

Board of Directors' Report  
Adeer Real Estate

2025



Dear Shareholders,

The Chairman and Board Directors of Adeer Real Estate are pleased to present the Company's Annual Report for the fiscal year ended 31/12/2025. This report has been prepared in accordance with the requirements of the Corporate Governance Regulations issued by the Capital Market Authority (CMA), the Companies Law, and the Company's Bylaws. The report includes information regarding the Company's activities, performance, and financial results.

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His Royal Highness Crown  
Prince Mohammed bin Salman Bin  
Abdulaziz Al Saud



The Custodian of the Two Holy Mosques  
King Salman Bin Abdulaziz Al Saud

## 1. Chairman's Message

Our vision since the Company's inception has been clear, and our objective well-defined: To build a real estate entity that strengthens the national economy and achieves leadership in the real estate marketing sector in the Kingdom. We always strive to provide the best innovative solutions and the highest levels of services that add value to our clients and the real estate sector as a whole, as it is one of the most important sectors providing investment opportunities within the national economy. Today, more than 10 years after our establishment, Adeer Real Estate continues its journey with steady steps to lead the real estate marketing companies in the Kingdom. It reinforces its leading position by supporting the Saudi economy and achieving continuous success, thanks to an ambitious strategy based on commitment, innovation, and development. This strategy represents a fundamental pillar for achieving goals that align with Saudi Vision 2030.

**Abdulrahman Aedh Al-Qahtani**  
Chairman of the Board



## 2. Chief Executive Officer's Message

"Adeer Real Estate" has established a distinguished presence and a unique footprint in the Kingdom's real estate marketing sector, driven by its delivery of an integrated suite of services encompassing property management, real estate marketing, and brokerage, all provided in accordance with the highest standards of quality and professionalism.

The Company has earned the trust of its clients through its commitment to fulfilling their aspirations and objectives, leveraging the latest innovative marketing approaches and effective strategies. The Company is further distinguished by a team of outstanding consultants and specialized experts characterized by passion and excellence, which has contributed to reinforcing its position as one of the leading real estate marketing companies in the Kingdom.

This distinction has positioned "Adeer Real Estate" as the preferred destination for investors, business leaders, and real estate development companies, further strengthening its role as a partner in success that contributes to achieving its clients' ambitions with efficiency and innovation.

**Muteb Hamad Al-Saad**  
Chief Executive Officer





### 3. About the Company

## Company Overview

Adeer Real Estate was established as a limited liability company pursuant to the Memorandum of Association notarized by the Notary Public assigned to the Chamber of Commerce and Industry in the Eastern Region. The Company was registered in the Companies Register in Al Khobar under Commercial Registration Certificate, Unified National Number (7001796601) dated 10/08/1433H (corresponding to 30/06/2012G). On 06/11/1442H (corresponding to 16/06/2021G), the partners approved the conversion of the Company from a limited liability company into a Saudi closed joint-stock company, and the increase of its capital from (SAR 30.000) thirty thousand Saudi Riyals to (SAR 50.000.000) fifty million Saudi Riyals, divided into (5.000.000) five million equal cash shares with a nominal value of SAR 10 (ten Saudi Riyals) per share.

On 26/05/2025, Adeer Real Estate was listed on the Capital Market – Nomu, whereby the Company became a publicly listed joint-stock company on the Capital Market – Nomu.

The Company's headquarter is located in Al Khobar at the following address:

Adeer Real Estate

Al Khobar – Prince Turki bin Abdulaziz Street – Sumou Tower – Third Floor

P.O. Box: 250, Al Khobar 31952, Kingdom of Saudi Arabia

Tel: + 966 920004024 Fax: + 966 13 8327012

Email: [info@adeer.com](mailto:info@adeer.com)

Website: [www.adeer.com](http://www.adeer.com)

The Company conducts its operations and provides its services through three business models, as follows:

#### **Marketing and Pre-Sales Services**

This model involves preparing project-specific studies (including market studies and highest and best use studies for real estate assets) and managing marketing activities (designs and marketing and sales plans), through coordination among all project stakeholders in accordance with the highest standards to achieve the targeted objectives.

#### **Sales Services**

This model involves implementing and monitoring project plans (sales and marketing plans), managing sales operations, and executing activities under such plans in line with the project timeline and in accordance with the highest quality standards to achieve the targeted objectives.

#### **Post-Sales Services**

This model involves providing services to clients after achieving the targeted objectives (including periodic reports outlining completed activities and results), in addition to following up on sales progress through to collection and delivery to purchasers.

## Vision

To position Adeer Real Estate as the leading company in real estate marketing and services and the trusted authority in the real estate industry.

## Mission

To fulfill clients' needs through the marketing and innovation of integrated real estate solutions.

## Values

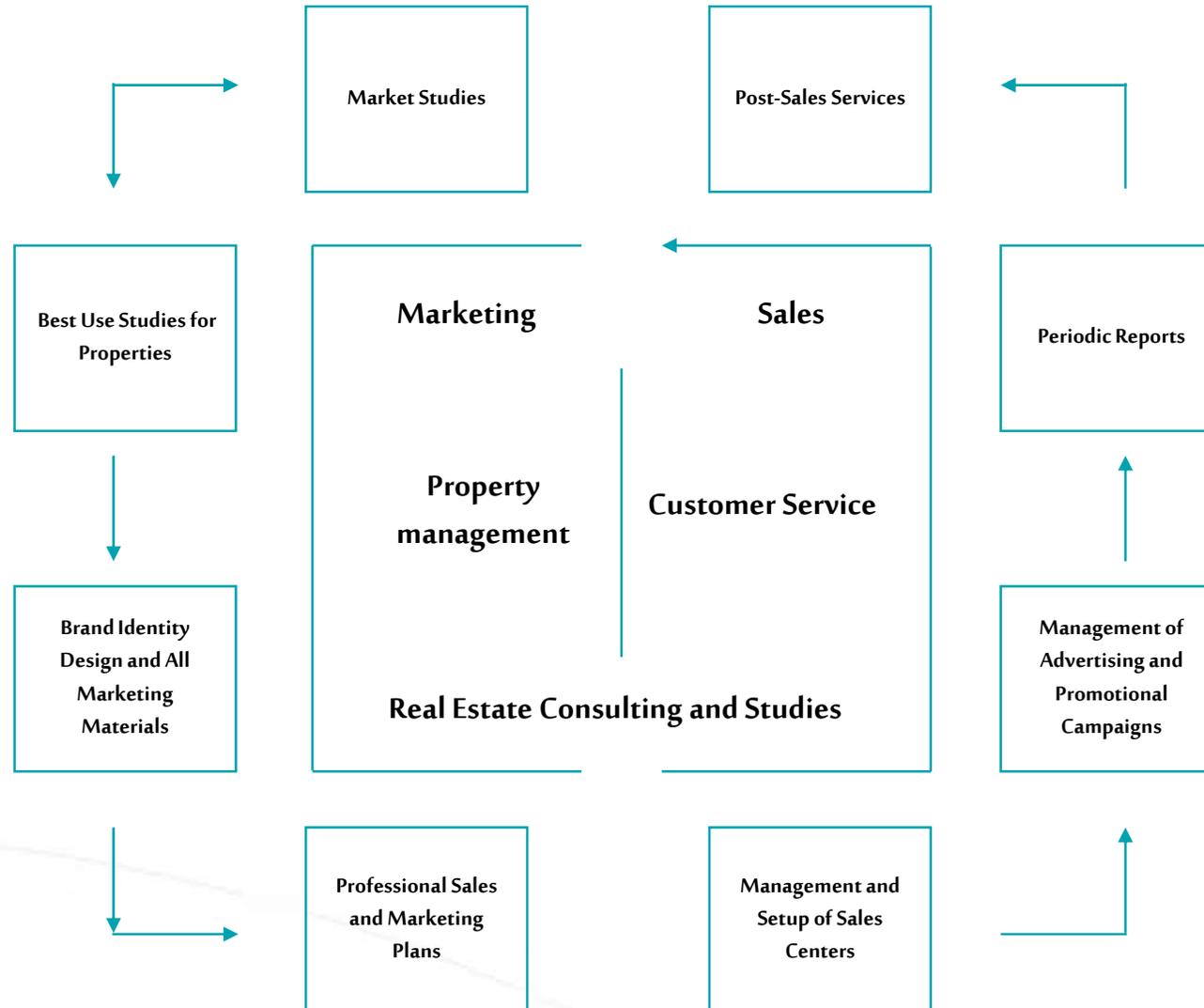
Creativity, Innovation, Speed, Accuracy, Transparency, Credibility, and Trust.

**According to its Commercial Registration – Unified National Number (7001796601), the Company's activities are as follows:**

- Sale of fixed and movable assets
- Purchase, sale, and subdivision of lands and real estate, as well as off-plan sales activities
- Real estate development of residential buildings using modern construction methods
- Real estate development of commercial buildings using modern construction methods
- Real estate brokerage
- Real estate investments
- Property management
- Real estate auctions
- Provision of marketing services on behalf of third parties
- Management of real estate facilities
- Management of maintenance and operational activities in buildings and their associated facilities

**Furthermore, the Company's activities and purposes as outlined in its Company's Bylaws include:**

- Real estate activities
- Professional, scientific, and technical activities
- Wholesale trade
- Administrative and support services

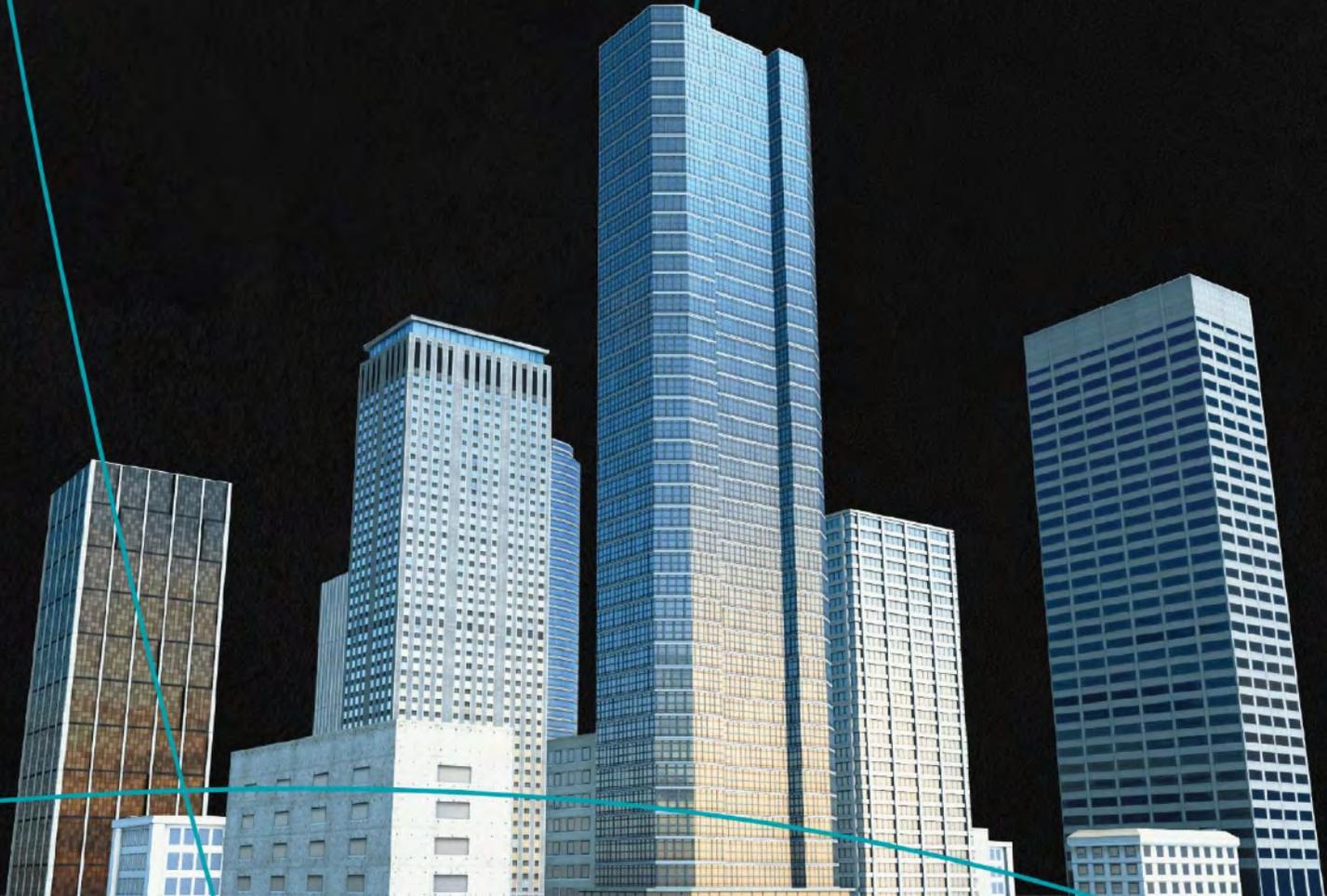


## Strengths and Competitive Advantages

- The Company possesses a broad base of investors, strategic partners, and clients in the real estate market.
- The Company has a highly qualified and experienced marketing, sales, and human resources team.
- The Company has a proven track record in marketing major real estate projects.
- The Company possesses internal capabilities and financial solvency that enable it to adapt to various circumstances.
- The Company's activities are distributed across various regions of the Kingdom, particularly the major regions (Riyadh, Western Region, Eastern Region, Makkah, and Madinah).
- The Company serves a diverse range of beneficiaries in real estate marketing and property management, (including private projects, government entities, company and estate liquidations, and property management for multiple organizations).
- The Company employs multiple marketing methods, including conventional and electronic real estate auctions, direct sales, sales via electronic platforms, and real estate brokerage.
- The Company operates across multiple sectors, including marketing of lands and real estate, residential and commercial projects, lease marketing, property management, and other related activities within this framework.
- The Company relies on advanced technological tools and marketing methods.
- The Company has obtained licenses from the Real Estate General Authority in the areas of auctions, real estate marketing, brokerage, and related services.
- The Company holds a Judicial Sales Agent license.
- The Company holds a Real Estate Franchise license.



