



## Strategic Transformation with Promising Growth

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Annual Report  
2021-2022  
1442-1443





**King Salman**  
Bin Abdulaziz Al Saud  
Custodian Of The Two  
Holy Mosques





His Royal Highness  
**Prince Mohammed**  
Bin Salman Bin  
Abdulaziz Al Saud  
Crown Prince,  
Deputy Prime  
Minister and  
Minister of Defense

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## Annual Report of the Board of Directors

Respected Shareholders of  
East Pipes Integrated Compa-  
ny for Industry

The Company's Board of Di-  
rectors is pleased to present  
to you its annual report for  
the year 2021 – 2022G, pre-  
pared in accordance with the  
requirements of the Corporate  
Governance Regulations, the  
Registration and Listing Rules,  
and the Company's Articles of  
Association, on the Company's  
business and performance  
for the fiscal year ending on  
March 31, 2022G, accompanied  
by the audited financial state-  
ments and their acCompanying  
notes, including the Company's  
activities and operational per-  
formance.

**+480**  
manpower

**+16**  
millions  
Coating  
supplied SQM

**+2**  
million metric projects  
supplied to clients

**+75**  
projects in oil, gas  
and water sectors

**+500,000**  
Tons of production  
capacity for pipes



## Chairman's Statement \*



Dear Valued Shareholders and Partners,

On behalf of my fellow Board members of East Pipes Integrated Company for Industry, I am honored to share with you our annual report and financial statements for the fiscal year 2021-2022G, in which we shed light on a set of facts, figures and indicators that characterize our advanced performance in the Company's successful journey since its incorporation in 2010G, as a leading national Company in the steel pipes industry in the Kingdom of Saudi Arabia. The strong performance and improved production during the year is highlighted in our production capacity of 500 thousand tons of pipes and (4.5) million square meters of pipe coating, which we are working to develop as a solid foundation to march ahead towards further and more successes that we hope to achieve in the coming period, with confidence and determination.

The strategic transformation of "East Pipes Integrated Company for Industry" into a joint stock Company, listed in the Saudi Stock Exchange, paved the way for a promising path of further growth, expansion and prosperity, to achieve full alignment with the Kingdom's vision 2030 and contribute to achieving its goals, along with capturing the expected investment opportunities according to acceptable risk levels, and achieving the Company's goals of increasing its market share, developing its revenues and net profits, and increasing its capital base.

This historic transformation in the Company's journey coincides with the signs of economic recovery on a local and global level witnessed in the living conditions and labor markets, praise be to the Almighty, thanks to the strategic and unremitting efforts made by our wise Government at all levels, which have restored vitality to the development paths in the Kingdom of Saudi Arabia.

The Company also continues to develop its work strategies in tandem with the growth of work environments in the Kingdom, especially in the most important sectors of the national economy (oil, gas and water), through its ambitious action plans aimed at localizing and developing the HSAW industry to add real value to the pipes industry, in light of the government's launch of the Public Procurement Program, which represents a great opportunity to develop its business and expand its projects portfolio in this vital and important sector in the Kingdom.

On the other hand, despite the low performance indicators that the Company witnessed in the fiscal year 2021-2022G, due to the adverse repercussions of Covid-19 in 2021 on the economy in general, which led to a decrease in the offering of projects for purchasers in oil, gas and water sectors, but these sectors witnessed a gradual recovery at the end of 2021G and the beginning of 2022G, which prompted "East Pipes Integrated Company for Industry" to demonstrate great readiness to consolidate its leading position in the steel pipes industry, and to prove that it is the main player in this industry.

Meanwhile, the Company continued to develop the methodologies adopted by the Board of Directors and the Executive Management in line with the requirements of the Company's strategic transformation in accordance with the provisions and stipulations of the Company's By-Laws and Articles of Association, and in full compliance with all the principles and provisions of the Corporate Governance Regulations issued by the Saudi Capital Market Authority, in a way that enables it to enhance performance and maximize impact and achievement, by developing work mechanisms and policies in pursuit of the Company's strategic objectives.

The Company also maintains sustainable courses of action, in the interest of our customers, partners, employees, and the local communities in which we operate, by developing a culture of public health, safety and clean environment management in all our businesses and activities and through applying strict rules and measures to effectively implement comprehensive governance for its Environmental, social, and governance (ESG) relations, in accordance with the legislation and measures applied to manage the wastes of manufacturing and production processes that are harmful to humans and the environment, and to manage and rationalize energy, through which it ensures close cooperation with the community and business leaders, to support and develop societal environments.

In conclusion, I am pleased to extend my sincere thanks and gratitude to all the shareholders and partners for their precious confidence in us, and to the members of the Board of Directors and all employees of the Company, for their great support and absolute loyalty to the Company as well as their dedication toward achieving the Company's strategic goals, in pursuit to consolidate its position and strengthen its pioneering presence in the Saudi market, for more prosperity and development.

May Allah, the Almighty, bless you all.

**Mr. Omar Mohamed Al-Maidani**  
Chairman of the Board of Directors

\* The Company announced on 2022-05-24 Corresponding to 1443-10-23 the resignation of the Chairman of the Board, Mr. Omar Mohammed-Nabil Almidani (Non-Executive Member) from the chairmanship and membership of the Board of Directors, and the appointment of the current Board Member, Mr. Vipul Shiv Sahai Mathur (Non-Executive Member) as Chairman of the Board of Directors.

## Statement of the Chief Executive Officer



Dear Valued Shareholders and Partners,  
Peace, mercy, and blessings of Allah be upon you,  
I would like to share with you the Company's achievements of a year that witnessed major transformations in our journey of sustainable growth, and hope that it will be a promising step in achieving more success and prosperity that contribute to consolidating the Company's leadership and promoting its distinguished presence as one of the most prominent companies in the advanced pipe industry sector in the local and regional markets.

Despite the major challenges that faced lives and businesses in general in the Kingdom and the world in the past years, due to the repercussions of the Covid-19 pandemic, with its negative effects on the operational process and supply chains in all global and local industrial sectors; East Pipes Integrated Company for Industry was able to overcome such conditions with more resilience and skill, thanks to the prior strategic planning by the Company at the outset of the pandemic, which underlines its readiness to withstand the threats and risks with efficiency and competence.

The Company's listing on the Saudi Stock Exchange in 2022G is a main driver for growth, expanding the Company's portfolio of projects and investments, and increasing its customer base. The results will reflect on boosting the Company's financial strength and competitive advantages, which will enable it to take advantage of the Government trends to support the social and economic development in the Kingdom by launching many residential and industrial construction projects throughout the Kingdom, and winning the largest possible number of such projects, in addition to maximizing our ability to meet the demands of the most prominent companies in the Kingdom, and providing them with the necessary pipes to implement their major projects in the fields of energy and water

transmission, leveraging our long-term strategic partnerships and relationships in this sector. The Company will take advantage also from its huge production capacity that enables it to implement and deliver the requirements of these projects with the highest standards of speed, quality and safety recognized globally in this field. The Company's entry into the Saudi stock market will maximize its ability to apply governance of its Environmental, social, and governance (ESG) with more flexibility and efficiency, in order to achieve the concept of sustainability that is embedded in all of its activities and events. We aim to intensify the effort to enhance the presence of "East Pipes Integrated Company for Industry" as a leading Company that contribute to supporting the efforts of our wise Government in community, environmental and economic development.

Finally, I am pleased to extend my sincere thanks and gratitude for the efforts made by our wise leadership represented by the Custodian of the Two Holy Mosques King Salman bin Abdulaziz and the Crown Prince, His Royal Highness Prince Mohammed bin Salman, may God preserve them, and the great support they provide to promote and develop the wheel of social and economic development in general and in the industrial sector, in particular, toward achieving the Kingdom's Vision 2030. I also extend my thanks and appreciation to all shareholders and partners, for their loyalty and confidence that we cherish, and to all members of the Board of Directors, the Executive Management, and all the Company's employees for their great role in developing the Company's performance and supporting it to achieve its strategic goals of expansion, growth, and prosperity. May the Almighty bless you all.

**Eng. Mohammed Abdulaziz  
Mohammed Al-Shaheen**

Chief Executive Officer



## Statement of the Chief Financial Officer



Peace, mercy, and blessings of Allah be upon you, East Pipes Integrated Company for Industry enjoys, thanks be to Allah, a real leadership position and strong financial conditions coupled with its partnerships and great presence as the most prominent Company and the best option in the pipes industry, for implementation of infrastructure projects of power and water networks in the Kingdom, thanks to the Company's strong cash flow and the low leverage ratio, as well as its full commitment to deliver projects within the specified period and allocated budgets, with efficiency and competence.

The Company continues to maintain a fully integrated business model, with an average market share of more than (50%) during the three fiscal years (2019-2022), where it produced and delivered more than one million metric tons annually. Meanwhile, the Company maintains low levels of debt, with no prospects of significant capital expenditures in the near future. The installation of production line No. (4) in 2019, raised the Company's production capacity to more than (500) thousand tons annually. The Company attaches great importance to working capital, which is often used in inventory and customer accounts, to implement projects that can last more than (12) months. Therefore, the Company's overall performance is assessed on time-basis at an average interval of 2 to 3 Years. Parallel to that,

the Company's management continues to develop its professional practices in cost management with high efficiency, which contributes to increasing its market share to more than (50%).

On the other hand, the adverse impacts of repercussions of the Covid-19 pandemic that hit the Kingdom and the world during the years 2020-2021G, extended to the manufacturing and production sector of HSAW pipes, which are characterized by delivery dates of more than one year. This was reflected on the Company's general financial performance in the fiscal year 2021-2022, leading to a significant decrease in returns, profitability, and income during this year. However, with the resumption of infrastructure projects activity, we expect a strong recovery in the financial performance for the fiscal year 2022-2023 and beyond.

We hope that the Company's strategic transformation, by entering the Saudi stock market, will be a promising step to significantly enhance its capabilities and performance, thus contributing to achieving our sustainable strategic goal, by maximizing shareholder wealth that balances the goal of growth and the goal of profit distribution, God willing.

**Dr. Mohammed Saleh Ali Darweesh**  
Chief Financial Officer



## Market and Industry Condition and Trends

### Global Market Overview

The global welded pipes market consists of three (3) products, namely, helical submerged arc-welding (HSAW) pipes, longitudinal submerged arc-welding (LSAW) pipes and electrical resistance welded (ERW) pipes. The demand for global welded pipes (excluding ERW) has declined during the recent years from 14.3 million MT in 2015G to 11.6 million MT in 2019G, attributable to a decline in the LSAW market. This decrease is due to less construction of oil & gas pipelines globally (a 40% drop in oil and gas investments between 2014G and 2016G globally). On the other hand, the HSAW market has been stable, mainly supported by water infrastructure projects. The Middle East is a key region in the welded pipe market due to the KSA's high investment in pipelines. Investments in pipelines in the region are driven by the KSA's Vision 2030 initiatives in oil, gas and water pipelines, combined with rapidly growing consumption of water and gas.

### Demand in the Gcc in the Past Five Years

As of 2015G, the GCC welded pipe market consists of HSAW pipes (1.00 million metric tons) and LSAW Pipes (0.87 million metric tons). In recent years, LSAW Pipe demand has declined to 0.74 million metric tons in 2019G (a CAGR of -4%) mainly due to lower demand from the United Arab Emirates (-70% in 2019G from an increase of about 0.3 million metric tons in 2015G) following several pipeline operations and due to the lack of new projects. Meanwhile, the HSAW pipe market has remained stable at around 1 million metric tons, supported by large water projects in the Kingdom and the competitive price advantage compared to LSAW Pipes (oil and gas industry).

### Demand in the Kingdom

The GCC HSAW market has been driven mainly by the KSA water market in the last five years, representing approximately 60% of the total HSAW demand. The prominence of the KSA water market is mainly due to two factors.

First, given the vast territory of the Kingdom and the lack of rivers, pipelines are required to transport water, and

Second, there has been an increase in the development of desalination plants and corresponding pipelines. The high growth in water consumption is currently being addressed by developing desalination plants and pipelines to connect them to cities.

### Historical Supply

Historically, HSAW Pipe capacities in GCC counties have increased by about 10%, driven by additional capacities from the Company which is considered the only GCC-based Company with integrated offerings including coating and double-jointing. The Company became a market leader in HSAW Pipes with nearly 50% market share in 2019G. This leadership is due to several factors, including the Company's large portfolio of products (diameter range) and services (coating & double jointing) and a positive customer perception.

### Price Evolution

Prices in the markets of the Gulf Cooperation Council witnessed stability in general during the period 2015-2019G, due to the stability of supply and demand. The slight increase in prices during the period 2015-2018 can be explained by the slight increase in the price of hot rolled steel coils; while there was a slight decrease in 2019 by (7%), mainly due to the increase in the production capacity of the Company. In the last two years, the market witnessed a steady increase in the prices of raw materials and confusion of global supply chains, which caused postponement of many projects and lockdowns that accompanies the COVID 19 pandemic.



## Company Overview

**4** pipe manufacturing lines and  
**1** coating

Double jointing plant for pipes  
with a length of **26** meters

**500,000** metric tons,  
production capacity

The manufacturing of pipes with  
diameters between **20 - 100**  
inches.

### Highlights of our Journey

The Company's journey began upon establishment of "Pipe Development Company for Pipe Production" on May 03, 2010G, as a shareholding limited liability Company, in the city of Dammam in the Kingdom of Saudi Arabia. At a later stage in the same year the partners agreed to increase the Company's capital and change its name to "Welspun Middle East Pipes Company" on November 24, 2010G. The Company went through several developmental stages that culminated in the merger of "Welspun Pipes Coating Company" into the Company on July 21, 2020, and to be named in its current name "East Pipes Integrated Company for Industry", which, in an ambitious strategic step, transformed from a limited liability Company to a joint stock Company on 22 September 2020G.

Through the stages of its growth and development, East Pipes Integrated Company for Industry has achieved a leading position and a distinguished presence as one of the most prominent companies in the Kingdom and the region engaged in the pipes industry, manufacturing pipes, tubes and hollow shapes of iron and steel, making tubes, pipes, hollow shapes, pipe fittings or pipes. The Company is distinguished for manufacturing spiral-welded steel pipes with diameters ranging from 20 to 100 inches, in addition to coating pipes and pipe fittings with cement.

The Company manufactures HSAW pipes for use in water, oil and gas sectors. The main advantage of HSAW pipes is their large diameters, which makes them suitable for use in transmission lines for water, oil and gas sectors. After the merger with Welspun Pipes Coating Company, the Company operates three (3) factories, to support its customers with integrated pipe solutions, which are as follows:

### The "HSAW Plant":

The HSAW Plant is one of the largest spiral pipe manufacturing facilities in the GCC. The HSAW Plant was set up in 2006G with three production lines and was expanded in 2019G when the fourth line entered into operation, enhancing the production capacity of the HSAW Plant from three hundred thousand metric tons (300,000 MT) per annum to five hundred metric tons (500,000 MT) per annum. The HSAW Plant is one of two plants in the GCC that have the capability to manufacture pipes with an outer diameter ranging from 20 inches to 100 inches with a high production capacity (above 0.3 MT).

### The "DJ Plant":

The DJ Plant was set up in 2014G to join single pipes to produce a pipe with a length of up to 26 meters. The DJ Plant has the capacity to handle outer diameters between 2 to 120 inches which are suitable for most typical wall thicknesses that range from 6 mm to 50.8 mm. The annual production capacity of the DJ Plant is about three hundred fifty thousand metric tons (350,000 MT).

### The "Coating Plant":

The Coating Plant was set up in 2011G as a standalone unit; it was then combined with the HSAW Plant to provide external anti-corrosion coating through a triple layer of polyethylene, polypropylene, or high-performance epoxy primer. The nominal production capacity of the Coating Plant is 4 million sqm per annum. The capability of the Coating Plant ranges from an outer diameter of 2 inches to 120 inches and a length of up to 26 meters pipes.

The Company has a strong presence in the Saudi market, with fully integrated spiral pipe manufacturing facilities combining HSAW Pipe manufacturing with double-jointing and coating. The Company has modern, sophisticated manufacturing equipment with advanced laboratory testing facilities with international standards and accredited by the International Organization for Standardization ("ISO"), and it is equipped with the latest inspection and testing technologies. Accordingly, the Company is capable of providing a complete pipe products solution to its customers. Furthermore, the Company's large production capacity enables it to deliver solutions for long-distance pipelines without subcontracting, giving it an additional competitive advantage over other manufacturers.

The Company has significantly increased its market share in the last two years by winning large water projects with the "SWCC", boosting its position as a market leader. Additionally, it is a key supplier to the oil and gas industry, having completed major projects in the past such as the Qatif to Ras Tanura pipeline, the Yanbu to North Jeddah pipeline and the crude transit line from North Kuwait.

### Our Vision

Satisfying customers by adopting innovation and state-of-the-art technologies and achieving comprehensive and sustainable growth to maintain excellence in all of the Company's business.



## Board of Directors

Leadership in  
Values, Excellence  
and Commitment

### Board Members



Mr. Omar Mohamed Al-Maidani  
Chairman of the Board of Directors\*



Mr. Balkrishn Gopiram Goenka  
Deputy Chairman\*\*



Mr. Ahmed Mubarak Al-Dabasi  
Board Member\*\*



Mr. Suhail Amin Nathani  
Board Member



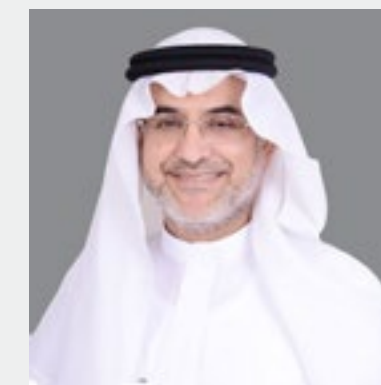
Mr. Vipul Shiv Sahai Mathur  
Board Member\*



Mr. Mohammed Saleh Al Hammadi  
Board Member



Mr. Mohammed Abdulrahman  
Abdullah Al-Othman  
Board Member



Mr. Khaled Ibrahim Saad Al-Rabiah  
Board Member

\* The Company announced on 2022-05-24 Corresponding to 1443-10-23 the resignation of the Chairman of the Board, Mr. Omar Mohammed-Nabil Almidani (Non-Executive Member) from the chairmanship and membership of the Board of Directors, and the appointment of the current Board Member, Mr. Vipul Shiv Sahai Mathur (Non-Executive Member) as Chairman of the Board of Directors.

\*\*The Company announced on 2022-05-24 Corresponding to 1443-10-23 the resignation of Mr. Balkrishn Gopiram Goenka (Non-Executive Member) from the position of Vice Chairman and member of the board of directors and the appointment of the current Board Member Mr. Ahmed Mubarak Mohammed Al-Debasi (Independent Member) as Vice-Chairman.



## Formation of the Board of Directors

The Company is managed by a Board of Directors consisting of eight (8) members appointed by the Ordinary General Assembly, provided that there shall be least three (3) independent members among them. The Company's By-Laws, Corporate Governance Regulations and internal governance regulations define the duties and responsibilities of the Board of Directors. The term of membership of the members of the Board of Directors, including the Chairman, shall be a maximum of three (3) years, and they may be re-elected unless the Company's Articles of Association provide otherwise.

The current term of the Board began on 04/02/1442H (corresponding to 21/09/2020G) for a period of five (5) years, given that it is the first board of the Company after its transformation joint stock Company based on the Companies Law and the Company's Articles of Association. Below are the details of the formation of the Company's current Board of Directors:

S	Member's Name	Position	Nationality	Age (Years)	Capacity	Direct Ownership (%)		Indirect Ownership (%)		Appointment Date
						Before Offering	After Offering	Before Offering	After Offering	
1	Omar Mohammed Nabil AlMidani****	Chairman	Saudi	43	Non-executive / non-Independent	-	-	-	-	23/12/2020
2	Balkrishan Gopiram Goenka****	Deputy Chairman	Indian	54	Non-executive / non-Independent	-	-	%22.51*	%15.76	21/09/2020
3	Vipul Shiv Sahai Mathur****	Board Member	Indian	50	Non-executive / non-Independent	-	-	%0.002**	%0.001	21/09/2020
4	Mohammed Saleh Mohammed Hamad AlHammedi	Board Member	Saudi	49	Non-executive / non-Independent	-	-	-	-	21/09/2020
5	Ahmed Mubarak Mohammed Al-Debasi****	Board Member	Saudi	62	Non-executive / Independent	-	-	-	-	21/09/2020
6	Suhail Amin Nathani	Board Member	American	55	Non-executive / Independent	-	-	-	-	21/09/2020
7	Mohammed Abdulrahman Abdullah Al-Othman	Board Member	Saudi	51	Non-executive / non-Independent	-	-	%4.8***	%3.36	28/12/2020
8	Khalid Ibrahim Saad Al-Rabiah	Board Member	Saudi	59	Non-executive / Independent	-	-	-	-	21/09/2021

\* Balkrishan Gopiram Goenka owns 50.02% of Welspun Corp Ltd., which owns 89.98% of Welspun Mauritius Holdings Ltd., which in turn owns 35.01% of the Company's shares.

\*\* Vipul Shiv Sahai Mathur owns 0.004% of Welspun Corp Ltd., which owns 89.98% of Welspun Mauritius Holdings Ltd., which in turn owns 35.01% of the Company's shares.

\*\*\* Mohammed Abdulrahman Abdullah Al-Othman owns 100% of Mohammed Al-Othman Holding Company, which (1) owns 35% of Mohawarean International Group, which owns 100% of Saudi Global Energy, which owns 80% of Al-Haitam for Industries and Economic Development, which in turn owns an interest of 10.02% in Welspun Mauritius Holdings Ltd., which in turn owns 35.01% of the Company's shares; and (2) 100% of the First Star Company, which owns 20% of Al-Haitam for Industries and Economic Development, which in turn owns 10.02% of Welspun Mauritius Holdings Ltd., which in turn owns 35.01% of the Company's shares; and (3) 35% of Mohawarean International Group, which owns 100% of Saudi Global Energy, which owns 80% of Al-Haitam for Industries and Economic Development, which owns 100% of Mohawarean Industrial Services Co., which in turn owns 3.493% of the Company's shares; and (4) 100% of the First Star Company, which owns 20% of Al-Haitam for Industries and Economic Development, which owns 100% of Mohawarean Industrial Services Co., which in turn owns 3.493% of the Company's shares.

