

CATRION Catering Holding Company's Announcement to Invite its Shareholders to Attend the Ordinary General Assembly Meeting (First Meeting) through modern technology.

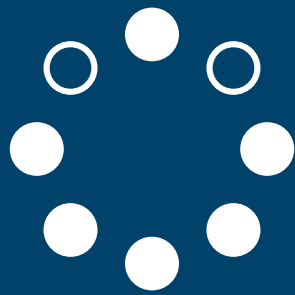
Element List	Explanation
Introduction	The Board of Directors of CATRION Catering Holding Company is pleased to invite its shareholders to participate and vote in the Ordinary General Assembly meeting (First Meeting) which will be held on Tuesday 21/10/1445H corresponding to 30/04/2024 at 07:00pm.
City and Location of the General Assembly's Meeting	CATRION's headquarters located in Jeddah
URL for the Meeting Location	www.tadawulat.com.sa
Date of the General Assembly's Meeting	21/10/1445H corresponding to 30/04/2024
Time of the Meeting	19:00
Attendance Eligibility	Each shareholder registered in the shareholders register in the Securities Depository Center at the end of trading preceding prior to the Ordinary General Assembly Meeting, have the right to attend the Ordinary General Assembly Meeting thru as per the Laws and Regulations.
Quorum for Convening the General Assembly's Meeting	The General Assembly meeting convenes with the presence of shareholders representing 25% of the Company's capital. If the quorum is not present for the first meeting, a second meeting will convene one hour after the scheduled time for the first meeting and that meetings' quorum will be valid regardless of the number of shares represented in it.
General Assembly Meeting Agenda	<ol style="list-style-type: none"> 1. Reviewing the Board of Directors' report for the fiscal year ending on 31st December 2023 and discussing it. 2. Reviewing the financial statements for the fiscal year ending on 31st December 2023 and discussing it. 3. Voting on and discuss the auditor/s report on the Company's accounts for the fiscal year ending on 31st December 2023 and discuss it. 4. Voting on the discharge of the Board of Directors from the liability for their activities for the year ending on 31/12/2023. 5. Voting on delegating the Board of Directors to distribute interim dividends on a biannual/quarterly basis for the fiscal year 2024G. 6. Voting on paying an amount of (SAR 3,909,795) as remuneration to the Board members for the fiscal year ending on 31/12/2023G. 7. Voting on the Board of Directors' resolution to appoint Miss. Joza Abdulmohsen Al-Rasheed (independent) member of the Board of Directors, starting from the date of her appointment on 05/08/1445, corresponding to 15/02/2024, to complete the Board's session until the end of the current session ending on 01/25/2025, to succeed the resigned Board Director member Mr. Sami Abdulmohsen Al Hokair (non-executive). (CV attached) 8. Voting on the Competing Business Standards and Procedures (attached). 9. Voting on transactions and contracts concluded with Saudi Airlines Establishment "Saudia", within which

Element List	Explanation
<p>General Assembly Meeting Agenda</p>	<p>CATRION's Board of Directors member Mr. Fahad Abdullah Moussa holds indirect interest, the nature of those transactions evolve around the proving inflight catering and other service to Saudia, with a total amount of SR 955,312,226 for the year 2023, without any preferential conditions compared to the local market (Attached).</p> <p>10. Voting on transactions and contracts concluded with Saudi Airlines Establishment "Saudia", within which CATRION's Board of Directors member Mr. Fahad Abdullah Moussa holds indirect interest, the nature of those transactions evolve around the providing of catering and hospitality services for Al Forsan Lounge Terminal (5) in King Khaled International Airport, with a total amount of SR 46,609,221 for the year 2023, without any preferential conditions compared to the local market (Attached).</p> <p>11. Voting on transactions and contracts concluded with Saudi Airlines Establishment "Saudia", within which CATRION's Board of Directors member Mr. Fahad Abdullah Moussa holds indirect interest, the nature of those transactions evolve around the providing of catering services in Al Forsan Lounge in Egypt International Airport, with a total amount of SR 8,688,654 for the year 2023, without any preferential conditions compared to the local market (Attached).</p> <p>12. Voting on transactions and contracts concluded with Saudi Airlines Establishment "Saudia", within which CATRION's Board of Directors member Mr. Fahad Abdullah Moussa holds indirect interest, the nature of those transactions evolve around the lease agreement with Saudia in (AM1) building in King Khaled International Airport, with a total amount of SR 11,677,964 for the year 2023, without any preferential conditions compared to the local market (Attached).</p> <p>13. Voting on transactions and contracts concluded with Saudi Airlines Establishment "Saudia", within which CATRION's Board of Directors member Mr. Fahad Abdullah Moussa holds indirect interest, the nature of those transactions evolve around the catering and Hospitality services to Saudia for (Welcome) lounge in Prince Mohammed Bin Abdulaziz International Airport in Madinnah Monawara, with a total amount of SR 2,054,653 for the year 2023, without any preferential conditions compared to the local market (Attached).</p> <p>14. Voting on transactions and contracts concluded with Saudi Airlines Establishment "Saudia", within which CATRION's Board of Directors member Mr. Fahad Abdullah Moussa holds indirect interest, the nature of those transactions evolve around the design, constructing and operating Alfursan Domestic lounge at the New King Abdulaziz International Airport in Jeddah, with a total amount of SR 27,026,589 for the year 2023, without any preferential conditions compared to the local market (Attached).</p> <p>15. Voting on transactions and contracts concluded with Saudi Airlines Establishment "Saudia", within which CATRION's Board of Directors member Mr. Fahad Abdullah Moussa holds indirect interest, the nature of those transactions evolve around the catering Service to Saudia Reservations Diplomatic Quarter, with a total amount of SR 102,350 for the year 2023, without any preferential conditions compared to the local market (Attached).</p> <p>16. Voting on transactions and contracts concluded with Saudi Airlines Establishment "Saudia", within which CATRION's Board of Directors member Mr. Fahad Abdullah Moussa holds indirect interest, the nature of those transactions evolve around the catering service to Saudia Ticketing & Reservation office, Al Murooj, with a total amount of SR 624,711 for the year 2023, without any preferential conditions compared to the local market (Attached).</p> <p>17. Voting on transactions and contracts concluded with Saudi Airlines Establishment "Saudia", within which CATRION's Board of Directors member Mr. Fahad Abdullah Moussa holds indirect interest, the nature of those transactions evolve around the IT Service Level agreement with Saudia, with a total amount of SR 1,415,952 for the year 2023, without any preferential conditions compared to the local market (Attached).</p> <p>18. Voting on transactions and contracts concluded with Saudi Airlines Establishment "Saudia", within which CATRION's Board of Directors member Mr. Fahad Abdullah Moussa holds indirect interest, the nature of those transactions evolve around the design, constructing and operating Alfursan International lounge at the New King Abdulaziz International Airport in Jeddah, with a total amount of SR 64,222,110 for the year 2023, without any preferential conditions compared to the local market (Attached).</p> <p>19. Voting on transactions and contracts concluded with Saudi Airlines Establishment "Saudia", within which CATRION's Board of Directors member Mr. Fahad Abdullah Moussa holds indirect interest, the nature of those transactions evolve around the MOU with Saudia for Al Fursan lounge in King Fahd International Airport in Dammam, with a total amount of SR 8,599,470 for the year 2023, without any preferential condi-</p>