## 4- Executive Summary



■  
4-1 Completed Projects

**Aryam Riyadh  
Auction**



Location	Central Region
Area (m <sup>2</sup> )	6,033.75
City	Riyadh

**Adeem Riyadh  
Auction**



Location	Central Region
Area (m <sup>2</sup> )	3,778.00
City	Riyadh



Location	Western Region
Area (m <sup>2</sup> )	2,457.40
City	Jeddah

الجوهرة  
Al Jawhara

Location	Eastern Region
Area (m <sup>2</sup> )	1,125.47
City	Khobar

أسيف  
Asyaf

Location	Eastern Region
Area (m <sup>2</sup> )	842,007.00
City	Khobar



Location	Eastern Region
Area (m <sup>2</sup> )	4,723.92
City	Khobar



Location	Central Region
Area (m <sup>2</sup> )	1,084,933.42
City	Riyadh



Location	Eastern Region
Area (m <sup>2</sup> )	149.00
City	Khobar



Location	Western Region
Area (m <sup>2</sup> )	43,798.73
City	Mecca



Location	Eastern Region
Area (m <sup>2</sup> )	10,109.31
City	Khobar



Location	Eastern Region
Area (m <sup>2</sup> )	247,089.84
City	Khobar



Location	Western Region
Area (m <sup>2</sup> )	1,111.50
City	Jeddah

Jawza Riyadh  
Auction



Location	Central Region
Area (m <sup>2</sup> )	2,707,000.00
City	Riyadh



Thanaya  
Medina

Location	Western Region
Area (m <sup>2</sup> )	5,222.41
City	Medina



Location	Central Region
Area (m <sup>2</sup> )	97,584.75
City	Riyadh



Location	Eastern Region
Area (m <sup>2</sup> )	13,488.84
City	Dammam

Al-Saif  
Neighborhood

Location	Eastern Region
Area (m <sup>2</sup> )	2,634.50
City	Dammam



Location	Eastern Region
Area (m <sup>2</sup> )	1,197.05
City	Khobar



Location	Western Region
Area (m <sup>2</sup> )	512.50
City	Mecca



رزون المسك  
RAZON AL MUSK  
مكة Makkah

Location	Western Region
Area (m <sup>2</sup> )	10,037.00
City	Mecca



درب الحرمين  
DARB AL HARAMAIN

Golden Opportunities Portal

Location	Western Region
Area (m <sup>2</sup> )	9,610.00
City	Jeddah



Location	Eastern Region
Area (m <sup>2</sup> )	262,344.96
City	Dammam

Zahar Buraidah  
Auction



Location	Central Region
Area (m <sup>2</sup> )	1,826.43
City	Buraidah



Location	Central Region
Area (m <sup>2</sup> )	700.00
City	Riyadh



Location	Eastern Region
Area (m <sup>2</sup> )	29,984.94
City	Khobar



Location	Eastern Region
Area (m <sup>2</sup> )	8,883.03
City	Khobar



Location	Southern Region
Area (m <sup>2</sup> )	380,364.00
City	Balqarn

Zilal Al-Ahsa  
Auction



Location	Eastern Region
Area (m <sup>2</sup> )	2,467.06
City	Al-Ahsa

Rikaz Industrial  
Area



Location	Eastern Region
Area (m <sup>2</sup> )	1,540.00
City	Khobar

Sharafah Al-  
Haram Auction



Location	Western Region
Area (m <sup>2</sup> )	6,985.88
City	Mecca

Awali Riyadh  
Auction



Location	Central Region
Area (m <sup>2</sup> )	400.00
City	Riyadh

Al-Olaya,  
Dhahran



Location	Eastern Region
Area (m <sup>2</sup> )	1,775,748.00
City	Dhahran

Ata'a Makkah  
Auction



Location	Western Region
Area (m <sup>2</sup> )	3,805.75
City	Mecca



Location	Central Region
Area (m <sup>2</sup> )	450.00
City	Riyadh



Location	Southern Region
Area (m <sup>2</sup> )	5,624.03
City	Jazan

Kinda Auction



Location	Western Region
Area (m <sup>2</sup> )	19,178.59
City	Mecca



Location	Central Region
Area (m <sup>2</sup> )	5,433.69
City	Al Qassim



Location	Eastern Region
Area (m <sup>2</sup> )	5,997.69
City	Dammam



Location	Eastern Region
Area (m <sup>2</sup> )	8,214.00
City	Khobar

Masaken Al  
Sharq Auction



Location	Central Region
Area (m <sup>2</sup> )	3,155.44
City	Riyadh



Location	Eastern Region
Area (m <sup>2</sup> )	26,223.74
City	Khobar - Dammam



Location	Northern Region
Area (m <sup>2</sup> )	2,150.77
City	Tabuk

Nasamat Al  
Qassim Auction



Location	Central Region
Area (m <sup>2</sup> )	2,557.77
City	Al Qassim

Manarat Riyadh  
Auction



Location	Central Region
Area (m <sup>2</sup> )	17,378.67
City	Riyadh



مشارف الشرق  
MASHAREF AL SHARQ

Location	Eastern Region
Area (m <sup>2</sup> )	134,190.14
City	Dammam



WADAQRIYADH

Location	Central Region
Area (m <sup>2</sup> )	3,079.87
City	Riyadh

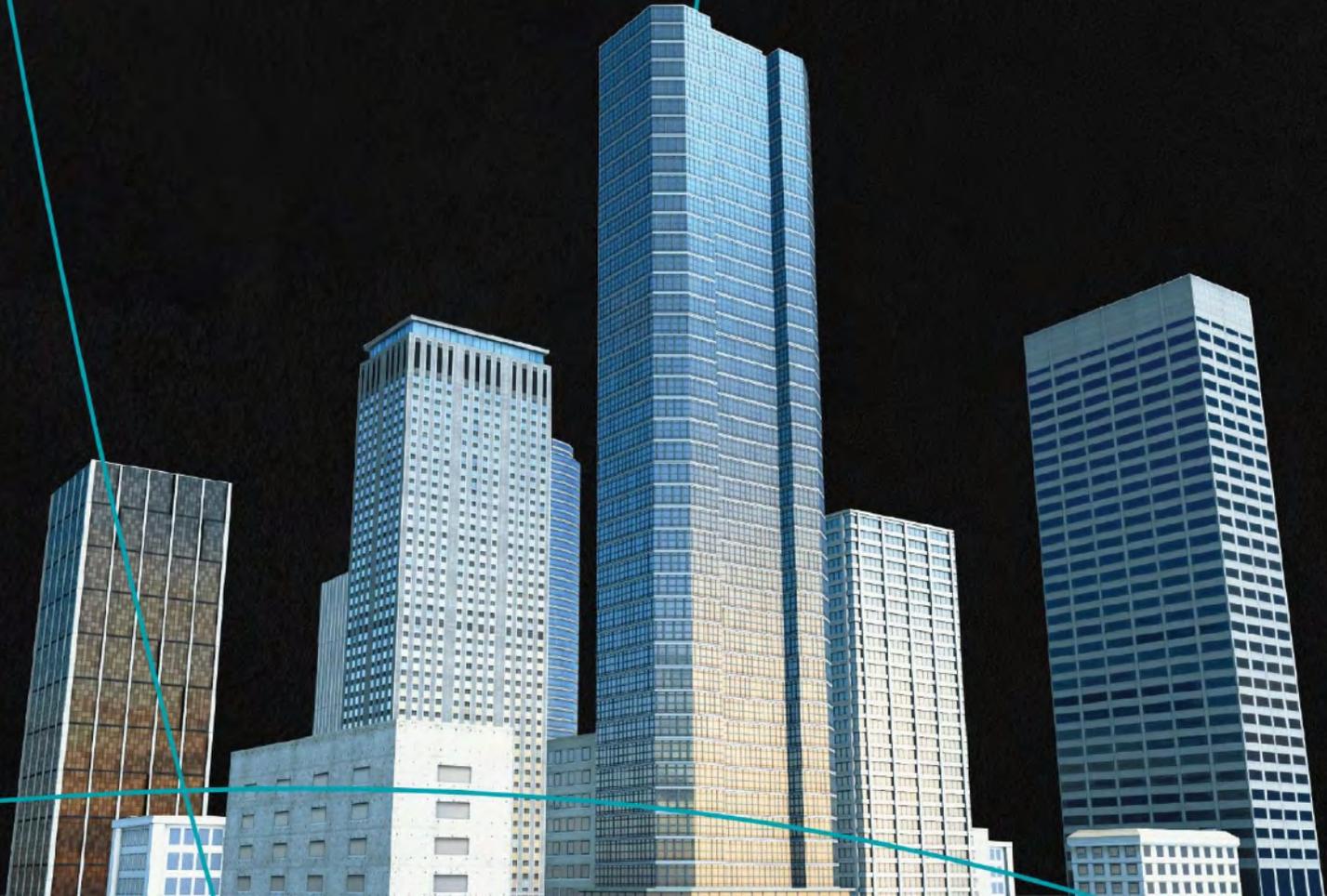


Location	Western Region
Area (m <sup>2</sup> )	707,253.17
City	Jeddah

Al Naeem  
Auction



Location	Western Region
Area (m <sup>2</sup> )	4,195.70
City	Mecca



## 4-2 Current Projects

### Arab Bank Land

Location	Western Region
Area (m <sup>2</sup> )	1,902,186.00
City	Jeddah

### Arab Bank Land

Location	Eastern Region
Area (m <sup>2</sup> )	11,795.00
City	Dammam



Location	Western Region
Area (m <sup>2</sup> )	24,919.00
City	Jeddah



Location	Central Region
Area (m <sup>2</sup> )	470,174.18
City	Riyadh



Location	Western Region
Area (m <sup>2</sup> )	473,818.00
City	Mecca

### Corniche Land

Location	Eastern Region
Area (m <sup>2</sup> )	431,978.00
City	Khobar



Location	Eastern Region
Area (m <sup>2</sup> )	223,989.15
City	Dammam



Location	Eastern Region
Area (m <sup>2</sup> )	54,803.13
City	Khobar

almas

Location	Eastern Region - Western Region
Area (m <sup>2</sup> )	516,623.00
City	Al Khobar – Dammam – Qatif – Jubail – Khafji – Jeddah

رؤى  
ROA'A

Location	Eastern Region
Area (m <sup>2</sup> )	615,000.00
City	Khobar



Location	Central Region
Area (m <sup>2</sup> )	69,473.00
City	Riyadh



دانية مكة  
Daniat Makkah

Location	Western Region
Area (m <sup>2</sup> )	9,940.00
City	Mecca



Location	Western Region
Area (m <sup>2</sup> )	368,883.00
City	Mecca



Location	Western Region
Area (m <sup>2</sup> )	1,087,461.11
City	Mecca

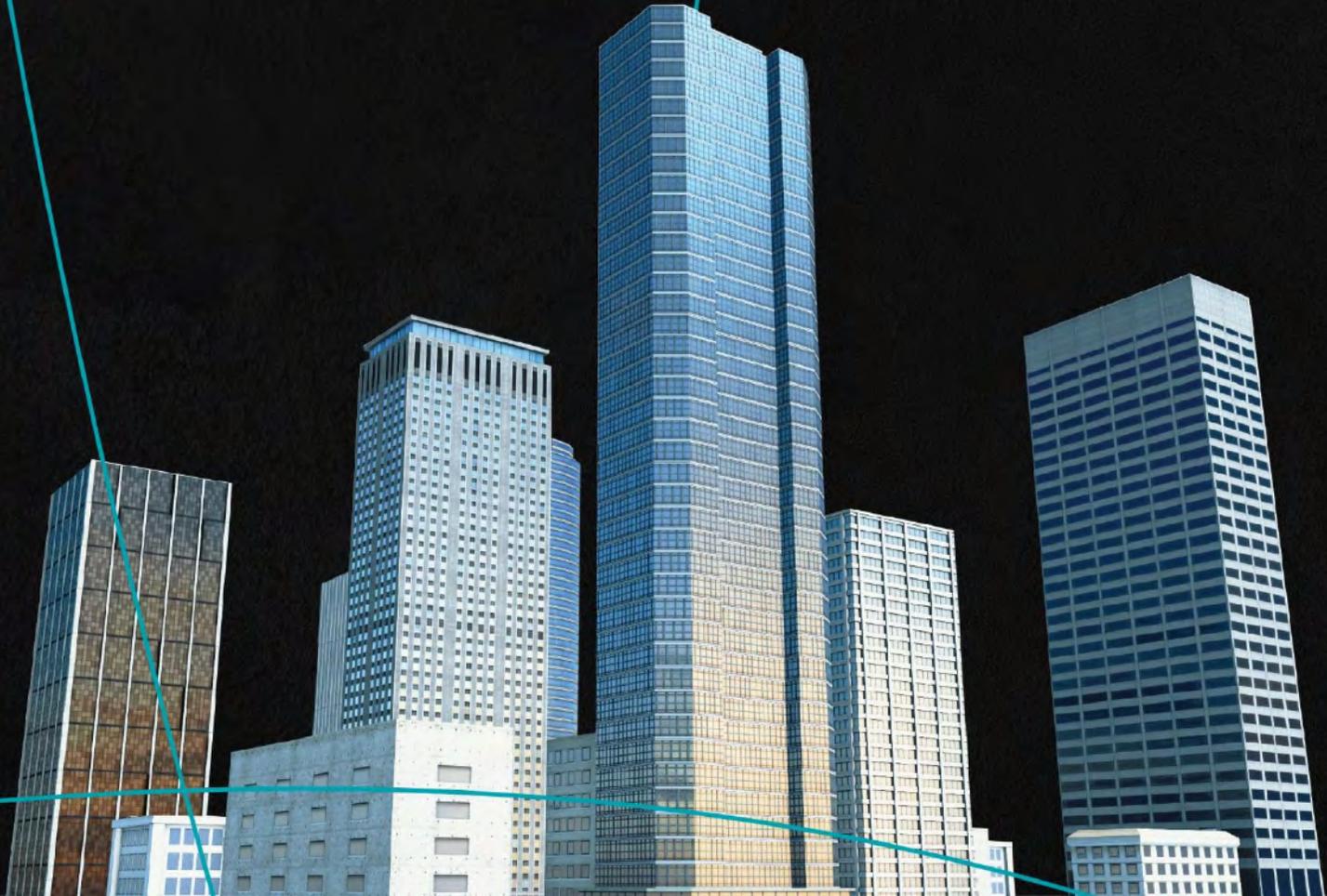


Location	Eastern Region
Area (m <sup>2</sup> )	144,639.44
City	Khobar



— Jar Al Haram —

Location	Western Region
Area (m <sup>2</sup> )	9,799.00
City	Mecca



4-3 Properties Owned by the Company

## Properties Owned by the Company

A Adeer Real Estate Company owns (61) plots of land and villas, and the table below shows the details of these properties:

S. N.	Plan	Location	Nature of Use	Area (m <sup>2</sup> )
1	Ain Al-Sayh (13 Title Deeds)	Khobar	Residential	7,025.78
2	Al-Mubarakiyah (48 Title Deeds)	Arar	Residential	30,344.89
3	Villa	Mecca	Villa	400

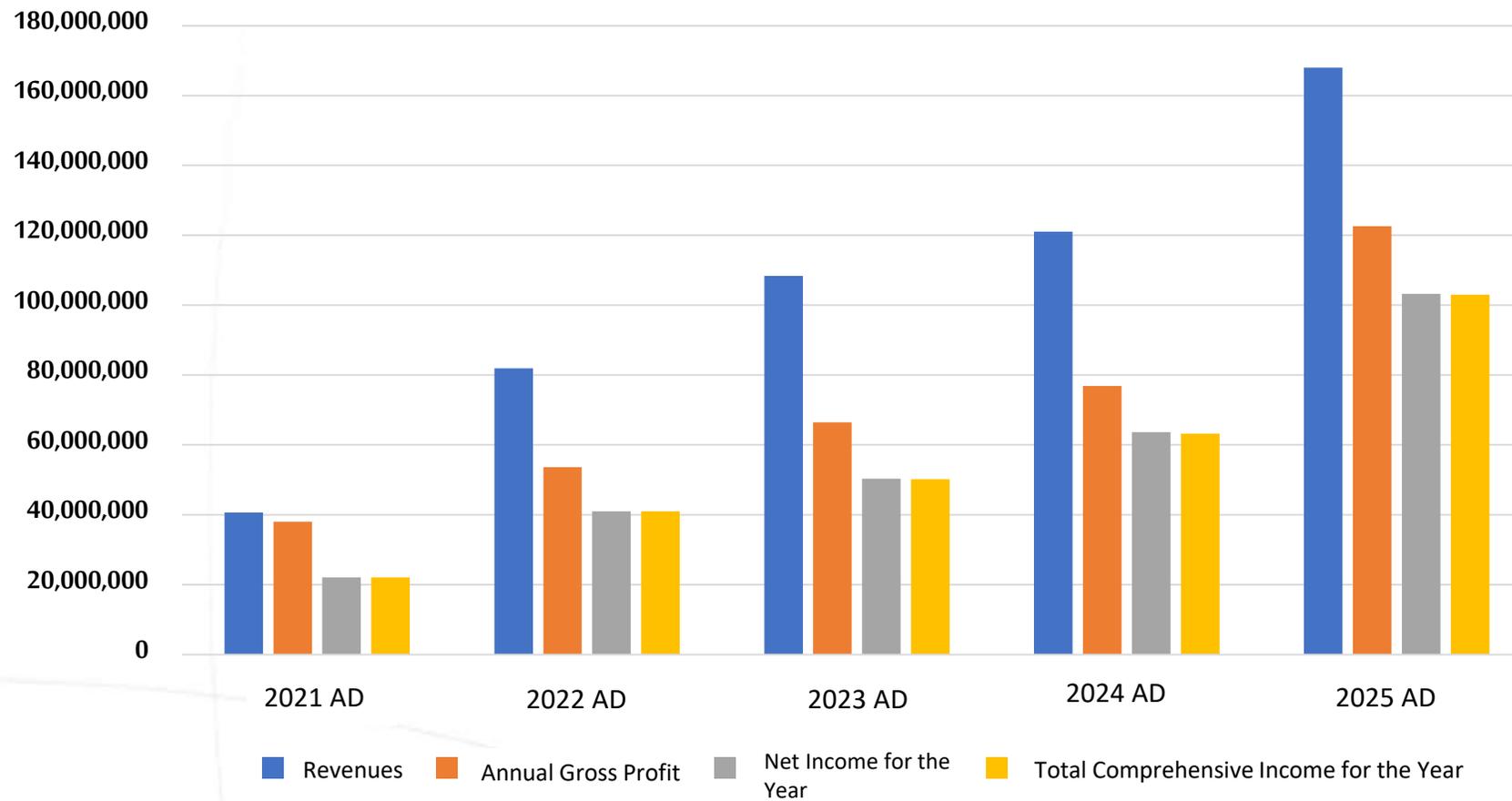


## 5- Company Financial Results

### Comparison of the Company's Business Results

Statement of Income and Comprehensive Income (Saudi Riyals)	31 December 2021 AD	31 December 2022 AD	31 December 2023 AD	31 December 2024 AD	31 December 2025 AD
Revenues	40,645,854	81,961,387	108,360,737	121,038,151	167,978,640
Cost of Revenues	(2,571,632)	(28,342,075)	(41,919,137)	(44,168,187)	(45,356,060)
Annual Gross Profit	38,074,222	53,619,312	66,441,601	76,869,964	122,622,580
General and Administrative Expenses	(15,168,690)	(10,736,251)	(15,296,872)	(15,354,978)	(18,591,833)
Income for the Year from Operating Activities	22,905,532	42,883,061	51,071,018	61,514,986	104,030,747
Other Income (Expenses)	173,588	156,393	569,373	3,082,357	1,949,381
Net Income for the Year Before Zakat Provision	23,079,120	43,037,214	51,714,102	64,597,342	105,980,128
Zakat Provision	(1,012,895)	(1,992,403)	(1,297,959)	(905,593)	(2,731,832)
Net Income for the Year	22,066,225	41,044,811	50,321,716	63,691,749	103,248,296
Net Loss for the Year Attributable to Non-Controlling Interests	---	---	---	---	---
Net Profit (Loss) for the Year Attributable to Shareholders	22,066,225	41,044,811	50,321,716	63,691,749	103,248,296
Other Comprehensive Income (Loss)	(113,301)	(665,551)	(171,970)	(459,431)	(202,183)
Total Comprehensive Income for the Year	21,952,924	40,379,260	50,149,746	63,232,318	103,046,113

