



Heading		عنوان الإعلان:	
Jabal Omar Development Company invites its shareholders to attend the 13 th Ordinary General Assembly Meeting (The First Meeting) by means of modern technology		إعلان شركة جبل عمر للتطوير عن دعوة مساهميها إلى حضور اجتماع الجمعية العامة العادية الثالثة عشر (الاجتماع الأول) عن طريق وسائل التقنية الحديثة	
Introduction	The Board of Directors of Jabal Omar Development Company are pleased to invite the shareholders to attend the Ordinary General Assembly meeting of the company, which will be conducted virtually via Tadawulaty Platform.	يسر مجلس إدارة شركة جبل عمر للتطوير أن يدعو السادة المساهمين للمشاركة والتصويت في اجتماع الجمعية العامة العادية الثالثة عشر والمقرر انعقادها بمشيئة الله تعالى في تمام الساعة ١٩:٤٥ مساء يوم الخميس ٤ ذو الحجة ١٤٤٤ هـ الموافق ٢٢ يونيو ٢٠٢٣ م عن طريق وسائل التقنية الحديثة.	مقدمة
City and Location of the General Assembly's Meeting	Makkah -the company's headquarters- by Means of Modern Technology	مكة المكرمة - مقر الشركة الرئيسي - عن طريق وسائل التقنية الحديثة	مكان ومدينة انعقاد الجمعية العامة
URL for the Meeting Location	https://www.tadawulaty.com.sa	www.tadawulaty.com.sa	رابط مقر الاجتماع
Date of the General Assembly's Meeting	4-12-1444 Corresponding to 22-6-2023	٤ ذو الحجة ١٤٤٤ هـ الموافق ٢٢ يونيو ٢٠٢٣ م	تاريخ انعقاد الجمعية العامة
Time of the General Assembly's Meeting	19:45	١٩:٤٥	وقت انعقاد الجمعية العامة



Attendance Eligibility	As per the rules and regulations, each shareholder who is registered in the Company's shareholders register with Edaa at the end of the trading session prior to the Assembly meeting shall be entitled to attend the Assembly.	المساهمين المقيدين في سجل مساهمي الشركة لدى مركز الإيداع بنهاية جلسة التداول التي تسبق اجتماع الجمعية العامة وبحسب الأنظمة واللوائح.	حق الحضور
Quorum for Convening the General Assembly's Meeting	For the validity of this general assembly meeting the presence of shareholders representing at least half of the company's capital is required. If the necessary quorum for holding this meeting is not available, the second meeting shall be held an hour after the end of the period specified for convening the first meeting. and the second meeting will be valid regardless of the number of shares represented therein.	يشترط لصحة انعقاد هذه الجمعية حضور مساهمين يمثلون ربع رأس مال الشركة على الأقل وإذا لم يتوفر النصاب اللازم لعقد هذا الاجتماع يعقد الاجتماع الثاني بعد ساعة من انتهاء المدة المحددة لانعقاد الاجتماع الأول ويكون الاجتماع الثاني صحيحاً أيّاً كان عدد الأسهم الممثلة فيه.	النصاب اللازم لانعقاد الجمعية
General Assembly Meeting Agenda	Attached	مرفق	جدول أعمال الجمعية
Proxy Form	Attached	مرفق	نموذج التوكيل