Element List	Explanation
<p>General Assembly Meeting Agenda</p>	<p>tions compared to the local market (Attached).</p>
	<p>20. Voting on transactions and contracts concluded with Saudi Ground Services Co., within which CATRION's Board of Directors member Mr. Fahad Abdullah Moussa holds indirect interest, the nature of those transactions evolve around the catering services to Saudi Ground Services Co. in Jeddah, Riyadh, Dammam and Madinnah Al Monawarah, with a total amount of SR 42,375,007 for the year 2023, without any preferential conditions compared to the local market (Attached).</p>
	<p>21. Voting on transactions and contracts concluded with Saudi Ground Services Co., within which CATRION's Board of Directors member Mr. Fahad Abdullah Moussa holds indirect interest, the nature of those transactions evolve around the transport services agreement with SGS in King Fahad International Airport in Dammam, with a total amount of SR 298,043 for the year 2023, without any preferential conditions compared to the local market (Attached).</p>
	<p>22. Voting on transactions and contracts concluded with Saudi Ground Services Co., within which CATRION's Board of Directors member Mr. Fahad Abdullah Moussa holds indirect, the nature of those transactions evolve around the laundry services to Saudi Ground Services Co. in Jeddah, Riyadh, Dammam and Madinnah Al Monawarah, with a total amount of SR 13,713,961 for the year 2023, without any preferential conditions compared to the local market (Attached).</p>
	<p>23. Voting on transactions and contracts concluded with Saudi Ground Services Co., within which CATRION's Board of Directors member Mr. Fahad Abdullah Moussa holds indirect interest, the nature of those transactions evolve around fuel supply, with a total amount of SR 4,349,479 for the year 2023, without any preferential conditions compared to the local market (Attached).</p>
	<p>24. Voting on transactions and contracts concluded with Saudi Ground Services Co., within which CATRION's Board of Directors member Mr. Fahad Abdullah Moussa holds indirect interest, the nature of those transactions evolve around the accommodation services to Saudi Ground Services Co. in King Fahad International Airport in Dammam, with a total amount of SR 2,553,309 for the year 2023, without any preferential conditions compared to the local market (Attached).</p>
	<p>25. Voting on transactions and contracts concluded with Saudi Airlines Cargo, within which CATRION's Board of Directors member Mr. Fahad Abdullah Moussa holds indirect interest, the nature of those transactions evolve around the Cargo services from Saudi Airlines Cargo, with a total amount of SR 1,325,888 for the year 2023, without any preferential conditions compared to the local market (Attached).</p>
	<p>26. Voting on transactions and contracts concluded with Saudi Airlines Cargo, within which CATRION's Board of Directors member Mr. Fahad Abdullah Moussa holds indirect interest, the nature of those transactions evolve around the catering services to Saudi Airlines Cargo, with a total amount of SR 5,963,682 for the year 2023, without any preferential conditions compared to the local market (Attached).</p>
	<p>27. Voting on transactions and contracts concluded with Saudi Airlines Real Estate & Development Company SARED, within which CATRION's Board of Directors member Mr. Fahad Abdullah Moussa holds indirect interest, the nature of those transactions evolve around the Lease agreement with Saudi Airlines Real Estate & Development Company SARED for commercial shops in Saudi City compound, with a total amount of SR 50,000 for the year 2023, without any preferential conditions compared to the local market (Attached).</p>
	<p>28. Voting on transactions and contracts concluded with Flyadeal Co., within which CATRION's Board of Directors member Mr. Fahad Abdullah Moussa holds indirect interest, the nature of those transactions evolve around the Inflight Catering services, Equipment and Skysales Services to Flyadeal Co, with a total amount of SR 14,395,925 for the year 2023, without any preferential conditions compared to the local market (Attached).</p>
<p>29. Voting on transactions and contracts concluded with Flyadeal Co., within which CATRION's Board of Directors member Mr. Fahad Abdullah Moussa holds indirect interest, the nature of those transactions evolve around the inflight catering services for delayed flights to Flyadeal Co., with a total amount of SR 1,211,896 for the year 2023, without any preferential conditions compared to the local market (Attached).</p>	
<p>30. Voting on transactions and contracts concluded with Al-Salam Aviation Industry Company, within which CATRION's Board of Directors member Mr. Fahad Abdullah Moussa holds indirect interest, the nature of those transactions evolve around the inflight catering services to Al-Salam Aviation Industry Company, with a total amount of SR 147,552 for the year 2023, without any preferential conditions compared to the local market (Attached).</p>	

Element List	Explanation
<p>General Assembly Meeting Agenda</p>	<p>31. Voting on transactions and contracts concluded with Saudi Private Aviation Company, within which CATRION's Board of Directors member Mr. Fahad Abdullah Moussa holds indirect interest, the nature of those transactions evolve around the Inflight Catering services and equipment supply services to Saudi Private Aviation Company, with a total amount of SR 24,598,028 for the year 2023, without any preferential conditions compared to the local market (Attached).</p>
	<p>32. Voting on transactions and contracts concluded with Saudia Aerospace Engineering Industries Company, within which CATRION's Board of Directors member Mr. Fahad Abdullah Moussa holds indirect, the nature of those transactions evolve around the Catering services to Saudia Aerospace Engineering Industries Company, with a total amount of SR 2,438,520 for the year 2023, without any preferential conditions compared to the local market (Attached).</p>
	<p>33. Voting on transactions and contracts concluded with Prince Sultan Aviation Academy, within which CATRION's Board of Directors member Mr. Fahad Abdullah Moussa holds indirect interest, the nature of those transactions evolve around the Catering services to Saudia Aerospace Engineering Industries Company, with a total amount of SR 12,133 for the year 2023, without any preferential conditions compared to the local market (Attached).</p>
	<p>34. Voting on transactions and contracts concluded with Saudi Airlines Establishment "Saudia", within which CATRION's Board of Directors member Mr. Fahad Abdullah Moussa holds indirect interest, the nature of those transactions evolve around Airlines Equipment agreement, with a total amount of SR 434,029,999 for the year 2023, without any preferential conditions compared to the local market (Attached).</p>
	<p>35. Voting on transactions and contracts concluded with Saudi Airlines Establishment "Saudia", within which CATRION's Board of Directors member Mr. Fahad Abdullah Moussa holds indirect interest, the nature of those transactions evolve around Delayed flights catering service to Saudi Airlines Est., with a total amount of SR 2,671,972 for the year 2023, without any preferential conditions compared to the local market (Attached).</p>
	<p>36. Voting on transactions and contracts concluded with Saudi Airlines Establishment "Saudia", within which CATRION's Board of Directors member Mr. Fahad Abdullah Moussa holds indirect interest, the nature of those transactions evolve around Other services rendered to Saudi Airlines Est., with a total amount of SR 19,023,924 for the year 2023, without any preferential conditions compared to the local market (Attached).</p>
	<p>37. Voting on transactions and contracts concluded with Saudi Ground Services Co., within which CATRION's Board of Directors member Mr. Fahad Abdullah Moussa holds indirect interest, the nature of those transactions evolve around Lab services to Saudi Ground Services Co., with a total amount of SR 343,241 for the year 2023, without any preferential conditions compared to the local market (Attached).</p>
	<p>38. Voting on transactions and contracts concluded with Saudi Logistics Services Co. SAL, within which CATRION's Board of Directors member Mr. Fahad Abdullah Moussa holds indirect interest, the nature of those transactions evolve around Cargo services, with a total amount of SR 669,143 for the year 2023, without any preferential conditions compared to the local market (Attached).</p>
	<p>39. Voting on transactions and contracts concluded with Saudi Airlines Real Estate & Development Company SARED, within which CATRION's Board of Directors member Mr. Fahad Abdullah Moussa holds indirect interest, the nature of those transactions evolve around Other services to Saudi Airlines Real Estate & Development Co. "SARED", with a total amount of SR 1,724,230 for the year 2023, without any preferential conditions compared to the local market (Attached).</p>
	<p>40. Voting on transactions and contracts concluded with Saudi Airlines Real Estate & Development Company SARED, within which CATRION's Board of Directors member Mr. Fahad Abdullah Moussa holds indirect interest, the nature of those transactions evolve around lease contract Saudi Airlines Real Estate & Development Co. "SARED" for Trip a Bite and Skysales shop located at Flight operation's new building, with a total amount of SR 195,500 for the year 2023, without any preferential conditions compared to the local market (Attached).</p>
	<p>41. Voting on transactions and contracts concluded with Saudi Airlines Real Estate & Development Company SARED, within which CATRION's Board of Directors member Mr. Fahad Abdullah Moussa holds indirect interest, the nature of those transactions evolve around Others lease and service contract Saudi Airlines Real Estate & Development Co. "SARED", with a total amount of SR 3,126,477 for the year 2023, without any preferential conditions compared to the local market (Attached).</p>

Element List	Explanation
General Assembly Meeting Agenda	<p>42. Voting on transactions and contracts concluded with Jeddah Airport Company, within which CATRION's Board of Directors member Eng. Raed AL Mudaiheem holds indirect interest, the nature of those transactions evolve around lease contract for retail shop at the Aircraft Maintenance Hangar and the Operations Building at King Abdulaziz International Airport, with a total amount of SR 48,210 for the year 2023, without any preferential conditions compared to the local market (Attached).</p> <p>43. Voting on transactions and contracts concluded with Jeddah Airport Company, within which CATRION's Board of Directors member Eng. Raed AL Mudaiheem holds indirect interest, the nature of those transactions evolve around Lease contract for retail shop in International lounge Terminal (1) at King Abdulaziz International Airport, with a total amount of SR 368,000 for the year 2023, without any preferential conditions compared to the local market (Attached).</p> <p>44. Voting on transactions and contracts concluded with Jeddah Airport Company, within which CATRION's Board of Directors member Eng. Raed AL Mudaiheem holds indirect interest, the nature of those transactions evolve around Lease agreement with Jeddah Airport Co. for catering unite (203), with a total amount of SR 28,175,000 for the year 2023, without any preferential conditions compared to the local market (Attached).</p> <p>45. Voting on transactions and contracts concluded with Jeddah Airport Company, within which CATRION's Board of Directors member Eng. Raed AL Mudaiheem holds indirect interest, the nature of those transactions evolve around Lease contract with Jeddah Airport Co. for office space at King Abdulaziz International Airport in Jeddah, with a total amount of SR 434,673 for the year 2023, without any preferential conditions compared to the local market (Attached).</p> <p>46. Voting on transactions and contracts concluded with Jeddah Airport Company, within which CATRION's Board of Directors member Eng. Raed AL Mudaiheem holds indirect interest, the nature of those transactions evolve around Lease contract with Jeddah Airport Co. for "Wellcome" Lounges at King Abdulaziz International Airport in Jeddah, with a total amount of SR 218,458 for the year 2023, without any preferential conditions compared to the local market (Attached).</p> <p>47. Voting on transactions and contracts concluded with Jeddah Airport Company, within which CATRION's Board of Directors member Eng. Raed AL Mudaiheem holds indirect interest, the nature of those transactions evolve around Catering services to Jeddah Airport Co., with a total amount of SR 70,036 for the year 2023, without any preferential conditions compared to the local market (Attached).</p>
Proxy Form	NA
The shareholder right in discussing the assembly agenda topics, asking questions, and exercising the voting right	Shareholders have the right to discuss the matters listed on the agenda of the General Assembly and raise relevant questions, noting that Voting is free of charge to all shareholders by using the following link: www.tadawulaty.com.sa
Details of the electronic voting on the Assembly's agenda	Please note that the shareholders are able to electronically vote on agenda items through the services of Tadawulaty starting from Friday 26/04/2024G corresponding to 17/10/1445H at 01:00a.m. until the end of the Ordinary General Assembly meeting, and the electronic voting mechanism is available with no cost for all shareholders through the following link: www.tadawulaty.com.sa .
Method of Communication	For more information, please contact Investor Relation Department via 0122339400 Ext 8185 or by email mazouz@catrion.com .
Additional Information	NA



Audit Committee report for the year 2023

1. Audit Committee composition and responsibilities:

The Audit Committee is composed of five non-executive members, two of which is an external party competent in financial and accounting affairs. The duties and responsibilities of this Committee include the study of the internal control systems, accounting policies, external auditor review and financial statements review, supervision of the Internal Audit Department, compliance, information technology supervision, reporting, and other responsibilities. The supervision on the Internal Audit department is to verify how efficient it is in the implementation of work and tasks determined by the Board of Directors.