The position of Secretary of the Board of Directors is held by Mohammed Saleh Ali Darwish, who was appointed to this position on 13/02/1443H (corresponding to 21/09/2021G).

\*\*\*\* East Pipes Integrated Company for Industry announced the resignation of the following:

- Chairman of the Board, Mr. Omar Mohammed-Nabil Almidani (Non-Executive Member) from the chairmanship and membership of the Board of Directors, and the appointment of the current Board Member, Mr. Vipul Shiv Sahai Mathur (Non-Executive Member) as Chairman of the Board of Directors.
- Mr. Balkrishan Gopiram Goenka (Non-Executive Member) from the position of Vice Chairman and member of the board of directors and the appointment of the current Board Member Mr. Ahmed Mubarak Mohammed Al-Debasi (Independent Member) as Vice-Chairman.

Resignation Submission Date (for both)	05/24/2022 Corresponding to 23/10/1443
Reasons of Resignation	Personal Reasons

East Pipes Integrated Company for Industry announced the issuance of the resolution of its board of directors by passing on 23-10-1443 corresponding to 24-05-2022 appointing the following:

Mr. Sultan Samir Saeed Joudieh (Non-Executive)

Mr. Viswanathan Hariharan Kollengode (Non-Executive)

Membership Start Date (for both) 05/24/2022 Corresponding to 23/10/1443

### Brief Resume of the Appointed Member

- Mr. Sultan Samir Saeed Joudieh holds a Bachelor's degree in Business Administration with a major in Finance from the American University of Beirut, an MBA from the University of Liverpool and holds a certificate in Board Directorship from the Board Directorship Institute in the Gulf Cooperation Council Countries. Mr. Sultan worked in the field of investment banking between 2005 and 2012 and held the position of Director of Financial and Investment Management at Beatona Company between 2012 and 2017. He is currently the Vice President of Asset Management at Vision International Investment Company.
- Mr. Viswanathan Hariharan Kollengode holds a Bachelor's degree in Commerce from the University of Mumbai and has advised a number of medium and large companies in the areas of internal audit, M&A and restructuring strategies. He also worked in management positions in several companies, including Essar Group and Shogun Group.

### Board Approval

Board Approval May not be Deemed Final, this Appointment Shall Be Put before the First General Assembly Meeting for Approval



## Board Meetings

The Board of Directors shall meet at least twice in the year at the invitation of its Chairman. The invitation may be delivered by any mean of contemporary means of communications, at least fifteen (15) working days prior to the date specified for the meeting. The Chairman of the Board must call the Board to convene whenever two members request it. Likewise, no matter will be discussed and/or resolved at any meeting of the Board unless it is one of the matters specifically mentioned in the invitation addressed to that meeting, unless seventy-five percent (75%) of the members of the Board of Directors (or their representatives) agree to the contrary. The Board of Directors held (9) meetings during the fiscal year 2021-2022G, as shown in the following table:

S	Member's Name	Attendance record for Board meetings for the year 2021-2022									Attendance Percentage (%)
		1 <sup>st</sup> Meeting	2 <sup>nd</sup> Meeting	3 <sup>rd</sup> Meeting	4 <sup>th</sup> Meeting	5 <sup>th</sup> Meeting	6 <sup>th</sup> Meeting	7 <sup>th</sup> Meeting	8 <sup>th</sup> Meeting	9 <sup>th</sup> Meeting	
		5 April 2021	5 May 2021	30 August 2021	15 Sep. 2021	8 Nov. 2021	28 December 2021	10 January 2022	19 Jan. 2022	7 Feb. 2022	
1	Omar Mohammed Nabil AlMidani*	Present	Present	Present	Present	Present	Present	Present	Present	Present	100%
2	Balkrishan Gopiram Goenka **	Present	Present	Present	Present	Present	Present	Present	Absent	Present	89%
3	Vipul Shiv Sahai Mathur*	Present	Present	Present	Present	Present	Present	Present	Present	Present	100%
4	Mohammed Saleh Mohammed Hamad AlHammadj**	Present	Absent	Present	Present	Present	Present	Present	Present	Present	89%
5	Ahmed Mubarak Mohammed Al-Debasi	Present	Present	Present	Present	Absent	Present	Present	Present	Present	89%
6	Suhail Amin Nathani	Present	Present	Present	Present	Present	Present	Present	Present	Present	100%
7	Mohammed Abdulrahman Abdullah Al-Othman	Present	Present	Present	Present	Present	Present	Present	Absent	Present	89%
8	Khalid Ibrahim Saad Al-Rabiah***	N/A	N/A	N/A	N/A	Present	Present	Present	Present	Present	100%

\* The Company announced on 2022-05-24 Corresponding to 1443-10-23 the resignation of the Chairman of the Board, Mr. Omar Mohammed-Nabil Almidani (Non-Executive Member) from the chairmanship and membership of the Board of Directors, and the appointment of the current Board Member, Mr. Vipul Shiv Sahai Mathur (Non-Executive Member) as Chairman of the Board of Directors.

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\*\*\* Attendance Percentage of Mr. Khalid Ibrahim Saad Al-Rabiah is (100%) because he has not been absent from meetings since his appointment as a member of the Board of Directors.





## Responsibilities of the Board of Directors

The Board represents all shareholders, and it shall exercise its duty of care and duty of loyalty in the Company's management and observe its interests, development and maximize its value. The ultimate responsibility for the Company rests with the Board even if it sets up committees or delegates some of its powers to third parties. In all cases, the Board may not issue a general or indefinite delegation of authority.

### The responsibilities and powers of the Board include the following:

- Developing the Company plans, policies, strategies, and main objectives, periodically supervising their implementation and revision, and ensuring the availability of human and financial resources necessary to achieve them, including:
  - Developing, reviewing, and directing the Company's comprehensive strategy, main business plans, risk management policies and procedures.
  - Determining the most appropriate capital structure for the Company, its strategies and financial objectives, and approving all types of estimated budgets.
  - Overseeing the Company's main capital expenditures and the acquisition and disposal of assets.
  - Setting performance indicators and monitoring the implementation thereof and the overall performance of the Company.
  - Periodically reviewing and approving the Company's organizational and functional structures.
  - Verifying the availability of the necessary human and financial resources to achieve the Company's key objectives and plans.
- Setting rules and procedures for internal control and generally overseeing them, including:
  - Developing a written policy to address actual and potential conflicts of interest scenarios for each of the directors, the executive management, and the shareholders. This includes misuse of the Company's assets and facilities and mismanagement resulting from transactions with related parties.
- Ensuring the integrity of the financial and accounting rules, including rules relating to the preparation of financial reports.
- Ensuring the implementation of appropriate control procedures for risk assessment and management by generally forecasting the risks that the Company may encounter and creating an environment which is aware of the culture of risk management at the Company level and disclosing such risks transparently to the Stakeholders and parties related to the Company.
- Reviewing the effectiveness of the Company's internal control procedures on an annual basis.
- Developing clear and specific policies, standards and procedures for Board membership and implementing them upon approval by the General Assembly.
- Developing a written policy governing the relationship with stakeholders.
- Developing policies and procedures to ensure compliance of the Company and executive management thereof with the laws and regulations and the obligation to disclose material information to shareholders and stakeholders.
- Supervising the Company's financial affairs management, cash flows and financial and credit relations with third parties.
- Making recommendations to the Extraordinary General Assembly with respect to:
  - Increasing or decreasing the Company's share capital.
  - Dissolving the Company before the end of the term set out in its Bylaws or deciding its continuance.

- Making recommendations to the Ordinary General Assembly with respect to:
  - Using the Company's additional reserves if created by the Extraordinary General Assembly and if not designated for a specific purpose.
  - Creating additional financial reserves or provisions for the Company.
  - Method of distributing the Company's net profit.
- Developing the Company's interim and annual financial statements and approving them before publication.
- Preparing the Board's report and approve it before publication.
- Ensuring the data and information needed to be disclosed are accurate. This shall be done in accordance with applied policies and procedures of disclosures and transparency.
- Establishing effective communication channels to continuously and periodically enable shareholders to have access to the Company's different activities and any substantial developments.
- Forming specialized committees of the Board by virtue of resolutions in which the Board determines the term, authorities, and responsibilities of the committees and how to monitor the same. The formation resolution shall include the designation of the members and determination of their duties and rights, along with assessing performance and work of such committees and their members, except for the Audit Committee, which shall be formed under a resolution by General Assembly.
- Determining types of compensation to the employees, such as fixed remunerations and compensations related to performance as well as compensation in the form of shares in a manner consistent with the regulatory controls and procedures issued pursuant to the Company's Bylaws pertaining to listed joint-stock companies.
- Developing principles and standards that govern the business of the Company.

### The responsibilities and powers of the Chairman include the following:

- Ensuring Directors' timely access to full, clear, correct, and non-misleading information.
- Ensuring that the Board discusses all the main issues in an efficient and timely manner.
- Representing the Company before third parties, as provided for by the Companies Law, its Implementing Regulations, and the Company's Bylaws.
- Encouraging the Directors to perform their functions effectively and to achieve the Company's interest.
- Creating effective communication channels with shareholders and making their opinions heard to the Board.
- Encouraging constructive relations and active participation between the Board, Executive Management, and between the Executive members, non-Executive members and independent members and to create a culture that encourages constructive criticism.
- Preparing an agenda for the Board meetings, taking into account any matter raised by a Director or auditor and holding consultations with the Directors and the Chief Executive Officer, upon preparing the agenda of the Board meetings.
- Holding periodic meetings with Non-Executive Directors without the attendance of any Executive Directors.
- Informing the Ordinary General Assembly, once convened, of the transactions and contracts in which a Director has a direct or indirect interest. This notice must contain the information presented by the Director to the Board in accordance with Article 30(14) of the Corporate Governance Regulation, with a special report from the Company's external auditor attached to the notice.

## Biographies of the Board members

### Omar Mohammed Nabil AlMidani\*

#### Current Positions

- Company Chairman, from 2020G to date.
- Chairman at Wave One Project Company, a limited liability Company operating in education facilities projects, from 2020G to date.
- Board Member at Network Coverage Company, a Saudi limited liability Company operating in the telecommunications industry, from 2020G to date.
- Chairman at Integrated Tower Company for Telecommunications, a Saudi limited liability Company operating in the telecommunications industry, from 2020G to date.
- Board Member at International Company for Water and Power Projects (ACWA Power), a Saudi joint stock Company operating in the energy and water industry, from 2019G to date.
- Executive Committee Member at International Company for Water and Power Projects (ACWA Power), a Saudi publicly listed joint stock Company operating in the energy and water industry, from 2019G to date.
- Board Member at Beatona Company, a Saudi limited liability Company operating in solid waste treatment, from 2019G to date.
- Board Member at Etihad Energy International Company, a Saudi limited liability Company operating in the energy industry, from 2019G to date.
- Chief executive officer at Vision International Investment Company, a Saudi closed joint stock Company operating in investment, from 2018G to date.
- Executive Committee Member at Vision International Investment Company, a Saudi closed joint stock Company operating in investment, from 2018G to date.
- Board Member at Estydama Development Projects Company, a Saudi limited liability Company operating in investment, from 2018G to date.
- Chairman at Jeddah Water Services Company, a Saudi limited liability Company operating in the water industry, from 2018G to date.
- Board Member at Saudi District Cooling Company (Saudi Tabreed), a Saudi closed joint stock Company operating in district cooling and energy saving, from 2018G to date.
- Chairman of Nominations and Remunerations committee at Saudi District Cooling Company (Saudi Tabreed), a Saudi closed joint stock Company operating in district cooling and energy saving, from 2018G to date.
- Board Member at Arabian Qudra Energy Limited, a Saudi limited liability Company operating in industrial gases, from 2018G to date.
- Board Member at Jazan Gas Projects Company, a Saudi closed joint stock Company operating in industrial gases, from 2018G to date.
- Chairman at Ajjad Knowledge Company for Education and Training, a Saudi limited liability Company operating in education facilities projects, from 2018G to date.
- Board Member at Sahara Aluminum Company, a Saudi limited liability Company operating in contracting, from 2018G to date.
- Board Member at Miahona Company, a Saudi limited liability Company operating in the water industry, from 2016G to date.
- Board Member at Saudi Integrated Waste Treatment Company, a Saudi limited liability Company operating in solid waste treatment, from 2013G to date.
- Chairman at Jazzirah Environment Company, a Saudi limited liability Company operating in the water industry, from 2018G to 2020G.
- Chairman at Riyadh Water Production Co., a Saudi limited liability Company operating in the water industry, from 2018G to 2020G.
- Board Member at Health Solutions Medical Company, a Saudi limited liability Company operating in the health industry, from 2018G to 2019G.
- Board Member at Power Acquisition Company, a Saudi limited liability Company operating in the energy industry, from 2014G to 2019G.
- Board Member at Arabian Japanese Membrane Company (AJMC), a Saudi limited liability Company operating in the water industry, from 2017G to 2018G.
- Chief executive officer at Beatona Company, a Saudi limited liability Company operating in solid waste treatment, from 2011G to 2017G.

#### Previous Positions and Experiences

- Chairman at Industrial Cities Development & Operating Co., a Saudi limited liability Company operating in the water industry, from 2019G to 2020G.
- Board Member at Multiforms Saudi Company, an Emirati limited liability Company operating in building materials, from 2019G to 2020G.

#### Academic Qualifications

- Bachelor of Commerce with a Major in Finance, John Molson School of Business, Canada, 2002G.

\* The Company announced on 2022-05-24 Corresponding to 1443-10-23 the resignation of the Chairman of the Board, Mr. Omar Mohammed-Nabil Almidani (Non-Executive Member) from the chairmanship and membership of the Board of Directors, and the appointment of the current Board Member, Mr. Vipul Shiv Sahai Mathur (Non-Executive Member) as Chairman of the Board of Directors.



## Balkrishan Gopiram Goenka\*

### Current Positions

- Vice-Chairman of the Company, from 2020G to date.
- Board Member at DBG Estates Private Limited, an Indian unlisted private Company, operating in the real estate industry, from 2020G to date.
- Board Member at Welspun One Logistics Parks (WOLP) Private Limited, an Indian unlisted private Company, operating in the logistics industry, from 2019G to date.
- Board Member at Welspun Advanced Materials (India) Limited, an Indian listed public Company, operating in the textile industry, from 2019G to date.
- Board Member at Welspun Specialty Solutions Limited, an Indian listed public Company, operating in the steel industry, from 2018G to date.
- Designated Partner at Welspun Multiventures LLP, an Indian limited liability partnership firm, operating in the real estate industry, from 2017G to date.
- Board Member at the Associated Chambers of Commerce and Industry of India, an Indian industry association, representing interests of trade and commerce in India, from 2017G to date.
- Designated Partner at Rank Marketing LLP, an Indian limited liability partnership firm, operating in the investment industry, from 2016G to date.
- Chairman at Welspun Enterprises Limited, an Indian listed public Company, operating in the infrastructure industry, from 2015G to date.
- Board Member at Welspun Global Brands Limited, an Indian unlisted public Company, operating in the trading industry, from 2012G to date.
- Board Member at the Company from 2010G to date.
- Board Member at Adani Welspun Exploration Limited, an Indian unlisted public Company, operating in the oil and gas industry, from 2007G to date.
- Board Member at Welspun Logistics Limited, an Indian unlisted public Company, operating in the logistics industry, from 2006G to date.
- Board Member at Welspun Steel Limited, an Indian unlisted public Company, operating in the steel industry, from 2004G to date.
- Chairman at Welspun Corp Limited, an Indian listed public Company, operating in the steel pipes and coating industry, from 1995G to date.
- Chairman of the Board of the Directors at Welspun India Limited, an Indian listed public Company, operating in the textile industry, from 1985G to date.

### Previous Positions and Experiences

- Board Member at National Skill Development Corporation, an Indian unlisted public Company, operating in the skill development industry, from 2019G to 2020G.
- Board Member at Welspun Wasco Coatings Private Limited, an Indian unlisted public Company operating in concrete lining, from 2015G to 2020G.
- Board Member at Welspun Middle East Pipes Coating LLC, a Saudi limited liability Company operating in the pipe coating industry, from 2010G to 2020G.
- Designated Partner at Welspun Real Estate Ventures LLP, an Indian limited liability partnership, operating in the construction industry, in 2019G.
- Board Member at Welspun Innovative Products Limited, an Indian unlisted public Company, operating in the textile industry, from 2018G to 2019G.
- Board Member at MGN Agro Properties Private Limited, an Indian unlisted private Company, operating in the real estate industry, from 2007G to 2018G.

- Board Member at Welspun Energy Thermal Private Limited, an Indian unlisted private Company, operating in the energy industry, from 2016G to 2017G.
- Board Member at Welspun Energy Thermal Private Limited, an Indian unlisted private Company, operating in the energy industry, from 2014G to 2016G.
- Board Member at Katni Thermal Energy (MP) Limited, an Indian unlisted public Company, operating in the energy industry, from 2011G to 2015G.
- Board Member at Giant Reality Private Limited, an Indian unlisted private Company, operating in the real estate industry, from 2007G to 2015G.
- Board Member at Anuppur Thermal Energy (MP) Private Limited, an Indian unlisted private Company, operating in the energy industry, from 2007G to 2015G.
- Board Member at Walwhan Urja India Limited, an Indian unlisted public Company, operating in the energy industry, from 2006G to 2015G.
- Board Member at AYM Syntex Limited, an Indian listed public Company, operating in the textile industry, from 1991G to 2015G.
- Board Member at Welspun Infratech Limited, an Indian unlisted public Company, operating in the infrastructure industry, from 2011G to 2014G.
- Board Member at JSW Steel (salav) Limited, an Indian unlisted public Company, operating in the steel industry, from 2009G to 2014G.
- Board Member at Leighton India Contractors Private Limited, an Indian unlisted private Company, operating in the infrastructure industry, from 2011G to 2013G.
- Board Member at Refined Salts Private Limited, an Indian unlisted private Company, operating in the investment industry, from 2009G to 2013G.
- Board Member at Welspun Global Brands Limited, an Indian listed public Company, operating in the textile industry, from 2008G to 2012G.
- Board Member at Welspun Investments and Commercials Limited, an Indian listed public Company, operating in the investment industry, from 2008G to 2011G.
- Board Member at Alspun Infrastructure Limited, an Indian unlisted public Company, operating in the infrastructure industry, from 2007G to 2011G.
- Board Member at Goldenarch Estates Private Limited, an Indian unlisted private Company, operating in the real estate industry, from 2005G to 2011G.
- Board Member at Welspun Fintrade Private Limited, an Indian unlisted private Company, operating in the investment industry, from 2002G to 2011G.
- Board Member at Welspun Mercantile Limited, an Indian unlisted public Company, operating in the investment industry, from 2002G to 2011G.
- Board Member at Welspun Steel Resources Private Limited, an Indian unlisted private Company, operating in the steel industry, from 2009G to 2010G.
- Board Member at Welspun Pipes Limited, an Indian unlisted public Company, operating in the pipe industry, from 2007G to 2010G.
- Board Member at Welspun Wintex Limited, an Indian unlisted public Company, operating in the investment industry, from 2002G to 2010G.

\*The Company announced on 2022-05-24 Corresponding to 1443-10-23 the resignation of Mr. Balkrishan Gopiram Goenka (Non-Executive Member) from the position of Vice Chairman and member of the board of directors and the appointment of the current Board Member Mr. Ahmed Mubarak Mohammed Al-Debasi (Independent Member) as Vice-Chairman.

- Board Member at Krishiraj Trading Limited, an Indian unlisted public Company, operating in the investment industry, from 2002G to 2010G.
- Board Member at Dhamra Infrastructure Private Limited, an Indian unlisted private Company, operating in the steel industry, from 2008G to 2009G.
- Board Member at Welspun Anjar SEZ Limited, an Indian unlisted public Company, operating in the paper and paper product, publishing, printing and reproduction of recorded media industry, from 2006G to 2009G.
- Board Member at Welspun Natural Resources Private Limited, an Indian unlisted deemed public Company, operating in the oil & gas industry, from 2006G to 2008G.
- Board Member at Welspun Realty Private Limited, an Indian unlisted private Company, operating in the real estate industry, in 2007G.
- Board Member at Mertz Estates Limited, an Indian unlisted public Company, operating in the real estate industry, from 2004G to 2007G.
- Board Member at Goodvalue Polyplast Limited, an Indian unlisted public Company, operating in the real estate industry, from 2003G to 2007G.

- Board Member at Vipuna Trading Limited, an Indian unlisted public Company, operating in the real estate industry, from 2003G to 2007G.
- Board Member at Welspun Zicchi Textiles Limited, an Indian unlisted public Company, operating in the textile industry, from 1997G to 2007G.
- Board Member at Welspun Tradewell Limited, an Indian unlisted public Company, operating in the investment industry, from 1992G to 2007G.
- Board Member at Welspun Developers and Infrastructure Limited, an Indian unlisted private Company, operating in the real estate industry, in 2006G.

#### Academic Qualifications

- Bachelor of Commerce, Hissar University, India, 1986G.





## Vipul Shiv Sahai Mathur\*

### Current Positions

- Member of the Company's Executive Committee, from beginning of 2021 to 8/31/2021G.
- Board Member at Welspun Pipes Incorporation, a United States unlisted public Company, operating in the investment industry, from 2019G to date.
- Board Member at Welspun Tubular LLC, a United States unlisted public Company, operating in the steel tubes and pipes industry, from 2019G to date.
- Board Member at Welspun Global Trade LLC, a United States unlisted public Company, operating in marketing of the steel tubes and pipes industry, from 2019G to date.
- Board Member at Welspun Wasco Coatings Private Limited, an Indian unlisted public Company, operating in the concrete coating industry, from 2018G to date.
- Managing Director and Chief Executive Officer at Welspun Corp Limited, an Indian listed public Company, operating in the steel pipes and coating industry, from 2017G to date.
- Board Member at the Company from 2013G to date.
- Vice President of Sales and Marketing at MAN Industries Limited, an Indian listed public Company, operating in the steel tubes and pipes industry, from 1999G to 2000G.
- Sales and Marketing Manager at Triveni Oilfield Services Limited, an Indian listed public Company, operating in the steel tubes and pipes industry, from 1995G to 1999G.
- Sales and Marketing Executive Director at Maharashtra Seamless Limited, an Indian listed public Company, operating in the steel tubes and pipes industry, from 1992G to 1995G.
- Marketing Officer in the Sales and Marketing Department at Kirloskar Electric Company Limited, an Indian public Company, operating in the engineering industry, from 1990G to 1992G.

