



Audit Committee Report

For the Year 2025G

Morabaha Marina Financing Company

To the Honorable Shareholders of Morabaha Marina Financing Company

Peace, mercy and blessings of Allah be upon you,

The Audit Committee of Morabaha Marina Financing Company is pleased to present to the Company's honorable shareholders its annual report for the fiscal year ended 31 December 2025G. The report includes details of the Committee's performance of its assigned authorities and duties, its opinion on the adequacy of the Company's internal and financial control systems, and the work and tasks carried out by the Committee within its scope of authority, in line with the provisions of the Companies Law and the relevant regulatory requirements.

Formation of the Audit Committee

On 07/07/2025G, the Board of Directors resolved to appoint the members of the Audit Committee for the new fourth term of the Board of Directors, which commenced on 27/06/2025G for a term of three years and ends on 26/06/2028G. The Saudi Central Bank's non-objection was obtained on 24/09/2025G. Accordingly, the Audit Committee is composed of the following members:

No.	Name	Position	Membership Status
1	Mr. Mamdouh Sulaiman Al-Majed	Chairman of the Audit Committee	Independent Member
2	Eng. Nasser Mohammed Al-Qasabi	Audit Committee Member	Independent Member from within the Board
3	Mr. Salah Barbaa	Audit Committee Member	Independent Member
4	Mr. Riyadh Al-Yousef	Audit Committee Member	Independent Member

The former members of the Audit Committee, whose membership ended upon the expiry of the third term of the Board of Directors in 2025G, were as follows:

No.	Name	Position	Membership Status
1	Dr. Adel Abdulkarim Al-Momen	Chairman of the Audit Committee	Independent Member
2	Mr. Fahad Ali Al-Khulaiwi	Audit Committee Member	Independent Member
3	Mr. Nasser Mohammed Al-Qasabi	Audit Committee Member	Independent Member from within the Board
4	Mr. Rayan Omar Al-Mufadda	Audit Committee Member	Independent Member

Committee Meetings During 2025G

The new Committee in the fourth term held three meetings, as follows:

No.	Current Members	10th Meeting 01/10/2025	11th Meeting 15/10/2025	12th Meeting 03/11/2025	Attendance Rate
1	Mamdouh Sulaiman Al-Majed	✓	✓	✓	100%
2	Riyadh Mohammed Al-Yousef	✓	✓	✓	100%
3	Nasser Mohammed Al-Qasabi	✓	✓	✓	100%
4	Salah Mohammed Barbaa	✓	✓	✓	100%

The former Committee also held nine meetings during the third term in the year, as follows:

No.	Meeting	Date	Former Members Who Attended
1	First Meeting	07/01/2025	Adel Abdulkarim Al-Momen; Fahad Ali Al-Khulaiwi; Nasser Mohammed Al-Qasabi; Rayan Omar Al-Mufadda
2	Second Meeting	19/01/2025	Adel Abdulkarim Al-Momen; Fahad Ali Al-Khulaiwi; Nasser Mohammed Al-Qasabi; Rayan Omar Al-Mufadda
3	Third Meeting	04/02/2025	Adel Abdulkarim Al-Momen; Fahad Ali Al-Khulaiwi; Nasser Mohammed Al-Qasabi; Rayan Omar Al-Mufadda
4	Fourth Meeting	24/02/2025	Adel Abdulkarim Al-Momen; Fahad Ali Al-Khulaiwi; Nasser Mohammed Al-Qasabi; Rayan Omar Al-Mufadda
5	Fifth Meeting	04/03/2025	Adel Abdulkarim Al-Momen; Fahad Ali Al-Khulaiwi; Nasser Mohammed Al-Qasabi; Rayan Omar Al-Mufadda
6	Sixth Meeting	17/03/2025	Adel Abdulkarim Al-Momen; Fahad Ali Al-Khulaiwi; Nasser Mohammed Al-Qasabi; Rayan Omar Al-Mufadda
7	Seventh Meeting	15/05/2025	Adel Abdulkarim Al-Momen; Fahad Ali Al-Khulaiwi; Nasser Mohammed Al-Qasabi; Rayan Omar Al-Mufadda
8	Eighth Meeting	26/05/2025	Adel Abdulkarim Al-Momen; Fahad Ali Al-Khulaiwi; Nasser Mohammed Al-Qasabi; Rayan Omar Al-Mufadda
9	Ninth Meeting	25/06/2025	Adel Abdulkarim Al-Momen; Fahad Ali Al-Khulaiwi; Nasser Mohammed Al-Qasabi; Rayan Omar Al-Mufadda

No.	Former Member	Attendance Rate
1	Adel Abdulkarim Al-Momen	100%
2	Fahad Ali Al-Khulaiwi	100%
3	Nasser Mohammed Al-Qasabi	100%
4	Rayan Omar Al-Mufadda	100%

Audit Committee Responsibilities

- Supervising internal audit, compliance, and anti-money laundering in the Company, and reviewing the related reports.
- Reviewing the interim and annual financial statements and the accounting policies applied.
- Recommending to the Board of Directors the nomination of external auditors.
- Recommending to the Board of Directors the nomination of the internal auditor.
- Recommending to the Board of Directors the nomination of the Compliance and Anti-Money Laundering Manager.
- Reviewing the reports of regulatory authorities regarding the Company's compliance with laws and instructions.