Comparison of the Business Results of Adeer Real Estate Company

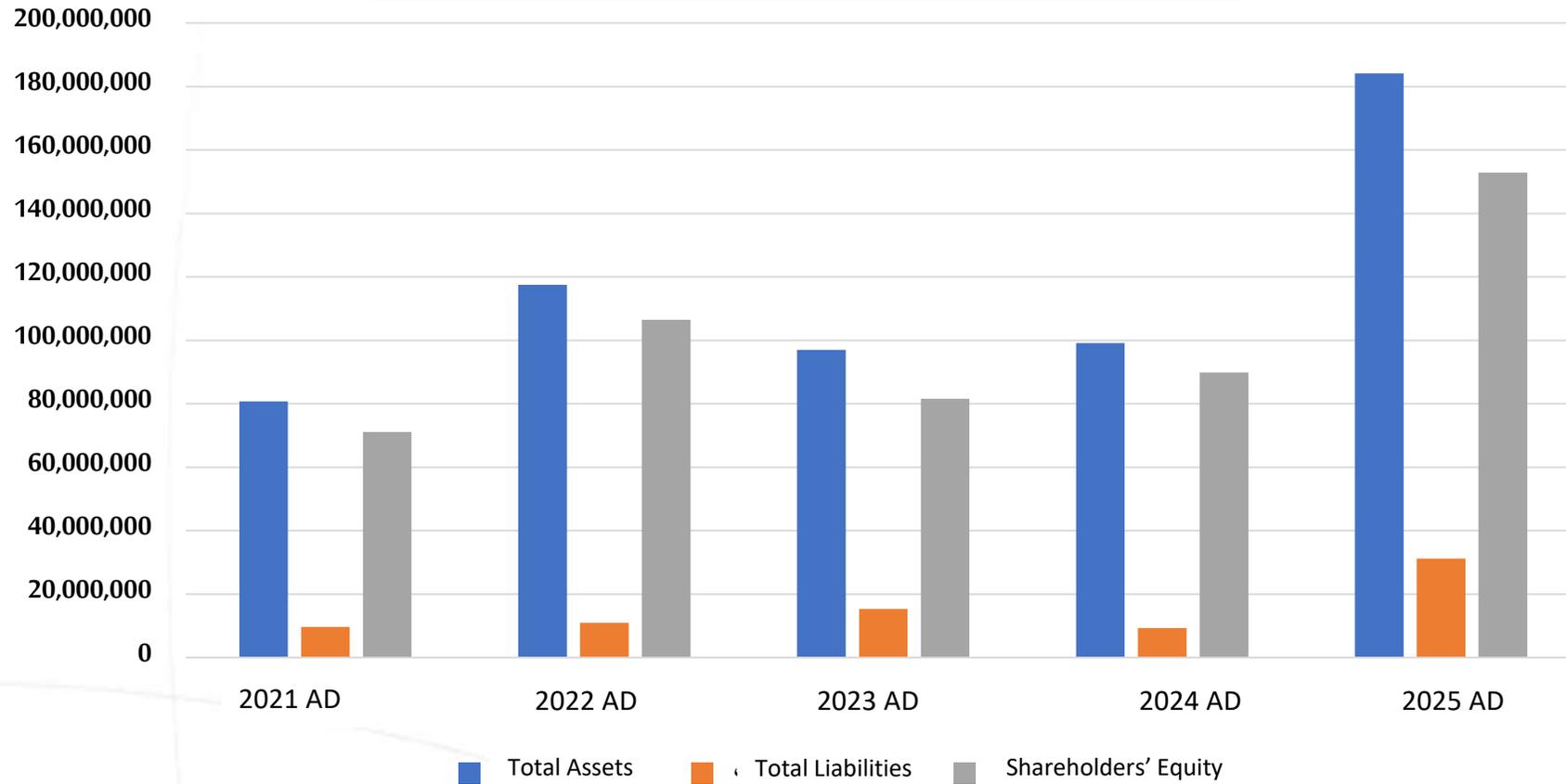


## 5-2 Comparison of the Company's Assets and Liabilities

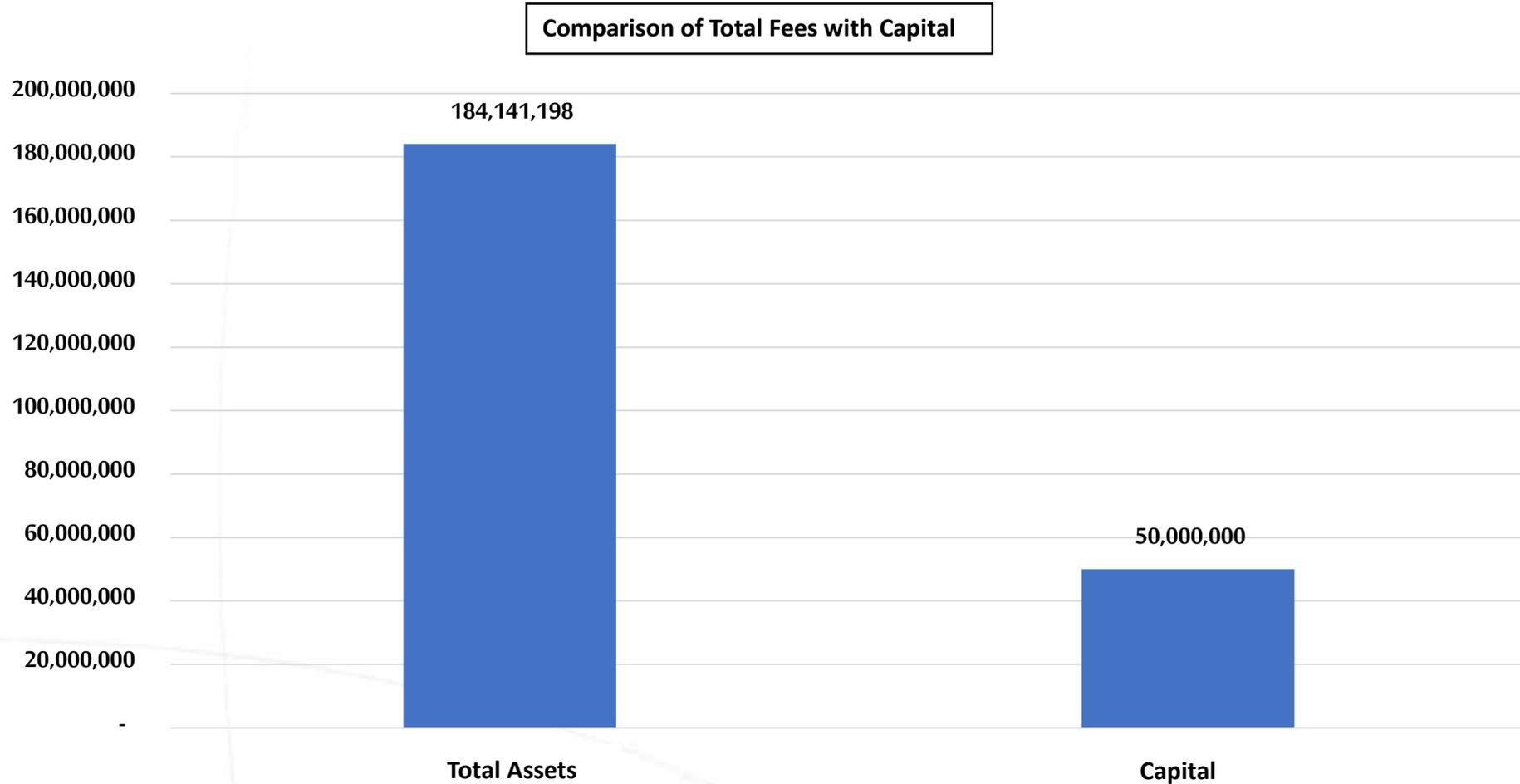
Financial Position (Saudi Riyals)	31 December 2021 AD	31 December 2022 AD	31 December 2023 AD	31 December 2024 AD	31 December 2025 AD
<b>Total Current Assets</b>	39,352,138	81,979,762	32,262,683	35,036,048	112,830,944
<b>Total Non-Current Assets</b>	41,472,741	35,531,184	64,917,992	64,164,572	71,310,254
<b>Total Assets</b>	80,824,879	117,510,946	97,180,675	99,200,620	184,141,198
<b>Total Current Liabilities</b>	1,815,590	3,148,597	7,562,091	4,704,381	25,631,218
<b>Total Non-Current Liabilities</b>	7,908,632	7,882,432	8,596,537	4,634,258	5,601,886
<b>Total Liabilities</b>	9,724,222	11,031,029	16,158,628	9,338,639	31,233,104
<b>Shareholders' Equity</b>	71,100,657	106,479,917	81,022,048	89,861,981	152,908,094
<b>Total Liabilities and Shareholders' Equity</b>	80,824,879	117,510,946	97,180,675	99,200,620	184,141,198



Comparison of Assets and Liabilities of Adeer Real Estate Company

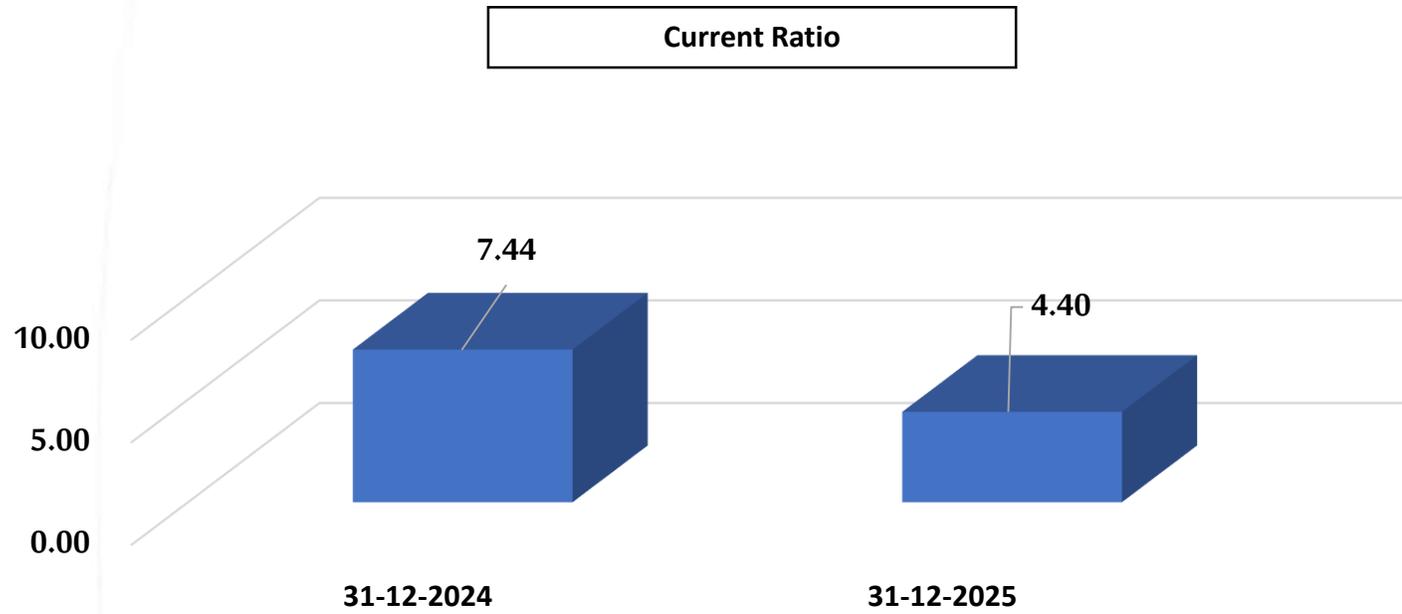


Total assets as of 31-12-2025 amounted to SAR 184 million, representing 368% of Adeer Real Estate Company's capital.



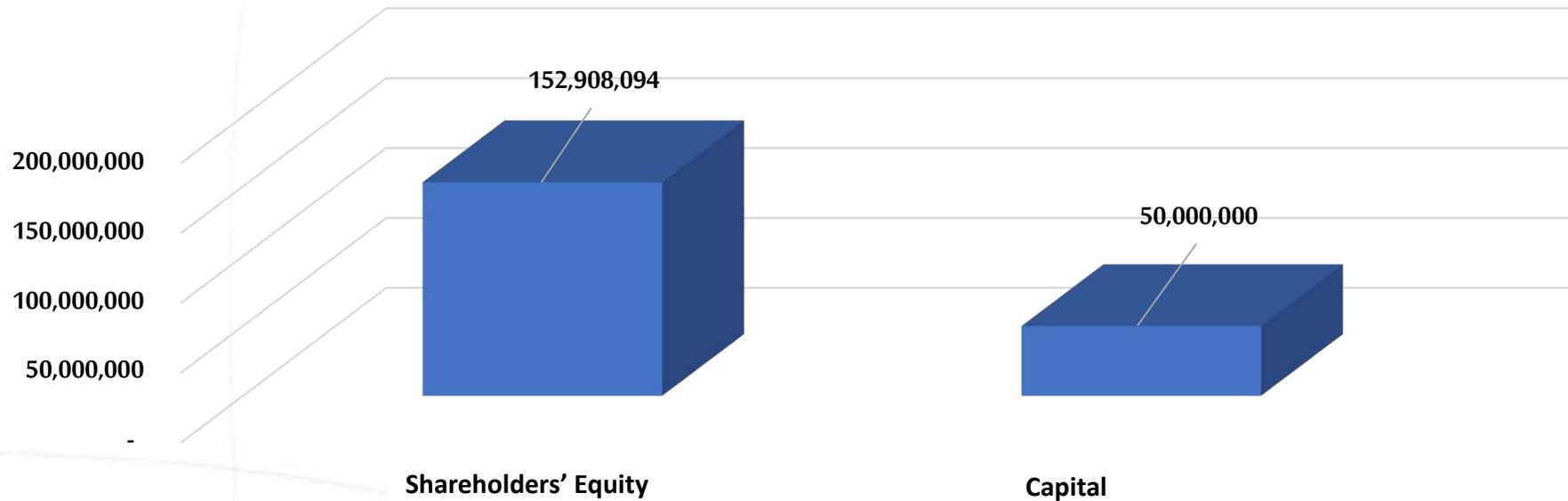
## Current Ratio

▲ The current ratio was 7.44 as of 31-12-2024 compared to 4.40 as of 31-12-2025.



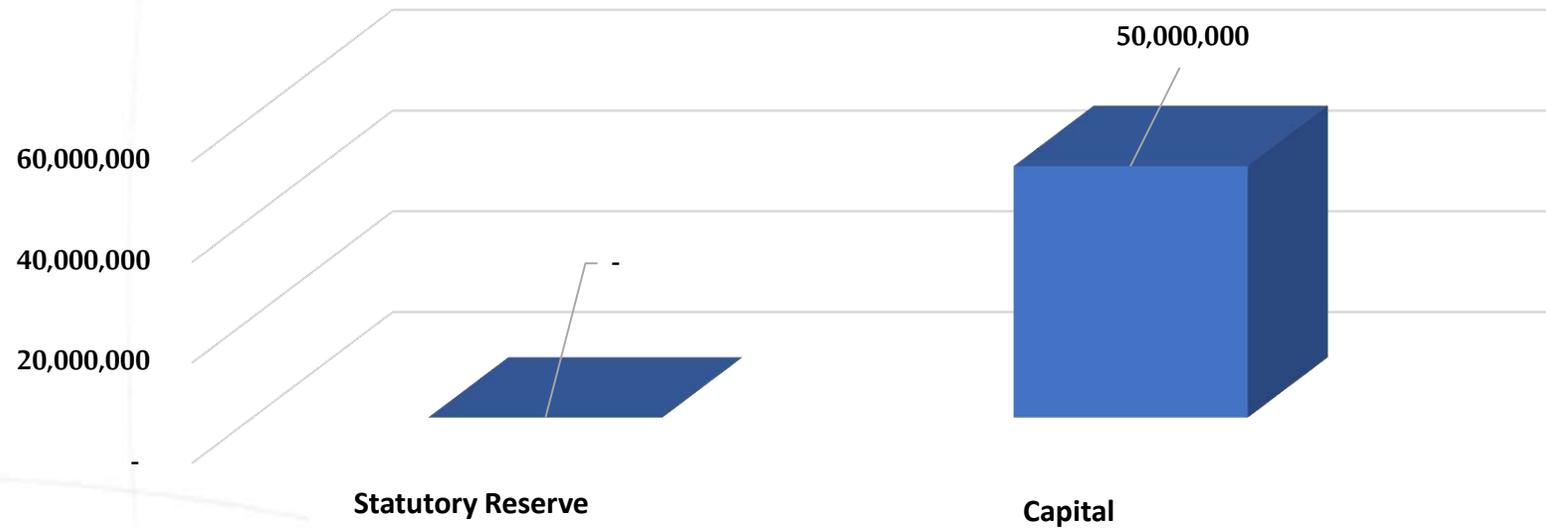
Shareholders' equity as of 31-12-2025 amounted to SAR 152,908,094, representing 305.8% of Adeer Real Estate Company's capital.

Comparison of Shareholders' Equity with Capital



The statutory reserve as of 31-12-2025 amounted to SAR (0), representing 0% of Adeer Real Estate Company's capital.

