommendations of the Audit Committee and the decisions of the Board of Directors or regarding the appointment of the external auditor or the internal auditor and determining their fees.

29 External Auditor (Chartered Accountant)

M/s. Al Azem, Al Sudairy, Al Shaikh & Partners CPA's & Consultants (Crowe) was selected and appointed at the Ordinary General Assembly meeting held on 08/09/2022 AD as an external auditor for the fiscal year 2022/2023 AD to provide annual and quarterly audit services (second, third and fourth quarters) for the fiscal year 2022/2023 AD, as well as the first quarter of the fiscal year 2023/2024 AD. The Board of Directors did not recommend changing the external auditor before the end of the period for which it was appointed.

The examination report on the annual financial statements ending on March 31, 2022 AD, prepared by the external auditor, was issued and included the following:

Opinion

We have audited the financial statements of **Etihad Atheeb Telecommunication Company (the "Company")**, which comprise the statement of financial position as of 31 March 2023, the statements of profit or loss and other comprehensive income, changes in equity and cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as of 31 March 2023, its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards that are endorsed in the Kingdom of Saudi Arabia and other standards and pronouncements issued by Saudi Organization for Chartered and Professional Accountants (SOCPA).

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing ("ISAs") that are endorsed in the Kingdom of Saudi Arabia. Our responsibilities under those standards are further described in the "Auditor's Responsibilities for the Audit of the Financial Statements section" of our report. We are independent of the Company in accordance with the professional code of conduct and ethics

that are endorsed in the Kingdom of Saudi Arabia that are relevant to our audit of the financial statements, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion..

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current year. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Revenue Recognition	
Key audit matter	How the matter was addressed in our audit
<p>The Company's revenue consists of fixed telecommunication services represented primarily of data and internet revenue, interconnection revenue, enterprise solutions revenue, voice revenue, and installation revenue totaling to SR 630.3 million for the year ended 31 March 2023.</p> <p>We considered this a key audit matter as the application of accounting standard for revenue recognition in the telecommunication sector includes number of key judgements and estimates. Additionally, there are inherent risks about the occurrence, accuracy, and completeness of revenues recorded due to the complexity associated with the network environment, dependency on IT applications, large volumes of data, as well as the materiality of the amounts involved.</p>	<p>Our audit procedures included, among others, the following:</p> <ul style="list-style-type: none"> Assessing the Company's revenue recognition policies, for compliance with IFRSs as endorsed by SOCPA. Assessing, with the assistance of our internal IT specialists, the design, implementation and operating effectiveness of management's key internal controls over the IT environment in which the business systems operate, including access controls, program change controls, program development controls and IT operation controls. Assessing the design, implementation and operating effectiveness of the manual controls over occurrence, accuracy, and completeness of revenue recognition. Performing tests on the accuracy of customer invoice generation, on a sample basis. Performing analytical reviews of significant revenue streams. Assessing the adequacy of the relevant disclosures in the financial statements.
Refer to note (4.12) for the accounting policy and note (22) for related disclosures.	

Key Audit Matters (Continued)

Provision for impairment of trade receivables and contract assets	
Key audit matter	How the matter was addressed in our audit
<p>As of 31 March 2023, the Company's gross trade receivables and contract assets amounted to SR 308.7 and SR 13.2 million respectively, against which a provision for impairment of SR 107.3 million and SR 44.2 thousand is maintained on trade receivables and contract assets respectively.</p> <p>The Company followed the expected credit loss model as required by IFRS 9 "Financial Instruments" to calculate the provision for impairment in the value of trade receivables and contract assets. During the year, the Company rebuilt the ECL model by using the provision matrix based on credit loss rates instead of using the probability of default as a practical expedient as permitted in IFRS 9. The Company calibrates the matrix to adjust the historical experience of credit losses taking into account the forward-looking information of the forecasted economic conditions.</p> <p>We considered this as a key audit matter as it involves complex calculations and use of assumptions by management in addition to the materiality of the amounts involved.</p>	<p>Our audit procedures performed included, among others, the following:</p> <ul style="list-style-type: none"> Assessing the design, implementation, and operating effectiveness of the key controls over the recording of trade receivables and settlements, and trade receivables aging reports. Checking the completeness and accuracy of the aging reports for trade receivables and contract assets. Involving our expert to ensure the suitability of the model used by management and its compatibility with the requirements of IFRS 9 and the reasonableness of the significant assumptions used, including credit loss rates and those related to future economic events. Tested the mathematical accuracy of the ECL model. Assessing the adequacy of the relevant disclosures in the financial statements.
Refer to notes (4.5) for the accounting policy and note (11 & 12) for related disclosures.	

Impairment of non-financial assets	
Key audit matter	How the matter was addressed in our audit
<p>As at 31 March 2023, the Company's financial position included non-financial assets amounting to SR 548.7 million.</p> <p>At each reporting date, the Company's management assesses whether there is any indication that non-financial assets may be impaired. If any indication exists, an assessment of the recoverable amounts for the non-financial assets is performed. The management has carried out an exercise to determine the recoverable amount of Cash Generating Units ("CGU").</p> <p>We identified the impairment of non-financial assets as a key audit matter, as the impairment assessment involves a significant degree of management judgement in determining the key assumptions of recoverable amounts; such as; projected revenue, projected costs, growth rates, discount rate, etc.</p>	<p>Our audit procedures performed included, among others, the following:</p> <ul style="list-style-type: none"> Reviewing the management's process in identifying impairment indicators for non-financial assets. Evaluating the reasonableness of management's assumptions and estimates in determining the recoverable amounts of the Company's CGUs, including those relating to projected revenue, projected costs, growth rates and discount rate, etc. This included involvement of our internal specialists in evaluating some of these assumptions against external benchmarks and knowledge of the Company and its industry. Validating the mathematical accuracy of impairment models and agreed relevant data to the latest business plans and budgets.

	<ul style="list-style-type: none"> Assessing the adequacy of the relevant disclosures in the financial statements.
Refer to notes (4.4) for the accounting policy and note (9) for related disclosures.	

Other Information

Management is responsible for the other information. The other information comprises the information included in the annual report but does not include the financial statements and our auditor's report thereon. The annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the annual report and conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with the International Financial Reporting Standards that are endorsed in the Kingdom of Saudi Arabia and other standards and pronouncements issued by SOCPA, Regulations for Companies and Company's By-laws, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance, the Company's Board of Directors, are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs that are endorsed in the Kingdom of Saudi Arabia will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs that are endorsed in the Kingdom of Saudi Arabia, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current year and, which are considered the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Al Azem, Al Sudairy, Al Shaikh & Partners
For Professional Consulting

30 Reclassification

used for the year ended on 31 March 2023 AD.

31 Acknowledgments of the Board of Directors

The Board of Directors acknowledges the following:

- The records of accounts were prepared correctly.
- The internal control system was prepared on sound foundations and implemented effectively.
- There is no doubt about the Company's ability to continue its activity.