



لتأجير السيارات
Rent a Car

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Rent a Car

ذيب
Theeb

Ordinary General Assembly Meeting

21/10/1443 | 22 /05/2022

ذيب .. معاك
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Agenda

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- 1 - Voting on the Board of Directors' report for the fiscal year ending on 31-12-2021.
- 2 - Voting on the auditor report on the Company's accounts for the fiscal year ending on 31-12-2021.
- 3 - Voting on the financial statements for the fiscal year ending on 31-12-2021.
- 4 - Voting on the discharging the Board members from any liabilities for the fiscal ending on 31-12-2021.
- 5 - Voting on appointing the auditor for the Company from among the candidates based on the Audit Committee's recommendation. The appointed auditor shall examine, review, and audit the (second, and third) quarter and annual financial statements of the fiscal year 2022, and the first quarter of the fiscal year 2023, and determination of the auditor fees.
- 6 - Voting on the Board's resolution to appoint Mr. Haitham Tofik AlForaih as an independent board member starting from the date of his appointment on 15-09-2021, to complete the board term until the end of the current term on 06-03-2024, succeeding the former member Mr. Saleh Abdulrahman Al-Fadl (independent board member). (CV attached)
- 7 - Voting on the Board's resolution to appoint Mr. Naif Mohammed Al-Theeb as Managing Director (Executive Board of Director) starting from the date of his appointment on 13-04-2022, to complete the board term until the end of the current term on 06-03-2024, succeeding the former member Mr. Hassan Samir Al-Shuwaikh (Non-Executive Board of Director). (CV attached)
- 8 - Voting on the Board's resolution to appoint Mr. Haitham Tofik AlForaih (independent board member) as an Audit Committee member, starting from 15-09-2021, until the end of the current committee's term on 06-03-2024, to succeed the former committee member Mr. Saleh Abdulrahman Al-Fadl (independent board member), effective from the date of the resolution issued on 15-09-2021. This appointment is in accordance with the Audit Committee Regulations. (CV attached)

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- 9 - Voting on the Board's resolution to appoint Mr. Ayman Gamil Ammar (a member from outside the Board) as an Audit Committee member, starting from 20-12-2021, until the end of the current committee's term on 06-03-2024, to succeed the former committee member Mr. Selim Chidiac (Non-Executive Board of Director), effective from the date of the resolution issued on 20-12-2021. This appointment is in accordance with the Audit Committee Regulations. (CV attached)
- 10 - Voting on the Board's resolution to appoint Mr. Abdulaziz Abdullah AlHidery (a member from outside the Board) as an Audit Committee member, starting from 13-04-2022, until the end of the current committee's term on 06-03-2024, to succeed the former committee member Mr. Hassan Samir Al-Shuwaikh (Non-Executive Board of Director), effective from the date of the resolution issued on 13-04-2022. This appointment is in accordance with the Audit Committee Regulations. (CV attached)
- 11 - Voting on paying an amount of (SAR 400,000) as remuneration to the Board members for the fiscal year ending on 31-12-2021.
- 12 - Voting on paying an amount of (SAR 200,000) as remuneration to the Audit Committee for the fiscal year ending on 31-12-2021.
- 13 - Voting on delegating the Board of Directors to distribute interim dividends on a biannual / quarterly basis for the fiscal year 2022.
- 14 - Voting on delegating to the Board of Directors the authorization powers of the Ordinary General Assembly stipulated in paragraph (1) of Article 71 of the Companies Law, for a period of one year starting from the date of the approval by the General Assembly or until the end of the delegated Board of Directors' term, whichever is earlier, in accordance with the conditions set forth in the Regulatory Rules and Procedures issued pursuant to the Companies Law relating to Listed Joint Stock Companies.

Audit Committee Report for 2021

Audit Committee Report for 2021

Sirs / Shareholders Theeb Rent A Car Company

Among the responsibilities of the executive management of Theeb Rent A Car Company, is the responsibility of implementing an appropriate and effective internal control system to identify, monitor and limit the company's risks, which contributes to achieving the company's objectives efficiently and effectively. Accordingly, an internal control system has been established that is in line with the corporate governance by defining the responsibilities assigned to the board of directors and forming committees emanating from it to set the appropriate controls and follow up their implementation.