<p>The shareholder right in discussing the assembly agenda topics, asking questions, and exercising the voting right. (Mentioning the E-Voting details, if any)</p>	<p>The voting on the agenda items of the Ordinary General Assembly Meeting will be made electronically through Tadawulaty, which will start on Sunday, 29-11-1444 Corresponding to 18-6-2023, 01:00 A.M. and shall end at the closure of the General Assembly Meeting. Registration and voting shall be available free of charge in Tadawulaty services for all shareholders by using the following link: https://www.tadawulaty.com.sa</p>	<p>سيكون بإمكان المساهمين المسجلين في موقع خدمات تداولاتي الإلكتروني التصويت عن بعد على بنود اجتماع الجمعية وذلك من خلال خدمة التصويت الإلكتروني ابتداءً من الساعة (٠١:٠٠) صباحاً من يوم الأحد ٢٩ ذو القعدة ١٤٤٤ هـ الموافق ١٨ يونيو ٢٠٢٣م وحتى نهاية وقت انعقاد الجمعية، وسيكون التسجيل والتصويت في خدمات تداولاتي متاح مجاناً لجميع المساهمين عبر الرابط التالي: https://www.tadawulaty.com.sa</p>	<p>حق المساهم في مناقشة الموضوعات المدرجة على جدول أعمال الجمعية ونوجيه الأسئلة وكيفية ممارسة حق التصويت (مع ذكر تفاصيل خاصة التصويت الإلكتروني ان وجد)</p>
<p>Eligibility for Attendance Registration and Voting</p>	<p>Registration to attend the Ordinary General Assembly meeting will close at the meeting start time. Eligibility for voting on the agenda items for the shareholders who attended the Ordinary General Assembly Meeting ends upon the conclusion of counting the votes by the Counting Committee.</p>	<p>أحقية تسجيل الحضور لاجتماع الجمعية تنتهي وقت بدء انعقاد اجتماع الجمعية. كما أن أحقية التصويت على بنود الجمعية للحاضرين تنتهي عند انتهاء لجنة الفرز من فرز الأصوات.</p>	<p>أحقية تسجيل الحضور والتصويت</p>
<p>Method of Communication</p>	<p>For any inquiries, please call 0125106100 Ex: 3201 Email: share-holder@jodc.com.sa</p>	<p>في حال وجود استفسار نأمل التواصل مع إدارة علاقات المساهمين من خلال الهاتف رقم : ٠١٢ ٥١٠٦١٠٠ تحويلة ٣٢٠١ أو من خلال البريد الإلكتروني: share-holder@jodc.com.sa</p>	<p>طريقة التواصل</p>



جدول أعمال الجمعية

#	Items	نص البند	#
1	Review and Discuss the report of the Board of Directors for the fiscal year ended on December 31, 2022 (Attached)	الاطلاع على تقرير مجلس الإدارة للعام المالي المنتهي في ٣١/١٢/٢٠٢٢م ومناقشته. (مرفق)	١
2	Voting on the company's auditor's report for the fiscal year ended on December 31, 2022 (Attached)	التصويت على تقرير مراجع حسابات الشركة عن العام المالي المنتهي في ٣١/١٢/٢٠٢٢م. (مرفق)	٢
3	Review and Discuss the financial statements for the fiscal year ended on December 31, 2022 (Attached)	الاطلاع على القوائم المالية عن العام المالي المنتهي في ٣١/١٢/٢٠٢٢م ومناقشتها. (مرفق)	٣
4	Voting on releasing the members of the Board of Directors from liability for the fiscal year ended on December 31, 2022	التصويت على إبراء ذمة أعضاء مجلس الإدارة عن السنة المنتهية في ٣١/١٢/٢٠٢٢م.	٤
5	Voting on the decision of the Board of Directors to appoint Mr. Saleh Abdullah Alzumai as an (independent) member of the Board of Directors, starting from 25/08/2022 AD to complete the session of the Board until the end date of the current session 29-06-2024 AD, to succeed the resigned member, Dr. Abdulraouf M. Mannaa (non-executive). (CV attached)	التصويت على قرار مجلس الإدارة بتعيين الأستاذ صالح عبد الله الزميع (عضو مستقل) بمجلس الإدارة ابتداءً من ٢٥ أغسطس ٢٠٢٢م لإكمال دورة المجلس الحالية حتى انتهائها في ٢٩ يونيو ٢٠٢٤م خلفاً للعضو السابق الدكتور عبد الرؤوف محمد مناع (عضو غير تنفيذي) (مرفق السيرة الذاتية)	٥