In accordance with the tasks and responsibilities assigned to it under its charter and rules of procedure, the Audit Committee plays a fundamental and important role in assisting the Board of Directors in fulfilling its duties with respect to the integrity of the Company's financial statements, the qualifications and independence of the Company's external auditors, the performance of the Company's disclosure controls and procedures, the effectiveness of the internal audit function and external auditors, the evaluation and examination of the adequacy of the Company's internal accounting systems and financial controls, and the Company's compliance with ethical policies.

The Committee holds at least four meetings per year. The Head of Compliance and Anti-Money Laundering and the Committee Secretary regularly attend Audit Committee meetings, while the Chief Executive Officer and the Chief Accountant attend when needed.

Audit Committee Charter

In line with the Company's plan to align with governance requirements, the Committee Charter was redrafted for its fifth edition in June 2024G in accordance with the regulatory requirements, and was approved by the General Assembly at its first meeting during 2024G.

Audit Committee Duties and Key Activities During 2025G

Financial Statements

The Committee reviewed the annual financial statements for the fiscal year 2025G, in addition to the consolidated interim financial statements for the first, second and third quarters of the fiscal year 2025G. The external auditors' report was reviewed, significant matters were discussed, comparisons were reviewed, the reasons for material changes, if any, were verified, the adequacy of disclosures and the application of accounting policies and standards were considered, all related aspects were discussed, and confirmation was obtained from the internal auditors regarding the cooperation of the Company's management in providing all requested documents and responding to the inquiry regarding the fairness of the financial statements. The Committee expressed its opinion and recommendations to the Board of Directors in due course.

Internal Audit

The Committee approved the annual risk-based internal audit work plan. The Committee also followed up and reviewed the periodic reports issued by the Company's Internal Audit Department, monitored the progress made in implementing the approved plans, considered the key observations, and provided the necessary guidance to address areas of deficiency.

Compliance, Anti-Money Laundering and Counter-Terrorism Financing

The Committee discussed the reports issued by the Compliance, Anti-Money Laundering and Counter-Terrorism Financing Department, approved the annual plan, followed up on the adequacy of the efforts made to raise the level of compliance, reviewed the key observations, reports of regulatory authorities, and cases of non-compliance with laws and instructions, and provided its recommendations.

Results of the Annual Internal Audit Review of the Effectiveness of the Company's Internal Control Procedures

The Company adopts a control framework based on lines of defense. The Company's various departments and business sectors align their activities with the laws and regulations established and approved by the competent authorities as the first line of defense. The internal control departments, represented by Compliance and Risk Management, act as the second line of defense and are concerned with assessing, measuring, and monitoring the various levels of risk to ensure alignment with the controls established and to enable the Company to meet regulatory requirements. These departments submit periodic reports to the Board's subcommittees, including the Audit Committee and the Risk Committee.

Internal Audit performs the duties of the third line of defense by providing objective and independent assurance with the aim of adding qualitative value to the Company, protecting its assets, and improving and developing its operations. In general, reasonable assurance has been obtained regarding the effectiveness of the internal control procedures and systems, in terms of the coverage by such procedures of the significant control aspects that materially affect the achievement of the Company's objectives.

Audit Committee Opinion on the Adequacy of Internal Control

Based on the periodic reports presented to the Committee by the Internal Audit Department, the Compliance, Anti-Money Laundering and Counter-Terrorism Financing Department, and the external auditor's reports, and based on the annual confirmations and disclosures obtained from executive management, the Audit Committee is of the opinion that the internal control system currently in place operates at an acceptable level, with a need for improvement to raise the level of the system's effectiveness and efficiency. It should be noted that any internal control system, regardless of the soundness of its design and the effectiveness of its implementation, cannot provide absolute assurance.

Appointment of an Internal Auditor in the Company, if Not Available

During the fourth quarter of 2025G, Ernst & Young Professional Services was appointed to perform the internal audit functions in the Company, while the Audit Committee intends to appoint an Internal Audit Manager in the near future.

Audit Committee Recommendations that Conflict with Board Resolutions or that the Board Refused to Adopt, the Justifications for such Recommendations, and the Reasons for Not Adopting Them

None.

Chairman of the Audit Committee



Mr. Mamdouh bin Sulaiman Al-Majed