It also studies the Internal Audit reports and follows up on the corrective actions in connection with the reported observations. The Committee also makes recommendations to the Board of Directors with regard to the appointment and removal of external auditors; determination of their remuneration; verification of their independence; follow-up of their duties; and studying the audit plan with the Internal Audit Department. The Committee studies the external auditors' notes to the Company's Financial Statements and follows up presenting them to the Board, expresses opinion thereon and makes recommendations to the Board of Directors in this regard. The Committee further studies the accounting policies of the Company, expresses opinions thereon and makes recommendations to the Board of Directors in their regard; and assesses the Company's estimation of material risks and the procedures taken by the Company's management to control and address such risks. The Audit Committee also prepares an Annual Report that is presented to the shareholders in the Annual General Assembly.

During 2023, there was no recommendation to appoint an Internal Auditor for the Company, as it already has an Internal Audit Division. In addition, there are no recommendations of the Audit Committee that conflict with the Board's decisions, nor did the Board refuse to take any of the Audit Committee's recommendations into consideration regarding the appointment, dismissal, assessment, or determining the remuneration of the external auditor, in accordance with the Companies Law and the Audit Committee chapter.

2. Members of the Audit Committee

Raed Ibrahim Al Mudaiheem

Chairman

Current positions

- Vice-Chairman, Masdar Building Materials, KSA (JCC)
- Chairman of the Director, United Mining Industries, KSA (JCC)
- Board Member, Bawan Company, KSA (Listed)
- Board Member, Northern Region Cement Co Jordan, Jordan (JST)
- Vice-Chairman, Al Badia cement Syria, Syria (JST)
- Board Member, SUEZ Cement Co, Egypt (JST)
- Vice-Chairman, Al Yamamah Steel, KSA (Listed)
- Board Member, Riyadh Cables Group Company, KSA (Ltd.)
- Chairman of the board, Jeddah Airport Company, KSA (Ltd.)

Previous positions

- Board Member, Arabian Pipes Co., KSA (Listed)
- Vice-Chairman of the Director of Northern Region Cement Co., KSA (Listed)

Academic qualifications

- Bachelor's in Electrical Engineering, King Saud University
- Masters' Degree in Electrical Engineering, King Saud University

Professional experience

Diversified Engineering & Managerial experience covering more than 35 years in both public and private sectors. In the beginning of his career Raed worked in diversified engineering activities within power and water sectors, then moved to the private sector and acquired vast experience in building materials (trading and manufacturing), namely steel, cement, timber, gypsum, pre-cast and electrical transformers manufacturing. He participated in tens of conferences, training courses, seminars, economic forums in Management, Finance, Strategy and Leadership in the Kingdom of Saudi Arabia and in many countries in the world.

Abdulwahab Abdulaziz Al Betari

Member

Current positions

- Watar Partners for Trading Co., -Co-Founder & Managing Partner
- Pinnacle Capital – Co-Founder.

Previous positions

- The Family Office – Founding Partner & Member of the Executive Committee
- Saudi American Bank (Samba) – Portfolio dealer & Investment dealer.

Academic qualifications

- Bachelor's degree in Finance with second honours – King Fahad University of Petroleum and Minerals.
- Masters degree in Business administration from London Business School (LBS)>

Professional experience

Al Betari has more than 25 years of experience. He started his career at Saudi American bank's (Citibank), he also worked at The Family Office Co BSc, a leading multi-family office based in the Kingdom of Bahrain where he was one of the founders of the firm. His background includes serving on numerous non-profit organization committees such as the National Young businessmen committee, part of the National chamber of commerce in Saudi Arabia, and currently heads the Saudi Chapter for the alumni of London Business School and is a YPO member for both Saudi Arabia and Bahrain Chapters. In addition, Abdulwahab sits in the board of many local companies. holds An MBA degree from, and an undergraduate degree in finance. He also holds CME-1 & CME4 certification from the Capital Market Authority.

Dilip Nijhawan,

Member

Current positions

- CEO & Board Director of Kaelis FZC AMEA

Previous positions

- CEO & Board Director of Emirates Flight Catering

Joint Stock Company - with paid in full capital of (SAR 820,000,000) C.R. :4030175741
Headquarter: Jeddah P.O. Box 9178, Jeddah 21413 - Saudi Arabia

Riyadh P.O. Box 12919 Riyadh 11483 - Saudi Arabia
Jeddah P.O. Box 9178, Jeddah 21413 - Saudi Arabia
Dammam P.O. Box 327 Dammam 31411 - Saudi Arabia
Madinah P.O. Box 3111 Madinah 4232 - Saudi Arabia

Unified Number: 920022081 - Fax: 920005759

شركة مساهمة عامة برأس مال مدفوع بالكامل (..... ريال سعودي) - سجل تجاري: ٤٠٣٠١٧٥٧٤١
الموقع الرئيسي: جدة: ص.ب. ٩١٧٨ جدة ٢١٤١٣ - المملكة العربية السعودية

الرياض ص.ب. ١٢٩١٩ الرياض ١١٤٨٣ - المملكة العربية السعودية
جدة ص.ب. ٩١٧٨ جدة ٢١٤١٣ - المملكة العربية السعودية
الدمام ص.ب. ٣٢٧ الدمام ٣١٤١١ - المملكة العربية السعودية
المدينة ص.ب. ٣١١١ المدينة ٤٢٣٢ - المملكة العربية

الهاتف الموحد: ٩٢٠٠٢٢٠٨١ - فاكس: ٩٢٠٠٥٧٥٩

- Inflight Catering Consultant Emirates Airline - reporting to the President
- Consultant at Oman Air & Flight Catering & Hotels
- CEO & Board Director of Sri Lankan Catering Co
- GM Oberoi Trident, Jeddah, Saudi Arabia
- GM Oberoi Flight Services & Oberoi Airport Services Mumbai, Delhi, Kolkatta and Chennai
- GM Oberoi Bogmallo Beach Resort, India

Academic qualifications

- ISC Science /English, from Senior Cambridge
- Bachelor of Commerce with Honours in Business management, Accounting, Finance from Calcutta university
- Post Graduate - Hotel management, Essec Cornell, Paris France

Professional experience

CEO, CCO, MD, EVP, Executive Board Director and Management Consultant leadership expertise with 40 + years' experience in leading Global Airline Catering units, Inflight services, Food Services & Retail Operations, Airline Onboard Services & Amenities, Airport lounges, Event Operations Frozen meal facility, Laundry facilities and 5-star Hotels and Hospitality companies globally. Track record of transforming companies via strategic leadership and implementing lean management principles such as Kaizen, Six Sigma, TPM, Kanban etc.; exponentially increasing Sales, Net Profits while spearheading operational excellence with enhanced employee productivity, retention and reduced costs. Led companies to yield over USD 900 million in annual revenue whilst simultaneously overseeing expansion projects of over USD 350 million.

Saleh Abdullah Al Fadhel

Member

Current position

- Chief Financial Officer, Savvy Gaming

Previous positions

- Group CFO, Saudi Arabian Airlines Co.

Academic qualifications

- Strategic Financial Leadership Program from Stanford University
- Master of Science in Accountancy from University of Illinois at Urbana-Champaign
- Master of Science in Finance from University of Illinois at Urbana-Champaign
- Bachelor of Business Administration from King Saud University
- Passed All CPA exams with 1st attempt from American Institute of CPA's
- Passed All CPA exams with 1st attempt from Saudi Organization of CPA's
- The General Securities Qualification Examination, CME-1, from Capital Market Authority (CMA)

Experience:

Al Fadhel has wide experience in the field of financial management. He held many positions in his career. He was the Executive Assistant Director General for Financial and Administrative Affairs of the Saudi Airlines. The national carrier and one of the largest airlines in the Middle East. He also worked as a member in many areas of management, audit committees and airline companies, including closed ones. Including Riyadh Airports Company, AXA Insurance Company, and Flyadeal.