In addition, the internal audit department, which is independent from the executive management of the company, submits reports to the audit committee, these reports include an objective and unbiased assessment of the efficiency and effectiveness of the internal control system and the extent of compliance with the company's policies and procedures.

The audit committee approve the internal audit plan, which review the various departments and divisions of the company, this plan is designed based on risks.

The Internal Audit Department provided the necessary recommendations within its work framework to address the deficiencies in the control system and the application of the company's policies and procedures, and these recommendations are implemented by the executive management of the company in accordance with the approved plan.

In addition to review the work of the Internal Audit Department, The Audit Committee reviews the work plan of the external auditor, considers financial statements' reports and audit observations, and expresses opinion on any accounting or internal control issues.

Based on the audit committee's evaluation of the internal audit results in relation to the internal control system, and the discussion of the external auditor's reports, the committee believes that the company's internal control system and procedures are reasonably effective, and it has not demonstrated a fundamental weakness, given that any internal control system regardless of the appropriateness of its design and effectiveness of its implementation, cannot provide absolute assurance.

Mr. Haitham Al-Foraih
Chairman of the Audit Committee
Theeb Rent A Car Company

**Curriculum vitae of the appointed Board and Audit
Committee members**

Haitham Tofik Al-Foraih's CV

A) Personal information of the Nominee

Full name	Haitham Tofik Ibrahim AlForaih		
Nationality	Kuwaiti	Date of birth	1975/06/18

B) Academic Qualifications of the Nominee

#	Qualifications	Major	Date of obtaining the Degree	Name of Awarding Entity
1	Master	MBA	2003	University of Baltimore, Maryland
2	Bachelor	Architecture	2001	University of Tbilisi

C) Work Experience of the Nominated Member

Period	Areas of Experience
2019- present	Founding Partner and CEO of Sidra Investments
2013-2019	Vice President of Amwal Al Khaleej Company
2006-2013	Investment Manager Amwal Al Khaleej Company
2004-2005	Financial Analyst at Abdul Qader Al Muhaidib & Sons Group of Companies

D) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it:

#	Company Name	Main activity	Membership type (executive, nonexecutive, independent)	Membership Nature (personal capacity, representative of legal person)	Committees Membership	Legal form of the company
1	Sidra Investments	Financial and investment activities	Executive	Personal Capacity	-	closed joint stock
2	BLOM Investment Saudi Arabia	Investment Management	Non-Executive	Representative of legal person	NRC	closed joint stock
3	Al-Mashaer Holding Company	Services sector (hotels, resorts, cruise lines)	Non-Executive	Representative of legal person	Audit Committee	closed joint stock
4	Al-Mehbaj Company	Food retail	Non-Executive	Representative of legal person	-	closed joint stock
5	Zohoor Al Reef Company	Wholesale and retail trade in perfumes, accessories, and accessories	Non-Executive	Personal Capacity	-	closed joint stock
6	U-Mark Trading Company	Sports, sports equipment, and supplies	Non-Executive	Representative of legal person	-	closed joint stock
7	Zahrat Al-Rabeeh Company	Flowers trading	Non-Executive	Personal Capacity	-	Limited Liability
8	Bayan Credit Information Company	Credit Information	Non-Executive	Personal Capacity	Audit Committee	closed joint stock
9	Amana Cooperative Insurance Company	Insurance	Independent	Personal Capacity	Investment Committee	closed joint stock
10	Gulf Insulation Group Company	Insultation Materials	Independent	Personal Capacity	-	closed joint stock