Comparison of the Statutory Reserve with Capital



## Comparing the Company's Cash Flows

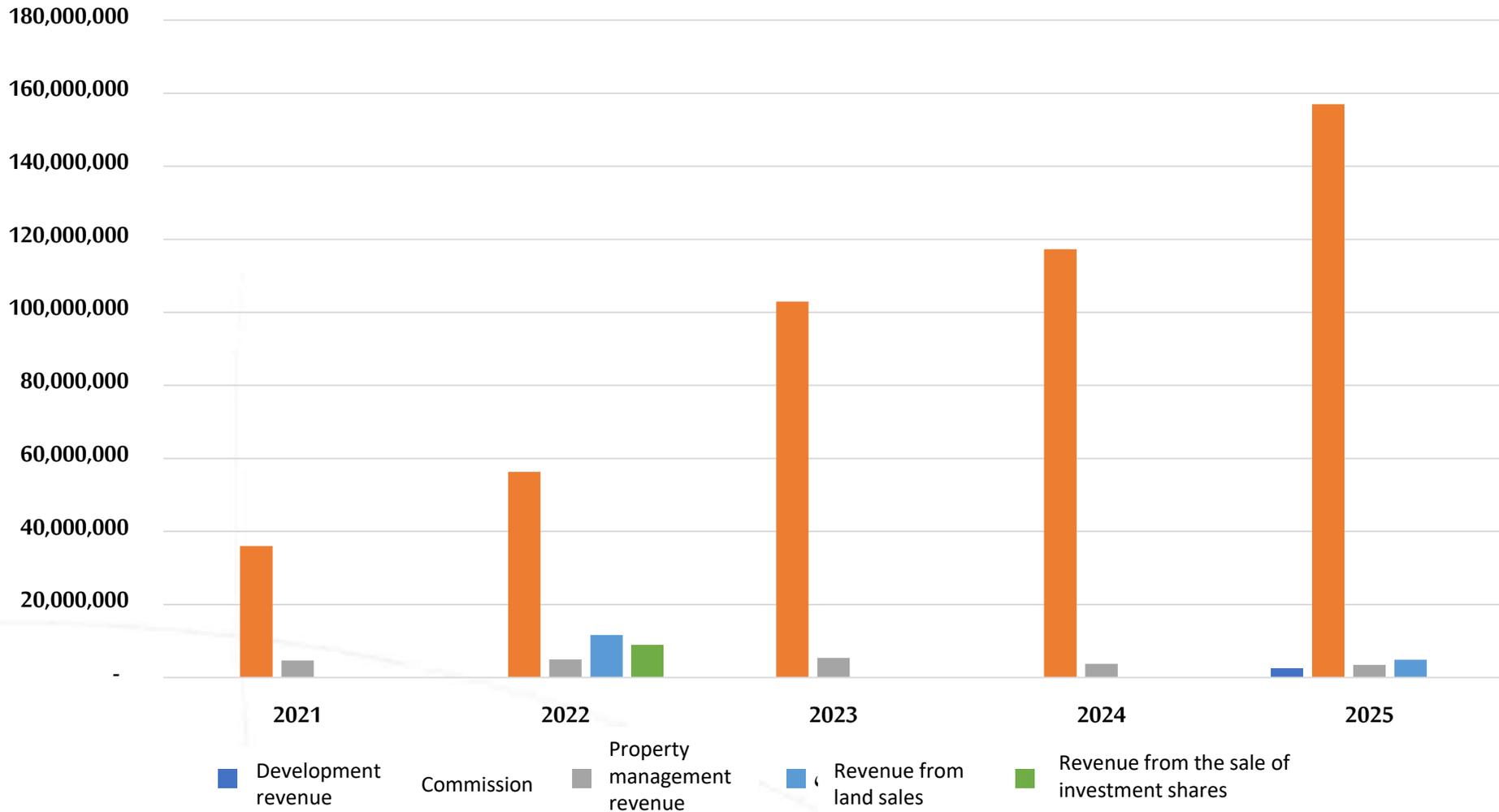
Cash Flows (SAR)	31 December 2021	31 December 2022	31 December 2023	31 December 2024	31 December 2025
Cash and bank balances at the beginning of the year	38,994,706	39,088,640	77,747,599	29,802,806	33,006,251
Net cash generated from operating activities	26,575,380	38,704,009	57,401,259	58,898,196	97,660,225
Net cash generated from\ (used in) investing activities	(1,069,977)	4,954,950	(30,095,491)	(444,190)	(7,541,755)
Net cash used in financing activities	)25,411,469(	(5,000,000)	(75,250,561)	(55,250,561)	(40,250,561)
Cash and bank balances at year-end	39,088,640	77,747,599	29,802,806	33,006,251	82,874,160

## The impact of core activities on the company's business volume and their contribution to the company's business results

The company's revenues consist mainly of commissions from real estate brokerage and marketing related to auctions held by the company or through direct sales.

Item	Revenues of 2021	Revenues of 2022	Revenues of 2023	Revenues of 2024	Revenues of 2025
Commission	35,995,854	56,352,430	102,969,530	117,319,700	157,006,925
Property management revenue	4,650,000	4,967,932	5,391,207	3,718,451	3,466,644
Real estate development revenue	---	---	---	---	2,608,614
Land sale revenues	---	11,641,025	---	---	4,896,457
Revenue from the sale of investment shares	---	9,000,000	---	---	---
<b>Total</b>	<b>40,645,854</b>	<b>81,961,387</b>	<b>108,360,737</b>	<b>121,038,151</b>	<b>167,978,640</b>

### Five-year revenue analysis for Adeer Real Estate Company



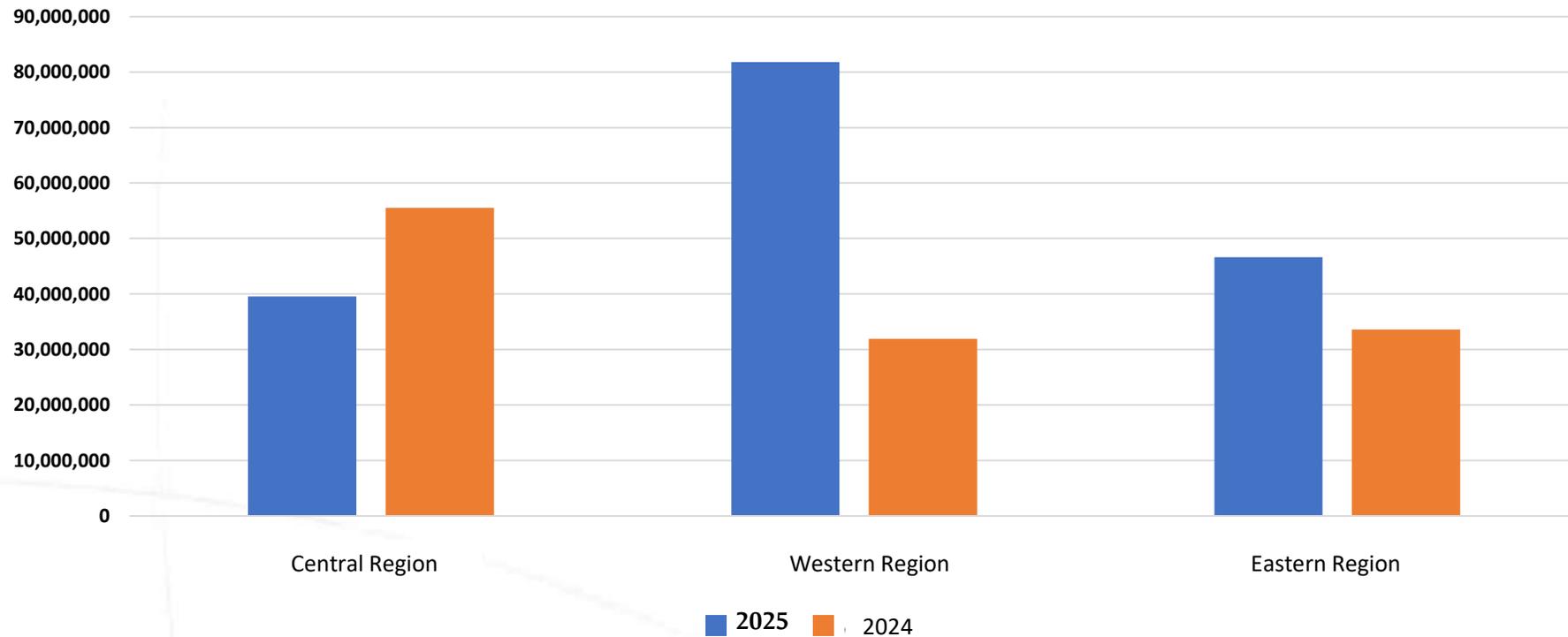
## Significant differences in operating results compared to the company's previous year's results

Item	2024	2025	Net change	Change percentage	Causes of deviance
<b>Revenues</b>	121,038,151	167,978,640	46,940,489	38.78%	Increase in the number of company projects during the year
<b>Cost of revenues</b>	(44,168,187)	(45,356,060)	1,187,873	2.69%	Increase in the number of company projects during the year
<b>Gross Profit</b>	76,869,964	122,622,580	45,752,616	59.52%	Implementing projects during the year
<b>Administrative and general expenses</b>	(15,354,879)	(18,591,833)	3,236,855	21%	Some expenses have increased, including bonuses.
<b>Annual income from operating activities</b>	61,514,986	104,030,747	42,515,761	69.11%	Increase in the size of projects and businesses
<b>Other revenues (expenses)</b>	3,082,357	1,949,381	(1,132,976)	-36.76%	The reason for the decrease is that a provision was reversed in 2024, so 2024 was higher than 2025.
<b>Net income for the year before the provision for Zakat.</b>	64,597,342	105,980,128	41,382,786	64%	Increased project size and higher revenues
<b>Zakat allocation</b>	(905,593)	(2,731,832)	1,826,239	201.66%	Increase in Zakat allocation
<b>Net income for the year</b>	63,691,749	103,248,296	39,556,547	62.11%	Increased revenues

## Geographical analysis of the company's total revenue for 2024 and 2025

Year	Central region	Western region	Eastern Region	Total
2025	39,536,173	81,788,883	46,653,584	167,978,640
2024	55,523,804	31,902,552	33,611,795	121,038,151

### Geographical Analysis of Revenues



### Key financial indicators:

Financial Indicators	31 December 2021	31 December 2022	31 December 2023	31 December 2024	31 December 2025
Revenue growth rate	4.23%	101.64%	%32.21	11.7%	38.87%
Growth rate in net income for shareholders of the company	128%	(7)%	%61.64	26.57%	62.11%
Gross Profit Margin	93.67%	65.42%	%46.43	%63.51	73%
Income margin attributable to the company's shareholders	54.28%	50%	%46.4	52.62%	61.47%
Current ration (once)	21.67	26.04	3.38	7.44%	4.4%
Revenue\ Total Assets	50.28%	69.74%	%11.1	%12.2	91.22%
Debt\ Equity Ratio	13.67%	10.35%	%18.82	10.3%	20.42%
Debt\ Total Assets Ratio	12%	9.3%	%15.84	9.4%	16.96%
Return on assets for company shareholders	27%	34.9%	%51.87	64.2%	56%
Return on equity in the company	31%	38.54%	%61.64	70.8%	67.52%

### The zakat position of Adeer Real Estate Company:

Description	Due for the year 2024	Payment made during 2024	Due for the year 2025	Payment made during 2025	A brief description of it	الاسباب
Zakat based on declarations submitted to the authority	905,593	1,279,959	2,731,832	1,200,172	Zakat due from Adeer Real Estate Company for the year 2025	The increase in zakat due for 2025 compared to 2024 is attributed to the higher components of the zakat base for 2025 and the company's higher net profit before zakat for 2025 compared to the net profit before zakat for 2024.

### The status of Zakat assessments for Adeer Real Estate Company:-

The company received a Zakat assessment letter for the year 2024 for additional Zakat amounting to SAR 294,579, and the company has paid the due amount.

-Zakat is calculated based on the adjusted net profit or the Zakat base, whichever is higher.

-Zakat is calculated at 2.5% of the adjusted net profit. As for the Zakat base, it is calculated by applying 2.577683% to the Zakat base after deducting the adjusted net profit, in addition to 2.5% of the adjusted net prof.

During the period, the company regularized its Zakat position arising from the Zakat assessment for the year 2024, as the company paid the full outstanding amount due, totaling SAR 294,579.

## The tax position of Adeer Real Estate Company.

- ✧ The VAT returns for the year 2025 for Adeer Real Estate Company were submitted within the statutory deadlines, accompanied by payment, up to 31\12\2025.
- ✧ There is no Real Estate Transaction Tax payable by the company as of 31\12\2025.

### Employee provisions (End-of-Service Benefits).

The actuarial valuation was performed by Opal Actuarial Services Company using the Projected Unit Credit Method.

The main assumptions used for the actuarial valuation were as follows:

Changes in Employee Benefits Obligations	31 December 2024	31 December 2025
Balance at the beginning of the year	3,596,537	4,634,258
Interest cost	169,931	265,873
Current service cost	446,457	553,051
Actuarial losses on employee benefit liabilities	459,431	202,183
Employee benefit obligations paid during the year	-38,097	-20,751
Year-end balance	4,634,258	5,601,886

## Applying International Financial Reporting Standards

The financial statements for the year ended 31 December 2025 are the company's financial statements prepared in accordance with the International Financial Reporting Standards (IFRS) adopted in the Kingdom of Saudi Arabia. It is noteworthy that the company has been applying IFRS since the beginning of 2017, as approved by the Saudi Organization for Certified Public Accountants. Accordingly, there is no material difference from the previously generally accepted accounting standards. The company has assessed the impact of the transition from the Saudi Generally Accepted Accounting Standards issued by the Saudi Organization for Certified Public Accountants to the IFRS adopted in the Kingdom of Saudi Arabia and has made the necessary adjustments in the company's financial statements as of 1 January 2017 and 31 December 2017.

Adeer Real Estate Company further confirms that the auditors' report on the financial statements for the year ended 31 December 2025 was unqualified.



## 6- Risks

The company gives due attention to potential risks and conducts periodic reviews of these risks, implementing appropriate measures to mitigate them. The following are the main risks and do not include all the risks that the company may face; there may be additional risks that are not currently known to the company or that the company considers immaterial.

## Risk management and oversight policy

Recognizing the importance of effective risk management in the context of its business, which contributes to protecting the company's assets, ensuring its continuity, achieving its strategic objectives, and avoiding potential losses, the Board of Directors has adopted policies for managing operational and financial risks, as well as risks related to real estate marketing. The risk management policy is considered in all decision-making within the company, aiming to balance risks and rewards while pursuing the company's strategy. The company identifies, analyzes, assesses, addresses, monitors, and reports risks as they arise, enabling it to make timely decisions and respond to risks to reduce the likelihood of their occurrence, while also allowing the company to seize suitable opportunities that benefit shareholders. It is acknowledged, however, that by their nature, risks may result in unexpected outcomes, and implementing risk management procedures does not guarantee that all risks will be managed or reduced to a level that does not adversely affect the company's business and activities.

### Risk policy objectives:

Aligning the company's risk tolerance level with its strategy.

- Establishing a culture of risk within the company and instilling the principles of risk management in its processes, systems, and employees.
- Enhance risk management capabilities and implement a highly effective risk management process.
- Facilitating risk-based decision-making, improving risk governance and accountability.
- Protecting the company's assets and ensuring its ability to continue operating and achieve its goals and aspirations.

Regarding the company's commitment to disclose in the annual Board of Directors' report the risks facing the company, we present below a statement of the most prominent main risks to which the company is exposed, noting that it does not include all the risks that the company may face, as there may be additional risks that are not known at the present time or that the company may consider non-material.

## Risks related to the company's activity and operations

- **Revenue Concentration Risks**

The company's revenues primarily depend on real estate marketing and sales activities, in addition to managing clients' real estate properties for agreed-upon commissions. If there is a decline in demand within the sector for the marketing and sales services provided by the company, or if the company is unable to continue delivering these contractual services for any reason; such as fluctuations in supply and demand, the introduction of new regulatory requirements, or other causes; this will result in a decrease in the company's revenues, which would materially and adversely affect the company's performance, operating results, financial position, and future prospects.

- **Customer concentration risks**

The company's revenues are concentrated among a number of key customers, with whom the company's relationship is based on agreements and contracts. If the contractual relationship with one or more of these key customers is not maintained for any reason, and the company fails to find new customers, this would lead to a decline in revenues, which would have a materially adverse effect on the company's business, operating results, financial position, and future prospects.

- **Risks Related to the Nature of the Company's Contracts**

The company's revenues depend on agreed-upon percentages of the total real estate sales of its projects or the rental income of the assets it manages. Therefore, if the company is unable to market its real estate projects effectively, or if the occupancy rates of the assets it manages decline for any reason; such as decreased demand or other factors; this would lead to a decrease in the company's revenues, which would have a materially adverse effect on the company's business, operating results, financial position, and future prospects.

- **Revenue Fluctuation Risks**

The company's commercial activity relies primarily on marketing and selling real estate projects, which depends heavily on real estate market conditions; particularly the developers' ability to construct and sell new projects, as well as buyers' ability to purchase the offered properties. Accordingly, if the real estate market conditions and available liquidity fluctuate for any reason, such as changes in supply and demand forces or broader economic conditions, this could lead to variability in the company's business volume, revenues, and profitability. This, in turn, may have a materially adverse effect on the company's business, operating results, financial position, and future prospects.

- **Risks Related to Quality and Safety Systems and Claims That May Arise from Their Breach**

The company's ability to lease the properties it manages depends on the condition, safety, and quality of the buildings under its management. Accordingly, any defects or errors related to quality and safety could affect the occupancy rates of the properties, and consequently the company's revenues. Moreover, any defects or errors in safety systems could expose tenants to the risk of injury, which may result in legal claims against the company. This could have a materially adverse effect on the company's business, operating results, financial position, and future prospects.