Faisal Saeed Sabbagh

Member

Current position

- Group CFO – EVP at Saudi Arabian Airlines Corporation

Previous positions

- CFO at Gulf International Bank, KSA
- CFO at Abdul Latif Jameel United Finance Company
- Chief Accounting Officer at Bank Al-Jazira
- Divisional Financial Controller | Management Accounting – Manager at The National Commercial Bank (NCB)
- Senior Financial Analyst & Internal Auditor Saudi Aramco

Academic qualifications

- Master of Business Administration (MBA) King Fahd University of Petroleum and Minerals -
- Bachelor of Science in Accounting (Third Honors) King Fahd University of Petroleum and Minerals
- Certified Internal Auditor Institute of Internal Auditing (IIA)

Experience:

An experienced senior executive with more than 24 years of solid experience in Strategic Planning, Finance, Treasury, Financial/Regulatory Reporting, Risk Management, Financial Analysis and Process Automation gained from working in several multinational corporations.

3. Table of Audit Committee's meetings

Name	Nature of Membership	Number of Meetings (4)				Total meetings
		20/03/2023	11/05/2023	01/08/2023	30/10/2023	
Raed Al-Mudaiheem	Chairman	✓	✓	✓	✓	4
Abdulwahab Al Betari	Member	✓	✓	✓	✓	4
Dilip Nijhawan *	Member	X	X	✓	✓	2
Saleh AL Fadhel	Member	✓	✓	✓	✓	4
Faisal Sabbagh**	Member	X	X	X	✓	1

*Mr. Dilip was appointed as AC member on the 11/05/2023

**Mr. Saleh Al Sabbagh was appointed as AC member on the 04/09/2023

4. Remuneration of the Audit Committee members SAR

Name	Fixed Remuneration	Allowance for attending the meeting	Total
Raed Al-Mudaiheem	111,095.89	5,000	116,095.89
Abdulwahab Al Betari	105,547.95	5,000	110,547.95
Dilip Nijhawan *	69,657.53	5,000	74,657.53
Saleh AL Fadhel	105,547.95	5,000	110,547.95
Faisal Sabbagh	37,876.71	5,000	42,876.71
Total	429,726.03	25,000	454,726.03

*Mr. Dilip was appointed as AC member on the 11/05/2023

**Mr. Saleh Al Sabbagh was appointed as AC member on the 04/09/2023

5. The Audit Committee report for the year 2023

The Audit Committee confirms that the works performed during 2023 assures the adequacy of the internal and financial control system and risk management which achieves the system's ability to protect the company's assets and ensures the efficiency and integrity of the financial and non-financial procedures and processes which attains its goals, and the commitment of the administrative authorities and their employees to the regulations issued by different governmental agencies and related regulatory authorities.

During the year 2023, the audit committee did not recommend the appointment of an internal auditor for the company due to the presence of the internal audit department, and the committee acknowledges that there are no recommendations that exist between the committee and the board directors' decisions that conflict or refuse the board to take them with regard to appointing and dismissing the company's auditor and determining his fees and assessing his performance or appointing the internal auditor.

Eng. Raed Al Mudaiheem
Audit committee Chairman



Ernst & Young Professional Services (Professional LLC)
Paid-up capital (SR 5,500,000 – Five million five hundred thousand Saudi Riyal)
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INDEPENDENT AUDITOR'S REPORT

To the Shareholders of CATRION Catering Holding Company (Formerly Known As Saudi Airlines Catering Company) (A Saudi Joint Stock Company)

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of CATRION Catering Holding Company (Formerly Known As Saudi Airlines Catering Company) (A Saudi Joint Stock Company) and its subsidiaries (the "Group"), which comprise the consolidated statement of financial position as at 31 December 2023, and the consolidated statement of profit or loss and comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

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

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing that are endorsed in the Kingdom of Saudi Arabia. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the International Code of Ethics for Professional Accountants (including International Independence Standards) that is endorsed in the Kingdom of Saudi Arabia that is relevant to our audit of the consolidated financial statements, and we have fulfilled our other ethical responsibilities in accordance with that Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming auditor's opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the consolidated financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

INDEPENDENT AUDITOR’S REPORT

To the Shareholders of CATRION Catering Holding Company (Formerly Known As Saudi Airlines Catering Company) (A Saudi Joint Stock Company) (Continued)

Key Audit Matters (Continued)

Key audit matter	How our audit addressed the key audit matter
<p>Allowance for expected credit losses on trade receivables</p> <p>As at 31 December 2023, the gross balance of trade receivables amounted to SR 749 million (2022: SR 947 million), against which an allowance for expected credit losses of SR 149 million (2022: SR 148 million) was maintained.</p> <p>The Group assesses at each reporting date whether the trade receivables carried at amortized cost are credit impaired. The management determines and recognizes expected credit losses allowance (‘ECL’) as required by International Financial Reporting Standard 9 (Financial Instruments) (‘IFRS 9’). Significant judgments, estimates and assumptions have been made by the management in the calculation of ECL impact.</p> <p>We have considered this as a key audit matter as the determination of ECL involves significant estimation and management judgement and assumptions, including future macro-economic factors and study of historical trends.</p> <p>Refer to note 3 to the financial statements for the material accounting policy, note 2.1 for the accounting estimates and judgements and note 13 which details the disclosure of impairment against trade receivable.</p>	<p>Our audit procedures performed included, among others, the following:</p> <ul style="list-style-type: none"> • Obtained understanding of the Group’s process around the accounts receivable allowance for expected credit losses. • Involved our IT audit team in testing effectiveness of the Information Technology General Controls (ITGCs) of the respective accounting system. • On a sample basis, we tested the accuracy of trade receivables ageing generated by the accounting system as at 31 December 2023. • Assessed significant judgements, estimates and assumptions made by the management with reference to the calculation of ECL including the Group’s assessment of the historical trends, probability of default, incorporation of forward-looking and loss given default parameters. • Evaluated the Group’s accounting policy for ECL allowance in accordance with the requirement of IFRS 9. • Assessed the adequacy and appropriateness of the related disclosures in the accompanying consolidated financial statements.

Other Information included in the Group’s 2023 Annual Report

Other information consists of the information included in the Group’s 2023 annual report, other than the consolidated financial statements and our auditor’s report thereon. Management is responsible for the other information in its annual report. The Group’s 2023 annual report is expected to be made available to us after the date of this auditor’s report.

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

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

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of CATRION Catering Holding Company (Formerly Known As Saudi Airlines Catering Company) (A Saudi Joint Stock Company) (Continued)

Other Information included in the Group's 2023 Annual Report (Continued)

When we read the Group's 2023 annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

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

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

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

Those charged with governance i.e., the Audit Committee is responsible for overseeing the Group's financial reporting process.

Auditor's responsibilities for the audit of the consolidated financial statements

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of CATRION Catering Holding Company (Formerly Known As Saudi Airlines Catering Company) (A Saudi Joint Stock Company) (Continued)

Auditor's responsibilities for the audit of the consolidated financial statements (Continued)

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

For Ernst & Young Professional Services



Abdulaziz S. Alarifi
Certified Public Accountant
Licence No. (572)

Jeddah: 24 March 2024G
14 Ramadhan 1445H





Ernst & Young Professional Services (Professional LLC)
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LIMITED ASSURANCE REPORT TO THE SHAREHOLDERS OF CATRION CATERING HOLDING COMPANY (FORMERLY KNOWN AS SAUDI AIRLINES CATERING COMPANY) (A SAUDI JOINT STOCK COMPANY)

Scope

We have been engaged by CATRION Catering Holding Company (Formerly Known As Saudi Airlines Catering Company) (the “Company”) to perform a ‘limited assurance engagement,’ as defined by International Standards on Assurance Engagements endorsed in the Kingdom of Saudi Arabia, here after referred to as the engagement, on the Company’s compliance with the requirements of Article (71) of the Companies’ Law (the “Subject Matter”) contained in the Company’s attached notification (Appendix A) which is presented by the Company’s Board of Directors to the Ordinary General Assembly on the transactions and contracts in which some members of the Company’s Board of Directors have a direct or indirect personal interest in them for the year ended 31 December 2023.

Criteria Applied by the Company

In preparing the Subject Matter the Company applied the below criteria (the “Criteria”). Such Criteria were specifically designed for the notification presented by the Company’s Board of Directors to the Ordinary General Assembly (Appendix A) to comply with the requirements of Article (71) of the Companies’ Law. As a result, the subject matter information may not be suitable for another purpose.

- Article (71) of the new Companies’ Law issued by Ministry of Commerce (“MOC”) - 1444H/2023G.
- Notification presented by the Company’s Board of Directors to the Ordinary General Assembly (Appendix A).
- The Company’s accounting records for the period from 1 January 2023 to 31 December 2023.
- Meeting minutes of the Board of Directors meeting which include disclosures by some of the Company’s Board of Directors’ members regarding transactions and contracts in which some members of the Company’s Board of Directors have a direct or indirect personal interest in them.

Company’s Responsibilities

The Company’s management is responsible for selecting the Criteria, and for presenting the Subject Matter in accordance with that Criteria, in all material respects. This responsibility includes establishing and maintaining internal controls, maintaining adequate records and making estimates that are relevant to the preparation of the Subject Matter, such that it is free from material misstatement, whether due to fraud or error.

Our Responsibilities

Our responsibility is to express a conclusion on the presentation of the Subject Matter based on the evidence we have obtained.