Nife Mohammed Al-theeb CV

A) Personal information of the Nominee						
Full name	Naif Mohammed Al-Theeb					
Nationality	Saudi	Date of birth	14-07-1402			
B) Academic Qualifications of the Nominee						
#	Qualifications	Major	Date of obtaining the Degree	Name of Awarding Entity		
1	Bachelor	Global Business	2009	King Abdulaziz University		
C) Work Experience of the Nominated Member						
Period	Areas of Experience					
2000-2002	Public Relations Officer- Theeb Rent a Car Co.					
2002-2003	Public Relations Manager- Theeb Rent a Car Co.					
2003-2005	Assistant Director of the Central Region Branches- Theeb Rent a Car Co.					
2005-2008	Director of the Central Region Branches- Theeb Rent a Car Co.					
2008-2012	Assistant General Manager- Theeb Rent a Car Co.					
2012-2015	Assistant CEO- Theeb Rent a Car Co.					
2015-2018	Executive Director of Operations- Theeb Rent a Car Co.					
2018-2020	Vice Chairman of the Board of Directors- Theeb Rent a Car Co.					
2018- present	CEO- Theeb Rent a Car Co.					
D) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it:						
#	Company Name	Main activity	Membership type (executive, nonexecutive, independent)	Membership Nature (personal capacity, representative of legal person)	Committees Membership	Legal form of the company
1	Board of Directors	Real Estate Management	Non- Executive	personal capacity	-	closed joint stock
2	Board of Directors	Contracting	Non- Executive	personal capacity	-	closed joint stock
3	Theeb Rent a Car Co.	Rent a Car	Executive	personal capacity	Executive Committee	public joint stock

Ayman Gamil CV

A) Personal information of the Nominee

Full name	Ayman Gamil Salem Ammar		
Nationality	Egyptian	Date of birth	1970/01/27

B) Academic Qualifications of the Nominee

#	Qualifications	Major	Date of obtaining the Degree	Name of Awarding Entity
1	Bachelor	Commerce	1991	Cairo University
2	Chartered Certified Accountant	Accountant	1999	Association of Chartered Certified Accountants
3	MicroMaster	Digital Leadership	2020	Boston University
4	MicroMaster	Digital Product Management	2020	Boston University

C) Work Experience of the Nominated Member

Period	Areas of Experience
1992-1994	Account Manager, CR&S, Technology
1994-1997	Senior Accountant, Ernst & Young
1997-2001	Financial Controller, GlaxoSmithKline, pharmaceutical Company
2001-2004	Finance Director, Fromageries Bel Egypt, a Joint Stock Company, fast moving consumer goods
2004-2012	International Markets Controller (for Africa, Middle & Near East, CIS, Turkey & Pakistan), SC Johnson Company, fast moving consumer goods
2012-2014	Group Chief Financial Officer, National Printing Company for packaging and printing
2014- present	Chief Financial Officer, joined L'azurde Company for Jewelry

D) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it:

#	Company Name	Main activity	Membership type (executive, nonexecutive, independent)	Membership Nature (personal capacity, representative of legal person)	Committees Membership	Legal form of the company
1						

Abdulaziz Abdullah CV

A) Personal information of the Nominee

Full namez	Abdulaziz Abdullah AlHidery		
Nationality	Saudi	Date of birth	1980/08/13

B) Academic Qualifications of the Nominee

#	Qualifications	Major	Date of obtaining the Degree	Name of Awarding Entity
1	Bachelor	Accounting	2001	King Saud University
2	Master	Professional Accounting	2012	King Saud University
3	Master	Information Technology Management	2016	California State University
4	Professional Certificate	Certified Public Accountant (SOCPA)	2007	Saudi Organization for Chartered and Professional Accountants
5	Professional Certificate	Certified Internal Auditor (CIA)	2001	Institute of Internal Auditors

C) Work Experience of the Nominated Member

Period	Areas of Experience
2017- present	Chief Audit Executive - Elm
2017-2012	Internal Audit Department Manager - Elm
2008-2012	Internal Auditor- Elm
2003-2007	Accountant
2001-2002	Accountant

D) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it:

#	Company Name	Main activity	Membership type (executive, nonexecutive, independent)	Membership Nature (personal capacity, representative of legal person)	Committees Membership	Legal form of the company
1	MASIC Logistics	Logistics	Independent	Personal Capacity	Audit Committee	Limited liability
2	Maharah	Human Resources	Independent	Personal Capacity	Audit Committee	public joint stock
3	Leejam	Ooperation of sports centers	Independent	Personal Capacity	Audit Committee	public joint stock
4	SITE	Information Technology	Independent	Personal Capacity	Audit Committee	closed joint stock
5	National Sukuk	Financing & investment	Independent	Personal Capacity	Audit Committee	closed joint stock

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Thank you

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