- **Risks Related to the Formation of the Board of Directors and Committees and Non-Compliance with Governance Rules**

The company has taken certain measures to implement some provisions of the Corporate Governance Regulations issued by the Capital Market Authority, including the formation of Board committees, such as the Audit Committee and the Remuneration and Nominations Committee. Since the governance regulations are advisory for companies not listed on the main market, not all provisions have been applied. However, if the Corporate Governance Regulations were to become mandatory, and if the Board members and committee members are unable to perform their responsibilities in a manner that ensures the protection of the company's and its shareholders' interests, this would affect the implementation of the governance system within the company. In addition, it could lead to other operational, managerial, and financial risks, which, if realized, would have a materially adverse effect on the company's future business, financial position, and operating results.

- **Risks Related to the Failure to Implement Business Strategies and Future Projects**

The company's future performance depends on its ability and success in executing its strategy and implementing its business plan, which may be subject to factors beyond its control. If the company is unable to successfully implement its strategy and future plans for any reason, this would have a materially adverse effect on its future performance, and consequently on its operating results and financial position. Moreover, if the company fails to execute its strategic plan, this would negatively impact its expected operating results, profitability, and financial position.

- **Risks Related to Contingent Liabilities**

The company may incur additional obligations, such as costs related to Zakat, taxes, legal claims, and other expenses associated with its business activities. If these obligations materialize, they would impose additional burdens on the company, which could have a materially adverse effect on its financial position, operating results, and future plans.

- **Risks Related to Changes in the Regulatory Environment**

The company's operations, like those of other businesses operating in the Kingdom, are subject to compliance with a number of laws and regulations, which are subject to change and updates. Compliance with new laws or regulations issued by the relevant authorities from time to time; such as: a decision to halt all planning, development, sales, and purchase of lands, or the issuance of a new urban code for certain areas—may negatively affect the company's clients, including real estate development and marketing companies. This, in turn, could indirectly impact the company's operations, revenues, operating results, and future prospects.

- **Liquidity and Working Capital Management Risks**

The company is exposed to liquidity risks if it is unable to meet its short-term obligations on time. Although the company currently maintains a healthy level of liquidity, this does not guarantee that unexpected events requiring immediate cash will not occur, which the company may be unable to meet promptly. Such a situation could have a negative impact on the company's operations, financial performance, and future prospects.

- **Risks Related to the Inability to Obtain Financing**

The company may need to obtain financing, loans, or banking facilities to fund its future expansion plans. Its ability to secure such financing depends on the company's capital, financial position, cash flows, provided guarantees, and credit history. The company does not provide any assurance or guarantee that it will be able to obtain the necessary financing if needed. Accordingly, the company's inability to secure the required financing from lenders, or to obtain financing on acceptable preferential terms suitable for the company, could have a negative impact on its performance, operations, and future plans.

- **Risks Related to Unexpected Business Interruptions**

The company may be exposed to a range of risks that could hinder the continuation of its operations, either in whole or in part. Such risks include, but are not limited to, power outages, equipment or information system failures, criminal acts, fires, or any other risks that may disrupt the company's operations. This could result in the company being unable to meet its obligations or incurring additional costs, which could have a materially adverse effect on the company's business, operating results, financial position, and future prospects.

- **Risks Related to the Inability to Protect the Trademark**

The company relies on its name, logo, and trademark to market its services and develop its business, which provides it with a competitive advantage. The company has registered its trademark with the relevant authorities and continuously seeks to enhance and protect its reputation. However, if the trademark is infringed or used improperly, this could damage the company's reputation and have a materially adverse impact on its operations and profitability. The company may need to initiate legal proceedings to protect its trademark rights and remedy the harm, which would require significant effort and resources. If the company fails to protect its trademark, this could negatively affect its value, operations, financial position, and future prospects.

- **Risks Related to Reliance on Leased Assets**

The company has leased the assets on which its branches and offices are located. If the company is unable to maintain the continuity of these lease agreements beyond their contractual terms, or to renew them under the current or preferential conditions, this could have a negative impact on the company and its operating results. It may be difficult for the company to find alternative assets with spaces suitable for its business operations, which could have a materially adverse effect on the company's operations, financial position, and future prospects.

#### ■ **Risks Related to the Failure to Obtain or Renew Required Licenses, Permits, and Certificates**

The laws and regulations applicable to the company require it to obtain a number of licenses, permits, and certificates necessary to conduct its business in the Kingdom, such as commercial registration certificates, municipal licenses, Saudization certificates, Zakat and tax registration certificates, and other licenses and certificates that must be obtained and kept valid to legally operate. Accordingly, the company's inability to maintain the required licenses, permits, and certificates in effect, or its inability to obtain any licenses, permits, or certificates that may be imposed in the future, could result in a suspension of all or part of its operations, exposure to financial penalties from the relevant government authorities, or hinder the implementation of the company's growth and expansion plans. This could have a materially adverse effect on the company's business, operating results, financial position, and future prospects.

#### ■ **Risks Related to Transactions with Related Parties**

The company engages in transactions with related parties, including joint-stock companies that own stakes in the company, such as Sumou International Investment. Revenues from contracts with related parties sometimes represent a portion of the company's total revenues. These contracts and transactions are subject to Board of Directors' approval and require authorization from the company's Ordinary General Assembly. Accordingly, if the Ordinary General Assembly votes not to approve the renewal of authorizations for dealings with related parties for any reason, or if the related parties are unable to develop future real estate projects for any reason, this could have a materially adverse effect on the company's business, operating results, financial position, and future prospects.

#### ■ Risks Related to Changes in Significant Accounting Standards and New Standards

The company's audited financial statements for the fiscal years ended have been prepared in accordance with the International Financial Reporting Standards (IFRS) adopted in the Kingdom of Saudi Arabia, as well as other standards and pronouncements issued by the Saudi Organization for Certified Public Accountants (SOCPA). The company is obligated to apply any amendments or changes to these standards from time to time. Accordingly, any changes to these standards or the mandatory application of new standards could negatively affect the financial statements, and consequently the company's financial results and financial position.

#### ■ Risks Related to Dependence on Key Employees

The company and its future plans for success rely on the expertise and competencies of its executive management and key employees. The company aims to attract and hire qualified individuals to ensure the efficiency and quality of its operations. Accordingly, if the company loses any of its senior executives or qualified employees and is unable to hire replacements with the same level of expertise and qualifications at a reasonable cost, this could have a materially adverse effect on the company's operations, operating results, and future prospects.

#### ■ Risks Related to Employee Errors

The company may face errors or misconduct by employees, such as fraud, intentional mistakes, embezzlement, theft, forgery, misuse of company assets, or acting on its behalf without the required administrative authorizations. Such actions could result in liabilities or responsibilities borne by the company, legal penalties, or financial obligations, which could negatively affect the company's reputation, financial position, operating results, and future prospects.

### ▪ Risks Related to the Economic Performance of the Kingdom

The company's expected future performance depends on a number of factors related to the general economic conditions in the Kingdom, including, but not limited to, inflation, GDP growth, per capita income, and similar indicators. The Kingdom's macro and microeconomies are largely dependent on oil and petroleum-related industries, which contribute a significant share to the GDP. Therefore, any negative fluctuations in oil prices would have a direct and material impact on Saudi economic growth, government spending, and overall economic plans, which in turn could adversely affect the company's financial performance due to its operations within the Saudi economic system influenced by government expenditure levels.

Additionally, the continued growth of the Saudi economy depends on several other factors, including ongoing population growth and public and private sector investments in infrastructure. Therefore, any negative change in any of these factors would have a significant impact on the economy, which would, in turn, materially and adversely affect the company's operations, operating results, financial position, and future prospects.

### ▪ Risks Related to Political and Economic Instability in the Middle East

The company's financial performance depends on the prevailing economic and political conditions in the Kingdom, as well as global economic conditions that, in turn, affect the Saudi economy. There is no guarantee that negative developments in regional countries and relations with these countries, or the economic and political conditions in those countries or elsewhere, will not materially and adversely affect the Kingdom's economy, foreign direct investment, or its financial markets in general. Such factors could materially and negatively impact the company's operations, operating results, financial position, and future prospects.

### ▪ Risks related to competition in the Kingdom

The company operates in a highly competitive environment, and there is no guarantee that it will be able to continue competing effectively with other companies in the market. Competitors' pricing policies significantly affect the company's financial performance, and the company may not always be able to match or compete with these companies. This could lead to a reduction in the company's market share and, consequently, negatively impact its profits and financial results, which, in turn, could materially and adversely affect the company's operations, operating results, financial position, and future prospects.



■  
7- Transactions and  
Contracts with  
Related Parties

The Company acknowledges that there are no contracts, transactions, or arrangements in force relating to the Company's business in which the Chairman of the Board of Directors, any member of the Board of Directors, the Chief Executive Officer, or the Financial Administration Manager has a material interest, other than those disclosed below. The Company further confirms that such contracts and transactions do not in any way adversely affect the Company's operations or revenues and do not include any preferential terms or special arrangements. The Company has entered into the following transactions which constitute contracts with related parties:

1. An agreement between the Company and Sumou Holding for the purpose of marketing and selling Al Mashreq Project. The agreement was signed on 14/11/2024. The Company's revenues (commission) generated from this agreement for the fiscal year ended 31 December 2025 amounted to SAR 2,697,644 (Two Million Six Hundred Ninety-Seven Thousand Six Hundred Forty-Four Saudi Riyals). The agreement does not include any preferential terms or benefits. The Board of Directors recommends that the General Meeting vote to approve and ratify the agreement.
2. An agreement between the Company and Sumou Holding for the purpose of developing Al Mashreq Project. The agreement was signed on 14/11/2024. The Company's revenues (fees) from this agreement for the fiscal year ended 31 December 2025 amounted to SAR 2,608,614 (Two Million Six Hundred Eight Thousand Six Hundred Fourteen Saudi Riyals). The agreement does not include any preferential terms or benefits. The Board of Directors recommends that the General Meeting vote to approve and ratify the agreement.
3. An agreement between the Company and Sumou Real Estate Co. for the purpose of marketing and leasing the Public Benefit Market Project located in the City of Makkah. The agreement was signed on 09/05/2022. The Company's revenues (commission) from this agreement for the fiscal year ended 31 December 2025 amounted to SAR 913,733 (Nine Hundred Thirteen Thousand Seven Hundred Thirty-Three Saudi Riyals). The agreement does not include any preferential terms or benefits. The Board of Directors recommends that the General Meeting vote to approve and ratify the agreement.
4. An agreement between the Company and Sumou Real Estate Co. for the purpose of marketing and selling Al Rehab Project. The agreement was signed on 01/04/2022. The Company's revenues (commission) from this agreement for the fiscal year ended 31 December 2025 amounted to SAR 1,947,103 (One Million Nine Hundred Forty-Seven Thousand One Hundred Three Saudi Riyals). The agreement does not include any preferential terms or benefits. The Board of Directors recommends that the General Meeting vote to approve and ratify the agreement.



5. An agreement between the Company and Sumou Real Estate Co. for the purpose of marketing and selling Sahab Project. The agreement was signed on 01/01/2023. The Company's revenues (commission) from this agreement for the fiscal year ended 31 December 2025 amounted to SAR 4,154,921 (Four Million One Hundred Fifty-Four Thousand Nine Hundred Twenty-One Saudi Riyals). The agreement does not include any preferential terms or benefits. The Board of Directors recommends that the General Meeting vote to approve and ratify the agreement.
6. An agreement between the Company and Asmo Real Estate Development Company for the purpose of marketing and selling Sumou Towers. The agreement was signed on 12/09/2022. The Company's revenues (commission) from this agreement for the fiscal year ended 31 December 2025 amounted to SAR 1,090,763 (One Million Ninety Thousand Seven Hundred Sixty-Three Saudi Riyals). The agreement does not include any preferential terms or benefits. The Board of Directors recommends that the General Meeting vote to approve and ratify the agreement.
7. An agreement between the Company and Adeer Asar Real Estate Company for the purpose of marketing and selling Al Aliah Project. The agreement was signed on 12/09/2022. The Company's revenues (commission) from this agreement for the fiscal year ended 31 December 2025 amounted to SAR 9,861,993 (Nine Million Eight Hundred Sixty-One Thousand Nine Hundred Ninety-Three Saudi Riyals). The agreement does not include any preferential terms or benefits. The Board of Directors recommends that the General Meeting vote to approve and ratify the agreement.
8. An agreement between the Company and Gulf Leadership Administrative Company dated 01/01/2022 for the provision of administrative and consultancy services at an annual cost of SAR 400,000 (Four Hundred Thousand Saudi Riyals) per annum for a term of three years, renewable. The Company's expenses under this agreement for the fiscal year ended 31 December 2025 amounted to SAR 400,000 (Four Hundred Thousand Saudi Riyals). The agreement does not include any preferential terms or benefits. The Board of Directors recommends that the General Meeting vote to approve and ratify the agreement.



9. An agreement between the Company and Sumou International Investment Company for the purpose of investments in real estate projects. The agreement was signed on 10/07/2025. The investment share for the fiscal year ended 31 December 2025 amounted to SAR 11,375,000 (Eleven Million Three Hundred Seventy-Five Thousand Saudi Riyals). The agreement does not include any preferential terms or benefits. The Board of Directors recommends that the General Meeting vote to approve and ratify the agreement.
10. An agreement between the Company and Sumou International Investment Company for the purpose of property management. The agreement was signed on 01/04/2021. The Company's revenues from this agreement for the fiscal year ended 31 December 2025 amounted to SAR 3,466,644 (Three Million Four Hundred Sixty-Six Thousand Six Hundred Forty-Four Saudi Riyals). The agreement does not include any preferential terms or benefits. The Board of Directors recommends that the General Meeting vote to approve and ratify the agreement.
11. An agreement between the Company and Sumou International Investment Company for the purpose of marketing and selling the land of Asyaf Project. The agreement was signed on 01/01/2025. The Company's revenues (commission) from this agreement for the fiscal year ended 31 December 2025 amounted to SAR 6,525,415 (Six Million Five Hundred Twenty-Five Thousand Four Hundred Fifteen Saudi Riyals). The agreement does not include any preferential terms or benefits. The Board of Directors recommends that the General Meeting vote to approve and ratify the agreement.
12. An agreement between the Company and Sumou International Investment Company for the purpose of marketing and selling Al Masa Project. The agreement was signed on 30/09/2024. The Company's revenues (commission) from this agreement for the fiscal year ended 31 December 2025 amounted to SAR 4,774,560 (Four Million Seven Hundred Seventy-Four Thousand Five Hundred Sixty Saudi Riyals). The agreement does not include any preferential terms or benefits. The Board of Directors recommends that the General Meeting vote to approve and ratify the agreement.
13. The benefits (allowances and remuneration) granted to the Board of Directors for the fiscal year ended 31 December 2025 were provided without any preferential terms or conditions. The total value thereof for the fiscal year ended 31 December 2025 amounted to SAR 3,386,000 (Three Million Three Hundred Eighty-Six Thousand Saudi Riyals). The Board of Directors recommends that the General Meeting vote to approve and ratify the same.



## 8- Competing Businesses

List of competing businesses of the Chairman of the Board of Directors, Mr. Abdulrahman Aedh Al-Qahtani, in his capacity as Owner's Representative / Manager.

Company Name	Activities
Sumou Holding	Purchase and sale of land and real estate, subdivision thereof, and off-plan sales activities. plan sales activities.
Buna Al Mamlakah Holding Holding Company	Purchase and sale of land and real estate, subdivision thereof, off-plan sales activities, and general sales activities, and general construction of residential buildings.
Dahiyat Murooj Jeddah Company Company	Purchase and sale of land and real estate, subdivision thereof, and off-plan sales activities. plan sales activities.
Baysan Al Sharq Real Estate Estate Company	Purchase and sale of land and real estate, subdivision thereof, and off-plan sales activities. plan sales activities.
Sumou International Investment Investment Company	Purchase and sale of land and real estate, subdivision thereof, and off-plan sales activities. plan sales activities.
Wasam Al Furas Company Company	Purchase and sale of land and real estate, subdivision thereof, and off-plan sales activities. plan sales activities.
Adeer International Company Company	Purchase and sale of land and real estate, subdivision thereof, and off-plan sales activities. plan sales activities.
Baysan Commercial and Real and Real Estate Investment Investment Company	Purchase and sale of land and real estate, subdivision thereof, and off-plan sales activities. plan sales activities.
Sumou Real Estate Co. Co.	Purchase and sale of land and real estate, subdivision thereof, and off-plan sales activities. plan sales activities.

- ✦ List of competing businesses of the Vice Chairman of the Board of Directors – Chief Executive Officer, Mr. Muteb Hamad Al-Qahtani, in his capacity as Owner’s Representative / Manager.

Company Name	Activities
Adeer Asar Real Estate Company Company	Purchase and sale of land and real estate, subdivision thereof, and off-plan sales activities. plan sales activities.
Razin Real Estate Company	Purchase and sale of land and real estate, subdivision thereof, and off-plan sales activities. plan sales activities.



**▲ List of competing businesses of the Member of the Board of Directors, Mr. Abdullah bin Mohammed Al-Qahtani, in his capacity as Owner’s Representative / Manager.**

Company Name	Activities
Buna Al Mamlakah Holding Company Company	Purchase and sale of land and real estate, subdivision thereof, off-plan sales activities, and plan sales activities, and general construction of residential buildings.
Shor Logistics Supplies Company Company	Purchase and sale of land and real estate, subdivision thereof, and off-plan sales activities. off-plan sales activities.
Dahiyat Sumou Real Estate Development Development Company	Purchase and sale of land and real estate, subdivision thereof, and off-plan sales activities. off-plan sales activities.
Al Masakin Al Thania Real Estate Development Estate Development and Investment Company Investment Company	Purchase and sale of land and real estate, subdivision thereof, and off-plan sales activities. off-plan sales activities.



