

**Al-Khaleej Company invites for training and education
Its valued shareholders to attend the Extraordinary General Assembly meeting through modern technology means (first meeting)**

clause	The statement
Type of assembly meeting	the Extraordinary General Assembly
Assembly call times	First meeting
Announcement title	Al-Khaleej Training and Education Company invites its valued shareholders to participate and vote in the Extraordinary General Assembly meeting through modern technology means (the first meeting)
Introduction	The Board of Directors of Al-Khaleej Training and Education Company is pleased to invite the shareholders to participate and vote in the Extraordinary General Assembly meeting (the first meeting), which is scheduled to be held, God willing, at 6:30 pm on Monday 01/12/1444 AH corresponding to 19/06/2023 AD through modern technology means Remote using Tadawulaty system.
The assembly location	At the company's main headquarters on Street No. 64, intersecting east with Al Olaya Street, Building No. 9, in Al Olaya District, in Riyadh, through modern technology and my trading system. www.tadawulaty.com.sa
Meeting Link	https://tadawulaty.com.sa
Assembly date	01/12/1444 AH corresponding to 19/06/2023
Assembly time	18.30 PM
Right to attend	Each of the shareholders registered in the company's shareholders register at the Depository Center at the end of the trading session preceding the assembly meeting has the right to register electronic attendance and vote using the Tadawulaty system at the assembly meeting and according to the rules and regulations The shareholder has the right to discuss the topics on the agenda of the assembly and ask questions.
Quorum necessary for the assembly to be held	The Extraordinary General Assembly is valid if attended by shareholders representing at least 50% of the Company's capital. If the necessary quorum is not available to hold this meeting, a second meeting will be held an hour after the end of the period specified for convening the first meeting. The second meeting will be valid if attended by shareholders representing at least a quarter of the Company's capital.
The agenda of the assembly	<ol style="list-style-type: none"> 1. Reviewing and discussing the company's financial statements for the fiscal year ending on 31/12/2022 2. To vote on the company's auditor's report for the fiscal year ending on 31/12/2022 3. Reviewing and discussing the report of the company's board of directors for the fiscal year ending on 31/12/2022 4. To vote on appointing the company's auditor from among the candidates based on the recommendation of the Audit Committee, in order to examine, review and audit the financial statements for the (second, third) and annual quarters of the fiscal year 2023 AD and the first quarter of the fiscal year 2024 AD and determine his fees. 5. Vote on the Board of Directors' recommendation not to distribute cash dividends to shareholders for the fiscal year ending on 31/12/2022 6. Vote to absolve the members of the company's board of directors from liability for the fiscal year ending on 31/12/2022 7. To vote on disbursing an amount of (800,000) eight hundred thousand riyals as a reward for the members of the Board of Directors of the company for the fiscal year ending on 31/12/2022 8. To vote on amending the company's bylaws in line with the new companies' bylaws. (attached) 9. To vote on amending Article (3) of the company's bylaws, which is related to the company's objectives. (attached) 10. To vote on rearranging and naming the articles of the company's articles of association and numbering them to comply with the proposed amendments in the above items, if approved. (attached) 11. To vote on delegating the Board of Directors with the powers of the Ordinary General Assembly with the authorization contained in Paragraphs (1) of Article 27 of the Companies Law, for a period of one year from the date of approval by the General Assembly or until the end of the session of the delegated Board of Directors, whichever is earlier, in accordance with the conditions stipulated in The executive regulations of the corporate law for listed joint stock companies 12. To vote on amending the audit committee work regulations (attached). 13. Voting on amending the Nominations and Remuneration Committee's bylaws (attached) 14. To vote on amending the list of conditions and criteria for membership in the Board of Directors (attached) 15. To vote on amending the policy for remuneration of the Board of Directors, its committees and the executive management (attached) 16. To vote on amending the list of controls and criteria for participation in businesses competing with the company's business (attached)
Power of Attorney Form	(Attached)
Electronic voting	The honorable shareholders registered on the Tadawulaty services website will be able to vote remotely on the agenda items of the assembly, starting from One O'clock in the morning on Thursday 26/11/1444 AH corresponding to 15/06/2023 AD until the end of the time of the assembly. Note that registration and voting in Tadawulaty services are available for free to all shareholders using the following link: https://tadawulaty.com.sa
Eligibility to register attendance and vote	The eligibility to register attendance for the assembly meeting ends at the time of the assembly meeting, and the right to vote on the assembly's items for the attendees ends when the counting committee finishes counting the votes.
Communications channels	For any further enquiries or information please contact our shareholder's relationship department on phone number 0114623260, or by e-mail: adel-amin@alkhaleej.com.sa
additional information	
Attached files	Attached

Power of attorney form

Dear shareholders

After Greetings

The power of attorney form is not available, as the extraordinary general assembly will be held virtually through conference technology tools using the Tawdality system,

Accordingly, we invite all shareholders of the company to vote electronically via the website of the My Trading Service: www.tadawulaty.com.sa

Note that registration in the Tadawulaty service and voting is available free of charge to all shareholders.