### Academic Qualifications

- Master of Business Administration with specialization in Marketing, Calcutta University, India, 1990G.
- Bachelor of Science, Kanpur University, India, 1988G.

### Previous Positions and Experiences

- Board Member at Welspun Coating, a Saudi limited liability Company, operating in the pipe coating industry, from 2013G to 2020G.

## Mohammed Saleh Mohammed Hamad AlHammedi

### Current Positions

- Board Member of the Company from 2020G to date
- Board Member at Aziz Company for Contracting and Industrial Investment, a Saudi closed joint stock Company operating in the general contracting industry, from 2019G to date.
- General Manager at Support Medical Support Limited Company, a Saudi limited liability Company operating in the hospital and laboratory management and operation industry, from 2018G to date.
- General Manager at Pharma Serve Limited Company, a Saudi limited liability Company operating in the medical devices and products and medicines trade, from 2018G to date.
- General Manager at Continues Medical Education Company, a Saudi limited liability Company operating in the field of rehabilitation training institutes and centers, from 2018G to date.
- General Manager at Biopharma Industrial Park Company, a Saudi limited liability Company operating in the pharmaceutical industry, from 2017G to date.
- Board Member at Medical Industrial Company Ltd., a Saudi limited liability Company operating in the medicines and medical supplies industry, from 2017G to date.
- General Manager at Home Medical Care Company Ltd., a Saudi limited liability Company operating in the home medical services industry, from 2016G to date.
- Board Member at Al Baha Company for Investment and Development, a Saudi listed joint stock Company, operating in the investment and financing industry, from 2013G to date.
- General Manager at Construction and Maintenance Company, a Saudi limited liability Company operating in the maintenance and contracting industry, from 2012G to date.
- Chairman at Al Hammadi for Hospital Operations and Management, a Saudi limited liability Company operating in the medical services industry, from 2012G to date.
- Board Member at the Company from 2010G to date.
- General Manager at Al Hammadi Information Technology Company, a Saudi limited liability Company operating in the information technology industry, from 2009G to date.
- General Manager at Al Hammadi Construction Company, a Saudi limited liability Company operating in the contracting industry, from 2005G to date.
- Chief executive officer and Managing Director at Al Hammadi Company for Investment and Development, a Saudi listed joint stock Company, operating in the health care industry, from 1996G to date.

### Previous Positions and Experiences

- Board Member at Saudi Chemical Company, a Saudi joint stock Company, operating in the healthcare industry, from 2007G to 2009G.
- Chairman at Saudi Automotive Services Company (SASCO), a Saudi joint stock Company, operating in the automotive services industry, from 2006G to 2009G.

### Academic Qualifications

- Bachelor of Business Administration, Webber State University, United States of America, 1996G.
- Bachelor of Marketing, Webber State University, United States of America, 1996G.

\* The Company announced on 2022-05-24 Corresponding to 1443-10-23 the resignation of the Chairman of the Board, Mr. Omar Mohammed-Nabil Almidani (Non-Executive Member) from the chairmanship and membership of the Board of Directors, and the appointment of the current Board Member, Mr. Vipul Shiv Sahai Mathur (Non-Executive Member) as Chairman of the Board of Directors.



## Ahmed Mubarak Mohammed Al-Debasi\*

### Current Positions

- Chairman of the Nominations and Remunerations Committee at the Company, from 2021G to date.
- Board Member at the Company from 2020G to date.
- Chairman at Saudi Steel Pipe Company, a Saudi listed joint stock Company, operating in the production of steel pipes industry, from 2019G to date.
- Board Member at Titanium and Steel Manufacturing Company, a Saudi limited liability Company, operating in the titanium and steel industry, from 2019G to date.
- Board Member at Middle East Paper Company (MEPCO), a Saudi listed joint stock Company, operating in the paper production industry, from 2016G to date.

### Previous Positions and Experiences

- Managing Director at Saudi Steel Pipe Company, a Saudi listed joint stock Company, operating in the production of steel pipes industry, from 2016G to 2019G.
- Chief Executive Officer at Saudi Steel Pipe Company, a Saudi listed joint stock Company, operating in the production of steel pipes, from 2005G to 2016G.

### Academic Qualifications

- Bachelor's degree in business administration, Temple University, United States of America, 1982G

\*The Company announced on 2022-05-24 Corresponding to 1443-10-23 the resignation of Mr. Balkrishan Gopiram Goenka (Non-Executive Member) from the position of Vice Chairman and member of the board of directors and the appointment of the current Board Member Mr. Ahmed Mubarak Mohammed Al-Debasi (Independent Member) as Vice-Chairman.

## Suhail Amin Nathani

### Current Positions

- Board Member at the Company from 2020G to date and Chairman of the Nominations and Remunerations Committee at the Company, from 2020G to August 2021G.
- Board Member at Piramal Enterprises Limited, an Indian listed public Company operating in the pharmaceutical industry, from 2020G to date.
- Member of the Company's Nominations and Remunerations committee, from 2020G to date.
- Board Member at Progressive Electoral Trust, an Indian non-profit Company limited by guarantee, operating in political party financing, from 2018G to date.
- Board Member at Piramal Capital & Housing Finance, an Indian unlisted Company operating in the mortgage and financial services industry, from 2017G to date.
- Board Member at UTI Trustee Company Private Limited, an Indian Company limited by shares, operating in the financial intermediation industry, from 2015G to date.
- Board Member at Mahindra CIE Automotive Ltd., an Indian listed public Company operating in the automotive industry, from 2014G to date.
- Board Member at Aga Khan Agency for the Habitat India, an Indian non-profit organization operating in community

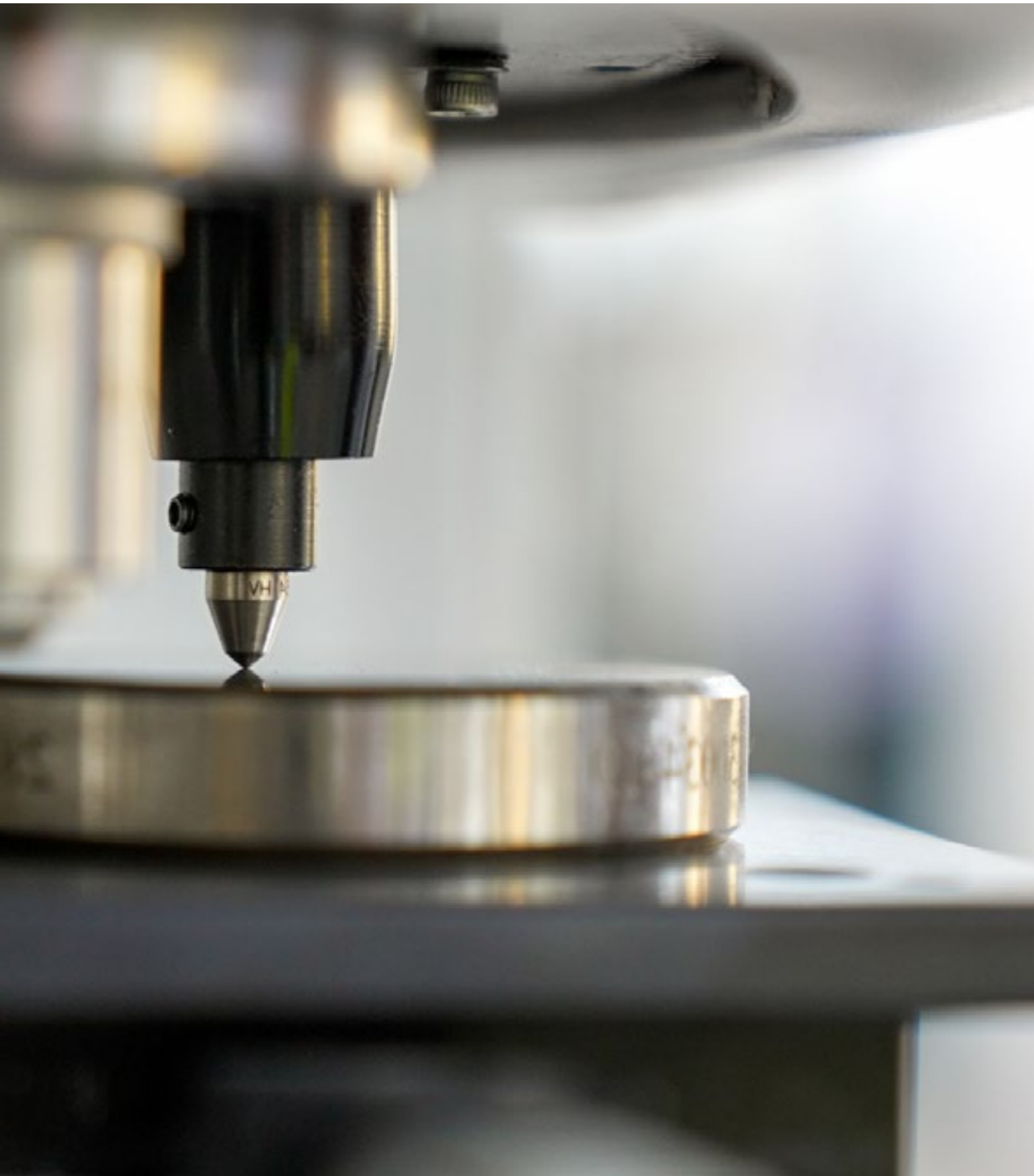
support, from 2012G to date.

- Board Member at Siddhesh Capital Market Services Private Limited, an Indian unlisted Company operating in the financial services industry, from 2008G to date.
- Board Member at Salaam Bombay Foundation, an Indian non-profit organization operating in child health, education and protection, from 2008G to date.
- Founder and Managing Partner at Economic Laws Practice, an Indian law firm, operating in the advocacy and legal advice industry, from 2001G to date.

### Academic Qualifications

- Master in Law, Duke University, United States of America, 1991G.
- Master in Law, Cambridge University, United Kingdom, 1990G.
- Bachelor of Commerce, Bombay University, India, 1987G.





## Mohammed Abdulrahman Abdullah Al-Othman

### Current Positions

- Board Member at the Company from 2020G to date.
- Chairman at Career First, a Saudi limited liability Company operating in the education and training industry, from 2013G to date.
- Chairman at Hassan Allam Construction Company, a Saudi limited liability Company operating in the contracting industry, from 2012G to date.
- Chairman at Saudi Global Energy Company, a Saudi limited liability Company operating in the energy industry, from 2012G to date.
- Chairman at Saudi Aerospace Company, a Saudi limited liability Company operating in the aviation industry, from 2012G to date.
- Vice Chairman at SABB Saudi Arabia, a Saudi limited liability Company operating in the aviation industry, from 2012G to date.
- Chairman at Al-Nakhlah Real Estate Company, a Saudi limited liability Company operating in the real estate industry, from 2012G to date.
- Chairman at Mohammed Al-Othman Holding Company, a Saudi holding Company operating in international business and industrial services, from 2011G to date.
- Vice Chairman at Anixter Saudi Arabia Ltd., a Saudi limited liability Company operating in the telecommunications, networks and security services industry, from 2011G to date.
- Chairman at Yapi Merkezi Saudi Company, a limited liability Company operating in the contracting industry, from 2011G to date.
- Board Member of the Company, from 2010G to date.
- Chairman at First Star Company, a Saudi limited liability Company operating in the contracting industry, from 2010G to date.
- Chairman at Arabian Railway Company, a Saudi limited liability Company operating in the railway industry, from 2010G to date.
- Vice Chairman at Target Engineering and Construction Company, a Saudi limited liability Company operating in the contracting industry, from 2010G to date.
- Chairman and Chief executive officer at Mohawarean International Group, a Saudi limited liability Company operating in contracting, construction, education, and real estate development, from 2007G to date.
- Board Member at Tanmiah for Industrial & Commercial Investment, a Saudi closed joint stock Company operating in investment, from 2007G to date.

### Previous Positions and Experiences

- Board Member at Saudi Emcor Company, a Saudi limited liability Company operating in the facilities management industry, from 2008G to 2018G.
- Board Member at KWE Saudi Arabia, a Saudi limited liability Company operating in the logistics services industry, from 2010G to 2013G.
- Chairman at Middle East Propulsion Company, a Saudi limited liability Company operating in maintenance and repair of aircraft engines, from 2011G to 2012G.

### Academic Qualifications

- Bachelor of Aero Sciences, King Faisal Air Academy, Kingdom of Saudi Arabia, 1991G.

## Khalid Ibrahim Saad Al-Rabiah

### Current Positions

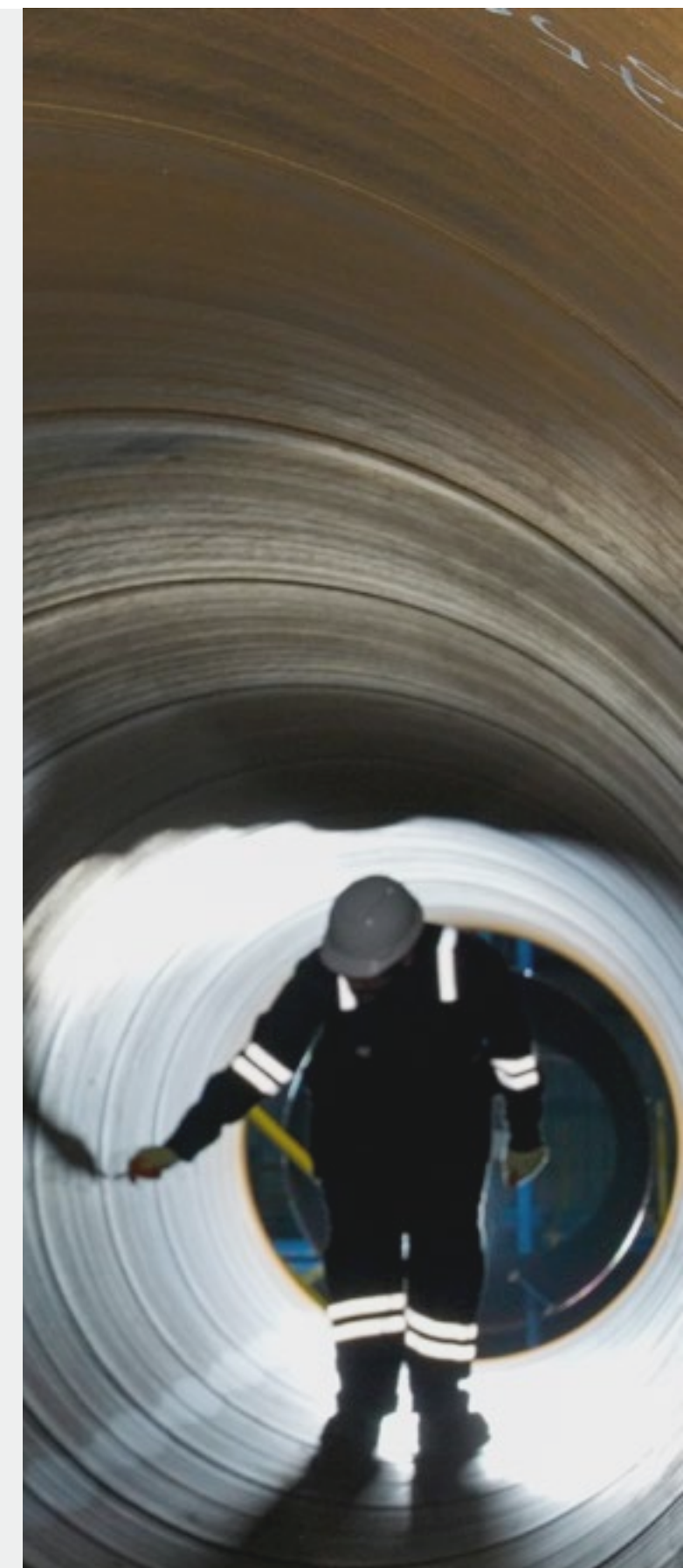
- Board member of the Company and Chairman of the Company's Audit Committee, from 2021G to date.
- Chairman of the Audit Committee of the International Company for Water and Power Projects (ACWA Power), a Saudi public joint stock Company, operating in the power and desalinated water production industry, from 2018G to date.
- Chairman of the Audit Committee, Saudi District Cooling Company, a closed Saudi joint stock Company operating in district cooling, from 2019G to date.
- Director at the Abdullah Al-Othaim Investment Company, a closed Saudi joint stock Company, operating in the development and operation of commercial complexes, from 2021G to date.
- Director at the Yanbu National Petrochemical Company (Yansab), a Saudi joint stock Company, operating in the petrochemical industry, from 2020G to date.
- Member of the Investment Committee, Yanbu National Petrochemical Company, a Saudi joint stock Company, operating in the petrochemical industry, from 2020G to date.
- Chairman of the Risk Committee, Yanbu National Petrochemical Company, a Saudi joint stock Company, operating in the petrochemical industry, from 2020G to date.
- Chairman, Arab Company for Drug Industries and Medical Appliances, an Arab joint Company representing the share of the Kingdom, operating in pharmaceutical industries and medical supplies, from 2020G to date.
- Director at the Tunisian Saudi Bank, a bank equally owned by the Government of the Republic of Tunisia and the Government of the Kingdom, operating in banking services, from 2020G to date.
- Consultant at the Saudi Mining Services Company, a closed Saudi joint stock Company, operating in mining services, from 2020G to date.
- Director at Al-Dowayan Holding Company, a closed Saudi joint stock Company, operating in real estate development, from 2017G to date.
- Member of the Executive Committee, Al-Dowayan Holding Company, a closed Saudi joint stock Company, operating in real estate development, from 2017 to date.
- Founder and President of KIR Financial Advisory, operating in providing financial and strategic advisory services, from 2016G to date.

### Previous Positions and Experiences

- Chairman of the Audit Committee, Al Jazeera Support Services Company (Mehan), a Saudi joint stock Company operating in recruitment and labor services, from 2017G to 2020G.
- Chairman, Saudi Stock Exchange (Tadawul), a Saudi joint stock Company, operating as a main stock exchange in the Kingdom, from 2013G to 2017G.
- Chairman of the Executive Committee, Saudi Stock Exchange (Tadawul), a Saudi joint stock Company, operating as a main stock exchange in the Kingdom, from 2013G to 2017G.
- Chairman of the Nomination Committee, Saudi Stock Exchange (Tadawul), a Saudi joint stock Company, operating as a main stock exchange in the Kingdom, from 2013G to 2017G.
- Chief executive officer, Methanol Chemicals Company (Chemanol), a Saudi public joint stock Company, operating in the production of formaldehyde and its derivatives and concrete improvers, from 2008G to 2016G.
- Deputy CFO, the Saudi Arabian Amiantit Company, a Saudi public joint stock Company, operating in establishing plants, owning, managing and operating industrial facilities and marketing its products, especially industrial projects for pipe production, from 1993G to 2008G.

### Academic Qualifications

- Bachelor of Accounting, The University of Toledo, United States of America, 1991.





**Names of companies inside or outside the Kingdom in which the Company's directors are members on their current or previous boards or one of their managers**

Director's Name	Names of companies in which the Director is a member of their current board of directors or one of their managers	Inside or outside the Kingdom	Legal Entity	Names of companies in which the Director is a member of their previous boards or one of their managers	Inside or outside the Kingdom	Legal Entity
Omar Mohammed Nabil AlMidani*	Wave One Project Company	Inside the Kingdom	Limited Liability Company	Industrial Cities Development & Operating Company	Inside the Kingdom	Limited Liability Company
	Network Coverage Company	Inside the Kingdom	Limited Liability Company	at Multiforms Saudi Company	Inside the Kingdom	Limited Liability Company
	Integrated Tower Company for Telecommunications	Inside the Kingdom	Limited Liability Company	Jazzirah Environment Company	Inside the Kingdom	Limited Liability Company
	International Company for Water and Power Projects (ACWA Power)	Inside the Kingdom	Saudi JSC	Riyadh Water Production Company	Inside the Kingdom	Limited Liability Company
	Beatona Company	Inside the Kingdom	Limited Liability Company	Health Solutions Medical Company	Inside the Kingdom	Limited Liability Company
	Ethad Energy International Company	Inside the Kingdom	Limited Liability Company	Power Acquisition Company	Inside the Kingdom	Limited Liability Company
	Vision International Investment Company	Inside the Kingdom	Closed joint stock Company	Arabian Japanese Membrane Company (AJMC),	Inside the Kingdom	Limited Liability Company
	Estydama Development Projects Company	Inside the Kingdom	Limited Liability Company	-	-	-
	Jeddah Water Services Company	Inside the Kingdom	Limited Liability Company	-	-	-
	Saudi District Cooling Company (Saudi Tabreed)	Inside the Kingdom	Closed joint stock Company	-	-	-
	Arabian Qudra Energy	Inside the Kingdom	Limited Liability Company	-	-	-
	Jazan Gas Projects Company	Inside the Kingdom	Closed joint stock Company	-	-	-
	Ajyad Knowledge Company for Education and Training	Inside the Kingdom	Limited Liability Company	-	-	-
	Sahara Aluminum Company	Inside the Kingdom	Limited Liability Company	-	-	-
	Miahona Company	Inside the Kingdom	Limited Liability Company	-	-	-
	Saudi Integrated Waste Treatment Company	Inside the Kingdom	Limited Liability Company	-	-	-

Director's Name	Names of companies in which the Director is a member of their current board of directors or one of their managers	Inside or outside the Kingdom	Legal Entity	Names of companies in which the Director is a member of their previous boards or one of their managers	Inside or outside the Kingdom	Legal Entity
Balkrishan Gopiram Goenka**	DBG Estates Private Limited	Outside the Kingdom	Indian private unlisted Company	National Skill Development Corporation	Outside the Kingdom	Indian unlisted public Company
	Welspun One Logistics Parks (WOLP) Private Limited	Outside the Kingdom	Indian private unlisted Company	Welspun Wasco Coatings Private Limited	Outside the Kingdom	Indian unlisted public Company
	Welspun Multiventures, India, LLP	Outside the Kingdom	Indian listed public Company	Welspun Middle East Pipes Coating	Inside the Kingdom	Limited Liability Company
	Welspun Specialty Solutions Limited	Outside the Kingdom	Indian listed public Company	Welspun Innovative Products Limited	Outside the Kingdom	Indian unlisted public Company
	Associated Chambers of Commerce and Industry of India	Outside the Kingdom	Indian industrial association	MGN Agro Properties Private Limited	Outside the Kingdom	Indian private unlisted Company
	Welspun Enterprises Limited	Outside the Kingdom	Indian listed public Company	Welspun Energy Thermal Private Limited	Outside the Kingdom	Indian private unlisted Company
	Welspun Global Brands Limited	Outside the Kingdom	Indian unlisted public Company	Walwhan Renewable Energy Ltd	Outside the Kingdom	Indian private unlisted Company
	Adani Welspun Exploration Limited	Outside the Kingdom	Indian private unlisted Company	Katni Thermal Energy (MB) Private Limited	Outside the Kingdom	Indian unlisted public Company
	Welspun Logistics Limited	Outside the Kingdom	Indian private unlisted Company	Giant Reality Private Limited Company	Outside the Kingdom	Indian private unlisted Company
	Welspun Steel Limited	Outside the Kingdom	Indian private unlisted Company	Anuppur Thermal Energy (MB) Private Limited	Outside the Kingdom	Indian private unlisted Company
	Welspun Corporation Limited	Outside the Kingdom	Indian listed public Company	Walwhan Orga India Ltd	Outside the Kingdom	Indian private unlisted Company
	Welspun Indian Limited	Outside the Kingdom	Indian listed public Company	AYM Syntex Limited	Outside the Kingdom	Indian listed public Company
	Welspun Infratech Limited	Outside the Kingdom	Indian unlisted public Company	-	-	-
	JSW Steel (salav) Limited	Outside the Kingdom	Indian unlisted public Company	-	-	-
	Leighton India Contractors Private Limited	Outside the Kingdom	Indian private unlisted Company	-	-	-
	Refined Salts Private Limited	Outside the Kingdom	Indian private unlisted Company	-	-	-
	Welspun Global Brands Limited	Outside the Kingdom	Indian listed public Company	-	-	-

\* The Company announced on 2022-05-24 Corresponding to 1443-10-23 the resignation of the Chairman of the Board, Mr. Omar Mohammed-Nabil Almidani (Non-Executive Member) from the chairmanship and membership of the Board of Directors, and the appointment of the current Board Member, Mr. Vipul Shiv Sahai Mathur (Non-Executive Member) as Chairman of the Board of Directors.