■  
9- Company Board  
Directors,  
Committees, and  
Executive  
Management



**Mr. Muteb Hamad Al-Saad**  
Vice Chairman of the Board of  
Directors – Chief Executive Officer



**Abdulrahman Aedh Al-  
Qahtani**  
Chairman of the Board of  
Directors



**Eng. Abdullah Mohammed Al-  
Qahtani**  
Member of the Board of  
Directors



**Dr. Ibrahim Mohammed  
Shaye' Al-Qahtani**  
Member of the Board of  
Directors



**Dr. Ubaid Al-Abdali**  
Member of the  
Board of Directors



The Company is managed by a Board of Directors consisting of five (5) members, elected by the Ordinary General Meeting of Shareholders for a term not exceeding four (4) years.

The Board of Directors was appointed by the Extraordinary General Meeting of the Company held on 27/02/1443H, corresponding to 04/10/2021, for a term of five years.

### Company Board of Directors Members

The composition of the Board of Directors, the classification of its members, and the start and end dates of their terms are as follows:

Name	Position	Nationality	Membership Type			Membership Start Date	Membership End Date
			Executive	Non-Executive	Independent		
Abdulrahman Aedh Al-Qahtani	Chairman of the Board of Directors	Saudi	No	Yes	No	14/01/2024	04/10/2026
Muteb Hamad Ghadeif Al-Saad	Vice Chairman of the Board of Directors – Chief Executive Officer	Saudi	Yes	No	No	05/10/2021	04/10/2026
Ibrahim Mohammed Shaye' Al-Qahtani	Member of the Board of Directors	Saudi	No	No	Yes	31/05/2022	04/10/2026
Ubaid Saad Ubaid Al-Abdali Al-Sharif	Member of the Board of Directors	Saudi	No	No	Yes	31/05/2022	04/10/2026
Eng. Abdullah Mohammed Al-Qahtani	Member of the Board of Directors	Saudi	No	Yes	No	14/01/2024	04/10/2026

Names of Members, Their Current and Previous Positions, Qualifications, and  
Experience

Abdulahman Aedh Farhan Al-Qahtani	
<b>Nationality</b>	Saudi
<b>Age</b>	31 years
<b>Position</b>	Chairman of the Board of Directors
<b>Educational Qualifications</b>	<ul style="list-style-type: none"> <li>Bachelor's Degree in Financial Management – Prince Mohammed bin Fahd University, Khobar, Kingdom of Saudi Arabia, 2017.</li> </ul>
<b>Professional Experience</b>	<ul style="list-style-type: none"> <li>Chairman of the Board of Directors of Adeer Real Estate from 2024 to present.</li> <li>Vice Chairman of the Board of Directors of Sumou Real Estate Co. from 2024 to present.</li> <li>Director of Sumou International Investment Company from 2021 to present.</li> <li>Director of Atar Holding Company from 2020 to present.</li> <li>Board Member of Dahiyat Murooj Jeddah Company since 2023 to present.</li> <li>Board Member of Buna Al Mamlakah Holding Company from 01/2025 to present.</li> <li>Non-Executive Board Member of Sumou Holding since 2022 to present.</li> <li>Non-Executive Vice Chairman of the Board of Baysan Commercial and Real Estate Investment Company since 2021 to present.</li> <li>Board Member of Sharek Al-Maarefa for Business Incubators and Accelerators since 2019 to present.</li> <li>Director of Riyas Al-Arabia Hospitality Services Company from 2024 to present.</li> <li>Director of Adeer International Company since 2025 to present.</li> <li>Member of the Executive Committee of Farhan Ibn Mubarak Charity Foundation since 2017 to present.</li> <li>Chief Executive Officer and Co-Founder of Dal Al-Maarefa IT Company since 2017 to present.</li> </ul>

Names of Members, Their Current and Previous Positions, Qualifications, and Experience

Muteb Hamad Ghadeif Al-Saad Al-Qahtani	
Nationality	Saudi
Age	51 years
Position	Vice Chairman of the Board of Directors – Chief Executive Officer
Educational Qualifications	<ul style="list-style-type: none"> <li>Bachelor’s Degree in Military Sciences, King Abdulaziz Military College, Kingdom of Saudi Arabia, 1997.</li> </ul>
Professional Experience	<ul style="list-style-type: none"> <li>Vice Chairman of the Board of Directors of Adeer Real Estate from 01/2024 to present.</li> <li>Chief Executive Officer and Managing Director of Adeer Real Estate since 2013 to present.</li> <li>Board Member of Adeer Asar Real Estate Company since 2022 to present.</li> <li>Board Member of Tinal Real Estate Development and Investment Company from 2018 to 2025.</li> <li>Partner and Founder of Maayar Real Estate Valuation Company since 2017 to present.</li> <li>Director of Adeer Shares Company since 2025 to present.</li> </ul>

**Names of Members, Their Current and Previous Positions, Qualifications, and Experience**

<b>Ibrahim Mohammed Shaye' Al-Mas'ad Al-Qahtani</b>	
<b>Nationality</b>	Saudi
<b>Position</b>	Member of the Board of Directors
<b>Educational Qualifications</b>	<ul style="list-style-type: none"> <li>• Ph.D. in Economics, University of Wisconsin, USA, 1987.</li> <li>• Master of Business Administration (MBA), King Fahd University of Petroleum &amp; Minerals, 1981.</li> <li>• Bachelor of Science in Industrial Management (with Honors), King Fahd University of Petroleum &amp; Minerals, 1979.</li> </ul>
<b>Professional Experience</b>	<ul style="list-style-type: none"> <li>• Chairman of the Board of Netola Iron Factories (Commercial Iron), Riyadh, since 2014 to present.</li> <li>• Board Member of Sumou Real Estate Co., 2008–2011.</li> <li>• Founder and Partner of Financia Investment Company, 2009 (exited and sold share).</li> <li>• Founder and Partner of Al-Mutanaa for Metal Recycling, 2008–2011.</li> <li>• Founder and Partner of Gulf Factory for Artificial Stone, 2002–2016.</li> <li>• Vice President of Al-Suwaidi Trading and Contracting Foundation, 1997–2001.</li> <li>• Board Member of Saudi Internet Company, 1999–2001.</li> <li>• Board Member of Intermediate Chemicals Company, 1997–2001.</li> <li>• Board Member of NAS Telecommunications, 1999–2001.</li> <li>• General Manager of Gulf Salt Manufacturing Company, 1993–1997.</li> <li>• Founder and Partner of IT Consulting Company, 1992–1993.</li> <li>• Project Manager at Electric Lamp Manufacturing Company, 1993.</li> </ul>

**Names of Members, Their Current and Previous Positions, Qualifications, and Experience**

<b>Ubaid Saad Ubaid Al-Abdali Al-Sharif</b>	
<b>Nationality</b>	Saudi
<b>Position</b>	Member of the Board of Directors
<b>Educational Qualifications</b>	<ul style="list-style-type: none"> <li>• Ph.D. in Marketing, Manchester Business School, UK, 1996.</li> <li>• Master of Business Administration (MBA), Cardiff Business School, UK, 1989.</li> <li>• Higher Diploma in Marketing, Cardiff Business School, UK, 1988.</li> <li>• Bachelor's Degree in Business Administration, King Abdulaziz University, Kingdom of Saudi Arabia, 1986.</li> </ul>
<b>Professional Experience</b>	<ul style="list-style-type: none"> <li>• Board Member of Cooperative Societies, since 2022 to present.</li> <li>• Media Advisor (part-time) for King Salman Science Oasis, since 2022 to present.</li> <li>• Board Member of Woduh Real Estate Company, since 2022 to present.</li> <li>• Marketing Advisor (part-time) for the Ministry of Municipal and Rural Affairs and Housing, Urban Planning Agency, since 2021 to present.</li> <li>• Advisor to the Royal Commission for Riyadh City, Higher Education Sector, 2020–2021.</li> <li>• Board Member of the Corporate Governance Center, Public Investment Fund, 2020–2021.</li> <li>• Board Member of Amal Al-Mustaqbal Company and Executive Committee Member, 2019 to present.</li> <li>• Board Member of Tihama Holding Company, 2018–2020.</li> <li>• Founding Board Member of the Marketing Consulting Association, 2017–2020.</li> <li>• Founding Board Member of the Al-Sulyak Association, 2017 to present.</li> <li>• Board Member of Saudi Credit Information Company (SIMAH) and Member of the Nomination and Remuneration Committee, 2017 to present.</li> <li>• Member of the Financial Accounts Committee for the Awareness Program at the Capital Market Authority, 2017–2020.</li> <li>• Executive Council Member of the Consumer Protection Association, 2015–2017.</li> <li>• Founder and CEO of Mazeej Marketing Consulting, 2015 to present.</li> <li>• Founder of Marketeers – Saudi Marketing Hub, 2016 to present.</li> <li>• Advisor to the Deputy Minister of Education for Higher Education, 2011–2015.</li> </ul>

Names of the members, their current and previous positions, qualifications, and experience

Eng. Abdullah bin Mohammed bin Abdullah Al-Qahtani	
Nationality	Saudi
Age	47 years
Position	Member of the Board of Directors
Academic Qualifications	<ul style="list-style-type: none"> <li>• Master of Urban Planning and Real Estate Development – Saint Louis University, United States of America – August 2007.</li> <li>• Bachelor of Urban Planning and Design – King Saud University, Kingdom of Saudi Arabia – February 2004.</li> </ul>
Professional Experience	<ul style="list-style-type: none"> <li>• Chief Executive Officer – Business Development, Sumou Holding, from January 2024 to date.</li> <li>• Chief Executive Officer and Member of the Board of Directors, Sumou Suburb Company, from 2012 to January 2024.</li> <li>• Member of the Board of Managers, Bena Al-Mamlaka Holding Company, from 2025 to date.</li> <li>• Member of the Board of Managers, Shoura Logistics Services Company, from 2004 to date.</li> <li>• Member of the Board of Managers, Dynamo Company, from 2025 to date.</li> <li>• Project Manager, Sumou Real Estate Co., from 2010 to 2012.</li> <li>• Advisor, Al Rajhi Real Estate Development Company, from 2003 to 2005.</li> </ul>

Names of the companies inside and outside the Kingdom in which the Company's Board member currently or previously serves as a member of their boards of directors or as one of their managers:

1. Abdulrahman Aedh Farhan Al-Qahtani – Chairman of the Board of Directors.

Names of the companies in which the Board member currently serves as a member of their boards of directors or as one of their managers	Inside the Kingdom / Outside the Kingdom	Legal Form (Listed Joint Stock Company / Unlisted Joint Stock Company / Limited Liability Company / ...)
Adeer Real Estate	Inside the Kingdom	Listed Joint Stock Company
Sumou Holding	Inside the Kingdom	Unlisted Joint Stock Company
Sumou Real Estate Co.	Inside the Kingdom	Listed Joint Stock Company
Riyadh Development Company	Inside the Kingdom	Listed Joint Stock Company
Sumou International Investment	Inside the Kingdom	limited Liability Company
Bisan Commercial Investment	Inside the Kingdom	Unlisted Joint Stock Company
Riyas Al-Arabiya Hospitality Services	Inside the Kingdom	Limited Liability Company
Dhahiat Marooj Jeddah Ltd.	Inside the Kingdom	Limited Liability Company
Bena Al-Mamlaka Holding Company	Inside the Kingdom	Limited Liability Company
Atar Holding Company	Inside the Kingdom	Limited Liability Company
Al-Fidda Mining Company	Inside the Kingdom	Limited Liability Company
Dal Al-Maarefa IT Company	Inside the Kingdom	Limited Liability Company
Doroob Al-Ruwad IT Company	Inside the Kingdom	Limited Liability Company
Riyas Al-Arabiya Hospitality Services	Inside the Kingdom	Limited Liability Company
Sharek Al-Maarefa Nurseries and Business Accelerators	Inside the Kingdom	Limited Liability Company
Adeer International	Inside the Kingdom	Limited Liability Company
Adeer Investment and Real Estate Services	Outside the Kingdom	Limited Liability Company
Adeer Group for Urban Development	Outside the Kingdom	Limited Liability Company
Boulevard Al-Mustaqbal for Urban Development	Outside the Kingdom	Limited Liability Company

Names of the companies inside and outside the Kingdom in which the Company's Board member currently or previously serves as a member of their boards of directors or as one of their managers:

2. Muteb Hamad Al-Saad Al-Qahtani – Vice Chairman of the Board of Directors.

Names of the companies in which the Board member currently serves as a member of their boards of directors or as one of their managers:	Inside the Kingdom / Outside the Kingdom	Legal Form (Listed Joint Stock Company / Unlisted Joint Stock Company / Limited Liability Company / ...)
Adeer Real Estate	Inside the Kingdom	Listed Joint Stock Company
Adeer Investment and Real Estate Services	Outside the Kingdom	Limited Liability Company
Adeer Asar Real Estate	Inside the Kingdom	Limited Liability Company
Adeer International	Inside the Kingdom	Limited Liability Company
Adeer Shares	Inside the Kingdom	Limited Liability Company
Adeer Group for Urban Development	Outside the Kingdom	Limited Liability Company
Boulevard Al-Mustaqbal for Urban Development	Outside the Kingdom	Limited Liability Company



Names of the companies inside and outside the Kingdom in which the Company's Board member currently or previously serves as a member of their boards of directors or as one of their managers:

3. Dr. Ibrahim Mohammed Al-Qahtani – Member of the Board of Directors.

Names of the companies in which the Board member currently serves as a member of their boards of directors or as one of their managers:	Inside the Kingdom / Outside the Kingdom	Legal Form (Listed Joint Stock Company / Unlisted Joint Stock Company / Limited Liability Company / ...)
Rozen Arabia Company	Inside the Kingdom	Closed Joint Stock Company

Names of the companies inside and outside the Kingdom in which the Company's Board member currently or previously serves as a member of their boards of directors or as one of their managers:

**4. Obaid Saad Al-Abdali Al-Sharif – Member of the Board of Directors.**

Names of the companies in which the Board member currently serves as a member of their boards of directors or as one of their managers:	Inside the Kingdom / Outside the Kingdom	Legal Form (Listed Joint Stock Company / Unlisted Joint Stock Company / Limited Liability Company / ...)
Saudi Credit Information Company (SIMAH)	Inside the Kingdom	Limited Liability Company
Woduh Real Estate Company	Inside the Kingdom	Investment Fund
Mazeaj Marketing Consulting Company	Inside the Kingdom	Limited Liability Company
Amal Al-Mustaqbal Company	Inside the Kingdom	Listed Joint Stock Company



**Names of the companies inside and outside the Kingdom in which the Company's Board member currently or previously serves as a member of their boards of directors or as one of their managers:**

**5. Eng. Abdullah bin Mohammed bin Abdullah Al-Qahtani – Member of the Board of Directors.**

Names of the companies in which the Board member currently serves as a member of their boards of directors or as one of their managers	Inside the Kingdom / Outside the Kingdom	Legal Form (Listed Joint Stock Company / Unlisted Joint Stock Company / Limited Liability Company / ...)
Dhahiat Sumou Real Estate Development Company	Inside the Kingdom	Limited Liability Company
Adeer Real Estate	Inside the Kingdom	Limited Liability Company
Bena Al-Mamlaka Holding Company	Inside the Kingdom	Limited Liability Company
Shoura Logistics Services Company	Inside the Kingdom	Limited Liability Company
Dynamo Company	Inside the Kingdom	Limited Liability Company
Al-Masakin Al-Thaniya Company	Inside the Kingdom	Limited Liability Company

Number of Board of Directors' Meetings during the year 2025, their convening dates, and the attendance record for each meeting

No.	Name	Member Status	First Meeting: 22-01-2025	Second Meeting: 24-07- 2025	Third Meeting: 10-11-2025	Fourth Meeting: 28-12-2025	Total
1	Abdulrahman Aedh Farhan Al-Qahtani	Non-Executive	√	√	√	√	4
2	Muteb Hamad Ghadeif Al-Qahtani	Executive	√	√	√	√	4
3	Ibrahim Mohammed Shaye' Al-Qahtani	Independent	√	√	√	√	4
4	√Obaid Saad Obaid Al-Abdali Al-Sharif	Independent	√	√	√	√	4
5	Abdullah Mohammed Abdullah Al-Qahtani	Non-Executive	√	√	√	√	4

## Changes in Ownership of Board Members, Senior Executives, and Their Relatives

No.	Member Name	Position	Number of Shares at Listing on 26-05-2025	Ownership Percentage at the Beginning of the Year 01-01-2025	Net Change in Number of Shares During the Year	Total Shares at the End of the Year 2025	Total Ownership Percentage at the End of the Year	Ownership Type	Debt Instrument
1	Abdulrahman Aedh Al-Qahtani	Chairman of the Board of Directors	250,000	5%	0	250,000	5%	Direct	None
2	Muteb Hamad Ghadeif Al-Qahtani	Vice Chairman of the Board of Directors	0250,000	5%	0	0250,000	5%	Direct	None
3	Ibrahim bin Mohammed Al-Qahtani	Member of the Board of Directors	0	0%	0	0	0%		None
4	Obaid bin Saad Al-Abdali	Member of the Board of Directors	0	0%	0	0	0%		None
5	Abdullah bin Mohammed Al-Qahtani	Member of the Board of Directors	0	0%	0	0	0%		None
6	Sulaiman Abid Rashed Al-Harbi	Deputy Chief Executive Officer	0	0%	0	0%	0%		None
7	Abdulrahman Ahmed Mustafa Al-Dhamir	Chief Financial Officer	0	0%	0	0%	0%		None
8	Mohammed Atef Ali Hussein	Marketing and Sales Director	0	0%	0	0%	0%		None

The Company confirms that no member of the Board of Directors, senior executives, or their relatives hold any shares in the Company other than those stated above.