**LIMITED ASSURANCE REPORT TO THE SHAREHOLDERS OF
CATRION CATERING HOLDING COMPANY (FORMERLY KNOWN AS SAUDI AIRLINES
CATERING COMPANY) (A SAUDI JOINT STOCK COMPANY) (continued)**

Our Responsibilities (continued)

We conducted our engagement in accordance with the *International Standard for Assurance Engagements Other Than Audits or Reviews of Historical Financial Information* (“ISAE 3000 (Revised)”) endorsed in the Kingdom of Saudi Arabia, and the terms of reference for this engagement as agreed with the Company on 19 March 2024. Those standards require that we plan and perform our engagement to express a conclusion on whether we are aware of any material modifications that need to be made to the Subject Matter in order for it to be in accordance with the Criteria, and to issue a report. The nature, timing, and extent of the procedures selected depend on our judgment, including an assessment of the risk of material misstatement, whether due to fraud or error.

We believe that the evidence obtained is sufficient and appropriate to provide a basis for our limited assurance conclusion.

Our Independence and Quality Management

We have maintained our independence and confirm that we have met the requirements of the International Code of Ethics for Professional Accountants (including International Independence Standards) that is endorsed in the Kingdom of Saudi Arabia, and have the required competencies and experience to conduct this assurance engagement.

Our firm also applies International Standard on Quality Management 1, *Quality Management for Firms that Perform Audits and Reviews of Financial Statements, and Other Assurance and Related Services Engagements*, and accordingly maintains a comprehensive system of quality management including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Description of Procedures Performed

Procedures performed in a limited assurance engagement vary in nature and timing from, and are less in extent than for a reasonable assurance engagement. Consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed. Our procedures were designed to obtain a limited level of assurance on which to base our conclusion and do not provide all the evidence that would be required to provide a reasonable level of assurance.

Although we considered the effectiveness of management’s internal controls when determining the nature and extent of our procedures, our assurance engagement was not designed to provide assurance on internal controls. Our procedures did not include testing controls or performing procedures relating to checking aggregation or calculation of data within IT systems.

A limited assurance engagement consists of making enquiries, primarily of persons responsible for preparing the Subject matter and related information and applying analytical and other appropriate procedures.



**LIMITED ASSURANCE REPORT TO THE SHAREHOLDERS OF
CATRION CATERING HOLDING COMPANY (FORMERLY KNOWN AS SAUDI AIRLINES
CATERING COMPANY) (A SAUDI JOINT STOCK COMPANY) (continued)**

Description of Procedures Performed (continued)

Our procedures included:

- Obtained the notification presented by the Company's Board of Directors to the Ordinary General Assembly (Appendix A) regarding the transactions and contracts entered between some of the Board of Directors' members directly or indirectly with the Company.
- Obtained Board of Directors resolution that discussed and approved transactions and contracts made with the Company in which respective members of the Company's Board of Directors have a direct or indirect personal interest in them.
- Obtained the Company's accounting records for the period from 1 January 2023 to 31 December 2023.
- Obtained Board of Directors minutes of meetings that indicates some members' notification to the Board of Directors of transactions and contracts done with the Company in which some members of the Company's Board of Directors have a direct or indirect personal interest in them.

We also performed such other procedures as we considered necessary in the circumstances.

Other Matter

The attached notification (Appendix A) is stamped by us for identification purposes only.

Conclusion

Based on our procedures and the evidence obtained, we are not aware of any material modifications that need to be made to the Subject Matter, in order for it to be in accordance with the Criteria applied by the Company referred to above.

for Ernst & Young Professional Services

Abdulaziz S. Alarifi
Certified Public Accountant
License No. (572)

Jeddah: 21 Ramadan 1445H
31 March 2024



CATRION's Board Directors declaration to the General Assembly about business and contracts with related parties during 2023G

With reference to Article (27) and (71) of the Companies Law, and in accordance to clause (14) article (28) of the Corporate Governance Regulations issued by Capital Market Authority, we would like to inform you about the business and contracts that have been concluded with the related parties during the year 2023, in which the members of the Board of Directors have direct/indirect interest in them and which they previously informed the Board of Directors about, for the purpose of approval and licensing by AGM during its meeting scheduled to be held on Tuesday 30th April 2024, and those transactions were also disclosed in CATRION's 2023 annual report as follows:

Related Parties Transitions summary during 2023G:

Nature of work or act	Value /SR.	Duration of work or act	Conditions of work or act	Name of BM, EM, or their related party
In-flight catering services to Saudi Airlines Est.	955,312,226	This contract took effect on 31/12/2019 and ends on 31//12/2029	No preferential conditions compared to local market	Mr. Fahad Moussa, in his capacity as the EVP, Investment at Saudia Arabian Airlines Corporation, Board Member, NRC Chairman and ExCom Member at Saudi Airlines Cargo Company, Board Member, ExCom Member and Audit Committee Member at SAL Saudi Logistics Services.
Catering and hospitality services to Saudi Airlines Est. for Al Forsan Lounge Terminal 5 in King Khaled International Airport	46,609,221	This contract took effect on 04/10/2016 and ends on 30/10/2025	No preferential conditions compared to local market	
Catering services to Saudi Airlines Est. in Al Forsan Lounge in Egypt International Airport	8,688,654	This contract took effect on 174/01/2022 and ends on 16/01/2027	No preferential conditions compared to local market	
Lease agreement with Saudi Airlines Est. in (AM1) building in King Khaled International Airport	11,677,964	This contract took effect on 01/03/2016 and ends on 29/02/25024	No preferential conditions compared to local market	
Catering and Hospitality services to Saudi Airlines Est. in (Welcome) lounge in Prince Mohammed Bin Abdulaziz International Airport in Medina Al Monawara	2,054,653	This contract took effect on 22/02/2017 and end on 21/02/2024	No preferential conditions compared to local market	
Design, constructing and operating Alfursan Domestic lounge at the New King Abdulaziz International Airport in Jeddah	27,026,589	The term of the contract shall be for a term of (10) years starting from the actual operation date.	No preferential conditions compared to local market	
Catering Service to Saudi Airlines Est. - Reservations Diplomatic Quarter-	102,350	This contract took effect on April 7 th , 2016	No preferential conditions compared to local market	
Catering Service Agreement to Saudi Airlines Est. -Ticketing & Reservation office, Al Murooj-	624,711	This contract took effect on October 17 th , 2013	No preferential conditions compared to local market	

Nature of work or act	Value /SR.	Duration of work or act	Conditions of work or act	Name of BM, EM, or their related party
IT Service Level agreement with Saudi Airlines Est.	1,415,952	The contract entered into force 01/05/2018 and ends on 30/04/2024	No preferential conditions compared to local market	
Design, constructing and operating Alfursan International lounge at the New King Abdulaziz International Airport in Jeddah	64,222,110	The contract entered into force 01/01/2019 and ends on 31/12/2029	No preferential conditions compared to local market	
MOU with Saudi Airlines Est. for Catering Services Al Fursan lounge in King Fahd International Airport in Dammam	8,599,470	The contract entered into force 09/04/2014	No preferential conditions compared to local market	
Catering services Saudi Ground Services Co. in Jeddah, Riyadh, Dammam, and Medina Al Monawarah	42,375,007	This contract took effect on 01/11/2020 and ends on 31/10/2024	No preferential conditions compared to local market	
Transport services agreement with Saudi Ground Services Co. in King Fahad International Airport in Dammam	298,043	This contract took effect on 28/11/2015 and ends on 27/11/2024	No preferential conditions compared to local market	
Laundry services to Saudi Ground Services Co. in Jeddah, Riyadh, Dammam, and Medina Al Monawarah	13,713,961	This contract took effect on 01/05/2021 and ends on 30/04/2024	No preferential conditions compared to local market	
Fuel services agreement with Saudi Ground Services Co.	4,349,479	This contract took effect on 01/06/2023 and expires on 31/05/2025	No preferential conditions compared to local market	
Accommodation services agreement with Saudi Ground Services Co. in King Fahad International Airport in Dammam	2,553,309	This contract took effect on 28/11/2015 and ends on 27/11/2024	No preferential conditions compared to local market	
Cargo services from Saudi Airlines Cargo Co.	1,325,888	This contract took effect on 08/12/2014 and ends 31/12/2024	No preferential conditions compared to local market	
Catering services to Saudi Airlines Cargo Co.	5,963,682	This contract took effect on 27/10/2019 and ends at the will of both parties	No preferential conditions compared to local market	
Lease agreement with Saudi Airlines Real Estate & Development Co. "SARED" for retails shops in Saudi City compound	57,500	This contract took effect on 01/07/2017 and ends on 31/12/2024	No preferential conditions compared to local market	
Inflight Catering services, Equipment and Skysales Services to Flyadeal Co.	14,395,925	This contract took effect on 01/03/2021 and ends on 28/02/2027	No preferential conditions compared to local market	
Inflight Catering services for delayed flights to Flyadeal Co.	1,211,896	This contract took effect on 01/12/2020 and ends on 30/10/2024	No preferential conditions compared to local market	