\*\*The Company announced on 2022-05-24 Corresponding to 1443-10-23 the resignation of Mr. Balkrishan Gopiram Goenka (Non-Executive Member) from the position of Vice Chairman and member of the board of directors and the appointment of the current Board Member Mr. Ahmed Mubarak Mohammed Al-Debasi (Independent Member) as Vice-Chairman.

Director's Name	Names of companies in which the Director is a member of their current board of directors or one of their managers	Inside or outside the Kingdomw	Legal Entity	Names of companies in which the Director is a member of their previous boards or one of their managers	Inside or outside the Kingdom	Legal Entity
Balkrishan Gopiram Goenka*	Welspun Investments and Commercials Limited	Outside the Kingdom	Indian listed public Company	-	-	-
	Alspun Infrastructure Limited	Outside the Kingdom	Indian public unlisted Company	-	-	-
	Goldenarch Estates Private Limited	Outside the Kingdom	Indian private unlisted Company	-	-	-
	Welspun Fintrade Private Limited	Outside the Kingdom	Indian private unlisted Company	-	-	-
	Welspun Mercantile Limited	Outside the Kingdom	Indian unlisted public Company	-	-	-
	Welspun Steel Resources Private Limited	Outside the Kingdom	Indian private unlisted Company	-	-	-
	Welspun Pipes Limited	Outside the Kingdom	Indian unlisted public Company	-	-	-
	Welspun Wintex Limited	Outside the Kingdom	Indian unlisted public Company	-	-	-
	Krishiraj Trading Limited	Outside the Kingdom	Indian unlisted public Company	-	-	-
	Dhamra Infrastructure Private Limited	Outside the Kingdom	Indian private unlisted Company	-	-	-
	Welspun Natural Resources Private Limited	Outside the Kingdom	Indian unlisted public Company	-	-	-
	Welspun Realty Private Limited	Outside the Kingdom	Indian private unlisted Company	-	-	-
	Mertz Estates Limited	Outside the Kingdom	Indian unlisted public Company	-	-	-
	Goodvalue Polyplast Limited	Outside the Kingdom	Indian unlisted public Company	-	-	-
	Vipuna Trading Limited	Outside the Kingdom	Indian unlisted public Company	-	-	-
	Welspun Zicchi Textiles Limited	Outside the Kingdom	Indian unlisted public Company	-	-	-
	Welspun Tradewell Limited	Outside the Kingdom	Indian unlisted public Company	-	-	-
Welspun Developers and Infrastructure Limited	Outside the Kingdom	Indian private unlisted Company	-	-	-	

\* The Company announced on 2022-05-24 Corresponding to 1443-10-23 the resignation of the Chairman of the Board, Mr. Omar Mohammed-Nabil Almidani (Non-Executive Member) from the chairmanship and membership of the Board of Directors, and the appointment of the current Board Member, Mr. Vipul Shiv Sahai Mathur (Non-Executive Member) as Chairman of the Board of Directors.

Director's Name	Names of companies in which the Director is a member of their current board of directors or one of their managers	Inside or outside the Kingdomw	Legal Entity	Names of companies in which the Director is a member of their previous boards or one of their managers	Inside or outside the Kingdom	Legal Entity
Vipul Shiv Sahai Mathur	Welspun Pipes Incorporation	Outside the Kingdom	American public unlisted Company	Welspun Pipe Coating	Outside the Kingdom	Limited Liability Company
	Welspun Tubular LLC	Outside the Kingdom	American public unlisted Company	MAN Industries Limited	Outside the Kingdom	Indian listed public Company
	Welspun Global Trade LLC	Outside the Kingdom	American public unlisted Company	Triveni Oilfield Services Limited	Outside the Kingdom	Indian listed public Company
	Welspun Wasco Coatings Private Limited	Outside the Kingdom	Indian unlisted public Company	Maharashtra Seamless Limited	Outside the Kingdom	Indian listed public Company
	Welspun Corp Limited	Outside the Kingdom	Indian listed public Company	Kirloskar Electric Company Limited	Outside the Kingdom	Indian public Company
	Ahmed Mubarak Mohammed Al-Debasi**	Saudi Steel Pipe Company	Inside the Kingdom	Listed joint stock Company	Saudi Steel Pipe Company	Inside the Kingdom
Titanium and Steel Manufacturing Company		Inside the Kingdom	Limited Liability Company	-	-	-
Middle East Paper Company (MEPCO),		Inside the Kingdom	Listed joint stock Company	-	-	-
Piramal Enterprises Limited		Outside the Kingdom	Indian listed public Company	-	-	-
Suhail Amin Nathani	Progressive Electoral Trust	Outside the Kingdom	Indian non-profit Company limited by guarantee	-	-	-
	Piramal Capital & Housing Finance Ltd.	Outside the Kingdom	Indian unlisted public Company	-	-	-
	UTI Trustee Company Private Limited	Outside the Kingdom	Indian Company limited by shares	-	-	-
	Mahindra CIE Automotive Ltd.	Outside the Kingdom	Indian listed public Company	-	-	-
	at Aga Khan Agency for the Habitat India	Outside the Kingdom	Indian non-profit Company	-	-	-
	Siddhesh Capital Market Services Private Limited	Outside the Kingdom	Indian unlisted public Company	-	-	-
	Salaam Bombay Foundation	Outside the Kingdom	Indian unlisted public Company	-	-	-
	Economic Laws Practice	Outside the Kingdom	Indian law firm	-	-	-

\*\*The Company announced on 2022-05-24 Corresponding to 1443-10-23 the resignation of Mr. Balkrishan Gopiram Goenka (Non-Executive Member) from the position of Vice Chairman and member of the board of directors and the appointment of the current Board Member Mr. Ahmed Mubarak Mohammed Al-Debasi (Independent Member) as Vice-Chairman.



Director's Name	Names of companies in which the Director is a member of their current board of directors or one of their managers	Inside or outside the Kingdom	Legal Entity	Names of companies in which the Director is a member of their previous boards or one of their managers	Inside or outside the Kingdom	Legal Entity
Mohammed Abdulrahman Abdul-lah Al-Othman	Career First	Inside the Kingdom	Limited Liability Company	Saudi Emcor Company	Inside the Kingdom	Limited Liability Company
	Hassan Allam Construction Company	Inside the Kingdom	Limited Liability Company	KWE Saudi Arabia	Inside the Kingdom	Limited Liability Company
	Saudi Global Energy Company	Inside the Kingdom	Limited Liability Company	Middle East Propulsion Company Ltd.	Inside the Kingdom	Limited Liability Company
	Saudi Aerospace Company	Inside the Kingdom	Limited Liability Company	-	-	-
	SABB Saudi Arabia	Inside the Kingdom	Limited Liability Company	-	-	-
	at Al-Nakhlah Real Estate Company	Inside the Kingdom	Limited Liability Company	-	-	-
	Mohammed Al-Othman Holding Company	Inside the Kingdom	Saudi holding Company	-	-	-
	Anixter Saudi Arabia Ltd.	Inside the Kingdom	Limited Liability Company	-	-	-
	First Star Company	Inside the Kingdom	Limited Liability Company	-	-	-
	Arabian Railway Company	Inside the Kingdom	Limited Liability Company	-	-	-
	Target Engineering and Construction Company	Inside the Kingdom	Limited Liability Company	-	-	-
	Mohawarean International Group	Inside the Kingdom	Limited Liability Company	-	-	-
Tanmiah for Industrial & Commercial Investment Company	Inside the Kingdom	Closed joint stock Company	-	-	-	

Director's Name	Names of companies in which the Director is a member of their current board of directors or one of their managers	Inside or outside the Kingdom	Legal Entity	Names of companies in which the Director is a member of their previous boards or one of their managers	Inside or outside the Kingdom	Legal Entity
Khalid Ibrahim Saad Al-Rabiah	International Company for Water and Power Projects (ACWA Power)	Inside the Kingdom	Listed joint stock Company	Al Jazeera Support Services Company (Mehhan)	Inside the Kingdom	Joint stock Company
	Saudi District Cooling Company	Inside the Kingdom	Closed joint stock Company	Saudi Stock Exchange (Tadawul)	Inside the Kingdom	Joint stock Company
	Abdullah Al-Othaim Investment Company	Inside the Kingdom	Closed joint stock Company	Methanol Chemicals Company (Chemanol)	Inside the Kingdom	Joint stock Company
	Yanbu National Petrochemical Company (Yansab)	Inside the Kingdom	Joint stock Company	Saudi Arabian Amiantit Company	Inside the Kingdom	Joint stock Company
	Yanbu National Petrochemical Company	Inside the Kingdom	Joint stock Company	-	-	-
	Yanbu National Petrochemical Company	Inside the Kingdom	Joint stock Company	-	-	-
	Arab Company for Drug Industries and Medical Appliances	Outside the Kingdom	Joint Arab Company	-	-	-
	Tunisian Saudi Bank	Outside the Kingdom	A bank equally owned by the Government of the Republic of Tunisia and the Government of the Kingdom of Saudi Arabia	-	-	-
	the Saudi Mining Services Company	Inside the Kingdom	Joint stock Company	-	-	-
	Al-Dowayan Holding Company	Inside the Kingdom	Closed joint stock Company	-	-	-
	KIR Financial Advisory	Inside the Kingdom	Financial and strategic advisory services office	-	-	-

## Board Committees

## Audit Committee

The Board has formed (3) committees based on the Company's needs to enable it to perform its operations effectively in addition to fulfilling the relevant regulatory requirements. These committees are Audit Committee, Nominations and Remunerations Committee, and Executive Committee.

The Audit Committee consists of three (3) members appointed by the Ordinary General Assembly resolution dated 06/02/1442H (corresponding to 23/09/2020G) and the Extraordinary General Assembly's resolution dated 14/02/1443H (corresponding to 21/09/2021G).

### Members of the Audit Committee

S	Member Name	Position	Membership Status
1	Waleed Mohammed Ahmed Al-Othaimen*	Chairman of the Audit Committee (Previous)*	Independent
1	Khalid Ibrahim Saad Al-Rabiah**	Chairman of the Audit Committee (Current)**	Independent / Board Member
2	Rupak Ranjan Ghosh	Member of the Audit Committee	Member from outside the Board
3	Amro Hussein Omar Shawli	Member of the Audit Committee	Member from outside the Board

\* Chairman of the Audit Committee, who resigned in August 2021G

\*\* The current Chairman of the Audit Committee, since September 2021.



## Biographies of the Audit and Committee Members

### Waleed Mohammed Ahmed Al-Othaimen

#### Nationality

- Saudi

#### Current Positions

- Member of the Company's previous Audit Committee until August 2020G
- General Manager and Board Secretary of the Saudi Gas Cylinders Factory, a closed Saudi joint stock Company, working in the field of empty LPG cylinders and tanks, from 2019 to date.

#### Previous Positions and Experiences

- Deputy General Manager and Secretary of the Board of Directors of the Saudi Gas Cylinders Factory, a closed Saudi joint stock Company, working in the field of empty LPG cylinders and tanks, from 2001 to 2019.
- Manager of Financial and Administrative Affairs at the Saudi Gas Cylinders Factory, a Saudi closed joint stock Company, working in the field of empty LPG cylinders and tanks, from 1995 to 2001.
- Financial manager at the Saudi Gas Cylinders Factory, a Saudi closed joint stock Company, working in the field of empty LPG cylinders and tanks, from 1993 to 1994.

- Head of the Budget and Cost Control Department at the Eastern Petrochemical Company, a closed Saudi joint stock Company, working in chemical manufacturing, from 1991 to 1993.
- Supervisor in the Cost Control Department at the Eastern Petrochemical Company, a closed Saudi joint stock Company, working in chemical manufacturing, from 1990 to 1991.
- Accountant - General Ledger at the Eastern Petrochemical Company, a Saudi closed joint stock Company, working in chemical manufacturing, from 1989 to 1990.

#### Academic Qualifications

- BA in Industrial Management, majoring in Accounting, King Fahd University of Petroleum and Minerals, KSA, 1989.

### Khalid Ibrahim Saad Al-Rabiah

Please review the above biographies of the members of the Board of Directors.

### Rupak Ranjan Ghosh

#### Nationality

- Indian

#### Current Positions

- Member of the Company's Audit Committee from 2020G to date.

#### Previous Positions and Experiences

- Vice President at Welspun Corp Limited, an Indian listed public Company, operating in the steel pipes and coating industry, from 2011G to 2014G.
- Assistant Vice President at Welspun Corp Limited, an Indian listed public Company, operating in the steel pipes and coating industry, from 2009G to 2011G.

#### Academic Qualifications

- Chartered Accountant, Institute of Chartered Accountants, India, 1995G.
- Cost Accountant, Institute of Cost and Works Accounts, India, 1994G.
- Bachelor of Commerce, Kolkata University, India, 1991G.

### Amro Hussein Omar Shawli

#### Nationality

- Saudi

#### Current Positions

- Member of the Company's Audit Committee from 2020G to date.

#### Previous Positions and Experiences

- Audit Manager in the Audit Support Division at Saudi Aramco, a Saudi listed joint stock Company, operating in the power industry, in 2017G.
- Senior Auditor in the Projects Audit Division at Saudi Aramco, a Saudi listed joint stock Company, operating in the power industry, from 2012G to 2016G.

#### Academic Qualifications

- Certified Management Accountant, Institute of Management Accountants, United States of America, 2016.
- Master of Business Administration with specialization in Accounting & Finance, Southern Methodist University, United States of America, 2012G.

## Meetings of the Audit Committee

The Audit Committee held (8) meetings during the fiscal year 2021-2022G, to carry out the tasks entrusted to it as shown in the following table:

S	Name	Attendance Record of the Audit Committee								Attendance (%)
		1 <sup>st</sup> meeting 19 May 2021	2 <sup>nd</sup> meeting 9 Aug. 2021	3 <sup>rd</sup> meeting 30 Aug. 2021	4 <sup>th</sup> meeting 27 Sep. 2021	5 <sup>th</sup> meeting 2 Nov. 2021	6 <sup>th</sup> meeting 9 Jan. 2022	7 <sup>th</sup> meeting 31 Jan. 2021	8 <sup>th</sup> meeting 28 Feb. 2022	
1	Waleed Mohamed Ahmed Al-Othaimeen*	Present	Present	Present	N/A	N/A	N/A	N/A	N/A	100%
2	Khalid Ibrahim Saad Al-Rabiah**	N/A	N/A	N/A	Present	Present	Present	Present	Present	100%
3	Rupak Ranjan Ghosh	Absent	Present	Present	Present	Present	Present	Present	Present	87.5%
4	Amro Hussein Omar Shawli	Present	Present	Present	Present	Present	Present	Present	Present	100%

\* Chairman of the Audit Committee, whose resigned in August 2021G

\*\* The current Chairman of the Audit Committee, since September 2021.

## Responsibilities of the Audit Committee

The duties and responsibilities of the Audit Committee include the following:

### I. Financial Reporting

- Considering the Company's interim and annual financial statements before submitting them to the Board and expressing its opinions and recommendations thereon to ensure they are integral, fair and transparent.
- Providing the technical opinion, at the request of the Board, on whether the Board's report and financial statements are fair, balanced and understandable and include information that allows shareholders and investors to evaluate the Company's financial position, performance, business model and strategy.
- Examining any important or unusual issues contained in the financial reports.
- Carefully investigating any matters raised by the Company's Chief Financial Officer or his deputy, compliance officer or auditor.
- Checking accounting estimates in material issues stated in the financial reports.
- Considering the Company's applicable accounting policies and expressing opinions and recommendations to the Board with respect thereto.

### 2. Internal Audit

- Considering and reviewing internal control systems, financial and risk management in the Company.
- Considering reports of internal audit and following up on implementing corrective actions for the notes contained therein.
- Monitoring and supervising the performance and activities of the internal auditor and the internal audit department of the Company, if any, to verify the availability of the necessary resources and their effectiveness in performing their tasks and assignments, if the Company does not have an internal auditor, the Audit Committee should recommend to the Board the need to appoint one.
- Making recommendations to the Board to appoint a manager of the internal audit unit or department or an independent auditor and proposing his/her remuneration.

### 3. The Auditor

- Recommending the Board to nominate and dismiss auditors, determine their fees and evaluate their performance, after verifying their independence and reviewing the scope of their work and the terms of their contract.
- Verifying the independence, objectivity and fairness of the auditors, and the effectiveness of audit work, taking into account the relevant rules and standards.
- Reviewing the auditor's plan and its work, ensuring that it does not perform technical or administrative activities that fall outside the scope of auditing and submitting its opinions thereon.
- Responding to the inquiries of the Company's auditor.
- Considering the auditor's report and its notes on the financial statements and following up on the relevant actions.

### 4. Ensuring Compliance

- Reviewing the results of supervisory bodies reports and confirming that the Company took the necessary actions in this regard.
- Verifying the Company's compliance with relevant laws, regulations, policies and instructions.
- Reviewing the proposed contracts and transactions to be entered into by the Company with the related parties and expressing its views thereon to the Board.
- Reporting the Audit Committee's views as to the need for action to be taken by the Board and recommending actions to be taken.

### 5. Other Powers of the Audit Committee in Performing its Responsibilities

- Have access to the Company's records and documents.
- Convene and request any clarification from the Board or Executive Management.
- Request the Board to convene the General Assembly if its business was hindered by the Board or if the Company suffered material losses or damages.



## Nominations and Remunerations Committee



The Nominations and Remunerations Committee consists of four (4) members appointed by the Board resolution dated 06/02/1442H (corresponding to 23/09/2020G) and 13/02/1443H (corresponding to 20/09/2021G).

### Members of the Nominations and Remunerations Committee

S	Member Name	Position	Membership Status
1	Ahmed Mubarak Mohammed* Al-Debasi	Chairman of the Nominations and Remunerations Committee	Independent / Board Member
2	Suhail Amin Nathani**	Member of the Nominations and Remunerations Committee	Independent / Board Member
3	Percy Birdy	Member of the Nominations and Remunerations Committee	Member from outside the Board
4	Ahmed Abdullah Abu Al-Khair Al-Numan	Member of the Nominations and Remunerations Committee	Member from outside the Board

\*Mr. Ahmed Mubarak Al-Dabasi, the current Chairman of the NRC, since September 2021 .

\*\* Mr. Suhail Amin Nathani, was Chairman of the NRC from the beginning of November 2020 until September 2021.

## Biographies of the Nominations and Remunerations Committee

### Ahmed Mubarak Mohammed Al-Debasi

Please review the above biographies of the members of the Board of Directors.

### Suhail Amin Nathani

Please review the above biographies of the members of the Board of Directors.

### Percy Birdy

#### Nationality

Indian

#### Current Positions

- Member of the Company's Nominations and Remunerations Committee from 2020G to date.
- CFO of Welspun Company

#### Previous Positions and Experiences

- Board member at the Company from 2019G to 2020G.
- Board member at Welspun Pipe Coating Company, a Saudi limited liability Company, operating in the pipe coating industry, from 2019G to 2020G.

#### Academic Qualifications

- Chartered Accountant with specialization in Accounting, Taxation, Finance and Common Law, Institute of Chartered Accountants of India, India, 1992G.

### Ahmed Abdullah Abu Al-Khair Al-Numan

#### Nationality

Saudi

#### Current Positions

- Member of the Company's Nominations and Remunerations Committee from 2020G to date.
- Human Capital Development Manager of Roya Investment, a Saudi closed JSC engaged in investment industry, from 2019 to date.

#### Previous Positions and Experiences

- HR Manager at MiSK Foundation, a Saudi non-profit organization, operating in the culture, education and technology industry, in 2018G.
- HR Manager at BAE Systems Saudi Arabia, a Saudi limited liability Company, operating in the technology and engineering services industry, from 2014G to 2018G.

#### Academic Qualifications

- Part-time student in Master of Business Administration, Prince Mohammad Bin Salman College, Saudi Arabia.
- Bachelor of Business Administration, University of South Africa, South Africa, 2009G.