Statement of the Names, Number, and Ownership Percentages of Shareholders Holding 5% or More, and Their Changes During the Fiscal Year 2025

No.	Name	Number of Shares Before Listing on 26-05-2025	Percentage %	Change in Number of Shares During the Year	Number of Shares at the End of the Year 31-12-2025	Percentage %	Ownership Type
1	Sumou International Investment Co.	3,750,000	75%	0	3,000,000	60%	Direct
2	Abdulrahman Aedh Farhan Al-Qahtani	312,500	6.25%	0	250,000	5%	Direct
3	Muteb Hamad Ghadif Al-Qahtani	312,500	6.25%	0	250,000	5%	Direct
4	Salman Aedh Farhan Al-Qahtani	312,500	6.25%	0	250,000	5%	Direct
5	Abdullah Aedh Farhan Al-Qahtani	312,500	6.25%	0	250,000	5%	Direct

**Meetings Held During the Year 2025 and the Attendance Record of the Board Directors at the Shareholders' General Meetings Convened During 2025**

No.	Member Name	Ordinary General Meeting dated 03/03/2025	Extraordinary General Meeting dated 10/09/2025	Total
2	Abdulrahman Aedh Al-Qahtani	1	1	2
2	Muteb Hamad Ghadeef Al-Qahtani	1	1	2
2	Ibrahim bin Mohammed Al-Qahtani	1	1	2
2	Obaid bin Saad Al-Abdali	1	1	2
2	Abdullah bin Mohammed Al-Qahtani	1	1	2



### Shareholders' Records Requests during the Year 2025

Request Date	Reason for Request
30/08/2025	Profit File
02/07/2025	Corporate Procedures
12/08/2025	Profit File
31/12/2025	Other



## Board of Directors Committees

- ▲ The Company's policy is to adopt advanced standards in corporate governance, including the separation of responsibilities and duties between the Board of Directors and the Executive Management, as well as policies that ensure the Board operates in a manner that serves the interests of the shareholders. The Company is committed to complying with all provisions of the Corporate Governance Regulations issued by the Capital Market Authority (CMA). Additionally, the Company has developed its own Corporate Governance System in alignment with the CMA's Corporate Governance Regulations, ensuring full compliance with all its provisions.
- ▲ It is noteworthy that all governance policies and regulations pertaining to the committees have been approved by the Company's General Meeting. The Board committees consist of two committees:

  1. Audit Committee
  2. Nomination and Remuneration Committee



## 1- Audit Committee

**1- Description of the Audit Committee's Duties and Responsibilities**The Audit Committee was established in accordance with Article (51) of the Corporate Governance Regulations issued by the Capital Market Authority (CMA) and pursuant to Article Two of the Audit Committee Charter approved by the Company's General Meeting in its session held on 31-05-2022. Its duties and responsibilities can be summarized as follows:

### Financial Reports:

Review the Company's preliminary and annual financial statements before presenting them to the Board of Directors, provide opinions, and make recommendations regarding them to ensure their integrity, fairness, and transparency. Provide a professional opinion, upon request of the Board of Directors, on whether the Board's report and the Company's financial statements are fair, balanced, and understandable, and whether they include the information that enables shareholders and investors to assess the Company's financial position, performance, business model, and strategy. Examine any significant or unusual matters included in the financial reports. Conduct a thorough review of any issues raised by the Company's Chief Financial Officer, their delegate, the Compliance Officer, or the external auditors. Verify accounting estimates in material matters contained in the financial reports. Review the accounting policies adopted by the Company and provide opinions and recommendations to the Board of Directors regarding them.



#### **Internal Audit**

1. Review and examine the Company's internal control, financial, and risk management systems.
2. Study internal audit reports and follow up on the implementation of corrective actions for the observations included therein.
3. Monitor and supervise the performance and activities of the internal auditor and the internal audit department, if any, to ensure the availability of necessary resources and their effectiveness in performing the assigned tasks. If the Company does not have an internal auditor, the Committee shall provide its recommendation to the Board regarding the necessity of appointing one.
4. Recommend to the Board the appointment of a head of the internal audit unit or department, or the internal auditor, and propose their remuneration.

#### **External Auditors**

1. Recommend to the Board the nomination, dismissal, fees, and performance evaluation of the external auditors after verifying their independence and reviewing the scope of their work and the terms of engagement.
2. Verify the independence, objectivity, and fairness of the external auditors, and assess the effectiveness of the audit work, taking into account relevant rules and standards.
3. Review the external auditors' audit plan and work, ensure that no technical or administrative tasks outside the scope of the audit are undertaken, and provide opinions thereon.
4. Respond to inquiries from the external auditors and provide the necessary support to enable them to perform their duties
5. Review the external auditors' report and their observations on the financial statements and follow up on actions taken in response.

#### **Compliance Assurance**

Review the results of regulatory authority reports and verify that the Company has taken the necessary actions in response. Verify the Company's compliance with applicable laws, regulations, policies, and instructions. Review proposed contracts and transactions that the Company intends to carry out with related parties and provide opinions thereon to the Board of Directors. Submit to the Board any matters that the Committee deems require action and provide recommendations on the measures to be taken.



## 2- Names and Positions of Audit Committee Members

No.	Name	Position
1	Ibrahim bin Muhammad Al-Qahtani	Chairman of the Audit Committee
2	Saeed Salem Muhammad Al-Nahdi	Member
3	Abdullah Muhammad Al-Mudhi Al-Qahtani	Member

### 3- Names of the members of the audit committee, their current and previous positions, qualifications and experience

Saeed Salem Mohammed Al-Nahdi	
Nationality	Bahraini
Position	Member of the audit committee
qualification	<ul style="list-style-type: none"> <li>• Bachelor of Business Administration – University of Bahrain, Manama, Bahrain, 1993</li> </ul>
Experience	<ul style="list-style-type: none"> <li>• CEO of Sumou Holding Company from 2015 until the date of this report.</li> <li>• Vice Chairman of the Board of Directors of Sumou Real Estate Company since 2020 to date.</li> <li>• Member of the Board of Directors of Jeddah Murooj Company since 2013 until the date of this report.</li> <li>• A member of the board of directors of Sumou Real Estate Development Company since 2012.</li> <li>• Member of the Board of Directors of Ektifa Agricultural Company since 2009 until the date of this report.</li> <li>• General Manager of Bahrain Flour Mills Company from 2004 to 2008.</li> <li>• Executive Director of Unilever for the Gulf, Yemen and North Africa region from 1992 to 2004.</li> <li>• Board member of Tanal Real Estate Development and Investment Company since 2019 until the date of this report .</li> <li>• Chairman of the Board of Directors of Sharek Knowledge for Business Incubators and Accelerators since 2019 until the date of this report.</li> <li>• Director of Sumou Real Estate Development Company since 2021 to date.</li> <li>• Director of Athar Holding Company since 2016 to date</li> <li>• Director of Adeer Real Estate Company since 2015 to date.</li> <li>• Board member of Adeer Real Estate Company since 2022 to date</li> </ul>

The CV of Mr. Ibrahim Al-Qahtani and Mr. Abdullah Al-Qahtani were included among the biographies of the Board of Directors members.

#### 4- Number of Audit Committee meetings during 2025, dates of meetings, and attendance record for each meeting

S N	Member Name	First Meeting 21/1/2025 G	Second Meeting 24/7/2025 G	Third Meeting 10/11/2025 G	Fourth Meeting 28/12/2025 G	Total
1	Ibrahim bin Muhammad Al-Qahtani	√	√	√	√	4
2	Saeed Salem Mohammed Al-Nahdi	√	√	√	√	4
3	Abdullah Mohammed Al-Qahtani	√	√	√	√	4

## Nominations and Remuneration Committee

### 1. Description of the Remuneration and Nominations Committee's responsibilities and duties

#### A. Responsibilities related to nominations

- ✧ To propose clear policies and standards for membership on the board of directors and executive management .
- ✧ Recommending to the Board of Directors the nomination and re-nomination of members in accordance with the approved policies and standards, taking into account that no person previously convicted of a crime involving moral turpitude should be nominated. .
- ✧ To prepare a description of the skills and qualifications required for board membership and executive management positions. .
- ✧ To determine the time that a member must allocate to board business. .
- ✧ Annual review of the skills or experience required for board membership and executive management positions .
- ✧ To review the structure of the board of directors and executive management and provide recommendations regarding changes that can be made.
- ✧ Annual verification of the independence of independent members, and the absence of any conflict of interest if the member serves on the board of directors of another company..
- ✧ Develop job descriptions for executive members, non-executive members, independent members, and senior executives.
- ✧ To establish special procedures in case a board member or senior executive position becomes vacant
- ✧ To evaluate the performance of the Board of Directors and its subsidiary bodies, as well as the executive management, annually, and submit the results to the Board of Directors with a recommendation for a plan to address areas needing improvement..
- ✧ To identify the strengths and weaknesses of the board of directors, and to propose solutions to address them in a manner consistent with the company's best interests. .

#### B. Responsibilities related to nominations :

- ✧ To prepare a clear policy for the Remuneration of members of the Board of Directors, the committees emanating from the Board and the executive management, and to submit it to the Board of Directors for consideration in preparation for its adoption by the General Assembly, provided that this policy takes into account the following standards related to performance, disclosure of them, and verification of their implementation.
- ✧ To clarify the relationship between the Remuneration awarded and the applicable Remuneration policy, and state any material deviation from this policy. .
- ✧ Periodic review of the Remuneration policy, and evaluation of its effectiveness in achieving its intended objectives. .
- ✧ Recommending to the Board of Directors the remuneration of Board members, its subcommittees, and senior company executives in accordance with the approved policy. .

## 2. Names and descriptions of the members of the Remuneration and Nominations Committee

SN	Name	Title
1	Ubaid bin Saad Al-Abdali	Chairman of Committee
2	Saeed Salem Al-Nahdi	Member
3	Mohammed bin Ayed Al-Qahtani	Member

## 3. Names of the members of the review committee, their current and previous positions, qualifications, and experience

The CVs of the members of the Nominations and Remuneration Committee, Dr. Obaid Al-Abdali and Mr. Saeed Al-Nahdi, were included among the CVs of the Board of Directors.

Mohammed Ayed Talaq Al-Qahtani	
Nationality	Saudi
Position	Member of the Nominations and Remuneration Committee
Qualifications	<ul style="list-style-type: none"> <li>Bachelor of Media, 1998.</li> </ul>
Experience	<ul style="list-style-type: none"> <li>CEO of Gulf Leadership Management Company since 2021.</li> <li>Human Resources and Administration Manager at Sumou Holding Company from 2014 to 2020.</li> <li>General Manager at Thabet Construction from 2010 to 2013.</li> <li>Human Resources and Administration Manager at Al Faisaliah Group from 1998 to 2009..</li> </ul>

4- Number of meetings of the Remuneration and Nominations Committee during 2025, dates of their meetings, and attendance record for each meeting

S N	Member Name	Membership Type	First Meeting 18/11/2025 G	Second Meeting 18/11/2025	Totsl
1	Ubaid bin Saad Al-Abdali	Chairman of Committee	√	√	2
2	Saeed Salem Al-Nahdi	Member	√	√	2
3	Mohammed bin Ayed Al-Qahtani	Member	√	√	2

## 1. Remuneration policy **Remuneration**

The company adopted a Remuneration policy through the company's General Meeting. Under this policy, when determining and disbursing Remuneration to each member of the board of directors, members of board committees, or the company's executive management, the company takes into account the relevant provisions of the Companies Law and the implementing regulations issued thereunder pertaining to joint-stock companies, the Corporate Governance Regulations issued by the Capital Market Authority, in addition to the company's own Remuneration and compensation policy, in accordance with the following criteria:

1. The alignment with the company's strategy and objectives, and the size, nature, and degree of its risks..
2. The awards should be based on a recommendation from the Nominations and Remuneration Committee. .
3. The Remuneration shall be reasonably sufficient to attract, motivate, and retain competent and experienced board members.
4. The Remuneration should be provided with the aim of motivating members of the Board of Directors and the Executive Management to make the company successful and develop it in the long term, taking into account linking the variable part of the Remuneration to long-term performance.
5. The fairness and proportionality of the rewards shall be taken into account in relation to the member's responsibilities, in addition to the duties and tasks assigned to him and borne by the members of the Board of Directors, and the objectives set by the Board and intended to be achieved during the fiscal year.
6. It requires preparation in coordination with the Nominations and Remuneration Committee regarding new appointments.
7. Taking into account the practices of other companies in determining Remuneration es, while avoiding any unjustified increase in Remuneration es and compensation that may arise from this.
8. If a program is developed to grant shares in the company to members of the board, the executive management and its employees, whether it is a new issue or shares purchased by the company, this will be done in coordination with the Nominations and Remuneration Committee and in accordance with the relevant regulations.
9. The Remuneration payment will be suspended or recovered if the General Assembly does not approve its disbursement.



## 2- Controls for determining and disbursing Remuneration es received by the Board of Directors and the Executive Management::

1. The remuneration of board members may vary in amount to reflect the member's experience, expertise, assigned tasks, independence, number of meetings attended, and other considerations.
2. The remuneration of independent board members should not be a percentage of the profits generated by the company or based directly or indirectly on the profitability of the company.
3. If the audit committee or the authority finds that the Remuneration es paid to any member of the board of directors were based on incorrect or misleading information presented to the general assembly or included in the board of directors' annual report, he must return them to the company, and the company has the right to demand their return.
4. The Board's Remuneration and Nominations Committee recommends the remuneration of the Board members, its subcommittees, the Secretary, and the company's senior executives in accordance with this policy.
5. Members are paid an allowance for attending council and committee meetings, and these amounts are not included in the annual remuneration ..
6. To be eligible for the annual Remuneration , a member must attend at least two-thirds of the meetings held during the year.
7. The annual Remuneration amount is estimated based on the member's joining and leaving dates, provided that the minimum attendance of two-thirds of the meetings held between the joining and leaving dates is met during the period.
8. The fixed annual Remuneration does not include travel and related costs, which are compensated fairly based on the allowances recommended by the committee.

### 3 - Executive Management Remuneration

The Nominations and Remuneration Committee continuously reviews the executive management's benefits, incentive programs, and plans. After receiving recommendations from the executive management, the committee reviews them and submits its final recommendations to the Board of Directors for approval, taking into account the annual budget, the company's capabilities, and available cash flow. Executive management's compensation includes the following:

1. The basic salary that is paid at the end of each calendar month.
2. Housing allowance, transportation allowance, and any other allowances approved by the Board of Directors.
3. Medical insurance benefits for the employee and his family.
4. The annual Remuneration , if approved by the board of directors.
5. End-of-service Remuneration .
6. Any other allowances or benefits given to the employee under his employment contract.



### 5- Remuneration of Audit Committee Members

Member Name	Fixed Remunerations (Excluding Meeting Attendance Allowance)	Meeting Attendance Allowance	Total
Ibrahim Mohammed Al-Qahtani	40,000	12,000	52,000
Saeed Salem Al-Nahdi	60,000	12,000	72,000
Abdullah Mohammed Al-Qahtani	40,000	12,000	52,000
<b>Total</b>	<b>140,000</b>	<b>36,000</b>	<b>176,000</b>

### 6- Remuneration of the Nomination and Remuneration Committee Members

Member Name	Fixed Remunerations (Excluding Meeting Attendance Allowance)	Meeting Attendance Allowance	Total
Obaid Saad Al-Abdali	40,000	6,000	46,000
Saeed Salem Al-Nahdi	60,000	6,000	66,000
Mohammed bin Ayed Al-Qahtani	60,000	6,000	66,000
<b>Total</b>	<b>160,000</b>	<b>18,000</b>	<b>178,000</b>

#### The Relationship Between Granted Remuneration and the Applicable Remuneration Policy, and Any Deviations from This Policy

The Company's Board of Directors and the Nomination and Remuneration Committee have adhered to the regulations and the Remuneration and nomination policy issued by the company concerning the Board, its committees, and the executive management. The Board confirms that there have been no deviations from this policy.