Nature of work or act	Value /SR.	Duration of work or act	Conditions of work or act	Name of BM, EM, or their related party
Inflight Catering services to Al-Salam Aviation Industry Co.	147,552	The contract entered into force on 03/05/2010 and expires on 07/01/2024	No preferential conditions compared to local market	
Inflight Catering services and Airline Equipment services to Saudi Private Aviation	24,598,028	This contract took effect on 01/01/2010	No preferential conditions compared to local market	
Catering services to Saudi Aerospace Engineering Industries Co.	2,438,520	Based on purchase order	No preferential conditions compared to local market	
Catering services to Prince Sultan Aviation Academy	12,133	Based on purchase order	No preferential conditions compared to local market	
Airlines Equipment agreement with Saudi Airlines Est.	434,029,999	The contract entered into force on 25/01/2022	No preferential conditions compared to local market	
Delayed flights catering service to Saudi Airlines Est.	2,671,972	The contract entered into force on 27/12/2023 and the novation agreement began on 26/12/2025	No preferential conditions compared to local market	
Other services rendered to Saudi Airlines Est.	19,023,924	Based on purchase order	No preferential conditions compared to local market	
Lab services to Saudi Ground Services Co.	343,241	Based on purchase order	No preferential conditions compared to local market	
Cargo services from SAL Saudi Logistics Services Co.	669,143	Based on purchase order	No preferential conditions compared to local market	
Other services to Saudi Airlines Real Estate & Development Co. "SARED"	1,724,230	Based on purchase order	No preferential conditions compared to local market	
lease contract Saudi Airlines Real Estate & Development Co. "SARED" for Trip a Bite and Skysales shop located at Flight operation's new building	195,500	The contract entered into force on 01/09/2023 and the novation agreement began on 31/08/2024	No preferential conditions compared to local market	
Others lease and service contract Saudi Airlines Real Estate & Development Co. "SARED"	3,126,477	Based on purchase order	No preferential conditions compared to local market	

Nature of work or act	Value /SR.	Duration of work or act	Conditions of work or act	Name of BM, EM, or their related party
lease contract for retail shop at the Aircraft Maintenance Hangar and the Operations Building at King Abdulaziz International Airport	48,210	The contract entered into force on 03/01/1429	No preferential conditions compared to local market	With regard to the membership of Eng. Raed AL Mudaiheem as he holding the position of Chairman of the Board of Directors of Jeddah Airport Company
Lease contract for retail shop in International lounge Terminal (1) at King Abdulaziz International Airport	368,000	The contract entered into force on 05/03/2018 and the novation agreement began on 31/01/2023	No preferential conditions compared to local market	
Lease agreement with Jeddah Airport Co. for catering unite (203)	28,175,000	The novation agreement began on 01/01/2022	No preferential conditions compared to local market	
Lease contract with Jeddah Airport Co. for office space (Apron Offices) at King Abdulaziz International Airport in Jeddah	434,673	The novation agreement began on 18/09/2022	No preferential conditions compared to local market	
Lease contract with Jeddah Airport Co. for "Wellcome" Lounges at King Abdulaziz International Airport in Jeddah	218,458	The novation agreement began on 18/09/2022	No preferential conditions compared to local market	
Catering services to Jeddah Airport Co.	70,036	Based on purchase order	No preferential conditions compared to local market	

Mr. Yousef Al Yousefi

Signature

Mr. Fadi Majdalani

Signature

Miss. Joza Al Rasheed

Signature

Mr. Abdulwahab Al Betari

Signature

Mr. Dilip Nijhawan

Signature

Mr. Olivier Harnisch

Signature

Mr. Mohammed Al Sarhan

Signature



Form No. (1) Resume

1) Personal Information of the Nominated Member					
Full Name	Joza Abdulmohsen Mohammed Al Rasheed				
Nationality	Saudi	Date of Birth	30/01/1987		
2) Academic Qualifications of the Nominated Member					
No.	Qualification	Specialization	Date of the awarded degree	The Name of the awarding entity	
1	LLM,	International business and economic law	May 2019	Georgetown University Law Center, Washington, D.C	
2	LLB,	Law	Feb 2011	Prince Sultan University, Riyadh, Saudi Arabia	
3) Experiences of the Nominated Member					
From March 2023 up to date	Managing Partner, Herbert Smith Freehills				
May 2022 – January 2023	Managing partner at Herbert Smith Freehills LLP in cooperation with Joza bint Abdul Mohsen Al Rasheed Advocates and Legal Consultants				
May 2022 - December 2022	Partner at Herbert Smith Freehills LLP in association with the law firm of Mohamed Al Tamami				
Jan 2021 to May 2021	Senior Legal Counsel at Air Products, Dhahran				
Oct 2017 to Dec 2020	Senior Associate at White & Case, Riyadh				
July 2014 to Oct 2017	Associate at Baker & McKenzie (Dubai/Riyadh)				
Mar - Jun 2014	,Internship Organization of the Petroleum Exporting Countries (OPEC)				
Feb to Sept 2010	Internship at Baker & McKenzie (Riyadh)				
4) Current membership in the board of directors of other joint stock companies (listed or un-listed) or any other company of any legal form or its committees:					
No.	Company Name	Membership Type (Executive, non executive, Independent)	Appointment method (a nominee as a shareholder, appointed by a shareholder who enjoys the right of appointment under the company's articles of association, nominated by a shareholder)	Member ship of Committees	Legal form of the Company
1	Georgetown University MENA Law Alumni Advisory Board	Board member	NA	NA	NA

Competing Business Standards and Procedures for CATRION Catering Holding Co.

Article one: Introduction

The " Competing Business Standards and Procedures for CATRION Catering Holding Co. ("CATRION" or the "Company") " has been prepared to comply with clause number (3) of Article (44) of the Corporate Governance Regulations issued by the Capital Market Authority Board pursuant to its Decision No. (8-6-2017) Dated 16/05/1438H corresponding to 13/2/2017, as amended pursuant to its decision No. (8-5-2023) dated 25/06/1444H corresponding to 18/01/2023.

The purpose of the Competing Business Standards and Procedures" is to define businesses and activities that are considered competing with the Company's or its subsidiaries businesses or one of the branch activities. These standards and procedures also aim to clarify the procedures to be followed if a Board or a Committees member or a Board nominee participates in a competing business in accordance with the controls stipulated in the Implementing Regulations of the Companies' Law for listed joint-stock companies and Corporate Governance Regulations, which contributes in enhancing the transparency in all of the Company's transactions and avoid conflicts of interest.

Article two: Competing with the Company

1. A Board or Committee member may not engage in any business that may compete with the Company or any of its subsidiaries or with one its branch activities without the authorization of the Company's General Assembly, or the Board if it was delegated from the General Assembly in accordance with the conditions mentioned in these standards and procedures, the Companies' Law, and the relevant CMA regulations.
2. The election not to engage in a business that may compete with the Company or its subsidiaries is a personal responsibility of each member of the Board, and If he/she violates these procedures, the Company may claim for appropriate compensation before the competent judicial authority.

معايير وضوابط الأعمال المنافسة لشركة كاتريون للتموين القابضة

المادة الأولى: تمهيد

تم إعداد معايير وضوابط الأعمال المنافسة لشركة كاتريون للتموين القابضة " كاتريون " أو الشركة " بهدف التوافق مع الفقرة (٣) من المادة (٤٤) من لائحة حوكمة الشركات الصادرة بقرار مجلس هيئة السوق المالية رقم (٨ - ٦ - ٢٠١٧) وتاريخ ١٦/٥/١٤٣٨هـ الموافق ٢٠١٧/٠٢/١٣م المعدلة بقرار مجلس هيئة السوق المالية رقم (٨ - ٥ - ٢٠٢٣) وتاريخ ٢٥/٦/١٤٤٤هـ الموافق ٢٠٢٣/١/١٨م.

تهدف هذه المعايير والضوابط إلى تحديد الأعمال والأنشطة التي تعد منافسة للشركة أو شركاتها التابعة في أعمالها أو أنشطتها الفرعية، كما تهدف هذه المعايير والضوابط إلى توضيح الإجراءات الواجب اتباعها في حال اشتراك عضو مجلس الإدارة أو عضو إحدى لجانها أو أحد المرشحين لعضوية المجلس في أعمال منافسة وفق الضوابط المنصوص عليها في اللائحة التنفيذية لنظام الشركات الخاصة بالشركات المساهمة المدرجة ولائحة حوكمة الشركات، مما يساهم في تعزيز الشفافية في كافة معاملات الشركة وتجنب حالات تضارب المصالح.

المادة الثانية: منافسة الشركة:

١. لا يجوز لعضو مجلس الإدارة أو عضو إحدى لجانها الاشتراك في أي عمل من شأنه منافسة الشركة أو منافستها في أحد فروع أنشطتها التي تزاوله الشركة أو أي من شركاتها التابعة أو فروعها، إلا بموجب ترخيص من الجمعية العامة للشركة أو مجلس الإدارة في حال تفويضه بذلك من قبل الجمعية العامة يسمح له القيام بذلك ووفقاً للضوابط المنصوص عليها في هذه المعايير والضوابط ونظام الشركات واللوائح الصادرة عن هيئة السوق المالية ذات العلاقة.

٢. ويعتبر امتناع العضو عن ممارسة أعمال منافسة للشركة أو شركاتها التابعة مسؤولية شخصية لكل عضو، وفي حال مخالفة عضو مجلس الإدارة للضوابط المذكورة، يحق للشركة أن تطالبه أمام الجهة القضائية المختصة بالتعويض المناسب.