نموذج التوكيل

<p>Dear Shareholders of Jabal Omar Development Company</p> <p>Jabal Omar Development Company would like to inform that the Proxy form is not available as the Ordinary General Assembly Meeting will be conducted virtually via Tadawulaty Platform.</p>	<p>السادة مساهمي شركة جبل عمر للتطوير</p> <p>تود شركة جبل عمر للتطوير إحاطة سعادتكم بأن نموذج التوكيل غير متاح نظرا لانعقاد الجمعية العامة العادية عن طريق وسائل التقنية الحديثة باستخدام منظومة تداولاتي</p>
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Audit Committee Report 2022

Introduction:

This report has been prepared in accordance with the requirements of Article Eighty-Eight of the Corporate Governance Regulations issued by the Capital Market Authority

Responsibilities and Duties of the Audit Committee:

The Audit Committee shall be responsible for monitoring the Company's business and verifying the integrity and fairness of the financial reports and statements and its internal control systems in accordance with the requirements of Article Fifty-Two of the Corporate Governance Regulations issued by the Capital Market Authority.

Major Decisions and Recommendations of the Committee for the year 2022:

- Recommending to the Board of Directors to amend the scope of work of the Compliance Department to include all laws and regulations governing the company's business and providing the necessary resources for it.
- Recommending to the Board of Directors to postpone the issuance of the annual financial statements for the year 2021 until the following requirements are completed and enable the Committee to issue its views thereon:
 - The executive management shall submit the final audited financial statements with all their attachments after completing the suspensions referred to by the external auditor.
 - The Audit Committee appoints an impartial external consultant to study the valuation methodology used in valuing the assets and assumptions made by management and the external auditor's reservations thereon and to submit a professional and impartial report to the Committee on its suitability and compatibility with accounting and international valuation standards.
- Recommending to the Board of Directors the approval of the financial statements for the first quarter of 2022.
- Recommending to the Board of Directors the approval of the financial statements for the second quarter 2021.
- Recommending to the Board of Directors the nomination of Ernst & Young and KPMG to review the interim and annual financial statements for the period from the third quarter of 2022 to the first quarter of 2025.
- Recommending to the Board of Directors the approval of the financial statements for the third quarter 2022.
- Recommending to the Board of Directors to approve the additional fees of the external auditor in the amount of 1,157,739 riyals and submit them to the General Assembly for approval.
- Recommending to the Board of Directors the adoption of accounting policies.

The results of the annual review of the effectiveness of the company's internal control procedures and the opinion of the audit committee on their adequacy:

The control procedures in the company are reviewed continuously by the Internal Audit Division by following a systematic and organized risk-based method to ensure the efficiency of the control procedures in reducing the risks that the company may face and providing the necessary recommendations to improve them in order to enhance and protect the value of the company and help it to reach its goals, and the audit committee and the board of directors receive periodic reports on the results of the audit that are discussed with the executive management and follow up the correction of the observations contained therein, despite the professional diligence. However, it is not possible to absolutely confirm the comprehensiveness of the examinations for all the company's business and activities by virtue of the fact that the audits are carried out on the basis of the estimated sample. The audit work during the year showed a number of important observations that were submitted to the executive management, the audit

committee and the board of directors, and the executive management developed procedures to address them, and despite the efforts made by the company's management, the audit committee believes that the company's internal control system still needs necessary improvements to ensure that the company's internal procedures are linked to its strategic objectives and its efficiency in reducing risks that may prevent their achievement.

In light of the structural changes that the company went through during the year, the company's board of directors on June 3, 2022 suspended the work of the board of directors' decision issued on January 25, 2022, which included assigning the tasks of supervising risk management to the audit committee and approving the name of the committee as the "Audit and Risk Committee", and the company's board of directors decided to approve the recommendation of the executive management to amend the risk management reference to be directly linked - functionally and administratively - to the company's CEO.

Muhannad Saud Alrasheed
Chairman of the Audit Committee