## Company Executive Management

### 1- Names of the Company's Senior Executive Management, Job Titles, and Appointment Dates

م	Name	Nationality	Job title	Appointment Dates	Direct ownership	indirect ownership
1	Muteb Hamad Al-Qahtani	Saudi	chief executive officer	04-10-2021	250,000 Shares	-
2	Sulaiman Abed Rashid Al-Harbi	Saudi	Executive Vice President	30-12-2021	-	-
3	Abdul Rahman Ahmed Mustafa Al-Dhamiri	Jordanian	Chief Financial Officer (CFO)	01-04-2022	-	-
4	Mohamed Atef Ali Hussein	Egyptian	Sales and Marketing Director	14-03-2022		



## 2- Overview of the Executive Management, Their Current and Previous Positions, Qualifications, and Experiences

Chief Executive Officer: Muteb Hamad Ghadeef Al-Saad Al-Qahtani / His CV is included in the section dedicated to the Board Members

Sulaiman Abed Rashid Al-Harbi	
Nationality	Saudi
Position	Executive Vice President
Qualifications	<ul style="list-style-type: none"> <li>• He holds a Bachelor’s degree in Media and Public Relations from King Abdulaziz University in Jeddah, 2003.</li> <li>• He holds a Fellowship in Real Estate Appraisal.</li> <li>• He holds the following certifications: Off-Plan Sales Professional, Building Inspector, and Professional Real Estate Broker.</li> <li>• He has completed several courses, including: (A course in economic feasibility studies - A course in office programs - A course in job excellence and developing the work environment - A course in smart management and developing job performance - A course in the fundamentals of distinguished business management - A course in strategic planning and change management - A course in administrative supervision and organization - A course in administrative planning and institutional development - A course in effective negotiation skills).</li> </ul>
Experiences	<ul style="list-style-type: none"> <li>• He currently holds the position of Executive Vice President at Adeer Real Estate Company, since 2021 to the present.</li> <li>• He served as Executive Vice President of Operations at Adeer Real Estate Company from 2013 to 2021.</li> <li>• He served as Branch Manager in Mecca at Sumou Real Estate Company, a real estate development company in Jeddah, from 2010 to 2012.</li> <li>• He served as Sales Consultant at Idar Real Estate Company, a real estate marketing company in Jeddah, from 2008 to 2010.</li> <li>• He served as General Administration Manager at Abdulghani Hussein Group (Commercial Elevator Company), a company operating in the sale and installation of stairs and elevators in Jeddah, from 2003 to 2008.</li> </ul>

## 2- Overview of the Executive Management, Their Current and Previous Positions, Qualifications, and Experiences

Mohamed Atef Ali Hussein	
Nationality	Egyptian
Position	Sales and Marketing Director
Qualifications	<ul style="list-style-type: none"> <li>• PhD in Business Administration, Arab Academy for Banking and Financial Sciences, Egypt, 2020.</li> <li>• Master's degree in Business Administration specializing in Marketing, Arab Academy for Banking and Financial Sciences, Egypt, 2018.</li> <li>• Diploma in Sales Management, American University in Cairo, Egypt, 2006.</li> <li>• Bachelor's degree in English Language, Higher Institute of Languages, Egypt, 1998.</li> </ul>
Experiences	<ul style="list-style-type: none"> <li>• He currently holds the position of Sales and Marketing Manager at Adeer Real Estate Company, a company operating in Al Khobar, Kingdom of Saudi Arabia, since 2022 to the present.</li> <li>• He served as Sales and Marketing Manager at QMC Real Estate Development Company, a company operating in Giza, Egypt, from 2020 to 2021.</li> <li>• He served as Sales Manager at Mina Real Estate Development Company, a company operating in Giza, Egypt, from 2019 to 2020.</li> <li>• He served as Sales Manager at Al Marasem Real Estate Development Company, a company operating in Giza, Egypt, from 2018 to 2019.</li> <li>• He served as Sales and Marketing Manager at Eskir Trading Company, a company operating in Dubai, United Arab Emirates, from 2014 to 2018.</li> <li>• He served as Sales and Marketing Manager at Asset Egypt for Development, a company operating in Giza, Egypt, from 2010 to 2014.</li> <li>• He served as Sales Manager at Dar Zain Real Estate Marketing Company, a company operating in Giza, Egypt, from 2009 to 2010.</li> <li>• He served as Sales Supervisor at DAMAC Real Estate Company, a company operating in Cairo, Egypt, from 2007 to 2009.</li> <li>• He served as Sales Manager at Aira Real Estate Marketing Company, a company operating in Giza, Egypt, from 2006 to 2007.</li> <li>• He served as Sales Supervisor at Dream Land Company, a company operating in Giza, Egypt, from 2002 to 2006.</li> <li>• He served as Sales Officer at Dream Land Company, a company operating in Giza, Egypt, from 1998 to 2002.</li> </ul>

## 2- Overview of the Executive Management, Their Current and Previous Positions, Qualifications, and Experiences

Abdul Rahman Ahmed Mustafa Al-Dhamiri	
Nationality	Jordanian
Position	<b>Chief Financial Officer (CFO)</b>
Qualifications	<ul style="list-style-type: none"> <li>• Bachelor of Business Administration, 2010.</li> </ul>
Experiences	<ul style="list-style-type: none"> <li>• Chief Financial Officer at Adeer Company from 2022 to the date of this report.</li> <li>• Head of Accounts at Adeer Real Estate Company from 2014 to 2021.</li> <li>• Senior Auditor at Morrison International Chartered Accountants from 2011 to 2014.</li> <li>• Customer Service Officer at Arab Bank in Jordan from 2010 to 2011.</li> </ul>

### 3- Salaries and Remunerations of Senior Executives for the Year 2025

Senior Executives	Fixed Remunerations				Variable Remunerations						End-of-Service Award	Total Remuneration of Executives for the Board	Total Amount
	Salaries	Allowances	In-Kind Benefits	Total	Periodic Remunerations	Profits	Short-Term Incentive Plans	Long-Term Incentive Plans	Granted Shares	Total			
									(Value to be entered)				
Chief Executive Officer (CEO)	1,200,000	40,000	0	1,240,000	0	0	600,000	0	0	600,000	1,867,513	200,000	3,907,513
Executive Vice President (EVP)	840,000	0	0	840,000	0	0	0	0	0	0	942,507	0	1,782,507
Chief Financial Officer (CFO)	325,000	0	0	325,000	0	0	0	0	0	0	266,425	0	591,425
Sales and Marketing Director	420,000	0	0	420,000	0	0	0	0	0	0	76,665	0	496,665
<b>Total</b>	<b>2,785,000</b>	<b>40,000</b>	<b>0</b>	<b>2,825,000</b>	<b>0</b>	<b>0</b>	<b>600,000</b>	<b>0</b>	<b>0</b>	<b>600,000</b>	<b>3,153,110</b>	<b>200,000</b>	<b>6,778,110</b>



10- General Disclosures during the  
Year 2025



## General Disclosures during the Year 2025

#	Announcement	Date
1	Announcement by Adeer Real Estate Company on the Board of Directors' Resolution to Distribute Cash Dividends to Shareholders for the Second Half of 2024	27-05-2025
2	Announcement by Adeer Real Estate Company on Signing an Agreement with Sumou International Investment Company	10-07-2025
3	Supplementary Announcement by Adeer Real Estate Company Regarding the Agreement Signed on 15-01-1447H Corresponding to 10-07-2025 with Sumou International Investment Company	13-07-2025
4	Announcement by Adeer Real Estate Company on the Preliminary Financial Results for the Period Ended 30-06-2025 (Six Months)	27-07-2025
5	Announcement by Adeer Real Estate Company on the Board of Directors' Resolution to Distribute Cash Dividends to Shareholders for the First Half of 2025	27-07-2025
6	Announcement by Adeer Real Estate Company on Signing a Land Marketing Contract with Baytak Real Estate Company	19-08-2025
7	The Board of Directors of Adeer Real Estate Company Invites Shareholders to Attend the Extraordinary General Meeting (First Meeting)	20-08-2025
8	Announcement by Adeer Real Estate Company on the Results of the Extraordinary General Meeting (First Meeting)	11-09-2025
9	Announcement by Adeer Real Estate Company on Signing a Contract with Al Ahli Hospitality Real Estate Company	16-09-2025
10	Announcement by Adeer Real Estate Company on the Successful Execution of the Jeddah Oasis Land Sale Auction	18-09-2025
11	Announcement by Adeer Real Estate Company on Signing a Contract with Asar Investment Company for Investment	01-10-2025
12	Announcement by Adeer Real Estate Company on the Successful Execution of the Razon Al-Misk Auction	23-10-2025
13	Announcement by Adeer Real Estate Company on Signing a Contract with Hamad Bin Abdullah Al-Muhisen, Nahdat Al-Mashaer General Contracting Company, and Others	2-12-2025



## 11 - Results of the Annual Audit of the Effectiveness of Internal Control Procedures





**Results of the Annual Audit on the Effectiveness of Internal Control Procedures:**

The company's operations for the fiscal year ended 31/12/2025 were reviewed by the Audit Committee to verify the effectiveness of the internal control system and procedures, and to review and assess financial and administrative policies and procedures, as well as the processes and outputs of financial reporting.

**Based on the results achieved from the implementation of the audit plan, the Audit Committee has reached the following conclusions:**

There are no material deficiencies in the internal control systems, which are effective in preventing and detecting errors. No major breaches of internal control systems occurred during the year. It is noted that necessary measures were taken to ensure corrective actions were implemented. The company continuously and regularly exerts efforts to develop systems and policies to improve its operations, and to enhance administrative control methods to ensure the efficiency and effectiveness of monitoring activities and risk management, in accordance with the Board of Directors' guidance and under the supervision of the Audit Committee.

**It is noted that there are no recommendations from the Audit Committee regarding any conflicts with the Board of Directors' decisions during the year 2025.**



## 12 - Dividend Policy



**The Company's Articles of Association, in Article (50), stipulate the distribution of profits. The Board of Directors has also issued a Dividend Distribution Policy as follows:**

- A. The Ordinary General Meeting, based on a proposal from the Board of Directors, may allocate an equal percentage of the net profits to form other reserves, to the extent that serves the company's interests or ensures the distribution of stable dividends to shareholders as far as possible.
- B. The company may distribute interim dividends to its shareholders on a semi-annual or quarterly basis in accordance with the rules and procedures issued by the Capital Market Authority, based on authorization granted by the Ordinary General Meeting to the Board of Directors to distribute interim dividends. .
- C. Timing of Dividend Payment: The resolution of the General Meeting regarding the distribution of dividends shall be implemented for shareholders registered within 15 days from the dividend entitlement date specified in the General Meeting's resolution or in the Board of Directors' resolution approving the distribution of interim dividends.
- D. The company shall, upon resolving to distribute interim dividends, immediately disclose and announce such resolution and provide the Authority with a copy thereof upon issuance.
- E. A shareholder shall be entitled to their share of dividends in accordance with the resolution of the General Meeting regarding the distribution of dividends to shareholders, or the Board of Directors' resolution approving the distribution of interim dividends. The resolution shall specify the entitlement date and the distribution date. Dividends shall be payable to shareholders registered in the shareholders' register at the end of the day specified for entitlement. The resolution shall be implemented in accordance with the rules and regulatory procedures issued pursuant to the Companies Law applicable to listed joint-stock companies.



13- Dividends Distributed



Profits Distributed from the Listing Date 26-05-2025 to the End of the Fiscal Year 2025

	Profit Distribution Ratios from the Listing Date to the End of the Fiscal Year 2025	
	Interim Profits for the Second Half of the Fiscal Year 2024	Interim Profits for the First Half of the Fiscal Year 2025
Ratios	%30	%50
Announcement Date	2025-05-27	2025-07-27
Due Date	2025-06-26	2025-08-10
Distribution Date	2025-07-07	2025-08-21
Amount of Profits	15,000,000	25,000,000



## 14- Governance



## **1- Review of Members' Independence and Conflicts of Interest During the Fiscal Year 2025**

In accordance with the tasks of the Nomination and Remuneration Committee, the committee has evaluated the independence of the independent members, who are:

1. Dr. Ibrahim Mohamed Al-Qahtani
2. Dr. Obaid Saad Al-Abdali Al-Sharif

The committee found no cases of conflicts of interest or any impairments to independence as stipulated in the Corporate Governance Regulations.

## **2- Actions Taken by the Board of Directors Regarding Shareholders' Proposals:**

The Board of Directors has approved the Policy and Procedures for Disclosure of Information to Shareholders, which ensures shareholders' right to request information and to have their inquiries answered. The policy also requires the Board Chairman and members to attend the shareholders' general meetings to respond to shareholders' proposals and inquiries, with these questions and answers being recorded in the minutes of the general meetings. The company is committed to announcing any material developments related to its activities and operations. Additionally, during 2025, the Board kept its non-executive members informed of any shareholder inquiries or proposals received in the general meetings.

Adeer Real Estate Company has issued its own corporate governance rules based on the Corporate Governance Regulations issued by the Capital Market Authority, the Company's Articles of Association, and other relevant regulations. These policies have been approved by the Company's General Assembly and the Board of Directors. Adeer continuously reviews and updates these policies in accordance with the applicable laws and regulations. The approved governance regulations are as follows:

- ✧ Audit Committee Charter
- ✧ Nomination and Remuneration Committee Charter
- ✧ Policies, standards, and procedures for membership in the Board of Directors.
- ✧ Board of Directors, committees, and executive management remuneration and compensation policy.
- ✧ Dividend Distribution Policy.
- ✧ Disclosure and Transparency Policy.
- ✧ Conflict of Interest Regulation Policy.
- ✧ Professional Conduct Charter.
- ✧ Policy on Reporting Violations and Regulating Relations with Stakeholders.
- ✧ Adeer Governance Manual.

Adeer complies with all provisions of the Corporate Governance Regulations issued by the Capital Market Authority, except for the following:

Article/ Paragraph No.	Article/ Paragraph text	Reasons for non-compliance
37	Training	The Board of Directors shall prepare the relevant policies in this regard.
39	Evaluation	The article is still for guidance purposes, and the Company conducts evaluations without establishing specific key performance indicators.
67	Formation of the Risk Committee	The article is still for guidance purposes. The Company shall comply with the requirement to establish a Risk Committee once the provision becomes mandatory, noting that the Company has a Risk Management Policy approved by the Board of Directors.
68	Powers and Responsibilities of the Risk Management Committee.	The article is still for guidance purposes, and the Company will implement it once it becomes mandatory.
69	Meetings of the Risk Management Committee.	The article is still for guidance purposes, and the Company will implement it once it becomes mandatory.
82	Employee motivation	The article is still for guidance purposes, and the Company plans to develop a dedicated program in this regard
84	Corporate Social Responsibility	The policy is under approval by the Company's General Assembly.
85	Social work initiatives	The article is still for guidance purposes, and the Company will implement it once it becomes mandatory.
90	Establishing the Company's Governance Committee	The article is still for guidance purposes, and the Company will implement it once it becomes mandatory.

## 15. Board of Directors' Declarations

The Board of Directors hereby resolves the following:

- ✦ The accounting records have been properly prepared.
- ✦ The internal control system has been established on sound foundations and has been effectively implemented.
- ✦ there is no doubt regarding the Company's ability to continue as a going concern.
- ✦ The Board of Directors confirms that the Company has fulfilled all governance requirements in accordance with the relevant regulations.



## 16. Disclosure



- The Company confirms that there are no shares or debt instruments issued to its subsidiaries.
- The Company confirms that it has not issued any convertible debt instruments, contractual securities, subscription rights notes, or similar rights during the financial year.
- The Company confirms that it has no conversion or subscription rights under any convertible debt instruments, contractual securities, subscription warrants, or similar rights issued or granted by the Company.
- The Company confirms that there has been no redemption, repurchase, or cancellation by the Company of any convertible debt instruments, and there is no outstanding value of securities, with distinction between listed securities purchased by the Company and those purchased by its subsidiaries.
- The Company confirms that there are no arrangements or waiver agreements whereby any member of the Company's Board of Directors or any of its senior executives has assigned their entitlement to remuneration.
- The Company confirms that there are no arrangements or assignment agreements whereby any of the Company's shareholders has waived any rights to dividends or profit entitlements..
- The Company confirms that there are no investments or other reserves established for the benefit of any of the Company's employees.

- The Company confirms that it has not been subject to any fines, penalties, precautionary measures, or restrictive orders imposed by the Authority or any other supervisory, regulatory, or judicial entity.
- The Company confirms that there are no treasury shares held by the Company.
- With regard to the Company's social responsibility, Article (87) of the Governance Regulation pertaining to social responsibility is still for guidance purposes; therefore, the Company did not conduct any activities falling within this scope during the year 2024.
- With regard to the mechanisms adopted by the Board of Directors to evaluate its performance, the performance of its committees, and its members, as well as the entity responsible for conducting the evaluation, the Board confirms that several options are currently under review to select an independent party to establish the required evaluation methodologies, taking into consideration that the evaluation process is still for guidance purposes in accordance with Article (41) of the Governance Regulation.
- Except as disclosed in the Board's report, the Company confirms that none of the members of the Board of Directors, the Chief Executive Officer, the Chief Financial Officer, or any of their related parties has any direct or indirect interest in the Company's business transactions. Furthermore, none of the members of the Board of Directors is a party to any loan, nor does the Company provide any guarantee in favor of any Board member in relation to any loan or obligation of any kind.

- Adeer Real Estate Company is subject to Zakat in accordance with the regulations of the Zakat, Tax and Customs Authority in the Kingdom of Saudi Arabia. The Company recognizes the annual Zakat provision and records it in the statement of income. Any adjustments arising from the final Zakat assessment, if any, are recognized in the period in which the assessment is finalized.
- The external auditor of the Company did not provide any advisory services to Adeer Real Estate Company during the financial year 2025 and did not receive any fees in this regard.
- During the year 2025, the Board of Directors did not recommend changing the external auditor before the completion of the term for which it was appointed.
- The Company confirms that the external auditor expressed no reservations regarding the annual financial statements of the Company in accordance with its report for the year 2025.
- The Company confirms that there were no recommendations from the Audit Committee that conflicted with the decisions of the Board of Directors, and the Board did not reject any recommendations regarding the appointment, dismissal, or determination of the remuneration of the Company's external auditor, nor regarding the evaluation of its performance or the appointment of the internal auditor.
- The Company confirms that the Board of Directors and the Nomination and Remuneration Committee comply with the Company's approved nomination and remuneration policy and controls; accordingly, there have been no deviations from this policy.

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