Article three: Duties of Members & Nominees of the Board of Directors regarding Competing Business

1. A person who desires to nominate himself/herself for the Board or committees' membership shall disclose to the Board and the General Assembly if he/she engages in a business that may compete with the Company or any of its activities.
2. The Board and committees' members shall perform his/her duties with honesty and integrity and put the interests of the Company above his/her own interests, and not use his/her position to achieve personal interests.
3. The Board and committees' members shall protect the confidentiality of the information related to the Company and its activities, and not disclose any such information to any person.
4. The Board and committees' members shall not misuse his/her position, duties and authorities in anyway or benefit, directly or indirectly, from any of the Company's assets, information or investment opportunities presented to them or the Company, in his/her capacity as member of the Board or the Committees. This includes investment opportunities which are within the activities of the Company, or which the Company wishes to make use of. Such prohibition shall extend to the Board member who resign to, directly or indirectly, use investment opportunities that the Company wishes to use, which came to their knowledge during their tenure on the Board.
5. The Board and committees' members, during their term as a board member or committees' member, and for a period of [24] months after the termination of service, expiration of term or resignation, directly or indirectly, shall not engage in, assist, or have any interest in any business, venture, or activity that competes or conflicts with the business, products, or services of the Company or any of its affiliates, subsidiaries, or successors, within the geographic area of Kingdom of Saudi Arabia, except as authorized by the Board of Directors of the Company or required by the relative law.
6. The Board and committees' members, during their term as a board member or committees' member, and for a period of [24] months after the termination of service or resignation, directly or indirectly, shall not solicit, entice, or induce any customer, supplier, partner, employee, or contractor of

المادة الثالثة: واجبات أعضاء مجلس الإدارة والمرشحين لعضويته بخصوص ممارسة الأعمال المنافسة

١. على من يرغب في ترشيح نفسه لعضوية مجلس الإدارة أو اللجان أن يفصح للمجلس وللجمعية العامة عن اشتراكه في عمل من شأنه منافسة الشركة أو منافستها في أحد فروع النشاط الذي تزاوله.
٢. على عضو مجلس الإدارة وأعضاء اللجان ممارسة مهامهم بأمانة ونزاهة، وأن يقدموا مصالح الشركة على مصالحهم الشخصية، وألا يستغلوا مناصبهم لتحقيق مصالح خاصة.
٣. على عضو مجلس الإدارة وأعضاء اللجان حماية سرية المعلومات ذات الصلة بالشركة وأنشطتها، وعدم إفشائها لأي شخص آخر .
٤. يجب على عضو مجلس الإدارة وأعضاء اللجان عدم استغلال مناصبهم والمهام والصلاحيات لديهم بأي حال من الأحوال أو الاستفادة - بشكل مباشر أو غير مباشر- من أي من أصول الشركة، أو معلوماتها، أو الفرص الاستثمارية المعروضة عليه بصفته عضواً في مجلس الإدارة أو اللجان، ويشمل ذلك الفرص الاستثمارية التي تدخل أنشطة الشركة، أو التي ترغب الشركة في الاستفادة منها، ويسري الحظر على عضو المجلس الذي يعتزل لأجل استغلال الفرص الاستثمارية بطريقة مباشرة أو غير مباشرة التي ترغب الشركة في الاستفادة منها والتي علم بها أثناء عضويته للمجلس.
٥. لا يجوز لعضو مجلس الإدارة وأعضاء اللجان عند استقالتهم أو إنهاء أو انتهاء عضويتهم ولمدة (٢٤) شهراً من انتهاء عضويتهم ممارسة أو الإشتراك - بشكل مباشر أو غير مباشر- في عمل من شأنه منافسة الشركة في أنشطتها الرئيسية أو الفرعية أو أي من الأنشطة التي تزاولها أي من شركاتها التابعة داخل المملكة العربية السعودية، باستثناء ما يسمح به قرار مجلس إدارة الشركة أو ما يقتضيه النظام.
٦. لا يجوز لعضو مجلس الإدارة وأعضاء اللجان عند استقالتهم أو إنهاء أو انتهاء عضويتهم ولمدة (٢٤) شهراً من انتهاء عضويتهم - بشكل مباشر أو غير مباشر- إغراء أو حث أي عميل أو مورد أو شريك أو موظف أو مقاول للشركة أو أي من الشركات التابعة لها، بإنهاء أو

the Company or any of its affiliates, subsidiaries, or successors, to terminate, reduce, or alter their relationship with the Company or to enter into any relationship with any competitor of the Company.

7. The Board and committees' members, during their term as a board member or committees' member, and for a period of [24] months after the termination of service or resignation, directly or indirectly, shall not use, disclose, or misappropriate any confidential information or trade secrets of the Company or any of its affiliates, subsidiaries, or successors, that they have obtained or learned during your service as a board member, except as authorized by the Board of Directors of the Company or required by law.
8. Appointment of a member to the Board or one of its committees shall affirm that the member accepts recognition and commitment towards these non-compete standards and obligations, which were set reasonably and are necessary to protect the interests of the Company, and that the Company is entitled to seek injunctive relief and any other remedies available by law or in equity to enforce these obligations, if any breach of these obligations were to cause any harm and/or damage to the Company.

Article four: Concept of the Competing Businesses

The following shall be deemed a participation in any business that may compete with the Company, any of its activities or any of its subsidiaries:

1. The Board members' establishing a company, an establishment, or owning of a considerable percentage of shares or stakes in a company or any other entity that engages in business activities that are similar to the activities of the Company or its subsidiaries.
2. Accepting membership in the Board of a company or an entity that is competing with the Company or its subsidiaries, or handling the management of a competing establishment or competing company of any form, except the Company's subsidiaries.
3. Accepting membership in any committee of a company that competes with the Company or any other company in its subsidiaries.
4. The Board member's acting as an overt or covert commercial agent or the like for another company or entity competing with the Company or its subsidiaries.

تقليل أو تغيير علاقته مع الشركة أو الدخول في أي علاقة مع أي منافس للشركة أو أي من شركاتها التابعة.

٧. لا يجوز لعضو مجلس الإدارة وأعضاء اللجان عند استقالتهم أو إنهاء أو انتهاء عضويتهم ولمدة (٢٤) شهراً من انتهاء عضويتهم -بشكل مباشر أو غير مباشر- استخدام أو الكشف عن أي معلومات سرية خاصة بالشركة أو أي من الشركات التابعة لها، والتي تحصلوا عليها أو أوعلموا بها أثناء خدمتهم كعضو في مجلس الإدارة أو اللجان، باستثناء ما يسمح به قرار مجلس إدارة الشركة أو ما يقتضيه النظام.
٨. تعيين العضو في المجلس أو إحدى لجانه يؤكد إقراره وإلتزامه بهذه المعايير والضوابط والتي تم وضعها بصفة معقولة وضرورية لحماية مصالح الشركة، و يعد موافقةً منه على حق الشركة في الحصول على الإجراءات الوقائية القضائية لحماية حقوق الشركة والتعويضات المناسبة في حال أي خرق لهذه المعايير والضوابط من شأنه أن يسبب ضرراً أو أضراراً للشركة.

المادة الرابعة: مفهوم الأعمال المنافسة

يدخل في مفهوم الاشتراك في أي عمل من شأنه منافسة الشركة أو منافستها في أحد فروع النشاط الذي تزاوله الشركة أو إحدى شركاتها التابعة ما يلي:

١. تأسيس العضو لشركة أو مؤسسة فردية أو تملكه نسبة مؤثرة لأسهم أو حصص في شركة أو منشأة أخرى، تزاوّل نشاطاً من نوع نشاط الشركة أو شركاتها التابعة.
٢. قبول عضوية مجلس إدارة شركة أو منشأة منافسة للشركة أو أو شركاتها التابعة ، أو تولي إدارة مؤسسة فردية منافسة أو شركة منافسة أياً كان شكلها، فيما عدا تابعي الشركة.
٣. قبول عضوية لأي لجنة في شركة تنافس الشركة أو أي شركة أخرى من شركاتها التابعة.
٤. حصول العضو على وكالة تجارية أو ما في حكمها، ظاهرة كانت أو مستترة، لشركة أو منشأة أخرى منافسة للشركة أو أو شركاتها التابعة.
٥. حصول العضو على مقابل مادي نظير تقديمه استشارات إلى شركة أخرى منافسة للشركة أي أن طبيعة عملها ونشاطها مماثل لأحد أنشطة الشركة الرئيسية.

5. The Board member getting consideration for providing consultations to another company competing with the Company, which is in any main activity that CATRION operates within.
6. The Board member using his/her knowledge of or influence over any of the Company's or its subsidiaries' clients, suppliers or advisors for the benefit of any company or person working for a company that is competing with the Company or its subsidiaries.

Article five: Competing Business & Activities Standards

Any business related to the Company's main activities stipulated in the Company's bylaws or/and its subsidiaries.

The following criteria shall be taken into account when measuring the existence of competition - including but not limited to - the following:

1. The nature of the business and the products offered by the competing company.
2. The geographical area and the markets in which the competing company conducts its business.
3. The capital of the competing company and its total shareholders owners.
4. The competitor's projects size.

Article six: Assessing the Competition

The Board, when assessing the Board member or a member of any of the Company's Committees' competition with the Company's business, shall take into account the following standards:

1. The geographical reach of the business competing with the Company and/or any of its subsidiaries.
2. The total revenues of the competing activity during the fiscal year compared to the revenues of the CATRION in this activity, so that the business practiced by the member is considered competitive to the Company if its total revenues represent a substantial percentage of not less than 5% of the revenues of CATRION in this activity according to the latest audited financial statements.
3. Whether engaging in the competing business would prevent the Board member from providing the required care towards the interests of the Company.