## Meetings of the Nominations and Remunerations Committee

The Nominations and Remunerations committee held (3) meetings during the fiscal year 2021-2022G, to carry out the tasks entrusted to it as shown in the following table:

S	Name	Attendance Record of the Nominations and Remunerations Committee			Attendance (%)
		1 <sup>st</sup> meeting 13 Sep. 2021	2 <sup>nd</sup> meeting 24 Nov.2021	3 <sup>rd</sup> meeting 21 Feb.2022	
1	Ahmed Mubarak Mohammed Al-Debasi	Present	Present	Present	100%
2	Suhail Amin Nathani	Present	Present	Present	100%
3	Percy Birdy	Present	Present	Present	100%
4	Ahmed Abdullah Abu Al-Khair Al-Numan	Present	Present	Present	100%

## Responsibilities of the Nominations and Remunerations Committee

The duties and responsibilities of the Nominations and Remunerations Committee include the following:

- Developing a clear policy for the remuneration of Directors, Board committees and Executive Management, and submitting them to the Board for consideration to be adopted by the General Assembly, provided that such policy takes into account the adoption of standards related to performance, disclosure and implementation verification thereof.
- Clarifying the relationship between remuneration granted and the remuneration policy in force and explaining any material deviation in applying this policy.
- Regularly reviewing the remuneration policy and assessing the proficiency thereof in respect of achieving its objectives.
- Making recommendations to the Board with respect to the remuneration of the Board and its committees and the senior executives of the Company as per approved policy and proposing clear policies and criteria for membership in the Board and Executive Management.
- Making recommendations to the Board on nomination and re-nomination of Directors in accordance with the approved policies and standards, taking into account exclusion of any person who has already been convicted of a crime prejudicial to trust.
- Preparing a description of the abilities and qualifications required for Board membership and Executive Management functions.
- Determining the time that a director should allocate to perform the functions of the Board.
- Annually reviewing the necessary skills or suitable experience requirements for Board membership and Executive Management positions.
- Reviewing the structure of the Board and Executive Management and making recommendations on possible changes.
- Annually assuring the independence of each Independent Director and absence of any conflict of interest in the event a director serves as a member of the Board of Directors of another Company.
- Developing a job description for Executive, Non-Executive and Independent Directors and Senior Executives
- Setting special procedures in case the position of a director and senior executive is vacant.
- Defining the Board's strengths and weaknesses and suggesting solutions that serve the Company's interest





## Executive Committee

The Executive Committee consists of five (5) members appointed by the Board resolution dated 06/07/1442H (corresponding to 20/09/2021G) and 13/02/1443H (corresponding to 21/09/2021G).

### Members of the Executive Committee

S	Member Name	Position	Membership Status
1	Vipul Shiv Sahi Mathur*	Chairman of the Executive Committee (previous)	Board Member
1	Sultan Samir Saeed Joudieh**	Chairman of the Executive Committee (current)	Member from outside the Board
2	Ibrahim Abdullah Ali Al-Nassar	Member of the Executive Committee	Member from outside the Board
3	Bassam Abdel Salam Mohammed Bamous	Member of the Executive Committee	Member from outside the Board
4	Mohammed Abdulaziz Mohammed Al-Shaheen	Member of the Executive Committee	CEO
5	John Godfrey	Member of the Executive Committee	Member from outside the Board

\* Mr. Sultan Samir Saeed Joudieh was appointed as the Chairman of the Committee on 9/21/2021G, replacing Mr. Vipul Shiv Sahi Mathur 8/31/2021G.

\*\*Mr. Sultan Samir Saeed Joudieh joined the board on the 24th of May 2022

## Biographies of the Executive Committee members

### Sultan Samir Saeed Joudieh

#### Nationality

Lebanese

#### Current Positions

- Member of the Company's Executive Committee from 2021G to date and became chairman subsequent to the date of the report.
- *Vice President - Asset Management in Vision Invest International Investment Company, a closed JSC active in the field of investment and project development from 2020 to date .*

#### Previous Positions and Experiences

- *Associate Vice President - Asset Management in Vision Invest International Investment Company, a closed JSC active in the field of investment and project development between 2018 and 2019.*
- Manager of finance and investments at Beatona Company, a Saudi limited liability Company operating in solid waste treatment, from 2012G to 2017G.

#### Academic Qualifications

- Masters of Business Administration, University of Liverpool, United Kingdom, 2016G.
- Bachelors of Business Administration with an emphasis in Finance, American University of Beirut, Lebanon, 2004G.

### Vipul Shiv Sahi Mathur

Please review the above biographies of the members of the Board of Directors.

### Ibrahim Abdullah Ali Al-Nassar

#### Nationality

Saudi

#### Current Positions

- Member of the Company's Executive Committee from 2021G to date.
- *Adviser to CEO - in Vision Invest International Investment Company, a closed JSC active in the field of investment and project development from 2020 to date.*

#### Previous Positions and Experiences

- Board member at Miahona, a Saudi limited liability Company operating in the water industry, from 2018G to 2020G.
- Board member and managing director at Riyadh Water Production Co., a Saudi limited liability Company operating in the water industry, from 2016G to 2018G.

#### Academic Qualifications

- Bachelor of Mechanical Engineering, King Fahad University of Petroleum & Minerals (KFUPM), KSA, 1994G.

### Bassam Abdel Salam Mohammed Bamagous

#### Nationality

Saudi

#### Current Positions

- Member of the Company's Executive Committee from 2021G to date.

#### Previous Positions and Experiences

- Chairman at Al Haitam for Industries and Economic Development, a Saudi limited liability Company operating in supply for the oil, gas, energy, chemical and water markets, from 2014G to 2016G.
- Senior vice chairman for sales and marketing at Al Haitam for Industries and Economic Development, a Saudi limited liability Company operating in supply for the oil, gas, energy, chemical and water markets, from 2013G to 2014G.

#### Academic Qualifications

- Executive Master of Business Administration, King Fahad University of Petroleum & Minerals (KFUPM), KSA, 2016G.
- Bachelor of Applied Electrical Engineering, KFUPM, KSA, 2000G.

### Mohammed Abdulaziz Mohammed Al-Shaheen

#### Nationality

Saudi

#### Current Positions

- Chief Executive Officer, the Company, from 2021G to date.
- Member of the Company's Executive Committee, from 2021G to date.

#### Previous Positions and Experiences

- Chief operating officer, Abunayyan Trading Corporation, a Saudi limited liability Company, operating in energy, water, water treatment, electric and smart meters and logistics services, KSA and GCC, from 2019 to 2020G.
- Acting chief executive officer, Saudi Pipe Company, a Saudi joint stock Company, operating in the manufacture of welded carbon steel pipes and external coating, KSA and the Middle East until 2019.

#### Academic Qualifications

- Bachelor of Science, Mechanical Engineering, King Fahd University of Petroleum and Minerals, the Kingdom, 2002G.



## John Godfrey

### Nationality

Indian

### Current Positions

- Member of the Company's Executive Committee from 2021G to date.
- CEO of Welspun Company, an Indian JSC engaged in Pipes manufacturing, from 2019 to date.

### Previous Positions and Experiences

- Chief of business at Welspun Corp Ltd., an Indian public joint stock Company, operating in pipe manufacturing, from 2017G to 2021G.
- Chief of the global supply chain at Welspun Corp Ltd., an Indian public joint stock Company, operating in pipe manufacturing, from 2014G to 2021G.

### Academic Qualifications

- MBA, Aligarh Muslim University, India, 1989G.
- Bachelor of Science, Aligarh Muslim University, India, 1985G.

## Meetings of the Executive Committee

The Executive Committee held (7) meetings during the fiscal year 2021-2022G, to carry out the tasks entrusted to it as shown in the following table:

S	Name	Attendance Record of the Executive Committee							Attendance (%)
		1 <sup>st</sup> meeting 16 May 2021G	2 <sup>nd</sup> meeting 7 June 2021G	3 <sup>rd</sup> 22 June 2021G	4 <sup>th</sup> 27 July 2021G	5 <sup>th</sup> 2 August 2021G	6 <sup>th</sup> 26 Oc- tober 2021G	7 <sup>th</sup> 7 March 2021G	
1	Vipul Shiv Sahi Mathur*	Present	Present	Present	Present	Present	N/A	N/A	100%
1	Sultan Samir Saeed Joudieh	Present	Present	Present	Present	Present	Present	Present	%100
2	Ibrahim Abdullah Ali Al-Nassar	Present	Present	Present	Present	Present	Present	Present	%100
3	Bassam Abdel Salam Mohammed Bamagous	Present	Present	Present	Present	Present	Present	Present	%100
4	Mohammed Abdulaziz Mohammed Al-Shaheen	N/A	N/A	N/A	N/A	N/A	Present	Present	%100
5	John Godfrey	Present	Present	Present	Present	Present	Present	Present	%100

\* Mr. Sultan Samir Saeed Joudieh was appointed as the Chairman of the Committee on 9/21/2021G, replacing Mr. Vipul Shiv Sahi Mathur 8/31/2021G.

## Responsibilities of the Executive Committee

The responsibilities and duties of the Executive Committee include the following:

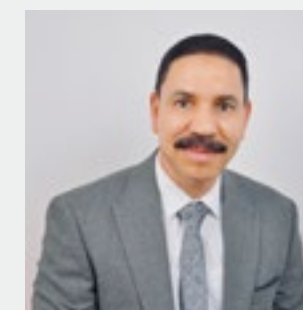
- 1) Supervising the implementation of the policies and directives of the Board and facilitating decision-making between Board meetings.
  - 2) Assisting the Board in the following matters, including, but not limited to:
    - Referring any matters that require Board consideration to the Board to decide upon and making recommendations to the Board in relation to such matters.
    - Annually reviewing and making recommendations to the Board with regard to the Company's strategy, business plan and budget, including assessment of the effectiveness of that strategy.
    - Annually reviewing and making recommendations to the Board with regard to strategic performance measures, objectives, business plan and/or budget, and KPI targets, in light of the Company and market conditions.
- Reviewing the Company's business development opportunities to monitor growth and maintain operations in line with the Company's strategy and goals.
  - Making recommendations to the Nominations and rWemunerations committee regarding the following:
    - Changes in the organizational structure of the Company.
    - Changes in the overall job-grade structure.
    - The Executive Committee Chairman, or his delegate, must attend General Assembly meetings and answer any questions raised by shareholders.
    - Attend to any other responsibilities or duties that the Board delegates to the Committee.

## Executive Management

### Members of the Executive Management



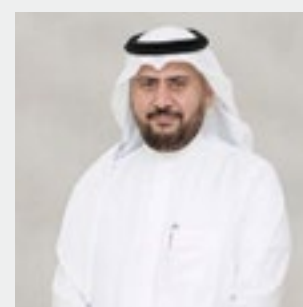
Eng. Mohammed Abdulaziz  
Mohammed Al-Shaheen  
Chief Executive Officer (CEO)



Dr. Mohammed Saleh  
Ali Darweesh  
Chief Financial Officer (CFO)



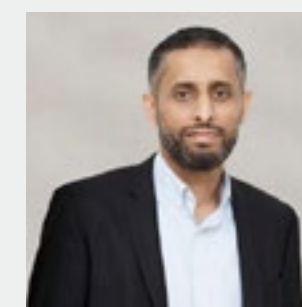
Abdullah Mohammed Abo Shareefah  
Senior Manager of Human Capital and  
General Administration Department



Eng. Ali Abdul-Ali Al-Makrami  
Commercial Deputy of CEO



Sanjay Kant Shrivastava  
Deputy CEO of Operations



Dr. Khalid Ali Babekri  
Deputy CEO for Quality,  
Safety and Environment



The Company's Executive Management consists of a qualified team with the necessary expertise and skills to manage the Company under the supervision of the Board. The Chief Executive Officer shall conduct the day-to-day business of the Company in accordance with the directions and policies set by the Board, to ensure that the Company achieves its stated objectives defined by the Board. Following are members of the Company's Executive Management:

Name	Position	Nationality	Age (Years)	Appointment Date	Direct and Indirect Ownership (%)	
					Before Offering	After Offering
Eng. Mohammed Abdulaziz Mohammed Al-Shaheen	Chief Executive Officer	Saudi	45	01/06/2021	-	-
Dr. Mohammed Saleh Ali Darweesh	Chief Financial Officer	Egyptian	53	18/08/2021	-	-
Abdullah Mohammed Abo Shareefah	Senior Manager of Human Capital and General Administration Department	Saudi	52	18/08/2021	-	-
Eng. Ali Abdul-Ali Al-Makrami	Commercial Deputy of CEO	Saudi	35	01/11/2021	-	-
Sanjay Kant Shrivastava	Deputy CEO of Operations	Indian	56	01/12/2021	-	-
Dr. Khalid Ali Babekri	Deputy CEO for Quality, Safety and Environment	Saudi	48	01/11/2021	-	-

## Biographies of the Members of the Executive Management

### Eng. Mohammed Abdulaziz Mohammed Al-Shaheen

#### Current Positions

- CEO of the Company from 2021 to date.
- Member of the Company's Executive Committee from 2021 to date.

#### Previous Positions and Experiences

- Chief Operating Officer of Abunayyan Trading Company, a Saudi limited liability Company, working in the fields of energy, water, water treatment, electric and smart meters and logistics services in the Kingdom and the GCC, from 2019 to 2020.
- Acting CEO of Saudi Pipes Company, a Saudi joint stock Company, working in the manufacture of welded carbon steel tubes and providing external packaging services in the Kingdom and the Middle East.

#### Academic Qualifications

- Bachelor of Science - Applied Mechanical Engineering, King Fahd University of Petroleum and Minerals, KSA, 2002.

### Dr. Mohammed Saleh Ali Darweesh

#### Current Positions

- Chief Financial Officer of the Company and Secretary of the Board of Directors from 2021G to date.

#### Previous Positions and Experiences

- Group Chief Financial Officer at Middle East Paper Manufacturing Company, a public joint stock Company listed on the Saudi market, from 2016 to 2021.
- Member of the Board of Directors and the Executive Committee of the Higher Institute of Paper and Technological Industries.
- Head of Financial Affairs, Qassim Cement Company, a public joint stock Company listed on the Saudi market from 2009 to 2016.
- Group Chief Financial Officer at Eshraqa Real Estate Development Company in Dubai and member of the Executive Committee from 2007 to 2009.

#### Academic Qualifications

- PhD in Finance from the United States of America in 2015, and a CPA from California, USA in 2003.

## Abdullah Mohammed Abo Shareefah

### Current Positions

- Senior Manager of Human Capital and General Administration, the Company, from 2021G to date.

### Previous Positions and Experiences

- Senior manager of human resources and administration, Saudi Pipes Company, a Saudi joint stock Company, operating in the manufacture of welded carbon steel pipes and external coating, KSA and the Middle East, until 2020G.

### Academic Qualifications

- Bachelor of Public Relations, King Saud University, KSA, 1993G.

## Eng. Ali Abdul-Ali Al-Makrami

### Current Positions

- Commercial Deputy of CEO from 2021G to date

### Previous Positions and Experiences

- Commercial Deputy of CEO of the Company from 2020 to 2021G.
- Sales and Marketing Manager at the Arab Pipe Company from 2019 to 2020.
- Sales Manager for the Eastern Region at the Arab Pipe Company from 2016 to 2018.
- Manager of Sales Teams, Arabian Pipes Company, from 2013 to 2016.
- Sales Engineer, Arab Pipe Company, from 2011 to 2013.

### Academic Qualifications

- Bachelor of Science - Applied Mechanical Engineering, King Fahd University of Petroleum and Minerals, KSA, 2010.

## Sanjay Kant Shrivastava

### Current Positions

- Deputy CEO of Operations in the Company from 2018G to date

### Previous Positions and Experiences

- Senior vice president at Welspun Corp Limited, an Indian public limited listed Company, operating in the steel pipes and coating industry, from 2012G to 2018G.
- Senior vice president at Man Industries Limited, an Indian public limited listed Company, operating in the manufacturing industry, from 2010G to 2011G.

### Academic Qualifications

- Master of Tech with specialization in Industrial Metallurgy, I.T.T Madras Chennai University, India, 1989G

## Dr. Khalid Ali Babekri

### Current Positions

- Deputy CEO for Quality, Safety and Environment in the Company from 2021G to date

### Previous Positions and Experiences

- Metallurgical Engineering Specialist - Consulting Services Department, Saudi Aramco, Dhahran, Kingdom of Saudi Arabia. From 2014 to 2021.
- Manager of Quality, Environment and Safety, Saudi Steel Pipe Company, Dammam, Saudi Arabia. From 2003 to 2014.
- Environmental Project Engineer, Environmental Design and Manufacturing Laboratory, Toledo, Ohio, USA. From 1998G to 2002G.

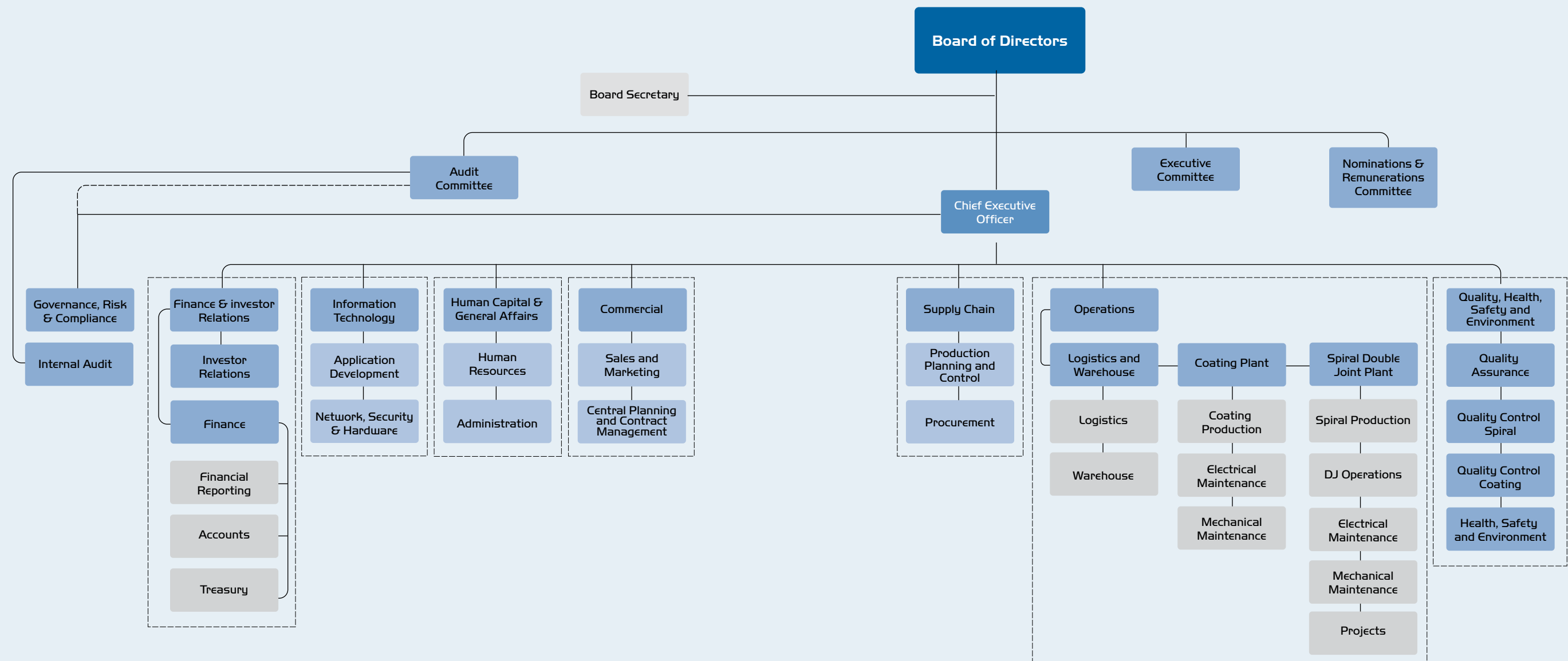
### Academic Qualifications

- He holds a Certificate of Certified Engineer (CEng) from the Institute of Materials, Minerals and Mining (IOM3) in the United Kingdom.
- Holds a certificate of a major auditor (ISO 9001: 2008).
- Internal auditor certificates ISO 14001 and OHSAS 18001.
- PHD in Industrial Engineering, Toledo University, Ohio, USA, December 2002.
- MSC in Industrial Engineering, Toledo University, Ohio, USA, August 1998.
- BSC in Industrial Engineering, Toledo University, Ohio, USA,, August 1997.



# Company's Organization Structure

We are committed to serving all stakeholders and society, meeting their energy and water needs consistently and safely, and working to conserve them. Accordingly, we designed a model for internal governance, for sustainability and for the alignment of the Company's business plans and objectives.