Please accept my deep regards and appreciation

Al Khaleej Training and Education Company

Audit Committee Report

To: Shareholders of Alkhaleej training and education Company,

Subject: The report of the Audit Committee to the General Assembly of Shareholders for the fiscal year 2022 and their opinion on the adequacy of the internal control system in the company.

As per the Article 88 of the Corporate Governance Regulations and Article 14 of the Company's audit committee regulations, the Committee shall issue an annual report that includes details of its performance, its competencies and tasks stipulated in the Company's Law and Regulations, for presentation to the General Assembly of Shareholders, provided that this report includes their recommendations and opinion on The adequacy of the company's internal control systems.

First: A brief summary of the Audit Committee:

- The audit committee of the company consists of four members, Two of Whom are independent and non-executive members of the Board of Directors and Two member from outside the Board from whom One member is specialized in financial and accounting matters.
- During the fiscal year 2022, the committee held (6) six meetings to discuss and approve the preliminary and annual financial statements, in addition to its periodic meetings with the company's external auditor to review accounts, reports and observations provided by the external auditor, as well as its periodic meetings with the company's internal audit department to follow up on the implementation Internal audit and risk management plan.
- The Audit Committee focuses on monitoring the company's business and verifying the integrity and accuracy of the financial statements and the internal control system.
- The committee carried out all the tasks and responsibilities mentioned in the company's audit committee regulations and what was stipulated in the corporate governance regulations.

Second: The main responsibilities carried out by the committee within the scope of its competence and authority during the fiscal year 2022: -

1. Reviewing and approving the preliminary quarterly financial statements for the year 2022.
2. Reviewing, expressing opinion and approving the annual financial statements for the year 2022 AD before presenting them to the Board of Directors.
3. Reviewing accounting estimates and key audit issues related to financial reports.
4. Verifying the submission of the audited financial statements for the year 2021 and the quarterly financial statements for the year 2022 in accordance with International Financial Reporting Standards.
5. Review the auditor's report and notes on the financial statements for the year 2021.
6. Reviewing the company's annual plans for the year 2022 and the timetable for issuing the financial statements.

7. Reviewing and approving the annual budget of the company's internal audit department for the fiscal year 2022.
8. Monitoring the company's internal audit department to ensure its effectiveness in performing the scope of work and the tasks assigned to it.
9. Reviewing the reports of the Internal Audit Department and following up the implementation of corrective measures and recommendations.
10. Review and evaluate the offers submitted by the external auditors to review the second and third quarters of the company and the annual report on the financial statements for the fiscal year 2022 and the first quarter of 2023, and submit its recommendations in this regard to the Board of Directors.
11. Reviewing the accounting policies used in the company and following up on new developments and declarations of international financial reporting standards and recommendations in this regard.
12. Ensure the company's compliance with relevant laws, regulations and policies.
13. Issuing a report on the results of the annual review of the effectiveness of the company's internal control procedures, and its opinion on the adequacy of the internal control system for the fiscal year 2022.

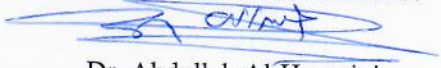
Third: The Audit Committee's opinion on the adequacy of the company's internal control system

The internal control system aims to ensure that the company's objectives are achieved effectively and efficiently and includes the issuance of reliable financial reports, compliance with regulations, policies, as well as managing potential risks to reduce the effects of risks on achieving the company's objectives. The control system also plays an important role in detecting and preventing fraud and protecting the company's resources. The company's management is responsible for preparing a comprehensive and effective control system commensurate with the level of risks that the company may be exposed to at a reasonable amount of cost, and gives acceptable assurances to avoid material errors and losses that may result from them. The committee continuously reviews periodic reports prepared by internal and external auditors and the company's various departments. And related to internal control, and accordingly, the Audit Committee did not find a fundamental weakness in the internal control procedures in force, bearing in mind that any internal control system, regardless of the quality of its design and the effectiveness of its application, cannot provide absolute certainty. The committee recommends further strengthening the company's internal control system to improve efficiency and effectiveness, which will contribute to achieving the company's long-term goals.

Kindly accept my sincere regards and appreciation

Written on: 14/05/2023

Chairman of the Audit Committee


Dr. Abdullah Al-Hussaini