٦. استخدام العضو لمعرفته أو تأثيره على أي من عملاء الشركة أو أي شركة أخرى من شركاتها التابعة أو مورديها أو مستشاريها لمصلحة أي شركة أو شخص يعمل لمصلحة شركة منافسة للشركة.

المادة الخامسة: معايير أنشطة الأعمال المنافسة

يعتبر كل عمل منافس للشركة أي عمل يتعلق بالأنشطة الأساسية للشركة المنصوص عليها في نظام الشركة الأساسي أو/وشركاتها التابعة.

يقوم مجلس الإدارة بالتحقق من منافسة عضو المجلس لأعمال الشركة أو منافستها في أحد فروع النشاط الذي تزاوله مع الأخذ بالاعتبار عند قياس مدى تحقق المنافسة المعايير التالية:

١. طبيعة الأعمال والمنتجات التي تقدمها الشركة أو المنشأة المنافسة.
٢. المنطقة الجغرافية والأسواق التي تزاول فيها الشركة المنافسة أعمالها.
٣. رأس مال الشركة المنافسة وإجمالي حقوق ملاكها.
٤. حجم مشاريع الشركة المنافسة.

المادة السادسة : تقييم الأعمال المنافسة

يتحقق مجلس الإدارة من منافسة عضو المجلس أو عضو إحدى لجانها لأعمال الشركة أو إحدى شركاتها التابعة من خلال تقييم ما هو آت:

١. إذا كان العمل داخل أو خارج النطاق الجغرافي لعمليات الشركة و/أو شركاتها التابعة أو فروعها.
٢. إجمالي إيرادات النشاط المنافس خلال السنة المالية مقارنة بإيرادات كاتريون في هذا النشاط بحيث تعتبر الأعمال التي يمارسها العضو منافسة للشركة إذا كان إجمالي إيراداتها يمثل نسبة جوهريّة لا تقل عن ٥% من إيرادات الشركة وفقاً لأخر قوائم مالية مراجعة.
٣. إذا كانت ممارسة العمل المنافس ستمنع العضو من الاهتمام بمصالح الشركة.
٤. إذا كانت ممارسة العمل المنافس قد تؤثر بشكل ملموس على دوره كعضو بمجلس إدارة الشركة أو إحدى لجانها.

4. Whether engaging in the competing business by the Board member is likely to have a material impact on his/her role as a member in the Company's Board or any of its committees.
5. Any other standards or rules that the Board considers shall be added in the interest sought by the company, its shareholders, and stakeholders. This shall not contradict with the regulatory rules and its implementing instructions.

Article seven: Controls of Competing with the Company

If a member of the Board, or a member of one of its Committees, desires to engage in a business that may compete with the Company or any of its activities, the following shall be taken into account:

1. Notifying the Board of the competing businesses (direct or indirect) that he/she desires to engage in and recording such notification in the minutes of the Board meeting.
2. The conflicted member shall abstain from voting on the related decision in the Board meetings, the meetings of its Committees, and General Assemblies.
3. The Board shall inform the General Assembly, once convened, of the competing businesses that the member of the Board, or a member of one of its Committees, is engaged in, after the Board assessing the member's competition with the Company's business or if he/she is in competition with one of the branch activities that it conducts or its subsidiaries in accordance with these standards, provided that such businesses are assessed on annual basis.
4. Obtaining an authorization of the General Assembly of the Company, for the member to engage in the competing business. The Ordinary General Assembly shall have the right to delegate the authorization powers to the Board provided that the resolution of that General Assembly specifies the competing businesses and activities that the Board may authorize during the delegation period. Any member of the Board shall not be allowed to vote on the items of delegation and its revocation in the Ordinary General Assembly.
5. The period for the delegation referred to in the point (4) above, shall be a maximum of one year from the date of the Ordinary General Assembly

٥. أي معايير أو ضوابط أخرى يرى مجلس الإدارة اضافتها بما يحقق مصالح الشركة والمساهمين وأصحاب المصالح فيه، ولا يتعارض مع القواعد والتعليمات التنظيمية التي تصدرها الجهات الرقابية والتنظيمية.

المادة السابعة: ضوابط منافسة الشركة

إذا رغب عضو مجلس الإدارة أو عضو إحدى لجانته في الاشتراك في عمل من شأنه منافسة الشركة، أو منافستها في أحد فروع النشاط الذي تزاوله، فيجب مراعاة ما يلي:

١. إبلاغ مجلس الإدارة بالأعمال المنافسة للشركة - بشكل مباشر أو غير مباشر- التي يرغب في ممارستها، وإثبات هذا الإبلاغ في محضر اجتماع مجلس الإدارة.
٢. عدم اشتراك العضو صاحب المصلحة في التصويت على القرار الذي يصدر في هذا الشأن في مجلس الإدارة ولجانته وجمعيات المساهمين.
٣. قيام مجلس الإدارة بإبلاغ الجمعية العامة عند انعقادها بالأعمال المنافسة التي يزاولها عضو المجلس أو عضو إحدى لجانته، وذلك بعد تحقق مجلس الإدارة من منافسة العضو لأعمال الشركة أو منافستها في أحد فروع النشاط التي تزاوله الشركة أو إحدى شركاتها التابعة وفق هذه المعايير، على أن يتم التحقق من هذه الأعمال بشكل سنوي.
٤. الحصول على ترخيص من الجمعية العامة للشركة يسمح للعضو بممارسة الأعمال المنافسة. وللجمعية العامة الحق في تفويض صلاحية الترخيص إلى مجلس الإدارة على أن يحدد قرار الجمعية العامة الأعمال والأنشطة المنافسة التي يجوز للمجلس الترخيص فيها خلال مدة التفويض. ويحظر على أي من أعضاء مجلس الإدارة التصويت على بندي التفويض وإلغاء التفويض في الجمعية العامة العادية.
٥. تكون مدة التفويض المشار إليها في الفقرة (٤) من هذا البند بحد أقصى سنة واحدة من تاريخ موافقة الجمعية العامة العادية أو حتى نهاية دورة مجلس الإدارة المفوض، أيهما أسبق.

approval to delegate its powers to the Company's Board, or until the end of the term of the delegated Board, whichever is earlier.

Article eight: Refusal to Grant the Authorization for Competing Business

If the General Assembly or the Board - through a delegation of the Ordinary General Assembly - rejects granting the authorization for the member to participate in an activity competing with the Company or any of its subsidiaries, the member of the Board shall resign within a period specified by the General Assembly or the Board (if the Board was authorized by the General Assembly); otherwise, his/her membership in the Board shall be deemed terminated, unless he/she decides to withdraw from such competing activity or amend his/her situation in accordance with the Companies' Law and its implementing regulations prior to the end of the period set by the General Assembly or the Board (if the Board was authorized by the General Assembly).

Article nine: Governance of the Standards and Procedures

The Remunerations & Nomination Committee shall be responsible for periodically reviewing these Standards and Procedures as well as assessing their effectiveness in achieving their objectives.

Article ten: Final Provisions

The "Competing Business Standards and Procedures for CATRION Catering Holding Co. shall be implemented and complied with by the Company starting from the date it is approved by the General Assembly and shall be published and made available to the shareholders, the public, and the stakeholders in the Company's website. These Standards shall be reviewed periodically as needed, and any amendment to the content shall be presented to the board. The Board will study and review such amendments and recommend for its approval by the General Assembly.

المادة الثامنة: رفض منح ترخيص الاشتراك بأعمال منافسة

إذا رفضت الجمعية العامة أو مجلس الإدارة بموجب تفويض من الجمعية العامة العادية منح الترخيص لعضو مجلس الإدارة بالاشتراك في عمل من شأنه منافسة الشركة أو أي من شركاتها التابعة، فعلى عضو مجلس الإدارة تقديم استقالته خلال مهلة تحددها الجمعية العامة أو مجلس الإدارة في حال كان المجلس مفوض من الجمعية العامة، وإلا عدت عضويته في المجلس منتهية، وذلك ما لم يقرر العدول عن منافسة الشركة أو توفيق أوضاعه طبقاً لنظام الشركات ولوائح التنفيذية قبل انقضاء المهلة المحددة من قبل الجمعية العامة أو مجلس الإدارة في حال تفويضه.

المادة التاسعة: حوكمة المعايير والضوابط

تختص لجنة المكافآت والترشيحات بمراجعة هذه الضوابط والمعايير بصفة دورية وتقييم فعاليتها في تحقيق أهدافها.

المادة العاشرة: أحكام ختامية

يعمل بما جاء في هذه المعايير والضوابط ويتم الالتزام به من قبل الشركة اعتباراً من تاريخ اعتمادها من قبل الجمعية العامة للمساهمين وتنشر هذه المعايير على موقع الشركة الإلكتروني لتمكين المساهمين والجمهور وأصحاب المصالح من الاطلاع عليها، ويتم مراجعة هذه المعايير بصفة دورية عند الحاجة، ويتم عرض أي تعديلات مقترحة على مجلس الإدارة، الذي يقوم بدراسة ومراجعة التعديلات المقترحة ويوصي بها للجمعية العمومية للمساهمين لاعتمادها