## Executive Summary



### The Company's Ownership Structure

The following table sets out the Company's ownership structure pre- and post-IPO:

Shareholders	Pre-Offering			Post-Offering		
	Number of Shares	Nominal Value (SAR)	Percentage	Number of Shares	Nominal Value (SAR)	Percentage
Welspun Holdings Company	10,502,101	105,021,010	50.01%	7,351,471	73,514,710	35.01%
Aziz Company for Contracting and Industrial Investment	5,985,000	59,850,000	28.50%	4,189,500	41,895,000	19.95%
Vision Invest Company	3,464,999	34,649,990	16.50%	2,425,499	24,254,990	11.55%
Mohawarean Industrial Services Company	1,047,900	1,047,900	4.99%	733,530	7,335,300	3.49%
Public	-	-	-	6,300,000	63,000,000	30%
<b>Total</b>	<b>21,000,000</b>	<b>210,000,000</b>	<b>100%</b>	<b>21,000,000</b>	<b>210,000,000</b>	<b>100%</b>



## Evolving Number of Employees

The number of employees in the Company is (475), while the percentage of Nationalization is 29% up from 16% in 2019-2020. The following table shows the evolution of the number of employees (by department) during the past three years:

S	Department	Year ending on March 31, 2020G			Year ending on March 31, 2021G			Year ending on March 31, 2022G		
		Saudi	Non-Saudi	Total	Saudi	Non-Saudi	Total	Saudi	Non-Saudi	Total
1	Production	30	157	187	33	153	186	64	225	289
2	Quality Control	10	75	85	16	75	91	20	69	89
5	Human Capital and General Administration	41	19	60	48	24	72	43	22	65
7	Other Departments	34	145	179	17	121	138	10	22	32
	<b>Total</b>	<b>115</b>	<b>396</b>	<b>511</b>	<b>114</b>	<b>373</b>	<b>487</b>	<b>137</b>	<b>338</b>	<b>475</b>





## Summary of KPIs

**2+ million tons** projects  
supplied to clients

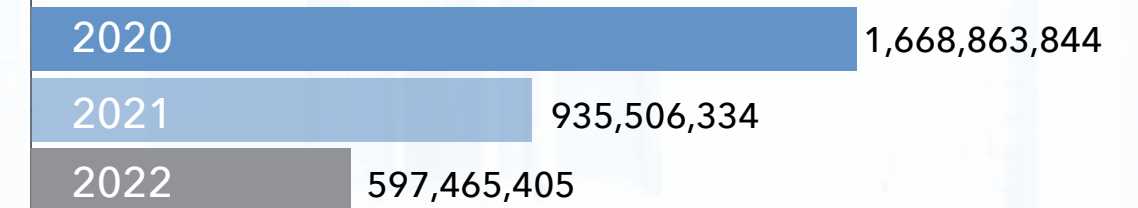
Up to  
**500,000 metric tons,**  
Pipes Production Capacity

**20-100 inch**  
diameters

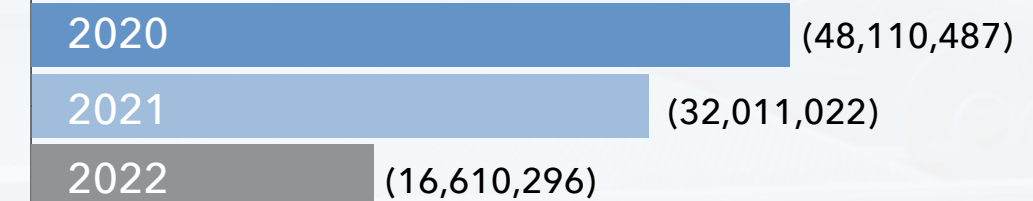
**4 million square meters**  
Pipe coating production capacity

**75+ Projects** in oil, gas and  
water sectors

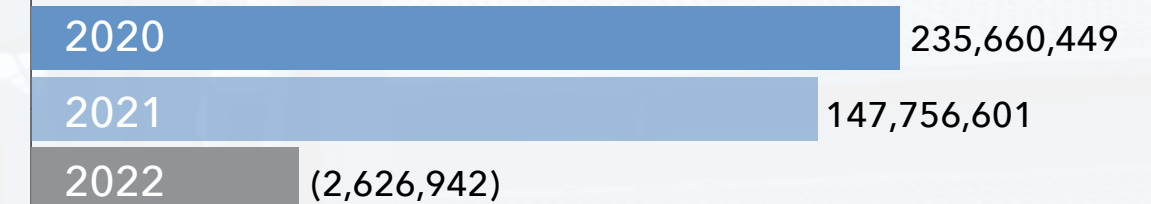
### TOTAL REVENUE



### FINANCIAL COST



### TOTAL PROFITS





## The Company's major achievements of the year 2021-2022

In line with the Company's strategy and vision to consolidate its leadership position in the local and regional market, the Company's achievements during the past fiscal year are summarized below:

- Launching the Company's new identity to become the East Pipes Integrated Company for Industry.
- The successful IPO of the Company in the Saudi Stock Exchange as a joint stock Company.
- Our Company has been trusted by other companies in the market in pursuit to create new opportunities and markets.
- Continuous work in the existing agreement with Saudi Aramco for the third year in a row, in which the Company guarantees its competitive share in all existing projects with Saudi Aramco, under which all sizes produced by the Company fall, as well as signing the extension of the agreement for the fourth year.
- Winning a project to manufacture and supply pipes for a water transmission system from the Saline Water Conversion Corporation, with a value exceeding SAR 430 million.
- Winning several projects for the manufacture and supply of pipes for approved contractors in the water sector.
- Winning several pipe coating projects, which are considered the largest in the Company's history.

In view of the large volume of diversified production, the Company can cater to large orders directly and without dealing with contractors, hence giving it the advantage of meeting the needs of customers who prefer major and direct suppliers, such as the Saline Water Conversion Corporation and Saudi Aramco

## The Most Significant Challenges in the Year 2021-2022

### COVID-19 pandemic

The Corona pandemic led to a slowdown in economic recovery and growth around the world, and the repercussions of the Covid-19 pandemic extended to the Kingdom and the world during the years 2020-2021G, and its negative impacts affected the HSAW pipes manufacturing and production sector, including the following:

- The increase in the prices of raw materials and other production requirements
- Storming supply chains negatively, which led to a significant increase in shipping costs and delays in shipments of raw materials, in addition to other factors, including lack of containers.

As it is known, the HSAW pipe industry and production sector is characterized by delivery dates that extend for more than a year, and therefore the above negative effects were reflected on the Company's general financial performance in the fiscal year 2021-2022G, and consequently a significant decrease in returns, revenues and profitability during this year. However, we expect, with the resumption of infrastructure projects activity, a strong recovery in demand for HSAW pipes, and consequently an improvement in the financial performance for the fiscal year 2022-2023G and beyond.

## The Most Prominent Goals and Aspirations of the Company for the Year 2022-2023



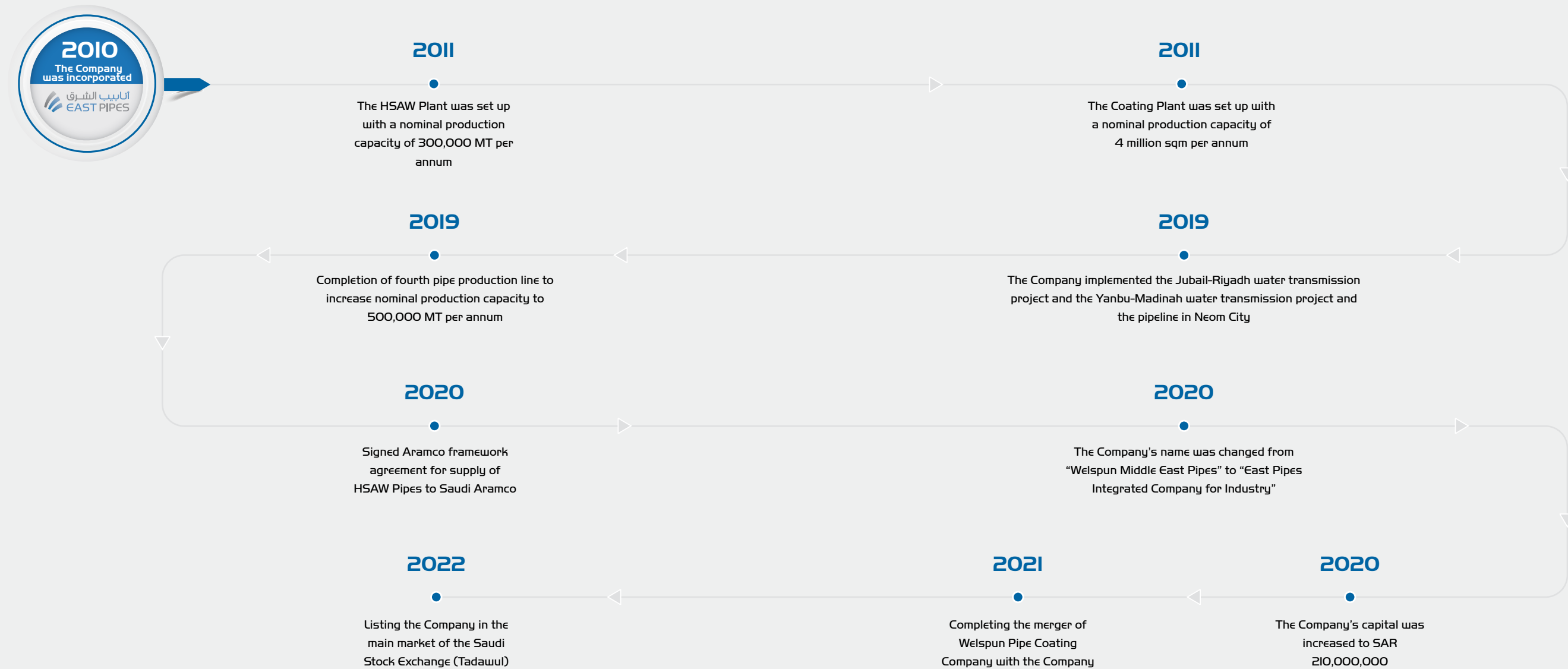
- Fulfilling the helical submerged arc-welding (HSAW) pipes orders which were awarded to the company in the previous fiscal year.
- Fulfilling the pipes coating orders which were awarded to the company in the previous fiscal year.
- Working towards a highest-capacity utilization by winning future orders and building the orderbook for the following year.
- Following up and completing all the procedures required for awarding and implementing the announced future water projects.
- Working on the best utilization of the opportunities that will be made available as a result of supply of pipes for the new transport lines by the Saudi Water Partnership Company.

The Coating for all Pipes of Various Sizes and Lengths, with an Annual Production Capacity of 4 Million Square Meters



## Summary of the Company's Material Events

East Pipes Integrated Company for Industry has made qualitative leaps since inception, which has consolidated its position and leading presence in the local and regional markets. Following is a summary of its milestones:



## Future Plans

The Company will continue its efforts to implement its ambitious plans to boost its activities and operations, and the Company intends to increase its market share to ensure that it and its partners apply sustainability standards.

- 1) Prepared to seize the new opportunities coming out from the transmission lines privatization program
- 2) Expand the applications of its products to grow its business
- 3) Expend efforts to explore business in export markets
- 4) Invest in its human resources and knowledge and culture





## The Company's Strategy and its Implementation Pillars



### Strategy and Action Plan

The Company implements an ambitious strategy, through which it relies on maintaining its competitive advantage by taking advantage of its manufacturing capacity, business development efforts and price competitiveness, to be the preferred supplier in a rapidly developing market in the Kingdom.

### Strategy Implementation Pillars

#### I- Maintain its Manufacturing Advantage through Investments in Plants, Processes and Employees

The Company seeks to promote a culture of engineering excellence in all of the following areas:

##### Plants:

The Company regularly invests in its manufacturing capability and currently has a large integrated capacity (including pipe manufacturing, double-jointing and coating), which can provide complete pipe solutions to customers. It undertook an expansion in 2019G by increasing its nominal production capacity from three hundred thousand metric tons (300,000 MT) up to five hundred thousand metric tons (500,000 MT) per annum. The Company deals with leading original equipment manufacturers (OEMs) and has installed state-of-the-art equipment in its facility, such as digital radiography and a welding system with auto stick-out control. The Company's manufacturing plants have obtained quality certificates such as ISO 9001:2015, API 5L, API Spec Q1, ISO 9001:2015, ISO 45001: 2018G), (ISO 14001:2015) and (ISO/IEC 17025:2017) certifications which require a very high degree of manufacturing capability and process.

##### Processes:

In addition to plants and machinery, the Company has comprehensive production processes which are regularly reviewed and vetted to improve safety, productivity and efficiency. Each of the processes is well defined, documented and interlinked with the enterprise resource planning system (SAP ERP), which has been designed and implemented over years of experience, benefiting from the knowledge gained. As a part of production planning, key performance indicators are well defined for every project and are monitored continuously, which results in steel yield, coating material consumption, plant uptime and safety index of the highest standard in the pipe industry.

##### Employees:

The Company has a workforce highly qualified in their respective fields. The Company attaches great importance to its employees and conducts regular training to enhance their skill levels and enrich their knowledge on the latest engineering developments. Each employee is expected to complete training courses every year as part of their development. Training programs are conducted in-house and in certain cases by external providers such as suppliers of equipment. Employee training is monitored by the Company's human resources department and reported regularly to the Company's Board.

## The Company's Competitive Advantages

### 2- Develop Best-in-Class Pipes Solutions for Customers

The Company works continuously with its customers to understand their requirements and to provide them with the most suitable high-quality pipe solutions. Notably, the LSAW pipe demand in the Kingdom is approximately 0.56 million tons (i.e., approximately 70% of the GCC's LSAW market of 0.7 million tons).

### 3- Cost Management to Lead in Competitive Pricing

The Company carefully manages its costs and overheads in order to remain highly competitive in bidding for new orders, particularly from government and government-owned entities such as Saline Water Conversion Corporation ("SWCC") and Saudi Arabian Oil Company ("Saudi Aramco"). Areas of cost management include:

#### Manufacturing efficiency:

The Company aims to maintain a high raw material yield by procuring quality raw materials, plant maintenance, plant upgrades and process controls. By virtue of its advanced equipment, robust processes and continuous review and monitoring systems, the Company operates at a raw material yield that is higher than the industry standards, which in turn gives the Company an edge over its competitors.

#### Procurement:

The Company benefits from its scale by receiving more competitive raw material prices than some of its competitors by obtaining bulk discounts based on order quantity.

#### Administrative expenses:

The company has been able to make improvements there which will move through 2022-2023.

The Company closely monitors and manages its operating and administrative expenses to ensure efficiencies that result in higher margins, affording it the flexibility and ability to be competitive in pricing bids for new orders. The Company has successfully managed manufacturing costs as follows:

- 1) Investing in its efficiency and high production capabilities as a Saudi national Company, to benefit from the national procurement initiatives within the Kingdom to support the local market.
- 2) Leveraging the Company's presence and its leading position in the manufacture, production and coating of pipes with its advanced technologies, to take advantage of the opportunities available from the Government's implementation of comprehensive economic reforms and the development of the non-oil sector, in addition to Government privatization programs and increasing the private sector's participation with the Government, relying on and strengthening the national industry and raising its financing capacity to support and enable it to implement infrastructure projects such as new cities, housing, power generation, water desalination and gas pipelines, and to strengthen the local industry and increase its financing capacity.
- 3) Striving to explore new promising markets, to expand its client base and portfolio of projects in a sustainable manner.

In line with the Company's sustainable endeavor to maintain its strong presence and leadership position in the Saudi and GCC markets, the Company continues to develop its manufacturing and operational capabilities to ensure its distinction in many real competitive advantages that we summarize below:

- 1) The Company has fully integrated advanced manufacturing facilities managed by a group of the best specialized technical, engineering, and financial expertise, according to the latest operational practices applicable globally in this field.
- 2) Its highest production capabilities among its competitors in the Saudi and regional markets, in addition to the diversity of its unique product specifications, quality and high efficiency, which suit all diverse customer requirements. In addition to its skill in managing manufacturing and production costs, which gives a real competitive price advantage.
- 3) Its long-term, well-established and developed strategic relations with the most prominent major companies in the Kingdom, such as Saudi Aramco and the Water Desalination Corporation, which rely on the Company's pipe products and services to implement their mega projects such as power and water transmission networks in the Kingdom of Saudi Arabia.
- 4) The relationship with EPC contractors has also supported the Company's business which was driven by their trust in our delivery and quality.
- 5) The unique strategic location of its manufacturing and production facilities, in the Second Industrial City in Dammam, which ensures quick access to its most prominent clients such as Saudi Aramco, and its proximity to the Saudi Iron and Steel Company (Hadeed), one of the most important sources of raw materials for the Company.
- 6) The high price competitiveness of its products, adding to it another additional advantage over the rest of the competitors in the market.

Driving towards  
Yielding  
Sustainable  
Performance



## Human Resources

The management of East Pipes Integrated Company for Industry believes that its human capital is one of its most important assets, The management is working to develop and continue to attract the best talent, expertise and distinguished competencies and support them with a wide range of services and training and development programs, to enable them achieve the Company's strategic goals, in addition to its keenness to secure attractive work environment to ensure stability of the job cycle in a sustainable manner. Meanwhile it intends to apply the principle of Saudization of jobs in accordance with the plans set by the Board of Directors, in addition to many related programs, the most important of which are summarized as follows:

### First - Attract Saudi Talents

The Company attaches great importance to attracting a group of young Saudi cadres of newly graduated males and females from local universities and technical and technical institutes, to work in various job positions, qualifying them through specialized training courses in their field of work, and developing them to continue while they are on the job. The table below displays that strives to create a challenging and promising work environment and experience to attract young Saudi talent. At the end of the fiscal year 2021-2022, it amounted to 29% of the Company's total workforce, and thus the Company continues in the medium green range according to the criteria of the "Nitaqat" program:

Department	Year ending on 31 March 2021G			
	Saudis	Non-Saudis	Total	Nationalization (%)
Executive Management	3	16	19	16%
Administrative Affairs	43	22	65	66%
Sales	2	2	4	50%
Finance	5	4	9	56%
Quality Assurance	20	69	89	22%
Production	65	226	291	22%
Total	138	339	477	29%

### Second - Training and Development

The Company is committed to developing a sustainable strategy, through which it is keen to train its employees, to enhance their skills and enrich their knowledge, in order to raise their performance and enable them to improve their production levels, according to the following steps:

- 1) Develop internal and external training programs covering various fields such as technical training on means of production, in addition to theoretical training on skills in computer, management, marketing, finance, etc.
- 2) Develop career path plans, especially for key employees, in an effort to provide them with attractive opportunities within the Company, which contributes to finding suitable opportunities for promising new employees to take over their duties in key departments and new expansion projects.
- 3) Job rotation and on-the-job training program, in order to develop the skills and knowledge of the Company's employees, and thus explore the potential of talented employees.
- 4) Implementing the annual "performance development program", with the aim of assessing the performance of employees and identifying their strengths and weaknesses, and then finding ways to develop their performance. This program is constantly updated and developed, according to the needs of human resources, to be more comprehensive and have a broader impact.

- 5) In the interest of the Company to raise the level of performance of its employees through internal and external training, the Company paid great attention to this aspect during the fiscal year ending on March 31, 2022. There were 5,348 hours of internal training, and 864 hours of external training, for a total of 353 employees. Technical and technological training courses for Saudi operators and technicians have also been intensified, in addition to implementing specialized courses for quality controllers. The Company is also keen to activate the relationship with local community institutions, as it conducts cooperative training for educational institutions and related companies, bringing the number of cooperative training hours to 1920 hours.

### Third – Performance-linked Rewards Program

To motivate employees to increase productivity, reduce costs and preserve Company's property, the Company has been distributing bonuses, based on financial results and employee's performance.

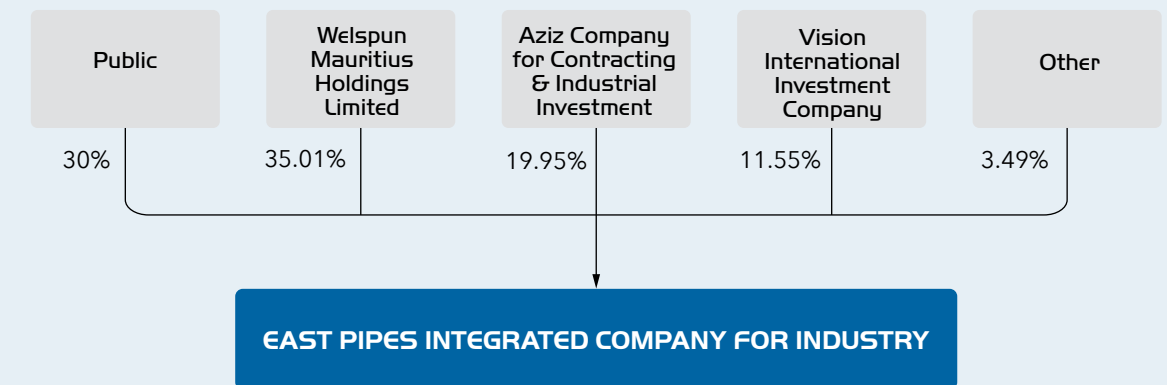
## Social Responsibility Initiatives

## Sustainable Community Commitment

East Pipes Integrated Company for Industry is committed to launching effective initiatives as part of its continuous efforts to engage its community, customers and work environments in many occasions that contribute to their support in line with its ethical values towards them. It presented many initiatives during the COVID-19 pandemic period, including the following:

- Enabling employees to work remotely from their homes, which contributed to the protection of employees and their families, while providing the necessary technical support, including strengthening technical techniques, to enable employees to perform their duties without difficulties.
- Reviewing and evaluating the situation of employees residing in the Company's accommodations in terms of their housing conditions and precautionary measures in coordination with the competent authorities to address any shortcomings that may lead to the outbreak of the Corona virus "Covid-19"
- Preparing a separate building to receive positive cases and impose complete isolation while providing all necessary needs during the quarantine period.
- Supplying medical tools and devices for use when necessary.

## The Company's Ownership Structure



### Welspun Mauritius Holdings Limited

Welspun Holding is a private Company limited by shares licensed as a Category 1 Global Business Company in the Republic of Mauritius under License No. C108006159 dated 06/06/1429H (corresponding to 10/06/2008G). In addition, its shareholders include the Indian Company "Welspun Corp. Limited" (89.98%) and the Saudi Company Al-Haitam for Industries and Economic Development.

### Aziz Company for Contracting & Industrial Investment.

Aziz Company is a joint stock Company registered in the commercial register of Riyadh under No. 1010004249, dated 23/09/1387H (corresponding to 25/12/1967G). This Company includes a number of Saudi individual shareholders.

### Vision International Investment Company.

Vision Invest is a joint stock Company registered in the commercial register of Riyadh under No. 1010178941 dated 07/05/1423H (corresponding to 17/07/2002G). its shareholding includes Abdulkadir AlMuhaidib and Sons Company (50%) and Abdullah Abunayyan Trading Company (50%).



## Marketing and Sales Activity

In line with its strategy aimed at consolidating its leadership position in the local and regional market, the management of "East Pipes Integrated Company for Industry" continues to conduct in-depth studies of the local, regional and global markets, review the latest developments in the pipe industry, and know the growing requirements of its current and future customers, to provide them with the finest services of this industry, and support them with integrated marketing programs, solutions, and pre- and after-sales services, which increase the portfolio of projects and expand the customer base, ensuring value and benefit for all shareholders and partners, alike. The following summarizes the most important activities carried out by the Company in this field:

1- The Company follows up on all major projects related to the Company's main activity in the Saudi market in the following areas:

- Manufacture of HSAW Pipes
- Pipe Coating
- Double-Jointing

2- Submitting direct offers and orders:

Most orders are received from clients through the bidding process. The Company is an approved supplier to major institutions and companies in water, gas and petroleum sectors, especially the Saline Water Conversion Corporation and Saudi Aramco. It also receives requests for quotations from relevant project owners, who may include the Water Desalination Corporation, Saudi Aramco directly, or engineering, procurement and construction contractors. Offers submitted by the Company are considered primarily on the basis of technical and financial criteria. Technical parameters include capacity, delivery time, quality, complete solutions, subcontracting requirements and after-sales service. Due to the large production capacity of the Company, It also receives in certain cases direct orders from customers and the raw materials for these orders are usually purchased from suppliers who have the ability to meet customer requirements in terms of specifications and quantity within a relatively short period of time.

3- Investment in qualified management as a pillar of achieving performance excellence:

The Company is keen to appoint qualified employees in all departments and production lines and to provide the necessary environment for the success of the employees, as the Sales and Marketing Department was keen to appoint high competencies to deal with customer requirements and provided them with the necessary training to achieve the Company's goals in terms of dealing with customers and also in order to achieve the Company's future goals.

4- Attention to relationships with clients:

The Company works closely with clients to understand their future requirements, upcoming projects, and technical and financial standards for each project. The focus on customer requirements is one of the reasons for the Company's significant increase in the market share of HSAW Pipes. The Company's sales and marketing department is also responsible for developing relationships with all customers in the water, gas and petroleum sectors in order to meet their requirements, whether directly or indirectly, by providing the Company's services to contractors working on infrastructure projects for the Saline Water Conversion Corporation, Saudi Aramco, and others.

5- The Company endeavors to find the necessary solutions for its customers and to enable raising the level of local content in line with the Kingdom's Vision 2030, and also with the specialized programs in this aspect, where the Company's research and development department works with major customers in the water, gas and petroleum sectors when needed to overcome all obstacles in an effort to become a strategic choice in all areas of welded pipes.

6- Our Company has been trusted by other companies in the market in pursuit to create new opportunities and markets.

The above activities resulted in the following:

- Winning a project to manufacture and supply pipes for a water transmission system for the Saline Water Conversion Corporation, with a value exceeding 430 million riyals.
- Winning several projects for the manufacture and supply of pipes for the approved contractors in the water sector.
- Winning several pipe coating projects, which are considered the largest in the Company's history.

**A Promising  
Course that  
Delivers More  
and More**

# Sustainability and Risk Management

## Sustainability

The concept of sustainability represents an important pillar of the strategy and business of "East Pipes Integrated Company for Industry", as it is adopted in the smallest details of its various activities. It undertakes to design and build its work environments to be an ideal place for giving and working socially and commercially, environmentally responsible, sustainable, fair, and safe. Its responsibilities go beyond contractual performance and legislative compliance, as the Company maintains a sustainable business in the interest of its customers, partners, employees, and the local communities in which we operate, by underlining the culture of health, safety and clean environment management, in all its businesses, supply chains and partners.

The approach to integrating the value of sustainability into all our business and activity identifies all imperatives, objectives, priority areas and objectives very clearly in a way that contributes to meeting the legislative requirements of the business, and managing the catastrophic risks associated with our business. It takes into account social, environmental and economic impacts, which include ethical values, occupational health and safety, sound work practices, employee and community rights, and environmental protection.

## Quality and Safety Management

The Company is committed to quality and has developed detailed written policies that aim to maintain its leadership position by embedding the highest standards of quality-management system in each segment of HSAW pipes with or without jointers, including the application of anti-corrosion coating on its pipes by using a process and risk-based approach.

It should be noted that, in addition to the Company's quality assurance processes, the Company's manufacturing is also monitored by third-party inspectors appointed by customers. Such inspectors are present on-site for the duration that the Company manufactures the customer's order.

**Leading Presence  
with Advanced  
Performance**

## Quality

### 1- Control of Raw Materials Quality

The Company deals with the leading manufacturers in the field of steel and producing hot rolled steel coils. The Company ensures that the raw materials conform to the specifications required for customers through the following control strategy:

- Qualification and approval of adding new suppliers through a strict qualification system that includes a comprehensive review of manufacturing capabilities and the ability to carry out the required tests and examinations. The qualification system includes a rigorous system for continuous monitoring of the supplier's performance, ensuring the quality of raw materials, and full compliance with delivery dates
- Comprehensive quality audit before approving the supplier and testing the raw materials on a limited basis to ensure the technical capabilities of the supplier.
- Provide suppliers of raw materials with the Company specifications that guarantees the quality of the product according to the known requirements and also guarantees the reduction of waste after the production of welded pipes.
- Performing quality tests for raw materials upon receipt and making sure that the raw materials are suitable for use in the production of welded pipes.

### 2- Control of Pipes Production Quality

The Company has comprehensive production procedures that are regularly reviewed and audited to improve productivity and efficiency and reduce waste or returns. All Company production lines are equipped with a comprehensive tracking system. Each production procedure or destructive or non-destructive test is identified, documented, and well linked to the enterprise resource planning system.

All the Company's production lines are equipped with the latest non-destructive testing equipment to ensure the quality of the product before delivery to the customer. The non-destructive tests include the coil test before forming and ultrasonic welding with coverage of 100% of the roll width. The entire weld is also checked after production using advanced ultrasonic machines. The reliability and accuracy of the non-destructive testing machines are verified by a qualified technical team with a International certificates in pipe inspection and welding quality.

The Company owns a modern laboratory to carry out all the requirements of non-invasive tests to ensure the quality of the product and to test the strength and stiffness of the weld before shipment to the customer's site. Studies are underway to provide the Company with a special laboratory to carry out accurate chemical tests to ensure that the manufactured pipes can be used in the field of sour gas transportation.

### 3- Reducing Waste and Improving Productivity

The Company's quality policy depends on reducing waste and correct production from the first time by focusing on technical specifications when ordering raw materials and reviewing the technical performance of each supplier to improve productivity and reduce waste in all stages of production. The Company also focuses on reducing repair welding problems and saving time and effort by ensuring proper production from the first time

The Company sets clear monthly and annual quality goals for each production line to ensure that waste is reduced, production is improved, and the quality of manufactured pipes is guaranteed.

### 4- Quality Certificate

The Company has obtained several quality certificates such as: ISO 9001:2005, API Spec Q1 and ISO 17025, which require a very high degree of manufacturing ability and monitoring procedures.



## Health, Safety and Environment

The Company has a strong focus on environmental protection, and health and safety. It has internal processes for monitoring, measuring and reporting a number of key indicators in this regard.

### 1- Health and Safety

The Company regularly monitors and reports its safety indicators measured through the number of actual incidents, near-miss incidents, fire incidents, lost time due to injury, medical treatment required, and damages caused. All incidents and near-miss incidents are investigated thoroughly to determine their cause, and processes are enhanced to prevent future occurrence.

### 2- Dealing with the COVID-19 Pandemic

The application of the principle of “employee safety and health first” continued to be one of the Company’s top priorities during 2021G, to deal with the pandemic and reduce adverse effects on production through reducing the number of employees in workplaces and sterilizing the Company sites on a daily basis, and obligating all employees to wear masks in all its facilities as well as early detection of the infected and isolation in the event of symptoms of the disease, The Company adopted remote meetings and provided appropriate technology and equipment to transfer 50% of the administrative staff to work remotely.

### 3- Improving Environmental Performance

East Pipes Integrated Company for Industry is committed to the concept of environmental sustainability, continuous improvement of environmental performance and rationalization of energy consumption. The most important measures for improving the Company’s environmental performance are as follows:

- Ensure compliance with applicable occupational health and safety legislation and other requirements.
- Prevent/reduce/eliminate risks involved in occupational safety and health through continuous improvement in operations and occupational health and safety practices at all levels and functions.
- Ensure that environmental sustainability is incorporated into all management decisions, including the selection of raw materials procurement.
- Launching an initiative to rationalize energy consumption to an optimal extent and reduce carbon emissions.
- Reducing the consumption of water and non-renewable resources and applying an effective system for reuse and recycling in accordance with international standards.
- Full commitment with the proper disposal of waste and through licensed companies to reduce the environmental impact.
- The Company obtained the ISO 14001 (Environmental Management System) certificate to improve environmental sustainability.
- The Company conducts a periodic review of the environmental impact of all its activities and the evaluation of the methods used to improve environmental performance on a regular basis.
- Promote awareness of occupational health, safety and the environment among all persons working under the Company’s control through effective communication and training.

### 4- Rationalizing the Consumption of Energy and Natural Resources

The Company has attached utmost importance to rationalizing energy consumption and reducing water wastage in all production lines. The Company has established an energy management program in order to achieve the its objectives in reducing energy consumption and carbon emissions.

While the Company expects that the work of the energy program will result in reaching the desired goals of the program by the end of 2022G, the Company focuses on reducing carbon emissions from steel products of the raw materials used in the manufacture of pipes, where the carbon emission standard will be set among the requirements for approval of steel suppliers to the Company, The environmental performance criterion will become an essential factor along with the quality and price criterion in the selection of suppliers.

### 5- Research and Development

The Company undertakes research in several areas such as usage of local material in production, use of HSAW pipes for new applications and developing pipe features to suit the specific requirements of customers. The Company has submitted a technical proposal to one of its customers for the joint study of the feasibility of using HSAW pipes for sour gas application. Under this study, the Company will procure steel, and manufacture and test HSAW pipes according to sour gas application requirements to establish the manufacturing process. The proposal involves:

- A detailed technical feasibility study to understand the behavior of HSAW pipes by using hot-rolled coils produced from clean steel supplied by approved vendors.
- Evaluating the pipe manufacturing parameters and meeting the desired corrosion testing requirements, including the assessment of macro and micro residual stress of pipes.
- Mechanical, chemical and corrosion testing.

Once the proposal, including the manufacturing process, is approved by the customer, the Company will be able to enter the sour gas market, which is currently supplied by LSAW pipe manufacturers. LSAW Pipe demand in the Kingdom is approximately 0.56 million tons (i.e., approximately 70% of the GCC’s LSAW market of 0.7 million tons)

The Company is currently conducting a comprehensive and detailed research to study the possibility of using submerged helical arc welding tubes in hydrogen transportation. The research includes conducting accurate and complex tests on welding tubes manufactured in the Company to ensure the quality of welding when exposed to hydrogen gas. The results of the research will be presented upon completion to one of the Company’s clients to prove the possibility of using submerged helical arc welding tubes in hydrogen transport.



## Environmental, Social, and Governance (ESG)

The Board of Directors of "East Pipes Integrated Company for Industry" is committed to having the Company conduct all its activities and business in accordance with the principles and fundamentals that are consistent with the Company's applicable values, taking into account the interests of society in general. The Company applies a set of measures towards the environment in accordance with the relevant legislation, in addition to its serious interest in the principle of reducing energy consumption and carbon emissions harmful to the environment.

### Environmental Governance

The Company relies on strict professional standards to sustainably control its environmental practices, and its commitment to comply with applicable environmental laws and regulations in all manufacturing and operational work environments.

The Company's environmental management system is also based on internationally established principles and practices such as environmental impact assessment, biodiversity conservation, management of manufacturing and production wastes harmful to humans and the environment, and energy management and rationalization.

### Governance of community relations

The Company is keen to adopt responsible professional practices, through which it ensures close cooperation with the community and business leaders, to support and develop community environments.

### Governance of Health and Safety Controls and Procedures

The Company applies the highest standards of health and safety, to provide a safe working environment for employees, suppliers and partners, and a commitment to integrating the concepts of health and safety as core values of the Company.

## Risk Department

The Board of Directors is committed to adopting deliberate procedures to address the various risks that may stand in the way of the Company's operational performance, and to promote a culture of awareness of the responsibilities of all stakeholders of the Company, in order to be fully aware of its responsibilities towards these risks. The Company intends to enhance the effectiveness of internal control and apply corporate governance controls in accordance with the highest standards of transparency, in an effort to spare the various work units with their various activities in the Company any kind of risk.

### Risk Factors

Operational Risk and Business Continuity Management

Operational risks arise in the event of a direct or indirect loss, as a result of failure of the mechanism of conduct and implementation of works to be in line with the Company's operational systems, which may indicate a weakness in the Company's adopted governance framework, represented in the absence or weakness of internal supervision or control over employees or internal control systems, or efficiency of implementation of operations, lack of follow up of work progress, in addition to occurrence of any other events outside the control of the Company that can lead to disruption of work in the management of the operational risk. The Company is managing the operational risks by reviewing all policies and procedures for all departments of the Company periodically in order to reduce the errors associated with operations, in addition to applying business continuity plans and protection during disasters and reviewing them periodically, and in the event of any accidents resulting in operational losses, a self-assessment study is carried out to find out the main and root causes of the occurrence of these risks and compare them with the mechanism of business process and make recommendations and corrective steps to avoid their recurrence..

Below is a list of the most significant risk factors that the Company may be exposed to:

- Risks Related to Volatility in the Prices of Raw Materials
- Risks Related to Availability of Raw Materials and Raw Material Suppliers
- Risks Related to Financing
- Risks Related to Zakat and Tax
- Risks Related to Reliance on Information Systems
- Risks Related to Increased Energy Prices in the Kingdom
- Risks Related to the Kingdom and the Global Economy
- Risks Related to Global Pipe Production Capacity
- Risks Related to Changes in the Regulatory Environment
- Risks Related to Value Added Tax
- Risks Related to Foreign Exchange Rates
- Risks Related to Compliance with Saudization Requirements
- Risks Related to Fluctuation in the Market Price of the Shares
- Risks Related to the Company's Ability to Distribute Dividends



# Financial Performance

## Summary of the Company's Financial Statements

Following is a summary of the most important financial performance data of the Company in 2021-2022G compared to previous years, to be taken into account along with the general financial results of the Company mentioned at the end of the report (or attached to it).

### 1) Company's Profitability

	31 March 2020G	31 March 2021G	31 March 2022G
Net sales	1,668,863,844	935,506,334	597,465,405
Gross profit	336,352,257	230,196,964	34,500,061
Operating loss/profit	314,660,479	207,678,798	14,766,860
Net profit/loss	236,933,819	148,266,023	(3,245,320)
Earnings before interest, taxes, depreciation and amortization	348,470,024	246,311,928	38,910,185

### 2) Key Performance Indicators

	31 March 2020G	31 March 2021G	31 March 2022G
Gross profit margin (%)	20.2%	24.6%	5.77%
Net profit margin (%)	14.2%	15.8%	(0.54%)
Return on assets (%)	20.6%	18.1%	(0.63%)
Return on equity (%)	85.7%	28.6%	(0.63%)
Trading rate	1.2	2.0	1.8
Total assets to total liabilities	131.7%	271.8%	235.19%

### 3) Statement of Profit or Loss and Other Comprehensive Income

SAR'000	31 March 2020G	31 March 2021G	31 March 2022G
Statement of profit or loss and other comprehensive profit			
Revenues	1,668,864	935,506	597,465
Cost of revenue cost	(1,332,512)	(705,309)	(562,965)
<b>Gross profit</b>	<b>336,352</b>	<b>230,197</b>	<b>34,500</b>
General and administrative expenses	(12,706)	(12,857)	(15,473)
Selling and marketing expenses	(7,657)	(5,547)	(8,404)
Provision for credit loss	(3,928)	(2,498)	4,376
Other operating income - net	2,599	(1,616)	(233)
<b>Operating profit</b>	<b>314,660</b>	<b>207,679</b>	<b>14,767</b>
Financial charges	(48,110)	(32,011)	(16,610)
Profit (loss) before Zakat and income tax	266,550	175,668	(1,843)
Zakat expense	(4,577)	(5,596)	(1,061)
Income tax expense	(25,039)	(21,806)	(341)
<b>(Loss) Profit for the year</b>	<b>236,934</b>	<b>148,266</b>	<b>(3,245)</b>
Other comprehensive loss			
Remeasurement of employee benefit obligations	(1,273)	(509)	618
<b>(Loss) Profit for the year</b>	<b>235,660</b>	<b>147,757</b>	<b>(2,627)</b>

### 4) Statement of Financial Position

SAR'000	31 March 2020G	31 March 2021G	31 March 2022G
Statement of financial position			
Current assets	711,622	400,127	575,724
Inventory	175,784	114,495	39,749
Fixed assets	229,733	277,381	262,335
Other assets	31,411	26,846	18,111
<b>Total assets</b>	<b>1,148,550</b>	<b>818,849</b>	<b>895,919</b>
Current liabilities	728,226	254,892	346,092
Non-current liabilities	143,762	46,340	34,837
Shareholders' equity	276,562	517,617	514,990
<b>Total Liabilities and Shareholders' Equity</b>	<b>1,148,550</b>	<b>818,849</b>	<b>895,919</b>

\* 3 years are mentioned because the shareholders of the Company signed an agreement on May 14, 2020G (the "Merger Agreement"), whereby it was agreed to merge the operations and all assets, rights, liabilities and obligations of Welspun Middle East Pipe Lining and Coating with those of the Company without any consideration for purchase. The merger was approved by the Ministry of Commerce on July 21, 2020G (the "Effective Date"). After the effective date, Welspun Middle East Pipe Lining and Coating Company was registered as a subsidiary of the Company.

## 5) Statement of Income

SAR'000	31 March 2020G	31 March 2021G	31 March 2022G
Statement of Income			
Sales	1,668,864	935,506	597,465
Cost of Sales	(1,332,512)	(705,309)	(562,965)
Gross (loss) profit	336,352	230,197	34,500
Other revenue	2,599	(1,616)	(233)
Total income	338,951	228,581	34,267
Administrative and marketing expenses	(20,363)	(18,404)	(23,877)
Depreciation	(33,593)	(38,518)	(24,131)
Other expenses (revenue)	(18,445)	4,009	11,898
Total expenses	(72,401)	(52,913)	(36,110)
Net income before Zakat	266,550	175,668	(1,843)
Zakat and Income tax	29,616	27,402	(1,402)
Net income	236,934	148,266	(3,245)
Retained earnings balance at the beginning of the period	(35,145)	180,337	272,612
Converted to reserves	(20,179)	(14,827)	-
Proposed cash dividends	-	-	-
Other distributions	-	-	-

## 6) Statement of Cash Flows

SAR'000	31 March 2020G	31 March 2021G	31 March 2022G
Statement of Cash Flows			
Net income	266,550	175,668	(1,843)
Depreciations	33,810	38,634	24,143
Accounts receivable	(284,948)	224,833	53,534
Inventory	16,666	74,570	74,387
Prepayments	55,661	-337	-502
Accounts Payable	(184,827)	(204,450)	(46,806)
Other changes in operations activity	(51,236)	48,469	(202,373)
Fixed asset purchases	(2,919)	(1,453)	(3,170)
Other changes in investment activity	26	(6)	(113)
Increase (in debt)	204,104	(382,762)	134,308

## 7) Analysis of Operating Revenue per Main Activities

Type of Revenue	Value	Quantity	Percentage (%)
Manufacturing HSAW	549 Mn	190,250 Metric tons	%29
Coating service	48 Mn	1,228,558 Square meters	8%
<b>Total</b>	<b>597 Mn</b>	<b>-</b>	<b>100%</b>

All Company revenues geographically generated in the Kingdom of Saudi Arabia

## 8) Quantity of Sold Production

SAR'000	31 March 2022G	31 March 2021G
Sold Quantity		
Quantity Sold (Thousand Metric Tons)	190.25	257.08
Revenue per metric ton sold (SAR)	2901.44	3792
Material cost per metric ton sold (SAR)	2959	2872

## 9) Company's Loan Movement

Lender	Available Amount (SAR Million)	Balance as at 31 March 2022	Agreement Date	Financing Cause
Saudi National Bank	530	0	April 06, 2020	Working capital financing
Alinma Bank (Medium Term Loan)	1,120	225.31	April 04, 2020	Working capital financing
Bank AL Bilad	500	44.98	Feb 08, 2022	Working capital financing
<b>Total facilities</b>	<b>2,150</b>	<b>270.29</b>		

## 10) Treasury Shares

There are no shares held by "East Pipes Integrated Company for Industry" in 2021G.



## II) A Description of the Dividends Distribution Policy

Pursuant to Article 110 of the Companies Law, each Shareholder is entitled to the rights attached to the Shares, including the right to receive a portion of the dividends declared. The Board of Directors shall make a recommendation on the declaration of any dividends prior to the approval of the Shareholders in a meeting of the General Assembly. The Company is under no obligation to declare dividends and any decision to do so will depend, amongst other things, on the Company's historic and anticipated earnings and cash flow, financing and capital requirements, market and general economic conditions, and the Company's Zakat position, in addition to legal and regulatory considerations. Dividend distributions are subject to the restrictions set out in the financing agreements concluded with the financiers. Dividend distributions are also subject to the restrictions set out in the Bylaws. Dividends shall be distributed in Saudi Riyals. Under the Company's Bylaws, after all general expenses and other costs are deducted, the annual net profit will be distributed as follows:

- 1- Ten percent (10%) of the net profit shall be set aside to form a statutory reserve. Such allocations to the statutory reserve may be discontinued by the Ordinary General Assembly when the statutory reserve amounts to thirty percent (30%) of the Company's paid up share capital.
- 2- Based on the Board's suggestion, the Ordinary General Assembly may set aside ten percent (10%) of profits to build up a contractual reserve allocated to one or more specific purposes.
- 3- The Ordinary General Assembly may resolve to form other reserves to the extent they serve the Company's interests, or to ensure the distribution of fixed dividends - so far as possible - to the Shareholders. The Ordinary General Assembly may also deduct amounts from the net profit to create social institutions for the Company's employees, or to support existing institutions of such kind.
- 4- The Board of Directors may distribute a certain percentage of the remaining balance to the Shareholders, and the Company may distribute semi-annual and quarterly dividends after complying with the requirements determined by the competent authorities.
- 5- Subject to the provisions set forth in Article 19 of the Company's Bylaws and Article 74 of the Companies Law, up to ten percent (10%) of the balance shall be set aside to remunerate the Board of Directors, provided that such remuneration is proportionate to the number of meetings attended by each Director.

Shareholders are entitled to their share of dividends under a resolution of the General Assembly issued in this regard. The resolution shall specify the date of maturity and the date of distribution. Owners of shares recorded in the Shareholder Register at the end of the maturity day shall be entitled to dividends.

The Company did not announce or distribute any profits during the financial years ended March 31, 2019G, 2020G and 2021G is due to the use of profits to increase the production capacity of the Company up to about 500 thousand tons annually to meet the growing increase in infrastructure projects. The Company will, from now on, distribute any surplus profits to shareholders, after taking into account the business requirements.

The listing shares are not entitled to any dividends announced before now, as the first entitlement to the listing shares will be in the dividends announced by the Company in subsequent fiscal years. The Directors declare that - so far - there are no declared or accrued profits for the said periods.

## II) Regulatory Payments Due from the Company as on March 31, 2022G

Item	As on 31 March 2022		
	Paid	Advance	Accrued at the end of the year and has not been paid
Zakat and Tax	3,521,835	(10,930,697)	-
General Organization for Social Insurance (GOSI)	2,608,783	-	43,180

## III) Transactions with Related Parties

The following table summarizes the amounts due from (to) related parties during the years 2020, 2021, and 2022:

Related Parties	31 March 2022G	31 March 2021G	31 March 2020G
Welspun Holdings Company	(363,339)	2,965,609	-
Aziz Company for Contracting and Industrial Investment	-	1,791,178	-
Vision Invest Company	(849,194)	840,652	-
Mohawarean Industrial Services Company	-	64,029	-
Welspun Corp. Ltd.	-	110,779	3,370
Aziz European Pipe Factory	(199,117)	53,474	-
Arabian Pipes Project Co.	-	(31,817)	-
WMEPC	-	-	89,828,620
<b>Total amounts due from (to) related parties</b>	<b>(1,411,650)</b>	<b>5,793,904</b>	<b>89,831,990</b>

## Corporate Governance



### Compliance with Corporate Governance Regulations Issued by the Capital Market Authority

The East Pipes Integrated Company for Industry complies with the stipulations of the Corporate Governance Regulations issued by the Capital Market Authority, which set out the rules and standards regulating the management of joint stock companies. The Company's internal governance regulation, which includes the terms of reference of the Audit Committee and the terms of reference of the Nominations and Remunerations committee in accordance with the resolution of the Ordinary General Assembly on 06/02/1442H (corresponding to 23/09/2020G) based on the recommendation of the Board of Directors in accordance with Articles 94, 60 and 64 of the Corporate Governance Regulations.

Although the corporate governance rules of the Company are mandatory for all of its directors and employees and may not be amended except by a decision issued by the Board of Directors, they are also considered a legislative framework and are not rigid fixed rules, as they cannot be relied upon as a substitute for sound governance and transparent dealings within the Company. The Corporate Governance Regulation is a regulation for managing the Company to preserve the rights of shareholders. As mentioned above, the Company applies all provisions stipulated in the Corporate Governance Regulations, except for the guiding provisions mentioned below:

Article (Clause) Number	Article (Clause) Text	Causes of Non-Compliance
Article 39 (2): Training	developing the necessary mechanisms for Board members and the Executive Management to continuously enroll in training programs and courses in order to develop their skills and knowledge in the fields related to the activities of the Company.	A number of executive management members undergo training courses from time to time, but the Article is still Guiding, and the Company will apply it as soon as it becomes mandatory.
Article 41: The Assessment	<ol style="list-style-type: none"> <li>The Board shall develop, based on the proposal of the nomination committee, the necessary mechanisms to annually assess the performance of the Board, its members and committees and the Executive Management using key performance indicators linked to the extent to which the strategic objectives of the Company have been achieved, the quality of the risk management and the efficiency of the internal control systems, among others, provided that weaknesses and strengths shall be identified and a solution shall be proposed for the same in the best interests of the Company.</li> <li>The procedures of performance assessment shall be in writing and clearly stated and disclosed to the Board members and parties concerned with the assessment.</li> <li>The performance assessment shall entail an assessment of the skills and experiences of the Board, identification of the weaknesses and strengths of the Board and shall attempt to resolve such weaknesses using the available methods, such as nominating competent professional staff able to improve the performance of the Board. The performance assessment shall also entail the assessment of the mechanisms of the Board's activities in general.</li> <li>The individual assessment of the Board members shall take into account the extent of effective participation of the member and his/her commitment to performing his/her duties and responsibilities, including attending the Board and its committees' meetings and dedicating adequate time thereof.</li> <li>The Board shall carry out the necessary arrangements to obtain an assessment of its performance from a competent third party every three years.</li> <li>Non-Executive Directors shall carry out a periodic assessment of the performance of the chairman of the Board after getting the opinions of the Executive Directors, without the presence of the chairman of the Board in the discussion on this matter, provided that 7 Guiding Article 30 weaknesses and strengths shall be identified, and a solution shall be proposed for the same in the best interests of the Company.</li> </ol>	The assessments is carried out without setting performance indicators, yet the Article is still guiding, and the Company will apply it as soon as it becomes mandatory.



Article (Clause) Number	Article (Clause) Text	Causes of Non-Compliance
Article 70: Composition of the Risk Management Committee	The Company's Board shall, by resolution therefrom, form a committee to be named the "risk management committee.". Chairman and majority of its members shall be Non-Executive Directors. The members of that committee shall possess an adequate level of knowledge in risk management and finance.	Risk control falls within the competencies of the Audit Committee. However, the Article is still guiding, and the Company will apply it as soon as it becomes mandatory.
Article 71: Competencies of the Risk Management Committee	The competences of the risk management committee shall include the following: <ol style="list-style-type: none"> <li>developing a strategy and comprehensive policies for risk management that are consistent with the nature and volume of the Company's activities, monitoring their implementation, and reviewing and updating them based on the Company's internal and external changing factors;</li> <li>determining and maintaining an acceptable level of risk that may be faced by the Company and ensuring that the Company does not go beyond such level; 9 Guiding paragraph 10 Guiding Article 11 Guiding Article 40</li> <li>Ensuring the feasibility of the Company continuation, the successful continuity of its activities and determining the risks that threaten its existence during the following twelve (12) months;</li> <li>overseeing the Company's risk management system and assessing the effectiveness of the systems and mechanisms for determining and monitoring the risks that threaten the Company in order to determine areas of inadequacy therein;</li> <li>Regularly reassessing the Company's ability to take risks and be exposed to such risks (through stress tests as an example);</li> <li>preparing detailed reports on the exposure to risks and the recommended measures to manage such risks, and presenting them to the Board;</li> <li>providing recommendations to the Board on matters related to risk management;</li> <li>ensuring the availability of adequate resources and systems for risk management;</li> <li>reviewing the organizational structure for risk management and providing recommendations regarding the same before approval by the Board;</li> <li>verifying the independence of the risk management employees from activities that may expose the Company to risk;</li> <li>ensuring that the risk management employees understand the risks threatening the Company and seeking to raise awareness of the culture of risk; and</li> <li>reviewing any issues raised by the audit committee that may affect the Company's risk management.</li> </ol>	The Article is still guiding, and the Company will apply it as soon as it becomes mandatory.
Article 72: Meetings of the Risk Management Committee	The risk management committee shall convene periodically at least once every six months, and as may be necessary.	The risk register is presented to the Audit Committee and the Board of Directors periodically, as risk control falls within the competences of the Audit Committee.
Article 85: Employee Incentives <sup>1</sup>	The Company shall establish programs for developing and encouraging the participation and performance of the Company's employees. The programs shall particularly include the following: <ol style="list-style-type: none"> <li>forming committees or holding specialized workshops to hear the opinions of the Company's employees and discuss the issues and topics that are subject to important decisions;</li> <li>establishing a scheme for granting Company shares or a percentage of the Company profits and pension programs for employees, and setting up an independent fund for such program; and</li> <li>establishing social organizations for the benefit of the Company's employees</li> </ol>	The Article is still guiding, and the Company will apply it as soon as it becomes mandatory.

Article (Clause) Number	Article (Clause) Text	Causes of Non-Compliance
Article 87: Social Responsibility	The Ordinary General Assembly, based on the Board recommendation, shall establish a policy that guarantees a balance between its objectives and those of the community for purposes of developing the social and economic conditions of the community.	The Article is still guiding, and the Company will apply it as soon as it becomes mandatory.
Article 88: Social Initiatives <sup>1</sup>	The Board shall establish programs and determine the necessary methods for proposing social initiatives by the Company, which include: <ol style="list-style-type: none"> <li>establishing indicators that link the Company's performance with its social initiatives and comparing it with other companies that engage in similar activities;</li> <li>establishing awareness programs to the community to familiarize them with the Company's social responsibility.</li> </ol>	The Article is still guiding, and the Company will apply it as soon as it becomes mandatory.
Article 95: Formation of a Corporate Governance Committee <sup>2</sup>	If the Board forms a corporate governance committee, it shall assign to it the competences stipulated in Article (94) of these Regulations. Such committee shall oversee any matters relating to the implementation of governance and shall provide the Board with its reports and recommendations at least annually.	Governance control and updating its requirements fall within the jurisdiction of the Audit Committee, and the Company does not have a governance committee. However, The Article is still guiding, and the Company will apply it as soon as it becomes mandatory.

Accordingly, the Company has complied with the basic requirements, including:

- 1- Preparing the Board of Directors' report in accordance with the Rules on the Offer of Securities and the Continuing Obligations issued by the Capital Market Authority, the Corporate Governance Regulations, the Companies Law and its amendments, as well as the controls and regulatory procedures issued in implementation of the Companies Law with regard to listed companies issued by the Capital Markets Authority.
- 2- The members of the Board of Directors filled out and signed the declarations, and disclosure forms required by the Capital Market Authority.
- 3- Commitment to implement the amendments approved by the Capital Market Authority on the Corporate Governance Regulations.
- 4- Preparing corporate governance regulations for the Company that align with the rules of the Corporate Governance Regulations and other laws and regulations issued by the Authority.

### Internal Control

The internal control system and its effective procedures play a pivotal role in achieving the Company's strategic objectives and ensuring the confidence of all stakeholders. The executive management is responsible for establishing and maintaining an integrated system of internal control that is effective, comprehensive, and at a reasonable cost, that contributes to achieving its objectives and ensures the accuracy and integrity of financial reports and compliance with applicable laws and regulations.

The Audit Committee, in accordance with its powers and responsibilities, has reviewed the reports submitted by the external and internal auditors for the year 2021G and the progress made by the management in implementing corrective actions related to the results of the audit, noting that it did not see any fundamental weakness in the Company's internal control system.



## Remunerations and Compensations of Board Members and Senior Executives

The Articles of Association of the East Pipes Integrated Company for Industry provide that the annual remuneration for the members of the Board of Directors, including the Chairman, which may consist of financial or in-kind remuneration and benefits, does not exceed SAR 500 thousand for each member and within the limits of what is stipulated in the Companies Law and its implementing regulations, provided that the entitlement to this remuneration is proportional with the number of sessions attended by the member. The following shows the remuneration of the Board of Directors and five members of the Executive Management who received the highest Remunerations and compensations from the Company (including the CEO and the CFO) for the fiscal year 2020-2021G:

### Remuneration of the Board Members

- The remuneration of the members of the Board of Directors of the Company shall consist of a certain amount, attendance allowance for meetings, expense allowance, in-kind benefits, or a percentage of the profits.
- This remuneration may be of varying amount and in the light of a policy issued by the Nomination and Remuneration Committee and approved by the General Assembly. The annual report of the Board of Directors to the General Assembly of Shareholders must include a comprehensive statement of all the amount received by the Board members during the financial year in terms of remuneration, expense allowance and other benefits; it shall also include a statement of what the members of the Board received in their capacity as workers or administrators or in return for technical or administrative work or consultancy (if any); and it shall also include a statement of the number of Board sessions and the number of sessions attended by each member from the date of the last meeting of the General Assembly.
- In the event that the remuneration of the members of the Board of Directors is a percentage of the profits, the provisions of related Articles of the Companies Law and Company's Bylaws, of Association must be considered, provided that the total remuneration and benefits received by a member of the Board of Directors does not exceed Financial and in-kind benefits, in all cases, an amount of (500,000) five hundred thousand Saudi riyals annually.
- Taking into account that the remuneration of the independent board members should not be a percentage of the profits achieved by the Company or it is based directly or indirectly on the profitability of the Company.

	Fixed Remuneration						Variable Remuneration					Grand Total	Expense Allowance		
	Specific Amount	Attendance Allowance of Committee Session	Total Attendance Allowance of Committee Session	In-Kind Benefits	Remuneration for Technical, Administrative and Consulting Works	Remuneration of Chairman, Managing Directors, or Board Secretary if he is as member	Total	Percentage from profits	Periodic Remuneration	Short-term Incentive Plan	Long-term Incentive Plan			Granted Shares (Enter Value)	Total
First: Independent Members															
Khalid Ibrahim Saad Al-Rabiah	55,890	6,000	-	-	-	-	61,890	-	-	-	-	-	-	61,890	-
Suhail Amin Nathani	254,795	21,000	-	-	-	-	275,795	-	-	-	-	-	-	275,795	-
Ahmed Mubarak Mohammed Al-Debasi	254,795	18,000	-	-	-	-	272,795	-	-	-	-	-	-	272,795	-
<b>Total</b>	<b>565,480</b>	<b>45,000</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>610,480</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>610,480</b>	<b>-</b>
Second: Non-Executive Members															
-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Third: Executive Members															
-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>Total</b>	<b>565,480</b>	<b>45,000</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>610,480</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>610,480</b>	<b>-</b>

\* Remuneration paid to independent members only

## Remuneration of the Executive Management

Subject to the applicable general rules and standards, and in accordance with the relevant laws and regulations and the Corporate Governance Regulations, the mechanisms for remuneration of employees in general and senior executives in particular are determined in accordance with the policies and decisions issued by the Board of Directors, taking into account the relevant controls and standards contained in the Remunerations and Nomination Committee Charter approved by the General Assembly, such as:

- 1- Basic salary to be paid at the end of each calendar month.
- 2- Allowances including, but not limited to, using allowance and transportation allowance.
- 3- Medical insurance benefits for him and his family according to the human resources policy.
- 4- A life insurance policy that includes work injuries, partial and total disability, and death at work.
- 5- An annual bonus linked to performance indicators in accordance with the Company's internal policy.
- 6- Long-term incentive plans, such as share options programs in the Company, according to a specific policy to this program.
- 7- Other benefits including, but not limited to, annual leave, annual travel tickets, and an end-of-service gratuity according to the labor law and the human resources policy approved by the Company
- 8- The CEO implements the remuneration policy for employees and senior executives as recommended by the Nomination and Remuneration Committee and approved by the Board

Positions of Senior Executives	Fixed Remuneration			Variable Remuneration					End of Service Indemnity	Total Remuneration of Executives for Board membership, if any	Grand Total		
	Salaries	Allowances	In-Kind Remuneration	Periodic Remuneration	Profits	Short-term Incentive Plan	Long-term Incentive Plan	Granted Shares (Enter Value)				Total	
CEO	850,000	342,500	-	1,192,500	-	-	476,000	-	-	476,000	-	-	1,668,500
CFO	732,812	249,235	-	982,047	-	-	404,460	-	-	404,460	-	-	1,386,507
Deputy CEO for Operations	281,508	764,868	-	1,046,376	-	-	72,662	-	-	72,662	-	-	1,119,038
Commercial Deputy CEO	239,443	555,550	-	794,993	-	-	194,443	-	-	194,443	-	-	989,436
Deputy CEO for Quality and Environmental Safety	161,594	407,410	-	569,004	-	-	40,741	-	-	40,741	-	-	609,745
<b>Total</b>	<b>2,265,357</b>	<b>2,319,563</b>	<b>-</b>	<b>4,584,920</b>	<b>-</b>	<b>-</b>	<b>1,188,306</b>	<b>-</b>	<b>-</b>	<b>1,188,306</b>	<b>-</b>	<b>-</b>	<b>5,773,226</b>

## Remuneration of Committee Members

- The Board of Directors determines and approves the membership remunerations of its committees - with the exception of the Audit Committee -, attendance allowances and other entitlements based on a recommendation from the Nominations and Remunerations Committee.
- The remuneration for membership of the committees emanating from the Board of Directors consists of an annual remuneration (a lump sum) and allowances for attending the meetings and other entitlements.
- As for the remuneration for membership of the Audit Committee, it is approved by the general assembly of shareholders based on a recommendation from the Board of Directors, according to the prevailing regulations.
- When forming the membership of the committees emanating from the board of directors, the number of committees that a board member can occupy shall be taken into consideration, provided that the total remuneration a member receives for his membership in the board and committees do not exceed the upper limit stipulated in the Companies Law.

	Fixed Remuneration	Allowance for Attending Board Sessions	Total
Nominations and Remuneration			
Suhail Amin Nathani	75,394	4,000	79,397
Ahmed Mubarak Mohammed Al-Debasi	26,959	4,000	30,959
<b>Total</b>	<b>102,356</b>	<b>8,000</b>	<b>110,356</b>



## Transactions with Related Parties

The following table summarizes the amounts due from (to) related parties during the years 2020, 2021, and 2022:

Related Parties	31 March 2022G	31 March 2021G	31 March 2020G
Welspun Holdings Company	(363,339)	2,965,609	-
Aziz Company for Contracting and Industrial Investment	-	1,791,178	-
Vision Invest Company	(849,194)	840,652	-
Mohawarean Industrial Services Company	-	64,029	-
Welspun Corp. Ltd.	-	110,779	3,370
Aziz European Pipe Factory	(199,117)	53,474	-
Arabian Pipes Project Co.	-	(31,817)	-
WMEPC	-	-	89,828,620
<b>Total amounts due from (to) related parties</b>	<b>(1,411,650)</b>	<b>5,793,904</b>	<b>89,831,990</b>

## A statement of the General Assembly Meetings Dates

The company held two general assembly meetings, which were held before the company was listed in the Saudi market on a dated February 2022, and attended only by the Chairman of the Board of Directors, Mr. Omar Mo-hamed Nabil Al-Maidani. Below are the details:

Extraordinary General Assembly meeting on 14/06/2021				
S	Shareholder's Name	Total Shares	Attendance	Attendance (%)
1	Welspun Mauritius Holding Company	10,502,100	Present	100%
2	Mohawarean Industrial Services Company	1,047,900	Present	
3	Vision Investment Company	3,464,999	Present	
4	Aziz Company for Contracting and Industrial Investment	5,985,000	Present	

Extraordinary General Assembly meeting on 21/09/2021				
S	Shareholder's Name	Total Shares	Attendance	Attendance (%)
1	Welspun Mauritius Holding Company	10,502,100	Present	71.5%
2	Mohawarean Industrial Services Company	1,047,900	Present	
3	Vision Investment Company	3,465,000	Present	
4	Aziz Company for Contracting and Industrial Investment	-	Absent	

## A Statement of the Company's Request to the Shareholders' Register

The Company analyzes and studies the Shareholders' Register on a monthly basis with the aim of communicating with the shareholders for the purposes of the extraordinary general assembly meetings. During the fiscal year 2021-2022G, one request was submitted to the Capital Market Authority "Tadawul" to obtain shareholders' records on different dates and for various reasons, including:

S	Date of Request	Type of request	Reasons
1	February 14, 2022G*	Quantity Report - At Identity Level (B)	Company procedures
2	February 02, 2022G	Quantity Report - At Identity Level (B)	Company procedures

\* The request to shareholders' register was made from "Edaa" platform on 14/2/2022, but we were not authorized to enter "Edaa" platform, and it was received by e-mail.



### Recommendations of the Audit Committee that Conflict with the Decisions of the Board of Directors

There are no recommendations made by the Audit Committee until March 31, 2022.

### Results of Effectiveness of the Company's Internal Control Procedures

The internal control system within East Pipes Company and its effective procedures plays a pivotal role in achieving the Company's objectives and reassuring stakeholders and shareholders.

The Executive Management is responsible for establishing and maintaining an effective, comprehensive, and affordable system of internal control that contributes to achieving its objectives and ensures the accuracy and integrity of financial reporting and compliance with applicable laws and regulations.

The Company's internal audit department verifies the effectiveness of the internal control system, assesses risks, and submits summaries about such activities to the relevant authorities, based on the risk-based audit plan, which is approved and followed up by the Audit Committee on an ongoing basis to ensure taking corrective actions toward the identified observations.

Accordingly, the Audit Committee was not informed of any substantial weakness in the Company's internal control system during the year 2021-2022G.

### Recommendations of the Board of Directors to the General Assembly

There are no recommendations made by the Company's Board of Directors to the general assembly until March 31, 2022.

### Board Declarations According to the Requirements of the Governance Regulations

- There is no conflict between the recommendations of the Audit Committee and the decisions of the Board of Directors regarding the appointment of the auditor. Rather, there is an agreement between the recommendations of the Committee and the Board of Directors regarding the continued appointment of the Company's external auditor.
- No recommendation was made by the Audit Committee regarding the need to appoint an internal auditor for the Company, as the Company has an internal audit department, which was appointed in August 2021.
- There was no deviation from the accounting standards issued by the Saudi Organization for Certified Public Accountants regarding the audit and assessment of the Company's financial statements during the year 2022G.
- There is no interest in the category of voting shares belonging to persons (other than members of the Board of Directors, senior executives and their relatives) who have informed the Company of these rights and any change in those rights during 2022.
- There are no convertible debt instruments, any contractual securities, memoranda of subscription rights or similar rights issued or granted by the Company during the year 2022G.

- There are no transfer or subscription rights under convertible debt instruments, contractual securities, subscription right memoranda, or similar rights issued or granted by the Company during 2022.
- No redeemable debt instruments have been redeemed, purchased, or revoked by the Company or any of its subsidiaries, and no listed securities have been purchased either from the Company or its subsidiary.
- No agreement has been entered into under which a member of the Company's Board of Directors or a senior executive has waived any salary or compensation for the year 2022G.
- There is no agreement under which one of the Company's shareholders has waived any rights to profits.
- The Auditor's report did not include any qualification on the financial statements.
- There was no recommendation by the Board of Directors to replace the Company's auditor before the end of the period for which it was appointed.
- The Company did not provide any loan to any of the members of the Board of Directors and did not guarantee any loan entered into by any directors with third parties.
- There are no treasury shares held by the Company.
- There are no investments or reserves established for the benefit of the Company's employees during 2022G.
- There are no penalties imposed on the Company during 2022G.
- There are businesses and contracts with companies represented by members of the Board of Directors.
- There's no shareholders' suggestions and remarks on the Company and its performance raised to the Board to inform its members, Non-Executive Directors in particular.

### Other Declarations

- 1- The Board of Directors declares that the books of account have been maintained properly.
- 2- The Board of Directors declares that the system of internal control is sound in design and has been effectively implemented.
- 3- The Board of Directors declares that there are no significant doubts concerning the Company's ability to continue as a going concern.

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